

IDE IMAGING PARTNERS INC
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PROSPECTUS

Radnet Management, Inc.

Exchange Offer for 10 3/8% Senior Notes due 2018

We are offering to exchange up to \$200,000,000 of our new 10 3/8% Senior Notes due 2018, which are wholly and unconditionally guaranteed by RadNet, Inc., the parent company of Radnet Management, Inc. and certain subsidiaries of Radnet Management, Inc. (the exchange notes), in an exchange registered under the Securities Act of 1933, as amended (the Securities Act), for any and all of our outstanding 10 3/8% Senior Notes due 2018, which are wholly and unconditionally guaranteed by RadNet, Inc. and certain subsidiaries of Radnet Management, Inc. (the outstanding notes). We are offering to exchange the exchange notes for the outstanding notes to satisfy our obligations contained in the registration rights agreement that we entered into when the outstanding notes were sold pursuant to Rule 144A and Regulation S under the Securities Act on April 6, 2010.

The Exchange Offer

We will exchange all outstanding notes that are validly tendered and not validly withdrawn for an equal principal amount of exchange notes that are freely tradable.

You may withdraw tenders of outstanding notes at any time prior to the expiration date of the exchange offer. The exchange offer expires at 5:00 p.m., New York City time, on February 11, 2011 unless extended. We do not currently intend to extend the expiration date.

The exchange of the outstanding notes for exchange notes in the exchange offer will not be a taxable event for U.S. federal income tax purposes.

We will not receive any proceeds from the exchange offer.

The Exchange Notes

The terms of the exchange notes to be issued in the exchange offer are substantially identical to the outstanding notes, except that the exchange notes will be freely tradable.

Results of the Exchange Offer

The exchange notes may be sold in the over-the-counter market, in negotiated transactions or through a combination of such methods. We do not plan to list the notes on a national securities exchange or elsewhere.

All untendered outstanding notes will continue to be subject to the restrictions on transfer set forth in the outstanding notes and in the related indenture. In general, the outstanding notes may not be offered or sold, unless registered under the Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. Other than in connection with the exchange offer, we do not currently anticipate that we will register the outstanding notes under the Securities Act.

See Risk Factors beginning on page 16 for a discussion of certain risks that you should consider before participating in the exchange offer.

Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. The letter of transmittal states that by so acknowledging and delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for outstanding notes where such outstanding notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. In addition, all dealers effecting transactions in the exchange notes may be required to deliver a prospectus. We have agreed that, for a period of 180 days after the date of this prospectus, we will make this prospectus available to any broker-dealer for use in connection with such resale. See Plan of Distribution.

If you are our affiliate or are engaged in, or intend to engage in, or have an agreement or understanding to participate in, a distribution of the exchange notes, you cannot rely on the applicable interpretations of the Securities and Exchange Commission and you must comply with the registration requirements of the Securities Act in connection with any resale transaction.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the exchange notes to be distributed in the exchange offer or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is January 13, 2011.

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You should rely only on the information contained in this prospectus or in any additional written communication prepared by or authorized by us. We have not authorized anyone to provide you with any information or represent anything about us, our financial results or the exchange offer that is not contained in this prospectus or in any additional written communication prepared by or on behalf of us. If given or made, any such other information or representation should not be relied upon as having been authorized by us. We are not making an offer to exchange the outstanding notes in any jurisdiction where the offer or sale is not permitted. You should assume that the information in this prospectus or in any additional written communication prepared by or on behalf of us is accurate only as of the date on its cover page.

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PROSPECTUS SUMMARY

This summary highlights information about our business from this prospectus. This summary does not contain all of the information that you should consider before investing in the notes. You should read the entire prospectus, including the financial data and related notes, before making an investment decision. Unless the context otherwise requires, references in this prospectus to we, our, us, the company and Radnet refer to Radnet Management, Inc. and its parent company, RadNet, Inc. and its wholly owned subsidiaries and its predecessors. Additionally, unless the context otherwise requires, references to the Issuer in this prospectus refer to Radnet Management, Inc. However, in the Prospectus Summary Summary of the Exchange Offer, Prospectus Summary The Exchange Notes, Description of Notes, and The Exchange Offer sections of this prospectus, references to we, us, and our and similar expressions are to Radnet Management, Inc. or Radnet Management.

Our Company

With 192 centers, as of September 30, 2010, located in California, Delaware, Maryland, New Jersey, Florida, Kansas and New York, we are the leading national provider of freestanding, fixed-site outpatient diagnostic imaging services in the United States based on number of locations and annual imaging revenue. Our centers provide physicians with imaging capabilities to facilitate the diagnosis and treatment of diseases and disorders and may reduce unnecessary invasive procedures, often minimizing the cost and amount of care for patients. Our services include magnetic resonance imaging (MRI), computed tomography (CT), positron emission tomography (PET), nuclear medicine, mammography, ultrasound, diagnostic radiology (X-ray), fluoroscopy and other related procedures. The vast majority of our centers offer multi-modality imaging services, a key point of differentiation from our competitors. Our multi-modality strategy diversifies revenue streams, reduces exposure to reimbursement changes and provides patients and referring physicians one location to serve the needs of multiple procedures.

We seek to develop leading positions in regional markets in order to leverage operational efficiencies. Our scale and density within selected geographies provides close, long-term relationships with key payors, radiology groups and referring physicians. Each of our facility managers is responsible for managing relationships with local physicians and payors, meeting our standards of patient service and maintaining profitability. We provide corporate training programs, standardized policies and procedures and sharing of best practices among the physicians in our regional networks.

We derive substantially all of our revenue, directly or indirectly, from fees charged for the diagnostic imaging services performed at our facilities. For the year ended December 31, 2009, we performed 3,174,006 diagnostic imaging procedures and generated net revenue from continuing operations of \$524 million.

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The Refinancing Transactions

On April 6, 2010, Radnet Management issued and sold \$200,000,000 in 10 3/8% senior notes due 2018, which are the subject of the exchange offer described in this prospectus, to the initial purchasers, Deutsche Bank Securities Inc., Barclays Capital Inc., RBC Capital Markets Corporation and Jefferies & Company Inc., who resold the notes to qualified institutional buyers pursuant to Rule 144A under the Securities Act, and to non-U.S. persons in offshore transactions pursuant to Regulation S under the Securities Act. All payments of the 10 3/8% senior notes due 2018, including principal and interest, are guaranteed jointly and severally on a senior unsecured basis by RadNet, Inc. and all of Radnet Management's current and future domestic wholly owned restricted subsidiaries. The 10 3/8% notes due 2018 were issued under an indenture, dated April 6, 2010, by and among Radnet Management, as issuer, RadNet, Inc., as parent guarantor, certain of the subsidiary guarantors listed on the Table of Additional Registrant Guarantors, and U.S. Bank National Association, as trustee, in a private placement that was not subject to the registration requirements of the Securities Act. Please refer to the section entitled Description of Notes for additional information on the material provisions of the indenture and the notes.

In connection with the sale of the 10 3/8% senior notes due 2018, Radnet Management, RadNet, Inc. and certain of the guarantors listed on the Table of Additional Registrant Guarantors entered into a registration rights agreement, dated as of April 6, 2010, with Deutsche Bank Securities Inc. and Barclays Capital Inc., as the representatives of the initial purchasers of the Notes. Pursuant to this registration rights agreement, Radnet Management, RadNet, Inc. and the other subsidiary guarantors listed on the Table of Additional Registrant Guarantors agreed to file a registration statement in connection with, and to consummate an exchange offer enabling holders of the outstanding 10 3/8% senior notes due 2018 to exchange the outstanding notes for publicly registered exchange notes with nearly identical terms.

On April 6, 2010, Radnet Management entered into a new Credit and Guaranty Agreement with Barclays Capital, Deutsche Bank Securities Inc., GE Capital Markets, Inc. and Royal Bank of Canada, as joint bookrunners and joint lead arrangers, Barclays Bank PLC, as administrative agent and collateral agent, and certain other lenders, whereby Radnet Management obtained \$385,000,000 in senior secured first-lien bank financing, consisting of (i) a \$285,000,000, six-year term loan facility and (ii) a \$100,000,000, five-year revolving credit facility, including a swing line subfacility and a letter of credit subfacility (collectively, the New Credit Facilities). Radnet Management's obligations under this Credit and Guaranty Agreement are unconditionally guaranteed by RadNet, Inc., all of Radnet Management's current and future wholly owned domestic subsidiaries as well as certain affiliates, including Beverly Radiology Medical Group III and its equity holders (Beverly Radiology Medical Group, Inc., BreastLink Medical Group, Inc. and ProNet Imaging Medical Group, Inc.). See Selected Historical Consolidated Financial Data, Certain Relationships and Related Party Transactions and Description of Other Indebtedness. These New Credit Facilities created by the Credit and Guaranty Agreement are secured by a perfected first-priority security interest in all of Radnet Management's and the guarantors' tangible and intangible assets, including, but not limited to, pledges of equity interests of Radnet Management and all of our current and future wholly owned domestic subsidiaries.

In connection with the issuance of the outstanding notes and entering into the Credit and Guaranty Agreement, Radnet Management used the net proceeds from the issuance of the outstanding notes and the New Credit Facilities created by the Credit and Guaranty Agreement to repay in full its existing first lien term loan for \$242.0 million in aggregate principal amount outstanding, which would have matured on November 15, 2012, and its second lien term loan for \$170.0 million in aggregate principal amount outstanding, which would have matured on November 15, 2013.

The initial issuance of the outstanding notes, the execution of the Credit and Guaranty Agreement, the incurrence of the borrowings thereunder and the application of the net proceeds therefrom to repay and retire a portion of Radnet

Management's existing indebtedness, including repayment of the then-existing credit facilities, are collectively referred to in this prospectus as the Refinancing Transactions. For a more complete description of the Refinancing Transactions, see Description of Other Indebtedness and Description of Notes.

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Recent Developments

On October 1, 2010, we completed our acquisition of Image Medical Corporation, the parent of eRAD, Inc., or eRad, for \$10.75 million in a combination of cash and promissory notes. eRAD, headquartered in Greenville, South Carolina, has been a premier provider of Picture Archiving and Communications Systems and related workflow solutions to the radiology industry since 1999. Over 250 hospitals, teleradiology businesses, imaging centers and specialty physician groups use eRAD's technology to distribute, visualize, store and retrieve digital images taken from all diagnostic imaging modalities. We have also assembled a new software development team, consisting of veterans of the radiology software industry, to complement eRAD's product portfolio. eRAD and the newly hired software development team form a Radiology Information Technology division of RadNet. Additionally, on December 2, 2010, we consummated the acquisition of five medical imaging facilities located in Northern New Jersey and a 50% equity interest in a sixth center from Progressive Health, LLC, or Progressive, and certain affiliates and related entities for an aggregate of \$17.15 million in cash. On December 31, 2010, we completed our acquisition of two imaging centers from Presgar Imaging and affiliated entities located in Brooklyn and Orchard Park, New York for cash consideration of \$2.2 million plus the assumption of approximately \$700,000 of debt. Highway Imaging in Brooklyn and Parkland Diagnostic in Orchard Park are both multimodality facilities, offering a combination of MRI, CT, PET/CT, ultrasound, mammography, bone density and x-ray. On January 3, 2011, we consummated the acquisition of Imaging On Call, LLC, a provider of teleradiology services to radiology groups, hospitals and imaging centers located in Poughkeepsie, New York, for \$5.5 million cash plus an earn-out of up to an additional \$2.5 million.

Corporate Information

RadNet, Inc. is incorporated in Delaware. Radnet Management, Inc. is incorporated in California. Our subsidiary guarantors Advanced Imaging Partners, Inc., Advanced NA, LLC, Community Imaging Partners, Inc., Delaware Imaging Partners, Inc., Diagnostic Imaging Services, Inc., Ide Imaging Partners, Inc., Mid Rockland Imaging Partners, Inc., Radiologix, Inc., Radiology and Nuclear Medicine Imaging Partners, Inc., Treasure Coast Imaging Partners, Inc. and Image Medical Corporation are incorporated or organized in Delaware, Radnet Managed Imaging Services, Inc., Radnet Management I, Inc., Radnet Management II, Inc., Radnet Sub, Inc., FRI II, Inc., FRI, Inc., Pacific Imaging Partners, Inc., Rolling Oaks Imaging Corporation, Rolling Oaks Radiology, Inc., SoCal MR Site Management, Inc. and Valley Imaging Partners, Inc. are incorporated in California, Questar Imaging, Inc., Questar Los Alamitos, Inc. and Questar Victorville, Inc. are incorporated in Florida, New Jersey Imaging Partners, Inc., Health Diagnostics of New Jersey, LLC, East Bergen Imaging, LLC, Progressive Medical Imaging of Bloomfield, LLC, Progressive Medical Imaging of Hackensack, LLC, Progressive Medical Imaging of Union City, LLC, Progressive X-Ray of Englewood, LLC and Progressive X-Ray of Kearney, LLC are incorporated and formed in New Jersey, Advanced Radiology, LLC was formed in Maryland, Imaging On Call, LLC was formed in New York and eRad, Inc. is incorporated in Pennsylvania. Our principal executive offices and headquarters are located at 1510 Cotner Avenue, Los Angeles, California 90025 and our telephone number at that address is (310) 478-7808. Our corporate website is www.radnet.com. Information contained on our website or that can be accessed through our website is not incorporated by reference in this prospectus and does not constitute a part of this offering.

Market, Ranking and Industry Data

Unless otherwise indicated, information contained in this prospectus concerning the diagnostic imaging services industry or market refers to the fixed-site outpatient diagnostic imaging services sector within the domestic diagnostic imaging services industry. Our general expectations concerning these industries and their segments and our market

position and market share within these industries and their segments are derived from data from various third-party sources. In addition, this prospectus presents similar information based on management estimates. Such estimates are derived from third-party sources as well as data from our internal research and on assumptions made by us, based on such data and our knowledge of the diagnostic imaging services industry, which we believe to be reasonable.

Although we are not aware of any misstatements regarding any industry or similar data presented herein, such data involves risks and uncertainties and is subject to change based on various factors, including those described in Risk Factors.

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The Exchange Offer

*In this prospectus, the term **outstanding notes** refers to the 10 3/8% senior notes due 2018. The term **exchange notes** refers to the 10 3/8% senior notes due 2018, as registered under the Securities Act. The term **notes** refers collectively to the outstanding notes and the exchange notes. On April 6, 2010, Radnet Management, Inc. issued \$200,000,000 aggregate principal amount of 10 3/8% senior notes due 2018 in a private placement.*

General

In connection with the private placement, we entered into a registration rights agreement with the initial purchasers in which we agreed, among other things, to deliver this prospectus to you and to obtain the effectiveness of the exchange offer registration statement within 360 days after the date of original issuance of the outstanding notes. You are entitled to exchange in the exchange offer your outstanding notes for exchange notes, which are identical in all material respects to the outstanding notes except:

the exchange notes have been registered under the Securities Act;

the exchange notes are not entitled to any registration rights that are applicable to the outstanding notes under the registration rights agreement; and

the liquidated damages provisions of the registration rights agreement are no longer applicable.

The Exchange Offer

We are offering to exchange \$200,000,000 aggregate principal amount of 10 3/8% senior notes due 2018, which have been registered under the Securities Act, for any and all of our outstanding 10 3/8% senior notes due 2018. Outstanding notes may be exchanged only in denominations of \$2,000 and in integral multiples of \$1,000 in excess thereof.

Subject to the satisfaction or waiver of specified conditions, we will exchange the exchange notes for all outstanding notes that are validly tendered and not validly withdrawn prior to the expiration of the exchange offer. We will cause the exchange to be effected promptly after the expiration of the exchange offer.

Resale

Based on an interpretation by the staff of the Securities and Exchange Commission (the **SEC**) set forth in no-action letters issued to third parties, we believe that the exchange notes issued pursuant to the exchange offer in exchange for outstanding notes may be offered for resale, resold and otherwise transferred by you (unless you are our affiliate within the meaning of Rule 405 under the Securities Act) without compliance with the registration and prospectus delivery provisions of the Securities Act, provided that:

you are acquiring the exchange notes in the ordinary course of your business; and

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you have not engaged in, do not intend to engage in and have no arrangement or understanding with any person to participate in a distribution of the exchange notes.

If you are a broker-dealer and receive exchange notes for your own account in exchange for outstanding notes that you acquired as a result of market-making activities or other trading activities, you must acknowledge that you will deliver this prospectus in connection with any resale of the exchange notes. See Plan of Distribution.

Any holder of outstanding notes who:

is our affiliate;

does not acquire exchange notes in the ordinary course of its business; or

tenders its outstanding notes in the exchange offer with the intention to participate, or for the purpose of participating, in a distribution of exchange notes cannot rely on the position of the staff of the SEC enunciated in no-action letters addressed to Morgan Stanley & Co. Incorporated (available June 5, 1991) and Exxon Capital Holdings Corporation (available May 13, 1988), as interpreted in the SEC's no-action letter addressed to Shearman & Sterling (available July 2, 1993), or similar no-action letters and, in the absence of an exemption therefrom, must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale of the exchange notes.

Expiration Date

The exchange offer will expire at 5:00 p.m., New York City time, on February 11, 2011, unless extended by us. We do not currently intend to extend the expiration of the exchange offer.

Withdrawal

You may withdraw the tender of your outstanding notes at any time prior to the expiration of the exchange offer. We will return to you any of your outstanding notes that are not accepted for any reason for exchange, without expense to you, promptly after the expiration or termination of the exchange offer.

Conditions to the Exchange Offer

The exchange offer is subject to customary conditions, which we may waive. See The Exchange Offer Conditions to the Exchange Offer.

Procedures for Tendering Outstanding Notes

If you wish to participate in the exchange offer, you must complete, sign and date the accompanying letter of transmittal, or a facsimile of such letter of transmittal, according to the instructions contained in this prospectus and the letter of transmittal. You must then mail or otherwise deliver the letter of transmittal, or a facsimile of such letter of transmittal, together with the outstanding

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notes and any other required documents, to the exchange agent at the address set forth on the cover page of the letter of transmittal.

If you hold outstanding notes through The Depository Trust Company (DTC) and wish to participate in the exchange offer, you must comply with the Automated Tender Offer Program procedures of DTC by which you will agree to be bound by the letter of transmittal.

If you are a beneficial owner whose outstanding notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender your outstanding notes, you should promptly contact the registered holder and instruct the registered holder to tender on your behalf. If you wish to tender the outstanding notes yourself, you must, prior to completing and executing the letter of transmittal and delivering your outstanding notes, either have the outstanding notes registered in your name or obtain a properly completed bond power from the registered holder. The transfer of registered ownership may take considerable time and may not be able to be completed prior to the expiration date.

By signing, or agreeing to be bound by, the letter of transmittal, you will represent to us that, among other things:

you are not our affiliate within the meaning of Rule 405 under the Securities Act;

you do not have an arrangement or understanding with any person or entity to participate in the distribution of the exchange notes;

you are not engaged in, and do not intend to engage in, a distribution of the exchange notes;

you are acquiring the exchange notes in the ordinary course of your business; and

if you are a broker-dealer that will receive exchange notes for your own account in exchange for outstanding notes that were acquired as a result of market-making activities, that you will deliver a prospectus, as required by law, in connection with any resale of such exchange notes.

Special Procedures for Beneficial Owners

If you are a beneficial owner of outstanding notes that are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, and you wish to tender those outstanding notes in the exchange offer, you should contact the registered holder promptly and instruct the registered holder to tender those outstanding notes on your behalf. If you wish to tender on your own behalf, you must, prior to completing and executing the letter of transmittal and delivering your outstanding notes, either make appropriate arrangements to register ownership of

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the outstanding notes in your name or obtain a properly completed bond power from the registered holder. The transfer of registered ownership may take considerable time and may not be able to be completed prior to the expiration date.

Guaranteed Delivery Procedures

If you wish to tender your outstanding notes and your outstanding notes are not immediately available or you cannot deliver your outstanding notes, the letter of transmittal or any other required documents, or you cannot comply with the procedures under DTC's Automated Tender Offer Program for transfer of book-entry interests, prior to the expiration date, you must tender your outstanding notes according to the guaranteed delivery procedures set forth in this prospectus under "The Exchange Offer - Guaranteed Delivery Procedures."

Effect on Holders of Outstanding Notes

As a result of the making of, and upon acceptance for exchange of all validly tendered outstanding notes pursuant to the terms of the exchange offer, we will have fulfilled a covenant under the registration rights agreement.

Accordingly, there will be no increase in the interest rate on the outstanding notes under the circumstances described in the registration rights agreement. If you do not tender your outstanding notes in the exchange offer, you will continue to be entitled to all the rights and limitations applicable to the outstanding notes as set forth in the indenture, except we will not have any further obligation to you to provide for the exchange and registration of the outstanding notes and related guarantees under the registration rights agreement. To the extent that outstanding notes are tendered and accepted in the exchange offer, the trading market for outstanding notes could be adversely affected.

Consequences of Failure to Exchange

All untendered outstanding notes will continue to be subject to the restrictions on transfer set forth in the outstanding notes and in the indenture. In general, the outstanding notes may not be offered or sold, unless in a transaction registered under the Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. Other than in connection with the exchange offer, we do not intend to register exchanges of outstanding notes under the Securities Act, except as otherwise required by the registration rights agreement.

United States Federal Income Tax Consequences of the Exchange Offer

The exchange of outstanding notes in the exchange offer will not be a taxable event for U.S. federal income tax purposes. See "Material U.S. Federal Income Tax Consequences - Exchange Offer."

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Use of Proceeds

We will not receive any cash proceeds from the issuance of exchange notes in the exchange offer. See Use of Proceeds.

Exchange Agent

U.S. Bank National Association is the exchange agent for the exchange offer. The addresses and telephone numbers of the exchange agent are set forth in the section captioned The Exchange Offer Exchange Agent.

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The Exchange Notes

The summary below describes the principal terms of the exchange notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The Description of Notes section of this prospectus contains more detailed descriptions of the terms and conditions of the outstanding notes and the exchange notes. The exchange notes will have terms identical in all material respects to the outstanding notes, except that the exchange notes will not contain terms with respect to transfer restrictions, registration rights and liquidated damages for failure to observe certain obligations in the registration rights agreement. The exchange notes will evidence the same debt as the corresponding outstanding notes. The exchange notes will be issued under and entitled to the benefits of the same indenture under which the outstanding notes were issued, and the exchange notes and the outstanding notes will constitute a single class for all purposes under the indenture.

Issuer

Radnet Management, Inc.

Securities Offered

\$200,000,000 aggregate principal amount of 10 3/8% senior notes due 2018 and the related guarantees.

Maturity

The exchange notes will mature on April 1, 2018.

Interest Rate

The exchange notes will bear interest at a rate of 10 3/8% per annum.

Interest Payment Dates

The interest on the exchange notes is payable in arrears on April 1 and October 1 of each year, beginning on October 1, 2010. Interest will accrue from the most recent date to which interest has been paid or, if no interest has been paid, from the date of issuance.

Guarantees

Each of our current and future wholly owned domestic restricted subsidiaries and our direct parent company, RadNet, Inc., will jointly and severally guarantee the exchange notes on a senior unsecured basis.

Ranking

The exchange notes will be our unsecured senior obligations and will:

rank equally in right of payment with any existing and future senior unsecured indebtedness of us and any of the guarantors;

rank senior in right of payment to all existing and future subordinated indebtedness of us and any of the guarantors;

be effectively subordinated in right of payment to any secured indebtedness of us and any of the guarantors (including indebtedness under the New Credit Facilities) to the extent of the value of the assets securing such indebtedness; and

be structurally subordinated in right of payment to all existing and future indebtedness and other liabilities of any of our subsidiaries that is not a guarantor of the notes.

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Similarly, the note guarantees will be unsecured senior obligations of the guarantors and will:

rank equally in right of payment with any existing and future senior unsecured indebtedness of any of the guarantors.

rank senior in right of payment to all existing and future subordinated indebtedness of any of the guarantors;