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CARESIDE INC
Form SC 13G/A
February 14, 2003

OMB APPROVAL

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1) *

Careside, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

141728105

(CUSIP Number)

(12/31/02)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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13G

CUSIP No. 141728105

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Chester L.F. and Jacqueline M. Paulson, as joint tenants

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

43,255

NUMBER OF
SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

3,341,152

7 SOLE DISPOSITIVE POWER

43,255

8 SHARED DISPOSITIVE POWER

3,341,152

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,384,407

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.3%

12 TYPE OF REPORTING PERSON*

IN

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CUSIP No. 141728105

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Paulson Capital Corporation
IRS No. 93-0589534

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

| | | | |
|---|---|--------------------------|-----------|
| | 5 | SOLE VOTING POWER | |
| | | | 0 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6 | SHARED VOTING POWER | |
| | | | 3,341,152 |
| | 7 | SOLE DISPOSITIVE POWER | |
| | | | 0 |
| | 8 | SHARED DISPOSITIVE POWER | |
| | | | 3,341,152 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,341,152

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.1%

12 TYPE OF REPORTING PERSON*

CO, BD

Item 1. Issuer

(a) The name of the Issuer is Careside, Inc.

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(b) The Issuer's executive offices are located at 6100 Bristol Parkway, Culver City, California 90230.

Item 2. Reporting Person and Security

(a) This statement is being filed jointly by each of the following persons pursuant to Rule 13d-1(k) promulgated by the Securities and Exchange Commission under Section 13 of the Securities Exchange Act of 1934, as amended: (i) Chester L.F. Paulson ("Chester Paulson") and Jacqueline M. Paulson, as joint tenants and each individually (together, the "Paulsons") who are each 50% members of the Paulson Family, LLC ("LLC"); and (ii) Paulson Capital Corporation, an Oregon corporation ("PCC"), which directly wholly owns Paulson Investment Company, Inc., an Oregon corporation ("PIC"). The Paulsons and PCC are collectively referred to as the "Reporting Persons." The Reporting Persons' Schedule 13G Joint Filing Agreement is attached as Exhibit 1.

Information with respect to the Reporting Persons is given solely by such Reporting Person, and no Reporting Person assumes responsibility for the accuracy or completeness of the information by another Reporting Person, except as otherwise provided in Rule 13d-1(k). By their signature on this statement, each of the Reporting Persons agrees that this statement is filed on behalf of such Reporting Person.

(b) The Paulsons' principal business address is 811 S.W. Naito Parkway, Suite 200, Portland, OR 97204. Each of PCC's and PIC's principal business address is 811 S.W. Naito Parkway, Suite 200, Portland, OR 97204.

(c) The Paulsons are citizens of the United States of America, and PCC and PIC are organized under the laws of the United States of America.

(d) This Statement relates to shares of Common Stock of Careside, Inc.

(e) The CUSIP number assigned to the Common Stock of the Issuer is 141728105.

Item 3. Filings Pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) /X/ Broker or dealer registered under Section 15 of the Exchange Act (PIC is a registered broker/dealer);
- (b) / / Bank as defined in section 3(a)(6) of the Exchange Act;
- (c) / / Insurance company as defined in section 3(a)(19) of the Exchange Act;
- (d) / / Investment company registered under section 8 of the Investment Company Act of 1940;
- (e) / / An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) / / An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) / / A parent holding company or control person, in accordance with Rule 13d-1(b)(ii)(G);
- (h) / / A savings association, as defined in Section 3(b) of the Federal Deposit Insurance Act;

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SEC 1745 (3-00)

Page 4 of 8 pages

- (i) / / A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j) / / Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box /X/

Item 4. Ownership

(a) Under the rules and regulations of the Securities and Exchange Commission (the "SEC"), the Paulsons may be deemed to be the beneficial owners of a total of 3,384,407 shares of Issuer Common Stock. The Paulsons may be deemed to control Paulson Capital Corp. ("PCC"), which wholly owns Paulson Investment Company, Inc. ("PIC"). All shares reported herein as being owned by PCC are owned of record by PIC. The Paulsons control and are the sole and equal members of the LLC.

Through the LLC the Paulsons indirectly own 19,855 shares of Issuer Common Stock, Chester Paulson directly owns warrants to purchase 23,400 shares of Issuer Common Stock and the Paulsons may be deemed to indirectly own 3,341,152 shares of Issuer Common Stock through PCC and PIC. Pursuant to SEC Rule 13d-4, the Paulsons expressly disclaim beneficial ownership of the 3,341,152 shares of Issuer Common Stock of which PIC is the record owner.

The 19,855 shares of Issuer Common Stock indirectly owned by the Paulsons through the LLC are comprised of: (i) 9,855 shares of Issuer Common Stock; and (ii) warrants to purchase 10,000 shares of Issuer Common Stock.

The 3,341,152 shares of Issuer Common Stock which the Paulsons may be deemed to indirectly beneficially own are comprised of: (i) 2,900,852 shares of Issuer Common Stock of which PIC is record owner; and (ii) warrants to purchase 440,300 shares of Issuer Common Stock of which PIC is record owner.

(b) As of September 13, 2002, the Issuer had 19,066,336 shares of Issuer Common Stock issued and outstanding, as reported in the Issuer's Form 10-Q filed with the SEC on November 19, 2002 (the "Issuer Outstanding Shares"). The Paulsons' actual and deemed beneficial ownership of Issuer Common Stock represented approximately 17.3% of the Issuer Outstanding Shares. PCC's indirect beneficial ownership of Issuer Common Stock represented approximately 17.1% of the Issuer Outstanding Shares.

(c) (i) Of the total amount of shares that are either beneficially owned or that may be deemed to be beneficially owned by the Paulsons, the Paulsons have sole power to vote or direct the vote of 43,255 shares. Of the total amount of shares indirectly beneficially owned by PCC, PCC has sole power to vote or direct the vote of 0 shares.

(ii) Of the total amount of shares that are either beneficially owned or that may be deemed to be beneficially owned by the Paulsons, the Paulsons have shared power to vote or direct the vote of 3,341,152 shares. Of the total amount of shares indirectly beneficially owned by PCC, PCC has shared power to vote or direct the vote of 3,341,152 shares.

(iii) Of the total amount of shares that are either beneficially owned or that may be deemed to be beneficially owned by the Paulsons, the Paulsons have sole power to dispose or direct the disposition of 43,255 shares. Of the total amount of shares indirectly beneficially owned by PCC, PCC has sole

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power to dispose or direct the disposition of 0 shares.

(iv) Of the total amount of shares that are either beneficially owned or that may be deemed to be beneficially owned by the Paulsons, the Paulsons have shared power to dispose or direct the disposition of 3,341,152 shares. Of the total amount of shares that are either beneficially owned or that may be deemed to be beneficially owned by PCC, PCC has shared power to dispose or direct the disposition of 3,341,152 shares.

SEC 1745 (3-00)

Page 5 of 8 pages

- Item 5. Ownership of Five Percent or Less of a Class
Not applicable.
- Item 6. Ownership of More than Five Percent on Behalf of Another Person
Not applicable.
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company
See Item 4(a).
- Item 8. Identification and Classification of Members of the Group
Not applicable.
- Item 9. Notice of Dissolution of Group
Not applicable.
- Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purposes of or with the effect of changing or influencing the control of the Issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SEC 1745 (3-00)

Page 7 of 8 pages

Exhibit 1

SCHEDULE 13G JOINT FILING AGREEMENT

The undersigned and each other person executing this joint filing agreement (this "Agreement") agree as follows:

(i) The undersigned and each other person executing this Agreement are individually eligible to use the Schedule 13G in accordance with the Securities Exchange Act of 1934 and the regulations promulgated thereunder is attached and such schedule is filed on behalf of the undersigned and each other person executing this Agreement; and

(ii) The undersigned and each other person executing this Agreement are responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained herein; provided, however, that none of the undersigned or any other person executing this Agreement is responsible for the completeness or accuracy of the information statement concerning any other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

This Agreement may be executed, in any number of counterparts, each of which shall be deemed to be an original, but all of which, taken together, shall constitute one and the same instrument.

Dated: February 14, 2003

PAULSON CAPITAL CORPORATION

/S/ CHESTER L.F. PAULSON

By: Chester L.F. Paulson
Its: Chairman of the Board

PAULSON INVESTMENT COMPANY, INC.

/S/ CHESTER L.F. PAULSON

By: Chester L.F. Paulson
Its: Chairman of the Board

/S/ CHESTER L.F. PAULSON

Chester L.F. Paulson, an individual

/S/ JACQUELINE M. PAULSON

Jacqueline M. Paulson, an individual

