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

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**FORM 10-Q**

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(Mark One)

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

For the quarterly period ended September 30, 2004

OR

**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: 0-28740

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**MIM CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**05-0489664**  
(I.R.S. Employer Identification No.)

**100 Clearbrook Road, Elmsford, NY**  
(Address of principal executive offices)

**10523**  
(Zip Code)

**(914) 460-1600**  
(Registrant's telephone number, including area code)

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

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

On November 3, 2004, there were outstanding 22,457,829 shares of the Company's common stock, \$.0001 par value per share.

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## PART I FINANCIAL INFORMATION

### Item 1. Financial Statements

#### MIM CORPORATION AND SUBSIDIARIES CONDENSED CONSOLIDATED BALANCE SHEETS (In thousands, except share amounts)

	<u>September 30, 2004</u>	<u>December 31, 2003</u>
	(Unaudited)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 3,264	\$ 9,428
Receivables, less allowance for doubtful accounts of \$3,295 and \$3,870 at September 30, 2004 and December 31, 2003, respectively	63,350	60,861
Inventory, net	10,050	8,553
Prepaid expenses and other current assets	2,386	2,160
Short-term deferred taxes	2,864	3,235
Total current assets	<u>81,914</u>	<u>84,237</u>
Property and equipment, net	4,172	5,247
Long term deferred taxes, net	2,732	4,554
Other assets and investments	440	514
Goodwill, net	71,215	61,085
Intangible assets, net	18,942	15,554
Total assets	<u>\$ 179,415</u>	<u>\$ 171,191</u>

**LIABILITIES AND STOCKHOLDERS' EQUITY**

## Current liabilities:

Current portion of capital lease obligations	\$	137	\$	399
Line of credit		8,169		-
Accounts payable		19,504		16,857
Claims payable		28,851		27,359
Payables to plan sponsors		2,504		11,228
Accrued expenses and other current liabilities		5,923		8,111
Total current liabilities		<u>65,088</u>		<u>63,954</u>
Capital lease obligations, net of current portion		-		35
Total liabilities		<u>65,088</u>		<u>63,989</u>

## Stockholders' equity:

Common stock, \$ .0001 par value: 40,000,000 shares authorized, 22,306,658 and 22,101,827 shares outstanding at September 30, 2004 and December 31, 2003, respectively			2	2
Treasury stock, 2,198,076 shares at cost at September 30, 2004 and December 31, 2003		(8,002)		(8,002)
Additional paid-in capital		130,860		129,583
Accumulated deficit		<u>(8,533)</u>		<u>(14,381)</u>
Total stockholders' equity		<u>114,327</u>		<u>107,202</u>
Total liabilities and stockholders' equity	\$	<u>179,415</u>	\$	<u>171,191</u>

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

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**MIM CORPORATION AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
(In thousands, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2004	2003	2004	2003
	(Unaudited)		(Unaudited)	
Revenue	\$ 161,498	\$ 129,644	\$ 463,676	\$ 453,026
Cost of revenue	144,764	114,249	413,128	399,755
Gross profit	16,734	15,395	50,548	53,271
Selling, general and administrative expenses	12,843	12,589	37,944	37,570
Amortization of intangibles	817	507	2,225	1,400
Income from operations	3,074	2,299	10,379	14,301
Interest expense, net	(204)	(216)	(632)	(683)
Income before provision for income taxes	2,870	2,083	9,747	13,618
Provision for income taxes	1,148	833	3,899	5,447
Net income	<u>\$ 1,722</u>	<u>\$ 1,250</u>	<u>\$ 5,848</u>	<u>\$ 8,171</u>
Basic income per common share	<u>\$ 0.08</u>	<u>\$ 0.06</u>	<u>\$ 0.26</u>	<u>\$ 0.37</u>
Diluted income per common share	<u>\$ 0.08</u>	<u>\$ 0.06</u>	<u>\$ 0.26</u>	<u>\$ 0.36</u>
Weighted average common shares used in computing basic income per common share	<u>22,301</u>	<u>22,021</u>	<u>22,225</u>	<u>22,181</u>
Weighted average common shares used in computing diluted income per common share	<u>22,730</u>	<u>22,553</u>	<u>22,734</u>	<u>22,647</u>

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

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**MIM CORPORATION AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands)

	<u>Nine Months Ended September 30,</u>	
	<u>2004</u>	<u>2003</u>
	(Unaudited)	
Cash flows from operating activities:		
Net income	\$ 5,848	\$ 8,171
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	1,518	2,446
Amortization	2,225	1,498
Non cash compensation expense	69	254
Provision for losses on receivables	1,224	1,258
Changes in assets and liabilities, net of acquired assets:		
Receivables, net	(1,376)	8,068
Inventory	(712)	2,914
Prepaid expenses and other current assets	(120)	(703)
Accounts payable	(484)	(3,098)
Claims payable	1,492	(11,460)
Payables to plan sponsors	(8,724)	(7,123)
Accrued expenses and other current and non current liabilities	(66)	5,067
Net cash provided by operating activities	<u>894</u>	<u>7,292</u>
Cash flows from investing activities:		
Purchase of property and equipment, net of disposals	(444)	(897)
Cost of acquisitions, net of cash acquired	(14,256)	-
(Increase) decrease in other assets	(640)	222
Net cash used in investing activities	<u>(15,340)</u>	<u>(675)</u>
Cash flows from financing activities:		
Net borrowings on line of credit	8,169	(4,608)
Purchase of treasury stock	-	(5,068)
Proceeds from exercise of stock options	876	594
Principal payments on short term debt	(467)	-
Principal payments on capital lease obligations	(296)	(486)
Net cash provided by (used in) financing activities	<u>8,282</u>	<u>(9,568)</u>
Net decrease in cash and cash equivalents	(6,164)	(2,951)
Cash and cash equivalents--beginning of period	<u>9,428</u>	<u>5,751</u>
Cash and cash equivalents--end of period	<u>\$ 3,264</u>	<u>\$ 2,800</u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during the period for interest	<u>\$ 572</u>	<u>\$ 344</u>
Cash paid during the period for income taxes	<u>\$ 2,942</u>	<u>\$ 1,167</u>
SUPPLEMENTAL DISCLOSURE OF NONCASH INFORMATION:		
Increase in equity from change in deferred tax assets	<u>\$ 332</u>	<u>\$ 321</u>

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

**MIM CORPORATION AND SUBSIDIARIES**  
**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
(In thousands, except per share amounts)

**NOTE 1 - BASIS OF PRESENTATION**

These unaudited consolidated interim financial statements should be read in conjunction with the audited consolidated financial statements, notes and information included in the Annual Report on Form 10-K for the fiscal year ended December 31, 2003 (the "Form 10-K") of MIM Corporation ("MIM") and subsidiaries (collectively "MIM" or the "Company") filed with the U.S. Securities and Exchange Commission ("the Commission"). The unaudited consolidated financial statements have been prepared in accordance with US generally accepted accounting principles ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of the consolidated balance sheets and statements of income and cash flows for the periods presented have been included. Operating results for the three month and nine month periods ended September 30, 2004 are not necessarily indicative of the results that may be expected for the year ending December 31, 2004. The accounting policies followed for interim financial reporting are similar to those disclosed in Note 2 of Notes to Consolidated Financial Statements included in Form 10-K. These accounting policies are described further below:

*Consolidation*

The consolidated financial statements include the accounts of MIM and its wholly-owned subsidiaries. On February 2, 2004, the Company acquired all of the issued and outstanding stock of Natural Living, Inc. d/b/a Fair Pharmacy ("Fair Pharmacy"). Since that time, Fair Pharmacy has been consolidated within the Company's financial statements. All significant intercompany accounts and transactions have been eliminated in consolidation.

*Use of Estimates*

The preparation of financial statements in conformity with GAAP requires management to make certain estimates and assumptions. These estimates and assumptions 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.

*Cash and Cash Equivalents*

Cash and cash equivalents include demand deposits, overnight investments and money market accounts with maturities of 90 days or less.

*Receivables*

Receivables include amounts due from plan sponsors under the Company's pharmacy benefit management ("PBM") agreements, amounts due from pharmaceutical manufacturers for rebates, service fees resulting from the distribution of certain drugs through retail pharmacies, amounts due from certain third party payors, and patient co-payments.

*Allowance for Doubtful Accounts*

Allowances for doubtful accounts are based on estimates of losses related to customer receivable balances. Our primary collection risks are for patient co-payments. We estimate the allowance for doubtful accounts based upon a variety of factors including the age of the outstanding receivables and our historical experience of collections. The Company continually reviews the estimation process and makes changes to estimates as necessary.

*Inventory*

Inventory is stated at the lower of cost or market. Cost is determined using the first-in, first-out method. Inventory consists principally of purchased prescription drugs for our traditional mail and specialty distribution operations. Included in inventory is a reserve for obsolete inventory.

*Property and Equipment*

Property and equipment is stated at cost less accumulated depreciation and amortization. Depreciation is calculated using the straight-line method over the estimated useful lives of assets. The estimated useful lives of the Company's assets are as follows:

<u>Asset</u>	<u>Useful Life</u>
Computer and office equipment.....	3-5 years
Furniture and fixtures.....	5-7 years

Leasehold improvements and leased assets are amortized using a straight-line basis over the related lease term or estimated useful life of the assets, whichever is less. The cost and related accumulated depreciation of assets sold or retired are removed from the accounts with the gain or loss, if applicable, recorded in the statement of operations. Maintenance and repair costs are expensed as incurred.

*Claims Payable*

The Company is responsible for all covered prescriptions provided to plan members during the contract period. Claims are continuously adjudicated through the Company's on-line adjudication system. These claims are paid to the individual pharmacies or pharmacy chains on a weekly basis.

*Payables to Plan Sponsors*

Payables to plan sponsors represent the sharing of pharmaceutical rebates with the plan sponsors and, on a limited basis, profit sharing plans with certain contracts, primarily in the PBM services segment.

The Company estimates the portion of those pharmacy rebates that are shared with plan sponsors and adjusts pharmacy rebates payable to plan sponsors when the amounts are paid, typically on a quarterly basis in arrears, or as significant events occur. These estimates are accrued periodically based on actual and estimated claims data and agreed upon contractual rebate sharing rates. The Company adjusts these estimates on a periodic basis based on changing circumstances such as contract modifications, product mix subject to rebates, and changes in the applicable formulary.

The Company generates revenue principally through the sale of prescription drugs, which are dispensed either through a pharmacy participating in the Company's retail pharmacy network or a pharmacy owned by the Company. Revenue is generally derived under fee-for-service agreements; however a non-material number of capitated agreements exist. Prescription drug revenue is offset by the rebates shared with plan sponsors.

*Fee-For-Service Agreements.* Fee-for-service agreements include: (i) specialty and mail service agreements, where the Company dispenses prescription medications through its own pharmacy facilities, and (ii) PBM agreements, where prescription medications are dispensed through pharmacies participating in the Company's retail pharmacy network as well as through the Company's mail service facility. Under fee-for-service agreements, revenue is recognized either: (a) when the pharmacy services are reported to the Company through the point of sale ("POS") claims processing system and the drug is dispensed to the member, in the case of a prescription filled through a pharmacy participating in the Company's retail pharmacy network, or (b) at the time the drug is dispensed, in the case of a prescription filled through a pharmacy owned by the Company.

Revenue generated under PBM agreements is classified as gross or net by the Company based on whether the Company is acting as a principal or an agent in the fulfillment of prescriptions through its retail pharmacy network. When the Company has a contractual obligation to pay a network pharmacy provider for benefits provided to its plan sponsors' members, and has other indicia of risk and reward, the Company includes payments (which includes the drug ingredient cost) from these plan sponsors as revenue and payments to the network pharmacy providers as cost of revenue, as these transactions require the Company to assume credit risk and act as a principal. If the Company merely acts as an agent, and consequently administers plan sponsors' network pharmacy contracts, the Company does not assume credit risk and records only the administrative fees (and not the drug ingredient cost) as revenue.

*Capitated Agreements.* Capitated agreements with plan sponsors require the Company to provide covered pharmacy services to plan sponsors' members in return for a fixed fee per member per month paid by a plan sponsor. Capitated contracts have terms varying from six months to three years. At such time as management estimates that a contract will sustain losses over its remaining contractual life, a reserve is established for these estimated losses. Currently, the Company does not believe that there are any expected loss contracts and there are no loss contract reserves recorded.

*Co-payments.* When prescriptions are filled and the Company is acting as a participating pharmacy in another PBM's or payor's pharmacy network, the Company collects and retains co-payments from plan sponsors' members and records these receipts as revenue when the amounts are collected or deemed collectible and reasonably estimable. When prescriptions are filled through pharmacies participating in the Company's retail pharmacy networks, the Company is not entitled to retain co-payments and accordingly does not account for retail pharmacy co-payments in its financial statements. Pharmacy network co-payments are never billed or collected by the Company and the Company has no legal right or obligation to receive them as they are collected by its network pharmacies.

#### *Cost of Revenue*

Cost of revenue includes pharmacy claims, fees paid to pharmacies and other direct and indirect costs associated with pharmacy management, claims processing operations and mail order services, offset by volume rebates received from pharmaceutical manufacturers. The Company does not maintain cost of revenue information with respect to product sales.

#### *Income Taxes*

As part of the process of preparing the Company's consolidated financial statements, management is required to estimate income taxes in each of the jurisdictions in which it operates. The Company accounts for income taxes under SFAS No. 109, *Accounting for Income Taxes*. SFAS No. 109 requires the use of the asset and liability method of accounting for income taxes. Under this method, deferred taxes are determined by calculating the future tax consequences attributable to differences between the financial accounting and tax bases of existing assets and liabilities. The resulting deferred tax assets and liabilities are included in the Company's consolidated balance sheet. A valuation allowance is recorded against deferred tax assets when, in the opinion of the Company's management, it is more likely than not that the Company will not be able to realize the benefit from its deferred tax assets.

#### *Disclosure of Fair Value of Financial Instruments*

The Company's financial instruments consist mainly of cash and cash equivalents, accounts receivable, accounts payable and short-term debt. The carrying amounts of cash and cash equivalents, accounts receivable, accounts payable and short-term debt approximate fair value due to their fully liquid or short-term nature.

#### *Accounting for Stock-Based Compensation*

The Company accounts for employee stock and stock-based compensation plans through the intrinsic value method in accordance with APB Opinion No. 25, *Accounting for Stock Issued to Employees* ("APB 25"). Stock-based compensation granted to non-employees is accounted for using the fair value method in accordance with SFAS No. 123, *Accounting for Stock-Based Compensation*, as well as Emerging Issues Task Force No. 96-18, *Accounting for Equity Instruments That Are Issued To Other Than Employees for Acquiring, or In Conjunction with Selling, Goods or Services* ("EITF 96-18").

The Company's compensation cost for stock option plans for employees and directors, had it been determined in accordance with the fair value method prescribed by SFAS No. 123, would have been as follows for the three and nine months ended September 30, 2004:

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	Three Months Ended September 30,		Nine Months Ended September 30,	
	2004	2003	2004	2003
Net income, as reported.....	\$ 1,722	\$ 1,250	\$ 5,848	\$ 8,171
Add: Stock award-based employee compensation included in reported net income, net of related tax effect.....	\$ 5	\$ 13	\$ 14	\$ 45
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effect.....	\$ (905)	\$ (920)	\$ (2,659)	\$ (2,684)
Pro forma net income.....	\$ 822	\$ 343	\$ 3,203	\$ 5,532
Earnings per share:				
Basic - as reported.....	\$ 0.08	\$ 0.06	\$ 0.26	\$ 0.37
Basic - pro forma.....	\$ 0.04	\$ 0.02	\$ 0.14	\$ 0.25
Diluted - as reported.....	\$ 0.08	\$ 0.06	\$ 0.26	\$ 0.36
Diluted - pro forma.....	\$ 0.04	\$ 0.02	\$ 0.14	\$ 0.24

As pro forma compensation expense for options granted is recorded over the vesting period of options, future pro forma compensation expense may be greater as additional options or awards are granted.

#### NOTE 2 - EARNINGS PER SHARE

The following table sets forth the computation of basic income per common share and diluted income per common share:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2004	2003	2004	2003
Numerator:				
Net income.....	\$ 1,722	\$ 1,250	\$ 5,848	\$ 8,171
Denominator – Basic:				
Weighted average number of common shares outstanding.....	22,301	22,021	22,225	22,181
Basic income per common share.....	\$ 0.08	\$ 0.06	\$ 0.26	\$ 0.37
Denominator – Diluted:				
Weighted average number of common shares outstanding.....	22,301	22,021	22,225	22,181
Common share equivalents of outstanding stock options.....	429	532	509	466
Total diluted shares outstanding.....	22,730	22,553	22,734	22,647
Diluted income per common share.....	\$ 0.08	\$ 0.06	\$ 0.26	\$ 0.36

#### NOTE 3 - OPERATING SEGMENTS

The Company operates in two reportable segments: (1) Specialty Management and Delivery Services, which is comprised of specialty pharmacy distribution and clinical management services; and (2) PBM Services, which is comprised of fully integrated pharmacy benefit management and traditional mail services.

The following table sets forth significant customer(s) by segment:

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	For the three months ending September 30,		For the nine months ending September 30,	
	2004	2003	2004	2003
Significant customer A				
<u>PBM Services</u>				
Revenue	\$ 25,337	\$ 23,530	\$ 74,818	\$ 69,060
% of Total Revenue	16%	18%	16%	15%
Significant customer B				
<u>PBM Services</u>				
Revenue	\$ 25,643	\$ 21,240	\$ 75,603	\$ 58,473
% of Total Revenue	16%	16%	16%	12%
<u>Specialty Management and Delivery Services</u>				
Revenue	\$ 4,445	\$ 977	\$ 12,310	\$ 2,121
% of Total Revenue	3%	1%	3%	1%

The accounting policies applied to the business segments are the same as those described in the summary of significant accounting policies discussed in Note 2 of Notes to Consolidated Financial Statements in the Form 10-K.

#### Segment Reporting Information

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2004	2003	2004	2003
Revenue:				
Specialty Management and Delivery Services	\$ 65,569	\$ 44,630	\$ 183,742	\$ 144,979
PBM Services	95,929	85,014	279,934	308,047
Total	<u>\$ 161,498</u>	<u>\$ 129,644</u>	<u>\$ 463,676</u>	<u>\$ 453,026</u>
Depreciation expense:				
Specialty Management and Delivery Services	\$ 207	\$ 220	\$ 617	\$ 456
PBM Services	267	472	901	1,990
Total	<u>\$ 474</u>	<u>\$ 692</u>	<u>\$ 1,518</u>	<u>\$ 2,446</u>
Income from operations:				
Specialty Management and Delivery Services	\$ 2,125	\$ 2,380	\$ 8,308	\$ 9,939
PBM Services	949	(81) *	2,071	4,362 *
Total	<u>\$ 3,074</u>	<u>\$ 2,299</u>	<u>\$ 10,379</u>	<u>\$ 14,301</u>
Total assets:				
Specialty Management and Delivery Services			\$ 117,854	\$ 94,765
PBM Services			61,561	68,974
Total			<u>\$ 179,415</u>	<u>\$ 163,739</u>
Capital expenditures:				
Specialty Management and Delivery Services	\$ 60	\$ 74	\$ 274	\$ 471
PBM Services	28	68	170	426
Total	<u>\$ 88</u>	<u>\$ 142</u>	<u>\$ 444</u>	<u>\$ 897</u>

\*Includes severance related charges of \$973 for the quarter ended 9/30/03 and \$1,590 for the nine months ended 9/30/03.

#### NOTE 4 - ACQUISITIONS

##### Potential Acquisition - Chronimed

On August 9, 2004 MIM Corporation, a Delaware corporation, together with its wholly owned subsidiary, Corvette Acquisition Corp., a Delaware Corporation ("Merger Sub"), entered into an Agreement and Plan of Merger (the "Merger Agreement") with Chronimed Inc., a Minnesota corporation ("Chronimed"), pursuant to which MIM would acquire Chronimed in a stock-for-stock transaction. Subject to the terms and conditions of the Merger Agreement, at the effective time of the merger (the "Merger"), Merger Sub would be merged with and into Chronimed, the separate corporate existence of Merger Sub would cease, and Chronimed would continue as a wholly owned subsidiary of MIM. Pursuant to the Merger Agreement, MIM would issue 1.025 shares of its common stock in exchange for each outstanding share of common stock of Chronimed (the "Exchange Ratio"). In addition, each outstanding option to purchase Chronimed common stock will be assumed by MIM and the exercise price and number of shares for which each such option is (or will become) exercisable will be adjusted based on the Exchange Ratio.

The Merger is intended to constitute a reorganization under Section 368(a) of the Internal Revenue Code of 1986, as amended. The consummation of the Merger is subject to the approval and adoption of the Merger and Merger Agreement by the stockholders of MIM and the shareholders of Chronimed, the approval of the issuance of shares of common stock of MIM to be issued in the Merger by the shareholders of MIM, Securities and Exchange Commission clearance and other customary closing conditions. The parties anticipate that the transaction will be completed before the end of calendar year 2004.

The foregoing description of the Merger Agreement and the transactions contemplated thereby does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, a copy of which can be found in the Company's Current Report on Form 8-K filed on August 9, 2004 with the Securities and Exchange Commission.

#### *Natural Living Acquisition*

On February 2, 2004, the Company acquired all of the issued and outstanding stock of Natural Living, Inc., d/b/a Fair Pharmacy ("Fair Pharmacy"), a specialty pharmaceutical provider located in Bronx, New York for \$15,000 in cash. The acquisition enhanced the Company's HIV, Oncology and Hepatitis C disease therapies and has been incorporated into the Company's Specialty Management and Delivery Services segment. Direct expenses associated with the acquisition were \$535. The acquisition has been accounted for in accordance with SFAS No. 141, *Business Combinations*. The cost of the acquisition was allocated to the assets acquired and liabilities assumed based on estimates of their respective fair values at the date of acquisition. Fair values of intangible assets were estimated by independent third party appraisal. The assets purchased and liabilities assumed have been reflected in the Company's consolidated balance sheet as of February 2, 2004.

The following table sets forth the allocation of the purchase price as of September 30, 2004:

#### **Purchase Price Allocation**

Purchase price:	
Cash	\$ 15,000
Transaction costs	\$ 535
Total purchase price	<u>\$ 15,535</u>
Less: net tangible assets as of February 2, 2004	\$ 505
Excess of purchase price over net tangible assets acquired	<u>\$ 15,030</u>
Allocation of excess purchase price:	
Trademarks	\$ 2,000
Non-compete agreements	\$ 2,900
Goodwill	\$ 10,130
Total	<u>\$ 15,030</u>

The following table sets forth the assets and liabilities assumed in the acquisition of Fair Pharmacy:

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#### At February 2, 2004

Accounts receivable	\$2,336	
Inventory	\$785	
Other current assets	\$1,213	
Long term assets	\$11	
Total assets acquired	<u>          </u>	\$4,345
Accounts payable	(\$2,970)	
Other current liabilities	<u>(\$870)</u>	
Total liabilities assumed	<u>          </u>	(\$3,840)
Net assets acquired	<u>          </u>	<u>\$505</u>

Intangible assets consist of trademarks and non-compete agreements and will be amortized over their estimated useful life of three and five years, respectively. The excess of the purchase price over the fair value of the identifiable net assets acquired was allocated to goodwill that was assigned to the Specialty Management and Delivery Services segment. The goodwill acquired with Fair Pharmacy is expected to be tax deductible. In the event certain financial performance objectives are achieved in December 31, 2004 additional consideration will be paid based on a percentage of Fair Pharmacy's actual 2004 earnings before income taxes, depreciation and amortization. The additional consideration, if paid, is estimated to be in the range of \$2,000 to \$3,000.

#### *Fair Pharmacy Pro Forma Financial Information*

The following unaudited consolidated pro forma financial information for the three and nine months ended September 30, 2003 has been prepared assuming Fair Pharmacy was acquired as of January 1, 2003, utilizing the purchase method of accounting, with certain pro forma adjustments for amortization of intangibles, interest expense, and income taxes. The pro forma financial information is presented for informational purposes only and is not necessarily indicative of the actual results had the acquisition occurred on January 1, 2003. This pro forma financial information is not intended to be a projection of future operating results.

## Pro forma Income Statement

	<u>Three Months Ended</u> <u>September 30, 2003</u>	<u>Nine Months Ended</u> <u>September 30, 2003</u>
	(Unaudited)	
Revenue	\$ 140,111	\$ 484,425
Net income	\$ 1,431	\$ 8,712
Basic income per common share	\$ 0.06	\$ 0.39
Diluted income per common share	\$ 0.06	\$ 0.38

Had this acquisition taken place on January 1, 2004, consolidated sales and income would not have been significantly different from the year to date 2004 reported amounts.

### NOTE 5 - TREASURY STOCK

On February 27, 2003, the Executive Committee of the Board of Directors approved a stock repurchase program authorizing the Company to repurchase up to an aggregate of \$10,000 of its Common Stock in open market or private transactions. In the first quarter of 2003, the Company repurchased 799,893 shares of its Common Stock in the open market at an aggregate purchase price of \$5,068. The Company has made no repurchases in 2004.

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### NOTE 6 - LITIGATION MATTERS

During the third quarter of 2004, we reached a definitive settlement with E. David Corvese, the founder and a former officer and director of the Company under which we would pay Mr. Corvese \$950 and extend the term of our existing lease at which one of our facilities is located, at a fair market rent. Mr. Corvese had previously sued us in Delaware Chancery Court seeking indemnification of \$2.4 million he paid to settle certain claims and charges of the federal government and State of Tennessee and a declaration that he is not obligated to repay us for legal fees, costs and expenses previously advanced by us to him to defend those claims and charges. The Company did not believe that Mr. Corvese was entitled to indemnification or that legal fees should not have been repaid. However, given the substantial costs of proceeding with the litigation and the management time and attention that would have been required in continuing to defend against the lawsuit, the Company believed that this settlement was in the best interests of the Company and its stockholders.

We believe that we have rights of recovery for amounts paid in this settlement against third parties. We are exploring our rights against these parties and will pursue recovery if it is ultimately deemed to be in the stockholders' best interests.

On August 13, 2003, Value Behavioral Health of Texas, a current PBM Services customer demanded arbitration before the American Arbitration Association of a claim for an alleged breach of contract involving the adjudication of certain PBM claims. We have denied liability and counterclaimed for unpaid amounts. The demand seeks \$5,900 plus interest and costs and may be further amended. The counterclaim seeks \$319. We believe our conduct raised by the demand satisfied the contract and complied in all respects with the parties' agreement and intend to defend the matter vigorously. We received notice of termination of Value Behavioral Health Of Texas's PBM contract effective November 30, 2004. We do not believe that the termination of that PBM contract will have a material, adverse effect on the Company's business, operations or financial condition.

While management, including internal counsel, believes that the ultimate resolution of this proceeding will not have a material adverse effect on our financial position, litigation is subject to inherent uncertainties. If an unfavorable ruling was to occur in this proceeding, there exists a possibility of a material adverse impact on the Company's net income in the period in which the ruling occurs.

### NOTE 7 - CONCENTRATION OF CREDIT RISK

The following table outlines contracts with Plan Sponsors having revenues and/or accounts receivable that individually exceeded 10% of the Company's total revenues and/or accounts receivable during the applicable time period:

	<b>Plan Sponsor</b>	
	<b>A</b>	<b>B</b>
Year-to-date period ended September 30, 2003		
% of total revenue	15%	13%
% of total accounts receivable at period end	*	11%
Year-to-date period ended September 30, 2004		
% of total revenue	16%	19%
% of total accounts receivable at period end	*	13%

\* Less than 10%.

Plan Sponsor (A) is in the PBM Services segment

Plan Sponsor (B) revenue and accounts receivable is primarily in the PBM Services segment with a lesser amount in the Specialty Management and Delivery Services segment

## NOTE 8 - RECLASSIFICATIONS

Certain amounts in the 2003 financial statements have been reclassified to conform to current year presentation.

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## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the audited consolidated financial statements, including the notes thereto, and Management's Discussion and Analysis of Financial Condition and Results of Operations, included in the Annual Report on Form 10-K for the fiscal year ended December 31, 2003 (the "Form 10-K") of MIM Corporation ("MIM") and subsidiaries (collectively with MIM, the "Company") filed with the U.S. Securities and Exchange Commission (the "Commission"), as well as the Company's unaudited consolidated interim financial statements and the related notes thereto included elsewhere in this Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2004 (this "Report").

This Report contains statements not purely historical and which may be considered forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including statements regarding the Company's expectations, hopes, beliefs, intentions or strategies regarding the future. These forward looking statements may include statements relating to the Company's business development activities, sales and marketing efforts, the status of material contractual arrangements, including the negotiation or re-negotiation of such arrangements, future capital expenditures, the effects of regulation and competition on the Company's business, future operating performance of the Company and the results, benefits and risks associated with integration of acquired companies. Investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, that actual results may differ materially from those possible results discussed in the forward-looking statements as a result of various factors. These factors include, among other things, increased government regulation related to the health care and insurance industries in general and more specifically, pharmacy benefit management and specialty pharmaceutical distribution organizations, the existence of complex laws and regulations relating to the Company's business, increased competition from the Company's competitors, including competitors with greater financial, technical, marketing and other resources. This Report contains information regarding important factors that could cause such differences. Except as required by law, the Company does not undertake any obligation to supplement these forward-looking statements to reflect any future events and circumstances.

### Business Overview

The Company is a pharmaceutical healthcare organization, which delivers innovative pharmacy benefit management, specialty pharmaceutical management and delivery services and other pharmacy-related healthcare solutions. We combine clinical management expertise, sophisticated data management and therapeutic fulfillment capabilities to serve the particular needs of our customers. We provide a broad array of pharmacy benefits, and pharmacy and pharmacy-related products and services, to individual patients (or enrollees) ("Members") receiving health benefits, principally through health insurers, including HMO's, indemnity plans and PPO's, managed care organizations, other insurance companies, and, to a lesser extent, labor unions, self-funded employer groups, government agencies, and other self-funded plan sponsors (collectively, "Plan Sponsors"). These services are organized under two reportable operating segments: pharmacy benefit management and mail services (collectively, "PBM Services") and specialty pharmacy distribution and clinical management services ("Specialty Management and Delivery Services").

Our Specialty Management and Delivery Services programs are primarily offered to Members who are chronically ill, genetically impaired, or afflicted with potentially life threatening diseases. These services include the distribution of biotech and other injectable and infusion prescription medications and the provision of pharmacy-related clinical management services, product administration and disease state programs. Specialty services are also offered to physicians (in group practice and hospital settings) on behalf of their patients. These physicians typically have network affiliations with Plan Sponsors, which in turn have a relationship with us.

We offer Plan Sponsors a broad range of PBM Services designed to promote the cost-effective delivery of clinically appropriate PBM Services through our network of retail pharmacies and our own dedicated mail service

As part of our PBM and Specialty Management and Delivery Services, we offer our customers a wide selection of clinical services including pharmacy case management, therapy assessment, compliance monitoring, health risk assessment, patient education and interaction evaluation, pharmacy claims processing, mail service and related prescription distribution, benefit design consultation, drug utilization review, formulary management and consultation, drug data analysis, drug interaction management, program management and pharmaceutical rebate administration.

On August 9, 2004 MIM Corporation, a Delaware corporation, together with its wholly owned subsidiary, Corvette Acquisition Corp., a Delaware Corporation ("Merger Sub"), entered into an Agreement and Plan of Merger (the "Merger Agreement") with Chronimed Inc., a Minnesota corporation ("Chronimed"), pursuant to which MIM would acquire Chronimed in a stock-for-stock transaction. Subject to the terms and conditions of the Merger Agreement, at the effective time of the merger (the "Merger"), Merger Sub would be merged with and into Chronimed, the separate corporate existence of Merger Sub would cease, and Chronimed would continue as a wholly owned subsidiary of MIM. Pursuant to the Merger Agreement, MIM would issue 1.025 shares of its common stock in exchange for each outstanding share of common stock of Chronimed (the "Exchange Ratio"). In addition, each outstanding option to purchase Chronimed common stock will be assumed by MIM and the exercise price and number of shares for which each such option is (or will become) exercisable will be adjusted based on the Exchange Ratio.

The Merger is intended to constitute a reorganization under Section 368(a) of the Internal Revenue Code of 1986, as amended. The consummation of the Merger is subject to the approval and adoption of the Merger and Merger Agreement by the stockholders of MIM and the shareholders of Chronimed, the approval of the issuance of shares of common stock of MIM to be issued in the Merger by the shareholders of MIM, Securities and Exchange Commission clearance and other customary closing conditions. The parties anticipate that the transaction will be completed before the end of calendar year 2004.

The foregoing description of the Merger Agreement and the transactions contemplated thereby does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, a copy of which can be found in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission.

On February 2, 2004, the Company acquired all of the issued and outstanding stock of Natural Living, Inc., d/b/a Fair Pharmacy ("Fair Pharmacy"), a specialty pharmaceutical provider located in the Bronx, New York for \$15 million in cash. The acquisition enhanced the Company's HIV, Oncology and Hepatitis C disease categories and has been incorporated into the Company's Specialty Management and Delivery Services segment. Direct expenses associated with the acquisition were approximately \$0.5 million. The acquisition has been accounted for in accordance with SFAS No. 141, *Business Combinations*. The cost of the acquisition was allocated to the assets acquired and liabilities assumed based on estimates of their respective fair values at the date of acquisition. Fair values of intangible assets were estimated by independent third party appraisal. The assets purchased and liabilities assumed have been reflected in the Company's consolidated balance sheet as of February 2, 2004.

On March 26, 2004, we announced that the Centers for Medicare and Medicaid Services selected the Company as an approved national sponsor of two Medicare Discount Drug Card programs. Our Medicare-approved Drug Discount Card programs are called "Freedom" and "Choice". We began enrollment for these discount cards on June 1, 2004 and currently have 76,000 members enrolled.

#### *Synagis*

On June 30, 2003, we received a notification from MedImmune, Inc., the manufacturer of Synagis<sup>®</sup>, that MIM was not selected to participate in the 2003/04 Synagis<sup>®</sup> Distribution Network. Synagis<sup>®</sup> contributed revenue to the Specialty Management and Delivery Services segment of \$13.7 million for the nine months ended September 30, 2003.

#### *TennCare<sup>®</sup> Relationship*

On May 27, 2003, we were notified that we were not selected as the principal provider of all pharmacy benefits for the State of Tennessee's Bureau of TennCare<sup>®</sup> commencing July 1, 2003. We are still providing Specialty Management and Delivery Services to customers in Tennessee and are working to increase penetration in that market. TennCare<sup>®</sup> contributed revenue to the PBM Services segment of \$67.8 million for the nine months ended September 30, 2003.

### **Critical Accounting Policies**

Our consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States ("GAAP"). In preparing our financial statements, we are required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. We evaluate our estimates and judgments on an ongoing basis. We base our estimates and judgments on historical

experience and on various other factors that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Our actual results may differ from these estimates, and different assumptions or conditions may yield different estimates. The following discussion highlights what we believe to be the critical accounting policies and judgments made in the preparation of these consolidated financial statements.

#### *Revenue Recognition*

We generate revenue principally through the sale of prescription drugs, which are dispensed either through a pharmacy participating in our pharmacy network or a pharmacy owned by us. Revenue is derived under two types of agreements: (i) fee-for-service agreements, which accounted for 99.5%, or \$160.7 million, of our revenue for the three months ended September 30, 2004, and 99.5%, or \$461.3 million, of the Company's revenues for the nine months ended September 30, 2004, and (ii) capitated agreements, which accounted for 0.5%, or \$0.8 million, of our revenues for the three months ended September 30, 2004, and 0.5%, or \$2.4 million, of the Company's revenues for the nine months ended September 30, 2004. The rebate share paid to certain of our plan sponsors is recorded as a reduction of revenue.

*Fee-For-Service Agreements.* Fee-for-service agreements include: (i) specialty and mail service agreements, where we dispense prescription medications through our pharmacy facilities and (ii) PBM agreements, where prescription medications are dispensed through pharmacies participating in our retail pharmacy network as well as through our traditional mail service facility. Under fee-for-service agreements, revenue is recognized either: (a) when the pharmacy services are reported to us through the point of sale ("POS") claims processing system and the drug is dispensed to the Member, in the case of a prescription filled through a pharmacy participating in our retail pharmacy network, or (b) at the time the drug is dispensed, in the case of a prescription filled through a pharmacy owned by us.

*Capitated Agreements.* Our capitated PBM Services agreements with Plan Sponsors require us to provide covered pharmacy services to Plan Sponsors' Members in return for a fixed fee per Member per month paid by the Plan Sponsor. Capitated contracts have terms varying from six months to three years. At such time as management estimates that a contract will sustain losses over its remaining contractual life as a result of increased utilization or changes in product mix, a reserve is established for these estimated losses at that time. There are currently no expected loss contracts, however, if historical patterns change, we may be required to estimate a loss contract accrual. Our largest capitated contract expired March 31, 2003 and the customer continues to be serviced on a fee-for-service basis since that time. We are not actively pursuing new capitated contracts and expect that the amount of revenue derived from such contracts will continue to decline. We have no capitated Specialty Management and Delivery Services agreements.

#### *Allowance for Doubtful Accounts*

Allowances for doubtful accounts are based on estimates of losses related to customer receivable balances. The procedure for estimating the allowance for doubtful accounts requires significant judgment and assumptions. Our primary collection risks are for patient co-payments and deductibles. The risk of collection varies based upon the product, the payor and the patient's ability to pay the amounts not reimbursed by the payor. We estimate the allowance for doubtful accounts based upon a variety of factors including the age of the outstanding receivables and our historical experience of collections, adjusting for current economic conditions and, in some cases, evaluating specific customer accounts for risk of loss. We continually review the estimation process and make changes to the estimates as necessary.

#### *Allowance for Contractual Discounts*

We are reimbursed for the drugs and services we sell by various types of payors including insurance companies, Medicare and state Medicaid programs. Revenues and related accounts receivable are recorded net of payor contractual discounts to reflect the estimated net billable amounts for the products and services delivered. We estimate the allowance for contractual discounts, based on historical experience and in certain cases on a customer-specific basis, given our interpretation of the contract terms or applicable regulations. However, the reimbursement rates are often subject to interpretation that could result in payments that differ from our estimates. Additionally, updated regulations and contract negotiations occur frequently, necessitating our continual review and assessment of the estimation process.

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#### *Rebates*

Manufacturers' rebates are recorded as estimates until such time as the rebate monies are received. These estimates are based on historical results and trends and are revised on a regular basis depending on our latest forecasts. Should actual results differ, adjustments will be recorded in future earnings. In some instances rebate payments are shared with our managed care organizations. Shared rebates are recorded as a reduction of revenue. Total rebates are recorded as a reduction of cost of goods sold.

#### *Purchase Price Allocation*

We account for acquisitions under the purchase method of accounting. Accordingly, any assets acquired and liabilities assumed are recorded at their respective fair values. The recorded values of assets and liabilities are based on third party estimates and independent valuations. The remaining values are based on management's judgments and estimates. Accordingly, our financial position or results of operations may be affected by changes in estimates and

judgments used to value these assets and liabilities.

#### *Income Taxes*

As part of the process of preparing our consolidated financial statements, we estimate income taxes in each of the jurisdictions in which we operate. The Company accounts for income taxes under SFAS No. 109, *Accounting for Income Taxes*. SFAS No. 109 requires the use of the asset and liability method of accounting for income taxes. Under this method, deferred taxes are determined by calculating the future tax consequences attributable to differences between the financial accounting and tax bases of existing assets and liabilities. The resulting deferred tax assets and liabilities are included in our consolidated balance sheet. A valuation allowance is recorded against deferred tax assets when, in the opinion of management, it is more likely than not that we will be able to realize the benefit from the deferred tax assets. Deferred tax assets that will be utilized within twelve months are classified as current assets.

#### *Impairment of Long Lived Assets*

We evaluate whether events and circumstances have occurred that indicate the remaining estimated useful life of long lived assets, including intangible assets, may warrant revision or that the remaining balance of an asset may not be recoverable. The measurement of possible impairment is based on the ability to recover the balance of assets from expected future operating cash flows on an undiscounted basis. Impairment losses, if any, would be determined based on the present value of the cash flows using discount rates that reflect the inherent risk of the underlying business. It is management's belief that no such impairment existed as of September 30, 2004.

Effective on January 1, 2002, we adopted SFAS No. 142, *Goodwill and Other Intangible Assets*. This statement addresses the accounting and reporting of goodwill and other intangible assets subsequent to their acquisition. Since adoption of SFAS No. 142 in July 2001, amortization of goodwill has discontinued, and goodwill is reviewed at least annually for impairment.

We evaluate goodwill for impairment based on a two-step process. The first step compares the fair value of a reporting unit with its carrying amount, including goodwill. If the fair value of a reporting unit exceeds its carrying amount, goodwill of the reporting unit is not impaired and the second step of the impairment test is unnecessary. If the carrying amount of the reporting unit exceeds its fair value, the second step of the goodwill impairment test is necessary to measure the amount of impairment loss, if any. The second step compares the implied fair value of reporting unit goodwill with the carrying amount of that goodwill. If the carrying amount of the reporting unit goodwill exceeds the implied fair value of that goodwill, an impairment loss would be recognized in an amount equal to that excess. We have two reporting units and both of the fair values of the reporting units exceeded their carrying amounts resulting in no impairment charges in fiscal year 2003.

#### *Indefinite-Lived Intangible*

Under the provisions of SFAS No. 142, *Goodwill and Other Intangible Assets*, we are required to perform an annual impairment test for our indefinite-lived intangible asset (i.e., Tradename) which is recorded at \$4.7 million at December 31, 2003. The impairment test compares the fair value of an intangible asset to the carrying value of that asset at least annually. If the estimated fair value of an intangible asset is determined to be lower than its carrying value, an impairment charge is recorded for the difference.

The determination of fair value of intangible assets requires management to use estimates and assumptions of the future cash flows and discount rates. Changes to these estimates and assumptions could affect the estimated fair value.

We cannot predict the occurrence of certain future events that might adversely affect the reported value of the intangible asset that is carried at \$4.7 million at September 30, 2004. Such events include, but are not limited to, strategic decisions made in response to economic and competitive conditions, the impact of the economic environment on our customer base, or a material negative change in our relationships with significant customers.

## **Results of Operations**

The following table provides details of the Company's consolidated results for the three and nine months ended September 30, 2004 and 2003:

	<b>Consolidated</b>					
	<b>(\$ in thousands)</b>					
	<b>Three Months Ended September 30,</b>			<b>Nine Months Ended September 30,</b>		
	<b>2004</b>	<b>2003</b>	<b>% Inc/(Dec)</b>	<b>2004</b>	<b>2003</b>	<b>% Inc/(Dec)</b>
Revenue	\$ 161,498	\$ 129,644	24.6%	\$ 463,676	\$ 453,026	2.4%
Cost of revenue	144,764	114,249	26.7%	413,128	399,755	3.3%
Gross profit	<u>\$ 16,734</u>	<u>\$ 15,395</u>	<u>8.7%</u>	<u>\$ 50,548</u>	<u>\$ 53,271</u>	<u>(5.1%)</u>
Gross profit percentage	10.4%	11.9%		10.9%	11.8%	

Revenues for the third quarter of 2004 were \$161.5 million compared to \$129.6 million in the third quarter of 2003.

Revenues for the first nine months of 2004 were \$463.7 million compared to \$453.0 million in the first nine months of 2003. The approximate \$10.4 million revenue increase for the nine months ended September 30, 2004 reflects increased revenues in the both the Specialty Management and Delivery Services and PBM Services segments aggregating approximately \$92 million offset by the loss of the 2003 TennCare<sup>®</sup> and Synagis<sup>®</sup> revenues of \$67.8 million and \$13.7 million respectively.

*Specialty Management and Delivery Services*

The following table provides details for the Specialty Management and Delivery Services segment for the three and nine months ended September 30, 2004 and 2003:

<b>Specialty Management and Delivery Services</b>						
<b>(\$ in thousands)</b>						
	<b>Three Months Ended September 30,</b>			<b>Nine Months Ended September 30,</b>		
	<b>2004</b>	<b>2003</b>	<b>% Inc/(Dec)</b>	<b>2004</b>	<b>2003</b>	<b>% Inc/(Dec)</b>
Revenue	\$ 65,569	\$ 44,630	46.9%	\$ 183,742	\$ 144,979	26.7%
Cost of revenue	55,284	35,924	53.9%	151,734	115,989	30.8%
Gross profit	\$ 10,285	\$ 8,706	18.1%	\$ 32,008	\$ 28,990	10.4%
Gross profit percentage	15.7%	19.5%		17.4%	20.0%	

Specialty Management and Delivery Services revenue increased \$21.0 million in the third quarter of 2004 to \$65.6 million, compared to revenue of \$44.6 million for the same period last year. For the first nine months of 2004, revenues increased \$38.7 million to \$183.7 million compared to revenues of \$145.0 million for the same period in 2003. This increase includes the loss of \$13.7 million in Synagis<sup>®</sup> sales revenue. This increase is a result of the extension of the geographic span of one of our Specialty contracts, and the first quarter acquisition of Fair Pharmacy. Sequentially, third quarter Specialty revenues grew 8% over the second quarter of 2004.

Cost of revenue increased \$19.4 million to \$55.3 million in the third quarter of 2004 compared to the same period in 2003 commensurate with our overall growth. For the first nine months of 2004, cost of revenue increased \$35.7 million to \$151.7 million compared to the same period in 2003.

Gross profit increased \$1.6 million to \$10.3 million for the third quarter of 2004 compared to the same period in 2003. Gross profit percentage decreased to 15.7% in the third quarter of 2004 compared to 19.5% in the same period in 2003 as a result of changes in our product mix with more volume in the injectable specialty medications, reimbursement pressures in the IVIG market, as well as renegotiated rates in a particular specialty contract. The new contract will increase revenues as a result of increased volume but decrease the gross profit on that contract. For the first nine months of 2004, gross profit increased \$3.0 million to \$32.0 million compared to the same period in 2003. Gross profit percentage decreased to 17.4% for the first nine months of 2004 compared to 20.0% for the same period in 2003, as a result of the reimbursement pricing pressures in the IVIG market and changes in product mix.

*PBM Services*

The following table provides details for the PBM Services segment for the three and nine month periods ended September 30, 2004 and 2003:

<b>PBM Services</b>						
<b>(\$ in thousands)</b>						
	<b>Three Months Ended September 30,</b>			<b>Nine Months Ended September 30,</b>		
	<b>2004</b>	<b>2003</b>	<b>% Inc/(Dec)</b>	<b>2004</b>	<b>2003</b>	<b>% Inc/(Dec)</b>
Revenue	\$ 95,929	\$ 85,014	12.8%	\$ 279,934	\$ 308,047	(9.1%)
Cost of revenue	89,480	78,325	14.2%	261,394	283,766	(7.9%)
Gross profit	\$ 6,449	\$ 6,689	(3.6%)	\$ 18,540	\$ 24,281	(23.6%)
Gross profit percentage	6.7%	7.9%		6.6%	7.9%	

PBM Services revenue increased \$10.9 million to \$95.9 million for the third quarter of 2004 compared to \$85.0 million for the third quarter of 2003 reflecting continued growth in sales volume. For the first nine months of 2004, PBM Services revenue decreased \$28.1 million to \$279.9 million compared to the first nine months of 2003, due to the loss of TennCare<sup>®</sup> PBM revenue which represented \$67.8 million in the first nine months of 2003. The lost TennCare<sup>®</sup> PBM revenue was more than offset by growth in our existing PBM Services business, including our traditional mail services business. The mail order portion of our PBM Services business in Columbus, Ohio, filled approximately 2.4 million prescriptions during the first three quarters of 2004 compared to approximately 2.0 million for the same period a year ago.

Cost of revenue increased \$11.2 million in the third quarter of 2004 compared to the same period in 2003 and \$22.4 million for the first nine months of 2004. The cost of revenue for the TennCare<sup>®</sup> PBM business was \$62.2 million in the first nine months of 2003. Gross profit decreased \$0.3 million to \$6.4 million in the third quarter of 2004 and \$5.7 million to \$18.4 million for the first nine months of 2004 compared to the same periods in 2003. The gross

profit percentage decreased from 7.9% to 6.7% for the quarter ended September 30, 2004 compared with the same period in 2003. The decrease in gross profit percentages reflects changes in our product mix as well as the termination of the TennCare<sup>®</sup> contracts.

Effective November 30, 2004, one of the Company's larger PBM customers, Value Behavioral Health of Texas will terminate its relationship with the Company. We do not believe the termination of that PBM contract will have a material, adverse effect on the Company's business, operations or financial condition.

### *Consolidated Results*

*Selling, General and Administrative Expenses.* For the three months ended September 30, 2004, selling, general and administrative expenses ("SG&A") increased to \$12.8 million, or 8.0% of total revenue, from \$12.6 million, or 9.7% of total revenue, for the same period a year ago. For the first nine months of 2004, SG&A increased to \$37.9 million, or 8.2% of total revenue, from \$37.6 million, or 8.3% of total revenue, for the same period a year ago. The third quarter of 2003 included \$1.0 million of restructuring charges related to TennCare<sup>®</sup>. For the first nine months of 2003, restructuring charges related to TennCare<sup>®</sup> amounted to \$1.6 million.

*Amortization of Intangibles.* For the third quarter and first nine months of 2004, the Company recorded amortization of intangibles of \$0.8 million and \$2.2 million, respectively, compared to \$0.5 million and \$1.4 million for the same periods in 2003. The increase in 2004 was a result of the additional amortization resulting from the acquisition of Fair Pharmacy on February 2, 2004.

*Net Interest Expense.* Net interest expense was \$0.2 million for the three months ended September 30, 2004, and \$0.6 million for the nine months ended September 30, 2004, compared to \$0.2 million and \$0.7 million of net interest expense for the same periods in 2003.

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*Provision for Income Taxes.* Tax expense for the third quarter and first nine months of 2004 was \$1.1 million and \$3.9 million, respectively, compared to \$0.8 million and \$5.4 million for the same periods last year. The effective tax rate for these periods was 40.0%.

*Net Income and Earnings Per Share.* Net income for the third quarter of 2004 was \$1.7 million, or \$0.08 per diluted share, compared to net income of \$1.3 million, or \$0.06 per diluted share, for the same period last year. Net income for the nine months ended September 30, 2004, was \$5.8 million, or \$0.26 per diluted share, compared to net income of \$8.2 million, or \$0.36 per diluted share, for the same period last year. The decrease is principally the result of the factors enumerated above, including the TennCare<sup>®</sup> and Synagis<sup>®</sup> losses.

### **Liquidity and Capital Resources**

We utilize both funds generated from operations and available credit under the Facility (as defined below) for acquisitions, capital expenditures and general working capital needs.

For the nine months ended September 30, 2004, net cash provided by operating activities totaled \$0.9 million compared to \$7.3 million for the same period last year. In the second and third quarters, we had positive cash from operations of \$3.5 and \$4.2, respectively, which year to date was offset by negative cash of \$6.8 million in the first quarter of 2004 due to a \$8.6 million reduction in rebate share payable primarily related to a payment due with respect to the terminated TennCare<sup>®</sup> PBM business. The third quarter positive cash flow was generated through collection of accounts receivable, as well as timing on cash payments to vendors.

Net cash used in investing activities during the nine months ended September 30, 2004 was \$15.3 million, primarily due to the acquisition of Fair Pharmacy, compared to \$0.7 million used in the same period in 2003.

For the nine months ended September 30, 2004, net cash provided by financing activities was \$8.3 million compared to net cash used in financing activities of \$9.6 million for the same period in 2003. There were \$8.2 million of outstanding bank borrowings under our \$45 million revolving credit facility (the "Facility") with an affiliate of Healthcare Finance Group, Inc. ("HFG"), at September 30, 2004, an \$8.2 million increase from the same period in 2003. Outstanding borrowings increased over 2003 as a result of the acquisition of Fair Pharmacy.

At September 30, 2004, we had working capital of \$16.8 million compared to \$20.3 million at December 31, 2003, primarily attributable to the use of cash and amounts available under the Company's line of credit to purchase Fair Pharmacy.

The Facility has a three-year term secured by our receivables with interest paid monthly. It provides for borrowings of up to \$45 million at the London Inter-Bank Offered Rate (LIBOR) plus 2.4%. The Facility contains various covenants that, among other things, require us to maintain certain financial ratios, as defined in the agreements governing the Facility. After the initial three-year term, the Facility automatically renews for additional one-year terms unless either party gives notice not less than 90 days prior to the expiration of the initial term or any renewal term of its intention not to renew the Facility. The Facility permits us to request an increase in the amount available for borrowing to up to \$100 million, as well as converting a portion of any outstanding borrowings from a Revolving Loan into a Term Loan. The borrowing base utilizes receivables balances, among other things, as collateral.

On February 2, 2004, we acquired Fair Pharmacy for \$15 million in cash. Direct expenses associated with the acquisition were approximately \$0.5 million. The acquisition was paid with proceeds from the Facility. As we

continue to grow, we anticipate that our working capital needs will also continue to increase. We believe that our cash on hand, together with funds available under the Facility and cash expected to be generated from operating activities will be sufficient to fund our anticipated working capital and other cash needs for at least the next twelve months.

We also may pursue joint venture arrangements, business acquisitions and other transactions designed to expand our Specialty Management and Delivery Services and PBM Services businesses, which we would expect to fund from cash on hand, borrowings under the Facility, other future indebtedness or, if appropriate, the private and/or public sale or exchange of our debt or equity securities.

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At December 31, 2003, we had Federal net operating loss carry forwards ("NOLs") of approximately \$19.4 million, which will begin expiring in 2009. Our remaining federal NOLs will not affect our effective tax rate when utilized since they were generated primarily as a result of the exercise of non-qualified stock options in prior years. However, we will receive the cash flow benefit from the reduction in our income tax liability when the remaining federal NOLs are utilized. Certain of the NOLs are subject to limitation and may be utilized in a future year upon release of the limitation. If the NOLs are not utilized in the year they are available they may be utilized in a future year to the extent they have not expired.

We expect our 2004 annual effective tax rate to be approximately 40%. This rate differs from the federal statutory rate of 35% primarily due to state taxes.

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### **Other Matters**

On August 13, 2003, Value Behavioral Health of Texas, a current PBM Services customer demanded arbitration before the American Arbitration Association of a claim for an alleged breach of contract involving the adjudication of certain PBM claims. We have denied liability and counterclaimed for unpaid amounts. The demand seeks \$5.9 million plus interest and costs and may be further amended. The counterclaim seeks \$319,000. We believe our conduct raised by the demand satisfied the contract and complied in all respects with the parties' agreement and intend to defend the matter vigorously. We received notice of termination of that customer's PBM contract effective November 30, 2004. We do not believe that the termination of that PBM contract will have a material, adverse effect on the Company's business, operations or financial condition.

### **Item 3. Quantitative and Qualitative Disclosure About Market Risk**

Our exposure to market risk for changes in interest relate primarily to our debt. At September 30, 2004, we did not have any long-term debt. We do not invest in, or otherwise use, derivative financial instruments.

At September 30, 2004, the carrying values of cash and cash equivalents, accounts receivable, accounts payable, claims payable, payables to plan sponsors and others, and debt approximate fair value due to their short-term nature.

Because management does not believe that our exposure to interest rate market risk is material at this time, we have not developed or implemented a strategy to manage this market risk through the use of derivative financial instruments or otherwise. We will assess the significance of interest rate market risk from time to time and will develop and implement strategies to manage that market risk as appropriate.

### **Item 4. Controls and Procedures**

Under the supervision of, and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, the effectiveness of the design and operation of disclosure controls and procedures has been evaluated as of the end of the period covered by this Quarterly Report on Form 10-Q and, based on that evaluation the Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures are effective in timely alerting them to material information required to be included in the Company's annual and periodic reports.

During the most recent fiscal quarter, there has not occurred any change in our internal controls over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

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## **PART II OTHER INFORMATION**

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

None.

### **Item 6. Exhibits and Reports on Form 8-K**

- (a) Exhibits.
- |              |   |
|--------------|---|
| Exhibit 3.1  | Amended and Restated Certificate of Incorporation of MIM Corporation (Incorporated by reference to the indicated exhibit to the Company's Registration Statement on Form S-1 (File No. 333-05327), as amended, which became effective on August 14, 1996) |
| Exhibit 3.2  | Amended and Restated By-Laws of MIM Corporation (Incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q filed with the Commission on May 15, 2003)   |
| Exhibit 31.1 | Certification of Richard H. Friedman pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   |
| Exhibit 31.2 | Certification of James S. Lusk pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   |
| Exhibit 32.1 | Certification of Richard H. Friedman pursuant to 18 U.S. C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  |
| Exhibit 32.2 | Certification of James S. Lusk pursuant to 18 U.S. C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  |

(b) Reports on Form 8-K.

The registrant filed the following reports on Form 8-K during the quarter ended September 30, 2004:

<u>Date of Report</u>	<u>Item(s) Reported</u>
August 9, 2004	5 and 7
August 9, 2004	5 and 7
September 22, 2004	5.02
September 28, 2004	3.01 and 5.02

**SIGNATURES**

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

Date: November 8, 2004

MIM CORPORATION

/s/ James S. Lusk  
James S. Lusk, Chief Financial Officer

**CERTIFICATION**

I, James S. Lusk, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of MIM Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - c. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting

Date: November 8, 2004

/s/ James S. Lusk

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James S. Lusk,  
Executive Vice President  
& Chief Financial Officer

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of MIM Corporation (the "Company") on Form 10-Q for the quarterly period ended September 30, 2004, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, James S. Lusk, Executive Vice President and Chief Financial Officer of the Company, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 8, 2004

/s/ James S. Lusk

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James S. Lusk

**A signed original of this certification has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request. The foregoing certification is accompanying the Form 10-Q solely pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code) and is not being filed as part of the Form 10-Q or as a separate disclosure document.**

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of MIM Corporation (the "Company") on Form 10-Q for the quarterly period ended September 30, 2004, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Richard H. Friedman, Chairman and Chief Executive Officer of the Company, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 8, 2004

/s/ Richard H. Friedman

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Richard H. Friedman

**A signed original of this certification has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request. The foregoing certification is accompanying the Form 10-Q solely pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code) and is not being filed as part of the Form 10-Q or as a separate disclosure document.**

**CERTIFICATION**

I, Richard H. Friedman, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of MIM Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting

Date: November 8, 2004

/s/ Richard H. Friedman

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Richard H. Friedman,  
Chairman and Chief Executive Officer