

COVALENT GROUP INC  
Form 10-Q  
August 13, 2003  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q**

(Mark One)

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

For the quarterly period ended June 30, 2003.

**TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

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

Commission file number: 0-21145

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**COVALENT GROUP, INC.**

(Exact name of registrant as specified in its charter)

Delaware

56-1668867

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(State or other jurisdiction  
of incorporation or organization)

(I.R.S. Employer  
Identification No.)

One Glenhardie Corporate Center,

1275 Drummers Lane, Suite 100, Wayne, Pennsylvania  
(Address of principal executive offices)

19087  
(Zip Code)

Registrant's telephone number, including area code: 610-975-9533

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Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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 12(b)-2 of the Exchange Act). Yes  No .

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practical date: As of August 1, 2003 there were 12,655,483 shares of Covalent Group, Inc. common stock outstanding, par value \$.001 per share, excluding 12,500 shares in treasury.

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**Table of Contents****PART I. FINANCIAL INFORMATION****ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)****Covalent Group, Inc.****Consolidated Balance Sheets****(Unaudited)**

	<u>June 30, 2003</u>	<u>December 31, 2002</u>
<b>Assets</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 4,336,644	\$ 2,121,439
Restricted cash	607,988	419,791
Accounts receivable	6,345,113	7,586,575
Prepaid expenses and other	844,308	380,404
Costs and estimated earnings in excess of related billings on uncompleted contracts	7,165,938	9,024,854
<b>Total Current Assets</b>	<u>19,299,991</u>	<u>19,533,063</u>
<b>Property and Equipment, Net</b>	2,288,376	1,281,149
<b>Other Assets</b>	26,588	22,265
<b>Total Assets</b>	<u>\$ 21,614,955</u>	<u>\$ 20,836,477</u>
<b>Liabilities and Stockholders' Equity</b>		
<b>Current Liabilities</b>		
Accounts payable	\$ 3,489,292	\$ 2,755,520
Accrued expenses	171,816	403,735
Income tax payable		111,646
Obligations under capital leases	57,474	59,418
Billings in excess of related costs and estimated earnings on uncompleted contracts	987,134	1,817,697
Customer advances	3,367,929	3,612,856
<b>Total Current Liabilities</b>	<u>8,073,645</u>	<u>8,760,872</u>
<b>Long Term Liabilities</b>		
Obligations under capital leases	107,705	2,907
Other Liabilities	756,220	
Deferred income tax	344,225	344,225
<b>Total Long Term Liabilities</b>	<u>1,208,150</u>	<u>347,132</u>
<b>Total Liabilities</b>	<u>9,281,795</u>	<u>9,108,004</u>
<b>Stockholders' Equity</b>		
	12,678	12,665

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Common stock, \$.001 par value 25,000,000 shares authorized, 12,677,983 and 12,664,583 shares issued respectively

Additional paid-in capital	10,912,788	10,887,759
Retained Earnings	1,405,013	852,021
Accumulated other comprehensive income	52,997	26,344
<b>Less:</b>	12,383,476	11,778,789
Treasury stock, at cost, 12,500 shares	(50,316)	(50,316)
<b>Total Stockholders Equity</b>	<b>12,333,160</b>	<b>11,728,473</b>
<b>Total Liabilities and Stockholders Equity</b>	<b>\$ 21,614,955</b>	<b>\$ 20,836,477</b>

See accompanying notes to the consolidated financial statements.

**Table of Contents****Covalent Group, Inc.****Consolidated Statements Of Operations****(Unaudited)**

	Three Months Ended June 30,		Six Months Ended June 30,	
	2003	2002	2003	2002
Net revenue	\$ 5,732,295	\$ 6,195,726	\$ 12,119,357	\$ 11,640,287
Reimbursement revenue	873,884	1,099,514	1,846,773	1,883,748
<b>Total Revenue</b>	<b>\$ 6,606,179</b>	<b>\$ 7,295,240</b>	<b>\$ 13,966,130</b>	<b>\$ 13,524,035</b>
<b>Operating Expenses</b>				
Direct	3,870,719	3,602,317	7,772,970	6,468,244
Reimbursement out-of-pocket expenses	873,884	1,099,514	1,846,773	1,883,748
Selling, general and administrative	1,519,921	1,211,351	2,994,276	2,560,328
Depreciation and amortization	231,163	142,729	434,624	289,977
<b>Total Operating Expenses</b>	<b>6,495,687</b>	<b>6,055,911</b>	<b>13,048,643</b>	<b>11,202,297</b>
<b>Income from Operations</b>	<b>110,492</b>	<b>1,239,329</b>	<b>917,487</b>	<b>2,321,738</b>
<b>Net Interest Income</b>	<b>3,407</b>	<b>2,738</b>	<b>6,652</b>	<b>4,279</b>
<b>Income before Income Taxes</b>	<b>113,899</b>	<b>1,242,067</b>	<b>924,139</b>	<b>2,326,017</b>
<b>Income Tax Provision</b>	<b>43,000</b>	<b>469,000</b>	<b>371,147</b>	<b>921,476</b>
<b>Net Income</b>	<b>\$ 70,899</b>	<b>\$ 773,067</b>	<b>\$ 552,992</b>	<b>\$ 1,404,541</b>
<b>Net Income per Common Share</b>				
<b>Basic:</b>	\$ 0.01	\$ 0.06	\$ 0.04	\$ 0.11
<b>Diluted:</b>	\$ 0.01	\$ 0.06	\$ 0.04	\$ 0.11
<b>Weighted Average Common and Common Equivalent Shares Outstanding</b>				
<b>Basic</b>	12,655,851	12,584,900	12,653,977	12,543,291
<b>Diluted</b>	13,060,766	13,475,925	13,040,137	13,338,944

See accompanying notes to the consolidated financial statements.

**Table of Contents****Covalent Group, Inc.****Consolidated Statements of Cash Flows****(unaudited)**

	Six Months Ended June 30,	
	2003	2002
<b>Operating Activities:</b>		
Net income	\$ 552,992	\$ 1,404,541
Adjustments to reconcile net income to net cash provided (used) by operating activities:		
Depreciation and amortization	434,624	289,977
Changes in assets and liabilities:		
Restricted cash	(188,197)	(337,172)
Accounts receivable	1,241,462	(1,958,197)
Prepaid expenses and other	(463,904)	(195,478)
Costs and estimated earnings in excess of related billings on uncompleted contracts	1,858,916	(2,351,834)
Other assets	(4,323)	2,963
Accounts payable	733,772	383,556
Accrued expenses	(231,919)	(29,896)
Income taxes payable	(111,646)	(628,898)
Billings in excess of related costs and estimated earnings on uncompleted contracts	(830,563)	2,249,668
Customer advances	(244,927)	420,600
<b>Net Cash Provided (Used) In Operating Activities</b>	<b>2,746,287</b>	<b>(750,170)</b>
<b>Investing Activities:</b>		
Purchases of property and equipment	(546,476)	(216,853)
<b>Net Cash Used In Investing Activities</b>	<b>(546,476)</b>	<b>(216,853)</b>
<b>Financing Activities:</b>		
Principal repayments of obligations under capital leases	(36,301)	(32,499)
Proceeds from exercise of stock options	25,042	283,183
<b>Net Cash (Used) Provided By Financing Activities</b>	<b>(11,259)</b>	<b>250,684</b>
<b>Effect of Exchange Rate Changes on Cash and Cash Equivalents</b>	<b>26,653</b>	<b>(1,546)</b>
<b>Net Increase (Decrease) In Cash and Cash Equivalents</b>	<b>2,215,205</b>	<b>(717,885)</b>
<b>Cash and Cash Equivalents, Beginning of Period</b>	<b>2,121,439</b>	<b>3,454,543</b>
<b>Cash and Cash Equivalents, End of Period</b>	<b>\$ 4,336,644</b>	<b>\$ 2,736,658</b>

See accompanying notes to the consolidated financial statements.

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Covalent Group, Inc.

Notes to Consolidated Financial Statements

(Unaudited)

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:**

Basis of Presentation

The accompanying unaudited financial statements for the three and six months ended June 30, 2003 and June 30, 2002 have been prepared in accordance with accounting principles generally accepted in the United States of America ( generally accepted accounting principles ) 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 generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (primarily consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the three and six months ended June 30, 2003 may not necessarily be indicative of the results that may be expected for other quarters or for the year ending December 31, 2003. For further information, refer to the financial statements and footnotes thereto included in our Annual Report on Form 10-KSB for the year ended December 31, 2002.

Use of Estimates

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

Consolidation

The consolidated financial statements for the three and six months ended June 30, 2003 and 2002 include our accounts and the accounts of our wholly-owned subsidiaries. Intercompany transactions and balances have been eliminated in consolidation.

Restricted Cash

We received advance payments from one of our clients as part of a long-term contract, which included a separate restricted cash account to be utilized for payment of investigator fees. As of June 30, 2003 and 2002, this restricted cash amount was \$608 thousand and \$989 thousand, respectively. This amount is also included in customer advances in the accompanying balance sheets.



Revenue Recognition

The majority of our net revenue is recognized from fixed-price contracts on a proportional performance basis. To measure the performance, we compare actual direct costs incurred to estimated total contract direct costs, which is the best indicator of the performance of the contract obligations as the costs relate to the labor hours incurred to perform the service. Total direct costs are incurred for each contract and compared to estimated total direct costs for each contract to

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determine the percentage of the contract that is completed. This percentage is multiplied by the estimated total contract value to determine the amount of net revenue recognized. A formal project review process takes place quarterly although most projects are evaluated on an ongoing basis. Management reviews the estimated total direct costs on each contract to determine if estimated amounts are correct, and estimates are adjusted as needed. If we determine that a loss will result from the performance of a fixed-price contract, the entire amount of the estimated loss is charged against income in the period in which such determination is made. Because of the inherent uncertainties in estimating direct costs required to complete a project, particularly complex, multi-year studies, it is possible that the estimates used will change and could result in a material change to our estimates. Original estimates might also be changed due to changes in the scope of work. We attempt to negotiate contract amendments with the client to cover these services provided outside the terms of the original contract. There can be no assurance that the client will agree to the proposed amendments, and we ultimately bear the risk of cost overruns. For terminated studies, our contracts frequently entitle us to receive the costs of winding down the terminated project, as well as all fees earned by us up to the time of termination. Some contracts also entitle us to an early termination fee, usually in the form of a predetermined fee or percentage of revenue expected to be earned for completion of the project.

Costs and estimated earnings in excess of related billings on uncompleted contracts represents net revenue recognized to date that is currently unbillable to the client pursuant to contractual terms. In general, amounts become billable upon the achievement of milestones or in accordance with predetermined payment schedules set forth in the contracts with our clients. Billings in excess of related costs and estimated earnings on uncompleted contracts represent amounts billed in excess of net revenue recognized at the balance sheet date.

## Reimbursable Out-of-Pocket Expenses

On behalf of our clients, we pay fees to investigators and other out-of-pocket costs for which we are reimbursed at cost, without mark-up or profit. Effective January 1, 2002, in connection with the required implementation of Financial Accounting Standards Board Emerging Issues Task Force Rule No. 01-14 ( EITF 01-14 ), Income Statement Characterization of Reimbursements Received for Out-of-Pocket Expenses Incurred , out-of-pocket costs are now included in Operating Expenses, while the reimbursements received are reported separately as Reimbursement Revenue in the Consolidated Statements of Operations.

As is customary in the industry, we exclude from revenue and expense in the Consolidated Statement of Operations fees paid to investigators and the associated reimbursement since we act as agent on behalf of our clients with regard to investigators. These investigator fees are not reflected in our Net Revenue, Reimbursement Revenue, Reimbursement Out-of-Pocket Expenses, and/or Direct Expenses. The amounts of these investigator fees were \$3.5 million and \$5.7 million for the three and six months ended June 30, 2003, respectively. For the three and six months ended June 30, 2002, investigator fees were \$1.6 million and \$3.7 million, respectively.

## Stock Based Compensation

The company has adopted equity incentive plans that provide for the granting of stock options to employees, directors, advisors and consultants. We account for grants of options to employees and directors under these plans applying the intrinsic value method provided for in Accounting Principles Board ( APB ) Opinion No. 25 Accounting for Stock Issued to Employees and related interpretations. No stock-based compensation expense is reflected in net income as all

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options granted under the plan had an exercise price equal to the market value of the underlying common stock on the date of the grant. In addition to APB Opinion No. 25, we provide the disclosures required by SFAS No. 123 Accounting for Stock-Based Compensation and by SFAS No. 148 Accounting for Stock-Based Compensation Transition and Disclosure. See Note 4.

The following table illustrates the effect on net income and earnings per share if the Company had applied the fair value recognition provisions of SFAS No. 123, Accounting for Stock-Based Compensation to stock-based employee compensation:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2003	2002	2003	2002
Net Income as reported	\$ 70,899	\$ 773,067	\$ 552,992	\$ 1,404,541
Deduct: Pro forma stock-based compensation expense determined under the fair value method, net of related tax effects	(133,017)	(189,773)	(233,060)	(398,463)
Pro forma Net Income	\$ (62,118)	\$ 583,294	\$ 319,932	\$ 1,006,078
<b>Net Income Per Share</b>				
Basic as reported	\$ 0.01	\$ 0.06	\$ 0.04	\$ 0.11
Basic pro forma	\$ (0.00)	\$ 0.05	\$ 0.03	\$ 0.08
Diluted as reported	\$ 0.01	\$ 0.06	\$ 0.04	\$ 0.11
Diluted pro forma	\$ (0.00)	\$ 0.04	\$ 0.02	\$ 0.08

**Reclassifications**

Certain prior year balances have been reclassified to conform to the current year presentation.

**2. RECENTLY ISSUED ACCOUNTING STANDARDS:**

In June 2001, the FASB issued SFAS No. 143, Accounting for Asset Retirement Obligations. This Statement addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the associated asset retirement costs. This Statement requires that the fair value of a liability for an asset retirement obligation be recognized in the period in which it is incurred if a reasonable estimate of fair value can be made. SFAS No. 143 is effective for financial statements issued for fiscal years beginning after June 15, 2002. Adoption of SFAS No. 143 did not have a material impact on our financial statements.

In July 2002, the FASB issued SFAS No. 146, Accounting for Costs Associated with Exit or Disposal Activities. SFAS No. 146 requires companies to recognize costs associated with exit or disposal activities when they are incurred rather than at the date of a commitment to an exit or disposal plan. Previous accounting guidance was provided by EITF No. 94-3, Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring). SFAS No. 146 replaces EITF No. 94-3 and is to be applied prospectively to exit or disposal activities initiated after December 31, 2002. Adoption of SFAS No. 146 did not have a material impact on our financial statements.



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In November 2002, the EITF finalized its tentative consensus on EITF Issue 00-21, Revenue Arrangements with Multiple Deliverables, which provides guidance on the timing and method of revenue recognition for sales arrangements that include the delivery of more than one product or service. EITF 00-21 is effective prospectively for arrangements entered into in fiscal periods beginning after June 15, 2003. We are currently evaluating the impact of the adoption of this consensus on our financial statements.

In December 2002, the FASB issued SFAS No. 148, Accounting for Stock-Based Compensation Transition and Disclosure. SFAS No. 148 amends SFAS No. 123 to provide for alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. SFAS No. 148 also requires disclosure of comparable information for all companies, regardless of whether they have adopted the fair value or intrinsic value method of accounting for stock-based employee compensation. SFAS No. 148 is effective for financial statements issued for fiscal years ending after December 15, 2002, and interim periods beginning after December 15, 2002. Adoption of SFAS No. 148 did not have a material impact on our financial statements, other than expanding our disclosures.

In January 2003, the FASB issued Interpretation No. 46, Consolidation of Variable Interest Entities. Interpretation No. 46 provides an interpretation of Accounting Research Bulletin No. 51, Consolidated Financial Statements with respect to the consolidation of variable interest entities. Interpretation No. 46 requires existing unconsolidated variable interest entities to be consolidated by their primary beneficiaries if the entities do not effectively disperse risks among the parties involved. Interpretation No. 46 applies immediately to variable interest entities created after January 31, 2003 and, for variable interest entities created before February 1, 2003, it becomes applicable for fiscal periods beginning after June 15, 2003. Adoption of Interpretation No. 46 is not expected to have a material impact on our financial statements.

In April 2003, the FASB issued SFAS No. 149, Amendment of Statement 133 on Derivative Instruments and Hedging Activities. SFAS No. 149 amends and clarifies financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts (collectively referred to as derivatives) and for hedging activities under SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities. SFAS No. 149 is effective for contracts entered into or modified after June 30, 2003, except as stated below and for hedging relationships designated after June 30, 2003. The provisions of SFAS No. 149 that relate to Statement 133 Implementation Issues that have been effective for fiscal quarters that began prior to June 15, 2003, should continue to be applied in accordance with their respective effective dates. The Company has not entered into any derivative transactions and therefore this standard is not expected to have a material impact on our financial statements.

In May 2003, the FASB issued SFAS No. 150, Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity, which establishes standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity. SFAS No. 150 requires that an issuer classify a financial instrument that is within its scope, which may have previously been reported as equity, as a liability (or an asset in some circumstances). This statement is effective for financial instruments entered into or modified after May 31, 2003, and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003, except for mandatory redeemable financial instruments of nonpublic companies. Adoption of SFAS No. 150 is not expected to have a material impact on our financial statements.

### **3. EARNINGS PER SHARE**

Earnings per share is calculated in accordance with SFAS No. 128, Earnings Per Share. Basic earnings per share is computed by dividing net income for the period by the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing net income by the weighted average number of common shares plus the dilutive effect of outstanding stock options under the Company's equity incentive plans.

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The net income and weighted average common and common equivalent shares outstanding for purposes of calculating net income per common share were computed as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2003	2002	2003	2002
Net Income	\$ 70,899	\$ 773,067	\$ 552,992	\$ 1,404,541
Weighted average number of common shares outstanding used in computing basic earnings per share	12,655,851	12,584,900	12,653,977	12,543,291
Dilutive effect of stock options outstanding	404,915	891,025	386,160	795,653
Weighted average shares used in computing diluted earnings per share	13,060,766	13,475,925	13,040,137	13,338,944
Basic earnings per share	\$ 0.01	\$ 0.06	\$ 0.04	\$ 0.11
Diluted earnings per share	\$ 0.01	\$ 0.06	\$ 0.04	\$ 0.11

**Table of Contents****4. STOCK-BASED COMPENSATION**

The Company has adopted equity incentive plans that provide for the granting of stock options to employees, directors, advisors and consultants. We account for grants of options to employees and directors under these plans applying the intrinsic value method provided for in Accounting Principles Board ( APB ) Opinion No. 25 Accounting for Stock Issued to Employees and related interpretations. No stock-based compensation expense is reflected in net income as all options granted under the plan had an exercise price equal to the market value of the underlying common stock on the date of the grant. In addition to APB Opinion No. 25, we provide the disclosures required by SFAS No. 123 Accounting for Stock-Based Compensation and by SFAS No. 148 Accounting for Stock-Based Compensation Transition and Disclosure. See Note 1 for disclosure of Pro Forma Net Income and Net Income Per Share.

For purposes of determining the pro forma amounts in Note 1, the fair value of each option grant is estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions:

	Three Months Ended				Six Months Ended			
	June 30,				June 30,			
	2003		2002		2003		2002	
Risk-free interest rate	2.11%	2.86%	4.30%	4.74%	2.11%	3.04%	4.30%	4.74%
Expected dividend yield								
Expected life	5 years		5 years		5 years		5 years	
Expected volatility	51%		54%		51%		54%	

Based upon the above assumptions, the weighted average fair value of the stock options granted for the three and six months ended June 30, 2003 was \$1.04 and \$1.07, respectively. For the three and six months ended June 30, 2002 the weighted average fair value of the stock options granted was \$2.12 and \$1.96, respectively. Because additional option grants are expected to be made, the above pro forma disclosures are not representative of pro forma effects on reported net income for future periods.

**5. COMPREHENSIVE INCOME**

A reconciliation of comprehensive income in accordance with Statement of Financial Accounting Standards No. 130 Reporting Comprehensive Income is as follows:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2003	2002	2003	2002
Net income	\$ 70,899	\$ 773,067	\$ 552,992	\$ 1,404,541
Foreign currency translation adjustment	26,822	(1,243)	26,653	(1,546)
Comprehensive Income	\$ 97,721	\$ 771,824	\$ 579,645	\$ 1,402,995



**6. SEGMENT INFORMATION**

The Company has adopted the provisions of SFAS No. 131, Disclosures About Segments of an Enterprise and Related Information which establishes standards for reporting business segment



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information. The Company operates predominantly in the clinical research industry providing a broad range of clinical research services on a global basis to the pharmaceutical, biotechnology and medical device industries.

The following table summarizes the distribution of net revenue and contracts with significant clients:

	Three Months Ended June 30,				Six Months Ended June 30,			
	2003		2002		2003		2002	
	% of	Number of	% of	Number of	% of	Number of	% of	Number of
	Revenues	Contracts	Revenues	Contracts	Revenues	Contracts	Revenues	Contracts
Client A	41%	8	39%	9	45%	8	33%	9
Client B	25%	3	38%	3	26%	3	43%	4
Client C	11%	1	12%	3	5%	1	11%	3
<b>Top Three Clients</b>	<b>77%</b>	<b>12</b>	<b>89%</b>	<b>15</b>	<b>76%</b>	<b>12</b>	<b>87%</b>	<b>16</b>

The following table summarizes the distribution of net revenues from external clients by geographical area:

Three Months Ended June 30,					
2003			2002		
U.S	Europe	Total	U.S	Europe	Total
\$ 5,525,579	\$ 206,716	\$ 5,732,295	\$ 5,905,200	\$ 290,526	\$ 6,195,726
Six Months Ended June 30,					
2003			2002		
U.S	Europe	Total	U.S	Europe	Total
\$11,676,519	\$ 442,838	\$ 12,119,357	\$ 11,322,313	\$ 317,974	\$ 11,640,287

**7. LINE OF CREDIT**

We maintain a demand line of credit with a bank under which maximum borrowings are the lesser of \$2.5 million or 75% of eligible accounts receivable, as defined in the loan agreement, and bear interest at the LIBOR Market Index Rate plus 2.65%. As of June 30, 2003, there were no borrowings under the line of credit. The line of credit was renewed on June 17, 2003 and expires on June 30, 2004. Borrowings under the line of

credit are secured by substantially all of our assets. Our agreement with the bank provides that we maintain a minimum tangible net worth of \$10.75 million and a ratio of total liabilities to tangible net worth of not more than 1.25 to 1.00. As of June 30, 2003, we were in compliance with these covenants.

## **8. OTHER LIABILITIES**

As of January 1, 2003, the Company increased by approximately 12,700 to 34,000 the amount of square feet under lease in the same building. The term of the lease was also extended to 2010 and monthly lease payments increased from \$50 thousand to \$72 thousand. As an incentive for the Company to acquire the additional space, the lessor granted the Company \$814 thousand in lease

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incentives that were used to pay for architectural fees, renovations and improvement costs for the new space. The lease incentives were capitalized as if the Company incurred the costs to make the improvements and are included in Property and Equipment. These assets and the related liability are amortized over the remaining life of the lease at a rate of approximately \$116 thousand per year as an additional amortization expense and a reduction in rent expense, respectively. The accounting for these lease incentives has no impact on net income, stockholders equity or cash flow.

## **9. SUPPLEMENTAL CASH FLOW INFORMATION**

Cash paid for income taxes for the three and six months ended June 30, 2003 was approximately \$739 thousand and \$954 thousand, respectively. For the three and six months ended June 30, 2002, cash paid for income taxes was approximately \$711 thousand and \$1.6 million, respectively. Cash interest income for the three and six months ended June 30, 2003 was approximately \$3 thousand and \$6 thousand, respectively. For the three and six months ended June 30, 2002, net cash interest expense was approximately \$2.9 thousand and \$4.0 thousand, respectively. We entered into capital lease obligations totaling \$0 thousand and \$139 thousand during the three and six months ended June 30, 2003. During the three and six months ended June 30, 2002, we did not enter into any new capital leases. The acquisition of property and equipment through lease incentives totaled \$0 thousand and \$814 thousand during the three and six months ended June 30, 2003. During the three and six months ended June 30, 2002, there were no acquisitions of property and equipment through lease incentives.

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

### **Forward Looking Statements**

The following discussion and analysis should be read in conjunction with the Company's Annual Report on Form 10-KSB, as well as the Company's financial statements and notes thereto included elsewhere in this Quarterly Report on Form 10-Q. When used in this Report on Form 10-Q and in other public statements, both oral and written, by the Company and Company officers, the words estimate, project, expect, intend, believe, anticipate and similar expressions are intended to identify forward-looking statements regarding events and trends that may affect our future operating results and financial position. Such statements are subject to risks and uncertainties that could cause our actual results and financial position to differ materially. Such factors include, among others: (i) our success in attracting new business and retaining existing clients and projects; (ii) the size, duration and timing of clinical trials; (iii) the termination, delay or cancellation of clinical trials; (iv) the timing difference between our receipt of contract milestone or scheduled payments and our incurring costs to manage these trials; (v) outsourcing trends in the pharmaceutical, biotechnology and medical device industries; (vi) the ability to maintain profit margins in a competitive marketplace; (vii) our ability to attract and retain qualified personnel; (viii) the sensitivity of our business to general economic conditions; and (ix) other economic, competitive, governmental and technological factors affecting our operations, markets, products, services and prices. We undertake no obligation to publicly release the result of any revision of these forward-looking statements to reflect events or circumstances after the date they are made or to reflect the occurrence of unanticipated events. These and other factors that could cause the forward looking statements to be materially different are described in greater detail in our Annual Report on Form 10-KSB in the section entitled Risk Factors that Might Affect our Business or Stock Price.

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### **Company Overview**

In this discussion, the terms Company, we, us and our refer to Covalent Group, Inc. and our subsidiaries, except where it is made clear otherwise.

We are a clinical research organization ( CRO ) who is a leader in the design and management of complex clinical trials for the pharmaceutical, biotechnology and medical device industries. Our mission is to provide our clients with high quality, full-service support for their clinical trials. We offer therapeutic expertise, experienced team management and advanced technologies. Our headquarters is in Wayne, Pennsylvania and our International operations are based in Guildford, Surrey, United Kingdom.

Our clients consist of many of the largest companies in the pharmaceutical, biotechnology and medical device industries. From protocol design and clinical program development, to proven patient recruitment, to managing the regulatory approval process, we have the resources to directly implement or manage Phase I through IV clinical trials and to deliver clinical programs on time and within budget. We have clinical trial experience across a wide variety of therapeutic areas, such as cardiovascular, endocrinology/metabolism, diabetes, neurology, oncology, immunology, vaccines, infectious diseases, gastroenterology, dermatology, hepatology, womens health and respiratory medicine. We have the capacity and expertise to conduct clinical trials on a global basis. We have managed studies in 20 countries, including the United States, Canada, Western and Eastern Europe, the Middle East, South Africa, Australia and Scandinavia.

We were incorporated in August 1998 in Nevada and in June 2002, we changed our state of incorporation to Delaware.

### **General**

The information set forth and discussed below for the three and six months ended June 30, 2003 and 2002 is derived from the Financial Statements included elsewhere herein. The financial information set forth and discussed below is unaudited but, in the opinion of management, reflects all adjustments (primarily consisting of normal recurring adjustments) necessary for a fair presentation of such information. The results of our operations for a particular quarter may not be indicative of results expected during the other quarters or for the entire year.

Our quarterly results can fluctuate as a result of a number of factors, including our success in attracting new business, the size and duration of clinical trials, the timing of client decisions to conduct new clinical trials or to cancel or delay ongoing trials, and other factors, many of which are beyond our control.

Net revenue is derived principally from the design, management and monitoring of clinical research studies. Clinical research service contracts generally have terms ranging from several months to several years. A portion of the contract fee is generally payable upon execution of the contract, with the balance payable in installments over the life of the contract. The majority of our net revenue is recognized from fixed-price contracts on a proportional performance basis. To measure the performance, we compare actual direct costs incurred to estimated total contract direct costs, which is the best indicator of the performance of the contract obligations as the costs relate to the labor hours incurred to perform the service.

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Contracts generally may be terminated by clients immediately or with short notice. Clinical trials may be terminated or delayed for several reasons, including, among others, unexpected results or adverse

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patient reactions to the drug, inadequate patient enrollment or investigator recruitment, manufacturing problems resulting in shortages of the drug or decisions by the client to de-emphasize or terminate a particular trial or development efforts on a particular drug. Depending on the size of the trial in question, a client's decision to terminate or delay a trial in which we participate could have a material and adverse effect on our backlog, future revenue and results from operations.

Our backlog was approximately \$16 million as of June 30, 2003 as compared to \$30 million as of June 30, 2002. Our backlog consists of anticipated net revenue from signed contracts, letters of intent and certain verbal commitments that either have not started but are anticipated to begin in the near future or are in process and have not yet been completed. Many of our studies and projects are performed over an extended period of time, which may be several years. Amounts included in backlog have not yet been recognized as net revenue in our Consolidated Statements of Operations. Once contracted work begins, net revenue is recognized over the life of the contract on a proportional performance basis. The recognition of net revenue and contract terminations, if any, reduces our backlog while the awarding of new business increases our backlog. For the six months ended June 30, 2003 we obtained approximately \$9.1 million of new business awards as compared to approximately \$12.0 million for the six months ended June 30, 2002.

We believe that our backlog as of any date may not necessarily be a meaningful predictor of future results because backlog can be affected by a number of factors including the size and duration of contracts, many of which are performed over several years. Additionally, contracts relating to our clinical trial business may be subject to early termination by the client or delay for many reasons, as described above. Also, the scope of a contract can change during the course of a study. For these reasons, we might not be able to fully realize our entire backlog as net revenue.

The following table sets forth amounts for certain items in our consolidated statements of operations expressed as a percentage of net revenue. The following table excludes revenue and costs related to reimbursable out-of-pocket expenses because they are not generated by the services we provide, do not yield any gross profit to us, and do not have any impact on our net income. We believe this information is useful to our investors because it presents the net revenue and expenses that are directly attributable to the services we provide to our clients and provides a more accurate picture of our operating results and margins.

## Percentage of Net Revenue, Excluding Reimbursable Out-of-Pocket Expenses

	Three Months		Six Months	
	Ended June 30		Ended June 30	
	2003	2002	2003	2002
	(Unaudited)		(Unaudited)	
Net revenue	100.0%	100.0%	100.0%	100.0%
Operating Expenses				
Direct	67.5%	58.1%	64.1%	55.6%
Selling, general and administrative	26.5%	19.6%	24.7%	22.0%
Depreciation	4.0%	2.3%	3.6%	2.5%
Income from Operations	1.9%	20.0%	7.6%	19.9%
Net Income	1.2%	12.5%	4.6%	12.1%

**Critical Accounting Policies and Estimates**

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The following discussion should be read in conjunction with the consolidated financial statements and

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notes thereto.

Our consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the periods presented. On an ongoing basis, management evaluates its judgments and estimates. Management bases its judgments and estimates on historical experience and on various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. Management considers the following policies to be most critical in understanding the more complex judgments that are involved in preparing our consolidated financial statements and the uncertainties that could affect our results of operations and financial condition.

### Revenue Recognition

The majority of our net revenue is recognized from fixed-price contracts on a proportional performance basis. To measure the performance, we compare actual direct costs incurred to estimated total contract direct costs, which is the best indicator of the performance of the contract obligations as the costs relate to the labor hours incurred to perform the service. Total direct costs are incurred for each contract and compared to estimated total direct costs for each contract to determine the percentage of the contract that is completed. This percentage is multiplied by the estimated total contract value to determine the amount of net revenue recognized. A formal project review process takes place quarterly although most projects are evaluated on an ongoing basis. Management reviews the estimated total direct costs on each contract to determine if estimated amounts are correct, and estimates are adjusted as needed. If we determine that a loss will result from the performance of a fixed-price contract, the entire amount of the estimated loss is charged against income in the period in which such determination is made. Because of the inherent uncertainties in estimating direct costs required to complete a project, particularly complex, multi-year studies, it is possible that the estimates used will change and could result in a material change to our estimates. Original estimates might also be changed due to changes in the scope of work. We attempt to negotiate contract amendments with the client to cover these services provided outside the terms of the original contract. There can be no assurance that the client will agree to the proposed amendments, and we ultimately bear the risk of cost overruns. For terminated studies, our contracts frequently entitle us to receive the costs of winding down the terminated project, as well as all fees earned by us up to the time of termination. Some contracts also entitle us to an early termination fee, usually in the form of a predetermined fee or percentage of revenue expected to be earned for completion of the project.

Costs and estimated earnings in excess of related billings on uncompleted contracts represents net revenue recognized to date that is currently unbillable to the client pursuant to contractual terms. In general, amounts become billable upon the achievement of milestones or in accordance with predetermined payment schedules set forth in the contracts with our clients. Billings in excess of related costs and estimated earnings on uncompleted contracts represent amounts billed in excess of net revenue recognized at the balance sheet date.

### Reimbursable Out-of-Pocket Expenses

On behalf of our clients, we pay fees to investigators and other out-of-pocket costs for which we are reimbursed at cost, without mark-up or profit. Effective January 1, 2002, in connection with the required implementation of Financial Accounting Standards Board Emerging Issues Task Force Rule



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No. 01-14 ( EITF 01-14 ), Income Statement Characterization of Reimbursements Received for Out-of-Pocket Expenses Incurred , out-of-pocket costs are now included in Operating Expenses, while the reimbursements received are reported separately as Reimbursement Revenue in the Consolidated Statements of Operations.

As is customary in the industry, we exclude from revenue and expense in the Consolidated Statement of Operations fees paid to investigators and the associated reimbursement since we act as agent on behalf of our clients with regard to investigators. These investigator fees are not reflected in our Net Revenue, Reimbursement Revenue, Reimbursement Out-of-Pocket Expenses, and/or Direct Expenses. The amounts of these investigator fees were \$3.5 million and \$5.7 million for the three and six months ended June 30, 2003, respectively. For the three and six months ended June 30, 2002, investigator fees were \$1.6 million and \$3.7 million, respectively.

## Concentration of Credit Risk

Our accounts receivable and costs and estimated earnings in excess of related billings on uncompleted contracts are concentrated with a small number of companies within the pharmaceutical, biotechnology and medical device industries. The significant majority of this exposure is to large, well established firms. Credit losses have historically been minimal. As of June 30, 2003, the total of accounts receivable and costs and estimated earnings in excess of related billings on uncompleted contracts was \$13.5 million. Of this amount, the exposure to our three largest clients was 81% of the total, with the three largest clients representing 45%, 29%, and 8% of total exposure, respectively. As of June 30, 2002, the total of accounts receivable and costs and estimated earnings in excess of related billings on uncompleted contracts was \$13.7 million. Of this amount, the exposure to our three largest clients was 96% of the total, with the three largest clients representing 62%, 25%, and 9% of total exposure, respectively.

## Operating Expenses

Direct expenses include amounts incurred during the period that are directly related to the management or completion of a clinical trial or related project and generally include direct labor and related benefit charges, other direct costs and certain allocated expenses. Direct costs as a percentage of net revenues tend to fluctuate from one period to another as a result of changes in the mix of services provided and the various studies conducted during any time period. Selling, general and administrative expenses include the salaries, wages and benefits of all administrative, finance and business development personnel, and all other support expenses not directly related to specific contracts.

## Stock-Based Compensation

The Company has adopted equity incentive plans that provide for the granting of stock options to employees, directors, advisors and consultants. We account for grants of options to employees and directors under these plans applying the intrinsic value method provided for in Accounting Principles Board ( APB ) Opinion No. 25 Accounting for Stock Issued to Employees and related interpretations. No stock-based compensation expense is reflected in net income as all options granted under the plan had an exercise price equal to the market value of the underlying common stock on the date of the grant. In addition to APB Opinion No. 25, we provide the disclosures required by Statement of Financial Accounting Standards ( SFAS ) No. 123 Accounting for Stock-Based Compensation and by SFAS No. 148 Accounting for Stock-Based Compensation Transition and Disclosure.

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**Three Months Ended June 30, 2003 Compared With The Three Months Ended June 30, 2002**

Net revenue for the three months ended June 30, 2003 decreased 7.5% to \$5.7 million as compared to \$6.2 million for the three months ended June 30, 2002. The decrease of \$463 thousand reflects a lower level of new business awards in 2003 as well as the fact that several projects were winding down as they enter the later stages of their development schedules. New business awards and changes of scope for the three months ended June 30, 2003 were approximately \$3.4 million as compared to approximately \$7.5 million for the three months ended June 30, 2002. For the three months ended June 30, 2003, net revenue from our three largest clients amounted to 77% of our net revenue, with the three largest clients representing 41%, 25%, and 11% of net revenue, respectively. For the three months ended June 30, 2002, net revenue from our three largest clients amounted to 89% of our net revenue, with the three largest clients representing 39%, 38%, and 12% of net revenue, respectively.

Reimbursement revenue consisted of reimbursable out-of-pocket expenses incurred on behalf of our clients. Reimbursements are made at cost, without mark-up or profit, and therefore have no impact on net income.

Direct expenses included compensation and other expenses directly related to conducting clinical studies. These costs increased by \$268 thousand to \$3.9 million for the three months ended June 30, 2003 from \$3.6 million for the three months ended June 30, 2002. The increase in direct expenses resulted principally from the increase in personnel costs associated increased project requirements and an expanded service delivery infrastructure. Direct expenses as a percentage of net revenue were 68% for the three months ended June 30, 2003 as compared to 58% for the three months ended June 30, 2002. The increase was principally due to increased project requirements as well as the mix of levels of personnel involved in the contracts performed, variations in the utilization of personnel and the mix of contracts being performed during each period.

Selling, general, and administrative expenses included the salaries, wages and benefits of all administrative, financial and business development personnel and all other support expenses not directly related to specific contracts. Selling, general and administrative expenses for the three months ended June 30, 2003 were \$1.5 million, or 27% of net revenue, as compared to \$1.2 million, or 20% of net revenue, for the three months ended June 30, 2002. The increase of \$309 thousand primarily reflects increased staff, rent and insurance expenses. The increase as a percentage of net revenue generally reflects the impact of increased staff, rent and insurance expenses against a lower level of net revenue.

Depreciation and amortization expense increased to \$231 thousand for the three months ended June 30, 2003 from \$143 thousand for the three months ended June 30, 2002, primarily as a result of additional leasehold improvements.

Income from operations decreased by \$1.1 million, or 91%, to \$110 thousand, primarily for the reasons noted in the preceding paragraphs.

Net interest income for the three months ended June 30, 2003 was \$3 thousand compared to net interest income of \$3 thousand for the three months ended June 30, 2002.

The effective income tax rate for the three months ended June 30, 2003 and 2002 was 38% and 38%, respectively.

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Net income for the three months ended June 30, 2003 decreased 91% to \$71 thousand, or \$0.01 per

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diluted share, as compared to \$773 thousand, or \$0.06 per diluted share for the three months ended June 30, 2002, primarily for the reasons noted above.

### **Six Months Ended June 30, 2003 Compared With The Six Months Ended June 30, 2002**

Net revenue for the six months ended June 30, 2003 increased 4% to \$12.1 million as compared to \$11.6 million for the six months ended June 30, 2002. The increase in net revenue was a result of the year over year increase in net revenue reported in the quarter ended March 31, 2003. Also affecting net revenue for the six month period were a lower level of new business awards in 2003 as well as the fact that several projects were winding down as they enter the later stages of their development schedules. New business awards and changes of scope for the six months ended June 30, 2003 were approximately \$9.1 million as compared to approximately \$12.0 million for the six months ended June 30, 2002. For the six months ended June 30, 2003, net revenue from our three largest clients amounted to 76% of our net revenue, with the three largest clients representing 45%, 26%, and 5% of net revenue, respectively. For the six months ended June 30, 2002, net revenue from our three largest clients amounted to 87% of our net revenue, with the three largest clients representing 43%, 33%, and 11% of net revenue, respectively.

Reimbursement revenue consisted of reimbursable out-of-pocket expenses incurred on behalf of our clients. Reimbursements are made at cost, without mark-up or profit, and therefore have no impact on net income.

Direct expenses included compensation and other expenses directly related to conducting clinical studies. These costs increased by \$1.3 million to \$7.8 million for the six months ended June 30, 2003 from \$6.5 million for the six months ended June 30, 2002. The increase in direct expenses resulted principally from the increase in personnel costs associated increased project requirements and an expanded service delivery infrastructure. Direct expenses as a percentage of net revenue were 64% for the six months ended June 30, 2003 as compared to 56% for the six months ended June 30, 2002. The increase was principally due to increased project requirements as well as the mix of levels of personnel involved in the contracts performed, variations in the utilization of personnel and the mix of contracts being performed during each period.

Selling, general, and administrative expenses included the salaries, wages and benefits of all administrative, financial and business development personnel and all other support expenses not directly related to specific contracts. Selling, general and administrative expenses for the six months ended June 30, 2003 were \$3.0 million, or 25% of net revenue, as compared to \$2.6 million, or 22% of net revenue, for the six months ended June 30, 2002. The increase of \$434 thousand primarily reflects increased staff, rent and insurance expenses. The increase as a percentage of net revenue generally reflects the impact of increased staff, rent and insurance expenses.

Depreciation and amortization expense increased to \$435 thousand for the six months ended June 30, 2003 from \$290 thousand for the six months ended June 30, 2002, primarily as a result of additional leasehold improvements.

Income from operations decreased by \$1.4 million, or 60%, to \$917 thousand, primarily for the reasons noted in the preceding paragraphs.

Net interest income for the six months ended June 30, 2003 was \$7 thousand compared to net interest income of \$4 thousand for the six months ended June 30, 2002, largely the result of having more cash to invest.



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The effective income tax rate for the six months ended June 30, 2003 and 2002 was 40% and 40%, respectively.

Net income for the six months ended June 30, 2003 decreased 60% to \$553 thousand, or \$0.04 per diluted share, as compared to \$1.4 million, or \$0.11 per diluted share for the six months ended June 30, 2002, primarily for the reasons noted above.

## **Liquidity and Capital Resources**

The clinical research organization industry is generally not considered capital intensive. We expect to continue to fund our operations from existing cash resources, cash flow from operations and borrowings under our line of credit. We expect that our principal cash requirements on both a short and long-term basis will be for the funding of our operations and capital expenditures. We expect to continue expanding our operations through internal growth, expansion of our existing services, continued expansion of our international operational capabilities, and the development of new products and services for the pharmaceutical, biotechnology and medical device industries. We believe that our existing cash resources, cash generated from operations, and the borrowing availability under our line of credit will provide sufficient liquidity for the foreseeable future. However, in the event that we make significant acquisitions in the future, we may need to raise additional funds through additional borrowings or the issuance of debt or equity securities.

Our contracts usually require a portion of the contract amount to be paid at the time the contract is initiated. Additional payments are generally made upon completion of negotiated performance milestones, or on a regularly scheduled basis, throughout the life of the contract. Accordingly, cash receipts do not necessarily correspond to costs incurred and revenue recognized. For terminated studies, our contracts frequently entitle us to receive the costs of winding down the terminated project, as well as all fees earned by us up to the time of termination. Some contracts also entitle us to an early termination fee, usually in the form of a predetermined fee or percentage of revenue expected to be earned for completion of the project.

Net revenue is recognized on a proportional performance basis. We typically receive a low volume of large-dollar receipts. As a result, the number of days net revenue outstanding in accounts receivable, costs and estimated earnings in excess of related billings, customer advances, and billings in excess of related costs will fluctuate due to the timing and size of billings and cash receipts. At June 30, 2003, the net days revenue outstanding was 154 days compared to 130 days at December 31, 2002. Compared to December 31, 2002, accounts receivable decreased \$1.2 million to \$6.3 million at June 30, 2003, primarily due to the timing of billings and progress payments for clinical trials. Of the accounts receivable balance at June 30, 2003, less than 4% of the total was over 60 days past invoice date.

Compared to December 31, 2002, costs and estimated earnings in excess of related billings on uncompleted contracts decreased \$1.8 million to \$7.2 million at June 30, 2003. The decrease primarily represents timing differences between the net revenue recognized on the trials being managed and the billing milestones or payment schedules contained in the contracts with our clients. The balance at June 30, 2003 primarily consisted of 4 clinical trials, which individually constituted 45%, 15%, 9% and 8% of the balance. These clinical trials are expected to be completed during 2003 and 2004. The decrease in the liability account billings in excess of related costs and estimated earnings on uncompleted contracts of \$831 thousand to \$1.0 million as of June 30, 2003 from \$1.8 million as of December 31, 2002, resulted from continued progress on several contracts with billing schedules

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weighted toward the earlier phases of the study. The decrease in customer advances of \$245 thousand to \$3.4 million as of June 30, 2003 from \$3.6 million as of December 31, 2002, resulted primarily from the net utilization of customer advances for investigator payments.

Our net cash provided by operating activities was \$2.7 million for the six months ended June 30, 2003, compared with net cash used by operating activities of \$750 thousand for the six months ended June 30, 2002. The primary reason for this change were decreases in our accounts receivable and our costs and estimated earnings in excess of related billings on uncompleted contracts relative to the end of the prior year. Net cash used by investing activities, consisting principally of purchases of property, equipment and leasehold improvements, was \$546 thousand for the six months ended June 30, 2003, compared with net cash used by investing activities of \$217 thousand for the six months ended June 30, 2002. Purchases and leasehold improvements for the six months ended June 30, 2003 included leasehold improvements, software and hardware, including host servers and computers for our corporate office and field-based personnel. Net cash used by financing activities was \$11 thousand for the six months ended June 30, 2003, compared with net cash provided by financing activities of \$251 thousand for the six months ended June 30, 2002. The primary difference related to the scheduled repayment of capital lease obligations.

As a result of these cash flows, our cash and cash equivalents balance at June 30, 2003 was \$4.3 million as compared to \$2.1 million at December 31, 2002.

We maintain a demand line of credit with a bank under which maximum borrowings are the lesser of \$2.5 million or 75% of eligible accounts receivable, as defined in the loan agreement, and bear interest at the LIBOR Market Index Rate plus 2.65%. As of June 30, 2003, there were no borrowings under the line of credit. The line of credit was renewed on June 17, 2003 and expires on June 30, 2004. Borrowings under the line of credit are secured by substantially all of our assets. Our agreement with the bank provides that we maintain a minimum tangible net worth of \$10.75 million and a ratio of total liabilities to tangible net worth of not more than 1.25 to 1.00. As of June 30, 2003, we were in compliance with these covenants.

We purchased equipment and made leasehold improvements of \$546 thousand during the six months ended June 30, 2003. We anticipate capital expenditures of approximately \$75 - \$150 thousand during the remainder of 2003, primarily for leasehold improvements, software applications, workstations, personal computer equipment and related assets.

## **Recently Issued Accounting Standards**

In June 2001, the FASB issued SFAS No. 143, *Accounting for Asset Retirement Obligations*. This Statement addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the associated asset retirement costs. This Statement requires that the fair value of a liability for an asset retirement obligation be recognized in the period in which it is incurred if a reasonable estimate of fair value can be made. SFAS No. 143 is effective for financial statements issued for fiscal years beginning after June 15, 2002. Adoption of SFAS No. 143 did not have a material impact on our financial statements.

In July 2002, the FASB issued SFAS No. 146, *Accounting for Costs Associated with Exit or Disposal Activities*. SFAS No. 146 requires companies to recognize costs associated with exit or disposal activities when they are incurred rather than at the date of a commitment to an exit or disposal plan. Previous accounting guidance was provided by EITF No. 94-3, *Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)*. SFAS No. 146 replaces EITF No. 94-3 and is to be applied prospectively to exit





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or disposal activities initiated after December 31, 2002. Adoption of SFAS No. 146 did not have a material impact on our financial statements.

In November 2002, the EITF finalized its tentative consensus on EITF Issue 00-21, *Revenue Arrangements with Multiple Deliverables*, which provides guidance on the timing and method of revenue recognition for sales arrangements that include the delivery of more than one product or service. EITF 00-21 is effective prospectively for arrangements entered into in fiscal periods beginning after June 15, 2003. We are currently evaluating the impact of the adoption of this consensus on our financial statements.

In December 2002, the FASB issued SFAS No. 148, *Accounting for Stock-Based Compensation Transition and Disclosure*. SFAS No. 148 amends SFAS No. 123 to provide for alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. SFAS No. 148 also requires disclosure of comparable information for all companies, regardless of whether they have adopted the fair value or intrinsic value method of accounting for stock-based employee compensation. SFAS No. 148 is effective for financial statements issued for fiscal years ending after December 15, 2002, and interim periods beginning after December 15, 2002. Adoption of SFAS No. 148 did not have a material impact on our financial statements, other than expanding our disclosures.

In January 2003, the FASB issued Interpretation No. 46, *Consolidation of Variable Interest Entities*. Interpretation No. 46 provides an interpretation of Accounting Research Bulletin No. 51, *Consolidated Financial Statements* with respect to the consolidation of variable interest entities. Interpretation No. 46 requires existing unconsolidated variable interest entities to be consolidated by their primary beneficiaries if the entities do not effectively disperse risks among the parties involved. Interpretation No. 46 applies immediately to variable interest entities created after January 31, 2003 and, for variable interest entities created before February 1, 2003, it becomes applicable for fiscal periods beginning after June 15, 2003. Adoption of Interpretation No. 46 is not expected to have a material impact on our financial statements.

In April 2003, the FASB issued SFAS No. 149, *Amendment of Statement 133 on Derivative Instruments and Hedging Activities*. SFAS No. 149 amends and clarifies financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts (collectively referred to as derivatives) and for hedging activities under SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*. SFAS No. 149 is effective for contracts entered into or modified after June 30, 2003, except as stated below and for hedging relationships designated after June 30, 2003. The provisions of SFAS No. 149 that relate to Statement 133 Implementation Issues that have been effective for fiscal quarters that began prior to June 15, 2003, should continue to be applied in accordance with their respective effective dates. The Company has not entered into any derivative transactions and therefore this standard is not expected to have a material impact on our financial statements.

In May 2003, the FASB issued SFAS No. 150, *Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity*, which establishes standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity. SFAS No. 150 requires that an issuer classify a financial instrument that is within its scope, which may have previously been reported as equity, as a liability (or an asset in some circumstances). This statement is effective for financial instruments entered into or modified after May 31, 2003, and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003, except for mandatory redeemable financial instruments of nonpublic companies. Adoption of SFAS No. 150 is not expected to have a material impact on our financial statements.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK**

#### **Market Risk**

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The fair value of cash and cash equivalents, restricted cash, accounts receivable, costs and estimated earnings in excess of related billings on uncompleted contracts, accounts payable, accrued expenses and billings in excess of related costs and estimated earnings on uncompleted contracts are not materially different than their carrying amounts as reported at June 30, 2003 and June 30, 2002.

As of June 30, 2003, the Company was not a counterparty to any forward foreign exchange contracts or any other transaction involving a derivative financial instrument.

### **Foreign Currency Exchange Risk**

The Company is exposed to foreign currency exchange risk through its international operations. For the three and six months ended June 30, 2003, approximately 4% of our net revenues were derived from contracts denominated in other than U.S. Dollars. Our financial statements are denominated in U.S. Dollars. As a result, factors associated with international operations, including changes in foreign currency exchange rates, could affect our results of operations and financial condition. Contracts

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entered into in the United States are denominated in U.S. Dollars. Contracts entered into by our international subsidiary are generally denominated in pounds sterling or Euros. To date, we have not engaged in any derivative or contractual hedging activities related to our foreign exchange exposures. We believe that these exposures are limited by virtue of their small size relative to our operations as well as the partial natural hedge afforded by our local currency expenditures to service these local currency contracts.

Assets and liabilities of the Company's international operations are translated into U.S. Dollars at exchange rates in effect on the balance sheet date and equity accounts are translated at historical exchange rates. Revenue and expense items are translated at average exchange rates in effect during the quarter. Gains or losses from translating foreign currency financial statements are recorded in other comprehensive income. The cumulative translation adjustment included in other comprehensive income (loss) for the three months ended June 30, 2003 and June 30, 2002 was \$27 thousand and \$(1) thousand, respectively. For the six months ended June 30, 2003 and June 30, 2002, the cumulative translation adjustment included in other comprehensive income (loss) was \$27 thousand and \$(2) thousand, respectively.

## **Inflation**

We believe that the effects of inflation generally do not have a material adverse impact on our operations or financial condition.

## **ITEM 4. CONTROLS AND PROCEDURES**

- (a) An evaluation was performed under the supervision and with the participation of the Company's management, including its Chief Executive Officer, or CEO, and Chief Financial Officer, or CFO, of the effectiveness of the Company's disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act) as of June 30, 2003. Based upon that evaluation, the Company's management, including the CEO and CFO, concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act, is recorded, processed, summarized and reported as specified in the Securities and Exchange Commission rules and forms.
- (b) There were no significant changes in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

## **PART II. OTHER INFORMATION**

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

The 2003 Annual Meeting of Stockholders of the Company was held on June 3, 2003. At the Annual Meeting, the following proposals were voted upon:

- a. The election of five directors for the ensuing year. The following directors were elected to office for the ensuing year and were approved by the following votes:



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	<u>For</u>	<u>Withheld</u>
Kenneth M. Borow, M.D.	10,345,825	71,252
Earl M. Collier, Jr.	10,346,840	70,237
Thomas E. Hodapp	10,283,440	33,637
Scott M. Jenkins	10,346,748	70,324
Jorge A. Leon	10,346,840	70,237

- b. A proposal to ratify the selection of Deloitte & Touche LLP as the Company's independent public accountants for the year ending December 31, 2003 was approved by the following vote:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
10,384,284	17,099	15,694

**ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K**

- (a) Exhibits

- 10.1 Employment Agreement between Covalent Group, Inc. and Brian Dickson, M.D.
- 10.2 Loan Agreement with Wachovia Bank, National Association dated June 17, 2003.
- 31.1 Certification of Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

- (b) Form 8-K

None.

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**SIGNATURES**

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

**COVALENT GROUP, INC.**

Dated: August 13, 2003

By:

/s/ KENNETH M. BOROW, M.D.

**Kenneth M. Borow, M.D.**

**President and Chief Executive Officer**

Dated: August 13, 2003

By:

/s/ JORGE A. LEON

**Jorge A. Leon**

**Chief Operating Officer and**

**Chief Financial Officer**

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EXHIBIT INDEX

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