

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

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)

(Amendment No.)¹

Birner Dental Management Services, Inc.

(Name of Issuer)

Common Stock, no par value per share

(Title of Class of Securities)

091283200

(CUSIP Number)

DIGIRAD CORPORATION
1048 Industrial Court
Suwanee, Georgia 30024
(858) 726-1600

MARK A. BIRNER, DDS
2325 E. 7th Avenue Parkway
Denver, Colorado 80206
(303) 929-4027

ADAM W. FINERMAN, ESQ.
OLSHAN FROME WOLOSKY LLP
1325 Avenue of the Americas
New York, New York 10019

(212) 451-2300

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 8, 2017

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ☐.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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

1	NAME OF REPORTING PERSON Digirad Corporation	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) o	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) <input type="checkbox"/> OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,000
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 1,000
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%	
14	TYPE OF REPORTING PERSON CO	

1	NAME OF REPORTING PERSON Mark A. Birner, DDS	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) o	
3	SEC USE ONLY	
4	SOURCE OF FUNDS PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) <input type="checkbox"/> OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 388,956
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 388,956
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 388,956	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 20.9%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON Lee Schlessman	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) o	
3	SEC USE ONLY	
4	SOURCE OF FUNDS PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) <input type="checkbox"/> OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 104,026
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 104,026
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 104,026	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.6%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON Elizabeth Genty	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) o	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) <input type="checkbox"/> OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 73,952
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 73,952
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 73,952	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.0%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON Gregory G. Fulton	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) o	
3	SEC USE ONLY	
4	SOURCE OF FUNDS PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) <input type="checkbox"/> OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 11,000
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 11,000
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON John M. Climaco	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) o	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 0 -	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON James C. Elbaor	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) o	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 0 -	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON Charles M. Gillman	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) o	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 0 -	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON Barry A. Igdaloff	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) <input type="checkbox"/> OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 0 -	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON Lee D. Keddie	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) o	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION CANADA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 0 -	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON Benjamin E. Large	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) <input type="checkbox"/> OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 0 -	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

The following constitutes the Schedule 13D filed by the undersigned (the “Schedule 13D”).

Item 1. Security and Issuer.

This statement relates to the Common Stock, no par value per share (the “Shares”), of Birner Dental Management Services, Inc., a Colorado corporation (the “Issuer”). The address of the principal executive offices of the Issuer is 1777 S. Harrison Street, Suite 1400, Denver, Colorado 80210.

Item 2. Identity and Background.

(a) This statement is filed by:

- (i) Digirad Corporation, a corporation organized under the laws of the state of Delaware (“Digirad”), with respect to the Shares directly and beneficially owned by it;
- (ii) Mark A. Birner, DDS, with respect to the Shares directly and beneficially owned by him;
- (iii) Lee Schlessman, with respect to the Shares directly and beneficially owned by him through the Schlessman Family Trusts (as defined in Item 3);
- (iv) Elizabeth Genty, with respect to the Shares directly and beneficially owned by her;
- (v) Gregory G. Fulton, with respect to the Shares beneficially owned by him directly and through the AMF Trust (as defined in Item 3);
- (vi) John M. Climaco, as a nominee for the Board of Directors of the Issuer (the “Board”);
- (vii) James C. Elbaor, as a nominee for the Board;
- (viii) Charles M. Gillman, as a nominee for the Board;
- (ix) Barry A. Igdaloff, as a nominee for the Board;
- (x) Lee D. Keddie, as a nominee for the Board; and
- (xi) Benjamin E. Large, as a nominee for the Board.

Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.” Each of the Reporting Persons is party to that certain Joint Filing and Solicitation Agreement, as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

(b) The address of the principal office of each of Digirad and Messrs. Gillman and Climaco is 1048 Industrial Court, Suwanee, Georgia 30024. The principal business address of Dr. Birner is 2325 E. 7th Avenue, Denver, Colorado 80206. The principal business address of Mr. Schlessman is 1555 Blake Street, Suite 400, Denver, Colorado 80202. The principal business address of Ms. Genty is P.O. Box 9061, Pueblo, Colorado 81008. The principal business address of Mr. Fulton is c/o Fulton Capital Partners LLC, 5350 South Roslyn St., Suite 400, Greenwood Village, Colorado 80111. The principal business address of Mr. Elbaor is c/o James C. Elbaor, 222 W. Merchandise Mart Plaza #1212, Chicago, Illinois 60654. The principal business address of Mr. Igdaloff is P.O. Box 326, Park City, Utah 84060. The principal business address of Mr. Keddie is 8719 258th Avenue NE, Redmond, Washington 98053. The principal business address of Mr. Large is P.O. Box 2163, Manhattan Beach, California 90267. The officers and directors of Digirad and their principal occupations and business addresses are set forth on Schedule A and are incorporated by reference in this Item 2.

(c) The principal business of Digirad is providing mobile healthcare solutions and medical equipment and services, including diagnostic imaging and patient monitoring, to hospitals, physician practices, and imaging centers throughout the U.S. The principal occupation of Dr. Birner is serving as a principal of Birner Dental Strategies, a provider of growth strategy consulting to privately owned dental business services organizations. Mr. Schlessman is currently retired and serves as a trustee for each of the Schlessman Family Trusts. Ms. Genty is self-employed as a writer and a designer. The principal occupation of Mr. Fulton is as Managing Partner of Fulton Capital Partners LLC and GVC Capital Partners LLC. The principal occupation of Mr. Climaco is serving as Executive Vice President of Perma-Fix Medical S.A., a Polish corporation involved in the research, development and manufacturing of medical radioisotopes. The principal occupation of Mr. Elbaor is serving as a consulting advisor to Lucus Advisors LLC, an investment management firm. The principal occupation of Mr. Gillman is serving as Executive Managing Director of the IDWR Multi-Family Office, a multi-family investment firm. The principal occupation of Mr. Igdaloff is serving as the sole proprietor of Rose Capital, an investment advisor in Columbus, Ohio. The principal occupation of Mr. Keddie is serving as the President and Chief Executive Officer of each of Value Creation Management Group LLC, a company that invests in and provides consulting to companies that need operational improvement, and CompuMed, Inc., a medical informatics and software company. The principal occupation of Mr. Large is serving as the Managing Partner of Nutmeg Investments LLC, an online investment management service.

(d) No Reporting Person, nor any person listed on Schedule A, annexed hereto, has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) Except as otherwise set forth on Schedule A, annexed hereto, no Reporting Person, nor any person listed on Schedule A, has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Ms. Genty and Messrs. Birner, Schlessman, Fulton, Climaco, Elbaor, Gillman, Igdaloff and Large are citizens of the United States of America. Mr. Keddie is a citizen of Canada. The citizenship of the persons listed on Schedule A is set forth therein.

Item 3. Source and Amount of Funds or Other Consideration.

The Shares purchased by Digirad were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted. The aggregate purchase price of the 1,000 Shares owned directly by Digirad is approximately \$13,416, including brokerage commissions.

The Shares directly owned by Dr. Birner were acquired from the Issuer prior to its initial public offering, however, certain Shares directly owned by Dr. Birner have been purchased with personal funds (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases. The aggregate purchase price of the 388,956 Shares owned directly by Dr. Birner is approximately \$16,000, including brokerage commissions.

The Shares directly owned by the Schlessman Family Trusts (as defined below) were purchased with personal funds (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted. Certain of the Shares directly owned by the Schlessman Family Trusts were acquired by Mr. Schlessman from the Issuer prior to its initial public offering. The Shares beneficially owned by Mr. Schlessman as set forth herein are owned as follows: (i) 94,864 Shares owned directly by the Lee E. Schlessman Trust DTD 1/24/83 (the “LES Trust”), of which Mr. Schlessman is a trustee and (ii) 9,162 Shares owned directly by the Delores J. Schlessman Trust DTD 1/24/83 (the “DJS Trust” and together with the LES Trust, the “Schlessman Family Trusts”), of which Mr. Schlessman is a trustee. Excluded from Mr. Schlessman’s beneficial ownership as set forth in this Schedule 13D are 3,737 Shares owned by Mr. Schlessman’s sister through a trust and 81,044 Shares owned in the aggregate by Mr. Schlessman’s children both directly and indirectly through certain trusts (collectively the “Schlessman Excluded Shares”). The aggregate purchase price of the Shares beneficially owned directly by the Schlessman Family Trusts is approximately \$130,986, including brokerage commissions.

The Shares directly owned by each of Mr. Fulton and the Ann M. Fulton Living Trust (the “AMF Trust”) were purchased with personal funds (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted. The Shares beneficially owned by Mr. Fulton as set forth herein are owned as follows: (i) 3,000 Shares are owned directly by Mr. Fulton (through his IRA) and (ii) 8,000 Shares are owned directly by the AMF Trust, a trust established for Mr. Fulton’s spouse. The aggregate purchase price of the 11,000 Shares beneficially owned by Mr. Fulton is approximately \$92,458, including brokerage commissions.

The 73,952 Shares directly owned by Ms. Genty were acquired pursuant to a court decree.

Item 4. Purpose of Transaction.

The Reporting Persons purchased the Shares based on the Reporting Persons’ belief that the Shares, when purchased, were undervalued and represented an attractive investment opportunity. Depending upon overall market conditions, other investment opportunities available to the Reporting Persons, and the availability of Shares at prices that would make the purchase or sale of Shares desirable, the Reporting Persons may endeavor to increase or decrease their position in the Issuer through, among other things, the purchase or sale of Shares on the open market or in private transactions or otherwise, on such terms and at such times as the Reporting Persons may deem advisable.

On March 8, 2017, Digirad delivered a letter to the Issuer (a) nominating Charles M. Gillman to replace the incumbent Class II director whose term expires at the 2017 annual meeting of shareholders (the “Annual Meeting”) and (b) submitting the following proposals (the “Proposals”) for approval by the shareholders at the Annual Meeting: (i) repeal any provision of the Issuer’s Second Amended and Restated Bylaws (the “Bylaws”), which were not included in the Bylaws that were in effect on July 15, 2016, as filed with the SEC, (ii) amend the Issuer’s Amended and Restated Articles of Incorporation, as amended (the “Charter”), to provide that the size of the Board shall be fixed in accordance with the provisions of the Bylaws, (iii) amend the Charter and the Bylaws to allow shareholders to fill vacancies on the Board, in certain circumstances, (iv) amend the Bylaws to fix the size of the Board at ten (10) directors and set the number of directors in each class, and (v) elect John M. Climaco, James C. Elbaor, Barry A. Igdaloff, Lee D. Keddie and Benjamin E. Large (the “Additional Nominees”, and collectively with Mr. Gillman, the “Nominees”) to fill the five (5) newly created directorships of the Board. Under the Issuer’s Charter, the approval of certain Proposals requires a supermajority vote of shareholders. The nomination and election of Mr. Gillman is not subject to any conditions whatsoever, however, the election of the Additional Nominees is subject to shareholder approval of certain Proposals.

No Reporting Person has any present plan or proposal which would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D except as set forth herein or such as would occur upon or in connection with completion of, or following, any of the actions discussed herein. The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors including, without limitation, the Issuer’s financial position, the Reporting Persons’ investment strategies, the price levels of the Shares, conditions in the securities markets and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, engaging in additional communications with management and the Board of the Issuer, engaging in discussions with stockholders of the Issuer and others about the Issuer and the Reporting Persons’ investment, making proposals to the Issuer concerning changes to the capitalization, ownership structure, board structure (including board composition) or operations of the Issuer, purchasing additional Shares, selling some or all of their Shares, engaging in short selling of or any hedging or similar transaction with respect to the Shares, or changing their intention with respect to any and all matters referred to in Item 4.

Item 5. Interest in Securities of the Issuer.

The aggregate percentage of Shares reported owned by each person named herein is based upon 1,860,261 Shares outstanding as of November 3, 2016, which is the total number of Shares outstanding as reported in the Issuer’s Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 14, 2016.

A. Digirad

- (a) As of the close of business on March 8, 2017, Digirad directly owned 1,000 Shares.
- Percentage: Less than 1%
- (b)
1. Sole power to vote or direct vote: 1,000
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 1,000
 4. Shared power to dispose or direct the disposition: 0
- (c) The transaction in the Shares by Digirad during the past sixty (60) days is set forth in Schedule B and is incorporated herein by reference.

B. Dr. Birner

- (a) As of the close of business on March 8, 2017, Dr. Birner directly owned 388,956 Shares.
- Percentage: Approximately 20.9%
- (b)
1. Sole power to vote or direct vote: 388,956
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 388,956
 4. Shared power to dispose or direct the disposition: 0
- (c) Dr. Birner has not entered into any transactions in the Shares during the past sixty (60) days.

C. Mr. Schlessman

- (a) As of the close of business on March 8, 2017, Mr. Schlessman may be deemed the beneficial owner of 104,026 Shares consisting of (i) 94,864 Shares owned directly by the LES Trust and (ii) 9,162 Shares beneficially owned directly by the DJS Trust. Such amount does not include the Schlessman Excluded Shares.
- Percentage: Approximately 5.6%
- (b)
1. Sole power to vote or direct vote: 104,026
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 104,026
 4. Shared power to dispose or direct the disposition: 0
- (c) Mr. Schlessman has not entered into any transactions in the Shares during the past sixty (60) days.

D. Ms. Genty

- (a) As of the close of business on March 8, 2017, Ms. Genty directly owned 73,952 Shares.
- Percentage: Approximately 4.0%
- (b)
1. Sole power to vote or direct vote: 73,952
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 73,952
 4. Shared power to dispose or direct the disposition: 0

- (c) The transactions in the Shares by Ms. Genty during the past sixty (60) days are set forth in Schedule B and are incorporated herein by reference.

E. Mr. Fulton

- (a) As of the close of business on March 8, 2017, Mr. Fulton may be deemed the beneficial owner of 11,000 Shares, consisting of (i) 3,000 Shares owned directly by Mr. Fulton and (ii) 8,000 Shares owned directly by the AMF Trust.

Percentage: Less than 1%

- (b)
 - 1. Sole power to vote or direct vote: 11,000
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 11,000
 - 4. Shared power to dispose or direct the disposition: 0

- (c) Mr. Fulton has not entered into any transactions in the Shares during the past sixty (60) days.

F. Messrs. Climaco, Elbaor, Gillman, Igdaloff, Keddie and Large

- (a) As of the close of business on March 8, 2017, Messrs. Climaco, Elbaor, Gillman, Igdaloff, Keddie and Large do not own any Shares.

Percentage: 0%

- (b)
 - 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 0

- (c) None of Messrs. Climaco, Elbaor, Gillman, Igdaloff, Keddie and Large has entered into any transactions in the Shares during the past sixty (60) days.

The Reporting Persons, as members of a “group” for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. As of the close of business on March 8, 2017, the aggregate beneficial ownership by the members of the group was 578,934 Shares, or approximately 31.1% of the outstanding Shares. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

- (d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.

- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

On March 8, 2017, the Reporting Persons entered into a Joint Filing and Solicitation Agreement (the “Joint Filing and Solicitation Agreement”) in which, among other things, the Reporting Persons agreed to (a) the joint filing on behalf of each of them of statements on Schedule 13D, and any amendments thereto, with respect to the securities of the Issuer, (b) solicit proxies for the election of the Nominees at the Annual Meeting and (c) solicit proxies for the approval of the Proposals at the Annual Meeting. Pursuant to the Joint Filing and Solicitation Agreement, the Nominees agreed that, if elected to the Board they will, subject to their fiduciary duties as directors, work to cause the Board to (a) call a special meeting of shareholders to vote on amendments to the Issuer’s Charter and/or Bylaws to (x) provide shareholders the right to call a special meeting of shareholders without being obligated to pay a fee to call such meeting and (y) require the approval of the holders of a majority of the outstanding Shares of the Issuer held by non-interested shareholders prior to the Issuer’s issuance of any equity securities to the Issuer’s officers, directors, their affiliates or associates (other than pursuant to shareholder-approved equity compensation/incentive plans for the Issuer’s management and Board members), and (b) nominate Mark A. Birner and Gregory G. Fulton as candidates for election to the Board at the 2018 annual meeting of shareholders of the Issuer (including any other meeting of shareholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof, the “2018 Annual Meeting”). Digirad agreed to bear the cost of any pre-approved expenses incurred in connection with the group’s activities, as provided in the Joint Filing and Solicitation Agreement. The Joint Filing and Solicitation Agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Pursuant to letter agreements, Digirad has agreed to indemnify each of the Nominees against claims arising from the Solicitation and any related transactions. A form of the indemnification letter agreement is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Other than as described herein, there are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

- 99.1 Joint Filing and Solicitation Agreement, dated March 8, 2017.
- 99.2 Form of Indemnification Letter Agreement.
- 99.3 Powers of Attorney.

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 9, 2017

DIGIRAD CORPORATION

By: /s/ Jeffry R. Keyes

Name: Jeffry R. Keyes

Title: Chief Financial Officer

/s/ Mark A. Birner, DDS

Mark A. Birner, DDS

/s/ Lee Schlessman

Lee Schlessman

/s/ Elizabeth Genty

Elizabeth Genty

/s/ Gregory G. Fulton

Gregory G. Fulton

/s/ Charles M. Gillman

Charles M. Gillman, Individually and as attorney-in-fact for John M. Climaco,
James C. Elbaor, Barry A. Igdaloff, Lee D. Keddle and Benjamin E. Large

SCHEDULE A

Directors and Officers of Digirad Corporation

<u>Name and Position</u>	<u>Principal Occupation</u>	<u>Principal Business Address</u>	<u>Citizenship</u>
Executive Officers			
Matthew G. Molchan	President, Chief Executive Officer and Director of Digirad Corporation	c/o Digirad Corporation, 1048 Industrial Court, Suwanee, Georgia 30024	United States
Jeffrey R. Keyes	Chief Financial Officer and Corporate Secretary of Digirad Corporation	c/o Digirad Corporation, 1048 Industrial Court, Suwanee, Georgia 30024	United States
Virgil J. Lott	President, Diagnostic Imaging division of Digirad Corporation	c/o Digirad Corporation, 1048 Industrial Court, Suwanee, Georgia 30024	United States
Martin B. Shirley	President, Digirad Imaging Solutions division of Digirad Corporation	c/o Digirad Corporation, 1048 Industrial Court, Suwanee, Georgia 30024	United States
Non-Employee Directors			
John M. Climaco*			
Charles M. Gillman*			
Jeffrey E. Eberwein	Chairman of the Board of Digirad Corporation, Founder and Chief Executive Officer of Lone Star Value Management, LLC	c/o Lone Star Value Management, LLC 53 Forest Avenue, 1st Floor, Old Greenwich, Connecticut 06870	United States
Dimitrios J. Angelis	Executive Counsel of Life Sciences Law Group, Director of Digirad Corporation	c/o Digirad Corporation, 1048 Industrial Court, Suwanee, Georgia 30024	United States
John W. Sayward	Director of Digirad Corporation, Retired Partner of Nippon Heart Hospital LLC	c/o Digirad Corporation, 1048 Industrial Court, Suwanee, Georgia 30024	United States
Michael A. Cunnon	President and Chief Executive Officer of Remedy Health Media, Director of Digirad Corporation	c/o Remedy Health Media, 750 Third Avenue, 6th Floor, New York, New York 10017	United States

Lone Star Value Management, LLC, Mr. Eberwein and Mr. Gillman are each subject to a Securities and Exchange Commission (“SEC”) administrative order, dated February 14, 2017 (Securities Exchange Act Release No. 80038), relating to alleged violations of Section 13(d) of the Securities Exchange Act of 1934 (the “Exchange Act”) and the rules promulgated thereunder, including failing to disclose the members of a stockholder group, and further allegations that Messrs. Eberwein and Gillman violated Section 16(a) of the Exchange Act and the rules promulgated thereunder, including failing to timely file initial statements of beneficial ownership on Form 3 and changes thereto on Form 4. Without admitting or denying any violations, (i) Lone Star Value Management agreed to cease and desist from committing or causing any violations of Section 13(d) of the Exchange Act and Rules 13d-1 and 13d-2 promulgated thereunder, and paid a civil penalty of \$120,000 to the SEC and (ii) Messrs. Eberwein and Gillman agreed to cease and desist from committing or causing any violations of (x) Section 13(d) of the Exchange Act and Rules 13d-1 and 13d-2 promulgated thereunder and (y) Section 16(a) of the Exchange Act and Rules 16a-2 and 16a-3 promulgated thereunder, and each paid a civil penalty to the SEC in the respective amounts of \$90,000 and \$30,000.

*Each of Messrs. Climaco and Gillman is a Reporting Person and, as such, the information with respect to each of Messrs. Climaco and Gillman called for by Item 2 of the Schedule 13D is set forth therein.

SCHEDULE B

Transaction in the Shares During the Past Sixty (60) Days

Shares of Common
Stock Purchased/(Sold)

Price Per
Share(\$)

Date of
Purchase/Sold

DIGIRAD CORPORATION

1,000	13.3850	02/24/2017
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ELIZABETH GENTY

(500)	16.0000	01/10/2017
(177)	14.4900	02/09/2017
(100)	13.7200	02/23/2017
(400)	13.0000	02/24/2017
(500)	13.0000	03/02/2017

JOINT FILING AND SOLICITATION AGREEMENT

WHEREAS, certain of the undersigned are shareholders, direct or beneficial, of Birner Dental Management Services, Inc., a Colorado corporation (the “Company”);

WHEREAS, Digirad Corporation, a Delaware corporation (“Digirad”), Mark A. Birner, DDS, Lee Schlessman, Elizabeth Genty, Gregory G. Fulton, John M. Climaco, James C. Elbaor, Charles M. Gillman, Barry A. Igdaloff, Lee D. Keddie and Benjamin E. Large wish to form a group for the purpose of seeking representation on the Board of Directors of the Company (the “Board”) at the 2017 annual meeting of shareholders of the Company (including any other meeting of shareholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof, the “2017 Annual Meeting”), for soliciting shareholder support for any proposal submitted by any member of the Group (as defined below and for the purpose of taking all other action necessary to achieve the foregoing.

NOW, IT IS AGREED, this 8th day of March 2017 by the parties hereto:

1. In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), each of the undersigned (collectively, the “Group”) agrees to the joint filing on behalf of each of them of statements on Schedule 13D, and any amendments thereto, with respect to the securities of the Company. Each member of the Group shall be responsible for the accuracy and completeness of his/its own disclosure therein, and is not responsible for the accuracy and completeness of the information concerning the other members, unless such member knows or has reason to know that such information is inaccurate.

2. So long as this agreement is in effect, each of the undersigned shall provide written notice to Olshan Frome Wolosky LLP (“Olshan”) of (i) any of their purchases or sales of securities of the Company; or (ii) any securities of the Company over which they acquire or dispose of beneficial ownership. Such notice shall be provided within 24 hours of each transaction.

3. Each of the undersigned agrees to form the Group for the purpose of (i) soliciting proxies or written consents for the election of the persons nominated by the Group to the Board at the 2017 Annual Meeting (the “Nominees”), (ii) soliciting proxies or written consents for the proposals submitted by the Group at the 2017 Annual Meeting, (iii) taking such other actions as the parties deem advisable and (iv) taking all other action necessary or advisable to achieve the foregoing.

4. If elected to the Board, the Nominees, subject to their fiduciary duties as directors, will work to cause the Board to (a) call a special meeting of shareholders to vote on amendments to the Company’s articles of incorporation and/or bylaws to (x) provide shareholders the right to call a special meeting of shareholders without being obligated to pay a fee to call such meeting and (y) require the approval of the holders of a majority of the outstanding shares of the Company held by non-interested shareholders prior to the Company’s issuance of any equity securities to the Company’s officers, directors, their affiliates or associates (other than pursuant to shareholder-approved equity compensation/incentive plans for the Company’s management and Board members), and (b) nominate Mark A. Birner and Gregory G. Fulton as candidates for election to the Board at the 2018 annual meeting of shareholders of the Company (including any other meeting of shareholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof, the “2018 Annual Meeting”).

5. Digirad shall have the right to pre-approve all expenses incurred in connection with the Group’s activities and agrees to pay directly all such pre-approved expenses, including but not limited to Olshan’s fees and expenses.

6. Each of the undersigned agrees that any SEC filing, press release or shareholder communication proposed to be made or issued by the Group or any member of the Group in connection with the Group's activities set forth in Section 3 shall be first approved by the Digirad, or its representatives, which approval shall not be unreasonably withheld.

7. The relationship of the parties hereto shall be limited to carrying on the business of the Group in accordance with the terms of this Agreement. Such relationship shall be construed and deemed to be for the sole and limited purpose of carrying on such business as described herein. Nothing herein shall be construed to authorize any party to act as an agent for any other party, or to create a joint venture or partnership, or to constitute an indemnification. Nothing herein shall restrict any party's right to purchase or sell securities of the Company, as he/it deems appropriate, in his/its sole discretion, provided that all such sales are made in compliance with all applicable securities laws.

8. This Agreement may be executed in counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute but one and the same instrument, which may be sufficiently evidenced by one counterpart.

9. In the event of any dispute arising out of the provisions of this Agreement or their investment in the Company, the parties hereto consent and submit to the exclusive jurisdiction of the Federal and State Courts in the State of New York.

10. The parties' rights and obligations under this agreement (other than the rights and obligations set forth in Section 5 and Section 9 which shall survive any termination of this agreement) shall terminate immediately after the conclusion of the activities set forth in Section 3 or as otherwise agreed to by the parties. Notwithstanding the foregoing, any party hereto may terminate his/its obligations under this agreement on 24 hours' written notice to all other parties, with a copy by fax to Adam W. Finerman at Olshan, Fax No. (212) 451-2222.

11. Each party acknowledges that Olshan shall act as counsel for both the Group and Digirad and its affiliates relating to their investment in the Company and each party agrees that Olshan will prepare, file and/or issue all SEC filings, press releases or shareholder communications proposed to be made or issued by the Group.

12. The terms and provisions of this agreement may not be modified, waived or amended without the written consent of each of the parties hereto.

13. Each of the undersigned parties hereby agrees that this Agreement shall be filed as an exhibit to a Schedule 13D pursuant to Rule 13d-1(k)(1)(iii) under the Exchange Act.

[Signature pages follow]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the day and year first above written.

DIGIRAD CORPORATION

By: /s/ Jeffry R. Keyes
Name: Jeffry R. Keyes
Title: Chief Financial Officer

/s/ Mark A. Birner, DDS
Mark A. Birner, DDS

/s/ Lee Schlessman
Lee Schlessman

/s/ Elizabeth Genty
Elizabeth Genty

/s/ John M. Climaco
John M. Climaco

/s/ James C. Elbaor
James C. Elbaor

/s/ Charles M. Gillman
Charles M. Gillman

/s/ Barry A. Igdaloff
Barry A. Igdaloff

/s/ Lee D. Keddie
Lee D. Keddie

/s/ Benjamin E. Large
Benjamin E. Large

/s/ Gregory G. Fulton
Gregory G. Fulton

DIGIRAD CORPORATION
1048 Industrial Court
Suwanee, Georgia 30024

March ____, 2017

Re: Birner Dental Management Services, Inc.

Dear _____:

Thank you for agreeing to serve as a nominee for election to the Board of Directors of Birner Dental Management Services, Inc. (the "Company") in connection with the proxy solicitation that Digirad Corporation ("DRAD"), together with Mark A. Birner, DDS, Lee Schlessman, Elizabeth Genty, and Gregory G. Fulton or any of their affiliates (collectively, the "Group") is considering undertaking to approve certain business proposals and to nominate and elect directors at the Company's 2017 annual meeting of shareholders of the Company, including any other meeting of shareholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof (the "Solicitation"). Your outstanding qualifications, we believe, will prove a valuable asset to the Company and all of its shareholders. This letter (this "Agreement") will set forth the terms of our agreement.

DRAD agrees to jointly and severally indemnify and hold you harmless against any and all claims of any nature, whenever brought, arising from the Solicitation and any related transactions, irrespective of the outcome; provided, however, that you will not be entitled to indemnification for claims arising from your gross negligence, willful misconduct, intentional and material violations of law, criminal actions or material breach of the terms of this agreement; provided further, that upon your becoming a director of the Company, this indemnification shall not apply to any claims made against you in your capacity as a director of the Company. This indemnification will include any and all losses, liabilities, damages, demands, claims, suits, actions, judgments, or causes of action, assessments, costs and expenses, including, without limitation, interest, penalties, reasonable attorneys' fees, and any and all reasonable costs and expenses incurred in investigating, preparing or defending against any litigation, commenced or threatened, any civil, criminal, administrative or arbitration action, or any claim whatsoever, and any and all amounts paid in settlement of any claim or litigation asserted against, resulting, imposed upon, or incurred or suffered by you, directly or indirectly, as a result of or arising from the Solicitation and any related transactions (each, a "Loss").

In the event of a claim against you pursuant to the prior paragraph or the occurrence of a Loss, you shall give DRAD prompt written notice of such claim or Loss (provided that failure to promptly notify DRAD shall not relieve us from any liability which we may have on account of this Agreement, except to the extent we shall have been materially prejudiced by such failure). Upon receipt of such written notice, DRAD will provide you with counsel to represent you. Such counsel shall be reasonably acceptable to you. In addition, you will be reimbursed promptly for all Losses suffered by you and as incurred as provided herein. DRAD may not enter into any settlement of loss or claim without your consent unless such settlement includes a release of you from any and all liability in respect of such claim.

You hereby agree to keep confidential and not disclose to any party, without the consent of DRAD, any confidential, proprietary or non-public information (collectively, "Information") of DRAD, its affiliates or members of its Schedule 13D group which you have heretofore obtained or may obtain in connection with your service as a nominee hereunder. Notwithstanding the foregoing, Information shall not include any information that is publicly disclosed by DRAD, its affiliates or members of its Schedule 13D group or any information that you can demonstrate is now, or hereafter becomes, through no act or failure to act on your part, otherwise generally known to the public.

Notwithstanding the foregoing, if you are required by applicable law, rule, regulation or legal process to disclose any Information you may do so provided that you first promptly notify DRAD so that DRAD or any member thereof may seek a protective order or other appropriate remedy or, in DRAD's sole discretion, waive compliance with the terms of this Agreement. In the event that no such protective order or other remedy is obtained or DRAD does not waive compliance with the terms of this Agreement, you may consult with counsel at the cost of DRAD and you may furnish only that portion of the Information which you are advised by counsel is legally required to be so disclosed and you will request that the party(ies) receiving such Information maintain it as confidential.

All Information, all copies thereof, and any studies, notes, records, analysis, compilations or other documents prepared by you containing such Information, shall be and remain the property of DRAD and, upon the request of a representative of DRAD, all such information shall be returned or, at DRAD's option, destroyed by you, with such destruction confirmed by you to DRAD in writing.

This letter agreement shall be governed by the laws of the State of New York, without regard to the principles of the conflicts of laws thereof.

* * *

If you agree to the foregoing terms, please sign below to indicate your acceptance.

Very truly yours,

DIGIRAD CORPORATION

By: _____
Name: Jeffry R. Keyes
Title: Chief Financial Officer

ACCEPTED AND AGREED:

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Charles M. Gillman and Jeffry R. Keyes or either of them as the undersigned's true and lawful attorney-in-fact to take any and all action in connection with (i) the undersigned's beneficial ownership of, or participation in a group with respect to, securities of Birner Dental Management Services, Inc. (the "Company") directly or indirectly beneficially owned by Digirad Corporation, Mark A. Birner, DDS, Lee Schlessman, and Elizabeth Genty, or any of their affiliates (collectively, the "Group") and (ii) any proxy solicitation of the Group to elect the Group's slate of director nominees to the board of directors of the Company at the 2017 annual meeting of shareholders of the Company (the "2017 Annual Meeting") and approve the proposals submitted by the Group at the 2017 Annual Meeting (the "Solicitation"). Such action shall include, but not be limited to:

1. executing for and on behalf of the undersigned any Schedule 13D, and amendments thereto, filed by the Group that are required to be filed under Section 13(d) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;
2. executing for and on behalf of the undersigned all Forms 3, 4 and 5 required to be filed under Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;
3. executing for and on behalf of the undersigned all Joint Filing and Solicitation Agreements or similar documents pursuant to which the undersigned shall agree to be a member of the Group;
4. performing any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such document, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
5. taking any other action of any type whatsoever in connection with the Solicitation, including entering into any settlement agreement, that in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13(d), Section 16 or Section 14 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer a member of the Group unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8th day of March 2017.

/s/ John M. Climaco

JOHN M. CLIMACO

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Charles M. Gillman and Jeffry R. Keyes or either of them as the undersigned's true and lawful attorney-in-fact to take any and all action in connection with (i) the undersigned's beneficial ownership of, or participation in a group with respect to, securities of Birner Dental Management Services, Inc. (the "Company") directly or indirectly beneficially owned by Digirad Corporation, Mark A. Birner, DDS, Lee Schlessman, and Elizabeth Genty, or any of their affiliates (collectively, the "Group") and (ii) any proxy solicitation of the Group to elect the Group's slate of director nominees to the board of directors of the Company at the 2017 annual meeting of shareholders of the Company (the "2017 Annual Meeting") and approve the proposals submitted by the Group at the 2017 Annual Meeting (the "Solicitation"). Such action shall include, but not be limited to:

1. executing for and on behalf of the undersigned any Schedule 13D, and amendments thereto, filed by the Group that are required to be filed under Section 13(d) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;
2. executing for and on behalf of the undersigned all Forms 3, 4 and 5 required to be filed under Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;
3. executing for and on behalf of the undersigned all Joint Filing and Solicitation Agreements or similar documents pursuant to which the undersigned shall agree to be a member of the Group;
4. performing any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such document, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
5. taking any other action of any type whatsoever in connection with the Solicitation, including entering into any settlement agreement, that in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13(d), Section 16 or Section 14 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer a member of the Group unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8th day of March 2017.

/s/ James C. Elbaor

JAMES C. ELBAOR

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Charles M. Gillman and Jeffry R. Keyes or either of them as the undersigned's true and lawful attorney-in-fact to take any and all action in connection with (i) the undersigned's beneficial ownership of, or participation in a group with respect to, securities of Birner Dental Management Services, Inc. (the "Company") directly or indirectly beneficially owned by Digirad Corporation, Mark A. Birner, DDS, Lee Schlessman, and Elizabeth Genty, or any of their affiliates (collectively, the "Group") and (ii) any proxy solicitation of the Group to elect the Group's slate of director nominees to the board of directors of the Company at the 2017 annual meeting of shareholders of the Company (the "2017 Annual Meeting") and approve the proposals submitted by the Group at the 2017 Annual Meeting (the "Solicitation"). Such action shall include, but not be limited to:

1. executing for and on behalf of the undersigned any Schedule 13D, and amendments thereto, filed by the Group that are required to be filed under Section 13(d) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;
2. executing for and on behalf of the undersigned all Forms 3, 4 and 5 required to be filed under Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;
3. executing for and on behalf of the undersigned all Joint Filing and Solicitation Agreements or similar documents pursuant to which the undersigned shall agree to be a member of the Group;
4. performing any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such document, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
5. taking any other action of any type whatsoever in connection with the Solicitation, including entering into any settlement agreement, that in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13(d), Section 16 or Section 14 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer a member of the Group unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8th day of March 2017.

/s/ Barry A. Igdaloff

BARRY A. IGDALOFF

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Charles M. Gillman and Jeffry R. Keyes or either of them as the undersigned's true and lawful attorney-in-fact to take any and all action in connection with (i) the undersigned's beneficial ownership of, or participation in a group with respect to, securities of Birner Dental Management Services, Inc. (the "Company") directly or indirectly beneficially owned by Digirad Corporation, Mark A. Birner, DDS, Lee Schlessman, and Elizabeth Genty, or any of their affiliates (collectively, the "Group") and (ii) any proxy solicitation of the Group to elect the Group's slate of director nominees to the board of directors of the Company at the 2017 annual meeting of shareholders of the Company (the "2017 Annual Meeting") and approve the proposals submitted by the Group at the 2017 Annual Meeting (the "Solicitation"). Such action shall include, but not be limited to:

1. executing for and on behalf of the undersigned any Schedule 13D, and amendments thereto, filed by the Group that are required to be filed under Section 13(d) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;
2. executing for and on behalf of the undersigned all Forms 3, 4 and 5 required to be filed under Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;
3. executing for and on behalf of the undersigned all Joint Filing and Solicitation Agreements or similar documents pursuant to which the undersigned shall agree to be a member of the Group;
4. performing any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such document, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
5. taking any other action of any type whatsoever in connection with the Solicitation, including entering into any settlement agreement, that in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13(d), Section 16 or Section 14 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer a member of the Group unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8th day of March 2017.

/s/ Lee D. Keddie

LEE D. KEDDIE

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Charles M. Gillman and Jeffry R. Keyes or either of them as the undersigned's true and lawful attorney-in-fact to take any and all action in connection with (i) the undersigned's beneficial ownership of, or participation in a group with respect to, securities of Birner Dental Management Services, Inc. (the "Company") directly or indirectly beneficially owned by Digirad Corporation, Mark A. Birner, DDS, Lee Schlessman, and Elizabeth Genty, or any of their affiliates (collectively, the "Group") and (ii) any proxy solicitation of the Group to elect the Group's slate of director nominees to the board of directors of the Company at the 2017 annual meeting of shareholders of the Company (the "2017 Annual Meeting") and approve the proposals submitted by the Group at the 2017 Annual Meeting (the "Solicitation"). Such action shall include, but not be limited to:

1. executing for and on behalf of the undersigned any Schedule 13D, and amendments thereto, filed by the Group that are required to be filed under Section 13(d) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;
2. executing for and on behalf of the undersigned all Forms 3, 4 and 5 required to be filed under Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;
3. executing for and on behalf of the undersigned all Joint Filing and Solicitation Agreements or similar documents pursuant to which the undersigned shall agree to be a member of the Group;
4. performing any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such document, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
5. taking any other action of any type whatsoever in connection with the Solicitation, including entering into any settlement agreement, that in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13(d), Section 16 or Section 14 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer a member of the Group unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8th day of March 2017.

/s/ Benjamin E. Large

BENJAMIN E. LARGE