SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

(Mark One) FORM 10-K

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended April 30, 2003.

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the transition period from ___ to ___.

Commission file number: 1-8266

DATARAM CORPORATION

(Exact name of registrant as specified in its charter)

New Jersey	22-1831409
(State of Incorporation)	(I.R.S. Employer Identification No.)

P.O. Box 7528, Princeton, New Jersey	08543-7528
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (609) 799-0071

Securities registered pursuant to section 12(b) of the Act: NONE

Securities registered pursuant to section 12(g) of the Act:

Common Stock, $1.00 Par Value

(Title of Class)

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. Yes [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in the definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [x]

Indicate by check mark whether registrant is an accelerated filer (as defined by Rule 12b-2 of the Act. Yes [ ] No [X]

The aggregate market value of the Common Stock held by non-affiliates of the registrant on July 22, 2003 was $30,021,912.

The number of shares of Common Stock outstanding on July 22, 2003 was 8,497,219 shares.

DOCUMENTS INCORPORATED BY REFERENCE:

(1) Definitive Proxy Statement for Annual Meeting of Shareholders to be held on September 17, 2003 (the "Definitive Proxy Statement") to be filed within 120 days of the end of the fiscal year.

(2) 2003 Annual Report to Security Holders

DATARAM CORPORATION
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PART I

Item 1. BUSINESS

(a) General Development of Business.

Dataram develops, manufactures and markets memory products for use with workstations and enterprise servers. The Company's computer-related memory products expand the capacity and extend the economic useful life of computers manufactured by Sun Microsystems, Inc. ("Sun"), Hewlett-Packard Company ("HP"), Silicon Graphics, Inc. ("SGI"), International Business Machines Corporation ("IBM") and Dell Corporation ("Dell"). The Company also manufactures a line of memory products for Intel motherboard based servers for sale to original equipment manufacturers (OEMs)and channel assemblers.

In fiscal 2003, the Company continued to be adversely effected by the worldwide retrenchment in computer sales. Capital spending on new information technology equipment remained soft in light of the general economic uncertainty. In part, the Company was able to offset this trend by the sale of upgrades to existing equipment. DRAM prices represent approximately 75% of the cost of the Company's final product. For the most part, competitive pressures require the Company to pass through decreases in DRAM prices to customers. As a result of these factors, volume measured as gigabytes shipped declined by approximately 30% and average selling prices declined by approximately 7% from the prior fiscal year. The Company responded to this business climate by reducing its staff, reductions which in the short run adversely affected the Company's earnings.

In March of fiscal 2001, the Company acquired certain of the assets of Memory Card Technology A/S ("MCT"), a Danish manufacturer of memory boards for notebooks, desktop computers and other applications. The Company announced a restructuring of its operations in April 2003. As part of the restructuring, the Company closed its Denmark manufacturing operation and ceased production of memory for the PC market. The Company reduced its workforce by approximately 28% which coupled with other operating efficiencies is projected to save approximately $7 million in annual operating costs.

During the year, despite substantial losses, the Company had positive cash flow from operating activities and in fact repaid $3.8 million dollars in indebtedness, representing all of its outstanding indebtedness.

Dataram was incorporated in New Jersey in 1967 and made its initial public offering in 1968. Its common stock, $1 par value (the "Common Stock") was listed for trading on the American Stock Exchange in 1981. In 2000 the Company changed its listing to the NASDAQ National Market where its stock trades under the symbol "DRAM." The Company's principal executive office is located at 186 Princeton Road (Route 571), West Windsor, New Jersey 08550, its telephone number is (609) 799-0071, its fax is (609) 799-6734 and its website is located at http://www.dataram.com.

RISK FACTORS

WE MAY HAVE TO SUBSTANTIALLY INCREASE OUR WORKING CAPITAL REQUIREMENTS IN THE EVENT OF DRAM ALLOCATIONS. Over the past 20 years, availability of DRAMs has swung back and forth from oversupply to shortage. In times of shortage, Dataram has been forced to invest substantial working capital resources in building and maintaining inventory. At such times Dataram has bought DRAMs in excess of its customers' needs in order to ensure future allocations from DRAM manufacturers. Dataram believes that the market for DRAMs is presently out of balance and there is an oversupply of DRAMS, but there can be no assurance that conditions of shortage may not prevail in the future. In the event of a shortage, Dataram may not be able to obtain sufficient DRAMs to meet customers' needs in the short term, and Dataram may have to invest substantial working capital resources in order to meet long term customer needs.

WE COULD SUFFER LOSSES IF DRAM PRICES DECLINE SUBSTANTIALLY. Dataram is often required to maintain substantial inventories during periods of shortage and allocation. During periods of increasing availability of DRAM and rapidly declining prices, Dataram has been forced to write down inventory. At the present time, the market is one of oversupply, and Dataram seeks to maintain a minimum inventory while meeting the needs of customers. But there can be no assurance that Dataram will not suffer losses in the future based upon high inventories and declining DRAM prices.

OUR MEMORY PRODUCTS MAY VIOLATE OTHERS' PATENTS. Certain of Dataram's memory products are designed to be used with proprietary computer systems built by various OEM manufacturers. Dataram often has to comply with proprietary memory designs which may be patented, now or at some time in the future. OEMs have, at times, claimed that we have violated their patent rights by adapting our computer memory products to meet the requirements of their systems. It is the policy of Dataram to, in unclear cases, either obtain an opinion of patent counsel prior to marketing, or obtain a license from the patent holder. Dataram is presently licensed by Sun Microsystems and Silicon Graphics to sell memory products for their principal products. However, there can be no assurance that memory designs will not be created in the future which will, in fact, be patented and which patent holders will require the payment of substantial royalties as a condition for Dataram's continued presence in the segment of the market covered by the patent or they may not give us a license. Nor can there be any assurance that Dataram's existing products do not violate one or more existing patents.

WE FACE COMPETITION FROM OEMs. Dataram sells its products at a lower price than OEMs. Customers will often pay some premium for the "name brand" product when buying additional memory and OEMs seek to exploit this tendency by having a high profit margin on memory products. However, individual OEMs can change their policy and price memory products competitively. While Dataram believes that with its manufacturing efficiency and low overhead it still would be able to compete favorably with OEMs, in such an event profit margins and earnings would be adversely affected. Also, OEM's can choose to use "free memory" as a promotional device in which case the Company's ability to compete is severely impaired.

WE MAY LOSE AN IMPORTANT CUSTOMER. During fiscal 2003, no single customer accounted for 10% of the Company's revenue. However, the largest ten customers accounted for approximately 33% of the Company's revenue. There can be no assurance that one or more of these customers will cease or materially decrease their business with the Company in the future and that Dataram's financial performance will not be adversely affected thereby.

WE FACE COMPETITION FROM DRAM MANUFACTURERS. DRAM manufacturers not only sell their product as discreet devices, but also as finished memory modules. They primarily sell these modules directly to computer manufacturers and large distributors and as such compete with the Company on a limited basis. There can be no assurance that DRAM manufacturers will not continue to expand their market and customer base. In such a case, they would become a more direct competitor to the Company and the Company's profit margins and earnings could be adversely affected.

THE MARKET FOR OUR PRODUCTS MAY NARROW OVER TIME. The principal market of Dataram is the buyers and owners of workstations and servers, classes of machines lying between large mainframe computers and personal computers. The trend has been observed that personal computers are increasing in their power and sophistication and, as a result, are now filling some of the computational needs traditionally filled by workstations. The competition for the supply of after-market memory products in the PC industry is very competitive and to the extent Dataram competes in this market we can be expected to have lower profit margins. There can be no assurance that this trend will not continue in the future, and that Dataram's financial performance will not be adversely affected thereby.

WE MAY MAKE UNPROFITABLE ACQUISITIONS. While the Company is not currently engaged in discussions which could lead to an acquisition, the possibility exists that an acquisition will be made at some time in the future. Uncertainty surrounds all acquisitions and it is possible that a particular acquisition may not result in a benefit to shareholders, particularly in the short term.

WE MAY BE SUBJECT TO UNKNOWN LIABILITIES ARISING FROM THE ACQUISITION OF MCT'S ASSETS. While the Company purchased assets and assumed only a limited and discrete liability in connection with the MCT transaction, and while the Company believes that it had conducted adequate due diligence, there can be no assurance that the Company will not be held liable for liabilities of MCT which at the present are unknown and unforeseen. The Company believes that it has made reservations for all known risks that could have a material impact upon the Company.

A PORTION OF OUR OPERATIONS ARE DESIGNED TO MEET THE NEEDS OF THE VERY COMPETITIVE INTEL PROCESSOR-BASED MOTHERBOARD MARKET. In addition to selling server memory systems, we develop, manufacturer and market a variety of memory products for motherboards that are Intel processor based. Many of these products are sold to OEMs and incorporated into computers and other equipment. This is an intensely competitive market with high volumes but lower margins.

WE MAY BE ADVERSELY AFFECTED BY EXCHANGE RATE FLUCTUATIONS. A portion of our accounts receivable and a portion of our expenses are denominated in foreign currencies. These proportions change over time. As a result, the Company's revenues and expenses may be adversely affected, from time to time, by changes in the relationship of the dollar to various foreign currencies on foreign exchange markets. The Company does not currently hedge its foreign currency risks.

OUR STOCK HAS LIMITED LIQUIDITY. Although the stock of Dataram is publicly traded, it has been observed that this market is "thin." As a result, Dataram's common stock may trade at a discount to what would be its value if the stock enjoyed greater liquidity.

WE ARE SUBJECT TO THE NEW JERSEY SHAREHOLDERS PROTECTION ACT. This statute has the effect of prohibiting any "business combination" - a very broadly defined term - with any "interested shareholder" unless the transaction is approved by the Board of Directors at a time before the interested shareholder had acquired a 10% ownership interest. This prohibition of "business combinations" is for five years after the shareholder became an "interested shareholder" and continues after that time period subject to certain exceptions. A practical consequence of this statute is that a hostile acquisition of Dataram is unlikely to occur. As a result, hostile transactions which might be of benefit to shareholders may not occur because of this statute.

(b) Financial Information about Industry Segments.

The Company operates in one industry segment.

(c) Narrative Description of Business.

Dataram develops, manufactures and markets a variety of memory products for use with workstations and enterprise servers, including those sold by Sun, HP (including Compaq), SGI, IBM and Dell. The Company sells memory products both for new machines and for the installed base of these classes of computers at prices less than the computer manufacturer. The Company also develops, manufactures and markets memory boards for Intel processor based motherboards, principally based on sales to OEMs and distributors.

Industry Background

The market for the Company's memory products is principally buyers and owners of workstations and enterprise servers. These systems have been important to the growth of the Internet.

A workstation, like a PC, is designed to provide computer resources to individual users. A workstation differs from a PC by providing substantially greater computational performance, input/output capability and graphic display. Workstations are nearly always networked. As a result of this networking capability, a new class of computer system, the enterprise server, has emerged.

Enterprise servers are computer systems on a network which provide dedicated functions accessible by all workstations and other systems on the same network. Examples of different types of servers in use today are: file servers, communication servers, computation servers, database servers, print servers and storage servers.

Dataram designs, produces and markets memory products for workstations and servers sold by Sun, HP (including Compaq), Silicon Graphics, IBM and Dell. Additionally, the Company produces and markets memory for Intel processor based motherboards for use by OEMs and channel assemblers.

The "open system" philosophy espoused by most of the general computer industry has played a part in enlarging the market for third party vendors. Under the "open system" philosophy, manufacturers adhere to industry design standards, enabling users to "mix and match" hardware and software products from a variety of vendors so that a system can be configured for the user's application in the most economical manner with reduced concern for compatibility and support. Memory products for workstations and servers have become commodities with substantial competition from OEMs and a number of independent memory manufacture suppliers.

Business Strategy

Market Growth

Generally, growth in the memory market closely follows both the growth in unit shipments of system vendors and the growth of memory requirements per system. While the past two fiscal years have resulted in negative growth as measured by revenue for memory, management estimates that long-term growth measured by revenue in the market for its products will resume as demand for information technology products recovers.

Market Penetration

In addition to the growth in the market, management estimates that sales by system vendors constitute 80% of the memory market. Thus, there is an opportunity for growth through penetration of the system vendor's market share. To successfully compete with system vendors, Dataram must continue to respond to customers' needs in a short time frame. To support customers' needs, the Company has a dedicated and highly automated manufacturing facility that is designed to produce and ship customer orders within twenty-four hours or less.

Products

The Company's principal business is the development, manufacture and marketing of memory products which can be added to enterprise servers and workstations to upgrade or expand the capabilities of such systems. When vendors produce computer systems adhering to open system industry standards, the development effort for Dataram and other independent memory manufacturers is straightforward and allows for the use of many standard components.

Distribution Channels

Dataram sells its memory products to OEM's, distributors, value-added resellers and larger end-users. The Company has sales offices in New Jersey, Denmark, The United Kingdom, Germany and Japan.

Product Warranty and Service

Management believes that the Company's reputation for the reliability of its memory products and the confidence of prospective purchasers in Dataram's ability to provide service over the life of the product are important factors in making sales. As a consequence, the Company adopted many years ago a Lifetime Warranty program for its memory products. The economic useful life of the computer systems to which Dataram's memory equipment is attached is almost always substantially less than the physical useful life of the equipment itself. Thus, memory systems are unlikely to "wear out." The Company's experience is that less than 1% of all the products it sells are returned under the Lifetime Warranty.

Working Capital Requirements

The memory product business is heavily dependent upon the price of DRAMs. Producers of DRAM are required to invest substantial capital resources to produce their end product. Their marginal cost is low as a percentage of the total cost of the product. As a result, the world-wide market for DRAMs has swung in the past from period to period from oversupply to shortage. During periods of substantial oversupply, the Company has seen falling prices for DRAMs and wide availability of DRAMs allowing the Company to have minimum inventories to meet the needs of customers. During periods of shortage, DRAMs are allocated and the Company must invest heavily in inventory in order to continue to be assured of the supply of DRAMs from vendors. During a period of shortage, the Company must maintain larger cash reserves than it would in a period of oversupply. At the present time, the market for DRAMs is one of oversupply. At April 30, 2003, the Company had cash and cash equivalents of $2.5 million and had no debt.

Memory Product Complexity

DRAM memory products for workstations and servers had, for many years, been undergoing a process of simplification with a corresponding decline in profit margins as competitors' entry into the market became easier. However, recent trends in the market have seen the development by OEMs of more complex memory designs. This has enabled Dataram to increase its margins somewhat. Memory products for PC desktop and notebook computers are much simpler, and gross margins are lower and market competition is more intense.

Engineering and Development

The Company's ability to compete successfully depends upon its ability to identify new memory needs of its customers. To achieve this goal, the Company's engineering group continually monitors computer system vendors' new product developments, and the Company evaluates and tests major components as they become available. Dataram designs prototype memory products and subjects them to reliability testing procedures. During its fiscal year ended April 30, 2003, the Company incurred costs of $1,539,000 for engineering and product development compared to $1,839,000 in fiscal 2002 and $1,673,000 in fiscal 2001.

Raw Materials

The Company purchases standard dynamic random access memory ("DRAM") chips. The costs of such chips is approximately 75% of the total cost of memory products. Fluctuations in the availability or prices of memory chips can have a significant impact on the Company's profit.

Dataram has created close relationships with a number of primary suppliers while qualifying and developing alternate sources as a back up. The qualification program consists of extensive evaluation of process capabilities, on-time delivery performance and financial stability of each supplier. Alternative sources are qualified to normally assure supply in the event of a problem with the primary source or to handle surges in demand.

Manufacturing

The Company assembles its memory boards at its manufacturing facility in Bucks County, Pennsylvania.

Backlog

The Company expects that all backlog on hand will be filled during the current fiscal year. The Company believes that backlog is generally not material to its business since the Company usually ships its memory products on the same day an order is received.

Seasonality

The Company's business can be seasonal with December and January being the slowest months.

Competition

The intensely competitive computer industry is characterized by rapid technological change and constant pricing pressures. These characteristics are equally applicable to the third party memory market, where pricing is a major consideration in the buying decision. Dataram competes with Sun, HP (including Compaq), Silicon Graphics, IBM and Dell, as well as with a number of third party memory suppliers, including Kingston Technology.

Although many of Dataram's competitors possess significantly greater financial, marketing and technological resources, the Company competes favorably based on the buying criteria of price/performance, time-to-market, product quality, reliability, service/support, breadth of product line and compatibility with computer system vendors' technology. Dataram's objective is to continue to remain strong in all of these areas with particular focus on price/performance and time-to-market, which management believes are two of the more important criteria in the selection of third party memory product suppliers. Market research and analysis capability by the Company is necessary to ensure timely information on new products and technologies coming from the computer system vendors and from the overall memory market. Dataram must continue low cost, high volume production while remaining flexible to satisfy the time-to-market requirement.

The Company believes that its 36-year reputation for providing quality products is an important factor to its customers when making a purchase decision. To strengthen this reputation, the Company has a comprehensive lifetime warranty and service program which provides customers with added confidence in buying from Dataram. See "Business-Product Warranty and Service."

Patents, Trademarks and Licenses

The Company believes that its success depends primarily upon the price and performance of its products rather than on ownership of copyrights or patents.

Sale of memory products for systems that use proprietary memory design can from time to time give rise to claims of copyright or patent infringement. In most such instances the Company has either obtained the opinion of patent counsel that its products do not violate such patents or copyrights or obtained a license from the original equipment manufacturer.

To the best of the Company's knowledge and belief, no Company product infringes any valid copyright or patent. However, because of rapid technological development in the computer industry with concurrent extensive patent coverage and the rapid rate of issuance of new patents, questions of infringement may continue to arise in the future. If such patents or copyrights are perfected in the future, the Company believes, based upon industry practice, that any necessary licenses would be obtainable upon the payment of reasonable royalties.

Employees

As of April 30, 2003, the Company had 178 full-time employees; however at that date the Company was in the process of reducing staff. As of July 1, 2003 the Company had 134 full time employees. The Company believes it has satisfactory relationships with its employees. None of the Company's employees are covered by a collective bargaining agreement.

Environment

Compliance with federal, state and local provisions which have been enacted or adopted to regulate the protection of the environment does not have a material effect upon the capital expenditures, earnings and competitive position of the Company. The Company does not expect to make any material expenditures for environmental control facilities in either the current fiscal year (fiscal 2004) or the succeeding fiscal year (fiscal

2005).

(d) Financial Information about Foreign and Domestic Operations and Export Sales.

REVENUES (000's)

Fiscal	U.S.	Export Europe	Export Other	Consolidated
2003	29,495	13,180	10,854	53,529
2002	39,296	27,131	14,763	81,190
2001	93,557	24,273	12,747	130,577

PERCENTAGES

Fiscal	U.S.	Export Europe	Export Other	Consolidated
2003	55.1%	24.6%	20.0%	100.0%
2002	48.4%	33.4%	18.2%	100.0%
2001	71.6%	18.6%	9.8%	100.0%

The Company's acquisition of MCT's assets occurred in March of fiscal 2001. This resulted in significantly more of Dataram's revenue in fiscal 2002 and 2003 arising from sources outside of the United States than in prior years.

Item 2. Properties

The Company occupies approximately 24,000 square feet of space for administrative, sales, research and development and manufacturing support in West Windsor Township, New Jersey under a lease expiring on June 30, 2006.

The Company leases a 32,000 square foot assembly plant in Bucks County, Pennsylvania. The lease expires on January 31, 2006 and the Company has a two-year renewal option.

The Company also leases marketing facilities in The United Kingdom, Denmark, Germany, and Japan.

The Company's subsidiary, Dataram International ApS, leases a 90,000 square foot facility in Aarhus, Denmark. The lease was scheduled to expire on July 1, 2009. On July 10, 2003, the Company entered into an early termination agreement of the lease with the landlord and all costs associated with the early termination have been accrued as of April 30, 2003.

On September 29, 1980, the Company purchased approximately 81 acres of undeveloped property in West Windsor Township, New Jersey. The purchase price of $875,000 was paid in cash. The Company has entered into a contract to sell this property for $3,000,000. Closing of the sale is subject to several material contingencies and no assurance can be given that this sale will, in fact, close.

Item 3. Legal Proceedings

Lemelson Medical, Education & Research Foundation, Limited Partnership vs. Dataram et al., United States District Court for the District of Arizona; Docket No. CV-01-1440-PHX-HRH.

This is a patent infringement case in which a holder of certain "Lemelson" patents brought an action in the Federal District Court for the District of Arizona against numerous defendants in the electronics industry, including the Company in November of 2001. Dataram has acknowledged service of the complaint but has not answered the complaint because the Court has stayed its further prosecution pending the results of a similar Nevada case involving the same patents. The case is in its very early stages. The alleged patent infringement does not implicate the Company's products, but rather the machinery that manufactures them, and if the case resumes it is anticipated that the sellers of that machinery would be joined by the Company.

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

No matter was submitted to a vote of Security Holders in the fourth quarter of the fiscal year covered by this report.

PART II

Item 5. Market for Registrant's Common Equity and Related Stockholder Matters

Incorporated by reference herein is the information set forth in the Company's 2003 Annual Report to Security Holders under the caption "Common Stock Information" at page 5.

Item 6. Selected Financial Data

Incorporated by reference herein is the information set forth in the 2003 Annual Report to Security Holders under the caption "Selected Financial Data" at page 20.

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

Incorporated by reference herein is the information set forth in the 2003 Annual Report to Security Holders under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations" at page 2 through page 5.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Incorporated by reference herein is the information set forth in the 2003 Annual Report to Security Holders under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations" at page 5.

Item 8. Financial Statements and Supplementary Data

Index to Consolidated Financial Statements and Schedule   Page in Annual Report*

Consolidated Financial Statements:

Page in

Financial Statement Schedule: 10-K

All other schedules are omitted as the required information is not applicable or because the required information is included in the consolidated financial statements or notes thereto.

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*Incorporated herein by reference.

<TABLE>
Schedule II

DATARAM CORPORATION AND SUBSIDIARIES

Valuation and Qualifying Accounts

Years ended April 30, 2003, 2002 and 2001

<S> <C> <C> <C> <C>

Description	Balance at beginning of period	Additions charged to costs and expenses	Deductions from reserves	Balance at close of period
Year ended April 30, 2003:				
Allowance for doubtful accounts and sales returns	$ 320,000	152,000	152,000*	320,000
Year ended April 30, 2002:				
Allowance for doubtful accounts and sales returns	$ 450,000	(65,000)	65,000*	320,000
Year ended April 30, 2001:				
Allowance for doubtful accounts and sales returns	$ 450,000	163,000	163,000*	450,000

*Represents write-offs and recoveries of accounts receivable.
</TABLE>

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders
Dataram Corporation:

Under date of June 18, 2003, we reported on the consolidated balance sheets of Dataram Corporation and subsidiaries as of April 30, 2003 and 2002, and the related consolidated statements of operations, stockholders' equity and comprehensive income (loss), and cash flows for each of the years in the three-year period ended April 30, 2003, as contained in the April 30, 2003 Annual Report to Security Holders. These consolidated financial statements and our report thereon are incorporated by reference in the annual report on Form 10-K for the year ended April 30, 2003. In connection with our audits of the aforementioned consolidated financial statements, we also audited the related consolidated financial statement schedule as listed in the accompanying index. This financial statement schedule is the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statement schedule based on our audits.

In our opinion, such consolidated financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

As discussed in note 1 to the consolidated financial statements, the Company adopted the provisions of Statement of Financial Accounting Standards No. 141, "Business Combinations" for all business combinations consummated after June 30, 2001, and the provisions of Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets" effective May 1, 2001.

KPMG LLP

KPMG LLP

Short Hills, New Jersey
June 18, 2003

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

Not Applicable.

PART III

Item 10. Directors and Executive Officers of the Registrant

Incorporated by reference herein is the information set forth in the Definitive Proxy Statement under the captions "Executive Officers of the Company," "Nominees for Director" and "Section 16 Compliance."

Item 11. Executive Compensation

Incorporated by reference herein is the information set forth in the Definitive Proxy Statement under the caption "Executive Compensation."

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

Incorporated by reference herein is the information set forth in the Definitive Proxy Statement under the captions "Security Ownership of Certain Beneficial Owners and Management" and "Equity Plan Compensation Information."

Item 13. Certain Relationships and Related Transactions

Incorporated by reference herein is the information set forth in the Definitive Proxy Statement under the captions "Executive Compensation" and "Board of Directors."

Item 14. Controls and Procedures

Dataram's management is responsible for establishing and maintaining adequate internal controls and procedures to permit accurate financial reporting. During the past 90 days, Mr. Tarantino and Mr. Maddocks, in conjunction with the Company's accountants and acting under the supervision of the Audit Committee, reviewed and evaluated these controls. Based upon this evaluation of the controls now in place, management believes that these internal controls and procedures are effective and there are no material weaknesses in those financial controls. There have been no significant changes in these controls since the date of this evaluation.

Item 15. Principal Accountant Fees and Services

Incorporated by reference herein is the information set forth in the Definitive Proxy Statement under the caption "Principal Accountant Fees and Services."

PART IV

Item 16. Exhibits, Financial Statement Schedule, and Reports on Form 8-K

(a) The following documents are filed as part of this report:

1. Financial Statements incorporated by reference into Part II of this Report.

2. Financial Statement Schedule included in Part II of this Report.

(b) Reports on Form 8-K:

1. Report filed on April 28, 2003 regarding restructure and closing of Denmark operations.

2. Report filed on June 18, 2003 regarding annual earnings.

(c) Exhibits:

The Exhibit Index appears on page 20.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DATARAM CORPORATION
(Registrant)

Date: July 23, 2003 By: ROBERT V. TARANTINO

Robert V. Tarantino, President

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

Date: July 23, 2003 By: ROBERT V. TARANTINO

Robert V. Tarantino, President
Chief Executive Officer and
Chairman of the Board of Directors
(Principal Executive Officer)

Date: July 21, 2003 By: RICHARD HOLZMAN

Richard Holzman, Director

Date: July 21, 2003 By: THOMAS A. MAJEWSKI

Thomas A. Majewski,
Director

Date: July 17, 2003 By: BERNARD L. RILEY

Bernard L. Riley, Director

Date: July 17, 2003 By: ROGER C. CADY

Roger C. Cady, Director

Date: July 23, 2003 By: MARK E. MADDOCKS

Mark E. Maddocks
Vice President, Finance
(Principal Financial & Accounting Officer)

CERTIFICATIONS

I, Robert V. Tarantino, certify that:

1. I have reviewed this annual report on Form 10-K of Dataram Corporation;

2. Based on my knowledge, this annual 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 annual report;

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

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

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

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

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

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

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

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

6. The registrant's other certifying officers and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: July 23, 2003 ROBERT V. TARANTINO

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Robert V. Tarantino, President
Chief Executive Officer and
Chairman of the Board of Directors
(Principal Executive Officer)

CERTIFICATIONS

I, Mark E. Maddocks, certify that:

1. I have reviewed this annual report on Form 10-K of Dataram Corporation;

2. Based on my knowledge, this annual 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 annual report;

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

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

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

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

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

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

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

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

6. The registrant's other certifying officers and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: July 23, 2003 MARK E. MADDOCKS

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Mark E. Maddocks
Vice President, Finance
(Principal Financial & Accounting Officer)

EXHIBIT INDEX

3(a) Restated Certificate of Incorporation. Incorporated by reference from Exhibits to a Quarterly Report on Form 10-Q for the quarter ended July 31, 2000 and filed on September 13, 2000.

3(b) By-Laws. Incorporated by reference from Exhibits to an Annual Report on Form 10-K for the year ended April 30, 2003 and filed on July 26, 2003.

10(a) 2001 Stock Option Plan. Incorporated by reference from Exhibits to a Definitive Proxy Statement for an Annual Meeting of Shareholders held on September 12, 2001 and filed on July 26, 2001.

10(b) Savings and Investment Retirement Plan, January 1, 2001 Restatement. Incorporated by reference from Exhibits to an Annual Report on Form 10-K for the year ended April 30, 2003 and filed on July 26, 2003.

10(c) West Windsor, New Jersey Lease dated September 19, 2000. Incorporated by reference from Exhibits to an Annual Report on Form 10-K for the year ended April 30, 2001 and filed on July 26, 2001.

10(d) Bucks County, Pennsylvania Lease dated January 31, 1995. Incorporated by reference from Exhibits to an Annual Report on Form 10-K for the year ended April 30, 2003 and filed on July 26, 2003.

10(e) Aarhus, Denmark Lease dated July 1, 1997. Incorporated by reference from Exhibits to an Annual Report on Form 10-K for the year ended April 30, 2003 and filed on July 26, 2003.

10(f) Employment Agreement of Robert V. Tarantino dated May 1, 1997. Incorporated by reference from Exhibits to an Annual Report on Form 10-K for the year ended April 30, 2003 and filed on July 26, 2003.

10(g) Service Agreement of Lars Marcher. Incorporated by reference from Exhibits to an Annual Report on Form 10-K for the year ended April 30, 2003 and filed on July 26, 2003.

13(a) 2003 Annual Report to Shareholders

24(a) KPMG LLP Independent Accountants' Consent for S-8 Registration No. 33-56282

99(a) Section 906 Certification of Robert V. Tarantino (Furnished not Filed)

99(b) Section 906 Certification of Mark Maddocks (Furnished not Filed)

Independent Accountants' Consent

The Board of Directors
Dataram Corporation:

We consent to incorporation by reference in the Registration Statement(No. 33-56282) on Form S-8 of Dataram Corporation and subsidiaries of our reports dated June 18, 2003, relating to the consolidated balance sheets of Dataram Corporation and subsidiaries as of April 30, 2003 and 2002, and the related consolidated statements of operations, stockholders' equity and comprehensive income (loss), and cash flows for each of the years in the three-year period ended April 30, 2003, and the related financial statement schedule which reports appear in the April 30, 2003 annual report on Form 10-K of Dataram Corporation.

As discussed in note 1 to the consolidated financial statements, the Company adopted the provisions of Statement of Financial Accounting Standards No. 141, "Business Combinations" for all business combinations consummated after June 30, 2001, and the provisions of SFAS No. 142, "Goodwill and Other Intangible Assets" effective May 1, 2001.

KPMG LLP

KPMG LLP

Short Hills, New Jersey
July 24, 2003

Exhibit 99(a)

Section 906 Certification
of
Robert V. Tarantino

I certify that the Annual Report of Dataram Corporation fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended, and that the information contained in the periodic report fully presents, in all material respects, the financial condition and results of operations of Dataram Corporation.

July 23, 2003 ROBERT V. TARANTINO

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Robert V. Tarantino, President and
Chief Executive Officer

Exhibit 99(a)

Section 906 Certification
of
Mark E. Maddocks

I certify that the Annual Report of Dataram Corporation fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended, and that the information contained in the periodic report fully presents, in all material respects, the financial condition and results of operations of Dataram Corporation.

July 23, 2003 MARK E. MADDOCKS

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Mark E. Maddocks
Vice President, Finance and
Chief Financial Officer

[DATARAM LOGO]

DATARAM CORPORATION

2003 ANNUAL REPORT

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A Message From The President

[PICTURE OF ROBERT TARANTINO]

To Our Shareholders

During fiscal year 2003, the information technology industry continued to be challenged by restrained demand. Corporate IT spending remained weak and low visibility caused many customers to reduce their capital budgets for IT infrastructure. Our revenue during this period reflects the adverse impact of this environment. In response to this, we have taken the difficult but necessary steps to restructure our operations and size the Company with the objective of regaining profitability in an uncertain market. Our strategy was to preserve our key resources to accommodate improved demand, when the market recovers, while implementing cost efficiencies to preserve financial strength. To this end, on April 28, 2003, we announced a restructuring of our operations whereby we ceased production of memory for the PC market and closed our production facility in Aarhus, Denmark. We have consolidated all manufacturing into our facility located in Bucks County, Pennsylvania. This year in total, we have reduced staff by approximately 48% from fiscal 2002 year-end levels. These measures are expected to save approximately $7 million in annual operating costs.

Financial Highlights

o Revenues in fiscal 2003 totaled $53.5 million.

o We generated positive cash flow from operating activities this fiscal year of $3.4 million.

o We eliminated our long-term debt and ended the fiscal year debt free.

o During fiscal 2003 we repurchased $524,000 of our common stock. Our Board of Directors approved a new open market repurchase program of up to 500,000 shares.

o Our balance sheet and working capital position remain sound. Working capital at the end of fiscal 2003 amounted to $9.4 million, including cash and cash equivalents of $2.5 million. Our current ratio at year-end was 2.5 to 1. Our undeveloped land, which is carried on our books for $875,000, is contracted to sell for $3 million.

Looking to the Future

The restructuring initiatives implemented during fiscal 2003 were designed to reduce costs without materially affecting our production and delivery capabilities. We maintain a distribution center in Europe to serve our European Union customers. We have sales offices in the United States, Europe and Japan, our key markets. We are well positioned to take full advantage of improved worldwide market conditions. The operational efficiencies that we implemented over the last twelve months have streamlined our process to deliver more with less, without compromising service.

An important catalyst to our short and long-term growth strategy is our focus on development of new memory products. During fiscal 2003, we introduced over 50 new products, nine of which were "first-to-market" products, beating out original equipment manufacturers in most cases. Our ability to introduce leading edge memory into the market advanced our reputation as an industry leader in the memory industry. Over our 36-year history, we have cultivated a highly experienced team of design engineers and have equipped them with state-of-the-art design tools. Our product design capabilities, coupled with our advanced manufacturing facility, provide us with the unique competitive advantage of offering superior quality memory at substantial savings.

While adapting to the economically challenging times over the last year, we have never lost focus on the essence of the total performance package we offer our customers. These relationships have evolved, in some cases, to where our design capabilities are increasingly utilized for customization. This business is gaining momentum as our current and prospective customers recognize Dataram's expertise in product design and development.

We remain a market leader in our traditional business of compatible memory products for high-performance enterprise servers and workstations. We expect this business to rebound with an improving economy.

We have worked diligently to strengthen the Company's financial position and position the Company for growth. We approach the new fiscal year a leaner, stronger company prepared to succeed in the current market and exploit growth opportunities as demand recovers.

On behalf of the Company's Board of Directors and management team, I would like to thank our shareholders for their continued support and our employees for their hard work and dedication during what have been trying times. We look forward to a profitable fiscal 2004 and beyond.

July 15, 2003

ROBERT V. TARANTINO

Robert V. Tarantino
Chairman of the Board of Directors,
President and Chief Executive Officer

Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

Dataram is a developer, manufacturer and marketer of large capacity memory products primarily used in high performance network servers and workstations. The Company provides customized memory solutions for original equipment manufacturers (OEMs) and compatible memory for leading brands including Dell, HP (including COMPAQ), IBM, SGI and Sun Microsystems. The Company also manufactures a line of memory products for Intel motherboard based servers for sale to OEMs and channel assemblers.

The Company's memory products are sold worldwide to original equipment manufacturers, distributors, value-added resellers and end users. The Company has a manufacturing facility in the United States with sales offices in the United States, Europe and Japan.

The Company is an independent memory manufacturer specializing in high capacity memory and competes with several other large independent memory manufacturers as well as the original equipment manufacturers mentioned above. The primary raw material used in producing memory boards is dynamic random access memory (DRAM) chips. The purchase cost of DRAM chips typically represents approximately 75% of the total cost of a finished memory board. Consequently, average selling prices for computer memory boards are significantly dependent on the pricing and availability of DRAM chips.

Results of Operations

The following table sets forth consolidated operating data expressed as a percentage of revenues for the periods indicated.

Years Ended April 30,	2003	2002	2001
Revenues	100.0%	100.0%	100.0%
Cost of sales	73.9	69.9	74.7
Gross profit	26.1	30.1	25.3
Engineering and development	2.9	2.3	1.3
Selling, general and administrative	32.1	26.5	13.5
Restructuring charges	7.1	1.5	-
Asset impairment charge	21.5	7.2	0.2
Earnings (loss) from operations	(37.5)	(7.4)	10.3
Other income (expense), net	(0.2)	(1.1)	0.6
Earnings (loss) before income tax expense (benefit)	(37.7)	(8.5)	10.9
Income tax expense (benefit)	(8.5)	1.4	4.3

Net earnings (loss)	(29.2)	(9.9)	6.6

Fiscal 2003 Compared With Fiscal 2002

In fiscal 2003, the Company continued to be adversely effected by the worldwide retrenchment in computer sales. Capital spending on new information technology equipment remained soft in light of the general economic uncertainty. In part, the Company was able to offset this trend by the sale of upgrades for existing equipment. The Company was also affected by the continuing worldwide decline in DRAM prices. DRAM costs represent approximately 75% of the cost of the Company's final product. Generally, competitive pressures require the Company to pass through these decreases to its customers. As a result of these factors, volume measured as gigabytes shipped declined by approximately 30% and average selling prices declined by approximately 7% from fiscal 2002 levels. Revenues in fiscal 2003 totaled $53.5 million, a decrease of 34% from fiscal 2002 revenues of $81.2 million, primarily as a result of the change in volume.

Cost of sales decreased $17.2 million in fiscal 2003 to $39.5 million from fiscal 2002 cost of sales of $56.7 million. The decrease is mainly attributable to the decrease in volume. Cost of sales as a percentage of revenue increased by 4.0% in fiscal 2003 from fiscal 2002. The increase in percentage is primarily attributable to decreased utilization of production capacity resulting from the lower shipment levels.

Engineering and development costs amounted to $1.5 million in fiscal 2003 compared to $1.8 million in fiscal 2002. The reduction in cost is primarily attributable to workforce reductions. The Company maintains its commitment to the timely introduction of new memory products.

Selling, general and administrative costs were $17.2 million in fiscal 2003 versus $21.5 million in fiscal 2002. The decline in expense is primarily the result of restructurings which occurred in fiscal 2002 and in the first quarter of fiscal 2003. These restructurings resulted in workforce reductions of approximately 25% and 24%, respectively.

During the fourth quarter of fiscal 2003, the Company announced a restructuring of its operations. As part of this restructuring, the Company ceased production of memory for the PC market and closed its production facility in Aarhus, Denmark. The Company has consolidated all manufacturing into its facility located in Bucks County, Pennsylvania. As a result, the Company reduced its workforce by approximately 28 percent and incurred a consolidated pretax charge of approximately $3.8 million in the fourth quarter, which consists primarily of additional depreciation and amortization of fixed assets, a provision for leasehold impairment, a write down of PC related inventory and severance payments. Additionally, the Company wrote-off its purchased goodwill of approximately $11.1 million. Of these amounts, $300,000 has been charged to cost of sales, with the balance recorded as restructuring charges of $3.1 million and asset impairment charges of $11.5 million, which is net of the effect of certain foreign exchange translation gains. The Company has entered into lease termination agreements totaling approximately $1 million and has severance obligations totaling approximately $850,000. The lease termination obligations were paid in the first quarter of fiscal 2004. Approximately $750,000 of the severance obligations are scheduled to be paid by the end of the first quarter of fiscal 2004 with the balance of approximately $100,000 scheduled to be paid in the second quarter of fiscal 2004. An additional restructuring charge was recorded in the first quarter of fiscal 2003, which totaled $740,000 and was primarily related to severance costs. The severance payments have all been made as of April 30, 2003. Fiscal 2002 restructuring charges were $1.2 million, also severance related. As of April 30, 2002, the Company had paid the majority of these costs, except for approximately $50,000, which was paid early in fiscal 2003.

Other income (expense), net for fiscal year 2003 totaled ($84,000) of net interest expense versus ($916,000) of net interest expense in fiscal 2002. Fiscal 2002 interest income (expense), net consisted of $291,000 of interest income, offset by ($1,207,000) of interest expense. During fiscal 2002 the Company elected to prepay certain capital lease obligations, which resulted in an incremental interest charge of $141,000. The Company also terminated early its interest rate swap agreement, which resulted in a one-time interest charge of $259,000. The balance of the decline in interest expense in fiscal 2003 from fiscal 2002 is attributable to reduced debt levels.

Income tax expense (benefit) for fiscal 2003 was ($4.6 million) versus $1.2 million in fiscal 2002. Fiscal 2003 expected income tax benefit of approximately ($7.1 million) has been reduced by a valuation reserve of approximately $2.5 million. The Company has a federal net operating loss (NOL) carry back of approximately $9.2 million which has resulted in an income tax receivable of $3.1 million at April 30, 2003. The Company has a federal NOL carry forward of approximately $16.0 million, which can be used to offset future taxable income.

Fiscal 2002 Compared With Fiscal 2001

In fiscal 2002, the Company was adversely effected by the worldwide retrenchment in computer sales. The Company was also affected by the continuing worldwide decline in DRAM prices. Consequently, average selling prices fell by approximately 75% from the previous fiscal year. Revenues in fiscal 2002 totaled $81.2 million, a decrease of 38% from fiscal 2001 revenues of $130.6 million, primarily as a result of the change in selling prices. The change in selling prices was partially offset by an increase in unit volume that occurred as a result of the Company's acquisition of certain assets of MCT in March of fiscal 2001. Unit volume measured as gigabytes shipped in fiscal 2002 increased by approximately 69% over fiscal 2001 levels.

Cost of sales decreased $40.9 million in fiscal 2002 to $56.7 million from fiscal 2001 cost of sales of $97.6 million. The decrease is mainly attributable to the decrease in revenue. Cost of sales as a percentage of revenue decreased by 4.8% in fiscal 2002 from fiscal 2001. The decrease in percentage is primarily attributable to product mix.

Engineering and development costs amounted to $1.8 million in fiscal 2002 compared to $1.7 million in fiscal 2001.

Selling, general and administrative costs were $21.5 million in fiscal 2002 versus $17.6 million in fiscal 2001. Fiscal 2002 expenses include $10.5 million of expense from the Company's acquired operations, compared to $1.4 million in fiscal 2001. During the first quarter of fiscal 2002 the Company initiated a world-wide restructuring of its operations, which resulted in a 25% reduction of workforce and other cost efficiencies. The restructuring resulted in a charge of $1.2 million primarily for severance.

During fiscal 2002 the Company conducted an evaluation of its goodwill and intangible assets. The evaluation of the carrying value of the Company's goodwill resulted in no change in value. The evaluation of intangible assets resulted in a one-time non-cash charge of $5.3 million.

Other income (expense), net for fiscal year 2002 totaled ($916,000) of net interest expense versus $855,000 of net interest income in fiscal 2001. Fiscal 2002 interest income (expense), net consisted of $291,000 of interest income, offset by ($1,207,000) of interest expense. During fiscal 2002 the Company elected to prepay certain capital lease obligations, which resulted in an incremental interest charge of $141,000. The Company also terminated early its interest rate swap agreement in connection with the repayment of its term loan, which resulted in a one-time interest charge of $259,000. Fiscal 2001 other income (expense), net consisted of interest income of $1,038,000 offset by ($183,000) of interest expense. The interest income level in fiscal 2001 was due to higher cash balances.

Liquidity and Capital Resources

Working capital at the end of fiscal 2003 amounted to $9.4 million, including cash and cash equivalents of $2.5 million, compared to working capital of $13.5 million, including cash and cash equivalents of $3.7 million in fiscal

2002. The reduction is primarily the result of debt repayments of $3.8 million in Fiscal 2003. Current assets at year end were 2.5 times current liabilities compared to 2.6 at the end of fiscal 2002.

Inventories at the end of fiscal 2003 were $2.9 million compared to fiscal 2002 year end inventories of $5.4 million. The decrease in inventories is primarily attributable to the year over year decline in revenues.

Capital expenditures, net of dispositions were $673,000 in fiscal 2003 compared to $358,000 in fiscal 2002. Capital expenditures in both years were primarily for manufacturing equipment and management information systems upgrades. At the end of fiscal 2003, contractual commitments for capital purchases were zero. Fiscal 2004 capital expenditures are expected to be approximately at the same level as fiscal 2003 expenditures.

On June 15, 1999 the Company announced an open market repurchase plan providing for the repurchase of up to 500,000 shares of the Company's common stock. On December 4, 2002, the Company announced a second plan providing for the repurchase of up to an additional 500,000 shares. As of April 30, 2003, the total number of shares authorized for purchase under the program is 535,150 shares. The Company repurchased 162,600 shares of its common stock in fiscal 2003 at a total price of approximately $524,000.

During fiscal 2001, the Company entered into a credit facility with its bank, which provided for a $10 million term loan and a $15 million revolving credit line. The $10 million term loan was repaid during fiscal 2002. As of April 30, 2002, there was $3.8 million outstanding on the revolving credit line which was paid in fiscal 2003. On April 4, 2003, the Company terminated this credit facility.

As a result of the restructuring initiated and accrued for in April 2003, the Company has entered into lease termination agreements totaling approximately $1 million and has severance obligations totaling approximately $850,000. The lease termination obligations were paid in the first quarter of fiscal 2004. The severance obligations are also scheduled be paid by the end of the first quarter of fiscal 2004. Management believes that the Company's cash flows generated from operations will be sufficient to meet short term liquidity needs as the Company does not expect any unforeseen demands beyond general operating requirements and the lease termination and severance obligations referred to above for cash. Management further believes that its working capital together with internally generated funds from its operations are adequate to finance the Company's long term operating needs and future capital requirements.

Future minimum lease payments under noncancellable operating leases (with initial or remaining lease terms in excess of one year) as of April 30, 2003 are as follows:

(excludes terminated leases)

	Operating Leases
Year ending April 30:	
2004	$ 552
2005	572
2006	486
2007	48
Thereafter	0
	1,658

Inflation has not had a significant impact on the Company's revenue and operations.

New Accounting Pronouncements

In June 2001, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 143, "Accounting for Retirement Obligations" ("SFAS 143"). SFAS 143 establishes accounting standards for the recognition and measurement of an asset retirement obligation and its associated asset retirement cost. It also provides accounting guidance for legal obligations associated with the retirement of tangible long-lived assets. SFAS 143 is effective for the Company's fiscal years beginning May 1, 2003, with early adoption permitted. The Company currently is evaluating the provisions of SFAS 143, but expects that the provisions will not have a material impact on its operations and financial position upon adoption.

In July 2002, the FASB issued SFAS no. 146, Accounting for Costs Associated with Exit or Disposal Activities ("FAS 146"). FAS 146 reconsiders all of the guidance contained in EITF 94-3, Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring). FAS 146 applies to costs associated with (a) certain termination benefits (so - called one-time termination benefits), (b) costs to terminate a contract that is not a capital lease, and (c) other associated costs including costs to consolidate facilities or relocate employees. FAS 146, which may be adopted early, is effective for exit and disposal activities initiated after December 31, 2002. The Company adopted FAS 146 in its fourth fiscal 2003 quarter and complied with it in its fiscal 2003 fourth quarter restructuring. The adoption had no material effect on the Company.

In January 2003, the FASB issued Interpretation No. 46 ("FIN 46"), Consolidation of Variable Interest Entities, an Interpretation of APB No. 51. FIN 46 requires certain variable interest entities to be consolidated by the primary beneficiary of the entity if the equity investors in the entity do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. FIN 46 is effective for all new variable interest entities created or acquired after January 31, 2003. For variable interest entities created or acquired prior to February 1, 2003, the provisions of FIN 46 must be applied for the first interim or annual period beginning after June 15, 2003. The Company does not expect FIN 46 to have a material effect on its consolidated financial statements.

In May, 2003, the FASB issued SFAS No. 150, Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity, ("SFAS 150"). SFAS 150 establishes standards for how an issuer classifies and measures in its statement of financial position certain financial instruments with characteristics of both liabilities and equity. SFAS 150 requires that an issuer classify a financial instrument that is within its scope as a liability (or an asset in some circumstances) because that financial instrument embodies an obligation of the issuer. Many of those instruments were previously classified as equity. SFAS 150 requires an issuer to classify the following instruments as liabilities (or assets in some circumstances): mandatory redeemable financial instruments; obligations to repurchase the issuer's equity shares by transferring assets; and certain obligations to issue a variable number of its equity shares. SFAS 150 is effective for all financial instruments entered into or modified after May 31, 2003, and otherwise shall be effective at the beginning of the first interim period beginning after June 15, 2003. The Company does not expect SFAS 150 to have a material effect on its consolidated financial statements.

Critical Accounting Policies

In December 2001, the Securities and Exchange Commission ("SEC") published a Commission Statement in the form of Financial Reporting Release No. 60 which requested that all registrants discuss their most "critical accounting policies" in management's discussion and analysis of financial condition and results of operations. The SEC has defined critical accounting policies as those that are both important to the portrayal of a company's financial condition and results, and that require management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. While the Company's significant accounting policies are summarized in Note 1 to the consolidated financial statements included in this Annual Report, it believes the following accounting policies to be critical:

Revenue Recognition-Revenue is recognized upon shipment of goods to customers. The Company's revenue earning activities involve delivering or producing goods, and revenues are considered to be earned when the Company has completed the process by which it is entitled to such revenues. The following criteria are used for revenue recognition: persuasive evidence of an arrangement exists, delivery has occurred, selling price is fixed or determinable and collection is reasonably assured. Estimated warranty costs are accrued by management upon product shipment based on an estimate of future warranty claims.

Income Taxes-The Company utilizes the asset and liability method of accounting for income taxes in accordance with the provisions of SFAS No. 109, "Accounting for Income Taxes". Under the asset and liability method of SFAS No. 109, deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. A valuation allowance is provided when it is more likely than not that some portion or all of the deferred tax assets will not be realized. At April 30, 2003, the Company considered certain tax planning strategies in its assessment as to the recoverability of its deferred tax assets. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. Under SFAS No. 109, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in earnings in the period that the tax rate changes.

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, including deferred tax asset valuation allowances and certain other reserves and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are reviewed periodically and the effects of revisions are reflected in the consolidated financial statements in the period they are determined to be necessary. Some of the more significant estimates made by management include the allowance for doubtful accounts and sales returns, the deferred tax asset valuation allowance and other operating allowances and accruals. Actual results could differ from those estimates.

Quantitative and Qualitative
Disclosure About Market Risk

The Company does not invest in market risk sensitive instruments. The Company's investments during the past fiscal year have consisted of overnight deposits with banks. The average principal sum invested was approximately $2.2 million and the weighted average effective interest rate for these investments was approximately 1.5%. The Company's rate of return on its investment portfolio changes with short-term interest rates, although such changes will not affect the value of its portfolio. The Company's objective in connection with its investment strategy is to maintain the security of its cash reserves without taking market risk with principal.

The Company purchases and sells primarily in U.S. dollars. The Company sells in foreign currency (primarily Euros) to a limited number of customers and as such incurs some foreign currency risk. At any given time, approximately 20 to 25 percent of the Company's accounts receivable are denominated in currencies other than U.S. dollars. At present, the Company does not purchase forward contracts as hedging instruments, but intends to do so as circumstances warrant.

Common Stock Information

The Common Stock of the Company is traded on the NASDAQ National Market with the symbol "DRAM". The following table sets forth, for the periods indicated, the high and low prices for the Common Stock.

	2003		2002	
	High	Low	High	Low
First Quarter	$ 7.62	$ 2.61	$13.88	$ 8.38
Second Quarter	3.65	1.83	9.50	5.25
Third Quarter	4.39	2.42	10.20	5.29
Fourth Quarter	3.30	2.02	8.79	6.01

At April 30, 2003 there were approximately 7,000 shareholders.

The Company has never paid a dividend and does not at present have an intention to pay a dividend in the foreseeable future.

DATARAM CORPORATION AND SUBSIDIARIES
Consolidated Balance Sheets
April 30, 2003 and 2002
(In thousands, except share and per share amounts)

	2003	2002
Assets		
Current assets:		
Cash and cash equivalents	$ 2,500	$ 3,656
Trade receivables, less allowance for doubtful accounts and sales returns of $320 in 2003 and 2002	6,292	11,478
Income tax receivable	3,138	699
Inventories:		
Raw materials	1,972	3,118
Work in process	39	182
Finished goods	844	2,135
	2,855	5,435
Deferred income taxes	723	76
Other current assets	111	456
Total current assets	15,619	21,800
Property and equipment:		
Land (held for sale)	875	875
Machinery and equipment	12,576	17,151
	13,451	18,026
Less accumulated depreciation and amortization	8,887	8,816
Net property and equipment	4,564	9,210
Goodwill	-	11,144
Other assets	24	408
	$20,207	$42,562
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	3,208	6,600
Accrued liabilities	2,978	1,687

Total current liabilities	6,186	8,287
Deferred income taxes	-	647
Long term debt, excluding current installments	-	3,800
Total liabilities	6,186	12,734
Stockholders' equity:		
Common stock, par value $1.00 per share. Authorized 54,000,000 shares; issued and outstanding 8,497,219 in 2003 and 8,493,819 in 2002	8,497	8,494
Additional paid-in capital	4,594	4,405
Retained earnings	930	16,830
Accumulated other comprehensive income-foreign currency translation adjustment	-	99
Total stockholders' equity	14,021	29,828
Commitments and contingencies	-	-
	$20,207	$42,562

See accompanying notes to consolidated financial statements.

DATARAM CORPORATION AND SUBSIDIARIES
Consolidated Statements of Operations
Years ended April 30, 2003, 2002 and 2001
(In thousands, except per share amounts)

	2003	2002	2001
Revenues	$ 53,529	$ 81,190	$130,577
Costs and expenses:			
Cost of sales	39,529	56,737	97,588
Engineering and development	1,539	1,839	1,673
Selling, general and administrative	17,204	21,532	17,600
Restructuring charges	3,805	1,200	-
Asset impairment charge	11,535	5,856	300
	73,612	87,164	117,161
Earnings (loss) from operations	(20,083)	(5,974)	13,416
Other income (expense):			
Interest income	34	291	1,038
Interest expense	(118)	(1,207)	(183)
	(84)	(916)	855
Earnings(loss)before income tax expense (benefit)	(20,167)	(6,890)	14,271
Income tax expense (benefit)	(4,563)	1,211	5,676

Net earnings (loss)	$(15,604)	$ (8,101)	$ 8,595
	=======	=======	=======

Net earnings(loss) per common share:			
Basic	$ (1.84)	$ (0.95)	$ 1.01
Diluted	$ (1.84)	$ (0.95)	$ .88
	=======	=======	=======

See accompanying notes to consolidated financial statements.

DATARAM CORPORATION AND SUBSIDIARIES
Consolidated Statements of Cash Flows
Years ended April 30, 2003, 2002 and 2001
(In thousands)

	2003	2002	2001
Cash flows from operating activities:			
Net earnings (loss)	$(15,604)	$(8,101)	$8,595
Adjustments to reconcile net earnings (loss)to net cash provided by operating activities:			
Asset impairment charge	11,535	-	-
Non-cash restructuring charges	1,003	-	-
Depreciation and amortization	3,925	10,450	1,785
Bad debt expense (recovery)	152	(65)	163
Deferred income tax expense(benefit)	(1,294)	125	33
Changes in assets and liabilities: (net of effect from the acquisition of business):			
Decrease in trade and other receivables	5,033	6,228	6,578
Decrease in inventories	2,580	490	1,858
Increase in income tax receivable	(2,438)	(699)	-
(Increase) decrease in other current assets	345	(291)	(230)
(Increase) decrease in other assets	384	(43)	(348)
Decrease in accounts payable	(3,490)	(619)	(4,144)
Increase (decrease) in accrued liabilities	1,290	(2,256)	(518)
Net cash provided by operating activities	3,421	5,219	13,772
Cash flows from investing activities:			
Additions to property and equipment, net	(673)	(358)	(2,184)
Acquisition of business, net of cash acquired	-	-	(27,326)
Net cash used in investing activities	(673)	(358)	(29,510)
Cash flows from financing activities:			
Proceeds (payments) of term loan	-	(10,000)	10,000
Borrowings (repayment) under revolving line of credit	(3,800)	3,800	-
Principal payments under capital			

lease obligations	-	(5,111)	(147)
Purchase and subsequent cancellation of shares of common stock	(524)	(650)	(1,027)
Proceeds from sale of common shares under stock option plan (including tax benefits)	420	520	3,498
Net cash (used in) provided by financing activities	(3,904)	(11,441)	12,324
Net decrease in cash and cash equivalents	(1,156)	(6,580)	(3,414)
Cash and cash equivalents at beginning of year	3,656	10,236	13,650
Cash and cash equivalents at end of year	$ 2,500	$ 3,656	$ 10,236
Supplemental disclosures of cash flow information:			
Cash paid during the year for:			
Interest	$ 125	$ 1,177	$ 106
Income taxes	$ 92	$ 1,772	$ 2,885

See accompanying notes to consolidated financial statements.

DATARAM CORPORATION AND SUBSIDIARIES

Consolidated Statements of Stockholders' Equity and Comprehensive Income(loss)

Years ended April 30, 2003, 2002 and 2001

(In thousands, except share amounts)

	Common Stock	Additional Paid-in Capital	Retained Earnings (loss)	Accumulated Other Comprehensive income	Total Stock-holders' Equity
Balance at April 30, 2000	$ 8,278	$ 981	$ 17,635	$ -	$ 26,894
Issuance of 301,216 shares under stock option plans, including income tax benefit of $2,690	301	3,197	-	-	3,498
Purchase and subsequent cancellation of 87,400 shares	(87)	(113)	(827)	-	(1,027)
Comprehensive Income:					
Foreign exchange translation adjustment, net of tax	-	-	-	83	83
Net earnings	-	-	8,595	-	8,595
Total comprehensive income					8,678
Balance at April 30, 2001	8,492	4,065	25,403	83	38,043
Issuance of 98,550 shares under stock option plans, including income tax benefit of $191	99	421	-	-	520

Purchase and subsequent cancellation of 96,950 shares	(97)	(81)	(472)	-	(650)
Comprehensive Income:					
Foreign exchange translation adjustment, net of tax	-	-	-	16	16
Net loss	-	-	(8,101)	-	(8,101)
Total comprehensive loss					(8,085)
Balance at April 30, 2002	8,494	4,405	16,830	99	29,828
Issuance of 166,200 shares under stock option plans, including income tax benefit of $25	166	254	-	-	420
Purchase and subsequent cancellation of 162,600 shares	(163)	(65)	(296)	-	(524)
Comprehensive Income:					
Foreign exchange translation adjustment, net of tax	-	-	-	(99)	(99)
Net loss	-	-	(15,604)	-	(15,604)
Total comprehensive loss					(15,703)
Balance at April 30, 2003	$ 8,497	$ 4,594	$ 930	$ -	$14,021

See accompanying notes to consolidated financial statements.

Notes to Consolidated Financial Statements
(Dollars in thousands, except per share amounts)

(1) Significant Accounting Policies

Description of Business
Dataram Corporation is a worldwide provider of server and workstation memory. The Company offers a specialized line of gigabyte-class memory for entry to enterprise-level servers and workstations as well as customized memory solutions for original equipment manufacturers.

Principles of Consolidation
The consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America and include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany transactions and balances have been eliminated.

Until the closure of the Company's manufacturing operations in Denmark in the fourth quarter of fiscal 2003, the financial statements of its foreign subsidiaries were translated using the local currency as their functional currency. That is, assets and liabilities of the foreign subsidiaries were translated using the exchange rates in effect at the date of the balance sheet while the results of operations of those foreign subsidiaries were translated using the average exchange rates in effect for each year.

Differences arising upon translation were then included as part of accumulated other comprehensive income (loss) in the Consolidated Statements of Stockholders' Equity and Comprehensive Income (loss). The closure of the operations in Denmark required the reversal of the balance in the cumulative foreign currency translation account in accumulated other comprehensive income (loss) since this event represented a substantial liquidation of those operations and such amount is included in the computation of the overall loss on the transaction (see note 4). Subsequently, the Company's foreign subsidiaries' act only as sales offices which are deemed to be essentially branches of the US company and the functional currency of these sales offices is considered to be the US dollar. Accordingly, from the date of this change, any amounts denominated in a currency other than the US dollar will be recorded at the balance sheet rate of exchange and gains and losses arising from changes in foreign currency rates for those assets and liabilities will be reported in the income statement.

Cash and Cash Equivalents
Cash and cash equivalents consist of unrestricted cash, money market accounts and commercial paper purchased with original maturities of three months or less.

Inventory
Inventories are stated at the lower of cost or market, with cost determined by the first-in, first-out method.

Property and Equipment
Property and equipment is recorded at cost. Depreciation is generally computed on the straight-line basis. Depreciation and amortization rates are based on the estimated useful lives or lease terms for capital leases, whichever is shorter, which range from three to five years for machinery and equipment. When property or equipment is retired or otherwise disposed of, related costs and accumulated depreciation are removed from the accounts.

Repair and maintenance costs are charged to operations as incurred.

Goodwill and Acquired Intangible Assets
In July 2001, the FASB issued Statement of Financial Accounting Standards (SFAS) No. 141, Business Combinations, and SFAS No. 142, Goodwill and Other Intangible Assets. Statement No. 141 requires that the purchase method of accounting be used for all business combinations initiated after June 30, 2001 as well as all purchase method business combinations completed after June 30, 2001. SFAS No. 141 also specifies criteria intangible assets acquired in a purchase method business combination must meet to be recognized and reported apart from goodwill, noting that any purchase price allocable to an assembled workforce may not be accounted for separately. SFAS 142 requires that goodwill and intangible assets with indefinite useful lives no longer be amortized, but instead tested for impairment at least annually in accordance with the provisions of SFAS No. 142. SFAS No. 142 also requires that intangible assets with definite useful lives be amortized over their respective estimated useful lives to their estimated residual values, and reviewed for impairment in accordance with SFAS No. 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be disposed of. The Company adopted the provisions of SFAS No. 141 upon issuance. The Company has elected to adopt the provisions of SFAS No.142 as of May 1, 2001, as allowed by the Statement.

SFAS 141 required, upon adoption of SFAS No. 142, that the Company evaluate its existing intangible assets and goodwill that were acquired in a prior purchase business combination, and to make any necessary reclassifications in order to conform to the new criteria in SFAS No. 141 for recognition apart from goodwill. Effective May 1, 2001, approximately $1.2 million assigned to the value of the MCT workforce has been reclassified to goodwill (see note 3). Since the Company has adopted SFAS No. 142, the Company reassessed, as of May 1, 2001 the useful lives and residual values of all intangible assets acquired in purchase business combinations, and did not make any amortization period or carrying value adjustments. In addition, to the extent an intangible asset is identified as having an indefinite useful life, the Company is required to test the intangible asset for impairment in accordance with the provisions of SFAS No. 142 in the first interim period. There are no indefinite life intangible assets.

In connection with the transitional goodwill impairment evaluation, SFAS

No.142 required that the Company perform an assessment of whether there is an indication that goodwill is impaired as of the date of adoption. To accomplish this the Company must identify its reporting units and determine the carrying value of each reporting unit by assigning the assets and liabilities, including the existing goodwill and intangible assets, to those reporting units as of the date of adoption. The Company then has up to six months from the date of adoption to determine the fair value of each reporting unit and compare it to the reporting unit's carrying amount. To the extent a reporting unit's carrying amount exceeds its fair value, an indication exists that the reporting unit's goodwill may be impaired and the Company must perform the second step of the transitional impairment test. In the second step, the Company must compare the implied fair value of the reporting unit's goodwill, determined by allocating the reporting unit's fair value to all of it assets (recognized and unrecognized) and liabilities in a manner similar to a purchase price allocation in accordance with SFAS No. 141, to its carrying amount, both of which would be measured as of the date of

adoption. This second step was required to be completed as soon as possible, but no later than the end of the year of adoption. Any transitional impairment loss will be recognized as the cumulative effect of a change in accounting principle in the Company's statement of operations. The Company completed this task in its second quarter ended October 31, 2001 and concluded that the estimated fair value of its acquired business (MCT), which is the reporting unit as defined by SFAS No. 142, as of May 1, 2001, exceeded its carrying amount and therefore no indication of an impairment of the goodwill on the MCT transaction existed upon the adoption of the statement.

On April 28, 2003, the Company restructured its worldwide operations. As part of the restructuring, the Company ceased production of memory for the PC market and closed its production facility in Aarhus, Denmark. As a consequence of this action, the Company concluded that the estimated fair value of its acquired business (MCT) had no remaining value and the Company wrote-off its purchased goodwill of approximately $11.1 million (see notes 3 and 4).

Long-Lived Assets

Long-lived assets consist of property, plant and equipment. SFAS No.144 provides a single accounting model for long-lived assets to be disposed of. SFAS No. 144 also changes the criteria for classifying an asset as held for sale, broadens the scope of businesses to be disposed of that qualify for reporting as discontinued operations and changes the timing of recognizing losses on such operations. The company adopted SFAS No. 144 on May 1, 2002. The adoption of SFAS No. 144 did not affect the Company's consolidated financial statements.

In accordance with SFAS No. 144, long-lived assets, such as property, plant and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the estimated fair value of the asset. Assets to be disposed of would be separately presented in the balance sheet and reported at the lower of the carrying amount or fair value less cost to sell, and no longer depreciated.

The Company reviews long-lived assets for impairment whenever events or changes in business circumstances occur that indicate that the carrying amount of the assets may not be recoverable. Impairments are recognized when the expected future undiscounted cash flows derived from such assets are less than their carrying value. For such cases, losses are recognized for the difference between the fair value and the carrying amount. The Company considers various valuation factors, principally discounted cash flows, to assess the fair values of long-lived assets.

Revenue Recognition
Revenue is recognized upon shipment of goods to customers. The Company's revenue earning activities involve delivering or producing goods, and revenues are considered to be earned when the Company has completed the process by which it is entitled to such revenues. The following criteria are used for revenue recognition: persuasive evidence of an arrangement exists, delivery has occurred, selling price is fixed or determinable and collection is reasonably assured.

Product Development and Related Engineering
The Company expenses product development and related engineering costs as incurred. Engineering effort is directed to the development of new or improved products as well as ongoing support for existing products.

Income Taxes
The Company utilizes the asset and liability method of accounting for income taxes in accordance with the provisions of SFAS No. 109, "Accounting for Income Taxes". Under the asset and liability method of SFAS No. 109, deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. Under SFAS No. 109, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in earnings in the period that the tax rate changes.

Concentration of Credit Risk
Financial instruments that potentially subject the Company to concentration of credit risk consist primarily of cash and cash equivalents. The Company maintains its cash and cash equivalents in financial institutions and brokerage accounts. To the extent that such deposits exceed the maximum insurance levels, they are uninsured. The Company performs ongoing evaluations of its customers' financial condition, as well as general economic conditions and, generally, requires no collateral from its customers.

Net Earnings/(Loss) Per Share

Net Earnings/(Loss) Per Share is presented in accordance with SFAS No. 128, "Earnings Per Share". Basic net earnings/(loss) per share is calculated by dividing net earnings/(loss) by the weighted average number of common shares outstanding during the period. Diluted net earnings per share in 2001 was calculated in a manner consistent with basic net earnings per share except that the weighted average number of common shares outstanding also includes the dilutive effect of stock options outstanding (using the treasury stock method). During 2002 and 2003, the Company excluded the dilutive effect of stock options in the calculation of diluted net loss per share, because to do so would be anti-dilutive. As such, the numerator and denominator used in computing basic and diluted net loss per share are equal.

The following presents a reconciliation of the numerator and denominator used in computing Basic and Diluted net earnings per share for fiscal 2001.

Year ended April 30, 2001 (earnings in thousands)	Earnings (numerator)	Shares (denominator)	Per share amount
Basic net earnings per share - -net earnings and weighted average common shares outstanding	$ 8,595	8,498,000	$ 1.01

(Dollars in thousands, except per share amounts)

Effect of dilutive securities - -stock options	-	1,309,000	-
Diluted net earnings per share - -net earnings, weighted average common shares outstanding and effect of stock options	$ 8,595	9,807,000	$ .88

Diluted net earnings (loss) per common share does not include the effect of options to purchase 1,515,350 shares of common stock for the year ended April 30, 2003 because they are anti-dilutive.

Diluted net earnings (loss) per common share does not include the effect of options to purchase 1,797,800 shares of common stock for the year ended April 30, 2002 because they are anti-dilutive.

Diluted net earnings per common share does not include the effect of options to purchase 153,000 shares of common stock for the year ended April 30, 2001 because they are anti-dilutive.

Product Warranty

The majority of the Company's products are intended for single use; therefore, the Company requires limited product warranty accruals. The Company accrues estimated product warranty cost at the time of sale and any additional amounts are recorded when such cost are probable and can be reasonably estimated.

	Balance beginning of year	Charges to costs and expenses	Deductions	Balance end of year
Year Ended April 30, 2003	$ 54	23	(23)	$ 54
Year Ended April 30, 2002	$ 54	6	(6)	$ 54
Year Ended April 30, 2001	$ 54	8	(8)	$ 54

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 at 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.

Fair Value of Financial Instruments

The fair value of financial instruments is determined by reference to market data and other valuation techniques as appropriate. The Company believes that there is no material difference between the fair value and the reported amounts of financial instruments in the consolidated balance sheets.

Stock Based Compensation

At April 30, 2003, the Company has stock-based employee and director compensation plans, which are described more fully in Note 7. The Company accounts for those plans under the recognition and measurement principles of APB Opinion No. 25, "Accounting for Stock Issued to Employees," and related

Interpretations. No stock-based compensation cost is reflected in net earnings (loss) for stock options, as all options granted under those plans had an exercise price equal to the market value of the underlying common stock on the date of the grant.

The following table illustrates the effect on net earnings (loss) and earnings (loss) per share if the Company had applied the fair value recognition provisions of SFAS No. 123, "Accounting for Stock-Based Compensation" ("SFAS 123") to stock-based employee compensation:

	Years ended April 30		
	2003	2002	2001
Net earnings (loss), as reported	$(15,604)	$(8,101)	$8,595
Deduct: Total stock-based employee compensation expense determined under the fair value method for all awards	(885)	(1,191)	(690)
Pro forma under SFAS 123	$(16,489)	$(9,292)	$7,905
Basic and diluted net earnings (loss) per common share:			
Basic:			
As reported	$ (1.84)	$ (.95)	$ 1.01
Pro forma under SFAS 123	(1.94)	(1.10)	.93
Diluted:			
As reported	$ (1.84)	$ (.95)	$ .88
Pro forma under SFAS 123	(1.94)	(1.10)	.81

The fair value of each stock option granted during the year is estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions:

	2003	2002	2001
Expected life (years)	7.5	7.5	7.5
Expected volatility	72%	63%	99%
Expected dividend yield	-	-	-
Risk-free interest rate	5.0%	5.0%	6.0%
Weighted average fair value of options granted during the year	$ 2.19	$ 5.62	$ 14.72

Reclassification

Certain prior period amounts have been reclassified to conform to the current year presentation.

(2) Acquisition

On March 23, 2001, the Company acquired certain assets, principally including inventory, accounts receivable and equipment of Memory Card Technology A/S ("MCT"), a corporation in suspension of payments under Danish bankruptcy law. MCT designed and manufactured memory from its facility in Denmark and had sales offices in Europe, Latin America and the Pacific Rim. The Company purchased the assets from MCT for total consideration of approximately $32,006 of which approximately $28,581 was paid in cash plus the assumption of certain payables and accrued expenses, certain direct transaction cost and certain MCT employee rationalization costs all of which total approximately $3,425. The net assets acquired by the Company were recorded at their respective fair values under the purchase method of accounting. Accordingly, the excess of the purchase price over the fair value of identifiable net tangible and identifiable intangible assets acquired in the amount of $10,167 represents goodwill, which was being amortized over a period of 10 years. Through the adoption of SFAS 142 on May 1, 2001, the fair value of identifiable intangible assets acquired include both customer base of $5,931 (see note 3), and work force of $1,202 which were being amortized over 3 and 5 years, respectively, thru April 30, 2001, at which time the value of the work force was reclassified to goodwill. The results of operations of MCT for the period from the acquisition date, March 23, 2001 through April 30, 2001 and for the full fiscal 2002 and 2003 fiscal years have been included in the consolidated results of operations of the Company.

(3) Goodwill and Intangible Assets

As of May 1, 2001, the date of adoption, the Company had unamortized goodwill in the amount of $11,144 (which includes $1,187 of acquired workforce which was previously classified as an intangible asset prior to the adoption of Statement 142) and unamortized identifiable intangible assets (acquired customer base) in the amount of $5,856, all of which have been subject to the transition provisions of Statements 141 and 142. Amortization expense related to goodwill (including value assigned to the workforce) was $255 for the period from the March 23, 2001, the date of acquisition, through the year ended April 30, 2001. The Company's proforma basic and diluted earnings per share for fiscal 2001 as if the Company adopted Statement 142 at the beginning of fiscal 2001 would have been $1.04 and $0.90 per share respectively versus $1.01 and $0.88 per share respectively as previously reported, had this amortization expense not been reported during the year ended April 30, 2001.

The Company evaluated the carrying value of both its intangible assets and goodwill as of May 1, 2001 and concluded that such assets had not been impaired. Due to the pressure on the Company's worldwide operations during fiscal 2002 caused by continued economic weakness and its associated impact on capital spending coupled with the overall decline in pricing for DRAMs and its associated impact on the Company's selling prices, the Company was required to perform another impairment analysis for both the intangible assets and the acquired goodwill. That analysis was performed in the third quarter ended January 31, 2002. The Company evaluated the carrying value of goodwill as of that date and concluded that the asset had not been impaired. The Company also evaluated the carrying value of its intangible assets (acquired customer base) and concluded that it was in fact impaired. The Company's integration activities included: narrowing its combined product offerings to certain strategic platforms; redefining its targeted customer base; and directing the efforts of its acquired sales force to sell memory products only for those identified platforms through the targeted customer base. As a result, the Company's customer base has changed and the future cash flows expected to be generated by the acquired customer base, as it existed at the date of acquisition no longer supported any carrying value for those assets. Accordingly, the Company fully amortized its intangible assets in fiscal 2002. On April 28, 2003, the Company restructured its operations (see note 4). As part of the restructuring, the Company ceased production of memory for the PC market and closed its production facility in Aarhus, Denmark. As a consequence of this action, the Company concluded that the estimated fair value of its acquired business (MCT) had no remaining value and the Company wrote-off its purchased goodwill of $11,144.

(4) Restructuring

During the fourth quarter of fiscal 2003, the Company announced a restructuring of its operations. As part of this restructuring, the Company ceased production of memory for the PC market and closed its production facility in Aarhus, Denmark. The Company has consolidated all manufacturing into its facility located in Bucks County, Pennsylvania. As a result, the Company reduced its workforce by approximately 28 percent and incurred a consolidated pretax charge of approximately $3,800 in the fourth quarter, which consists primarily of additional depreciation and amortization of fixed assets in Denmark, a provision for leasehold impairment, a write down of PC related inventory and severance payments. Additionally, the Company wrote-off its purchased goodwill of $11,144. Of these amounts, $300 has been charged to cost of sales, with the balance recorded as restructuring charges of $3,065 million and asset impairment charges of $11,535, which is net of the effect of certain foreign exchange translation gains. The Company has entered into lease termination agreements totaling approximately $1,000 and has severance obligations totaling approximately $850. The lease termination obligations were paid in the first quarter of fiscal 2004. Approximately $750 of the severance obligations are scheduled to be paid by the end of the first quarter of fiscal 2004 with the balance of approximately $100 scheduled to be paid in the second quarter of fiscal 2004. An additional restructuring charge was recorded in June 2002, which totaled $740 and was primarily related to severance costs. The severance payments have all been made as of April 30, 2003. Fiscal 2002 restructuring charges were $1,200, also severance related. As of April 30, 2002, the Company had paid the majority of these costs, except for approximately $50, which was paid early in fiscal 2003.

(5) Long-Term Debt

On March 31, 2001, the Company drew $10,000 against its existing credit facility to fund a portion of the purchase price of the MCT acquisition. On April 16, 2001, the Company entered into a new $10,000 term note ("term note") and a $15,000 revolving credit line ("credit line") with a commercial bank (together, referred to as the "credit facility"), which expires on April 16, 2004. The credit facility contains financial covenants as defined in the agreement for which the Company was in compliance with at April 30, 2002. The proceeds from the term note were used to repay the existing obligation under the original credit facility. The term note was due in twenty quarterly installments of $500 until March 31, 2006. The term note bore interest, which was payable monthly in arrears, at the LIBOR rate for 90 day maturities plus 1.9% computed on the basis of a 360 day year for the actual number of days elapsed. In January 2002, the Company amended and restated its credit facility. In doing so, the Company repaid the term note in its entirety. As of April 30, 2002, there was $3,800 outstanding on the revolving credit line which was paid in fiscal 2003. On April 4, 2003, the Company terminated this credit facility.

(6) Income Taxes

Income tax expense(benefit)for the years ended April 30 consists of the following:

(In thousands)	2003	2002	2001
Current:			
Federal	$(3,307)	$ 870	$ 4,822
Foreign	37	103	-
State	1	113	821
	(3,269)	1,086	5,643
Deferred:			
Federal	(1,247)	(8)	144
Foreign	-	134	(134)
State	(47)	(1)	23
	(1,294)	125	33
Total income tax expense	$(4,563)	$ 1,211	$ 5,676

The actual income tax expense (benefit) differs from "expected" tax expense (benefit) (computed by applying the U. S. corporate tax rate of 35% to earnings before income taxes) as follows:

2003	2002	2001

Computed "expected" tax expense(benefit)	$(7,058)	$(2,411)	$ 4,995
Foreign tax losses for which no benefit provided	-	-	247
State income taxes(net of Federal income tax benefit)	(30)	74	557
Difference in federal graduated rates	202	(21)	-
Difference in foreign income tax	-	451	-
Foreign taxes	37	103	-
Foreign permanent differences	-	598	-
Change in valuation allowances	2,504	2,400	-
Other	(218)	17	(123)
	$(4,563)	$ 1,211	$ 5,676

The tax effect of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities are presented below:

(In thousands)	2003	2002
Deferred tax assets:		
Compensated absences, principally due to accrual for financial reporting purposes	$ 98	$ 79
Accounts receivable, principally due to allowance for doubtful accounts and sales returns	119	119
Property and equipment, principally due to differences in depreciation	303	1,004
Inventory, principally due to reserve for obsolescence	131	86
Domestic net operating losses	6,135	-
Foreign net operating losses	-	1,700
Total gross deferred tax assets	$6,786	$2,988
Less valuation allowance	(4,904)	(2,400)
Net deferred tax asset	1,882	588
Deferred tax liabilities:		
Investment in wholly-owned subsidiary, principally due to unremitted earnings of DISC	(663)	(663)
Other	(496)	(496)
Total gross deferred tax liabilities	(1,159)	(1,159)
Net deferred tax assets (liabilities)	$ 723	$(571)

As of April 30, 2003 a valuation allowance of $4,904 has been provided for on the deferred tax assets since management believes that it is more likely than not that such assets will not be realized through the reversal of existing deferred tax assets, future taxable income, or certain tax planning strategies. The Company has U.S. net operating loss carry forwards of approximately $16,000, which can be used to offset income through 2023.

(Dollars in thousands, except per share amounts)

(7) Stock Option Plans

The Company has an 1992 incentive and nonstatutory stock option plan for the purpose of permitting certain key employees to acquire equity in the Company and to promote the growth and profitability of the Company by attracting and retaining key employees. In general, the plan allows granting of up to 2,850,000 shares, adjusted for stock splits, of the Company's common stock at an option price to be no less than the fair market value of the stock on the date such options are granted. The holder of the option may purchase 20% of the common stock with respect to which the option has been granted on or after the first anniversary of the date of the grant and an additional 20% of such shares on or after each of the four succeeding anniversary dates. At April 30, 2003, 945,430 of the outstanding options are exercisable.

The Company also has a 2001 incentive and nonstatutory stock option plan for the purpose of permitting certain key employees to acquire equity in the Company and to promote the growth and profitability of the Company by attracting and retaining key employees. In general, the plan allows granting of up to 1,800,000 shares of the Company's common stock at an option price to be no less than the fair market value of the Company's common stock on the date such options are granted. The holder of the option may purchase 25% of the common stock with respect to which the option has been granted on or after the first anniversary of the date of the grant and an additional 25% of such shares on or after each of the three succeeding anniversary dates. At April 30, 2003, 34,150 of the outstanding options are exercisable.

The status of the plans for the three years ended April 30, 2003, is as follows:

	Options Outstanding		
	Shares	Exercise price per share	Weighted average exercise price
Balance April 30, 2000	1,602,350	1.708-12.583	3.374
Granted	198,000	11.380-24.250	22.122
Exercised	(239,700)	1.708- 6.000	2.767
Cancelled	(19,200)	2.313- 3.604	2.797
Balance April 30, 2001	1,541,450	1.708-24.250	5.626
Granted	192,900	6.610-10.000	8.316
Exercised	(38,300)	1.708- 6.000	4.458
Cancelled	(253,000)	1.708- 6.000	12.652
Balance April 30, 2002	1,443,050	1.708-24.250	4.785
Granted	156,800	2.990- 3.830	3.017
Exercised	(156,000)	1.708- 2.375	2.349
Cancelled	(108,500)	2.990-24.250	7.440
Balance April 30, 2003	1,335,350	1.708-24.250	4.646

The Company also granted non-qualified options to acquire 150,000 shares of common stock to certain employees in connection with the acquisition of certain assets of MCT. These options are exercisable at a price of $9.875 per share which represents the fair value at the date of grant and expire ten years after the date of grant. Of each option, 20% are exercisable on or after the first anniversary of the date of the grant and an additional 20% on or after each of the four succeeding anniversary dates. During fiscal year 2003, 50,000 of these shares were cancelled. At April 30, 2003, 40,000 of the outstanding options are exercisable.

(Dollars in thousands, except per share amounts)

The Company also periodically grants nonqualified stock options to nonemployee directors of the Company. These options are granted for the purpose of retaining the services of directors who are not employees of the Company and to provide additional incentive for such directors to work to further the best interests of the Company and its shareholders. The options granted to these nonemployee directors are exercisable at a price representing the fair value at the date of grant, and expire ten years after date of grant. Of each option, 100% are exercisable one year after the date of grant. At April 30, 2003, 40,000 of the outstanding options are exercisable.

The status of the nonemployee director options for the three years ended April 30, 2003, is as follows:

	Options Outstanding		
	Shares	Exercise price per share	Weighted average exercise price
Balance April 30, 2000	287,500	$ 2.313-2.813	$ 2.773
Granted	-	-	-
Exercised	(62,500)	2.813	2.813
Cancelled	-	-	-
Balance April 30, 2001	225,000	2.313-2.813	2.763
Granted	40,000	7.980	7.980
Exercised	(60,250)	2.313-2.813	2.626
Cancelled	-	-	-
Balance April 30, 2002	204,750	2.313-7.980	3.822
Granted	40,000	2.990	2.990
Exercised	(10,000)	2.813	2.813
Cancelled	(154,750)	2.813	2.813
Balance April 30, 2003	80,000	$ 2.990-7.980	$ 5.485

The following table summarizes information about stock options outstanding at April 30, 2003:

	Options outstanding			Options exercisable	
Range of exercise price	Number out-standing at April 30, 2003	Weighted average remaining contractual life	Weighted average exercise price	Number exercis-able at April 30, 2003	Weighted average exercise price
$1.708- 2.813	699,000	4.16	$ 2.64	699,000	$ 2.64
2.990- 3.604	378,750	7.00	3.28	177,750	3.54
4.833- 7.980	234,200	7.71	7.31	105,350	7.20
9.875-11.380	149,400	7.93	10.19	55,880	10.21
24.250	54,000	7.25	24.25	21,600	24.25
$1.708-24.250	1,515,350	5.90	$ 5.04	1,059,580	$ 4.83

(8) Accrued Liabilities

Accrued liabilities consist of the following at April 30:

	2003	2002
Leasehold termination provision	$ 1,000	$ -
Severance	850	-
Other restructuring costs	261	-
Payroll, including vacation	427	830
Commissions and bonuses	67	157
Other	373	700
	$ 2,978	$ 1,687

(9) Commitments

Leases

The Company and its subsidiaries occupy various facilities and operate various equipment under operating lease arrangements. Rent charged to operations pursuant to such operating leases amounted to approximately $1,552 in 2003, $1,375 in 2002 and $678 in 2001. The Company prepaid all of its preexisting capital lease obligations during fiscal 2002 for approximately $5,111.

Future minimum lease payments under noncancellable operating leases (with initial or remaining lease terms in excess of one year) as of April 30, 2003 are as follows:

(Excludes terminated leases).

Year ending April 30:	Operating Leases
2004	$ 552
2005	572
2006	486
2007	48
Thereafter	0
Total minimum lease payments	$ 1,658

License Agreements
The Company has entered into certain licensing agreements with varying terms and conditions. The Company is obligated to pay royalties on certain of these agreements.

Legal Proceedings
The Company is involved in various other claims and legal actions arising in the ordinary course of business. In the opinion of management, the ultimate disposition of these matters will not have a material effect on the Company's consolidated financial position, results of operations or liquidity.

(10) Employee Benefit Plan
The Company has a defined contribution plan (the Plan) which is available to all qualified employees. Employees may elect to contribute a portion of their compensation to the Plan, subject to certain limitations. The Company contributes a percentage of the employee's contribution, subject to a maximum of 6 percent of the employee's eligible compensation, based on the employee's years of service. The Company's matching contributions aggregated approximately $258, $210 and $289 in 2003, 2002 and 2001, respectively.

(Dollars in thousands, except per share amounts)

(11) Revenues by Geographic Location

The Company operates in one business segment and develops, manufactures and markets a variety of memory systems for use with servers and workstations which are manufactured by various companies. Revenues and total assets for 2003, 2002 and 2001 by geographic region is as follows:

	United States	Europe	Other	Consolidated
April 30, 2003				
Revenues	$ 29,495	$ 13,180	$10,854	$ 53,529
Total assets	$ 15,398	$ 4,809	$ 0	$ 20,207
Long lived assets	$ 4,473	$ 91	$ 0	$ 4,564
April 30, 2002				
Revenues	$ 39,296	$ 27,131	$14,763	$ 81,190
Total assets	$ 14,671	$ 25,658	$ 2,233	$ 42,562
Long lived assets	$ 5,103	$ 15,071	$ 180	$ 20,354
April 30, 2001				
Revenues	$ 93,557	$ 24,273	$12,747	$ 130,577
Total assets	$ 24,041	$ 35,536	$ 5,704	$ 65,281
Long lived assets	$ 6,214	$ 20,962	$ 3,050	$ 30,226

(12) Quarterly Financial Data (Unaudited)

	Quarter Ended			
Fiscal 2003	July 31	October 31	January 31	April 30
Revenues	$14,281	$13,970	$12,758	$12,520
Gross profit	3,541	4,200	3,472	2,787
Net earnings(loss)	(1,823)	(253)	(793)	(12,735)
Net earnings (loss)per diluted Common and common equivalent share	(.21)	(.03)	(.09)	(1.50)

	Quarter Ended			
Fiscal 2002	July 31	October 31	January 31	April 30
Revenues	$22,570	$19,173	$19,646	$19,801
Gross profit	6,945	7,121	7,099	3,287
Net earnings(loss)	(1,761)	160	(4,783)	(1,717)
Net earnings (loss)per diluted Common and common equivalent share	(.21)	.02	(.57)	(.20)

Earnings (loss) per share is calculated independently for each quarter and therefore does not equal the total for the year.

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders
Dataram Corporation:

We have audited the accompanying consolidated balance sheets of Dataram Corporation and subsidiaries as of April 30, 2003 and 2002, and the related consolidated statements of operations, stockholders' equity and comprehensive income (loss), and cash flows for each of the years in the three-year period ended April 30, 2003. These consolidated 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 audits.

We conducted our audits 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 examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Dataram Corporation and subsidiaries as of April 30, 2003 and 2002, and the results of their operations and their cash flows for each of the years in the three-year period ended April 30, 2003, in conformity with accounting principles generally accepted in the United States of America.

As discussed in note 1 to the consolidated financial statements, the Company adopted the provisions of Statement of Financial Accounting Standards ("SFAS") No. 141, "Business Combinations," for all business combinations consummated after June 30, 2001 and the provisions of SFAS No. 142, "Goodwill and Other Intangible Assets" effective May 1, 2001.

KPMG LLP

Short Hills, New Jersey
June 18, 2003

Selected Financial Data

(Not covered by independent auditors' report)
(In thousands, except per share amounts)

Years Ended April 30,	2003	2002	2001	2000	1999
Revenues	$ 53,529	$ 81,190	$ 130,577	$ 109,152	$ 75,853
Net earnings	(15,604)	(8,101)	8,595	7,846	5,635
Basic earnings (loss) per share	(1.84)	(.95)	1.01	.99	.69
Diluted earnings (loss) per share	(1.84)	(.95)	.88	.81	.60
Current assets	15,619	21,800	34,690	35,127	23,874
Total assets	20,207	42,562	65,281	40,151	27,374
Current liabilities	6,186	8,287	14,157	12,416	6,436
Long-term debt	-	3,800	10,000	-	-
Total stockholders' equity	14,021	29,828	38,043	26,894	20,019
Cash dividends	-	-	-	-	-

Earnings per share data has been adjusted to reflect the three-for-two stock split for shareholders of record on November 24, 1999.

DIRECTORS AND CORPORATE OFFICERS

Directors

Robert V. Tarantino
Chairman of the Board of Directors,
President and Chief Executive Officer
of Dataram Corporation

Richard Holzman*
Private Investor

Thomas A. Majewski*
Principal, Walden Inc.

Bernard L. Riley*
Private Investor

Roger Cady*
Principal, Arcadia Associates

*Member of audit committee

Corporate Officers

Robert V. Tarantino
President and Chief Executive Officer

Lars Marcher
Executive Vice President,
and Chief Operating Officer

Mark E. Maddocks
Vice President, Finance and
Chief Financial Officer

Jeffrey H. Duncan
Vice President of Manufacturing
and Engineering

Hugh F. Tucker
Vice President, Sales

Mark R. Bresky
Vice President, Information Technology

Anthony M. Lougee
Controller

Thomas J. Bitar
Secretary
Member, Dillon, Bitar & Luther, L.L.C.

Corporate Headquarters

Dataram Corporation
186 Princeton Road (Route 571)
West Windsor, NJ 08550
609-799-0071

Auditors

KPMG LLP
Short Hills, NJ

General Counsel

Dillon, Bitar & Luther, L.L.C.
Morristown, NJ

Transfer Agent and Registrar

First Union National Bank
Customer Information Center
1525 West W.T. Harris Boulevard
Building 3C3
Charlotte, NC 28288

Stock Listing

Dataram's common stock is listed on the NASDAQ with the trading symbol DRAM.

Annual Meeting

The annual meeting of shareholders will be held on Wednesday, September 17, 2003, at 2:00 p.m. at Dataram's corporate headquarters at:
186 Princeton Road (Route 571)
West Windsor, NJ 08550

Form 10-K

A copy of the Company's annual reporton Form 10-K filed with the Securities& Exchange Commission is available without charge to shareholders.

Address requests to:

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