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RadNet, Inc.
Form 10-KT
April 17, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

FORM 10-K/T

[] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE
ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED _____

OR

[X] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES
EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM NOVEMBER 1, 2006 TO DECEMBER 31, 2006

COMMISSION FILE NUMBER 0-19019

RADNET, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN CHARTER)

NEW YORK
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

13-3326724
(I.R.S. EMPLOYER
IDENTIFICATION NO.)

1510 COTNER AVENUE
LOS ANGELES, CALIFORNIA
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

90025
(ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (310) 478-7808
SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:
COMMON STOCK, \$.0001 PAR VALUE
SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT:
COMMON STOCK, \$.0001 PAR VALUE

Indicate by check mark if the registrant is a well-known seasoned issuer, as
defined in Rule 405 of the Securities Act.

Yes No X

Indicate by check mark if the registrant is not required to file reports
pursuant to Section 13 or Section 15(d) or the act.

Yes No X

NOTE--Checking the box above will not relieve any registrant required to
file reports pursuant to section 13 or (15(d) of the exchange Act from their
obligations under those Sections.

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 and 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.

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Yes X No

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer [] Accelerated Filer [] Non-Accelerated Filer [X]

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2)

Yes No X

The aggregate market value of the registrant's voting and nonvoting common equity held by non-affiliates of the registrant was approximately \$52,802,584 on April 30, 2006 (the last business day of the registrant's most recently completed second quarter) based on the closing price for the common stock on the NASDAQ Over-the-Counter Bulletin Board on April 28, 2006.

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes X No

The number of shares of the registrant's common stock outstanding on March 27, 2007, was 34,497,156 shares (excluding treasury shares).

PART I

ITEM 1. BUSINESS

RADIOLOGIX ACQUISITION

On November 15, 2006, we completed the acquisition of Radiologix, Inc. Radiologix, a Delaware corporation, employing approximately 2,200 people, through its subsidiaries, was a national provider of diagnostic imaging services through the ownership and operation of freestanding, outpatient diagnostic imaging centers. Radiologix owned, operated and maintained equipment in 69 locations, with imaging centers in seven states, including primary operations in the Mid-Atlantic; the Bay-Area, California; the Treasure Coast area, Florida; Northeast Kansas; and the Finger Lakes (Rochester) and Hudson Valley areas of New York State. Under the terms of the acquisition agreement, Radiologix shareholders received an aggregate consideration of 11,310,950 shares (after giving effect to the one-for-two reverse stock split effected in November 2006) of our common stock and \$42,950,000 in cash. We financed the transaction and refinanced substantially all of our outstanding debt with a \$405 million senior secured credit facility with GE Commercial Healthcare Financial Services.

The results of operations of Radiologix and its wholly owned subsidiaries have been included in the consolidated financial statements from the date of

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acquisition.

In connection with our acquisition of Radiologix, the Company changed to a calendar-year basis of reporting financial results. As a requirement of this change under Rule 13a-10 of the Securities and Exchange Act of 1934, the Company is reporting results for November and December 2006 as a separate transition ("stub") period on this Form 10-K/T, with the results for the corresponding period of 2005 presented, (unaudited), for comparative purposes. Also covered in this report are our results previously disclosed in our annual report on Form 10-K for the year ended October 31, 2006 filed with the Securities and Exchange Commission on February 6, 2007.

BUSINESS OVERVIEW

Since our acquisition of Radiologix on November 15, 2006, we operate a group of regional networks comprised of 132 diagnostic imaging facilities located in seven states with operations primarily in California, the Mid Atlantic, the Treasure Coast area of Florida, Kansas and the Finger Lakes (Rochester) and Hudson Valley areas of New York, providing diagnostic imaging services including magnetic resonance imaging, or MRI, computed tomography, or CT, positron emission tomography, or PET, nuclear medicine, mammography, ultrasound, diagnostic radiology, or X-ray, and fluoroscopy. The Company's operations comprise a single segment for financial reporting purposes.

At our facilities, we provide all of the equipment as well as all non-medical operational, management, financial and administrative services necessary to provide diagnostic imaging services. We give our facility managers authority to run our facilities to meet the demands of local market conditions, while our corporate structure provides economies of scale, corporate training programs, standardized policies and procedures and sharing of best practices across our networks. Each of our facility managers is responsible for meeting our standards of patient service, managing relationships with local physicians and payors and maintaining profitability.

We also provide administrative, management and information services to certain radiology practices that provide professional services in connection with diagnostic imaging centers and to hospitals and radiology practices with which we operate joint ventures. The services we provide leverage our existing infrastructure, and we believe the services improve the profitability, efficiency and effectiveness of the radiology practice or joint venture.

For the two months ended December 31, 2006, our combined facilities, including the facilities of Radiologix, performed 340,807 diagnostic imaging procedures.

Howard G. Berger, M.D. is our President and Chief Executive Officer, a member of our Board of Directors and owns approximately 17% of our outstanding common stock. Dr. Berger also owns, indirectly, 99% of the equity interests in Beverly Radiology Medical Group III, or BRMG. BRMG provides all of the professional medical services at 52 of our facilities located in California under a management agreement with us, and contracts with various other independent physicians and physician groups to provide the professional medical services at most of our other California facilities. We obtain professional medical services from BRMG in California, rather than provide such services directly or through subsidiaries, in order to comply with California's prohibition against the corporate practice of medicine. However, as a result of our close relationship with Dr. Berger and BRMG, we believe that we are able to better ensure that medical service is provided at our California facilities in a manner consistent with our needs and expectations and those of our referring physicians, patients and payors than if we obtained these services from unaffiliated physician groups. At eleven former Radiologix centers in California and at all of the former Radiologix centers which are located outside of

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California, we have entered long-term contracts with prominent radiology groups in the area to provide physician services at those facilities.

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We derive substantially all of our revenue, directly or indirectly, from fees charged for the diagnostic imaging services performed at our facilities. For the two months ended December 31, 2006, we performed 340,807 diagnostic imaging procedures and generated net revenue from continuing operations of \$57.4 million.

The following table illustrates our work performed over the five-year period ended October 31, 2006 as well as the two months ended December 31, 2006:

| | Years Ended October 31, | | | | |
|---|-------------------------|---------|---------|---------|---------|
| | 2002 | 2003 | 2004 | 2005 | 2006 |
| Total number of MRI, CT and PET systems | 60 | 63 | 68 | 68 | 74 |
| Total number of procedures performed* | 877,574 | 947,032 | 946,928 | 958,414 | 919,342 |

* Procedures in all periods presented exclude discontinued operations.

**Includes 102 Radiologix MRI, CT and PET systems at October 31, 2006

INDUSTRY OVERVIEW

Diagnostic imaging involves the use of non-invasive procedures to generate representations of internal anatomy and function that can be recorded on film or digitized for display on a video monitor. Diagnostic imaging procedures facilitate the early diagnosis and treatment of diseases and disorders and may reduce unnecessary invasive procedures, often minimizing the cost and amount of care for patients. Diagnostic imaging procedures include MRI, CT, PET, nuclear medicine, ultrasound, mammography, X-ray and fluoroscopy.

While general X-ray remains the most commonly performed diagnostic imaging procedure, the fastest growing and higher margin procedures are MRI, CT and PET. The rapid growth in PET scans is attributable to the recent introduction of reimbursement by payors of PET procedures. The number of MRI and CT scans continues to grow due to their wider acceptance by physicians and payors, an increasing number of applications for their use and a general increase in demand due to the aging population in the United States.

IMV, a provider of database and market information products and services to the analytical, clinical diagnostic, biotechnology, life science and medical imaging industries, estimates that over 24.2 million MRI procedures and 50.1 million CT procedures were conducted in the United States in 2003, representing a 10% increase over the 2002 volume of both the MRI and CT procedures, respectively. This data is particularly relevant to us, given that revenue from MRI and CT scans constituted approximately 58% of our net revenue for the 12 months ended October 31, 2006 and 57% of our net revenue for the two months ended December 31, 2006. In addition, IMV estimates that over 706,100 clinical PET patient studies were performed in the United States in 2003, representing a 58% increase over the 2002 volume of 447,200 clinical PET patient studies. Revenue from PET scans constituted approximately 8% and 7% of our net revenue for the year ended October 31, 2006, and the two months ended December 31, 2006, respectively.

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INDUSTRY TRENDS

We believe the diagnostic imaging services industry will continue to grow as a result of a number of factors, including the following:

ESCALATING DEMAND FOR HEALTHCARE SERVICES FROM AN AGING POPULATION

Persons over the age of 65 comprise one of the fastest growing segments of the population in the United States. According to the United States Census Bureau, this group is expected to increase as much as 14% from 2000 to 2010. Because diagnostic imaging use tends to increase as a person ages, we believe the aging population will generate more demand for diagnostic imaging procedures.

NEW EFFECTIVE APPLICATIONS FOR DIAGNOSTIC IMAGING TECHNOLOGY

New technological developments are expected to extend the clinical uses of diagnostic imaging technology and increase the number of scans performed. Recent technological advancements include:

- o MRI spectroscopy, which can differentiate malignant from benign lesions;
- o MRI angiography, which can produce three-dimensional images of body parts and assess the status of blood vessels;
- o Enhancements in teleradiology systems, which permit the digital transmission of radiological images from one location to another for interpretation by radiologists at remote locations; and
- o The development of combined PET/CT scanners, which combine the technology from PET and CT to create a powerful diagnostic imaging system.

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Additional improvements in imaging technologies, contrast agents and scan capabilities are leading to new non-invasive methods of diagnosing blockages in the heart's vital coronary arteries, liver metastases, pelvic diseases and vascular abnormalities without exploratory surgery. We believe that the use of the diagnostic capabilities of MRI and other imaging services will continue to increase because they are cost-effective, time-efficient and non-invasive, as compared to alternative procedures, including surgery, and that newer technologies and future technological advancements will continue the increased use of imaging services. In addition, we believe the growing popularity of elective full-body scans will further increase the use of imaging services. At the same time, we believe the industry has increasingly used upgrades to existing equipment to expand applications, extend the useful life of existing equipment, improve image quality, reduce image acquisition time and increase the volume of scans that can be performed. We believe this trend toward equipment upgrades rather than equipment replacements will continue, as we do not foresee new imaging technologies on the horizon that will displace MRI, CT or PET as the principal advanced diagnostic imaging modalities.

WIDER PHYSICIAN AND PAYOR ACCEPTANCE OF THE USE OF IMAGING

During the last 30 years, there has been a major effort undertaken by the medical and scientific communities to develop higher quality, cost-effective diagnostic imaging technologies and to minimize the risks associated with the application of these technologies. The thrust of product development during this period has largely been to reduce the hazards associated with conventional x-ray and nuclear medicine techniques and to develop new, harmless imaging technologies. As a result, the use of advanced diagnostic imaging modalities,

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such as MRI, CT and PET, which provide superior image quality compared to other diagnostic imaging technologies, has increased rapidly in recent years. These advanced modalities allow physicians to diagnose a wide variety of diseases and injuries quickly and accurately without exploratory surgery or other surgical or invasive procedures, which are usually more expensive, involve greater risk to patients and result in longer rehabilitation time. Because advanced imaging systems are increasingly seen as a tool for reducing long-term healthcare costs, they are gaining wider acceptance among payors.

GREATER CONSUMER AWARENESS OF AND DEMAND FOR PREVENTIVE DIAGNOSTIC SCREENING

Diagnostic imaging is increasingly being used as a screening tool for preventive care such as elective full-body scans. Consumer awareness of and demand for diagnostic imaging as a less invasive and preventive screening method has added to the growth in diagnostic imaging procedures. We believe that further technological advancements will create demand for diagnostic imaging procedures as less invasive procedures for early diagnosis of diseases and disorders.

DIAGNOSTIC IMAGING SETTINGS

Diagnostic imaging services are typically provided in one of the following settings:

FIXED-SITE, FREESTANDING OUTPATIENT DIAGNOSTIC FACILITIES

These facilities range from single-modality to multi-modality facilities and are not generally owned by hospitals or clinics. These facilities depend upon physician referrals for their patients and generally do not maintain dedicated, contractual relationships with hospitals or clinics. In fact, these facilities may compete with hospitals or clinics that have their own imaging systems to provide services to these patients. These facilities bill third-party payors, such as managed care organizations, insurance companies, Medicare or Medicaid. All of our facilities are in this category.

HOSPITALS OR CLINICS

Many hospitals provide both inpatient and outpatient diagnostic imaging services, typically on site. These inpatient and outpatient centers are owned and operated by the hospital or clinic, or jointly by both, and are primarily used by patients of the hospital or clinic. The hospital or clinic bills third-party payors, such as managed care organizations, insurance companies, Medicare or Medicaid.

MOBILE FACILITIES

Using specially designed trailers, imaging service providers transport imaging equipment and provide services to hospitals and clinics on a part-time or full-time basis, thus allowing small to mid-size hospitals and clinics that do not have the patient demand to justify an on-site setting access to advanced diagnostic imaging technology. Diagnostic imaging providers contract directly with the hospital or clinic and are typically reimbursed directly by them.

DIAGNOSTIC IMAGING MODALITIES

The principal diagnostic imaging modalities we use at our facilities are:

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MRI has become widely accepted as the standard diagnostic tool for a wide and fast-growing variety of clinical applications for soft tissue anatomy, such as those found in the brain, spinal cord and interior ligaments of body joints such as the knee. MRI uses a strong magnetic field in conjunction with low energy electromagnetic waves that are processed by a computer to produce high-resolution, three-dimensional, cross-sectional images of body tissue, including the brain, spine, abdomen, heart and extremities. A typical MRI examination takes from 20 to 45 minutes. MRI systems can have either open or closed designs, routinely have magnetic field strength of 0.2 Tesla to 3.0 Tesla and are priced in the range of \$0.6 million to \$2.5 million.

CT

CT provides higher resolution images than conventional X-rays, but generally not as well defined as those produced by MRI. CT uses a computer to direct the movement of an X-ray tube to produce multiple cross-sectional images of a particular organ or area of the body. CT is used to detect tumors and other conditions affecting bones and internal organs. It is also used to detect the occurrence of strokes, hemorrhages and infections. A typical CT examination takes from 15 to 45 minutes. CT systems are priced in the range of \$0.3 million to \$1.2 million.

PET

PET scanning involves the administration of a radiopharmaceutical agent with a positron-emitting isotope and the measurement of the distribution of that isotope to create images for diagnostic purposes. PET scans provide the capability to determine how metabolic activity impacts other aspects of physiology in the disease process by correlating the reading for the PET with other tools such as CT or MRI. PET technology has been found highly effective and appropriate in certain clinical circumstances for the detection and assessment of tumors throughout the body, the evaluation of some cardiac conditions and the assessment of epilepsy seizure sites. The information provided by PET technology often obviates the need to perform further highly invasive or diagnostic surgical procedures. PET systems are priced in the range of \$0.8 million to \$2.5 million. We provide PET-only services through the use of mobile equipment services at two of our sites. In addition, we have combined PET/CT systems that blend the PET and CT imaging modalities into one scanner. These combined systems are priced in the range of \$1.8 million to \$2.2 million.

NUCLEAR MEDICINE

Nuclear medicine uses short-lived radioactive isotopes that release small amounts of radiation that can be recorded by a gamma camera and processed by a computer to produce an image of various anatomical structures or to assess the function of various organs such as the heart, kidneys, thyroid and bones. Nuclear medicine is used primarily to study anatomic and metabolic functions. Nuclear medicine systems are priced in the range of \$300,000 to \$400,000.

X-RAY

X-rays use roentgen rays to penetrate the body and record images of organs and structures on film. Digital X-ray systems add computer image processing capability to traditional X-ray images, which provides faster transmission of images with a higher resolution and the capability to store images more cost-effectively. X-ray systems are priced in the range of \$50,000 to \$250,000.

ULTRASOUND

Ultrasound imaging uses sound waves and their echoes to visualize and locate internal organs. It is particularly useful in viewing soft tissues that

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do not X-ray well. Ultrasound is used in pregnancy to avoid X-ray exposure as well as in gynecological, urologic, vascular, cardiac and breast applications. Ultrasound systems are priced in the range of \$90,000 to \$250,000.

MAMMOGRAPHY

Mammography is a specialized form of radiology using low dosage X-rays to visualize breast tissue and is the primary screening tool for breast cancer. Mammography procedures and related services assist in the diagnosis of and treatment planning for breast cancer. Mammography systems are priced in the range of \$70,000 to \$100,000.

FLUOROSCOPY

Fluoroscopy uses ionizing radiation combined with a video viewing system for real time monitoring of organs. Fluoroscopy systems are priced in the range of \$100,000 to \$300,000.

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COMPETITIVE STRENGTHS

SIGNIFICANT AND KNOWLEDGEABLE PARTICIPANT IN THE NATION'S LARGEST ECONOMY
AN NOW ON A NATIONAL SCALE

We believe our group of regional networks of fixed-site, freestanding outpatient diagnostic imaging facilities is the largest of its kind in California, the nation's largest economy and most populous state and with the Radiologix acquisition the largest outpatient diagnostic imaging facility owner in the U.S. Our two decades of experience in operating diagnostic imaging facilities in almost every major population center in California gives us intimate, first-hand knowledge of these geographic markets, as well as close, long-term relationships with key payors, radiology groups and referring physicians within these markets. The additional Radiologix centers reflect, for the most part, a similar clustering philosophy, which we believe will provide an opportunity to utilize our California model outside of California.

ADVANTAGES OF REGIONAL NETWORKS WITH BROAD GEOGRAPHIC COVERAGE

The organization of our diagnostic imaging facilities into regional networks around major population centers offers unique benefits to our patients, our referring physicians, our payors and us.

We are able to increase the convenience of our services to patients by implementing scheduling systems within geographic regions, where practical. For example, many of our diagnostic imaging facilities within a particular region can access the patient appointment calendars of other facilities within the same regional network to efficiently allocate time available and to meet a patient's appointment, date, time or location preferences.

We have found that many third-party payors representing large groups of patients often prefer to enter into managed care contracts with providers that offer a broad array of diagnostic imaging services at convenient locations throughout a geographic area. We believe that our regional network approach and our utilization management system make us an attractive candidate for selection as a preferred provider for these third-party payors.

Through our advanced information technology systems, we can electronically exchange information between radiologists in real time, enabling us to cover larger geographic markets by using the specialized training of other practitioners in our networks. In addition, many of our facilities digitally

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transmit to our headquarters, on a daily basis, comprehensive data concerning the diagnostic imaging services performed, which our corporate management closely monitors to evaluate each facility's efficiency. Similarly, BRMG uses our advanced information technology system to closely monitor radiologists to ensure they consistently perform at expected levels.

The grouping of our facilities within regional networks enables us to easily move technologists and other personnel, as well as equipment, from under-utilized to over-utilized facilities on an as-needed basis. This results in operating efficiencies and better equipment utilization rates and improved response time for our patients.

COMPREHENSIVE DIAGNOSTIC IMAGING SERVICES

At each of our multi-modality facilities, we offer patients and referring physicians one location to serve their needs for multiple procedures. Furthermore, we have complemented many of our multi-modality sites with single-modality sites to accommodate overflow and to provide a full range of services within a local area consistent with demand. This can help patients avoid multiple visits or lengthy journeys between facilities, thereby decreasing costs and time delays.

STRONG RELATIONSHIPS WITH EXPERIENCED AND HIGHLY REGARDED RADIOLOGISTS

Our contracted radiologists generally have outstanding credentials and reputations, strong relationships with referring physicians, a broad mix of sub-specialties and a willingness to embrace our approach for the delivery of diagnostic imaging services. The collective experience and expertise of these radiologists translates into more accurate and efficient service to patients. Moreover, as a result of our close relationship with Dr. Berger and BRMG in California and our long-term arrangements with radiologists outside of California, we believe that we are able to better ensure that medical service is provided at our facilities in a manner consistent with our needs and expectations and those of our referring physicians, patients and payors than if we obtained these services from unaffiliated or short-term practice groups. We believe that physicians are drawn to BRMG and the other radiologist groups with whom we contract by the opportunity to work with the state-of-the-art equipment we make available to them, as well as the opportunity to receive specialized training through our fellowship programs, and engage in clinical research programs, which generally are available only in university settings and major hospitals.

DIVERSIFIED PAYOR MIX

Our revenue is derived from a diverse mix of payors, including private payors, managed care capitated payors and government payors. We believe our payor diversity mitigates our exposure to possible unfavorable reimbursement trends within any one-payor class. In addition, our experience with capitation arrangements over the last several years has provided us with the expertise to manage utilization and pricing effectively, resulting in a predictable stream of profitable revenue. With the exception of Blue Cross/Blue Shield and government payors, no single payor accounted for more than 5% of our net revenue for the two months ended December 31, 2006.

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EXPERIENCED AND COMMITTED MANAGEMENT TEAM

Our senior management group, together have over 100 years of healthcare management experience. Our executive management team has created our differentiated approach based on their comprehensive understanding of the

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diagnostic imaging industry and the dynamics of our regional markets. Our management beneficially owns approximately 22% of our common stock.

BUSINESS STRATEGY

MAXIMIZING PERFORMANCE AT OUR EXISTING FACILITIES

We intend to enhance our operations and increase scan volume and revenue at our existing facilities by:

- o Establishing new referring physician and payor relationships;
- o Increasing patient referrals through targeted marketing efforts to referring physicians;
- o Adding modalities and increasing imaging capacity through equipment upgrades to existing machinery, adding new machinery and relocating machinery to meet the needs of our regional markets;
- o Leveraging our multi-modality offerings to increase the number of high-end procedures performed; and
- o Building upon our capitation arrangements to obtain fee-for-service business.

FOCUSING ON PROFITABLE CONTRACTING

We regularly evaluate our contracts with third-party payors and radiology groups, as well as our equipment and real property leases, to determine how we may improve the terms to increase our revenues and reduce our expenses. Because many of our contracts have one-year terms, we can regularly renegotiate these contracts, if necessary. We believe our position as a leading provider of diagnostic imaging services in the areas of our concentration, our experience and knowledge of the various geographic markets in those areas, and the benefits offered by our regional networks enable us to obtain more favorable contract terms than would be available to smaller or less experienced organizations.

EXPANDING MRI AND CT APPLICATIONS

We intend to continue to use expanding MRI and CT applications as they become commercially available. Most of these applications can be performed by our existing MRI and CT systems with upgrades to software and hardware. We intend to introduce applications that will decrease scan and image-reading time to increase our productivity.

OPTIMIZING OPERATING EFFICIENCIES

We intend to maximize our equipment utilization by adding, upgrading and re-deploying equipment where we experience excess demand. We will continue to trim excess operating and general and administrative costs where it is feasible to do so, including consolidating, divesting or closing under-performing facilities to reduce operating costs and improve operating income. We also may continue to use, where appropriate, highly trained radiology physician assistants to perform, under appropriate supervision of radiologists, basic services traditionally performed by radiologists. We will continue to upgrade our advanced information technology system to create cost reductions for our facilities in areas such as image storage, support personnel and financial management.

EXPANDING OUR NETWORKS

Following on with our Radiologix acquisition we intend to continue to expand our networks of facilities through new developments and acquisitions, using a disciplined approach for evaluating and entering new areas, including consideration of whether we have adequate financial resources to expand. We

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perform extensive due diligence before developing a new facility or acquiring an existing facility, including surveying local referral sources and radiologists, as well as examining the demographics, reimbursement environment, competitive landscape and intrinsic demand of the geographic market. We generally will only enter new markets where:

- o There is sufficient patient demand for outpatient diagnostic imaging services;
- o We believe we can gain significant market share;
- o We can build key referral relationships or we have already established such relationships; and
- o Payors are receptive to our entry into the market.

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OUR SERVICES

We offer the following services: MRI, CT, PET, nuclear medicine, X-ray, ultrasound, mammography and fluoroscopy. Our facilities provide standardized services, regardless of location, to ensure patients, physicians and payors consistency in service and quality. We monitor our level of service, including patient satisfaction, timeliness of services to patients and reports to physicians.

The key features of our services include:

- o Patient-friendly, non-clinical environments;
- o A 24-hour turnaround on routine examinations;
- o Interpretations within one to two hours, if needed;
- o Flexible patient scheduling, including same-day appointments;
- o Extended operating hours, including weekends;
- o Reports delivered via courier, fax or email;
- o Availability of second opinions and consultations;
- o Availability of sub-specialty interpretations at no additional charge;
- o Standardized fee schedules by region; and
- o Fees that are more competitive than hospital fees.

RADIOLOGY PROFESSIONALS

In the states in which we provide services, a lay person or any entity other than a professional corporation or similar professional organization is not allowed to practice medicine, including by employing professional persons or by having any ownership interest or profit participation in or control over any medical professional practice. This doctrine is commonly referred to as the prohibition on the "corporate practice" of medicine. In order to comply with this prohibition, we contract, with radiologists to provide professional medical services in our facilities, including the supervision and interpretation of diagnostic imaging procedures. The radiology practice maintains full control over the physicians it employs. Pursuant to each management contract, we make available the imaging facility and all of the furniture and medical equipment at the facility for use by the radiology practice, and the practice is responsible for staffing the facility with qualified professional medical personnel. In addition, we provide management services and administration of the non-medical functions relating to the professional medical practice at the facility, including among other functions, provision of clerical and administrative personnel, bookkeeping and accounting services, billing and collection, provision of medical and office supplies, secretarial, reception and transcription services, maintenance of medical records, and advertising, marketing and promotional activities. As compensation for the services furnished under contracts with radiologists, we generally receive an agreed percentage of

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the medical practice billings for, or collections from, services provided at the facility, typically varying between 75% to 84% of net revenue or collections.

At 52 of our facilities, BRMG is our contracted radiology group. At December 31, 2006, BRMG employed 58 full-time and seven part-time radiologists. At the balance of our facilities we contract, directly or through BRMG, with other radiology groups to provide the professional medical services. At 18 of our imaging facilities we charge a fee for our services as manager of an entity which owns the center. Our fee is typically 10% to 15% of the collected revenue of each company after deduction of the professional fees. In addition, we generally own a percentage of the equity interests of the entity, which owns the facility from which we are also entitled to a percentage of income after a deduction of all expenses, including amounts paid for medical services and medical supervision commensurate with our ownership percentage.

Under our management agreement with BRMG, in California as well as those with other radiology practices both inside and outside of California we are paid, as compensation for the use of our facilities and equipment and for our services, a percentage of the amounts collected for the professional services it renders. The percentage may be adjusted, if necessary, to ensure that the parties receive the fair value for the services they render. The following are the other principal terms of our management agreement with BRMG:

- o The agreement expires on January 1, 2014. However, the agreement automatically renews for consecutive 10-year periods, unless either party delivers a notice of non-renewal to the other party no later than six months prior to the scheduled expiration date. In addition, either party may terminate the agreement if the other party defaults under its obligations, after notice and an opportunity to cure, and we may terminate the agreement if Dr. Berger no longer owns at least 60% of the equity of BRMG.
- o At its expense, BRMG employs or contracts with an adequate number of physicians necessary to provide all professional medical services at all of our California facilities (except nine facilities acquired from Radiologix).

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- o At our expense, we provide all furniture, furnishings and medical equipment located at the facilities and we manage and administer all non-medical functions at, and provide all nurses and other non-physician personnel required for the operation of, the facilities.
- o If BRMG wants to open a new facility, we have the right of first refusal to provide the space and services for the facility under the same terms and conditions set forth in the management agreement.
- o If we want to open a new facility, BRMG must use its best efforts to provide medical personnel under the same terms and conditions set forth in the management agreement. If BRMG cannot provide such personnel, we have the right to contract with other physicians to provide services at the facility.
- o BRMG must maintain medical malpractice insurance for each of its physicians with coverage limits not less than \$1 million per incident and \$3 million in the aggregate per year. BRMG also has agreed to indemnify us for any losses we suffer that arise out of the acts or omissions of BRMG and its employees, contractors and agents.

AT THE RADIOLOGIX LOCATIONS:

The practice at the Radiologix locations is for a Radiologix subsidiary to

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contract with radiology practices to provide professional services, including supervision and interpretation of diagnostic imaging procedures performed in the Radiologix diagnostic imaging centers. The contracted radiology practices generally have outstanding physician and practice credentials and reputations; strong competitive market positions; a broad sub-specialty mix of physicians; a history of growth and potential for continued growth; and a willingness to embrace our strategy for the delivery of diagnostic imaging services.

Radiologix has two models by which it contracts with radiology practices: a comprehensive services model and a technical services model. Under Radiologix's comprehensive services model, Radiologix enters into a long-term agreement with a radiology practice group (typically 40 years). Under this arrangement, in addition to obtaining technical fees for the use of Radiologix's diagnostic imaging equipment and the provision of technical services, Radiologix provides management services and receives a fee based on the practice group's professional revenue, including revenue derived outside of Radiologix's diagnostic imaging centers. Under Radiologix's technical services model, which relates primarily to six of Radiologix's subsidiary operations, Radiologix enters into a shorter-term agreement with a radiology practice group (typically 10 to 15 years) and pays a fee based on cash collections from reimbursement for imaging procedures. In both the comprehensive services and technical services models, Radiologix owns the diagnostic imaging assets and, therefore, receives 100% of the technical reimbursements associated with imaging procedures. Additionally, in most instances, both the comprehensive services and the technical services models contemplate an incentive technical bonus for the radiology group if the net technical income exceeds specific thresholds.

The agreements with the radiology practices under Radiologix's comprehensive services model contain provisions whereby both parties have agreed to certain restrictions on accepting or pursuing radiology opportunities within a five to fifteen-mile radius of any of Radiologix's owned, operated or managed diagnostic imaging centers at which the radiology practice provides professional radiology services or any hospital at which the radiology practice provides on-site professional radiology services. Each of these agreements also restricts the applicable radiology practice from competing with Radiologix and its other contracted radiology practices within a specified geographic area during the term of the agreement. In addition, the agreements require the radiology practices to enter into and enforce agreements with their physician shareholders at each radiology practice (subject to certain exceptions) that include covenants not to compete with Radiologix for a period of two years after termination of employment or ownership, as applicable.

Under Radiologix's comprehensive services model, Radiologix has the right to terminate each agreement if the radiology practice or a physician of the contracted radiology practice engages in conduct, or is formally accused of conduct, for which the physician employee's license to practice medicine reasonably would be expected to be subject to revocation or suspension or is otherwise disciplined by any licensing, regulatory or professional entity or institution, the result of any of which (in the absence of termination of this physician or other action to monitor or cure this act or conduct) adversely affects or would reasonably be expected to adversely affect the radiology practice.

Under Radiologix's comprehensive services model, upon termination of an agreement with a radiology practice, depending upon the termination event, Radiologix may have the right to require the radiology practice to purchase and assume, or the radiology practice may have the right to require Radiologix to sell, assign and transfer to it, the assets and related liabilities and obligations associated with the professional and technical radiology services provided by the radiology practice immediately prior to the termination. The purchase price for the assets, liabilities and obligations would be the lesser of their fair market value or the return of the consideration received in the

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acquisition. However, the purchase price may not be less than the net book value of the assets being purchased.

The agreements with most of the radiology practices under Radiologix's technical services model contain non-compete provisions that are generally less restrictive than those provisions under Radiologix's comprehensive services model. The geographic scope of and types of services covered by the non-compete provisions vary from practice to practice. Under Radiologix's technical services model, Radiologix generally has the right to terminate the agreement if a contracted radiology practice loses the licenses required to perform the service obligations under the agreement, violates non-compete provisions relating to the modalities offered or if income thresholds are not met.

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PAYORS

The fees charged for diagnostic imaging services performed at our facilities are paid by a diverse mix of payors, as illustrated for the following periods presented in the table below:

| | % OF NET REVENUE | |
|--------------------------------------|--------------------------------|---------------------------------------|
| | YEAR ENDED OCTOBER 31, 2006 | TWO MONTHS ENDED DECEMBER 31, 2006 |
| Insurance (1) | 41% | 52% |
| Managed Care Capitated Payors | 27% | 14% |
| Medicare/Medicaid | 18% | 25% |
| Other | 10% | 7% |
| Workers Compensation/Personal Injury | 4% | 2% |

(1) Includes Blue Cross/Blue Shield, which represented 14% of our net revenue for the year ended October 31, 2006, and 18% of our net revenue for the two months ended December 31, 2006.

(2) Includes co-payments, direct patient payments and payments through contracts with physician groups and other non-insurance company payors.

We have described below the types of reimbursement arrangements we have with third-party payors.

INSURANCE

Generally, insurance companies reimburse us, directly or indirectly, including through BRMG in California or through the contracted radiology groups elsewhere, on the basis of agreed upon rates. These rates are on average approximately the same as the rates set forth in the Medicare Fee Schedule for the particular service. The patients are generally not responsible for any amount above the insurance allowable amount.

MANAGED CARE CAPITATION AGREEMENTS

Under these agreements, which are generally between BRMG in California and outside of California between the contracted radiology group and the payor, typically an independent physicians group or other medical group, the payor pays a pre-determined amount per-member per-month in exchange for the radiology group

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providing all necessary covered services to the managed care members included in the agreement. These contracts pass much of the financial risk of providing outpatient diagnostic imaging services, including the risk of over-use, from the payor to the radiology group and, as a result of our management agreement with the radiology group, to us.

We believe that through our comprehensive utilization management, or UM, program we have become highly skilled at assessing and moderating the risks associated with the capitation agreements, so that these agreements are profitable for us. Our UM program is managed by our UM department, which consists of administrative and nursing staff as well as BRMG medical staff who are actively involved with the referring physicians and payor management in both prospective and retrospective review programs. Our UM program includes the following features, all of which are designed to manage our costs while ensuring that patients receive appropriate care:

|X| PHYSICIAN EDUCATION

At the inception of a new capitation agreement, we provide the new referring physicians with binders of educational material comprised of proprietary information that we have prepared and third-party information we have compiled, which are designed to address diagnostic strategies for common diseases. We distribute additional material according to the referral practices of the group as determined in the retrospective analysis described below.

|X| PROSPECTIVE REVIEW

Referring physicians are required to submit authorization requests for non-emergency high-intensity services: MRI, CT, special procedures and nuclear medicine studies. The UM medical staff, according to accepted practice guidelines, considers the necessity and appropriateness of each request. Notification is then sent to the imaging facility, referring physician and medical group. Appeals for cases not approved are directed to us. The capitated payor has the final authority to uphold or deny our recommendation.

|X| RETROSPECTIVE REVIEW

We collect and sort encounter activity by payor, place of service, referring physician, exam type and date of service. The data is then presented in quantitative and analytical form to facilitate understanding of utilization activity and to provide a comparison between fee-for-service and Medicare equivalents. Our Medical Director prepares a quarterly report for each payor and referring physician, which we send to them. When we find that a referring physician is over utilizing services, we work with the physician to modify referral patterns.

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MEDICARE/MEDICAID

Medicare is the national health insurance program for people age 65 or older and people under age 65 with certain disabilities. Medicaid is the state health insurance program for qualifying low income persons. Medicare and Medicaid reimburse us, directly or indirectly, including through the contracted radiology group, in accordance with the Medicare Fee Schedule, which is a schedule of rates applicable to particular services and annually adjusted upwards or downwards, typically, within a 4-8% range. Medicare patients are not responsible for any amount above the Medicare allowable amount. Medicaid

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patients are not responsible for any unreimbursed portion.

CONTRACTS WITH PHYSICIAN GROUPS AND OTHER NON-INSURANCE COMPANY PAYORS

These payors reimburse us, directly or indirectly, on the basis of agreed upon rates. These rates are typically at or below the rates set forth in the current Medicare Fee Schedule for the particular service. However, we often agree to a specified rate for MRI and CT procedures that is not tied to the Medicare Fee Schedule. The patients are generally not responsible for the unreimbursed portion.

FACILITIES

Through our wholly owned subsidiaries, we operate 80 fixed-site, freestanding outpatient diagnostic imaging facilities in California, 31 in the Baltimore-Washington, D.C. area and 13 in the Rochester and Hudson Valley areas of New York as well as one to three individual facilities each in Florida, Kansas, Minnesota and Colorado. We lease the premises at which these facilities are located, with the exception of two facilities located in buildings we own. We lease the land on which both of those buildings are located.

Our facilities are primarily located in regional networks that we refer to as regions. 95 of our facilities (including the Radiologix sites) are multi-modality sites, offering various combinations of MRI, CT, PET, nuclear medicine, ultrasound, X-ray and fluoroscopy services. 37 of our facilities (including the Radiologix sites) are single-modality sites, offering either X-ray or MRI services. Consistent with our regional network strategy, we locate our single-modality facilities near multi-modality facilities, to help accommodate overflow in targeted demographic areas.

The following table sets forth the number of our facilities for each year during the five-year period ended December 31, 2006:

| | YEAR ENDED DE | | |
|--|---------------|------|------|
| | 2002 | 2003 | 2004 |
| Total facilities owned or managed (at beginning of year) | 48 | 59 | 56 |
| Facilities added by: | | | |
| Acquisition* | 1 | -- | -- |
| Internal development | 10 | 3 | 3 |
| Facilities closed or sold | -- | (6) | (3) |
| Total facilities owned (at end of year) | 59 | 56 | 56 |

* Includes 69 Radiologix facilities acquired on November 15, 2006.

DIAGNOSTIC IMAGING EQUIPMENT

The following table indicates, as of December 31, 2006, the quantity of principal diagnostic equipment available at our facilities, by region including the Radiologix facilities acquired on November 15, 2006:

| | OPEN MRI | CT | PET/CT | MAMMO- GRAPHY | ULTRA- SOUND |
|--|-------------|-------|--------|------------------|-----------------|
| | ----- | ----- | ----- | ----- | ----- |

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CALIFORNIA

| | | | | | | |
|---------------------|----|---|----|----|----|----|
| Beverly Hills | 4 | 1 | 2 | 1 | 3 | 4 |
| Ventura | 2 | 2 | 1 | 2 | 5 | 9 |
| San Fernando Valley | 3 | 3 | 3 | 1 | 2 | 6 |
| Antelope Valley | 1 | 1 | 1 | -- | 1 | 1 |
| Central California | 3 | 3 | 5 | -- | 5 | 10 |
| Northern California | 13 | 2 | 12 | 3 | 10 | 12 |
| Orange | 2 | 1 | 1 | 1 | 3 | 7 |
| Long Beach | 1 | 1 | 1 | -- | 3 | 4 |
| Northern San Diego | -- | 1 | 1 | -- | -- | -- |
| Palm Springs | 1 | 1 | 2 | -- | 2 | 7 |
| Inland Empire | 5 | 2 | 4 | 1 | 8 | 12 |

MARYLAND

| | | | | | | |
|----------------------------|----|---|----|---|----|----|
| Baltimore/Washington, D.C. | 18 | 5 | 21 | 5 | 22 | 22 |
|----------------------------|----|---|----|---|----|----|

NEW YORK

| | | | | | | |
|-----------|---|---|---|---|---|---|
| Rochester | 5 | 1 | 4 | 1 | 1 | 3 |
| Rockland | 4 | 1 | 3 | 2 | 3 | 3 |

FLORIDA

| | | | | | | |
|----------------|---|---|---|---|---|---|
| Treasure Coast | 2 | 1 | 3 | 1 | 3 | 3 |
|----------------|---|---|---|---|---|---|

MINNESOTA

| | | | | | | |
|--------|----|---|----|----|----|----|
| Duluth | -- | 1 | -- | -- | -- | -- |
|--------|----|---|----|----|----|----|

COLORADO

| | | | | | | |
|--------|---|---|----|----|----|----|
| Denver | 1 | 2 | -- | -- | -- | -- |
|--------|---|---|----|----|----|----|

| | | | | | | |
|-------|----|----|----|----|----|-----|
| TOTAL | 65 | 29 | 64 | 18 | 71 | 103 |
|-------|----|----|----|----|----|-----|

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The average age of our MRI and CT units is less than six years, and the average age of our PET units is less than four years. The useful life of our MRI, CT and PET units is typically ten years.

INFORMATION TECHNOLOGY

Our corporate headquarters and substantially all of our non-Radiologix facilities are interconnected through a state-of-the-art information technology system. This system, which is compliant with the Health Insurance Portability and Accountability Act of 1996, is comprised of a number of integrated applications, provides a single operating platform for billing and collections, electronic medical records, practice management and image management.

This technology has created cost reductions for our facilities in areas such as image storage, support personnel and financial management and has further allowed us to optimize the productivity of all aspects of our business by enabling us to:

- o Capture all necessary patient demographic, history and billing information at point-of-service;
- o Automatically generate bills and electronically file claims with third-party payors;
- o Record and store diagnostic report images in digital format;
- o Digitally transmit on a real time basis diagnostic images from one location to another, thus enabling networked radiologists to cover larger geographic markets by using the specialized training of other

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- networked radiologists;
- o Perform claims, rejection and collection analysis; and
- o Perform sophisticated financial analysis, such as analyzing cost and profitability, volume, charges, current activity and patient case mix, with respect to each of our managed care contracts.

Currently diagnostic reports and images are accessible via the Internet to our California referring providers. We have worked with some of the larger medical groups in California with whom we have contracts to provide access to this content via their web portals.

PERSONNEL

At December 31, 2006, we employed the following personnel:

| | PERSONNEL | | | |
|-----------------------------------|-----------|-----------|----------|-------|
| | FULL TIME | PART-TIME | PER-DIEM | TOTAL |
| Radnet Management and Affiliates: | | | | |
| Employees | 969 | 54 | 225 | 1,248 |
| Radiologists | 58 | 7 | - | 65 |
| Technologists | 301 | 151 | - | 452 |
| Radiologix and Affiliates: | | | | |
| Employees | 1,112 | 158 | 164 | 1,434 |
| Technologists | 374 | 214 | 150 | 738 |
| | 2,814 | 584 | 539 | 3,937 |

We employ a site manager who is responsible for overseeing day-to-day and routine operations at each of our facilities, including staffing, modality and schedule coordination, referring physician and patient relations and purchasing of materials. In turn, our 10 regional managers and directors are responsible for oversight of the operations of all facilities within their region, including sales, marketing and contracting. The regional managers and directors, along with our directors of contracting, marketing, facilities, management/purchasing and human resources report to our chief operating officer. Our chief financial officer, director of information services and our medical director report to our chief executive officer.

None of our employees is subject to a collective bargaining agreement nor have we experienced any work stoppages. We believe our relationship with our employees is good.

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EXECUTIVE OFFICERS

See Part III, Item 10 of this report for information about our executive officers.

MARKETING

Our California marketing team, which we are in the process of expanding into our Radiologix facilities, consists of one director of marketing, five territory sales managers and 18 customer service representatives. Our marketing team employs a multi-pronged approach to marketing:

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PHYSICIAN MARKETING

Each customer service representative is responsible for marketing activity on behalf of one or more facilities. The representatives act as a liaison between the facility and referring physicians, holding meetings periodically and on an as-needed basis with them and their staff to present educational programs on new applications and uses of our systems and to address particular patient service issues that have arisen. In our experience, consistent hands-on contact with a referring physician and his or her staff generates goodwill and increases referrals. The representatives also continually seek to establish referral relationships with new physicians and physician groups. In addition to a base salary and a car allowance, each representative receives a quarterly bonus if the facility or facilities on behalf of which he or she markets meets specified net revenue goals for the quarter.

PAYOR MARKETING

Our marketing team regularly meets with managed care organizations and insurance companies to solicit contracts and meet with existing contracting payors to solidify those relationships. The comprehensiveness of our services, the geographic location of our facilities and the reputation of the physicians with whom we contract all serve as tools for obtaining new or repeat business from payors.

SPORTS MARKETING PROGRAM

We have a sports marketing program designed to increase our public profile. We provide X-ray equipment and a technician for all of the games of the Lakers, Clippers, Kings, Avengers and Sparks held at the Staples Center in Los Angeles, Ducks games held at the Arrowhead Pond in Anaheim, and University of Southern California football games held in Los Angeles. In exchange for this service, we receive an advertisement in each team program throughout the season. In addition, we have a close relationship with the physicians for some of these teams.

SUPPLIERS

Historically, we have acquired almost all of our diagnostic imaging equipment from GE Medical Systems, Inc., and we purchase medical supplies from various national vendors. We believe that we have excellent working relationships with all of our major vendors. However, there are several comparable vendors for our supplies that would be available to us if one of our current vendors becomes unavailable.

We primarily acquire our equipment through various financing arrangements directly with an affiliate of General Electric Corporation, or GE, involving the use of capital leases with purchase options at minimal prices at the end of the lease term. At December 31, 2006, capital lease obligations, excluding interest, totaled approximately \$15.9 million through 2011, including current installments totaling approximately \$4.6 million (see Note 7). If we open or acquire additional imaging facilities, we may have to incur material capital lease obligations.

Timely, effective maintenance is essential for achieving high utilization rates of our imaging equipment. We have an arrangement with GE Medical Systems under which it has agreed to be responsible for the maintenance and repair of a majority of our equipment for a fee that is based upon a percentage of our revenue, subject to a minimum payment. Net revenue is reduced by the provision for bad debt, mobile PET revenue and other professional reading service revenue to obtain adjusted net revenue. The fiscal 2005 annual service fee was the higher of 3.50% of our adjusted net revenue, or \$4,970,000. The fiscal year ended October 31, 2006 annual service rate was the higher of 3.62% of our

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adjusted net revenue, or \$5,393,800. The same arrangement was in effect for the two months ended December 31, 2006. Effective January 1, 2007, we renegotiated our existing agreement adding the Radiologix sites to the service plan. For the first six months of 2007, the annual service fee will be the higher of 2.51% of our net revenue, or \$6,201,000. For the second six months of 2007, the annual service fee will be the higher of 2.91% or net revenue, or \$7,250,000. For the year ended December 31, 2008, the annual service fee will be the higher of 2.91% of net revenue, or \$14,792,000. For the year ended December 31, 2009, the annual service fee will be the higher of 2.93% of net revenue, or \$15,187,000. For the year ended December 31, 2010, the annual service fee will be the higher of 2.99% of net revenue, or \$15,828,000. For the year ended December 31, 2011, the annual service fee will be the higher of 3.00% of net revenue, or \$16,181,000. Quarterly adjustments to annualized service fees will be made for net additions and deletions of systems per a fixed fee schedule per system. We believe this framework of basing service costs on usage is an effective and unique method for controlling our overall costs on a facility-by-facility basis. We have met or exceeded the minimum required revenue for each of the last three fiscal years.

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COMPETITION

The market for diagnostic imaging services is highly competitive. We compete principally on the basis of our reputation, our ability to provide multiple modalities at many of our facilities, the location of our facilities and the quality of our diagnostic imaging services. We compete locally with groups of radiologists, established hospitals, clinics and other independent organizations that own and operate imaging equipment. Our major national competitors include Alliance Imaging, Inc., Medical Resources, Inc., Healthsouth Corporation and InSight Health Services. Some of our competitors may now or in the future have access to greater financial resources than we do and may have access to newer, more advanced equipment. In addition, some physician practices have established their own diagnostic imaging facilities within their group practices to compete with us. We experience additional competition as a result of those activities.

Each of the contracted radiology practices under Radiologix's comprehensive services model has entered into agreements with its physician shareholders and full-time employed radiologists that generally prohibit those shareholders and radiologists from competing for a period of two years within defined geographic regions after they cease to be owners or employees, as applicable. In most states, a covenant not to compete will be enforced only:

- o to the extent it is necessary to protect a legitimate business interest of the party seeking enforcement;
- o if it does not unreasonably restrain the party against whom enforcement is sought; and
- o if it is not contrary to public interest.

Enforceability of a non-compete covenant is determined by a court based on all of the facts and circumstances of the specific case at the time enforcement is sought. For this reason, it is not possible to predict whether or to what extent, a court will enforce the contracted radiology practices' covenants. The inability of the contracted radiology practices or us to enforce radiologist's non-compete covenants could result in increased competition from individuals who are knowledgeable about our business strategies and operations.

INSURANCE

We maintain insurance policies with coverage we believe is appropriate in light of the risks attendant to our business and consistent with industry

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practice. However, adequate liability insurance may not be available to us in the future at acceptable costs or at all. We maintain general liability insurance and professional liability insurance in commercially reasonable amounts. Additionally, we maintain workers' compensation insurance on all of our employees. Coverage is placed on a statutory basis and responds to individual state's requirements.

Pursuant to our agreements with physician groups with whom we contract, including BRMG, each group must maintain medical malpractice insurance for the group, having coverage limits of not less than \$1.0 million per incident and \$3.0 million in the aggregate per year.

California's medical malpractice cap further reduces our exposure. California places a \$250,000 limit on non-economic damages for medical malpractice cases. Non-economic damages are defined as compensation for pain, suffering, inconvenience, physical impairment, disfigurement and other non-pecuniary injury. The cap applies whether the case is for injury or death, and it allows only one \$250,000 recovery in a wrongful death case. No cap applies to economic damages. Other states in which we now operate do not have similar limitations and in those states we believe our insurance coverage to be sufficient.

We maintain a \$5.0 million key-man life insurance policy on the life of Dr. Berger. We are the beneficiary under the policy.

REGULATION

GENERAL

The healthcare industry is highly regulated, and we can give no assurance that the regulatory environment in which we operate will not change significantly in the future. Our ability to operate profitably will depend in part upon us, and the contracted radiology practices and their affiliated physicians obtaining and maintaining all necessary licenses and other approvals, and operating in compliance with applicable healthcare regulations. We believe that healthcare regulations will continue to change. Therefore, we monitor developments in healthcare law and modify our operations from time to time as the business and regulatory environment changes. Although we intend to continue to operate in compliance, we cannot ensure that we will be able to adequately modify our operations so as to address changes in the regulatory environment.

LICENSING AND CERTIFICATION LAWS

Ownership, construction, operation, expansion and acquisition of diagnostic imaging facilities are subject to various federal and state laws, regulations and approvals concerning licensing of facilities and personnel. In addition, free-standing diagnostic imaging facilities that provide services not performed as part of a physician office must meet Medicare requirements to be certified as an independent diagnostic testing facility to bill the Medicare program. We may not be able to receive the required regulatory approvals for any future acquisitions, expansions or replacements, and the failure to obtain these approvals could limit the market for our services.

CORPORATE PRACTICE OF MEDICINE

In the states in which we operate, a lay person or any entity other than a professional corporation or other similar professional organization is not allowed to practice medicine, including by employing professional persons or by having any ownership interest or profit participation in or control over any

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medical professional practice. The laws of such states also prohibit a lay person or a non-professional entity from exercising control over the medical judgments or decisions of physicians and from engaging in certain financial arrangements, such as splitting professional fees with physicians. We structure our relationships with the radiology practices, including the purchase of diagnostic imaging facilities, in a manner that we believe keeps us from engaging in the practice of medicine or exercising control over the medical judgments or decisions of the radiology practices or their physicians or violating the prohibitions against fee-splitting. However, because challenges to these types of arrangements are not required to be reported, we cannot substantiate our belief. There can be no assurance that our present arrangements with BRMG or the physicians providing medical services and medical supervision at our imaging facilities will not be challenged, and, if challenged, that they will not be found to violate the corporate practice prohibition, thus subjecting us to a potential combination of damages, injunction and civil and criminal penalties or require us to restructure our arrangements in a way that would affect the control or quality of our services or change the amounts we receive under our management agreements, or both.

MEDICARE AND MEDICAID FRAUD AND ABUSE

Our revenue is derived through our ownership, operation and management of diagnostic imaging centers and from service fees paid to us by contracted radiology practices. During the two months ended December 31, 2006, approximately 25% of our revenue generated at our diagnostic imaging centers was derived from government sponsored healthcare programs (principally Medicare and Medicaid).

Federal law prohibits the knowing and willful offer, payment, solicitation or receipt of any form of remuneration in return for, or to induce, (i) the referral of a person, (ii) the furnishing or arranging for the furnishing of items or services reimbursable under the Medicare, Medicaid or other governmental programs or (iii) the purchase, lease or order or arranging or recommending purchasing, leasing or ordering of any item or service reimbursable under the Medicare, Medicaid or other governmental programs. Enforcement of this anti-kickback law is a high priority for the federal government, which has substantially increased enforcement resources and is scheduled to continue increasing such resources. The applicability of the anti-kickback law to many business transactions in the healthcare industry has not yet been subject to judicial or regulatory interpretation. Noncompliance with the federal anti-kickback legislation can result in exclusion from the Medicare, Medicaid or other governmental programs and civil and criminal penalties.

We receive fees under our service agreements for management and administrative services, which include contract negotiation and marketing services. We do not believe we are in a position to make or influence referrals of patients or services reimbursed under Medicare or other governmental programs to radiology practices or their affiliated physicians or to receive referrals. However, we may be considered to be in a position to arrange for items or services reimbursable under a federal healthcare program. Because the provisions of the federal anti-kickback statute are broadly worded and have been broadly interpreted by federal courts, it is possible that the government could take the position that our arrangements with the contracted radiology practices implicate the federal anti-kickback statute. Violation of the law can result in monetary fines, civil and criminal penalties, and exclusion from participation in federal or state healthcare programs, any of which could have an adverse effect on our business and results of operations. While our service agreements with the contracted radiology practices will not meet a safe harbor to the federal anti-kickback statute, failure to meet a safe harbor does not mean that agreements violate the anti-kickback statute. We have sought to structure our agreements to be consistent with fair market value in arms' length transactions for the nature and amount of management and administrative services rendered.

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For these reasons, we do not believe that service fees payable to us should be viewed as remuneration for referring or influencing referrals of patients or services covered by such programs as prohibited by statute.

Significant prohibitions against physician referrals have been enacted by Congress. These prohibitions are commonly known as the Stark Law. The Stark Law prohibits a physician from referring Medicare patients to an entity providing designated health services, as defined under the Stark Law, including, without limitation, radiology services, in which the physician has an ownership or investment interest or with which the physician has entered into a compensation arrangement. The penalties for violating the Stark Law include a prohibition on payment by these governmental programs and civil penalties of as much as \$15,000 for each violation referral and \$100,000 for participation in a circumvention scheme. We believe that, although we receive fees under our service agreements for management and administrative services, we are not in a position to make or influence referrals of patients.

On January 4, 2001, the Centers for Medicare and Medicaid Services published final regulations to implement the Stark Law. Under the final regulations, radiology and certain other imaging services and radiation therapy services and supplies are services included in the designated health services subject to the self-referral prohibition. Under the final regulations, such services include the professional and technical components of any diagnostic test or procedure using X-rays, ultrasound or other imaging services, CT, MRI, radiation therapy and diagnostic mammography services (but not screening mammography services). The final regulations, however, exclude from designated health services: (i) X-ray, fluoroscopy or ultrasound procedures that require the insertion of a needle, catheter, tube or probe through the skin or into a body orifice; (ii) radiology procedures that are integral to the performance of, and performed during, non-radiological medical procedures; (iii) nuclear medicine procedures; and (iv) invasive or interventional radiology, because the radiology services in these procedures are merely incidental or secondary to another procedure that the physician has ordered. Beginning January 1, 2007, PET and nuclear medicine procedures are included as designated health services under the Stark Law.

The Stark Law provides that a request by a radiologist for diagnostic radiology services or a request by a radiation oncologist for radiation therapy, if such services are furnished by or under the supervision of such radiologist or radiation oncologist pursuant to a consultation requested by another physician, does not constitute a referral by a referring physician. If such requirements are met, the Stark Law self-referral prohibition would not apply to such services. The effect of the Stark Law on the radiology practices, therefore, will depend on the precise scope of services furnished by each such practice's radiologists and whether such services derive from consultations or are self-generated. We believe that, other than self-referred patients, all of the services covered by the Stark Law provided by the contracted radiology practices derive from requests for consultation by non-affiliated physicians. Therefore, we believe that the Stark Law is not implicated by the financial relationships between our operations and the contracted radiology practices.

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In addition, we believe that we have structured our acquisitions of the assets of existing practices, and we intend to structure any future acquisitions, so as not to violate the anti-kickback and Stark Law and regulations. Specifically, we believe the consideration paid by us to physicians to acquire the tangible and intangible assets associated with their practices is consistent with fair market value in arms' length transactions and is not intended to induce the referral of patients. Should any such practice be deemed to constitute an arrangement designed to induce the referral of Medicare or

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Medicaid patients, then our acquisitions could be viewed as possibly violating anti-kickback and anti-referral laws and regulations. A determination of liability under any such laws could have an adverse effect on our business, financial condition and results of operations.

The federal government embarked on an initiative to audit all Medicare carriers, which are the companies that adjudicate and pay Medicare claims. These audits are expected to intensify governmental scrutiny of individual providers. An unsatisfactory audit of any of our diagnostic imaging facilities or contracted radiology practices could result in any or all of the following: significant repayment obligations, exclusion from the Medicare, Medicaid or other governmental programs, and civil and criminal penalties.

Federal regulatory and law enforcement authorities have recently increased enforcement activities with respect to Medicare, Medicaid fraud and abuse regulations and other reimbursement laws and rules, including laws and regulations that govern our activities and the activities of the radiology practices. Our or the radiology practices' activities may be investigated, claims may be made against us or the radiology practices and these increased enforcement activities may directly or indirectly have an adverse effect on our business, financial condition and results of operations.

STATE ANTI-KICKBACK AND PHYSICIAN SELF-REFERRAL LAWS

All of the states in which we now do business have adopted a form of anti-kickback law and a form of Stark Law. The scope of these laws and the interpretations of them are enforced by state courts and by regulatory authorities with broad discretion. Generally, state law covers all referrals by all healthcare providers for all healthcare services. A determination of liability under such laws could result in fines and penalties and restrictions on our ability to operate.

FEDERAL FALSE CLAIMS ACT

The Federal False Claims Act provides, in part, that the federal government may bring a lawsuit against any person who it believes has knowingly presented, or caused to be presented, a false or fraudulent request for payment from the federal government, or who has made a false statement or used a false record to get a claim approved. The Federal False Claims Act further provides that a lawsuit there under may be initiated in the name of the United States by an individual who is an original source of the allegations. The government has taken the position that claims presented in violation of the federal anti-kickback law or Stark Law may be considered a violation of the Federal False Claims Act. Penalties include civil penalties of not less than \$5,500 and not more than \$11,000 for each false claim, plus three times the amount of damages that the federal government sustained because of the act of that person. We believe that we are in compliance with the rules and regulations that apply to the Federal False Claims Act. However, we could be found to have violated certain rules and regulations resulting in sanctions under the Federal False Claims Act, and if we are so found in violation, any sanctions imposed could result in fines and penalties and restrictions on and exclusion from participation in federal and California healthcare programs that are integral to our business.

HEALTHCARE REFORM INITIATIVES

Healthcare laws and regulations may change significantly in the future. We continuously monitor these developments and modify our operations from time to time as the regulatory environment changes. We cannot assure you, however, that we will be able to adapt our operations to address new regulations or that new regulations will not adversely affect our business. In addition, although we believe that we are operating in compliance with applicable federal and state

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laws, neither our current or anticipated business operations nor the operations of the contracted radiology practices has been the subject of judicial or regulatory interpretation. We cannot assure you that a review of our business by courts or regulatory authorities will not result in a determination that could adversely affect our operations or that the healthcare regulatory environment will not change in a way that restricts our operations.

HEALTH INSURANCE PORTABILITY AND ACCOUNTABILITY ACT OF 1996

In an effort to combat healthcare fraud, Congress enacted the Health Insurance Portability and Accountability Act of 1996, or HIPAA. HIPAA, among other things, amends existing crimes and criminal penalties for Medicare fraud and enacts new federal healthcare fraud crimes, including actions affecting non-government payors. Under HIPAA, a healthcare benefit program includes any private plan or contract affecting interstate commerce under which any medical benefit, item or service is provided. A person or entity that knowingly and willfully obtains the money or property of any healthcare benefit program by means of false or fraudulent representations in connection with the delivery of healthcare services is subject to a fine or imprisonment, or potentially both. In addition, HIPAA authorizes the imposition of civil money penalties against entities that employ or enter into contracts with excluded Medicare or Medicaid program participants if such entities provide services to federal health program beneficiaries. A finding of liability under HIPAA could have a material adverse effect on our business, financial condition and results of operations.

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Further, HIPAA requires healthcare providers and their business associates to maintain the privacy and security of individually identifiable health information. HIPAA imposes federal standards for electronic transactions with health plans, the security of electronic health information and for protecting the privacy of individually identifiable health information. Organizations such as ours were obligated to be compliant with the initial HIPAA regulations by April 14, 2003, and with the electronic data interchange mandates by October 16, 2003. The final security regulations were issued in February 2003 with a compliance date of April 2005. We believe that we are in compliance with the current requirements, but we anticipate that we may encounter certain costs associated with future compliance. A finding of liability under HIPAA's privacy or security provisions may also result in criminal and civil penalties, and could have a material adverse effect on our business, financial condition, and results of operations.

Although our electronic systems are HIPAA compatible, consistent with the HIPAA regulations, we cannot guarantee the enforcement agencies or courts will not make interpretations of the HIPAA standards that are inconsistent with ours, or the interpretations of the contracted radiology practices or their affiliated physicians. A finding of liability under the HIPAA standards may result in criminal and civil penalties. Noncompliance also may result in exclusion from participation in government programs, including Medicare and Medicaid. These actions could have a material adverse effect on our business, financial condition, and results of operations.

COMPLIANCE PROGRAM

We maintain a program to monitor compliance with federal and state laws and regulations applicable to healthcare entities. We have a compliance officer who is charged with implementing and supervising our compliance program, which includes the adoption of (i) Standards of Conduct for our employees and affiliates and (ii) a process that specifies how employees, affiliates and others may report regulatory or ethical concerns to our compliance officer. We believe that our compliance program meets the relevant standards provided by the

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Office of Inspector General of the Department of Health and Human Services.

An important part of our compliance program consists of conducting periodic audits of various aspects of our operations and that of the contracted radiology practices. We also conduct mandatory educational programs designed to familiarize our employees with the regulatory requirements and specific elements of our compliance program.

U.S. FOOD AND DRUG ADMINISTRATION OR FDA

The FDA has issued the requisite pre-market approval for all of the MRI and CT systems we use. We do not believe that any further FDA approval is required in connection with the majority of equipment currently in operation or proposed to be operated. Except under regulations issued by the FDA pursuant to the Mammography Quality Standards Act of 1992, where all mammography facilities are required to be accredited by an approved non-profit organization or state agency. Pursuant to the accreditation process, each facility providing mammography services must comply with certain standards including annual inspection.

Compliance with these standards is required to obtain payment for Medicare services and to avoid various sanctions, including monetary penalties, or suspension of certification. Although the Mammography Accreditation Program of the American College of Radiology currently accredits all of our facilities, which provide mammography services, and we anticipate continuing to meet the requirements for accreditation, the withdrawal of such accreditation could result in the revocation of certification. Congress has extended Medicare benefits to include coverage of screening mammography subject to the prescribed quality standards described above. The regulations apply to diagnostic mammography and image quality examination as well as screening mammography.

RADIOLOGIST LICENSING

The radiologists providing professional medical services at our facilities are subject to licensing and related regulations by the states in which they provide services. As a result, we require BRMG and the other radiology groups with which we contract to require those radiologists to have and maintain appropriate licensure. We do not believe that such laws and regulations will either prohibit or require licensure approval of our business operations, although no assurances can be made that such laws and regulations will not be interpreted to extend such prohibitions or requirements to our operations.

INSURANCE LAWS AND REGULATION

States in which we operate have adopted certain laws and regulations affecting risk assumption in the healthcare industry, including those that subject any physician or physician network engaged in risk-based managed care to applicable insurance laws and regulations. These laws and regulations may require physicians and physician networks to meet minimum capital requirements and other safety and soundness requirements. Implementing additional regulations or compliance requirements could result in substantial costs to the contracted radiology practices, limiting their ability to enter into capitated or other risk-sharing managed care arrangements and indirectly affecting our revenue from the contracted practices.

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ENVIRONMENTAL MATTERS

The facilities we operate or manage generate hazardous and medical waste subject to federal and state requirements regarding handling and disposal. We

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believe that the facilities that we operate and manage are currently in compliance in all material respects with applicable federal, state and local statutes and ordinances regulating the handling and disposal of such materials. We do not believe that we will be required to expend any material additional amounts in order to remain in compliance with these laws and regulations or that compliance will materially affect our capital expenditures, earnings or competitive position.

DEFICIT REDUCTION ACT OF 2005

On February 8, 2006, the President signed into law the Deficit Reduction Act of 2005, referred to as the DRA. The DRA provides that reimbursement for the technical component for imaging services (excluding diagnostic and screening mammography) in non-hospital based freestanding facilities will be capped at the lesser of reimbursement under the Medicare Part B physician fee schedule or the Hospital Outpatient Prospective Payment System (HOPPS) schedule.

Prior to January 1, 2007, the technical component of our imaging services was reimbursed under the Part B physician fee schedule, which, in most cases, allows for higher reimbursement than under the HOPPS. Under the DRA, we will be reimbursed at the lower of the two schedules, beginning January 1, 2007.

The DRA also codifies the reduction in reimbursement for multiple images on contiguous body parts previously announced by the Centers for Medicare and Medicaid Services (CMS). In November 2005, CMS announced that it will pay 100% of the technical component of the higher priced imaging procedure and 50% of the technical component of each additional imaging procedure for imaging procedures involving contiguous body parts within a family of codes when performed in the same session. Under current methodology, Medicare pays 100% of the technical component of each procedure. CMS had indicated that it would phase in this rate reduction over two years, so that the reduction will be 25% for each additional imaging procedure in 2006 and another 25% in 2007. CMS has issued a rule that eliminates the 25% reduction in 2007.

We believe the implementation of the reimbursement reductions contained in the DRA will have a significant effect on our business, financial condition and results of operations.

ITEM 1A. RISK FACTORS

RISKS RELATING TO OUR BUSINESS

OUR FAILURE TO INTEGRATE RADIOLOGIX SUCCESSFULLY AND ON A TIMELY BASIS INTO OUR OPERATIONS COULD REDUCE OUR PROFITABILITY.

We expect that the acquisition of Radiologix will result in some synergies, business opportunities and growth prospects. We, however, may never realize these expected synergies, business opportunities and growth prospects. We may experience increased competition that limits our ability to expand our business. We may not be able to capitalize on expected business opportunities, assumptions underlying estimates of expected cost savings may be inaccurate, or general industry and business conditions may deteriorate. In addition, integrating operations will require significant efforts and expenses on our part. Personnel may leave or be terminated because of the merger. Our management may have its attention diverted while trying to integrate Radiologix. If these factors limit our ability to integrate the operations of Radiologix successfully or on a timely basis, our expectations of future results of operations, including certain cost savings and synergies expected to result from the merger, may not be met. In addition, our growth and operating strategies for Radiologix's business may be different from the strategies that Radiologix pursued prior to our acquisition. If our strategies are not the proper strategies for Radiologix, it could have a material adverse effect on the

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business, financial condition and results of operations of the combined company.

WE HAVE EXPERIENCED OPERATING LOSSES AND WE HAVE A SUBSTANTIAL ACCUMULATED DEFICIT. IF WE ARE UNABLE TO IMPROVE OUR FINANCIAL PERFORMANCE, WE MAY BE UNABLE TO PAY OUR OBLIGATIONS.

We have incurred net losses of \$155,000 and \$11.0 million during the two months ended December 31, 2005 and 2006, respectively, and at December 31, 2006 we had an accumulated stockholders' deficit of \$47.0 million. Also, in recent periods, we have suffered liquidity shortfalls which have led us to, among other things, undertake and complete a "pre-packaged" Chapter 11 plan of reorganization and in 2003 modify the terms of various of our financial obligations. While we believe that by taking these and other actions in the future we will be able to address these issues and solidify our financial condition, we cannot give assurances that we will be able to generate sufficient cash flow from operations to satisfy our debt obligations.

WE MAY NOT BE ABLE TO GENERATE SUFFICIENT CASH FLOW TO MEET OUR DEBT SERVICE OBLIGATIONS.

Our ability to generate sufficient cash flow from operations to make payments on our debt and other contractual obligations will depend on our future financial performance. A range of economic, competitive, regulatory, legislative and business factors, many of which are outside of our control, will affect our financial performance. Our inability to generate sufficient cash flow to satisfy our debt and other contractual obligations would adversely impact our business, financial condition and results of operations.

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OUR ABILITY TO GENERATE REVENUE DEPENDS IN LARGE PART ON REFERRALS FROM PHYSICIANS.

A significant reduction in referrals would have a negative impact on our business. We derive substantially all of our net revenue, directly or indirectly, from fees charged for the diagnostic imaging services performed at our facilities. We depend on referrals of patients from unaffiliated physicians and other third parties who have no contractual obligations to refer patients to us for a substantial portion of the services we perform. If a sufficiently large number of these physicians and other third parties were to discontinue referring patients to us, our scan volume could decrease, which would reduce our net revenue and operating margins. Further, commercial third-party payors have implemented programs that could limit the ability of physicians to refer patients to us. For example, prepaid healthcare plans, such as health maintenance organizations, sometimes contract directly with providers and require their enrollees to obtain these services exclusively from those providers. Some insurance companies and self-insured employers also limit these services to contracted providers. These "closed panel" systems are now common in the managed care environment. Other systems create an economic disincentive for referrals to providers outside the system's designated panel of providers. If we are unable to compete successfully for these managed care contracts, our results and prospects for growth could be adversely affected.

CHANGES IN THIRD-PARTY REIMBURSEMENT RATES OR METHODS FOR DIAGNOSTIC IMAGING SERVICES COULD RESULT IN A DECLINE IN OUR NET REVENUE AND NEGATIVELY IMPACT OUR BUSINESS.

The fees charged for the diagnostic imaging services performed at our facilities are paid by insurance companies, Medicare and Medicaid, workers compensation, private and other payors. Any change in the rates of or conditions for reimbursement from these sources of payment could substantially reduce the

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amounts reimbursed to us or to our contracted radiology practices for services provided, which could have an adverse effect on our net revenue. For example, recent legislative changes in California's workers compensation rules had a negative impact on reimbursement rates for diagnostic imaging services, and federal Medicare changes taking effect beginning January 1, 2007 are expected to have a negative impact on the rates paid for MRI, CT and PET services.

PRESSURE TO CONTROL HEALTHCARE COSTS COULD HAVE A NEGATIVE IMPACT ON OUR RESULTS.

One of the principal objectives of health maintenance organizations and preferred provider organizations is to control the cost of healthcare services. Managed care contracting has become very competitive, and reimbursement schedules are at or below Medicare reimbursement levels. The development and expansion of health maintenance organizations, preferred provider organizations and other managed care organizations within the geographic areas covered by our network could have a negative impact on the utilization and pricing of our services, because these organizations will exert greater control over patients' access to diagnostic imaging services, the selections of the provider of such services and reimbursement rates for those services.

IF BRMG OR ANY OF OUR OTHER CONTRACTED RADIOLOGY PRACTICES TERMINATE THEIR AGREEMENTS WITH US, OUR BUSINESS COULD SUBSTANTIALLY DIMINISH.

Our relationship with BRMG is an integral part of our business. Through our management agreement, BRMG provides all of the professional medical services at 52 of our 80 California facilities (including the Radiologix facilities acquired on November 15, 2006) with the balance of our other facilities through management contracts with other radiology groups. BRMG and these other radiology groups contract with various other independent physicians and physician groups to provide all of the professional medical services at most of our facilities, and must use their best efforts to provide the professional medical services at any new facilities that we open or acquire in their areas of operation. In addition, the radiology groups' strong relationships with referring physicians are largely responsible for the revenue generated at the facilities they service. Although our management agreement with BRMG runs until 2014, and with the other groups for terms as long, if not longer, BRMG and the other radiology groups have the right to terminate the agreements if we default on our obligations and fail to cure the default. Also, the various radiology groups' ability to continue performing under the management agreements may be curtailed or eliminated due to the groups' financial difficulties, loss of physicians or other circumstances. If the radiology groups cannot perform their obligations to us, we would need to contract with one or more other radiology groups to provide the professional medical services at the facilities serviced by the group. We may not be able to locate radiology groups willing to provide those services on terms acceptable to us, if at all. Even if we were able to do so, any replacement radiology group's relationships with referring physicians may not be as extensive as those of the terminated group. In any such event, our business could be seriously harmed. In addition, the radiology groups are party to substantially all of the managed care contracts from which we derive revenue. If we were unable to readily replace these contracts, our revenue would be negatively affected.

IF OUR CONTRACTED RADIOLOGY PRACTICES, INCLUDING BRMG, LOSE A SIGNIFICANT NUMBER OF THEIR RADIOLOGISTS, OUR FINANCIAL RESULTS COULD BE ADVERSELY AFFECTED.

At times, there has been a shortage of qualified radiologists in some of the regional markets we serve. In addition, competition in recruiting radiologists may make it difficult for our contracted radiology practices to maintain adequate levels of radiologists. If a significant number of radiologists terminate their relationships with our contracted radiology practices and those radiology practices cannot recruit sufficient qualified

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radiologists to fulfill their obligations under our agreements with them, our ability to maximize the use of our diagnostic imaging facilities and our financial results could be adversely affected. For example, in fiscal 2002, due to a shortage of qualified radiologists in the marketplace, BRMG experienced difficulty in hiring and retaining physicians and thus engaged independent contractors and part-time fill-in physicians. Their cost was double the salary of a regular BRMG full-time physician. Increased expenses to BRMG will impact our financial results because the management fee we receive from BRMG, which is based on a percentage of BRMG's collections, is adjusted annually to take into account the expenses of BRMG. Neither we, nor our contracted radiology practices, maintain insurance on the lives of any affiliated physicians.

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WE MAY NOT BE ABLE TO SUCCESSFULLY GROW OUR BUSINESS.

As part of our business strategy, we intend to increase our presence in the areas we serve through selectively acquiring facilities, developing new facilities, adding equipment at existing facilities, and directly or indirectly entering into contractual relationships with high-quality radiology practices.

However, our ability to successfully expand depends upon many factors, including our ability to:

- o Identify attractive and willing candidates for acquisitions;
- o Identify locations in existing or new markets for development of new facilities;
- o Comply with legal requirements affecting our arrangements with contracted radiology practices, including state prohibitions on fee-splitting, corporate practice of medicine and self-referrals;
- o Obtain regulatory approvals where necessary and comply with licensing and certification requirements applicable to our diagnostic imaging facilities, the contracted radiology practices and the physicians associated with the contracted radiology practices;
- o Recruit a sufficient number of qualified radiology technologists and other non-medical personnel;
- o Expand our infrastructure and management; and
- o Compete for opportunities. We may not be able to compete effectively for the acquisition of diagnostic imaging facilities. Our competitors may have more established operating histories and greater resources than we do. Competition also may make any acquisitions more expensive.

Acquisitions involve a number of special risks, including the following:

- o Obtain adequate financing;;
- o Possible adverse effects on our operating results;
- o Diversion of management's attention and resources;
- o Failure to retain key personnel;
- o Difficulties in integrating new operations into our existing infrastructure; and
- o Amortization or write-offs of acquired intangible assets.

WE MAY BECOME SUBJECT TO PROFESSIONAL MALPRACTICE LIABILITY.

Providing medical services subjects us to the risk of professional malpractice and other similar claims. The physicians that our contracted radiology practices employ are from time to time subject to malpractice claims. We structure our relationships with the practices under our management

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agreements with them in a manner that we believe does not constitute the practice of medicine by us or subject us to professional malpractice claims for acts or omissions of physicians employed by the contracted radiology practices. Nevertheless, claims, suits or complaints relating to services provided by the contracted radiology practices have been asserted against us in the past and may be asserted against us in the future. In addition, we may be subject to professional liability claims, including, without limitation, for improper use or malfunction of our diagnostic imaging equipment. We may not be able to maintain adequate liability insurance to protect us against those claims at acceptable costs or at all.

Any claim made against us that is not fully covered by insurance could be costly to defend, result in a substantial damage award against us and divert the attention of our management from our operations, all of which could have an adverse effect on our financial performance. In addition, successful claims against us may adversely affect our business or reputation. Although California places a \$250,000 limit on non-economic damages for medical malpractice cases, no limit applies to economic damages and no such limits exist in the other states in which we now provide services.

SOME OF OUR IMAGING MODALITIES USE RADIOACTIVE MATERIALS, WHICH GENERATE REGULATED WASTE AND COULD SUBJECT US TO LIABILITIES FOR INJURIES OR VIOLATIONS OF ENVIRONMENTAL AND HEALTH AND SAFETY LAWS.

Some of our imaging procedures use radioactive materials, which generate medical and other regulated wastes. For example, patients are injected with a radioactive substance before undergoing a PET scan. Storage, use and disposal of these materials and waste products present the risk of accidental environmental contamination and physical injury. We are subject to federal, state and local regulations governing storage, handling and disposal of these materials. We could incur significant costs and the diversion of our management's attention in order to comply with current or future environmental and health and safety laws and regulations. Also, we cannot completely eliminate the risk of accidental contamination or injury from these hazardous materials. In the event of an accident, we could be held liable for any resulting damages, and any liability could exceed the limits of or fall outside the coverage of our insurance.

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WE EXPERIENCE COMPETITION FROM OTHER DIAGNOSTIC IMAGING COMPANIES AND HOSPITALS. THIS COMPETITION COULD ADVERSELY AFFECT OUR REVENUE AND BUSINESS.

The market for diagnostic imaging services is highly competitive. We compete principally on the basis of our reputation, our ability to provide multiple modalities at many of our facilities, the location of our facilities and the quality of our diagnostic imaging services. We compete locally with groups of radiologists, established hospitals, clinics and other independent organizations that own and operate imaging equipment. Our major national competitors include Alliance Imaging, Inc., Medical Resources, Inc., Healthsouth Corporation and InSight Health Services. Some of our competitors may now or in the future have access to greater financial resources than we do and may have access to newer, more advanced equipment. In addition, some physician practices have established their own diagnostic imaging facilities within their group practices and compete with us. We are experiencing increased competition as a result of such activities.

STATE AND FEDERAL ANTI-KICKBACK AND ANTI-SELF-REFERRAL LAWS MAY ADVERSELY AFFECT INCOME.

Various federal and state laws govern financial arrangements among healthcare providers. The federal anti-kickback law prohibits the knowing and

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willful offer, payment, solicitation or receipt of any form of remuneration in return for, or to induce, the referral of Medicare, Medicaid, or other federal healthcare program patients, or in return for, or to induce, the purchase, lease or order of items or services that are covered by Medicare, Medicaid, or other federal healthcare programs. Similarly, many state laws prohibit the solicitation, payment or receipt of remuneration in return for, or to induce the referral of patients in private as well as government programs. Violation of these anti-kickback laws may result in substantial civil or criminal penalties for individuals or entities and/or exclusion from federal or state healthcare programs. We believe we are operating in compliance with applicable law and believe that our arrangements with providers would not be found to violate the anti-kickback laws. However, these laws could be interpreted in a manner inconsistent with our operations.

Federal law prohibiting physician self-referrals (the "Stark Law") prohibits a physician from referring Medicare or Medicaid patients to an entity for certain "designated health services" if the physician has a prohibited financial relationship with that entity, unless an exception applies. Certain radiology services are considered "designated health services" under the Stark Law. Although we believe our operations do not violate the Stark Law, our activities may be challenged. If a challenge to our activities is successful, it could have an adverse effect on our operations. In addition, legislation may be enacted in the future that further addresses Medicare and Medicaid fraud and abuse or that imposes additional requirements or burdens on us.

All of the states in which our diagnostic imaging centers are located have adopted a form of anti-kickback law and almost all of those states have also adopted a form of Stark Law. The scope of these laws and the interpretations of them vary from state to state and are enforced by state courts and regulatory authorities, each with broad discretion. A determination of liability under the laws described in this risk factor could result in fines and penalties and restrictions on our ability to operate in these jurisdictions.

TECHNOLOGICAL CHANGE IN OUR INDUSTRY COULD REDUCE THE DEMAND FOR OUR SERVICES AND REQUIRE US TO INCUR SIGNIFICANT COSTS TO UPGRADE OUR EQUIPMENT.

The development of new technologies or refinements of existing modalities may require us to upgrade and enhance our existing equipment before we may otherwise intend. Many companies currently manufacture diagnostic imaging equipment. Competition among manufacturers for a greater share of the diagnostic imaging equipment market may result in technological advances in the speed and imaging capacity of new equipment. This may accelerate the obsolescence of our equipment, and we may not have the financial ability to acquire the new or improved equipment. In that event, we may be unable to deliver our services in the efficient and effective manner that payors, physicians and patients expect and thus our revenue could substantially decrease.

A FAILURE TO MEET OUR CAPITAL EXPENDITURE REQUIREMENTS COULD ADVERSELY AFFECT OUR BUSINESS.

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 expenses of new diagnostic imaging facilities and the acquisition of additional facilities and new diagnostic imaging equipment. We incur capital expenditures to, among other things, upgrade and replace existing equipment for existing facilities and expand within our existing markets and enter new markets. To the extent we are unable to generate sufficient cash from our operations, funds are not available from our lenders or we are unable to structure or obtain financing through operating leases, long-term installment notes or capital leases, we may be unable to meet our capital expenditure requirements.

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BECAUSE WE HAVE HIGH FIXED COSTS, LOWER SCAN VOLUMES PER SYSTEM COULD ADVERSELY AFFECT OUR BUSINESS.

The principal components of our expenses, excluding depreciation, consist of compensation paid to technologists, salaries, real estate lease expenses and equipment maintenance costs. Because a majority of these expenses are fixed, a relatively small change in our revenue could have a disproportionate effect on our operating and financial results depending on the source of our revenue. Thus, decreased revenue as a result of lower scan volumes per system could result in lower margins, which would adversely affect our business.

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OUR SUCCESS DEPENDS IN PART ON OUR KEY PERSONNEL AND WE MAY NOT BE ABLE TO RETAIN SUFFICIENT QUALIFIED PERSONNEL. IN ADDITION, FORMER EMPLOYEES COULD USE THE EXPERIENCE AND RELATIONSHIPS DEVELOPED WHILE EMPLOYED WITH US TO COMPETE WITH US.

Our success depends in part on our ability to attract and retain qualified senior and executive management, managerial and technical personnel. Competition in recruiting these personnel may make it difficult for us to continue our growth and success. The loss of their services or our inability in the future to attract and retain management and other key personnel could hinder the implementation of our business strategy. The loss of the services of Dr. Howard G. Berger, our President and Chief Executive Officer, or Norman R. Hames, our Chief Operating Officer, could have a significant negative impact on our operations. We believe that they could not easily be replaced with executives of equal experience and capabilities. We do not maintain key person insurance on the life of any of our executive officers with the exception of a \$5.0 million policy on the life of Dr. Berger. Also, if we lose the services of Dr. Berger, our relationship with BRMG could deteriorate, which would adversely affect our business.

Many of the states in which we operate do not enforce agreements that prohibit a former employee from competing with a former employer. As a result, many of our employees whose employment is terminated are free to compete with us, subject to prohibitions on the use of confidential information and, depending on the terms of the employee's employment agreement, on solicitation of existing employees and customers. A former executive, manager or other key employee who joins one of our competitors could use the relationships he or she established with third party payors, radiologists or referring physicians while our employee and the industry knowledge he or she acquired during that tenure to enhance the new employer's ability to compete with us.

CAPITATION FEE ARRANGEMENTS COULD REDUCE OUR OPERATING MARGINS.

For fiscal 2006 and the two months ended December 31, 2006, we derived approximately 27% and 14% of our net revenue, respectively, from capitation arrangements, and we intend to increase the revenue we derive from capitation arrangements in the future. Under capitation arrangements, the payor pays a pre-determined amount per-patient per-month in exchange for us providing all necessary covered services to the patients covered under the arrangement. These contracts pass much of the financial risk of providing diagnostic imaging services, including the risk of over-use, from the payor to the provider. Our success depends in part on our ability to negotiate effectively, on behalf of the contracted radiology practices and our diagnostic imaging facilities, contracts with health maintenance organizations, employer groups and other third-party payors for services to be provided on a capitated basis and to efficiently manage the utilization of those services. If we are not successful in managing the utilization of services under these capitation arrangements or if patients or enrollees covered by these contracts require more frequent or

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extensive care than anticipated, we would incur unanticipated costs not offset by additional revenue, which would reduce operating margins.

WE MAY BE UNABLE TO EFFECTIVELY MAINTAIN OUR EQUIPMENT OR GENERATE REVENUE WHEN OUR EQUIPMENT IS NOT OPERATIONAL.

Timely, effective service is essential to maintaining our reputation and high use rates on our imaging equipment. Although we have an agreement with GE Medical Systems pursuant to which it maintains and repairs the majority of our imaging equipment, this agreement does not compensate us for loss of revenue when our systems are not fully operational and our business interruption insurance may not provide sufficient coverage for the loss of revenue. Also, GE Medical Systems may not be able to perform repairs or supply needed parts in a timely manner. Therefore, if we experience more equipment malfunctions than anticipated or if we are unable to promptly obtain the service necessary to keep our equipment functioning effectively, our ability to provide services would be adversely affected and our revenue could decline.

DISRUPTION OR MALFUNCTION IN OUR INFORMATION SYSTEMS COULD ADVERSELY AFFECT OUR BUSINESS.

Our information technology system is vulnerable to damage or interruption from:

- o Earthquakes, fires, floods and other natural disasters;
- o Power losses, computer systems failures, internet and telecommunications or data network failures, operator negligence, improper operation by or supervision of employees, physical and electronic losses of data and similar events; and
- o Computer viruses, penetration by hackers seeking to disrupt operations or misappropriate information and other breaches of security.

We rely on this system to perform functions critical to our ability to operate, including patient scheduling, billing, collections, image storage and image transmission. Accordingly, an extended interruption in the system's function could significantly curtail, directly and indirectly, our ability to conduct our business and generate revenue.

OUR ACTUAL FINANCIAL RESULTS MAY VARY SIGNIFICANTLY FROM THE PROJECTIONS WE FILED WITH THE BANKRUPTCY COURT.

In connection with our "pre-packaged" Chapter 11 plan of reorganization that was confirmed by the Bankruptcy Court on October 20, 2003, we were required to prepare projected financial information to demonstrate to the Bankruptcy Court the feasibility of the plan of reorganization and our ability to continue operations upon our emergence from bankruptcy. As indicated in the disclosure statement with respect to the plan of reorganization and the exhibits thereto, the projected financial information and various estimates of value discussed therein should not be regarded as representations or warranties by us or any other person as to the accuracy of that information or that those projections or valuations will be realized. We, and our advisors, prepared the information in the disclosure statement, including the projected financial information and estimates of value. This information was not audited or reviewed by our independent accountants. The significant assumptions used in preparation of the information and estimates of value were included as an exhibit to the disclosure statement.

Those projections are not included in this report and you should not rely

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upon them in any way or manner. We have not updated, nor will we update, those projections. At the time we prepared the projections, they reflected numerous assumptions concerning our anticipated future performance with respect to prevailing and anticipated market and economic conditions which were and remain beyond our control and which may not materialize. Projections are inherently subject to significant and numerous uncertainties and to a wide variety of significant business, economic and competitive risks and the assumptions underlying the projections may be wrong in many material respects. Our actual results may vary significantly from those contemplated by the projections. As a result, we caution you not to rely upon those projections.

WE ARE VULNERABLE TO EARTHQUAKES AND OTHER NATURAL DISASTERS.

Our headquarters and 80 of our facilities are located in California, an area prone to earthquakes and other natural disasters. Three of our facilities are located in an area of Florida, which has suffered from hurricanes. An earthquake or other natural disaster could seriously impair our operations, and our insurance may not be sufficient to cover us for the resulting losses.

COMPLYING WITH FEDERAL AND STATE REGULATIONS IS AN EXPENSIVE AND TIME-CONSUMING PROCESS, AND ANY FAILURE TO COMPLY COULD RESULT IN SUBSTANTIAL PENALTIES.

We are directly or indirectly through the radiology practices with which we contract subject to extensive regulation by both the federal government and the state governments in which we provide services, including:

- o The federal False Claims Act;
- o The federal Medicare and Medicaid anti-kickback laws, and state anti-kickback prohibitions;
- o Federal and state billing and claims submission laws and regulations;
- o The federal Health Insurance Portability and Accountability Act of 1996;
- o The federal physician self-referral prohibition commonly known as the Stark Law and the state equivalent of the Stark Law;
- o State laws that prohibit the practice of medicine by non-physicians and prohibit fee-splitting arrangements involving physicians;
- o Federal and state laws governing the diagnostic imaging and therapeutic equipment we use in our business concerning patient safety, equipment operating specifications and radiation exposure levels; and
- o State laws governing reimbursement for diagnostic services related to services compensable under workers compensation rules.

If our operations are found to be in violation of any of the laws and regulations to which we or the radiology practices with which we contract are subject, we may be subject to the applicable penalty associated with the violation, including civil and criminal penalties, damages, fines and the curtailment of our operations. Any penalties, damages, fines or curtailment of our operations, individually or in the aggregate, could adversely affect our ability to operate our business and our financial results. The risks of our being found in violation of these laws and regulations is increased by the fact that many of them have not been fully interpreted by the regulatory authorities or the courts, and their provisions are open to a variety of interpretations. Any action brought against us for violation of these laws or regulations, even if we successfully defend against it, could cause us to incur significant legal expenses and divert our management's attention from the operation of our business. For a more detailed discussion of the various federal and state laws and regulations to which we are subject, see "Business - Government Regulation."

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IF WE FAIL TO COMPLY WITH VARIOUS LICENSURE, CERTIFICATION AND ACCREDITATION STANDARDS, WE MAY BE SUBJECT TO LOSS OF LICENSURE, CERTIFICATION OR ACCREDITATION, WHICH WOULD ADVERSELY AFFECT OUR OPERATIONS.

Ownership, construction, operation, expansion and acquisition of our diagnostic imaging facilities are subject to various federal and state laws, regulations and approvals concerning licensing of personnel, other required certificates for certain types of healthcare facilities and certain medical equipment. In addition, freestanding diagnostic imaging facilities that provide services independent of a physician's office must be enrolled by Medicare as an independent diagnostic testing facility to bill the Medicare program. Medicare carriers have discretion in applying the independent diagnostic testing facility requirements and therefore the application of these requirements may vary from jurisdiction to jurisdiction. We may not be able to receive the required regulatory approvals for any future acquisitions, expansions or replacements, and the failure to obtain these approvals could limit the opportunity to expand our services.

Our facilities are subject to periodic inspection by governmental and other authorities to assure continued compliance with the various standards necessary for licensure and certification. If any facility loses its certification under the Medicare program, then the facility will be ineligible to receive reimbursement from the Medicare and Medicaid programs. For the year ended October 31, 2006, approximately 18% of our net revenue (and 29% of Radiologix net revenue for the 12 months ended December 31, 2006) (25% combined for the two months ended December 31, 2006) came from the Medicare and Medicaid programs. A change in the applicable certification status of one of our facilities could adversely affect our other facilities and in turn us as a whole.

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OUR AGREEMENTS WITH THE CONTRACTED RADIOLOGY PRACTICES MUST BE STRUCTURED TO AVOID THE CORPORATE PRACTICE OF MEDICINE AND FEE-SPLITTING.

State law prohibits us from exercising control over the medical judgments or decisions of physicians and from engaging in certain financial arrangements, such as splitting professional fees with physicians. These laws are enforced by state courts and regulatory authorities, each with broad discretion. A component of our business has been to enter into management agreements with radiology practices. We provide management, administrative, technical and other non-medical services to the radiology practices in exchange for a service fee typically based on a percentage of the practice's revenue. We structure our relationships with the radiology practices, including the purchase of diagnostic imaging facilities, in a manner that we believe keeps us from engaging in the practice of medicine or exercising control over the medical judgments or decisions of the radiology practices or their physicians or violating the prohibitions against fee-splitting. However, because challenges to these types of arrangements are not required to be reported, we cannot substantiate our belief. There can be no assurance that our present arrangements with BRMG or the physicians providing medical services and medical supervision at our imaging facilities will not be challenged, and, if challenged, that they will not be found to violate the corporate practice prohibition, thus subjecting us to potential damages, injunction and/or civil and criminal penalties or require us to restructure our arrangements in a way that would affect the control or quality of our services and/or change the amounts we receive under our management agreements. Any of these results could jeopardize our business.

FUTURE FEDERAL LEGISLATION COULD LIMIT THE PRICES WE CAN CHARGE FOR OUR SERVICES, WHICH WOULD REDUCE OUR REVENUE AND ADVERSELY AFFECT OUR OPERATING

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RESULTS.

In addition to extensive existing government healthcare regulation, there are numerous initiatives affecting the coverage of and payment for healthcare services, including proposals that would significantly limit reimbursement under the Medicare and Medicaid programs. Limitations on reimbursement amounts and other cost containment pressures have in the past resulted in a decrease in the revenue we receive for each scan we perform.

THE REGULATORY FRAMEWORK IN WHICH WE OPERATE IS UNCERTAIN AND EVOLVING.

Healthcare laws and regulations may change significantly in the future. We continuously monitor these developments and modify our operations from time to time as the regulatory environment changes. We cannot assure you, however, that we will be able to adapt our operations to address new regulations or that new regulations will not adversely affect our business. In addition, although we believe that we are operating in compliance with applicable federal and state laws, neither our current or anticipated business operations nor the operations of the contracted radiology practices have been the subject of judicial or regulatory interpretation. We cannot assure you that a review of our business by courts or regulatory authorities will not result in a determination that could adversely affect our operations or that the healthcare regulatory environment will not change in a way that restricts our operations.

Certain states have enacted statutes or adopted regulations affecting risk assumption in the healthcare industry, including statutes and regulations that subject any physician or physician network engaged in risk-based managed care contracting to applicable insurance laws and regulations. These laws and regulations, if adopted in the states in which we operate, may require physicians and physician networks to meet minimum capital requirements and other safety and soundness requirements. Implementing additional regulations or compliance requirements could result in substantial costs to us and the contracted radiology practices and limit our ability to enter into capitation or other risk sharing managed care arrangements.

OUR SUBSTANTIAL DEBT COULD ADVERSELY AFFECT OUR FINANCIAL CONDITION AND PREVENT US FROM FULFILLING OUR OBLIGATIONS.

Our current substantial indebtedness and any future indebtedness we incur could have important consequences by adversely affecting our financial condition, which could make it more difficult for us to satisfy our obligations to our creditors. Our substantial indebtedness could also:

- |X| Require us to dedicate a substantial portion of our cash flow from operations to payments on our debt, reducing the availability of our cash flow to fund working capital, capital expenditures and other general corporate purposes;
- |X| Increase our vulnerability to adverse general economic and industry conditions;
- |X| Limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- |X| Place us at a competitive disadvantage compared to our competitors that have less debt; and
- |X| Limit our ability to borrow additional funds on terms that are satisfactory to us or at all.

WE PREVIOUSLY IDENTIFIED INEFFECTIVE DISCLOSURE CONTROLS AND PROCEDURES THAT IF UNSUCCESSFULLY REMEDIATED COULD ADVERSELY AFFECT OUR ABILITY TO REPORT OUR FINANCIAL RESULTS ON A TIMELY AND ACCURATE BASIS.

We determined that our disclosure controls and procedures were ineffective for the fiscal year ended October 31, 2005 and for the subsequent quarters ended

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January 31, 2006, April 30, 2006 and July 31, 2006. In connection with the preparation of this Report, we also determined that our disclosure controls and procedures were ineffective for the two-month transition period ended December 31, 2006. With respect to our ineffective disclosure controls and procedures, we determined that we had (i) insufficient processes to identify and resolve non-routine accounting matters, such as the indentification of off-balance sheet transactions, and (2) insufficient personnel resources and technical accounting expertise within the accounting function to resolve the following non-routine accounting matters: the recording of non-typical cost-based investments and unusual debt-related transactions and the appropriate analysis of the amortization lives of leasehold improvements in accordance with GAAP.

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In connection with the preparation of the Annual Report on Form 10-K, our management on February 2, 2007, in consultation with our independent registered public accounting firm, Moss Adams LLP, determined that we had ineffective disclosure controls and procedures which would require us to restate certain of our previously issued financial statements. The adjustments result from management's historical treatment of depreciation expense related to the depreciation of leasehold improvements of our facilities. Although, the adjustments to certain prior period financial statements are all non-cash, and do not affect our historical reported revenues, cash flows or cash position for any of the affected fiscal or quarterly periods, the adjustments resulted in:

- o a one-time adjustment to decrease retained earnings as of October 31, 2003 by \$2,859,595;
- o an adjustment to increase fiscal 2004 depreciation expense and decrease retained earnings by \$154,707;
- o an adjustment to increase fiscal 2005 depreciation expense and decrease retained earnings by \$434,442; and
- o an adjustment to increase depreciation expense and decrease retained earnings by \$33,215 for our first quarter ended January 31, 2006.

The restated consolidated financial statements are for the fiscal years ended October 31, 2005 and 2004, and the quarterly unaudited financial statements for these years and for the first quarter ended January 31, 2006.

As a result, the consolidated financial statements, as previously filed, contain errors related to the recording of the depreciation expense of leasehold improvements and should, therefore, not be relied upon. The related auditor reports of Moss Adams LLP with respect to these consolidated financial statements should also no longer be relied upon.

We believe that we have adequately remediated the material weaknesses we have identified by restating our financial statements for the 2005 and 2004 fiscal years in this report and by entering into a consulting agreement on August 1, 2006 with Morgan Franklin Corporation to advise us with respect to non-routine accounting matters. However, if we have not effectively remediated the material weakness, such material weakness could result in non-timely filing of periodic reports or accounting deficiencies in our financial reporting.

We may identify additional material weaknesses or other deficiencies in our internal controls in the future. Any material weaknesses or other deficiencies in our control systems may affect our ability to comply with SEC reporting requirements and listing standards or cause our financial statements to contain material misstatements which could negatively affect market price and trading liquidity of our common stock. In addition, there are inherent limitations in all control systems, and misstatements due to error or fraud may occur and not be detected.

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ITEM 1B. UNRESOLVED STAFF COMMENTS

Inapplicable.

ITEM 2. PROPERTIES

Our corporate headquarters is located in adjoining premises at 1510 and 1516 Cotner Avenue, Los Angeles, California 90025, in approximately 16,500 square feet occupied under leases, which expire (with options to extend) on June 30, 2017. In addition, we lease 52,941 square feet of warehouse and other space under leases, which expire at various dates between April 2007 and January 2018. The Radiologix corporate offices are located in 26,000 square feet in Dallas, Texas pursuant to a lease, which expires on September 30, 2011. We are in the process of attempting to sublease this space. Radiologix also has a regional office of approximately 39,000 square feet in Baltimore, Maryland under a lease, which expires September 30, 2012. Our facility lease terms vary in length from month to month to 15 years with renewal options upon prior written notice, from 1 year to 10 years depending upon the agreed upon terms with the local landlord. Facility lease amounts generally increase from 1% to 6% on an annual basis. We do not have options to purchase the facilities we rent.

ITEM 3. LEGAL PROCEEDINGS

We are involved in the following litigation:

(a) In Re DVI, Inc. Securities Litigation. UNITED STATES DISTRICT COURT, EASTERN DISTRICT OF PA, DOCKET NO. 2:03-CV-05336-LDD

This is a class action securities fraud case under Section 10(b) of the Securities Exchange Act and Rule 10b-5. It was brought by shareholders of DVI, Inc. ("DVI"), one of our former major lenders, against DVI officers and directors and a number of third party defendants, including us. The case arises from bankruptcy proceedings instituted by DVI in August 2003. We were named as a defendant in the Third Amended Complaint filed in July 2004.

The putative plaintiff class consists of those persons who purchased or otherwise acquired DVI, Inc. securities between August of 1999 and August of 2003. Plaintiffs allege that in 2000, we acquired from a third party one or more unprofitable imaging centers in order to help DVI conceal the fact that existing DVI loans on the centers were delinquent. Plaintiffs argue that we should have known that DVI was engaging in fraudulent practices to conceal losses, and our alleged "lack of due diligence" in investigating DVI's finances in the course of these acquisitions amounted to complicity in deceptive and misleading practices.

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We have answered the complaint. The matter is still in its initial stages with discovery just beginning in that the court has stayed the proceedings for many months. We intend to vigorously contest the allegations.

(b) FLEET NAT'L BANK V. BOYLE ET. AL., U.S. DISTRICT COURT FOR THE EASTERN DISTRICT OF PENNSYLVANIA, DOCKET NO. 04-CV-1277

This case is related to In re DVI Securities Litigation, but was filed by several of DVI's lenders. It, too, arises from the DVI bankruptcy (referenced in the matter above) and was brought against DVI officers and directors and a number of third party defendants, including us. We were named in the First Amended Complaint filed in this action in September 2004.

The plaintiff alleges violations of the Racketeering Influenced and

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Corrupt Organizations Act, 18 U.S.C. 1961 et seq., ("RICO"), and common-law claims, including conspiracy to commit fraud, tortious interference with a contract, conspiracy to commit tortious interference with a contract, conspiracy to commit conversion and aiding and abetting fraud. Plaintiffs allege that in 2000, we acquired from a third party one or more unprofitable imaging centers in order to help DVI conceal the fact that existing DVI loans on the centers were delinquent.

We filed a motion to dismiss the complaint that was granted as to all claims except the RICO claim. We have filed an answer to the complaint. The case is in its initial stages in that the court has stayed the proceedings for many months. We intend to vigorously contest the remaining claims.

(c) SIEMENS MEDICAL SOLUTIONS USA, INC. V. RADIOLOGIX, INC., 192nd Judicial District, Dallas County, Case No. 07-01245.

The action, filed February 12, 2007, arises out of Radiologix notifying Siemens of its revocation of certain equipment purchase orders. Siemens contends there was a breach of contract and seeks unspecified damages. This complaint replaces Siemens Medical Solutions USA, Inv. V. RadNet, Inc., US District Court for the Northern District of Texas, Dallas Division Case No. 3-06CY2316 which sought \$3.5 million, dismissed by Siemens on March 5, 2007.

Having only recently been served with the complaint we have not yet responded. We intend to pursue our defense vigorously.

GENERAL

We are engaged from time to time in the defense of lawsuits arising out of the ordinary course and conduct of our business. We believe that the outcome of our current litigation will not have a material adverse impact on our business, financial condition and results of operations. However, we could be subsequently named as a defendant in other lawsuits that could adversely affect us.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

During the fourth fiscal quarter of fiscal 2006 we submitted the following matters to security holders, which were approved at a special meeting of stockholders held November 15, 2006 (the below numbers have been adjusted to reflect the one-for-two reverse stock split effected in November 2006):

- 1) With respect to the adoption of the Merger Agreement with Radiologix and approval of the merger and issuance of our common stock pursuant to the Merger Agreement, 14,075,078 shares voted in favor of the proposal, 21,112 shares voted against the proposal, and 8,140 shares abstained. There were 7,523,680 broker non-votes. The shares voted in favor of the proposal constituted a majority of the outstanding shares of common stock. The proposal was therefore approved in accordance with New York law and the procedures set forth in the proxy statement.
- 2) With respect to an amendment to our Certificate of Incorporation to change our corporate name to "RadNet, Inc.", 14,057,094 shares voted in favor of the proposal, 31,811 shares voted against the proposal, and 15,925 shares abstained. There were 7,523,180 broker non-votes. The shares voted in favor of the proposal constituted a majority of the outstanding shares of common stock. The proposal was therefore approved in accordance with New York law and the procedures set forth in the proxy statement.
- 3) With respect to an amendment to our Certificate of Incorporation to increase the authorized number of shares from 100,000,000 to

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200,000,000 and reduce the par value, 13,630,731 shares voted in favor of the proposal, 456,914 shares voted against the proposal, and 17,185 shares abstained. There were 7,523,180 broker non-votes. The shares voted in favor of the proposal constituted a majority of the outstanding shares of common stock. The proposal was therefore approved in accordance with New York law and the procedures set forth in the proxy statement.

- 4) With respect to an amendment to our Certificate of Incorporation to implement transfer restrictions to protect our net operating loss carry forwards, 14,038,275 shares voted in favor of the proposal, 48,155 shares voted against the proposal, and 17,900 shares abstained. There were 7,523,680 broker non-votes. The shares voted in favor of the proposal constituted a majority of the outstanding shares of common stock. The proposal was therefore approved in accordance with New York law and the procedures set forth in the proxy statement.

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- 5) With respect to the approval of the 2006 Stock Incentive Plan, 13,652,512 shares voted in favor of the proposal, 418,918 shares voted against the proposal, and 62,550 shares abstained. There were 7,525,305 broker non-votes. The shares voted in favor of the proposal constituted a majority of the outstanding shares of common stock. The proposal was therefore approved in accordance with New York law and the procedures set forth in the proxy statement.

- 6) With respect to the election of directors, the five nominees for director received the number of votes set forth opposite their respective names:

| NAME | FOR | WITHHELD |
|--------------------------|------------|----------|
| ---- | --- | ----- |
| Howard G. Berger, M.D. | 21,168,272 | 459,738 |
| John V. Crues, III, M.D. | 21,198,885 | 429,126 |
| Norman R. Hames | 21,196,497 | 431,513 |
| Lawrence L. Levitt | 21,612,033 | 15,978 |
| David L. Swartz | 21,609,783 | 18,228 |

No other persons received any votes. The following nominees received the highest number of votes cast for their election, and were therefore elected as directors of the Company in accordance with New York law and the procedures set forth in the proxy statement: Howard G. Berger, M.D., John V. Crues, III, M.D., Norman R. Hames, Lawrence L. Levitt and David L. Swartz.

- 7) With respect to an amendment to our Certificate of Incorporation to effect a one-for-two reverse stock split, 21,487,777 shares voted in favor of the proposal, 126,310 shares voted against the proposal, and 12,297 shares abstained. There were 1,625 broker non-votes. The shares voted in favor of the proposal constituted a majority of the outstanding shares of common stock. The proposal was therefore approved in accordance with New York law and the procedures set forth in the proxy statement.
- 8) With respect to the ratification of Moss Adams LP as the Company's independent registered public accounting firm, 21,578,763 shares voted in favor of the proposal, 28,827 shares voted against the proposal, and 18,795 shares abstained. There were 1,625 broker non-votes. The shares voted in favor of the proposal constituted a

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majority of the votes cast. The proposal was therefore approved in accordance with New York law and the procedures set forth in the proxy statement.

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PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock was quoted on the NASDAQ Over-the-Counter or OTC, Bulletin Board until February 13, 2007. On February 13, 2007, we began trading on the NASDAQ Global Market. Our common stock is now quoted on the NASDAQ Global Market under the symbol "RDNT". The following table indicates the high and low prices for our common stock for the periods indicated based upon information supplied by the National Quotation Bureau, Inc. through February 13, 2007 and by the NASDAQ Global Market after February 13, 2007. Such quotations have been adjusted to reflect our reverse one-for-two stock split effected in November 2006 and reflect interdealer prices without adjustment for retail mark-up, markdown or commission, and may not necessarily represent actual transactions.

| | LOW | HIGH |
|---------------------------|--------|--------|
| TWO MONTHS ENDED ----- | | |
| December 31, 2006 | \$2.41 | \$5.02 |
| QUARTER ENDED ----- | | |
| October 31, 2006 | 3.04 | 5.66 |
| July 31, 2006 | 2.36 | 3.80 |
| April 30, 2006 | 0.74 | 2.78 |
| January 31, 2006 | \$0.52 | \$1.12 |
| October 31, 2005 | 0.52 | 0.86 |
| July 31, 2005 | 0.52 | 0.86 |
| April 30, 2005 | 0.48 | 0.98 |
| January 31, 2005 | \$0.82 | \$1.20 |

The last low and high prices for our common stock on the NASDAQ Global Market (subsequent to the one-for-two reverse stock split effected in November 2006) on March 28, 2007 were \$5.50 and \$5.88, respectively. As of March 28, 2007, the number of holders of record of our common stock was 4,013. However, Cede & Co., the nominee for The Depository Trust Company, the clearing agency for most broker-dealers, owned a substantial number of our outstanding shares of common stock of record on that date. Our management believes that customers of these broker-dealers beneficially own these shares and that the number of beneficial owners of our common stock is substantially greater than 4,013.

STOCK PERFORMANCE GRAPH

The following graph compares the yearly percentage change in cumulative total stockholder return of the Company's Common Stock during the period from 2001 to 2006 with (i) the cumulative total return of the S&P500 index and (ii) the cumulative total return of the S&P500 - Healthcare Sector index. The comparison assumes \$100 was invested in January 1, 2001 in the Common Stock and in each of the foregoing indices and the reinvestment of dividends through January 1, 2006. The stock price performance on the following graph is not necessarily indicative of future stock price performance.

This graph shall not be deemed incorporated by reference by any general

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statement incorporating by reference this Form 10-K into any filing under the Securities Act or under the Exchange Act, except to the extent that RadNet specifically incorporates this information by reference, and shall not otherwise be deemed filed under such Acts.

We did not pay dividend in fiscal 2005 or 2006 and we do not expect to pay any dividends in the foreseeable future.

[stock graph here]

| | Primedex ----- | S&P 500 Index ----- | S&P Healthcare Sector Index ----- |
|----------|-------------------|------------------------|---|
| 1/2/2001 | 100 | 100 | 100 |
| 1/1/2002 | 418.1818182 | 88.7116589 | 88.66787776 |
| 1/1/2003 | 130.3030303 | 68.56079787 | 70.95913721 |
| 1/1/2004 | 169.6969697 | 86.64740784 | 80.40563847 |
| 1/3/2005 | 169.6969697 | 93.67319707 | 79.7502265 |
| 1/3/2006 | 90.90909091 | 98.87242884 | 85.60259388 |

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CONVERTIBLE SUBORDINATED DEBENTURES

At October 31, 2006, we had \$16.0 million convertible subordinated debentures outstanding which mature June 30, 2008 and bore interest, payable quarterly, at an annual rate of 11.5%. The debentures were convertible into our common stock at a price of \$5.00 per share (\$2.50 per share prior to the one-for-two reverse stock split effected in November 2006). On December 15, 2006, we redeemed these debentures.

RECENT SALES OF UNREGISTERED SECURITIES

During the fiscal year ended October 31, 2006, and for the two months ended December 31, 2006, we sold the following securities (all of which have been adjusted to reflect our reverse one-for-two stock split effected in November 2006) pursuant to an exemption from registration provided under Section 4(2) of the Securities Act of 1933, as amended:

- o In November 2005, we issued to a party who had loaned us \$1,000,000, who agreed to extend his obligation which was then due and to waive his right to convert the obligation into our common stock at \$1.00 per share, a five-year warrant exercisable at a price of \$1.00 per share, which was the public market closing price for our common stock on the transaction date, to purchase 150,000 shares of our common stock.
- o In February 2006, we issued to one of BRMG's radiologists in order to retain his services, a five-year warrant exercisable at a price of \$0.80 per share, which was the public market closing price for our common stock on the transaction date, to

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purchase 100,000 shares of our common stock.

- o In March 2006, we issued to each of our two independent directors five-year warrants exercisable at \$1.00 per share, which was the public market price closing price for our common stock on the transaction date, for each to purchase 25,000 shares of our common stock.
- o In March 2006, we issued to one of BRMG's radiologists, in order to retain his services and to another radiologist in order to obtain her services, a five-year warrant exercisable at a price of \$0.80 per share, which was the public market closing price for our common stock on the transaction date, to purchase 50,000 shares and 100,000 shares, respectively, of our common stock.
- o In March 2006, we issued to one of our key employees a seven-year warrant exercisable at a price of \$1.12 per share, which was the public market closing price for our common stock on the transaction date, to purchase 1,500,000 shares of our common stock.
- o In April 2006, we issued to one of our key employees a six-year warrant exercisable at a price of \$2.52 per share, which was the public market closing price of our common stock on the transaction date, to purchase 250,000 shares of our common stock.
- o In June 2006, we issued to one of BRMG's radiologists, in order to retain his services, a five year warrant exercisable at a price of \$2.68 per share, which was the public market closing price of our common stock on the transaction date, to purchase 25,000 shares of our stock.

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- o In July 2006, we issued to one of our key employees a five-year warrant exercisable at a price of \$3.10 per share, which was the public market closing price of our common stock on the transaction date, to purchase 100,000 shares of our common stock.

EQUITY COMPENSATION PLAN INFORMATION

The following table summarizes information with respect to options, warrants and other rights under our equity compensation plans at December 31, 2006 (as adjusted to reflect the reverse one-for-two stock split effected November 2006):

| PLAN CATEGORY | NUMBER OF SECURITIES TO BE ISSUED UPON EXERCISE OF OUTSTANDING OPTIONS WARRANTS AND RIGHTS | WEIGHTED-AVERAGE EXERCISE PRICE OF OUTSTANDING OPTIONS WARRANTS AND RIGHTS | NU RE FO CO |
|--|---|--|----------------------|
| Equity compensation plans approved by security holders | 350,625 | \$ 1.01 | |

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| | | |
|--|-----------|---------|
| Equity compensation plans not approved by security holders* | 4,590,667 | \$ 1.20 |
| | ----- | |
| Total | 4,941,292 | \$ 1.19 |

* These represent warrants issued in connection with securing the services of various parties for us. In a few instances they were issued in connection with obtaining financing.

ITEM 6. SELECTED CONSOLIDATED FINANCIAL DATA

The following table sets forth our selected historical consolidated financial data. The selected consolidated statements of operations data set forth below for each of the years in the three year period ended October 31, 2006, and the two months periods ended December 31, 2005 and 2006 and the consolidated balance sheet data set forth below as of October 31, 2005 and 2006, and December 31, 2006 are, except for the two month period ended December 31, 2005, derived from our audited consolidated financial statements and notes thereto included elsewhere herein. The selected historical consolidated statements of operations data set forth below for the years ended October 31, 2002 and 2003, and the consolidated balance sheet data set forth below as of October 31, 2002, 2003 and 2004 are derived from our audited consolidated financial statements not included herein. This data should be read in conjunction with and is qualified in its entirety by reference to the audited consolidated financial statements and the related notes included elsewhere in this Form 10-K/T and "Management's Discussion and Analysis of Financial Condition and Results of Operations." Our acquisition of Radiologix on November 15, 2006 is explained in detail in Note 1 of our consolidated financial statements.

The financial data set forth below and discussed in this Annual Report are derived from the consolidated financial statements of RadNet, its subsidiaries and certain affiliates. As a result of the contractual and operational relationship among BRMG, Dr. Berger and us, we are considered to have a controlling financial interest in BRMG pursuant to guidance issued by the Emerging Issues Task Force, or EITF, of the Financial Accounting Standards Board, or FASB, in EITF's release 97-2. Due to the deemed controlling financial interest, we are required to include BRMG as a consolidated entity in our consolidated financial statements. This means, for example, that revenue generated by BRMG from the provision of professional medical services to our patients, as well as BRMG's costs of providing those services, are included as net revenue in our consolidated statement of operations, whereas the management fee that BRMG pays to us under our management agreement with BRMG is eliminated as a result of the consolidation of our results with those of BRMG. Also, because BRMG is a consolidated entity in our financial statements, any borrowings or advances we have received from or made to BRMG are not reflected in our consolidated balance sheet. If BRMG were not treated as a consolidated entity in our consolidated financial statements, the presentation of certain items in our income statement, such as net revenue and costs and expenses, would change but our net income would not, because in operation and historically, the annual revenue of BRMG from all sources closely approximates its expenses, including Dr. Berger's compensation, fees payable to us and amounts payable to third parties.

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| | YEAR ENDED OCTOBER 31, | | | | |
|---|------------------------|------------|------------|------------|------------------------|
| | 2002 | 2003 | 2004 | 2005 | |
| Statement of Operations Data: | | | | | (DOLLARS IN THOUSANDS) |
| Net revenue | \$ 134,078 | \$ 140,259 | \$ 137,277 | \$ 145,573 | \$ |
| Operating expenses: | | | | | |
| Operating expenses | 102,286 | 106,078 | 105,828 | 109,012 | |
| Depreciation and amortization | 15,757 | 16,979 | 17,917 | 17,536 | |
| Provision for bad debts | 6,892 | 4,944 | 3,911 | 4,929 | |
| Loss (gain) on disposal of equipment, net | - | - | - | 696 | |
| Income (loss) from continuing operations | (7,182) | (5,569) | (14,731) | (3,570) | |
| Income from discontinued operation | 884 | 3,197 | - | - | |
| Net income (loss) | (6,298) | (2,372) | (14,731) | (3,570) | |
| Balance Sheet Data: | | | | | |
| Cash and cash equivalents | \$ 36 | \$ 30 | \$ 1 | \$ 2 | \$ |
| Total assets | 148,885 | 139,176 | 124,437 | 117,784 | |
| Total long-term liabilities | 121,830 | 122,096 | 139,980 | 23,840 | |
| Total liabilities | 202,560 | 195,122 | 195,006 | 191,866 | |
| Working capital (deficit) | (44,668) | (44,615) | (32,172) | (143,430) | |
| Stockholders' equity (deficit) | (53,675) | (55,946) | (70,569) | (74,082) | |

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

Since our acquisition of Radiologix on November 15, 2006, we operate a group of regional networks comprised of 132 diagnostic imaging facilities located in seven states with operations primarily in California, the Mid Atlantic, the Treasure Coast area of Florida, Kansas and the Finger Lakes (Rochester) and Hudson Valley areas of New York., providing diagnostic imaging services including magnetic resonance imaging, or MRI, computed tomography, or CT, positron emission tomography, or PET, nuclear medicine, mammography, ultrasound, diagnostic radiology, or X-ray, and fluoroscopy. The Company's operations comprise a single segment for financial reporting purposes.

The results of operations of Radiologix and its wholly owned subsidiaries have been included in the consolidated financial statements from the date of acquisition. The consolidated financial statements also include the accounts of RadNet, Inc., Radnet Management, Inc., or Radnet Management, and Beverly Radiology Medical Group III, or BRMG, which is a professional corporation, all collectively referred to as "us" or "we". The consolidated financial statements also include Radnet Sub, Inc., Radnet Management I, Inc., Radnet Management II, Inc., SoCal MR Site Management, Inc., and Diagnostic Imaging Services, Inc., or DIS, all wholly owned subsidiaries of Radnet Management.

The operations of BRMG are consolidated with us as a result of the contractual and operational relationship among, BRMG, Dr. Berger, our CEO, and us. We are considered to have a controlling financial interest in BRMG pursuant to the guidance in EITF 97-2. Medical services and supervision at most of our California imaging centers are provided through BRMG and through other independent physicians and physician groups. BRMG is consolidated with Pronet Imaging Medical Group, Inc. and Beverly Radiology Medical Group, both of which are 99%-owned by Dr. Berger. Radnet provides non-medical, technical and administrative services to BRMG for which it receives a management fee.

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Radiologix, our wholly-owned subsidiary, contracts with radiology practices to provide professional services, including supervision and interpretation of diagnostic imaging procedures performed in its diagnostic imaging centers. The radiology practices maintain full control over the provision of professional radiological services. The contracted radiology practices generally have outstanding physician and practice credentials and reputations; strong competitive market positions; a broad sub-specialty mix of physicians; a history of growth and potential for continued growth.

Radiologix enters into long-term agreements with radiology practice groups (typically 40 years). Under these arrangements, in addition to obtaining technical fees for the use of our diagnostic imaging equipment and the provision of technical services, it provides management services and receives a fee based on the practice group's professional revenue, including revenue derived outside of its diagnostic imaging centers. Radiologix owns the diagnostic imaging assets and, therefore, receives 100% of the technical reimbursements associated with imaging procedures

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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, it does not consolidate the financial statements of those practices in its consolidated financial statements.

In connection with our acquisition of Radiologix, the Company changed to a calendar-year basis of reporting financial results. As a requirement of this change under Rule 13a-10 of the Securities and Exchange Act of 1934, the Company is reporting results for November and December 2006 as a separate transition ("stub") period on this Form 10-K/T, with the results for the corresponding period of 2005 presented, (unaudited), for comparative purposes. Also covered in this report are our results previously disclosed in our annual report on Form 10-K for the year ended October 31, 2006 filed with the Securities and Exchange Commission on February 6, 2007.

All of our facilities employ state-of-the-art equipment and technology in modern, patient-friendly settings. Many of our facilities within a particular region are interconnected and integrated through our advanced information technology system. Ninety-five of our facilities are multi-modality sites, offering various combinations of magnetic resonance imaging, or MRI, computed tomography, or CT, positron emission tomography, or PET, nuclear medicine, mammography, ultrasound, diagnostic radiology, or X-ray and fluoroscopy. Thirty-seven of our facilities are single-modality sites, offering either X-ray or MRI. Consistent with our regional network strategy, we locate our single-modality facilities near multi-modality sites to help accommodate overflow in targeted demographic areas.

At our facilities, we provide all of the equipment as well as all non-medical operational, management, financial and administrative services necessary to provide diagnostic imaging services. We give our facility managers authority to run our facilities to meet the demands of local market conditions, while our corporate structure provides economies of scale, corporate training programs, standardized policies and procedures and sharing of best practices across our networks. Each of our facility managers is responsible for meeting our standards of patient service, managing relationships with local physicians and payors and maintaining profitability.

We derive substantially all of our revenue, directly or indirectly, from fees charged for the diagnostic imaging services performed at our facilities. For the year ended October 31, 2006 and the two months ended December 31, 2006,

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we derived 58% and 57%, respectively, of our net revenue from MRI and CT scans. Over the past three fiscal years, we have increased net revenue primarily through improvements in net reimbursement, expansions of existing facilities, upgrades in equipment and development of new facilities.

The fees charged for diagnostic imaging services performed at our facilities are paid by a diverse mix of payors, as illustrated for the following periods presented in the table below:

| | % OF NET REVENUE | |
|--------------------------------------|--------------------------------|---------------------------------------|
| | YEAR ENDED OCTOBER 31, 2006 | TWO MONTHS ENDED DECEMBER 31, 2006 |
| Insurance (1) | 41% | 52% |
| Managed Care Capitated Payors | 27% | 14% |
| Medicare/Medicaid | 18% | 25% |
| Other (2) | 10% | 7% |
| Workers Compensation/Personal Injury | 4% | 2% |

(1) Includes Blue Cross/Blue Shield, which represented 14% of our net revenue for the year ended October 31, 2006, and 18% of our net revenue for the two months ended December 31, 2006.

(2) Includes co-payments, direct patient payments and payments through contracts with physician groups and other non-insurance company payors.

Our eligibility to provide service in response to a referral often depends on the existence of a contractual arrangement between the radiologists providing the professional medical services or us and the referred patient's insurance carrier or managed care organization. These contracts typically describe the negotiated fees to be paid by each payor for the diagnostic imaging services we provide. With the exception of Blue Cross/Blue Shield and government payors, no single payor accounted for more than 5% of our net revenue for the year ended October 31, 2006, or the two months ended December 31, 2006. Under our capitation agreements, we receive from the payor a pre-determined amount per member, per month. If we do not successfully manage the utilization of our services under these agreements, we could incur unanticipated costs not offset by additional revenue, which would reduce our operating margins.

The principal components of our fixed operating expenses, excluding depreciation, include professional fees paid to radiologists, except for those radiologists who are paid based on a percentage of revenue, compensation paid to technologists and other facility employees, and expenses related to equipment rental and purchases, real estate leases and insurance, including errors and omissions, malpractice, general liability, workers' compensation and employee medical. The principal components of our variable operating expenses include expenses related to equipment maintenance, medical supplies, marketing, and business development. Because a majority of our expenses are fixed, increased revenue as a result of higher scan volumes per system or improvements in net reimbursement can significantly improve our margins.

BRMG strives to maintain qualified radiologists and technologists while minimizing turnover and salary increases and avoiding the use of outside staffing agencies, which are considerably more expensive and less efficient. In recent years, there has been a shortage of qualified radiologists and technologists in some of the regional markets we serve. As turnover occurs, competition in recruiting radiologists and technologists may make it difficult for our contracted radiology practices to maintain adequate levels of

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radiologists and technologists without the use of outside staffing agencies. At times, this has resulted in increased costs for us.

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For a discussion of other factors that may have an impact on our business and our future results of operations, see "Risks Related to our Business."

OUR RELATIONSHIP WITH BRMG

Howard G. Berger, M.D. is our President and Chief Executive Officer, a member of our Board of Directors, and owned approximately 17% of our outstanding common stock at December 31, 2006. Dr. Berger also owns, indirectly, 99% of the equity interests in BRMG. BRMG provides all of the professional medical services at 52 of our facilities under a management agreement with us, and contracts with various other independent physicians and physician groups to provide all of the professional medical services at most of our other facilities. We obtain professional medical services from BRMG, rather than providing such services directly or through subsidiaries, in order to comply with California's prohibition against the corporate practice of medicine. However, as a result of our close relationship with Dr. Berger and BRMG, we believe that we are able to better ensure that professional medical services are provided at our facilities in a manner consistent with our needs and expectations and those of our referring physicians, patients and payors than if we obtained these services from unaffiliated practice groups.

Under our management agreement with BRMG, which expires on January 1, 2014, BRMG pays us, as compensation for the use of our facilities and equipment and for our services, a percentage of the gross amounts collected for the professional services it renders. The percentage, which was 79% at December 31, 2006, is adjusted annually, if necessary, to ensure that the parties receive fair value for the services they render. In operation and historically, the annual revenue of BRMG from all sources closely approximates its expenses, including Dr. Berger's compensation, fees payable to us and amounts payable to third parties. For administrative convenience and in order to avoid inconveniencing and confusing our payors, a single bill is prepared for both the professional medical services provided by the radiologists and our non-medical, or technical, services, generating a receivable for BRMG.

As a result of our contractual and operational relationship with BRMG and Dr. Berger, we are required to include BRMG as a consolidated entity in our consolidated financial statements. See "Selected Consolidated Financial Data."

FINANCIAL CONDITION

LIQUIDITY AND CAPITAL RESOURCES

On November 15, 2006, we entered into a \$405 million senior secured credit facility with GE Commercial Finance Healthcare Financial Services (the "November 2006 Credit Facility"). This facility was used to finance our acquisition of Radiologix, refinance existing indebtedness, pay transaction costs and expenses relating to our acquisition of Radiologix, and to provide financing for working capital needs post-acquisition. At December 31, 2006 our outstanding balance was \$23,000 for the line of credit. Debt issue costs related to the March 2006 refinancing and line of credit of approximately \$5.0 million was written off and was recognized as a loss on the extinguishments of debt with the transaction. The facility consists of a revolving credit facility of up to \$45 million, a \$225 million term loan and a \$135 million second lien term loan. The revolving credit facility has a term of five years, the term loan has a term of six years and the second lien term loan has a term of six and one-half years. Interest is payable on all loans initially at an Index Rate plus the Applicable Index

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Margin, as defined. The Index Rate is initially a floating rate equal to the higher of the rate quoted from time to time by The Wall Street Journal as the "base rate on corporate loans posted by at least 75% of the nation's largest 30 banks" or the Federal Funds Rate plus 50 basis points. The Applicable Index Margin on each of the revolving credit facility and the term loan is 2% and on the second lien term loan is 6%. We may request that the interest rate instead be based on LIBOR plus the Applicable LIBOR Margin, which is 3.5% for the revolving credit facility and the term loan and 7.5% for the second lien term loan. The credit facility includes customary covenants for a facility of this type, including minimum fixed charge coverage ratio, maximum total leverage ratio, maximum senior leverage ratio, limitations on indebtedness, contingent obligations, liens, capital expenditures, lease obligations, mergers and acquisitions, asset sales, dividends and distributions, redemption or repurchase of equity interests, subordinated debt payments and modifications, loans and investments, transactions with affiliates, changes of control, and payment of consulting and management fees.

As part of the financing, we swapped 50% of the aggregate principal amount of the facilities to a floating rate within 90 days of the close of the agreement. On April 11, 2006, effective April 28, 2006, we entered into an interest rate swap on \$73.0 million fixing the LIBOR rate of interest at 5.47% for a period of three years. This swap was made in conjunction with the \$161.0 million credit facility closed on March 9, 2006. In addition, on November 15, 2006, we entered into an interest rate swap on \$107.0 million fixing the LIBOR rate of interest at 5.02% for a period of three years, and on November 28, 2006, we entered into an interest rate swap on \$90.0 million fixing the LIBOR rate of interest at 5.03% for a period of three years. Previously, the interest rate on the above \$270.0 million portion of the credit facility was based upon a spread over LIBOR which floats with market conditions.

The Company documents its risk management strategy and hedge effectiveness at the inception of the hedge, and, unless the instrument qualifies for the short-cut method of hedge accounting, over the term of each hedging relationship. The Company's use of derivative financial instruments is limited to interest rate swaps, the purpose of which is to hedge the cash flows of variable-rate indebtedness. The Company does not hold or issue derivative financial instruments for speculative purposes. In accordance with Statement of Financial Accounting Standards No. 133, derivatives that have been designated and qualify as cash flow hedging instruments are reported at fair value. The gain or loss on the effective portion of the hedge (i.e., change in fair value) is initially reported as a component of other comprehensive income in the Company's Consolidated Statement of Stockholders' Equity. The remaining gain or loss, if any, is recognized currently in earnings. Of the derivatives that were not designated as cash flow hedging instruments, we recorded a reduction of interest expense of approximately \$210,000 for the two months ended December 31, 2006. The corresponding liability of \$710,000 is included in the other non-current liabilities in the consolidated balance sheet at December 31, 2006. This liability was \$920,000 at October 31, 2006.

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Prior to entering into the November 2006 Credit Facility we entered into the following transactions which were replaced by the new credit facility. Effective March 2006, we completed the issuance of a \$161 million senior secured credit facility that we used to refinance substantially all of our existing indebtedness (except for \$16.1 million of outstanding subordinated debentures and approximately \$5 million of capital lease obligations) (the "March 2006 Credit Facility").. We incurred fees and expenses for the transaction of approximately \$5.6 million. Debt issue costs were being amortized on a straight-line basis over 65 months and were classified as Deferred financing costs. In addition, we recorded a net loss on extinguishments of debt of \$2.1

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million, which includes \$1.2 million in pre-payment penalty fees that were unpaid as of October 31, 2006 and classified as accrued expenses under current liabilities. The facility provided for a \$15 million five-year revolving credit facility, an \$86 million term loan due in five years and a \$60 million second lien term loan due in six years. The loans were subject to acceleration on December 27, 2007, unless we made arrangements to discharge or extend our outstanding subordinated debentures by that date. Under the terms and conditions of the second lien term loan, subject to achieving certain leverage ratios, we had the right to raise up to \$16.1 million in additional funds as part of the second lien term loan for the purposes of redeeming the subordinated debentures. Additionally, we were granted the ability to pursue other funding sources to refinance the subordinated debentures. The loans were payable interest only monthly except for the \$86 million term loan that required amortization payments of 1.0% per annum, or \$860,000, paid quarterly.

The revolving credit facility and the \$86 million term loan bore interest at a base rate ("base rate" means corporate loans posted by at least 75% of the nation's 30 largest banks as quoted by the Wall Street Journal) plus 2.5%, or at our election, the LIBOR rate plus 4.0% per annum, payable monthly. The \$60 million second lien term loan bore interest at the base rate plus 7.0%, or at our election, the LIBOR rate plus 8.5% per annum, payable monthly. The \$86 million term loan included amortization payments of 1.0% per annum, payable in quarterly installments of \$215,000. Upon the close of the refinancing on March 9, 2006, we utilized approximately \$1.5 million of the new \$15 million revolving credit facility.

Under this credit facility, we were subject to various financial covenants including a limitation on capital expenditures, maximum days sales outstanding, minimum fixed charge coverage ratio, maximum leverage ratio and maximum senior leverage ratio. Availability under the \$15 million revolving credit facility was governed by the margins calculated under the maximum senior leverage ratio and maximum total leverage ratio covenants.

Prior to November 2005, we entered into various other financing arrangements over the periods reported in this Form 10-K in order to improve our working capital and meet our obligations as they became due (see Note 7).

We operate in a capital intensive, high fixed-cost industry that requires significant amounts of capital to fund operations. In addition to operations, we require significant amounts of capital for the initial start-up and development expense of new diagnostic imaging facilities, the acquisition of additional facilities and new diagnostic imaging equipment, and to service our existing debt and contractual obligations. Because our cash flows from operations have been insufficient to fund all of these capital requirements, we have depended on the availability of financing under credit arrangements with third parties.

Our business strategy with regard to operations will focus on the following:

- Maximizing performance at our existing facilities;
- Focusing on profitable contracting;
- Expanding MRI and CT applications
- Optimizing operating efficiencies; and
- Expanding our networks

Our ability to generate sufficient cash flow from operations to make payments on our debt and other contractual obligations will depend on our future financial performance. A range of economic, competitive, regulatory, legislative and business factors, many of which are outside of our control, will affect our financial performance. Taking these factors into account, including our historical experience and our discussions with our lenders to date, although no assurance can be given, we believe that through implementing our strategic plans

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and continuing to restructure our financial obligations, we will obtain sufficient cash to satisfy our obligations as they become due in the next twelve months.

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SOURCES AND USES OF CASH

Cash increased during the two months ended December 31, 2006 by \$3.2 million.

Cash provided by operating activities for the two months ended December 31, 2006 was \$725,000 compared to \$897,000 for the same period in 2005. During the two months ended December 31, 2006, the loss on extinguishments of debt of \$7.2 million was offset by an increase in accounts receivable of \$1.9 million and a \$5.9 million decrease in accounts payable and accrued expenses when compared to the same period in 2005.

Cash provided by investing activities for the two months ended December 31, 2006 was \$9.9 million compared to cash used of \$453,000 for the same period in 2005. For the two months ended December 31, 2006 and 2005, we purchased property and equipment for approximately \$2.5 million and \$453,000, respectively. During the two months ended December 31, 2006, we recorded proceeds from the purchase of Radiologix, net of cash acquired, of \$12.7 million, contributions paid for minority investments of \$285,000, and proceeds received from the sale of equipment of \$19,000.

Cash used for financing activities for the two months ended December 31, 2006 was \$7.4 million compared to \$444,000 for the same period in 2005. The primary use of cash during the two months ended December 31, 2006 was related to costs related to the acquisition of Radiologix, the payoff of historical subordinated debentures, notes payable and capital lease obligations, and debt issue costs related to the new financing with GE Commercial Healthcare Financial Services. In addition, cash disbursements in transit increased \$3.0 million when compared to the same period in 2005.

CONTRACTUAL COMMITMENTS

Our future obligations for notes payable, equipment under capital leases, lines of credit, subordinated debentures, equipment and building operating leases and purchase and other contractual obligations for the next five years and thereafter include (dollars in thousands):

| | 2007 | 2008 | 2009 | 2010 | 2011 |
|-------------------------|-----------|-----------|-----------|-----------|-----------|
| | ----- | ----- | ----- | ----- | ----- |
| Notes payable* | \$ 3,200 | \$ 3,200 | \$ 3,157 | \$ 2,693 | \$ 2,586 |
| Capital leases* | 5,945 | 5,073 | 4,292 | 2,568 | 1,015 |
| Operating leases(1) | 34,269 | 31,246 | 26,817 | 22,238 | 15,895 |
| Purchase obligations(2) | 1,100 | -- | -- | -- | -- |
| | ----- | ----- | ----- | ----- | ----- |
| Total(3) | \$ 44,514 | \$ 39,519 | \$ 34,266 | \$ 27,499 | \$ 19,496 |

* Includes interest.

1 Includes all existing options to extend lease terms

2 Includes a two-year obligation to purchase imaging film from Fuji. We must purchase an aggregate of \$4.4 million of film at a rate of approximately \$2.2

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million per year over the term of the agreement, which will be completed on June 30, 2007.

- 3 Does not include our obligation under our maintenance agreement with GE Medical Systems described below.

We have an arrangement with GE Medical Systems under which it has agreed to be responsible for the maintenance and repair of a majority of our equipment for a fee that is based upon a percentage of our revenue, subject to a minimum payment. Net revenue is reduced by the provision for bad debt, mobile PET revenue and other professional reading service revenue to obtain adjusted net revenue. The fiscal 2005 annual service fee was the higher of 3.50% of our adjusted net revenue, or \$4,970,000. The fiscal year ended October 31, 2006 annual service rate was the higher of 3.62% of our adjusted net revenue, or \$5,393,800. The same arrangement was in effect for the two months ended December 31, 2006. Effective January 1, 2007, we renegotiated our existing agreement adding the Radiologix sites to the service plan. For the first six months of 2007, the annual service fee will be the higher of 2.51% of our net revenue, or \$6,201,000. For the second six months of 2007, the annual service fee will be the higher of 2.91% of net revenue, or \$7,250,000. For the year ended December 31, 2008, the annual service fee will be the higher of 2.91% of net revenue, or \$14,792,000. For the year ended December 31, 2009, the annual service fee will be the higher of 2.93% of net revenue, or \$15,187,000. For the year ended December 31, 2010, the annual service fee will be the higher of 2.99% of net revenue, or \$15,828,000. For the year ended December 31, 2011, the annual service fee will be the higher of 3.00% of net revenue, or \$16,181,000. Quarterly adjustments to annualized service fees will be made for net additions and deletions of systems per a fixed fee schedule per system. We believe this framework of basing service costs on usage is an effective and unique method for controlling our overall costs on a facility-by-facility basis. We have met or exceeded the minimum required revenue for each of the last three fiscal years. As of December 31, 2006, we owe GE Medical Systems \$298,483 for past services under the arrangement for fiscal 2006. This amount was paid in full in January 2007.

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CRITICAL ACCOUNTING ESTIMATES

Our discussion and analysis of financial condition and results of operations are based on our consolidated financial statements that were prepared in accordance with generally accepted accounting principles, or GAAP. Management makes estimates and assumptions when preparing financial statements. These estimates and assumptions affect various matters, including:

- o Our reported amounts of assets and liabilities in our consolidated balance sheets at the dates of the financial statements;
- o Our disclosure of contingent assets and liabilities at the dates of the financial statements; and
- o Our reported amounts of net revenue and expenses in our consolidated statements of operations during the reporting periods.

These estimates involve judgments with respect to numerous factors that are difficult to predict and are beyond management's control. As a result, actual amounts could materially differ from these estimates.

The Securities and Exchange Commission, or SEC, defines critical accounting estimates as those that are both most important to the portrayal of a company's financial condition and results of operations and require management's most difficult, subjective or complex judgment, often as a result of the need to make estimates about the effect of matters that are inherently uncertain and may change in subsequent periods. In Note 2 to our consolidated financial

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statements, we discuss our significant accounting policies, including those that do not require management to make difficult, subjective or complex judgments or estimates. The most significant areas involving management's judgments and estimates are described below.

REVENUE RECOGNITION

Revenue is recognized when diagnostic imaging services are rendered. Revenue is recorded net of contractual adjustments and other arrangements for providing services at less than established patient billing rates. We estimate contractual allowances based on the patient mix at each diagnostic imaging facility, the impact of managed care contract pricing and historical collection information. We operate 129 facilities, each of which has multiple managed care contracts and a different patient mix. We review the estimated contractual allowance rates for each diagnostic imaging facility on a monthly basis. We adjust the contractual allowance rates, as changes to the factors discussed above become known. Depending on the changes we make in the contractual allowance rates, net revenue may increase or decrease.

ACCOUNTS RECEIVABLE

Substantially all of our accounts receivable are due under fee-for-service contracts from third party payors, such as insurance companies and government-sponsored healthcare programs, or directly from patients. Services are generally provided pursuant to one-year contracts with healthcare providers. Receivables generally are collected within industry norms for third-party payors. We continuously monitor collections from our clients and maintain an allowance for bad debts based upon any specific payor collection issues that we have identified and our historical experience. For fiscal 2004, 2005 and 2006 our provision for bad debts as a percentage of net revenue (pre-Radiologix acquisition) was 2.8%, 3.4% and 4.7%, respectively. For the two months ended December 31, 2006, our provision for bad debts as a percentage of net revenue was 6.8%.

DEPRECIATION AND AMORTIZATION OF LONG-LIVED ASSETS.

We expense our long-lived assets over their estimated economic useful lives with the exception of leasehold improvements where we use the shorter of the assets useful live or the lease term of the facility for which these assets are associated.

DEFERRED TAX ASSETS

We evaluate the realizability of the net deferred tax assets and assess the valuation allowance periodically. If future taxable income or other factors are not consistent with our expectations, an adjustment to our allowance for net deferred tax assets may be required. Even though we expect to utilize our net operating loss carry forwards in the future, the last three fiscal year losses and available evidence cause the valuation of our net deferred tax assets to be uncertain in the near term. As of December 31, 2006, we have fully allowed for our net deferred tax assets.

VALUATION OF GOODWILL AND LONG-LIVED ASSETS

Our net goodwill at December 31, 2006 was \$61.6 million. Goodwill is recorded as a result of our acquisition of operating facilities. The operating facilities are grouped by region into reporting units. We evaluate goodwill, at a minimum, on an annual basis and whenever events and changes in circumstances suggest that the carrying amount may not be recoverable in accordance with Statement of Financial Accounting Standards, or SFAS, No. 142, "Goodwill and Other Intangible Assets." Impairment of goodwill is tested at the reporting unit level by comparing the reporting unit's carrying amount, including goodwill, to

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the fair value of the reporting unit. The fair values of the reporting units are estimated using a combination of the income or discounted cash flows approach and the market approach, which uses comparable market data. If the carrying amount of the reporting unit exceeds its fair value, goodwill is considered impaired and a second step is performed to measure the amount of impairment loss, if any.

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Our long-lived assets at December 31, 2006 consist primarily of net property and equipment of \$158.5 million. We evaluate long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable in accordance with SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets." An asset is considered impaired if its carrying amount exceeds the future net cash flow the asset is expected to generate. If such asset is considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the asset exceeds its fair market value. We assess the recoverability of our long-lived and intangible assets by determining whether the unamortized balances can be recovered through undiscounted future net cash flows of the related assets.

For each of the three years in the period ended October 31, 2006, and the two months ended December 31, 2006, we recorded no impairment of goodwill or property and equipment. However, if our estimates or the related assumptions change in the future, we may be required to record impairment charges to reduce the carrying amount of these assets.

DERIVATIVE FINANCIAL INSTRUMENTS

The Company holds derivative financial instruments for the purpose of hedging the risks of certain identifiable and anticipated transactions. In general, the types of risks hedged are those relating to the variability of cash flows caused by movements in interest rates. The Company documents its risk management strategy and hedge effectiveness at the inception of the hedge, and, unless the instrument qualifies for the short-cut method of hedge accounting, over the term of each hedging relationship. The Company's use of derivative financial instruments is limited to interest rate swaps, the purpose of which is to hedge the cash flows of variable-rate indebtedness. The Company does not hold or issue derivative financial instruments for speculative purposes.

In accordance with Statement of Financial Accounting Standards No. 133, derivatives that have been designated and qualify as cash flow hedging instruments are reported at fair value. The gain or loss on the effective portion of the hedge (i.e., change in fair value) is initially reported as a component of other comprehensive income in the Company's Consolidated Statement of Stockholders' Equity. The remaining gain or loss, if any, is recognized currently in earnings.

SIGNIFICANT EVENTS

RADIOLOGIX

On November 15, 2006, we completed our acquisition of Radiologix, Inc in a stock purchase. Under the terms of the acquisition agreement, Radiologix shareholders received an aggregate consideration of 11,310,950 shares (or 22,621,900 shares before the one-for-two reverse stock split affected in late November 2006) of our common stock and \$42,950,000 in cash.

The total purchase price and the allocation of the estimated purchase price discussed below are preliminary and have not been finalized. The

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preliminary estimated total purchase price of the merger is as follows:

| | (IN THOUSANDS) |
|---|----------------|
| Value of stock given by RadNet to Radiologix* | \$ 39,400 |
| Cash | 42,950 |
| Estimated transaction fees and expenses** | 15,208 |
| | ----- |
| Total purchase price | \$ 97,558 |
| | ===== |

(*) Calculated as 11,310,950 shares multiplied by \$3.48 (average closing price of \$1.74 from June 28, 2006 to July 13, 2006, adjusted for the one-for-two reverse stock split).

(**) Includes \$8,274,000 in assumed liabilities of Radiologix, including \$3,210,000 in merger and acquisition fees and \$5,064,000 in Radiologix bond prepayment penalties.

Under the purchase method of accounting, the total estimated purchase price as shown above is allocated to Radiologix's net tangible and intangible assets based on their estimated fair values as of the date of acquisition. The purchase price allocation is preliminary and has not been finalized because the valuation of the assets and liabilities has not been completed. The following table summarized the preliminary purchase price allocation at the date of acquisition.

| | (IN THOUSANDS) |
|---|----------------|
| Current assets | \$ 114,660 |
| Property and equipment, net | 86,659 |
| Identifiable intangible assets | 61,000 |
| Goodwill | 38,508 |
| Investments in joint ventures | 9,482 |
| Other assets | 999 |
| Current liabilities | (24,150) |
| Accrued restructuring charges | (314) |
| Contracts | (8,994) |
| Assumption of debt | (177,358) |
| Long-term liabilities | (1,725) |
| Minority interests in consolidated subsidiaries | (1,209) |
| | ----- |
| Total purchase price | \$ 97,558 |
| | ===== |

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We have estimated the fair value of tangible assets acquired and liabilities assumed. Some of these estimates are subject to change, particularly those estimates relating to the valuation of property and equipment and identifiable intangible assets. The final allocation of the purchase price will be based upon the fair value of Radiologix's assets and liabilities as determined by an external valuation expert and all subsequent adjustments will be recorded to goodwill.

CASH, MARKETABLE SECURITIES, INVESTMENTS AND OTHER ASSETS: We valued cash, marketable securities, investments and other assets at their respective carrying amounts as we believes that these amounts approximate their current fair values or the fair values.

IDENTIFIABLE INTANGIBLE ASSETS: We expect identifiable intangible assets acquired to include management service agreements and covenants not to compete. Management service agreements represent the underlying relationships and

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agreements with certain professional radiology groups. Covenants not to compete are contracts entered into with certain former members of management of Radiologix on the date of acquisition.

Identifiable intangible assets consist of:

| (IN THOUSANDS) ----- | ESTIMATED FAIR VALUE | ESTIMATED AMORTIZATION PERIOD | ANNUAL AMORTIZATION |
|-------------------------------|-------------------------|-------------------------------------|------------------------|
| Management service agreements | \$ 57,880 | 25 years | \$ 2,315 |
| Covenants not to compete | 3,120 | 1 to 2 years | 1,810 |

We have determined the preliminary fair value of intangible assets through limited discussions with Radiologix management and a review of certain transaction-related documents prepared by Radiologix management.

Estimated useful lives for the intangible assets were based on the average contract terms, which are greater than the amortization period that will be used for management contracts. Intangible assets are being amortized using the straight-line method, considering the pattern in which the economic benefits of the intangible assets are consumed.

GOODWILL: Approximately \$38,508,000 has been allocated to goodwill. Goodwill represents the excess of the purchase price over the fair value of the underlying net tangible and intangible assets. In accordance with SFAS No. 142, **GOODWILL AND OTHER INTANGIBLE ASSETS**, goodwill will not be amortized but instead will be tested for impairment at least annually. We perform this test annually on October 1. In the event that the management of the combined company determines that the value of goodwill has become impaired, the combined company will incur an accounting charge for the amount of impairment during the fiscal quarter in which the determination is made, which would normally be the fourth quarter. Because this goodwill was established through a stock purchase, no amount is deductible for tax purposes.

OPERATING LEASES: We assumed certain operating leases for both equipment and facilities. All related historical deferred rent liabilities have been eliminated. The establishment of any assets or liabilities associated with the Company's assumption of these operating leases is contingent upon final analysis from our external valuation experts.

The following unaudited pro-forma financial information for the year ended October 31, 2006, and the two months ended December 31, 2005 and 2006 represents the combined results of the Company's operations and Radiologix as if the Radiologix acquisition had occurred on November 1, 2005. The unaudited pro-forma financial information does not necessarily reflect the results of operations that would have occurred had the Company constituted a single entity during such periods.

| | YEAR ENDED OCTOBER 31, 2006 ---- | TWO MONTHS ENDED DECEMBER 31, 2005 ---- | 2006 ---- |
|-------------|---|--|--------------|
| Net revenue | \$418,650,000 | \$66,719,000 | \$65,458,000 |

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| | | | |
|------------------------------|-------------|-------------|--------------|
| Pro-forma net loss | (4,963,000) | (1,333,000) | (12,088,000) |
| Pro-forma net loss per share | \$ (0.24) | \$ (0.06) | \$ (0.39) |

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FACILITY OPENINGS

In September 2006, we acquired the assets and business of Fresno Imaging Center for \$1,500,000 in cash utilizing our existing line of credit. The center provides MRI, CT, ultrasound and x-ray services. The center is 14,470 square feet with a monthly rental of approximately \$20,000 per month through December 31, 2013. No goodwill was recorded in the transaction.

In September 2006, we acquired the assets and business of Irvine Imaging Services for \$500,000 in assumed liabilities. The center provides MRI, CT, ultrasound and x-ray services. The monthly rental is approximately \$14,560 per month. No goodwill was recorded in the transaction.

In September 2006, we acquired the net assets and business of San Francisco Advanced Imaging Center, in San Francisco, California, for \$1,650,000 paid from working capital. The center provides MRI, CT and x-ray services. The center is 7,115 square feet with a monthly rental of approximately \$29,000 with an initial lease term through April 2017. No goodwill was recorded in the transaction.

On August 25, 2006, we acquired the assets and business of Corona Imaging Center, in Corona, California, for \$1,500,000 financed through a third party lender over five years at 8.5%. In addition, we financed certain medical equipment for approximately \$243,000 as part of the transaction. The center provides MRI, CT, ultrasound, and x-ray services. The center is 2,133 square feet with a monthly rental of approximately \$3,839 per month with an initial lease term through November 2011. No goodwill was recorded in the transaction.

On May 15, 2006, we opened an additional multi-modality site in Emeryville, California that provides MRI, CT and x-ray services. Ultrasound services will be added in the near future. We entered into a new building lease for 6,500 square feet with a beginning monthly rental of \$9,754 and invested approximately \$1.7 million in leasehold improvements for the new center. The improvements were paid for from working capital.

Effective February 1, 2006, upon the inception of a new capitation arrangement, we opened two additional satellite offices in Yucaipa and Moreno Valley, California that provide x-ray services for our Riverside location. In addition, in February 2006, we opened one additional satellite office providing x-ray services in Temecula, California.

Effective February 1, 2006, we invested \$237,000 for a 47.5% membership interest in an entity that operates a PET center in Palm Springs, California. We account for this investment under the equity method of accounting. Income in earnings of this equity method investment was approximately \$83,000. The center will provide PET services for our existing facilities in the area replacing a prior arrangement where PET services were provided by a mobile unit for a "per use" fee. We have an option to purchase the other 52.5% interest subsequent to November 1, 2006 and prior to February 29, 2008 for \$512,500.

Effective February 1, 2006, we entered into a facility use agreement for an open MRI center in Vallejo, California. The agreement provides for the use of the equipment and facility for a monthly fee.

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In December 2005, we entered into a new building lease in Encino, California for approximately 10,425 square feet to begin the development of a new center, San Fernando Interventional Radiology and Imaging Center, which is expected to open by March 2007. The center will offer MRI, CT, ultrasound and x-ray services as well as biopsy, angiography, shunt, and pain management procedures. The monthly rent is approximately \$19,600 and the first month's rent was due in August 2006.

In March 2005, we opened a new center with approximately 3,533 square feet of space in Westlake, California, near Thousand Oaks that offers MRI, mammography, ultrasound and x-ray services. During fiscal 2005, we used existing lines of credit for the payment of approximately \$873,000 in leasehold improvements for the new facility.

Effective July 31, 2004, we purchased the 25% minority interest in Rancho Bernardo Advanced Imaging from two physicians for \$200,000 that consisted of an \$80,000 down payment and monthly payments of \$10,000 due from September 2004 to August 2005. All payments were made during fiscal 2005. There was no goodwill recorded in the transaction.

In January 2004, we entered into a new building lease for approximately 3,963 square feet of space in Murrieta, California, near Temecula. The center opened in December 2004 and offers MRI, CT, PET, nuclear medicine and x-ray services. The equipment was financed by GE. During fiscal 2004, we had used existing lines of credit for the payment of approximately \$840,000 in leasehold improvements for Murrieta.

In addition, during fiscal 2004, we opened an additional three satellite facilities servicing our Northridge, Rancho Cucamonga and Thousand Oaks centers.

At various times, we may open small x-ray facilities acquired primarily to service larger capitation arrangements over a specific geographic region.

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FACILITY CLOSURES

Upon the acquisition of Fresno Imaging Center in September 2006, we closed our existing Woodward Park facility and incurred a loss on the disposal of leasehold improvements in that center of approximately \$55,000. All of the business of the old Fresno site transferred to the new location.

Upon the acquisition of Irvine Imaging Services in September 2006, we closed our existing Tustin Imaging facility. There was no loss on the disposal of leasehold improvements in that center. All of the business of the old Tustin site transferred to the new Irvine location.

After the opening of a new site in Emeryville, California, we closed our existing Emeryville MRI only facility and incurred a loss on the disposal of leasehold improvements in that center of approximately \$143,000. All of the business of the old Emeryville site transferred to the new location.

In early fiscal 2004, we first downsized and later closed our San Diego facility. The center's location was no longer productive and business could be sent to our new facility in Rancho Bernardo. The equipment was moved to other locations and our leasehold improvements were written off. During the year ended October 31, 2004, the center generated net revenue of \$49,000 and incurred a net loss of \$122,000.

In addition, during fiscal 2004, we closed two satellite facilities servicing our Antelope Valley and Lancaster regions.

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At various times, we may close small x-ray facilities acquired primarily to service larger capitation arrangements over a specific geographic region. Over time, patient volume from these contracts may vary, or we may end the arrangement, resulting in the subsequent closures of these smaller satellite facilities.

DEBT RESTRUCTURING

We continued our focused efforts to improve our financial position and liquidity by restructuring and reducing our indebtedness on favorable terms. For a discussion of these efforts, see "Financial Condition - Liquidity and Capital Resources."

RESULTS OF OPERATIONS

The following table sets forth, for the periods indicated, the percentage that certain items in the statement of operations bears to net revenue.

| | FISCAL YEARS ENDED | | |
|---|--------------------|-------|-------|
| | OCTOBER 31, | | |
| | 2004 | 2005 | 2006 |
| NET REVENUE | 100% | 100% | 100% |
| OPERATING EXPENSES | | | |
| Operating expenses | 77.1% | 74.9% | 74.7% |
| Depreciation and amortization | 13.1% | 12.0% | 10.2% |
| Provision for bad debts | 2.8% | 3.4% | 4.7% |
| Loss (gain) on sale of equipment | 0.0% | 0.5% | 0.2% |
| Severance costs | 0.0% | 0.0% | 0.0% |
| Total operating expenses | 93.0% | 90.8% | 89.9% |
| INCOME FROM OPERATIONS | 7.0% | 9.2% | 10.1% |
| OTHER EXPENSES (INCOME) | | | |
| Interest expense | 12.6% | 12.0% | 12.6% |
| Loss (gain) on debt extinguishment, net | 0.0% | -0.4% | 1.3% |
| Other income | -0.1% | -0.2% | 0.0% |
| Other expense | 1.2% | 0.2% | 0.5% |
| Total other expense | 13.7% | 11.7% | 14.4% |
| LOSS BEFORE INCOME TAXES, MINORITY INTERESTS AND EARNINGS FROM MINORITY INVESTMENTS | | | |
| Provision for income taxes | -3.8% | 0.0% | 0.0% |
| Minority interest in (income) loss of subs | -0.3% | 0.0% | 0.0% |
| Earnings from minority investments | 0.0% | 0.0% | 0.1% |
| NET LOSS | -10.7% | -2.5% | -4.3% |

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TWO MONTHS ENDED DECEMBER 31, 2006 COMPARED TO THE TWO MONTHS ENDED DECEMBER 31, 2005 (UNAUDITED)

During the two months ended December 31, 2006, we completed our acquisition of Radiologix. The results of Radiologix and its wholly owned subsidiaries have been included in our consolidated financial statements from the date of acquisition.

NET REVENUE

Net revenue from continuing operations for the two months ended December 31, 2006 was \$57.4 million compared to \$25.5 million for the two months ended December 31, 2005, an increase of \$31.9 million, or 125.1%. Net revenue from the acquisition of Radiologix, effective November 15, 2006, was \$30.5 million, and net revenue from five new centers added during calendar 2006 (net of two closed centers) was \$1.4 million. On the other hand, our same store net revenue decreased \$405,000 when compared to the same period in 2005. The decrease was primarily the result of our Beverly Hills locations in which net revenue decreased \$514,000 when compared to the same period in 2005 due to increased competition in the area.

OPERATING EXPENSES

Operating expenses from continuing operations for the two months ended December 31, 2006 increased approximately \$26.8 million, or 140.3%, from \$19.1 million for the two months ended December 31, 2005 to \$45.9 million for the two months ended December 31, 2006. The following table sets forth our operating expenses for the two months ended December 31, 2005 and 2006 (dollars in thousands):

| | TWO MONTHS ENDED DECEMBER 31, | |
|--|-------------------------------|-----------|
| | 2005 | 2006 |
| Salaries and professional reading fees | \$ 11,880 | \$ 25,382 |
| Building and equipment rental | 1,388 | 6,112 |
| General administrative expenses | 5,881 | 14,539 |
| | 19,149 | 46,033 |
| Total operating expenses | 19,149 | 46,033 |
| Depreciation and amortization | 2,759 | 5,907 |
| Provision for bad debt | 826 | 3,907 |
| Loss (gain) on sale of equipment, net | --- | (38) |
| Severance costs | --- | 205 |

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o SALARIES AND PROFESSIONAL READING FEES

Salaries and professional reading fees increased \$13.5 million, or 340.3%, from the two months ended December 31, 2005 to the two months ended December 31, 2006. During the two months ended December 31, 2006, salaries and professional reading fees were \$11.2 million and \$0.6 million for Radiologix and the five new centers opened during calendar 2006 (net of two closed centers), respectively. In addition, salaries for the San Fernando Valley Interventional Radiology and Imaging Center, or SFVIR, were \$27,000 for the two

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months ended December 31, 2006. The costs were for the preliminary set up of the facility that opened on March 12, 2007. Same store salaries and professional reading fees increased \$0.9 million and \$0.8 million, respectively, for the two months ended December 31, 2006 when compared to the same period last year. The majority of the increases were at the sites of Palm Springs and Palm Desert, Modesto, Orange Imaging, Tarzana Advanced and Ventura due to increases in net revenue, and at corporate and the Beverly Hills facilities due to the hiring or retention of key employees or physicians.

o BUILDING AND EQUIPMENT RENTAL

Building and equipment rental expenses increased \$4.7 million, or 340.3%, to \$6.1 million in the two months ended December 31, 2006 compared to \$1.4 million in the two months ended December 31, 2005. During the two months ended December 31, 2006, building and equipment rental expense was \$4.0 million and \$0.2 million for Radiologix and the five new centers opened during calendar 2006 (net of two closed centers), respectively. In addition, building rent expense for SFVIR was \$39,000 for the two months ended December 31, 2006. Same store building and equipment rental expenses increased \$114,000 and \$347,000, respectively, for the two months ended December 31, 2006 when compared to the same period last year. The increase in building rent was due to normal escalations built into the operating leases, and the increase in equipment rental was primarily due to the increased costs of renting mobile MRI equipment while repairs were being done at our Orange facility.

o GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses include billing fees, medical supplies, office supplies, repairs and maintenance, insurance, business tax and license, outside services, utilities, marketing, travel and other expenses. Many of these expenses are variable in nature including medical supplies and billing fees, which increase with volume and repairs and maintenance under our GE service agreement at 3.62% of net revenue for the two-month period. Overall, general and administrative expenses increased \$8.7 million, or 147.2%, for the two months ended December 31, 2006 compared to the previous period. During the two months ended December 31, 2006, general and administrative expenses were \$7.4 million and \$450,000 for Radiologix and the five new centers opened during calendar 2006 (net of two closed centers), respectively. In addition, general and administrative expenses for SFVIR were \$26,000 for the two months ended December 31, 2006. Same store general and administrative expenses increased \$0.8 million for the two months ended December 31, 2006 when compared to the same period last year. The increase was primarily due to increased expenditures for accounting fees, costs related to repairs at our Orange facility, and employee and marketing expenditures at year-end.

o DEPRECIATION AND AMORTIZATION

Depreciation and amortization increased by \$3.1 million, or 114.1%, in the two months ended December 31, 2006 when compared to the same period last year. During the two months ended December 31, 2006, depreciation and amortization expense was \$3.0 million and \$0.2 million for Radiologix and the five new centers opened during calendar 2006 (net of two closed centers), respectively. In addition, depreciation and amortization expense for SFVIR was \$34,000 for the two months ended December 31, 2006. Same store

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depreciation and amortization expense decreased \$7,000 for the two months ended December 31, 2006 when compared to the same period last year. Depreciation from same store property and equipment additions during the two months ended December 31, 2006 was offset by historical property and equipment fully depreciating during the same period.

o PROVISION FOR BAD DEBT

Provision for bad debt increased \$3.1 million, or 373.0%, in the two months ended December 31, 2006 to \$3.9 million compared to \$826,000 for the two months ended December 31, 2005. During the two months ended December 31, 2006, the provision for bad debt expense was \$2.7 million and \$0.1 million for Radiologix and the five new centers opened during calendar 2006 (net of two closed centers), respectively. Radiologix's provision for bad debt is higher due to the large number of hospital-based receivables they possess. Same store provision for bad debt expense increased \$0.3 million for the two months ended December 31, 2006 when compared to the same period last year. The increase was primarily due to increased write-offs due to billing issues related to untimely filing, and incomplete or incorrect demographic information collected at the sites.

o LOSS (GAIN) ON DISPOSAL OF EQUIPMENT, NET

During the two months ended December 31, 2006, we recorded a gain of \$38,000 on sale of equipment.

o SEVERANCE COSTS

During the two months ended December 31, 2006, we recorded severance costs for Radiologix of \$205,000 related to the acquisition.

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INTEREST EXPENSE

Interest expense for the two months ended December 31, 2006 increased approximately \$2.6 million, or 86.9%, from the same period in 2005. The increase was primarily due to the increased indebtedness of \$360.0 million upon the acquisition of Radiologix.

LOSS (GAIN) ON DEBT EXTINGUISHMENTS, NET

For the two months ended December 31, 2006, we recognized a loss from extinguishments of debt of \$7.2 million. With the acquisition of Radiologix, we paid off existing notes payable and subordinated bond debentures and incurred pre-payment penalties of \$2.3 million, and wrote-off deferred financing costs related to prior debt instruments of \$4.9 million.

OTHER INCOME

For the two months ended December 31, 2006 and 2005, we earned other income of \$51,000 and \$29,000, respectively.

INCOME TAX EXPENSE

For the two months ended December 31, 2006, we recognized \$20,000 in income tax expense related to Radiologix.

MINORITY INTEREST IN (INCOME) LOSS OF SUBSIDIARIES

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For the two months ended December 31, 2006, we recognized \$45,000 in minority interest expense related to joint ventures of Radiologix.

EARNINGS FROM MINORITY INVESTMENTS

For the two months ended December 31, 2006, we recognized earnings from minority investments of \$503,000 including \$476,000 from investments of Radiologix and \$27,000 from an investment in a PET center in Palm Desert, California.

YEAR ENDED OCTOBER 31, 2006 COMPARED TO THE YEAR ENDED OCTOBER 31, 2005

During fiscal 2006, we continued our efforts to enhance our operations and expand our network, while improving our financial position. Our results for fiscal 2006 were aided by the opening and integration of new facilities, increases in PET volume, and improvements in reimbursement from managed care capitated contracts and other payors.

During fiscal 2006, we made more progress in solidifying our financial condition. Effective March 9, 2006, we completed the issuance of a \$161 million senior secured credit facility, which we used to refinance substantially all of our existing indebtedness (except for \$16.1 million of outstanding subordinated debentures and approximately \$5 million of capital lease obligations). We incurred fees and expenses for the transaction of approximately \$5.6 million. Debt issue costs were being amortized on a straight-line basis over 65 months and were classified as debt issue costs. In addition, we recorded a net loss on extinguishments of debt of \$2.1 million, which included \$1.2 million in pre-payment penalty fees that are unpaid as of October 31, 2006 and classified as accrued expenses under current liabilities. See "Financial Condition - Liquidity and Capital Resources."

At October 31, 2005, October 31, 2006 and December 31, 2006, we performed an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)). Based upon that evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures are not effective in alerting them prior to the end of a reporting period to all material information required to be included in our periodic filings with the SEC because we identified the following material weaknesses in the design of internal control over financial reporting: We concluded that we had (i) insufficient processes to identify and resolve non-routine accounting matters such as the identification of off-balance sheet transactions and (2) insufficient personnel resources and technical accounting expertise within the accounting function to resolve the following non-routine accounting matters, the recording of non-typical cost-based investments and unusual debt-related transactions and the appropriate analysis of the amortization lives of leasehold improvements in accordance with generally accepted accounting principles. The incorrect accounting for the foregoing was sufficient to lead management to conclude that a material weakness in the design of internal control over the accounting for non-routine transactions existed at October 31, 2005, October 31, 2006 and December 31, 2006.

On November 1, 2006, FRI, Inc., a recently formed wholly-owned subsidiary, entered into an agreement to manage two MRI imaging facilities whose establishment had been financed by Hitachi Capital America Corp. ("HCA"). The facilities had previously been unsuccessful in their operations and HCA asked us to take over their operation. While we indicated we believed we could operate the facilities profitably we also stated there was no way to know for sure. Accordingly, we agreed with HCA that FRI, Inc. would enter into leases for the

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premises and the equipment for the two locations. These obligations were structured with no recourse to, or guarantees from RadNet, giving us no liability or responsibility beyond FRI, Inc. Because we indicated we would not put any of our funds at risk to finance the operations of the facilities, HCA advanced \$100,000 to FRI, Inc. and initially provided reduced lease payments to assist with its liquidity. We agreed with HCA and FRI, that (i) FRI would pay RadNet for management services we would provide to FRI and (ii) BRMG would provide all of the physician services to the operations. We agreed that expenses would be paid in the following order, first to BRMG for providing professional services, then to us for a management fee, then to the operational expenses, including lease fees with any remaining funds to be paid to HCA to reduce lease obligations. We have a right to purchase the equipment for fair market value if we determine the business to be viable. If we find the business is not viable we have no obligations beyond FRI and will either deliver the FRI entity to HCA or close FRI. Since we only recently began operations we have not yet made any determinations as to the long-term status of the project. For the two month period ending December 31, 2006, we did not account for FRI on a consolidated basis. Instead, we recognized the management fees paid to us and professional fees paid to BRMG as revenue, which totaled approximately \$30,000 in aggregate for the two month period. No other revenue or expenses of FRI were included in our statements. Upon further review, management believes that proper accounting dictates that FRI should be consolidated. As such, management has decided that in subsequent periods, it will consolidate FRI into RadNet. We have also determined that the error for the two month period is not material to the presentation of our financial statements.

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Subsequent to October 31, 2005, we determined to change the design of our internal controls over non-routine accounting matters by the identification of an outside resource at a recognized professional services company that we can consult with on non-routine transactions or the employment of qualified accounting personnel to deal with this issue together with the utilization of other senior corporate accounting staff, who are responsible for reviewing all non-routine matters and preparing formal reports on their conclusions, and conducting quarterly reviews and discussions of all non-routine accounting matters with our independent public accountants. On August 1, 2006, we entered into an agreement with MorganFranklin Corporation, a professional service company we believe capable of providing the necessary consulting services, which we believe address the identified weakness. We engaged MorganFranklin, a consulting firm with the requisite accounting expertise, to assist us, from time to time, in the evaluation and application of the appropriate accounting treatment, to provide support in the form of technical analysis related to accounting and financial reporting matters that may arise, and to provide management advice with respect to their preliminary conclusions regarding issues we wish to bring to their attention. To the extent our Chief Financial Officer identifies any non-routine accounting matters, which require resolution, he will contact MorganFranklin and work closely with them, our audit committee and our auditors to resolve any issues. We are continuing to evaluate additional controls and procedures that we can implement and may add additional accounting personnel during early fiscal 2007 to enhance our technical accounting resources. We do not anticipate that the cost of this remediation effort will be material to our financial statements. We believe that the engagement of MorganFranklin and use of their services should adequately address the identified weakness. With the acquisition of Radiologix, we have added additional technical accounting staff from their organization, which we believe will further reduce any material weakness.

The above identified material weakness in internal control was determined by management during our year-end audit to be a material change in our internal control over financial reporting during the quarter ended October 31, 2005.

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In connection with the preparation of our Annual Report on Form 10-K, our management on February 2, 2007, in consultation with our independent registered public accounting firm, Moss Adams LLP, determined we would restate certain of our previously issued financial statements. The adjustments result from management's historical treatment of depreciation expense related to the depreciation of leasehold improvements of our facilities. Although the adjustments to certain prior period financial statements are all non-cash, and do not affect our historical reported revenues, cash flows or cash position for any of the affected fiscal or quarterly periods the adjustments resulted in:

- o a one-time adjustment to decrease retained earnings as of October 31, 2003 by \$2,859,595;
- o an adjustment to increase fiscal 2004 depreciation expense and decrease retained earnings by \$154,707;
- o an adjustment to increase fiscal 2005 depreciation expense and decrease retained earnings by \$434,442; and
- o an adjustment to increase depreciation expense and decrease retained earnings by \$33,215 for our first quarter ended January 31, 2006.

The consolidated financial statements have been adjusted for the fiscal years ended October 31, 2005 and 2004, and are adjusted for the quarterly unaudited financial statements for these years and for the first quarter ended January 31, 2006.

As a result, the consolidated financial statements, as previously filed, contain errors related to the recording of the depreciation expense of leasehold improvements and should, therefore, not be relied upon. The related auditor reports of Moss Adams LLP with respect to these consolidated financial statements should also no longer be relied upon.

We have remediated the matter and included the restated financial statements for the 2005 and 2004 fiscal years in this report. Our Audit Committee and management have discussed the matters associated with the restatements with Moss Adams LLP.

NET REVENUE

Net revenue from continuing operations for fiscal 2006 was \$161.0 million compared to \$145.6 million for fiscal 2005, an increase of approximately \$15.4 million, or 10.6%. The largest net revenue increases were at the following facilities:

| | FISCAL 06 INCREASE | % |
|------------------------|-----------------------|-------|
| | ----- | ----- |
| Temecula (5 sites) | \$ 3,433,000 | 45.2% |
| Tarzana (2 sites) | \$ 2,301,000 | 25.2% |
| Palm Springs (6 sites) | \$ 1,557,000 | 17.1% |

Palm Springs' net revenue increase was primarily due to increased patient volume, improved contracting and increases in reimbursement from its managed care capitated payors. Temecula's net revenue increase was primarily due to the return of a managed care capitated contract and the opening and ramp-up in business of an additional facility in Murrieta providing MRI, CT, PET, nuclear medicine and x-ray services in December 2004. Tarzana's net revenue increase was primarily due to increased PET volume with the hiring of a new physician and the upgrade of one of its MRI machines that increased throughput and patient volume.

In addition, we acquired five new facilities that generated net revenues of \$1.9 million for the fiscal year ended October 31, 2006 with the majority of

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new sites added in the fourth quarter.

Managed care capitated payor revenue increased from 26% of net revenue, or approximately \$38 million, to 27% of net revenue, or approximately \$43 million, for the years ended October 31, 2005 and 2006, respectively. We have been successful in retaining existing contracts while obtaining increases in reimbursement from the payors coupled with receiving increases in co-payments from the individual patients upon service. We anticipate maintaining a similar mix of managed care capitated payor business in fiscal 2007.

OPERATING EXPENSES

Operating expenses from continuing operations for fiscal 2006 increased approximately \$12.5 million, or 9.5%, from \$132.2 million in fiscal 2005 to \$144.7 million in fiscal 2006. The following table sets forth our operating expenses for fiscal 2005 and 2006 (dollars in thousands):

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| | YEAR ENDED OCTOBER 31, | |
|--|------------------------|-----------|
| | 2005 (AS RESTATED) | 2006 |
| Salaries and professional reading fees | \$ 66,674 | \$ 75,520 |
| Building and equipment rental | 7,919 | 8,810 |
| General administrative expenses | 34,419 | 36,000 |
| Total operating expenses | 109,012 | 120,340 |
| Depreciation and amortization | 17,536 | 16,390 |
| Provision for bad debt | 4,929 | 7,620 |
| Loss on disposal of equipment, net | 696 | 370 |

o SALARIES AND PROFESSIONAL READING FEES

Salaries and professional reading fees increased \$8.8 million, or 13.3%, from fiscal 2005 to 2006. The majority of the increase is due to the increase in net revenue from \$145.6 million to \$161.0 million, or 10.6%, in fiscal 2005 and 2006, respectively. In addition to the hiring of additional employees to staff new centers, professional fees increased at certain sites due to contracts where compensation to the professionals is based upon a percentage of net revenue.

o BUILDING AND EQUIPMENT RENTAL

Building and equipment rental expenses increased \$0.9 million in fiscal year 2006 when compared to the same period last year. The increase is primarily due to cost of living rental increases within existing building lease agreements, the addition of new facilities and the related rental expense, and temporary equipment rental for MRI and CT equipment at two of our imaging centers.

o GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses include billing fees, medical supplies, office supplies, repairs and maintenance, insurance,

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business tax and license, outside services, utilities, marketing, travel and other expenses. Many of these expenses are variable in nature including medical supplies and billing fees which increase with volume and repairs and maintenance under our GE service agreement at 3.62% of net revenue. Overall, general and administrative expenses increased \$1.6 million, or 4.6%, in fiscal 2006 compared to the previous period primarily due to the increase in net revenue.

o DEPRECIATION AND AMORTIZATION

Depreciation and amortization decreased by \$1.1 million in fiscal year 2006 when compared to the same period last year. The decrease in depreciation and amortization was primarily related to aging property and equipment fully depreciating during the period not offset by the addition of new property and equipment.

o PROVISION FOR BAD DEBT

The \$2.7 million increase in the provision for bad debt was primarily a result of increased net revenue and the increase in bad debts as a percentage of net revenue from 3.4% to 4.7% in fiscal 2005 and 2006, respectively. The bad debt percentage increased due to maturing accounts receivable, the write-off of receivables due to incomplete demographic information and billing statute issues, and the faster write-off of slower-paying receivables to collection agencies to expedite cash receipts.

o LOSS ON DISPOSAL OF EQUIPMENT, NET

During fiscal 2006, losses on disposal or sale of equipment were \$0.4 million and were primarily due to the write-off of leasehold improvements at our Emeryville and Woodward Park facilities, and the sale of certain medical equipment at a loss. During fiscal 2005, losses on disposal of equipment were \$0.7 million and were primarily due to the trade-in and upgrade of an MRI at our Tarzana Advanced facility that was initiated to improve the existing equipment increasing throughput and patient volume at the site.

INTEREST EXPENSE

Interest expense for fiscal 2006 increased approximately \$2.9 million, or 16.4%, from the same period in fiscal 2005. Interest expense is primarily from our outstanding notes payable and capital lease obligations, subordinated bond debentures, related party payables and our outstanding line of credit. The increase was primarily the result of increases in notes payable and capital lease obligations and our mark to market interest rate adjustment of \$0.9 million for fiscal 2006 related to the swap arrangement. As part of the March 2006 refinancing, we were required to swap at least 50% of the aggregate principal amount of the facilities to a floating rate within 90 days of the close of the agreement on March 9, 2006. On April 11, 2006, effective April 28, 2006, on \$73.0 million (one half of our First and Second Lien Term Loans of \$146.0 million), we entered into an interest rate swap fixing the LIBOR rate of interest at 5.47% for a period of three years. Previously, the interest rate on the \$73.0 million was based upon a spread over LIBOR, which floats with market conditions. The amount is classified in long-term accrued expenses.

LOSS (GAIN) ON DEBT EXTINGUISHMENTS, NET

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For the year ended October 31, 2005, we recognized gains from extinguishments of debt for \$0.5 million for the write-off of certain notes payable past the statute of limitations for \$475,000 and the settlement of other notes payable at a discount of \$40,000. For the year ended October 31, 2006, due to the March 2006 debt restructuring, we recognized a net loss on extinguishment of debt of \$2.1 million. The loss is comprised of a gain of \$2.1 million for a discount on notes payable, offset by \$2.1 million in pre-payment penalties and \$2.1 million for the write-off of capitalized debt issue costs.

OTHER INCOME

For the year ended October 31, 2005, we earned other income of \$0.4 million. During fiscal 2005, we recognized gains from write-off of liabilities previously expensed in fiscal 2004 for approximately \$210,000, deferred rental income of \$90,000, and record copy income of \$57,000. We had no other income during the year ended October 31, 2006.

OTHER EXPENSE

In the years ended October 31, 2005 and 2006, we incurred other expense of \$349,000 and \$788,000, respectively. During the twelve months ended October 31, 2005, we recognized losses on the write-off of loan fees and other assets of \$349,000. During the twelve months ended October 31, 2006, we recorded expenses of \$788,000 that included the \$500,000 settlement payment to Broadstream and related legal fees.

EQUITY IN INCOME OF INVESTEE

In the year ended October 31, 2006, we earned income for our 47.5% investment in a PET center of approximately \$83,000. The investment of \$237,000 was made in February 2006.

INCOME TAX EXPENSE

In fiscal 2005 and 2006, the valuation allowance was fully reserved.

YEAR ENDED OCTOBER 31, 2005 COMPARED TO THE YEAR ENDED OCTOBER 31, 2004

During fiscal 2005, we continued our efforts to enhance our operations and expand our network, while improving our financial position and significantly reducing our net loss. Our results for fiscal 2005 were aided by the opening and integration of new facilities in prior periods, increases in PET volume, and improvements in reimbursement from managed care capitated contracts and other payors. As a result of these factors and the other matters discussed below, we experienced an increase in income from operations of \$4.1 million.

During fiscal 2005, we made more progress in solidifying our financial condition. Effective November 30, 2004, we issued \$4.0 million in principal amount of notes to Post and Post repurchased the DVI affiliate's line of credit facility with the residual funds utilized by us as working capital. The new note payable has monthly interest only payments at 12% per annum until its maturity in July 2008. In addition, Post acquired \$15.2 million of our notes payable from an affiliate of DVI and the indebtedness was restructured by Post and us. The new note payable has monthly interest only payments at 11% per annum until its maturity in June 2008. The assignment of the note payable to Post will not result in any actual total dollar savings to us over the term of the new obligation, but it will defer cash flow outlays of approximately \$1.3 million per year until maturity. See "Financial Condition - Liquidity and Capital Resources."

NET REVENUE

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Net revenue from continuing operations for fiscal 2005 was \$145.6 million compared to \$137.3 million for fiscal 2004, an increase of approximately \$8.3 million, or 6.0%. The largest net revenue increases were at the following facilities:

| | FISCAL 05 INCREASE | % |
|------------------------|-----------------------|-------|
| Orange (4 sites) | \$2,383,000 | 17.6% |
| Tarzana (2 sites) | \$1,775,000 | 24.2% |
| Palm Springs (5 sites) | \$1,618,000 | 21.7% |
| Temecula (4 sites) | \$1,366,000 | 21.9% |

Orange's and Palm Springs' net revenue increases were primarily due to increased patient volume, improved contracting and increases in reimbursement from its managed care capitated payors. Temecula's net revenue increase was primarily due to the return of a managed care capitated contract and the opening of an additional facility in Murrieta providing MRI, CT, PET, nuclear medicine and x-ray services in December 2004. Tarzana's net revenue increase was primarily due to increased PET volume with the hiring of a new physician and the upgrade of one of its MRI machines that increased throughput and patient volume.

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Managed care capitated payor revenue increased from 25% of net revenue, or approximately \$34 million, to 26% of net revenue, or approximately \$38 million, for the years ended October 31, 2004 and 2005, respectively. We have been successful in retaining existing contracts while obtaining increases in reimbursement from the payors coupled with receiving increases in co-payments from the individual patients upon service. We anticipate maintaining a similar mix of managed care capitated payor business in fiscal 2006.

OPERATING EXPENSES

Operating expenses from continuing operations for fiscal 2005 increased approximately \$4.5 million, or 3.5%, from \$127.7 million in fiscal 2004 to \$132.2 million in fiscal 2005. The following table sets forth our operating expenses for fiscal 2004 and 2005 (dollars in thousands):

| | YEAR ENDED OCTOBER 31, | |
|--|------------------------|----------------|
| | 2004 | 2005 |
| Salaries and professional reading fees | \$ 64,932 | \$ 66,674 |
| Building and equipment rental | 7,804 | 7,919 |
| General administrative expenses | 33,092 | 34,419 |
| Total operating expenses | 105,828 | 109,012 |
| Depreciation and amortization | 17,917 | 17,536 |
| Provision for bad debt | 3,911 | 4,929 |
| Loss on disposal of equipment, net | -- | 696 |

o SALARIES AND PROFESSIONAL READING FEES

Salaries and professional reading fees increased \$1.7 million from fiscal 2004 to 2005. The majority of the increase is due to the

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increase in net revenue from \$137.3 million to \$145.6 million in fiscal 2004 and 2005, respectively. In addition to the hiring of additional employees to staff two new centers in Murrieta and Westlake, California, professional fees increased at certain sites due to contracts where compensation to the professionals is based upon a percentage of net revenue.

o BUILDING AND EQUIPMENT RENTAL

Building and equipment rental expenses increased \$0.1 million in fiscal year 2005 when compared to the same period last year. The increase is primarily due to cost of living rental increases within existing building lease agreements and the addition of new facilities and the related rental expense.

o GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses include billing fees, medical supplies, office supplies, repairs and maintenance, insurance, business tax and license, outside services, utilities, marketing, travel and other expenses. Many of these expenses are variable in nature. These expenses increased \$1.3 million, or 4.0%, in fiscal 2005 compared to the previous period primarily due to the increase in net revenue. The largest fiscal 2005 increases were expenditures for billing fees and medical supplies that increased \$711,000 and \$635,000, respectively, when compared to the same period last year.

o DEPRECIATION AND AMORTIZATION

Depreciation and amortization decreased by \$0.4 million in fiscal year 2005 when compared to the same period last year. The primary reason for the decrease is the reduction in capital expenditures. During fiscal 2004 and 2005, capital expenditures were \$13.1 million and \$8.8 million, respectively.

o PROVISION FOR BAD DEBT

The \$1.0 million increase in provision for bad debt was primarily a result of increased net revenue and the increase in bad debts as a percentage of net revenue from 2.8% to 3.4% in fiscal 2004 and 2005, respectively. The bad debt percentage increased due to maturing accounts receivable and the faster write-off of slower-paying receivables to collection agencies to expedite cash receipts and accounts receivable turnover.

o LOSS ON DISPOSAL OF EQUIPMENT, NET

The \$0.7 million increase in losses on disposal of equipment is primarily due to the trade-in and upgrade of an MRI at our Tarzana Advanced facility that was initiated to improve the existing equipment increasing throughput and patient volume at the site.

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INTEREST EXPENSE

Interest expense for fiscal 2005 increased approximately \$0.2 million, or 1.2%, from the same period in fiscal 2004. Interest expense is primarily from our outstanding notes payable and capital lease obligations, subordinated bond debentures, related party payables and our outstanding line of credit.

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LOSS (GAIN) ON DEBT EXTINGUISHMENTS, NET

For the year ended October 31, 2005, we recognized gains from extinguishments of debt for \$0.5 million for the write-off of certain notes payable past statute for \$475,000 and the settlement of other notes payable at a discount of \$40,000. For the year ended October 31, 2004, there were no gain or losses from debt extinguishments.

OTHER INCOME

In fiscal 2004 and 2005, we earned other income of \$0.2 million and \$0.4 million, respectively, principally comprised of sublease income, medical record copying income, deferred rent income, and business interruption and insurance refunds.

OTHER EXPENSE

In fiscal 2004 and 2005, we incurred other expense of \$1.7 million and \$0.3 million, respectively, principally comprised of write-offs of miscellaneous receivables and other assets, losses on disposal of equipment, forgiveness of notes, losses on the sale or disposal of assets, and costs related to bond offerings and debt restructures. During fiscal 2004, we incurred approximately \$1.6 million of legal and professional service costs related to our earlier attempts to solidify financing and the related bond offering that was not completed.

INCOME TAX EXPENSE

In fiscal 2004, we increased the valuation allowance for the net deferred tax asset by \$5.2 million due to our recurring losses from continuing operations over the prior three fiscal years. In fiscal 2005, the valuation allowance was fully reserved.

MINORITY INTEREST IN EARNINGS OF SUBSIDIARIES

The following table presents unaudited quarterly operating results for each of our last eight fiscal quarters as well as the transition periods of the two months ended December 31, 2005 and 2006. We believe that all necessary adjustments have been included in the amounts stated below to present fairly the quarterly results when read in conjunction with the consolidated financial statements. Results of operations for any particular quarter are not necessarily indicative of results of operations for a full year or predictive of future periods. Our acquisition of Radiologix on November 15, 2006 is explained in detail in Note 1 of our consolidated financial statements. %systemro

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SUMMARY OF OPERATIONS BY QUARTER (UNAUDITED)

| | 2005 QUARTER ENDED | | | | 2006 | |
|-------------------------------|--------------------|-----------|------------|-----------|-----------|----|
| | JAN 31 | APR 30 | JUL 31 (1) | OCT 31 | JAN 31 | A |
| Statement of Operations Data: | | | | | | |
| Net revenue | \$ 34,110 | \$ 35,190 | \$ 36,178 | \$ 40,095 | \$ 38,538 | \$ |
| Operating expenses | 32,206 | 32,168 | 32,088 | 35,711 | 34,638 | |

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| | | | | | |
|--|---------|--------|--------|--------|--------|
| Total other expense | 4,211 | 3,727 | 4,236 | 4,796 | 4,410 |
| Equity in income of investee | - | - | - | - | - |
| Minority interests in (income) loss of subs | - | - | - | - | - |
| Income tax expense | - | - | - | - | - |
| Net income (loss) | (2,307) | (705) | (146) | (412) | (510) |
| Basic earnings per share: | | | | | |
| Basic net loss per share (1) | (0.11) | (0.03) | (0.01) | (0.02) | (0.02) |
| Diluted earnings per share: | | | | | |
| Diluted net loss per share (1) | (0.11) | (0.03) | (0.01) | (0.02) | (0.02) |

(continued)

| | TWO MONTHS ENDED DECEMBER 31, | |
|--|----------------------------------|-----------|
| | 2005 | 2006 |
| | (unaudited) | |
| | ----- | ----- |
| Statement of Operations Data: | | |
| Net revenue | \$ 25,520 | \$ 57,374 |
| Operating expenses | 22,734 | 56,014 |
| Total other expense | 2,941 | 12,781 |
| Equity in income of investee | - | (503) |
| Minority interests in (income) loss of subs | - | 45 |
| Income tax expense | - | 20 |
| Net income (loss) | (155) | (10,983) |
| Basic earnings per share: | | |
| Basic net loss per share (1) | (0.01) | (0.35) |
| Diluted earnings per share: | | |
| Diluted net loss per share (1) | (0.01) | (0.35) |

(1) Effective November 28, 2006, the Company completed a one-for-two reverse stock split. The historical earnings per share and shares outstanding information have been updated for the change in the number of shares.

RELATED PARTY TRANSACTIONS

We describe certain transactions between us and certain related parties under "Certain Relationships and Related Transactions" below.

RECENT ACCOUNTING PRONOUNCEMENTS

In December 2004, the FASB issued SFAS No. 123 (Revised 2004), "Share-Based Payment" which was amended effective April 2005. The new rule

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requires that the compensation cost relating to share-based payment transactions be recognized in financial statements based on the fair value of the equity or liability instruments issued. We applied Statement 123R on November 1, 2005. We routinely use share-based payment arrangements as compensation for our employees. During fiscal 2004 and 2005, had this rule been in effect, we would have recorded the non-cash expense of \$379,000 and \$341,000, respectively.

In June 2006, FASB issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes--an interpretation of FASB Statement No. 109" ("FIN 48"). FIN 48 prescribes a recognition threshold and measurement process for recording in the financial statements uncertain tax positions taken or expected to be taken in a tax return in accordance with SFAS No. 109, "Accounting for Income Taxes." Tax positions must meet a more-likely-than-not recognition threshold at the effective date to be recognized upon the adoption of FIN 48 and in subsequent periods. The accounting provision of FIN 48 will be effective for the Company beginning January 1, 2007. The Company has not yet completed its evaluation of the impact of adoption on the Company's financial position or results of operations.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements," which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS No. 157 applies under most other accounting pronouncements that require or permit fair value measurements and does not require any new fair value measurements. This Statement is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years, with earlier application encouraged. The provisions of SFAS No. 157 should be applied prospectively as of the beginning of the fiscal year in which the Statement is initially applied, except for a limited form of retrospective application for certain financial instruments. The Company will adopt this statement for fiscal year 2009. Management has not determined the effect the adoption of this statement will have on its consolidated financial position or results of operations.

In September 2006, the Securities and Exchange Commission ("SEC") issued Staff Accounting Bulletin No. 108 ("SAB 108"), which provides interpretive guidance on how the effects of the carryover or reversal of prior year misstatements should be considered in quantifying a current year misstatement. SAB 108 is effective for fiscal years ending after November 15, 2006. The Company will adopt this statement for fiscal 2007. Management has not determined the effect the adoption of this statement will have on its consolidated financial position or results of operations.

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In October 2006, the Company adopted FASB Interpretation No. 47, "Accounting for Conditional Asset Retirements -- an interpretation of SFAS No. 143" ("FIN 47"). FIN 47 clarifies that uncertainty about the timing and (or) method of settlement of a conditional asset retirement obligation should be factored into the measurement of the liability when sufficient information exists to make a reasonable estimate of the fair value of the obligation. The provisions of this interpretation were effective for the Company's fiscal year ended October 31, 2006 and did not have a material impact on its consolidated financial position or results of operations. See discussion above under Long-Lived Assets.

FORWARD-LOOKING STATEMENTS

This Transition Report on Form 10-K/T contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended.

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These forward-looking statements reflect, among other things, management's current expectations and anticipated results of operations, all of which are subject to known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements, or industry results, to differ materially from those expressed or implied by such forward-looking statements. Therefore, any statements contained herein that are not statements of historical fact may be forward-looking statements and should be evaluated as such. Without limiting the foregoing, the words "believes," "anticipates," "plans," "intends," "will," "expects," "should" and similar words and expressions are intended to identify forward-looking statements. Except as required under the federal securities laws or by the rules and regulations of the SEC, we assume no obligation to update any such forward-looking information to reflect actual results or changes in the factors affecting such forward-looking information. The factors included in "Risks Relating to Our Business," among others, could cause our actual results to differ materially from those expressed in, or implied by, the forward-looking statements.

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

- o economic, competitive, demographic, business and other conditions in our markets;
- o a decline in patient referrals;
- o changes in the rates or methods of third-party reimbursement for diagnostic imaging services;
- o the enforceability or termination of our contracts with radiology practices;
- o the availability of additional capital to fund capital expenditure requirements;
- o burdensome lawsuits against our contracted radiology practices and us;
- o reduced operating margins due to our managed care contracts and capitated fee arrangements;
- o any failure on our part to comply with state and federal anti-kickback and anti-self-referral laws or any other applicable healthcare regulations;
- o our substantial indebtedness, debt service requirements and liquidity constraints;
- o the interruption of our operations in certain regions due to earthquake or other extraordinary events;
- o the recruitment and retention of technologists by us or by radiologists of our contracted radiology groups;
- o successful integration of Radiologix operations;
- o and other factors discussed in the "Risk Factors" section or elsewhere in this report.

All future written and verbal forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this report might not occur.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We sell our services exclusively in the United States and receive payment for our services exclusively in United States dollars. As a result, our financial results are unlikely to be affected by factors such as changes in foreign currency exchange rates or weak economic conditions in foreign markets.

A large portion of our interest expense is not sensitive to changes in the general level of interest in the United States because the majority of our indebtedness has interest rates that were fixed when we entered into the note

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payable or capital lease obligation. On November 15, 2006, we entered into a \$405 million senior secured credit facility with GE Commercial Finance Healthcare Financial Services. This facility was used to finance our acquisition of Radiologix, refinance existing indebtedness, pay transaction costs and expenses relating to our acquisition of Radiologix, and to provide financing for working capital needs post-acquisition. The facility consists of a revolving credit facility of up to \$45 million, a \$225 million term loan and a \$135 million second lien term loan. The revolving credit facility has a term of five years, the term loan has a term of six years and the second lien term loan has a term of six and one-half years. Interest is payable on all loans initially at an Index Rate plus the Applicable Index Margin, as defined. The Index Rate is initially a floating rate equal to the higher of the rate quoted from time to time by The Wall Street Journal as the "base rate on corporate loans posted by at least 75% of the nation's largest 30 banks" or the Federal Funds Rate plus 50 basis points. The Applicable Index Margin on each the revolving credit facility and the term loan is 2% and on the second lien term loan is 6%. We may request that the interest rate instead be based on LIBOR plus the Applicable LIBOR Margin, which is 3.5% for the revolving credit facility and the term loan and 7.5% for the second lien term loan. The credit facility includes customary covenants for a facility of this type, including minimum fixed charge coverage ratio, maximum total leverage ratio, maximum senior leverage ratio, limitations on indebtedness, contingent obligations, liens, capital expenditures, lease obligations, mergers and acquisitions, asset sales, dividends and distributions, redemption or repurchase of equity interests, subordinated debt payments and modifications, loans and investments, transactions with affiliates, changes of control, and payment of consulting and management fees.

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As part of the financing, we swapped 50% of the aggregate principal amount of the facilities to a floating rate within 90 days of the close of the agreement. On April 11, 2006, effective April 28, 2006, we entered into an interest rate swap on \$73.0 million fixing the LIBOR rate of interest at 5.47% for a period of three years. This swap was made in conjunction with the \$161.0 million credit facility closed on March 9, 2006. In addition, on November 15, 2006, we entered into an interest rate swap on \$107.0 million fixing the LIBOR rate of interest at 5.02% for a period of three years, and on November 28, 2006, we entered into an interest rate swap on \$90.0 million fixing the LIBOR rate of interest at 5.03% for a period of three years. Previously, the interest rate on the above \$270.0 million portion of the credit facility was based upon a spread over LIBOR which floats with market conditions.

In addition, our credit facility, classified as a long-term liability on our financial statements, is interest expense sensitive to changes in the general level of interest because it is based upon the current prime rate plus a factor.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The Financial Statements are attached hereto and begin on page F-1.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders of
RadNet, Inc.

We have audited the accompanying consolidated balance sheets of RadNet, Inc. and

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affiliates (the "Company") as of December 31, 2006 and October 31, 2006 and 2005 and the related consolidated statements of operations, stockholders' deficit and cash flows for the two month period ended December 31, 2006 and for each of the three years in the period ended October 31, 2006. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These consolidated financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of RadNet, Inc. and affiliates as of December 31, 2006 and October 31, 2006 and 2005, and the consolidated results of their operations and their cash flows for the two month period ended December 31, 2006 and for each of the three years in the period ended October 31, 2006, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

As described in Notes 2 and 10 to the consolidated financial statements, effective November 1, 2005, the Company changed its method of accounting for share-based payment arrangements to conform to Statement of Financial Accounting Standards No. 123R, Share-based Payment.

/s/ Moss Adams LLP

Los Angeles, California
April 17, 2007

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RADNET, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

| October 31, 2005 | October 31, 2006 | December 2006 |
|---------------------|---------------------|------------------|
|---------------------|---------------------|------------------|

ASSETS

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CURRENT ASSETS

| | | | |
|--|------------|------------|---------|
| Cash and cash equivalents | \$ 2,000 | \$ 2,000 | \$ 3,22 |
| Accounts receivable, net | 22,319,000 | 28,136,000 | 69,13 |
| Unbilled receivables and other receivables | 476,000 | 948,000 | 50 |
| Due from affiliates | - | - | 1,42 |
| Receivable for income taxes | - | - | 6,46 |
| Other | 1,799,000 | 3,603,000 | 7,51 |

| | | | |
|----------------------|------------|------------|-------|
| Total current assets | 24,596,000 | 32,689,000 | 88,27 |
|----------------------|------------|------------|-------|

PROPERTY AND EQUIPMENT, NET

| | | | |
|--|------------|------------|--------|
| | 64,658,000 | 64,566,000 | 158,54 |
|--|------------|------------|--------|

OTHER ASSETS

| | | | |
|------------------------------|------------|------------|-------|
| Accounts receivable, net | 1,267,000 | 1,079,000 | 1,15 |
| Goodwill | 23,099,000 | 23,099,000 | 61,60 |
| Other intangible assets | - | - | 60,48 |
| Deferred costs, net | - | - | 9,42 |
| Investment in joint ventures | - | - | 10,12 |
| Debt issue costs, net | 472,000 | 5,195,000 | |
| Trade name and other | 3,692,000 | 4,738,000 | 4,75 |

| | | | |
|--------------------|------------|------------|--------|
| Total other assets | 28,530,000 | 34,111,000 | 147,53 |
|--------------------|------------|------------|--------|

| | | | |
|--------------|----------------|----------------|-----------|
| Total assets | \$ 117,784,000 | \$ 131,366,000 | \$ 394,35 |
|--------------|----------------|----------------|-----------|

LIABILITIES AND STOCKHOLDERS' DEFICIT

CURRENT LIABILITIES

| | | | |
|---|--------------|------------|---------|
| Cash disbursements in transit | \$ 3,425,000 | \$ 612,000 | \$ 5,09 |
| Line of credit | 13,341,000 | - | |
| Accounts payable and accrued expenses | 22,469,000 | 25,951,000 | 45,50 |
| Short-term notes expected to be refinanced: | | | |
| Notes payable | 69,066,000 | - | |
| Obligations under capital lease | 56,927,000 | - | |
| Advance due to related party | - | 737,000 | |
| Notes payable | 1,101,000 | 1,162,000 | 2,96 |
| Obligations under capital leases | 1,697,000 | 2,410,000 | 4,62 |

| | | | |
|---------------------------|-------------|------------|-------|
| Total current liabilities | 168,026,000 | 30,872,000 | 58,19 |
|---------------------------|-------------|------------|-------|

LONG-TERM LIABILITIES

| | | | |
|---|------------|-------------|--------|
| Subordinated debentures payable | 16,147,000 | 16,031,000 | |
| Line of credit | - | 12,437,000 | 2 |
| Notes payable to related party | 3,533,000 | - | |
| Notes payable, net of current portion | - | 145,987,000 | 360,08 |
| Obligations under capital lease, net of current portion | 4,129,000 | 3,889,000 | 11,30 |
| Other non-current liabilities | 31,000 | 944,000 | 10,49 |

| | | | |
|-----------------------------|------------|-------------|--------|
| Total long-term liabilities | 23,840,000 | 179,288,000 | 381,90 |
|-----------------------------|------------|-------------|--------|

COMMITMENTS AND CONTINGENCIES

MINORITY INTERESTS

| | | | |
|--|---|---|------|
| | - | - | 1,25 |
|--|---|---|------|

STOCKHOLDERS' DEFICIT

| | | | |
|--|---|---|--|
| Preferred stock - \$.0001 par value, 30,000,000 shares authorized, none issued | - | - | |
| Common stock - \$.0001 par value, 200,000,000 shares authorized; 21,615,906, 22,985,252 and | - | - | |

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| | | | |
|---|--------------------|--------------------|----------------|
| 34,973,780 shares issued; 20,703,406, 22,072,752 and 34,061,281 shares outstanding at October 31, 2005, 2006 and December 31, 2006, respectively | 2,000 | 2,000 | |
| Paid-in-capital | 101,021,000 | 103,203,000 | 146,05 |
| Accumulated other comprehensive income (Accumulated deficit) | - (174,410,000) | - (181,304,000) | (7) (192,28 |
| | (73,387,000) | (78,099,000) | (46,30 |
| Less: Treasury stock - 912,500 shares at cost | (695,000) | (695,000) | (69 |
| Total stockholders' deficit | (74,082,000) | (78,794,000) | (46,99 |
| Total liabilities and stockholders' deficit | \$ 117,784,000 | \$ 131,366,000 | \$ 394,35 |

The accompanying notes are an integral part of these financial statements.

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RADNET, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

| | FISCAL YEARS ENDED OCTOBER 31, | | |
|---|-----------------------------------|----------------|----------------|
| | 2004 | 2005 | 2006 |
| NET REVENUE | \$ 137,277,000 | \$ 145,573,000 | \$ 161,005,000 |
| OPERATING EXPENSES | | | |
| Operating expenses | 105,828,000 | 109,012,000 | 120,342,000 |
| Depreciation and amortization | 17,917,000 | 17,536,000 | 16,394,000 |
| Provision for bad debts | 3,911,000 | 4,929,000 | 7,626,000 |
| Loss (gain) on sale of equipment | - | 696,000 | 373,000 |
| Severance costs | - | - | - |
| Total operating expenses | 127,656,000 | 132,173,000 | 144,735,000 |
| INCOME FROM OPERATIONS | 9,621,000 | 13,400,000 | 16,270,000 |
| OTHER EXPENSES (INCOME) | | | |
| Interest expense | 17,285,000 | 17,493,000 | 20,362,000 |
| Loss (gain) on debt extinguishment, net | - | (515,000) | 2,097,000 |
| Other income | (176,000) | (357,000) | - |
| Other expense | 1,657,000 | 349,000 | 788,000 |
| Total other expense | 18,766,000 | 16,970,000 | 23,247,000 |
| LOSS BEFORE INCOME TAXES, MINORITY INTERESTS AND EARNINGS FROM MINORITY INVESTMENTS | (9,145,000) | (3,570,000) | (6,977,000) |
| Provision for income taxes | (5,235,000) | - | - |
| Minority interest in (income) loss of subs | (351,000) | - | - |
| Earnings from minority investments | - | - | 83,000 |

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| | | | |
|--|-----------------|----------------|----------------|
| NET LOSS | \$ (14,731,000) | \$ (3,570,000) | \$ (6,894,000) |
| BASIC AND DILUTED NET LOSS PER SHARE | \$ (0.72) | \$ (0.17) | \$ (0.33) |
| WEIGHTED AVERAGE SHARES OUTSTANDING Basic and diluted | 20,553,406 | 20,603,955 | 21,013,957 |

The accompanying notes are an integral part of these financial statements.

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RADNET, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
YEARS ENDED OCTOBER 31, 2004, 2005, 2006, AND TWO MONTHS ENDED DECEMBER 31, 2006

| | Common Stock \$.0001 par value, 200,000,000 shares authorized | | Paid-in Capital 1 | Treasury stock, | |
|---|---|----------|----------------------|-----------------|----|
| | Shares | Amount 1 | | Shares 1 | 1 |
| BALANCE - OCTOBER 31, 2003 | 21,465,906 | \$ 2,000 | \$ 100,856,000 | (912,500) | \$ |
| Issuance of warrant | - | - | 108,000 | - | - |
| Net loss | - | - | - | - | - |
| BALANCE - OCTOBER 31, 2004 | 21,465,906 | 2,000 | 100,964,000 | (912,500) | |
| Issuance of common stock | 150,000 | - | 57,000 | - | - |
| Net loss | - | - | - | - | - |
| BALANCE - OCTOBER 31, 2005 | 21,615,906 | 2,000 | 101,021,000 | (912,500) | |
| Exercise of warrant | - | - | 110,000 | - | - |
| Issuance of warrant | 1,290,062 | - | 1,451,000 | - | - |
| Exercise of options | 56,084 | - | 46,000 | - | - |
| Conversion of bonds | 23,200 | - | 116,000 | - | - |
| Share-based payments | - | - | 459,000 | - | - |
| Net loss | - | - | - | - | - |
| BALANCE - OCTOBER 31, 2006 | 22,985,252 | 2,000 | 103,203,000 | (912,500) | |
| Issuance of common stock to shareholders of Radiologix | 11,310,950 | 1,000 | 39,399,000 | - | - |
| Issuance of common stock upon conversion of bonds | 674,600 | - | 3,373,000 | - | - |
| Issuance of common stock upon exercise of stock options | 3,125 | - | 3,000 | - | - |
| Stock split partial shares | (147) | - | - | - | - |
| Share-based payments | - | - | 78,000 | - | - |
| Unrealized loss on the change in fair value of cash flow | | | | | |

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| | | | | |
|--|------------------|-------------|-----------------|-----------------|
| hedging | - | - | - | - |
| Net loss | - | - | - | - |
| <hr/> | | | | |
| BALANCE - DECEMBER 31, 2006 | 34,973,780 | \$ 3,000 | \$ 146,056,000 | (912,500) \$ |
| <hr/> | | | | |
| (continued) | | | | |
| | Accumulated | Unrealized | Total | Comprehensive |
| | Deficit | loss | Stockholders' | Loss |
| | | | Deficit | |
| <hr/> | | | | |
| BALANCE - OCTOBER 31, 2003 | \$ (156,109,000) | \$ - | \$ (55,946,000) | \$ - |
| Issuance of warrant | - | - | 108,000 | - |
| Net loss | (14,731,000) | - | (14,731,000) | (14,731,000) |
| <hr/> | | | | |
| BALANCE - OCTOBER 31, 2004 | (170,840,000) | - | (70,569,000) | (14,731,000) |
| Issuance of common stock | - | - | 57,000 | - |
| Net loss | (3,570,000) | - | (3,570,000) | (3,570,000) |
| <hr/> | | | | |
| BALANCE - OCTOBER 31, 2005 | (174,410,000) | - | (74,082,000) | (3,570,000) |
| Exercise of warrant | - | - | 110,000 | - |
| Issuance of warrant | - | - | 1,451,000 | - |
| Exercise of options | - | - | 46,000 | - |
| Conversion of bonds | - | - | 116,000 | - |
| Share-based payments | - | - | 459,000 | - |
| Net loss | (6,894,000) | - | (6,894,000) | (6,894,000) |
| <hr/> | | | | |
| BALANCE - OCTOBER 31, 2006 | (181,304,000) | - | (78,794,000) | (6,894,000) |
| Issuance of common stock to shareholders of Radiologix | - | - | 39,400,000 | - |
| Issuance of common stock upon conversion of bonds | - | - | 3,373,000 | - |
| Issuance of common stock upon exercise of stock options | - | - | 3,000 | - |
| Stock split partial shares | - | - | - | - |
| Share-based payments | - | - | 78,000 | - |
| Unrealized loss on the change in fair value of cash flow hedging | - | (73,000) | (73,000) | (73,000) |
| Net loss | (10,983,000) | - | (10,983,000) | (10,983,000) |
| <hr/> | | | | |
| BALANCE - DECEMBER 31, 2006 | \$ (192,287,000) | \$ (73,000) | \$ (46,996,000) | \$ (11,056,000) |
| <hr/> | | | | |

1 All share information is restated for all periods presented to reflect the decrease in common stock outstanding resulting from the one-for-two reverse common stock split effected November 28, 2006. In addition, common stock and paid-in-capital amounts were restated to reflect the decrease in value of common stock to \$.0001 per share

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The accompanying notes are an integral part of these financial statements.

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RADNET, INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CASH FLOWS

| | FISCAL YEARS ENDED OCTOBER 31, | | |
|--|-----------------------------------|----------------|----------------|
| | 2004 | 2005 | 2006 |
| CASH FLOWS FROM OPERATING ACTIVITIES | | | |
| Net loss | \$ (14,731,000) | \$ (3,570,000) | \$ (6,894,000) |
| Adjustments to reconcile net loss to net cash flows from operating activities: | | | |
| Depreciation and amortization | 17,917,000 | 17,536,000 | 16,394,000 |
| Provision for bad debts and allowance adjustments | 3,911,000 | 4,929,000 | 7,626,000 |
| Minority interests in consolidated subsidiaries | 351,000 | - | - |
| Equity in earnings of minority investments | - | - | (83,000) |
| Distributions from minority investments | - | - | - |
| Deferred income tax expense | 5,235,000 | - | - |
| Deferred financing cost interest expense | - | 204,000 | 710,000 |
| Net loss(gain) on disposal of assets | 27,000 | 696,000 | 373,000 |
| Loss (gain) on extinguishment of debt | (34,000) | (430,000) | 2,097,000 |
| Accrued interest expense and interest related to swap | 6,565,000 | 1,044,000 | 1,366,000 |
| Refinancing fees and pre-payment penalties | - | - | - |
| Employee stock compensation | - | - | 459,000 |
| Amortization of tenant improvements and other ccontracts | - | - | 98,000 |
| Changes in operating assets and liabilities: | | | |
| Accounts receivable | 1,696,000 | (6,617,000) | (13,254,000) |
| Unbilled receivables | (786,000) | 490,000 | (473,000) |
| Other current assets | - | - | - |
| Other assets | (286,000) | (2,572,000) | (1,973,000) |
| Accounts payable and accrued expenses | (2,811,000) | (570,000) | 3,805,000 |
| Net cash provided by operating activities | 17,054,000 | 11,140,000 | 10,251,000 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | |
| Purchase of imaging facilities | (35,000) | - | (4,092,000) |
| Purchase of property and equipment | (3,774,000) | (4,063,000) | (9,452,000) |
| Purchase of Radiologix, net of cash acquired | - | - | - |
| Contributions to minority investments | - | - | - |
| Proceeds from sale of equipment | - | 65,000 | 47,000 |
| Net cash provided (used) by investing activities | (3,809,000) | (3,998,000) | (13,497,000) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | |
| Cash disbursements in transit | (317,000) | 889,000 | (2,813,000) |
| Principal payments on notes and leases | (13,247,000) | (14,146,000) | (6,962,000) |
| Repayment of debt upon extinguishments | - | - | (141,242,000) |
| Proceeds from borrowings upon refinancing | - | - | 146,468,000 |

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| | | | |
|--|--------------|-------------|-------------|
| Proceeds from borrowings on notes payable & revolving credit | 1,000,000 | 4,746,000 | 11,425,000 |
| Proceeds from borrowings from line of credit | - | 1,370,000 | 737,000 |
| Debt issue costs | - | - | (5,864,000) |
| Purchase of subordinated debentures | (60,000) | - | - |
| Joint venture distributions | (650,000) | - | - |
| Payments on notes to related party | - | - | - |
| Payments on line of credit | - | - | - |
| Proceeds from issuance of common stock | - | - | 1,497,000 |
| | ----- | ----- | ----- |
| Net cash provided (used) by financing activities | (13,274,000) | (7,141,000) | 3,246,000 |
| | ----- | ----- | ----- |
| NET INCREASE (DECREASE) IN CASH | (29,000) | 1,000 | - |
| CASH, BEGINNING OF PERIOD | 30,000 | 1,000 | 2,000 |
| | ----- | ----- | ----- |
| CASH, END OF PERIOD | \$ 1,000 | \$ 2,000 | \$ 2,000 |
| | ===== | ===== | ===== |

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

| | | | |
|--|---------------|---------------|---------------|
| Cash paid during the period for interest | \$ 10,686,000 | \$ 16,073,000 | \$ 18,392,000 |
|--|---------------|---------------|---------------|

The accompanying notes are an integral part of these financial statements.

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RADNET, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED) FOR THE YEARS ENDED OCTOBER 31, 2004, 2005, 2006, AND FOR THE TWO MONTHS ENDED DECEMBER 31, 2005, AND 2006

SUPPLEMENTAL SCHEDULE OF NON-CASH INVESTING AND FINANCING ACTIVITIES

We entered into capital leases or financed equipment through notes payable for approximately \$9,351,000, \$4,781,000 and \$4,009,000 for the years ended October 31, 2004, 2005 and 2006, respectively. For the two months ended December 31, 2005 and 2006, we entered into capital leases or financed equipment through notes payable for approximately \$-0- and \$6,000,000, respectively. In addition, the Company converted approximately \$4.2 million of equipment leases assumed in a business combination with Radiologix (Note 1) from an operating to capital lease during the two months ended December 31, 2006.

As part of the acquisition of Radiologix, the Company acquired net property and equipment of approximately \$86.7 million, investments in joint ventures of approximately \$9.5 million, identifiable intangible assets of approximately \$61.0 million, other assets of \$0.1 million, and total assumed liabilities, debt and minority interests in consolidated subsidiaries of approximately \$213.8 million. In addition, the Company issued 11,310,950 shares of common stock in exchange for existing shares of Radiologix common stock increasing equity by approximately \$39,400,000.

On December 15, 2006, the Company retired all of its outstanding bond debentures of approximately \$15.8 million. Approximately \$3.4 million of this amount was converted to equity. The entire amount was included in the financing for the purchase of Radiologix in November 2006.

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On November 15, 2006, the Company converted its accrued liability for prepayment penalties of approximately \$1.3 million related to the GE March 2006 refinancing to a note payable due in equal monthly installments over the next three years.

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RADNET, INC. AND AFFILIATES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - NATURE OF BUSINESS

RadNet, Inc. or RadNet (formerly Primedex Health Systems, Inc.), was incorporated on October 21, 1985. Since its acquisition of Radiologix on November 15, 2006, the Company operates a group of regional networks comprised of 132 diagnostic imaging facilities located in seven states with operations primarily in California, the Mid Atlantic, the Treasure Coast area of Florida, Kansas and the Finger Lakes (Rochester) and Hudson Valley areas of New York, providing diagnostic imaging services including magnetic resonance imaging, or MRI, computed tomography, or CT, positron emission tomography, or PET, nuclear medicine, mammography, ultrasound, diagnostic radiology, or X-ray, and fluoroscopy. The Company's operations comprise a single segment for financial reporting purposes.

The results of operations of Radiologix and its wholly owned subsidiaries have been included in the consolidated financial statements from the date of acquisition. The consolidated financial statements also include the accounts of Radnet, Inc., Radnet Management, Inc., or RadNet Management, and Beverly Radiology Medical Group III, or BRMG, which is a professional corporation, all collectively referred to as "us" or "we". The consolidated financial statements also include Radnet Sub, Inc., Radnet Management I, Inc., Radnet Management II, Inc., SoCal MR Site Management, Inc., and Diagnostic Imaging Services, Inc., or DIS, all wholly owned subsidiaries of RadNet Management.

The operations of BRMG are consolidated with us as a result of the contractual and operational relationship among, BRMG, Dr. Berger, our CEO, and us. We are considered to have a controlling financial interest in BRMG pursuant to the guidance in EITF 97-2. Medical services and supervision at most of our California imaging centers are provided through BRMG and through other independent physicians and physician groups. BRMG is consolidated with Pronet Imaging Medical Group, Inc. and Beverly Radiology Medical Group, both of which are 99%-owned by Dr. Berger. Radnet provides non-medical, technical and administrative services to BRMG for which they receive a management fee.

Radiologix, our wholly-owned subsidiary, contracts with radiology practices to provide professional services, including supervision and interpretation of diagnostic imaging procedures performed in its diagnostic imaging centers. The radiology practices maintain full control over the provision of professional radiological services. The contracted radiology practices generally have outstanding physician and practice credentials and reputations; strong competitive market positions; a broad sub-specialty mix of physicians; a history of growth and potential for continued growth.

Radiologix enters into long-term agreements with radiology practice groups (typically 40 years). Under these arrangements, in addition to obtaining technical fees for the use of our diagnostic imaging equipment and the provision of technical services, it provides management services and receives a fee based on the practice group's professional revenue, including revenue derived outside of its diagnostic imaging centers. Radiologix owns the diagnostic imaging assets and, therefore, receives 100% of the technical reimbursements associated with imaging procedures.

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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, it does not consolidate the financial statements of those practices in its consolidated financial statements.

In connection with our acquisition of Radiologix, we changed to a calendar-year basis of reporting financial results. As a requirement of this change under Rule 13a-10 of the Securities and Exchange Act of 1934, we are reporting results for November and December 2006 as a separate transition ("stub") period on this Form 10-K/T, with the results for the corresponding period of 2005 presented (unaudited) for comparative purposes. The 2005 consolidated financial statements (unaudited) 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. Also covered in this report are our results previously disclosed in our annual report on Form 10-K for the year ended October 31, 2006 filed with the Securities and Exchange Commission on February 6, 2007.

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BUSINESS ACQUISITION

On November 15, 2006, we completed our acquisition of Radiologix, Inc in a stock purchase. Under the terms of the acquisition agreement, Radiologix shareholders received an aggregate consideration of 11,310,950 shares (or 22,621,900 shares before the one-for-two reverse stock split affected in late November 2006) of our common stock and \$42,950,000 in cash.

The total purchase price and the allocation of the estimated purchase price discussed below are preliminary and have not been finalized. The preliminary estimated total purchase price of the merger is as follows:

| | (IN THOUSANDS) |
|---|----------------|
| Value of stock given by RadNet to Radiologix* | \$ 39,400 |
| Cash | 42,950 |
| Estimated transaction fees and expenses** | 15,208 |
| Total purchase price | \$ 97,558 |

(*) Calculated as 11,310,950 shares multiplied by \$3.48 (average closing price of \$1.74 from June 28, 2006 to July 13, 2006, adjusted for the one-for-two reverse stock split).

(**) Includes \$8,274,000 in assumed liabilities of Radiologix, including \$3,210,000 in merger and acquisition fees and \$5,064,000 in Radiologix bond prepayment penalties.

Under the purchase method of accounting, the total estimated purchase price as shown above is allocated to Radiologix's net tangible and intangible assets based on their estimated fair values as of the date of acquisition. The purchase price allocation is preliminary and has not been finalized because the valuation of the assets and liabilities has not been completed. The following table summarized the preliminary purchase price allocation at the date of acquisition.

(IN THOUSANDS)

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| | | |
|---|----|-----------|
| Current assets | \$ | 114,660 |
| Property and equipment, net | | 86,659 |
| Identifiable intangible assets | | 61,000 |
| Goodwill | | 38,508 |
| Investments in joint ventures | | 9,482 |
| Other assets | | 999 |
| Current liabilities | | (24,150) |
| Accrued restructuring charges | | (314) |
| Contracts | | (8,994) |
| Assumption of debt | | (177,358) |
| Long-term liabilities | | (1,725) |
| Minority interests in consolidated subsidiaries | | (1,209) |
| | | ----- |
| Total purchase price | \$ | 97,558 |
| | | ===== |

We have estimated the fair value of tangible assets acquired and liabilities assumed. Some of these estimates are subject to change, particularly those estimates relating to the valuation of property and equipment and identifiable intangible assets. The final allocation of the purchase price will be based upon the fair value of Radiologix's assets and liabilities as determined by an external valuation expert and all subsequent adjustments will be recorded to goodwill.

CASH, MARKETABLE SECURITIES, INVESTMENTS AND OTHER ASSETS: We valued cash, marketable securities, investments and other assets at their respective carrying amounts as we believes that these amounts approximate their current fair values or the fair values.

IDENTIFIABLE INTANGIBLE ASSETS: We expect identifiable intangible assets acquired to include management service agreements and covenants not to compete. Management service agreements represent the underlying relationships and agreements with certain professional radiology groups. Covenants not to compete are contracts entered into with certain former members of management of Radiologix on the date of acquisition.

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Identifiable intangible assets consist of:

| | ESTIMATED | ESTIMATED | ANNUAL |
|-------------------------------|------------|--------------|--------------|
| (IN THOUSANDS) | FAIR VALUE | AMORTIZATION | AMORTIZATION |
| ----- | ----- | PERIOD | ----- |
| Management service agreements | \$ 57,880 | 25 years | \$ 2,315 |
| Covenants not to compete | 3,120 | 1 to 2 years | 1,810 |

We have determined the preliminary fair value of intangible assets through limited discussions with Radiologix management and a review of certain transaction-related documents prepared by Radiologix management.

Estimated useful lives for the intangible assets were based on the average contract terms, which are greater than the amortization period that will be used for management contracts. Intangible assets are being amortized using the straight-line method, considering the pattern in which the economic benefits of the intangible assets are consumed.

GOODWILL: Approximately \$38,508,000 has been allocated to goodwill. Goodwill represents the excess of the purchase price over the fair value of the underlying net tangible and intangible assets. In accordance with SFAS No. 142,

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"Goodwill and Other Intangible Assets" goodwill will not be amortized but instead will be tested for impairment at least annually. We perform this test annually on October 1. In the event that the management of the combined company determines that the value of goodwill has become impaired, the combined company will incur an accounting charge for the amount of impairment during the fiscal quarter in which the determination is made, which would normally be the fourth quarter. Because this goodwill was established through a stock purchase, no amount is deductible for tax purposes.

OPERATING LEASES: We assumed certain operating leases for both equipment and facilities. All related historical deferred rent liabilities have been eliminated. The establishment of any assets or liabilities associated with the Company's assumption of these operating leases is contingent upon final analysis from our external valuation experts.

The following unaudited pro-forma financial information for the year ended October 31, 2006, and the two months ended December 31, 2005 and 2006 represents the combined results of the Company's operations and Radiologix as if the Radiologix acquisition had occurred on November 1, 2005. The unaudited pro-forma financial information does not necessarily reflect the results of operations that would have occurred had the Company constituted a single entity during such periods.

| | YEAR ENDED OCTOBER 31, 2006 ---- | TWO MONTHS ENDED DECEMBER 31, 2005 ---- | 2006 ---- |
|------------------------------|---|--|--------------|
| Net revenue | \$418,650,000 | \$66,719,000 | \$65,458,000 |
| Pro-forma net loss | (4,963,000) | (1,333,000) | (12,088,000) |
| Pro-forma net loss per share | \$(0.24) | \$(0.06) | \$(0.39) |

LIQUIDITY AND CAPITAL RESOURCES

On November 15, 2006, we entered into a \$405 million senior secured credit facility with GE Commercial Finance Healthcare Financial Services. This facility was used to finance our acquisition of Radiologix, refinance existing indebtedness, pay transaction costs and expenses relating to our acquisition of Radiologix, and to provide financing for working capital needs post-acquisition. Debt issue costs related to the March 2006 refinancing and line of credit of approximately \$5.0 million was written off and was recognized as a loss on the extinguishments of debt with the transaction. The facility consists of a revolving credit facility of up to \$45 million, a \$225 million term loan and a \$135 million second lien term loan. The revolving credit facility has a term of five years, the term loan has a term of six years and the second lien term loan has a term of six and one-half years. Interest is payable on all loans initially at an Index Rate plus the Applicable Index Margin, as defined. The Index Rate is initially a floating rate equal to the higher of the rate quoted from time to time by The Wall Street Journal as the "base rate on corporate loans posted by at least 75% of the nation's largest 30 banks" or the Federal Funds Rate plus 50 basis points. The Applicable Index Margin on each the revolving credit facility and the term loan is 2% and on the second lien term loan is 6%. We may request that the interest rate instead be based on LIBOR plus the Applicable LIBOR Margin, which is 3.5% for the revolving credit facility and the term loan and 7.5% for the second lien term loan. The credit facility includes customary covenants for a facility of this type, including minimum fixed charge coverage

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ratio, maximum total leverage ratio, maximum senior leverage ratio, limitations

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on indebtedness, contingent obligations, liens, capital expenditures, lease obligations, mergers and acquisitions, asset sales, dividends and distributions, redemption or repurchase of equity interests, subordinated debt payments and modifications, loans and investments, transactions with affiliates, changes of control, and payment of consulting and management fees.

As part of the financing, we swapped 50% of the aggregate principal amount of the facilities to a floating rate within 90 days of the close of the agreement. On April 11, 2006, effective April 28, 2006, we entered into an interest rate swap on \$73.0 million fixing the LIBOR rate of interest at 5.47% for a period of three years. This swap was made in conjunction with the \$161.0 million credit facility closed on March 9, 2006. In addition, on November 15, 2006, we entered into an interest rate swap on \$107.0 million fixing the LIBOR rate of interest at 5.02% for a period of three years, and on November 28, 2006, we entered into an interest rate swap on \$90.0 million fixing the LIBOR rate of interest at 5.03% for a period of three years. Previously, the interest rate on the above \$270.0 million portion of the credit facility was based upon a spread over LIBOR which floats with market conditions.

The Company documents its risk management strategy and hedge effectiveness at the inception of the hedge, and, unless the instrument qualifies for the short-cut method of hedge accounting, over the term of each hedging relationship. The Company's use of derivative financial instruments is limited to interest rate swaps, the purpose of which is to hedge the cash flows of variable-rate indebtedness. The Company does not hold or issue derivative financial instruments for speculative purposes. In accordance with Statement of Financial Accounting Standards No. 133, derivatives that have been designated and qualify as cash flow hedging instruments are reported at fair value. The gain or loss on the effective portion of the hedge (i.e., change in fair value) is initially reported as a component of other comprehensive income in the Company's Consolidated Statement of Stockholders' Equity. The remaining gain or loss, if any, is recognized currently in earnings. Of the derivatives that were not designated as cash flow hedging instruments, we recorded a reduction of interest expense of approximately \$210,000 for the two months ended December 31, 2006. The corresponding liability of \$710,000 is included in the other non-current liabilities in the consolidated balance sheet at December 31, 2006. This liability was \$920,000 at October 31, 2006.

Prior to November 2006, we entered into various other financing arrangements in order to improve our working capital and meet our obligations as they became due (see Note 7).

We operate in a capital intensive, high fixed-cost industry that requires significant amounts of capital to fund operations. In addition to operations, we require significant amounts of capital for the initial start-up and development expense of new diagnostic imaging facilities, the acquisition of additional facilities and new diagnostic imaging equipment, and to service our existing debt and contractual obligations. Because our cash flows from operations have been insufficient to fund all of these capital requirements, we have depended on the availability of financing under credit arrangements with third parties. Historically, our principal sources of liquidity have been funds available for borrowing under our existing lines of credit, now with General Electric Capital Corporation. We finance the acquisition of equipment mainly through capital and operating leases. As of December 31, 2006 and October 31, 2006, our line of credit liabilities were \$22,000 and \$12.4 million, respectively.

Our business strategy with regard to operations will focus on the following:

- o Maximizing performance at our existing facilities;
- o Focusing on profitable contracting;
- o Expanding MRI and CT applications

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- o Optimizing operating efficiencies; and
- o Expanding our networks

Our ability to generate sufficient cash flow from operations to make payments on our debt and other contractual obligations will depend on our future financial performance. A range of economic, competitive, regulatory, legislative and business factors, many of which are outside of our control, will affect our financial performance. Taking these factors into account, including our historical experience and our discussions with our lenders to date, although no assurance can be given, we believe that through implementing our strategic plans and continuing to restructure our financial obligations, we will obtain sufficient cash to satisfy our obligations as they become due in the next twelve months.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

PRINCIPLES OF CONSOLIDATION - The operating activities of subsidiaries are included in the accompanying consolidated financial statements from the date of acquisition. Investments in companies in which the Company has the ability to exercise significant influence, but not control, are accounted for by the equity method. All intercompany transactions and balances have been eliminated in consolidation.

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USE OF ESTIMATES - The preparation of the financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. These estimates and assumptions affect various matters, including our reported amounts of assets and liabilities in our consolidated balance sheets at the dates of the financial statements; our disclosure of contingent assets and liabilities at the dates of the financial statements; and our reported amounts of revenues and expenses in our consolidated statements of operations during the reporting periods. These estimates involve judgments with respect to numerous factors that are difficult to predict and are beyond management's control. As a result, actual amounts could materially differ from these estimates.

REVENUE RECOGNITION - Our consolidated net revenue consists of net patient fee for service revenue and revenue from capitation arrangements, or capitation revenue.

Net patient service revenue is recognized at the time services are provided net of contractual adjustments based on our evaluation of expected collections resulting from their analysis of current and past due accounts, past collection experience in relation to amounts billed and other relevant information. Contractual adjustments result from the differences between the rates charged for services performed and reimbursements by government-sponsored healthcare programs and insurance companies for such services.

Capitation revenue is recognized as revenue during the period in which we were obligated to provide services to plan enrollees under contracts with various health plans. Under these contracts, we receive a per enrollee amount each month covering all contracted services needed by the plan enrollees.

The following table summarizes net revenue for the following periods:

YEARS ENDED
OCTOBER 31,

TWO MONTHS ENDED
DECEMBER 31,

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| | 2004 | 2005 | 2006 | 2006 |
|---------------------|----------------|----------------|----------------|---------------|
| Net patient service | \$ 103,271,000 | \$ 107,324,000 | \$ 118,045,000 | \$ 49,143,000 |
| Capitation | 34,006,000 | 38,249,000 | 42,960,000 | 8,231,000 |
| Net revenue | \$ 137,277,000 | \$ 145,573,000 | \$ 161,005,000 | \$ 57,374,000 |

Accounts receivable are primarily amounts due under fee-for-service contracts from third party payors, such as insurance companies and patients and government-sponsored healthcare programs. Receivables from government agencies made up approximately 24.0% and 26.4% of accounts receivable at October 31, 2006 and December 31, 2006, respectively.

Accounts receivable as of December 31, 2006 are presented net of allowances of approximately \$117,391,000, of which \$115,168,000 is included in current and \$2,223,000 is included in noncurrent. Accounts receivable as of October 31, 2006, are presented net of allowances of approximately \$60,043,000, of which \$57,826,000 is included in current and \$2,217,000 is included in noncurrent.

Included in allowances as of December 31, 2006 are allowances for bad debts of approximately \$8,486,000, of which \$8,432,000 is included in current and \$54,000 is included in noncurrent. Included in allowances as of October 31, 2006 are allowances for bad debts of approximately \$1,490,000, of which \$1,436,000 is included in current and \$54,000 is included in noncurrent.

CREDIT RISKS - Financial instruments that potentially subject us to credit risk are primarily cash equivalents and accounts receivable. We have placed our cash and cash equivalents with one major financial institution. At times, the cash in the financial institution is temporarily in excess of the amount insured by the Federal Deposit Insurance Corporation, or FDIC.

With respect to accounts receivable, we routinely assess the financial strength of our customers and third-party payors and, based upon factors surrounding their credit risk, establish a provision for bad debt. Net revenue by payor for the following periods was:

| | NET REVENUE | | | |
|---------------------------|----------------------------|-------|-------|----------------------------------|
| | YEARS ENDED OCTOBER 31, | | | TWO MONTHS ENDED DECEMBER 31, |
| | 2004 | 2005 | 2006 | 2006 |
| Capitation contracts | 24.8% | 26.3% | 26.7% | 14.4% |
| HMO/PPO/Managed care | 21.3% | 21.7% | 23.7% | 28.6% |
| Medicare | 13.6% | 14.9% | 15.0% | 22.2% |
| Blue Cross/Shield/Champus | 13.2% | 14.6% | 14.4% | 18.1% |
| Special group contract | 12.3% | 9.2% | 8.2% | 1.4% |
| Commercial insurance | 4.9% | 4.2% | 3.0% | 3.0% |
| Workers compensation | 3.8% | 2.8% | 2.4% | 2.0% |
| Medi-Cal | 2.6% | 2.9% | 3.5% | 3.3% |
| Other | 3.5% | 3.4% | 3.1% | 7.0% |

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Management believes that its accounts receivable credit risk exposure, beyond allowances that have been provided, is limited.

CASH AND CASH EQUIVALENTS - For purposes of the statement of cash flows, we consider all highly liquid investments purchased that mature in three months or less when purchased to be cash equivalents. The carrying amount of cash and cash equivalents approximates their fair market value.

LOAN FEES - Costs of financing are deferred and amortized on a straight-line basis over the life of the respective loan.

PROPERTY AND EQUIPMENT - Property and equipment are stated at cost, less accumulated depreciation and amortization and valuation impairment allowances. Depreciation and amortization of property and equipment are provided using the straight-line method over their estimated useful lives, which range from 3 to 15 years. Leasehold improvements are amortized at the lower of lease term or their estimated useful lives, whichever is lower, which range from 3 to 30 years. Only a few leasehold improvements are deemed to have a life greater than 15 to 20 years. Maintenance and repairs are charged to expenses as incurred.

GOODWILL - Goodwill at December 31, 2006 totaled \$61.6 million. Goodwill is recorded as a result of business combinations. Management evaluates goodwill, at a minimum, on an annual basis and whenever events and changes in circumstances suggest that the carrying amount may not be recoverable in accordance with Statement of Financial Accounting Standards, or SFAS, No. 142, "Goodwill and Other Intangible Assets." Impairment of goodwill is tested at the reporting unit level by comparing the reporting unit's carrying amount, including goodwill, to the fair value of the reporting unit. The fair value of a reporting unit is estimated using a combination of the income or discounted cash flows approach and the market approach, which uses comparable market data. If the carrying amount of the reporting unit exceeds its fair value, goodwill is considered impaired and a second step is performed to measure the amount of impairment loss, if any. For each of the two month periods ended December 31, 2006 we recorded no impairment loss related to goodwill. However, if estimates or the related assumptions change in the future, we may be required to record impairment charges to reduce the carrying amount of goodwill.

LONG-LIVED ASSETS - We evaluate our long-lived assets (property, plant and equipment) and definite-lived intangibles for impairment whenever indicators of impairment exist. The accounting standards require that if the sum of the undiscounted expected future cash flows from a long-lived asset or definite-lived intangible is less than the carrying value of that asset, an asset impairment charge must be recognized. The amount of the impairment charge is calculated as the excess of the asset's carrying value over its fair value, which generally represents the discounted future cash flows from that asset or in the case of assets we expect to sell, at fair value less costs to sell.

INCOME TAXES - Income tax expense is computed using an asset and liability method and using expected annual effective tax rates. Under this method, deferred income tax assets and liabilities result from temporary differences in the financial reporting bases and the income tax reporting bases of assets and liabilities. The measurement of deferred tax assets is reduced, if necessary, by the amount of any tax benefit that, based on available evidence, is not expected to be realized. When it appears more likely than not that deferred taxes will not be realized, a valuation allowance is recorded to reduce the deferred tax asset to its estimated realizable value. Income taxes are further explained in Note 9.

UNINSURED RISKS - The Company maintains a high deductible insurance program for workers' compensation. The liability is based on the Company's estimate of losses for claims incurred but unpaid. Funding is made directly to the providers and/or claimants through a third party administrator. To guarantee

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performance under the workers' compensation program, the Company maintains a cash collateral account with the administrator. The cash collateral account is restricted as security for potential claims. The Company has recorded restricted cash of approximately \$1.3 million, \$1.3 million and \$1.2 million as of December 31, 2006, October 31, 2006 and 2005, respectively. These amounts are included in the other current assets balance sheet line item. At December 31, 2006 and October 31, 2006 and 2005, the Company has recorded a reserve of approximately \$262,000, \$212,000 and \$185,000, respectively, for potential losses on existing claims as such amounts are believed to be probable and reasonably estimable.

EQUITY BASED COMPENSATION -We have three long-term incentive stock option plans. The 1992 plan has not issued options since the inception of the 2000 plan and the 2000 plan has not issued options since the adoption of the 2006 plan. The 2006 plan reserves 1,000,000 shares of common stock. Options granted under the plan are intended to qualify as incentive stock options under existing tax regulations. In addition, we have issued non-qualified stock options from time to time in connection with acquisitions and for other purposes and have also issued stock under the plans. Employee stock options generally vest over three to five years and expire five to ten years from date of grant.

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As of November 1, 2005, we adopted SFAS No. 123(R), "Share-Based Payment," applying the modified prospective method. This Statement requires all equity-based payments to employees, including grants of employee options, to be recognized in the consolidated statement of earnings based on the grant date fair value of the award. Under the modified prospective method, we are required to record equity-based compensation expense for all awards granted after the date of adoption and for the unvested portion of previously granted awards outstanding as of the date of adoption. The fair values of all options were valued using a Black-Scholes model.

The compensation expense recognized for all equity-based awards is net of estimated forfeitures and is recognized over the awards' service period. In accordance with Staff Accounting Bulletin ("SAB") No. 107, we classified equity-based compensation within operating expenses with the same line item as the majority of the cash compensation paid to employees

SEGMENTS OF AN ENTERPRISE - The Company reports segment information in accordance with SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information" ("SFAS 131"). Under SFAS 131 all publicly traded companies are required to report certain information about the operating segments, products, services and geographical areas in which they operate and their major customers. The Company operates in a single business segment and operates only in the United States.

DERIVATIVE FINANCIAL INSTRUMENTS - The Company holds derivative financial instruments for the purpose of hedging the risks of certain identifiable and anticipated transactions. In general, the types of risks hedged are those relating to the variability of cash flows caused by movements in interest rates. The Company documents its risk management strategy and hedge effectiveness at the inception of the hedge, and, unless the instrument qualifies for the short-cut method of hedge accounting, over the term of each hedging relationship. The Company's use of derivative financial instruments is limited to interest rate swaps, the purpose of which is to hedge the cash flows of variable-rate indebtedness. The Company does not hold or issue derivative financial instruments for speculative purposes.

In accordance with Statement of Financial Accounting Standards No. 133, derivatives that have been designated and qualify as cash flow hedging instruments are reported at fair value. The gain or loss on the effective

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portion of the hedge (i.e., change in fair value) is initially reported as a component of other comprehensive income in the Company's Consolidated Statement of Stockholders' Equity. The remaining gain or loss, if any, is recognized currently in earnings. Amounts in accumulated other comprehensive income are reclassified into net income in the same period in which the hedged forecasted transaction affects earnings.

COMPREHENSIVE INCOME - SFAS No. 130 REPORTING COMPREHENSIVE INCOME establishes rules for reporting and display of comprehensive income and its components. SFAS No. 130 requires unrealized gains or losses on the change in fair value of the Company's cash flow hedging activities to be included in comprehensive income. The components of comprehensive loss are included in the consolidated statement of stockholders equity.

RECLASSIFICATIONS - Certain prior period amounts have been reclassified to conform with the current period presentation. These changes have no effect on net income.

EARNINGS PER SHARE - Earnings per share are based upon the weighted average number of shares of common stock and common stock equivalents outstanding, net of common stock held in treasury, and includes the effect of the one-for-two reverse stock split effective November 28, 2006, as follows:

| | FISCAL YEARS ENDED OCTOBER 31, | | |
|---|-----------------------------------|----------------|----------------|
| | 2004 | 2005 | 2006 |
| Net loss | \$ (14,731,000) | \$ (3,570,000) | \$ (6,894,000) |
| BASIC EARNINGS (LOSS) PER SHARE | | | |
| Weighted average number of common shares outstanding during the year | 20,553,406 | 20,603,955 | 21,013,957 |
| Basic earnings (loss) per share: | | | |
| Basic loss per share | \$ (0.72) | \$ (0.17) | \$ (0.33) |
| DILUTED EARNINGS (LOSS) PER SHARE | | | |
| Weighted average number of common shares outstanding during the year | 20,553,406 | 20,603,955 | 21,013,957 |
| Add additional shares issuable upon exercise of stock options and warrants | - | - | - |
| Weighted average number of common shares used in calculating diluted earnings per share | 20,553,406 | 20,603,955 | 21,013,957 |
| Diluted earnings (loss) per share: | | | |
| Diluted loss per share | \$ (0.72) | \$ (0.17) | \$ (0.33) |

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For the fiscal years ended October 31, 2004, 2005 and 2006, and the two months ended December 31, 2005 and 2006, we excluded all options, warrants and convertible debentures in the calculation of diluted earnings per share because

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their effect would be antidilutive. However, these instruments could potentially dilute earnings per share in future years.

INVESTMENT IN JOINT VENTURES - The Company has eight 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 contracted radiology practices or a radiology practice that participates in the joint venture. The Company's investments in these joint ventures are accounted for under the equity method. Total assets at December 31, 2006 include notes receivable from certain unconsolidated joint ventures aggregating \$835,000. Interest income related to these notes receivable was approximately \$13,000 for the two months ended December 31, 2006. The Company also received management service fees of \$456,000 for the two months ended December 31, 2006, in connection with operating the centers underlying these joint ventures.

The following table is a summary of key financial data for these joint ventures as of and for the two months ended December 31 2006:

| | |
|------------------------|---------------|
| Current assets | \$ 18,685,000 |
| Noncurrent assets | 10,742,000 |
| Current liabilities | 2,311,000 |
| Noncurrent liabilities | 977,000 |
| Minority interest | 10,125,000 |
| Net revenue | 9,547,000 |
| Net income | \$ 2,077,000 |

VARIABLE INTEREST ENTITIES - In January 2003, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards Board Interpretation No. 46, Consolidation of Variable Interest Entities, an Interpretation of ARB No. 41 ("FIN 46"). In December 2003, the FASB modified FIN 46 to make certain technical corrections and address certain implementation issues that had arisen. FIN 46 provides a new framework for identifying variable interest entities (VIEs) and determining when a company should include the assets, liabilities, non-controlling interests and results of activities of a VIE in its consolidated financial statements.

In general, a VIE is a corporation, partnership, limited liability corporation, trust or any other legal structure used to conduct activities or hold assets that either (1) has an insufficient amount of equity to carry out its principal activities without additional subordinated financial support, (2) has a group of equity owners that are unable to make significant decisions about its activities, or (3) has a group of equity owners that do not have the obligation to absorb losses or the right to receive returns generated by its operations. However, FIN 46 specifically excludes a VIE that is a business if the variable interest holder did not participate significantly in the design or redesign of the entity.

The Company reviewed its investment in unconsolidated joint ventures obtained through the acquisition of Radiologix and contracted radiology practice arrangements as of December 31, 2006 and under the provisions of FIN 46 and has determined that none of its arrangements or investments meet the definition of a variable interest entity.

NOTE 3 - ACQUISITIONS, SALES AND DIVESTITURES

FACILITY OPENINGS

In September 2006, we acquired the assets and business of Fresno Imaging Center for \$1,500,000 in cash utilizing our existing line of credit. The center

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provides MRI, CT, ultrasound and x-ray services. The center is 14,470 square feet with a monthly rental of approximately \$20,000 per month. No goodwill was recorded in the transaction.

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In September 2006, we acquired the assets and business of Irvine Imaging Services for \$500,000 in assumed liabilities. The center provides MRI, CT, ultrasound and x-ray services. The monthly rental is approximately \$14,560 per month. No goodwill was recorded in the transaction.

In September 2006, we acquired the net assets and business of San Francisco Advanced Imaging Center, in San Francisco, California, from an external third party for \$1,650,000 paid from working capital. The center provides MRI, CT and x-ray services. The center is 7,115 square feet with a monthly rental of approximately \$29,000 with an initial lease term through April 2017. No goodwill was recorded in the transaction.

On August 25, 2006, we acquired the assets and business of Corona Imaging Center, in Corona, California, from an external third party for \$1,500,000 financed through a third party lender over five years at 8.5%. In addition, we financed certain medical equipment for approximately \$243,000 as part of the transaction. The center provides MRI, CT, ultrasound, and x-ray services. The center is 2,133 square feet with a monthly rental of approximately \$3,839 per month with an initial lease term through November 2011. No goodwill was recorded in the transaction.

On May 15, 2006, we opened an additional multi-modality site in Emeryville, California that provides MRI, CT and x-ray services. Ultrasound services will be added in the near future. We entered into a new building lease for 6,500 square feet with a beginning monthly rental of \$9,754 and invested approximately \$1.7 million in leasehold improvements for the new center. The improvements were paid for from working capital.

Effective February 1, 2006, upon the inception of a new capitation arrangement, we opened two additional satellite offices in Yucaipa and Moreno Valley, California that provide x-ray services for our Riverside location. In addition, in February 2006, we opened one additional satellite office providing x-ray services in Temecula, California.

Effective February 1, 2006, we invested \$237,000 for a 47.5% membership interest in an entity that operates a PET center in Palm Springs, California. We account for this investment under the equity method of accounting. Income in earnings of this equity method investment was approximately \$83,000. The center will provide PET services for our existing facilities in the area replacing a prior arrangement where PET services were provided by a mobile unit for a "per use" fee. We have an option to purchase the other 52.5% interest subsequent to November 1, 2006 and prior to February 29, 2008 for \$512,500.

Effective February 1, 2006, we entered into a facility use agreement for an open MRI center in Vallejo, California. The agreement provides for the use of the equipment and facility for a monthly fee.

In December 2005, we entered into a new building lease in Encino, California for approximately 10,425 square feet to begin the development of a new center, San Fernando Interventional Radiology and Imaging Center, which is expected to open by March 2007. The center will offer MRI, CT, ultrasound and x-ray services as well as biopsy, angiography, shunt, and pain management procedures. The monthly rent is approximately \$19,600 and the first month's rent was due in August 2006.

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In March 2005, we opened a new center with approximately 3,533 square feet of space in Westlake, California, near Thousand Oaks that offers MRI, mammography, ultrasound and x-ray services. During fiscal 2005, we used existing lines of credit for the payment of approximately \$873,000 in leasehold improvements for the new facility.

Effective July 31, 2004, we purchased the 25% minority interest in Rancho Bernardo Advanced Imaging from two physicians for \$200,000 that consisted of an \$80,000 down payment and monthly payments of \$10,000 due from September 2004 to August 2005. All payments were made during fiscal 2005. There was no goodwill recorded in the transaction.

In January 2004, we entered into a new building lease for approximately 3,963 square feet of space in Murrieta, California, near Temecula. The center opened in December 2004 and offers MRI, CT, PET, nuclear medicine and x-ray services. The equipment was financed by GE. During fiscal 2004, we had used existing lines of credit for the payment of approximately \$840,000 in leasehold improvements for Murrieta.

In addition, during fiscal 2004, we opened an additional three satellite facilities servicing our Northridge, Rancho Cucamonga and Thousand Oaks centers.

At various times, we may open small x-ray facilities acquired primarily to service larger capitation arrangements over a specific geographic region.

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FACILITY CLOSURES

Upon the acquisition of Fresno Imaging Center in September 2006, we closed our existing Woodward Park facility and incurred a loss on the disposal of leasehold improvements in that center of approximately \$55,000. All of the business of the old Fresno site transferred to the new location.

Upon the acquisition of Irvine Imaging Services in September 2006, we closed our existing Tustin Imaging facility. There was no loss on the disposal of leasehold improvements in that center. All of the business of the old Tustin site transferred to the new Irvine location.

After the opening of a new site in Emeryville, California, we closed our existing Emeryville MRI only facility and incurred a loss on the disposal of leasehold improvements in that center of approximately \$143,000. All of the business of the old Emeryville site transferred to the new location.

In early fiscal 2004, we first downsized and later closed our San Diego facility. The center's location was no longer productive and business could be sent to our new facility in Rancho Bernardo. The equipment was moved to other locations and our leasehold improvements were written off. During the year ended October 31, 2004, the center generated net revenue of \$49,000 and incurred a net loss of \$122,000.

In addition, during fiscal 2004, we closed two satellite facilities servicing our Antelope Valley and Lancaster regions.

At various times, we may close small x-ray facilities acquired primarily to service larger capitation arrangements over a specific geographic region. Over time, patient volume from these contracts may vary, or we may end the arrangement, resulting in the subsequent closures of these smaller satellite facilities.

NOTE 4 - PROPERTY AND EQUIPMENT

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Property and equipment and accumulated depreciation and amortization are as follows:

| | OCTOBER 31, | | DECEMBER 31, |
|---|---------------|---------------|----------------|
| | 2005 | 2006 | 2006 |
| Buildings | \$ 600,000 | \$ 600,000 | \$ 1,400,000 |
| Medical equipment | 21,956,000 | 107,729,000 | 220,900,000 |
| Office equipment, furniture and fixtures | 7,587,000 | 13,371,000 | 67,600,000 |
| Leasehold improvements | 28,313,000 | 33,453,000 | 88,100,000 |
| Equipment under capital lease | 96,438,000 | 11,110,000 | 21,500,000 |
| | 154,894,000 | 166,263,000 | 399,700,000 |
| Accumulated depreciation and amortization | (90,236,000) | (101,697,000) | (241,100,000) |
| | \$ 64,658,000 | \$ 64,566,000 | \$ 158,600,000 |

Depreciation and amortization expense on property and equipment, including amortization of equipment under capital leases, for the fiscal years ended October 31, 2004, 2005 and 2006, and the two months ended December 31, 2005 and 2006 was \$17,649,000, \$17,301,000 and \$16,244,000, and \$2,734,000 and \$5,391,000, respectively

NOTE 5 - GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill is recorded at cost of \$67,652,000 less accumulated amortization of \$6,045,000 at December 31, 2006.

Upon the adoption of SFAS No. 142, we discontinued amortization of goodwill effective November 1, 2001. Thus, for the fiscal years ended October 31, 2004, 2005 and 2006, and the two months ended December 31, 2006, no adjustment to amortization expense is necessary when comparing net income and earnings per share.

Other intangible assets are primarily related to the value of management service agreements obtained through our acquisition of Radiologix and are recorded at cost of \$61,000,000 less accumulated amortization of \$516,000 at December 31, 2006. Amortization expense for the two months ended December 31, 2006 was \$516,000. Intangible assets are amortized using the straight-line method over 25 years.

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NOTE 6 - ACCOUNTS PAYABLE AND ACCRUED EXPENSES

| | OCTOBER 31, | | DECEMBER 31, |
|------------------|--------------|---------------|---------------|
| | 2005 | 2006 | 2006 |
| Accounts payable | \$ 9,001,000 | \$ 11,157,000 | \$ 17,935,000 |
| Accrued expenses | 7,371,000 | 8,953,000 | 16,610,000 |

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| | | | |
|----------------------------------|---------------|---------------|---------------|
| Accrued payroll and vacation | 4,226,000 | 5,025,000 | 3,612,000 |
| Accrued professional fees | 693,000 | 533,000 | 8,105,000 |
| Accrued patient services payable | 1,209,000 | 1,227,000 | 782,000 |
| Contracts | -- | -- | 8,949,000 |
| | ----- | ----- | ----- |
| Total | 22,500,000 | 26,895,000 | 55,993,000 |
| | ----- | ----- | ----- |
| Less long-term portion | (31,000) | (944,000) | (10,493,000) |
| | ----- | ----- | ----- |
| | \$ 22,469,000 | \$ 25,951,000 | \$ 45,500,000 |
| | ===== | ===== | ===== |

The long-term portion relates to accrued interest from our swap arrangement and to professional fees from accounts receivable classified as long-term. Accrued professional fees consist of outside professional agreements, which are paid out of net cash collections. Accrued patient service payable relates to one contract that prepays us for future diagnostic exams to be performed for which they receive a discount.

NOTE 7 - NOTES PAYABLE, LONG-TERM DEBT, LINE OF CREDIT AND CAPITAL LEASES

Notes payable, long-term debt, line of credit and capital lease obligations consist of the following:

| | OCTOBER 31, 2005 | OCTOBER 31, 2006 | DECEMBER 31, 2006 |
|---|---------------------|---------------------|----------------------|
| | ----- | ----- | ----- |
| Revolving lines of credit | \$ 13,341,000 | \$ 12,437,000 | \$ 22,000 |
| Notes payable at interest rates ranging from 8.8% to 13.5%, due through 2009, collateralized by medical equipment | 71,940,000 | 147,149,000 | 363,052,000 |
| Obligations under capital leases at interest rates ranging from 9.1% to 13.0%, due through 2010, collateralized by medical and office equipment | 62,753,000 | 6,299,000 | 15,931,000 |
| | ----- | ----- | ----- |
| | 148,034,000 | 165,885,000 | 379,005,000 |
| Less: discount on notes payable | (1,773,000) | -- | -- |
| Less: current portion | (142,132,000) | (3,572,000) | (7,595,000) |
| | ----- | ----- | ----- |
| | \$ 4,129,000 | \$ 162,313,000 | \$ 371,410,000 |
| | ===== | ===== | ===== |

On November 15, 2006, we entered into a \$405 million senior secured credit facility with GE Commercial Finance Healthcare Financial Services. This facility was used to finance our acquisition of Radiologix, (Note 2) refinance existing indebtedness, pay transaction costs and expenses relating to our acquisition of Radiologix, and to provide financing for working capital needs post-acquisition. The facility consists of a revolving credit facility of up to \$45 million, a \$225 million term loan and a \$135 million second lien term loan. As of November 15, 2006, aggregate borrowings under the credit facility were \$4.3 million. As of December 31, 2006, aggregate borrowings under the credit facility was \$22,000. We accounted for the refinancing of our existing indebtedness as an extinguishment of a liability. As a result, we recognized a loss on

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extinguishment in November 2006 of approximately \$4.9 million, primarily comprised of debt issue costs related to our March 2006 refinancing, described below. The revolving credit facility has a term of five years, the term loan has a term of six years and the second lien term loan has a term of six and one-half years. Interest is payable on all loans initially at an Index Rate plus the Applicable Index Margin, as defined. The Index Rate is initially a floating rate equal to the higher of the rate quoted from time to time by The Wall Street Journal as the "base rate on corporate loans posted by at least 75% of the nation's largest 30 banks" or the Federal Funds Rate plus 50 basis points. The Applicable Index Margin on each the revolving credit facility and the term loan is 2% and on the second lien term loan is 6%. We may request that the interest rate instead be based on LIBOR plus the Applicable LIBOR Margin, which is 3.5% for the revolving credit facility and the term loan and 7.5% for the second lien term loan. The credit facility includes customary covenants for a facility of this type, including minimum fixed charge coverage ratio, maximum total leverage ratio, maximum senior leverage ratio, limitations on indebtedness, contingent obligations, liens, capital expenditures, lease obligations, mergers and acquisitions, asset sales, dividends and distributions, redemption or repurchase of equity interests, subordinated debt payments and modifications, loans and investments, transactions with affiliates, changes of control, and payment of consulting and management fees.

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DERIVATIVE FINANCIAL INSTRUMENTS

As part of the November 2006 financing, we swapped 50% of the aggregate principal amount of the facilities to a floating rate within 90 days of the close of the agreement.

As part of the March 2006 financing on April 11, 2006, effective April 28, 2006, we entered into an interest rate swap on \$73.0 million fixing the LIBOR rate of interest at 5.47% for a period of three years. This swap was made in conjunction with the \$161.0 million credit facility closed on March 9, 2006. In addition, on November 15, 2006, we entered into an interest rate swap on \$107.0 million fixing the LIBOR rate of interest at 5.02% for a period of three years, and on November 28, 2006, we entered into an interest rate swap on \$90.0 million fixing the LIBOR rate of interest at 5.03% for a period of three years. Previously the interest rate on the above \$270.0 million portion of the credit facility was based upon a spread over LIBOR which floats with market conditions.

On November 15, 2006, we converted our accrued liability for prepayment penalties of approximately \$1.3 million related to our GE March 2006 refinancing to a note payable due in equal monthly installments over the next three years at an annual interest rate of 8.4%.

The Company documents its risk management strategy and hedge effectiveness at the inception of the hedge, and unless the instrument qualifies for the short-cut method of hedge accounting, over the term of each hedging relationship. The Company's use of derivative financial instruments is limited to interest rate swaps, the purpose of which is to hedge the cash flows of variable-rate indebtedness. The Company does not hold or issue derivative financial instruments for speculative purposes. In accordance with Statement of Financial Accounting Standards No. 133, derivatives that have been designated and qualify as cash flow hedging instruments are reported at fair value. The gain or loss on the effective portion of the hedge (i.e., change in fair value) is initially reported as a component of other comprehensive income in the Company's Consolidated Statement of Stockholders' Deficit. The remaining gain or loss, if any, is recognized currently in earnings. Of the derivatives that were not designated as cash flow hedging instruments, we recorded a reduction of interest expense of approximately \$210,000 for the two months ended December 31,

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2006. The corresponding liability of \$710,000 is included in the other non-current liabilities in the consolidated balance sheet at December 31, 2006. This liability was \$920,000 at October 31, 2006.

INTEREST AND PRINCIPAL REPAYMENTS

General Electric Capital Corporation's prime rate on December 31, 2006 was 10.25%. For the two months ended December 31, 2005 and 2006, the weighted average interest rates on short-term borrowings were 8.6% and 10.4% respectively.

The following annual principal maturities of notes payable and long-term obligations exclusive of capital leases and repayments on our revolving credit facilities for future years ending December 31, 2006 are adjusted to reflect the November 2006 refinancing. See refinancing described above under the caption "\$405 million Senior Secured Credit Facility - November 15, 2006."

| | NET PRINCIPAL |
|------------|----------------|
| 2007 | \$ 2,969,000 |
| 2008 | 3,032,000 |
| 2009 | 3,058,000 |
| 2010 | 2,645,000 |
| 2011 | 2,572,000 |
| Thereafter | 348,776,000 |
| | \$ 363,052,000 |

We lease equipment under capital lease arrangements. Future minimum lease payments under capital leases for future years ending December 31 are:

| | |
|---|---------------|
| 2007 | \$ 5,945,000 |
| 2008 | 5,073,000 |
| 2009 | 4,292,000 |
| 2010 | 2,568,000 |
| 2011 | 1,015,000 |
| | ----- |
| Total minimum payments | 18,893,000 |
| Amount representing interest | (2,962,000) |
| | ----- |
| Present value of net minimum lease payments | 15,931,000 |
| Less current portion | (4,626,000) |
| | ----- |
| Long-term portion | \$ 11,305,000 |
| | ===== |

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NOTE 8 - SUBORDINATED DEBENTURES

In June 1993, our registration for a total of \$25,875,000 of 10% Series A convertible subordinated debentures due June 2003 was declared effective by the Securities and Exchange Commission. The net proceeds to us were approximately \$23,000,000. Costs of \$3,000,000 associated with the original offering were fully amortized over ten years. The debentures were convertible into shares of common stock at any time before maturity into \$1,000 principal amounts at a conversion price of \$12.00 per share after June 1999.

In October 2003, we successfully consummated a "pre-packaged" Chapter 11 plan of reorganization with the United States Bankruptcy Court, Central District

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of California, in order to modify the terms of our convertible subordinated debentures by extending the maturity to June 30, 2008, increasing the annual interest rate from 10.0% to 11.5%, reducing the conversion price from \$12.00 to \$2.50 and restricting our ability to redeem the debentures prior to July 1, 2005. The plan of reorganization did not affect any of our operations or obligations, other than the subordinated debentures.

Interest expense on the subordinated debentures for the years ended October 31, 2004, 2005 and 2006 was approximately \$1,862,000, \$1,857,000, and \$1,856,000, respectively. Interest expense for the two months ended December 31, 2005 and 2006 was \$309,000 and \$378,000, respectively. During the year ended October 31, 2006, bondholders converted \$116,000 face value bonds into 23,200 shares of common stock. There were no conversions during the years ended October 31, 2004 and 2005. During the year ended October 31, 2004, we repurchased debentures with face amounts of \$68,000 for \$60,000 resulting in a gain on early extinguishments of \$8,000. There were no repurchases of debentures during the years ended October 31, 2005 and 2006.

Subsequent to October 31, 2006, bondholders converted \$3,373,000 face value debentures into 674,600 shares of common stock (adjusted for the November 28, 2006 reverse stock split). Effective November 28, 2006, the Company announced a one-for-two reverse stock split changing the conversion rate of bonds from \$2.50 to \$5.00 per common share. The subordinated debentures were redeemed in December 2006. a loss of \$473,000 was recognized upon extinguishments for a prepayment premium. These instruments were redeemed in full on December 15, 2006

NOTE 9 - INCOME TAXES

Income taxes have been recorded under SFAS No. 109, "Accounting for Income Taxes." Deferred income taxes reflect the net tax effects of temporary differences between carrying amounts of assets and liabilities for financial and income tax reporting purposes and operating loss carryforwards. We did not incur any federal or state income taxes during the fiscal years ended October 31, 2004, 2005 and 2006, or during the two months ended December 31, 2005 and 2006.

Reconciliation between the effective tax rate and the statutory tax rates are as follows:

| | OCTOBER 31, | | | DEC |
|---|-------------|----------|----------|---------|
| | 2004 | 2005 | 2006 | 2005 |
| Federal tax | (34.00)% | (34.00)% | (34.00)% | (34.00) |
| State franchise tax, net of federal benefit | 2.20% | (5.80)% | (5.80)% | (5.80) |
| Non deductible expenses | 0.00% | 0.00% | 0.70% | 0.00 |
| Changes in valuation allowance | 90.00% | 39.80% | 39.10% | 39.80 |
| Income tax expense | 58.20% | 0.00% | 0.00% | 0.00 |

Our deferred tax assets and liabilities were comprised of the following items:

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Deferred Tax Assets & Liabilities:

| | OCTOBER 31, 2005 | OCTOBER 31, 2006 | DEC |
|------------------------------------|---------------------|---------------------|-----|
| Deferred tax assets: | | | |
| Net operating loss | \$ 57,239,000 | \$ 61,537,000 | \$ |
| MSA liability | -- | -- | |
| Capital leases | -- | -- | |
| Allowance for doubtful accounts | -- | 1,545,000 | |
| Accrued expenses | -- | 990,000 | |
| Other | 794,000 | 160,000 | |
| Total Deferred Tax Assets | \$ 58,033,000 | \$ 64,232,000 | \$ |
| Deferred tax liabilities: | | | |
| Fixed and intangible assets | (9,353,000) | (11,090,000) | |
| Other | -- | -- | |
| Total Deferred Tax Liabilities | \$ (9,353,000) | \$ (11,090,000) | \$ |
| Net deferred tax Asset (Liability) | 48,680,000 | 53,142,000 | |
| Valuation Allowance | (48,680,000) | (53,142,000) | |
| | \$ -- | \$ -- | \$ |

As of December 31, 2006, we had federal and state net operating loss carryforwards of approximately \$193,912,000 and \$111,363,000, respectively, which expire at various intervals from the years 2007 to 2026. As of December 31, 2006, \$28,116,000 of our federal net operating loss carryforwards acquired in connection with the 1998 acquisition of Diagnostic Imaging Services, Inc. and the 2006 acquisition of Radiologix Inc. were subject to limitations related to their utilization under Section 382 of the Internal Revenue Code. As of December 31, 2006, future ownership changes as determined under Section 382 of the Internal Revenue Code could further limit the utilization of net operating loss carryforwards. Realization of deferred tax assets is dependent upon future earnings, if any, the timing and amount of which are uncertain. Accordingly, the net deferred tax assets have been fully offset by a valuation allowance. Included in the net operating loss is \$3.4 million of excess tax benefits related to the exercise of nonqualified stock options which will be recorded in equity when realized.

For the next five years, and thereafter, federal net operating loss carryforwards expire as follows:

| YEAR ENDED | TOTAL NET OPERATING LOSS CARRYFORWARDS | SUBJECT TO 382 |
|------------|---|----------------|
| 2007 | 1,226,000 | 1,226,000 |
| 2008 | 22,533,000 | 2,295,000 |
| 2009 | 16,421,000 | 2,513,000 |
| 2010 | 18,563,000 | 5,337,000 |
| 2011 | 13,283,000 | 1,737,000 |

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| | | |
|------------|-------------|------------|
| Thereafter | 121,886,000 | 15,008,000 |
| | ----- | ----- |
| | 193,912,000 | 28,116.000 |
| | ===== | ===== |

NOTE 10 - CAPITAL STRUCTURE AND CAPITAL TRANSACTIONS

PREFERRED STOCK

At December 31, 2006, we have authorized the issuance of 30,000,000 shares of preferred stock with a par value of \$0.0001 per share. There were no preferred shares issued or outstanding at October 31, 2004, 2005, 2006, or December 31, 2006. Shares may be issued in one or more series.

STOCK INCENTIVE PLANS

We have three long-term incentive stock option plans. The 1992 plan has not issued options since the inception of the 2000 plan and the 2000 plan has not issued options since the adoption of the 2006 plan. The 2006 plan reserves 1,000,000 shares of common stock. Options granted under the plan are intended to qualify as incentive stock options under existing tax regulations. In addition, we have issued non-qualified stock options from time to time in connection with acquisitions and for other purposes and have also issued stock under the plans. Employee stock options generally vest over three to five years and expire five to ten years from date of grant.

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As of December 31, 2006, 348,125, or approximately 99%, of all the outstanding stock options are fully vested. No options were granted during the two months ended December 31, 2006.

We have issued warrants under various types of arrangements to employees, in conjunction with debt financing and in exchange for outside services. All warrants are issued with an exercise price equal to the fair market value of the underlying common stock on the date of issuance. The warrants expire from five to seven years from the date of grant. Warrants issued to employees can vest immediately or up to seven years. Vesting terms are determined by the board of directors at the date of issuance. No warrants were issued during the two months ended December 31, 2006. As of December 31, 2006, 2,515,667, or approximately 55%, of all the outstanding warrants are fully vested.

As of November 1, 2005, we adopted SFAS No. 123(R), "Share-Based Payment," applying the modified prospective method. This Statement requires all equity-based payments to employees, including grants of employee options, to be recognized in the consolidated statement of earnings based on the grant date fair value of the award. Under the modified prospective method, we are required to record equity-based compensation expense for all awards granted after the date of adoption and for the unvested portion of previously granted awards outstanding as of the date of adoption. The fair values of all options were valued using a Black-Scholes model.

In anticipation of the adoption of SFAS No. 123(R), we did not modify the terms of any previously granted awards.

The compensation expense recognized for all equity-based awards is net of estimated forfeitures and is recognized over the awards' service period. In accordance with Staff Accounting Bulletin ("SAB") No. 107, we classified equity-based compensation within operating expenses with the same line item as the majority of the cash compensation paid to employees.

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The following table illustrates the impact of equity-based compensation on reported amounts:

| | FOR THE YEAR ENDED OCTOBER 31, 2006 (1) IMPACT OF EQUITY-BASED | | FOR THE TW DECEMBER IMPACT OF |
|---|--|--------------|-------------------------------------|
| | AS REPORTED | COMPENSATION | AS REPORTED |
| Income from operations (2) | \$ 16,270,000 | \$ (459,000) | \$ 1,360,000 |
| Net loss | \$ (6,894,000) | \$ (459,000) | \$ (10,983,000) |
| Net basic and diluted earning per share | \$ (0.33) | \$ (0.02) | \$ (0.35) |

- 1) Prior to November 1, 2005, we accounted for equity-based awards under the intrinsic value method, which followed the recognition and measurement principles of APB Opinion No. 25 and related Interpretations.
- 2) The related expense includes \$135,000 for the two months ended December 31, 2006 for the unvested portion of previously granted employee awards outstanding as of the date of adoption.

The following summarizes all of our option transactions from November 1, 2005 to December 31, 2006 and includes the effect of the one-for-two reverse stock split effective November 28, 2006:

| OUTSTANDING OPTIONS | SHARES | WEIGHTED AVERAGE EXERCISE PRICE PER COMMON SHARE | WEIGHTED AVERAGE REMAINING CONTRACTUAL LIFE (IN YEARS) | A |
|----------------------------------|----------|--|---|----|
| Balance, October 31, 2005 | 343,583 | \$1.02 | | |
| Granted | 82,500 | 0.78 | | |
| Exercised | (56,083) | 0.82 | | |
| Canceled or expired | (16,250) | 0.80 | | |
| <hr/> | | | | |
| Balance, October 31, 2006 | 353,750 | \$1.02 | | |
| Exercised | (3,125) | 0.92 | | |
| Canceled or expired | -- | -- | | |
| <hr/> | | | | |
| Balance, December 31, 2006 | 350,625 | \$1.01 | 3.63 | \$ |
| <hr/> | | | | |
| Exercisable at December 31, 2006 | 348,125 | \$1.01 | 3.61 | \$ |
| <hr/> | | | | |

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WEIGHTED AVERAGE

REMAINING

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| AGGREGATE OUTSTANDING WARRANTS ----- | EXERCISE PRICE PER COMMON SHARE ----- | WEIGHTED AVERAGE SHARE ----- | CONTRACTUAL LIFE (IN YEARS) ----- |
|--|---|------------------------------------|---|
| Balance, October 31, 2005 | 6,002,385 | \$1.20 | |
| Granted | 2,325,000 | 1.32 | |
| Exercised | (1,559,890) | 1.26 | |
| Canceled or expired | (2,139,328) | 1.28 | |
| | ----- | ----- | |
| Balance, October 31, 2006 | 4,628,167 | \$1.20 | |
| Granted | -- | -- | |
| Exercised | -- | -- | |
| Canceled or expired | (37,500) | 1.90 | |
| | ----- | ----- | |
| Balance, December 31, 2006 | 4,590,667 | \$1.20 | 3.94 |
| | ----- | ----- | ----- |
| Exercisable at December 31, 2006 | 2,515,667 | \$0.97 | 1.11 |
| | ===== | ===== | ===== |

During the twelve months ended October 31, 2006, there was a cashless exercise of 500,000 warrant shares for which 250,000 shares of common stock were issued. In addition, one employee utilized his personal shares as consideration for the exercise of 100,000 warrant shares.

The aggregate intrinsic value in the table above represents the total pretax intrinsic value (the difference between our closing stock price on December 31, 2006 and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holder had all option holders exercised their options on December 31, 2006. Total intrinsic value of options and warrants exercised during the two months ended December 31, 2006 was approximately \$23,000. As of December 31, 2006, total unrecognized share-based compensation expense related to non-vested employee awards was approximately \$1.9 million, which is expected to be recognized over a weighted average period of approximately 5.0 years.

FAIR VALUE DISCLOSURES - PRIOR TO ADOPTING SFAS NO. 123(R)

We adopted SFAS 123(R) using the modified prospective transition method, which requires that application of the accounting standard as of November 1, 2005, the first day of our fiscal year 2006. Our consolidated financial statements as of and for the two months ended December 31, 2006 reflect the impact of SFAS 123(R). In accordance with the modified prospective transition method, our consolidated financial statements for prior periods have not been restated to reflect, and do not include, the impact of SFAS 123(R).

The following table illustrates the effect on net income and earnings per share if we had applied the fair value recognition principles of SFAS No. 123 to stock-based employee compensation:

| | ----- 2004 ----- | ----- 2005 ----- |
|--|------------------------|------------------------|
| Net loss as reported | \$ (14,731,000) | \$ (3,570,000) |
| Deduct: Total stock-based employee compensation expense determined under fair value-based method | (379,000) | (341,000) |
| | ----- | ----- |

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| | | |
|-----------------------|-----------------|----------------|
| Pro forma net loss | \$ (15,110,000) | \$ (3,911,000) |
| | ----- | ----- |
| Loss per share: | | |
| Basic - as reported | \$ (0.72) | \$ (0.17) |
| | ----- | ----- |
| Basic - pro forma | \$ (0.74) | \$ (0.19) |
| | ----- | ----- |
| Diluted - as reported | \$ (0.72) | \$ (0.17) |
| | ----- | ----- |
| Diluted - pro forma | \$ (0.74) | \$ (0.19) |
| | ----- | ----- |

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The fair value of each option granted is estimated on the grant date using the Black-Scholes option pricing model which takes into account as of the grant date the exercise price and expected life of the option, the current price of the underlying stock and its expected volatility, expected dividends on the stock and the risk-free interest rate for the term of the option. The following is the average of the data used to calculate the fair value:

| | Risk-free Interest Rate | Expected Life | Expected Volatility | Expected Dividends |
|-------------------|---|------------------|------------------------|-----------------------|
| | ----- | ---- | ----- | ----- |
| December 31, 2006 | No options were granted during the two months | | | |
| October 31, 2006 | 4.75% to 5.07% | 3.5 years | 96.21% to 101.31% | -- |
| October 31, 2005 | 3.00% | 5 years | 99.22% | -- |
| October 31, 2004 | 3.00% | 5 years | 121.88% | -- |

We have determined the 2006 expected term assumption under the "Simplified Method" as defined in SAB 107. The expected stock price volatility is based on the historical volatility of our stock. The risk-free interest rate is based on the U.S. Treasury yield in effect at the time of grant with an equivalent remaining term. We have not paid dividends in the past and do not currently plan to pay any dividends in the near future.

The weighted average fair value of options and warrants granted during the year ended October 31, 2006 was \$1.30. No options or warrants were granted during the two months ended December 31, 2006.

CAPITAL TRANSACTIONS

Effective November 28, 2006, the Company announced a one-for-two reverse stock split affecting all shares of common stock, including those underlying outstanding stock options and warrants.

On November 15, 2006, we completed our acquisition of Radiologix, Inc. (AMEX: RGX). Under the terms of the acquisition agreement, Radiologix shareholders received an aggregate consideration of 11,310,950 (or 22,621,900 shares before the one-for-two reverse stock split) shares of our common stock and \$42,950,000 in cash.

On February 17, 2004, we filed a certificate of merger with the Delaware Secretary of State to acquire the balance of our 91%-owned subsidiary, DIS, that we did not previously own. Pursuant to the terms of the merger, we are obligated to pay each stockholder of DIS, other than RadNet, \$0.05 per share or

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approximately \$60,000 in the aggregate. We believe the price per share represents the value of the minority interest. Stockholders had the right to contest the price by exercising their appraisal rights at any time through March 15, 2004. During the year ended October 31, 2004, we paid \$35,000 to acquire 648,366 shares of DIS common stock and recorded the purchases as goodwill.

On December 19, 2003, we issued a \$1.0 million convertible subordinated note payable at a stated rate of 11% per annum with interest payable quarterly. As additional consideration for the financing, we issued a warrant for the purchase of 250,000 shares at an exercise price of \$1.00 per share and an expiration date of December 19, 2010 (adjusted for the one-for-two reverse stock split). We have allocated \$0.1 million to the value of the warrants and believe the value of the conversion feature is nominal.

NOTE 11 - FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company estimates the fair value of financial instruments as follows:

| | OCTOBER 31, 2005 | | OCTOBER 31, 2006 | |
|--|--------------------|---------------|--------------------|---------------|
| | CARRYING AMOUNT | FAIR VALUE | CARRYING AMOUNT | FAIR VALUE |
| Accounts receivable, current | \$22,319,000 | \$22,319,000 | \$28,136,000 | \$28,136,000 |
| Accounts receivable, long term | 1,267,000 | 1,267,000 | 1,079,000 | 1,079,000 |
| Debt maturing within one year | 83,508,000 | 83,508,000 | 1,162,000 | 1,162,000 |
| Long-term debt | | | 158,424,000 | 130,969,000 |
| Notes payable to related parties, long term | 3,533,000 | 2,654,000 | -- | -- |
| Subordinated debentures | 16,147,000 | 16,882,000 | 16,031,000 | 16,684,000 |

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In assessing the fair value of these financial instruments, we had used a variety of methods and assumptions, which were based on estimates of market conditions and risks existing at that time. For certain instruments, including cash and cash equivalents, cash overdraft, accounts receivable and current and short-term debt, it was assumed that the carrying amount approximated fair value for the majority of these instruments because of their short maturities. The fair value of the long-term amounts for notes payable to related parties and debt is based on current rates at which the Company could borrow funds with similar remaining maturities. The fair value of the subordinated debentures is the estimated value of debentures available to repurchase at current market rates over the bond term including an estimated interest payment stream.

NOTE 12 - COMMITMENTS AND CONTINGENCIES

LEASES - We lease various operating facilities and certain medical equipment under operating leases with renewal options expiring through 2029. Certain leases contain renewal options from two to ten years and escalation based primarily on the consumer price index. The schedule below includes lease renewals that are reasonably assured. Minimum annual payments under noncancellable operating leases for future years ending December 31 are as follows:

| FACILITIES | EQUIPMENT | TOTAL |
|------------|-----------|-------|
|------------|-----------|-------|

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| | | | |
|------------|---------------|--------------|---------------|
| 2007 | \$ 21,572,000 | \$12,698,000 | \$ 34,270,000 |
| 2008 | 18,825,000 | 12,421,000 | 31,246,000 |
| 2009 | 17,717,000 | 9,101,000 | 26,818,000 |
| 2010 | 16,898,000 | 5,339,000 | 22,237,000 |
| 2011 | 14,512,000 | 1,382,000 | 15,894,000 |
| Thereafter | 93,632,000 | -- | 93,632,000 |
| | ----- | ----- | ----- |
| | \$183,156,000 | \$40,941,000 | \$224,097,000 |
| | ===== | ===== | ===== |

Total rent expense, including equipment rentals, for the years ended October 31, 2004, 2005 and 2006, and the two months ended December 31, 2005 and 2006 amounted to approximately \$7,804,000, \$7,919,000 and \$8,811,000, and \$1,388,000 and \$6,112,000, respectively. Effective November 1, 2003, we converted operating leases with an affiliate of GE into capital leases by amending the lease agreements to include \$1.00 buyouts. The total converted equipment cost and capitalized lease obligation was \$6,206,000.

Salaries and consulting agreements - We have a variety of arrangements for the payment of professional and employment services. The agreements provide for the payment of professional fees to physicians under various arrangements, including a percentage of revenue collected from 15.0% to 21.0%, fixed amounts per periods and combinations thereof.

In consideration of the continued employment by Norman Hames, our Executive Vice President and Chief Operating Officer - Western Operations and a director in March 2006 we issued to Mr. Hames a seven year warrant to purchase 1,500,000 shares at an exercise price of \$1.12 per share, the price of our common stock on the date of the transaction in the public market in which it trades, vesting over the seven year period. We have agreed to provide to Mr. Hames a bonus of \$0.40 per share for each share exercised. This warrant will fully vest if RadNet's publicly traded common stock averages \$6.00 per share for 30 days.

We also have employment agreements with officers, key employees and through BRMG, physicians, at annual compensation rates ranging from \$50,000 to \$600,000 per year and for periods extending up to five years through September 2011. Total commitments under the agreements are approximately \$26,019,000 for calendar 2007. The majority of the contracts are for one year.

PURCHASE COMMITMENT

On December 18, 2003, we entered into a three-year purchase agreement with an imaging film provider whereby we must purchase \$7,500,000 of film at a rate of approximately \$2,500,000 annually over the term of the agreement. Effective July 1, 2005, the agreement was amended and we entered into a two-year purchase agreement with the imaging film provider whereby we must purchase \$4,400,000 of film at a rate of approximately \$2,200,000 annually over the term of the agreement.

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EQUIPMENT SERVICE CONTRACT

On March 1, 2000, we entered into an equipment maintenance service contract through October 2005, extended through October 2009, with GE Medical Systems to provide maintenance and repair on the majority of its medical equipment for a fee based upon a percentage of net revenues, subject to certain minimum aggregate net revenue requirements. Net revenue is reduced by the provision for bad debt, mobile PET revenue and other professional reading service revenue to obtain adjusted net revenue. The fiscal 2005 annual service

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fee was the higher of 3.50% of our adjusted net revenue, or \$4,970,000. The fiscal year ended October 31, 2006 annual service rate was the higher of 3.62% of our adjusted net revenue, or \$5,393,800. The same arrangement was in effect for the two months ended December 31, 2006. Effective January 1, 2007, we renegotiated our existing agreement adding the Radiologix sites to the service plan. For the first six months of 2007, the annual service fee will be the higher of 2.51% of our net revenue, or \$6,201,000. For the second six months of 2007, the annual service fee will be the higher of 2.91% of net revenue, or \$7,250,000. For the year ended December 31, 2008, the annual service fee will be the higher of 2.91% of net revenue, or \$14,792,000. For the year ended December 31, 2009, the annual service fee will be the higher of 2.93% of net revenue, or \$15,187,000. For the year ended December 31, 2010, the annual service fee will be the higher of 2.99% of net revenue, or \$15,828,000. For the year ended December 31, 2011, the annual service fee will be the higher of 3.00% of net revenue, or \$16,181,000. Quarterly adjustments to annualized service fees will be made for net additions and deletions of systems per a fixed fee schedule per system. We believe this framework of basing service costs on usage is an effective and unique method for controlling our overall costs on a facility-by-facility basis. We have met or exceeded the minimum required revenue for each of the last three fiscal years. As of December 31, 2006, we owe GE Medical Systems \$298,483 for past services under the arrangement for fiscal 2006. This amount was paid in full in January 2007.

LITIGATION

In the ordinary course of business from time to time we become involved in certain legal proceedings, the majority of which are covered by insurance. Management is not aware of any pending material legal proceedings outside of the ordinary course of business.

NOTE 13 - EMPLOYEE BENEFIT PLAN

We adopted a profit-sharing/savings plan pursuant to Section 401(k) of the Internal Revenue Code that covers substantially all non-professional employees. Eligible employees may contribute on a tax-deferred basis a percentage of compensation, up to the maximum allowable under tax law. Employee contributions vest immediately. The plan does not require a matching contribution by us. There was no expense for the years ended October 31, 2004, 2005, 2006, or for the two months ended December 31, 2006.

NOTE 14 - MALPRACTICE INSURANCE

We and our affiliated physicians are insured by Fairway Physicians Insurance Company. Fairway provides claims-based malpractice insurance coverage that covers only asserted malpractice claims within policy limits. Management does not believe there are material uninsured malpractice costs at December 31, 2006.

We recorded a \$300,000 noncurrent asset for the cost basis of our investment in the common stock we hold in Fairway Physicians Insurance Company, the risk retention group that holds our malpractice policy.

NOTE 15 - RELATED PARTY TRANSACTIONS

In fiscal 2006 Dr. Berger waived any entitlement to compensation and returned to BRMG all \$300,000 compensation paid to him during fiscal 2006 in order to assist us with cash flow. We accounted for this return of salary as a reduction of compensation expense.

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RADNET, INC. AND AFFILIATES
SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS

| | BALANCE AT BEGINNING OF YEAR | ADDITIONS CHARGED AGAINST INCOME | DEDUCTION RESERVES |
|--|---------------------------------|--|-----------------------|
| TWO MONTHS ENDED DECEMBER 31, 2006: | | | |
| Accounts receivable-contractual allowances-current | \$ 56,390,000 | \$ 90,545,000 | \$ 40,1 |
| Accounts receivable-bad debt allowances-current | \$ 1,436,000 | \$ 3,861,000 | \$ (3,1 |
| Accounts receivable-contractual allowances-noncurrent | \$ 2,163,000 | \$ 1,863,000 | \$ 1,8 |
| Accounts receivable-bad debt allowances-noncurrent | \$ 54,000 | \$ 46,000 | \$ |
| YEAR ENDED OCTOBER 31, 2006: | | | |
| Accounts receivable-contractual allowances-current | \$ 55,369,000 | \$ 295,881,000 | \$ 294,8 |
| Accounts receivable-bad debt allowances-current | \$ 927,000 | \$ 7,344,000 | \$ 6,8 |
| Accounts receivable-contractual allowances-noncurrent | \$ 3,142,000 | \$ 11,347,000 | \$ 12,3 |
| Accounts receivable-bad debt allowances-noncurrent | \$ 53,000 | \$ 282,000 | \$ 2 |
| YEAR ENDED OCTOBER 31, 2005: | | | |
| Accounts receivable-contractual allowances-current | \$ 52,961,000 | \$ 278,523,000 | \$ 276,1 |
| Accounts receivable-bad debt allowances-current | \$ 678,000 | \$ 4,664,000 | \$ 4,4 |
| Accounts receivable-contractual allowances-noncurrent | \$ 4,939,000 | \$ 15,805,000 | \$ 17,6 |
| Accounts receivable-bad debt allowances-noncurrent | \$ 63,000 | \$ 265,000 | \$ 2 |
| YEAR ENDED OCTOBER 31, 2004: | | | |

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| | | | |
|---|---------------|----------------|----------|
| Accounts receivable-contractual allowances-current | \$ 54,650,000 | \$ 279,414,000 | \$ 281,1 |
| Accounts receivable-bad debt allowances-current | \$ 955,000 | \$ 3,577,000 | \$ 3,8 |
| Accounts receivable-contractual allowances-noncurrent | \$ 4,361,000 | \$ 26,056,000 | \$ 25,4 |
| Accounts receivable-bad debt allowances-noncurrent | \$ 76,000 | \$ 334,000 | \$ 3 |

(a) Deductions include sales and divestitures and are net of allowances acquired from Radiol

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ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Inapplicable.

ITEM 9A. CONTROLS AND PROCEDURES

At October 31, 2005, October 31, 2006 and December 31, 2006, we performed an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)). Based upon that evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures are not effective in alerting them prior to the end of a reporting period to all material information required to be included in our periodic filings with the SEC because we identified the following material weakness in the design of internal control over financial reporting: We concluded that we had (i) insufficient processes to identify and resolve non-routine accounting matters, such as the identification of off-balance sheet transactions and (2) insufficient personnel resources and technical accounting expertise within the accounting function to resolve the following non-routine accounting matters, the recording of non-typical cost-based investments and unusual debt-related transactions and the appropriate analysis of the amortization lives of leasehold improvements in accordance with generally accepted accounting principles. The incorrect accounting for the foregoing was sufficient to lead management to conclude that a material weakness in the design of internal control over the accounting for non-routine transactions existed at October 31, 2005, October 31, 2006 and December 31, 2006.

Subsequent to October 31, 2005, we determined to change the design of our internal controls over non-routine accounting matters by the identification of an outside resource at a recognized professional services company that we can consult with on non-routine transactions and the employment of qualified accounting personnel to deal with this issue together with the utilization of other senior corporate accounting staff, who are responsible for reviewing all non-routine matters and preparing formal reports on their conclusions, and conducting quarterly reviews and discussions of all non-routine accounting

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matters with our independent public accountants. On August 1, 2006, we entered into an agreement with MorganFranklin Corporation, a professional service company we believe capable of providing the necessary consulting services which we believe address the identified weakness. We engaged MorganFranklin, a consulting firm with the requisite accounting expertise, to assist us, from time to time, in the evaluation and application of the appropriate accounting treatment, to provide support in the form of technical analysis related to accounting and financial reporting matters that may arise, and to provide management advice with respect to their preliminary conclusions regarding issues we wish to bring to their attention. To the extent our Chief Financial Officer identifies any non-routine accounting matters which require resolution, he will contact MorganFranklin and work closely with them, our audit committee and our auditors to resolve any issues. We are continuing to evaluate additional controls and procedures that we can implement and we intend to add additional accounting personnel during fiscal 2007 to enhance our accounting processes and technical accounting resources. We do not anticipate that the cost of this remediation effort will be material to our financial statements. We believe that the engagement of MorganFranklin and use of their services should adequately address the identified weakness. With the acquisition of Radiologix we have added additional technical accounting staff from their organization which we believe will further reduce any material weakness.

In addition, in connection with the preparation of our Annual Report on Form 10-K for the fiscal year ended October 31, 2006, our management on February 2, 2007, in consultation with our independent registered public accounting firm, Moss Adams LLP, determined we would restate certain of our previously issued financial statements. The adjustments resulted from management's historical treatment of depreciation expense related to the depreciation of leasehold improvements of our facilities. Although the adjustments to certain prior period financial statements were all non-cash, and did not affect our historical reported revenues, cash flows or cash position for any of the affected fiscal or quarterly periods, the adjustments resulted in:

- o a one-time adjustment to decrease retained earnings as of October 31, 2003 by \$2,859,595;
- o an adjustment to increase fiscal 2004 depreciation expense and decrease retained earnings by \$154,707;
- o an adjustment to increase fiscal 2005 depreciation expense and decrease retained earnings by \$434,442; and
- o an adjustment to increase depreciation expense and decrease retained earnings by \$33,215 for our first quarter ended January 31, 2006.

The consolidated financial statements have been adjusted for the fiscal years ended October 31, 2005 and 2004, and are adjusted for the quarterly unaudited financial statements for these years and for the two months ended December 31, 2006.

As a result, the consolidated financial statements, as previously filed, contain errors related to the recording of the depreciation expense of leasehold improvements and should, therefore, not be relied upon. The related auditor reports of Moss Adams LLP with respect to these consolidated financial statements should also no longer be relied upon.

We have remediated the matter and included the restated financial statements for the 2005 and 2004 fiscal years in this report. Our Audit Committee and management have discussed the matters associated with the restatements with Moss Adams LLP.

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It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system will be met. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events.

ITEM 9B. OTHER INFORMATION.

None

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The following table sets forth certain information with respect to each of our directors and executive officers as of March 27, 2007:

| Name ---- | Age --- | Director or Officer Since ----- | Position ----- |
|----------------------------------|------------|---------------------------------------|---|
| Howard G. Berger, M.D. | 62 | 1992 | President, Treasurer, Chief Executive Officer |
| Marvin S. Cadwell (2) (3) | 63 | 2007 | Director |
| John V. Crues, III, M.D. | 57 | 2000 | Medical Director and Director of Clinical Operations |
| Stephen M. Forthuber | 45 | 2006 | Executive Vice President and Chief Financial Officer-Eastern Operations |
| Norman R. Hames | 50 | 1996 | Executive Vice President, Secretary and Treasurer-Western Operations and Director |
| Lawrence L. Levitt (1) (2) (3) | 64 | 2005 | Director |
| Jeffrey L. Linden | 64 | 2001 | Executive Vice President and Chief Operating Officer |
| Michael L. Sherman, M.D. (1) (3) | 63 | 2007 | Director |
| Mark D. Stolper | 35 | 2004 | Executive Vice President and Chief Marketing Officer |
| David L. Swartz (1) (2) (3) | 63 | 2004 | Director |

-
- (1) Member of the Compensation Committee
 - (2) Member of the Audit Committee
 - (3) Independent Director as defined in the NASDAQ listing standards.

The following is a brief description of the business experience of each director and executive officer during the past five years.

Howard G. Berger, M.D. has served as President and Chief Executive Officer of our company and its predecessor entities since 1987. Dr. Berger is also the president of the entities that own BRMG. Dr. Berger has over 25 years of experience in the development and management of healthcare businesses. He began his career in medicine at the University of Illinois Medical School, is Board Certified in Nuclear Medicine and trained in an Internal Medicine residency, as well as in a masters program in medical physics in the University of California system.

Marvin S. Cadwell served as a director of Radiologix between June 2002 and November 2006. He was appointed Chairman of the Board of Radiologix in December 2002 and served as Chairman of the Nominations and Governance Committee of the Board. He was the Radiologix interim Chief Executive Officer from September 2004 until November 2004. From December 2001 until November 2002, Mr. Cadwell served as Chief Executive Officer of SoftWatch, Ltd., an Israeli based company that provided Internet software. From August 1995 until September 2000, Mr. Cadwell was President, Chief Executive Officer and a director of Shared Medical Systems Corporation, an international supplier of systems to healthcare providers. He served as President and a director of that company starting in April 1995, and held a series of executive positions for various operations starting in 1975. Since 2003, he has served as a director of ChartOne, Inc., a private company that provides patient chart management services to the health industry. Since 2001, Mr. Cadwell has also served as a director of Concuity, Inc., which provides contract management software to hospitals.

John V. Crues, III, M.D. is a world-renowned radiologist. Dr. Crues plays a significant role as a musculoskeletal specialist for many of our patients as well as a resource for physicians providing services at our facilities. Dr. Crues received his M.D. at Harvard University, completed his internship at the University of Southern California in Internal Medicine, and completed a residency at Cedars-Sinai in Internal Medicine and Radiology. Dr. Crues has authored numerous publications while continuing to actively participate in radiological societies such as the Radiological Society of North America, American College of Radiology, California Radiological Society, International Society for Magnetic Resonance Medicine and the International Skeletal Society.

Stephen M. Forthuber became our Executive Vice President and Chief Operating Officer for Eastern Operations subsequent to the Radiologix acquisition. He joined Radiologix in January 2000 as Regional Director of Operations, Northeast. From July 2002 until January 2005 he served as Regional Vice President of Operations, Northeast and from February until December 2005 he was Senior Vice President and Chief Development Officer for Radiologix. Prior to working at Radiologix, Mr. Forthuber was employed from 1982 until 1999 by Per-Se Technologies, Inc. and its predecessor companies, where he had significant physician practice management and radiology operations responsibilities.

Norman R. Hames has served as our Chief Operating Officer since 1996 and currently as our Executive Vice President and Chief Operating Officer - Western Operations. Applying his 20 years of experience in the industry, Mr. Hames oversees all aspects of facility operations. His management team, comprised of regional directors, managers and sales managers, are responsible for responding to all of the day-to-day concerns of our facilities, patients, payors and referring physicians. Prior to joining our company, Mr. Hames was President and Chief Executive Officer of his own company, Diagnostic Imaging Services, Inc. (which we acquired), which owned and operated 14 multi-modality imaging facilities throughout Southern California. Mr. Hames gained his initial experience in operating imaging centers for American Medical International, or AMI, and was responsible for the development of AMI's single and multi-modality imaging centers.

Lawrence L. Levitt is a C.P.A. and has since 1987 been the president and chief financial officer of Canyon Management Company, a company which manages a privately held investment fund. Mr. Levitt is also a director of River Downs Management Company, operator of a thoroughbred racetrack in Ohio.

Jeffrey L. Linden joined us in 2001 and currently serves as our Executive Vice President and General Counsel. He is also associated with Cohen & Lord, a professional corporation, outside general counsel to us. Prior to joining us,

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Mr. Linden had been engaged in the private practice of law. He has lectured before numerous organizations on various topics, including the California State Bar, American Society of Therapeutic Radiation Oncologists, California Radiological Association, and National Radiology Business Managers Association.

Michael L. Sherman, M.D., F.A.C. R., had been a Radiologix director since 1997. He served as President of Advanced Radiology, P.A., a 90-person radiology practice located in Baltimore, Maryland, from 1995 to 2001, and subsequently as its board chairman and a consultant until his retirement from active practice in 2005. Radiologix has a contractual relationship with Advanced Radiology, P.A. Dr. Sherman has broad experience in the medical and business aspects of radiology. In addition, Dr. Sherman was a director of MedStar Health, a seven-hospital system in the Baltimore-Washington, D.C. market from 1998 until 2006. He continues to serve on the board of MedStar Health's captive insurance company, Greenspring Financial Insurance Limited, Inc. Dr. Sherman is also a Senior Advisor for healthcare at FOCUS Enterprises, a Washington, D.C.-based investment banking firm.

Mark D. Stolper had diverse experiences in investment banking, private equity, venture capital investing and operations prior to joining us. Mr. Stolper began his career as a member of the corporate finance group at Dillon, Read and Co., Inc., executing mergers and acquisitions, public and private financings and private equity investments with Saratoga Partners LLP, an affiliated principal investment group of Dillon Read. After Dillon Read, Mr. Stolper joined Archon Capital Partners, backed by the Milken Family and NewsCorp, which made private equity investments in media and entertainment companies. Mr. Stolper received his operating experience with Eastman Kodak, where he was responsible for business development for Kodak's Entertainment Imaging subsidiary (\$1.5 billion in sales). Mr. Stolper was also co-founder of Broadstream Capital Partners, a Los Angeles-based investment banking firm focused on advising middle market companies engaged in financing and merger and acquisition transactions.

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David L. Swartz is a C.P.A. with thirty-five years of experience providing accounting and advisory services to clients. Mr. Swartz currently serves as the president of the California Board of Accountancy. Since 1993, Mr. Swartz has been the managing partner of Good, Swartz, Brown & Berns. Prior to this, Mr. Swartz served as managing partner and was on the national Board of Directors of a 50 office international accounting firm. Mr. Swartz is also a former CFO of a publicly held shopping center and development company.

None of the directors serves as a director of any other corporation with a class of securities registered pursuant to Section 12 of the Exchange Act or subject to the requirements of Section 15(d) of the Exchange Act. There are no family relationships among any of the officers and directors. Furthermore, none of the events described in Item 401(f) of Regulation S-K involve a director or officer during the past five years.

The officers are elected annually and serve at the discretion of the Board of Directors. There are no family relationships among any of the officers and directors. During the two month period ended December 31, 2006, the Board of Directors held one meeting in which the board took action by unanimous written consent. All directors participated in such action.

AUDIT COMMITTEE

AUDIT COMMITTEE

The board has an Audit Committee comprised of three directors--Mr. Levitt,

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Mr. Cadwell and Mr. Swartz, who also serves as the Chairperson of the Audit Committee. The Audit Committee reviews the results and scope of the audit and other services provided by our independent auditors. The board has determined that both Messrs Levitt and Swartz are "audit committee financial experts" as defined under the rules and regulations of the Securities and Exchange Commission. The board has also determined that all members of the Audit Committee meet the rules and regulation of "independence" as defined pursuant to the NASDAQ listing standards. The Audit Committee did not meet during the two months ended December 31, 2006.

DIRECTOR COMPENSATION GENERAL

Independent directors receive compensation of \$25,000 per year and an annual warrant to purchase 25,000 shares of our common stock. Warrants become exercisable immediately. Warrants are issued at an exercise price equal to the closing price of our common stock in the public market in which it trades on the date of grant.

The table below summarizes the compensation paid by us to non-employee directors for the year ended October 31, 2006 and the two months ended December 31, 2006.

| DIRECTOR COMPENSATION | | | | | |
|-----------------------|---|-------------------------|-----------------------|--|---|
| Name | Fees Earned or Paid in Cash (\$) | Stock Awards (\$) | Option Awards (\$) | Non-Equity Incentive Plan Compensation (\$) | Change in Pen Value and Nonqualifi Deferred Compensatio Earnings |
| Lawrence L. Levitt | 25,000 | --- | 14,525 (2) | --- | --- |
| David L. Swartz (3) | 25,000 | --- | 14,525 (2) | --- | --- |

(1) The dollar value of perquisites and other personal benefits, if any, for each of the directors was less than \$10,000 or 10% of fees and bonus, the reporting thresholds established by the SEC.

(2) This amount is determined using the Black-Scholes model. This model was developed to estimate the fair value of traded options, which have different characteristics than employee stock options, and changes to the subjective assumptions used in the model can result in materially different fair value estimates. This hypothetical value is based on the following assumptions: an exercise price equal to the market value on day of grant; expected volatility of between 95.91% and 101.31%; risk-free interest rate of between 4.69% and 5.07%; and expected lives of 3.5 to 5.76 years.

(3) Marvin S. Cadwell and Michael L. Sherman, M.D. joined the Board in January 2007. They will receive the same compensation as Messrs. Levitt and Swartz.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our directors and officers and persons who own more than 10% of a registered

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class of our equity securities to file reports of ownership and changes in ownership with the SEC.

Directors and officers and greater than 10% stockholders are required by SEC regulation to furnish us with copies of the reports they file. Based solely on the review of the copies of such reports and written representations from certain persons that certain reports were not required to be filed by such persons, we believe that all our directors, officers and greater than 10% beneficial owners complied with all filing requirements applicable to them with respect to transactions for the period November 1, 2006 through December 31, 2006.

CODE OF ETHICS FOR SENIOR FINANCIAL OFFICERS

Our Board of Directors has adopted a Code of Ethics for Senior Financial Officers. A copy of the Code of Ethics is available on our website at www.radnet.com under Investor Relations - Corporate Governance. Upon written request, we will provide a copy of our Code of Ethics to any person without charge. Address your request to Jeffrey Linden, 1510 Cotner Ave., Los Angeles, CA 90025.

ITEM 11. EXECUTIVE COMPENSATION

The following table sets forth information concerning the annual, long-term and all other compensation for services rendered in all capacities to us and our subsidiaries for the year ended October 31, 2006, and the two months ended December 31, 2006, of (i) the person who served as our chief executive officer during the two months ended December 31, 2006, and (ii) our four most highly compensated executive officers (other than the chief executive officer) serving as executive officers at December 31, 2006 ("Named Executive Officers"):

| SUMMARY COMPENSATION TABLE | | | | | | |
|--|-------|-------------------------------|------------|----------------------|------------|-------|
| ANNUAL COMPENSATION | | | | | | |
| NAME AND PRINCIPAL POSITION | YEAR | SALARY (\$) ⁽¹⁾ | BONUS (\$) | STOCK AWARDS (\$) | OPTIO (| |
| ----- | ----- | ----- | ----- | ----- | ----- | ----- |
| Howard G. Berger, M.D., Chief Executive Officer | 2006 | \$ -- (3) | -- | -- | | |
| Norman R. Hames, Executive Vice President, Secretary and Chief Operating Officer - Western Operations | 2006 | \$ 224,500 | -- | -- | | 1 |
| Stephen M. Forthuber Executive Vice President and Chief Operating Officer - Eastern Operations | 2006 | 31,250 (4) | | -- | | |
| John V. Crues, III, M.D., Medical Director | 2006 | \$ 450,000 (5) | -- | -- | | |
| Jeffrey L. Linden, Executive Vice President and General Counsel | 2006 | \$ 350,000 (6) | -- | -- | | |

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| | | | | |
|---|------|------------|----|----|
| Mark D. Stolper, Executive Vice President and Chief Financial Officer | 2006 | \$ 250,000 | -- | -- |
|---|------|------------|----|----|

-
- (1) The dollar value of perquisites and other personal benefits, if any, for each of the Named Executive Officers was less than \$10,000 or 10% of salary and bonus, the reporting thresholds established by the SEC.
 - (2) This amount is determined using the Black-Scholes model. This model was developed to estimate the fair value of traded options, which have different characteristics than employee stock options, and changes to the subjective assumptions used in the model can result in materially different fair value estimates. This hypothetical value is based on the following assumptions: an exercise price equal to the market value on day of grant; expected volatility of between 95.91% and 101.31%; risk-free interest rate of between 4.69% and 5.07%; and expected lives of 3.5 to 5.76 years.

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- (3) In October 2006, Dr. Berger returned his annual compensation to assist us with flow requirements.
- (4) Beginning November 15, 2006, Mr. Forthuber receives annual compensation of \$250,000 and provided he is employed by us on November 15, 2007, a bonus of \$125,000.
- (5) Received from BRMG.
- (6) Cohen & Lord, a professional corporation, a law firm with which Mr. Linden is associated, received \$448,497 in fees from us during the year ended October 31, 2006 and \$44,359 for the two months ended December 31, 2006. Mr. Linden has specifically waived any interest in our fees paid to Cohen & Lord since becoming an officer.

COMPENSATION DISCUSSION AND ANALYSIS

During fiscal 2006 and the two months ended December 31, 2006 our Board of Directors reviewed and approved the salaries and equity awards of our executive officers as well as all grants of options and warrants to purchase shares of Common Stock and other equity-based compensation awards. The board formed a Compensation Committee that will determine the salaries and incentive compensation for our employees and consultants. The Compensation Committee is composed of Mr. Swartz, Dr. Sherman and Mr. Levitt. The Compensation Committee was formed in January 2007 and, accordingly, did not meet during the two months ended December 31, 2006.

COMMITTEE MEETINGS

Our Compensation Committee is intended to meet as often as necessary to perform its duties and responsibilities. It is intended that the Committee meet with the Chief Executive Officer to establish the meeting agenda and where appropriate with the General Counsel and outside advisors. It is also contemplated the Committee will meet in executive session without management.

ROLE OF COMMITTEE

The committee operates under a written charter adopted by the Board. A copy of the charter is available at www.radnet.com under Investor Relations - Corporate Governance. The fundamental responsibilities of our Committee are:

- (1) annually review and approve corporate goals and objectives relevant to the chief executive officer compensation, evaluate the chief

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executive officer's performance in light of those goals and objectives, and recommend to the Board the chief executive officer's compensation levels based on this evaluation. In determining the long-term incentive component of chief executive officer's compensation, the Committee will consider our performance and relative stockholder return, the value of similar incentive awards to chief executive officers at peer group companies, and the awards given the chief executive officer in past years and other such matters deemed relevant.

- (2) annually review and make recommendations to the Board with respect to the compensation of executive officers and certain other members of senior management.
- (3) review matters relating to management succession, including, but not limited to, compensation.
- (4) if appropriate, hire experts in the field of executive compensation to assist the Committee with its evaluation of the chief executive officer or senior executive compensation. The Committee shall have the sole authority to retain and to terminate such experts, and to approve the expert's fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting, human resources, or other advisors.
- (5) make recommendations to the board with respect to incentive-compensation plans and equity-based plans and interpret and administer such plans, including but not limited to determining eligibility, the number and type of equity awards available for grant, and the terms of such grants.
- (6) appoint, monitor and terminate plan trustees, and monitor, adopt, amend and terminate our qualified and non-qualified pension plans.
- (7) form and delegate authority to subcommittees when appropriate.
- (8) make regular reports to the board.
- (9) produce the required annual report on executive compensation for inclusion in our proxy statement.

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- (10) annually evaluate its own performance.
- (11) fulfill such other duties and responsibilities as may be assigned to the Committee, from time-to-time, by the board and/or chairman of the board.
- (12) review and reassess the adequacy of the Committee Charter annually and recommend any proposed changes to the board for approval.
- (13) oversee our compensation philosophy and strategy.

It is intended that the Committee receive and review materials in advance of each meeting. These materials will include information that management believes will be helpful to the Committee as well as materials that the Committee has specifically requested. Depending on the agenda for the particular meeting, these materials may include:

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- o financial reports on year-to-date performance versus budget and compared to prior year performance;
- o calculations and reports on levels of achievement of individual and corporate performance objectives;
- o reports on RadNet's strategic objectives and budget for future periods;
- o reports on RadNet's five-year performance and current year performance versus a peer group of companies;
- o information on the executive officers' stock ownership and option holdings; and
- o information regarding equity compensation plan dilution; tally sheets setting forth the total compensation of the Named Executive Officers, including base salary, cash incentives, equity awards, perquisites and other compensation and any amounts payable to the executives upon voluntary or involuntary termination, early or normal retirement or following a change-in-control of RadNet.

A CONTINUING PROCESS

Our compensation planning process will neither begin nor end with any particular Committee meeting. Compensation decisions are designed to promote our fundamental business objectives and strategy. Business and succession planning, evaluation of management performance and consideration of the business environment are year-round processes.

MANAGEMENT'S ROLE IN THE COMPENSATION-SETTING PROCESS

Management plays a significant role in the compensation-setting process. The most significant aspects of management's role are:

- o evaluating employee performance;
- o establishing business performance targets and objectives; and
- o recommending salary levels and option awards.

The Chief Executive Officer works with the Compensation Committee in establishing the agenda for Committee meetings. Management also prepares meeting information for each Compensation Committee meeting.

The Chief Executive Officer will also participate in Committee meetings at the Committee's request to provide:

- o background information regarding RadNet's strategic objectives;
- o his evaluation of the performance of the senior executive officers; and
- o compensation recommendations as to senior executive officers (other than himself and the Chairman).

COMMITTEE ADVISORS

The Compensation Committee Charter is granted, where appropriate, the authority to hire and fire advisors and compensation consultants. RadNet is obligated to pay our advisors and consultants. These advisors will report directly to the Compensation Committee.

ANNUAL EVALUATION

The Committee will meet in executive session each year to evaluate the performance of the Named Executive Officers, to determine if there will be changes in their annual compensation, to establish annual performance objectives

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for the current fiscal year, and to consider and approve any grants to them of equity incentive compensation.

PERFORMANCE OBJECTIVES

Our process begins with establishing individual and corporate performance objectives for senior executive officers in each fiscal year. We intend to engage in an active dialogue with the Chief Executive Officer concerning strategic objectives and performance targets. We will review the appropriateness of the financial measures used in incentive plans and the degree of difficulty in achieving specific performance targets. Corporate performance objectives typically are established on the basis of a targeted return on capital employed for RadNet or a particular business unit.

BENCHMARKING

We do not believe that it is appropriate to establish compensation levels primarily based on benchmarking. We believe that information regarding pay practices at other companies is useful in two respects, however. First, we recognize that our compensation practices must be competitive in the marketplace. Second, this marketplace information is one of the many factors that we consider in assessing the reasonableness of compensation.

COMMITTEE EFFECTIVENESS

We will review, on an annual basis, the performance of our Committee and the effectiveness of our compensation program in obtaining desired results.

COMPENSATION PHILOSOPHY

Our executive compensation program is designed with one fundamental objective: to support RadNet's core values and strategic objectives. Our compensation philosophy is intended to align the interests of management with those of our shareholders. The following principles influence and guide our compensation decisions:

WE FOCUS ON RESULTS AND STRATEGIC OBJECTIVES

Our compensation analysis begins with an examination of RadNet's business plan and strategic objectives. We intend that our compensation decisions will attract and retain leaders and reward them for achieving RadNet's strategic initiatives and objective measures of success.

WE BELIEVE IN A PAY FOR PERFORMANCE CULTURE

At the core of our compensation philosophy is our guiding belief that pay should be directly linked to performance.

- o A substantial portion of executive officer compensation is contingent on, and variable with, achievement of objective corporate and/or individual performance objectives.
- o Our stock option plan prohibits discounted stock options, reload stock options and re-pricing of stock options.

COMPENSATION AND PERFORMANCE PAY SHOULD REFLECT POSITION AND RESPONSIBILITY

Total compensation and accountability should generally increase with position and responsibility. Consistent with this philosophy:

- o Total compensation is higher for individuals with greater responsibility and greater ability to influence RadNet's achievement

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- o of targeted results and strategic initiatives.
- o As position and responsibility increases, a greater portion of the executive officer's total compensation is performance-based pay contingent on the achievement of performance objectives.
- o Equity-based compensation is higher for persons with higher levels of responsibility, making a significant portion of their total compensation dependent on long-term stock appreciation.

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COMPENSATION DECISIONS SHOULD PROMOTE THE INTERESTS OF SHAREHOLDERS

Compensation should focus management on achieving strong short-term (annual) performance in a manner that supports and ensures our long-term success and profitability. We believe that stock options create long-term incentives that align the interest of management with the long-term interest of shareholders.

COMPENSATION SHOULD BE REASONABLE AND RESPONSIBLE

It is essential that our overall compensation levels be sufficiently competitive to attract talented leaders and motivate those leaders to achieve superior results. At the same time, we believe that compensation should be set at responsible levels. Our executive compensation programs are intended to be consistent with our constant focus on controlling costs.

COMPENSATION DISCLOSURES SHOULD BE CLEAR AND COMPLETE

We believe that all aspects of executive compensation should be clear, comprehensible and promptly disclosed in plain English. We believe that compensation disclosures should provide all of the information necessary to permit shareholders to understand our compensation philosophy, our compensation-setting process and how and how much our executives are paid.

ELEMENTS OF EXECUTIVE COMPENSATION

Base Salary

Base pay is a critical element of executive compensation because it provides executives with a base level of monthly income. In determining base salaries, we consider the executive's qualifications and experience, scope of responsibilities and future potential, the goals and objectives established for the executive, the executive's past performance, competitive salary practices at similar companies, internal pay equity and the tax deductibility of base salary.

Finally, for our most senior executives (our Chief Executive Officer, Executive Vice Presidents and Chief Financial Officer), we establish base salaries at a level so that a significant portion of the total compensation that such executives can earn is performance-based pay.

EQUITY BASED COMPENSATION

We believe that equity compensation is the most effective means of creating a long-term link between the compensation provided to officers and other key management personnel with gains realized by the shareholders. We have elected to use stock options and warrants as the equity compensation vehicle. All stock options and warrants incorporate the following features:

- o the term of the grant does not exceed 10 years;
- o the grant price is not less than the market price on the date of grant;

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- o grants do not include "reload" provisions;
- o repricing of options is prohibited, unless approved by the shareholders; and
- o options generally vest over a term of years (5 to 7 years) beginning with the first anniversary of the date of grant.

We continue to use stock options and warrants as a long-term incentive vehicle because:

- o Stock options and warrants align the interests of executives with those of the shareholders, support a pay-for-performance culture, foster employee stock ownership and focus the management team on increasing value for the shareholders.
- o The vesting period encourages executive retention and the preservation of shareholder value.

In determining the number of options or warrants to be granted to senior executive officers, we take into account the individual's position, scope of responsibility, ability to affect profits and shareholder value and the individual's historic and recent performance and the value of stock options and warrants in relation to other elements of total compensation.

ADDITIONAL BENEFITS

Executive officers participate in other employee benefit plans generally available to all employees on the same terms as similarly situated employees.

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INTERNAL PAY EQUITY

We believe that internal equity is an important factor to be considered in establishing compensation for the officers. We have not established a policy regarding the ratio of total compensation of the Chief Executive Officer to that of the other officers, but we do review compensation levels to ensure that appropriate equity exists. We intend to continue to review internal compensation equity and may adopt a formal policy in the future, if we deem such a policy to be appropriate. In this regard, in November 2006, the annual compensation of John V. Crues, III, M.D. was increased to \$400,000, the annual compensation of Norman R. Hames was increased to \$300,000, the annual compensation of Jeffrey L. Linden was increased to \$400,000 and the annual compensation of Mark D. Stolper was increased to \$300,000.

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SECTION 162 (M)

Section 162(m) of the Code generally disallows a deduction to publicly traded companies to the extent of excess compensation over \$1.0 million per year paid to its named executive officers. Qualifying performance-based compensation which is paid in accordance with regulations promulgated under Section 162(m) of the Code is not subject to the deduction limit. RadNet reserves the right to pay compensation to its named executive officers that does not qualify as performance based compensation under Section 162(m) of the Code if compliance with applicable regulations conflicts with RadNet's compensation philosophy or with what is believed to be the best interests of RadNet and its stockholders.

By the Board of Directors

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Howard G. Berger, M.D.
 Norman R. Hames
 John V. Crues, III, M.D.
 David L. Swartz
 Lawrence L. Levitt

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

During the two months ended December 31, 2006, all executive compensation was determined by the then members of our Board of Directors, Howard G. Berger, M.D., Norman R. Hames, John V. Crues, III, M.D. Lawrence L. Levitt and David L. Swartz. In addition, no individual who served as an executive officer of our company during the two months ended December 31, 2006, served during the two months ended December 31, 2006, on the board of directors or compensation committee of another entity where an executive officer of the other entity also served on our Board of Directors. Commencing January 8, 2007, the Board appointed the Compensation Committee consisting of directors Lawrence L. Levitt, Michael L. Sherman, M.D. and David L. Swartz. As noted above, each qualifies as an independent director. No member of the Compensation Committee serves on the board of directors or compensation committee of another entity where the executive officer of the other entity also serves on our Compensation Committee.

SEVERANCE AGREEMENTS

None of our Named Executive Officers have any arrangements that provide for the payment of severance benefits except upon termination of the employment of (i) Norman Hames he is entitled to receive an amount equal to three times his then annual compensation; (ii) upon termination of the employment of Stephen Forthuber by us prior to November 15, 2007 he shall receive an amount equal to three times his annual compensation, prior to November 15, 2008 an amount equal to two times his annual compensation and anytime after November 15, 2008 an amount equal to one year's compensation and (iii) upon termination of the employment of Jeffrey Linden he shall receive an amount equal to five times his then annual compensation. Warrants granted to Mssrs. Hames (1,500,000 shares), Linden (250,000 shares) and Stolper (75,000 shares) fully vest at the time our common stock averages Six Dollars (\$6) or more for thirty (30) days in the public market in which it trades.

CHANGE-IN-CONTROL ARRANGEMENTS

None of our Named Executive Officers are entitled to payment of any benefits upon a change-in-control of RadNet.

2006 GRANTS OF PLAN BASED AWARDS

The following table provides information about plan based grants to the Named Executive Officers during the fiscal year ended October 31, 2006. There were no grants during the two months ended December 31, 2006.

| NAME | Grant Date | ALL OTHER | OPTION OF AWARDS | GRANT DATE |
|-----------------|------------|-----------------|------------------|------------|
| | | OPTION AWARDS | | |
| | | NUMBER OF | ----- | VALUE OF |
| | | SECURITIES | | AND OPTI |
| | | UNDERLYING | | (\$) |
| | | OPTIONS/GRANTED | EXERCISE | |
| | | (1) | PRICE (2) | |
| ----- | | ----- | ----- | |
| Norman R. Hames | 03/27/06 | 1,500,000 | \$ 1.12 (3) | 1,35 |

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| | | | | |
|-------------------|----------|---------|---------|----|
| Jeffrey L. Linden | 04/28/06 | 250,000 | \$ 2.52 | 47 |
| Mark D. Stolper | 07/11/06 | 100,000 | \$ 3.10 | 20 |

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- (1) All share numbers are revised to reflect the one-for-two reverse stock split effected in November 2006.
 - (2) Exercise prices reflect the market price on the date of grant.
 - (3) We have agreed to pay Mr. Hames a bonus of \$0.40 per share at the time of exercise.
 - (4) Reflects the grant date value of the awards determined in accordance with FAS123R.
 - (5) Warrants were granted by the board based upon merit. They vest over a term of years between three and seven.

OUTSTANDING EQUITY AWARDS AT DECEMBER 31, 2006

The following table sets forth information concerning stock options held by the Named Executive Officers at December 31, 2006.

| NAME ----- | NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS (#) | NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS (#) | OPTION EXERCISE PRICE (\$) |
|--------------------------|---|--|-------------------------------|
| | EXERCISABLE | UNEXERCISABLE | |
| Norman R. Hames | --- | 1,500,000 (1) | 1. |
| John V. Crues, III, M.D. | 250,000 | --- | . |
| | 150,000 | --- | . |
| Jeffrey L. Linden | --- | 250,000 (2) | 2. |
| | 37,500 | --- | . |
| | 100,000 | --- | . |
| Mark D. Stolper | --- | 100,000 (3) | 3. |
| | 250,000 | 75,000 | . |
| | 25,000 | --- | 1. |

All information in this table relates to nonqualified warrants.

- (1) Vest over a term of seven years
- (2) Vest over a term of six years.
- (3) Vest over a term of three years.

OPTION EXERCISES AND STOCK VESTED THROUGH DECEMBER 31, 2006

There were no option exercises in the year ended October 31, 2006 or the two months ended December 31, 2006 by the Named Executive Officers except as follows:

| NAME ----- | SHARES ACQUIRED ON EXERCISE (1) | VALUE REALIZED (2) |
|--------------------------|---------------------------------------|-----------------------|
| | ----- | ----- |
| John V. Crues, III, M.D. | 160,344 | \$372,000 |
| Jeffrey L. Linden | 250,000 | \$215,000 |

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- 1) All share numbers are revised to reflect the one-for-two reverse stock split effected in November 2006.
 - 2) The value realized equals the fair market value of the common stock acquired on the date of exercise minus the exercise price.

EMPLOYMENT AGREEMENTS

BRMG entered into a Management Consulting Agreement with Howard G. Berger, M.D. as of January 1, 1994. The Agreement automatically renews annually unless either party delivers notice of non-renewal to the other party no less than 90 days prior to the scheduled termination date. Dr. Berger serves as the manager of BRMG and the chief executive for BRMG's partnerships, and receives compensation for his services from BRMG equal to \$300,000 per year. In fiscal 2006 Dr. Berger waived ant entitlement to compensation and returned to BRMG all compensation paid to him during fiscal 2006 in order to assist us with cash flow. Dr. Berger's duties include the direction of day-to- day activities of BRMG, supervision of personnel, and the implementation of policies and plans appropriate to carry out the operational, financial and business objectives of BRMG. Under this agreement, if we terminate his employment for cause, he will be entitled to compensation equal to one year's base salary. If Dr. Berger terminates this agreement without cause, he is entitled to compensation accrued through the effective date of termination, and if his employment is terminated by BRMG without cause, BRMG shall pay to Dr. Berger an amount equal to the sum of (i) his base salary accrued through the effective date of termination; (ii) his base salary for the balance of the term, but not less than his base salary for five years; and (iii) an amount equal to the cost of all benefits he would receive for the balance of the term. Dr. Berger's employment shall not terminate in the event of a merger, consolidation, dissolution or other transaction whereby BRMG would not be the surviving entity of such transaction, and Dr. Berger holds the right to terminate this agreement upon 60 days notice in the event of any such transaction.

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John V. Crues, III, M.D. entered into a renewable one-year employment agreement dated as of January 15, 1996 with each of us and BRMG which requires him to devote one-half of his time to each entity in exchange for annual combined remuneration currently of \$370,000. Dr. Crues' duties for us include information management systems for radiology practices, imaging facility network development and network marketing and management, utilization management, utilization review, all forms of provider and payor contracts and physician interaction. For BRMG, Dr. Crues' duties include diagnostic imaging, professional physician services, utilization management, utilization review, all forms of provider and payor contracts and physician interaction, some of which require a license to practice medicine.

On April 16, 2001, we entered into a five-year employment agreement with Jeffrey L. Linden for Mr. Linden to serve as vice president and general counsel. The agreement provides for annual compensation of \$350,000. Under this agreement, if we terminate Mr. Linden's employment for cause, he will be entitled to compensation equal to one year's base salary. If Mr. Linden terminates this agreement without cause, he is entitled to compensation accrued through the effective date of termination, and if his employment is terminated by us without cause, we shall pay Mr. Linden an amount equal to the sum of (i) his base salary accrued through the effective date of termination; (ii) his base salary for the balance of the term, but not less than his base salary for five years; and (iii) an amount equal to the cost of all benefits he would receive for the balance of the term. Mr. Linden's employment shall not terminate in the event of a merger, consolidation, dissolution or other transaction whereby we

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would not be the surviving entity of such transaction, and Mr. Linden holds the right to terminate this agreement upon 60 days notice in the event of any such transaction. If Mr. Linden's employment is terminated in connection with any such transaction he shall be entitled to the same compensation he would have received if we terminated his employment without cause.

On May 1, 2001, we entered into a three-year employment agreement with Norman R. Hames. Pursuant to the agreement Mr. Hames agreed to continue his employment with us as our vice president and chief operations officer. The agreement provides for Mr. Hames to receive annual compensation of \$225,000. Additionally, in consideration of his entry into the agreement Mr. Hames received the option to purchase 1,500,000 shares of our common stock at a price of \$1.12 per share (the closing price reported on the OTC Bulletin Board on the date the agreement was executed) exercisable throughout his employment, or by March 27, 2013 if Mr. Hames' employment is terminated. We also agreed to provide a cash bonus to Mr. Hames of \$0.40 for each share that he exercises under the options, up to a maximum of \$600,000. Under this agreement, if we terminate his employment for cause, he will be entitled to compensation equal to one year's base salary. If Mr. Hames terminates this agreement without cause, he is entitled to compensation accrued through the effective date of termination, and if his employment is terminated by us without cause, we shall pay Mr. Hames an amount equal to the sum of (i) his base salary accrued through the effective date of termination; (ii) his base salary for the balance of the term, but not less than his base salary for three years; and (iii) an amount equal to the cost of all benefits he would receive for the balance of the term. Mr. Hames' employment shall not terminate in the event of a merger, consolidation, dissolution or other transaction whereby we would not be the surviving entity of such transaction.

On July 30, 2004, we entered into a three-year employment agreement with Mark Stolper for Mr. Stolper to serve as our chief financial officer. Mr. Stolper received a \$25,000 payment on entry into the agreement and receives annual compensation of \$250,000 per year. In connection with his employment, Mr. Stolper received five-year warrants to purchase 325,000 shares of our common stock at \$0.60 per share (the closing price reported on the OTC Bulletin Board on the date the agreement was executed).

On November 15, 2006, we entered into a Retention Agreement with Stephen Forthuber. The Agreement provides for annual compensation of \$250,000. It also provides for an annual bonus at the end of the first year of \$125,000 and at the end of the second year of \$250,000. If we terminate the Agreement during its first year we must pay Mr. Forthuber three times his annual compensation, during the second year two times his annual compensation and after the second year one year's annual compensation.

STOCK INCENTIVE PLANS

We have two stock incentive plans: our 2000 Long-Term Incentive Plan and our 2006 Equity Incentive Plan.

We have reserved 1,000,000 shares of common stock for issuance under our 2000 Long-Term Incentive Plan, or the 2000 Plan. The material features of the 2000 Plan are as follows:

ADMINISTRATION

The 2000 Plan is presently administered by our Board of Directors, but upon our locating non-employee directors who have the requisite qualifications will then be administered by a compensation committee appointed by the Board which will consist of two or more non-employee Directors. Subject to the terms of the 2000 Plan, the Board, and the compensation committee, if established, has full authority to administer the 2000 Plan in all respects, including: (i)

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selecting the individuals who are to receive awards under the 2000 Plan; (ii) determining the specific form of any award; and (iii) setting the specific terms and conditions of each award. Our senior legal and human resources representatives are also authorized to take ministerial actions as necessary to implement the 2000 Plan and awards issued under the 2000 Plan.

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ELIGIBILITY

Employees, directors and other individuals who provide services to us, our affiliates and subsidiaries who, in the opinion of the Board, or the compensation committee, if applicable, are in a position to make a significant contribution to our success or the success of our affiliates and subsidiaries are eligible for awards under the 2000 Plan.

AMOUNT OF AWARDS

The value of shares or other awards to be granted to any recipient under the 2000 Plan are not presently determinable. However, the 2000 Plan restricts the number of shares and the value of awards not based on shares that may be granted to any individual during a calendar year or performance period. In order to facilitate our compliance with Section 162(m) of the Internal Revenue Code of 1986, as amended, or the Code, which deals with the deductibility of compensation for any of the chief executive officer and the four other most highly-paid executive officers, the 2000 Plan limits to 500,000 the number of shares for which options, stock appreciation rights or other stock awards may be granted to an individual in a calendar year and limits to \$1,000,000 the value of non-stock-based awards that may be paid to an individual with respect to a performance period. These restrictions were adopted by the Board of Directors as a means of complying with Code Section 162(m) and are not indicative of historical or contemplated awards made or to be made to any individual under the 2000 Plan.

STOCK OPTIONS

The 2000 Plan authorizes the grant of options to purchase shares of common stock, including options to employees intended to qualify as incentive stock options within the meaning of Section 422 of the Code, as well as non-statutory options. The term of each option will not exceed ten years and each option will be exercisable at a price per share not less than 100% of the fair market value of a share of common stock on the date of the grant. Generally, optionees will pay the exercise price of an option in cash or by check, although the Board, and the compensation committee, if established, may permit other forms of payment including payment through the delivery of shares of common stock. Options granted under the 2000 Plan are generally not transferable, except at death or as gifts to certain Family Members, as defined in the 2000 Plan. At the time of grant or thereafter, the Board, and the compensation committee, if established, may determine the conditions under which stock options vest and remain exercisable.

Unless otherwise determined by the Board, and the compensation committee, if established, unexercised options will terminate if the holder ceases for any reason to be associated with us, our affiliates or our subsidiaries. Options generally remain exercisable for a specified period following termination for reasons other than for Cause, as defined in the 2000 Plan, particularly in circumstances of death, Disability and Retirement, as defined in the 2000 Plan. In the event of a Change in Control or Covered Transaction, as defined in the Incentive 2000 Plan, of our company, options become immediately exercisable and/or are converted into options for securities of the surviving party as determined by the Board, and the compensation committee, if established.

OTHER AWARDS

The Board, and the compensation committee, if established, may grant stock appreciation rights which pay, in cash or common stock, an amount generally equal to the difference between the fair market values of the common stock at the time of exercise of the right and at the time of grant of the right. In addition, the Board, and the compensation committee, if established, may grant awards of shares of common stock at a purchase price less than fair market value at the date of issuance, including zero. A recipient's right to retain these shares may be subject to conditions established by the Board, and the compensation committee, if established, if any, such as the performance of services for a specified period or the achievement of individual or company performance targets. The Board, and the compensation committee, if established, may also issue shares of common stock or authorize cash or other payments under the 2000 Plan in recognition of the achievement of certain performance objectives or in connection with annual bonus arrangements.

PERFORMANCE CRITERIA

The Board, and the compensation committee, if established, may condition the exercisability, vesting or full enjoyment of an award on specified Performance Criteria. For purposes of Performance Awards, as defined in the 2000 Plan, that are intended to qualify for the performance-based compensation exception under Code Section 162(m), Performance Criteria means an objectively determinable measure of performance relating to any of the following as specified by the Board, and the compensation committee, if established, determined either on a consolidated basis or, as the context permits, on a divisional, subsidiary, line of business, project or geographical basis or in combinations thereof: (i) sales; revenue; assets; liabilities; costs; expenses; earnings before or after deduction for all or any portion of interest, taxes, depreciation, amortization or other items, whether or not on a continuing operations or an aggregate or per share basis; return on equity, investment, capital or assets; one or more operating ratios; borrowing levels, leverage ratios or credit rating; market share; capital expenditures; cash flow; working capital requirements; stock price; stockholder return; sales, contribution or gross margin, of particular products or services; particular operating or financial ratios; customer acquisition, expansion and retention; or any combination of the foregoing; or (ii) acquisitions and divestitures, in whole or in part; joint ventures and strategic alliances; spin-offs, split-ups and the like; reorganizations; recapitalizations, restructurings, financings of debt or equity and refinancings; transactions that would constitute a change of control; or any combination of the foregoing. Performance Criteria measures and targets determined by the Board, and the compensation committee, if established, need not be based upon an increase, a positive or improved result or avoidance of loss.

AMENDMENTS

The Board, and the compensation committee, if established, may amend the 2000 Plan or any outstanding award for any purpose permitted by law, or may at any time terminate the 2000 Plan as to future grants of awards. The Board, and the compensation committee, if established, may not, however, increase the maximum number of shares of common stock issuable under the 2000 Plan or change the description of the individuals eligible to receive awards. In addition, no termination of or amendment to the 2000 Plan may adversely affect the rights of a participant with respect to any award previously granted under the 2000 Plan without the participant's consent, unless the compensation committee expressly reserves the right to do so in writing at the time the award is made. To the

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extent the Board, and the compensation committee, if established, desires the 2000 Plan to qualify under the Code, certain amendments may require stockholder approval.

Our stockholders have adopted our Incentive Stock Option Plan, or the Incentive Plan. The Incentive Plan is designed to qualify as an "incentive stock option plan" under Section 422A of the Code. Under the Incentive Plan, options to purchase up to 1,600,000 shares of common stock were authorized for grant to key employees, including officers and directors. A committee of three directors appointed by the Board of Directors administers the Incentive Plan and designates the optionees, the number of shares subject to the options, and the terms and conditions of each option.

In May 1992, our Board of Directors authorized amendments to the Incentive Plan, subject to stockholder approval, increasing the number of shares reserved under the Incentive Plan to 2,000,000 shares of our common stock and amending the Incentive Plan in accordance with changes adopted in 1986 to the Code. These proposed amendments to the Incentive Plan were adopted by stockholders at the annual meeting of stockholders held on November 17, 1992.

Under the Incentive Plan, as amended, except for options granted to holders of 10% or more of our outstanding stock, the exercise price of an option must be at least 100% of the fair market value of the common stock on the effective date of grant. Options granted under the Incentive Plan to stockholders possessing more than 10% of our outstanding stock must be at an exercise price equal to not less than 110% of such fair market value. We are not issuing any additional options under the Incentive Plan because the Incentive Plan terminated in 2002. All options granted must be exercised within 10 years of date of grant. The aggregate fair market value of our common stock with respect to which options are exercisable for the first time by a grantee under the Incentive Plan during any calendar year may not exceed \$100,000. Options must be exercised by an optionee, if at all, within three months after the termination of such optionee's employment for any reason other than for cause, and within one year after termination of employment due to death or permanent disability, unless by its terms the option expires sooner.

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THE 2006 EQUITY INCENTIVE PLAN:

ELIGIBLE PARTICIPANTS

Awards may be granted under the 2006 Plan to any of our employees, officers, directors, or consultants or those of our affiliates. An incentive stock option may be granted under the 2006 Plan only to a person who, at the time of the grant, is an employee of Radnet or a related corporation. The 2006 Plan was approved by our Board on October 11, 2006 and by our stockholders at our special meeting held on November 15, 2006.

NUMBER OF SHARES OF COMMON STOCK AVAILABLE

A total of 2,500,000 new shares of our common stock have been reserved for issuance under the 2006 Plan. The maximum aggregate number of shares that may be issued under the 2006 Plan through the exercise of incentive stock options is 2,500,000. If an award is cancelled, terminates, expires, or lapses for any reason without having been fully exercised or vested, or is settled for less than the full number of shares of common stock represented by such award actually being issued, the unvested, cancelled, or unissued shares of common stock generally will be returned to the available pool of shares reserved for issuance under the 2006 Plan. In addition, if we experience a stock dividend, reorganization, or other change in our capital structure, the administrator may,

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in its discretion, adjust the number of shares available for issuance under the 2006 Plan and any outstanding awards as appropriate to reflect the stock dividend or other change. The share number limitations included in the 2006 Plan will also adjust appropriately upon such event.

ADMINISTRATION OF THE 2006 PLAN

The 2006 Plan will be administered by the board of directors or one or more committees of the board of directors, which we refer to as the Committee. The RadNet board has appointed the Compensation Committee as the Committee referred to in the 2006 Plan. In the case of awards intended to qualify as "performance-based-compensation" excludable from the deduction limitation under Section 162(m) of the Code, the Committee will consist of two or more "outside directors" within the meaning of Section 162(m).

The administrator has the authority to, among other things, select the individuals to whom awards will be granted and to determine the type of award to grant; determine the terms of the awards, including the exercise price, the number of shares subject to each award, the exercisability of the awards, and the form of consideration payable upon exercise; to provide for a right to dividends or dividend equivalents; and to interpret the 2006 Plan and adopt rules and procedures relating to administration of the 2006 Plan. Except to the extent prohibited by any applicable law, the administrator may delegate to one or more individuals the day-to-day administration of the 2006 Plan.

AWARD TYPES

OPTIONS

A stock option is the right to purchase shares of RadNet's common stock at a fixed exercise price for a fixed period. An option under the 2006 Plan may be an incentive stock option or a nonstatutory stock option. The exercise price of an option granted under the 2006 Plan must be at least equal to the fair market value of RadNet's common stock on the date of grant. In addition, the exercise price for any incentive stock option granted to any employee owning more than ten percent of our common stock may not be less than 110 percent of the fair market value of RadNet's common stock on the date of grant.

Unless the administrator determines to use another method, the fair market value of our common stock on the date of grant will be determined as the closing sales price for our common stock on the date the option is granted (or if no sales are reported that day, the closing price on the last preceding day on which a sale occurred), using a reporting source selected by the administrator. The administrator determines the acceptable form of consideration for exercising an option, including the method of payment, either through the terms of the option agreement or at the time of exercise of an option, provided that consideration must have a value of not less than the par value of the shares to be issued and must be actually received before issuing any shares. The 2006 Plan permits payment in the form of cash, check or wire transfer, other shares of common stock of RadNet, cashless exercises, any other form of consideration and method of payment permitted by applicable laws, or any combination thereof.

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An option granted under the 2006 Plan cannot be exercised until it becomes vested. The administrator establishes the vesting schedule of each option at the time of grant and the option will expire at the time established by the administrator. After termination of the optionee's service, he or she may exercise his or her option for the period stated in the option agreement, to the extent the option is vested on the date of termination. If termination is due to death or disability, the option usually will remain exercisable for twelve

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months following such termination. In all other cases, the option generally will remain exercisable for three months. Nevertheless, an option may never be exercised later than the expiration of its term. The term of any stock option may not exceed ten years, except that with respect to any participant who owns ten percent or more of the voting power of all classes of RadNet's outstanding capital stock, the term for incentive stock options must not exceed five years.

STOCK AWARDS

Stock awards are awards or issuances of shares of our common stock that vest in accordance with terms and conditions established by the administrator. Stock awards include stock units, which are bookkeeping entries representing an amount equivalent to the fair market value of a share of common stock, payable in cash, property, or other shares of stock. The administrator may determine the number of shares to be granted, and impose whatever conditions to vesting it determines to be appropriate, including performance criteria and level of achievement versus the criteria that the administrator determines. The criteria may be based on financial performance, personal performance evaluations, and completion of service by the participant. Unless the administrator determines otherwise, shares that do not vest typically will be subject to forfeiture or to a right of repurchase of the unvested portion of such shares at the original price paid by the participant, which RadNet may exercise upon the voluntary or involuntary termination of the awardee's service with RadNet for any reason, including death or disability.

For stock awards intended to qualify as "performance-based compensation" within the meaning of Section 162(m) of the Code, the measures established by the administrator must be qualifying performance criteria. Qualifying performance criteria under the 2006 Plan include any of the following performance criteria, individually or in combination:

| | |
|--|--|
| cash flow | earnings (including gross margin, earnings interest and taxes, earnings before and net earnings) |
| earnings per share | growth in earnings or earnings per share |
| stock price | return on equity or average stockholders' e |
| total stockholder return | return on capital |
| return on assets or net assets | return on investment |
| revenue | income or net income |
| operating income or net operating income | operating profit or net operating profit |
| operating margin | return on operating revenue |
| market share | contract awards or backlog |
| overhead or other expense reduction | growth in stockholder value relative to the of the S&P 500 Index or a peer group index |
| credit rating | strategic plan development and implementati |
| improvement in workforce diversity | EBITDA |
| any other similar criteria | |

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Qualifying performance criteria may be applied either to RadNet as a whole or to a business unit, affiliate, or business segment, individually or in any combination. Qualifying performance criteria may be measured either annually or cumulatively over a period of years, and may be measured on an absolute basis or relative to a pre-established target, to previous years' results, or to a designated comparison group, in each case as specified by the administrator in writing in the award.

STOCK APPRECIATION RIGHTS

A stock appreciation right is the right to receive the appreciation in the fair market value of our common stock in an amount equal to the difference between (a) the fair market value of a share of our common stock on the date of exercise, and (b) the exercise price. This amount will be paid, as determined by the administrator, in shares of our common stock with equivalent value, cash, or a combination of both. The exercise price must be at least equal to the fair market value of our common stock on the date of grant. Subject to these limitations, the administrator determines the exercise price, term, vesting schedule, and other terms and conditions of stock appreciation rights, except that stock appreciation rights terminate under the same rules that apply to stock options.

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CASH AWARDS

Cash awards confer upon the participant the opportunity to earn future cash payments tied to the level of achievement with respect to one or more performance criteria established by the administrator for a performance period. The administrator will establish the performance criteria and level of achievement versus these criteria, which will determine the target and the minimum and maximum amount payable under a cash award. The criteria may be based on financial performance or personal performance evaluations, or both. For cash awards intended to qualify as "performance-based compensation" within the meaning of Section 162(m) of the Code, the measures established by the administrator must be specified in writing.

OTHER PROVISIONS OF THE 2006 PLAN

TRANSFERABILITY OF AWARDS

Unless the administrator determines otherwise, the 2006 Plan does not permit the transfer of awards other than by beneficiary designation, will, or by the laws of descent or distribution, and only the participant may exercise an award during his or her lifetime.

PREEMPTIVE RIGHTS

The 2006 Plan provides that no shares will be issued in violation of any preemptive rights held by any stockholder of RadNet.

ADJUSTMENTS UPON MERGER OR CHANGE IN CONTROL

The 2006 Plan provides that in the event of a merger with or into another corporation in which RadNet is not the surviving entity or RadNet's "change in control," including the sale of all or substantially all of RadNet's assets, and various other events, RadNet's Board or the Committee may, in its discretion, provide for the assumption or substitution of, or adjustment to, each outstanding award; accelerate the vesting of options and stock appreciation

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rights, and terminate any restrictions on stock awards or cash awards; provide for the cancellation of awards in exchange for a cash payment to the participant; or provide for the cancellation of awards that have not been exercised or redeemed as of the relevant event.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth certain information regarding the beneficial ownership of our common stock as of March 27, 2007, by (i) each holder known by us to beneficially own more than five percent of the outstanding common stock and (ii) each of our directors and executive officers. The percentages set forth in the table have been calculated on the basis of treating as outstanding, for purposes of computing the percentage ownership of a particular holder, all shares of our common stock outstanding at such date and all shares of common stock purchasable upon exercise of options and warrants owned by such holder which are exercisable at or within 60 days after such date:

| NAME OF BENEFICIAL OWNER | SHARES OF COMMON STOCK BENEFICIALLY OWNED (1) | PERC C |
|--|---|-----------|
| Howard G. Berger, M.D.* | 6,507,500 (2) | |
| Marvin S. Cadwell | 43,928 (3) | |
| John V. Crues, III, M.D.* | 715,859 (4) | |
| Stephen M. Forthuber | -- | |
| Norman R. Hames | -- | |
| David L. Swartz* | 110,000 (5) | |
| Lawrence L. Levitt* | 75,000 (6) | |
| Jeffrey L. Linden* | 585,000 (7) | |
| Michael L. Sherman, M.D. | 80,315 (3) | |
| Mark D. Stolper* | 354,400 (8) | |
| Contrarian Capital Management, LLC | 1,912,075 | 5 |
| | -- | |
| All directors and executive officers as a group (eleven persons) | 8,397,759 (10) | |

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* The address of all of our officers and directors is c/o RadNet, 1510 Cotner Avenue, Los Angeles, California 90025.

- (1) Subject to applicable community property statutes and except as otherwise noted, each holder named in the table has sole voting and investment power with respect to all shares of common stock shown as beneficially owned. Share numbers reflect the reverse one-for-two stock split effected in November 2006.
- (2) As a result of his stock ownership and his positions as president and a director of our company, Howard G. Berger, M.D. may be deemed to be a controlling person of our company.
- (3) Includes warrants to purchase 25,000 shares exercisable at a price of \$5.99 per share and is less than 1.0% of the class.
- (4) Includes warrants for 400,000 shares exercisable between \$0.72 and \$0.92

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per share.

- (5) Includes 100,000 warrants exercisable between \$0.80 and \$5.99 per share and is less than 1.0% of the class.
- (6) Represents warrants exercisable between \$0.64 and \$5.99 per share and is less than 1.0% of the class.
- (7) Includes 137,500 options and warrants exercisable at prices between \$0.60 and \$0.92 per share.
- (8) Includes warrants for 350,000 shares exercisable at prices between \$0.60 and \$1.20 per share and is less than 1.0% of the class.
- (9) The address reported is 411 W. Putnam Ave., Greenwich, Connecticut 06830.
- (10) See the above footnotes. Includes 7,285,259 shares owned of record and 1,087,500 shares issuable upon exercise of presently exercisable options, warrants and convertible debentures.

REPORT OF THE AUDIT COMMITTEE

The primary function of RadNet's Committee is oversight of the Corporation's financial reports, internal accounting and financial controls and the independent audit of the annual consolidated financial statements. Our Committee acts under a charter which is available at our web site at www.radnet.com. We periodically review the adequacy of the charter. Each of our members is independent, and two of our members are audit committee financial experts under Securities and Exchange Commission rules. We held five meetings in fiscal 2006 (none during the two months ended December 31, 2006) at which, as discussed in more detail below, we had extensive reports and discussions with the independent auditors, internal auditors and other members of management.

The Committee met and held discussions with management, who reported to the Committee that the Company's consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States of America. The Committee reviewed and discussed the consolidated financial statements with both management and Moss Adams LLP ("Moss Adams"), the independent auditors. The Committee also discussed with Moss Adams matters required to be discussed by Statement on Auditing Standards No. 61 (Communications with Audit Committee). We discussed significant accounting policies applied by RadNet in its financial statements, as well as alternative treatments.

Moss Adams also provided the Committee with written disclosures required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committee), and the Committee discussed with Moss Adams their independence. The Committee considered the services that Moss Adams performed for RadNet, during 2006 other than in conjunction with the audit and review of its consolidated financial statements and determined that those services are compatible with maintaining Moss Adams' independence.

The Committee discussed with Moss Adams the overall scope and plans for their audit. We met with Moss Adams, both with and without management present. Discussions included the results of its examination and the overall quality of RadNet's financial reporting.

Based on the reviews and discussions referred to above, in reliance on management and Moss Adams, and subject to the limitations of our role described below, we recommended to the Board, and the Board has approved, the inclusion of the audited consolidated financial statements in RadNet's Annual Report on Form 10-K for the two month transition period ended December 31, 2006, for filing

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with the Securities and Exchange Commission.

The Committee has also appointed Moss Adams to audit the Corporation's consolidated financial statements for 2007, subject to stockholder ratification of that appointment.

In carrying out our responsibilities, we look to management and the independent auditors. Management is responsible for the preparation and fair presentation of RadNet's consolidated financial statements and for maintaining effective internal control. Management is also responsible for assessing and maintaining the effectiveness of internal control over the financial reporting process in compliance with Sarbanes-Oxley Section 404 requirements. The independent auditors perform their responsibilities in accordance with the standards of the Public Company Accounting Oversight Board. While our members are or have been professionally engaged in the practice of accounting or auditing, they are not experts under the Securities Act of 1933 in either of those fields or in auditor independence.

Respectfully submitted,

David L. Swartz, Chairperson
Marvin S. Cadwell
Lawrence L. Levitt

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ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Howard G. Berger, M.D. is RadNet's President and Chief Executive, chair of RadNet's Board of Directors, and owns approximately 17% of RadNet's outstanding common stock. Dr. Berger also owns, indirectly, 99% of the equity interests in BRMG. BRMG provides all of the professional medical services at 53 of RadNet's facilities under a management agreement with RadNet, and contracts with various other independent physicians and physician groups to provide all of the professional medical services at most of RadNet's other California facilities. RadNet obtains professional medical services from BRMG in California, rather than providing such services directly or through subsidiaries, in order to comply with California's prohibition against the corporate practice of medicine. However, as a result of this close relationship with Dr. Berger and BRMG, RadNet believes that it is able to better ensure that professional medical services are provided at its California facilities in a manner consistent with RadNet's needs and expectations and those of its referring physicians, patients and payors than if RadNet obtained these services from unaffiliated practice groups.

Under RadNet's management agreement with BRMG, which expires on January 1, 2014, BRMG pays RadNet, as compensation for the use of RadNet's facilities and equipment and for RadNet's services, a percentage of the gross amounts collected for the professional services it renders. The percentage, which was 79% at October 31, 2006, is adjusted annually, if necessary, to ensure that the parties receive fair value for the services they render. In operation and historically, the annual revenue of BRMG from all sources closely approximates its expenses, including Dr. Berger's compensation, fees payable to RadNet and amounts payable to third parties. For administrative convenience and in order to avoid inconveniencing and confusing RadNet's payors, a single bill is prepared for both the professional medical services provided by the radiologists and RadNet's non-medical, or technical, services, generating a receivable for BRMG. BRMG maintains a \$45 million revolving credit facility with General Electric Capital Corporation from which it may obtain funds by utilizing its accounts receivable for working capital purposes, if needed. RadNet repays or offsets these advances with periodic payments from BRMG to RadNet under the management agreement. RadNet guarantees BRMG's obligations under this working capital facility.

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John V. Crues, III, M.D. agreed to continue his employment and leadership roles with us in consideration of our agreement in June 2005, to issue to him our five year warrant to purchase 250,000 shares of our common stock at an exercise price of \$0.72 per share (the price of our common stock on the date of the agreement in the public market in which it trades).

Both Dr. Berger and Dr. Crues receive all or a portion of their salary from BRMG. See "Employment Agreements."

At October 31, 2005, we owed Jeffrey L. Linden \$61,151 in connection with our acquisition of his interest in DIS. This obligation was paid in March 2006. In the acquisition transaction, we issued to Mr. Linden warrants to purchase 98,682 shares of common stock at a price of \$1.20 per share expiring June 30, 2004. In connection with an agreement to extend our obligation to Mr. Linden, we issued to him warrants to purchase 150,000 shares of common stock at a price of \$0.38 per share that he exercised in June 2005. On July 30, 2004, we issued to Mr. Linden a five year warrant to purchase 100,000 shares of our common stock at an exercise price of \$0.60 per share in consideration of Mr. Linden's agreement to subordinate our obligation to him to our debt with our revolving line of credit. In April 2006, in order to induce Mr. Linden to continue his employment we issued to him a six year warrant to purchase 250,000 shares of common stock at a price of \$2.52, the price of our common stock on the date of the transaction in the public market in which it trades, vesting over the six year period. This warrant will fully vest if RadNet's publicly traded common stock averages \$6.00 per share for 30 days.

Cohen & Lord, a professional corporation, a law firm with which Mr. Linden is associated, received \$448,497 in fees from us during the year ended October 31, 2006 and \$44,359 for the two months ended December 31, 2007. Mr. Linden has specifically waived any interest in RadNet's fees since becoming an officer of Radnet.

In consideration of the continued employment by Norman Hames, our Executive Vice President and Chief Operating Officer - Western Operations and a director in March 2006 we issued to Mr. Hames a seven year warrant to purchase 1,500,000 shares at an exercise price of \$1.12 per share, the price of our common stock on the date of the transaction in the public market in which it trades, vesting over the seven year period. We have agreed to provide to Mr. Hames a bonus of \$.040 per share for each share exercised. This warrant will fully vest if RadNet's publicly traded common stock averages \$6.00 per share for 30 days.

On July 30, 2004, RadNet issued to Mark D. Stolper five-year warrants to purchase 325,000 shares of our common stock at \$0.60 per share in consideration of his entry into a three-year employment agreement with us under which he became our chief financial officer and his assistance in refinancing our outstanding institutional debt. The warrant exercise price is the price of our common stock on the date of the agreement in the public market in which it trades. In recognition of Mr. Stolper's services to RadNet on July 11, 2006, RadNet issued to Mr. Stolper a five-year warrant to purchase 100,000 shares of RadNet common stock at \$3.10 per share, the price of our common stock on the date of the transaction in the public market in which it trades, vesting over a three-year period. This warrant will fully vest if RadNet's publicly traded common stock averages \$6.00 per share for 30 days.

The Board or its Conflicts Committee reviews any transaction in which we are proposed to be a party, directly or indirectly, and any of the following persons or entities is or is entitled to be a party, directly or indirectly, to

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the transaction or any director has a material financial interest in the transaction: (i) any of our executive officers or any related person of any such officer or a director, (ii) any person or entity of which the executive officer or director or any related person is the owner of more than 5% of the securities, (iii) any person or entity that controls one or more of the persons specified in subparagraph (ii) or a person that is controlled by, or is under common control with one or more of the persons specified in subparagraph (ii), or (iv) an individual who is a general partner, principal or employer of a director. Additionally, any transaction which would be required to be disclosed pursuant to Item 404 by Regulation S-K of the Regulations of the SEC is reviewed by the Board or its Conflicts Committee.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

The following table presents information about fees that Moss Adams LLP charged us to audit our annual financial statements for 2006 and 2005, and fees billed for other services rendered by Moss Adams LLP during those years.

| | 2006 | 2005 |
|------------------------|-----------|-----------|
| Audit Fees (1) | \$290,000 | \$282,000 |
| Audit Related Fees (2) | 144,000 | 13,000 |
| Tax Fees (3) | 78,000 | 92,000 |
| | ----- | ----- |
| Total | \$512,000 | \$387,000 |

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- (1) Audit Fees - Fees for audit services, including fees associated with the annual audit of our consolidated financial statements and reviews of interim consolidated financial statements included in our Quarterly Reports on Form 10-Q.
 - (2) Audit-Related Fees -- Audit-related fees include fees for the audit of our 401(k) benefit plan and offering memorandum.
 - (3) Tax Fees -- Tax fees billed to us include services provided to prepare federal, state, and local income and franchise tax returns for 2005, and related tax services and estimated tax payments for 2006.

PRE-APPROVAL OF AUDIT AND NON-AUDIT SERVICES OF INDEPENDENT AUDITOR

The Audit Committee's policy is to pre-approve all audit and non-audit services provided by the independent auditors. These services may include audit services, audit-related services, tax services, and other services. Pre-approval is generally provided for up to 12 months from the date of pre-approval and any pre-approval is detailed as to the particular service or category of services. The Audit Committee may delegate pre-approval authority to one or more of its members when expedited services are necessary. The Audit Committee has determined that the provision of non-audit services by Moss Adams LLP is compatible with maintaining Moss Adams' independence.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

- (a) Financial Statements - The following financial statements are filed herewith:

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Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets

Consolidated Statements of Operations

Consolidated Statements of Stockholders' Deficit

Consolidated Statements of Cash Flows

Notes to Consolidated Financial Statements

Schedules - The Following financial statement schedules are filed herewith:

Schedule II - Valuation and Qualifying Accounts

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

(b) Exhibits - The following exhibits are filed herewith or incorporated by reference herein:

| EXHIBIT NO. ----- | DESCRIPTION OF EXHIBIT ----- |
|----------------------|--|
| 2.1.1 | Agreement and Plan of Merger, dated as of July 6, 2006, by and among Primedex, Radiologix, RadNet and Merger Sub |
| 3.1.1 | Certificate of Incorporation as amended |
| 3.1.2 | November 17, 1992 amendment to the Certificate of Incorporation |
| 3.1.3 | December 27, 2000 amendment to the Certificate of Incorporation |
| 3.1.4 | November 15, 2006 amendment to the Certificate of Incorporation |
| 3.1.5 | November 27, 2006 amendment to the Certificate of Incorporation |
| 3.2 | By-laws |
| 4.1 | Form of Common Stock Certificate |
| 4.2 | Form of Supplemental Indenture between Registrant and American Stock Transfer and Trust Company as Incorporated by Indenture Trustee with respect to the 11.5% Series A Convertible Subordinated Debentures due 2008 |
| 4.3 | Form of 11.5% Series A Convertible Subordinated Debenture Due 2008 [Included in Exhibit 4.2] |
| 10.1 | Employment Agreement dated as of June 12, 1992 between RadNet and Howard G. Berger, M.D. and amendment to Agreement.* |
| 10.6 | Securities Purchase Agreement dated March 22, 1996, between the Company |

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and Diagnostic Imaging Services, Inc.

- 10.7 Stockholders Agreement by and among the Company, Diagnostic Imaging Services, Inc. and Norman Hames
- 10.8 Securities Purchase Agreement dated June 18, 1996 between the Company and Norman Hames
- 10.10 DVI Securities Purchase Agreement
- 10.11 General Electric Note Purchase Agreement
- 10.12 Securities Purchase Agreement between the Company and Howard G. Berger, M.D.
- 10.13 2000 Long-Term Incentive Plan*
- 10.14 Employment Agreement dated April 16, 2001, with Jeffrey L. Linden and amendment to agreement*
- 10.15 Employment Agreement with Norman R. Hames dated May 1, 2001 and amendment to agreement*
- 10.16 Amended and Restated Management Agreement with Beverly Radiology Medical Group III dated as of January 1, 2004
- 10.18 Incentive Stock Option Plan*
- 10.19 DVI Agreement as amended

| EXHIBIT NO. | DESCRIPTION OF EXHIBIT |
|-------------|---|
| 10.20 | Master Amendment Agreement with General Electric Capital Corporation, General Electric Company and GE Healthcare Financial Services |
| 10.21 | Amended, Restated and Consolidated Loan and Security Agreement with DVI Financial Services, Inc. |
| 10.22 | Amendment to Loan Documents re US Bank Portfolio Services |
| 10.23 | Credit Agreement with Wells Fargo Foothill, Inc. |
| 10.24 | Employment Agreement with Mark Stolper dated July 30, 2004* |
| 10.25 | Second Amended and Restated Loan and Security Agreement with Post Advisory Group, LLC |
| 10.26 | Amended, Restated and Consolidated Loan and Security Agreement with Post Advisory Group, LLC |
| 10.27 | Fourth Amendment to Credit Agreement Substituting Bridge Healthcare Finance, LLC for Wells Fargo Foothill, Inc. |
| 10.28 | 2006 Incentive Stock Plan* |

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| | |
|-------|--|
| 10.29 | Credit Agreement, dated as November 15, 2006, among Radnet Management, Inc., the Credit Parties designated therein, General Electric Capital Corporation, as Agent, the lenders described therein, and GE Capital Markets, Inc. |
| 10.30 | Guaranty, dated as of November 15, 2006, by and among the Guarantors identified therein and General Electric Capital Corporation. |
| 10.31 | Pledge Agreement, dated as of November 15, 2006, by and among the Pledgors identified therein and General Electric Capital Corporation. |
| 10.32 | Security Agreement, dated as of November 15, 2006, by and among the Grantors identified therein and General Electric Capital Corporation. |
| 10.33 | Second Lien Credit Agreement, dated as of November 15, 2006, among Radnet Management, Inc., the Credit Parties designated therein, General Electric Capital Corporation, as Agent, the Lenders described therein, and GE Capital Markets, Inc. |
| 10.34 | Second Lien Guaranty, dated as of November 15, 2006, by and among the Guarantors identified therein and General Electric Capital Corporation. |
| 10.35 | Pledge Agreement, dated as of November 15, 2006, by and among the Pledgors identified therein and General Electric Capital Corporation. |
| 10.36 | Second Lien Security Agreement, dated as of November 15, 2006, by and among the Grantors identified therein and General Electric Capital Corporation. |
| 10.37 | Retention Agreement with Stephen Forthuber dated November 15, 2006. |
| 14 | Code of Financial Ethics |
| 21 | List of Subsidiaries |
| 23 | Consent of Independent Public Accountants |
| 31.1 | CEO Certification pursuant to Section 302 |
| 31.2 | CFO Certification pursuant to Section 302 |

| EXHIBIT NO. ----- | DESCRIPTION OF EXHIBIT ----- |
|----------------------|---|
| 32.1 | CEO Certification pursuant to Section 906 |
| 32.2 | CFO Certification pursuant to Section 906 |

* Management contract with compensatory arrangement.

(A) Incorporated by reference to exhibit filed with Registrant's Registration Statement on Form No. 33-51870].

(AA) Incorporated by reference to exhibit filed with Registrant's Registration Statement on Form

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33-73150].

- (B) Incorporated by reference to exhibit filed with Registrant's Registration Statement on Form No. 022-28703].
- (C) Incorporated by reference to exhibit filed in an amendment to Form 8-K report for June 12,
- (D) Incorporated by reference to exhibit filed with Form 10-K for the year ended October 31, 19
- (E) Incorporated by reference to exhibit filed with the Form 10-K for the year ended October 31
- (F) Incorporated by reference to exhibit filed with the Form 10-Q for the quarter ended January
- (G) Incorporated by reference to exhibit filed with the Form 10-K for the year ended October 31
- (H) Incorporated by reference to exhibit filed with the Form 10-K for the year ended October 31
- (I) Incorporated by reference to exhibit filed with the Form 10-Q for the quarter ended January
- (J) Incorporated by reference to exhibit filed with the Form 10-Q for the quarter ended April 3
- (K) Incorporated by reference to exhibit filed with the Form 8-K report for August 2, 2004.
- (L) Incorporated by reference to exhibit filed with Form 8-K for November 29, 2004.
- (M) Incorporated by reference to exhibit filed with Form 8-K for September 14, 2005.
- (N) Incorporated by reference to exhibit filed with Form 10-K for October 31, 2004.
- (O) Incorporated by reference to exhibit filed with Registrant's Registration Statement on Form No. 333-136800)
- (P) Incorporated by reference to exhibit filed with Form 8-K for November 15, 2006.
- (Q) Incorporated by reference to exhibit filed with Form 8-K for November 27, 2006.
- (R) Incorporated by reference to exhibit filed with Form 10-K for October 31, 2006.
- (S) Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

RADNET, INC.

Date: April 17, 2007

/s/ HOWARD G. BERGER, M.D.

HOWARD G. BERGER, M.D., PRESIDENT,
CHIEF EXECUTIVE OFFICER AND DIRECTOR

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

By /s/ HOWARD G. BERGER, M.D.

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HOWARD G. BERGER, M.D., DIRECTOR, CHIEF EXECUTIVE OFFICER AND PRESIDENT

Date: April 17, 2007

By

MARVIN S. CADWELL, DIRECTOR

Date: March __, 2007

By /s/ JOHN V. CRUES, III, M.D.

JOHN V. CRUES, III, M.D., DIRECTOR

Date: April 17, 2007

By /s/ NORMAN R. HAMES

NORMAN R. HAMES, DIRECTOR

Date: April 17, 2007

By /s/ DAVID L. SWARTZ

DAVID L. SWARTZ, DIRECTOR

Date: April 17, 2007

By /s/ LAWRENCE L. LEVITT

LAWRENCE L. LEVITT, DIRECTOR

Date: April 17, 2007

By

MICHAEL L. SHERMAN, M.D., DIRECTOR

Date: March __, 2007

By /s/ MARK D. STOLPER

MARK D. STOLPER, CHIEF FINANCIAL OFFICER (Principal Accounting Officer)

Date: April 17, 2007