

RADIOLOGIX INC  
Form 10-Q  
May 03, 2005  
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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### FORM 10-Q

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(Mark One)

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

For the quarterly period ended March 31, 2005

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

For the transition period from \_\_\_\_\_

Commission File No. 0-23311

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## RADIOLOGIX, INC.

(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of

75-2648089  
(I.R.S. Employer

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incorporation or organization)

Identification No.)

**3600 JP Morgan Chase Tower**

**2200 Ross Avenue**

**Dallas, Texas 75201-2776**

(Address of principal executive offices, including zip code)

**(214) 303-2776**

(Registrant's telephone number, including area code)

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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  No

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

<u>Class</u>	<u>Outstanding at April 29, 2005</u>
<b>Common Stock, \$0.0001 par value</b>	<b>22,270,584 shares</b>

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**RADIOLOGIX, INC.**

**FORM 10-Q**

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**Table of Contents****PART I: FINANCIAL INFORMATION****Item 1. Financial Statements****RADIOLOGIX, INC. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

(In thousands, except share and per share data)

	March 31, 2005	December 31, 2004
	(Unaudited)	
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 44,408	\$ 34,084
Restricted cash	5,561	5,539
Accounts receivable, net of allowances	44,304	44,197
Due from affiliates	2,197	2,029
Federal and state income tax receivables	1,865	3,905
Assets held for sale		305
Other current assets	5,322	6,996
	<u>103,657</u>	<u>97,055</u>
Total current assets	103,657	97,055
Property and equipment, net	58,509	58,627
Investments in joint ventures	8,473	8,137
Goodwill	2,241	2,241
Intangible assets, net	70,175	71,200
Deferred financing costs, net	6,179	6,591
Deferred income taxes	9,229	8,892
Other assets	1,328	1,328
	<u>259,791</u>	<u>254,071</u>
Total assets	\$ 259,791	\$ 254,071
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable and other accrued expenses	\$ 10,278	\$ 11,342
Accrued physician retention	7,927	8,384
Accrued salaries and benefits	8,545	7,339
Deferred income taxes	3,874	3,202
Accrued interest	4,853	708
Current portion of capital lease obligations	13	48
Current portion of long-term debt	53	109
Other current liabilities	690	536
	<u>36,233</u>	<u>31,668</u>
Total current liabilities	36,233	31,668
Long-term debt, net of current portion	158,270	158,270

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Convertible debt	11,980	11,980
Capital lease obligations, net of current portion	76	92
Deferred revenue	6,801	6,903
Other liabilities	1,114	1,000
	<u>          </u>	<u>          </u>
Total liabilities	214,474	209,913
Commitments and contingencies		
Minority interests in consolidated subsidiaries	1,391	1,242
STOCKHOLDERS' EQUITY:		
Preferred stock, \$.0001 par value; 10,000,000 shares authorized; no shares issued and outstanding		
Common stock, \$.0001 par value; 50,000,000 shares authorized; 22,289,268 and 21,835,935 shares issued in 2005 and 2004, respectively, and 22,270,584 and 21,817,251 outstanding in 2005 and 2004, respectively	2	2
Treasury stock	(180)	(180)
Additional paid-in capital	14,702	14,210
Retained earnings	29,402	28,884
	<u>          </u>	<u>          </u>
Total stockholders' equity	43,926	42,916
	<u>          </u>	<u>          </u>
Total liabilities and stockholders' equity	\$ 259,791	\$ 254,071
	<u>          </u>	<u>          </u>

See accompanying notes to consolidated financial statements.

Table of Contents**RADIOLOGIX, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF OPERATIONS****(In thousands, except share and per share data)**

	<b>For the Three Months</b>	
	<b>Ended March 31,</b>	
	<b>2005</b>	<b>2004 (note 6)</b>
	<b>(Unaudited)</b>	
Service fee revenue	\$ 62,751	\$ 66,042
Costs of operations:		
Cost of services	39,820	40,277
Equipment leases	2,806	4,523
Provision for doubtful accounts	4,467	5,492
Depreciation and amortization	5,838	6,154
<b>Gross profit</b>	<b>9,820</b>	<b>9,596</b>
Corporate general and administrative	4,348	3,791
Interest expense, net, including amortization of deferred financing costs	4,676	4,746
Income before equity in earnings of unconsolidated affiliates, minority interests in consolidated subsidiaries, income taxes and discontinued operations	796	1,059
Equity in earnings of unconsolidated affiliates	622	596
Minority interests in income of consolidated subsidiaries	(149)	(255)
<b>INCOME BEFORE INCOME TAXES AND DISCONTINUED OPERATIONS</b>	<b>1,269</b>	<b>1,400</b>
Income tax expense	482	560
<b>INCOME FROM CONTINUING OPERATIONS</b>	<b>787</b>	<b>840</b>
Discontinued Operations:		
Loss from discontinued operations before income taxes	(434)	(5,912)
Income tax benefit	(165)	(2,365)
<b>Loss from discontinued operations</b>	<b>(269)</b>	<b>(3,547)</b>
<b>NET INCOME (LOSS)</b>	<b>\$ 518</b>	<b>\$ (2,707)</b>
<b>INCOME (LOSS) PER COMMON SHARE:</b>		
Income from continuing operations basic	\$ 0.03	\$ 0.04
Income (loss) from discontinued operations basic	\$ (0.01)	\$ (0.16)
<b>Net income (loss) basic</b>	<b>\$ 0.02</b>	<b>\$ (0.12)</b>
Income from continuing operations diluted	\$ 0.03	\$ 0.04

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Income (loss) from discontinued operations    diluted	\$    (0.01)	\$    (0.16)
Net income (loss)    diluted	\$    0.02	\$    (0.12)
<b>WEIGHTED AVERAGE SHARES OUTSTANDING:</b>		
Basic	21,913,738	21,765,985
Diluted	22,509,821	22,287,561

See accompanying notes to unaudited consolidated financial statements

Table of Contents**RADIOLOGIX, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS****(In thousands)**

	<b>For the Three Months Ended March 31,</b>	
	<b>2005</b>	<b>2004</b>
	<b>(Unaudited)</b>	
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income (loss)	\$ 518	\$ (2,707)
Adjustments to reconcile net income (loss) to net cash provided by operating activities - including discontinued operations:		
Minority interests in income of consolidated subsidiaries	149	255
Equity in earnings of unconsolidated affiliates	(622)	(596)
Depreciation and amortization	5,838	6,483
Amortization of deferred financing costs	412	405
Impairment of goodwill, intangible and long-lived assets		5,539
Gains on sales of equipment	(526)	
Deferred revenue	(102)	(102)
Restricted stock compensation expense	101	
Deferred income tax expense (benefit)	335	(1,955)
Changes in operating assets and liabilities:		
Accounts receivable, net	(107)	(1,339)
Income taxes receivable	2,040	(483)
Other assets	1,531	1,356
Accounts payable and accrued expenses	3,984	5,381
	<u>13,551</u>	<u>12,237</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Increase in restricted cash	(22)	
Purchases of property and equipment	(4,473)	(6,657)
Proceeds from sales of equipment	697	
Distributions from joint ventures	281	200
Repayments from unconsolidated affiliates, net		135
	<u>(3,517)</u>	<u>(6,322)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Payments on long-term obligations	(101)	(836)
Proceeds from stock option exercises	391	11
	<u>290</u>	<u>(825)</u>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>10,324</b>	<b>5,090</b>
<b>CASH AND CASH EQUIVALENTS, beginning of period</b>	<b>34,084</b>	<b>36,766</b>



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CASH AND CASH EQUIVALENTS, end of period	\$ 44,408	\$ 41,856
SUPPLEMENTAL CASH FLOW DISCLOSURE:		
Cash paid for interest	\$ 948	\$ 1,046
Income taxes paid, net of refunds received	\$ (2,040)	\$ 634

See accompanying notes to unaudited consolidated financial statements.

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**RADIOLOGIX, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**MARCH 31, 2005**

**(Unaudited)**

**Note 1. Description of Business**

Radiologix, Inc. (together with its subsidiaries, Radiologix or the Company), a Delaware corporation, is a leading national provider of diagnostic imaging services through its ownership and operation of free-standing, outpatient diagnostic imaging centers. Radiologix utilizes sophisticated technology and technical expertise to perform a broad range of imaging procedures, such as magnetic resonance imaging (MRI), computed tomography (CT), position emission tomography (PET), nuclear medicine, ultrasound, mammography, bone densitometry (DEXA), general radiology (X-ray) and fluoroscopy. This quarterly report for Radiologix supplements our annual report to security holders on Form 10-K for the fiscal year ended December 31, 2004. As permitted by the Securities and Exchange Commission for interim reporting, we have omitted certain notes and disclosures that substantially duplicate those in the annual report on Form 10-K. Accordingly, these consolidated financial statements do not include all disclosures associated with the annual consolidated financial statements. In the opinion of management, all adjustments necessary for a fair presentation have been included in the accompanying consolidated financial statements and are of a normal recurring nature, other than those adjustments related to impairments and discontinued operations, which adjustments are discussed separately in the notes below. Interim results for the three month period ended March 31, 2005 are not necessarily indicative of the results that may be expected for the year.

Our results may be impacted by variability due to changes in modality mix and the volume of procedures performed, physician referral and vacation patterns, the impact of hospital and physician-affiliated imaging centers that compete in our primary and Questar operations, the timing and negotiation of managed care and service contracts, the availability of technologists and other personnel resources, and trends in receivable collectibility. We are impacted by seasonality in that referring physicians and technologists often schedule vacations in the summer months which typically results in a decline in our volumes and service fee revenue while increasing costs of services as we contract for the services of temporary technologists at higher rates.

For further information, refer to Management's Discussion and Analysis of Financial Condition and Results of Operation and the audited consolidated financial statements and notes included in our annual report to security holders on Form 10-K for the year ended December 31, 2004.

**Note 2. Summary of Significant Accounting Policies**

*Basis of Presentation*

The unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and include the accounts of the Company and its wholly owned and majority owned subsidiaries. All significant intercompany

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transactions have been eliminated. Investments in entities that the Company does not control, but in which it has a substantial ownership interest and can exercise significant influence, are accounted for using the equity method.

We have reclassified certain previously reported amounts, including (1) our results of operations to a gross profit presentation (2) balances and results of operations related to subsequently discontinued operations to conform to the current period presentation (3) amortization of deferred financing costs from depreciation and amortization to interest expense and (4) supply rebates from general and administrative costs to field supplies, which is a component of cost of services in the accompanying consolidated statements of operations. These reclassifications have no impact on total assets, liabilities, stockholders' equity, net income (loss), or cash flows.

### *Use of Estimates in the Preparation of Financial Statements*

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, results of operations and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

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### *Goodwill, Intangible and Long-lived Assets*

The value of goodwill and intangible assets is stated at the lower of cost or fair value. Goodwill is not subject to amortization; however it is subject to periodic valuation assessments. Under the provisions of Statement of Financial Accounting Standards No. 142, Goodwill and Other Intangible Assets, the Company is required to perform at least an annual impairment test and to consider other indicators that may arise throughout the year to reevaluate carrying value. To the extent book value exceeds fair value, at the date an impairment is determined, the Company reduces goodwill by recording a charge to operations. We perform our annual impairment test in the first quarter of each fiscal year.

Statement of Financial Accounting Standards No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets ( SFAS No. 144 ), requires impairment losses to be recognized for long-lived assets through operations when indicators of impairment exist and the underlying cash flows are not sufficient to support the assets' carrying value. In addition, SFAS No. 144 requires that a long-lived asset (disposal group) to be sold that meets certain recognition criteria be classified as held for sale and measured at the lower of carrying amount or fair value less cost to sell. SFAS No. 144 also requires that a long-lived asset subject to closure (abandonment) before the end of its previously estimated useful life continue to be classified as held and used until disposal, with depreciation estimates revised to reflect the use of the asset over its shortened useful life.

In addition to the annual impairment test we perform with respect to goodwill, we regularly evaluate the carrying value of goodwill, intangible and long-lived assets for events or changes in circumstances that indicate that the carrying amount may not be recoverable or that the remaining estimated useful life should be changed. Potential indicators of impairment can include, but are not limited to (1) history of operating losses or expected future losses; (2) significant adverse change in legal factors; (3) changes in the extent or manner in which the assets are used; (4) current expectations to dispose of the assets by sale or other means and (5) reductions or expected reductions of cash flow. In the event that we determine there is an indication of impairment, we compare undiscounted net cash flows to the carrying value of the respective asset. If the carrying value exceeds the undiscounted net cash flows we perform an impairment calculation using discounted cash flows, valuation analysis from independent valuation specialists or comparisons to recent sales or purchase transactions to determine estimated fair value.

### *Income Taxes*

We account for income taxes under the asset and liability method. This approach requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities.

Developing our provision for income taxes, including our effective tax rate, and analysis of potential tax exposure items, if any, requires significant judgment and expertise in federal and state income tax laws, regulations and strategies, including the determination of deferred tax assets and liabilities and, any estimated valuation allowances we deem necessary to value deferred tax assets. Our judgments and tax strategies are subject to audit by various taxing authorities. While we believe we have provided adequately for our income tax liabilities in our consolidated financial statements, adverse determinations by these taxing authorities could have a material adverse effect on our consolidated financial condition, results of operations or cash flows.

### *Stock-Based Awards*

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The Company currently accounts for its employee stock-based compensation arrangements using the intrinsic-value method pursuant to the provisions of Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees* (APB 25). Accordingly, because stock options are issued at fair value at the date of grant we do not recognize compensation expense for our stock option grants.

In December 2002, the Financial Accounting Standards Board ( FASB ) issued Statement of Financial Accounting Standards No. 148, *Accounting for Stock-Based Compensation Transition and Disclosure* (SFAS No. 148). SFAS No. 148 provides companies alternative methods of transitioning to Statement of Financial Accounting Standards No. 123 *Accounting for Stock-Based Compensation* (SFAS No. 123), which promulgates a fair value method of accounting for stock-based employee compensation. It also requires certain disclosures in both annual and quarterly financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. SFAS No. 148 does not mandate fair value accounting for stock-based employee compensation, but does require all companies to meet the disclosure requirements.

On December 16, 2004, the FASB issued Statement of Financial Accounting Standards No. 123 (revised 2004), *Share-Based Payment*, which is a revision of SFAS No. 123. SFAS 123(R) supersedes APB 25, and amends SFAS No. 95, *Statement of Cash Flows*. Generally, the approach in SFAS 123(R) is similar to the approach described in SFAS 123. However, SFAS 123(R) requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. Pro forma disclosure is no longer an alternative.

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SFAS 123(R) permits public companies to adopt its requirements using one of two methods:

1. A modified prospective method in which compensation cost is recognized beginning with the effective date (a) based on the requirements of SFAS 123(R) for all share-based payments granted after the effective date and (b) based on the requirements of SFAS 123 for all awards granted to employees prior to the effective date of SFAS 123(R) that remain unvested on the effective date.
2. A modified retrospective method which includes the requirements of the modified prospective method described above, but also permits entities to restate based on the amounts previously recognized under SFAS 123 for purposes of pro forma disclosures either (a) all prior periods presented or (b) prior interim periods of the year of adoption.

The Company previously disclosed that it planned to adopt SFAS 123(R) on July 1, 2005 using the modified-prospective method. Pursuant to an SEC Amendment to Regulation S-X effective April 21, 2005, the revised date for adopting SFAS 123(R) is the first interim reporting period of a registrant's first fiscal year beginning on or after June 15, 2005. As a result, the Company now plans to adopt SFAS 123(R) on January 1, 2006. As of March 31, 2005, we have not determined the effect that the adoption of SFAS 123(R) will have on our financial position and results of operations.

The summary below presents the pro-forma financial results that would have been reported if the Company had applied the provisions of SFAS No. 123, as amended by SFAS No. 148, during the periods ended March 31, 2005 and 2004 (dollars are presented in thousands, except per share amounts):

	<u>2005</u>	<u>2004</u>
Net income (loss), as reported	\$ 518	\$ (2,707)
Add: Total stock-based compensation expensed in net income (loss)	61	6
Deduct: Total stock-based compensation expense determined under fair value based method for all awards, net of related tax effects	(160)	(553)
<b>Pro forma net income (loss)</b>	<b>\$ 419</b>	<b>\$ (3,254)</b>
<b>Income (loss) per common share:</b>		
Basic as reported	\$ 0.02	\$ (0.12)
Basic pro forma	\$ 0.02	\$ (0.15)
<b>Income (loss) per share:</b>		
Diluted as reported	\$ 0.02	\$ (0.12)
Diluted pro forma	\$ 0.02	\$ (0.15)

The fair value of each option grant is estimated at the date of grant using a Black-Scholes option pricing model with the following weighted average assumptions for grants during the three months ended March 31, 2005 and 2004, respectively: risk-free interest rate of 4.50% and 3.83%; expected life of 5.4 and 5.4 years; expected volatility of 41.0% and 41.2%; and dividend yield of zero in 2005 and 2004, respectively. The weighted-average grant-date fair value of new grants during the three months ended March 31, 2005 and 2004 was \$2.69 and \$3.65 per share, respectively.

The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options, which have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions including the

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expected stock price volatility. Because the Company's employee stock options have characteristics significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of its employee stock options.

### *Revenue Recognition*

Service fee revenue from contracted radiology practice groups (professional revenue component) and diagnostic imaging centers (technical revenue component) is recorded when services are rendered by the contracted radiology practices and diagnostic imaging centers based on established gross charges billed and reduced by estimated contractual adjustments and amounts retained by the contracted radiology practice groups under the terms of medical services agreements. Our patient accounting system currently does not record contractual adjustments at the time of billing. Instead, contractual adjustments and the provision for doubtful accounts are estimated based on historical collection experience using a retrospective collection analysis, payment-versus-charge schedules and

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aging models. Should circumstances change (shift in payor mix, decline in economic conditions or deterioration in aging of patient receivables), our estimates of the net realizable value of patient receivables could be reduced by a material amount. We have estimated that a change in our collection percentage of 1.0% could result in a change in service fee revenue of \$5.0 million per year.

**Note 3. Revenue Presentation**

Radiologix has no financial controlling interest in the contracted radiology practices, as defined in Emerging Issues Task Force Issue 97-2 (EITF 97-2), accordingly, the Company does not consolidate the financial statements of those practices in its consolidated financial statements.

The following table sets forth the amounts of revenue for the contracted radiology practices and diagnostic imaging centers that would have been presented in the consolidated statements of operations had Radiologix met the provisions of EITF 97-2 (in thousands):

	<b>For the Three Months Ended March 31,</b>	
	<b>2005</b>	<b>2004</b>
Revenue for contracted radiology practices and diagnostic imaging centers, net of contractual adjustments	\$ 86,181	\$ 91,802
Less: amounts retained by contracted radiology practices	(23,430)	(25,760)
<b>Service fee revenue</b>	<b>\$ 62,751</b>	<b>\$ 66,042</b>

The Company's service fee revenue is dependent upon the operating results of the contracted radiology practices and diagnostic imaging centers. Where state law allows, service fees due under the service agreements for the contracted radiology practices are derived from two distinct revenue streams: (1) a negotiated percentage of the professional revenues, reduced by certain expenses, as defined in the service agreements; and (2) 100% of the adjusted technical revenues as defined in the service agreements. In states where the law requires a flat fee structure, Radiologix has negotiated a base service fee, which approximates the estimated fair market value of the services provided under the service agreements and which is renegotiated each year. Service fee revenue is comprised of the following (in thousands):

	<b>For the Three Months Ended March 31,</b>	
	<b>2005</b>	<b>2004</b>
Professional component	\$ 8,133	\$ 11,307
Technical component	54,618	54,735
<b>Service fee revenue</b>	<b>\$ 62,751</b>	<b>\$ 66,042</b>



**Note 4. Long-Term Debt**

*Senior Notes*

The Company's \$158.3 million senior notes due December 15, 2008 bear interest at 10.5% payable semiannually in arrears on June 15 and December 15. The senior notes are redeemable on or after December 15, 2005 at various redemption prices, plus accrued interest to the date of redemption. These notes are unsecured obligations, which rank senior in right of payment to all subordinated indebtedness and equal in right of payment with all other senior indebtedness. The senior notes are unconditionally guaranteed on a senior unsecured basis by certain restricted existing and future subsidiaries.

*Convertible Junior Subordinated Note*

The Company has a \$12.0 million convertible junior subordinated note, which matures July 31, 2009, and bears interest, payable quarterly in cash or payment with in kind securities, at an annual rate of 8.0%. The note holder may convert borrowings under the note to common stock at \$7.52 per share.

*Revolving Credit Facility*

The Company's revolving credit facility provides for borrowings up to \$35 million through December 31, 2008. Borrowings under the credit facility bear interest at (i) an adjusted LIBOR rate, plus an applicable margin which can vary from 3.0% to 3.5% depending on monthly balances outstanding under the credit facility or (ii) the prime rate, plus an applicable margin which can vary from 1.75% to 2.25% depending on monthly balances outstanding under the credit facility. It is at the Company's discretion to borrow under an adjusted LIBOR rate or under the prime rate. There are no restrictive covenants under the credit facility. The credit facility is secured by substantially all of the Company's assets and a pledge of the capital stock of all of our wholly owned subsidiaries.

At March 31, 2005, amounts considered outstanding under the revolving credit facility totaled \$1.4 million related to two letters of credit in connection with our high retention workers' compensation program with \$30.8 million available for borrowings.

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Borrowings under this line are limited to 85% of eligible accounts receivable, as defined under the credit facility. Borrowings are secured by substantially all of our assets and a pledge of the capital stock of our wholly owned subsidiaries.

At March 31, 2005, we had not met certain incurrence tests under our debt agreements. As a result, we are limited to borrowing \$20.0 million under the revolving credit facility until such time as we meet these tests.

## **Note 5. Commitments and Contingencies**

### *Master Lease Agreement*

Radiologix maintains operating leases for certain imaging equipment under an Amended and Restated Master Lease Agreement with GE Healthcare Financial Services (GE). Through this arrangement, GE has agreed to fund up to \$60.0 million of equipment leases through December 31, 2006, and requires that at least two-thirds of the outstanding balance represent GE healthcare equipment.

In connection with the Master Lease Agreement, the Company is required to provide additional cash collateral in a restricted account equal to 20% of the aggregate amounts outstanding under the Master Lease Agreement. The accompanying March 31, 2005 balance sheet includes \$5.6 million of restricted cash under this provision.

The Master Lease Agreement also contains certain covenants related to financial leverage, fixed charge coverage, and total indebtedness to GE. Failure to comply with these covenants would restrict our ability to lease additional equipment under the Master Lease Agreement until the covenants are met. GE provided us with a written waiver stating that GE agreed to waive compliance with the financial leverage ratio for the year ending December 31, 2004 and to modify this calculation for 2005 to exclude the \$9.1 million adjustment described in our 2004 Form 10-K.

At March 31, 2005, applicable amounts outstanding under the Master Lease Agreement totaled \$27.7 million; commitments for leases signed but not placed in service under the Master Lease Agreement were \$15.2 million, and \$17.1 million remained available for future leases.

### *Leases*

The Company leases office and facility space as well as certain diagnostic equipment under operating leases.

Our facility lease terms generally vary in length from 1 year to 15 years with renewal options upon prior written notice, from 1 year to 10 years depending on the agreed upon terms with the local landlord. Facility lease amounts generally increase from 1% to 4% on an annual basis. We do not have options to purchase the facilities we currently lease. These leases usually contain exclusivity clauses prohibiting the landlord from leasing space to potentially competitive businesses within a defined distance of our existing locations.

Our equipment lease agreements are generally negotiated through either GE or Siemens Medical Solutions USA, Inc. These leases typically contain payment terms from 60 to 62 months and may include early buy-out options equal to the estimated fair market value of the equipment, plus applicable taxes, at the time of the option.

*Litigation*

Our current litigation is (i) expected to be covered by liability insurance or (ii) is not expected to adversely affect our business. Some risk exists, however, that we could subsequently be named as a defendant in additional lawsuits or that pending litigation could escalate and adversely affect us.

*Self-insurance*

We are self-insured with respect to health benefits provided to our employees. Additionally, in connection with malpractice and workers compensation coverage, we generally are self-insured for initial retention levels of \$100,000 and \$500,000, respectively. At March 31, 2005, we believe we are adequately reserved for estimated potential obligations under these arrangements.

*Other Matters*

As part of a routine, ongoing compliance and legal review, we determined that lease terms negotiated in connection with subletting space from physician landlords at several Radiologix locations may have exceeded fair market value. In fiscal 2003, Radiologix sent a letter to the U.S. Department of Health & Human Services Office of the Inspector General (OIG), informing them of the preliminary findings. Radiologix has qualified for the Provider Self-disclosure Protocol of the OIG. The Provider Self-disclosure Protocol is a self-reporting program that provides for minimizing the cost and disruption associated with on-going investigations of the OIG. We have submitted our findings to the OIG and are waiting for their response. As a result, we cannot predict the outcome of this matter.

**Table of Contents****Note 6. Discontinued Operations**

The following reflects the reclassification from continuing operations to discontinued operations of certain results of operations (primarily related to our Questar subsidiary), previously reported in our March 31, 2004 Form 10-Q (dollar in thousands):

	For the Three Months	
	Ended March 31, 2004	
	Restated for Discontinued Operations	As Previously Reported
Service fee revenue	\$ 66,042	\$ 69,529
Costs of operations:		
Cost of services	40,277	43,078
Equipment leases	4,523	4,796
Provision for doubtful accounts	5,492	5,898
Depreciation and amortization	6,154	6,483
<b>Gross profit</b>	<b>9,596</b>	<b>9,274</b>
Corporate general and administrative	3,791	3,612
Impairment of goodwill, intangible and long-lived assets		5,500
Interest expense, net, including amortization of deferred financing costs	4,746	4,836
Income (loss) before equity in earnings of unconsolidated affiliates, minority interests in consolidated subsidiaries, income taxes and discontinued operations	1,059	(4,674)
Equity in earnings of unconsolidated affiliates	596	596
Minority interests in income of consolidated subsidiaries	(255)	(255)
<b>INCOME (LOSS) BEFORE INCOME TAXES AND DISCONTINUED OPERATIONS</b>	<b>1,400</b>	<b>(4,333)</b>
Income tax expense (benefit)	560	(1,733)
<b>INCOME FROM CONTINUING OPERATIONS</b>	<b>840</b>	<b>(2,600)</b>
Discontinued Operations:		
Loss from discontinued operations before income taxes	(5,912)	(179)
Income tax benefit	(2,365)	(72)
Loss from discontinued operations	(3,547)	(107)
<b>NET LOSS</b>	<b>\$ (2,707)</b>	<b>\$ (2,707)</b>
<b>INCOME (LOSS) PER COMMON SHARE:</b>		
Income (loss) from continuing operations basic	\$ 0.04	\$ (0.12)
Income (loss) from discontinued operations basic	\$ (0.16)	\$ (0.00)
Net income (loss) basic	\$ (0.12)	\$ (0.12)

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Income (loss) from continuing operations	diluted	\$ 0.04	\$ (0.12)
Income (loss) from discontinued operations	diluted	\$ (0.16)	\$ (0.00)
Net income (loss)		diluted	\$ (0.12)
<b>WEIGHTED AVERAGE SHARES OUTSTANDING:</b>			
Basic		21,765,985	21,765,985
Diluted		22,287,561	22,287,561

Based on an independent valuation, Radiologix recognized an impairment charge of \$5.5 million charge in the first quarter of 2004 related to Questar in connection with our annual assessment of goodwill.

**Table of Contents****Note 7. Earnings Per Share**

Basic earnings per share (EPS) is calculated by dividing income available to common stockholders by the weighted average number of common shares outstanding during the period.

Diluted EPS includes options, warrants, and other potentially dilutive securities, using the treasury stock method to the extent that these securities are not anti-dilutive. Our diluted EPS calculation also considers the effect of the convertible junior subordinated note using the if converted method to the extent the securities are not anti-dilutive.

	<b>For the Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2005</b>	<b>2004</b>
Weighted average shares for basic earnings per share	21,913,738	21,765,985
Effect of dilutive stock options	596,083	521,576
Effect of dilutive convertible junior subordinated note		
Weighted average shares for diluted earnings per share	<u>22,509,821</u>	<u>22,287,561</u>

For the three months ended March 31, 2005 and 2004, approximately \$144,000 of tax-effected interest expense and 1,593,040 of weighted average shares related to the convertible junior subordinated note were not included in the computation of diluted EPS because to do so would be anti-dilutive for the periods.

**Note 8. Segment Reporting**

The Company's primary operations consist of owning and operating diagnostic imaging centers and providing administrative, management and information services to the contracted radiology practice groups that provide professional interpretation and supervision services in connection with the Company's diagnostic imaging centers and to hospitals and radiology practices with which the Company operates joint ventures.

The following table summarizes the operating results, including continuing and discontinued operations, and assets of our primary and Questar operations (in thousands):

**For the Three Months Ended**

**March 31, 2005**

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	<b>Primary Operations</b>	<b>Questar</b>	<b>Total</b>
	<u>          </u>	<u>          </u>	<u>          </u>
Service fee revenue	\$ 60,695	\$ 2,056	\$ 62,751
Total costs and expenses	51,586	1,560	53,146
	<u>          </u>	<u>          </u>	<u>          </u>
Income before equity in earnings of unconsolidated affiliates, minority interests in consolidated subsidiaries, income taxes and discontinued operations	9,109	496	9,605
Equity in earnings of unconsolidated affiliates	622		622
Minority interests in income of consolidated subsidiaries	(149)		(149)
	<u>          </u>	<u>          </u>	<u>          </u>
Income before income taxes from continuing operations	9,582	496	10,078
Loss before income taxes from discontinued operations	(62)	(372)	(434)
	<u>          </u>	<u>          </u>	<u>          </u>
Income before income taxes	\$ 9,520	\$ 124	\$ 9,644
	<u>          </u>	<u>          </u>	<u>          </u>
Assets	\$ 126,970	\$ 6,103	\$ 133,073
Purchases of property and equipment	\$ 3,973	\$ 218	\$ 4,191

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	For the Three Months Ended		
	March 31, 2004		
	Primary Operations	Questar	Total
Service fee revenue	\$ 63,727	\$ 2,315	\$ 66,042
Total costs and expenses	54,582	1,938	56,520
Income (loss) before equity in earnings of unconsolidated affiliates, minority interests in consolidated subsidiaries, income taxes and discontinued operations	9,145	377	9,522
Equity in earnings of unconsolidated affiliates	596		596
Minority interests in income of consolidated subsidiaries	(255)		(255)
Income (loss) before income taxes from continuing operations	9,486	377	9,863
Income (loss) before income taxes from discontinued operations	(452)	(5,460)	(5,912)
Income (loss) before income taxes	\$ 9,034	\$ (5,083)	\$ 3,951
Assets	\$ 132,789	\$ 27,020	\$ 159,809
Purchases of property and equipment	\$ 6,061	\$ 175	\$ 6,236

The following table is a reconciliation of the segment income before income taxes to Radiologix's consolidated reported income (loss) before income tax expense (benefit) (in thousands):

	For the Three Months Ended	
	March 31,	
	2005	2004
Segment income before income taxes	\$ 9,644	\$ 3,951
Unallocated amounts:		
Corporate general and administrative	(4,348)	(3,791)
Corporate depreciation and amortization	(945)	(1,063)
Corporate interest expense	(3,516)	(3,609)
Consolidated income (loss) before income tax expense (benefit)	\$ 835	\$ (4,512)

The following table is a reconciliation of purchases of property and equipment for the segments to Radiologix's consolidated assets and purchases of property and equipment for the three month periods ended March 31 (in thousands):

	2005	2004
Purchases of property and equipment:		
Segment amounts	\$ 4,191	\$ 6,236



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Corporate	282	421
	<u>          </u>	<u>          </u>
Total purchases of property and equipment	\$ 4,473	\$ 6,657
	<u>          </u>	<u>          </u>

The following table is a reconciliation of total assets and total liabilities for the segments to Radiologix's consolidated total assets and liabilities, as of March 31 (in thousands):

	<u>2005</u>	<u>2004</u>
<b>Total Assets</b>		
Segment amounts	\$ 133,073	\$ 159,809
Intangible assets, net	55,073	64,162
Deferred financing costs, net	6,179	7,746
Other corporate assets	65,466	47,419
	<u>          </u>	<u>          </u>
<b>Total assets</b>	<b>\$ 259,791</b>	<b>\$ 279,136</b>
	<u>          </u>	<u>          </u>

	<u>2005</u>	<u>2004</u>
<b>Total Liabilities</b>		
Segment amounts	\$ 29,364	\$ 35,567
Corporate, primary long-term debt	185,110	184,119
	<u>          </u>	<u>          </u>
<b>Total liabilities</b>	<b>\$ 214,474</b>	<b>\$ 219,686</b>
	<u>          </u>	<u>          </u>

**Table of Contents****Note 9. Unconsolidated Affiliates (Joint Ventures)**

The Company has seven unconsolidated joint ventures with ownership interests ranging from 22% to 50%. These joint ventures represent partnerships with hospitals, health systems or radiology practices and were formed for the purpose of owning and operating diagnostic imaging centers. Professional services at the joint venture diagnostic imaging centers are performed by the contracted radiology practices in such market area or a radiology practice that participates in the joint venture. Other assets at March 31, 2005 and December 31, 2004 include notes receivable from certain unconsolidated joint ventures aggregating \$2.1 million. Interest income related to these notes receivable was approximately \$47,000 and \$62,000 for the three months ended March 31, 2005 and 2004, respectively. The Company also received management service fees of approximately \$730,000 and \$547,000 for the three months ended March 31, 2005 and 2004, respectively, in connection with operating the centers underlying these joint ventures. The Company's investments in these joint ventures are accounted for under the equity method. The following table is a summary of key financial data for these joint ventures (in thousands):

	<b>March 31, 2005</b>	<b>December 31, 2004</b>
	<b>2005</b>	<b>2004</b>
Current assets	\$ 24,822	\$ 23,909
Noncurrent assets	8,351	9,310
Current liabilities	4,781	5,073
Noncurrent liabilities	408	481
	<b>For the Three Months Ended March 31,</b>	
	<b>2005</b>	<b>2004</b>
Net revenue	\$ 9,699	\$ 14,003
Pre-tax income	2,244	2,135
Minority interest	622	596

The decrease in net revenue is primarily related to the sale of certain unconsolidated affiliates in connection with overall sale of our San Antonio operation on April 30, 2004.

**Note 10. Supplemental Guarantor Information**

In connection with the senior notes, certain of the Company's subsidiaries (Subsidiary Guarantors) guaranteed, jointly and severally, the Company's obligation to pay principal and interest on the senior notes on a full and unconditional basis.

The following supplemental condensed consolidating financial information presents the balance sheets as of March 31, 2005 and December 31, 2004, and the statements of operations and cash flows for the three months ended March 31, 2005 and 2004. In the consolidating condensed financial statements, the Subsidiary Guarantors account for their investment in the non-guarantor subsidiaries using the equity method.

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The non-guarantor subsidiaries include Advanced PET Imaging of Maryland, L.P., Montgomery Community Magnetic Imaging Center Limited Partnership, and MRI at St. Joseph Medical Center LLC. The Subsidiary Guarantors include all wholly owned subsidiaries of Radiologix, Inc. (the Parent ).

**Table of Contents****RADIOLOGIX, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATING BALANCE SHEET (Unaudited)**

March 31, 2005

(In thousands)

	<u>Parent</u>	<u>Subsidiary Guarantors</u>	<u>Non- Guarantor Subsidiaries</u>	<u>Eliminations</u>	<u>Total Consolidated</u>
<b>Assets:</b>					
Cash and cash equivalents	\$ 41,092	\$ (1,003)	\$ 4,319	\$	\$ 44,408
Accounts receivable, net of allowances		42,980	1,324		44,304
Other current assets	10,779	4,036	130		14,945
<b>Total current assets</b>	<b>51,871</b>	<b>46,013</b>	<b>5,773</b>		<b>103,657</b>
Property and equipment, net	3,896	52,743	1,870		58,509
Investment in subsidiaries	160,432			(160,432)	
Goodwill and intangible assets, net		71,386	1,030		72,416
Other assets	16,560	8,649			25,209
<b>Total assets</b>	<b>\$ 232,759</b>	<b>\$ 178,791</b>	<b>\$ 8,673</b>	<b>\$ (160,432)</b>	<b>\$ 259,791</b>
<b>Liabilities and stockholders equity:</b>					
Accounts payable and accrued expenses	\$ 11,472	\$ 19,804	\$ 327	\$	\$ 31,603
Current portion of long-term debt	(203)	13	256		66
Other current liabilities	3,874	670	20		4,564
<b>Total current liabilities</b>	<b>15,143</b>	<b>20,487</b>	<b>603</b>		<b>36,233</b>
Long-term debt, net of current portion	169,967	76	283		170,326
Other noncurrent liabilities	3,723	10,702	(6,510)		7,915
Minority interests in consolidated subsidiaries			1,391		1,391
<b>Total stockholders equity</b>	<b>43,926</b>	<b>147,526</b>	<b>12,906</b>	<b>(160,432)</b>	<b>43,926</b>
<b>Total liabilities and stockholders equity</b>	<b>\$ 232,759</b>	<b>\$ 178,791</b>	<b>\$ 8,673</b>	<b>\$ (160,432)</b>	<b>\$ 259,791</b>

**Table of Contents****RADIOLOGIX, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATING BALANCE SHEET**

December 31, 2004

(In thousands)

	Parent	Subsidiary Guarantors	Non- Guarantor Subsidiaries	Eliminations	Total Consolidated
<b>Assets:</b>					
Cash and cash equivalents	\$ 30,198	\$ 249	\$ 3,637	\$	\$ 34,084
Accounts receivable, net of allowances		42,992	1,205		44,197
Other current assets	13,281	5,363	130		18,774
<b>Total current assets</b>	<b>43,479</b>	<b>48,604</b>	<b>4,972</b>		<b>97,055</b>
Property and equipment, net	3,860	52,849	1,918		58,627
Investment in subsidiaries	154,918			(154,918)	
Goodwill and intangible assets, net		72,383	1,058		73,441
Other assets	16,640	8,459	(151)		24,948
<b>Total assets</b>	<b>\$ 218,897</b>	<b>\$ 182,295</b>	<b>\$ 7,797</b>	<b>\$ (154,918)</b>	<b>\$ 254,071</b>
<b>Liabilities and stockholders equity:</b>					
Accounts payable and accrued expenses	\$ 6,577	\$ 20,714	\$ 482	\$	\$ 27,773
Current portion of long-term debt	(141)	48	250		157
Other current liabilities	3,202	536			3,738
<b>Total current liabilities</b>	<b>9,638</b>	<b>21,298</b>	<b>732</b>		<b>31,668</b>
Long-term debt, net of current portion	169,901	92	349		170,342
Other noncurrent liabilities	(3,558)	18,520	(7,059)		7,903
Minority interests in consolidated subsidiaries			1,242		1,242
<b>Total stockholders equity</b>	<b>42,916</b>	<b>142,385</b>	<b>12,533</b>	<b>(154,918)</b>	<b>42,916</b>
<b>Total liabilities and stockholders equity</b>	<b>\$ 218,897</b>	<b>\$ 182,295</b>	<b>\$ 7,797</b>	<b>\$ (154,918)</b>	<b>\$ 254,071</b>

Table of Contents**RADIOLOGIX, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS (Unaudited)****For the Three Months Ended March 31, 2005****(In thousands)**

	<u>Parent</u>	<u>Subsidiary Guarantors</u>	<u>Non- Guarantor Subsidiaries</u>	<u>Eliminations</u>	<u>Total Consolidated</u>
Service fee revenue	\$	\$ 59,881	\$ 2,870	\$	\$ 62,751
Costs of operations:					
Cost of services		38,085	1,735		39,820
Equipment leases		2,750	56		2,806
Provision for doubtful accounts		4,377	90		4,467
Depreciation and amortization	193	5,476	169		5,838
Gross profit	(193)	9,193	820		9,820
Corporate general and administrative	4,348				4,348
Interest expense, net, including amortization of deferred financing costs	3,516	1,145	15		4,676
Income (loss) before equity in earnings of unconsolidated affiliates, minority interests in consolidated subsidiaries, income taxes and discontinued operations	(8,057)	8,048	805		796
Equity in earnings of unconsolidated affiliates		622			622
Minority interests in income of consolidated subsidiaries			(149)		(149)
Income (loss) before taxes and discontinued operations	(8,057)	8,670	656		1,269
Income tax expense (benefit)	(3,062)	3,295	249		482
Income (loss) from continuing operations	(4,995)	5,375	407		787
Discontinued operations:					
Loss from discontinued operations before income taxes		(379)	(55)		(434)
Income tax benefit		(144)	(21)		(165)
Loss from discontinued operations		(235)	(34)		(269)
Net income (loss)	\$ (4,995)	\$ 5,140	\$ 373	\$	\$ 518

Table of Contents**RADIOLOGIX, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS (Unaudited)****For the Three Months Ended March 31, 2004****(In thousands)**

	<u>Parent</u>	<u>Subsidiary Guarantors</u>	<u>Non- Guarantor Subsidiaries</u>	<u>Eliminations</u>	<u>Total Consolidated</u>
Service fee revenue	\$	\$ 62,520	\$ 3,522	\$	\$ 66,042
Costs of operations:					
Cost of services		38,449	1,828		40,277
Equipment leases		4,413	110		4,523
Provision for doubtful accounts		5,333	159		5,492
Depreciation and amortization	230	5,752	172		6,154
Gross profit	(230)	8,573	1,253		9,596
Corporate general and administrative	3,791				3,791
Interest expense, net, including amortization of deferred financing costs	3,609	1,113	24		4,746
Income (loss) before equity in earnings of unconsolidated affiliates, minority interests in consolidated subsidiaries, income taxes and discontinued operations	(7,630)	7,460	1,229		1,059
Equity in earnings of unconsolidated affiliates		596			596
Minority interests in income of consolidated subsidiaries			(255)		(255)
Income (loss) before taxes and discontinued operations	(7,630)	8,056	974		1,400
Income tax expense (benefit)	(3,052)	3,222	390		560
Income (loss) from continuing operations	(4,578)	4,834	584		840
Discontinued operations:					
Loss from discontinued operations before income taxes		(5,831)	(81)		(5,912)
Income tax benefit		(2,333)	(32)		(2,365)
Loss from discontinued operations		(3,498)	(49)		(3,547)
Net income (loss)	\$ (4,578)	\$ 1,336	\$ 535	\$	\$ (2,707)

Table of Contents**RADIOLOGIX, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS (Unaudited)****For the Three Months Ended March 31, 2005****(In thousands)**

	<u>Parent</u>	<u>Subsidiary Guarantors</u>	<u>Non- Guarantor Subsidiaries</u>	<u>Eliminations</u>	<u>Total Consolidated</u>
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>	<b>\$ 3,079</b>	<b>\$ 10,007</b>	<b>\$ 465</b>	<b>\$</b>	<b>\$ 13,551</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>					
Increase in restricted cash	(22)				(22)
Purchases of property and equipment	(229)	(4,123)	(121)		(4,473)
Proceeds from sale of equipment		697			697
Joint ventures		281			281
Other investments					
<b>Net cash used in investing activities</b>	<b>(251)</b>	<b>(3,145)</b>	<b>(121)</b>		<b>(3,517)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>					
Payments on long-term obligations	4	(45)	(60)		(101)
Due to/from parent/subsidiaries	7,671	(8,069)	398		
Proceeds from stock option exercises	391				391
<b>Net cash provided by (used in) financing activities</b>	<b>8,066</b>	<b>(8,114)</b>	<b>338</b>		<b>290</b>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>10,894</b>	<b>(1,252)</b>	<b>682</b>		<b>10,324</b>
<b>CASH AND CASH EQUIVALENTS, beginning of period</b>	<b>30,198</b>	<b>249</b>	<b>3,637</b>		<b>34,084</b>
<b>CASH AND CASH EQUIVALENTS, end of period</b>	<b>\$ 41,092</b>	<b>\$ (1,003)</b>	<b>\$ 4,319</b>	<b>\$</b>	<b>\$ 44,408</b>



Table of Contents**RADIOLOGIX, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS (Unaudited)****For the Three Months Ended March 31, 2004****(In thousands)**

	<u>Parent</u>	<u>Subsidiary Guarantors</u>	<u>Non- Guarantor Subsidiaries</u>	<u>Eliminations</u>	<u>Total Consolidated</u>
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	\$ (1,685)	\$ 13,159	\$ 763	\$	\$ 12,237
CASH FLOWS FROM INVESTING ACTIVITIES:					
Purchases of property and equipment	2,552	(9,072)	(137)		(6,657)
Joint ventures		200			200
Repayment from unconsolidated affiliates, net	135				135
Net cash provided by (used in) investing activities	2,687	(8,872)	(137)		(6,322)
CASH FLOWS FROM FINANCING ACTIVITIES:					
Payments on long-term obligations	(21)	(736)	(79)		(836)
Due to/from parent/subsidiaries	7,713	(8,247)	534		
Proceeds from stock option exercised	11				11
Net cash provided by (used in) financing activities	7,703	(8,983)	455		(825)
NET DECREASE IN CASH AND CASH EQUIVALENTS	8,705	(4,696)	1,081		5,090
CASH AND CASH EQUIVALENTS, beginning of period	31,625	3,856	1,285		36,766
CASH AND CASH EQUIVALENTS, end of period	\$ 40,330	\$ (840)	\$ 2,366	\$	\$ 41,856

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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operation**

**Overview**

The discussion and analysis presented below refers to and should be read in conjunction with the consolidated financial statements and related notes appearing elsewhere in this Form 10-Q.

Our results may be impacted by variability due to changes in modality mix and the volume of procedures performed, physician referral and vacation patterns, the impact of hospital and physician-affiliated imaging centers that compete in our primary and Questar operations, the timing and negotiation of managed care and service contracts, the availability of technologists and other personnel resources, and trends in receivable collectibility. We are impacted by seasonality in that referring physicians and technologists often schedule vacations in the summer months which typically results in a decline in our volumes and service fee revenue while increasing costs of services as we contract for the services of temporary technologists at higher rates.

We are a leading national provider of diagnostic imaging services through our ownership and operation of free-standing, outpatient diagnostic imaging centers. We utilize sophisticated technology and technical expertise to perform a broad range of imaging procedures, such as magnetic resonance imaging (MRI), computed tomography (CT), positron emission tomography (PET), PET/CT, nuclear medicine, ultrasound, mammography, bone densitometry (DEXA), general radiography (X-ray) and fluoroscopy. For the quarter ended March 31, 2005, we derived 87% of our service fee revenue from the ownership, management and operation of our imaging center network and 13% of our service fee revenue from administrative, management and information services provided to contracted radiology practices. As of March 31, 2005, we owned, operated or maintained, through our two operating segments, an ownership interest in imaging equipment at 73 locations, with imaging centers located in 8 states, including (1) primary operations in the Mid-Atlantic; the Bay Area, California; Treasure Coast, Florida; Northeast, Kansas; and the Finger Lakes (Rochester) and Hudson Valley markets in New York state; and (2) Questar operations with imaging centers located in Arizona, California, Colorado and Minnesota.

Service fee revenue from our primary operations is comprised primarily of billed charges for both the technical and professional components for services performed, reduced by estimated contractual adjustments and by amounts retained by contracted radiology practice groups for their professional services, pursuant to our medical services agreements. Under these medical services agreements, the Company provides contracted radiology practices with the facilities and equipment used in its medical practice, assumes responsibility for the management of the operations, and employs substantially all of the non-physician personnel utilized by the contracted radiology practices. In connection with operations related to our Questar subsidiary, service fee revenue is comprised primarily of billed charges for technical services performed at our Questar imaging centers reduced by estimated contractual adjustments. Revenue is recognized once services are performed by contracted radiology practices, the imaging centers, or both. The provision for doubtful accounts related to established charges is reflected as an operating expense rather than a reduction of revenue. Our patient accounting system currently does not record contractual adjustments at the time of billing. Instead, adjustments for contractual adjustments and doubtful accounts are estimated based on historical collection experience using a retrospective collection analysis, payment versus charge schedules and accounts receivable aging models. As these factors change, changes in estimates are made in the appropriate period.

The Company's service fee revenue is dependent upon the operating results of the contracted radiology practice groups and diagnostic imaging centers. Where state law allows, service fees due under the medical services agreements for the contracted radiology practice groups are derived from two distinct revenue streams: (1) a negotiated percentage of the professional revenues, reduced by certain expenses (non-physician salaries and benefits, rent, depreciation, insurance, interest and other physician costs), as defined in the medical services agreements; and (2) 100% of the adjusted technical revenues as defined in the medical service agreements up to a designated ceiling at which point certain of the medical services agreements provide for a technical bonus to the contracted radiology practice groups for a percentage amount in excess of this ceiling. In states

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where the law requires a flat fee structure, the Company has negotiated a base service fee, which approximates the estimated fair market value of the services provided under the medical services agreements and which is renegotiated each year to equal the fair market value of the services provided under the medical services agreements.

Our diagnostic imaging centers are also principally dependent on our ability to attract referrals from primary care physicians, specialists and other healthcare providers. The referral often depends on the existence of a contractual arrangement with the referred patient's health benefit plan. The Company has contracts with health benefit plans representing many of the patients in the markets we serve.

**Table of Contents****Results of Operation**

Our primary operations consist of owning and operating diagnostic imaging centers and providing administrative, management, information, and other services to certain contracted radiology practice groups. These contracted radiology practice groups provide professional interpretation and supervision services to our diagnostic imaging centers and to hospitals and joint ventures in which we participate. Our services are designed to leverage our existing infrastructure and improve radiology practice groups or joint venture profitability, efficiency and effectiveness. We also operate primarily single modality imaging centers through our subsidiary, Questar. Because of different characteristics from our primary operations, including location, market concentration, contracting leverage, and capital requirements, the single modality nature of most of the centers and the structure of the management service agreements with physicians related to the Company's Questar operations, senior management makes resource allocation decisions separately for Questar and our primary operations.

**Three Months Ended March 31, 2005 Compared to Three Months Ended March 31, 2004**

The following tables outline our service fee revenue, volumes and operating expenses, for the quarters ended March 31, 2005 and 2004 below (in thousands):

	2005	2004	Percent Increase (Decrease)	Percent of Service Fee		Basis Point Change
				Revenue		
				2005	2004	
Service fee revenue	\$ 62,751	\$ 66,042	(5.0)%	100.0%	100.0%	
Field salaries and benefits	22,190	22,691	(2.2)	35.4	34.4	100
Field supplies	3,712	3,876	(4.2)	5.9	5.9	
Facility rent	3,479	3,242	7.3	5.5	4.9	60
Other field expenses	10,439	10,468	(0.3)	16.6	15.9	70
Cost of services	39,820	40,277	(1.1)	63.5	61.0	250
Equipment lease	2,806	4,523	(38.0)	4.5	6.8	(230)
Provision for doubtful accounts	4,467	5,492	(18.7)	7.1	8.3	(120)
Depreciation and amortization	5,838	6,154	(5.1)	9.3	9.3	
Corporate, general and administrative	4,348	3,791	14.7	6.9	5.7	120
Interest expense, net	4,676	4,746	(1.5)	7.5	7.2	30
Total operating expense	\$ 61,955	\$ 64,983	(4.7)%	98.7%	98.4%	30

Comparable results excluding certain Medical Services Agreement operations (San Antonio and the terminated Mid-Atlantic agreement) the terminated MSA operations are presented below:

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	2005	2004	Percent Increase (Decrease)	Percent of Service Fee Revenue		Basis Point Change
				2005	2004	
Service fee revenue	\$ 61,821	\$ 60,851	1.6%	100.0%	100.0%	
Field salaries and benefits	21,985	21,558	2.0	35.6	35.4	20
Field supplies	3,697	3,663	0.9	6.0	6.0	
Facility rent	3,448	3,060	12.7	5.6	5.0	60
Other field expenses	10,336	9,365	10.4	16.7	15.4	130
Cost of services	39,466	37,646	4.8	63.8	61.9	190
Equipment lease	2,806	4,519	(37.9)	4.5	7.4	(290)
Provision for doubtful accounts	4,223	4,789	(11.8)	6.8	7.9	(110)
Depreciation and amortization	5,837	5,724	2.0	9.4	9.4	
Corporate, general and administrative	4,348	3,791	14.7	7.0	6.2	80
Interest expense, net	4,676	4,642	0.7	7.6	7.6	
Total operating expense	\$ 61,356	\$ 61,111	0.4%	99.2%	100.4%	(120)

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A summary of our volumes, excluding certain volumes for the terminated MSA operations noted above, follows:

	For the Three Months Ended March 31,	
	2005	2004
<b>High end volumes (1):</b>		
Total	94,115	97,483
Less terminated MSA volumes	(671)	(4,663)
<b>Net</b>	<b>93,444</b>	<b>92,820</b>
<b>Other volumes:</b>		
Total	292,320	302,386
Less terminated MSA volumes	(3,234)	(10,752)
<b>Net</b>	<b>289,086</b>	<b>291,634</b>

(1) Defined as MRI, PET, CT and PET/CT procedures.

For the quarter ended March 31, 2005 compared to the quarter ended March 31, 2004, service fee revenue decreased \$3.3 million or 5.0%. This decrease is primarily attributable to (1) the sale of our operations in San Antonio, Texas in the second quarter of 2004 (our San Antonio operations generated \$3.7 million in service fee revenue in the first quarter of 2004), (2) the termination of a medical services agreement with a Mid-Atlantic radiology group effective January 31, 2005, resulting in a decrease in service fee revenue of \$538,000 in the first quarter of 2005 compared to the first quarter of 2004 (primarily due to the loss of service fee revenue generated from professional reading arrangements at certain hospitals and disposed imaging centers), (3) an amendment to a medical services agreement which resulted in the establishment of a technical bonus to the contracted radiology group and a 3% reduction in our management fee effective October 1, 2004 (4) 1% reductions in management fees that became effective in July 2004 related to certain other medical services agreements and (5) a slight decrease in MRI procedures primarily due to competition from referring physicians who perform MRI procedures in their offices and a recent increase in open MRI technologist positions.

Excluding the terminated MSA operations noted above, service fee revenue increased \$970,000 or 1.6% for the quarter ended March 31, 2005 compared to the quarter ended March 31, 2004. This increase is due to (1) a shift in mix to higher-end procedures, especially CT and PET procedures, resulting in an increase in our net technical revenue per procedure to \$141.50 for the quarter ended March 31, 2005 compared to \$135.90 for the quarter ended March 31, 2004, and (2) an increase in capitation revenue for the quarter ended March 31, 2005 of \$500,000 compared to the quarter ended March 31, 2004, offset by (a) decreases in service fee revenue at certain Bay Area, California facilities due to diagnostic equipment downtime, technologist shortages, reduced physician coverage, reduced workers' compensation volumes and delayed negotiations with an imaging center landlord and (b) a decrease in service fee revenue from our six Questar facilities primarily due to the performance of our Arizona facility.

Field salaries and benefits as a percentage of service fee revenue from continuing operations for the quarter ended March 31, 2005 were 35.4% compared to 34.4% for the quarter ended March 31, 2004. This percentage increase resulted primarily from (1) our San Antonio operations having lower salary and benefit costs as a percentage of service fee revenue relative to the rest of our operations (primarily because the San Antonio operations allocated certain salary and benefit costs to unconsolidated joint ventures), (2) salary market adjustments effective in July 2004 for certain employees at one of our subsidiaries, and (3) bonuses accrued for field personnel. The effect of the above items was offset by the reduction in temporary labor costs, primarily for technologists that were used extensively by one of our subsidiaries in the first quarter of

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2004. Field salaries and benefits as a percentage of service fee revenue from continuing operations for the quarters ended March 31, 2005 and 2004, excluding the terminated MSA operations, were 35.6% and 35.4%, respectively. Management continues to evaluate our service offerings, patient flows and technology offerings to identify more efficient and less costly methods of providing high quality patient care and continues to evaluate its back office and support operations for new opportunities to gain economies of scale. We believe our Radiologix Enhanced Workflow And Record Distribution or REWARD Program (a comprehensive Radiology Information System/Picture Archival Communications System), which we expect to significantly enhance operational efficiencies by: (1) standardizing processes and protocols across the Company, (2) automating, accelerating and simplifying workflow, (3) improving the capture of front-end data including billing and patient scheduling information (4) providing more timely digitized images and records to referring physicians and (5) reducing film and storage costs, once fully implemented, will help us achieve greater efficiencies and lower our operating costs. In connection with field salaries and benefits, market studies performed in our primary operating locations indicate that certain employee positions could be above or below market salary rates. We address performance and merit increases on an annual basis in March through our Focal Point Review process.

Field supplies as a percentage of service fee revenue from continuing operations was 5.9% for each of the quarters ended March 31, 2005 and 2004, respectively. Excluding the MSA operations, these percentages were 6.0% for each of the quarters ended March 31, 2005 and 2004, respectively. Field supply costs were impacted primarily by increases in costs due to more high-end diagnostic equipment in service at March 31, 2005.

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Facility rent as a percentage of service fee revenue remained relatively constant in the quarter ended March 31, 2005 compared to the quarter ended March 31, 2004.

Other field expenses, excluding the terminated MSA operations, increased in the quarter ended March 31, 2005 compared to the quarter ended March 31, 2004 due primarily to (1) increased service contract costs resulting from new coverage on (a) equipment coming off warranty and (b) equipment acquired in connection with the acquisition of an equipment financing right agreement effective October 31, 2004, (2) system conversion, upgrade and outsourcing costs for our patient accounting systems, (3) higher marketing costs in our primary operations, (4) higher physician purchased service costs primarily due to paying certain physicians for incremental coverage on reading contracts, (5) higher workers compensation costs and (6) higher diagnostic equipment repair costs. These increased costs were offset by gains on sales of diagnostic equipment, lower malpractice insurance costs and lower off-site storage costs.

Equipment lease expenses decreased in the quarter ended March 31, 2005 compared to the quarter ended March 31, 2004 primarily due to the impact of lease buyouts and the acquisition of an equipment financing right effective October 31, 2004, which eliminates equipment lease expense that was previously recorded based on volume. The impact of this decrease in the first quarter of 2005 would have been even greater if not for an approximate \$192,000 lease credit we received in the first quarter of 2004.

Provision for doubtful accounts decreased by \$566,000 in the quarter ended March 31, 2005 compared to the quarter ended March 31, 2004 primarily due to lower professional component revenue charges, which historically have lower collection rates, improved denial rates in 2005 and weaker than expected collection performance in 2004 on receivables for professional services at two Mid-Atlantic hospitals that were part of the terminated Mid-Atlantic MSA agreement.

Depreciation and amortization decreased in the quarter ended March 31, 2005 compared to the quarter ended March 31, 2004 primarily due to (1) no longer operating the terminated San Antonio operations which were sold in the second quarter of 2004, (2) the effect of lower asset bases as a result of asset impairments in 2004 and (3) assets whose useful lives were shortened or that became fully depreciated during 2004, offset by the impact of new imaging centers and new equipment placed in service since March 31, 2004, lease buyouts, and the acquisition of an equipment financing right and related diagnostic equipment effective October 31, 2004.

Corporate, general and administrative expenses increased in the quarter ended March 31, 2005 compared to the quarter ended March 31, 2004 due primarily to (1) costs relating to our ongoing Sarbanes-Oxley Section 404 compliance efforts, (2) increased costs related to our sales, marketing, information technology and development departments, (3) \$350,000 in management bonus costs accrued in the 2005 first quarter compared to no bonus accrual in the first quarter of 2004 and (4) restricted stock compensation expense. These increases were offset by (1) a reduction in our estimated 2004 bonus and severance accruals that were finalized in the first quarter of 2005 (2) the lack of chief operating officer salary and benefit costs as this position was open in the first quarter of 2005 and (3) reduced legal costs as a result of establishing an in-house legal department which resulted in reducing our contracted legal costs.

Interest expense (net of interest income), including amortization of deferred financing costs, for the quarter ended March 31, 2005 compared to the quarter ended March 31, 2004 is lower due primarily to our \$1.73 million retirement of debt in the second quarter of 2004.

## **LIQUIDITY AND CAPITAL RESOURCES**



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Liquidity for the three months ended March 31, 2005, was derived from cash and cash equivalents and net cash generated by operating activities. As of March 31, 2005, we had current assets of \$103.7 million, including cash and cash equivalents of \$44.4 million, and current liabilities of \$36.2 million, including current maturities of long-term debt and capital lease obligations of \$66,000. For the three months ended March 31, 2005, we generated \$13.6 million in net operating cash flow, invested \$3.5 million and had cash provided by financing activities of \$290,000.

Net cash from operating activities for the three months ended March 31, 2005 of \$13.6 million included \$2.0 million of federal and state income tax refunds and increased from \$12.2 million for the same period in 2004. Our days sales outstanding on accounts receivable were 49 and 48 days at March 31, 2005 and December 31, 2004, respectively. We calculate days sales outstanding by dividing accounts receivable, net of allowances, by the two-month average revenue per day (before reducing revenue for amounts retained by contracted radiology practices).

Net cash used in investing activities for the three months ended March 31, 2005 and 2004 was \$3.5 million and \$6.3 million, respectively. Purchases of property and equipment during the three months ended March 31, 2005 and 2004 were \$4.5 million and \$6.7 million, respectively, including \$1.3 million to buyout operating leases in 2005. In 2005, we received \$697,000 in consideration for the sales of certain diagnostic equipment and an imaging center. Also at March 31, 2005, we had \$5.6 million in restricted cash in accordance with our Master Lease Agreement with GE Healthcare Financial Services (GE) as discussed below. For the remainder of 2005 we expect to spend approximately \$1.6 million on equipment lease buyouts.

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Net cash flows provided by (used in) financing activities for the three months ended March 31, 2005 and 2004 were \$290,000 and \$(825,000), respectively. We received proceeds from the exercises of stock options of \$391,000 in the first quarter of 2005. At March 31, 2005, we had outstanding senior note borrowings of \$158.3 million and a \$12.0 million convertible subordinated junior note. At March 31, 2005, amounts considered outstanding under the revolving credit facility totaled \$1.4 million related to two letters of credit in connection with our high retention workers compensation program with \$30.8 million available for borrowings. Borrowings under this line are limited to 85% of eligible accounts receivable, as defined under the credit facility. Borrowings are secured by substantially all of our assets and a pledge of the capital stock of our wholly owned subsidiaries. At March 31, 2005, we had not met certain incurrence tests under our debt agreements. As a result, we are limited to borrowing \$20.0 million under the revolving credit facility until such time as we meet these tests.

On July 9, 2004, we amended our master lease with GE under an Amended and Restated Master Lease Agreement. Through this arrangement, GE has agreed to fund up to \$60.0 million of equipment leases through December 31, 2006, and requires that at least two-thirds of the outstanding balance represent GE healthcare equipment. In connection with the Master Lease Agreement, the Company is required to provide additional cash collateral in a restricted account equal to 20% of the aggregate amounts outstanding under the Master Lease Agreement. The accompanying March 31, 2005 balance sheet includes \$5.6 million of restricted cash under this provision. GE provided us with a written waiver stating that GE agreed to waive compliance with the financial leverage ratio for the year ending December 31, 2004 and to modify this calculation for 2005 to exclude the \$9.1 million adjustment that was recorded to reduce service fee revenue and accounts receivable in the fourth quarter of 2004.

At March 31, 2005, applicable amounts outstanding under the Master Lease Agreement totaled \$27.7 million; commitments for leases signed but not placed in service under the Master Lease Agreement were \$15.2 million, and \$17.1 million remained available for future leases.

In fiscal 2005, we plan to spend approximately \$11.0 million for capital expenditures in connection with our REWARD Program, \$21.0 million for expansion of centers including de novo projects and commit \$26.0 million for major diagnostic equipment leases over the respective lease terms. As of March 31, 2005, we spent approximately \$1.0 million and \$3.5 million on capital expenditures in connection with our REWARD Program and expansion of centers, respectively, and committed \$22.3 million for major diagnostic equipment leases.

We operate in a capital intensive, high fixed-cost industry that requires significant amounts of capital to fund operations, particularly the initial start-up and development costs of new diagnostic imaging centers and the acquisition of additional centers and new diagnostic imaging equipment. We currently believe that our cash balances, the expected cash flow from operations, and our borrowing capacity under our revolving credit facility and our master lease line will be sufficient to fund our working capital, acquisitions and capital expenditure requirements for the next eighteen months. Our long-term liquidity needs will consist of working capital and capital expenditure requirements, the funding of future acquisitions and repayment of debt. We intend to fund these long-term liquidity needs from cash generated from operations, available borrowings under our revolving credit facility, our master lease line of credit, and future debt and equity financings. However, our ability to generate cash is subject to our performance, general economic conditions, industry trends and other factors. Many of these factors are beyond our control and cannot be anticipated at this time. To the extent we are unable to generate sufficient cash from our operations, or if funds are not available under our revolving credit facility or our master lease line, we may be unable to meet our capital expenditure and debt service requirements. Furthermore, we may not be able to raise any necessary additional funds through bank financing or the issuance of equity or debt securities on terms acceptable to us, if at all.

## **CRITICAL ACCOUNTING POLICIES**

This discussion and analysis should be read in conjunction with our consolidated financial statements and related notes included elsewhere in this report.

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The preparation of our consolidated financial statements requires the use of judgments and estimates. Our critical accounting policies are described below to provide a better understanding of how we develop our judgments about future events and related estimations and how they can impact our financial statements. A critical accounting policy is one that requires our most difficult, subjective or complex estimates and assessments and is fundamental to our results of operations. We identified our most critical accounting policies to be:

revenue recognition and estimation of allowances for contractals and doubtful accounts;

evaluation of intangible assets, including goodwill, and long-lived assets for impairment; and

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estimation of a valuation allowance in accounting for income taxes (deferred tax assets).

### *Revenue Recognition, Contractual Allowances and Allowances for Doubtful Accounts*

In connection with our December 2004 year-end closing process, we finalized a retrospective collection analysis. This retrospective process represented an enhancement to our methodology for estimating the amount of contractual adjustments and provision for doubtful accounts necessary to reduce gross revenue (billed charges) and gross receivables to net amounts realizable from managed care, Medicare, Medicaid, private and other payors. This enhanced methodology is based on the matching of cash collections to billed charges by month of service. In connection with our provision for doubtful accounts, we continue to record this expense based on historical write-offs which experience has not significantly changed.

Service fee revenue from the contracted radiology practice groups (professional revenue component) and diagnostic imaging centers (technical revenue component) is recorded when services are rendered by the contracted radiology practices and diagnostic imaging centers based on established gross charges billed and reduced by estimated contractual adjustments and amounts retained by the contracted radiology practice groups under the terms of medical services agreements. Our patient accounting system currently does not record contractual adjustments at the time of billing. Instead, contractual adjustments and the provision for doubtful accounts are estimated based on historical collection experience using a retrospective collection analysis, which we began using in December 2004, payment-versus-charge schedules and aging models. Should circumstances change (shift in payor mix, decline in economic conditions or deterioration in aging of patient receivables), our estimates of the net realizable value of patient receivables could be reduced by a material amount. We have estimated that a change in our collection percentage of 1.0% could result in a change in service fee revenue of \$5.0 million per year.

Our accounts receivable write-off process is primarily system-driven whereby a series of communications requesting payment is sent to a private payor who either is without healthcare benefit coverage or who owes us a co-pay amount. These communications increase in intensity and urgency as the receivable becomes more delinquent. Once the communication cycle is completed and the receivable remains uncollected, it is written off in our patient accounting system. We also review accounts receivable events checklists which are designed to identify significant delinquent accounts receivable. Write-offs for accounts identified by our events checklists are approved by the Vice President of our Patient Services Group.

Write-offs for accounts receivables have been relatively constant, but we can experience increases for specified events, primarily when we retain receivables for businesses we dispose of.

### *Impairment of Goodwill, Intangible and Long-Lived Assets*

#### *Goodwill*

Goodwill and other intangible assets with indefinite useful lives are subject to at least annual assessments for impairment by applying a fair-value-based test. We conduct our annual impairment fair-value-based test during the first quarter of each fiscal year. We also review the recoverability of our goodwill on a quarterly basis, including a review of events or changes in circumstances that may indicate that the carrying amount may not be recoverable. At March 31, 2005 the balance of goodwill, which relates entirely to our Questar subsidiary operation, is approximately \$2.2 million.

*Intangible and Long-Lived Assets*

Impairment losses are recognized for long-lived assets through operations when events or changes in circumstances that may indicate that the carrying amount may not be recoverable and the underlying net cash flows are not sufficient to support the assets' carrying value. Examples of events or changes in circumstances or in the business climate can include, but are not limited to the following:

- a. History of operating losses or expected future losses
  
- b. Significant adverse change in legal factors
  
- c. Significant adverse change in the extent or manner in which the assets are used or in the physical condition of the assets
  
- d. Current expectations to dispose of the assets by sale or other means
  
- e. Reductions or expected reductions of cash flow

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Our medical services agreements, included in the consolidated balance sheets as intangible assets, are not considered to have indefinite useful lives and will continue to be amortized over a useful life of 25 years based on SEC guidance. We regularly evaluate the carrying value and lives of the finite lived intangible assets in light of any events or circumstances that we believe may indicate that the carrying amount or amortization period should be adjusted.

### *Income Taxes*

We account for income taxes under the asset and liability method. This approach requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities.

Developing our provision for income taxes, including our effective tax rate, and analysis of potential tax exposure items, if any, requires significant judgment and expertise in federal and state income tax laws, regulations and strategies, including the determination of deferred tax assets and liabilities and, any estimated valuation allowances we deem necessary to value deferred tax assets. Our judgments and tax strategies are subject to audit by various taxing authorities. While we believe we have provided adequately for our income tax liabilities in our consolidated financial statements, adverse determinations by these taxing authorities could have a material adverse effect on our consolidated financial condition, results of operations or cash flows.

We have significant noncurrent deferred tax assets at March 31, 2005. Realization of these deferred tax assets is dependent on generating sufficient taxable income prior to expiration of the twenty-year loss carryforward period. Although realization is not assured, management believes it is more likely than not that all of the deferred tax assets will be realized. The amount of the deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carryforward period are reduced.

Our tax strategy to realize deferred tax assets resulting from the impairment of goodwill and long-lived assets at certain of our Questar centers, involves the future disposal of the remaining six Questar centers we are currently operating at March 31, 2005. Until we dispose of all our Questar operations, we cannot, under the current tax regulations, deduct these particular impairment charges. As of March 31, 2005, we plan to operate these six Questar centers for the next few years, as long as they are profitable; however, we do not plan to invest in new equipment for these six centers. At the point the cumulative operations begin to deteriorate, we will make a cost benefit decision in which we will compare the estimated future profitability of these centers to the potential tax benefits we could realize upon disposal.

### *Forward-Looking Statements*

*Throughout this report we make forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). Forward-looking statements include words such as may, will, would, could, likely, estimate, intend, plan, continue, believe, expect or anticipate and other similar words and include all discussions about our acquisition and development plans. We do not guarantee that the transactions and events described in this report will happen as described or that any positive trends noted in this report will continue. The forward-looking statements contained in this report are generally located in the material set forth under the heading Management's Discussion and Analysis of Financial Condition and Results of Operations, but may be found in other locations as well. These forward-looking statements generally relate to our plans, objectives and expectations for future operations and are based upon management's reasonable estimates of future results or trends. Although we believe that our plans and objectives reflected in or suggested by such forward-looking statements are reasonable, we may not achieve such plans or objectives. You are cautioned not to unduly rely on such forward-looking statements when evaluating the information presented in this report. You should read this report completely and with the understanding that actual future results may be materially different from what we expect.*

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*We will not update forward-looking statements even though our situation may change in the future.*

*Specific factors that might cause actual results to differ from our expectations include, but are not limited to:*

*economic, demographic, business and other conditions in our markets;*

*the highly competitive nature of the healthcare business;*

*changes in patient referral patterns;*

*changes in the rates or methods of third-party reimbursement for diagnostic imaging services;*

*changes in our contracts with radiology practice groups;*

*changes in the number of radiologists operating in our contracted radiology practice groups;*

*the availability to recruit and retain technologists;*

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*the availability of additional capital to fund capital expenditure requirements;*

*lawsuits against Radiologix and our contracted radiology practices groups;*

*changes in operating margins, particularly changes due to our managed care contracts and capitated fee arrangements;*

*failure by Radiologix to comply with state and federal anti-kickback and anti-self referral laws or any other applicable healthcare regulations;*

*changes in business strategy and development plans;*

*changes in federal, state or local regulations affecting the healthcare industry;*

*our indebtedness, debt service requirements and liquidity constraints;*

*risk related to our Senior Notes and healthcare securities generally;*

*interruption of operations due to severe weather or other extraordinary events; and*

*charges for unusual or infrequent (non-recurring) matters.*

*A more comprehensive list of such factors are set forth in the Company's Annual Report on Form 10-K for the year ended December 31, 2004, and our other filings with the Securities and Exchange Commission.*

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

The Company's exposure to market risk for changes in interest rates relates primarily to the Company's cash equivalents, revolving credit facility, and its senior and convertible notes. At March 31, 2005, Radiologix had \$1.4 million considered outstanding under its revolving credit facility related to two letters of credit in connection with our high retention workers' compensation programs. Radiologix's notes bear interest at fixed rates.

**Item 4. Controls and Procedures**

*Evaluation of Disclosure Controls and Procedures.* Based on their evaluation as of a date within 45 days of the filing date of this Quarterly Report on Form 10-Q, the Company's principal executive officer and principal financial officer have concluded that the Company's disclosure controls and procedures (as defined in Rules 13a-14 (c) and 15d-14 (c) under the Securities Exchange Act of 1934, as amended (the Exchange



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Act )) are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

There have been no significant changes in the Company's internal controls or in other factors that have materially affected or are reasonably likely to materially affect its internal controls during our most recent fiscal quarter, except for any corrective actions with regard to significant deficiencies and material weaknesses as follows:

As noted in our 2004 Form 10-K, subsequent to December 31, 2004, but prior to the finalization of our 2004 consolidated financial statements, the Company placed into operations new controls to address the material weakness we identified in our accounts receivable estimation process. These new controls include a retrospective collection analysis that matches cash collections to billed charges by month of service. We believe these new controls have remediated the material weakness that existed as of December 31, 2004, and that these controls operated effectively during the first quarter of 2005.

We have investments, not material in amount, in certain unconsolidated entities. Since we do not control these entities, our disclosure controls and procedures with respect to these entities are necessarily substantially more limited than those we maintain with respect to our consolidated subsidiaries.

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**PART II: OTHER INFORMATION**

**Item 6. Exhibits**

- (a) *Exhibits.* The list of exhibits filed as part of this report is incorporated by reference to the Index to Exhibits at the end of this report.

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**SIGNATURES**

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

**RADIOLOGIX, INC.**

Date: May 3, 2005

*/s/ SAMI S. ABBASI*

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Sami S. Abbasi

President and Chief Executive Officer

(Principal Executive Officer)

Date: May 3, 2005

*/s/ MICHAEL N. MURDOCK*

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Michael N. Murdock

Senior Vice President and

Chief Financial Officer

(Principal Accounting Officer)

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**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
10.1	Settlement Agreement and Release. *
31.1	Certification of Sami S. Abbasi pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. *
31.2	Certification of Michael N. Murdock pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. *
32.1	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted pursuant to Section 906 of The Sarbanes-Oxley Act of 2002 of Sami S. Abbasi. *
32.2	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted pursuant to Section 906 of The Sarbanes-Oxley Act of 2002 of Michael N. Murdock. *

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\* Filed herewith.