NOVAMED INC
Form 10-K
April 28, 2006

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2005

o Transition report pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934 for the transition period from _____ to _____

Commission File Number: 0-26625

NOVAMED, INC.

(Exact name of registrant as specified in its charter)

Delaware	**36-4116193**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*

980 North Michigan Avenue, Suite 1620, Chicago, Illinois 60611
(Address of principal executive offices) (zip code)

Registrant's telephone number, including area code: **(312) 664-4100**

Securities registered pursuant to Section 12(b) of the Act: **None**

Securities registered pursuant to Section 12(g) of the Act:
Common Stock, par value $.01 per share
(Title of Class)

Preferred Stock Purchase Rights
(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes o No x

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

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 o Accelerated filer x Non-accelerated filer o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes o No x

The aggregate market value of the registrant's shares of voting stock held by non-affiliates of the registrant, based upon the last reported sale price of the registrant's Common Stock on June 30, 2005 was $114,149,440. The number of shares outstanding of the registrant's Common Stock, par value $.01 per share, as of April 21, 2006 was 23,454,343.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Definitive Proxy Statement in connection with the registrant's 2006 Annual Meeting of Stockholders are incorporated by reference into Part III of this Report on Form 10-K.

PART I

This Annual Report on Form 10-K (the "Form 10-K") contains, and incorporates by reference, certain "forward-looking statements" (as such term is defined in Section 21E of the Securities Exchange Act of 1934, as amended) that reflect our current expectations regarding our future results of operations, performance and achievements. These forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. We have tried, wherever possible, to identify these forward-looking statements by using words such as "anticipates," "believes," "estimates," "expects," "plans," "intends" and s expressions. These statements reflect our current beliefs and are based on information currently available to us. Accordingly, these statements are subject to certain risks, uncertainties and contingencies that could cause our actual results, performance or achievements in 2006 and beyond to differ materially from those expressed in, or implied by, such statements. These risks and uncertainties include: our ability to acquire, develop or manage a sufficient number of profitable surgical facilities, including facilities that are not exclusively dedicated to eye-related procedures; reduced prices and reimbursement rates for surgical procedures; our ability to maintain successful relationships with the physicians who use our surgical facilities; the application of existing or proposed government regulations, or the adoption of new laws and regulations, that could limit our business operations, require us to incur significant expenditures or limit our ability to relocate our facilities if necessary; and demand for elective surgical procedures generally. These factors and others are more fully set forth under "Item 1A - Risk Factors." You should not place undue reliance on any forward-looking statements. We undertake no obligation to update or revise any such forward-looking statements that may be made to reflect events or circumstances after the date of this Form 10-K or to reflect the occurrence of unanticipated events.

Unless the context requires otherwise, you should understand all references to "we," "us" and "our" to include NovaMed, Inc. and its consolidated subsidiaries.

EXPLANATORY NOTE

On March 30, 2006, we disclosed that we would restate our previously issued financial statements for the fiscal years ended December 31, 2002 through December 31, 2004 and for the first three quarters of 2005 (collectively, the "Relevant Periods") to correct errors that occurred as a result of the erroneous application of generally accepted accounting principles relating to certain written call options granted by us to several

physicians. As part of that disclosure, we stated that our previously issued consolidated financial statements for the Relevant Periods should no longer be relied upon.

This Annual Report on Form 10-K for the fiscal year ended December 31, 2005 includes our consolidated financial statements as of and for the year ended December 31, 2005, our restated consolidated financial statements for each of the years ended December 31, 2004 and 2003, and our restated amounts for the other Relevant Periods. We have not amended and do not intend to amend our Annual Reports on Form 10-K or Quarterly Reports on Form 10-Q for the Relevant Periods, and the financial statements and related financial information contained in such reports should no longer be relied upon.

This restatement is more fully described in Note 2 to our consolidated financial statements included in this Form 10-K.

All amounts referenced in this Annual Report on Form 10-K for the Relevant Periods and for comparisons including a Relevant Period reflect the balances and amounts on a restated basis as described above.

Item 1. Business

General

NovaMed, Inc. is a health care services company and an owner and operator of ambulatory surgery centers (ASCs). Our primary focus and strategy is to acquire, develop and operate ASCs in joint ownership with physicians throughout the United States. As of April 24, 2006, we own and operate 30 ASCs located in 16 states. Historically, most of our ASCs have been single-specialty ophthalmic surgical facilities where ophthalmologists perform surgical procedures - primarily cataract surgery. Over the past two years, however, we have focused on expanding into other specialties such as orthopedics (including podiatry), urology, gastroenterology, pain management, plastic surgery and gynecology. This expansion into other specialties has been accomplished through both the acquisition of new ASCs and the addition of new specialties to our existing ASCs. As of April 24, 2006, eight of our 30 ASCs offer surgical services in specialties other than ophthalmology. We continue to explore opportunities to acquire ASCs offering differing types of medical specialties. We also continue to explore ways to efficiently add new specialties to our existing ASCs.

As of April 24, 2006, we have physicians as our equity partners in 27 of our ASCs; we own a majority interest in 26 of these facilities and a minority interest in one other. We own all of the equity interests in our other three ASCs; however, in the future we may elect to sell to physicians a minority interest in these facilities.

In addition to having surgical equipment in our ASCs, we also provide excimer lasers to ophthalmologists for their use in performing laser vision correction surgery in their offices. We provide these excimer lasers and other services pursuant to laser services agreements.

We also own and operate optical laboratories, an optical products purchasing organization and a marketing products and services business.

In addition to our surgical facilities and optical products businesses, we provide management services to two eye care practices pursuant to long-term service agreements. Under these service agreements, we provide business, information technology, administrative and financial services to these practices in exchange for a management fee. One practice is an optometric practice with an optical retail store located in the Chicago market. The other practice is primarily an ophthalmology practice with multiple locations in Atlanta, Georgia.

We were originally organized as a Delaware limited liability company in March 1995, under the name, NovaMed Eyecare Management, LLC. In connection with a capital infusion from venture capital investors in November 1996, NovaMed Holdings Inc., an Illinois corporation, was formed to serve as a holding company, responsible for overall strategic planning, with NovaMed Eyecare Management, LLC as our principal operating subsidiary. In May 1999, NovaMed Holdings Inc. reincorporated as a Delaware corporation and changed its name to NovaMed Eyecare, Inc. In August 1999, we consummated our initial public offering of common stock. In March

2004, we changed our name to NovaMed, Inc. We also changed the name of our principal operating subsidiary to NovaMed Management Services, LLC.

Information Available

Our corporate headquarters are located at 980 North Michigan Avenue, Suite 1620, Chicago, Illinois 60611, and our website is www.novamed.com. We file annual, quarterly, and current reports, proxy statements, and other documents with the Securities and Exchange Commission (the "SEC") under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The public may read and copy any materials that we file with the SEC at the SEC's Public Reference Room at 450 Fifth Street, NW, Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Also, the SEC maintains an Internet website that contains reports, proxy and information statements, and other information regarding issuers, including us, that file their Exchange Act documents electronically with the SEC. The public can obtain any documents that we file with the SEC at http://www.sec.gov.

We also make available free of charge on or through our Internet website (http://www.novamed.com) our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and, if applicable, amendments to those reports filed or furnished pursuant to Section 13(a) of the Exchange Act as soon as reasonably practicable after we electronically file such materials with, or furnish them to, the SEC.

Industry Overview

Ambulatory Surgery Center Industry

The term "ambulatory surgery" refers to procedures performed on a nonhospitalized patient who is able to return home the same day. Since the inception of outpatient surgery centers in the early 1970s, the ASC industry has grown consistently, with 4,954 ASCs in the United States as of August 2005 according to Verispan, L.L.C., an independent health care market research and information firm. Improved surgical techniques and technologies, including improved anesthesia techniques, have contributed to the expansion of surgical procedures that can be performed in an ASC. The two most commonly performed types of surgical procedures in ASCs are ophthalmology and gastroenterology.

We believe that the convenience and efficiencies offered by an ASC have also contributed to the growth in ASC procedures. We believe that many physicians prefer an ASC to a hospital because of greater scheduling flexibility, faster turnaround time between cases and more efficient nurse staffing. Patients prefer the experience of a surgical facility dedicated to their specialized surgery that is free from disruptions or scheduling conflicts that often arise in hospitals due to emergency procedures or more complex surgical procedures that take longer than expected. Moreover, we believe third party payors recognize the cost-effective benefits of ASCs.

Cataract Surgery. Cataract surgery is currently the most commonly performed procedure in our ASCs and is one of the most widely performed surgical procedures in the U.S. Cataract procedures are expected to continue to increase for many years, driven primarily by the aging of the population and the introduction of improved technologies and surgical techniques. With the vast majority of cataract surgery patients being over the age of 65, the Medicare program has been the primary source of reimbursement for cataract surgery providers.

Vision Correction Surgery. Refractive errors are optical defects that result in light not being properly focused on the eye's retina. If the cornea's curvature is not correct, the cornea cannot properly focus the light passing through it onto the retina, and the person will see a blurred image. New surgical technologies and techniques have been developed over the years to correct some of these common refractive errors that result from the improper curvature of the cornea. Laser In-Situ Keratomileusis, or LASIK, was introduced in 1996, leading to a dramatic increase in the popularity of laser vision correction surgery. Also, refractive lens exchange procedures which utilize a new generation of presbyopic IOLs are now providing some patients with an alternative to LASIK.

Optical Products and Services Industry

The eye care market consists of a large, diverse group of services and products. The eye care services market includes routine eye examinations as well as diagnostic and surgical procedures that address complex eye and vision conditions. The most common conditions addressed by eye care professionals are nearsightedness, farsightedness and astigmatism. Other frequently treated conditions include cataracts, glaucoma, macular degeneration and diabetic retinopathy. Eye and vision conditions are typically treated with surgery, pharmaceuticals, prescription glasses, contact lenses or some combination of these treatments. Additional services offered by eye care professionals include research services for eye care devices or pharmaceuticals being developed or tested in clinical trials. The optical products market consists of the manufacture, distribution and sale of optical goods including corrective lenses, eyeglasses, frames, contact lenses and other optical products and accessories.

While the number of patient options for vision correction has increased with improved surgical vision correction technologies and techniques, the market for basic optical goods including corrective lenses, eyeglass frames, contact lenses and other optical products and accessories, remains a significant market. Eyeglass frames are typically sold through retail optical outlets located in optometrist and ophthalmologist clinics, as well as through retail stores.

Our Business Model

We are focused primarily on acquiring, developing and operating ASCs within new and existing markets. We believe that our experience in operating ASCs, when coupled with our management services experience in working with physicians, will provide our physician-partners with an efficient operating environment to maximize quality patient care. Our business was founded in the eye care setting, but we have recently expanded into other specialties and will continue to acquire and develop ASCs in varying specialties.

Surgical Facilities

As of April 24, 2006, we own and operate 30 ASCs, each of which is a state-licensed and Medicare-certified ASC. Physicians perform a variety of surgical procedures in our ASCs, including ophthalmology, orthopedics (including podiatry), urology, gastroenterology, pain management, plastic surgery and gynecology. Eighty-three percent of the surgical procedures performed in our facilities in 2005 were ophthalmic procedures, with orthopedics and pain management comprising 7% and 4%, respectively.

We generally own and operate our surgical facilities through joint ownership arrangements in which we own a majority interest in the facility and minority equity interests are held by physicians that perform surgeries in the ASC and live in the ASC□s local community. We currently own a minority interest in one of our facilities, but we have an option to purchase additional equity interests to allow us to own a majority interest at some point in the future. Each facility is generally owned and operated through a separate limited liability company, with one of our wholly owned subsidiaries generally serving as the manager of the entity. In certain instances, we may own the facility through a limited partnership with one of our wholly owned subsidiaries serving as the general partner.

In addition to owning and operating ASCs, we also are parties to laser services agreements pursuant to which we provide excimer lasers and various services to ophthalmologists for their use in performing laser vision correction surgery. Our excimer lasers are either located in our ASCs or provided to physicians for use in their medical practices through these laser services agreements. One of our largest laser services agreements expired in April 2006. Unless the parties agree on extensions, our other laser services agreements will be expiring over the next two years, with the last one expiring in February 2008.

We have a nonexclusive supply agreement with Alcon Laboratories, Inc. pursuant to which we can procure and utilize excimer lasers and other equipment manufactured by Alcon. The agreement sets forth procurement and pricing terms for Alcon s most technologically advanced laser, the LADARVision® System, along with the LADARWave unit used for CustomCornea® procedures. During the term of this agreement, we will pay Alcon monthly based on the number of procedures performed on each laser, with minimum annual procedure requirements for each LADARVision® System procured under the agreement. As of April 24, 2006, we have five LADARVision® Systems covered by the agreement. Alcon may terminate the agreement if we fail, after reasonable cure periods, to comply with the material terms of the agreement. We may terminate the agreement if the U.S. Food and Drug Administration (FDA), withdraws or materially restricts its approval of the use of any

laser covered by the agreement or if patent issues or changes render the lasers unusable. Our supply agreement with Alcon expires on December 31, 2006. To the extent we do not extend this agreement and we determine that we need to replace the excimer lasers furnished to us by Alcon, then we may incur additional capital costs to replace these excimer lasers.

Product Sales

We own and operate an optical laboratory business that specializes in surfacing, finishing and distributing corrective lenses and eyeglass lenses. Our laboratories have in excess of 250 active customers, including ophthalmologists, optometrists, opticians and optical retail chains. Our optical products purchasing organization allows eye care professionals to purchase optical products through us from more than 200 suppliers. We process consolidated monthly billing for over 1,500 customers that utilize our purchasing organization. Customers of these businesses include our former affiliated doctors who are parties to multi-year optical supply agreements with us pursuant to which our group purchasing organization and optical laboratories are the primary providers of optical products and supplies to these doctors. Generally, unless the parties agree on extensions, these supply agreements will expire between March 2007 and May 2009. The product sales revenue generated from these customers in 2005 constituted less than five percent of our total product sales revenue.

In addition, our marketing products and services business provides eye care professionals and vendors with a range of products and services including brochures, videos, advertising and website design, education and training programs, and consulting services.

We also have a long-term service agreement with an optometric practice located in Illinois. The optometric practice also has a retail optical outlet that sells eyeglasses and other products to patients. We provide all of the services, facilities and equipment necessary to operate this optometric practice under a 25-year service agreement. The services include:

- billing, collection and cash management services
- procuring and maintaining all office space, equipment and supplies
- subject to federal and state law, recruiting, employing, supervising and training all non-professional personnel
- assisting in recruiting additional doctors
- all administrative and support services
- information technology services

Other

We have a 40-year service agreement in place with an ophthalmology practice with multiple locations in Atlanta, Georgia. We provide all of the services, facilities and equipment necessary to operate this medical practice, including services identical in nature to those described above with respect to our Illinois affiliated optometric practice.

For a further discussion regarding these segments and their respective financial information, please see Item 7 Management s Discussion and Analysis of Financial Condition and Results of Operations.

Our Growth Strategy

Surgical Facilities

We are focused on acquiring, developing and operating ASCs. Historically, our emphasis was primarily on eye surgical services. Over the past two years, however, we have expanded into other specialties such as orthopedics (including podiatry), urology, gastroenterology, pain management, plastic surgery and gynecology. This expansion into other specialties has been through both the acquisition of new facilities and the addition of specialties to our existing centers. While ophthalmology is still our largest specialty and a key part of our growth strategy, we are actively evaluating and pursuing opportunities in other specialties. For example, as of April 24, 2006, three of our last six acquisitions have been multi-specialty facilities. The key elements of our growth strategy are:

- Increasing the revenue and profitability of our existing ASCs;
- Acquiring equity interests in ASCs in partnership with physicians; and
- Developing newly constructed ASCs through joint ownership arrangements with physicians.

Increasing Revenue and Profitability of our Existing ASCs

The revenue generated by our ASCs is driven by the surgical procedures performed by physicians. Revenue growth in our existing ASCs is expected to be derived from an increase in surgical procedures performed at each facility, whether this increase is from the existing physicians or new physicians utilizing the facility. All of our ASCs currently have the capacity to handle additional procedures. Given this capacity, we introduce the benefits of our facilities to new physicians who may be using other less efficient and convenient facilities. We believe the efficiency and convenience of an ASC, and the opportunity to work in facilities affiliated with a national ASC operator with significant management expertise, are appealing to physicians and their patients and provides a more attractive setting than hospitals. We also work with our physicians to identify new procedures, technologies or equipment to integrate into our facilities and expand the scope of surgical services available in a cost-effective manner. Moreover, as we continue to expand the number of multi-specialty ASCs within our portfolio, reimbursements from private third party payors will likely increase as an overall percentage of our surgical facility revenue. Thus, we will continue to evaluate and attempt to maximize our managed care panel participation and reimbursement levels.

With some of our existing centers that currently provide only eye-related surgical services, we are exploring efficient ways to add new surgical specialties. We are often required to obtain state licensure approval to add other specialties to our existing centers. The likelihood of our success in receiving these approvals will vary by state.

Staffing and medical supply costs are generally an ASC s two largest expense categories. We analyze staffing schedules and work with physicians to schedule surgeries in a manner that maximizes staff efficiency and optimizes staffing costs. We also have negotiated purchasing contracts with many of our largest vendors and we educate our physicians on lower cost supply alternatives that still maintain high patient care standards.

Acquiring Equity Interests in ASCs

We have a development staff that is responsible for identifying, evaluating and negotiating the acquisition of majority interests in ASCs in new or existing markets. In certain instances, we may also consider acquiring a minority, rather than a majority, equity interest. The acquisition of a well-established ASC is an attractive means of entry into a new market, particularly in states that require a certificate of need (CON), for development. In analyzing potential transactions, the evaluation of our prospective physician-partners is a critical factor. We recognize that the success of our ASCs is tied directly to the success of our physician-partners and their practices. We believe our management services experience greatly enhances our physician evaluation process.

We also assess the target facility s potential for future growth. We identify opportunities to add new physicians or surgical procedures, or to improve managed care participation. We also examine the opportunities to reduce expenses through improved staff efficiency, better physician scheduling and reduced supply costs. Our development staff and operations personnel work closely to formulate a growth strategy for each newly acquired facility to maximize our return on investment.

We currently intend to finance our future acquisitions of equity interests in ASCs using cash generated from our operations and amounts borrowed under our credit facility. Our $50 million credit facility expires on June 30, 2008.

Developing Newly Constructed ASCs

Our development staff is also responsible for identifying potential opportunities to build new ASCs with physician-partners. These projects involve partnering with one or more physicians in a local community that is either underserved from a facility standpoint, or involve physicians who don t have the resources, productivity or expertise to construct a facility on their own and need a corporate partner to help finance, structure and oversee the project. Generally, development of a new ASC can be an attractive alternative in states that do not require a CON to build a new center. In late 2004, together with two new physician-partners, we developed and opened an ASC specializing in pain management procedures. After opening this pain management ASC, we have developed two ASCs using this approach as of April 24, 2006.

Product Sales

We believe there are opportunities to grow our optical products and services business by adding ophthalmologists and optometrists as customers, as well as offering a broader range of products and services to our existing customer base. Our marketing products and services business has grown recently due, in part, to more marketing dollars being spent by its customers to promote the new refractive intraocular lens technology.

Competition

Surgical Facilities

In acquiring and developing ASCs, we compete with both corporations and physicians. There are several publicly held and private companies actively engaged in the acquisition, development and operation of ASCs. Some of these companies may acquire and develop multi-specialty ASCs, practice-based ASCs focusing on varying specialties, or a combination of the two. Moreover, some of these companies have the acquisition and development of ASCs as their core business, while other competitors are larger, publicly held companies that have subsidiaries or divisions engaged in this business. Many of these competitors have greater resources than us. Our primary competitors in acquiring, owning and operating ASCs are AmSurg Corp., Symbion, Inc., United Surgical Partners International, Inc., HealthSouth Corporation and HCA Inc.

Product Sales

Our two optical laboratories face a variety of national, regional and local competitors. We compete in the optical laboratory market on the bases of quality of service, breadth of services, reputation and price.

In the market for providing optical group purchasing services, we primarily compete with national and regional buying groups, as well as large vendors. Competition in this market is based upon service, price and the strength of the purchasing organization, including the ability to negotiate discounts with suppliers.

Other

Our management services are provided to eye care professionals through long-term affiliations. The market for these management services is fragmented, and we do not face any single, dominant U.S. national competitor. Eye care professionals may seek a corporate partner to assist them in the growth and development of their practices, as well as with the day-to-day management and administration of their businesses. Factors that may influence an eye care professional's decision to retain a corporate partner to provide management services are the corporate partner's experience and scope and quality of services offered, the eye care professional's need for these services, and the price for such services.

Employees

As of April 24, 2006, we had approximately 568 employees, 384 of whom are full-time employees. We are not a party to any collective bargaining agreements and we consider our relations with our employees to be good.

Many of our ASCs are located adjacent to a physician practice. In a some instances, our ASCs may lease from the physician practice some or all of the individuals who provide services in the ASC on our behalf. This is typically only done when the ASC may provide surgical services on a limited schedule. This leasing model allows us to staff these centers in a more cost-effective manner.

Governmental Regulation

As a participant in the health care industry, our operations are subject to extensive and increasing regulation by governmental entities at the federal, state and local levels. Many of these laws and regulations are subject to varying interpretations, and we believe courts and regulatory authorities generally have provided little clarification. Moreover, state and local laws and interpretations vary from jurisdiction to jurisdiction. As a result, we may not always be able to accurately predict interpretations of applicable law regulating our businesses.

We believe our business practices comply in all material respects with applicable federal, state and local laws and regulations. If the legal compliance of any of our activities were challenged, however, we might have to divert substantial time, attention and resources from running our business to defend against these challenges regardless of their merit. In such circumstances, if we do not successfully defend these challenges, we might face a variety of adverse consequences including losing our ASC licenses, losing our eligibility to participate in Medicare, Medicaid or other federal or state health care programs, or losing other contracting privileges and, in some instances, civil or criminal fines. Any of these consequences could have a material adverse effect on our business, financial condition and results of operations.

The regulatory environment in which we operate may change significantly in the future. Numerous legislative proposals have been introduced in the U.S. Congress and in various state legislatures over the past several years that could cause major reforms of the U.S. health care system. In addition, several sets of regulations have been recently adopted that may require substantial changes in the way health care

providers operate during the coming years. In response to new or revised laws, regulations or interpretations, we could be required to revise the structure of our legal arrangements, repurchase minority equity interests in our ASCs that are owned by physicians, incur substantial legal fees, fines or other costs, or curtail our business activities, reducing the potential profit to us of some of our legal arrangements, any of which could have a material adverse effect on our business, financial condition and results of operations.

The following is a summary of some of the health care regulatory issues affecting our operations and us.

Federal Law

Anti-Kickback Statute. The federal anti-kickback statute prohibits the knowing and willful solicitation, receipt, offer or payment of any direct or indirect remuneration in return for the referral of patients or the ordering or purchasing of items or services payable under Medicare, Medicaid or other federal health care programs. Violations of this statute may result in criminal penalties, including imprisonment or criminal fines of up to $25,000 per violation, civil penalties of up to $50,000 per violation plus up to three times the amount of the underlying remuneration, and exclusion from federal or state programs including Medicare or Medicaid.

The anti-kickback statute is broadly written as to encompass many legitimate, harmless and pro-competitive arrangements. Consequently, Congress has enacted a series of statutory exceptions to the anti-kickback statute, and the Inspector General for the U.S. Department of Health and Human Services (DHHS) has promulgated a series of regulatory safe harbors. When possible, we have attempted to structure our business operations within a safe harbor. However, some aspects of our business either do not meet the prescribed safe harbor standards, or relate to practices for which no safe harbor standards exist. Because there is no legal requirement that relationships fit within a safe harbor, a business arrangement that does not comply with the relevant safe harbor, or for which a safe harbor does not exist, does not necessarily violate the anti-kickback statute, and is not necessarily illegal *per se*.

Included among the safe harbors to the anti-kickback statute are certain safe harbors for investment interests in general, and for investment interests in ASCs, specifically. As of April 24, 2006, we co-own 27 of our ASCs with one or more physicians, and we will likely co-own with physicians most of the ASCs that we will acquire in the future. We will also likely be selling minority interests in our existing wholly owned ASCs to physicians in the near-to intermediate-term. It is unlikely that our co-ownership will meet all of the parameters of the general investment interest safe harbors or the ASC investment interest safe harbors. As discussed above, however, an arrangement that does not fit squarely within a safe harbor is not *per se* unlawful under the anti-kickback statute. It is our intent to

structure all such co-ownership arrangements in a manner that complies with as many of the safe harbor components as possible, that meets the objectives of the anti-kickback statute, and that follows the other available regulatory guidance regarding ASC co-ownership arrangements to the greatest extent possible.

The applicable regulatory authorities have provided limited guidance regarding ASC ownership arrangements that are permissible under the anti-kickback statute. Based on the guidance that is available, we believe that our joint ownership arrangements comply with the anti-kickback law based on, among other things, the following factors: all of the jointly owned ASCs are Medicare certified; patients referred to an ASC by an investor are informed of the referring physician s investment interest in the ASC; the terms on which an investment interest in the ASC is offered to an investor are not related to the previous or expected volume of referrals or services by, or other business with, the investor; neither any of the investors (including us) nor the ASC entity will loan money to any investors or guarantee debt of any investors incurred to purchase the investment interest; the return on investment in the ASC is directly proportional to the investors investment interests; the ASCs treat federal health program beneficiaries in a non-discriminatory manner; and Medicare-recognized surgical procedures account for a significant portion of the investor-physicians medical practice income.

Self-Referral Law. Subject to limited exceptions, the federal self-referral law, known as the Stark Law, prohibits physicians and optometrists from referring their Medicare or Medicaid patients for the provision of designated health services to any entity with which they or their immediate family members have a financial relationship. Financial relationships include both compensation and ownership relationships. Designated health services include clinical laboratory services, radiology and ultrasound services, durable medical equipment and supplies, and prosthetics, orthotics and prosthetic devices, as well as seven other categories of services.

Generally speaking, the Stark Law does not prohibit referrals to ASCs from physicians with ownership or investment interests in those ASCs. Medicare regulations provide two exceptions that protect referrals to ASCs by physicians who have ownership or compensation relationships with those ASCs. The first exception expressly exempts items and services which are identified as designated health services for which payment is included in the ASC composite rate. Referrals made for these items and services by physicians with a financial relationship do not violate the Stark Law when furnished in the ASC setting. Thus, when an intraocular lens, or IOL, used in cataract surgery, or another service or item that would otherwise qualify as a designated health service, is included in an ASC composite payment rate, the IOL (or other such

service or item) will not be considered to be a designated health service. The second exception provides that prosthetics, prosthetic devices, and durable medical equipment implanted at a Medicare-certified ASC by the referring physician or a member of the referring physician s group practice also are specially excepted, even when the Medicare payment for these items is separate from *i.e.,* not bundled into the ASC payment.

Violating the Stark Law may result in denial of payment for the designated health services performed, civil fines of up to $15,000 for each service provided pursuant to a prohibited referral, a fine of up to $100,000 for participation in a circumvention scheme, and exclusion from the Medicare, Medicaid and other federal health care programs. The Stark Law is a strict liability statute. Any referral made where a financial relationship exists that fails to meet an exception constitutes a violation of the law.

Civil False Claims Act. The Federal Civil False Claims Act prohibits knowingly presenting or causing to be presented any false or fraudulent claim for payment by the government, or using any false or fraudulent record in order to have a false or fraudulent claim paid. Violations of the law may result in repayment of three times the damages suffered by the government and penalties from $5,000 to $10,000 per false claim. Collateral consequences of a violation of the False Claims Act include administrative penalties and possible exclusion from participation in Medicare, Medicaid and other federal health care programs.

Health Insurance Portability and Accountability Act. In August 1996, Congress enacted the Health Insurance Portability and Accountability Act of 1996 (HIPAA). Included within HIPAA's health care reform provisions are its administrative simplification provisions, which require that health care transactions be conducted in a standardized format, and that the privacy and security of certain individually identifiable health information be protected. Final rules for most of the administrative simplification subject areas have been published.

Final rules covering Standards for Electronic Transactions and Code Sets were published on August 17, 2000, and set forth the standardized billing codes and formats that we must use when conducting certain health care transactions and activities. Our ASCs are utilizing standard transactions and approved code sets, all in compliance with HIPAA.

On December 28, 2000, as modified on May 31, 2002 and August 14, 2002, the DHHS published final rules addressing Standards for Privacy of Individually Identifiable Health Information under HIPAA's administrative simplification provisions. Compliance with these rules was required by April 14, 2003. These rules create substantial compliance issues for all covered entities - which include health care providers, health plans and health care clearinghouses - that engage in regulated transactions and activities. Operations of our ASCs are covered by the final rules. We believe our ASCs are in substantial compliance with these final rules.

Final rules addressing the Security Standards under HIPAA s administrative simplification provisions were published on February 20, 2003. Compliance with these regulations was required by April 21, 2005. We believe our ASCs are in compliance.

Violations of HIPAA s administrative simplification provisions can result in civil penalties of up to $25,000 per person per year for each violation or criminal penalties of up to $250,000 and/or up to 10 years in prison per violation.

State Law

Facility Licensure and Certificate of Need. We are required to obtain and maintain licenses from the state departments of health in states where we open, acquire and operate ASCs. We believe that we have obtained and that we maintain the necessary licenses in states where licenses are required. With respect to future expansion, we cannot assure you that we will be able to obtain the required licenses without unreasonable expense or delay. In addition, we cannot assure you that we will be able to maintain licenses for all of our operating ASCs. We believe our ASCs are in compliance with all applicable state licensure requirements, but we cannot guaranty that the state departments of health will continue to view our facilities as being in compliance.

Some states require a Certificate of Need, or CON, prior to the construction or modification of an ASC or the purchase of specified medical equipment in excess of a dollar amount set by the state. We believe that we have obtained the necessary CONs in states where a CON is required. However, we believe courts and state regulatory authorities generally have provided little clarification as to some of the regulations governing the need for CONs. It is possible that a state regulatory authority could challenge our determination. With respect to our future development of new ASCs or expansion of existing ASCs, we cannot assure you that we will be able to acquire a CON in all states where a CON is required.

Anti-Kickback Laws. In addition to the federal anti-kickback law, a number of states have enacted laws that prohibit payment for referrals and other types of kickback arrangements. Some of these state laws apply to all patients regardless of their source of payment, while others limit their scope to patients whose care is paid for by particular payors.

Self-Referral Laws. In addition to the federal Stark Law, a number of states have enacted laws that require disclosure of or prohibit referrals by health care providers to entities in which the providers have an investment interest or with which the providers have a compensation relationship. In some states, these restrictions apply regardless of the patient's source of payment.

State Privacy Laws. Numerous states have enacted privacy laws that have similar objectives to the federal HIPAA privacy regulations. These laws, which vary from state to state, require that certain protective measures be taken in connection with the disclosure of a patient s identifying information.

Corporate Practice of Medicine. A number of states have enacted laws that prohibit, or have common law that prohibits, the corporate practice of medicine. These laws are designed to prevent interference in the medical decision-making process by anyone who is not a licensed physician. Application of the corporate practice of medicine prohibition varies from state to state. Although we neither employ physicians nor provide professional medical services, we continue to provide services to physicians in connection with their performance of surgical procedures through laser services agreements and through our remaining management services agreements. To the extent any act or service to be performed by us is construed by a court or enforcement agency to constitute the practice of medicine, we cannot be sure that a particular state court or enforcement agency may not construe our arrangements as violating that jurisdiction's corporate practice of medicine doctrine. In such an event, we may be required to redesign or reformulate our relationships with these eye care professionals and there is a possibility that some provisions of our agreements may not be enforceable.

Fee-Splitting Laws. The laws of some states prohibit providers from dividing with anyone, other than providers who are part of the same group practice, any fee, commission, rebate or other form of compensation for any services not actually and personally rendered. Penalties for violating these fee-splitting statutes or regulations may include revocation, suspension or probation of a provider's license, or other disciplinary action. In addition, courts have refused to enforce contracts found to violate state fee-splitting prohibitions. The precise language and judicial interpretation of fee-splitting prohibitions varies from state to state. Courts in some states have interpreted fee-splitting statutes to prohibit all percentage of gross revenue and percentage of net profit management fee arrangements. Other state statutes only prohibit fee splitting in return for referrals. To the extent any of our contractual arrangements are construed by a court or enforcement agency to violate the jurisdiction s fee-splitting laws, we may be required to redesign or reformulate our arrangements and there is a possibility that some provisions of our agreements may not be enforceable.

Excimer Laser Regulation

Medical devices, including the excimer lasers used in our ASCs, are subject to regulation by the FDA. Medical devices may not be marketed for commercial sale in the U.S. until the FDA grants pre-market approval for the device.

Failure to comply with applicable FDA requirements could subject us or laser manufacturers to enforcement action, product seizures, recalls, withdrawal of approvals and civil and criminal penalties. Further, failure to comply with regulatory requirements, or any adverse regulatory action, could result in a limitation on or prohibition of our use of excimer lasers.

Government Regulation Management Services

Our management services business and the operations of our affiliated providers are also subject to extensive and continuing regulation by governmental entities at the federal, state and local levels. The following is a summary of the health care regulatory issues affecting our management services business, both with respect to our affiliated providers and us:

Federal Law

Anti-Kickback Statute. As discussed above, there are safe harbor regulations to the federal anti-kickback statute. When possible, we have attempted to structure our management services business and our relationships with our affiliated providers within a safe harbor. Some aspects of our management services business, the business of our affiliated providers, and our relationships with our affiliated providers either do not meet the prescribed safe harbor standards, or relate to practices for which no safe harbor standards exist. Because there is no legal requirement that relationships fit within a safe harbor, a business arrangement that does not comply with the relevant safe harbor, or for which a safe harbor does not exist, does not necessarily violate the anti-kickback statute.

Self-Referral Law. Our affiliated providers provide limited categories of designated health services, specifically, diagnostic radiology services, including A-scans and B-scans, and prosthetic devices, including eyeglasses and contact lenses furnished to patients following cataract surgery. We believe the provision of these designated health services satisfies an exception to the Stark Law. In addition, compensation arrangements between our affiliated providers and their employers have historically been structured to comply with the Stark Law.

Civil False Claims Act. The Federal Civil False Claims Act prohibits knowingly presenting or causing to be presented any false or fraudulent claim for payment by the government, or using any false or fraudulent record in order to have a false or fraudulent claim paid.

Health Insurance Portability and Accountability Act. The operations of our affiliated providers are covered by HIPAA. We have taken actions to assist our remaining affiliated providers with their HIPAA compliance efforts.

State Law

State Privacy Laws. State health information privacy laws may also apply to the activities of our affiliated providers. There is very little guidance regarding the application of these state privacy laws. We cannot be sure that the privacy measures taken by our affiliated providers will be construed as complying with these laws. In the event the privacy measures taken by these professionals are deemed not to comply with a particular state s health privacy laws, we may need to incur significant time, effort and expense to establish compliance.

Corporate Practice of Medicine Laws. Although we neither employ doctors nor provide professional medical services, to the extent any portion of the comprehensive management services that we provide under our service agreements with our affiliated providers is construed by a court or enforcement agency to constitute the practice of medicine, our service agreements provide that our obligations to perform the act or service is waived. We cannot be sure that a particular state court or enforcement agency may not construe our arrangements as violating that jurisdiction's corporate practice of medicine doctrine. In such an event, we may be required to redesign or reformulate our relationships with our affiliated providers and there is a possibility that some provisions of our service agreements may not be enforceable.

Fee-Splitting Laws. We believe our management fee arrangements with our affiliated providers differ from those invalidated as unlawful fee splits because they establish a flat monthly fee that is subject to adjustment based on the degree to which actual practice revenues or expenses vary from budget. However, there is some risk that our arrangements could be construed by a state court or enforcement agency to run afoul of state fee-splitting prohibitions. Accordingly, all of our service agreements contain either a reformation provision or a mechanism establishing an alternative fee structure, or both.

Discontinued Operations

Effective November 1, 2005, we sold our 80% interest in our St. Joseph, MO ASC to our existing physician-partners. We sold our interest due to state licensure issues unique to this ASC as well as its limited growth potential. The results of this ASC are classified as discontinued operations for all periods presented.

In October 2001, we announced our intentions to discontinue our management services business and beginning in the third quarter of 2001, we reflected the management services business as discontinued operations in our financial statements. We completed our discontinued operations plan in December 2003 when we consummated our last divestiture transaction. From December 2001 to December 2003, we negotiated and closed nineteen divestiture transactions. After failing to find a buyer for two of our practices on terms acceptable to us, we subsequently decided to retain these practices. These two practices are reported in continuing operations for all periods presented.

Item 1A. Risk Factors

The following factors should be considered in evaluating our company and our business. These factors may have a significant impact on our business, operating results and financial condition.

Risks Relating to Our Business

Our failure to operate, acquire or develop a sufficient number of profitable surgical facilities could limit our profitability and revenue growth

Our growth strategy is focused on growing our existing ASCs and acquiring or developing new ASCs in a cost-effective manner. We may not experience an increase in surgical procedures at our existing or future ASCs. We may not be able to achieve the economies of scale and

patient base, or provide the business, administrative and financial services required to sustain profitability in our existing and future ASCs. Newly acquired or developed facilities may generate losses or experience lower operating margins than our more established facilities, or they may not generate returns that justify our investment.

The current market for ASC acquisitions is very competitive, and most potential targets are evaluating offers from multiple bidders. This bidding process often results in increased purchase prices and less favorable transaction terms. In many instances, we have dropped out of the bidding because we thought the price was too high or other proposed terms were unacceptable. We may not be able to identify suitable acquisition or development targets, successfully negotiate the acquisition or development of these facilities on satisfactory terms, or have the access to adequate capital to finance these endeavors.

We anticipate that we will fund the acquisition and development of future ASCs from cash generated from our operations and amounts borrowed under our credit facility. The maximum commitment available under our credit facility is currently $50 million. Our current credit facility expires on June 30, 2008. As of March 31, 2006, we have available approximately $21 million remaining under our credit facility. Given that we intend to continue to finance our acquisitions by using a combination of cash generated from our business operations and borrowings under our credit facility, we may in the future need to increase our maximum commitment available to us. To the extent we are able to increase our maximum commitment, such an increase may not be on terms that are favorable to us or sufficient for our needs. In addition, the continued periodic escalation in interest rates has increased our borrowing costs which have an adverse effect on our profitability. Our borrowing capacity and higher borrowing costs could limit our ability to successfully implement our growth strategy, and could trigger the need to procure additional equity financing. To the extent any such equity financing is available to us, it may be dilutive to our current equity holders.

If we are unable to successfully implement our growth strategy or manage our growth effectively, our business, financial condition and results of operations could be adversely affected.

We may not compete effectively with other companies that have more resources and experience than us or that may have the ability to influence our licensure

Competitors with substantially greater financial, technical, managerial, marketing and other resources and experience may compete more effectively than us. We compete with other businesses, including ASC companies, hospitals, individual ophthalmologists, other ASCs, laser vision correction centers, eye care clinics and providers of retail optical products. Competitors with substantially greater resources may be more successful in acquiring and developing surgical facilities. Our optical laboratories and optical products purchasing organization also face competition on national, regional and local levels. Companies in other health care industry segments, including managers of hospital-based medical specialties or large group medical practices, may become competitors in providing ASCs and surgical equipment as well as competitive eye care related services. Competition for retaining the services of highly qualified medical, technical and managerial personnel is significant.

We also face competitive pressures from local hospitals. In addition to competing for patients and physician relationships, ASCs are often required by Medicare and certain state laws to maintain a written transfer agreement with an area hospital. A transfer agreement provides that a hospital will accept an ASC s patient in the event of an emergency. Generally, we have not encountered problems obtaining transfer agreements from area hospitals. Recently, however, in limited instances, we have observed hospitals resisting entering into transfer agreements for what we believe to be competitive reasons. While there often are alternatives for ASCs to comply with federal and state regulations without a transfer agreement, competitive pressures from hospitals may make it more difficult and/ or expensive for our ASCs to maintain their licensure and/or Medicare certification.

Reduced prices and reimbursement rates for surgical procedures as a result of competition or Medicare and other governmental and private third party payor cost containment efforts could reduce our revenue, profitability and cash flow

Government sponsored health care programs accounted for approximately 39% of our consolidated net revenue for the year ended December 31, 2005. The health care industry is continuing to experience a trend toward cost containment as government and private third-party payors seek to contain reimbursement and utilization rates and to negotiate reduced payment schedules with health care providers. These trends may result in a reduction from historical levels in per patient revenue received by our ASCs. Changes in Medicare payment rates have, in the past, resulted in reduced payments to ASCs. Medicaid and other governmental and private insurance payments also could be affected to the extent that these insurance companies use payment methodologies based on Medicare rates, or take actions independent of Medicare to revise payment methodologies.

On December 8, 2003, the Medicare Prescription Drug, Improvement, and Modernization Act of 2003 (referred to as the Medicare Modernization Act) was signed into law. The Medicare Modernization Act eliminates the historical practice of basing ASC facility fees on cost surveys of ASCs, and instead requires the Centers for Medicare & Medicaid Services (CMS) to devise a new methodology for establishing ASC facility payments, and to implement new reimbursement rates based on the new methodology between January 1, 2006 and January 1, 2008. When CMS eventually implements rebased rates, payment amounts for most procedures could change, in some cases significantly.

Additionally, the Medicare Modernization Act provides that there shall be no inflation update to Medicare ASC rates during calendar years 2005 through 2009. The freezing of ASC payment rates, and any new rate structure that CMS may put in place by January 1, 2008, could adversely affect the revenues of our business. We cannot determine at this time what the full impact of such rate structures will be.

On February 8, 2006, the President signed into law the Deficit Reduction Act of 2005. This legislation requires CMS to limit Medicare reimbursements for surgical procedures furnished in ASCs to the amount paid to a hospital for the same service effective for services furnished on and after January 1, 2007. Since Medicare currently pays ASCs more than hospitals for certain procedures commonly furnished in our facilities, this change, when implemented, will have the effect of reducing reimbursement for certain services furnished in our facilities. This change, when implemented, will negatively impact our business. Considering the procedures performed in our ASCs in 2005 and prior years, the most significant impact to us from this legislation will be the reduction in the Medicare facility fee for the after-cataract laser surgery procedure which is also known as the YAG procedure. Based on the number of YAG procedures performed in our ASCs in 2005, we estimate that the reduction in the Medicare facility fee paid for these procedures would have resulted in a reduction of approximately $1.0 million to $1.2 million in net revenue, or 1.6% to 2.0% of our total surgical facilities net revenue for 2005. This would equate to an estimated negative impact in earnings per share of between $0.01 and $0.02. To the extent that other payors, governmental and private, adopt this practice, the impact could be greater.

Under current regulations, ASC Covered Procedures, *i.e.,* those for which a facility fee is provided by the Medicare program, are those procedures specifically approved by CMS. CMS develops and maintains a listing of ASC Covered Procedures (defined by HCPCS Code). A facility fee is available only for listed procedure codes. At present, approximately 2,500 procedures are approved for the ASC setting. CMS is required by law to update the

list of ASC Covered Procedures every two (2) years. CMS has disregarded this requirement in many years. There is a substantial risk that CMS will occasionally disregard this statutory requirement, and not update the list of ASC Covered Procedures as required by law.

There also is a material risk that CMS will reduce the number of ASC Covered Procedures. On November 26, 2004, CMS proposed to delete 100 procedures from the list of ASC Covered Procedures, including many procedures which are commonly furnished in ASC settings. Although CMS ultimately decided in May 2005 to delete only five of the proposed 100 procedures, CMS could again propose and ultimately decide to substantially reduce the number of procedures for which Medicare will pay an ASC facility fee, a change which could affect the financial viability of our business. To the extent that any procedures performed at our ASCs are deleted from the list of ASC Covered Procedures, it could negatively and materially affect our business.

Considerable uncertainty surrounds the future determination of Medicare reimbursement levels for ambulatory surgical services. Services reimbursable under the Medicare program are subject to legislative change, administrative rulings, interpretations, discretion, governmental funding restrictions and requirements for utilization review. Such matters, as well as more general governmental budgetary concerns, may significantly reduce payments made to ASCs under this program, and there can be no assurance that future Medicare payment rates will be sufficient to cover the costs of, or cost increases in, providing services to Medicare patients.

Revenue from laser vision correction procedures comprised approximately 7% of our surgical facilities net revenue for the year ended December 31, 2005. The market for providing laser vision correction and other refractive surgery procedures continues to be highly competitive. This competitiveness has resulted in many of our competitors offering laser vision correction or other refractive surgery services at lower prices than the prices we charge. If price competition continues, however, we may choose or be forced to lower the facility fees we charge in our surgical facilities. If we lower our fees, we could experience reductions in our revenue, profitability and cash flow.

As we develop and acquire more multi-specialty ASCs, we anticipate that the percentage of our surgical facilities net revenue derived from governmental payors such as Medicare will decrease while reimbursements from private third party payors will increase. Given this changing payor mix, our success will depend on our ability to negotiate favorable contracts with private third party payors. Even though our relative dependence on Medicare reimbursements may decrease, our revenue from private third party payors could be negatively affected by any adverse Medicare changes because many private third party payors tie their reimbursement levels to Medicare rates.

Our revenue and profitability could decrease if we are unable to maintain positive relationships with the physicians who perform surgical procedures at our ASCs

The success of our business depends on our relationship with, and the success and efforts of, the physicians who perform surgical procedures at our ASCs. Our net revenue and profitability would decline if our relationship with key physicians deteriorated or those physicians reduced or eliminated their use of our ASCs.

In addition, co-owning ASCs with physicians may create additional regulatory risk. See Government Regulation Federal Law Anti-Kickback Statute.

Regulation of the construction, acquisition or expansion of ASCs could prevent us from developing, acquiring, expanding or relocating facilities

Most states require licenses to own and operate ASCs, and some states require a certificate of need or CON to construct or modify an ASC. Several states recently have been revising licensure and CON laws in a manner that makes it more difficult to develop or relocate ASCs. If we are unable to procure the appropriate state licensure approvals, or if we are unable to obtain a CON in states with CON laws, then we may not be able to acquire or construct a sufficient number of ASCs, or to expand the scope of services offered in our existing ASCs, to achieve our growth strategy. Procuring these approvals could take considerable time, effort and expense, and may result in delays in opening new or modified facilities. Moreover, if we are unable to maintain good relations with the

landlords of our ASCs, we may be forced to relocate a facility from time to time. If we are forced to relocate a facility, we may incur substantial costs in building out and furnishing our new location. In addition, depending on the state, we may also have difficulty obtaining the necessary state licensure and CON approvals to relocate the facility. See Government Regulation State Law.

Changes in the interpretation of existing laws and regulations, or adoption of new laws or regulations, governing our business operations, including physician use and/or ownership of ASCs, could result in penalties to us, require us to incur significant expenditures, or force us to make changes to our business operations

We are subject to extensive government regulation and supervision under federal, state and local laws and regulations. Many of these laws and regulations are subject to varying interpretations, and courts and regulatory authorities generally have provided limited clarification. Moreover, state and local laws and interpretations vary from jurisdiction to jurisdiction. As a result, we may not always be able to accurately predict interpretations of applicable law, and federal and state authorities could challenge some of our activities, including our co-ownership of ASCs with physicians and other investors. If any of our activities are challenged, we may have to divert substantial time, attention and resources from running our business to defend our activities against these challenges, regardless of their merit. If we do not successfully defend these challenges, we may face a variety of adverse consequences, including:

- loss of use of our ASCs;
- losing our eligibility to participate in Medicare or Medicaid or losing other contracting privileges; or
- in some instances, civil or criminal fines or penalties.

Any of these results could impair our sources of revenue and our profitability and limit our ability to grow our business.

For example, the federal anti-kickback statute prohibits the knowing and willful solicitation, receipt, offer or payment of any direct or indirect remuneration in return for the referral of patients or the ordering or purchasing of items or services payable under Medicare, Medicaid or other federal health care programs. This statute is very broad and Congress directed the Department of Health and Human Services to develop regulatory exceptions, known as safe harbors, to the statute s referral prohibitions. While we have attempted to structure the ownership and operation of our ASCs within a safe harbor, we do not satisfy all of the requirements. Because there is no legal requirement that relationships fit within a safe harbor, a business arrangement that does not comply with the safe harbor, or for which a safe harbor does not exist, does not necessarily violate the anti-kickback statute.

Presently, despite the fact that we do not fit within a safe harbor, we believe that our ownership and operation of ASCs complies with the anti-kickback statute. However, existing interpretations or enforcement of the federal anti-kickback statute or other applicable federal or state laws and regulations could change. If so, violations of the anti-kickback statute or other laws may result in substantial civil and criminal penalties and exclusion from participation in Medicare, Medicaid and other federally funded programs.

In addition, there also is a material risk that Congress, CMS or the states could revise physician ownership and referral laws in a manner that could prohibit or limit physician ownership of ASCs. In December 2003, Congress enacted legislation imposing an 18-month moratorium on physician referrals to certain categories of hospitals, *i.e.,* those classified as specialty hospitals under the law, if the physician has an ownership interest in the entity. This moratorium expired in June 2005. Congress and CMS are both considering extending or possibly expanding the scope of the moratorium. Actions by either Congress or CMS potentially could prohibit or limit physician ownership of ASCs. Additionally, several states are considering limits on physician ownership in and referrals to specialty hospitals, and a few are considering similar limitations on physician ownership in and referrals to ASCs. To the extent that Congress, CMS or any of the states act to prohibit or limit physician ownership of ASCs, the investment arrangements in our ASCs could be affected.

Our limited liability company agreements and limited partnership agreements provide that if certain laws and regulations change, or the interpretation and/or enforcement of such laws and regulations change, we may have to purchase some or all of the equity interests in our ASCs owned by physicians. The regulatory changes that could trigger this repurchase include it becoming: (i) illegal for a physician to own an equity interest in one of our ASCs; (ii) illegal for physician-owners in our ASCs to refer Medicare or other patients to the facility; or (iii) substantially likely that the receipt by physician-owners of cash distributions from the limited liability company or partnership will be illegal. The cost of repurchasing these equity interests would be substantial. We may not have sufficient capital resources to fund these obligations, and it may trigger the need to procure additional equity financing. To the extent any such financing was available to us, it may be dilutive to our current equity holders. While we attempt to structure these purchase obligations as favorable as possible to us, the triggering of these obligations could have a significantly negative effect on our financial condition and business prospects.

Furthermore, CMS may revise the Medicare conditions for coverage of ASC services. Our Medicare-certified ASCs are required to comply with a series of regulatory obligations in order to qualify services furnished in those facilities for Medicare reimbursement. CMS has not revised the Medicare regulatory conditions for coverage in many years, but has in recent years indicated its intent to update these requirements through notice and comment rulemaking. It is our expectation that our facilities and operations could be modified as necessary to comply with whatever new conditions might be established. However, bringing our facilities and operations into compliance could involve substantial costs to the company. Moreover, it is possible that our facilities and operations could not be revised sufficiently to be in compliance with new Medicare conditions, in which case some or all of our ASCs may be forced to disenroll from the Medicare program. Many governmental and private payors require Medicare certification as a condition to participate in their payment plans. Any ASC not enrolled in Medicare may likewise be precluded from enrolling in other governmental and private payor plans. Such exclusion would have a material negative effect on our business.

The nature of being actively involved in acquiring ASCs could subject us to potential claims and material liabilities relating to these businesses

Although we conduct extensive due diligence prior to acquiring an ASC and are generally indemnified by the sellers, our acquisitions could subject us to claims, suits or liabilities relating to unknown or contingent liabilities or from incidents occurring prior to our acquisition of the facility. If we incur these liabilities and are not indemnified or insured for them, our operating results and financial condition could be adversely affected.

If eye care professionals and the general population do not continue to accept laser vision correction and other refractive surgical procedures as alternatives to eyeglasses and contact lenses, a source of our historical and future revenue and earnings growth will be limited

Our profitability and growth will depend, in part, upon continued acceptance by eye care professionals and the general population of laser vision correction and other refractive surgical procedures in the U.S. Eye care professionals and the general population might not continue to accept laser vision correction surgery because of the cost of the procedure that, to date, has primarily been paid directly by patients, and concerns about the safety and effectiveness of laser vision correction. If eye care professionals and the general population do not continue to accept laser vision correction and other refractive surgical procedures, a source of our historical and future revenue and earnings growth will be limited.

A significant portion of our revenue from laser vision correction procedures is derived from multi-year laser services agreements that we negotiated with our former affiliated physician practices in connection with the divestiture of our physician practice management business. One of our largest laser services agreements expired in April 2006. Unless the parties agree on extensions, our other laser services agreements will be expiring over the next two years, with the last one expiring in February 2008.

We have a long-term, non-exclusive supply agreement with Alcon Laboratories Inc. under which we have procured excimer lasers. We pay Alcon monthly based on the number of procedures performed on each laser, but are required to pay for a minimum number of procedures per year for each laser, regardless of whether the procedure

is performed. If these minimum procedure thresholds exceed the actual number of procedures performed, these obligations will have an adverse effect on our financial condition and operating results. Our supply agreement with Alcon expires on December 31, 2006. To the extent we do not extend this agreement and we determine that we need to replace those excimer lasers furnished to us by Alcon, then we may incur additional capital costs to replace these excimer lasers.

Rapid technological advances may reduce our sources of revenue and our profitability

Adoption of new technologies that may be comparable or superior to existing technologies for surgical equipment could reduce the amount of the facility fees we receive from physicians who use our surgical facilities, or the amount of revenue derived from our laser services agreements. Reduction of these sources of revenue could decrease our profitability. In this case, we might have to expend significant capital resources to deploy new technology and related equipment to remain competitive. Our inability to provide access to new and improving

technology could deter physicians from using our surgical facilities or equipment.

Loss of the services of key management personnel could adversely affect our business

Our success depends, in part, on the services of key management personnel, including Thomas S. Hall our President and Chief Executive Officer; Scott T. Macomber, our Executive Vice President and Chief Financial Officer; and E. Michele Vickery, our Executive Vice President Operations. We do not know of any reason why we might be likely to lose the services of any of these officers. However, in light of the role that each of these officers is expected to play in our future growth, if we lost the services of any of these officers, we believe that our business could be adversely affected.

The nature of our business could subject us to potential malpractice, product liability and other claims

The provision of surgical services entails the potentially significant risk of physical injury to patients and an inherent risk of potential malpractice, product liability and other similar claims. Our insurance may not be adequate to satisfy claims or protect us and this coverage may not continue to be available at acceptable costs. A partially or completely uninsured claim against us could reduce our earnings and working capital.

Our insurance policies are generally renewed on an annual basis. Although we believe we will be able to renew our current policies or otherwise obtain comparable professional liability coverage, we have no control over the potential costs to renew. Increases in professional liability and other insurance premiums will negatively affect our profitability.

If a change in events or circumstances causes us to write-off a portion of our intangible assets, our total assets could be reduced significantly and we could incur a substantial charge to earnings

Our assets include intangible assets primarily in the form of goodwill. At December 31, 2005, intangible assets of our continuing operations represented approximately 70% of total assets and 116% of stockholders' equity. The intangible asset value represents the excess of cost over the fair value of the separately identifiable net assets acquired in connection with our acquisitions and affiliations. The value of these assets may not be realized. We regularly, and at least annually, evaluate whether events and circumstances have occurred that indicate all or a portion of the carrying amount of the asset may no longer be recoverable, in which case an additional charge to earnings may become necessary. If, in the future, we determine that our intangible assets have suffered an impairment which requires us to write off a portion of the asset due to a change in events or circumstances, this write-off could significantly reduce our total assets and we could incur a substantial charge to earnings, as well as be in default under one or more covenants in our credit facility.

Becoming and remaining compliant with federal regulations enacted under the Health Insurance Portability and Accountability Act could require us to expend significant resources and capital, and could impair our profitability and limit our ability to grow our business

Numerous federal regulations have been adopted under the Health Insurance Portability and Accountability Act of 1996 (HIPAA). Compliance with HIPAA regulations governing patient privacy was required by April 14, 2003. We have taken actions in an effort to establish our compliance with HIPAA s Privacy regulations, and we believe that we are in substantial compliance with HIPAA s privacy regulations. These actions include having our ASCs and affiliated providers implement new HIPAA-compliant policies and procedures, conducting employee HIPAA training, identifying business associates with whom we need to enter into HIPAA-compliant contractual arrangements and entering into such arrangements, and various other measures. Ongoing implementation and oversight of these measures involves significant time, effort and expense.

Other federal regulations adopted under HIPAA require that our affiliated providers and us be capable of conducting certain standardized health care transactions, including billing and other claims transactions. We have undertaken significant efforts, involving substantial time and expense, to assure that our ASCs and affiliated providers can submit transactions in compliance with HIPAA. We anticipate that continuing time and expense will be required to maintain the ability to submit HIPAA-compliant transactions, and to make sure that newly-acquired ASCs can submit HIPAA-compliant transactions.

In addition, compliance with the HIPAA security regulations was required by April 21, 2005. In general, the security regulations require ASCs and other covered entities to implement reasonable technical, physical and administrative security measures to safeguard protected health information maintained, used and disclosed in electronic form. We have taken actions in an effort to establish our compliance with HIPAA s security regulations, and we believe that we are in substantial compliance with HIPAA s security regulations. Ongoing implementation and oversight of these measures involves significant time, effort and expense.

HIPAA violations could expose us to civil penalties of up to $25,000 per person per year for each violation or criminal penalties with fines of up to $250,000 and/or up to 10 years in prison per violation.

Risks Relating to our Common Stock

Fluctuations in our quarterly operating results may make it difficult to predict our future results of operations and may cause volatility in our stock price

During 2005, the market price of our common stock was volatile, fluctuating from a high trading price of $7.75 to a low trading price of $4.10 per share. Our results of operations have varied and may continue to fluctuate from quarter to quarter. We have a high level of fixed operating costs, including compensation costs, rent and minimum usage commitments on our excimer lasers. As a result, our profitability depends to a large degree on the volume of surgical procedures performed in, and on our ability to utilize the capacity of, our surgical facilities, as well as the volume of surgical procedures performed through our laser services agreements.

The timing and degree of fluctuations in our operating results will depend on several factors, including:

- general economic conditions;
- decreases in demand for non-emergency procedures due to severe weather;
- availability or sudden loss of the services of physicians who utilize our surgical facilities;
- availability or shortages of surgery-related products and equipment, including technologically progressive laser vision correction equipment;
- the timing and relative size of acquisitions; and
- the recording of gains or losses on the sale of minority interests in our ASCs.

These kinds of fluctuations in quarterly operating results may make it difficult for you to assess our future results of operations and may cause a decline or volatility in our stock price.

Any return on your investment in our stock will depend on your ability to sell our stock at a profit

We have never declared or paid any dividends and our credit agreement prohibits payment of dividends on our common stock. We anticipate that we will not declare dividends at any time in the foreseeable future. Instead we will retain earnings for use in our business. As a result, your return on an investment in our stock likely will depend on your ability to sell our stock at a profit.

In addition, the stock market has, from time to time, experienced extreme price and volume fluctuations. These broad market fluctuations may adversely affect the market price of our common stock.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

We do not own any real property. We lease space for our corporate offices in Chicago, our ASCs and our product sales operations, which are located in 17 states. As part of our management services business, we also continue to lease the clinics of our affiliated providers. In some cases, these facilities are leased from related parties. See Item 13 Certain Relationships and Related Transactions. Our corporate offices in the Chicago metropolitan area currently consist of 8,150 square feet in downtown Chicago, and 5,923 square feet in Des Plaines, Illinois.

The terms and conditions of our real property leases vary. The forms of lease range from modified triple net to gross leases, with terms generally ranging from month-to-month to ten years, with certain leases having multiple renewal terms exercisable at our option. Generally, our ASCs and eye care clinics are located in medical complexes, office buildings or free-standing buildings. The square footage of these offices range from 500 square feet to approximately 15,000 square feet, and the terms of these leases have expiration dates ranging from May 31, 2006 to October 2015. Depending on state licensing and certificate of need issues, relocating or expanding the space in any of our ASCs may require state regulatory approval.

The following is a list of our ASCs as of April 24, 2006:

Location	Number of Operating Rooms	Our Ownership Percentage	Specialty
Whittier, CA	2	51%	Multispecialty
Colorado Springs, CO	2	51%	Ophthalmology
Denver, CO	1	51%	Ophthalmology
Altamonte Springs, FL	1	70%	Orthopedic
Fort Lauderdale, FL	1	25% (1)	Ophthalmology
Lake Worth, FL	2	60%	Ophthalmology
Atlanta, GA	2	100%	Ophthalmology
Columbus, GA	3	71.5%	Multispecialty
Chicago, IL	1	79.5%	Ophthalmology
Maryville, IL	1	77%	Ophthalmology
Oak Lawn, IL	4	51%	Multispecialty
River Forest, IL	2	70%	Ophthalmology
Merrillville, IN	2	51%	Ophthalmology
New Albany, IN	2	70%	Ophthalmology
New Albany, IN	2	51%	Pain Management
Overland Park, KS	3	51%	Ophthalmology
Thibodaux, LA	1	70% (2)	Multispecialty
Berkley, MI	2	67%	Ophthalmology
Florissant, MO	1	100%	Ophthalmology
Kansas City, MO	2	100%	Ophthalmology
Kansas City, MO	2	51%	Ophthalmology
Fremont, NE	1	51%	Multispecialty
Bedford, NH	1	51%	Ophthalmology
Nashua, NH	2	51%	Ophthalmology
Chattanooga, TN	1	62%	Ophthalmology
Dallas, TX	3	65%	Multispecialty
San Antonio, TX	2	55%	Ophthalmology
Tyler, TX	2	60%	Ophthalmology
Richmond, VA	1	51% (3)	Ophthalmology
Madison, WI	2	51%	Ophthalmology

(1) We have an option to purchase additional equity interests from our physician-partner to enable us to increase our interest in the facility to a majority equity interest. If we elect not to exercise this option, we have an option to sell our equity interest back to our physician-partner for the initial price paid. If we elect not to exercise the above options by July 2007, our physician-partner has the option to purchase our minority interest. We account for this entity using the equity method.

(2) Our physician-partner has an option to sell us an additional 10% equity interest in November 2006.

(3) Two of our physician-partners who each own 14.5% equity interests have the option to sell us their interests for the initial price paid at any time.

Item 3. Legal Proceedings

We are not a party to any lawsuits or administrative actions pending, or to our knowledge, threatened, which we would expect to have a material adverse effect upon our business, financial condition or results of operations.

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

We did not submit any matter to a vote of our security holders during the fourth quarter of 2005.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Price Range of Common Stock

Since August 18, 1999, our common stock has been traded on the Nasdaq National Market under the symbol NOVA. The following table sets forth, for the periods indicated, the range of high and low sale prices for our common stock on the Nasdaq National Market:

	High	Low
Fiscal year ending December 31, 2005:		
First Quarter	$ 7.66	$ 4.10
Second Quarter	$ 6.46	$ 4.72
Third Quarter	$ 7.75	$ 5.89
Fourth Quarter	$ 7.25	$ 6.00
Fiscal year ending December 31, 2004:		
First Quarter	$ 5.50	$ 3.48
Second Quarter	$ 4.37	$ 2.86
Third Quarter	$ 4.22	$ 3.30
Fourth Quarter	$ 6.70	$ 3.88

On April 21, 2006, the last reported sale price of our common stock was $7.30, and there were 298 holders of record of our common stock. This figure does not consider the number of individual beneficial holders of securities that are held in the street name of a securities dealer. The quotations listed above do not reflect retail mark-ups or commissions and may not necessarily represent actual transactions.

Dividends

We have never paid a cash dividend on our common stock. We plan to retain all future earnings to finance the development and growth of our business for the foreseeable future. Therefore, we do not currently anticipate paying any cash dividends on our common stock. Any future determination as to the payment of dividends will be at our Board of Directors' discretion and will depend on our results of operations, financial condition, capital requirements and other factors our Board of Directors considers relevant. Moreover, our $50 million credit facility prohibits the payment of dividends on our common stock.

Item 6. Selected Financial Data

The consolidated statement of operations data set forth below for the years ended December 31, 2005, 2004 and 2003 and the balance sheet data at December 31, 2005 and 2004, are derived from our audited consolidated financial statements which are included elsewhere herein. The consolidated statement of operations data set forth below with respect to the years ended December 31, 2002 and 2001 and the consolidated balance sheet data at December 31, 2003, 2002 and 2001 are derived from our audited financial statements which are not included in this Form 10-K. The Consolidated Statements of Operations data and Balance Sheet data as of and for the years ending December 31, 2004, 2003 and 2002 have been restated. See Note 2 of the Notes to Consolidated Financial Statements for a discussion of the restatement.

The data set forth below should be read in conjunction with the consolidated financial statements and related notes and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included elsewhere herein.

	Year Ended December 31,				
	2005	2004 (*restated*)	2003 (*restated*)	2002 (*restated*)	2001
Consolidated Statement of Operations Data: (a)	(in thousands, except per share and Other Data)				

Net revenue	$ 81,226	$ 63,648	$ 54,524	$ 52,853	$ 52,177
Operating income (b)	$ 16,357	$ 10,885	$ 7,092	$ 4,802	$ (11,281)
Net income (loss) from continuing operations (b)	$ 5,305	$ 2,053	$ 1,722	$ 2,774	$ (7,451)
Net income (loss) from continuing operations per basic share (b)	$ 0.24	$ 0.10	$ 0.08	$ 0.12	$ (0.30)
Net income (loss) from continuing operations per diluted share (b)	$ 0.22	$ 0.09	$ 0.08	$ 0.12	$ (0.30)
Other Data: (a)					
ASCs operated at end of period	28	24	16	15	13
Number of surgical procedures performed	75,512	57,568	43,316	38,133	41,581

	As of December 31,				
	2005	**2004** (*restated*)	**2003** (*restated*)	**2002** (*restated*)	**2001**
Consolidated Balance Sheet Data: (a)	**(in thousands)**				
Working capital	$ 6,669	$ 1,928	$ 15,003	$ 6,987	$ 12,698
Total assets	97,162	76,787	63,888	64,128	92,252
Total debt, excluding current portion	17,404	5,314	74	11	20,708
Total stockholders equity	58,837	5,675	47,926	48,083	50,579

Notes:

(a) Effective November 1, 2005, we sold our 80% interest in an ASC located in St. Joseph, MO. Operating results of this ASC are being reported as discontinued operations for all periods presented.

(b) In connection with our discontinued operations and restructuring plan announced in October 2001, we recorded certain restructuring and other charges related to the closure of certain facilities and the reorganization and downsizing of our information technology function.

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

The following discussion and analysis presents our consolidated financial condition at December 31, 2005 and 2004 and the results of operations for the years ended December 31, 2005, 2004 and 2003. You should read the following discussion together with the Selected Financial Data, our consolidated financial statements and the related notes and other financial data contained elsewhere in this annual report. In addition to the historical information provided below, we have made certain estimates and forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated or implied by these estimates and forward-looking statements as a result of certain factors, including those discussed in the section captioned Risk Factors, the introductory paragraph to Part I, and elsewhere in this Form 10-K.

All applicable disclosures in the following discussion have been modified to reflect the restatement discussed in Note 2 to the Consolidated Financial Statements (the Restatement). The Restatement reflects corrections to our accounting for certain written call options previously granted by us to several physicians. We do not intend to amend our previously filed Annual Reports on Form 10-K for prior fiscal years or previously filed Quarterly Reports on Form 10-Q for the periods affected by the Restatement, and the financial statements and related financial information contained in such reports should no longer be relied upon.

Overview

We consider our core business to be the ownership and operation of ambulatory surgery centers (ASCs). As of December 31, 2005, we owned and operated 28 ASCs of which 25 were jointly owned with physician-partners. We also own other businesses including an optical laboratory, an optical products purchasing organization, and a marketing products and services company. We also provide management services

to two eye care practices.

2005 Financial Highlights:

- Consolidated net revenue increased by 27.6% to $81.2 million. Surgical facilities net revenue increased by 31.6% to $60.2 million (same-facility surgical net revenue increased by 6.3% to $41.8 million).
- Operating income increased by 50.3% to $16.4 million.
- We invested $18.5 million to acquire majority interests in four ASCs (two of the four are multi-specialty) and purchased a buy-out option in our Overland Park, Kansas ASC for $3.6 million.
- Operating cash flow of $11.8 million.
- We sold minority interests in three ASCs resulting in cash proceeds of $0.9 million.

ASC Strategy. We measure the success of our ASC strategy based on our ability to achieve or exceed the following key objectives:

- *Acquire and develop new ASCs*. We consider the acquisition and development of new ASCs a key element of our long-term growth strategy. We currently have five employees dedicated to identifying and analyzing acquisition and development opportunities.
- *Strengthen and build relationships with existing and new physician-partners*. Our physician-partners play a significant role in the success of our ASCs. We share a common goal with our physician-partners which is to operate efficient, productive and profitable ASCs. Our objective is to own greater than 50% of each ASC but less than 100%.
- *Continue to increase revenue and improve operating margins in our existing ASCs*. The primary source of revenue at our ASCs is derived from surgical procedures performed. Profitable growth within our existing ASCs is determined by our ability to maximize efficiency and utilization, expand into medical procedures beyond eye care, and provide quality service to our physicians and their patients.

In addition to the above key ASC objectives, our overall strategy also includes maintaining a strong balance sheet, continuing to grow the other segments of our business, and attracting and retaining employees to help us achieve our growth objectives.

Critical Accounting Policies and Estimates

Management s discussion and analysis of financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the U.S. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosures. On an ongoing basis, we evaluate our estimates and judgments based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

We annually review our financial reporting and disclosure practices and accounting policies to ensure that our financial reporting and disclosures provide accurate and transparent information relative to the current economic and business environment. We believe that of our significant accounting policies (see Note 3 in the Notes to Consolidated Financial Statements beginning on page F-13), the following policies involve a higher degree of judgment and/or complexity.

Revenue Recognition and Accounts Receivable, Net of Allowances. Revenue from surgical procedures performed at our surgical facilities and patient visits to our eye care practices, net of contractual allowances and a provision for doubtful accounts, is recognized at the time the service is performed. The contractual allowance is the difference between the fee we charge and the amount we expect to be paid by the patient or the applicable third-party payor, which includes Medicare and private insurance. We base our estimates for the contractual allowance on the Medicare reimbursement rates when Medicare is the payor, our contracted rate with other third party payors or our historical experience when we do not have a specific Medicare or contracted rate. We base our estimate for doubtful accounts on the aging category and our historical collection experience. Our optical products purchasing organization negotiates buying discounts with optical product manufacturers. The buying discounts and any handling charges billed to the members of the purchasing organization represent the revenue recognized. Product sales revenue from our optical laboratories and marketing products and services business, net of an allowance for returns and discounts, is recognized when the product is shipped or service is provided to the customer. We base our estimates for sales returns and discounts on historical experience and have not experienced significant fluctuations between estimated and actual return activity and discounts given.

Accounts receivable have been reduced by the reserves for estimated contractual allowances and doubtful accounts noted above.

Asset impairment. In assessing the recoverability of our fixed assets, goodwill and other noncurrent assets, we consider changes in economic conditions and make assumptions regarding estimated future cash flows and other factors. If these estimates or their related assumptions change in the future, we may be required to record impairment charges.

Income taxes. We record a valuation allowance to reduce our deferred tax assets if it is more likely than not that some portion or all of the deferred tax assets will not be realized. While we have considered future taxable income and ongoing feasible tax strategies in assessing the need for the valuation allowance, if these estimates and assumptions change in the future, we may be required to adjust our valuation allowance. This could result in a charge to, or an increase in, income in the period such determination is made.

Results of Operations

The following table summarizes our operating results as a percentage of net revenue for the years indicated.

	2005	2004 *(restated)*	2003 *(restated)*
Net revenue:			
Surgical facilities	74.1%	71.8%	65.0%
Product sales and other	25.9	28.2	35.0
Total net revenue	100.0	100.0	100.0
Operating expenses:			
Salaries, wages and benefits	31.8	33.7	36.8
Cost of sales and medical supplies	24.2	24.3	24.2
Selling, general and administrative	20.9	21.1	21.2
Depreciation and amortization	3.0	3.8	4.8
Total operating expenses.	79.9	82.9	87.0
Operating income	20.1	17.1	13.0
Other (income) expense:			
Interest expense.	0.9	0.4	0.2
Interest income		(0.1)	(0.2)
Minority interests in earnings of consolidated entities	9.1	7.6	4.8
Gain on sale of minority interests	(0.2)	(0.2)	(1.7)
Change in fair market value of written call options on subsidiaries		2.5	3.0
Other	(0.6)	(0.2)	(0.3)
Total other (income) expense	9.2	10.0	5.8
Income before income taxes	10.9	7.0	7.2
Income tax provision	4.4	3.8	4.1
Net income from continuing operations	6.5	3.2	3.1
Net income from discontinued operations	0.3	1.2	0.3
Net gain on disposal of discontinued operations	0.1		
Net income	6.9%	4.4%	3.4%

Year Ended December 31, 2005 Compared to the Year Ended December 31, 2004

Net Revenue

Consolidated. Total net revenue increased by 27.6% from $63.6 million to $81.2 million. Net revenue by segment is discussed below.

Surgical Facilities. The table below summarizes surgical facilities net revenue and procedures performed for 2005 and 2004. Net revenues generated from surgical facilities are derived from the fees charged for the procedures performed in our ASCs and through our laser services agreements. Our procedure volume is directly impacted by the number of ASCs we operate, the number of excimer lasers in service, and their respective utilization rates. Surgical facilities net revenue increased by 31.6% from $45.7 million to $60.2 million. This increase was primarily the result of a $12.0 million increase from ASCs we acquired or developed after January 1, 2004 (new ASCs) and a $2.5

million, or 6.3%, increase from ASCs that we owned for the entire comparable reporting periods (same-facility). The increase in same-facility net revenue was primarily the result of a 2.6% increase in the number of same-facility procedures performed and a 3.5% increase in the net revenue per procedure due to a change in procedure mix.

Dollars in thousands	2005	2004	Increase (Decrease)
Surgical Facilities:			
Same-facility:			
Net revenue	$ 41,767	$ 39,297	$ 2,470
# of procedures	50,598	49,303	1,295
New ASCs:			
Net revenue	$ 18,402	$ 6,407	$ 11,995
# of procedures	24,914	8,265	16,649

On February 8, 2006, the President signed into law the Deficit Reduction Act of 2005. This legislation requires CMS to limit Medicare reimbursements for surgical procedures furnished in ASCs to the amount paid to a hospital for the same service effective for services furnished on and after January 1, 2007. This change, when implemented, will negatively impact our business. Considering the procedures performed in our ASCs in 2005 and prior years, the most significant impact to us from this legislation will be the reduction in the Medicare facility fee for the after-cataract laser surgery procedure which is also known as the YAG procedure. Based on the number of YAG procedures performed in our ASCs in 2005, we estimate that the reduction in the Medicare facility fee paid for these procedures would have resulted in a reduction of approximately $1.0 million to $1.2 million in net revenue, or 1.6% to 2.0% of our total surgical facilities net revenue for 2005. This would equate to an estimated negative impact in earnings per share of between $0.01 and $0.02. To the extent that other payors, governmental and private, adopt this practice, the impact could be greater.

The success of our business depends on our relationship with, and the success and efforts of, the physicians who perform surgical procedures at our ASCs. Our revenue and profitability would decline if our relationship with key physicians deteriorated or those physicians reduced or eliminated their use of our ASCs. In 2005, we began to experience a significant decline in the number of procedures performed at one of our ASCs acquired in 2004. This decline was primarily associated with certain physicians (none of whom were physician-partners) no longer using the ASC during 2005. Net revenue from this ASC in the fourth quarter of 2005 decreased approximately $0.5 million, or 49%, versus the fourth quarter of 2004. This decrease had a negative impact on net income in the fourth quarter of 2005 of approximately $150,000.

Product Sales and Other. The table below summarizes product sales and other net revenue by significant business component. Product sales and other net revenue increased by 17.3% from $17.9 million to $21.1 million. Net revenue at our marketing products and services business increased by $2.2 million. This increase is due to the addition of marketing consulting services associated with the acquisition of a complementary business in the first quarter of 2005 and increased services provided to medical device manufacturers to promote their new refractive intraocular lens technology. Net revenue at our optical laboratory business increased by $0.4 million due to an increase in existing customer orders and improved external marketing. Net revenue from our ophthalmology practice increased by $0.2 million primarily due to an increase in the number of patient visits.

Dollars in thousands	2005	2004	Increase (Decrease)
Product Sales:			

Optical laboratories	$ 5,360	$ 4,978	$ 382
Optical products purchasing organization	2,345	2,145	200
Marketing products and services	3,890	1,722	2,168
Optometric practice/retail store	1,883	1,796	87
	13,478	10,641	2,837
Other:			
Ophthalmology practice	7,093	6,872	221
Other	486	431	55
	7,579	7,303	276
Total Net Product Sales and Other Revenue	$ 21,057	$ 17,944	$ 3,113

Salaries, Wages and Benefits

Consolidated. Salaries, wages and benefits expense increased by 20.7% from $21.4 million to $25.8 million. As a percentage of net revenue, salaries, wages and benefits expense decreased from 33.7% to 31.8% primarily due to minimal increases in corporate staffing necessary to service new ASCs and the vacancy of our CEO position for seven months in 2005. Salaries, wages and benefits expense by segment is discussed below.

Surgical Facilities. Salaries, wages and benefits expense in our surgical facilities segment increased by 34.2% from $9.7 million to $13.0 million. The increase was the result of staff costs at ASCs acquired during 2004 and 2005 and staffing required at same-facility ASCs due to increased procedure volume.

Product Sales and Other. Salaries, wages and benefits expense in our product sales and other segments increased by 11.7% from $7.0 million to $7.8 million. The increase is primarily due to the addition of new marketing consulting services within our marketing products and services business.

Corporate. Salaries, wages and benefits expense increased by 6.2% from $4.7 million to $5.0 million. The increase was primarily due to additional employees required to service the new ASCs and annual salary increases partially offset by the vacancy of our CEO position for seven months in 2005.

Cost of Sales and Medical Supplies

Consolidated. Cost of sales and medical supplies expense increased by 27.2% from $15.4 million to $19.6 million. As a percentage of net revenue, cost of sales and medical supplies expense decreased from 24.3% to 24.2%. Cost of sales and supplies expense by segment is discussed below.

Surgical Facilities. Cost of sales and medical supplies expense in our surgical facilities segment increased by 29.1% from $10.8 million to $13.9 million. As a percentage of net revenue, cost of sales and medical supplies expense decreased slightly from 23.5% to 23.1%. The expense increase was the result of costs associated with our new ASCs and an increase in procedures performed at same-facility ASCs.

Product Sales and Other. Cost of sales and medical supplies expense in our product sales and other segments increased by 22.6% from $4.7 million to $5.8 million primarily due to costs associated with increased orders for marketing products within our marketing products and services business.

Selling, General and Administrative

Consolidated. Selling, general and administrative expense increased by 25.8% from $13.5 million to $16.9 million. As a percentage of net revenue, selling, general and administrative expense decreased from 21.1% to 20.9%. Selling, general and administrative expense by segment is discussed below.

Surgical Facilities. Selling, general and administrative expense in our surgical facilities segment increased by 35.0% from $9.5 million to $12.8 million. The increase was due to costs associated with our new ASCs and increased professional fees which include management and billing/collections fees charged to the ASCs for services rendered by corporate personnel.

Product Sales and Other. Selling, general and administrative expense in our product sales and other segments increased by 3.6% from $3.4 million to $4.4 million primarily due to the revenue increase within our marketing products and services business.

Corporate. Corporate selling, general and administrative expense increased by 3.6% from $0.5 million to $0.6 million. The increase was due to incremental 2005 costs associated with the CEO search and costs associated with being a public company due to our efforts to comply with section 404 of the Sarbanes-Oxley Act. These costs were partially offset by increased 2005 management fees and billing/collections fees charged to the operating segments for services rendered by certain corporate personnel. We expect to continue to incur costs associated with being a public company in future years.

Depreciation and Amortization. Depreciation and amortization expense remained flat at $2.4 million. Increases in depreciation associated with our new ASCs and capital expenditures in our surgical facilities segment were offset by assets becoming fully depreciated within our corporate segment.

Other (Income) Expense. Minority interests in the earnings of our ASCs were $7.4 million in 2005 as compared to $4.9 million in 2004. Of this increase, 82.7% was attributable to new ASCs. Minority interests are expected to continue to be higher in 2006 due to ASCs acquired in 2005. As discussed in Note 2 in the Notes to Consolidated Financial Statements, the 2004 and 2003 financial statements have been restated due to an error in accounting for written call options issued to certain physician-partners. As a result, other (income) expense for 2004 includes $1.6 million of expense relating to the change in fair market value of the written call options.

Provision for Income Taxes. Our effective tax rate in 2005 was 40.0%. Our effective tax rate was affected by expenses that are deducted from operations in arriving at pre-tax income that are not allowed as a deduction on our federal income tax return. Excluding the expense recorded for the increase in fair market value of the physician call options described above, our effective tax rate in 2004 was 40%. Our actual effective tax rate in 2004 was 54% which was primarily the result of recording a 100% valuation allowance against the tax benefit relating to the physician call option expense. The tax treatment of the physician call options is further described in Note 11 in the Notes to Consolidated Financial Statements.

Year Ended December 31, 2004 Compared to the Year Ended December 31, 2003

Net Revenue

Consolidated. Total net revenue increased 16.7% from $54.5 million to $63.6 million. Net revenue by segment is discussed below.

Surgical Facilities. The table below summarizes surgical facilities net revenue and procedures performed for 2003 and 2004. Net revenues generated from surgical facilities are derived from the fees charged for the procedures performed in our ASCs and through our laser services agreements. Our procedure volume is directly impacted by the number of ASCs we operate, the number of excimer lasers in service, and their respective utilization rates. Surgical facilities net revenue increased by 29% from $35.4 million to $45.7 million. This increase was primarily the result of a $7.5 million increase from ASCs acquired or developed after January 1, 2003 (new ASCs) and a $3.0 million, or 8.7%, increase from ASCs that we owned for the entire comparable reporting periods (same-facility). The increase in same-facility net revenue was primarily the result of a 12.4% increase in the number of same-facility procedures performed.

Dollars in thousands	2004	2003	Increase (Decrease)
Surgical Facilities:			
Same-facility:			
Net revenue	$ 37,756	$ 34,730	$ 3,025
# of procedures	47,538	42,299	5,239
New ASCs:			
Net revenue	$ 7,948	$ 421	$ 7,527

# of procedures	10,030	463	9,567
Laser services agreement terminations:			
Net revenue	$	$ 277	$ (277)
# of procedures		554	(554)

Government and other third-party payors pay for the majority of the cataract and other surgical procedures performed in our ASCs. Medicare, our primary government payor, pays in accordance with predetermined fee schedules. On October 1, 2003, our ASCs received an approximate 2% price increase from Medicare. Because of federal legislation adopted in December 2003, however, this increase was eliminated effective April 1, 2004 resulting in an approximate 2% price decrease. Although pricing trends from other third-party payors are uncertain at this time, we do not anticipate that price increases will make a significant contribution to the growth of our surgical facilities revenue in the future.

The retention of physicians who utilize our ASCs is important for us to sustain and grow our surgical procedure volume and surgical facilities revenue. Physicians who utilize our ASCs use the facilities as an extension of their medical practice and many of them have ownership interests in our ASCs. We also generally enter into restrictive covenants with our physician-partners that prohibit them from owning a competing ASC within a defined geographic radius. We cannot, however, restrict the physicians from performing surgery elsewhere. Many different factors may influence a physician s decision on where to perform surgical procedures. In early 2004, two of our physician-partners in one of our Kansas City, Missouri ASCs informed us that they intended to begin performing their surgical procedures at a new ASC that was being developed closer to their practice locations. As a result, we entered into an agreement with these physicians in which they purchased from us a release from their restrictions on owning competing facilities. We exercised our option to repurchase their equity interests in this ASC effective July 1, 2004. These two physicians performed the majority of the surgical procedures at this ASC in 2003 and their departure in February 2004 has had, and will likely continue to have, a significant negative impact on procedure volume, revenue, and operating income at this ASC. The negative financial impact is mitigated, in part, by the payments these physicians make for the release of their restrictive covenants which will continue until September 2007.

Product Sales and Other. The table below summarizes net product sales and other net revenue by significant business component. Product sales and other net revenue decreased by 6.0% from $19.1 million to $17.9 million. Net revenue from our ophthalmology practice decreased by $0.8 million, or 10.2%, from 2003 primarily due to the divestiture of one of our practice locations in Chattanooga, Tennessee. Net revenue at our marketing products and services business decreased by $0.2 million, or 11.9%, from 2003. This decrease was attributed to the greater demand in 2003 for marketing products supporting a new refractive technology.

Dollars in thousands	2004	2003	Increase (Decrease)
Product Sales:			
Optical laboratories	$ 4,978	$ 5,053	$ (75)
Optical products purchasing organization	2,145	2,081	64
Marketing products and services	1,722	1,955	(233)
Optometric practice/retail store	1,796	1,782	14
	10,641	10,871	(230)
Other:			
Ophthalmology practice	6,872	7,655	(783)
Other	431	570	(139)
	7,303	8,225	(922)
Total Net Product Sales and Other Revenue	$ 17,944	$ 19,096	$ (1,152)

Salaries, Wages and Benefits

Consolidated. Salaries, wages and benefits expense increased by 6.7% from $20.1 million to $21.4 million. As a percentage of net revenue, salaries, wages and benefits expense decreased from 36.8% to 33.7%. Salaries, wages and benefits expense by segment is discussed below.

Surgical Facilities. Salaries, wages and benefits expense in our surgical facilities segment increased by 32.8% from $7.3 million to $9.7 million. The increase was the result of staff costs at ASCs acquired during 2004 and staffing required at same-facility ASCs due to increased procedure volume.

Product Sales and Other. Salaries, wages and benefits expense in our product sales and other segments decreased by 14.0% from $8.2 million to $7.0 million. The decrease was primarily the result of the divestiture of our practice location in Chattanooga, TN and staff reductions within our optical laboratory business.

Corporate. Salaries, wages and benefits expense increased by 2.3% from $4.6 million to $4.7 million. The increase was primarily due to additional employees required to service the new ASCs, annual salary increases and the increased cost of providing health insurance benefits to our employees.

Cost of Sales and Medical Supplies

Consolidated. Cost of sales and medical supplies expense increased by 16.9% from $13.2 million to $15.4 million. As a percentage of net revenue, cost of sales and medical supplies expense increased from 24.2% to 24.3%. Cost of sales and supplies expense by segment is discussed below.

Surgical Facilities. Cost of sales and medical supplies expense in our surgical facilities segment increased by 30.5% from $8.2 million to $10.8 million. As a percentage of net revenue, cost of sales and medical supplies expense increased slightly from 23.3% to 23.5%. The expense increase was the result of costs associated with our new ASCs and an increase in procedures performed at same-facility ASCs.

Product Sales and Other. Cost of sales and medical supplies expense in our product sales and other segments decreased by 6.0% from $5.0 million to $4.7 million. The decrease was primarily a result of a reduction in the costs of sales at our optical laboratory business due to variable labor reductions. As a percentage of net revenue, cost of sales and medical supplies expense remained flat at 26.2%.

Selling, General and Administrative

Consolidated. Selling, general and administrative expense increased by 16.8% from $11.5 million to $13.5 million. As a percentage of net revenue, selling, general and administrative expense remained flat at 21.2%. Selling, general and administrative expense by segment is discussed below.

Surgical Facilities. Selling, general and administrative expense in our surgical facilities segment increased by 34.1% from $7.1 million to $9.5 million. The increase was due to costs associated with our new ASCs, increased professional liability insurance premiums and increased professional fees which include management and billing/ collections fees charged to the ASCs for services rendered by corporate personnel.

Product Sales and Other. Selling, general and administrative expense in our product sales and other segments decreased by 4.3% from $3.6 million to $3.4 million. The decrease was due to the divestiture of our practice location in Chattanooga, Tennessee during February 2004.

Corporate. Corporate selling, general and administrative expense decreased by 38.3% from $0.9 million to $0.5 million. The decrease was primarily due to increased management fees and billing/collections fees charged to the operating segments for services rendered by certain corporate personnel. This decrease was partially offset by increased costs associated with being a public company due to the increasing regulation imposed by the SEC on public companies such as the Sarbanes-Oxley Act. We anticipate that we will incur additional costs associated with being a public company in 2005 and in future years.

Depreciation and Amortization. Depreciation and amortization expense decreased by 7.2% from $2.6 million to $2.4 million. Increases in depreciation associated with our new ASCs and capital expenditures in our surgical facilities segment were offset by decreases within the product sales segment and corporate.

Other (Income) Expense. Minority interests in the earnings of our ASCs were $4.9 million in 2004 as compared to $2.6 million in 2003. Of this increase, 52.2% was attributable to ASCs acquired in 2004 and 33.5% was attributable to our New Albany, Indiana and Chattanooga, Tennessee ASCs in which we sold minority interests in December 2003 and during 2004. Minority interests are expected to continue to be higher in 2005 due to ASCs acquired in 2004 and the additional sale of minority interests that may occur in 2005. We recognized a pre-tax gain on the sale of minority interests of $0.1 million in 2004 and $0.9 million in 2003. As discussed in Note 2 in the Notes to Consolidated Financial Statements,

the 2004 and 2003 financial statements have been restated due to an error in accounting for written call options issued to certain physician-partners. As a result, other (income) expense for both 2004 and 2003 includes $1.6 million of expense relating to the change in fair market value of the written call options.

Provision for Income Taxes. Our effective tax rate was affected by expenses that are deducted from operations in arriving at pre-tax income that are not allowed as a deduction on our federal income tax return. Excluding the expense recorded for the increase in fair market value of the physician call options described above, our effective tax rate in 2004 and 2003 was 40%. Our actual effective tax rate in 2004 and 2003 was 54% and 56%, respectively, which was primarily the result of recording a 100% valuation allowance against the tax benefit relating to the physician call option expense. The tax treatment of the physician call options is further described in Note 11 in the Notes to Consolidated Financial Statements.

Liquidity and Capital Resources

Operating activities for 2005 generated $11.8 million in cash flow from continuing operations compared to $10.2 million in 2004. The increase in operating cash flow from continuing operations resulted primarily from an increase in earnings and working capital management, offset partially by increased cash distributions to our minority interest partners. We currently anticipate that our current federal tax net operating loss carryforwards will be fully utilized by the end of 2006. We expect to begin making federal income tax payments during the first quarter of 2007.

Cash flows used in investing activities was $23.7 million in 2005 compared to $27.6 million in 2004. Investing activities in 2005 included the acquisition of four ASCs for $18.5 million, the buy-out of the Overland Park option for $3.6 million and the purchase of property and equipment for $2.6 million. These investments were partially offset by proceeds from the sale of minority equity interests in three of our ASCs for $0.9 million. Investing activities in 2004 included the acquisition of seven ASCs for $26.1 million, the buy-out of a physician call option for $0.2 million, the purchase of additional equity interests in our Thibodaux, LA ASC pursuant to a put option for $0.3 million and the purchase of additional equity interests in our Kansas City, MO ASC for $0.3 million. Investing activities in 2004 also included the purchase of property and equipment for $2.0 million. These investments were partially offset by proceeds from the sale of minority equity interests in two of our ASCs of $1.1 million and proceeds of $0.1 million from the sale of certain assets of our ophthalmology practice location in Chattanooga, Tennessee.

Cash flows provided by financing activities in 2005 included $12.0 million of net borrowings under our credit facility and $1.1 million from the exercise of stock options and issuance of stock to employees as part of our employee stock purchase plan. Financing activities in 2004 included $5.0 million of net borrowings under our credit facility and $0.9 million from the exercise of stock options and issuance of stock to employees as part of our employee stock purchase plan.

At December 31, 2005, we had $17.0 million of borrowings outstanding under our revolving credit facility with a weighted average interest rate of 5.6%. We were in compliance with all of our credit agreement covenants. As of March 31, 2006, we have available approximately $21 million remaining under our credit facility. The maximum commitment available under the facility is the lesser of $50 million or the maximum allowed under the calculated ratio limitations and expires June 30, 2008. Maximum borrowing availability and applicable interest rates under the facility are based on a ratio of our total indebtedness to our earnings before interest, taxes, depreciation and amortization. Interest on borrowings under the facility is payable at an annual rate equal to our lender s published base rate plus the applicable borrowing margin ranging from 0% to .5% or LIBOR plus a range from 1.25% to 2.0%, varying depending upon our ratios and ability to meet other financial covenants. In addition, a fee ranging from .175% to .250% is charged on the unused portion of the commitment. The credit agreement contains covenants that include limitations on indebtedness, liens, capital expenditures, acquisitions, investments and share repurchases, as well as restrictions on the payment of dividends.

As of December 31, 2005 and 2004, we had cash and cash equivalents of $1.7 million and $0.5 million, respectively, and working capital of $6.7 million and $1.9 million, respectively.

In October 2005, we sold our 80% interest in our St. Joseph, Missouri ASC to the existing physician partners for $0.3 million. We sold our interest due to state licensure issues unique to this ASC as well as its limited growth potential. This ASC has been classified as a discontinued operation for all periods presented. The sale of this ASC will not have a material impact on future operating results.

We expect our cash flow from operations and funds available under our existing credit facility to be sufficient to fund our operations for at least 12 months. Our future capital requirements and the adequacy of our available funds will depend on many factors, including the timing and size of our acquisition, development and expansion activities, capital requirements associated with our surgical facilities, and the future cost of surgical equipment.

We are a party to an option agreement with an existing physician-partner who owns a 30% interest in our Thibodaux, Louisiana ASC pursuant to which the physician has the right to sell us up to a 10% equity interest in the ASC in November 2006. The purchase price of this 10% interest is based on a multiple of the ASC s twelve-month trailing earnings before interest, taxes, depreciation and amortization (EBITDA).

We have an option to purchase an additional 26% equity interest from our physician-partner in our Ft. Lauderdale, Florida ASC to enable us to increase our interest in the ASC to a majority equity interest. The purchase price of this 26% interest is based on a multiple of the ASC s twelve-month trailing EBITDA. If we elect not to exercise this option by July 2007, we have the option to sell our minority interest to our physician-partner for the original purchase price paid. If we elect not to exercise that option by September 2007, our physician-partner has the option to purchase our minority interest at the original purchase price paid.

Two partners in our Richmond, Virginia ASC who each own a 14.5% equity interest have the option to sell us back their interest at the same price they paid to acquire their interest.

We have a nonexclusive supply agreement with Alcon Laboratories, Inc. pursuant to which we can procure and utilize excimer lasers and other equipment manufactured by Alcon. Through the termination date of December 31, 2006, we will pay Alcon a monthly fee based on the number of procedures performed on each of our LADARVision Systems. We are required to pay for a minimum number of annual procedures on each LADARVision System during the remaining term, whether or not these procedures are performed. Assuming we do not procure additional LADARVision Systems under the agreement, the annual minimum commitment for 2006 would be approximately $0.8 million.

Off-Balance Sheet Arrangements

Under the definition contained in Item 303(a)(4)(ii) of Regulation S-K, we do not have any off-balance sheet arrangements.

Contractual Obligations and Commitments

We have various contractual obligations which are recorded as liabilities in our consolidated financial statements. Other items, such as certain purchase commitments are not recognized as liabilities in our consolidated financial statements but are required to be disclosed. For example, we are contractually committed to make certain minimum lease payments for the use of property under operating lease agreements. The following table summarizes our significant contractual obligations and commitments at December 31, 2005 and the future periods in which such obligations are expected to be settled in cash.

	Payments due by period (dollars in thousands)				
Contractual Obligations	**Total**	**Less than 1 year**	**1-3 years**	**3-5 years**	**More than 5 years**
Capital lease	$ 655	$ 276	$ 287	$ 92	$
Operating lease	18,872	3,809	6,422	4,432	4,209
Long-term debt (1)	17,000		17,000		
Interest payments on long-term debt (1)	2,380	952	1,428		
Notes payable	115	115			
Purchase commitments	3,276	1,775	1,085	416	
Total	$ 42,298	$ 6,927	$ 26,222	$ 4,940	$ 4,209

	Expiration by period (dollars in thousands)				
Commercial Commitments	**Total**	**Less than 1 year**	**1-3 years**	**3-5 years**	**More than 5 years**

Letter of Credit	$ 285	$ 285	$	$	$
Total	$ 285	$ 285	$	$	$

(1) Balance is amount outstanding under our revolving credit facility that expires June 30, 2008. Interest payments are based on the amount and weighted average interest rate of debt outstanding at December 31, 2005.

Recent Accounting Pronouncements

In December 2004, the FASB issued SFAS No. 123R, *Share-Based Payment*. SFAS 123R supercedes APB No. 25, FAS 123, as amended by FAS No. 148, and related interpretations. Under SFAS No. 123R, compensation cost for stock-based employee compensation is measured at the grant date based on the estimated fair value of the award and is required to be recognized as compensation expense over the vesting period. We currently plan to adopt SFAS No. 123R in the first quarter of 2006 using the modified prospective method. We expect the after-tax non-cash compensation charge for stock options and restricted stock granted through December 31, 2005, as a result of the adoption of SFAS No. 123R, to be in the range of $0.9 million to $1.0 million, or $0.04 per diluted share, for 2006.

In June 2005, the FASB ratified the conclusions of Emerging Issues Task Force No. 04-05 (EITF 04-05), *Determining Whether a General Partner or the General Partners as a Group, Controls a Limited Partnership or Similar Entity When the Limited Partners Have Certain Rights*. EITF 04-05 provides a framework for determining whether a general partner controls, and should consolidate, a limited partnership or similar entity. EITF 04-05 is effective for all limited partnerships beginning January 1, 2006. We do not expect the adoption of EITF 04-05 to have a material impact on our financial condition or results of operations.

In May 2005, the FASB issued SFAS No. 154, *Accounting Changes and Error Corrections-a replacement of APB Opinion No. 20 and FASB Statement No. 3* (SFAS 154). This statement changes the requirements for the accounting for and reporting of a change in accounting principle and applies to all voluntary changes in accounting principle. It also applies to changes required by an accounting pronouncement in the unusual instance that the pronouncement does not include specific transition provisions. SFAS 154 requires retrospective application to prior periods financial statements of changes in accounting principle, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. We are required to adopt SFAS 154 during the first quarter of 2006. We do not expect the adoption of SFAS 154 to have a material impact on our financial condition or results of operations.

In January 2003, the FASB issued Interpretation No. 46, *Consolidation of Variable Interest Entities, an Interpretation of ARB No. 51* (FIN 46R). In December 2003, the FASB issued a new version of FIN 46. FIN 46, in both its original and revised versions, provides a framework for identifying variable interest entities (VIEs) and determining when a company should consolidate a VIE for financial reporting purposes. FIN 46 was initially effective for VIEs created after January 31, 2003, with the provisions of the revised FIN 46 effective for periods ending after December 15, 2003. The adoption of FIN 46 did not have an impact on our financial position or results of operations.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Our exposure to interest rate risk relates primarily to our debt obligations and temporary cash investments. Interest rate risk is managed through variable rate and term borrowings under our credit facility. On December 31, 2005, we had $17 million outstanding under our credit facility. Accordingly, a hypothetical 100 basis point interest in market interest rates would result in an additional annual interest expense of $170,000. Our revolving line of credit bears interest at an annual rate equal to our lender s published base rate plus applicable borrowing margin ranging from 0% to 0.50% or LIBOR plus a range from 1.25% to 2.00%, varying upon our ability to meet financial covenants.

We have not used any derivative financial instruments relating to the risk associated with changes in interest rates.

Item 8. Financial Statements and Supplementary Data

The consolidated financial statements and financial statement schedules, with the Reports of Independent Registered Public Accounting Firms, listed in Item 15 are included in this Form 10-K.

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

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain a system of disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, that are designed to ensure that information required to be disclosed by us in the reports that we file under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms, and that such information is accumulated and communicated to our management, including our President and Chief Executive Officer and Executive Vice President and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

We have carried out an evaluation under the supervision and with the participation of the Company s management, including the Company s President and Chief Executive Officer and Executive Vice President and Chief Financial Officer (its principal executive officer and principal financial officer), of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on their evaluation, the President and Chief Executive Officer and Executive Vice President and Chief Financial Officer concluded that such disclosure controls and procedures were effective as of the end of the period covered by this report to ensure that required information will be disclosed on a timely basis in our reports filed under the Exchange Act.

In designing and evaluating the disclosure controls and procedures, our management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and our management necessarily was required to apply their judgment in evaluating the cost-benefit relationship of possible controls and procedures. We believe our disclosure controls and procedures provide such reasonable assurance.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the three-month period ended December 31, 2005 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management s Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Rule 13a-15(f) of the Exchange Act. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Under the supervision and with the participation of our senior management, including our President and Chief Executive Officer and Executive Vice President and Chief Financial Officer, we assessed the effectiveness of our internal control over financial reporting as of December 31, 2005, using the criteria set forth in the *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We acquired several ASCs during 2005. Accordingly, management s evaluation of internal control over financial reporting excluded the following ASCs acquired during 2005, with total assets of $20.9 million and net revenue of $4.8 million included in our consolidated financial statements as of and for the year ended December 31, 2005, respectively: Berkley, Michigan; Denver, Colorado; Fremont, Nebraska; and Whittier, California.

Based on this assessment, management has concluded that our internal control over financial reporting is effective as of December 31, 2005. BDO Siedman, LLP, our independent registered public accounting firm, has issued an audit report on management s assessment of our internal control over financial reporting which is included with our financial statements in Item 15(a)(1) and incorporated by reference.

Management s Consideration of the Restatement

In arriving at the conclusion that the internal controls over financial reporting were effective as of December 31, 2005, management considered the control deficiency related to the determination and application of generally accepted accounting principles relating to certain written call options granted in 2002, which resulted in the need to restate previously issued financial statements as disclosed in Note 2 to the Notes to Consolidated Financial Statements included in this Form 10-K. After reviewing and analyzing the facts and circumstances surrounding

the restatement, including, but not limited to, the complexity of the accounting guidance as it relates to physically settled written call options on a non-public subsidiary s equity, management concluded that the control deficiency that resulted in the restatement of prior period financial statements was not in itself a material weakness. Furthermore, management concluded that the control deficiency that resulted in the restatement when aggregated with other deficiencies did not constitute a material weakness.

Item 9B. Other Information

None.

PART III

Item 10. Directors and Executive Officers of the Registrant

The information in response to this item is incorporated by reference from the Proposal No. 1 Election of Directors, Other Directors and Executive Officers sections of our Definitive Proxy Statement to be filed with the Securities and Exchange Commission in connection with our 2006 Annual Meeting of Stockholders (the 2006 Proxy Statement).

Item 11. Executive Compensation

The information in response to this item is incorporated by reference from the Executive Compensation section of the 2006 Proxy Statement.

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

The information in response to this item is incorporated by reference from the Security Ownership of Certain Beneficial Owners and Management and Executive Compensation sections of the 2006 Proxy Statement.

Item 13. Certain Relationships and Related Transactions

The information in response to this item is incorporated by reference from the Certain Relationships and Related Transactions section of the 2006 Proxy Statement.

Item 14. Principal Accountant Fees and Services

The information in response to this item is incorporated by reference from the Disclosure of Auditor Fees section of the 2006 Proxy Statement.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) The following documents are filed as part of this Form 10-K:

1. The following consolidated financial statements of the Company, with the reports of independent registered public accounting firms, are filed as part of this Form 10-K:

- Reports of Independent Registered Public Accounting Firms
- Consolidated Balance Sheets
- Consolidated Statements of Operations
- Consolidated Statements of Stockholders Equity
- Consolidated Statements of Cash Flows
- Notes to Consolidated Financial Statements

2.

The following consolidated financial statement schedules of the Company are filed as part of this Form 10-K:
Schedule II Rule 12-09 Valuation Reserves

(b) The following exhibits are filed with this Form 10-K or incorporated by reference as set forth below:

Exhibit Number	**Exhibit**
3.1(A)	Amended and Restated Certificate of Incorporation of the Registrant
3.2(B)	Amended and Restated Bylaws of the Registrant
3.3(H)	Certificate of Ownership and Merger
4.1(A)	Specimen stock certificate representing Common Stock
4.2(A)	Registrant's Rights Agreement
10.1(B)	Registrant's Amended and Restated Stock Incentive Plan
10.2(A)	Registrant's Amended and Restated 1999 Stock Purchase Plan
10.3(A)	Indemnification Agreement
10.4(A)	Registration Rights Agreement
10.5(A)	Subordinated Registration Rights Agreement
10.23(C)*	Alcon Laboratories, Inc. Agreement
10.25(D)	Employment Agreement dated August 17, 2001 with E. Michele Vickery
10.27(E)	Employment Agreement dated October 16, 2001 with Scott T. Macomber
10.31(F)	Registrant's 2000 Employee Stock Incentive Plan
10.32(F)	Registrant's 2001 Employee Stock Incentive Plan
10.33(G)*	Amendment No. 1 to Alcon Laboratories, Inc. Agreement
10.35(I)	Fourth Amended and Restated Credit Agreement dated as of October 15, 2004
10.36(J)	Registrant's 2005 Stock Incentive Plan
10.37(J)	Form of Stock Option Agreement for stock option awards under the 2005 Stock Incentive Plan
10.38(J)	First Amendment to Employment Agreement dated July 15, 2005 with Scott T. Macomber
10.39(J)	First Amendment to Employment Agreement dated July 15, 2005 with E. Michele Vickery
10.40(K)	Asset Contribution and Exchange Agreement dated as of August 15, 2005 with Center for Outpatient Surgery
10.41(L)	Employment Agreement dated as of October 27, 2005 with Thomas S. Hall
10.42(M)	Registrant's 2005 Restricted Stock Plan
10.43(L)	Restricted Stock Award Agreement dated as of October 27, 2005 with Thomas S. Hall
10.44(N)	Asset Contribution and Exchange Agreement dated as of February 21, 2006 with Preston Plaza Surgery Center, LLP

21	Subsidiaries of the Registrant
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of BDO Seidman, LLP
31.1	

	Certification by the CEO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification by the CFO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certification of CEO and CFO pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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(A)	Incorporated by reference to the corresponding Exhibit of the Registrant's Registration Statement on Form S-1 (Reg. No. 333-79271).
(B)	Incorporated by reference to the corresponding Exhibit of the Registrant's Form 10-K filed with the Securities and Exchange Commission on March 30, 2001.
(C)	Incorporated by reference to the corresponding Exhibit on the Registrant's Form 10-Q filed with the Securities and Exchange Commission on May 15, 2001.
(D)	Incorporated by reference to the corresponding Exhibit on the Registrant's Form 10-Q filed with the Securities and Exchange Commission on November 13, 2001.
(E)	Incorporated by reference to the corresponding Exhibit on the Registrant's Form 10-K filed with the Securities and Exchange Commission on April 1, 2002.
(F)	Incorporated by reference to the corresponding Exhibit on the Registrant's Form 10-K filed with the Securities and Exchange Commission on April 14, 2003.
(G)	Incorporated by reference to the corresponding Exhibit on the Registrant's Form 10-Q filed with the Securities and Exchange Commission on May 14, 2003.
(H)	Incorporated by reference to the corresponding Exhibit on the Registrant's Form 10-K filed with the Securities and Exchange Commission on March 29, 2004.
(I)	Incorporated by reference to the corresponding Exhibit on the Registrant's Form 8-K filed with the Securities and Exchange Commission on October 20, 2004.
(J)	Incorporated by reference to the corresponding Exhibit on the Registrant's Form 10-Q filed with the Securities and Exchange Commission on August 12, 2005.
(K)	Incorporated by reference to the corresponding Exhibit on the Registrant's Form 8-K filed with the Securities and Exchange Commission on August 19, 2005.
(L)	Incorporated by reference to the corresponding Exhibit on the Registrant's Form 8-K filed with the Securities and Exchange Commission on November 2, 2005.
(M)	Incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-8 filed with the Securities and Exchange Commission on October 27, 2005 (Registration Statement No. 333-129250).
(N)	Incorporated by reference to the corresponding Exhibit on the Registrant's Form 8-K filed with the Securities and Exchange Commission on February 27, 2006.
*	Portions of this Exhibit have been omitted based upon a request for confidential treatment of this document; omitted portions have been separately filed with the Commission.

Report of Independent Registered Public Accounting Firm

Board of Directors and Shareholders
NovaMed, Inc.
Chicago, Illinois

We have audited the accompanying consolidated balance sheet of NovaMed, Inc. and subsidiaries as of December 31, 2005 and the related consolidated statements of operations, stockholders equity, and cash flows for the year then ended. We have also audited the schedule listed in the accompanying index as of and for the year ended December 31, 2005. These financial statements and schedule are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements and schedule based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and schedule are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements and schedule, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements and schedule. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of NovaMed, Inc. and subsidiaries at December 31, 2005 and the results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Also, in our opinion, the schedule presents fairly, in all material respects, the 2005 information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of NovaMed s internal control over financial reporting as of December 31, 2005, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated April 27, 2006 expressed an unqualified opinion thereon.

/s/ BDO Seidman, LLP

Chicago, Illinois
April 27, 2006

Report of Independent Registered Public Accounting Firm on Internal Control over Financial Reporting

Board of Directors and Shareholders
NovaMed, Inc.
Chicago, Illinois

We have audited management's assessment, included in the accompanying Management s Report that NovaMed, Inc. and subsidiaries maintained effective internal control over financial reporting as of December 31, 2005, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As indicated in the accompanying Management□s Report on Internal Control Over Financial Reporting, management□s assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of four of its ambulatory surgery centers (ASCs), which the Company acquired on various dates during 2005, and whose financial statements reflect total assets and net revenue constituting $20.9 million and $4.8 million, respectively, of the related consolidated amounts as of and for the year ended December 31, 2005. Our audit of internal control over financial reporting of the Company also did not include an evaluation of the internal control over financial reporting of these four ASCs.

In our opinion, management's assessment that the Company maintained effective internal control over financial reporting as of December 31, 2005, is fairly stated, in all material respects, based on the COSO criteria. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2005, based on the COSO criteria.

We have also audited, in accordance with the standards of the Public Company Accounting Standards Board (United States), the consolidated balance sheet of NovaMed, Inc. and subsidiaries as of December 31, 2005, and the related consolidated statements of operations, stockholders□ equity and cash flows for the year then ended and our report dated April 27, 2006 expressed an unqualified opinion on those consolidated financial statements.

/s/ BDO Seidman, LLP

Chicago, Illinois
April 27, 2006

Report of Independent Auditors

To the Board Directors and Shareholders
of NovaMed, Inc:

In our opinion, the consolidated financial statements listed in the index appearing under Item 15(a)(1) present fairly, in all material respects, the financial position of NovaMed, Inc. and its subsidiaries at December 31, 2004 and the results of their operations and their cash flows for each of the two years in the period ended December

31, 2004 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedules listed in the index appearing under Item 15(a)(2) present fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. These financial statements and financial statement schedules are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements and financial statement schedules based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States of America). These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in Note 2, the accompanying 2004 and 2003 financial statements have been restated.

PricewaterhouseCoopers LLP
Chicago, Illinois
February 15, 2005, except for Note 2, for which the date is April 27, 2006

NOVAMED, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Dollars in thousands)

	December 31, 2005	December 31, 2004 *(restated)*
ASSETS		
Current assets:		
Cash and cash equivalents, including $1,127 and $387 of restricted cash, respectively	$ 1,690	$ 500
Accounts receivable, net of allowances of $13,941 and $9,998, respectively	11,933	10,183
Notes and amounts due from related parties	541	719
Inventory	2,012	1,513
Prepaid expenses and deposits	1,310	1,165
Current assets of discontinued operations	—	76
Total current assets	17,486	14,156
Property and equipment, net	9,940	8,045
Intangible assets, net	68,299	51,040
Noncurrent deferred tax assets, net	470	2,248
Other assets, net	967	1,052
Noncurrent assets of discontinued operations	—	246
Total assets	$ 97,162	$ 76,787
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Accounts payable	$ 5,529	$ 4,810
Accrued expenses	4,897	6,758
Current maturities of long-term debt	302	274
Current liabilities of discontinued operations	89	386

Total current liabilities	10,817	12,228
Long-term debt, net of current maturities	17,404	5,314
Minority interests	10,266	8,424
Commitments and contingencies		
Stockholders' equity:		
Series E Junior Participating Preferred Stock, $0.01 par value, 1,912,000 shares authorized, none outstanding at December 31, 2005 and 2004	—	—
Common stock, $0.01 par value, 81,761,465 shares authorized, 26,783,396 and 25,649,921 shares issued at December 31, 2005 and 2004, respectively.	268	256
Additional paid-in-capital	84,830	79,710
Deferred compensation	(1,572)	
Accumulated deficit	(17,393)	(22,982)
Treasury stock, at cost, 4,386,641 and 4,208,743 shares at December 31, 2005 and 2004, respectively.	(7,458)	(6,163)
Total stockholders' equity	58,675	50,821
Total liabilities and stockholders' equity	$ 97,162	$ 76,787

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

NOVAMED, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(Dollars in thousands, except per share data)

	Years Ended December 31,		
	2005	**2004**	**2003**
		(restated)	***(restated)***
Net revenue:			
Surgical facilities	$ 60,169	$ 45,704	$ 35,428
Product sales and other	21,057	17,944	19,096
Total net revenue	81,226	63,648	54,524
Operating expenses:			
Salaries, wages and benefits	25,844	21,420	20,067
Cost of sales and medical supplies	19,628	15,434	13,199
Selling, general and administrative	16,939	13,464	11,532
Depreciation and amortization	2,458	2,445	2,634
Total operating expenses	64,869	52,763	47,432
Operating income	16,357	10,885	7,092
Other (income) expense:			

Interest expense.	763	226	119
Interest income	(42)	(84)	(130)
Minority interests in earnings of consolidated entities	7,372	4,863	2,602
Gain on sale of minority interests	(110)	(99)	(892)
Earnings of non-consolidated affiliate	(106)	(23)	
Change in fair market value of written call options on subsidiaries		1,613	1,62
Other	(361)	(106)	(181)
Total other (income) expense	7,516	6,390	3,140
Income before income taxes	8,841	4,495	3,952
Income tax provision	3,536	2,442	2,230
Net income from continuing operations	5,305	2,053	1,722
Net income from discontinued operations	213	793	147
Gain on sale of discontinued operations	71		
Net income	$ 5,589	$ 2,846	$ 1,869
Net earnings per common share from continuing operations:			
Basic	$ 0.24	$ 0.10	$ 0.08
Diluted	$ 0.22	$ 0.09	$ 0.08
Net earnings per common share:			
Basic	$ 0.25	$ 0.13	$ 0.09
Diluted	$ 0.23	$ 0.12	$ 0.08

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

NOVAMED, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY
(Dollars and shares in thousands)

	Common Stock					Treasury Stock		
	Shares	Par Value	Additional Paid-In Capital	Deferred Compensation Restricted Stock	Retained Earnings (Accumulated) (Deficit)	Shares	At Cost	Total Stockholders Equity
Balance, December 31, 2002 - restated	24,905	$ 249	$ 77,753	$	$ (27,697)	(2,473)	$ (2,222)	$ 48,083
Shares received as consideration in divestiture transactions.						(1,370)	(2,238)	(2,238)
Stock options exercised	101	1	171					172

Shares issued - employee stock purchase plan	40		40					40
Net income - restated					1,869			1,869
Balance, December 31, 2003 - restated	25,046	250	77,964		(25,828)	(3,843)	(4,460)	47,926
Shares received as consideration in divestiture transactions.			170			(366)	(1,703)	(1,533)
Stock options exercised	583	6	1,529					1,535
Shares issued - employee stock purchase plan	21		47					47
Net income - restated					2,846			2,846
Balance, December 31, 2004 - restated	25,650	256	79,710		(22,982)	(4,209)	(6,163)	50,821
Shares received as consideration in divestiture transactions.						(49)	(301)	(301)
Stock options exercised	864	9	3,423			(129)	(994)	2,438
Shares issued - employee stock purchase plan	19		77					77
Restricted stock grant	250	3	1,620	(1,623)				
Deferred compensation recognized				51				51
Net income					5,589			5,589
Balance, December 31, 2005	26,783	$ 268	$ 84,830	$ (1,572)	$ (17,393)	(4,387)	$ (7,458)	$ 58,675

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

NOVAMED, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in thousands)

	Years Ended December 31,		
	2005	**2004** *(restated)*	**2003** *(restated)*
Cash flows from operating activities:			
Net income	$ 5,589	$ 2,846	$ 1,869
Adjustments to reconcile net income to net cash provided by continuing operations, net of effects of purchase transactions:			
Net income from discontinued operations	(284)	(793)	(147)
Depreciation and amortization	2,458	2,445	2,634
Gain on sale of minority interests	(110)	(99)	(892)
Earnings of non-consolidated affiliate	(106)	(23)	
Deferred compensation	51		
Deferred taxes	3,308	2,379	2,230
Minority interests	7,372	4,863	2,602
Distributions to minority partners	(7,229)	(3,743)	(2,184)

Changes in operating assets and liabilities			
Accounts receivable	(609)	(378)	(1,142)
Inventory	(390)	92	(336)
Other current assets	(41)	(38)	3,894
Other noncurrent assets	97	88	221
Accounts payable, accrued expenses and income taxes payable	1,653	2,513	516
Net cash provided by continuing operations	11,759	10,152	9,265
Cash flows from investing activities:			
Payments for acquisitions, net	(22,172)	(26,896)	
Purchases of property and equipment	(2,608)	(2,044)	(2,884)
Proceeds from sale of minority interests	941	1,138	2,575
Proceeds from sale of property and equipment	63	101	331
Proceeds from sale of securities	40	74	
Net cash (used in) provided by investing activities	(23,736)	(27,627)	22
Cash flows from financing activities:			
Borrowings under revolving credit agreement	45,800	19,000	825
Payments under revolving credit agreement	(33,800)	(14,000)	(825)
Proceeds from the issuance of stock, net of issuance costs	1,055	889	171
Payments of other debt, debt issuance fees and capital lease obligations	(407)	(146)	(170)
Net cash provided by financing activities	12,648	5,743	1
Cash flows from discontinued operations:			
Operating activities	74	(124)	(2,164)
Investing activities	445	555	2,720
Financing activities			
Net cash provided by discontinued operations	519	431	556
Net increase (decrease) in cash and cash equivalents	1,190	(11,301)	9,844
Cash and cash equivalents, beginning of year	500	11,801	1,957
Cash and cash equivalents, end of year	$ 1,690	$ 500	$ 11,801

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

NOVAMED, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except per share data)

1. GENERAL INFORMATION

Description of the Business

NovaMed, Inc. (NovaMed) along with its subsidiaries (collectively, the Company) is an owner and operator of ambulatory surgery centers (ASCs). The Company's primary focus and strategy is to acquire, develop and operate ASCs in joint ownership with physicians throughout the United States. At December 31, 2005, the Company owned and operated 28 ASCs where surgeons perform various surgical procedures, predominantly ophthalmic procedures. The Company owned a majority interest in 23 of its ASCs and a minority interest in two ASCs, with

(Dollars in thousands, except per share data)

physicians owning the remaining equity interests in these 25 ASCs. The Company owns all of the equity interests in its other three ASCs. In the future the Company may elect to sell to physicians a minority interest in these three facilities. The Company also has laser services agreements pursuant to which it provides excimer lasers and other services to ophthalmologists for their use in performing laser vision correction (LVC) surgery.

The Company also owns and operates optical laboratories, an optical products purchasing organization and a marketing products and services business.

The Company also continues to provide management services to two eye care practices pursuant to long-term service agreements. These practices are located in Illinois and Georgia. Under these service agreements, the Company provides business, information technology, administrative and financial services to its affiliated providers in exchange for a management fee.

2. RESTATEMENT

These consolidated financial statements have been restated for the years ending December 31, 2004, 2003, and 2002 (including interim periods), and the first three fiscal quarters of 2005.

During the course of the preparation of the Company's financial statements for the year ended December 31, 2005, errors were identified with respect to the Company's application of generally accepted accounting principles relating to certain written options ("the ASC Options") granted by the Company to several physicians. The terms of the ASC Options provided these physicians with the right to acquire equity interests held by the Company in specified ASCs for fixed prices at various dates in the future. Historically, the Company has not accounted for the written call options. The Company purchased these written call options from the physicians in August of 2004 and March of 2005, see Note 6, for $200 and $3,600, respectively, and incorrectly recorded the purchase price as additional goodwill. The Company has determined that the ASC Options should have been initially recorded, at grant date, as a liability in its financial statements at their fair market value. The Company has also determined that the initial liability recorded should have been adjusted during each subsequent fiscal quarter for changes in fair market value with an offsetting adjustment to earnings and that upon the purchase of the call options from the physicians, the liability should have been eliminated with the difference between the purchase price and the liability being recorded as a gain or loss.

Effects of the Restatement

The restatement also impacted or made changes to the following financial statement footnotes: Note 3, 4, 6, 8, 9, 11, 17, and 20.

The following tables set forth the effects of the restatement relating to the ASC Options on the affected line items within the Company's previously reported Consolidated Financial Statements for the periods shown below:

	As of December 31,	
	2004 As previously reported	2004 As restated
Consolidated Balance Sheets data:		
Intangible assets, net	$ 51,240	$ 51,040
Total Assets	76,987	76,787
Accrued expenses	3,158	6,758
Total current liabilities	8,628	12,228

Accumulated deficit	(19,182)	(22,982)
Total stockholders equity	54,621	50,821
Total liabilities and stockholders equity	76,987	76,787

	December 31,			
	2004 As previously reported	2004 As restated	2003 As previously reported	2003 As restated
Consolidated Statement of Operations data:				
Change in fair market value of written call options on subsidiaries	$	$ 1,613	$	$ 1,622
Total other (income) expense	4,777	6,390	1,518	3,140
Income before income taxes	6,108	4,495	5,574	3,952
Net income from continuing operations	3,666	2,053	3,344	1,722
Net income	4,459	2,846	3,491	1,869
Net earnings per common share from continuing operations:				
Basic	$ 0.17	$ 0.10	$ 0.16	$ 0.08
Diluted	$ 0.16	$ 0.09	$ 0.15	$ 0.08
Net earnings per common share:				
Basic	$ 0.21	$ 0.13	$ 0.16	$ 0.09
Diluted	$ 0.19	$ 0.12	$ 0.16	$ 0.08

NOVAMED, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Dollars in thousands, except per share data)

	December 31,					
	2004 As previously reported	2004 As restated	2003 As previously reported	2003 As restated	2002 As previously reported	As
Consolidated Statement of Stockholders Equity data:						
Net income	$ 4,459	$ 2,846	$ 3,491	$ 1,869	$ 210	$
Balance, December 31:						
Retained Earnings (Accumulated Deficit)	(19,182)	(22,982)	(23,641)	(25,828)	(27,132)	
Total Stockholders Equity	54,621	50,821	50,113	47,926	48,648	

Only certain individual line items within net cash provided by continuing operations have been restated in the statements of cash flows for 2004 and 2003. Net cash flow from continuing operations for these periods was not affected by the restatement.

The effect of the restatement on the quarterly financial statements by line item is as follows:

	As of March 31, 2005		As of June 30, 2005		As of September 30,	
	As previously reported	As restated	As previously reported	As restated	As previously reported	As res
Consolidated Balance Sheets data:						
Intangible assets, net	$ 58,402	$ 54,421	$ 60,605	$ 56,624	$ 60,491	$ 56
Total Assets	86,383	82,583	90,936	87,136	90,147	86
Accumulated deficit	(17,828)	(21,628)	(16,449)	(20,249)	(14,822)	(18
Total stockholders equity	55,991	52,191	57,784	53,984	60,659	56
Total liabilities and stockholders equity	86,383	82,583	90,936	87,136	90,147	86

	As of March 31, 2004		As of June 30, 2004		As of September 30,	
	As previously reported	As restated	As previously reported	As restated	As previously reported	As res
Consolidated Balance Sheets data:						
Intangible assets, net	$ 26,562	$ 26,562	$ 34,670	$ 34,670	$ 47,398	$ 47
Total Assets	65,125	65,125	66,713	66,713	77,381	77
Accrued expenses	2,451	4,770	2,439	5,656	3,160	6
Total current liabilities	8,498	10,817	8,563	11,780	9,122	12
Accumulated deficit	(22,300)	(24,619)	(21,471)	(24,688)	(20,401)	(23
Total stockholders equity	50,146	47,827	51,043	47,826	52,884	49
Total liabilities and stockholders equity	65,125	65,125	66,713	66,713	77,381	77

NOVAMED, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Dollars in thousands, except per share data)

As a result of the restatement, previously reported statement of operations data for 2005 were not affected.

	As of March 31, 2004		As of June 30, 2004		As of September 30, 2004	
	As previously reported	As restated	As previously reported	As restated	As previously reported	As restated
Consolidated Statement of Operations data:						
Change in fair market value of written call options on subsidiaries	$	$ 132	$	$ 898	$	$ 176
Total other (income) expense	539	671	1,127	2,025	1,601	1,777
Income before income taxes	1,179	1,047	1,267	369	1,719	1,543
Net income from continuing						

operations	708	576	760	(138)	1,031	855
Net income	1,342	1,210	829	(69)	1,070	894
Net earnings per common share from continuing operations:						
Basic	$ 0.03	$ 0.03	$ 0.04	$ (0.01)	$ 0.05	$ 0.04
Diluted	$ 0.03	$ 0.02	$ 0.03	$ (0.01)	$ 0.05	$ 0.04
Net earnings per common share:						
Basic	$ 0.06	$ 0.06	$ 0.04	$ 0.00	$ 0.05	$ 0.04
Diluted	$ 0.06	$ 0.05	$ 0.04	$ 0.00	$ 0.05	$ 0.04

	As of March 31, 2003		As of June 30, 2003		As of September 30, 2003	
	As previously reported	As restated	As previously reported	As restated	As previously reported	As restated
Consolidated Statement of Operations data:						
Change in fair market value of written call options on subsidiaries	$ □	$ 578	$ □	$ 310	$ □	$ 266
Total other (income) expense	440	1,018	648	958	826	1,092
Income before income taxes	851	273	1,252	942	1,258	992
Net income from continuing operations	508	(70)	752	442	753	487
Net income	563	(15)	790	480	798	532
Net earnings per common share from continuing operations:						
Basic	$ 0.02	$ 0.00	$ 0.04	$ 0.02	$ 0.04	$ 0.02
Diluted	$ 0.02	$ 0.00	$ 0.03	$ 0.02	$ 0.03	$ 0.02
Net earnings per common share:						
Basic	$ 0.03	$ 0.00	$ 0.04	$ 0.02	$ 0.04	$ 0.02
Diluted	$ 0.03	$ 0.00	$ 0.04	$ 0.02	$ 0.04	$ 0.02

NOVAMED, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS □ (Continued)
(Dollars in thousands, except per share data)

The effect of the restatement on the Company□s segments by line item is as follows:

	Surgical Facilities	
	As previously reported	As restated

(Dollars in thousands, except per share data)

2004:		
Earnings (loss) before taxes	$ 8,791	$ 7,178
Identifiable assets	59,454	59,254
2003:		
Earnings (loss) before taxes	9,151	7,529
Identifiable assets	30,163	30,163

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Financial Statement Presentation and Principles of Consolidation

The consolidated financial statements include the financial statements of NovaMed and its wholly owned and majority owned subsidiaries. In addition, the Company consolidates the accounts of an ASC in which it does not hold a majority ownership interest because the Company maintains effective control over the ASC's assets and operations. The Company uses the equity method of accounting for the other ASC in which it owns a minority interest. The Company consolidates two physician practice management (PPM) entities under the guidance of EITF 97-2 "Application of FASB Statement No. 94 and APB Opinion No. 16 to Physician Practice Management Entities and Certain Other Entities with Contractual Management Arrangements." All significant intercompany balances and transactions have been eliminated in consolidation. Prior year amounts have been reclassified to conform to current year presentation.

Cash and Cash Equivalents

Cash and cash equivalents include all highly liquid instruments with an original maturity of three months or less from the date of purchase. Pursuant to three of its limited liability company agreements, the cash held by each entity is restricted to that entity's use. The cash balance subject to such restrictions was $1,127 and $387, at December 31, 2005 and 2004, respectively. Pursuant to one of its limited liability company agreements, reserves established to fund the operating and other liabilities of that entity are to be held in that entity's bank account. The cash balance subject to such restriction was $0 at December 31, 2005 and 2004.

Inventory

Inventory consists primarily of optical products such as eyeglass frames, optical lenses and contact lenses, as well as surgical supplies used in connection with the operation of the Company's ASCs. Inventory is valued at the lower of cost or market, with cost determined using the first-in, first-out (FIFO) method. The Company routinely reviews its inventory for obsolete, slow moving or otherwise impaired inventory and records a related expense in the period such impairment is known and quantifiable.

Year ended December 31,	**2005**	**2004**
Optical products	$ 824	$ 711
Surgical supplies	967	707
Other	221	95
Total inventory	$ 2,012	$ 1,513

Property and Equipment

Property and equipment are stated at lower of cost or fair value at the date of acquisition. Depreciation of property and equipment is calculated using the straight-line method over the estimated useful lives of the related assets, generally three to seven years for equipment, computer software, furniture and fixtures, and the lesser of the lease term or 10 years for leasehold improvements. Routine maintenance and repairs are charged to expense as incurred.

Intangible Assets

The Company's acquisitions and affiliations involve the purchase of tangible and intangible assets and the assumption of certain liabilities. As part of the purchase price allocation, the Company allocates the purchase price to the tangible assets acquired and liabilities assumed, based on estimated fair market values, with the remainder of the purchase price allocated to intangibles. The Company accounts for intangible assets in accordance with Statement of Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets* (SFAS 142). Goodwill is not amortized but is subject to an annual impairment assessment in relation to its fair value.

Impairment of Long-Lived Assets

The Company reviews the carrying value of the long-lived assets periodically to determine if facts and circumstances exist that would suggest that assets might be impaired or that the useful lives should be modified. Among the factors the Company considers in making the evaluation are changes in market position and profitability. If facts and circumstances are present which may indicate impairment is probable, the Company will prepare a projection of the undiscounted cash flows of the specific business entity and determine if the long-lived assets are recoverable based on these undiscounted cash flows. If impairment is indicated, an adjustment will be made to reduce the carrying amount of these assets to their fair value.

The Company accounts for impairment and disposal of its long-lived assets in accordance with Statement of Financial Accounting Standards No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets* (SFAS 144). Although SFAS 144 supercedes SFAS 121, *Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of* and APB Opinion 30, *Reporting the Results of Operations Reporting the Effects of Disposal of a Segment of Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions* (APB 30), the accounting treatment related to the Company s decision in September 2001 to discontinue its management services segment under APB Opinion 30 was not impacted. During 2002, the Company sold additional operations not contemplated in its 2001 divestiture plan. The sale of these businesses, as well as the sale of its interest in an ASC during 2005, were accounted for under SFAS 144.

Income Taxes

The Company uses the liability method of accounting for income taxes in accordance with Statement of Financial Accounting Standards No. 109, *Accounting for Income Taxes*. Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes, using enacted tax rates in effect for the year in which the differences are expected to reverse. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

Fair Value of Financial Instruments

The carrying value of all financial instruments such as accounts receivable, notes and amounts due from affiliated providers, accounts payable and accrued expenses are reasonable estimates of their fair value because of the short maturity of these items. The Company believes the current carrying amounts of its notes receivable from related parties, line of credit and obligations under capital leases approximate fair value because the

interest rates on these instruments are subject to change with, or approximate, market interest rates.

The Company has historically granted certain physicians physically settled written call options on the equity of certain ASCs. The Company's policy is to estimate and record the fair market value of these call options on the grant date and record subsequent increases and decreases in the fair market value as expense or income, respectively, in the Company's Consolidated Statement of Operations. If the related option is subsequently exercised, the Company's policy is to reverse the cumulative effect of the previously recorded expense or income associated with changes in the fair market value of the written call options.

Revenue Recognition

Surgical Facilities

Revenue in the Company's ASCs is based on fees charged to patients, third-party payors or others for use of the facilities and relate primarily to surgical procedures performed in the ASCs. Revenue from fixed-site laser services installations is the fee charged to the doctor for use of the laser placed in that doctor's facility. Surgical facility revenue is net of contractual adjustments and a provision for doubtful accounts and is recognized at the time the surgical procedure is performed. The contractual allowance is the difference between the fee charged and the amount expected to be paid by the patient or the applicable third-party payor, which includes Medicare and private insurance. The Company bases its estimates for the contractual allowance on the Medicare reimbursement rates when Medicare is the payor, contracted rates with other third party payors or historical experience when there is not a specific contracted rate. The estimate for doubtful accounts is based on the aging category and historical collection experience.

Product Sales and Other

The Company's optical products purchasing organization negotiates volume buying discounts with optical products manufacturers. The buying discounts and any handling charges billed to the members of the buying group represent the revenue recognized for financial reporting purposes. Revenue is recognized as orders are shipped to members. The Company bases its estimates for sales returns and discounts on historical experience and has not experienced significant fluctuations between estimated and actual return activity and discounts given. Revenue generated from affiliated ophthalmologists and optometrists with whom the Company has a management services agreement is eliminated in consolidation.

The Company's optical laboratories manufacture and distribute corrective lenses and eyeglasses to both affiliated and non-affiliated ophthalmologists and optometrists. Revenue is recognized when product is shipped, net of an allowance for discounts. The Company's marketing products and services company recognizes revenue when the product is shipped or service rendered.

The Company owns the net operating assets and has long-term service agreements (SAs) with an ophthalmology practice and an optometric practice with a retail optical store. The Company provides services, facilities and equipment under these SAs. The SAs have 25 to 40-year terms and require the Company to provide all of the business, administrative and financial services necessary to operate the practices and the retail optical store. The Company recognizes the revenue of the SAs based on services performed and retail sales adjusted for contractual arrangements. These practices are consolidated in the Company's financial statements and all intercompany transactions are eliminated.

The Company also records an estimate for doubtful accounts based on the aging category and historical collection experience of each product sales and other business described above.

Cost of Sales and Medical Supplies

(Dollars in thousands, except per share data)

Cost of sales and medical supplies includes the cost of optical products such as eyeglass frames, optical lenses, contact lenses and surgical supplies, direct labor costs incurred in the preparation of optical lenses, and the per procedure fees related to operating the equipment used in LVC procedures.

Stock Compensation

As discussed in Recent Accounting Pronouncements on page F-17 of this Form 10-K, the Company will adopt a new accounting standard regarding its accounting for stock-based employee compensation effective January 1, 2006. Prior to that date, the Company accounted for its stock-based employee compensation plans under the recognition and measurement principles of Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees*, and related interpretations. No stock option based employee compensation cost is reflected in net income, as all options granted under those plans had an exercise price equal to or above the market value of the underlying common stock at the date of grant. The following table illustrates the effect on net income and earnings per share if the Company had applied the fair value recognition provisions of Statement of Financial Accounting Standards No. 123, *Accounting for Stock-Based Compensation*. In November 2005, the Company issued 250,000 shares of restricted stock under its 2005 Restricted Stock Plan, and $51 of compensation expense was recognized in 2005. See Note 16 for additional information regarding stock plans.

	2005	2004 *(restated)*	2003 *(restated)*
Net income – as reported	$ 5,589	$ 2,846	$ 1,869
Deduct: Total stock-based employee compensation expense, net of related tax effects	(640)	(879)	(1,452)
Pro forma net income	4,949	$ 1,967	$ 417
Earnings per share:			
Basic – as reported	$ 0.25	$ 0.10	$ 0.09
Basic – pro forma	$ 0.23	$ 0.09	$ 0.02
Diluted – as reported	$ 0.23	$ 0.14	$ 0.08
Diluted – pro forma	$ 0.21	$ 0.09	$ 0.02

The fair value of these options was estimated using the Black-Scholes option-pricing model with the following assumptions:

	2005	2004	2003
Expected option life in years	4	4	4
Risk-free interest rate	3.93%	2.50%	2.44%
Dividend yield	–	–	–
Expected volatility	.660	.708	.830

Concentration of Credit Risk

For the years ended December 31, 2005, 2004 and 2003, approximately 39%, 40% and 40%, respectively, of the Company's net revenue was received from Medicare and other governmental programs, which reimburse providers based on fee schedules determined by the related governmental agency. In the ordinary course of

business, providers receiving reimbursement from Medicare and other governmental programs are potentially subject to a review by regulatory agencies concerning the accuracy of billings and sufficiency of supporting documentation.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Recent Accounting Pronouncements

In December 2004, the FASB issued SFAS No. 123R, *Share-Based Payment*. SFAS 123R supercedes APB No. 25, FAS 123, as amended by FAS No. 148, and related interpretations. Under SFAS No. 123R, compensation cost for stock-based employee compensation is measured at the grant date based on the estimated fair value of the award and is required to be recognized as compensation expense over the vesting period. We currently plan to adopt SFAS No. 123R in the first quarter of 2006 using the modified prospective method. We expect the after-tax non-cash compensation charge for stock options and restricted stock granted through December 31, 2005, as a result of the adoption of SFAS No. 123R, to be in the range of $0.9 million to $1.0 million, or $0.04 per diluted share, for 2006.

In June 2005, the FASB ratified the conclusions of Emerging Issues Task Force No. 04-05 (EITF 04-05), *Determining Whether a General Partner or the General Partners as a Group, Controls a Limited Partnership or Similar Entity When the Limited Partners Have Certain Rights*. EITF 04-05 provides a framework for determining whether a general partner controls, and should consolidate, a limited partnership or similar entity. EITF 04-05 is effective for all limited partnerships beginning January 1, 2006 and we do not expect the adoption of EITF 04-05 to have a material impact on our financial condition or results of operations.

In May 2005, the FASB issued SFAS No. 154, *Accounting Changes and Error Corrections-a replacement of APB Opinion No. 20 and FASB Statement No. 3* (SFAS 154). This statement changes the requirements for the accounting for and reporting of a change in accounting principal and applies to all voluntary changes in accounting principal. It also applies to changes required by an accounting pronouncement in the unusual instance that the pronouncement does not include specific transition provisions. SFAS 154 requires retrospective application to prior periods financial statements of changes in accounting principle, unless it is impracticable to determine either the

period-specific effects or the cumulative effect of the change. We are required to adopt SFAS 154 during the first quarter of 2006. We do not expect the adoption of SFAS 154 to have a material impact on our financial condition or results of operations.

In January 2003, the FASB issued Interpretation No. 46, *Consolidation of Variable Interest Entities, an Interpretation of ARB No. 51* (FIN 46R). In December 2003, the FASB issued a new version of FIN 46. FIN 46, in both its original and revised versions, provides a framework for identifying variable interest entities (VIEs) and determining when a company should consolidate a VIE for financial reporting purposes. FIN 46 was initially effective for VIEs created after January 31, 2003, with the provisions of the revised FIN 46 effective for periods ending after December 15, 2003. The adoption of FIN 46 did not have an impact on our financial position or results of operations.

4. EARNINGS PER COMMON SHARE (EPS)

Diluted EPS is calculated by dividing net income by the weighted average number of common shares, including the dilutive effect of potential common shares outstanding during the period. The dilutive effect of potential common shares, consisting of outstanding stock options and restricted stock, is calculated using the treasury stock method.

Earnings per common share is calculated as follows:

	Year Ended December 31,		
	2005	2004	2003
		(restated)	*(restated)*
Net income from continuing operations	$ 5,305	$ 2,053	$ 1,722
Net income from discontinued operations	284	793	147
Net income	$ 5,589	$ 2,846	$ 1,869
Basic weighted average number of common shares outsta			