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

FORM 10-Q

(Mark One)

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

For the quarterly period ended January 31, 2010

___ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from __________ to ___________

Commission file number 0 -12459

Biosynergy, Inc.
(Exact name of small business issuer as specified in its charter)

Illinois (State or other jurisdiction of incorporation or organization)

36-2880990 (IRS Employer Identification No.)

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

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

____
(Former name, former address and formal fiscal year, if changed since last report)

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 registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. _X_ Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 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

Indicate by check mark whether the registrant is a large accelerated filing, 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 ☐ Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company) Smaller reporting company X

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

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13, or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. ☐ Yes ☐ No

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of February 28, 2010: 14,935,511

030027.0021/D18/V3

BIOSYNERGY, INC.

PART 1 - FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Balance Sheets

ASSETS

	January 31, 2010 Unaudited	April 30, 2009 Audited
Current Assets		
Cash	$350,972	$285,395
Short-Term Investments	200,000	200,000
Accounts receivable, Trade (Net of allowance for doubtful accounts of $500 at January 31, 2010 and April 30, 2009)	122,712	150,033
Inventories	115,296	81,299
Prepaid Expenses	30,802	48,937
Interest Receivable	2,775	541
Total Current Assets	822,557	766,205
Equipment and Leasehold Improvements		
Equipment	199,399	203,137
Leasehold improvements	20,022	20,022
	219,421	223,159
Less Accumulated Depreciation and Amortization	(195,639)	(188,793)
Total Equipment and Leasehold Improvements, Net	23,782	34,366
Other Assets		
Patents less Accumulated Amortization	15,146	15,938
Pending Patents	103,648	85,282
Deposits	5,947	5,947
Total Other Assets	124,741	107,167
	$971,080	$907,738

The accompanying notes are an integral part of the condensed financial statements.

Liabilities and Shareholders' Equity

	January 31, 2010 Unaudited	April 30, 2009 Audited
Current Liabilities		
Accounts Payable	$14,049	$ 9,454
Accrued Compensation and Payroll Taxes	17,080	19,995
Deferred Rent	4,203	5,733
Income Taxes Payable	1,923	-
Accrued Vacation	14,594	17,855
Other Accrued Expenses	463	468
Total Current Liabilities	52,312	53,505
Deferred Income Taxes	13,019	13,019
Shareholders' Equity		
Common stock, No Par Value; 20,000,000 Authorized Shares Issued: 14,935,511 Shares at January 31, 2010 and at April 30, 2009	660,988	660,988
Receivable from Affiliate	(19,699)	(19,699)
Retained Earnings	264,460	199,925
Total Shareholders' Equity	905,749	841,214
	$971,080	$907,738

The accompanying notes are an integral part of the condensed financial statements.

Biosynergy, Inc.

Statements of Operations
(unaudited)

	Three Months Ended January 31 2010	Three Months Ended January 31 2009	Nine Months Ended January 31 2010	Nine Months Ended January 31 2009
Net Sales	$265,295	$248,904	$811,063	$757,508
Cost of Sales	75,869	73,809	226,478	211,359
Gross Profit	189,426	175,095	584,585	546,149
Operating Expenses				
Marketing	37,353	35,966	106,547	95,505
General and Administrative	88,423	85,242	323,193	303,009
Research and Development	22,038	21,585	68,521	64,575
Total Operating Expenses	147,814	142,793	498,261	463,089
Income from Operations	41,612	32,302	86,324	83,060
Other Income				
Interest Income	1,386	2,173	4,219	7,068
Other Income	480	480	1,440	1,440
Total Other Income	1,866	2,653	5,659	8,508
Net Income Before Income Taxes	$43,478	$34,955	$91,983	$91,568
Provision for Income Taxes	14,905	9,528	27,448	27,654
Net Income	$28,573	$25,427	$64,535	$63,914
Net Income Per Common Share – Basic and Diluted	$ -	$ -	$ -	$ -
Weighted-Average Shares of Common Stock Outstanding – Basic and Diluted	14,935,511	14,935,511	14,935,511	14,935,511

The accompanying notes are an integral part of the condensed financial statements.

BIOSYNERGY, INC.

STATEMENT OF SHAREHOLDERS' EQUITY

NINE MONTHS ENDED January 31, 2010

Unaudited

	Common Stock		Other and Related	Retained	
	Shares	Amount	Receivable	Earnings	Total
Balance, May 1, 2009	14,935,511	$660,988	($19,699)	$199,925	$841,214
Net Income	-	-	-	64,535	64,535
Balance, January 31, 2010	14,935,511	$660,988	($19,699)	$264,460	$905,749

The accompanying notes are an integral part of the condensed financial statements.

BIOSYNERGY, INC.

STATEMENTS OF CASH FLOWS
Unaudited

	Nine Months Ended January 31	
	2010	2009
Cash Flows from Operating Activities		
Net Income	$64,535	$63,914
Adjusted to Reconcile Net Income to Cash Provided by Operating Activities		
Depreciation and Amortization	13,138	14,686
Changes in Assets and Liabilities		
Accounts Receivable	27,321	14,074
Inventories	(33,997)	(16,054)
Prepaid Expenses	18,135	(20,653)
Interest Receivable	(2,234)	(1,296)
Accounts Payable and Accrued Expenses	(1,193)	(40,411)
Total Adjustments	21,170	(49,654)
Net Cash Provided by Operating Activities	85,705	14,260
Cash Flow from Investing Activities		
Patents and Patents Pending	(18,366)	(14,826)
Equipment and Leasehold Improvements	(1,762)	(3,408)
Net Cash Used in Investing Activities	(20,128)	(18,234)
Increase (Decrease) in Cash and Cash Equivalents	65,577	(3,974)
Cash Beginning Period	285,395	281,123
Cash Ending Period	$350,972	$277,149

The accompanying notes are an integral part of the condensed financial statements.

Note 1 - Company Organization and Description

In the opinion of management, the accompanying unaudited condensed financial statements contain all adjustments, consisting of normal recurring adjustments which are necessary for a fair presentation of the financial position and results of operations for the periods presented. The unaudited condensed financial statements have been prepared in accordance with the instructions to Form 10-Q and do not include all the information and footnote disclosures normally included in financial statements prepared in accordance with accounting principals generally accepted in the United States of America. These condensed financial statements should be read in conjunction with the audited financial statements and notes included in the Company's April 30, 2009 Annual Report or Form 10-K. The results of operations for the nine months ended January 31, 2010 are not necessarily indicative of the operating results for the full year.

Biosynergy, Inc. (the Company) was incorporated under the laws of the State of Illinois on February 9, 1976. It is primarily engaged in the development and marketing of medical, consumer and industrial thermometric and thermographic products that utilize cholesteric liquid crystals. The Company's primary product, the HemoTemp II Blood Monitoring Device, accounted for approximately 91.9% of the sales during the quarter ending January 31, 2010. The products are sold to hospitals, clinical end-users, laboratories and product dealers located throughout the United States.

Note 2 - Summary of Significant Accounting Policies

Cash and Cash Equivalents

The Company maintains cash and cash equivalents with major financial institutions. Cash and cash equivalents are maintained in demand accounts to minimize risks. Demand accounts and certificates of deposit are insured up to $250,000 as of January 31, 2010 and April 30, 2009 per depositor by the Federal Deposit Insurance Corporation. Balances may exceed insured amounts The Company has not experienced any loss on these accounts. The Company does not believe it is exposed to any significant risk on the uninsured amounts.

Receivables

Receivables are carried at original invoice less estimates made for doubtful receivables. Management determines the allowances for doubtful accounts by reviewing and identifying troubled accounts on a periodic basis and by using historical experience applied to an aging of accounts. A receivable is considered to be past due if any portion of the receivable balance is outstanding for more than 30 days. Receivables are written off when deemed uncollectible. Recoveries of receivables previously written off are recorded when received.

Note 2 – Summary of Significant Accounting Policies (Continued)

Inventories

Inventories are valued at the lower of cost or market using the FIFO (first-in, first-out) method.

Depreciation and Amortization

Equipment and leasehold improvements are stated at cost. Depreciation is computed primarily on the straight-line method over the estimated useful lives of the respective assets. Repairs and maintenance are charged to expense as incurred; renewals and betterments which significantly extend the useful lives of existing equipment are capitalized. Significant leasehold improvements are capitalized and amortized over the term of the lease; equipment is depreciated over 3 to 10 years.

Revenue Recognition

The Company recognizes net sales revenue upon the shipment of product to customers.

Research and Development and Patents

Research and development expenditures are charged to operations as incurred. The costs of obtaining patents, primarily legal fees, are capitalized and once obtained, amortized over the life of the respective patent on the straight-line method.

Use of Estimates

The preparation of financial statements in conformity with accounting principles 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. Actual results could differ from those estimates.

Income Per Common Share

Income per common share is computed by dividing net income by the weighted-average number of common shares outstanding during the period. When dilutive, stock options are included as share equivalents using the treasury stock method in the calculation of diluted earnings per share. The Company has no outstanding options or other rights to acquire its unissued common shares.

Note 2 - Summary of Significant Accounting Policies (Continued)

Fair Value of Financial Instruments/Short Term Investments

The Company evaluates its financial instruments based on current market interest rates relative to stated interest rates, length to maturity and the existence of readily determinable market prices. Short-term investments have been categorized as held-to-maturity and as a result are stated at cost, which approximates fair value. Short-term investments consist of certificates of deposit, which mature within one year of January 31, 2010 and April 30, 2009, respectively. Based on the Company's analysis, the fair value of short term investments approximates their carrying value.

Comprehensive Income

Components of comprehensive income include amounts that are included in the comprehensive income but are excluded from net income. There were no significant differences between the Company's net income and comprehensive income.

Income Taxes

Income taxes are provided for the tax effects of transactions reported in the financial statements and consist of taxes currently due and deferred taxes related primarily to differences in the methods of accounting for patents, inventories, certain accrued expenses and bad debt expenses for financial and income tax purposes. The deferred tax income taxes represent the future tax consequences of those differences, which will be taxable in the future.

The Company files tax returns in the U.S. federal jurisdiction and with the state of Illinois. Various tax years remain open to examinations although there are currently no ongoing tax examinations. Management's policy is to recognize interest and penalties related to uncertain tax positions in income tax expenses.

The provision for income taxes consists of the following components as of January 31:

	2010	2009
Current		
Federal	$ 20549	$ 21,244
State	6,899	6,410
Provision for Income Taxes	$ 27,448	$ 27,654

Note 2 - Summary of Significant Accounting Policies (Continued)

The differences between the U.S. federal statutory tax rate and the Company's effective tax rate are as follows:

	Period Ended January 31, 2010	Period Ended January 31, 2009
U.S. federal statutory tax rate	34.0%	34.0%
State income tax expense, net of Federal tax benefit	3.0	3.0
Effect of graduated federal tax rates	(7.2)	(6.8)
Consolidated Effective Tax Rate	29.8%	30.2%

Recent Accounting Pronouncements

In June 2009, the FASB issued SFAS No. 168, "The 'FASB Accounting Standards Codification' and the Hierarchy of Generally Accepted Accounting Principals, a replacement of FASB Statement No. 162", now ASC 105, "Generally Accepted Accounting Principles" (ASC 105). ASC 105 establishes the "FASB Accounting Standards Codification" ("Codification"), which officially launched July 1, 2009, to become the source of authoritative U.S. generally accepted accounting principles ("GAAP") recognized by the FASB to be applied by nongovernmental entities, superseding existing FASB, American Institute of Certified Public Accountants ("AICPA"), Emerging Issues Task Force ("EITF"), and related accounting literature. Rules and interpretive releases to the Securities and Exchange Commission ("SEC") under authority of federal securities laws are also sources of authoritative U.S. GAAP for SEC registrants. ASC 105 reorganizes the previously issued GAAP pronouncements into accounting topics and displays them using a consistent structure. The subsequent issuances of new standards will be in the form of Accounting Standards Updates that will be included in the Codification. ASC 105 was adopted by the Company as of the interim period ended October 31, 2009. As the Codification was not intended to change or alter existing GAAP, ASC 105 did not have an impact on the Company's financial statements. The only impact will be that any future references to authoritative accounting literature will be the new numbering system prescribed by the Codification.

In October 2009, the FASB issued ASC 605-25, "Revenue Recognition" (ASC 605-25). ASC 605-25 modifies the fair value requirements of revenue recognition on multiple element arrangements by allowing the use of the "best estimate of selling price" in addition to vendor specific objective evidence and third-party evidence for determining the selling price of a deliverable. This guidance establishes a selling price hierarchy for determining the selling price of a deliverable, which is based on: (a) vendor-specified objective evidence, (b) third-party evidence, or (c) estimates. In addition, ASC 605-25 eliminates the residual method of allocation and significantly expands the disclosure requirements for such arrangements. ASC 605-25 is effective for fiscal years beginning on or after June 15, 2010, with early adoption permitted. The Company is assessing the impact that ASC 605-25 will have on the Company's consolidated financial statements.

Note 2 - Summary of Significant Accounting Policies (Continued)

In March 2008, the FASB issued SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities-an amendment of FASB Statement No. 133", now ASC 815, "Disclosure about Derivative Instruments and Hedging Activities" (ASC 815). ASC 815 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 Statement 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 ASC 815 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. This Statement encourages, but does not require, comparative disclosures for earlier periods at initial adoption. The Company adopted ASC 815 as of May 1, 2009. The Company's adoption of ASC 815 did not have any impact on its financial condition or results of operations.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), "Business Combinations", now ASC 805, "Business Combinations" (ASC 805). ASC 805 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 ASC 805, changes in an acquired entity's deferred tax assets and uncertain tax positions after the measurement period will impact income tax expense. The Company adopted ASC 805 May 1, 2009. The Company's adoption of this revision did not have any impact on the Company's financial condition or results of operations.

In December 2007, the FASB issued SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements, and amendment of ARB No. 51", now ASC 810, "Consolidation" (ASC 810). ASC 810 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. ASC 810 became effective for the Company May 1, 2009. The Company's adoption of ASC 810 did not have a significant impact on the Company's financial position or results of operations.

Short-Term Investments

In April, 2009, the Company reinvested $100,000 in a one year certificate of deposit at an annual percentage yield of 2% with a maturity date of April 22, 2010. The Company also reinvested an additional $100,000 in a one year certificate of deposit at an annual percentage yield of 2.75% with a maturity date of February 23, 2010.

Note 3 – Inventories

Components of inventories are as follows:

	January 31, 2010	April 30, 2009
Raw materials	$ 48,109	$ 40,681
Work-in-process	30,763	24,211
Finished goods	36,424	16,407
	$115,296	81,299

Note 4 – Common Stock

The Company's common stock is traded in the over-the-counter market. However, there is no established public trading market due to limited and sporadic trades. The Company's common stock is not listed on a recognized market or stock exchange.

Note 5 - Related Party Transactions

The Company and its affiliates are related through common stock ownership as follows as of January 31, 2010:

	Stock of Affiliates		
	Biosynergy, Inc.	F.K. Suzuki International, Inc.[(1)]	Medlab, Inc.
F.K. Suzuki International, Inc.	30.1%	- %	100.0%
Fred K. Suzuki, Officer	4.1	35.6	-
Lauane C. Addis, Officer[(2)]	.1	-	-
Jeanne S. Addis, Trustee	-	32.7	-
James F. Schembri, Director	8.6	-	-
Mary K. Friske, Officer	.3	.2	-
Laurence C. Mead, Officer	.4	4.0	-
Beverly K. Suzuki, Officer	2.7	-	-

(1) As of January 31, 2010 and April 30, 2009, $19,699 was due from F.K. Suzuki International, Inc. (FKSI). These balances result from an allocation of common expenses charged to FKSI prior to April 30, 2006 offset by advances received from time to time. No interest income is received or accrued by the Company. The financial condition of FKSI is such that it will unlikely be able to

repay the Company during the next year without liquidating a portion of its assets, including a portion of its ownership in the Company. As a result, the receivable balance has been reclassified as a contra equity account since April 30, 2006.

(2) On October 21, 2009, Lauane C. Addis transferred all of his interest in F.K. Suzuki International, Inc. (FKSI) consisting of 31,423 shares of FKSI common stock to Jeanne S. Addis as Trustee of the Addis Family Equity Trust dated September 1, 2009.

Note 6 - Major Customers

Shipments to one customer amounted to 35.61% of sales during the first nine months of Fiscal 2010 compared to 38.44% during the comparative Fiscal 2009 period. As of January 31, 2010, there were outstanding accounts receivable from this customer of $58,370 compared to $71,580 at January 31, 2009. Shipments to another customer amounted to 23.7% of sales during the first nine months of Fiscal 2010 and 18.04% of sales during the first nine months of Fiscal 2009. As of January 31, 2010, there were outstanding accounts receivable from this customer of approximately $25,205 compared to $16,450 at January 31, 2009.

Item 2. Management's Discussion of Financial Condition and Results of Operations

Net Sales/Revenues

For the three month period ending January 31, 2010 ("3rd Quarter"), the net sales increased 6.58%, or $16,391, and increased 7%, or $53,555, during the nine month period ending January 31, 2010, as compared to net sales for the comparative periods ending in 2009. This increase in sales is primarily the result of an increase in unit sales of HemoTemp® II, TempTrend®II, and HT2 Activat. In January 2010, there was an increase in the distributor price for the Company's products. This accounted for an increase in net sales of 2.57%, or $4,220, for the three month period ending January 31, 2010.

In addition, during the 3rd Quarter the Company had $1,866 of miscellaneous revenues primarily from interest income and leasing a portion of its storage space to an unrelated party.

Costs and Expenses

General

The operating expenses of the Company during the 3rd Quarter increased overall by 3.51%, or $5,021, as compared to the 3rd quarter in 2009 primarily due to an increase in salaries, 401(k) plan contributions and health insurance premiums. The operating expenses of the Company increased by 7.59%, or $35,172, for the nine month period ending January 31, 2010, primarily due to an increase in salaries, 401(k) plan contributions, health insurance premiums and accounting fees.

Cost of Sales

The cost of sales during the 3rd Quarter increased by $2,060, and increased by $15,119 during the nine month period ending January 31, 2010 as compared to these expenses during the same periods ending in 2009. Increases were primarily due to an increase in unit sales and increases in part time employee salaries, health insurance premiums, 401(k) plan contributions and payroll taxes. As a percentage of sales, the cost of sales were 28.59% during the 3rd Quarter and 29.65% for the comparative quarter ending in 2009, and 27.92% during the nine month period ending January 31, 2010 compared to 27.9% in 2009. Subject to unanticipated changes in the price of raw materials or extraordinary occurrences, it is not anticipated that the cost of sales as a percentage of sales will materially change in the near future.

Research and Development Expenses

Research and Development costs increased $453, or 2%, during the 3rd Quarter as compared to the same quarter in 2009. These costs increased by $3,946, or 6.1%, during the nine month period ending January 31, 2010 as compared to the same period in 2009. The overall increase in research and development is due primarily to an increase in employee 401(k) plan contributions and health insurance premiums. The Company is continuing its investigation and development of certain compounds for use as bacteria retardant agents for use in food and other products. The Company is uncertain how much of its resources will be required to complete its investigation and development of these products.

Marketing Expenses

Marketing expenses for the 3rd Quarter increased by $1,387, or 3.85%, as compared to the quarter ending January 31, 2009. These costs increased by $11,042, or 11.56%, during the nine month period ending January 31, 2010 as compared to the same period in 2009. The increase is due to an increase in salaries, employee 401(k) plan contributions, health insurance premiums, entertainment and product promotion expenses.

General and Administrative Expenses

General and administrative costs for the 3rd Quarter increased by $3,181, or 3.73%, as compared to the 3rd quarter ending January 31, 2009, primarily due to increased salaries, health insurance premiums and office supplies. General and administrative costs increased by $20,184, or 6.66%, during the nine month period ending January 31, 2010, as compared to the same periods in 2009, primarily due to increased salaries, health insurance premiums, website design expenses, office supplies and accounting fees.

Net Income

The Company realized a net income of $28,573 during the 3rd Quarter as compared to a net income of $25,427 for the comparative quarter in the prior year. The Company also realized a net income of $64,535 for the nine month period ending January 31, 2010 as compared to a net income of $63,914 during the same period in 2009. The increase in net income is a direct result of an increase in sales.

Assets/Liabilities

General

Since April 30, 2009, the Company's assets have increased by $63,342 and liabilities have decreased by $1,193. The increase in assets, primarily cash and inventories, is a result of the Company’s profit and an increase in the stock of raw materials and finished goods.

Related Party Transactions

The Company was owed $19,699 by F.K. Suzuki International, Inc. ("FKSI"), an affiliate, at January 31, 2010 and April 30, 2009. This account primarily represents common expenses which were previously 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 since April 30, 2006 could not 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, as of April 30, 2006, all of the amount owed by FKSI to the Company was reclassified as a reduction of FKSI’s capital in the Company.

Current Assets/Liabilities Ratio

The ratio of current assets to current liabilities, 15.72 to 1, has increased compared to 14.32 to 1 at April 30, 2009. This increase in ratio of current asset to current liabilities is a result of net income realized by the Company. In order to maintain or improve the Company’s asset/liabilities ratio, the Company’s operations must remain profitable.

Liquidity and Capital Resources

During the nine month period ending January 31, 2010, the Company experienced an increase in working capital of $57,545. This is primarily due to the Company's increase in inventories and cash, and a pay-down of current liabilities.

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 to carry a minimum amount of finished inventory and raw materials to meet the delivery requirements of customers and thus, inventory represents a material portion of the Company's investment in current assets.

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

Cash provided by operating activities was $85,705 during the nine month period ending January 31, 2010. An aggregate of $20,127 was used for equipment purchases and patent application expenditures and $1,193 used to pay down accounts payable, primarily accrued vacations, during this same period. Except for its operating working 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. There were no cash flows from financing activities during the nine month period ending January 31, 2010.

As of January 31, 2010, the Company had $822,557 of current assets available. Of this amount, $30,802 was prepaid expenses, $115,296 was inventory, $122,712 was net trade receivables, $200,000 was invested in short-term certificates of deposit, and $350,972 was cash. The Company's available cash and cash flow from operations is considered adequate to fund the short-term operating capital needs of the Company. The Company does not have a working line of credit, and does not anticipate obtaining a working line of credit in the near future. There is a risk 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 and labor costs 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 in the foreseeable future.

Critical Accounting Policies and Estimates. The Company's accounting policies are disclosed in Note 1 to the Financial Statements for the 3rd Quarter. 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 used 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 principles 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.

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, risks inherit in marketing new products, as well as 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 independent public accountants.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Market risk is the risk of loss arising from adverse changes in market rates and prices, such as interest rates, foreign currency exchange rates and commodity prices. The Company's primary exposure to market risk is interest rate risk associated with its short term money market investments. The Company does not have any financial instruments held for trading or other speculative purposes and does not invest in derivative financial instruments, interest rate swaps or other investments that alter interest rate exposure. The Company does not have any credit facilities with variable interest rates. The Company's operations are not exposed to financial risk that will have a material impact on its financial position and results of operation.

Item 4. Controls and Procedures

Disclosure 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 are effective.

There have been no changes in the Company's internal control over financial reporting during the Company's Fiscal Quarter ending January 31, 2010 that have materially affected or are likely to materially affect the Company's internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

As of the end of the Company's Fiscal Quarter ending January 31, 2010, there are no material pending legal proceedings to which the Company or any of its subsidiaries is a party to of which any of their property is the subject.

Item 2. Unregistered Sales of Equity Securities and Use or Proceeds.

During the past three years, the Company has not sold securities which were not registered under the Securities Act.

Item 3. Defaults Upon Senior Securities.

(a) As of the end of the Company's Fiscal Quarter ending January 31, 2010, there have been no material defaults in the payment of principal, interest, a sinking or purchase fund installment, or any other material default not cured within 30 days, with respect to any indebtedness of the registrant or any of its significant subsidiaries exceeding 5 percent of the total assets of the Company and its consolidated subsidiaries.

(b) As of the end of the Company's Fiscal Quarter ending January 31, 2010, there have been no material arrearages in the payment of dividends and there has been no other material delinquency not cured within 30 days, with respect to any class of preferred stock of the Company which is registered or which ranks prior to any class of registered securities, or with respect to any class of preferred stock of any significant subsidiary of the Company.

Item 4. (Removed and Reserved).

Item 5. Other Information.

(a) The Company is not required to disclose any information in this Form 10-Q otherwise required to be disclosed in a report on Form 8-K during the period covered by this Form 10-Q.

(b) During the Fiscal Quarter ending January 31, 2010, there have been no material changes to the procedures by which the security holders may recommend nominees to the Company's board of directors, where such changes were implemented after the Company last provided disclosure in response to the requirements of Regulation S-K.

Item 6. Exhibits.

The following exhibits are filed as a part of this report:

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

(3) Articles of Incorporation and By-laws[i]

(4) Instruments defining rights of security holders, including indentures - none.

(10) Material Contracts – none.

(11) Statement regarding computation of per share earnings- none.

(15) Letter regarding unaudited interim financial information - none.

(18) Letter regarding change in accounting principals - none.

(19) Reports furnished to security holders - none.

(22) Published report regarding matters submitted to vote of security holders - none.

(23) Consents of experts and counsel - none.

(24) 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. Filed herewith.

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

(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. Filed herewith.

(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. Filed herewith.

(i) Incorporated by reference to a Registration Statement filed on Form S-18 with the Securities and Exchange Commission, 1933 Act Registration Number 2-38015C, under the Securities Act of 1933, as amended, and Incorporated by reference, with regard to Amended and Restated By-Laws, to the Company's Current Statement on Form 8-K dated as of July 2, 2009 filed with the Securities and Exchange Commission.

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

Biosynergy, Inc.

Date March 17, 2010	/s/ Fred K. Suzuki Fred K. Suzuki Chief Executive Officer, Chairman of the Board, and President
Date March 17, 2010	/s/ Laurence C. Mead Laurence C. Mead Vice President/Manufacturing and Development, Chief Financial Officer, and Chief Accounting Officer

EXHIBIT 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Fred K. Suzuki, certify that:

1. I have reviewed this quarterly report on Form 10-Q 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 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 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 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: March 17, 2010

/s/ Fred K. Suzuki

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 quarterly report on Form 10-Q 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 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 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 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: March 17, 2010

/s/ Laurence C. Mead

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 Report of Biosynergy, Inc. (the "Company") on Form 10-Q for the quarter ending January 31, 2010, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), 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) or 15(d) of the Securities and Exchange Act of 1934, as amended; 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 January 31, 2010, and for the period then ended.

Biosynergy, Inc.

/s/ Fred K. Suzuki

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

Dated: March 17, 2010

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 Report of Biosynergy, Inc. (the "Company") on Form 10-Q for the quarter ending January 31, 2010, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), 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) or 15(d) of the Securities and Exchange Act of 1934, as amended; 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 January 31, 2010, and for the period then ended.

Biosynergy, Inc.

/s/ Laurence C. Mead

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

Dated: March 17, 2010