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

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 15, 2010

InfuSystem Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware	0-51902	20-3341405
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

31700 Research Park Drive
Madison Heights, Michigan 48071
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:
(248) 291-1210

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

¨ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

¨ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

¨ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

¨ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Explanatory Note

This Current Report on Form 8-K/A (Amendment No. 1) is being filed to amend and supplement Item 9.01 of the Current Report on Form 8-K filed by Infusystem Holdings, Inc. (the "Company") on June 18, 2010 (the "Initial Filing"). The Company acquired 100% of the issued and outstanding capital stock of First Biomedical, Inc., a Kansas corporation ("First Biomedical"), pursuant to a Stock Purchase Agreement dated as of June 15, 2010. This Amendment No. 1 is being filed to include historical audited and unaudited financial statements and unaudited pro forma financial information required by Item 9.01 of Form 8-K. The required audited and unaudited financial statements and unaudited pro forma financial information are filed as exhibits to this report under Item 9.01.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired

The following financial statements are filed as Exhibits to this report and incorporated herein by reference:

- The consolidated audited financial statements of First Biomedical Inc., and Subsidiary as of December 31, 2009 and for the year then ended, and the notes related thereto, and the related independent auditors' report of Deloitte & Touche LLP, are incorporated by reference to Exhibit 99.1 hereto.
- The unaudited interim consolidated financial statements of First Biomedical Inc., and Subsidiary as of March 31, 2010 and for the three months ended March 31, 2010 and 2009, and the notes related thereto, are hereby incorporated by reference to Exhibit 99.2 hereto.

(b) Unaudited Pro Forma Financial Information

The following information is incorporated by reference to Exhibit 99.3 hereto:

- Unaudited pro forma condensed combined consolidated statements of operations for the year ended December 31, 2009 and the six months ended June 30, 2010, and the notes related thereto.

(d) Exhibits

Exhibit Number	Description
23.1	Consent of Deloitte & Touche LLP.
99.1	The audited consolidated financial statements of First Biomedical Inc., and Subsidiary as of December 31, 2009 and for the year then ended, and the notes related thereto, and the related independent auditors' report of Deloitte & Touche LLP.
99.2	The unaudited interim consolidated financial statements of First Biomedical Inc., and Subsidiary as of March 31, 2010 and for the three months ended March 31, 2010 and 2009, and the notes related thereto.
99.3	Unaudited pro forma condensed combined consolidated statements of operations for the year ended December 31, 2009 and the six months ended June 30, 2010, and the notes related thereto.

Signature

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 hereunto duly authorized.

INFUSYSTEM HOLDINGS, INC.

By: /s/ Sean Whelan
Sean Whelan
Chief Financial Officer

Dated: September 17, 2010

Exhibit Index

Exhibit Number	Description
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99.1	The audited consolidated financial statements of First Biomedical Inc., and Subsidiary as of December 31, 2009 and for the year then ended, and the notes related thereto, and the related independent auditors' report of Deloitte & Touche LLP.
99.2	The unaudited interim consolidated financial statements of First Biomedical Inc., and Subsidiary as of March 31, 2010 and for the three months ended March 31, 2010 and 2009, and the notes related thereto.
99.3	Unaudited pro forma condensed combined consolidated statements of operations for the year ended December 31, 2009 and the six months ended June 30, 2010, and the notes related thereto.

Exhibit 23.1

Consent of Independent Auditors

We consent to the incorporation by reference in Registration Statement Nos. 333-150066 and 333-167914 on Form S-8 of InfuSystem Holdings, Inc. of our report dated September 17, 2010, relating to the consolidated financial statements of First Biomedical, Inc. and Subsidiary as of December 31, 2009, and for the year then ended, appearing in this Current Report on Form 8-K/A of InfuSystem Holdings, Inc. dated September 17, 2010.

/s/ DELOITTE & TOUCHE LLP

Detroit, Michigan

September 17, 2010

Exhibit 99.1

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of
InfuSystem Holdings,Inc.
Troy, Michigan

We have audited the accompanying consolidated balance sheet of First Biomedical, Inc. and Subsidiary (the "Company") as of December 31, 2009, and the related consolidated statements of operations, changes in stockholders' equity and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2009, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

As disclosed in Note 8, the Company was acquired by InfuSystem Holdings, Inc. on June 15, 2010.

/s/DELOITTE & TOUCHE LLP

Detroit, Michigan

September 17, 2010

FIRST BIOMEDICAL, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEET

(in thousands)		December 31, 2009
ASSETS		
Current Assets:		
Cash and cash equivalents	$	264
Accounts receivable, less allowance for doubtful accounts of $20		1,646
Inventory, less allowance for obsolete inventory of $75		790
Prepaid expenses and other current assets		80
Total Current Assets		2,780
Property & equipment, net		3,624
Intangible and other assets		33
Total Assets	$	6,437
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	$	394
Other current liabilities		227
Note payable to Tom Creal, including accrued interest of $58		348
Current portion of long-term debt		1,363
Total Current Liabilities		2,332
Long-term debt, net of current portion		2,276
Commitments and Contingencies		—
Total Liabilities	$	4,608
Stockholders' Equity		
Capital stock		2
Additional paid-in capital		25
Stockholders' receivables		(147)
Retained earnings		1,949
Total Stockholders' Equity		1,829
Total Liabilities and Stockholders' Equity	$	6,437

See accompanying notes to consolidated financial statements.

FIRST BIOMEDICAL, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF OPERATIONS

(in thousands)	Year Ended December 31, 2009
Net revenues:	
Pump rentals	$ 5,298
Pump service	1,844
Pump sales	1,830
Pump supplies	832
Total Net Revenues	9,804
Operating expenses:	
Cost of Revenues — Pump rentals	1,400
Cost of Revenues — Pump service	2,405
Cost of Revenues — Pump sales	801
Cost of Revenues — Pump supplies	622
Selling, general and administrative	3,372
Total Operating Expenses	8,600
Operating income	1,204
Other expense:	
Interest expense	223
Total other expense	223
Net income	$ 981

See accompanying notes to consolidated financial statements.

FIRST BIOMEDICAL, INC. AND SUBSIDIARY
CHANGES IN STOCKHOLDERS' EQUITY

(in thousands)	Common Stock Shares	Common Stock Par Value $0.02 Amount	Paid in Capital in Excess of Par	Stockholders' Receivables	Retained Earnings	Total Stockholders' Equity
Balances at January 1, 2009	**100**	**2**	**$ 25**	**$ (84)**	**$ 1,542**	**$ 1,485**
Shareholder distributions	—	—	—	—	(574)	(574)
Increase in stockholders' receivables	—	—	—	(63)	—	(63)
Net income	—	—	—	—	981	981
Balances at December 31, 2009	**100**	**2**	**$ 25**	**$ (147)**	**$ 1,949**	**$ 1,829**

FIRST BIOMEDICAL, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF CASH FLOWS

(in thousands)	Year Ended December 31, 2009
OPERATING ACTIVITIES	
Net Income	$ 981
Adjustments to reconcile net income to net cash provided by operating activities:	
Provision for doubtful accounts	21
Depreciation and amortization	1,502
Loss on disposals of fixed assets	167
Changes in assets and liabilities:	
Decrease in accounts receivable, net of provision	65
Decrease in other current assets	(158)
Decrease in other assets	7
Decrease in accounts payable and other liabilities	(105)
NET CASH PROVIDED BY OPERATING ACTIVITIES	2,480
INVESTING ACTIVITIES	
Capital expenditures	(1,333)
NET CASH USED IN INVESTING ACTIVITIES	(1,333)
FINANCING ACTIVITIES	
Principal payments on term loans	(4,916)
Proceeds from term loan	3,970
Proceeds from equipment line draw	700
Increase in stockholders' receivable	(63)
Shareholder distributions	(574)
NET CASH USED IN FINANCING ACTIVITIES	(883)
Net change in cash and cash equivalents	264
Cash and cash equivalents, beginning of period	—
Cash and cash equivalents, end of period	264
SUPPLEMENTAL DISCLOSURES	
Cash paid for interest	202
NON-CASH TRANSACTIONS	
Additions to property (a)	116

(a) Amounts consist of current liabilities for net property that have not been included in investing activities. These amounts have not been paid for as of December 31, 2009 but will be included as a cash outflow from investing activities for capital expenditures when paid.

See accompanying notes to consolidated financial statements.

FIRST BIOMEDICAL, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of Presentation and Nature of Operations

The information in these consolidated financial statements includes the financial position of First Biomedical, Inc. and its consolidated subsidiary, First Infusion (the "Company") as of December 31, 2009 and the results of operations, cash flows and changes in stockholders' equity for the year ended December 31, 2009.

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). All intercompany accounts and transactions have been eliminated.

The Company sells, rents, services and repairs new and pre-owned infusion pumps and other medical equipment. The Company also sells a variety of primary and secondary tubing, cassettes, catheters and other disposable items that are utilized with infusion pumps. Headquartered in Olathe, KS, with additional facilities in California and Ontario, the Company is a leading provider to alternate site healthcare facilities and hospitals in the United States and Canada.

The Company is organized as an S Corporation and is owned by two shareholders. The majority shareholder owns 90% and the minority shareholder owns 10%. As an organized S Corporation, the Company is a separate legal entity from the shareholders and provides the shareholders limited liability against creditors.

2. Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and all wholly owned organizations. All intercompany transactions and account balances have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates, assumptions and judgments that affect the amounts reported in the financial statements, including the notes thereto. The Company considers critical accounting policies to be those that require more significant judgments and estimates in the preparation of its consolidated financial statements, including the following: calculation of pumps and repair parts inventory, allowance for doubtful accounts, sales return allowances and inventory reserves. Management relies on historical experience and other assumptions believed to be reasonable in making its judgment and estimates. Actual results could differ materially from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents. The Company maintains its cash and cash equivalents primarily with one financial institution.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are reported at the estimated net realizable amounts due from customers for goods provided and services rendered. The Company performs periodic analyses to assess the accounts receivable balances. It records an allowance for doubtful accounts based on the estimated collectability of the accounts such that the recorded amounts reflect estimated net realizable value. Upon determination that an account is uncollectible, the account is written-off and charged to the allowance.

Inventory

Inventory consists of infusion pumps and related parts and supplies and is stated at the lower of cost (determined on a first in, first out basis) or market. The Company periodically performs an analysis of slow moving inventory and records a reserve based on estimated obsolete inventory.

Property and Equipment

Property and equipment is stated at acquired cost and depreciated using either the straight line or double declining method over the estimated useful lives of the related assets, ranging from five to seven years. Leasehold improvements are amortized using the straight-line method over the life of the asset or the remaining term of the lease, whichever is shorter. Maintenance and minor repairs are charged to operations as incurred. When assets are disposed, the cost and related accumulated depreciation are removed from the accounts and any gain or loss is recorded in the current period.

Intangible and Other Assets

Intangible assets consist of software and are recorded net of amortization within other assets on the consolidated balance sheet. Software is amortized on a double declining basis over 3 years. As of December 31, 2009, software had a gross balance of $86,000 and the related accumulated amortization was $71,000. Amortization expense for the year ended December 31, 2009 was $10,000 and was recorded in selling, general and administrative expenses.

Revenue Recognition

The Company recognizes revenue for selling, renting and servicing new and pre-owned infusion pumps and other medical equipment when persuasive evidence of an arrangement exists; services have been rendered; the price to the customer is fixed or determinable; and collectability is reasonably assured. The Company performs an analysis to estimate sales returns and records an allowance. This estimate is based on historical sales returns.

Advertising Costs

Advertising costs are expensed when incurred. The advertising costs as of December 31, 2009 were $75,000.

Income Taxes

The Company is an S Corporation for federal income tax purposes. The stockholders are responsible for reporting their pro rata share of the Company's taxable income or loss and certain other items affecting their individual income tax returns.

3. Property and Equipment

Property and equipment consisted of the following as of December 31, 2009 (amounts in thousands):

	December 31, 2009
Pump equipment	$ 7,929
Furniture, fixtures and equipment	881
Accumulated depreciation	(5,186)
Total	3,624

Depreciation expense for the year ended December 31, 2009 was $1,492,000 which was recorded in cost of revenues and selling, general and administrative expenses, for pump equipment and other fixed assets, respectively.

4. Debt

On September 23, 2009, the Company entered into a promissory note with UMB Bank, N.A in the amount of $3,970,000 with interest payable at 4.5% annually. The Company simultaneously entered into a $1,000,000 line of credit with UMB Bank, N.A with interest payable at 4.0% annually. As of December 31, 2009, the Company had no borrowings on its line of credit with UMB Bank, N.A. The promissory note was collateralized by substantially all of the Company's assets

The funds from the new note were transferred directly to First National Bank of Olathe to repay the outstanding balance of the Company's loan and the borrowings against its line of credit with First National Bank of Olathe.

The Company also has a promissory note with Thomas Creal II, President and primary owner of the Company, which had a balance of $290,000 as of December 31, 2009, with interest payable at 10% annually. The note is payable on demand.

Maturities on the loans are as follows (in thousands):

	2010	2011	2012	Total
Promissory Note	$1,363	$1,427	$849	$3,639
Related Party Loan	290	—	—	290
Total	$1,653	$1,427	$849	$3,929

5. Related Party Transactions

The Company has operating lease agreements for its buildings in Olathe, Kansas with Jan-Mar LLC ("Jan-Mar") and the CW Investment Group LLC ("CW"). Thomas Creal II is the owner of Jan-Mar and is the principal owner of CW. The Company entered into a lease agreement with CW in April 2007 to rent one of the buildings. The term of the lease is five years and rent is paid monthly in the amount of $3,500. The Company entered into a lease agreement with Jan-Mar on January 1, 2009 to rent the other building. The term of the lease is three years and rent is paid monthly in the amount of $7,500. The Company also has $32,000 and $115,000 due from Jan-Mar and CW, respectively, as of December 31, 2009 related to amounts borrowed to purchase the buildings.

As described in Note 4, the Company has an outstanding promissory note in the amount of $290,000 due to Tom Creal II, the President and primary owner of the Company. There was accrued interest in the amount of $58,000 related to the note as of December 31, 2009 that is recorded in other current liabilities on the consolidated balance sheet.

6. Commitments and Contingencies

The Company is sometimes involved in legal proceedings arising out of the ordinary course and conduct of its business. In the Company's opinion, any liability that might be incurred by us upon the resolution of these claims and lawsuits will not, in the aggregate, have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

The Company has four separate operating leases for each of their buildings, two in Olathe, one in California and one in Ontario. Rental payments are made monthly for each of the four leases. Rent expense for the year ended December 31, 2009 was $204,000.

As of December 31, 2009, the Company had approximate minimum future operating lease commitments for leases, including related party leases described in Note 5, of (in thousands):

2010	2011	2012
$184	$178	$12

7. Employee Benefit Plans

The Company has defined contribution plans in which the company contributes a certain percentage of employee contributions as well a portion of the Company's profit. Such contributions totaled $172,000 for the year ended December 31, 2009. The Company does not provide other post-retirement or post-employment benefits to its employees.

8. Subsequent Events

The Company performed a subsequent events analysis as of September 17, 2010, the date these consolidated financial statements were issued.

In May 2010, the Company forgave the related party receivables described in Note 5 due from Jan-Mar and CW.

On June 15, 2010, the Company was acquired by InfuSystem Holdings, Inc. through a stock purchase agreement in which InfuSystem Holdings, Inc. acquired all of the issued and outstanding stock of the Company. As part of the agreement, the promissory note entered into with UMB Bank, N.A. as described in Note 4, was paid in full on the date of the acquisition.

Exhibit 99.2

FIRST BIOMEDICAL, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEET
(UNAUDITED)

(in thousands)	March 31, 2010
ASSETS	
Current Assets:	
Cash and cash equivalents	$ 355
Accounts receivable, less allowance for doubtful accounts of $20	1,851
Inventory, less allowance for obsolete inventory of $76	794
Prepaid expenses and other current assets	74
Total Current Assets	3,074
Property & equipment, net	3,293
Intangible and other assets	49
Total Assets	$ 6,416
LIABILITIES AND STOCKHOLDERS' EQUITY	
Current Liabilities:	
Accounts payable	$ 422
Other current liabilities	291
Note payable to Tom Creal, including accrued interest of $65	355
Current portion of long-term debt	1,379
Total Current Liabilities	2,447
Long-term debt, net of current portion	1,925
Commitments and contingencies	—
Total Liabilities	$ 4,372
Stockholders' Equity	
Capital stock	2
Additional paid-in capital	25
Stockholders' receivables	(132)
Retained earnings	2,149
Total Stockholders' Equity	2,044
Total Liabilities and Stockholders' Equity	6,416

See accompanying notes to consolidated financial statements.

FIRST BIOMEDICAL, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

(in thousands)	Three Months Ended March 31, 2010	Three Months Ended March 31, 2009
Net revenues:		
Pump rentals	$ 1,372	$ 1,261
Pump service	488	386
Pump sales	675	489
Pump supplies	223	229
Total Net Revenues	2,758	2,365
Operating expenses:		
Cost of Revenues — Pump rentals	378	170
Cost of Revenues — Pump service	681	583
Cost of Revenues — Pump sales	245	155
Cost of Revenues — Pump supplies	169	363
Selling, general and administrative	918	867
Total Operating Expenses	2,391	2,138
Operating income	367	227
Other expense:		
Interest expense	47	58
Total other expense	47	58
Net income	$ 320	$ 169

See accompanying notes to consolidated financial statements.

FIRST BIOMEDICAL, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

(in thousands)	Three Months Ended March 31, 2010	Three Months Ended March 31, 2009
OPERATING ACTIVITIES		
Net Income	$ 320	$ 169
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for doubtful accounts	15	2
Depreciation and amortization	412	397
Loss on disposals of fixed assets	12	12
Changes in assets and liabilities:		
(Increase) decrease in accounts receivable, net of provision	(220)	125
Decrease (increase) in other current assets	2	(6)
Increase in other assets	(19)	(25)
Increase (decrease) in accounts payable and other liabilities	99	(361)
NET CASH PROVIDED BY OPERATING ACTIVITIES	621	313
INVESTING ACTIVITIES		
Capital expenditures	(90)	(342)
NET CASH USED IN INVESTING ACTIVITIES	(90)	(342)
FINANCING ACTIVITIES		
Principal payments on term loans	(335)	(235)
Proceeds from equipment line draw	—	466
Decrease in stockholders' receivable	15	
Shareholder distributions	(120)	(30)
NET CASH (USED IN) PROVIDED BY FINANCING ACTIVITIES	(440)	201
Net change in cash and cash equivalents	91	172
Cash and cash equivalents, beginning of period	264	—
Cash and cash equivalents, end of period	355	172
SUPPLEMENTAL DISCLOSURES		
Cash paid for interest	40	51
NON-CASH TRANSACTIONS		
Additions to property (a)	93	109

(a) Amounts consist of current liabilities for net property that have not been included in investing activities. These amounts have not been paid for as of March 31, 2010 and 2009 but will be included as a cash outflow from investing activities for capital expenditures when paid.

See accompanying notes to consolidated financial statements.

FIRST BIOMEDICAL, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

1. Basis of Presentation and Nature of Operations

The information in these consolidated financial statements includes the financial position of First Biomedical, Inc. and its consolidated subsidiary, First Infusion (the "Company") as of March 31, 2010 and the results of operations and cash flows for the three months ended March 31, 2010 and 2009. In the opinion of the Company, the consolidated statements for the unaudited interim periods presented include all adjustments, consisting of normal recurring adjustments, necessary to present a fair statement of the results for such interim periods.

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). All intercompany accounts and transactions have been eliminated.

The Company sells, rents, services and repairs new and pre-owned infusion pumps and other medical equipment. The Company also sells a variety of primary and secondary tubing, cassettes, catheters and other disposable items that are utilized with infusion pumps. Headquartered in Olathe, KS, with additional facilities in California and Ontario, the Company is a leading provider to alternate site healthcare facilities and hospitals in the United States and Canada.

The Company is organized as an S Corporation and is owned by two shareholders. The majority shareholder owns 90% and the minority shareholder owns 10%. As an organized S Corporation, the Company is a separate legal entity from the shareholders and provides the shareholders limited liability against creditors.

2. Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and all wholly owned organizations. All intercompany transactions and account balances have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates, assumptions and judgments that affect the amounts reported in the financial statements, including the notes thereto. The Company considers critical accounting policies to be those that require more significant judgments and estimates in the preparation of its consolidated financial statements, including the following: calculation of pumps and repair parts inventory, allowance for doubtful accounts, sales return allowances and inventory reserves. Management relies on historical experience and other assumptions believed to be reasonable in making its judgment and estimates. Actual results could differ materially from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents. The Company maintains its cash and cash equivalents primarily with one financial institution.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are reported at the estimated net realizable amounts due from customers for goods provided and services rendered. The Company performs periodic analyses to assess the accounts receivable balances. It records an allowance for doubtful accounts based on the estimated collectability of the accounts such that the recorded amounts reflect estimated net realizable value. Upon determination that an account is uncollectible, the account is written-off and charged to the allowance.

Inventory

Inventory consists of infusion pumps and related parts and supplies and is stated at the lower of cost (determined on a first in, first out basis) or market. The Company periodically performs an analysis of slow moving inventory and records a reserve based on estimated obsolete inventory.

Property and Equipment

Property and equipment is stated at acquired cost and depreciated using either the straight line or double declining method over the estimated useful lives of the related assets, ranging from five to seven years. Infusion pumps that the Company acquires from third-parties are depreciated over five years. Leasehold improvements are amortized using the straight-line method over the life of the asset or the remaining term of the lease, whichever is shorter. Maintenance and minor repairs are charged to operations as incurred. When assets are disposed, the cost and related accumulated depreciation are removed from the accounts and any gain or loss is recorded in the current period.

Intangible and Other Assets

Intangible assets consist of software and are recorded net of amortization within other assets on the consolidated balance sheet. Software is amortized on a double declining basis over 3 years. As of March 31, 2010 and 2009, software had a gross balance of $94,000 and 77,000, respectively, and the related accumulated amortization was $74,000 and $64,000. Amortization expense for the three months ended March 31, 2010 and 2009 was $3,000 and was recorded in selling, general and administrative expenses.

Revenue Recognition

The Company recognizes revenue for selling, renting and servicing new and pre-owned infusion pumps and other medical equipment when persuasive evidence of an arrangement exists; services have been rendered; the price to the customer is fixed or determinable; and collectability is reasonably assured. The Company performs an analysis to estimate sales returns and records an allowance. This estimate is based on historical sales returns.

Advertising Costs

Advertising costs are expensed when incurred. The advertising costs as of March 31, 2010 and 2009 were $10,000 and $16,000, respectively.

Income Taxes

The Company is an S Corporation for federal income tax purposes. The stockholders are responsible for reporting their pro rata share of the Company’s taxable income or loss and certain other items affecting their individual income tax returns.

3. Property and Equipment

Property and equipment consisted of the following as of March 31, 2010 (amounts in thousands):

	March 31, 2010
Pump equipment	$ 7,678
Furniture, fixtures and equipment	908
Accumulated depreciation	(5,293)
Total	3,293

Depreciation expense for the three months ended March 31, 2010 and 2009 was $409,000 and $394,000, respectively, which was recorded in cost of revenues and selling, general and administrative expenses, for pump equipment and other fixed assets, respectively.

4. Debt

On September 23, 2009, the Company entered into a promissory note with UMB Bank, N.A in the amount of $3,970,000 with interest payable at 4.5% annually. The Company simultaneously entered into a $1,000,000 line of credit with UMB Bank, N.A with interest payable at 4.0% annually. As of March 31, 2010, the Company had no borrowings on its line of credit with UMB Bank, N.A. The promissory note was collateralized by substantially all of the Company’s assets

The funds from the new note were transferred directly to First National Bank of Olathe to repay the outstanding balance of the Company’s loan and the borrowings against its line of credit with First National Bank of Olathe.

The Company also has a promissory note with Thomas Creal II, President and primary owner of the Company, which had a balance of $290,000 as of March 31, 2010 and 2009, with interest payable at 10% annually. The note is payable on demand.

Maturities on the loans are as follows (in thousands):

	4/1/10 – 12/31/2010	2011	2012	Total
Promissory Note	$ 1,028	$1,427	$849	$3,304
Related Party Loan	290	—	—	290
Total	$ 1,318	$1,427	$849	$3,594

5. Related Party Transactions

The Company has operating lease agreements for its buildings in Olathe, Kansas with Jan-Mar LLC ("Jan-Mar") and the CW Investment Group LLC ("CW"). Thomas Creal II is the owner of Jan-Mar and is the principal owner of CW. The Company entered into a lease agreement with CW in April 2007 to rent one of the buildings. The term of the lease is five years and rent is paid monthly in the amount of $3,500. The Company entered into a lease agreement with Jan-Mar on January 1, 2009 to rent the other building. The term of the lease is three years and rent is paid monthly in the amount of $7,500. The Company also has $32,000 and $100,000 due from Jan-Mar and CW, respectively, as of March 31, 2010 related to amounts borrowed to purchase the buildings.

As described in Note 4, the Company has an outstanding promissory note in the amount of $290,000 due to Tom Creal II, the President and primary owner of the Company. There was accrued interest in the amount of $65,000 related to the note as of March 31, 2010 that is recorded in other current liabilities on the consolidated balance sheet.

6. Commitments and Contingencies

The Company is sometimes involved in legal proceedings arising out of the ordinary course and conduct of its business. In the Company's opinion, any liability that might be incurred by us upon the resolution of these claims and lawsuits will not, in the aggregate, have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

The Company has four separate operating leases for each of their buildings, two in Olathe, one in California and one in Ontario. Rental payments are made monthly for each of the four leases. Rent expense for the three months ended March 31, 2010 and 2009 was $50,000 and $54,000, respectively.

As of March 31, 2010, the Company had approximate minimum future operating lease commitments for leases, including related party leases described in Note 5, of (in thousands):

2010	2011	2012
$ 138	$ 178	$ 12

7. Employee Benefit Plans

The Company has defined contribution plans in which the company contributes a certain percentage of employee contributions as well a portion of the Company's profit. Such contributions totaled $32,000 for the three months ended March 31, 2010. The Company does not provide other post-retirement or post-employment benefits to its employees.

8. Subsequent Events

The Company performed a subsequent events analysis as of September 17, 2010, the date these consolidated financial statements were issued.

In May 2010, the Company forgave the related party receivables described in Note 5 due from Jan-Mar and CW.

On June 15, 2010, the Company was acquired by InfuSystem Holdings, Inc. through a stock purchase agreement in which InfuSystem Holdings, Inc. acquired all of the issued and outstanding stock of the Company. As part of the agreement, the promissory note entered into with UMB Bank, N.A. as described in Note 4, was paid in full on the date of the acquisition.

Exhibit 99.3

INFUSYSTEM HOLDINGS, INC.
UNAUDITED CONDENSED COMBINED CONSOLIDATED PRO FORMA FINANCIAL INFORMATION

The following unaudited pro forma condensed combined consolidated statements of operations for the year ended December 31, 2009 and the six months ended June 30, 2010 give effect to the acquisition of First Biomedical, Inc., and Subsidiary ("First Biomedical") by InfuSystem Holdings, Inc. (the "Company") effective June 15, 2010, as if it had occurred on January 1, 2009. In order to partially finance the acquisition, the Company entered into a new term loan which also extinguished old debt. Such refinancing was also considered in these statements. The Company's condensed consolidated statement of operations information for the year ended December 31, 2009 was derived from the consolidated statement of operations included in its 2009 Annual Report on Form 10-K. The Company's condensed consolidated statement of operations information for the six months ended June 30, 2010 was derived from its Quarterly Report on Form 10-Q for the six months ended June 30, 2010. First Biomedical's consolidated statement of operations information for the year ended December 31, 2009 was derived from the audited statement of operations included herein. First Biomedical's consolidated statements of operations for the six months ended June 15, 2010 were derived from the unaudited statement of operations of First Biomedical.

The unaudited pro forma condensed combined consolidated financial information has been prepared by the Company's management for illustrative purposes only and is not necessarily indicative of the condensed consolidated financial position or the results of operations in future periods or the results that actually would have been realized had the Company and First Biomedical been a combined company during the specified periods. The pro forma adjustments are based upon assumptions that the Company's management believes are reasonable. The pro forma adjustments are based on the information available at the time of the preparation of the unaudited pro forma condensed combined consolidated financial statements. These statements, including any notes thereto, are qualified in their entirety by reference to, and should be read in conjunction with, the historical consolidated financial statements of the Company included in its Annual Report on Form 10-K for the year ended December 31, 2009 and Quarterly Report on Form 10-Q for the six months ended June 30, 2010 filed with the Securities and Exchange Commission.

UNAUDITED PRO FORMA CONDENSED COMBINED CONSOLIDATED STATEMENT OF OPERATIONS
(In thousands, except per share data)

(in thousands, except per share data)	Year Ended December 31, 2009 InfuSystem Holdings, Inc.	First Biomedical, Inc.	Pro Forma Adjustments	Pro Forma Combined
Net revenues	$ 38,964	$ 9,804	$ (27) (a)	$ 48,741
Operating expenses:				
Cost of Revenues	10,327	5,228	(12) (a)	14,965
			(578) (b)	
Selling, general and administrative	23,309	3,372	451 (c)	27,132
Total Operating Expenses	33,636	8,600	(139)	42,097
Operating income	5,328	1,204	112	6,644
Other expense	(3,577)	(223)	919(f)	(2,881)
Income before income taxes	1,751	981	1,031	3,763
Income tax expense	(977)	—	(361) (d)	(1,681)
			(343) (e)	
Net income (loss)	$ 774	$ 981	$ 327	$ 2,082
Net income per share:				
Basic	0.04			0.11
Diluted	0.04			0.11
Weighted average shares outstanding:				
Basic	18,609,797			18,609,797
Diluted	18,931,356			18,931,356

UNAUDITED PRO FORMA CONDENSED COMBINED CONSOLIDATED STATEMENT OF OPERATIONS
(In thousands, except per share data)

(in thousands, except per share data)	Six Months Ended June 30, 2010 InfuSystem Holdings, Inc.	First Biomedical, Inc. (1/1/10 – 6/15/10)	Pro Forma Adjustments	Pro Forma Combined
Net revenues	$ 21,421	$ 5,179	$ (92) (a)	$ 26,508
Operating expenses:				
Cost of Revenues	5,781	1,927	(43) (a)	7,454
			(211) (b)	
Selling, general and administrative	14,401	2,416	213 (c)	17,030
Total Operating Expenses	20,182	4,343	(41)	24,484
Operating income	1,239	836	(51)	2,024
Other expense	(1,514)	(140)	272(f)	(1,382)
(Loss) income before income taxes	(275)	696	221	642
Income tax benefit	407	—	(77) (d)	86
			(244) (e)	
Net income	$ 132	$ 696	$ (100)	$ 728
Net income per share:				
Basic	0.01			0.04
Diluted	0.01			0.04
Weighted average shares outstanding:				
Basic	19,353,638			19,353,638
Diluted	19,922,468			19,922,468

INFUSYSTEM HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED COMBINED CONSOLIDATED PRO FORMA FINANCIAL INFORMATION (UNAUDITED)

1. Transaction

On June 15, 2010, the Company entered into a stock purchase agreement with the shareholders of First Biomedical to acquire all of the issued and outstanding stock of First Biomedical and completed the acquisition for total consideration of $17,213,000. Included in the consideration is $16,463,000 paid in cash and a $750,000 seller note.

The allocation of the purchase price to the fair values of the assets acquired and liabilities assumed as of the transaction date is presented below (in thousands):

Current assets	$ 2,344
Property and equipment	4,772
Goodwill	7,488
Customer relationships	5,100
Non-competition agreements	570
Other assets	131
Current liabilities	(438)
Deferred tax liability	(2,754)
Total purchase price	$17,213

Acquired property and equipment are being depreciated on a straight-line basis with estimated remaining lives ranging from 1 year to 14.5 years. Intangible assets are being amortized on a straight-line basis with estimated remaining lives ranging from 5 to 15 years reflecting the expected future value.

2. Pro Forma Adjustments

The pro forma adjustments included in the unaudited pro forma condensed combined consolidated financial statements are as follows:

(a) To eliminate intercompany transactions that occurred between InfuSystem Holdings, Inc. and First Biomedical, Inc.

(b) To record depreciation of pumps acquired based on the final purchase accounting valuation of the pumps using a straight-line method

(c) To record amortization and depreciation of intangible and non-pump fixed assets acquired based on the final purchase accounting valuation of the intangibles and non-pump assets using a straight-line method

(d) To record the income tax effect on the pro forma adjustments using the federal statutory rate of 35%.

(e) To record the income tax effect on First Biomedical's net income using the federal statutory rate of 35%. First Biomedical did not incur income tax as it was organized as an S-Corporation.

(f) On June 15, 2010, the Company entered into a credit facility. The facility consists of a $30,000,000 term loan which matures in June 2014. Interest on the term loan is payable at the Company's choice of LIBOR plus 4.5%, or the Bank of America prime rate plus 3.5%. As of June 30, 2010, interest was payable at LIBOR plus 4.5%, which equaled approximately 4.85%. Proceeds from the new term loan were used to repay the outstanding balance of the Company's debt held by Kimberly-Clark (formerly I-Flow) as well as contribute to the acquisition consideration for First Biomedical. These adjustments reflect the impact of the new term loan, payment of the Company's debt held by Kimberly-Clark and use of excess proceeds for the acquisition of First Biomedical as if they had also occurred on January 1, 2009.

3. Deferred Tax Asset Valuation Allowance Reversal

During the second quarter of 2010, as a result of a review of the Company's earnings history, existing deferred tax liabilities including those resulting from the First Biomedical acquisition, the Company removed the valuation allowance of $942,000 that was previously applied against the net deferred tax asset. The impact of the reversal of the valuation allowance was not included in the year ended December 31, 2009 unaudited pro forma condensed combined consolidated statement of operations.