

Edgar Filing: FONAR CORP - Form PRE 14A

FONAR CORP
Form PRE 14A
March 10, 2011

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to section 14(a) of the Securities and Exchange Act of 1934 (Amendment No.)

Filed by the Registrant [X]

Filed by a Party other than the Registrant []

Check the appropriate box:

- [X] Preliminary Proxy Statement
- [] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e) (2))
- [] Definitive Proxy Statement
- [] Definitive Additional Materials
- [] Soliciting Material Pursuant to {section}240.14a-12

Fonar Corporation

.....
(Name of Registrant as Specified In Its Charter)

.....
Name of Person(s) Filing Proxy Statement if other than the Registrant

Payment of Filing Fee (Check the appropriate box):

- [X] No fee required
- [] Fee computed on table below per Exchange Act Rules 14-6(i) (1) and 0-11.

1) Title of each class of securities to which transaction applies:

N/A

.....

2) Aggregate number of securities to which transaction applies:

N/A

.....

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount of which the filing fee is calculated and state how it was determined:

N/A

.....

4) Proposed maximum aggregate value of transaction:

N/A

.....

5) Total fee paid:

Edgar Filing: FONAR CORP - Form PRE 14A

N/A

-
- [] Fee paid previously with preliminary materials.
- [] Check box if any part of the fee is offset as provided by Exchange Act Rule 240.0-11 and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:
.....

2) Form, Schedule or Registration Statement No.:
.....

3) Filing Party:
.....

4) Date Filed:
.....

FONAR CORPORATION
110 MARCUS DRIVE
MELVILLE, NEW YORK 11747
(631) 694-2929

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
MAY 10, 2011

To The Stockholders:

The Annual Meeting of the stockholders of Fonar Corporation will be held at the Double Tree Hotel, Wilmington Downtown, 700 King Street, Wilmington, Delaware 19801 (302-655-0400), on May 10, 2011, at 10:00 a.m. local time for the following purposes:

1. To elect five Directors to the Board of Directors.
2. To adopt a Capital Infusion Plan for Growth, pursuant to which the Company will seek to raise up to \$8,000,000 through the offering of Units in a new limited liability company to be formed by Fonar's wholly-owned subsidiary, Health Management Corporation of America ("HMCA") together with warrants to purchase shares of Fonar Common Stock.
3. To ratify the selection of Marcum LLP as the Company's auditors for the fiscal year ended June 30, 2011.
4. To transact such other business as may properly come before the meeting.

Edgar Filing: FONAR CORP - Form PRE 14A

Only stockholders of record at the close of business on March 14, 2011 are entitled to notice of, and to vote at, this meeting. A list of such stockholders will be available for examination by any stockholder for any purpose germane to the meeting, during normal business hours, at the principal office of the Company, 110 Marcus Drive, Melville, New York, for a period of ten days prior to the meeting.

Whether or not you expect to attend in person, we urge you to vote your shares at your earliest convenience. You may vote by internet, by phone or by signing, dating, and returning your proxy at your earliest convenience. Voting by internet, telephone or mail will not prevent you from voting your stock at the meeting if you desire to do so, as your proxy is revocable at your option.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Claudette J.V. Chan
Claudette J.V. Chan, Secretary

PRELIMINARY
PROXY STATEMENT
FOR ANNUAL MEETING OF
STOCKHOLDERS TO BE HELD MAY 10, 2011

This proxy statement, which is first being made available to shareholders on or about March 31, 2011 on the internet, is furnished in connection with the solicitation of proxies by the Board of Directors of Fonar Corporation (the "Company"), to be voted at the annual meeting of the stockholders of the Company to be held at 10:00 a.m. on May 10, 2011 and any adjournment(s) thereof for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders. At the same time a paper notice regarding the availability of proxy materials will be mailed to stockholders. Stockholders who execute proxies retain the right to revoke them at any time prior to the exercise of the powers conferred thereby. The cost of solicitation of proxies is to be borne by the Company.

The stockholders will have several options as to how to view the materials and vote their shares.

THIS YEAR, THE COMPANY IS POSTING THE NOTICE OF ANNUAL MEETING AND PROXY STATEMENT, TOGETHER WITH THE ANNUAL REPORT ON THE INTERNET. YOU MAY READ THE MATERIALS ONLINE OR PRINT OUT A COPY. YOU WILL ALSO HAVE THE ABILITY TO VOTE ONLINE.

IN THE ALTERNATIVE, YOU MAY ELECT TO RECEIVE AN E-MAIL OR THE TRADITIONAL PAPER COPIES OF THE NOTICE OF ANNUAL MEETING AND PROXY STATEMENT, AND THE ANNUAL REPORT. THERE IS NO CHARGE FOR RECEIVING E-MAIL OR PAPER COPIES, BUT YOU MUST REQUEST THEM IF YOU WANT THEM. TO FACILITATE TIMELY DELIVERY PLEASE MAKE THE REQUEST AS INSTRUCTED ON OR BEFORE APRIL 27, 2011.

TO VIEW THE MATERIALS AND VOTE ON THE INTERNET, HAVE THE 12 DIGIT CONTROL NUMBER(S) LOCATED ON THE NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS AVAILABLE AND VISIT: www.proxyvote.com.

STOCKHOLDERS MAY REQUEST A COPY OF THE PROXY MATERIALS:

1. BY INTERNET - VISIT www.proxyvote.com
2. BY TELEPHONE - 1-800-579-1639
3. BY E-MAIL - sendmaterial@proxyvote.com

Edgar Filing: FONAR CORP - Form PRE 14A

Only stockholders of record at the close of business on February 28, 2011 will be entitled to vote at the meeting. Shares of Common Stock are entitled to one vote per share, shares of Class B Common Stock are entitled to ten votes per share and shares of Class C Common Stock are entitled to twenty-five votes per share. At the close of business on February 28, 2011, there were issued and outstanding 5,429,400 shares of Common Stock held of record by 703 stockholders, 158 shares of Class B Common Stock held of record by 10 stockholders and 382,513 shares of Class C Common Stock held of record by 2 stockholders. The shares of Class A Nonvoting Preferred Stock, 313,438 shares held of record by 654 stockholders at the close of business on February 28, 2011, are not entitled to vote. Except for the shares of Class A Nonvoting Preferred Stock, there are no shares of Preferred Stock issued and outstanding.

All shares of HMCA's issued and outstanding Common Stock are owned by Fonar.

Any proxy may be revoked at any time before it is exercised by delivery of a written instrument of revocation or a later dated proxy to the Secretary of the Company at the principal executive office of the Company or, while the meeting is in session, to the Secretary of the meeting, without, however, affecting any vote previously taken. The presence of a stockholder at the meeting will not operate to revoke his proxy. The casting of a ballot by a stockholder who is present at the meeting, however, will revoke his proxy, but only as to the matters on which the ballot is cast and not as to any matters on which he does not cast a ballot or as to matters previously voted upon.

Proxies received by management will be voted at the meeting or any adjournment thereof. EACH PROXY WILL BE VOTED IN ACCORDANCE WITH THE SPECIFICATIONS MADE THEREIN BY THE PERSON GIVING THE PROXY. TO THE EXTENT NO CHOICE IS SPECIFIED, HOWEVER, THE PROXY WILL BE VOTED FOR MANAGEMENT'S PROPOSALS. All of management's proposals have been unanimously approved by the Board of Directors.

1. ELECTION OF DIRECTORS AND MANAGEMENT INFORMATION

Five directors are to be elected at the annual meeting, to hold office until the next annual meeting of stockholders and until their successors are elected and qualified. It is intended that the accompanying proxy will be voted in favor of the following nominees to serve as directors unless the stockholder indicates to the contrary on the proxy. All of the nominees are currently directors. Management expects that each of the nominees will be available for election.

DIRECTORS AND OFFICERS

Raymond V. Damadian, M.D. (age 74), a nominee for Director, has been the Chairman of the Board and President of FONAR since its inception and Treasurer since February, 2001. Dr. Damadian received an M.D. degree in 1960 from Albert Einstein College of Medicine, New York, and a B.S. degree in mathematics from the University of Wisconsin in 1956. In addition, Dr. Damadian conducted post-graduate work at Harvard University, where he studied extensively in the fields of physics, mathematics and electronics. Dr. Damadian is a 1988 recipient of the National Medal of Technology and in 1989 was inducted into the National Inventors Hall of Fame, for his contributions in conceiving and developing the application of magnetic resonance technology to medical applications including whole body scanning and diagnostic imaging. Dr. Damadian is also the director and sole officer of the Company's subsidiary, Health Management Corporation of America ("HMCA").

Claudette J.V. Chan (age 73), a nominee for Director, has been a Director of FONAR since October 1987. She also has been the Secretary of FONAR since January, 2008. Mrs. Chan has been employed since 1992 by HMCA and its predecessor, Raymond V. Damadian, M.D. MR Scanning Centers Management Company, as "site inspector," in which capacity she is responsible for supervising and

Edgar Filing: FONAR CORP - Form PRE 14A

implementing standard procedures and policies for MRI scanning centers. From 1989 to 1994 Mrs. Chan was employed by St. Matthew's and St. Timothy's Neighborhood Center, Inc., as the director of volunteers in the "Meals on Wheels" program, a program which cares for the elderly. She received a bachelor of science degree in nursing from Cornell University in 1960. Mrs. Chan is the sister of Raymond V. Damadian.

Robert J. Janoff (age 83), a nominee for Director, has been a Director of FONAR since February, 1989. Mr. Janoff has been a self-employed New York State licensed private investigator for more than thirty-five years and was a Senior Adjustor in Empire Insurance Group for more than 15 years until retiring from that position on July 1, 1997. Mr. Janoff also served, from June 1985 to June 1991, as President of Action Data Management Strategies, Ltd., a supplier of computer programs for use by insurance companies. Mr. Janoff is a Director Emeritus of Harmony Heights of Oyster Bay, New York, which is a nonprofit residential school for girls with learning disabilities.

Charles N. O'Data (age 74), a nominee for Director, has been a Director of FONAR since February, 1998. From 1968 to 1997, Mr. O'Data was the Vice President for Development for Geneva College, a liberal arts college located in western Pennsylvania. In that capacity, he acted as the College's chief investment officer. His responsibilities included management of the College's endowment fund and fund raising. In July 1997, Mr. O'Data retired from Geneva College after 36 years of service to assume the position of National Sales Executive for SC Johnson Company's Professional Markets Group (a unit of SC Johnson Wax), and specialized in healthcare and education sales, a position he held until the spring of 1999. Mr. O'Data presently serves as Director of Philanthropic Advisors for McKinley Carter Wealth Services a regional wealth management firm. He founded The Beaver County Foundation, a Community Foundation, in 1992, and serves as its President. Mr. O'Data served as a director of Heritage Valley Health System, The Medical Center, Beaver for 25 years, three years as Chairman. Mr. O'Data is a graduate of Geneva College, where he received a B.S. degree in Economics in 1958.

Robert Djerejian (79), a nominee for Director, has been a Director of Fonar since June, 2002. Since 1996 Mr. Djerejian has served as a senior consultant for Haines, Lundberg & Waehler International, (HWL International) an architecture, design and engineering firm, which among other specialties designs hospitals and laboratories. Prior to that time he was the Senior Managing Partner of the firm where he received numerous design awards including the National Honor Award from the Endowment for the Arts and The Design Excellence Award from the NY Society of the American Institute of Architects. During his management of the firm he brought the firm to international prominence with offices in London, Shanghai and Saudi Arabia. He currently consults to private clientele in design management in planning, design and construction services. Mr. Djerejian is an Emeritus member of the Board of Trustees of Pratt Institute since 1992, where he chaired the Nominations Committee and was the Vice Chairman of the Executive Committee.

He served as a Board Member coordinating the joint venture of Corcoran College of Art & Design in Washington DC with Pratt Institute as one of the founding directors forming the Delaware College of Art and Design. He is a member of the American Institute of Architects and the NY Society of Architects. Mr. Djerejian is a graduate of Pratt Institute School of Architecture, where he received his B.A. in Architecture in 1955.

CORPORATE GOVERNANCE, THE BOARD AND ITS COMMITTEES

All of the nominees are presently directors of the Company. The five nominees will be elected to hold office for the ensuing year or until their respective successors are elected and qualified. Of the five nominees, Messrs. Charles N. O'Data, Robert J. Janoff and Robert Djerejian are independent, as defined in the

Edgar Filing: FONAR CORP - Form PRE 14A

Securities and Exchange Commission Regulations and Nasdaq Market Place Rules. In making such determinations, there were no transactions, relationships or arrangements not disclosed in our SEC filings to be considered by the Board of Directors, in determining whether the director was independent.

BOARD MEETINGS

During the year ended June 30, 2010, the Board of Directors unanimously consented to take action in lieu of a meeting on four occasions, and the audit committee met four times.

The attendance of the Board of Directors at annual meetings is not required. The Chairman of the Board and Chief Executive Officer, however, always attends the annual meeting of stockholders where he acts as Chairman of the Meeting. One director attended the last annual meeting of stockholders.

Dr. Damadian receives no cash compensation for serving on the Board. The other directors are each paid \$20,000 per year in their capacities as directors. This is the sole compensation payable to the directors.

BOARD LEADERSHIP STRUCTURE. The current Board Chairman, Dr. Raymond V. Damadian, is also the current President and Chief Executive Officer of the Company. In addition, although the Company has not selected a lead independent director, Charles N. O'Data, in his capacity as Chairman of the Audit Committee, effectively functions as such. The Company believes that the Company's current model of the combined Chairman/Chief Executive Officer role is the appropriate leadership structure for the Company at this time. The Company believes that each of the possible leadership structures for a board has its particular pros and cons, which must be considered in the context of the specific circumstances, culture and challenges facing a company, and that such consideration fall squarely on the shoulders of a company's board and necessitates a diversity of views and experiences. The combined Chairman/Chief Executive Officers model is a leadership model that has served our shareholders well since the inception of the Company.

The lead independent director, Charles N. O'Data, is the Chairman of the Audit Committee. As such he plays a leading role in the engagement of auditors and the review of the Company's financial statements. Under certain circumstances, he also serves as a contact point for employees.

The Company believes the combined Chairman/Chief Executive Officer position has certain advantages over other board leadership structures that continue to best meet the Company's current needs, including:

- Efficient communication between management and the Board;
- Clarity for the Company's stockholders on corporate leadership and accountability;
- The Chairman of the Board possessing the best knowledge of the Company's strategy, operations and financial conditions; and
- Continuity in the Company's leadership, as Dr. Damadian founded the Company in 1978.

The Company's Board of Directors has an audit committee. There is no standing compensation committee, nominating committee or other committee of the Board.

In accordance with the Nasdaq Marketplace Rules, the Board of Directors adopted a written charter for the audit committee which took effect in June, 2001 and was revised on November 17, 2004. A copy of the charter is attached as Exhibit A to this proxy statement. All of the directors on the audit committee are

Edgar Filing: FONAR CORP - Form PRE 14A

independent.

Stockholders may communicate with directors by writing to them at the Company in accordance with the Company's corporate governance policies and code of conduct, or in any other manner the particular director may provide. Depending on the sensitivity and timing of a matter raised by a stockholder and the need for disclosure of matters to be made not to just one stockholder, but to the stockholders as a whole, it may not be possible for the director to reply to the stockholder.

Due to the shareholdings of the Company's Chairman of the Board and Chief Executive Officer, Dr. Raymond V. Damadian, which total more than 50% of the voting power of the Company, the Company is a controlled company for purposes of NASDAQ Marketplace Rule 4350(c).

AUDIT COMMITTEE

The Audit Committee, which is comprised of independent directors, is governed by a Board approved charter that contains, among other things, the Committee's membership requirements and responsibilities. The audit committee oversees the Company's accounting, financial reporting process, internal controls and audits, and consults with management and the independent public accountants on, among other items, matters related to the annual audit, the published financial statements and the accounting principles applied. As part of its duties, the audit committee appoints, evaluates and retains the Company's independent public accountants. It also maintains direct responsibility for the compensation, termination and oversight of the Company's independent public accountants and evaluates the independent public accountants' qualifications, performance and independence.

Financial Expert on Audit Committee: The Board has determined that Mr. Charles N. O'Data, who currently is a financial consultant to various entities and previously was the Vice President for Development for Geneva College, is the audit committee financial expert. The Board made a qualitative assessment of Mr. O'Data's level of knowledge and experience based on a number of factors, including his formal education and experience.

BOARD OVERSIGHT OF RISK MANAGEMENT. The Company faces risk in many different areas, including business strategy; government regulation; financial condition; health care compliance; product research and development; competition for talent; business vitality; operational efficiency; quality assurance; reputation; intellectual property; and trade secrets, among others. The oversight function is carried out in the quarterly and annual Audit Committee meetings and by communication and meetings with the Company's Chief Executive Officer, who also serves as Chairman of the Board and exercises the principal responsibility for oversight of risk management.

AUDIT COMMITTEE REPORT

The audit committee has (a) reviewed and discussed the audited financial statements with management, (b) discussed with the independent auditors the matters required to be discussed by SAS 61 (Statement on Auditing Standards No. 61) and (c) has received the written disclosures and the letter from the independent accountants required by Independence Standards Board, Standard No. 1 and has discussed with the independent accountants the independent accountant's independence.

Based on the foregoing review and discussions, the audit committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2010.

Edgar Filing: FONAR CORP - Form PRE 14A

The members of the audit committee are Messrs. Charles N. O'Data, Robert J. Janoff and Robert Djerejian. Messrs. O'Data, Janoff and Djerejian are independent directors, as defined in the Securities and Exchange Commission Regulations and Nasdaq Market Place Rules.

NOMINATING COMMITTEE

The Board of Directors does not believe it requires a separate standing nominating committee because the Board of Directors is relatively small and can make the nominations acting as a whole. The Board does not have a policy with regard to director candidates recommended by stockholders because the absence of such recommendations makes a formal policy unnecessary. Historically, there usually has not been a need to identify new nominees in the absence of the resignation or death of an existing director. The remaining directors evaluate a new nominee based on his integrity, loyalty, competence and experience, and how his background complements that of the remaining directors.

Promoting diversity in the selection of nominees has not yet been considered. Traditionally, the Board has followed a policy of nondiscrimination and equal opportunity.

COMPENSATION COMMITTEE

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The Board of Directors does not believe it requires a separate standing compensation committee because the management, under the authority of the Chairman of the Board and Chief Executive Officer, is best equipped to make compensation decisions. The Board reserves the right to change this policy at any time.

Dr. Raymond V. Damadian, who serves as Chairman of the Board, Chief Executive Officer and President of the Company, participates in deliberation and the determination of executive officer and director compensation.

VOTE REQUIRED AND BOARD RECOMMENDATION

The directors will be elected by the vote of a plurality of the votes represented at the meeting. THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL OF THE NOMINEES FOR THE DIRECTORS OF THE COMPANY.

INFORMATION REGARDING BENEFICIAL OWNERSHIP OF PRINCIPAL STOCKHOLDERS, DIRECTORS, AND MANAGEMENT

The following table sets forth information regarding the beneficial ownership of the Company's common shares by the nominees for directors, the Company's Chief Executive Officer, and the directors and executive officers as a group as of February 28, 2011.

NAME AND ADDRESS OF BENEFICIAL OWNER (1)	SHARES	PERCENT
	BENEFICIALLY OWNED	OF CLASS
Raymond V. Damadian, M.D. c/o FONAR Corporation Melville, New York Director, President PEO, PFO 5% + Stockholder		
Common Stock	120,302	2.22%
Class C Stock	382,447	99.98%

Edgar Filing: FONAR CORP - Form PRE 14A

Class A Preferred	19,093	6.09%
David Sandberg (2) (3) (4) Common Stock	442,487	8.41%
The Red Oak Fund, LP (2) (3) (4) Common Stock	221,242	4.20%
Red Oak Partners, LLC (2) (3) (4) Common Stock	442,487	8.41%
654 Broadway, Suite 5 New York, New York 10012		
Pinnacle Fund LLLP (2) (3) (4) Common Stock	221,245	4.20%
Pinnacle Partners, LLC (2) (3) (4) Common Stock	221,245	4.20%
32065 Castle Court, Suite 100 Evergreen, CO 80439		
(The total number of shares of Common Stock beneficially owned by David Sandberg and the entities listed above is 442,487 (8.41%). See Note 2 below.		
Claudette Chan Director		
Common Stock	106	*
Class A Preferred	32	*
Robert J. Janoff Director		
Common Stock	2,899	*
Class A Preferred	79	*
Charles N. O'Data Director		
Common Stock	28	*
Robert Djerejian Director		
Common Stock	0	*
All Officers, Directors and Nominees as a Group (5 persons)		
Common Stock	123,335	2.28%
Class C Stock	382,447	99.98%
Class A Preferred	19,204	6.13%

* Less than one percent

1. Address provided for each beneficial owner owning more than five percent of the voting securities of the Company.

2. David Sandberg is the controlling member of Red Oak Partners, LLC, which manages each of Red Oak Fund, LP, and Pinnacle Fund, LLLP. The Funds are private investment vehicles. The Funds are the parties that directly own the 442,487 shares of Common Stock. Each party listed disclaims beneficial ownership with respect to any shares other than the shares owned directly by such party.

3. In the case of all of the shares listed, voting power and despositive power are shared.

4. Ownership is shown as of March 3, 2011.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Edgar Filing: FONAR CORP - Form PRE 14A

See Item 13, "Certain Relationships and Related Transactions" of the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2010 which is specifically incorporated by reference herein. A copy of the Form 10-K is included in the Annual Report to Stockholders which is being sent to the Company's stockholders with this Proxy Statement.)

The Company believes that each of the related transactions described therein were on terms at least as favorable to the Company as were available from non-affiliated parties.

COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

With the exception of the Principal Executive Officer and Principal Financial Officer, Dr. Raymond V. Damadian, the compensation of the Company's executive officers is based on a combination of salary and bonuses based on performance. Decisions concerning compensation are made on a case by case basis and not pursuant to standardized formulas, programs, policies or criteria. Dr. Damadian, who serves as both the Principal Executive Officer and Principal Financial Officer, receives compensation which consists only of a salary, which has remained at modest levels to conserve funds. The Board of Directors does not have a compensation committee and does not believe such a committee is required, in view of the manner in which compensation matters are handled. Dr. Raymond V. Damadian is the only executive officer who is a member of the Board of Directors. Dr. Damadian, who also has voting control of the Company and serves as Chairman of the Board and President, participates in the determination of executive compensation for the Company's officers.

As noted above, the Company's compensation policy is primarily based upon the practice of pay-for-performance. Section 162(m) of the Internal Revenue Code imposes a limitation on the deductibility of nonperformance-based compensation in excess of \$1 million paid to the Principal Executive Officer. No officer of the Company received compensation in excess of \$1 million in fiscal 2010 or in any previous fiscal year. The Board currently believes that the Company should be able to continue to manage its executive compensation program for others so as to preserve the related federal income tax deductions.

The Company does not believe that there are any risks arising from its compensation policies and practices for its employees that are likely to have a material adverse effect on the Company.

The Company maintains no pension or deferred compensation plans except for a noncontributory 401(k) plan.

The following table discloses compensation received for the three years ended June 30, 2010 by the Company's Principal Executive Officer and Principal Financial Officer.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary	Bonus	Stock and Option Awards	Plans, Pension, Deferred Compen- sation	All Other Compen- sation	Total
Raymond V. Damadian Chairman of the Board; President; Principal Executive Officer; Acting	2010	\$39,390.46	0	0	0	0	\$39,390.46
	2009	\$71,870.46	0	0	0	0	\$71,870.46

Edgar Filing: FONAR CORP - Form PRE 14A

Principal Financial Officer; Director 2008 \$81,518.69 0 0 0 0 \$81,518.69

No executive officer has a written or unwritten employment agreement with the Company. Salaries, bonuses and discretionary stock and stock option awards comprise the full amount of total compensation. The only exceptions are commissions, based on a percentage of the sales prices, payable to salesmen.

COMPENSATION PURSUANT TO STOCK OPTIONS AND SAR GRANTS

No stock options or stock appreciation rights were granted to the Company's Principal Executive Officer and Principal Financial Officer during fiscal 2010.

OPTION/SAR EXERCISES AND YEAR END VALUES

No options or stock appreciation rights were exercised by the Company's Chief Executive Officer during fiscal 2010. The Company's Chief Executive Officer did not hold any unexercised stock options or stock appreciation rights at the end of fiscal 2010.

DIRECTOR COMPENSATION

Name	Fees earned or paid in cash (\$)	Stock awards (\$)	Option awards (\$)	Non-equity incentive plan compensation (\$)	Non-qualified deferred compensation earnings (\$)	All other compensation (\$)	Total (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
A. Claudette J.V. Chan	\$20,000.24	0	0	0	0	0	\$20,000.24
B. Charles N. O'Data	\$20,000.24	0	0	0	0	0	\$20,000.24
C. Robert Janoff	\$20,000.24	0	0	0	0	0	\$20,000.24
D. Robert Djerejian	\$20,000.24	0	0	0	0	0	\$20,000.24

Each director is entitled to receive \$20,000 per annum for his or her services as a director of the Company, including service on any committee of the Board of Directors. No other fees are paid to the directors for their services as directors of the Company.

2. ADOPTION OF A CAPITAL INFUSION PLAN FOR GROWTH

On February 23, 2011, the Board of Directors adopted a Capital Infusion Plan for Growth (the "Capital Infusion Plan for Growth" or "Plan"). The stockholders are being asked to approve the Plan. Directors, officers, employees and consultants of the Company are among those who are eligible to participate in the offering contemplated by the Plan.

Edgar Filing: FONAR CORP - Form PRE 14A

The Plan will be effective as of the date of its approval by the stockholders. Under the terms of the Plan Health Management Corporation of America ("HMCA") will form a new limited liability company (Newco"). HMCA will transfer all of its assets and liabilities to Newco in return for 100% of Newco's Class B Managing Membership Units, thereby assuring HMCA's control of Newco.

Newco will then seek to raise \$8,000,000 through placement for a separate class of membership interests, the "Class A Membership Units". The holder of the Class A Membership Units will not participate in the management of Newco, but will have a 33% equity ownership interest in Newco. In addition to their interest in Newco, investors will receive in the aggregate warrants to purchase 1,203,008 shares of Fonar Common Stock for \$1.50 per share. The number of warrants an investor receives will be proportionate to the amount he invests in Newco (e.g. 7,519 warrants per \$50,000 invested).

Newco's operating agreement, among other things, will provide for distributions of excess cash as follows:

First: On a quarterly basis to the Class A Members a return at a rate equal to 16% per annum of the balance of the investment of the Class A Member in Newco.

Second: On an annual basis, 80% of the excess cash flow to the Class A Members and 20% to the Class B Members until the Class A Members have received an amount equal to 20% of their investment in Newco per year. Any shortfall will be carried forward to the next year. The foregoing allocations will continue until the Class A Members receive an amount equal to all of their capital contributions to Newco.

Third: Thereafter 100% of excess cash will be payable to the Class B Members.

Redemption: Newco shall have the right to redeem all of the Class A membership Units for an amount equal to the accrued but unpaid distributions plus the amount equal to the investor's unreturned capital contributions to Newco.

Executive Committee: An Executive Committee shall be established which will consist of one Member appointed by the Class A members (Timothy Damadian) and one Member appointed by the Class B Member (Dr. Raymond Damadian). Each will have one vote on matters considered to special, such as distributions, sale of assets, incurrence of debt, capital expenditures, approval of budget, etc. All other decisions are to be made by Class B Member.

The Board of Directors has the right to amend, suspend or terminate the Plan or the offering at any time, without stockholder approval, in its sole discretion if, it shall deem it in the best interests of the Company.

The following table shows information relating to outstanding options and securities remaining available for issuance under previously approved plans.

Equity Compensation Plan Information

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants	Weighted-average exercise price of outstanding warrants	Number of securities remaining available for future issuance under equity compensation plans (excluding securities
---------------	--	---	--

Edgar Filing: FONAR CORP - Form PRE 14A

	and rights	and rights	reflected in column (a))
Equity compensation plans approved by security holders	96,014	\$30.69	130,943
Equity compensation plans not approved by security holders	-	N/A	-
Total	96,014	\$30.69	130,943

FEDERAL INCOME TAX CONSEQUENCES. The receipt of warrants providing an exercise price lower than the market price of Fonar Common Stock will result in taxable income to the recipient equal to the difference. The exercise of a warrant when the market price is higher than the exercise price will result in taxable income.

The federal tax laws are complex, and they are subject to legislative changes and new or revised judicial or administrative interpretations. In addition to the federal income tax consequences described herein, the grant of options under the Plans or the receipt of shares upon exercise thereof may also have significant state and local tax consequences.

The affirmative vote of shares holding a majority of the votes represented at the meeting is required to ratify the adoption of the Plan. THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE PROPOSAL.

3. RATIFICATION OF SELECTION OF AUDITORS

The Board of Directors selected Marcum LLP, as the Company's independent auditors for the fiscal year ending and June 30, 2011. The stockholders will be asked to ratify this action by the Board. Marcum LLP were the Company's auditors for the fiscal years ended June 30, 2008, June 30, 2009 and June 30, 2010.

One or more representatives of Marcum LLP, are expected to be present at the Meeting with the opportunity to make a statement if they desire to do so, and to be available to respond to appropriate questions.

The affirmative vote of shares holding a majority of the votes represented at the meeting is required to ratify the selection of auditors by the Board of Directors. THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE PROPOSAL.

AUDIT FEES

The aggregate fees billed by Marcum LLP for the audit of the Company's annual financial statements for the fiscal year ended June 30, 2010 and the reviews of the financial statements included in the Company's Forms 10-Q for the fiscal year ended June 30, 2010 were \$379,165. An audit of internal controls was not required this year.

The aggregate fees billed by Marcum LLP for the audit of the Company's annual financial statements for the fiscal year ended June 30, 2009 and our internal controls, and the reviews of the financial statements included in the Company's Forms 10-Q for the fiscal year ended June 30, 2009 were \$554,571.

All work on the audits in each of the last two fiscal years was performed by full-time permanent employees of Marcum LLP.

AUDIT-RELATED FEES

Edgar Filing: FONAR CORP - Form PRE 14A

No audit-related fees were billed by Marcum LLP for the fiscal years ended June 30, 2010 and June 30, 2009.

TAX FEES

The aggregate fees billed by Marcum LLP for tax compliance, tax advice and tax planning in the fiscal years ended June 30, 2010 and June 30, 2009 were \$121,093 and \$206,335, respectively.

ALL OTHER FEES

The aggregate fees billed by Marcum LLP for all other services rendered by them during the fiscal years ended June 30, 2010 and June 30, 2009 were \$59,294 and \$31,776, respectively, which included services in connection with the registration of securities, employee benefit plans and reviews and procedures that we requested Marcum LLP to undertake to provide assurances on matters not required by laws or regulations.

Since January 1, 2003, the audit committee has adopted policies and procedures for pre-approving all non-audit work performed by its auditors. Specifically, the committee must pre-approve the use of the auditors for all such services. The audit committee has pre-approved all non-audit work since that time and in making its determination has considered whether the provision of such services was compatible with the independence of the auditors.

No fees were billed by Marcum LLP for the fiscal years ended June 30, 2010 or June 30, 2009 for designing, operating, supervising or implementing any of our financial information systems or any hardware or software systems for our financial information.

The Company's audit committee believes that the provision by Marcum LLP of services in addition to audit services in fiscal 2010 and 2009 were compatible with maintaining their independence. The services to be performed are presented by Marcum LLP to the committee or its chairman. The matter is then evaluated and a decision made.

PROPOSALS OF STOCKHOLDERS

Proposals of stockholders intended to be presented at next year's annual meeting of stockholders must be received by the Company no later than January 15, 2012 to be included in the Company's proxy statement and form of proxy related to that meeting.

SOLICITATION OF PROXIES

The proxy accompanying this proxy statement is solicited by the Board of Directors of the Company. Proxies may be solicited by officers, directors, and regular supervisory and executive employees of the Company, none of whom will receive any additional compensation for their services. Such solicitations may be made personally, or by mail, e-mail, facsimile, telephone, telegraph, or messenger. The Company will pay persons holding shares of stock in their names or in the names of nominees, but not owning such shares beneficially, such as brokerage houses, banks, and other fiduciaries, for the expense of forwarding solicitation materials to their principals. All of the costs of solicitation of proxies will be paid by the Company.

VOTING TABULATION

The election of the Company's directors requires a plurality of the votes represented in person or by proxy at the meeting. The ratification of proposals and the selection of auditors requires the affirmative vote of a majority of the

Edgar Filing: FONAR CORP - Form PRE 14A

votes represented in person or by proxy at the meeting. Votes cast by proxy or in person at the meeting will be tabulated by the Company.

A stockholder who abstains from voting on any or all proposals will be included in the number of shareholders present at the meeting for the purpose of determining the presence of a quorum. Abstentions will not be counted either in favor of or against the election of the nominees or other proposals. Under the rules of the National Association of Securities Dealers, brokers holding stock for the accounts of their clients who have not been given specific voting instructions as to a matter by their clients in certain cases may vote their clients' proxies in their own discretion. Where a proposal requires a majority of the votes present for its passage, an abstention or broker non-vote will have the same effect as a negative vote.

OTHER MATTERS

The Board of Directors does not intend to bring any other business before the meeting, and so far as is known to the Board, no matters are to be brought before the meeting except as specified in the notice of the meeting. However, as to any other business which may properly come before the meeting, it is intended that proxies, in the form enclosed, will be voted in respect thereof in accordance with the judgment of the persons voting such proxies, where the authorization to do so has been granted.

DATED: Melville, New York, March 10, 2011

A COPY OF THE COMPANY'S FORM 10-K REPORT FOR FISCAL YEAR 2010, CONTAINING INFORMATION ON OPERATIONS, FILED WITH THE SECURITIES AND EXCHANGE COMMISSION, IS AVAILABLE UPON REQUEST. PLEASE WRITE TO:

INVESTOR RELATIONS DEPARTMENT
FONAR CORPORATION
110 MARCUS DRIVE
MELVILLE, NEW YORK 11747

EXHIBIT A

FONAR CORPORATION

REVISED AUDIT COMMITTEE CHARTER

This Audit Committee Charter, as most recently revised, adopted by the Board of Directors (the "Board") of Fonar Corporation (the "Company").

1. PURPOSE

The Audit Committee (the "Committee") shall assist the Board of Directors (the "Board") in fulfilling its responsibility to oversee (i) management's conduct of: the Company's financial reporting, including by overseeing the integrity of the financial reports and other financial information provided by the Company to any governmental or regulatory body, the Company's securityholders and other users thereof; (ii) management's establishment and conduct of the Company's systems of internal accounting and financial controls, including the Company's internal audit function; (iii) the qualifications, engagement, compensation, independence and performance of the Company's independent auditors, the conduct of the annual audit and any other audit, attest or review services, and the engagement of the independent auditors to provide any non-audit services; (iv) the preparation of the audit committee report required by U.S. Securities and Exchange Commission ("SEC") rules; (v) the Company's legal and regulatory

Edgar Filing: FONAR CORP - Form PRE 14A

compliance; and (vi) the Company's codes of conduct, as established by management and the Board. The Committee's role shall apply equally with respect to any subsidiary of the Company (including any partnership or joint venture) whose financial results are consolidated with the financial results of the Company and any other subsidiary which is directly or indirectly controlled by the Company and also with respect to any separate financial reports of any such subsidiary.

In discharging its role, the Committee is empowered to investigate any matter that comes to its attention and shall have access to all books, records, facilities and personnel of the Company which are necessary in order for the Committee to perform its duties hereunder. The Committee has the power to retain legal counsel, auditors or other experts as it determines appropriate to carry out its role and responsibilities and shall be provided adequate funding from the Company to engage such advisors and for the administration of the Committee's affairs. The Company shall compensate the independent auditor for its audit, review and attest services as determined and directed by the Committee.

The Committee shall report regularly to the Board on the Committee's activities, including all actions taken by the Committee on behalf of the Company and on any material issues that arise with respect to the quality or integrity of the Company's financial statements, the performance and independence of the independent auditor, the performance of the internal audit function, the Company's compliance with legal or regulatory requirements and the adequacy of and compliance with the Company's codes of conduct to the extent such codes of conduct relate to the duties and purposes of the Audit Committee as described herein and any other matters the Committee reasonably deems appropriate in connection with the performance of its duties hereunder or which the Board requests. The Committee shall report to the Board at least annually on its expenses, including the compensation of the independent auditor.

II. COMMITTEE MEMBERSHIP

The Committee shall consist of three or more members of the Board, as shall be determined by the Board, each of whom has been determined by the Board to be "independent" in accordance with the applicable listing standards of the NASD. All members of the Committee shall meet the applicable financial literacy requirements of the NASD and at least one member shall be an "audit committee financial expert" as such term is defined under applicable SEC rules. No member of the Committee may serve on the audit committee of more than three public companies, including the Company, unless the Board of Directors has determined that such simultaneous service would not impair the ability of such member to effectively serve on the Committee.

III. COMMITTEE MEETINGS; SUBCOMMITTEES

The Committee shall meet on a regularly-scheduled basis at least four times per year or more frequently as circumstances dictate. The Committee's meetings shall include, on at least a quarterly basis, an executive session with the independent auditor to provide the opportunity for full and frank discussion of the Company's financial reporting without any member of senior management present, except for the Company's General Counsel if the Committee so desires.

IV. RESPONSIBILITIES AND FUNCTIONS

The Committee's role is one of oversight. The Committee's primary responsibility relates to the Company's financial reporting and its other responsibilities and functions as stated herein, while important in their own right, are ancillary to the accurate and complete presentation of the Company's financial position and prospects. The Company's management is responsible for preparing the Company's financial statements, for assuring the Company's compliance with its legal and

Edgar Filing: FONAR CORP - Form PRE 14A

regulatory obligations and for the adherence by Company personnel with the Company's business policies and codes of conduct. The Company's independent auditor is responsible for auditing the Company's financial statements and assessing the adequacy of the Company's internal controls. The Company's management and independent auditor have more knowledge and detailed information about the Company, greater expertise in financial reporting, internal control matters, the legal and regulatory obligations of the Company and the details of the Company's codes of conduct and business policies, and greater opportunity to analyze financial reporting issues facing the Company than do Committee members. Consequently, in carrying out its oversight responsibilities, the Committee does not provide any expert or special assurance as to the Company's financial statements, internal controls, legal compliance or adherence to its codes of conduct and business policies or any professional certification as to the independent auditor's work.

The following functions of the Committee are specified as a guide, with the understanding that the Committee will exercise its judgment in determining the specific activities the Committee may undertake at any time and in its activities may diverge from this guide as appropriate given the circumstances. The Committee is authorized to carry out these and such other functions and responsibilities as are assigned by the Board from time to time and to take any actions reasonably related to the Committee's responsibilities as mandated by this Charter.

To fulfill its purpose, the Committee shall:

1. appoint, subject to ratification of the appointment by the shareholders, and, if appropriate, dismiss the accounting firm which shall audit the Company's annual financial statements and any other accounting firm which shall provide to the Company any other audit, attest or review services (each of which shall be considered an "independent auditor" for purposes for this Charter), and evaluate the performance, determine the compensation and oversee the work of the independent auditors; the independent auditors shall report directly to the Committee and the Committee shall resolve any disagreement between management and the independent auditors regarding financial reporting. In connection with the appointment of the Company's independent auditors, the Committee shall on an annual basis:
 - (a) receive and review a formal written statement from the accounting firm to be retained as the Company's independent auditor delineating all relationships between the accounting firm and the Company (consistent with Independence Standards Board Standard No. 1 and any additional or successor standard established by the Public Company Accounting Oversight Board) and also delineating any services the accounting firm has provided to the Company's chief executive, chief financial and chief accounting officer; the Committee shall actively engage in a dialogue with such accounting firm with respect to any disclosed relationships or services that may impact the objectivity and independence of the accounting firm and take appropriate action in response to the accounting firm's report to satisfy itself of the auditor's independence;
 - (b) consider whether, in the interest of assuring continuing independence of the independent auditor, the Company should regularly rotate the accounting firm that serves as its independent auditor;
 - (c) set clear policies with respect to the Company's hiring of employees or former employees of the independent auditors;

Edgar Filing: FONAR CORP - Form PRE 14A

- (d) receive and review a report from the independent auditors describing: (i) such firm's internal quality-control procedures and (ii) any material issues raised by the most recent internal quality-control review, peer review, or Public Company Accounting Oversight, Board Review of such firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding one or more independent audits carried out by the firm, and any steps taken to deal with any such issues;
2. review and approve any auditing and non-auditing services to be provided by the Company's independent auditors, including the adoption by the Committee of any policies and procedures detailing services which the independent auditors are permitted to provide to the Company without specific advance approval by the Committee, if any, except that if services rendered by the auditors were not recognized as non-audit services at the time of the independent auditor's engagement, such services shall be promptly brought to the attention of the Committee and approved by the Committee prior to the completion of the audit.
3. review and discuss with management and the independent auditor on a regular basis: (i) the adequacy of the Company's internal and disclosure controls and procedures, including computerized information system disclosure controls and procedures and security; (ii) any significant deficiencies or material weaknesses in the design or operation of the Company's internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data that are reported to the Committee; (iii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls that are reported to the Committee; and (iv) any findings and recommendations of the independent auditor with regard to such matters, together with management's responses;
4. review and discuss with management, including the chief financial officer and chief accounting officer, and the independent auditor (i) any significant audit findings during the year, including the status of previous audit recommendations; (ii) any audit problems or difficulties encountered in the course of the auditor's work, including any restrictions on the scope of activities or access to required information; (iii) any changes required in the scope of the audit plan; (iv) the audit budget and staffing; and (v) the coordination of audit efforts in order to monitor completeness of coverage, reduction of redundant efforts, and the effective use of audit resources;
5. review and discuss with management and the independent auditor accounting policies that may be viewed as critical; review and discuss significant changes in Company accounting policies and any accounting and financial reporting proposals (including changes in generally accepted accounting principles) that may have a material impact on the Company's financial reports; inquire as independent auditor's view of the accounting treatment related to significant new Company transactions or other significant matters or events not in the ordinary course of the Company's business and inquire as to the independent auditor's views about whether Company accounting principles as applied are conservative, moderate, or aggressive from the perspective of income, asset, and liability recognition, and whether or not those principles reflect common or minority practices;
6. review and discuss with management and the independent auditor any financial or non-financial arrangements that do not appear in the financial statements of the Company but are material to the Company's financial position or performance; and review, discuss with management and the independent auditor, and approve, any transactions or courses of dealing

Edgar Filing: FONAR CORP - Form PRE 14A

- with related parties (e.g., including significant shareholders of the Company, directors, corporate officers or other members of senior management or their family members) that are material in size or involve terms or other aspects that differ from those that would likely be negotiated with independent parties, as determined by the Committee to warrant review by the Committee;
7. review and discuss with the independent auditor: (i) any accounting adjustments that were noted or proposed by the independent auditor but were "passed" (as immaterial or otherwise), (ii) any communications between the audit team and the audit firm's national office respecting auditing or accounting issues presented by the engagement and (iii) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditor to the Company;
 8. review and discuss with management, including the chief financial officer and chief accounting officer, and the independent auditor any significant risks or exposures to which the Company is subject and assess the Company's underlying policies with respect to risk assessment and risk management and the steps management has taken to minimize risks;
 9. review the Company's financial statements, including: (i) prior to public release, reviewing and discussing with management and the independent auditor the Company's annual and quarterly financial statements to be filed with the SEC, including (a) the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations", (b) the certifications regarding the financial statements or the Company's internal accounting and financial controls and procedures and disclosure controls or procedures filed with SEC by the Company's chief executive and financial officers and personnel and any qualifications thereon, (c) the matters required to be discussed with the independent auditor by Statement of Auditing Standards No. 61 or No. 71; (ii) with respect to the independent auditor's annual audit report and certification, before release of the annual audited financial statements, meet separately with the independent auditor without any management member present and discuss the independent auditor's assessment of the adequacy of the Company's system of internal accounting and financial controls and the appropriateness of the accounting principles used in and the judgments made in the preparation of the Company's audited financial statements and the quality of the Company's financial reports; (iii) also in connection with the release of the Company's audited annual financial statements, meet separately with management and the Company's financial personnel and discuss management's evaluation of the adequacy of the Company's system of internal accounting and financial controls and the appropriateness of the accounting principles used in and the judgments made in the preparation of the Company's audited financial statements and the quality of the Company's financial reports; (iv) make a recommendation to the Board of Directors regarding the inclusion of the audited annual financial statements in the Company's Annual Report on Form 10-K to be filed with the SEC; and (v) prior to submission to any governmental authority of any financial statements of the Company with the SEC, review such financial statements and any report, certification or opinion thereon provided by the independent auditor;
 10. discuss with management and the independent auditor, as appropriate, earnings press releases and financial information and earnings guidance provided to analysts and to rating agencies;
 11. establish and maintain procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters;

Edgar Filing: FONAR CORP - Form PRE 14A

12. review periodically with the General Counsel: (i) legal and regulatory matters that may have a material impact on the Company's financial statements and (ii) the scope and effectiveness of the Company's legal compliance policies and programs;
13. receive and act upon any reports of a material violation of law received from any attorney for the Company in accordance with the SEC's Rule of practice, any reports from legal counsel appointed or retained, with the authorization of the Committee, to investigate any such report and any reports of the General Counsel on any proceeding relating to such reports;
14. review periodically with management the adequacy of the Company's codes of conduct (including the Company's policies and procedures concerning trading in Company securities and use in trading of proprietary or confidential information) and the compliance therewith by Company personnel and review and approve any waivers sought under such codes with respect to directors, executive officers and senior financial officers) but any waiver reviewed by the Committee shall be reported by the Committee to the Board and approval of the Board as well shall be required for any such waiver to any officer who is a member of the Board;
15. review and advise the Board with respect to the appointment, reassignment, replacement or dismissal of the chief financial officer and chief accounting officer and other financial or accounting personnel and consult with the Compensation Committee, if any, regarding any reduction in the salary or benefits of, the terms of participation in any incentive compensation program by and any discretionary bonus or incentive award to the chief financial officer and chief accounting officer;
16. prepare a report to be included in the Company's annual proxy statement stating whether or not the Committee: (i) has reviewed and discussed the Company's audited financial statements with management; (ii) has discussed with the independent auditor the matters required to be discussed by SAS No. 61 and 90; (iii) has received the written disclosure and letter from the independent auditor (delineating all relationships such firm has with the Company) and has discussed with such firm its independence; and (iv) based on the review and discussions referred to above, the members of the Committee recommended to the Board that the audited financials be included in the Company's Annual Report on Form 10-K for filing with the U.S. Securities and Exchange Commission;
17. conduct an annual self-evaluation of the performance of the Committee, including its compliance with this Charter, and review and reassess the adequacy of this Charter; and
18. maintain minutes and other records of Committee meetings and activities.

FONAR CORPORATION

Preliminary Proxy

Annual Meeting of Stockholders for fiscal year 2010
May 10, 2011 10:00 AM

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned, a stockholder of Fonar Corporation (the "Company"), hereby revoking any proxy heretofore given, does hereby appoint Raymond V. Damadian, Luciano Bonanni, Kurt Reimann and Daniel Culver, and each of them, proxies with full power of substitution, for and in the name of the undersigned to attend the

Edgar Filing: FONAR CORP - Form PRE 14A

Annual Meeting of the Stockholders of the Company to be held at the Double Tree Hotel, Wilmington Downtown, 700 King Street, Wilmington, Delaware on May 10, 2011 at 10:00 a.m., local time, and at any adjournment(s) thereof, and there to vote upon all matters specified in the notice of said meeting, as set forth herein, and upon such other business as may properly and lawfully come before the meeting, all shares of stock of the Company which the undersigned would be entitled to vote if personally present at said meeting.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER. IF NO DIRECTION IS GIVEN, SUCH SHARES WILL BE VOTED FOR ALL PROPOSALS.

The Board of Directors Recommends you vote for the following:

No. 1. Election of Directors

FOR ALL	WITHHOLD ALL	FOR ALL EXCEPT
+-----+	+-----+	+-----+
/ /	/ /	/ /
/ /	/ /	/ /
+-----+	+-----+	+-----+

INSTRUCTION: To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and write the number(s) of the nominees on the line below.

01 - Raymond V. Damadian, 02 - Claudette J. V. Chan, 03 - Robert J. Janoff,
04 - Charles N. O'Data and 05 - Robert Djerejian.

The Board of Directors recommends you vote for the following proposals:

No. 2. To ratify the adoption of the Company's Capital Infusion Plan for Growth, and to authorize the Board of Directors to issue warrants to purchase 1,203,008 shares of Fonar Common Stock at \$1.50 per share in connection with the Plan.

FOR	AGAINST	ABSTAIN
+-----+	+-----+	+-----+
/ /	/ /	/ /
/ /	/ /	/ /
+-----+	+-----+	+-----+

No. 3. To ratify the selection of Marcum LLP as the Company's independent auditors for the fiscal year ended June 30, 2011.

FOR	AGAINST	ABSTAIN
+-----+	+-----+	+-----+
/ /	/ /	/ /
/ /	/ /	/ /
+-----+	+-----+	+-----+

No. 4. In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

FOR	AGAINST	ABSTAIN
-----	---------	---------

Edgar Filing: FONAR CORP - Form PRE 14A

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

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

Indicate by check mark whether the registrant (1) has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ___ No ___

Indicate by check mark if disclosure of delinquent filers, pursuant to Item 405 of Regulation S-K, {section}229.405 of this Chapter, is not contained, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this 10-K or any amendment to the Form 10-K. [X]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one)
Large accelerated filer ___ Accelerated filer ___ Non-accelerated filer ___
Smaller reporting company X

(Do not check if a smaller reporting company)

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

The aggregate market value of the shares of Common Stock held by non-affiliates as of December 31, 2009 based on the closing price of \$1.57 per share on such date as reported on the NASDAQ System, was approximately \$7.5 million. The other outstanding classes do not have a readily determinable market value.

As of September 30, 2010, 5,100,815 shares of Common Stock, 158 shares of Class B Common Stock, 382,513 shares of Class C Common Stock and 313,451 shares of Class A Non-voting Preferred Stock of the registrant were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

None

PART I

ITEM 1. BUSINESS

GENERAL

Fonar Corporation, sometimes referred to as the "Company" or "Fonar", is a Delaware corporation which was incorporated on July 17, 1978. Our address is 110 Marcus Drive, Melville, New York 11747 and our telephone number is 631-694-2929. Fonar also maintains a WEB site at www.Fonar.com. Fonar provides copies of its filings with the Securities and Exchange Commission on Forms 10-K, 10-Q and 8-K and amendments to these reports to stockholders on request.

We conduct our business in two segments. The first, conducted directly through Fonar, is referred to as our medical equipment segment. The second, conducted through our wholly owned subsidiary Health Management Corporation of America, is referred to as the physician management and diagnostic services segment.

Edgar Filing: FONAR CORP - Form PRE 14A

MEDICAL EQUIPMENT SEGMENT

Fonar is engaged in the business of designing, manufacturing, selling and servicing magnetic resonance imaging, also referred to as "MRI" or "MR", scanners which utilize MRI technology for the detection and diagnosis of human disease. Fonar's founders built the first scanner in 1977 and Fonar introduced the first commercial MRI scanner in 1980. Fonar is the originator of the iron-core non-superconductive and permanent magnet technology.

Fonar's iron frame technology made Fonar the originator of "open" MRI scanners. We introduced the first "open" MRI in 1980. Since that time we have concentrated on further application of our "open" MRI, introducing most recently the Upright(R) Multi-positional(R) MRI scanner (also referred to as the "Upright(R)" or "Stand-Up(R)" MRI scanner) and the Fonar 360(TM) MRI scanner.

The product we are now most vigorously promoting is our Upright(R) MRI. The Upright(R) MRI is unique in the industry in that it allows patients to be scanned in a fully weight-bearing condition, such as standing, sitting or bending in any position that causes symptoms. This means that an abnormality or injury, such as a slipped disk can be visualized where it may not be visualized with the patient lying down. We have introduced the name "Upright(R)" as an alternative to "Stand-UP(R)" because of the multiplicity of positions in which the patient may be scanned where the patient is not standing.

PHYSICIAN MANAGEMENT AND DIAGNOSTIC SERVICES SEGMENT

Health Management Corporation of America, which we sometimes refer to as "HMCA", was formed by Fonar in March 1997 as a wholly-owned subsidiary in order to enable us to expand into the business of providing comprehensive management services to medical providers. HMCA provides management services, administrative services, billing and collection services, office space, equipment, repair, maintenance service and clerical and other non-medical personnel to medical providers. Since July 28, 2005, following the sale of HMCA's physical therapy and rehabilitation business, HMCA has elected to provide its services solely to diagnostic imaging centers.

See Note 20 to the Consolidated Financial Statements for separate financial information respecting our medical equipment and physician and diagnostic management services segments.

FORWARD LOOKING STATEMENTS.

Certain statements made in this Annual Report on Form 10-K are "forward-looking statements", within the meaning of the Private Securities Litigation Reform Act of 1995, regarding the plans and objectives of Management for future operations. Such statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based on current expectations that involve numerous risks and uncertainties. Our plans and objectives are based, in part, on assumptions involving the expansion of business. These assumptions involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond our control. Although we believe that our assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate and, therefore, there can be no assurance that the forward-looking statements included in this Annual Report will prove to be accurate. In light of the significant uncertainties inherent in our forward-looking statements, the inclusion of such information should not be regarded as a representation by us or any other person that our objectives and plans will be achieved.

Edgar Filing: FONAR CORP - Form PRE 14A

RECENT DEVELOPMENTS AND OVERVIEW.

Our products and works-in-progress are intended to significantly improve our competitive position. Our current products are the Upright(R) MRI and the Fonar 360(TM).

The Upright(R) MRI permits, for the first time, MRI diagnoses to be made in the weight-bearing state. The Upright(R) MRI is the only MRI scanner which allows patients to be scanned while standing, sitting or reclining, either horizontally or at an angle. This means that an abnormality or injury, such as a slipped disk, will be able to be scanned under full weight-bearing conditions and, more often than not, in the position in which the patient experiences pain. A patient handling system built into the floor brings the patients to the desired height in the scanner. An adjustable bed allows the patients to stand, sit or lie on their backs, sides or stomachs at any angle. The Upright(R) MRI may also be useful for MRI guided interventional procedures.

An important application of the Fonar Upright(R) technology is in the evaluation and diagnosis of patients with the Arnold-Chiari syndrome believed to affect from 200,000 to 500,000 Americans. In this syndrome brain stem compression and entrapment of the brain at the base of the skull in the foramen magnum, which is the circular bony opening at the base of the skull where the spinal cord exits the skull. Classic symptoms of the Chiari syndrome include the "drop attack", where the erect patient unexpectedly experiences anexplosive rush or nervous discharge at the base of the brain which rushes down the body to the extremities, causing the patient to collapse in a transient neuromuscular paralysis which then subsides when the patient is in a horizontal position.

The Fonar Upright(R) MRI has demonstrated its key value on two patients with Chiari syndrome establishing that the conventional lie-down MRI scanners cannot make an adequate evaluation of their pathology since the patient's pathology is most visible and symptoms are most acute when the patient is upright. It is critical to have an image of the patient in an upright position so that the neurosurgeons can fully evaluate the extent of the brain stem compression which is occurring so they can choose the most appropriate surgical approach for the operative repair.

Another milestone in the sale and utilization of Fonar's Upright(R) technology was the sale in September, 2006 of an Upright(R) MRI scanner to the largest orthopedic hospital in the Netherlands, the St. Maartenskliniek. St. Maartenskliniek has over 300 in-patient beds and an extensive outpatient clinic program that diagnosis and treats 25,000 patients with orthopedic problems annually. In placing their order, St. Maartenskliniek announced from the point of view of their internationally recognized "Spine Center" that "once Fonar made available upright weight-bearing MRI imaging technology, owning one for the St. Maartenskliniek "Spine Center" was not optional but mandatory. For our hospital to continue to engage in spine surgery without it, once this new technology became available, was unacceptable. Once the means were available to make certain we were getting the complete picture of the patient's spine pathology before undertaking surgery, so that we could be certain we were not performing surgery based on a wrong diagnosis and running the risk of doing the wrong surgery, we did not regard the utilization of this new technology, from our patient's perspective as optional. It was mandatory."

We are vigorously promoting sales of the Upright(R) MRI which we regard as our most promising product. Revenues, however, recognized from the sale of Upright(R) MRI scanners decreased in fiscal 2010 by 52.7% over fiscal 2009 from approximately \$16.6 million in fiscal 2009 to approximately \$7.9 million in fiscal 2010 under present market conditions. The following chart shows the revenues attributable to our different model scanners for the fiscal years ended June 30, 2009 and June 30, 2010. Note that we recognize revenue on a percentage

Edgar Filing: FONAR CORP - Form PRE 14A

of completion basis. Accordingly, revenue is recognized as each sub-assembly of a scanner is manufactured. Consequently the revenues for a fiscal period do not necessarily relate to orders placed in that period.

Model	Revenues Recognized	
	Fiscal 2009	Fiscal 2010
Upright (R)	\$16,617,352	\$7,855,087
Fonar 360 (TM)	\$ 0	\$ 0
Other	\$ 558,065	\$1,201,220

"Other" revenue includes upgrades and deinstallations of scanners.

The Fonar 360(TM) includes the Open Sky(TM) MRI. We received our first order for a Fonar 360(TM) scanner in the first quarter of fiscal 2005. The magnet frame is incorporated into the floor, ceiling and sidewalls of the scan room and is open. Consequently, physicians and family members can walk inside the magnet to approach the patient. The Open Sky(TM) version of the Fonar 360(TM) is decoratively designed so that it is incorporated into the panoramic landscape that decorates the walls of the scan room. The ability of the Fonar 360(TM) to give physicians direct 360 degree access to patients and the availability of MRI compatible interventional instruments such as needles, catheters, probes, scalpels and forceps, will also enable the Fonar 360(TM) to be used for image guided interventions.

Fonar's showcase installation of the first Fonar 360(TM) MRI scanner was completed at the Oxford Nuffield Orthopedic Center in Oxford, United Kingdom. Oxford-Nuffield had two objectives in the choice of the Fonar 360(TM) MRI. The first was to have an open mid-field MRI imaging scanner to meet their medical imaging needs. The second was to have an open scanner that would enable direct image guided surgical intervention. The Oxford-Nuffield scanner is carrying a full diagnostic imaging load daily.

Additionally, development of the works in progress Fonar 360(TM) MRI image guided interventional technology is actively progressing. Fonar software engineers have completed and installed their 2nd generation tracking software at Oxford-Nuffield which is designed to enable the surgeons to insert needles into the patient and accurately advance them under direct visual image guidance to the target tissue, such as a tumor, so that therapeutic agents can be injected.

Health Management Corporation of America ("HMCA"), a wholly-owned subsidiary of Fonar, currently is managing 10 diagnostic imaging centers located principally in New York and Florida.

Of these 10 centers, 9 are equipped with Upright(R) MRI scanners. In the second half of fiscal 2010, HMCA intensified its marketing efforts, among other things, hiring additional marketers and supervisory personnel. Our objective is to increase HMCA's revenues not only for the sake of promoting HMCA's profitability but to provide sufficient revenues to support both segments of our business during times when MRI scanner sales are weak.

MEDICAL EQUIPMENT SEGMENT

PRODUCTS

Fonar's principal products are the Upright(R) MRI and the Fonar 360(TM).

The Upright(R) MRI is a whole-body open MRI system that enables positional MRI (pMRI(R)) applications, such as weight-bearing MRI studies. Operating at a magnetic field strength of 0.6 Tesla, the scanner is a powerful, diagnostically versatile and cost-effective open MRI that provides a broad range of clinical

Edgar Filing: FONAR CORP - Form PRE 14A

capabilities and a complete set of imaging protocols. Patients can be scanned standing, bending, sitting, upright at an intermediate angle or in any of the conventional recumbent positions. This multi-positional MRI system accommodates an unrestricted range of motion for flexion, extension, lateral bending, and rotation studies of the cervical (upper) and lumbar (lower) spine. Previously difficult patient scanning positions can be achieved using the system's MRI-compatible, three-dimensional, motorized patient handling system. Patients, lying horizontally, are placed into the magnet in the conventional manner. The system's lift and tilt functions then deliver the targeted anatomical region to the center of the magnet. The ceiling and floor are recessed to accommodate the full vertical travel of the table. True image orientation is assured, regardless of the rotation angle, via computer read-back of the table's position. Spines and extremities can be scanned in weight-bearing states; brains can be scanned with patients either standing or sitting.

This capability of the Fonar Upright(R) technology has demonstrated its key value on patients with the Arnold-Chiari syndrome, which is believed to affect 200,000 to 500,000 Americans. In this syndrome, brain stem compression and subsequent severe neurological symptoms occur in these patients, when because of weakness in the support tissues within the skull, the brain stem descends and is compressed at the base of the skull in the foramen magnum, which is the circular bony opening at the base of the skull where the spinal cord exits the skull. Conventional lie-down MRI scanners cannot make an adequate evaluation of the pathology since the patient's pathology is most visible and the symptoms most acute when the patient is scanned in the upright weight-bearing position.

The Upright(R) MRI has also demonstrated its value for patients suffering from scoliosis. Scoliosis patients have been typically subjected to routine x-ray exams for years and must be imaged upright for an adequate evaluation of their scoliosis. Because the patient must be standing for the exam, an x-ray machine has been the only modality that could provide that service. The Upright(R) MRI, is the only MRI scanner which allows the patient to stand during the MRI exam. Fonar has developed a new RF receiver and scanning protocol that for the first time allows scoliosis patients to obtain diagnostic pictures of their spines without the risks of x-rays. A recent study by the National Cancer Institute (2000) of 5,466 women with scoliosis reported a 70% increase in breast cancer resulting from 24.7 chest x-rays these patients received on the average in the course of their scoliosis treatment.

The Upright(R) MRI is exceptionally open, making it the most non-claustrophobic whole-body MRI scanner. Patients can walk into the magnet, stand or sit for their scans and then walk out. From the patient's point of view, the magnet's front-open and top-open design provides an unprecedented degree of comfort because the scanner allows the patient an unobstructed view of the scanner room from inside the magnet, and there is nothing in front of one's face or over one's head. The only thing in front of the patient's face during the scan is a very large (42") panoramic TV (included with the scanner) mounted on the wall. The bed is tilted back five degrees to stabilize a standing patient. Special coil fixtures, a patient seat, Velcro straps, and transpolar stabilizing bars are available to keep the patient comfortable and motionless throughout the scanning process.

Full-range-of-motion studies of the joints in virtually any direction are possible, an especially promising feature for sports injuries. Full range of motion cines, or movies, of the lumbar spine will be achieved under full body weight.

The Upright(R) MRI will also be useful for MRI guided interventional procedures as the physician would have unhindered access to the patient with no restrictions in the vertical direction.

This easy-entry, mid-field-strength scanner should be ideal for trauma centers

Edgar Filing: FONAR CORP - Form PRE 14A

where a quick MRI screening within the first critical hour of treatment will greatly improve patients' chances for survival and optimize the extent of recovery.

The Fonar 360(TM) is an enlarged room sized magnet in which the floor, ceiling and walls of the scan room are part of the magnet frame. This is made possible by Fonar's patented Iron-Frame(TM) technology which allows our engineers to control, contour and direct the magnet's lines of flux in the patient gap where wanted and almost none outside of the steel of the magnet where not wanted. Consequently, this scanner allows 360 degree access to the patient, and physicians and family members are able to enter the scanner and approach the patient.

The Fonar 360(TM) is presently marketed as a diagnostic scanner and is sometimes referred to as the Open Sky(TM) MRI. In its Open Sky(TM) capacity, the Fonar 360(TM) serves as an open patient-friendly scanner which allows 360 degree access to the patient on the scanner bed.

To optimize the patient-friendly character of the Open Sky(TM) MRI, the walls, floor, ceiling and magnet poles are decorated with landscape murals. The patient gap is twenty inches and the magnetic field strength is 0.6 Tesla.

We also expect to enable the Fonar 360(TM) to function as an MRI guided interventional scanner, for the purpose of performing intra-operative, interventional and therapeutic procedures with MR compatible instrumentation. In this capacity, the enlarged room sized magnet and 360 degree access to the patient afforded by the Fonar 360(TM) would permit full-fledged support teams to walk into the magnet and perform MRI guided interventions on the patient inside the magnet. Most importantly, the exceptional quality of the MRI image and its exceptional capacity to exhibit tissue detail on the image, by virtue of the nuclear resonance signal's extraordinary capacity to create image contrast, can then be obtained very near real time to guide the physician during the MRI guided intervention. Thus MRI compatible instruments, needles, catheters, endoscopes and the like can be introduced directly into the human body and guided to the malignant lesion or other pathology by means of the MRI image. Surgically inoperable lesions could be accessed through MRI guided catheters and needles making it possible to deliver the treatment agent directly to the targeted tissue.

The first Fonar 360(TM) MRI scanner, installed at the Oxford-Nuffield Orthopedic Center in Oxford, United Kingdom, is now carrying a full diagnostic imaging caseload. In addition, however, development of the works in progress Fonar 360(TM) MRI image guided interventional technology is actively progressing. Fonar software engineers have completed and installed their 2nd generation tracking software at Oxford-Nuffield which is designed to enable the surgeons to insert needles into the patient and accurately advance them, under direct visual image guidance, to the target tissue, such as a tumor, so that therapeutic agents can be injected.

With current treatment methods, such as chemotherapy taken by mouth, the therapy must always be restricted in the doses that can be applied to the malignant tissue because of the adverse effects on the healthy tissues. Thus chemotherapies must be limited at the first sign of toxic side effects. The same is the case with radiation therapy. Fonar expects that with the Fonar 360(TM) treatment agents may be administered directly to the malignant tissue through small catheters or needles, thereby allowing much larger doses of chemotherapy, x-rays, laser ablation, microwave and other anti-neoplastic agents to be applied directly and exclusively to the malignant tissue with more effective results. Since the interventional procedure of introducing a treatment needle or catheter under image guidance will be minimally invasive, the procedure can be readily repeated should metastases occur elsewhere, with minimum impact on the patient beyond a straightforward needle injection. The presence of the MRI image during

Edgar Filing: FONAR CORP - Form PRE 14A

treatment would enable the operator to make assessments during treatment whether the treatment is being effective.

In addition to the patient comfort and new applications, such as MRI directed interventions, made possible by our scanners' open design, the Upright(R) and Fonar 360(TM) scanners are designed to maximize image quality through an optimal combination of signal-to-noise (S/N) and contrast-to-noise (C/N) ratios. The technical improvements realized in these scanners' design over their predecessors also include increased image-processing speed and diagnostic flexibility.

MRI directed interventions are made possible by the scanners' ability to supply images to a monitor positioned next to the patient, enabling the operator to view in process an interventional procedure from an unlimited number of angles. The openness of Fonar's scanners would enable a physician to perform a wide range of interventional procedures inside the magnet.

In the case of breast imaging the access by a physician permits an image guided biopsy to be performed easily which is essential once suspicious lesions are spotted by any diagnostic modality. In addition to being far superior to x-ray in detecting breast lesions because of the MRI's ability to create the soft tissue contrast needed to see them, where x-ray is deficient in its ability to generate the needed contrast between cancer and normal tissue, there is not the painful compression of the breast characteristic of X-ray mammography.

The Upright(R) MRI and Fonar 360(TM) scanners share much of the same fundamental technology and offer the same speed, precision and image quality. Fonar's scanners initiated the new market segment of high-field open MRI. High-field open MRIs operate at significantly higher magnetic field strengths and, therefore, produce more of the MRI image-producing signal needed to make high-quality MRI images (measured by signal-to-noise ratios, S/N).

The Upright(R) MRI and Fonar 360(TM) scanners utilize a 6000 gauss (0.6 Tesla field strength) iron core electromagnet. The greater field strength of the 6000 gauss magnet, as compared to lower field open MRI scanners that operate at 3,000 gauss (0.3 Tesla) when enhanced by the electronics already utilized by Fonar's scanners, produces images of higher quality and clarity. Fonar's 0.6 Tesla open scanner magnets are among the highest field "open MRI" magnets in the industry.

The Upright(R) MRI and Fonar 360(TM) scanners are designed to maximize image quality through an optimal combination of signal-to-noise (S/N) and contrast-to-noise (C/N) ratios. The technical improvements realized in the scanners' design over their lower field predecessors also include increased image-processing speed and diagnostic flexibility.

Several technological advances have been engineered into the Upright(R) MRI and Fonar 360(TM) scanners for extra improvements in S/N, including: new high-S/N Organ Specific(TM) receiver coils; new advanced front-end electronics featuring high-speed, wide-dynamic-range analog-to-digital conversion and a miniaturized ultra-low-noise pre-amplifier; high-speed automatic tuning, bandwidth-optimized pulse sequences, multi-bandwidth sequences, and off-center FOV imaging capability.

In addition to the signal-to-noise ratio, however, the factor that must be considered when it comes to image quality is contrast, the quality that enables reading physicians to clearly distinguish adjacent, and sometimes minute, anatomical structures from their surroundings. This quality is measured by contrast-to-noise ratios (C/N). Unlike S/N, which increases with increasing field strength, relaxometry studies have shown that C/N peaks in the mid-field range and actually falls off precipitously at higher field strengths. The Upright(R) MRI and Fonar 360(TM) scanners operate squarely in the optimum C/N range.

Edgar Filing: FONAR CORP - Form PRE 14A

The Upright(R) MRI and Fonar 360(TM) provide various features allowing for versatile diagnostic capability. For example, SMART(TM) scanning allows for same-scan customization of up to 63 slices, each slice with its own thickness, resolution, angle and position. This is an important feature for scanning parts of the body that include small-structure sub-regions requiring finer slice parameters. There is also Multi-Angle Oblique(TM) (MAO) imaging, and oblique imaging.

The console for these scanners includes a mouse-driven, multi-window interface for easy operation and a 19-inch, 1280 x 1024-pixel, 20-up, high-resolution image monitor with features such as electronic magnifying glass and real-time, continuous zoom and pan.

The predecessors of the Upright(R) MRI and Fonar 360(TM) were FONAR's QUAD(TM) scanner, Ultimate(TM) 7000 scanner and Beta(TM) scanner. The Beta(TM) 3000 scanner utilized a permanent magnet. The Beta(TM) 3000M scanner utilized an iron core electromagnet. All of our current and earlier model scanners create cross-sectional images of the human body.

During fiscal 2010, sales of our Upright(R) MRI scanners accounted for approximately 24.7% of our total revenues and 37.9% of our medical equipment revenues, as compared to 41.8% of total revenues and 56.4% of medical equipment revenues in fiscal 2009. These results reflect the decrease in our sales of scanners.

During fiscal 2010 and fiscal 2009, we had no revenues attributable to sales of our Fonar 360(TM) scanner.

Our principal selling, marketing and advertising efforts have been focused on the Upright(R) MRI, which we believe is a particularly unique product, being the only MRI scanner which is both open and allows for weight bearing imaging. Since we perceive that the Upright(R) MRI is successfully penetrating the market and enabled us to achieve profitability in fiscal 2009, we expect to continue our focus on the Upright(R) MRI in the immediate future, notwithstanding the losses incurred in fiscal 2010. We are optimistic that the Fonar 360(TM) and our other products and works in progress will also contribute to increased product sales.

The materials and components used in the manufacture of our products (circuit boards, computer hardware components, electrical components, steel and plastic) are generally available at competitive prices. We have not had difficulty acquiring such materials.

WORKS-IN-PROGRESS

All of our products and works-in-progress seek to bring to the public MRI products that are expected to provide important advances against serious disease.

MRI takes advantage of the nuclear resonance signal elicited from the body's tissues and the exceptional sensitivity of this signal for detecting disease. Much of the serious disease of the body occurs in the soft tissue of vital organs. The principal diagnostic modality currently in use for detecting disease, as in the case of x-ray mammography, are diagnostic x-rays. X-rays discriminate soft tissues, such as healthy breast tissue and cancerous tissue poorly, because the x-ray particle traverses the various soft tissues almost equally thereby causing target films to be nearly equally exposed by x-rays passing through adjacent soft tissues and creating healthy and cancerous shadows on the film that differ little in brightness. The image contrast between cancerous and healthy breast tissue is poor, making the detection of breast cancers by the x-ray mammogram less than optimal and forcing the mammogram to rely on the presence or absence of microscopic stones called

Edgar Filing: FONAR CORP - Form PRE 14A

"microcalcifications" instead of being able to "see" the breast cancer itself. If microcalcifications are not present to provide the missing contrast, then the breast cancer goes undetected. They frequently are not present. The maximum contrast available by x-ray with which to discriminate disease is 4%. Brain cancers differ from surrounding healthy brain by only 1.6% while the contrast in the brain by MRI is 25 times greater at 40%. X-ray contrasts among the body's soft tissues are maximally 4%. Their contrast by MRI is 32.5 times greater (130%).

The soft tissue contrasts with which to distinguish cancers on images by MRI are up to 180%. In the case of cancer these contrasts can be even more marked making cancers readily visible and detectable anywhere in the body. This is because the nuclear resonance signals from the body's tissues differ so dramatically. Liver cancer and healthy liver signals differ by 180% for example. Thus there is some urgency to bring to market an MRI based breast scanner that can overcome the x-ray limitation and assure that mammograms do not miss serious lesions. The added benefit of MRI mammography relative to x-ray mammography is the elimination of the need for the patient to disrobe and the painful compression of the breast typical of the x-ray mammogram. The patient is scanned in her street clothes in MRI mammography. Moreover MRI mammogram scans the entire chest wall including the axilla for the presence of nodes which the x-ray mammogram cannot reach.

We view our Upright(R) MRI as having the potential for being an ideal breast examination machine as it permits the patient to be seated for the examination, which would allow easy access for an MRI guided breast biopsy when needed. The Fonar 360(TM) MRI scanner would also be ideal for breast examinations.

PRODUCT MARKETING

The principal markets for the Company's scanners are private scanning centers and hospitals.

Our internal sales force handles the domestic market. We continue to use independent manufacturer's representatives and distributors for foreign markets. None of Fonar's competitors are entitled to make the Fonar Upright(R) MRI scanner.

Fonar's Website includes interactive product information for reaching customers.

Fonar exhibited its new products at the annual meeting of the Radiological Society of North America ("RSNA") in Chicago from November 1995 through 2007 and will consider attending RSNA meetings in future years.

Fonar has targeted orthopedic surgeons and neurosurgeons, particularly spine surgeons, as important markets for the Upright(R) MRI. Accordingly, Fonar has exhibited at annual meetings of The American Academy of Orthopaedic Surgeons (AAOS); the North American Spine Society (NASS); the American Association of Neurological Surgeons (AANS); and the Congress of Neurological Surgeons (CNS). In addition, in 2007, Fonar attended the Global Health Care Expansion Congress and the Abu Dhabi International Surgical Conference abroad.

Fonar's success in targeting surgeons was most evident in the sale, in September 2006, of an Upright(R) MRI scanner to the largest orthopedic hospital in the Netherlands, the St. Maartenskliniek in Nijmegen. In addition to being a key sale to a prestigious hospital, the medical conclusions reached and stated by the buyer and the buyer's intention to conduct research and publish articles concerning the Upright(R) technology, are a vital component to Fonar's objective to prove to the medical community at large, insurers, governmental agencies and others the benefits, if not the necessity of Upright(R) scanning. A Director of St. Maartenskliniek and the Chairman of Spine Surgery stated that "We at St. Maartenskliniek, the biggest orthopedic hospital in the Netherlands, are very

Edgar Filing: FONAR CORP - Form PRE 14A

much looking forward to this new technology from Fonar which will enable us to evaluate the spine anatomy in the fully weight bearing state and in multiple positions. We expect these new multi-position capabilities to lead to more accurate diagnosis and better surgery outcomes for patients. Once our active research program has discovered the benefits of this new Fonar technology for patients, we intend to publish the results in a lot of peer reviewed scientific journals." The Chairman stated further "that once Fonar made available upright weight-bearing MRI imaging technology, owning one for the St. Maartenskliniek "Spine Center" was not optional but mandatory. For our hospital to continue to engage in spine surgery without it, once this new technology became available, was unacceptable".

Recognition of the importance of Fonar Upright(R) MRI continues to grow. Medserena, of Germany, announced in August, 2010 the purchase of its fourth Upright(R) Multi-Position(TM) MRI. CEO Matthais Schulz said, "The large number of requests coming from our physicians in Germany are arising because of the special medical need for FONAR's unique technology. This is in spite of an intensely active MRI market in Germany, where there are already many conventional lie-down MRIs installed."

Even high-field 3.0 Tesla MRI scanners cannot overshadow the importance of Fonar's unique technology. In August, 2010, a distinguished board-certified radiologist in Florida, the owner/operator of two multi-modality imaging centers equipped with MRIs, ordered a Fonar Upright(R) MRI. He initially considered purchasing a 3.0 Tesla lie-down MRI, but decided instead to buy the Fonar Upright(R) Multi-Position(TM) MRI when he became aware of its many unique imaging capabilities.

Fonar's advertising strategy has been designed to reach key purchasing decision makers with information concerning our flagship product, the Upright(R) MRI. This has led to many inquiries and to some sales of the Upright(R) MRI scanner and is intended to increase Fonar's presence in the medical market. Fonar's advertising has been directed at four target audiences: neurosurgeons, orthopaedic surgeons, radiologists and physicians in general.

1) Neurosurgeons and Orthopaedic Surgeons: These are the surgeons who can most benefit from the superior diagnostic benefits of the Fonar Upright(R) MRI with its Multi-Position(R) diagnostic ability. Advertisements to them have appeared in the journal Spine, The Journal of Neurosurgery, and the Journal of the American Academy of Orthopedic Surgery.

2) Radiologists: This segment of the campaign is aimed at the physicians who now have a new modality to offer their referring physicians. Our advertisements directed to them have appeared in Radiology and Diagnostic Imaging.

3) All Physicians: These advertising efforts have been directed to the total physician audience, so that the vast number of doctors who send patients for MRI's are aware of the diagnostic advantages of the Fonar Upright(R) Multi-Position(R) MRI. Advertisements directed to this audience have appeared in the Journal of the American Medical Association.

This advertising has featured a series of compelling messages. One advertisement pointed out that the AMA book, Guides to the Evaluation of Permanent Impairment, indicates that diagnosis must be performed upright in flexion and extension. Another advertisement was educational and headlined, "Discover the power of Upright Imaging". Fonar realizes that peer-to-peer communications is the most powerful way to speak to physicians. Consequently, testimonials from surgeons and radiologists have been used to promote our Upright(R) MRI scanner. The first such advertisement featured five surgeons and two radiologists, explaining the Multi-Position(R) diagnostic benefits of the Fonar Upright(R) MRI scanner to them. Another advertisement featured a leading radiologist, telling why he

Edgar Filing: FONAR CORP - Form PRE 14A

bought 12 Fonar Upright(R) MRI scanners and planned to buy more.

Also, our advertising for HMCA also serves as advertising for Fonar MRI scanners. We have increased internet awareness of our product by driving patient traffic to the Upright(R) scanning centers we manage by installing Websites for every location. These websites and advertising give prospective customers of Upright(R) MRI scanners a view of operating Upright(R) MRI centers and the benefits of using an Upright(R) MRI scanner. The success of HMCA- managed sites not only increases management fees to HMCA but encourages new sales for Fonar as well.

To meet the demand for high-field open MRI scanners, Fonar plans to devote its principal efforts to marketing the Upright(R) MRI. The Upright(R) MRI is the only scanner in the industry that has the unique capability of scanning patients under weight-bearing conditions and in various positions of pain or other symptoms. In addition we will continue to market our Fonar 360(TM) MRI scanners. Utilizing a 6000 gauss (0.6 Tesla field strength) iron core electromagnet, the Upright(R) MRI and Fonar 360(TM) scanner magnets are among the highest field "open MRI" scanners in the industry. Announcements in the press have reported the occurrence of MRI scanner explosions secondary to entrapped helium gas evaporating from the liquid helium that circulates in conventional MRI scanners to refrigerate the super-conducting wire generating the magnet fields of these magnets. Fonar's Upright(R) MRI magnet does not utilize liquid Helium and is free of this liability as is the Fonar 360(TM).

The Upright(R) MRI is also suited to fill a demand for better diagnoses of scoliosis patients, who must be standing for the exam. Scoliosis patients are typically subjected to routine x-ray exams for years. In the past, an x-ray machine was the only modality that could provide that service. Typical MRI scanners cannot provide this service because the patient cannot stand up inside of them. The Fonar UPRIGHT(R) MRI scanner is the only MRI scanner which allows the patient to stand during the exam. The Fonar Upright(R) Scanner avoids radiation of the x-ray machines currently used for scoliosis, which have been reported by the National Cancer Institute to cause a 70% increase in the risk of breast cancer. Other important new applications are Upright(R) imaging of the pelvic floor and abdomen to image prolapses and inguinal hernias. Fonar has also developed the first non-invasive method to image the prostate: the patient simply sits on a flat, seat-like coil.

We also will seek to introduce new MRI applications for our scanners such as MRI-directed interventions.

Our areas of operations are principally in the United States. During the fiscal year ended June 30, 2010, 11.9% of the Company's revenues were generated by foreign sales, as compared to 13.2% for fiscal 2009.

We are seeking to promote foreign sales and have sold scanners in various foreign countries. Foreign sales, however, have not yet proved to be a significant source of revenue.

SERVICE AND UPGRADES FOR MRI SCANNERS

Our customer base of installed scanners has been and will continue to be an additional source of income, independent of direct sales.

Income is generated from the installed base in two principal areas namely, service and upgrades. Service and maintenance revenues from our external installed base were approximately \$11.1 million in fiscal 2010 and \$10.5 million in fiscal 2009. We expect service revenues to continue to increase as warranties expire on previously sold scanners, and the customers then enter into service contracts.

Edgar Filing: FONAR CORP - Form PRE 14A

We also anticipate that our new scanners will result in upgrades income in future fiscal years. The potential for upgrades income, particularly in the form of new patient supporting upright imaging fixtures and receiver coils, originates in the versatility and productivity of the new Upright(R) Imaging technology. New medical uses for MRI technology are constantly being discovered and are anticipated for the Upright(R) Imaging technology as well. New features can often be added to the scanner by the implementation of little more than versatile new software packages. For example, software can be added to existing MRI angiography applications to synchronize angiograms with the cardiac cycle. By doing so the dynamics of blood vessel filling and emptying can be visualized with movies. Such enhancements are attractive to end users because they extend the useful life of the equipment and enable the user to avoid obsolescence and the expense of having to purchase new equipment.

RESEARCH AND DEVELOPMENT

During the fiscal year ended June 30, 2010, we incurred expenditures of \$2,773,704, \$315,362 of which was capitalized, on research and development, as compared to \$4,085,177, \$491,707 of which was capitalized during the fiscal year ended June 30, 2009.

Research and development activities have focused principally, on the development and enhancement of the Upright(R) and Fonar 360(TM) MRI scanners. The Upright(R) MRI and Fonar 360(TM) involve significant software and hardware development as the new products represent entirely new hardware designs and architecture requiring a new operating software. Our research activity includes developing a multitude of new features for upright scanning made possible by the new high speed data processing power of Fonar's newest scanners. In addition, the Company's research and development efforts include the development of new software, such as its Sympulse(TM) software and hardware upgrade and the designing and continuing introduction of new receiver surface coils for the Upright(R) MRI.

BACKLOG

Our backlog of unfilled orders at September 28, 2010 was approximately \$14.9 million, as compared to \$25.7 million at September 26, 2009. It is expected that a substantial portion of the existing backlog of orders will be filled within the 2010 fiscal year. Our contracts generally provide that if a customer cancels an order, the customer's initial down payment for the MRI scanner is nonrefundable.

PATENTS AND LICENSES

We currently have numerous patents in effect which relate to the technology and components of the MRI scanners. We believe that these patents, and the know-how we have developed, are material to our business.

One of our patents, issued in the name of Dr. Damadian and licensed to Fonar, was United States patent No. 3,789,832, Apparatus and Method for Detecting Cancer in Tissue, also referred to as the "1974 Patent". The development of our MRI scanners have been based upon the 1974 Patent, and we believe that the 1974 Patent was the first of its kind to utilize MR to scan the human body and to detect cancer. The 1974 Patent was extended beyond its original 17-year term and expired in February, 1992.

We have significantly enhanced our patent position within the industry and now possesses a substantial patent portfolio which provides us, under the aegis of United States patent law, "the exclusive right to make, use and sell" many of the scanner features which Fonar pioneered and which are now incorporated in most MRI scanners sold by the industry. As of June 30, 2010, 164 patents have been issued to Fonar, and approximately 30 patents are pending. A number of

Edgar Filing: FONAR CORP - Form PRE 14A

Fonar's existing patents specifically relate to protecting Fonar's position in the high-field iron frame open MRI market. The patents further enhance Dr. Damadian's pioneer patent, the 1974 Patent, that initiated the MRI industry and provided the original invention of MRI scanning. The terms of the patents in Fonar's portfolio extend to various times.

We also have patent cross-licensing agreements with other MRI manufacturers.

PRODUCT COMPETITION

MRI SCANNERS

A majority of the MRI scanners in use in hospitals and outpatient facilities and at mobile sites in the United States are based on high field air core magnet technology while the balance are based on open iron frame magnet technology. Fonar's open iron frame MRI scanners are competing principally with high-field air core scanners. Fonar's open MRI scanners, however, utilizing a 6,000 gauss or 0.6 Tesla field strength, iron core electromagnet, were the first "open" MR scanners at high field strength.

Fonar believes that its MRI scanners have significant advantages as compared to the high-field air core scanners of its competitors. These advantages include:

1. There is no expansive fringe magnetic field. High field air core scanners require a more expensive shielded room than is required for the iron frame scanners. The shielded room required for the iron frame scanners is intended to prevent interference from external radio frequencies.
2. They are more open and quiet.
3. They can scan the trauma victim, the cardiac arrest patient, the respirator-supported patient, and premature and newborn babies. This is not possible with high-field air core scanners because their magnetic field interferes with conventional life-support equipment.

The principal competitive disadvantage of our products is that they are not "high field strength", 1.0 Tesla +, magnets. As a general principle, the higher field strength can produce a faster scan. In some parts of the body a faster scan can be traded for a clearer picture. Although we believe that the benefits of "openness" provided by our scanners compensate for the lower field strength, certain customers will still prefer the higher field strength.

Fonar faces competition within the MRI industry from such firms as General Electric Company, Philips N.V., Toshiba Corporation, Hitachi Corporation and Siemens A.G. Most competitors have marketing and financial resources more substantial than those available to us. They have in the past, and may in the future, heavily discount the sales price of their scanners. Such competitors sell both high field air core superconducting MRI scanners and iron frame products. Fonar's original iron frame design, ultimately imitated by Fonar's competitors to duplicate Fonar's origination of "Open" MRI magnets, gave rise to current patient protected Upright(R) MRI technology with the result that Fonar today is the unique and only supplier of the highest field MRI magnets (.6 Tesla) that are not superconducting, do not use liquid helium and are not therefore susceptible to explosion.

The iron frame, because it could control the magnetic lines of force and place them where wanted and remove them from where not wanted, such as in the Fonar 360(TM) where physicians and staff are standing, provide a much more versatile magnet design than is possible with air core magnets. Air core magnets contain no iron but consist entirely of turns of current carrying wire.

For an 11 year period from 1983-1994, Fonar's large competitors, with one

Edgar Filing: FONAR CORP - Form PRE 14A

exception, generally rejected Fonar's "open" design but by now all have added the iron frame "open" magnet to their MRI product lines. One reason for this market shift, in addition to patient claustrophobia, is the awareness that the open magnet designs permit access to the patient to perform MRI guided procedures, a field which is now growing rapidly and is called "interventional MRI."

The Fonar 360(TM) scanner explicitly addresses this growing market reception of MRI guided interventions, and the first of these scanners was sold to a hospital in England. Fonar's Upright(R) magnet also addresses the growing market reception of MRI guided interventions. Although not enabling a full interventional theater as the Fonar 360(TM) does, the iron frame Upright(R) MRI design permits ready access to the patient and enables a wide range of interventional procedures such as biopsies and needle or catheter delivered therapies to be performed under MRI image guidance. The "tunnel" air core superconductive scanners do not permit access to the patient while the patient is inside the scanner.

Fonar expects to be the leader Upright(R) Multi-Position MRI for providing dynamic visualization of body parts such as the spine and other joints as well as dynamic visualization of the heart in its upright position when it is sustaining its full normal physiological load. No companies possess the patented Upright(R) MRI technology or the Fonar 360(TM)'s 360 degree full access interventional technology.

OTHER IMAGING MODALITIES

Fonar's MRI scanners also compete with other diagnostic imaging systems, all of which are based upon the ability of energy waves to penetrate human tissue and to be detected by either photographic film or electronic devices for presentation of an image on a television monitor. Three different kinds of energy waves - X-ray, gamma and sound - are used in medical imaging techniques which compete with MRI medical scanning, the first two of which involve exposing the patient to potentially harmful radiation. These other imaging modalities compete with MRI products on the basis of specific applications.

X-rays are the most common energy source used in imaging the body and are employed in three imaging modalities:

1. Conventional X-ray systems, the oldest method of imaging, are typically used to image bones and teeth. The image resolution of adjacent structures that have high contrast, such as bone adjacent to soft tissue, is excellent, while the discrimination between soft tissue organs is poor because of the nearly equivalent penetration of x-rays.

2. Computerized Tomography, also referred to as "CT", systems couple computers to x-ray instruments to produce cross-sectional images of particular large organs or areas of the body. The CT scanner addresses the need for images, not available by conventional radiography, that display anatomic relationships spatially. However, CT images are generally limited to the transverse plane and cannot readily be obtained in the two other planes, sagittal and coronal. Improved picture resolution is available at the expense of increased exposure to x-rays from multiple projections. Furthermore, the pictures obtained by this method are computer reconstructions of a series of projections and, once diseased tissue has been detected, CT scanning cannot be focused for more detailed pictorial analysis or obtain a chemical analysis.

3. Digital radiography systems add computer image processing capability to conventional x-ray systems. Digital radiography can be used in a number of diagnostic procedures which provide continuous imaging of a particular area with enhanced image quality and reduced patient exposure to radiation.

Edgar Filing: FONAR CORP - Form PRE 14A

Nuclear medicine systems, which are based upon the detection of gamma radiation generated by radioactive pharmaceuticals introduced into the body, are used to provide information concerning soft tissue and internal body organs and particularly to examine organ function over time.

Ultrasound systems emit, detect and process high frequency sound waves reflected from organ boundaries and tissue interfaces to generate images of soft tissue and internal body organs. Although the images are substantially less detailed than those obtainable with x-ray methods, ultrasound is generally considered harmless and therefore has found particular use in imaging the pregnant uterus.

X-ray machines, ultrasound machines, digital radiography systems and nuclear medicine compete with the MRI scanners by offering significantly lower price and space requirements. However, Fonar believes that the quality of the images produced by its MRI scanners is generally superior to the quality of the images produced by those other methodologies.

GOVERNMENT REGULATION

FDA Regulation

The Food and Drug Administration in accordance with Title 21 of the Code of Federal Regulations regulates the manufacturing and marketing of Fonar's MRI scanners. The regulations can be classified as either pre-market or post-market. The pre-market requirements include obtaining marketing clearance, proper device labeling, establishment registration and device listing. Once the products are on the market, Fonar must comply with post-market surveillance controls. These requirements include the Quality Systems Regulation, or "QSR", also known as Current Good Manufacturing Practices or CGMPs, and Medical Device Reporting, also referred to as MDR regulations. The QSR is a quality assurance requirement that covers the design, packaging, labeling and manufacturing of a medical device. The MDR regulation is an adverse event-reporting program.

Classes of Products

Under the Medical Device Amendments of 1976 to the Federal Food, Drug and Cosmetic Act, all medical devices are classified by the FDA into one of three classes. A Class I device is subject only to general controls, such as labeling requirements and manufacturing practices; a Class II device must comply with certain performance standards established by the FDA; and a Class III device must obtain pre-market approval from the FDA prior to commercial marketing.

Fonar's products are Class II devices. Class I devices are subject to the least regulatory control. They present minimal potential for harm to the user and are often simpler in design than Class II or Class III devices. Class I devices are subject to "General Controls" as are Class II and Class III devices. General Controls include:

1. Establishment registration of companies which are required to register under 21 CFR Part 807.20, such as manufacturers, distributors, re-packagers and re-labelers.
2. Medical device listing with FDA of devices to be marketed.
3. Manufacturing devices in accordance with the Current Good Manufacturing Practices Quality System Regulation in 21 CFR Part 820.
4. Labeling devices in accordance with labeling regulations in 21 CFR Part 801 or 809.
5. Submission of a Premarket Notification, pursuant to 510(k), before marketing a device.

Edgar Filing: FONAR CORP - Form PRE 14A

Class II devices are those for which general controls alone are insufficient to assure safety and effectiveness, and existing methods are available to provide such assurances. In addition to complying with general controls, Class II devices are also subject to special controls. Special controls may include special labeling requirements, guidance documents, mandatory performance standards and post-market surveillance.

We received approval to market our Beta(TM) 3000 and Beta(TM) 3000M scanners as Class III devices on September 26, 1984 and November 12, 1985. On July 28, 1988, the Magnetic Resonance Diagnostic Device which includes MR Imaging and MR Spectroscopy was reclassified by the FDA to Class II status. Consequently, Fonar's products are now classified as Class II products. On July 26, 1991, Fonar received FDA clearance to market the Ultimate(TM) Magnetic Resonance Imaging Scanner as a Class II device. Fonar received FDA clearance to market the QUAD(TM) 7000 in April 1995 and the QUAD(TM) 12000 in November 1995. On March 16, 2000, Fonar received FDA clearance to market the Fonar 360(TM) for diagnostic imaging, the Open Sky(TM) version, and on October 3, 2000 received FDA clearance for the Upright(R) MRI.

Premarketing Submission

Each person who wants to market Class I, II and some III devices intended for human use in the U.S. must submit a 510(k) to FDA at least 90 days before marketing unless the device is exempt from 510(k) requirements. A 510(k) is a pre-marketing submission made to FDA to demonstrate that the device to be marketed is as safe and effective, that is, substantially equivalent, SE, to a legally marketed device that is not subject to pre-market approval, PMA. Applicants must compare their 510(k) device to one or more similar devices currently on the U.S. market and make and support their substantial equivalency claims.

The FDA is committed to a 90-day clearance after submission of a 510(k), provided the 510(k) is complete and there is no need to submit additional information or data.

The 510(k) is essentially a brief statement and description of the product. As Fonar's scanner products are Class II products, there are no pre-market data requirements and the process is neither lengthy nor expensive.

An investigational device exemption, also referred to as IDE, allows the investigational device to be used in a clinical study pending FDA clearance in order to collect safety and effectiveness data required to support the Premarket Approval, also referred to as PMA, application or a Premarket Notification pursuant to 510(k), submission to the FDA. Clinical studies are most often conducted to support a PMA.

For the most part, however, we have not found it necessary to utilize IDE's. The standard 90 day clearance for our new MRI scanner products classified as Class II products makes the IDE unnecessary, particularly in view of the time and effort involved in compiling the information necessary to support an IDE.

Quality System Regulation

The Quality Management System is applicable to the design, manufacture, administration of installation and servicing of magnetic resonance imaging scanner systems. The FDA has authority to conduct detailed inspections of manufacturing plants, to establish Good Manufacturing Practices which must be followed in the manufacture of medical devices, to require periodic reporting of product defects and to prohibit the exportation of medical devices that do not comply with the law.

Edgar Filing: FONAR CORP - Form PRE 14A

Medical Device Reporting Regulation

Manufacturers must report all MDR reportable events to the FDA. Each manufacturer must review and evaluate all complaints to determine whether the complaint represents an event which is required to be reported to FDA. Section 820.3(b) of the Quality Systems regulation defines a complaint as, "any written, electronic or oral communication that alleges deficiencies related to the identity, quality, durability, reliability, safety, effectiveness, or performance of a device after it is released for distribution."

A report is required when a manufacturer becomes aware of information that reasonably suggests that one of their marketed devices has or may have caused or contributed to a death, serious injury, or has malfunctioned and that the device or a similar device marketed by the manufacturer would be likely to cause or contribute to a death or serious injury if the malfunction were to recur.

Malfunctions are not reportable if they are not likely to result in a death, serious injury or other significant adverse event experience.

A malfunction which is or can be corrected during routine service or device maintenance still must be reported if the recurrence of the malfunction is likely to cause or contribute to a death or serious injury if it were to recur.

We have established and maintained written procedures for implementation of the MDR regulation. These procedures include internal systems that:

- provide for timely and effective identification, communication and evaluation of adverse events;

- provide a standardized review process and procedures for determining whether or not an event is reportable; and

- provide procedures to insure the timely transmission of complete reports.

These procedures also include documentation and record keeping requirements for:

- information that was evaluated to determine if an event was reportable;

- all medical device reports and information submitted to the FDA;

- any information that was evaluated during preparation of annual certification reports; and

- systems that ensure access to information that facilitates timely follow up and inspection by FDA.

FDA Enforcement

FDA may take the following actions to enforce the MDR regulation:

FDA-Initiated or Voluntary Recalls

Recalls are regulatory actions that remove a hazardous, potentially hazardous, or a misbranded product from the marketplace. Recalls are also used to convey additional information to the user concerning the safe use of the product. Either FDA or the manufacturer can initiate recalls.

There are three classifications, i.e., I, II, or III, assigned by the Food and Drug Administration to a particular product recall to indicate the relative degree of health hazard presented by the product being recalled.

Edgar Filing: FONAR CORP - Form PRE 14A

Class I

Is a situation in which there is a reasonable probability that the use of, or exposure to, a violative product will cause serious adverse health consequences or death.

Class II

Is a situation in which use of, or exposure to, a violative product may cause temporary or medically reversible adverse health consequences or where the probability of serious adverse health consequences is remote.

Class III

Is a situation in which use of, or exposure to, a violative product is not likely to cause adverse health consequences.

Fonar has initiated five voluntary recalls. Four of the recalls were Class II and one was Class III. The recalls involved making minor corrections to the product in the field. Frequently, corrections which are made at the site of the device are called field corrections as opposed to recalls.

Civil Money Penalties

The FDA, after an appropriate hearing, may impose civil money penalties for violations of the FD&C Act that relate to medical devices. In determining the amount of a civil penalty, FDA will take into account the nature, circumstances, extent, and gravity of the violations, the violator's ability to pay, the effect on the violator's ability to continue to do business, and any history of prior violations. The civil money penalty may not exceed \$15,000 for each violation and may not exceed \$1,000,000 for all violations adjudicated in a single proceeding, per person.

Warning Letters

FDA issues written communications to a firm, indicating that the firm may incur more severe sanctions if the violations described in the letter are not corrected. Warning letters are issued to cause prompt correction of violations that pose a hazard to health or that involve economic deception. The FDA generally issues the letters before pursuing more severe sanctions.

Seizure

A seizure is a civil court action against a specific quantity of goods which enables the FDA to remove these goods from commercial channels. After seizure, no one may tamper with the goods except by permission of the court. The court usually gives the owner or claimant of the seized merchandise approximately 30 days to decide a course of action. If they take no action, the court will recommend disposal of the goods. If the owner decides to contest the government's charges, the court will schedule the case for trial. A third option allows the owner of the goods to request permission of the court to bring the goods into compliance with the law. The owner of the goods is required to provide a bond or, security deposit, to assure that they will perform the orders of the court, and the owner must pay for FDA supervision of any activities by the company to bring the goods into compliance.

Citation

A citation is a formal warning to a firm of intent to prosecute the firm if violations of the FD&C Act are not corrected. It provides the firm an opportunity to convince FDA not to prosecute.

Edgar Filing: FONAR CORP - Form PRE 14A

Injunction

An injunction is a civil action filed by FDA against an individual or company. Usually, FDA files an injunction to stop a company from continuing to manufacture, package or distribute products that are in violation of the law.

Prosecution

Prosecution is a criminal action filed by FDA against a company or individual charging violation of the law for past practices.

Foreign and Export Regulation

We obtain approvals as necessary in connection with the sales of our products in foreign countries. In some cases, FDA approval has been sufficient for foreign sales as well. Our standard practice has been to require either the distributor or the customer to obtain any such foreign approvals or licenses which may be required.

Legally marketed devices that comply with the requirements of the Food Drug & Cosmetic Act require a Certificate to Foreign Government issued by the FDA for export. Other devices that do not meet the requirements of the FD&C Act but comply with the laws of a foreign government require a Certificate of Exportability issued by the FDA. All products which we sell have FDA clearance and would fall into the first category.

Foreign governments have differing requirements concerning the import of medical devices into their respective jurisdictions. The European Union, also referred to as EU, made up of 27 individual countries, has some essential requirements described in the EU's Medical Device Directive, also referred to as MDD. In order to export to one of these countries, we must meet the essential requirements of the MDD and any additional requirements of the importing country. The essential requirements are similar to some of the requirements mandated by the FDA. In addition the MDD requires that we enlist a Notified Body to examine and assess our documentation, a Technical Construction File, and verify that the product has been manufactured in conformity with the documentation. The notified body must carry out or arrange for the inspections and tests necessary to verify that the product complies with the essential requirements of the MDD, including safety performance and Electromagnetic Compatibility, also referred to as EMC. Also required is a Quality System, ISO-9001, assessment by the Notified Body. We were approved for ISO 9001 certification for its Quality Management System in April, 1999.

We received clearances to sell the Fonar 360(TM) and Upright(R) MRI scanners in the EU in May, 2002.

Other countries require that their own testing laboratories perform an evaluation of our devices. This requires that we must bring the foreign agency's personnel to the USA to perform the evaluation at our expense before exporting.

Some countries, including many in Latin America and Africa, have very few regulatory requirements.

To date, Fonar has been able to comply with all foreign regulatory requirements applicable to its export sales.

Reimbursement to Medical Providers for MRI Scans

Effective November 22, 1985, the Department of Health and Human Services authorized reimbursement of MRI scans under the Federal Medicare program. In addition, most private insurance companies have authorized reimbursement for MRI scans.

Edgar Filing: FONAR CORP - Form PRE 14A

Anti-Kickback and Self-Referral Legislation

Proposed and enacted legislation at the State and Federal levels has restricted referrals by physicians to medical and diagnostic centers in which they or their family members have an interest. In addition, regulations have been adopted by the Secretary of Health and Human Services which provide limited "safe harbors" under the Medicare Anti-Kickback Statute. These safe harbors describe payments and transactions which are permitted between an entity receiving reimbursement under the Medicare program and those having an interest in or dealings with the entity. Although the Company cannot predict the overall effect of the adoption of these regulations on the medical equipment industry, the use and continuation of limited partnerships, where investors may be referring physicians, to own and operate MRI scanners could be greatly diminished.

Deficit Reduction Act

The Deficit Reduction Act, among other things, limits reimbursements for MRI scans performed at MRI facilities. We believe that these limitations may be having a general negative impact on the market for MRI scanners, but believe that the unique capabilities of our products should counter any such effect on Fonar as our marketing and advertising campaigns reach prospective customers. Our Upright(R) MRI is the only MRI scanner which enables patients to be scanned in a weight bearing position and the Fonar 360(TM) MRI is the only MRI scanner which allows complete unobstructed 360 degree access to the patient.

HEALTH MANAGEMENT CORPORATION OF AMERICA PHYSICIAN AND DIAGNOSTIC SERVICES MANAGEMENT BUSINESS

Health Management Corporation of America, formed under the name U.S. Health Management Corporation and referred to as "HMCA", was organized by us in March 1997. HMCA is a wholly-owned subsidiary which engages in the business of providing comprehensive management services to imaging facilities. The services we provide include development, administration, leasing of office space, facilities and medical equipment, provision of supplies, staffing and supervision of non-medical personnel, legal services, accounting, billing and collection and the development and implementation of practice growth and marketing strategies.

HMCA currently manages 10 MRI facilities. In April 2003, HMCA sold the portion of its business which managed primary care medical practices, and in July 2005, HMCA sold the portion of its business engaged in the management of physical therapy and rehabilitation practices. This was the result of HMCA's decision to focus on management of MRI facilities, the business in which HMCA is most experienced. For the 2010 fiscal year, the revenues HMCA recognized from the MRI facilities increased to \$11.1 million, notwithstanding economic conditions and in contrast to the decline in revenues recognized from scanner sales. For the 2009 fiscal year, the revenues HMCA recognized from the MRI facilities were \$10.3 million.

HMCA GROWTH STRATEGY

HMCA's growth strategy focuses on upgrading and expanding the existing facilities it manages and expanding the number of facilities it manages for its clients. Our most important effort in this regard has been to promote and facilitate the replacement of existing MRI scanners with new Fonar Upright(R) MRI scanners. Presently, we have Upright(R) MRI scanners at all of the MRI facilities we manage with the exception of the one in Dublin, Georgia.

In connection with its focus on managing only MRI facilities, HMCA sold its business of managing physical therapy and rehabilitation practices on July 28, 2005 to Health Plus Management Services, L.L.C.

Edgar Filing: FONAR CORP - Form PRE 14A

PHYSICIAN AND DIAGNOSTIC MANAGEMENT SERVICES

HMCA's services to the facilities it manages encompass substantially all of their business operations. Each facility is controlled, however, by the physician owner, not HMCA, and all medical services are performed by the physicians and other medical personnel under the physician owner's supervision. HMCA is the management company and performs services of a non-professional nature. These services include:

1. Offices and Equipment. HMCA identifies, negotiates leases for and/or provides office space and equipment to its clients. This includes technologically sophisticated medical equipment. HMCA also provides improvements to leaseholds, assistance in site selection and advice on improving, updating, expanding and adapting to new technology.

2. Personnel. HMCA staffs all the non-medical positions of its clients with its own employees, eliminating the client's need to interview, train and manage non-medical employees. HMCA processes the necessary tax, insurance and other documentation relating to employees.

3. Administrative. HMCA assists in the scheduling of patient appointments, purchasing of office and medical supplies and equipment and handling of reporting, accounting, processing and filing systems. It prepares and files the physician portions of complex forms to enable its clients to participate in managed care programs and to qualify for insurance reimbursement. We assist the clients to implement programs and procedures to ensure full and timely regulatory compliance and appropriate cost reimbursement under no-fault insurance and workers' compensation guidelines, as well as compliance with other applicable governmental requirements and regulations, including HIPAA and other privacy requirements.

4. Billing and Collections. HMCA is responsible for the billing and collection of revenues from third-party payors including those governed by no-fault and workers' compensation statutes. HMCA is presently using a third party to perform its billing and collection services for its clients' no-fault and workers' compensation scanning business.

5. Cost Saving Programs. Based on available volume discounts, HMCA seeks to assist in obtaining favorable pricing for office and medical supplies, equipment, contrast agents, such as gadolinium, and other inventory for its clients.

6. Diagnostic Imaging and Ancillary Services. HMCA can offer access to diagnostic imaging equipment through diagnostic imaging facilities it manages. The Company may expand the ancillary services offered in its network to include CT-scans and x-rays, if it is determined that such additions may be useful to clients.

7. Marketing Strategies. HMCA is responsible for developing marketing plans for its clients.

8. Expansion Plans. HMCA assists the clients in developing expansion plans including the opening of new or replacement facilities where appropriate.

HMCA advises clients on all aspects of their businesses, including expansion where it is a reasonable objective, on a continuous basis. HMCA's objective is to free physicians from as many non-medical duties as is practicable. Practices can treat patients more efficiently if the physicians can spend less time on business and administrative matters and more time practicing medicine.

HMCA provides its services pursuant to negotiated contracts with its clients.

Edgar Filing: FONAR CORP - Form PRE 14A

While HMCA believes it can provide the greatest value to its clients by furnishing the full range of services appropriate to that client, HMCA would also be willing to enter into contracts providing for a more limited spectrum of management services.

The facilities enter into contracts with third party payors, including managed care companies. Neither HMCA's clients nor HMCA participate in any capitated plans or other risk sharing arrangements. Capitated plans are those HMO programs where the provider is paid a flat monthly fee per patient.

As of June 22, 2007, Dr. Robert Diamond purchased the stock of the professional corporations owning eight New York sites managed by HMCA, previously owned by Dr. Raymond V. Damadian, the President, Chairman of the Board and principal stockholder of Fonar. Dr. Diamond has been reading scans for HMCA managed facilities for more than seven years. In connection with the sale, new management agreements were substituted for the existing management agreements, providing, for the same management services. The fees in fiscal 2008, however, were flat monthly fees in the aggregate amount of \$682,500 per month. The fees in fiscal 2009 were flat monthly fees in the aggregate amount of \$578,500 and in fiscal 2010 increased to \$696,000 in the aggregate. Fees under the management agreements are subject to adjustment by mutual agreement on an annual basis.

Dr. Damadian still owns the four MRI facilities in Georgia and Florida managed by HMCA. In the case of the Georgia facility, fees are charged by HMCA based on the number of procedures performed. These fees are subject to adjustment on an annual basis, based on mutual agreement. The per procedure charges to the Georgia facility during fiscal 2010 was \$350 per MRI scan. The fees for the three sites in Florida owned by Dr. Damadian are flat monthly fees ranging from \$113,000 to \$195,000 per month. No MRI facilities or other medical facilities are owned by HMCA.

HMCA entered into an agreement in September, 2007 with Integrity Healthcare Management, Inc., also referred to as "Integrity", which is owned by an unrelated party. Under the terms of the agreement, Integrity supervised and directed HMCA and the management of the facilities including the performance of billing and collection services. The existing management agreements between the facilities and HMCA remained in place. As compensation Integrity was entitled to an annual fee equal to one-half of the increase in the consolidated cash flow of HMCA and the facilities over the period from July 1, 2006 through June 30, 2007. The term of the agreement automatically renewed on a year to year basis, but was terminated by HMCA as of the end of June, 2008.

Commencing upon the termination of this agreement, however, we hired Health Diagnostics, LLC, the parent company of Integrity, to perform all billing and collection procedures for HCMA's clients on HMCA's behalf for a fee of 6% of all adjusted deposits for these services. Effective May 1, 2009, this agreement was terminated. HMCA now contracts with TriTech (Plainview, New York) to perform billing and collection for its clients' no-fault and workers' compensation business for a fee of 6% of all adjusted no-fault and workers' compensation claims. HMCA handles all of its clients' other billings and collections.

HMCA MARKETING

HMCA's marketing strategy is to expand the business and improve the facilities which it manages. HMCA will seek to increase the number of locations of those facilities where market conditions are promising and to promote growth of its clients' patient volume and revenue.

DIAGNOSTIC IMAGING FACILITIES AND OTHER ANCILLIARY SERVICES

Diagnostic imaging facilities managed by HMCA provide diagnostic imaging services to patients referred by physicians who are either in private practice

Edgar Filing: FONAR CORP - Form PRE 14A

or affiliated with managed care providers or other payor groups. The facilities are operated in a manner which eliminates the admission and other administrative inconveniences of in-hospital diagnostic imaging services. Imaging services are performed in an outpatient setting by trained medical technologists under the direction of physicians. Following diagnostic procedures, the images are reviewed by the interpreting physicians who prepare a report of these tests and their findings. These reports are transcribed by HMCA personnel and then delivered to the referring physician.

HMCA develops marketing programs in an effort to establish and maintain profitable referring physician relationships and to maximize reimbursement yields. These marketing approaches identify and target selected market segments consisting of area physicians with certain desirable medical specialties and reimbursement yields. Corporate and facility managers determine these market segments based upon an analysis of competition, imaging demand, medical specialty and payor mix of each referral from the local market. HMCA also directs marketing efforts at managed care providers.

Managed care providers have become an important factor in the diagnostic imaging industry. To further its position, HMCA will seek to expand the imaging modalities offered at its managed diagnostic imaging facilities.

REIMBURSEMENT

HMCA's clients receive reimbursements for their MRI scans through Medicare, Medicaid, managed care and private insurance.

Medicare. The Medicare program provides reimbursement for hospitalization, physician, diagnostic and certain other services to eligible persons 65 years of age and over and certain other individuals. Providers are paid by the federal government in accordance with regulations promulgated by the Department of Health and Human Services, HHS, and generally accept the payment with nominal deductible and co-insurance amounts required to be paid by the service recipient, as payment in full. Hospital inpatient services are reimbursed under a prospective payment system. Hospitals receive a specific prospective payment for inpatient treatment services based upon the diagnosis of the patient.

Under Medicare's prospective payment system for hospital outpatient services, or OPPOS, a hospital is paid for outpatient services on a rate per service basis that varies according to the ambulatory payment classification group, or APC, to which the service is assigned rather than on a hospital's costs. Each year the Centers for Medicare and Medicaid Services, or CMS, publishes new APC rates that are determined in accordance with the promulgated methodology.

Services provided in non-hospital based freestanding facilities, such as independent diagnostic treatment facilities, are paid under the Medicare Physician Fee Schedule, or MPFS. All of HMCA's clients are presently in this category of independent diagnostic treatment facilities. The MPFS is updated on an annual basis. Several years ago, CMS reduced the reimbursement for certain diagnostic procedures performed together on the same day. They did so by modifying Medicare to pay 100% of the technical component of the higher priced procedure and 75% for the technical component of each additional procedure for procedures involving contiguous body parts within a family of codes when performed in the same session. Under the recently enacted healthcare reform legislation, the Patient Protection and Affordable Care Act or, PPACA, CMS further reduced the payment for contiguous body parts within the same session from 75% to 50% for the technical component of CT, MRI and ultrasound services, effective July 1, 2010. These reductions in payment by CMS may adversely impact our financial condition and results of operations since they result in lower reimbursement for the services of our clients. In fact, on June 25, 2010, CMS issued the proposed MPFS for 2011. Under the proposed rule, CMS is now proposing to apply this payment reduction to the technical component of all studies of

Edgar Filing: FONAR CORP - Form PRE 14A

these three imaging modalities that are performed on a patient in the same session, even if they are non-contiguous.

We have experienced reimbursement reductions for radiology services provided to Medicare beneficiaries, including reductions pursuant to the Deficit Reduction Act, or DRA. The DRA, which became effective in 2007, set reimbursement for the technical component for imaging services (excluding diagnostic and screening mammography) in non-hospital based freestanding facilities at the lesser of OPFS or the MPFS.

Medicare reimbursement rates under the MPFS are calculated in accordance with a statutory formula. As a result, for calendar years 2008, 2009 and 2010, CMS published regulations decreasing the fee schedule rates by 10.1%, 5.4% and 21.2% respectively. In each instance, Congress enacted legislation preventing the decreases from taking effect and in fact on June 25, 2010, the "Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act of 2010" prevented the rate reduction and also established a 2.2% payment rate increase to the MPFS retroactive from June 1 through Nov. 30, 2010. Under the proposed MPFS for 2011, however, CMS proposes to reduce rates in 2011 by an additional 6.1%. This cut does not account for the 2010 legislative changes to the MPFS and would be added to the 21.2% cut that was previously delayed. We anticipate that CMS will continue to release regulations for decreases in fee schedule rates under the MPFS unless and until the statutory formula is changed through enactment of new legislation. We do not know if Congress will continue to enact legislation to prevent future decreases under the statutory formula, but if Congress failed to act, there could be significant decreases to the MPFS.

On Nov. 25, 2009, CMS released the 2010 MPFS final rule (the "Final Rule") which updated the payment policies and rates for the MPFS, for calendar year 2010. In addition to other changes to the physician payment formulae, the MPFS reduces payment rates for services using equipment costing more than \$1.0 million by increasing the usage assumptions from the current 50% usage rate to a 90% usage rate. This change in the usage rate was to be phased in over a four year period and primarily impacted MRI and CT services. The Final Rule was superseded, however, by passage of PPACA, but only with respect to the usage assumptions. All other CMS issued updates for 2010 remain in effect. Under PPACA, beginning Jan. 1, 2011, the usage rate assumption for diagnostic imaging equipment priced at more than \$1 million will be set at 75% for 2011 and subsequent years.

In addition to the foregoing changes to the usage assumptions, CMS' 2010 regulatory changes to the MPFS also included a downward adjustment to services primarily involving the technical component rather than the physician work component, by adjusting downward malpractice payments for these services. The reductions will affect the services we provide, primarily impacting radiology and other diagnostic tests. As noted above, the changes to the MPFS will be transitioned over a four-year period such that beginning in 2013, CMS will fully implement the revised payment rates. This change to the MPFS, could have an adverse effect on our financial condition and results of operations. For our fiscal year ended June 30, 2010, Medicare revenues represented approximately 17.3% of the revenues for HMCA's clients. The impact of the new MPFS will increase over the four-year transition period unless mitigated by future legislation (either currently proposed or pledged by Congress and the federal government administration).

Many of PPACA's provisions will not take effect for months or several years, while others are effective immediately. Many provisions also will require the federal government and individual state governments to interpret and implement the new requirements. In addition, PPACA remains the subject of significant debate, and proposals to repeal, block or amend the law have been introduced in Congress and many state legislatures. Finally, a number of state attorneys general have filed legal challenges to PPACA seeking to block its implementation on constitutional grounds. Because of the many variables involved, we are unable

Edgar Filing: FONAR CORP - Form PRE 14A

to predict how many of the legislative mandates contained in PPACA will be implemented or in what form, whether any additional or similar changes to statutes or regulations (including interpretations), will occur in the future, or what effect any future legislation or regulation would have on our business.

Medicaid. The Medicaid program is a jointly-funded federal and state program providing coverage for low-income persons. In addition to federally-mandated basic services, the services offered and reimbursement methods vary from state to state. In many states, Medicaid reimbursement is patterned after the Medicare program; however, an increasing number of states have established or are establishing payment methodologies intended to provide healthcare services to Medicaid patients through managed care arrangements. In fiscal 2010, approximately 2.8% of the revenues of HMCA's clients were attributable to Medicaid.

Managed Care and Private Insurance. Health Maintenance Organizations, or HMO's, Preferred Provider Organizations, or PPOs, and other managed care organizations attempt to control the cost of healthcare services by a variety of measures, including imposing lower payment rates, preauthorization requirements, limiting services and mandating less costly treatment alternatives. Managed care contracting is competitive and reimbursement schedules are at or below Medicare reimbursement levels. Some managed care organizations have reduced or otherwise limited, and other managed care organizations may reduce or otherwise limit, reimbursement in response to reductions in government reimbursement. These reductions could have an adverse impact on our financial condition and results of operations. These reductions have been, and any future reductions may be, similar to the reimbursement reductions proposed by CMS, Congress and the current federal government administration. The development and expansion of HMOs, PPOs and other managed care organizations within our core markets could have a negative impact on utilization of our services in certain markets and/or affect the revenues per procedure we can collect, since such organizations will exert greater control over patients' access to diagnostic imaging services, the selection of the provider of such services and the reimbursement thereof.

HMCA COMPETITION

The physician and diagnostic management services field is highly competitive. A number of large hospitals have acquired medical practices and this trend may continue. HMCA expects that more competition will develop. Many competitors have greater financial and other resources than HMCA.

With respect to the diagnostic imaging facilities managed by HMCA, the outpatient diagnostic imaging industry is highly competitive. Competition focuses primarily on attracting physician referrals at the local market level and increasing referrals through relationships with managed care organizations. HMCA believes that principal competitors for the diagnostic imaging centers are hospitals and independent or management company-owned imaging centers. Competitive factors include quality and timeliness of test results, ability to develop and maintain relationships with managed care organizations and referring physicians, type and quality of equipment, facility location, convenience of scheduling and availability of patient appointment times. HMCA believes that it will be able to effectively meet the competition in the outpatient diagnostic imaging industry with the new Fonar Upright (R) MRI scanners at its facilities.

GOVERNMENT REGULATION APPLICABLE TO HMCA

FEDERAL REGULATION

The healthcare industry is highly regulated and changes in laws and regulations can be significant. Changes in the law or new interpretation of existing laws can have a material effect on our permissible activities, the relative costs

Edgar Filing: FONAR CORP - Form PRE 14A

associated with doing business and the amount of reimbursement by government and other third-party payors.

Federal False Claims Act: The federal False Claims Act and, in particular, the False Claims Act's "qui tam" or "whistleblower" provisions allow a private individual to bring actions in the name of the government alleging that a defendant has made false claims for payment from federal funds. After the individual has initiated the lawsuit, the government must decide whether to intervene in the lawsuit and to become the primary prosecutor. If the government declines to join the lawsuit, the individual may choose to pursue the case alone, although the government must be kept apprised of the progress of the lawsuit, and may intervene later. Whether or not the federal government intervenes in the case, it will receive the majority of any recovery. If the litigation is successful, the individual is entitled to no less than 15%, but no more than 30%, of whatever amount the government recovers that is related to the whistleblower's allegations.

When an entity is determined to have violated the federal False Claims Act, it must pay three times the actual damages sustained by the government, plus mandatory civil penalties of between \$5,500 to \$11,000 for each separate false claim, as well as the government's attorneys' fees. Liability arises when an entity knowingly submits, or causes someone else to submit, a false claim for reimbursement to the federal government. The False Claims Act defines the term "knowingly" broadly, though simple negligence will not give rise to liability under the False Claims Act. Examples of the other actions which may lead to liability under the False Claims Act:

- Failure to comply with the many technical billing requirements applicable to our Medicare and Medicaid business.

- Failure to comply with the prohibition against billing for services ordered or supervised by a physician who is excluded from any federal healthcare program, or the prohibition against employing or contracting with any person or entity excluded from any federal healthcare program.

- Failure to comply with the Medicare physician supervision requirements for the services we provide, or the Medicare documentation requirements concerning physician supervision.

The Fraud Enforcement and Recovery Act of 2009 expanded the scope of the False Claims Act by, among other things, broadening protections for whistleblowers and creating liability for knowingly retaining a government overpayment, acting in deliberate ignorance of a government overpayment or acting in reckless disregard of a government overpayment. The recently enacted healthcare reform bills in the form of the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act of 2010 (collectively, "PPACA") expanded on changes made by the 2009 Fraud Enforcement and Recovery Act with regard to such "reverse false claims." Under PPACA, the knowing failure to report and return an overpayment within 60 days of identifying the overpayment or by the date a corresponding cost report is due, whichever is later, constitutes a violation of the False Claims Act. HMCA and its clients have never been sued under the False Claims Act and believe they are in compliance with the law.

Stark Law

Under the federal Self-Referral Law, also referred to as the "Stark Law", which is applicable to Medicare and Medicaid patients, and the self-referral laws of various States, certain health practitioners, including physicians, chiropractors and podiatrists, are prohibited from referring their patients for the provision of designated health services, including diagnostic imaging and physical therapy services, to any entity with which they or their immediate family members have a financial relationship, unless the referral fits within

Edgar Filing: FONAR CORP - Form PRE 14A

one of the specific exceptions in the statutes or regulations. Statutory exceptions under the Stark Law include, among others, direct physician services, in-office ancillary services rendered within a group practice, space and equipment rental and services rendered to enrollees of certain prepaid health plans. Some of these exceptions are also available under the State self-referral laws. HMCA believes that it and its clients are in compliance with these laws.

Anti-kickback Regulation

We are subject to federal and state laws which govern financial and other arrangements between healthcare providers. These include the federal anti-kickback statute which, among other things, prohibits the knowing and willful solicitation, offer, payment or receipt of any remuneration, direct or indirect, in cash or in kind, in return for or to induce the referral of patients for items or services covered by Medicare, Medicaid and certain other governmental health programs. Under PPACA, knowledge of the anti-kickback statute or the specific intent to violate the law is not required. Violation of the anti-kickback statute may result in civil or criminal penalties and exclusion from the Medicare, Medicaid and other federal healthcare programs, and according to PPACA, now provides a basis for liability under the False Claims Act. In addition, it is possible that private parties may file "qui tam" actions based on claims resulting from relationships that violate the anti-kickback statute, seeking significant financial rewards. Many states have enacted similar statutes, which are not limited to items and services paid for under Medicare or a federally funded healthcare program. Neither HMCA nor its clients engage in this practice.

In fiscal 2010, approximately 17.3% of the revenues of HMCA's clients were attributable to Medicare and 2.8% were attributable to Medicaid. In fiscal 2009, approximately 16.8% of the revenues of HMCA's clients were attributable to Medicare and 1.5% were attributable to Medicaid.

Deficit Reduction Act

The Deficit Reduction Act, which among other things, places limits on Medicare reimbursements to MRI scanning facilities, has had a negative but not material effect on the Medicare receipts of HMCA's clients.

Health Insurance Portability and Accountability Act

In 1996, Congress passed the Health Insurance Portability and Accountability Act, or HIPAA. Although the main focus of HIPAA was to make health insurance coverage portable, HIPAA has become a short-hand reference to new standards for electronic transactions and privacy and security obligations imposed on providers and others who handle personal health information. HIPAA requires healthcare providers to adopt standard formats for common electronic transactions with health plans, and to maintain the privacy and security of individual patients' health information. A violation of HIPAA's standard transactions, privacy and security provisions may result in criminal and civil penalties, which could adversely affect our financial condition and results of operations.

Civil Money Penalty Law and Other Federal Statutes

The Civil Money Penalty, or CMP, law covers a variety of practices. It provides a means of administrative enforcement of the anti-kickback statute, and prohibits false claims, claims for medically unnecessary services, violations of Medicare participating provider or assignment agreements and other practices. The statute gives the Office of Inspector General of the HHS the power to seek substantial civil fines, exclusion and other sanctions against providers or others who violate the CMP prohibitions.

Edgar Filing: FONAR CORP - Form PRE 14A

In addition, in 1996, Congress created a new federal crime: healthcare fraud and false statements relating to healthcare matters. The healthcare fraud statute prohibits knowingly and willfully executing a scheme to defraud any healthcare benefit program, including private payors. A violation of this statute is a felony and may result in fines, imprisonment or exclusion from government sponsored programs such as the Medicare and Medicaid programs.

We believe that our operations comply with the CMP law and the healthcare fraud and false statements statutes.

Certificates of Need: Some states require hospitals and certain other healthcare facilities and providers to obtain a certificate of need, or CON, or similar regulatory approval prior to establishing certain healthcare operations or services, incurring certain capital projects and/or the acquisition of major medical equipment including MRI and PET/CT systems. We are not operating in any such states.

Patient Protection and Affordable Care Act

On March 23, 2010, President Obama signed into law healthcare reform legislation in the form of PPACA. The implementation of this law will likely have a profound impact on the healthcare industry. Most of the provisions of PPACA will be phased in over the next four years and can be conceptualized as a broad framework not only to provide health insurance coverage to millions of Americans, but to fundamentally change the delivery of care by bringing together elements of health information technology, evidence-based medicine, chronic disease management, medical "homes," care collaboration and shared financial risk in a way that will accelerate industry adoption and change. There are also many provisions addressing cost containment, reductions of Medicare and other payments and heightened compliance requirements and additional penalties, which will create further challenges for providers. We are unable to predict the full impact of PPACA at this time due to the law's complexity and current lack of implementing regulations or interpretive guidance. Moving forward, we believe that the federal government will likely have greater involvement in the healthcare industry than in prior years.

State Regulation

In addition to the federal self-referral law and federal Anti-kickback statute, many States, including those in which HMCA and its clients operate, have their own versions of self-referral and anti-kickback laws. These laws are not limited in their applicability, as are the federal laws, to specific programs. HMCA believes that it and its clients are in compliance with these laws.

Various States prohibit business corporations from practicing medicine. Various States also prohibit the sharing of professional fees or fee splitting. Consequently, HMCA leases space and equipment to clients and provides clients with a range of non-medical administrative and managerial services for agreed upon fees. HMCA does not engage in the practice of medicine or establish standards of medical practice or policies for its clients in any State even where permitted.

HMCA's clients generate revenue from patients covered by no-fault insurance and workers' compensation programs. For the fiscal year ended June 30, 2010 approximately 35.7% of our clients' receipts were from patients covered by no-fault insurance and approximately 5.9% of our client's receipts were from patients covered by workers' compensation programs. For the fiscal year ended June 30, 2009, approximately 39.6% of HMCA's clients' receipts were from patients covered by no-fault insurance and approximately 6.7% of HMCA's clients' receipts were from patients covered by workers' compensation programs. In the event that changes in these laws alter the fee structures or methods of providing service, or impose additional or different requirements, HMCA could be

Edgar Filing: FONAR CORP - Form PRE 14A

required to modify its business practices and services in ways that could be more costly to HMCA or in ways that decrease the revenues which HMCA receives from its clients.

HMCA believes that it and its clients are in compliance with applicable Federal, State and local laws. HMCA does not believe that such laws will have any material effect on its business.

EMPLOYEES

As of July 1, 2010, we employed 238 persons on a full-time and part-time basis. Of such employees, 7 were engaged in marketing and sales, 17 in research and development, 25 in production, 36 in customer support services, 27 in administration, 89 on site at facilities and offices, 19 performing billing and collection functions managed by HMCA and 18 performing transcription services for those facilities.

ITEM 2. PROPERTIES

Fonar leases approximately 117,000 square feet of office and plant space at its principal offices in Melville, New York and at one other location in Melville, New York at a current aggregate annual rental rate of \$1,239,979, excluding utilities, taxes and other related expenses. The term of one of the leases includes options to renew up through 2016 and the terms of the other leases extend to 2013. Fonar plans to vacate 29,000 square feet of space in a building adjacent to its principal offices as part of its continuing efforts to cut costs, thereby saving an additional \$249,694 annually (excluding savings on utilities, taxes and other related expenses). Management believes that the premises will be adequate for its current needs. HMCA already has consolidated its headquarters with those of Fonar as part of Fonar's cost cutting program. HMCA maintains leased office premises for its clients at the clients' sites having an aggregate annual rental rate of approximately \$875,000 under leases having various terms.

ITEM 3. LEGAL PROCEEDINGS

On or about June 30, 2010, one of Fonar's customers, Golden Triangle Company, commenced an action against Fonar and certain individual defendants employed or formerly employed by Fonar, in the United States District Court for the Eastern District of New York based on the alleged wrongful failure of Fonar to deliver a scanner in Kuwait. The claim alleges various causes of action including breach of contract, fraud, conspiracy to defraud and conversion. Golden Triangle Company v. Fonar Corporation et al, CV10-2933. The plaintiff seeks relief in the amount of \$5,000,000. Fonar believes that the plaintiff's claims are without merit and is seeking to make a motion to dismiss the complaint.

In addition, we are party to five additional less significant actions in which the customers are seeking to obtain a return of their deposits for MRI scanners. EAB Leasing Corp et al v. Farolan, District Court of Hidalgo County, Texas (\$169,500), Upright MRI of Chicago, LLC v. Fonar, Circuit Court of Cook County, Illinois (\$310,000), Matt Malek Madison v. Fonar, U.S. District Court, Northern District of California (\$300,000), Jack Shapiro v. Fonar Corporation, Supreme Court, Nassau County, New York (\$500,000 although the actual deposit was \$323,000), and Anchorage Neurological Associates, Inc., Superior Court of Alaska, Third Judicial District at Anchorage (\$155,000). Fonar's down payments are generally non-refundable, but in some instances, where specified conditions are met, Fonar will refund a down payment. In the Farolan case, the Court granted Fonar's motion for summary judgment, but the plaintiff is pursuing additional proceedings. In the Upright MRI of Chicago case, the down payment was specifically stated to be non-refundable and the case is proceeding. In the

Edgar Filing: FONAR CORP - Form PRE 14A

Madison case, the Court recently granted summary judgment to Madison for the deposit and prejudgment interest. We strongly disagree with the decision and are considering our options. In the Shapiro case, Shapiro, who was also a sales representative for Fonar, and Fonar are attempting to negotiate a settlement. In the Anchorage Neurological case, which was commenced on October 7, 2010, Fonar had agreed to refund the \$155,000 down payment if the plaintiff were unable to negotiate a satisfactory lease with its current landlord to accommodate the MRI scanner. Anchorage demanded the down payment, but declined to provide any specifics concerning the matter.

Part II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Our Common Stock is traded in the Nasdaq SmallCap market under the National Association of Securities Dealers Automated Quotation System, also referred to as "NASDAQ", symbol FONR. The following table sets forth the high and low trades reported in NASDAQ System for the periods shown.

Fiscal Quarter			High	Low
-----			----	----
January - March	2008		5.45	2.38
April - June	2008		4.20	2.21
July - September	2008		2.43	1.35
October - December	2008		3.49	0.66
January - March	2009		1.38	0.62
April - June	2009		3.92	0.82
July - September	2009		2.47	1.60
October - December	2009		4.60	1.55
January - March	2010		3.81	1.19
April - June	2010		2.24	1.40
July - September 30	2010		1.94	1.31

On September 30, 2010, we had approximately 4,376 stockholders of record of our Common Stock, 12 stockholders of record of our Class B Common Stock, 3 stockholders of record of our Class C Common Stock and 3,860 stockholders of record of our Class A Non-voting Preferred Stock.

At the present time, the only class of our securities for which there is a market is the Common Stock.

We paid cash dividends in fiscal 1998 and the first three quarters of fiscal 1999 on monies we received from the enforcement of our patents. Except for these dividends, we have not paid any cash dividends. Except for these dividends, we expect that we will retain earnings to finance the development and expansion of our business.

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

INTRODUCTION.

Fonar was formed in 1978 to engage in the business of designing, manufacturing and selling MRI scanners. In 1997, we formed a wholly-owned subsidiary, Health Management Corporation of America, also referred to as "HMCA", formerly known as U.S. Health Management Corporation, in order to expand into the physician and diagnostic management services business.

Fonar's principal MRI products are its Stand-Up(R)/Upright(R) MRI and Fonar 360(TM) MRI scanners. The Stand-Up(R) MRI allows patients to be scanned for the

Edgar Filing: FONAR CORP - Form PRE 14A

first time under weight-bearing conditions. The Stand-Up(R) MRI is the only MRI capable of producing images in the weight bearing state.

At 0.6 Tesla field strength, the Upright(R) MRI and Fonar 360(TM) magnets are among the highest field open MRI scanners in the industry, offering non-claustrophobic MRI together with high-field image quality. Fonar's open MRI scanners were the first high field strength MRI scanners in the industry.

HMCA commenced operations in July, 1997 and generates revenues from providing comprehensive management services, including development, administration, accounting, billing and collection services, together with office space, medical equipment, supplies and non-medical personnel to its clients. Revenues are in the form of fees which are earned under contracts with HMCA's clients. Since July 2005, HMCA has engaged only in the management of MRI facilities.

For the fiscal years ended June 30, 2010 and June 30, 2009, 34.1% and 28.4%, respectively, of HMCA's revenues were derived from contracts with facilities owned by Dr. Raymond V. Damadian, the President of Fonar and HMCA and principal stockholder of Fonar. The agreements with these MRI facilities are for one-year terms which renew automatically on an annual basis, unless terminated. The fees are based on the number of procedures performed in the case of one scanner located in Georgia at the rate of \$350 per MRI scan. The fees for the sites owned by Dr. Damadian in Florida are flat monthly fees ranging from \$113,000 to \$195,000. The balance of HMCA's revenues are derived from contracts with MRI facilities purchased by Dr. Robert Diamond from Dr. Damadian. The MRI facilities owned by Dr. Diamond are charged a flat fee, pursuant to new contracts executed in connection with the sale of the MRI facilities at the end of fiscal 2007. The fees are reviewed and if appropriate, adjusted on an annual basis by mutual agreement. During fiscal 2010, these fees ranged from \$79,000 per month to \$183,000 per month.

Critical Accounting Policies

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to investments, intangible assets, income taxes, contingencies and litigation. We base our estimates on historical experience and on various assumptions 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. Actual results may differ from these estimates under different assumptions or conditions.

We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements. We recognize revenue and related costs of revenue from sales contracts for our MRI scanners, under the percentage-of-completion method. Under this method, we recognize revenue and related costs of revenue, as each sub-assembly is completed. Amounts received in advance of our commencement of production are recorded as customer advances.

We record a valuation allowance to reduce our deferred tax assets to the amount that is more likely than not to be realized. As of June 30, 2010, we recorded a valuation allowance which reduced our deferred tax assets to equal our deferred tax liability.

Edgar Filing: FONAR CORP - Form PRE 14A

We amortize our intangible assets, including patents, purchased management agreements and capitalized software development costs, over the shorter of the contractual/legal life or the estimated economic life. Our amortization life for patents and capitalized software development costs is 15 to 17 years and 5 years, respectively.

We periodically assess the recoverability of long-lived assets, including property and equipment, intangibles and management agreements, when there are indications of potential impairment, based on estimates of undiscounted future cash flows. The amount of impairment is calculated by comparing anticipated discounted future cash flows with the carrying value of the related asset. In performing this analysis, management considers such factors as current results, trends, and future prospects, in addition to other economic factors.

RESULTS OF OPERATIONS. FISCAL 2010 COMPARED TO FISCAL 2009

In fiscal 2010, we experienced a net loss of \$3.0 million on revenues of \$31.8 million, as compared to a net income of \$1.1 million on revenues of \$39.7 million for fiscal 2009. This represents a decrease in revenues of 19.9%. Included in net income for fiscal 2009 is a gain of \$1.4 million recognized by the Company on the sale of a consolidated subsidiary. Decreased unrelated party product sales of 47.3% was the principal factor accounting for the decreased revenues of the Company. Related management fees increased by 30.0%. In addition, total costs and expenses decreased by 14.9%. Our consolidated operating results worsened by \$1.9 million to an operating loss of \$2.6 million for fiscal 2010 as compared to an operating loss of \$704,000 for fiscal 2009.

Discussion of Operating Results of Medical Equipment Segment Fiscal 2010 Compared to Fiscal 2009

Revenues attributable to our medical equipment segment decreased by 29.7% to \$20.7 million in fiscal 2010 from \$29.5 million in fiscal 2009, with product sales revenues decreasing 47.3% from \$17.2 million in fiscal 2009 to \$9.1 million in fiscal 2010. Service revenue, however, increased by 5.2%, from \$10.5 million in fiscal 2009 to \$11.1 million in fiscal 2010. The decrease in revenues was attributable to a decrease in sales of our Upright(R) MRI to unrelated parties, offset by an increase in service and repair fees.

The Upright(R) MRI is unique in that it permits MRI scans to be performed on patients upright in the weight-bearing state and in multiple positions that correlate with symptoms. An important event in our ongoing effort to educate both the medical community and payors about the benefits, if not necessity, of utilizing Upright(R) MRI scanning, occurred in fiscal 2007 when we sold an Upright(R) MRI scanner to the largest orthopedic hospital in the Netherlands, St. Maartenskliniek. Upon placing the order, the Chairman of Spine Surgery at St. Maartenskliniek expressed the view that for their hospital to continue to engage in spine surgery without Fonar's Upright(R) MRI technology, now that it was available was "unacceptable" and that owning the scanner "was not optional, but mandatory". He further stated that "once our active research program has discovered the benefits of this new Fonar technology for patients, we intend to publish the results in a lot of peer reviewed scientific journals".

In addition, significant progress is being made in developing the Fonar 360(TM) MRI scanner so that it can be used in interventional procedures. At the Oxford-Nuffield site in the United Kingdom, where we installed the first Fonar 360(TM) MRI, Fonar software engineers have completed and installed our 2nd generation tracking software, which is designed to enable the surgeons to insert needles into the patient and accurately advance them under direct visual image guidance to the target tissue, such as a tumor, in order to inject therapeutic agents directly into the tissue.

Edgar Filing: FONAR CORP - Form PRE 14A

Product sales to unrelated parties decreased by 47.3% in fiscal 2010 from \$17.2 million in fiscal 2009 to \$9.1 million in fiscal 2010. There were no product sales to related parties in fiscal 2010 or 2009.

We believe that one of our principal challenges in achieving greater market penetration is attributable to the better name recognition and larger sales forces of our larger competitors such as General Electric, Siemens, Hitachi, Philips and Toshiba and the ability of some of our competitors to offer attractive financing terms through affiliates, such as G.E. Capital. Nevertheless, no other competitor offers a whole body weight bearing MRI scanner such as the Upright(R) MRI.

The operating results for the medical equipment segment decreased by \$1.1 million from an income of \$27,000 in fiscal 2009 to a loss of \$1.1 million in fiscal 2010. This decrease is attributable most significantly to a decrease in our scanner sales offset by a smaller decrease in our total costs and expenses.

We recognized revenues of \$7.9 million from the sale of our Upright(R) MRI scanners in fiscal 2010 While in fiscal 2009, we recognized revenues of \$16.6 million from the sale of Upright(R) MRI scanners.

None of our revenues for fiscal 2010 and fiscal 2009 were attributable to sales to related parties.

License and royalty revenue in fiscal 2010 decreased to \$585,000 million as compared to \$1.8 million in fiscal 2009. The license has expired and consequently we expect no license and royalty revenue in 2011.

Research and development expenses, net of capitalized costs, decreased by 31.6% to \$2.5 million in fiscal 2010 as compared to \$3.6 million in fiscal 2009. Our expenses for fiscal 2010 represented continued research and development of Fonar's scanners, Fonar's new hardware and software product, Sympulse(R) and new surface coils to be used with the Upright(R) MRI scanner.

Discussion of Operating Results of Physician and Diagnostic Services Management Segment.

Fiscal 2010 Compared to Fiscal 2009

Revenues attributable to the Company's physician and diagnostic services management segment, HMCA, increased by 8.1% to \$11.1 million in fiscal 2010 from \$10.3 million in fiscal 2009. The increase in revenues was primarily due to the renegotiation of some of the management contracts between HMCA and its clients. Presently, 9 of the 10 MRI facilities managed by HMCA have Upright(R) MRI scanners.

Cost of revenues as a percentage of the related revenues for our physician and diagnostic services management segment increased from \$7.3 million or 71.2% of related revenues for the year ended June 30, 2009 to \$8.3 million, or 75.0% of related revenue for the year ended June 30, 2010. The increased revenues resulted from these increased marketing efforts.

Operating results of this segment decreased from an operating loss of \$731,000 in fiscal 2009 to operating loss of \$1.5 million in fiscal 2010. We attribute the decrease to an increase in our cost of revenues greater than our increase in revenues.

Discussion of Certain Consolidated Results of Operations

Fiscal 2010 Compared to Fiscal 2009

Interest and investment income decreased in 2010 compared to 2009. We recognized

Edgar Filing: FONAR CORP - Form PRE 14A

interest income of \$260,216 in 2010 as compared to \$346,506 in fiscal 2009, representing a decrease of 24.9%.

Interest expense of \$387,902 was recognized in fiscal 2010, as compared to \$333,229 in fiscal 2009, representing an increase of 14.1%.

While revenue decreased by 19.9%, selling, general and administrative expenses, decreased by 11.1% to \$11.9 million in fiscal 2010 from \$13.4 million in fiscal 2009.

Compensatory element of stock issuances also increased from approximately \$4,000 in fiscal 2009 to \$99,000 in fiscal 2010. This reflected Fonar's policy to refrain from using its stock bonus plans to pay employees and others, in order to prevent dilution of its outstanding stock, even though there was an increase in the use of bonus stock in fiscal 2010.

The higher provision for bad debts of \$1.4 million in fiscal 2010 as compared to \$1.3 million in fiscal 2009, reflected an increase in reserves of certain indebtedness in fiscal 2010 by our physician and diagnostic services management segment. In fiscal 2010, the three Florida sites managed by HMCA jointly and severally guaranteed the payment of their management fees to HMCA, further securing HMCA's management fee receivables.

Revenue from service and repair fees increased from \$10.5 million in fiscal 2009 and to \$11.1 million in fiscal 2010 as scanners previously under warranty entered into service agreements with HMCA.

Continuing our tradition as the originator of MRI, we remain committed to maintaining our position as the leading innovator of the industry through investing in research and development. In fiscal 2010 we continued our investment in the development of our new MRI scanners, together with software and upgrades, with an investment of \$2,773,704 in research and development, \$315,362 of which was capitalized, as compared to \$4,085,177, \$491,707 of which was capitalized, in fiscal 2009. The research and development expenditures were approximately 11.9% of revenues attributable to our medical equipment segment, and 7.7% of total revenues, in 2010 and 12.2% of medical equipment segment revenues, and 9.0% of total revenues in fiscal 2009. This represented a 31.6% decrease in research and development expenditures in fiscal 2010 as compared to fiscal 2009, necessitated by our cost cutting programs. Notwithstanding the decrease in research and development expenditures, in connection with our overall cost cutting programs, we remain fully committed to developing new features, software and upgrades to improve its products.

The physician and diagnostic services management segment, HMCA, revenues increased, from \$10.3 in fiscal 2009 to \$11.1 million in fiscal 2010. This is primarily attributable to the renegotiating of several management contracts between HMCA and its clients.

We have been taking steps to improve HMCA revenues by our marketing efforts, which focus on the unique capability of our Upright(R) MRI scanners to scan patients in different positions.

Marketing expenditures are likely to increase, as the Company continues its efforts to promote sales.

In the beginning of fiscal 2006, in July of 2005, HMCA sold the portion of its business engaged in the management of physical therapy and rehabilitation facilities to Health Plus Management Services, L.L.C. for a purchase price of \$6.6 million, payable pursuant to a promissory note payable in 120 monthly installments.

The first twelve installments were interest only and the remaining 108 payments

Edgar Filing: FONAR CORP - Form PRE 14A

were to consist of equal installments of principal and interest in the amount of \$76,014 each. Pursuant to a Modification Agreement dated August 8, 2008, Health Plus made a prepayment of \$2,000,000 on the note and received a discount of \$1,000,000 in return. A new note was executed for the balance of the indebtedness remaining, in the amount of \$2,378,130, providing for 60 consecutive equal monthly payments of principal and interest of \$47,090 each.

In October, 2009 an additional discount of \$350,000 was given and the note was paid in full. The note was repaid by Mountain Crest Ventures, of which a principal member is a related party.

In fiscal 2009 and 2010, HMCA received no revenue from the physical therapy and rehabilitation business.

The Company's management fees are dependent on collection by its clients of fees from reimbursements from Medicare, Medicaid, private insurance, no fault and workers' compensation carriers, self-pay and other third-party payors. The health care industry is experiencing the effects of the federal and state governments' trend toward cost containment, as governments and other third-party payors seek to impose lower reimbursement and utilization rates and negotiate reduced payment schedules with providers. The cost-containment measures, consolidated with the increasing influence of managed-care payors and competition for patients, have resulted in reduced rates of reimbursement for services provided by the Company's clients from time to time. The Company's future revenues and results of operations may be adversely impacted by future reductions in reimbursement rates.

Certain third-party payors have proposed and implemented changes in the methods and rates of reimbursement that have had the effect of substantially decreasing reimbursement for diagnostic imaging services that HMCA's clients provide. To the extent reimbursement from third-party payors is reduced, it will likely have an adverse impact on the rates they pay us, as they would need to reduce the management fees they pay HMCA to offset such decreased reimbursement rates. Furthermore, many commercial health care insurance arrangements are changing, so that individuals bear greater financial responsibility through high deductible plans, co-insurance and higher co-payments, which may result in patients delaying or foregoing medical procedures. We expect that any further changes to the rates or methods of reimbursement for services, which reduce the reimbursement per scan of our clients may partially offset the increases in scan volume we are working to achieve for our clients, and indirectly will result in a decline in our revenues.

In 2009, the Obama administration announced its intentions for healthcare reform in the United States. Legislation adopting healthcare reform was passed in 2010. On March 23, 2010, President Obama signed into law healthcare reform legislation in the form of the Patient Protection and Affordable Care Act, or PPACA. The implementation of this law will likely have a profound impact on the healthcare industry. Most of the provisions of PPACA will be phased in over the next four years and can be conceptualized as a broad framework not only to provide health insurance coverage to millions of Americans, but to fundamentally change the delivery of care by bringing together elements of health information technology, evidence-based medicine, chronic disease management, medical "homes," care collaboration and shared financial risk in a way that will accelerate industry adoption and change. There are also many provisions addressing cost containment, reductions of Medicare and other payments and heightened compliance requirements and additional penalties, which will create further challenges for providers. We are unable to predict the full impact of PPACA at this time due to the law's complexity and current lack of implementing regulations or interpretive guidance. Moving forward, we believe that the federal government will likely have greater involvement in the healthcare industry than in prior years.

In addition, the use of radiology benefit managers, or RBM's has increased in

Edgar Filing: FONAR CORP - Form PRE 14A

recent years. It is common practice for health insurance carriers to contract with RBMs to manage utilization of diagnostic imaging procedures for their insureds. In many cases, this leads to lower utilization of imaging procedures based on a determination of medical necessity. The efficacy of RBMs is still a high controversial topic. We cannot predict whether the healthcare legislation or the use of RBMs will negatively impact our business, but it is possible that our financial position and results of operations could be negatively affected.

At the present time healthcare reform has not directly affected our business, but we believe uncertainty as to the ultimate impact of healthcare reform, taxes, and the state of the economy have hurt our scanner sales.

There can be no assurance that the impact of health care legislation or possible reimbursement changes will not adversely affect our business.

As a result of our loss for the year, Fonar does not expect to meet NASDAQ's criteria for continued listing and anticipates that NASDAQ will commence delisting proceedings. Fonar will attempt to avoid delisting and seek additional time to come into compliance or an exemption if possible. If Fonar cannot maintain its NASDAQ listing it will seek to qualify for inclusion in other trading markets.

LIQUIDITY AND CAPITAL RESOURCES

Cash, cash equivalents and marketable securities increased by 6.3% from \$1.2 million at June 30, 2009 to \$1.3 million at June 30, 2010.

Marketable securities approximated \$28,000 as of June 30, 2010, as compared to \$23,000 as of June 30, 2009.

Cash used in operating activities for fiscal 2010 approximated \$1.5 million. Cash used in operating activities was attributable to a decrease in cost and estimated earnings in excess of billings on uncompleted contracts of \$1.2 million and a decrease in billings in excess of costs and estimated earnings on uncompleted contracts of \$717,000, offset by the net loss of \$3.0 million and an decrease in customer advances of \$4.4 million.

Cash provided by investing activities for fiscal 2010 approximated \$1.2 million. The principal uses of cash from investing activities were purchases of property and equipment of \$24,000, costs of capitalized software development of \$204,000 and costs of patents and copyrights of \$196,000. The principal source of cash provided by investing activities was the proceeds from note receivables of \$1.6 million.

Cash provided in financing activities for fiscal 2010 approximated \$418,000. The principal sources of cash in financing activities were proceeds from the long term debt of \$580,000 and proceeds of \$76,000 from repayment of notes receivable by employee stockholders, offset by the repayment of borrowings and capital lease obligations of \$238,000.

Total liabilities decreased by 12.4% during fiscal 2010, from approximately \$31.2 million at June 30, 2009 to approximately \$27.4 million at June 30, 2010. The decrease in total liabilities reflected principally an increase in billings in excess of costs and estimated earnings on uncompleted contracts of 35.4% from \$2.0 million at June 30, 2009 to \$2.7 million at June 30, 2010 offset by a decrease in customer advances of 47.9% from \$9.2 million at June 30, 2009 to \$4.8 million at June 30, 2010, resulting from our decreased backlog.

As at June 30, 2010, our obligations included approximately \$2.6 million in various state sales taxes.

At June 30, 2010, however, we had a working capital deficit of approximately

Edgar Filing: FONAR CORP - Form PRE 14A

\$10.0 million as compared to a working capital deficit of \$10.8 million at June 30, 2009 and a stockholders' deficiency of \$5.9 million at June 30, 2010 as compared to a stockholders' deficiency of \$2.9 million at June 30, 2009. For the year ended June 30, 2010, we realized a net loss of \$3.0 million, which included non-cash charges of approximately \$3.7 million.

Our principal source of liquidity has been derived from revenues, as well as by cash provided by the sale of certain assets.

Effective September 30, 2008, a wholly-owned subsidiary of HMCA sold its 92.3% equity interest in an entity providing management services to a scanning center in Bensonhurst, New York for approximately \$2.3 million.

In August, 2008, the Company entered into a modification agreement with regard to the asset purchase agreement with Health Plus Management Services, L.L.C. The Company received a \$2,000,000 payment on the note issued by Health Plus. The note was repaid in full by Mountain Crest Ventures, of which a related party is a member.

Our business plan includes an program for manufacturing and selling our Upright(R) MRI scanners. In addition, we are enhancing our revenue by participating in the physician and diagnostic services management business through our subsidiary, HMCA and have upgraded the facilities which it manages, most significantly by the replacement of existing MRI scanners with new Upright(R) MRI scanners. Presently, of the 10 MRI facilities managed by HMCA, 9 are equipped with Upright(R) MRI scanners. We have also intensified our marketing activities through the hiring of additional marketers for HMCA's clients and increasing their commissions.

Our business plan also calls for a continuing emphasis on providing our customers with enhanced equipment service and maintenance capabilities and delivering state-of-the-art, innovative and high quality equipment upgrades at competitive prices. Fees for on-going service and maintenance from our installed base of scanners were \$10.5 million for the year ended June 30, 2009 and \$11.1 million for the year ended June 30, 2010.

In order to reduce our net losses and demands on our cash and other liquid reserves, we instituted an aggressive program of cost cutting during and following the end of fiscal 2008. These measures included consolidating HMCA's office space with Fonar's office space, reductions in the size of our workforce, compensation and benefits, as well as across the board reduction of expenses. The cost reductions were intended to enable us to withstand periods of low volumes of MRI scanner sales, by keeping expenditures at levels which, if necessary, can be supported by service revenues and HMCA revenues. We are also seeking equity and debt financing and have been engaged in discussions with several possible sources.

In order to promote sales, we are continuing to focus on marketing campaigns to strengthen the demand for our products and services. Management anticipates that Fonar's capital resources will improve if Fonar's MRI scanner products gain wider market recognition and acceptance resulting in both increased product sales and scan volumes. If we are not successful with our marketing efforts to increase sales, we will experience a shortfall in cash, and it will be necessary to further reduce operating expenses in a manner or obtain funds through equity or debt financing in sufficient amounts to avoid the need to curtail our operations subsequent to June 30, 2011. Current economic credit conditions have contributed to a slowing business environment. Given such liquidity and credit constraints in the markets, the business may suffer, should the credit markets not improve in the near future. The direct impact of these conditions is not fully known. However, there can be no assurance that we would be able to secure additional funds if needed and that if such funds were available, whether the terms or conditions would be acceptable to us. In such case, the reduction in

Edgar Filing: FONAR CORP - Form PRE 14A

operating expenses might need to be substantial in order for us to generate positive cash flow to sustain our operations.

If we are unable to meet expenditures with revenues or financing then it will be necessary to reduce expenses further, or seek other sources of funds through the issuance of debt or equity financing in order to conduct operations as now conducted subsequent to fiscal 2011.

Capital expenditures for fiscal 2010 approximated \$24,000. Capitalized software costs were approximately \$204,000, and capitalized patent costs were approximately \$196,000.

Fonar has not committed to making capital expenditures in the 2011 fiscal year.

The accompanying financial statements have been prepared in accordance with accounting principals generally accepted in the United States of America and assume that the Company will continue as a going concern. The Company has suffered recurring losses from operations, continues to generate negative cash flows from operating activities and had negative working capital at June 30, 2010. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

ITEM 7A. QUALITATIVE AND QUANTITATIVE DISCLOSURES ABOUT MARKET RISK

Fonar's investments in fixed rate instruments. None of the fixed rate instruments in which we invest extend beyond June 30, 2011.

All of our revenue, expense and capital purchasing activities are transacted in United States dollars.

See Note 13 to the consolidated Financial Statements for information on long-term debt.

Item 8.

FINANCIAL STATEMENTS FONAR CORPORATION AND SUBSIDIARIES INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

Page No.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

CONSOLIDATED BALANCE SHEETS
At June 30, 2010 and 2009

CONSOLIDATED STATEMENTS OF OPERATIONS
For the Years Ended June 30, 2010 and 2009

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIENCY
For the Years Ended June 30, 2010 and 2009

CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Years Ended June 30, 2010 and 2009

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Edgar Filing: FONAR CORP - Form PRE 14A

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
FONAR Corporation and Subsidiaries

We have audited the accompanying consolidated balance sheets of FONAR Corporation and Subsidiaries (the "Company") as of June 30, 2010 and 2009, and the related consolidated statements of operations, comprehensive loss, stockholders' deficiency and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of FONAR Corporation and Subsidiaries at June 30, 2010 and 2009, and the consolidated results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that FONAR Corporation and Subsidiaries will continue as a going concern. As more fully described in Note 1, the Company has suffered recurring losses from operations, continues to generate negative cash flows from operating activities, has negative working capital at June 30, 2010 and is dependent on asset sales to fund its shortfall from operations. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Marcum, LLP
New York, New York
October 13, 2010

FONAR CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

ASSETS

Edgar Filing: FONAR CORP - Form PRE 14A

	June 30,	
	----- 2010 -----	----- 2009 -----
Current Assets:		
Cash and cash equivalents	\$ 1,299,493	\$ 1,225,619
Marketable securities	27,613	22,652
Accounts receivable - net of allowances for doubtful accounts of \$2,289,049 and \$2,393,326 at June 30, 2010 and 2009, respectively	4,820,541	5,391,822
Medical receivables - net of allowances for doubtful accounts of \$1,622,000 and \$1,343,500 at June 30, 2010 and 2009, respectively	25,225	374,225
Management fee receivable - net of allowances for doubtful accounts of \$5,808,345 and \$5,093,345 at June 30, 2010 and 2009, respectively	2,568,526	3,273,756
Management fee receivable - related medical practices - net of allowances for doubtful accounts of \$1,129,818 and \$1,094,818 at June 30, 2010 and 2009, respectively	1,921,983	2,196,580
Costs and estimated earnings in excess of billings on uncompleted contracts	277,384	1,475,706
Inventories	2,826,211	3,172,397
Current portion of advances and notes to related medical practices	83,423	164,611
Current portion of note receivable - net of allowances for doubtful accounts of \$115,000 and \$65,000 at June 30, 2010 and at June 30, 2009, respectively	271,796	517,934
Prepaid expenses and other current assets	552,800	472,397
	-----	-----
Total Current Assets	14,674,995	18,287,699
Property and Equipment - Net	2,108,556	2,892,380
Advances and Notes to Related Medical Practices - net of allowances for doubtful accounts of \$264,791 at June 30, 2010 and at June 30, 2009	-	89,032
Notes Receivable	-	1,778,626
Other Intangible Assets - Net	4,291,419	4,920,241
Other Assets	553,875	391,237
	-----	-----
Total Assets	\$ 21,628,845	\$ 28,359,215
	=====	=====

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

LIABILITIES

June 30,

Edgar Filing: FONAR CORP - Form PRE 14A

	2010	2009
	-----	-----
Current Liabilities:		
Current portion of long-term debt and capital leases	\$ 579,436	\$ 277,494
Current portion of long-term debt - related party	87,835	79,509
Accounts payable	3,191,960	3,518,609
Other current liabilities	8,065,069	8,460,042
Unearned revenue on service contracts	5,219,547	5,526,006
Customer advances	4,813,327	9,237,921
Billings in excess of costs and estimated earnings on uncompleted contracts	2,743,398	2,026,441
	-----	-----
Total Current Liabilities	24,700,572	29,126,022
	-----	-----
Long-Term Liabilities:		
Accounts payable	62,622	184,168
Due to related medical practices	527,891	643,135
Long-term debt and capital leases, less current portion	1,566,622	759,211
Long-term debt, less current portion - related party	72,341	160,176
Other liabilities	474,763	427,365
	-----	-----
Total Long-Term Liabilities	2,704,239	2,174,055
	-----	-----
Total Liabilities	27,404,811	31,300,077
	-----	-----

Commitments, Contingencies and Other Matters

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

STOCKHOLDERS' DEFICIENCY

	June 30,	
	2010	2009
	-----	-----
Stockholders' Deficiency:		
Class A non-voting preferred stock - \$.0001 par value; authorized - 1,600,000 shares; issued and outstanding - 313,451 shares at June 30, 2010 and 2009	\$ 31	\$ 31
Preferred stock - \$.001 par value; authorized - 2,000,000 shares; issued and outstanding - none	-	-
Common stock - \$.0001 par value; authorized - 30,000,000 shares at June 30, 2010 and 2009, respectively; issued - 4,985,850 and 4,917,918 shares at June 30, 2010 and 2009, respectively; outstanding - 4,974,207 and 4,906,275 shares at June 30, 2010 and 2009, respectively	497	491
Class B common stock (10 votes per share) - \$.0001 par value; authorized - 800,000		

Edgar Filing: FONAR CORP - Form PRE 14A

shares; issued and outstanding - 158 shares at June 30, 2010 and 2009	-	-
Class C common stock (25 votes per share) - \$.0001 par value; authorized - 2,000,000 shares; issued and outstanding - 382,513 shares at June 30, 2010 and 2009	38	38
Paid-in capital in excess of par value	172,379,863	172,280,600
Accumulated other comprehensive loss	(18,489)	(20,995)
Accumulated deficit	(177,271,349)	(174,258,607)
Notes receivable from employee stockholders	(191,167)	(267,030)
Treasury stock, at cost - 11,643 shares of common stock at June 30, 2010 and 2009	(675,390)	(675,390)
Total Stockholders' Deficiency	(5,775,966)	(2,940,862)
Total Liabilities and Stockholders' Deficiency	\$ 21,628,845	\$ 28,359,215

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Years Ended June 30,	
	2010	2009
Revenues		
Product sales - net	\$ 9,056,307	\$ 17,175,417
Service and repair fees - net	10,864,927	10,345,091
Service and repair fees - related parties - net	220,000	192,500
Management and other fees	7,302,216	7,342,614
Management and other fees - related medical practices - net	3,786,612	2,911,318
License fees and royalties	585,493	1,755,493
Total Revenues - Net	31,815,555	39,722,433
Costs and Expenses		
Costs related to product sales	7,248,756	10,758,201
Costs related to service and repair fees	3,026,598	3,992,557
Costs related to service and repair fees - related parties	61,284	74,293
Costs related to management and other fees	5,320,756	4,507,587
Costs related to management and other fees - related medical practices	2,962,826	2,790,745
Research and development	2,458,342	3,593,470
Selling, general and administrative, inclusive of compensatory element of stock issuances of \$99,269 and \$4,061 for the years ended June 30, 2010 and 2009, respectively	11,939,223	13,423,066
Provision for bad debts	1,378,500	1,286,451
Total Costs and Expenses	34,396,285	40,426,370
Loss from Operations	(2,580,730)	(703,937)
Other Income and (Expenses):		
Interest expense	(313,416)	(333,229)

Edgar Filing: FONAR CORP - Form PRE 14A

Interest expense - related parties	(74,486)	-
Investment income	249,290	325,688
Interest income - related parties	10,926	20,818
Other income - net	45,674	399,662
Loss on note receivable	(350,000)	-
Gain on sale of consolidated subsidiary	-	1,448,196
	-----	-----
(Loss) Income Before Provision For Income Taxes	(3,012,742)	1,157,198
Provision for Income Taxes	-	35,931
	-----	-----
Net (Loss) Income	\$ (3,012,742)	\$ 1,121,267
	=====	=====
Net Income Available to Class C Common Stockholders	N/A	\$ 21,181
	=====	=====

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Years Ended June 30,	
	2010	2009
	-----	-----
Net (Loss) Income Available to Common Stockholders	\$ (3,012,742)	\$ 1,032,717
	=====	=====
Basic Net (Loss) Income Per Common Share Available to Common Stockholders	\$ (0.61)	\$ 0.21
	=====	=====
Diluted Net (Loss) Income Per Common Share Available to Common Stockholders	\$ (0.61)	\$ 0.21
	=====	=====
Basic and Diluted Income Per Share - Common C	N/A	0.06
	=====	=====
Weighted Average Basic Shares Outstanding	4,932,044	4,904,358
	=====	=====
Weighted Average Diluted Shares Outstanding	4,932,044	5,031,862
	=====	=====

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIENCY
FOR THE YEAR ENDED JUNE 30, 2010

	Class A Non-Voting Preferred Stock	Common Stock	
	-----	-----	-----
	Shares	Amount	
	-----	-----	-----
Balance - June 30, 2009	\$ 31	4,906,275	\$ 491

Edgar Filing: FONAR CORP - Form PRE 14A

Net loss	-	-	-
Other comprehensive loss, net of tax:			
Unrealized gains on securities arising during the year, net of tax	-	-	-
Stock issued to employees under stock bonus plans	-	67,932	6
Payments on notes receivable from employee stockholders	-	-	-
	-----	-----	-----
Balance - June 30, 2010	\$ 31	4,974,207	\$ 497
	=====	=====	=====

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIENCY
FOR THE YEAR ENDED JUNE 30, 2010

	Class B Common Stock	Class C Common Stock	Paid-in Capital in Excess of Par Value
	-----	-----	-----
	Shares		

Balance - June 30, 2009	158	\$ 38	\$172,280,600
Net loss	-	-	-
Other comprehensive loss, net of tax:			
Unrealized gains on securities arising during the year, net of tax	-	-	-
Stock issued to employees under stock bonus plans	-	-	99,263
Payments on notes receivable from employee stockholders	-	-	-
	-----	-----	-----
Balance - June 30, 2010	158	\$ 38	\$172,379,863
	=====	=====	=====

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIENCY
FOR THE YEAR ENDED JUNE 30, 2010

	Treasury Stock	Notes Receivable From Employee Stockholders	Accumulated Other Comprehensive Loss
	-----	-----	-----
Balance - June 30, 2009	\$ (675,390)	\$ (267,030)	\$ (20,995)
Net loss	-	-	-
Other comprehensive loss, net of tax:			

Edgar Filing: FONAR CORP - Form PRE 14A

Unrealized gains on securities arising during the year, net of tax	-	-	2,506
Stock issued to employees under stock bonus plans	-	-	-
Payments on notes receivable from employee stockholders	-	75,863	-
	-----	-----	-----
Balance - June 30, 2010	\$ (675,390)	\$ (191,167)	\$ (18,489)
	=====	=====	=====

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIENCY
FOR THE YEAR ENDED JUNE 30, 2010

	Accumulated Deficit	Total	Comprehensive Income (Loss)
	-----	-----	-----
Balance - June 30, 2009	\$ (174,258,607)	\$ (2,940,862)	\$ -
Net loss	(3,012,742)	(3,012,742)	(3,012,742)
Other comprehensive loss, net of tax:			
Unrealized gains on securities arising during the year, net of tax	-	2,506	2,506
Stock issued to employees under stock bonus plans	-	99,269	-
Payments on notes receivable from employee stockholders	-	75,863	-
	-----	-----	-----
Balance - June 30, 2010	\$ (177,271,349)	\$ (5,775,966)	\$ (3,010,236)
	=====	=====	=====

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIENCY
FOR THE YEAR ENDED JUNE 30, 2009

	Class A Non-Voting Preferred Stock	Common Stock	
	-----	Shares	Amount
	-----	-----	-----
Balance - June 30, 2008	\$ 31	4,904,275	\$ 490
Net loss	-	-	-
Other comprehensive loss, net of tax:			
Unrealized gains on securities arising during the year, net of tax	-	-	-
Stock issued to employees under stock bonus plans	-	2,000	1
Payments on notes receivable from employee stockholders	-	-	-
	-----	-----	-----

Edgar Filing: FONAR CORP - Form PRE 14A

Balance - June 30, 2009	\$	31	4,906,275	\$	491
	=====		=====	=====	

FONAR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIENCY
FOR THE YEAR ENDED JUNE 30, 2009

	Class B Common Stock	Class C Common Stock	Paid-in Capital in Excess of Par Value
	Shares		
	-----	-----	-----
Balance - June 30, 2008	158	\$ 38	\$172,276,540
Net loss	-	-	-
Other comprehensive loss, net of tax:			
Unrealized gains on securities arising during the year, net of tax	-	-	-
Stock issued to employees under stock bonus plans	-	-	4,060
Payments on notes receivable from employee stockholders	-	-	-
	-----	-----	-----
Balance - June 30, 2009	158	\$ 38	\$172,280,600
	=====	=====	=====

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIENCY
FOR THE YEAR ENDED JUNE 30, 2009

	Treasury Stock	Notes Receivable From Employee Stockholders	Accumulated Other Comprehensive Loss
	-----	-----	-----
Balance - June 30, 2008	\$ (675,390)	\$ (394,141)	\$ (72,723)
Net loss	-	-	-
Other comprehensive loss, net of tax:			
Unrealized gains on securities arising during the year, net of tax	-	-	51,728
Stock issued to employees under stock bonus plans	-	-	-
Payments on notes receivable from employee stockholders	-	127,111	-
	-----	-----	-----
Balance - June 30, 2009	\$ (675,390)	\$ (267,030)	\$ (20,995)
	=====	=====	=====

See accompanying notes to consolidated financial statements.

Edgar Filing: FONAR CORP - Form PRE 14A

FONAR CORPORATION AND SUBSIDIARIES CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIENCY FOR THE YEAR ENDED JUNE 30, 2009

	Accumulated Deficit	Total	Comprehensive Income (Loss)
	-----	-----	-----
Balance - June 30, 2008	\$(175,379,874)	\$(4,245,029)	\$ -
Net income	1,121,267	1,121,267	1,121,267
Other comprehensive loss, net of tax:			
Unrealized gains on securities arising during the year, net of tax	-	51,728	51,728
Stock issued to employees under stock bonus plans	-	4,061	-
Payments on notes receivable from employee stockholders	-	127,111	-
	-----	-----	-----
Balance - June 30, 2009	\$(174,258,607)	\$(2,940,862)	\$ 1,172,995
	=====	=====	=====

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Years Ended June 30,	
	-----	-----
	2010	2009
	-----	-----
CASH FLOWS FROM OPERATING ACTIVITIES		
Net (loss) income	\$ (3,012,742)	\$ 1,121,267
Adjustments to reconcile net (loss) income to net cash used in operating activities:		
Depreciation and amortization	1,445,065	1,733,499
Abandoned patents written off	391,415	46,327
Provision for bad debts	1,378,500	1,286,451
Compensatory element of stock issuances	99,269	4,061
Gain on sale of consolidated subsidiary	-	(1,448,196)
Loss on note receivable	350,000	-
(Increase) decrease in operating assets, net:		
Accounts, management fee and medical receivable	435,498	(642,004)
Notes receivable	180,012	508,306
Costs and estimated earnings in excess of billings on uncompleted contracts	1,198,322	(1,469,421)
Inventories	346,186	83,518
Prepaid expenses and other current assets	(80,403)	338,375

Edgar Filing: FONAR CORP - Form PRE 14A

Other assets	(162,638)	166,032
Advances and notes to related parties medical practices	170,220	223,724
Increase (decrease) in operating liabilities, net:		
Accounts payable	(448,195)	(132,713)
Other current liabilities	(13,390)	476,140
Customer advances	(4,424,594)	(5,038,390)
Billings in excess of costs and estimated earnings on uncompleted contracts	716,957	(3,746,845)
Other liabilities	47,398	(145,283)
Due to related medical practices	(115,244)	545,472
	-----	-----
NET CASH USED IN OPERATING ACTIVITIES	(1,498,364)	(6,089,680)
	-----	-----

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Years Ended June 30,	
	2010	2009
	-----	-----
CASH FLOWS FROM INVESTING ACTIVITIES		
Sales of marketable securities	\$ (2,455)	\$ 1,097,244
Purchases of property and equipment	(24,339)	(28,076)
Costs of capitalized software development	(203,644)	(491,707)
Proceeds from note receivable	1,580,862	2,000,000
Proceeds from cash surrender value of life insurance	-	1,344,901
Cost of patents	(195,851)	(331,300)
Proceeds from sale of consolidated subsidiary	-	2,293,013
	-----	-----
NET CASH PROVIDED BY INVESTING ACTIVITIES	1,154,573	5,884,075
	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from debt	580,000	258,000
Repayment of borrowings and capital lease obligations	(238,198)	(279,399)
Repayment of notes receivable from employee stockholders	75,863	127,111
	-----	-----
NET CASH PROVIDED BY FINANCING ACTIVITIES	417,665	105,712
	-----	-----
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	73,874	(99,893)
CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR	1,225,619	1,325,512
	-----	-----
CASH AND CASH EQUIVALENTS - END OF YEAR	\$ 1,299,493	\$ 1,225,619
	=====	=====

See accompanying notes to consolidated financial statements.

Edgar Filing: FONAR CORP - Form PRE 14A

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2010

NOTE 1 - DESCRIPTION OF BUSINESS AND LIQUIDITY AND CAPITAL RESOURCES

Description of Business

FONAR Corporation (the "Company" or "FONAR") is a Delaware corporation, which was incorporated on July 17, 1978. FONAR is engaged in the research, development, production and marketing of medical scanning equipment, which uses principles of Magnetic Resonance Imaging ("MRI") for the detection and diagnosis of human diseases. In addition to deriving revenues from the direct sale of MRI equipment, revenue is also generated from its installed-base of customers through its service and upgrade programs.

FONAR, through its wholly-owned subsidiary Health Management Corporation of America ("HMCA") provides comprehensive management services to diagnostic imaging facilities. The services provided by the Company include development, administration, leasing of office space, facilities and medical equipment, provision of supplies, staffing and supervision of non-medical personnel, legal services, accounting, billing and collection and the development and implementation of practice growth and marketing strategies. As of June 30, 2010, HMCA manages 10 diagnostic imaging facilities located in the states of New York, Georgia and Florida.

Liquidity and Going Concern

At June 30, 2010, the Company had a working capital deficit of approximately \$10.0 million and stockholders' deficiency of approximately \$5.8 million. For the year ended June 30, 2010, the Company incurred a net loss of approximately \$3.0 million, which included non-cash charges of approximately \$3.7 million. The Company has funded its cash flow deficit for the year ended June 30, 2010 through \$1.6 million of proceeds from the collection of principal on a note receivable.

The Company continues to focus its efforts on increased marketing campaigns to strengthen the demand for its products and services. Management anticipates that its capital resources will improve if Fonar's MRI scanner products gain wider market recognition and acceptance resulting in increased product sales. The Company's subsidiary, Health Management Corporation ("HMCA") will focus its efforts to market the scanning services of its customers (related and non-related professional corporations or "PCs") and to expand the number of PCs for which it performs management services. Current economic credit conditions have contributed to a slowing business environment. Given such liquidity and credit constraints in the markets, the business has and may continue to suffer, should the credit markets not improve in the near future. The direct impact of these conditions is not fully known. However, there can be no assurance that the Company would be able to secure additional funds if needed and that if such funds were available, whether the terms or conditions would be acceptable to the Company. In such case, the further reduction in operating expenses as well as possible sale of other operating subsidiaries might need to be substantial in order for the Company to generate positive cash flow to sustain the operations of the Company.

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2010

Edgar Filing: FONAR CORP - Form PRE 14A

NOTE 1 - DESCRIPTION OF BUSINESS AND LIQUIDITY AND CAPITAL RESOURCES

Liquidity and Going Concern (Continued)

In January 2010, the Company implemented substantial cost reductions, which included a reduction in personnel and significant reductions in the remaining employees' compensation and other costs.

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") and assume that the Company will continue as a going concern. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The consolidated financial statements include the accounts of FONAR Corporation, its majority and wholly-owned subsidiaries and partnerships. All significant intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities in the consolidated financial statements and accompanying notes. The most significant estimates relate to accounts receivable allowances, intangible assets, income taxes, useful lives of property and equipment, contingencies, revenue recognition and litigation. In addition, healthcare industry reforms and reimbursement practices will continue to impact the Company's operations and the determination of contractual and other allowance estimates. Actual results could differ from those estimates.

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment in Marketable Securities

The Company accounts for its investments using Financial Accounting Standards Board ("FASB"), Accounting Standard Codification ("ASC") Topic 820, "Fair Value Measurements and Disclosures". This standard requires that certain debt and equity securities be adjusted to market value at the end of each accounting period. Unrealized market value gains and losses are charged to operations if the securities are traded for short-term profit. Otherwise, such unrealized gains and losses are charged or credited to other comprehensive income (loss).

Edgar Filing: FONAR CORP - Form PRE 14A

Management determines the proper classifications of investments in obligations with fixed maturities and marketable equity securities at the time of purchase and re-evaluates such designations as of each balance sheet date. At June 30, 2010 and 2009, all securities covered by Topic 820 were designated as available for sale. Accordingly, these securities are stated at fair market value, with unrealized gains and losses reported in comprehensive income (loss). Realized gains and losses on sales of investments, as determined on a specific identification basis, are included in investment income in the accompanying consolidated statements of operations.

Inventories

Inventories consist of purchased parts, components and supplies, as well as work-in-process, and are stated at the lower of cost determined on the first-in, first-out method or market.

Property and Equipment

Property and equipment procured in the normal course of business is stated at cost. Property and equipment purchased in connection with an acquisition is stated at its estimated fair value, generally based on an appraisal. Property and equipment is being depreciated for financial accounting purposes using the straight-line method over the shorter of their estimated useful lives, generally five to seven years, or the term of a capital lease, if applicable. Leasehold improvements are being amortized over the shorter of the useful life or the remaining lease term. Upon retirement or other disposition of these assets, the cost and related accumulated depreciation of these assets are removed from the accounts and the resulting gains or losses are reflected in the results of operations. Expenditures for maintenance and repairs are charged to operations. Renewals and betterments are capitalized. Maintenance and repair expenses totaled approximately \$282,000 and \$228,000 for the years ended June 30, 2010 and 2009, respectively.

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Other Intangible Assets

1) Capitalized Software Development Costs

Capitalization of software development costs begins upon the establishment of technological feasibility. Technological feasibility for the Company's computer software is generally based upon achievement of a detail program design free of high risk development issues and the completion of research and development on the product hardware in which it is to be used. The establishment of technological feasibility and the ongoing assessment of recoverability of capitalized computer software development costs require considerable judgment by management with respect to certain external factors, including, but not limited to, technological feasibility, anticipated future gross revenue, estimated economic life and changes in software and hardware technology. Prior to reaching technological feasibility those costs are expensed as incurred and included in research and development.

Edgar Filing: FONAR CORP - Form PRE 14A

Amortization of capitalized software development costs commences when the related products become available for general release to customers. Amortization is provided on a product by product basis. The annual amortization is the greater of the amount computed using (a) the ratio that current gross revenue for a product bear to the total of current and anticipated future gross revenue for that product, or (b) the straight-line method over the remaining estimated economic life of the product.

The Company periodically performs reviews of the recoverability of such capitalized software development costs. At the time a determination is made that capitalized amounts are not recoverable based on the estimated cash flows to be generated from the applicable software, any remaining capitalized amounts are written off.

2) Patents and Copyrights

Amortization is calculated on the straight-line basis over a period ranging from 15 to 17 years.

Long-Lived Assets

The Company periodically assesses the recoverability of long-lived assets, including property and equipment and intangibles, when there are indications of potential impairment, based on estimates of undiscounted future cash flows. The amount of impairment is calculated by comparing anticipated discounted future cash flows with the carrying value of the related asset. In performing this analysis, management considers such factors as current results, trends, and future prospects, in addition to other economic factors.

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue Recognition

Revenue on sales contracts for scanners, included in "product sales" in the accompanying consolidated statements of operations, is recognized under the percentage-of-completion method. The Company manufactures its scanners under specific contracts that provide for progress payments. Production and installation take approximately three to six months. The percentage of completion is determined by the ratio of costs incurred to date on completed sub-assemblies to the total estimated cost for each scanner. Contract costs include purchased parts and components, direct labor and overhead. Revisions in cost estimates and provisions for estimated losses on uncompleted contracts, if any, are made in the period in which such losses are determined. The asset, "Costs and Estimated Earnings in Excess of Billings on Uncompleted Contracts", represents revenues recognized in excess of amounts billed. The liability, "Billings in Excess of Costs and Estimated Earnings on Uncompleted Contracts", represents amounts billed in excess of revenues recognized.

Revenue on scanner service contracts is recognized on the straight-line method over the related contract period, usually one year.

Revenue from sales of other items is recognized upon shipment.

Revenue under management contracts is recognized based upon contractual

Edgar Filing: FONAR CORP - Form PRE 14A

agreements for management services rendered by the Company primarily under various long-term agreements with various medical providers (the "PCs"). As of June 30, 2010, the Company has ten management agreements of which four are with PC's owned by Raymond V. Damadian, M.D., President and Chairman of the Board of FONAR ("the Related medical practices") and six are with PC's, which are all located in the state of New York ("the New York PC's"), owned by one unrelated radiologist. The contractual fees for services rendered to the New York PCs consists of fixed monthly fees per diagnostic imaging facility ranging from approximately \$79,000 to \$195,000. The contractual fees for services rendered to the related medical practices are primarily calculated on activity based efforts at pre-determined rates per unit of activity. All fees are re-negotiable at the anniversary of the agreements and each year thereafter.

Research and Development Costs

Research and development costs are charged to expense as incurred. The costs of materials and equipment that are acquired or constructed for research and development activities, and have alternative future uses (either in research and development, marketing or production), are classified as property and equipment and depreciated over their estimated useful lives.

Advertising Costs

Advertising costs are expensed as incurred. Advertising expense approximated \$415,000 and \$261,000 for the years ended June 30, 2010 and 2009, respectively.

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2010

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Shipping Costs

The Company's shipping and handling costs are included under costs related to product sales.

Income Taxes

Deferred tax assets and liabilities are determined based on the difference between the financial statement carrying amounts and tax basis of assets and liabilities using enacted tax rates in effect in the years in which the differences are expected to reverse.

Customer Advances

Cash advances and progress payments received on sales orders are reflected as customer advances until such time as revenue recognition begins.

Earnings (Loss) Per Share

Basic earnings (loss) per share ("EPS") is computed based on weighted average shares outstanding and excludes any potential dilution. In accordance with ASC topic 260-10, "Participating Securities and the Two-Class Method". The Company

Edgar Filing: FONAR CORP - Form PRE 14A

uses the two-class method to calculate the effect of the Company's participating convertible securities on basic EPS, which include the Class A Non-voting Preferred stock, Class B common stock and Class C common stock, and the if-converted method is used to calculate the effect of participating convertible securities on diluted EPS. These participating convertible securities were not included in the computation of basic EPS for the year ended June 30, 2010 because the participating securities did not have a contractual obligation to share in the losses of the Company. For the year ended June 30, 2009, the Company used the Two-Class method for calculating basic earnings per share and applied the if converted method in calculating diluted earnings per share.

Diluted EPS reflects the potential dilution from the exercise or conversion of all dilutive securities into common stock based on the average market price of common shares outstanding during the period. The number of common shares potentially issuable upon the exercise of options and warrants or conversion of the participating convertible securities that were excluded from the diluted EPS calculation, because they are antidilutive as a result of the net losses, was 195,896 as of June 30, 2010. For the year ended June 30, 2009, the number of common shares potentially issuable upon the exercise of certain options of 96,014 have not been included in the computation of diluted EPS since the effect would be antidilutive.

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2010

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Earnings (Loss) Per Share (Continued)

	June 30, 2010	June 30, 2009		
	-----	-----	-----	-----
		Total	Common Stock	Class C Common Stock
		-----	-----	-----
Basic				

Numerator:				
Net (loss) income				
available to common				
stockholders	\$ (3,012,742)	\$1,053,898	\$1,032,717	\$21,181
	=====	=====	=====	=====
Denominator:				
Weighted average				
shares outstanding	4,932,044		4,904,358	382,513
	=====		=====	=====
Basic (loss) income per				
common share available to				
common stockholders	\$ (0.61)		\$ 0.21	\$ 0.06
	=====		=====	=====
Diluted				

Denominator:				
Weighted average				
shares outstanding	4,932,044	4,904,358	4,904,358	382,513

Edgar Filing: FONAR CORP - Form PRE 14A

Stock options	-	-	-	-
Convertible C Stock	-	127,504	127,504	-
	-----	-----	-----	-----
Total Denominator for diluted earnings per share	4,932,044	5,031,862	5,031,862	382,513
	=====	=====	=====	=====
Diluted income (loss) per common share available to common stockholders	\$ (0.61)		\$ 0.21	\$ 0.06
	=====		=====	=====

Cash and Cash Equivalents

The Company considers all short-term highly liquid investments with a maturity of three months or less when purchased to be cash or cash equivalents.

FONAR CORPORATION AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 JUNE 30, 2010

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Concentration of Credit Risk

Cash: The Company maintains its cash and cash equivalents with various financial institutions, which exceed federally insured limits throughout the year. At June 30, 2010, the Company had cash on deposit of approximately \$856,000 in excess of federally insured limits of \$250,000.

Related Parties: Net revenues from related parties accounted for approximately 13% and 8% of the consolidated net revenues for the years ended June 30, 2010 and 2009, respectively. Net management fee receivables from the related medical practices accounted for approximately 19% and 20% of the consolidated accounts receivable for the years ended June 30, 2010 and 2009, respectively.

Fair Value of Financial Instruments

The financial statements include various estimated fair value information at June 30, 2010 and 2009, as required by ASC topic 820, "Disclosures about Fair Value of Financial Instruments". Such information, which pertains to the Company's financial instruments, is based on the requirements set forth in that Statement and does not purport to represent the aggregate net fair value to the Company.

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value:

Cash and cash equivalents: The carrying amount approximates fair value because of the short-term maturity of those instruments.

Accounts receivable and accounts payable: The carrying amounts approximate fair value because of the short maturity of those instruments.

Investments and advances and notes to related medical practices: The carrying

Edgar Filing: FONAR CORP - Form PRE 14A

amount approximates fair value because the discounted present value of the cash flow generated by the related parties approximates the carrying value of the amounts due to the Company.

Long-term debt, notes payable and accounts payable: The carrying amounts of debt and notes payable approximate fair value due to the length of the maturities, the interest rates being tied to market indices and/or due to the interest rates not being significantly different from the current market rates available to the Company.

All of the Company's financial instruments are held for purposes other than trading.

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2010

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Accumulated Other Comprehensive Loss -----

Accumulated other comprehensive loss generally includes all changes in equity during a period, except those resulting from investments by stockholders and distributions to stockholders.

Recent Accounting Pronouncements -----

In September 2006, the Financial Accounting Standard Board ("FASB") issued Accounting Standards Codification ("ASC") topic 820 (formerly Statement of Financial Accounting Standards ("SFAS") No. 157, "Fair Value Measurements"). This statement provides a single definition of fair value, a framework for measuring fair value, and expanded disclosures concerning fair value. Previously, different definitions of fair value were contained in various accounting pronouncements creating inconsistencies in measurement and disclosures. ASC topic 820 applies under those previously issued pronouncements that prescribe fair value as the relevant measure of value, except SFAS No. 123(revised 2004), "Share-Based Payment", and related interpretations and pronouncements that require or permit measurement similar to fair value but are not intended to measure fair value. The Company adopted ASC topic 820 on July 1, 2008, as required for its financial assets and financial liabilities. However, the FASB deferred the effective date of ASC topic 820 for one year as it relates to fair value measurement requirements for nonfinancial assets and nonfinancial liabilities that are not recognized or disclosed at fair value on a recurring basis. The adoption of the provisions of ASC topic 820 for the Company's financial assets and financial liabilities did not have a material impact on its consolidated financial statements. The Company is evaluating the effect the implementation of ASC topic 820 for its nonfinancial assets and nonfinancial liabilities will have on the Company's consolidated financial statements.

In December 2007, the FASB issued ASC topic 810 (formerly SFAS No. 160), "Noncontrolling Interests in Consolidated Financial Statements - An Amendment of ARB No. 51". ASC topic 810 establishes accounting and reporting standards for the noncontrolling interest in a subsidiary (previously referred to as minority interests). ASC topic 810 also requires that a retained noncontrolling interest upon the deconsolidation of a subsidiary be initially measured at its fair value. Upon adoption of ASC topic 810, the Company will be required to report its noncontrolling interests as a separate component of stockholders' equity. The Company will also be required to present net income allocable to the

Edgar Filing: FONAR CORP - Form PRE 14A

noncontrolling interest and net income attributable to the stockholders of the Company separately in its consolidated statements of income. Currently, minority interests are reported as a liability in the Company's consolidated balance sheets and the related income attributable to the minority interests is reflected as an expense in arriving at net loss. ASC topic 810 is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. ASC topic 810 requires retroactive adoption of the presentation and disclosure requirements for existing minority interests. All other requirements of ASC topic 810 shall be applied prospectively. The Company adopted ASC topic 810 for our fiscal year beginning July 1, 2009, and the adoption did not have any material impact on the Company's consolidated financial position, results of operations or cash flows.

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2010

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recent Accounting Pronouncements (Continued)

In October 2008, the FASB issued ASC topic 820 (formerly FASB Staff Position No. FAS 157-3), "Determining the Fair Value of a Financial Asset in a Market That Is Not Active", which clarifies the application of ASC topic 820 when the market for a financial asset is inactive. Specifically, ASC topic 820 clarifies how (1) management's internal assumptions should be considered in measuring fair value when observable data are not present, (2) observable market information from an inactive market should be taken into account, and (3) the use of broker quotes or pricing services should be considered in assessing the relevance of observable and unobservable data to measure fair value. The guidance in ASC topic 820 is effective immediately and did not have a material impact on the Company's consolidated financial statements.

In June 2008, the FASB issued ASC topic 815 (formerly Emerging Issue Task Force 07-5), "Determining Whether an Instrument (or an Embedded Feature) is Indexed to an Entity's Own Stock". ASC topic 815 provides framework for determining whether an instrument is indexed to an entity's own stock. ASC topic 815 is effective for fiscal years beginning after December 15, 2008. The adoption of ASC topic 815 did not have a material impact on its consolidated financial position and results of operations.

In April 2009, the FASB issued ASC topic 270 (formerly FAS 107-1 and APB 28-1), Interim Disclosures about Fair Value of Financial Instruments. SFAS 107-1 amends FASB No. 107, Disclosures about Fair Value of Financial Instruments, to require disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. SFAS also amends APB Opinion No. 28, Interim Financial Reporting, to require those disclosures in summarized financial information at interim reporting periods. ASC topic 270 is effective for interim reporting periods ending after June 15, 2009. The adoption of this standard did not have a material impact on the Company's consolidated financial position, results of operations and cash flows. The carrying value of our cash and cash equivalents approximates fair value because these instruments have original maturities of three months or less.

In February 2010, the FASB amended ASC 855, "Subsequent Events-Amendments to Certain Recognition and Disclosure Requirements". This amends the subtopic that requires an SEC filer to evaluate subsequent events through the date that the financial statements are issued, and no longer requires disclosure of the date

Edgar Filing: FONAR CORP - Form PRE 14A

through which subsequent events have been evaluated. This alleviates potential conflicts between the Subtopic 855-10 and the SEC's requirements.

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recent Accounting Pronouncements (Continued)

In June 2009, the FASB issued ASC topic 105 (formerly SFAS No. 168), "The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles". ASC topic 105 will become the single source of authoritative nongovernmental U.S. generally accepted accounting principles ("GAAP"), superseding existing FASB, American Institute of Certified Public Accountants ("AICPA"), EITF, and related accounting literature. ASC topic 105 reorganizes the thousand of GAAP pronouncements into roughly 90 accounting topics and displays them using a consistent structure. Also included is relevant Securities and Exchange Commission guidance organized using the same topical structure in separate sections. ASC topic 105 will be effective for financial statements issued for reporting periods that end after September 15, 2009. As the codification was not intended to change or alter existing U.S. GAAP, it will not have any impact on our consolidated financial position, results of operations and cash flows.

In April 2008, the FASB issued ASC topic 350 (formerly FSP FAS 142-3), "Determination of the Useful Life of Intangible Assets". ASC topic 350 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of an intangible asset under SFAS No. 142, "Goodwill and Other Intangibles" (SFAS 142). ASC topic 350 aims to improve the consistency between the useful life of an intangible asset as determined under SFAS 142 and the period of expected cash flows used to measure the fair value of the asset under SFAS No. 141, "Business Combinations", and other applicable accounting literature. ASC topic 350 will be effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. The adoption of this pronouncement did not have a material impact on the Company's consolidated financial statements.

In June 2009, the FASB issued ASC 860 (formerly SFAS No. 166), "Accounting for Transfers of Financial Assets" - an amendment of FASB Statement No. 140, ASC 860 requires additional disclosures concerning a transferor's continuing involvement with transferred financial assets. ASC 860 eliminates the concept of a "qualifying special-purpose entity" and changes the requirements for derecognizing financial assets. ASC 860 is effective for fiscal years beginning after November 15, 2009. The Company is currently evaluating the impact that the adoption of ASC 860 will have on its consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recent Accounting Pronouncements (Continued)

Edgar Filing: FONAR CORP - Form PRE 14A

In June 2009, the FASB issued ASC 810 (formerly SFAS No. 167), "Amendments to FASB Interpretation ("FIN") No. 46(R)," which changes how a reporting entity determines when an entity that is insufficiently capitalized or is not controlled through voting (or similar rights) should be consolidated. The determination of whether a reporting entity is required to consolidate another entity is based on, among other things, the other entity's purpose and design and the reporting entity's ability to direct the activities of the other entity that most significantly impact the other entity's economic performance. ASC 810 will require a reporting entity to provide additional disclosures about its involvement with variable interest entities and any significant changes in risk exposure due to that involvement. A reporting entity will be required to disclose how its involvement with a variable interest entity affects the reporting entity's financial statements. ASC 810 is effective for fiscal years beginning after November 15, 2009, and interim periods within those fiscal years. Management is currently evaluating the requirements of SFAS No. 167 and has not yet determined the impact on the Company's consolidated financial statements.

In September 2009, the FASB reached final consensus on a new revenue recognition standard, ASC topic 815 (formerly EITF Issue No. 08-1), "Revenue Arrangements with Multiple Deliverables". ASC topic 815 addresses how to determine whether an arrangement involving multiple deliverables contains more than one unit of accounting, and how the arrangement consideration should be allocated among the separate units of accounting. This Issue is effective for fiscal years beginning after June 15, 2010 and may be applied retrospectively or prospectively for new or materially modified arrangements. In addition, early adoption is permitted. The Company is currently evaluating the potential impact of ASC topic 815 on its consolidated financial statements.

In September 2009, the EITF reached final consensus on a new revenue recognition standard, ASC topic 350 (formerly EITF Issue No. 09-3), "Applicability of AICPA Statement of Position 97-2 to Certain Arrangements That Contain Software Elements". ASC topic 350 amends the scope of AICPA Statement of Position 97-2, Software Revenue Recognition to exclude tangible products that include software and non-software components that function together to deliver the product's essential functionality. This Issue shall be applied on a prospective basis for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. Earlier application is permitted as of the beginning of a company's fiscal year provided the company has not previously issued financial statements for any period within that year. An entity shall not elect early application of this Issue unless it also elects early application of Issue 08-1. The Company is currently evaluating the potential impact of ASC topic 350 on its consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recent Accounting Pronouncements (Continued)

In January 2010, the FASB issued Accounting Standards Update No. 2010-6, Improving Disclosures about Fair Value Measurements. The Update provides amendments to FASB ASC 820-10 that require entities to disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers. In addition the Update requires entities to present separately information about purchases, sales,

Edgar Filing: FONAR CORP - Form PRE 14A

issuances, and settlements in the reconciliation for fair value measurements using significant unobservable inputs (Level 3). The disclosures related to Level 1 and Level 2 fair value measurements are effective for the Company in 2010 and the disclosures related to Level 3 fair value measurements are effective for the Company in 2011. The Update requires new disclosures only, and will have no impact on the Company's condensed consolidated financial position, results of operations, or cash flow.

Reclassifications

Certain prior year amounts have been reclassified to conform to the current year presentation. The reclassifications did not have any effect on reported net losses for any periods presented.

NOTE 3 - MEDICAL RECEIVABLES

The Company was assigned medical receivables valued at \$11,775,000, in connection with the satisfaction of the management fees and termination fees related to a Termination and Replacement Agreement dated May 23, 2005. The balance of the net medical receivables as of June 30, 2010 and 2009 was \$25,225 and \$374,225, respectively. As of June 30, 2010 and June 30, 2009, the Company's allowance for doubtful accounts totaled \$1,622,000 and \$1,343,500, respectively, on these receivables.

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 4 - MARKETABLE SECURITIES

The following is a summary of marketable securities at June 30, 2010 and 2009:

	June 30, 2010		
	Cost	Unrealized Loss	Fair Market Value
	-----	-----	-----
Equities - other	\$ 46,102	\$ (18,489)	\$ 27,613
	=====	=====	=====
	June 30, 2009		
	Cost	Unrealized Loss	Fair Market Value
	-----	-----	-----
Equities - other	\$ 43,647	\$ (20,995)	\$ 22,652
	=====	=====	=====

All marketable securities are deemed to be available for sale.

NOTE 5 - MANAGEMENT FEE RECEIVABLE AND ACCOUNTS RECEIVABLE

The Company's customers are concentrated in the healthcare industry.

Management Fee Receivable

Edgar Filing: FONAR CORP - Form PRE 14A

The Company's receivables from the related and non-related professional corporations ("PCs") substantially consists of fees outstanding under management agreements. Payment of the outstanding fees is dependent on collection by the PCs of fees from third party medical reimbursement organizations, principally insurance companies and health management organizations.

Collection by the Company of its management fee receivables may be impaired by the uncollectibility of the PCs' medical fees from third party payors, particularly insurance carriers covering automobile no-fault and workers compensation claims due to longer payment cycles and rigorous informational requirements and certain other disallowed claims. Approximately 42% and 46%, respectively, of the PCs' 2010 and 2009 net revenues were derived from no-fault and personal injury protection claims. The Company considers the aging of its accounts receivable in determining the amount of allowance for doubtful accounts and contractual allowances. The Company generally takes all legally available steps to collect its receivables. Credit losses associated with the receivables are provided for in the consolidated financial statements and have historically been within management's expectations.

Net revenues from management and other fees charged to the related medical practices accounted for approximately 12% and 7%, of the consolidated net revenues for the years ended June 30, 2010 and 2009, respectively.

Effective June 30, 2009, Tallahassee Magnetic Resonance Imaging, PA, Stand Up MRI of Boca Raton, PA and Stand Up MRI & Diagnostic Center, PA (all related medical practices) entered into a guaranty agreement, pursuant to which they cross guaranteed all management fees which are payable to the Company, which have arisen under each individual management agreement.

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2010

NOTE 5 - MANAGEMENT FEE RECEIVABLE AND ACCOUNTS RECEIVABLE (Continued)

Accounts Receivable

Credit risk with respect to the Company's accounts receivable related to product sales and service and repair fees is limited due to the customer advances received prior to the commencement of work performed and the billing of amounts to customers as sub-assemblies are completed. Service and repair fees are billed on a monthly or quarterly basis and the Company does not continue providing these services if accounts receivable become past due. The Company controls credit risk with respect to accounts receivable from service and repair fees through its credit evaluation process, credit limits, monitoring procedures and reasonably short collection terms. The Company performs ongoing credit authorizations before a product sales contract is entered into or service and repair fees are provided.

NOTE 6 - COSTS AND ESTIMATED EARNINGS ON UNCOMPLETED CONTRACTS AND CUSTOMER ADVANCES

- 1) Information relating to uncompleted contracts as of June 30, 2010 and 2009 is as follows:

As of June 30,

Edgar Filing: FONAR CORP - Form PRE 14A

	2010 -----	2009 -----
Costs incurred on uncompleted contracts	\$ 6,115,699	\$10,140,938
Estimated earnings	3,659,324	7,349,914
	-----	-----
	9,775,023	17,490,852
Less: Billings to date	12,241,037	18,041,587
	-----	-----
	\$ (2,466,014)	\$ (550,735)
	=====	=====

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 6 - COSTS AND ESTIMATED EARNINGS ON UNCOMPLETED CONTRACTS AND CUSTOMER
ADVANCES (Continued)

Included in the accompanying consolidated balance sheets under the following captions:

	As of June 30, -----	
	2010	2009
	-----	-----
Costs and estimated earnings in excess of billings on uncompleted contracts	\$ 277,384	\$ 1,475,706
Less: Billings in excess of costs and estimated earnings on uncompleted contracts	2,743,398	2,026,441
	-----	-----
	\$ (2,466,014)	\$ (550,735)
	=====	=====

2) Customer advances consist of the following:

	As of June 30, 2010 -----		
	Total	Related Parties	Other
	-----	-----	-----
Total advances	\$17,054,364	\$ -	\$17,054,364
Less: Advances on contracts under construction	12,241,037	-	12,241,037
	-----	-----	-----
	\$ 4,813,327	\$ -	\$ 4,813,327
	=====	=====	=====
	As of June 30, 2009 -----		
	Total	Related Parties	Other
	-----	-----	-----
Total advances	\$27,279,508	\$ -	\$27,279,508

Edgar Filing: FONAR CORP - Form PRE 14A

Less: Advances on contracts under construction	18,041,587	-	18,041,587
	-----	-----	-----
	\$ 9,237,921	\$ -	\$ 9,237,921
	=====	=====	=====

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 7 - INVENTORIES

Inventories included in the accompanying consolidated balance sheets consist of:

	As of June 30,	
	2010	2009
	-----	-----
Purchased parts, components and supplies	\$ 1,774,958	\$ 2,065,528
Work-in-process	1,051,253	1,106,869
	-----	-----
	\$ 2,826,211	\$ 3,172,397
	=====	=====

NOTE 8 - PROPERTY AND EQUIPMENT

Property and equipment, at cost, less accumulated depreciation and amortization, at June 30, 2010 and 2009, is comprised of:

	As of June 30,	
	2010	2009
	-----	-----
Diagnostic equipment under capital leases	\$ 633,675	\$ 633,675
Diagnostic equipment	1,641,808	2,878,528
Research, development and demonstration equipment	9,605,961	9,605,961
Machinery and equipment	3,583,929	3,583,929
Furniture and fixtures	1,995,636	2,066,833
Equipment under capital leases	1,504,123	1,504,123
Leasehold improvements	4,785,102	4,981,658
Building	939,614	939,614
	-----	-----
	24,689,848	26,194,321
Less: Accumulated depreciation and amortization	22,581,292	23,301,941
	-----	-----
	\$ 2,108,556	\$ 2,892,380
	=====	=====

Depreciation and amortization of property and equipment for the years ended June 30, 2010 and 2009 was \$808,163 and \$1,067,496, respectively.

Equipment under capital leases has a net book value of \$3,532 and \$135,597 at June 30, 2010 and 2009, respectively.

Edgar Filing: FONAR CORP - Form PRE 14A

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2010

NOTE 9 - OTHER INTANGIBLE ASSETS

Other intangible assets, net of accumulated amortization, at June 30, 2010 and 2009 are comprised of:

	As of June 30,	
	2010	2009
Capitalized software development costs	\$ 6,301,702	\$ 6,098,057
Patents and copyrights	3,975,327	4,170,892
	10,277,029	10,268,949
Less: Accumulated amortization	5,985,610	5,348,708
	\$4,291,419	\$ 4,920,241
	=====	=====

Information related to the above intangible assets for the years ended June 30, 2010 and 2009 is as follows:

	2010	2009
Balance - Beginning of Year	\$ 4,920,241	\$ 4,809,564
Amounts capitalized	399,495	823,007
Abandon patents written off	(391,415)	(46,327)
Amortization	(636,902)	(666,003)
Balance - End of Year	\$ 4,291,419	\$ 4,920,241
	=====	=====

Amortization of patents and copyrights for the years ended June 30, 2010 and 2009 amounted to \$134,001 and \$147,530, respectively. The Company also recorded a write off of abandon patents in the amount of \$391,415 and \$46,327 for the years ended June 30, 2010 and June 30, 2009, respectively.

Amortization of capitalized software development costs for the years ended June 30, 2010 and 2009 was \$502,901 and \$518,473, respectively.

The estimated amortization of patents and copyrights and capitalized software development costs for the five years ending June 30, 2015 and thereafter is as follows:

For the Years Ending June 30,	Total	Patents and Copyrights	Capitalized Software Development Costs
2011	\$ 602,232	\$ 148,074	\$ 454,158
2012	531,003	159,737	371,266
2013	473,134	175,871	297,263
2014	425,860	192,005	233,855
2015	389,093	200,072	189,021
Thereafter	1,870,097	1,516,137	353,960
	-----	-----	-----

Edgar Filing: FONAR CORP - Form PRE 14A

\$4,291,419	\$2,391,896	\$1,899,523
=====	=====	=====

The weighted average amortization period for other intangible assets is 9.3 years and has no expected residual value.

FONAR CORPORATION AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 JUNE 30, 2010

NOTE 10 - NOTES RECEIVABLE

Notes receivable as of June 30, 2010 and 2009 consist of the following:

	As of June 30,	
	2010	2009
	-----	-----
Note Receivable -		
Sale of assets (a)	\$ -	\$ 2,037,100
Note Receivable - (b)	65,000	65,000
Note Receivable - (c)	185,686	259,460
Note Receivable	136,110	-
	-----	-----
Total Notes Receivable	386,796	2,361,560
Allowance	(115,000)	(65,000)
	-----	-----
Net Notes Receivable	\$ 271,796	\$ 2,296,560
	=====	=====
Current Portion	\$ 271,796	\$ 517,934
Long-Term Portion	\$ -	\$ 1,778,626

a) On October 27, 2009, the Company entered into an agreement with Mountain Crest Ventures LLC to assign the promissory note from Health Plus for the Asset Purchase Agreement. The Company received \$1,580,862, which represented the remaining principal balance (after principal payments of \$106,238) less a discount of \$350,000. Mountain Crest Ventures LLC retains all rights under the original promissory note to collect all remaining payments due. The Company recorded the \$350,000 loss in the financial statements for the year ended June 30, 2010.

On August 8, 2008, the Company signed a modification agreement with regards to the Asset Purchase Agreement with Health Plus. Under the modification agreement Health Plus made a \$2,000,000 principal payment on the promissory note in exchange for a discount on the original note of \$1,000,000.

The original promissory note ("Note") was modified to \$2,378,130 payable in 60 consecutive months in equal installments of principal and interest of \$47,090. The Note provides for interest at 7% per annum. The Company recorded a charge to earnings for the discount on the Note of \$658,351 during the quarter ended June 30, 2008.

b) This note receivable represents a note due from a customer for the purchase of a system. The note is payable over two years. The Company has an allowance for doubtful accounts of \$65,000 as of June 30, 2010 and 2009 on this note.

c) This note receivable represents a note due from a customer for the purchase of an Upright MRI system. The note is payable in 48 consecutive equal monthly payments of principal and interest of \$8,426. This note was revised January 2010 requiring 2 payments of principal and interest of \$8,500 due January 29, 2010

Edgar Filing: FONAR CORP - Form PRE 14A

and February 26, 2010 followed by a payment of \$210,000 due March 31, 2010. An allowance for doubtful accounts of \$50,000 was recorded during the year ended June 30, 2010.

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2010

NOTE 11 - ADVANCES AND NOTES TO RELATED MEDICAL PRACTICES

The Company had advanced a former subsidiary, Tallahassee Magnetic Resonance Imaging, P.A., \$546,183. This balance was evidenced by a promissory note and is payable as follows: \$546,183 in 40 monthly installments commencing September 2007, including interest at 6%. The balance due under this note as of June 30, 2010 was \$83,423 and is due in the next year. Interest income on this note for the years ended June 30, 2010 and 2009 amounted to \$10,926 and \$20,818, respectively.

NOTE 12 - CAPITAL STOCK

Common Stock -----

Cash dividends payable on the common stock shall, in all cases, be on a per share basis, one hundred twenty percent (120%) of the cash dividend payable on shares of Class B common stock and three hundred sixty percent (360%) of the cash dividend payable on a share of Class C common stock.

Class B Common Stock -----

Class B common stock is convertible into shares of common stock on a one-for-one basis. Class B common stock has 10 votes per share. There were 158 of such shares outstanding at June 30, 2010 and 2009.

Class C Common Stock -----

On April 3, 1995, the stockholders ratified a proposal creating a new Class C common stock and authorized the exchange offering of three shares of Class C common stock for each share of the Company's outstanding Class B common stock. The Class C common stock has 25 votes per share, as compared to 10 votes per share for the Class B common stock and one vote per share for the common stock. The Class C common stock was offered on a three-for-one basis to the holders of the Class B common stock. Although having greater voting power, each share of Class C common stock has only one-third of the rights of a share of Class B common stock to dividends and distributions. Class C common stock is convertible into shares of common stock on a three-for-one basis.

Class A Non-Voting Preferred Stock -----

On April 3, 1995, the stockholders ratified a proposal consisting of the creation of a new class of Class A non-voting preferred stock with special dividend rights and the declaration of a stock dividend on the Company's common stock consisting of one share of Class A non-voting preferred stock for every five shares of common stock. The stock dividend was payable to holders of common stock on October 20, 1995. Class A non-voting preferred stock issued pursuant to such stock dividend approximates 313,000 shares.

Edgar Filing: FONAR CORP - Form PRE 14A

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 12 - CAPITAL STOCK (Continued)

Class A Non-Voting Preferred Stock (Continued)

The Class A non-voting preferred stock is entitled to a special dividend equal to 3-1/4% of first \$10 million, 4-1/2% of next \$20 million and 5-1/2% on amounts in excess of \$30 million of the amount of any cash awards or settlements received by the Company in connection with the enforcement of five of the Company's patents in its patent lawsuits, less the revised special dividend payable on the common stock with respect to one of the Company's patents.

The Class A non-voting preferred stock participates on an equal per share basis with the common stock in any dividends declared and ranks equally with the common stock on distribution rights, liquidation rights and other rights and preferences (other than the voting rights).

Options

The Company has stock option plans, which provide for the awarding of incentive and non-qualified stock options to employees, directors and consultants who may contribute to the success of the Company. The options granted vest either immediately or ratably over a period of time from the date of grant, typically three or four years, at a price determined by the Board of Directors or a committee of the Board of Directors, generally the fair value of the Company's common stock at the date of grant. The options must be exercised within ten years from the date of grant.

FONAR's 1997 Nonstatutory Stock Option Plan, adopted on May 9, 1997, permits the issuance of stock options covering an aggregate of 200,000 shares of common stock of FONAR. The options may be issued at such prices and upon such terms and conditions as are determined by FONAR. The 1997 Plan terminated on May 8, 2007. During the year ended June 30, 2010, 24,390 options were forfeited, therefore of the options granted under this plan 52,672 remain outstanding.

FONAR's 2002 Incentive Stock Option Plan (the "FONAR 2002 Plan"), adopted on July 1, 2002, is intended to qualify as an incentive stock option plan under Section 422A of the Internal Revenue Code of 1954, as amended. The FONAR 2002 Plan permits the issuance of stock options covering an aggregate of 100,000 shares of common stock of FONAR. The options have an exercise price equal to the fair market value of the underlying stock on the date the option is granted, are nontransferable, are exercisable for a period not exceeding ten years and expire upon the voluntary termination of employment. The FONAR 2002 Plan will terminate on June 30, 2012. As of June 30, 2010, options to purchase 50,943 shares of common stock of FONAR were available for future grant under this plan. During the year ended June 30, 2010, 3,390 options were forfeited, therefore 15,562 shares remain outstanding.

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

Edgar Filing: FONAR CORP - Form PRE 14A

NOTE 12 - CAPITAL STOCK (Continued)

Options (Continued)

FONAR's 2005 Incentive Stock Option Plan (the "FONAR 2005 Plan"), adopted on February 16, 2005, is intended to qualify as an incentive stock option plan under Section 422A of the Internal Revenue Code of 1954, as amended. The FONAR 2005 Plan permits the issuance of stock options covering an aggregate of 80,000 shares of common stock of FONAR. The options have an exercise price equal to the fair market value of the underlying stock on the date the option is granted, are non-transferable, are exercisable for a period not exceeding ten years, and expire upon the voluntary termination of employment. The FONAR 2005 Plan will terminate on February 14, 2015. As of June 30, 2010, 80,000 shares of common stock of FONAR were available for future grant under this Plan.

Stock option activity and weighted average exercise prices under these plans and grants for the years ended June 30, 2010 and 2009 were as follows:

	Number of Options	Weighted Average Exercise Price	Aggregate Intrinsic Value
	-----	-----	-----
Outstanding, June 30, 2008	97,401	30.66	-
Granted	-	-	-
Exercised	-	-	-
Forfeited / Expired	(1,387)	28.77	-
	-----	-----	-----
Outstanding, June 30, 2009	96,014	30.69	-
Granted	-	-	-
Exercised	-	-	-
Forfeited / Expired	(27,780)	26.27	-
	-----	-----	-----
Outstanding, June 30, 2010	68,234	29.63	-
	=====	=====	=====
Exercisable at:			
June 30, 2009	96,014	\$30.69	
June 30, 2010	68,234	\$29.63	

The range of exercise prices for options outstanding as of June 30, 2010 was as follows:

Range of Exercise Price	Number of Options Outstanding	Weighted Average Remaining Contractual Life in Years
-----	-----	-----
\$25.00 - \$28.13	51,181	0.8
\$29.00 - \$37.50	13,242	2.5
\$46.88	3,811	1.1

	68,234	
	=====	

Edgar Filing: FONAR CORP - Form PRE 14A

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 12 - CAPITAL STOCK (Continued)

Options (Continued)

HMCA Stock Options

Stock option share activity and weighted average exercise prices under the HMCA stock option plans for the year ended June 30, 2009 was as follows:

	Number of Options	Weighted Average Exercise Price	Aggregate Intrinsic Value
	-----	-----	-----
Outstanding, June 30, 2008	660,000	\$1.00	-
Expired	(660,000)		-
	-----	-----	-----
Outstanding, June 30, 2009	-	-	-
	=====	=====	
Exercisable at: June 30, 2009	-		

Stock Bonus Plans

On August 9, 2007, the Company filed a registration statement on Form S-8 to register 100,000 shares under FONAR's 2007 Stock Bonus Plan. As of June 30, 2010, no shares of common stock of FONAR were available for future grant under this plan. 67,932 shares were issued during the year ended June 30, 2010.

On April 23, 2010, the Board approved the 2010 Stock Bonus Plan. The plan entitles the Company to reserve 2,000,000 shares of common stock. On August 10, 2010, the Company filed Form S-8 to register the 2,000,000 shares.

Warrants

On May 24, 2009, warrants of 42,000 shares of common stock with an exercise price of \$19.75 expired and no warrants remain outstanding.

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 13 - LONG-TERM DEBT, NOTES PAYABLE AND CAPITAL LEASES

Long-term debt, notes payable and capital leases consist of the following:

	June 30,	
	-----	-----
	2010	2009
	-----	-----

Capital lease requiring monthly payments of \$13,623,

Edgar Filing: FONAR CORP - Form PRE 14A

including interest at a rate of 10.51% per annum through July 2010. The lease was restructured in July 2008, requiring twelve monthly payments of \$6,923 followed by 31 monthly payments of \$9,585 through January 2012, including interest at a rate of 11.82%. The lease is collateralized by the related equipment. \$ 181,033 \$ 254,989

Notes payable of \$580,000 entered into in order to pay back a customer deposit of \$580,000 requiring aggregate monthly payments of \$20,106, including interest at a rate of 15% per annum through June 2013. Amount due to a related party is \$80,000. 580,000 -

Note payable requiring monthly payments of interest at a rate of 7% until May 2009 followed by 240 monthly payments of \$4,472 through October 2026. The loan is collateralized by the related building. 519,203 535,684

Note payable requiring monthly payments of \$12,150, including interest at a rate of 5% per annum through August 2014 and a final payment of \$5,091 in September 2014. 659,992 -

Note payable requiring monthly payments of \$8,325, including interest at a rate of 10% per annum through April 2012. The loan is from a related party. 160,176 239,685

Other (including capital leases for property and equipment). 205,830 246,032

	2,306,234	1,276,390
Less: Current portion	667,271	357,003
	\$ 1,638,963	\$ 919,387

FONAR CORPORATION AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 JUNE 30, 2010

NOTE 13 - LONG-TERM DEBT, NOTES PAYABLE AND CAPITAL LEASES (Continued)

The maturities of long-term debt over the next five years and thereafter are as follows:

Years Ending June 30, -----	
2011	\$ 667,271
2012	492,371
2013	370,412
2014	250,686
2015	89,815
Thereafter	435,679

	\$ 2,306,234
	=====

NOTE 14 - INCOME TAXES

Edgar Filing: FONAR CORP - Form PRE 14A

Effective January 1, 2007, the Company adopted the provisions of ASC topic 740 (formerly FASB Interpretation No. 48/FASB Statement No. 109, "Accounting for Uncertainty in Income Taxes"). ASC topic 740 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a corporate tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. Differences between tax positions taken or expected to be taken in a tax return and the benefit recognized and measured pursuant to the interpretation are referred to as "unrecognized benefits". A liability is recognized (or amount of net operating loss carryforward or amount of tax refundable is reduced) for an unrecognized tax benefit because it represents an enterprise's potential future obligation to the taxing authority for a tax position that was not recognized as a result of applying the provisions of ASC topic 740.

In accordance with ASC topic 740, interest costs related to unrecognized tax benefits are required to be calculated (if applicable) and would be classified as "Interest expense, net". Penalties if incurred would be recognized as a component of "Selling, general and administrative" expenses.

The Company files corporate income tax returns in the United States (federal) and in various state and local jurisdictions. In most instances, the Company is no longer subject to federal, state and local income tax examinations by tax authorities for years prior to 2005.

Upon the adoption and as of June 30, 2010, no liability for unrecognized tax benefits was required to be recorded. The Company does not expect its unrecognized tax benefit position to change during the next 12 months.

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 14 - INCOME TAXES (Continued)

The Company recognized a deferred tax asset of \$757,525 and a deferred tax liability of \$757,525 as of June 30, 2010, primarily relating to net operating loss carryforwards of approximately \$166,360,000 available to offset future taxable income through 2030. The net operating losses begin to expire in 2012 for federal tax purposes and in 2012 for state income tax purposes.

The ultimate realization of deferred tax assets is dependent on the generation of future taxable income during the periods in which those temporary differences become deductible. The Company considers projected future taxable income and tax planning strategies in making this assessment. At present, the Company does not have a sufficient history of income to conclude that it is more-likely-than-not that the Company will be able to realize all of its tax benefits in the near future and therefore a valuation allowance was established for the full value of the deferred tax asset.

A valuation allowance will be maintained until sufficient positive evidence exists to support the reversal of any portion or all of the valuation. Should the Company become profitable in future periods with supportable trends, the valuation allowance will be reversed accordingly.

Components of the current provision (benefit from) for income taxes are as follows:

Years Ended June 30,

Edgar Filing: FONAR CORP - Form PRE 14A

	2010	2009
	-----	-----
Current:		
Federal	\$ -	\$ -
State	-	35,931
	-----	-----
	\$ -	\$ 35,931
	=====	=====

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 14 - INCOME TAXES (Continued)

A reconciliation of the federal statutory income tax rate to the Company's effective tax rate as reported is as follows:

	Years Ended June 30,	
	-----	-----
	2010	2009
	-----	-----
Taxes at federal statutory Rate	(34.0)%	34.0%
State and local income Taxes (benefit), net of Federal benefit		
Permanent differences (Decrease)	(6.0)	6.0
increase in the valuation	1.1	4.1
allowance and true ups	38.9	(41.0)
	-----	-----
Effective income tax rate	0.0%	3.1%
	=====	=====

As of June 30, 2010, the Company has net operating loss ("NOL") carryforwards of approximately \$166,360,000 that will be available to offset future taxable income. The utilization of certain of the NOLs is limited by separate return limitation year rules pursuant to Section 1502 of the Internal Revenue Code. The expiration dates of NOL carryforwards are as follows:

June 30,	

2012	\$ 3,953,000
2013	845,000
2019	15,801,000
2020	18,718,000
2021	19,657,000
2022	19,667,000
2023	16,114,000
2024	9,257,000
2025	44,000
2026	27,001,000
2027	22,706,000
2028	10,710,000
2030	1,887,000

	\$166,360,000
	=====

Edgar Filing: FONAR CORP - Form PRE 14A

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2010

NOTE 14 - INCOME TAXES (Continued)

The Company has, for federal income tax purposes, research and development tax credit carryforwards aggregating \$4,078,750, which are accounted for under the flow-through method. The tax credit carryforwards expire as follows:

June 30, -----	
2012	\$ 70,145
2013	402,590
2019	432,195
2020	378,193
2021	448,221
2022	441,865
2023	444,970
2024	440,499
2025	285,564
2026	245,053
2027	62,208
2028	290,090
2029	117,808
2030	19,349

	\$4,078,750
	=====

In addition, for New York State income tax purposes, the Company has tax credit carryforwards, aggregating approximately \$1,098,000, which are accounted for under the flow-through method. The tax credit carryforwards expire during the years ending June 30, 2012 to June 30, 2030.

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2010

NOTE 14 - INCOME TAXES (Continued)

Significant components of the Company's deferred tax assets and liabilities at June 30, 2010 and 2009 are as follows:

	June 30, -----	
	2010	2009
	-----	-----
Deferred tax assets:		
Allowance for doubtful accounts	\$ 4,453,601	\$ 4,111,445
Non-deductible accruals	227,547	233,338
Net operating carryforwards	66,544,239	65,789,317
Tax credits	5,177,209	5,176,360
Inventory capitalization for tax purposes	-	39,320
Property and equipment and depreciation	1,456,302	1,315,706
Other	-	3,600

Edgar Filing: FONAR CORP - Form PRE 14A

	-----	-----
	77,858,898	76,669,086
Valuation allowance	(77,101,373)	(75,792,218)
Net deferred tax assets	-----	-----
	757,525	876,868
Deferred tax liabilities:	-----	-----
Capitalized software development Costs	(757,525)	(876,868)
Gross deferred tax liabilities	-----	-----
	(757,525)	(876,868)
Net deferred tax liabilities	-----	-----
	\$ -	\$ -
	=====	=====

The net change in the valuation allowance for deferred tax assets increased by approximately \$1,309,000 during the year ended June 30, 2010 and decreased by approximately \$120,000 during the year ended June 30, 2009.

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 15 - OTHER CURRENT LIABILITIES

Included in other current liabilities are the following:

	June 30,	
	-----	-----
	2010	2009
	-----	-----
Royalties	\$ -	\$ 622,780
Accrued salaries, commissions and payroll taxes	637,856	882,038
Accrued interest	991,795	901,286
Litigation accruals	193,349	193,349
Sales tax payable	2,597,352	2,433,773
Legal and other professional fees	736,622	674,501
Accounting fees	474,590	480,000
Insurance premiums	45,989	30,336
Penalty - Sales tax	817,353	682,500
Penalty - 401k plan	250,000	250,000
Purchase scanners	390,000	440,000
Rent	356,247	287,409
Other	573,916	582,070
	-----	-----
	\$ 8,065,069	\$ 8,460,042
	=====	=====

NOTE 16 - COMMITMENTS AND CONTINGENCIES

Leases

The Company rents its operating facilities and certain equipment, pursuant to

Edgar Filing: FONAR CORP - Form PRE 14A

operating lease agreements expiring at various dates through March 2016. The leases for certain facilities contain escalation clauses relating to increases in real property taxes as well as certain maintenance costs.

In March 2008, HMCA entered into a sub-lease agreement with a third party. The sub-lease agreement expired on April 30, 2009. Rental income under the sub-lease agreement for the year ended June 30, 2009 amounted to \$131,724. The rental income is included in the consolidated statements of operations under costs related to management and other fees - unrelated medical practices.

FONAR CORPORATION AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 JUNE 30, 2010

NOTE 16 - COMMITMENTS AND CONTINGENCIES (Continued)

Future minimum operating lease commitments consisted of the following at June 30, 2010:

Year Ending June 30, -----	Facilities And Equipment (Operating Lease) -----
2011	\$ 2,115,057
2012	2,190,401
2013	2,200,164
2014	1,657,153
2015	1,443,857
Thereafter	1,096,807
Total minimum obligations	----- \$10,703,439 =====

Rent expense for operating leases approximated \$2,162,000 and \$1,796,000 for the years ended June 30, 2010 and 2009, respectively.

License Agreements

The Company had a license agreement, which required the Company to pay a royalty on the Company's future sales of certain MRI imaging apparatus. The licensor claimed that the Company breached its contract and was owed certain amounts under this agreement. During September 2009, the Company entered into an understanding regarding this matter with the licensor. On February 12, 2010, the Company signed a settlement agreement and release with this licensor in which the Company will pay \$711,448. The Company has agreed to pay this amount plus 5% interest over a term beginning February 2010 to September 2014. The first payment in February 2010 was in the amount of \$15,000 and then beginning in March 2010 the monthly payment amount is \$12,150 with a final payment of \$5,091 payable September 2014.

In July 2000, the Company entered into a non-exclusive sales representative agreement with an unrelated third party. The agreement requires the third party to sell at least two Fonar MRI scanners or if it does not, pay an amount equal to the Company's gross margin on the unsold MRI scanners. The Company received the gross margin payment on one scanner of \$585,493 in November 2008 and applied a previously received deposit for two other gross margin payments for a total of

Edgar Filing: FONAR CORP - Form PRE 14A

\$1,755,493 which was included in revenue for the year ended June 30, 2009. The Company received the last gross margin payment of \$585,493 in July 2009, which has been included in revenue for the year ended June 30, 2010. As of April 2009, this agreement has expired.

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 16 - COMMITMENTS AND CONTINGENCIES (Continued)

Employee Benefit Plans

The Company has a non-contributory 401(k) Plan (the "401(k) Plan"). The 401(k) Plan covers all non-union employees who are at least 21 years of age with no minimum service requirements. There were no employer contributions to the Plan for the years ended June 30, 2010 and 2009. (see Other Matters below)

The stockholders of the Company approved the 2000 Employee Stock Purchase Plan ("ESPP") at the Company's annual stockholders' meeting in April 2000. The ESPP provides for eligible employees to acquire common stock of the Company at a discount, not to exceed 15%. This plan has not been put into effect as of June 30, 2010.

Litigation

On or about June 30, 2010, one of the Company's customers, Golden Triangle Company, commenced an action against the Company and certain individual defendants employed or formerly employed by the Company, in the United States District Court for the Eastern District of New York based on the alleged wrongful failure of the Company to deliver a scanner in Kuwait. The claim alleges various causes of action including breach of contract, fraud, conspiracy to defraud and conversion. Golden Triangle Company v. Fonar Corporation et al, CV10-2933. The plaintiff seeks relief in the amount of \$5,000,000. The Company believes that the plaintiff's claims are without merit and is seeking to make a motion to dismiss the complaint. However, there is no assurance that the resolution of this action will not materially and adversely affect the Company's business, financial position and results of operations or cash flows.

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 16 - COMMITMENTS AND CONTINGENCIES (Continued)

Litigation (Continued)

In addition, the Company is party to five additional less significant actions in which the customers are seeking to obtain a return of their deposits for MRI scanners. EAB Leasing Corp et al v. Farolan, District Court of Hidalgo County, Texas (\$169,500), Upright MRI of Chicago, LLC v. Fonar, Circuit Court of Cook County, Illinois (\$310,000), Matt Malek Madison v. Fonar, U.S. District Court, Northern District of California (\$300,000), Jack Shapiro v. Fonar Corporation, Supreme Court, Nassau County, New York (\$500,000 although the actual deposit was

Edgar Filing: FONAR CORP - Form PRE 14A

\$323,000), and Anchorage Neurological Associates, Inc., Superior Court of Alaska, Third Judicial District at Anchorage (\$155,000). The Company's down payments are generally non-refundable, but in some instances, where specified conditions are met, the Company will refund a down payment. In the Farolan case, the Court granted the Company's motion for summary judgment, but the plaintiff is pursuing additional proceedings. In the Upright MRI of Chicago case, the down payment was specifically stated to be non-refundable and the case is proceeding. In the Madison case, the Court recently granted summary judgment to Madison for the deposit and prejudgment interest. The Company strongly disagree with the decision and are considering our options. In the Shapiro case, Shapiro, who was also a sales representative for the Company, and the Company is attempting to negotiate a settlement. In the Anchorage Neurological case, which was commenced on October 7, 2010, the Company had agreed to refund the \$155,000 down payment if the plaintiff were unable to negotiate a satisfactory lease with its current landlord to accommodate the MRI scanner, Anchorage demanded the down payment, but declined to provide any specifics concerning the matter. However, there is no assurance that the resolution of these actions will not materially and adversely affect the company's business, financial position and results of operations or cash flows.

In addition, the Company is subject to various other legal proceedings and claims arising from the ordinary course of its business, including personal injury, customer contract and employment claims. In the opinion of management, the aggregate liability, if any, with respect to such actions, will not have a material adverse effect on the consolidated financial position or results of operations of the Company.

Stipulation Agreements

The Company has entered into stipulation agreements with a number of its creditors that in the aggregate totals \$430,289 as of June 30, 2010. The monthly payments total \$46,193.

The amounts to be paid over the next two years are as follows:

Year Ending June 30, -----	
2011	\$ 367,667
2012	62,622

	\$ 430,289
	=====

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2010

NOTE 16 - COMMITMENTS AND CONTINGENCIES (Continued)

NASDAQ Notice of Non-compliance

The Company's stockholder's deficiency was \$5.8 million as of June 30, 2010 and has a net loss of \$3.0 for the year ended June 30, 2010. As a result of the Company's failure to meet the minimum stockholders equity and net income requirements of \$2.5 million and \$500,000, respectively. NASDAQ could delist the Company's common stock from the NASDAQ small cap exchange.

Edgar Filing: FONAR CORP - Form PRE 14A

Other Matters

In March 2007, the Company and New York State taxing authorities conducted a conference to discuss a sales tax matter to determine if certain sales transactions are subject to sales tax withholdings. In fiscal 2007, the Company recorded a provision of \$250,000 to cover any potential tax liability including interest. This matter was settled in May of 2009 with no payment required by the Company. The Company reversed the accrual for this matter in the quarter ended June 30, 2009.

The Company is also delinquent in filing sales tax returns for certain states, for which the Company has transacted business. The Company has recorded tax obligations of \$2,202,000 plus interest and penalties of approximately \$1,687,000. The Company is in the process of determining its regulatory requirements in order to become compliant.

The Company has determined they may not be in compliance with the Department of Labor and Internal Revenue Service regulations concerning the requirements to file Form 5500 to report activity of its 401K Employee Benefit Plan. The filings do not require the Company to pay tax, however they may be subject to penalty for non-compliance. The Company has recorded provisions for any potential penalties totaling \$250,000. The amount is the Company's best estimate of potential penalties. Management is unable to determine the outcome of this uncertainty. The Company has engaged outside counsel to handle such matters to determine the necessary requirements to ensure compliance. Such non-compliance could impact the eligibility of the plan.

FONAR CORPORATION AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 JUNE 30, 2010

NOTE 17 - OTHER INCOME

Other income consists of:

	For the Years Ended June 30,	
	2010	2009
	-----	-----
Income (loss) from investment	\$ 14,982	\$ (129,228)
Litigation settlement	33,147	(17,500)
Other (expense) income	(2,455)	546,390
	-----	-----
	\$ 45,674	\$ 399,662
	=====	=====

NOTE 18 - SUPPLEMENTAL CASH FLOW INFORMATION

During the years ended June 30, 2010 and 2009, the Company paid \$195,269 and \$308,332 for interest, respectively. During the years ended June 30, 2010 and 2009, the Company paid \$0 and \$35,931 for income taxes, respectively.

NOTE 19 - DUE TO RELATED MEDICAL PRACTICES

Edgar Filing: FONAR CORP - Form PRE 14A

In June 2009, an entity owned by the Company's Chairman of the Board, Tallahassee Scanning Services PA, sold its Upright MRI scanning system to the Company for \$550,000 in exchange for 35 monthly payments of \$18,769 to be made over a three year period, commencing October 18, 2009 including interest at a rate of 10.41% per annum. The Company used this scanning system to fulfill a sales order with an unrelated customer. The balance of as of June 30, 2010 and 2009 was \$435,179 and \$550,000, respectively.

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2010

NOTE 20 - SEGMENT AND RELATED INFORMATION

The Company provides segment data in accordance with the provisions of ASC topic 280, "Disclosures About Segments of an Enterprise and Related Information".

The Company operates in two industry segments - manufacturing and the servicing of medical equipment and management of diagnostic imaging services.

The accounting policies of the segments are the same as those described in the summary of significant accounting policies. All intersegment sales are market-based. The Company evaluates performance based on income or loss from operations.

Summarized financial information concerning the Company's reportable segments is shown in the following table:

	FONAR Medical Equipment	Management of Diagnostic Imaging Centers	Totals
	-----	-----	-----
Fiscal 2010:			

Net revenues from external customers	\$ 20,726,727	\$ 11,088,828	\$ 31,815,555
Intersegment net revenues	\$ 930,000	\$ -	\$ 930,000
Loss from operations	\$ (1,121,696)	\$ (1,459,034)	\$ (2,580,730)
Depreciation and amortization	\$ 915,344	\$ 529,721	\$ 1,445,065
Compensatory element of stock issuances	\$ 99,270	\$ -	\$ 99,270
Total identifiable assets	\$ 14,695,150	\$ 6,933,695	\$ 21,628,845
Capital expenditures	\$ 401,310	\$ 22,524	\$ 423,834
Fiscal 2009:			

Net revenues from external customers	\$ 29,468,501	\$ 10,253,932	\$ 39,722,433
Intersegment net revenues	\$ 999,167	\$ -	\$ 999,167
Income (loss) from operations	\$ 27,484	\$ (731,421)	\$ (703,937)
Depreciation and amortization	\$ 1,106,230	\$ 673,596	\$ 1,779,826
Compensatory element of stock issuances	\$ 4,061	\$ -	\$ 4,061
Total identifiable assets	\$ 17,302,361	\$ 11,056,854	\$ 28,359,215
Capital expenditures	\$ 826,938	\$ 24,145	\$ 851,083

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Edgar Filing: FONAR CORP - Form PRE 14A

JUNE 30, 2010

NOTE 20 - SEGMENT AND RELATED INFORMATION (Continued)

Export Product Sales

The Company's areas of operations are principally in the United States. The Company had export sales of medical equipment amounting to 32.4% and 25.4% of product sales revenues to third parties for the years ended June 30, 2010 and 2009, respectively.

The foreign product sales, as a percentage of product sales to unrelated parties, were made to customers in the following countries:

	For the Years Ended June 30,	
	2010	2009
	-----	-----
Kuwait	(0.5)%	(0.5)%
Holland	8.3	3.4
Germany	(0.4)	7.2
Greece	8.3	(0.4)
Canada	(0.1)	8.7
Australia	-	7.0
Puerto Rico	0.4	-
Libya	16.4	-
	-----	-----
	32.4%	25.4%
	=====	=====

Foreign Service and Repair Fees

The Company's areas of service and repair are principally in the United States. The Company had foreign revenues of service and repair of medical equipment amounting to 7.8% and 8.1% of consolidated net service and repair fees for the years ended June 30, 2010 and 2009, respectively. The foreign service and repair fees, as a percentage of total service and repair fees, were provided principally to the following countries:

	For the Years Ended June 30,	
	2010	2009
	-----	-----
Spain	1.6%	1.7%
Puerto Rico	1.1	1.0
Switzerland	(0.1)	0.9
Germany	0.4	0.0
England	2.0	2.1
Holland	1.3	1.3
Scotland	1.0	1.0
Canada	0.5	0.1
	-----	-----
	7.8%	8.1%
	=====	=====

The Company does not have any material assets outside of the United States.

Edgar Filing: FONAR CORP - Form PRE 14A

JUNE 30, 2010

NOTE 21 - SALE OF CONSOLIDATED SUBSIDIARY AND INVESTMENT

Sale of Consolidated Subsidiary

On September 30, 2008, the Company sold its 92.3% interest (to a related party) in an entity that provided management services to a diagnostic center in Bensonhurst, NY. The Company continues to manage other diagnostic centers in the New York region.

The related third party purchased all assets and assumed all liabilities of the diagnostic center, which included cash, the management fee receivable, furniture and fixtures and other miscellaneous assets. The purchase price for the 92.3% interest was \$2,307,500, all of which was paid in cash at the time of closing.

The following is the calculation of the gain on sale of the 92.3% interest in a consolidated subsidiary:

Selling Price - Net cash paid:	\$ 2,307,500
Assets and liabilities sold:	
Cash	\$ 14,487
Management fee receivable -net	917,406
Property and equipment - net	733
Other assets	34,245
Accounts payable	(16,412)
Minority interest	(91,155)

Subtotal	\$859,304
 Gain on sale of consolidated subsidiary	 \$ 1,448,196 =====

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010

NOTE 22 - QUARTERLY FINANCIAL DATA (UNAUDITED)

(000's omitted, except per share data)

	For the Quarters Ended				
	Sept. 30, 2009	Dec. 31, 2009	March 31, 2010	June 30, 2010	Total
	-----	-----	-----	-----	-----
Total Revenues - Net	\$ 7,491	\$ 8,213	\$ 7,514	\$ 8,598	\$31,816
Total Costs and Expenses	8,913	9,480	7,489	8,514	34,396
Net (Loss) Income	(1,741)	(1,292)	(8)	28	(3,013)
Basic Net (Loss) Income Per Share	\$ (0.35)	\$ (0.26)	\$ (0.00)	\$ 0.01	\$ (0.61)

	For the Quarters Ended			
	Sept. 30,	Dec. 31,	March 31,	June 30,
	-----	-----	-----	-----

Edgar Filing: FONAR CORP - Form PRE 14A

	2008	2008	2009	2009	Total
	-----	-----	-----	-----	-----
Total Revenues - Net	\$ 6,784	\$11,290	\$ 11,256	\$10,392	\$39,722
Total Costs and Expenses	8,632	10,589	10,494	10,711	40,426
Net (Loss) Income	(450)	781	730	60	1,121
Basic and Diluted Net Loss					
Per Share	\$ (0.09)	\$ 0.16	\$ 0.14	\$ 0.01	\$ 0.21

Income (loss) per share from operations for each quarter was computed independently using the weighted-average number of shares outstanding during the quarter. However, income (loss) per share for the year was computed using the weighted-average number of shares outstanding during the year. As a result, the sum of the income (loss) per share for the four quarters may not equal the full year income (loss) per share.

FONAR CORPORATION AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 JUNE 30, 2010

NOTE 23 - ALLOWANCE FOR DOUBTFUL ACCOUNTS

The following represents a summary of allowance for doubtful accounts for the years ended June 30, 2010 and 2009, respectively:

Description	Balance June 30, 2009	Additions	Deductions	Balance June 30, 2010
-----	-----	-----	-----	-----
Receivables from equipment				
sales and service contracts	\$ 2,393,326	(1) \$300,000	\$404,277	\$2,289,049
Management fee receivable	5,093,345	(1) 715,000	-	5,808,345
Management fee receivable from				
related medical practices	1,094,818	(1) 35,000	-	1,129,818
Medical receivables	1,343,500	(1) 278,500		1,622,000
Advance and notes to				
related parties	264,791	-	-	264,791
Notes receivable	65,000	(1) 50,000		115,000

Description	Balance June 30, 2008	Additions	Deductions	Balance June 30, 2009
-----	-----	-----	-----	-----
Receivables from equipment				
sales and service contracts	\$ 2,020,208	(1) \$441,951	\$ 68,833	\$2,393,326
Management fee receivable	3,958,733	(1)1,185,000	50,388	5,093,345
Management fee receivable from				
related medical practices	2,413,483	(1) (915,000)	403,665	1,094,818
Medical receivables	769,000	(1) 574,500	-	1,343,500
Advance and notes to				
related parties	264,791	-	-	264,791
Note receivable	65,000	-	-	65,000

(1) Included in provision for bad debts.

NOTE 24 - SUBSEQUENT EVENTS

The Company evaluates events that have occurred after the balance sheet date, but before the consolidated financial statements are issued.

Edgar Filing: FONAR CORP - Form PRE 14A

The Company amended its certificate of incorporation decreasing the number of authorized shares of Common Stock from 30,000,000 to 8,500,000, Class B Common Stock from 800,000 to 227,000, Class C Common Stock from 2,000,000 to 567,000, Class A Non-voting Preferred Stock from 1,600,000 to 453,000 and Preferred Stock from 2,000,000 to 567,000.

During the period from July 1, 2010 through September 30, 2010, the Company has issued 126,608 shares of common stock to employees and consultants as compensation valued at \$188,060 under the 2010 Stock Bonus Plan.

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

There have been no disagreements with our independent registered public accounting firm or other matters requiring disclosure under Regulation S-K, Item 304(b).

ITEM 9A(T). CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Disclosure controls and procedures (as defined in Rule 13(a) - 15(e)) are controls and other procedures that are designed to ensure that information required to be disclosed by a public company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a public company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Disclosure controls and procedures include many aspects of internal control over financial reporting.

Based on their evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective at June 30, 2010.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Exchange Act. Internal control over financial reporting refers to a process designed by, or under the supervision of, our Chief Executive Officer and Chief Financial Officer and effected by our Board, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, including those policies and procedures that:

pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;

provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are

Edgar Filing: FONAR CORP - Form PRE 14A

being made only in accordance with authorizations of our management and directors; and

provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our consolidated financial statements.

It should be noted, however, that because of its inherent limitations, internal control over financial reporting cannot provide absolute assurance of the prevention or detection of misstatements. In addition, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In connection with the preparation of this Annual Report on Form 10-K for the year ended June 30, 2010, management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures and internal controls over financial reporting, pursuant to Rule 13a-15 under the Exchange Act, based on criteria for effective internal control over financial reporting described in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on their evaluation, our Chief Executive Officer and Financial Officer have concluded that our internal control over financial reporting was effective as of June 30, 2010.

This Annual Report on Form 10-K does not include an attestation report of Marcum LLP, our independent registered public accounting firm, regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the SEC that permit us to provide only management's report on this Annual Report on Form 10-K.

There was no changes in our internal controls or in other factors that could significantly affect these controls, during our fourth quarter ended June 30, 2010, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT.

Directors serve from the date of their election until the next annual meeting of stockholders and until their successors are elected and qualify. With the exception of Dr. Raymond V. Damadian, who does not receive any fees for serving as a director, each director receives \$20,000 per annum for his or her service as a director. Officers serve at the discretion of the Board of Directors.

A majority of our board of directors is composed of independent directors: Robert J. Janoff, Charles N. O'Data and Robert Djerejian. These three individuals also serve as the three members of the audit committee, which is a standing committee of board of directors having a charter describing its responsibilities. Mr. O'Data has been designated as the audit committee financial expert. His relevant experience is described in his biographical information. We have adopted a code of ethics applicable to, among other personnel, our principal executive officer, principal financial officer, controllers and persons performing similar functions. The code is designed to deter wrongdoing and to promote: 1. honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; 2. full, fair, accurate, timely and understandable disclosure in reports and documents that we file or submit to the

Edgar Filing: FONAR CORP - Form PRE 14A

Securities and Exchange Commission and in other public communications we make; 3. compliance with applicable governmental laws, rules and regulations; 4. the prompt internal reporting of violations of the code to an appropriate person or persons identified in the code and 5. accountability for adherence to the code. We will provide a copy of the code to any person who requests a copy. A person may request a copy by writing to Fonar Corporation, 110 Marcus Drive, Melville, New York 11747, to the attention of the Legal Department or Investor Relations.

The officers and directors of the Company are set forth below:

Raymond V. Damadian, M.D.	74	President, Treasurer, Chairman of the Board and a Director
Claudette J.V. Chan	72	Director and Secretary
Robert J. Janoff	83	Director
Charles N. O'Data	74	Director
Robert Djerejian	79	Director

Raymond V. Damadian, M.D. has been the Chairman of the Board and President of Fonar since its inception in 1978 and Treasurer since February, 2001. Dr. Damadian was employed by the State University of New York, Downstate Medical Center, New York, as an Associate Professor of Biophysics and Associate Professor of Internal Medicine from 1967 until September 1979. Dr. Damadian received an M.D. degree in 1960 from Albert Einstein College of Medicine, New York, and a B.S. degree in mathematics from the University of Wisconsin in 1956. In addition, Dr. Damadian conducted post-graduate work at Harvard University, where he studied extensively in the fields of physics, mathematics and electronics. Dr. Damadian is the author of numerous articles and books on the nuclear magnetic resonance effect in human tissue, which is the theoretical basis for the Fonar MRI scanners. Dr. Damadian is a 1988 recipient of the National Medal of Technology and in 1989 was inducted into the National Inventors Hall of Fame, for his contributions in conceiving and developing the application of magnetic resonance technology to medical applications including whole body scanning and diagnostic imaging. Dr. Damadian is the President, Treasurer and director of HMCA.

Claudette J.V. Chan has been a Director of Fonar since October 1987 and Secretary of Fonar since January 2008. Mrs. Chan was employed from 1992 through 1997 by Raymond V. Damadian, M.D. MR Scanning Centers Management Company and since 1997 by HMCA, as "site inspector," in which capacity she is responsible for supervising and implementing standard procedures and policies for MRI scanning centers. From 1989 to 1994 Mrs. Chan was employed by St. Matthew's and St. Timothy's Neighborhood Center, Inc., as the director of volunteers in the "Meals on Wheels" program, a program which cares for the elderly. In approximately 1983, Mrs. Chan formed the Claudette Penot Collection, a retail mail-order business specializing in women's apparel and gifts, of which she was the President until she stopped operating the business in approximately 1989. Mrs. Chan practiced and taught in the field of nursing until 1973, when her son was born. She received a bachelor of science degree in nursing from Cornell University in 1960. Mrs. Chan is the sister of Raymond V. Damadian.

Robert J. Janoff has been a Director of Fonar since February 1989. Mr. Janoff has been a self-employed New York State licensed private investigator for more than thirty-five years and was a Senior Adjustor in Empire Insurance Group for more than 15 years until retiring from that position on July 1, 1997. Mr. Janoff also served, from June 1985 to June 1991, as President of Action Data Management Strategies, Ltd., a supplier of computer programs for use by insurance

Edgar Filing: FONAR CORP - Form PRE 14A

companies. Mr. Janoff was a member of the Board of Directors of Harmony Heights of Oyster Bay, New York for over 25 years, which is a nonprofit residential school for girls with learning disabilities.

Charles N. O'Data has been a Director of Fonar since February 1998. From 1968 to 1997, Mr. O'Data was the Vice President for Development for Geneva College, a liberal arts college located in western Pennsylvania. In that capacity, he acted as the College's chief investment officer. His responsibilities included management of the College's endowment fund and fund raising. In July 1997, Mr. O'Data retired from Geneva College after 36 years of service to assume a position of National Sales Executive for SC Johnson Company's Professional Markets Group, a unit of SC Johnson Wax, and specialized in healthcare and education sales, a position he held until the spring of 1999. In his capacity with SC Johnson he was responsible for sales to the nation's three largest Group Purchasing Organizations which included some 4,000 hospitals. Mr. O'Data presently acts as an independent financial consultant to various entities. Mr. O'Data served on the board of the Medical Center, Beaver, Pennsylvania, now a part of Heritage Valley Health System, a 500 bed acute care facility, for 22 years, three as its Chair. Mr. O'Data also served on the board of the Hospital Council of Western Pennsylvania, a shared-services and group purchasing organization covering seven states. He founded The Beaver County Foundation, a Community Foundation, in 1992, and serves as its President. Mr. O'Data is listed as a finance associate in the Middle States Association, Commission on Higher Education. The commission is the formal accrediting body for higher education in the eastern region of the country. In this capacity he evaluates the financial aspects of educational organizations. Mr. O'Data is a graduate of Geneva College, where he received a B.S. degree in Economics in 1958.

Robert Djerejian has been a Director for Fonar since June 2002. Since 1996 he has served as a senior consultant for Haines, Lundberg & Waehler International (HLW International), an architectural, engineering, planning interior design firm, which among other hi-tech specialties designs hospitals and laboratories. Prior to that time he was the Senior Managing Partner of HLW International for a period of 22 years where he received numerous design awards including the National Honor Award from the Endowment for the Arts and The Design Excellence Award from the NY Society of the American Institute of Architects. During his management of the firm he brought the firm to international prominence with offices in London, Shanghai and Saudi Arabia. He currently consults to private clientele in design management in planning, design and construction services. Mr. Djerejian is an Emeritus member of the Board of Trustees of Pratt Institute since 1992, where he chaired the Nominations Committee and was the Vice Chairman of the Executive Committee. He served as a Board Member coordinating the joint venture of Corcoran College of Art & Design in Washington DC with Pratt Institute as one of the founding directors forming the Delaware College of Art and Design. He is a member of the American Institute of Architects and the NY Society of Architects. Mr. Djerejian is a graduate of Pratt Institute School of Architecture, where he received his B.A. in Architecture in 1955.

ITEM 11. EXECUTIVE COMPENSATION.

With the exception of the Chief Executive Officer, the compensation of the Company's executive officers is based on a combination of salary and bonuses based on performance. The Chief Executive Officer's compensation consists of a salary.

The Chief Executive Officer's salary varies only slightly and is by his own decision relatively low. It is not expected to increase materially in the near future. At such time as we become consistently and sufficiently profitable or there is a reconsideration of our compensation policy, the compensation payable to the Chief Executive Officer may be reconsidered. As presently existing, the

Edgar Filing: FONAR CORP - Form PRE 14A

Chief Executive Officer's compensation package includes no understandings with respect to bonuses, options or other incentives; as such, it is not subject to our general policy later discussed.

The Board of Directors does not have a compensation Committee. Dr. Raymond V. Damadian, President, Chief Executive Officer and Chairman of the Board, controls over 50% of the voting power of our capital stock. Dr. Damadian is the only executive officer who is a member of the Board of Directors. Dr. Damadian participates in the determination of executive compensation for our officers.

The Board of Directors has established an audit committee. The members of the committee are Robert J. Janoff, Charles N. O'Data and Robert Djerejian.

Our compensation policy includes a combination of salary, commissions, bonuses, stock bonuses and stock options, designed to incentivize our employees. There is no universal plan applicable to all of our employees. The fixed and variable components of our employees' compensation tend to be individualized, based on a combination of the employees' performance, responsibilities and position, our assessment of how best to motivate a person in such a position and the needs and preferences of the particular employees, as negotiated between employees and their supervisors or management.

There is set forth in the following Summary Compensation Table the compensation provided by us during fiscal 2010 to our Principal Executive Officer, who also serves as our acting Principal Financial Officer. There is set forth in the following Outstanding Equity Awards Table and Director Compensation Table the required information.

I. SUMMARY COMPENSATION TABLE

Name and All Other Principal Position (a)	Year (b)	Salary (\$) (c)	Bonus (\$) (d)	All Other Compensation (\$) (i)	Total Compensation (\$) (j)
Raymond V.	2010	\$57,358.12	-	-	\$57,358.12
Damadian,	2009	\$72,285.12	-	-	\$72,285.12
PEO/ PFO	2008	\$90,087.83	-	-	\$90,087.83

II. OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

Name	Number Of Securities Underlying Unexercised Options (#) Exercisable (a)	Option Exercise Price (\$) (b)	Option Expiration Date (c)
Raymond V. Damadian, PEO/PFO	463	28.125	12/26/10

Edgar Filing: FONAR CORP - Form PRE 14A

III. DIRECTOR COMPENSATION

Name (a)	Fees Earned Or Paid in Cash (\$) (b)	Total (\$) (c)
Raymond V. Damadian	0	0
Claudette J.V. Chan	\$20,160.00	\$20,160.00
Robert J. Janoff	\$20,000.24	\$20,000.24
Charles N. O'Data	\$20,000.24	\$20,000.24
Robert Djerejian	\$19,999.98	\$19,999.98

EMPLOYEE COMPENSATION PLANS

Equity Compensation Plan Information as of June 30, 2010

Plan category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average exercise price of outstanding options, warrants and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	68,234	\$ 29.63	130,943
Equity compensation plans not approved by security holders	-	N/A	-
	-	-	-
Total	68,234	29.63	130,943

Fonar's 1997 Nonstatutory Stock Option Plan, adopted on May 9, 1997 terminated on May 8, 2007. Of the options granted under this plan, 52,672 remain outstanding.

Fonar's 2002 Incentive Stock Option Plan, adopted on July 1, 2002, is intended to qualify as an incentive stock option plan under Section 422A of the Internal Revenue Code of 1954, as amended. The 2002 Incentive Stock Option Plan permits the issuance of stock options covering an aggregate of 100,000 shares of Common Stock of Fonar. The options have an exercise price equal to the fair market value of the underlying stock on the date the option is granted, are nontransferable, are exercisable for a period not exceeding ten years and expire upon the voluntary termination of employment. The 2002 Stock Option Plan will terminate on June 30, 2012. As of June 30, 2010, options to purchase 50,943

Edgar Filing: FONAR CORP - Form PRE 14A

shares of Common Stock of Fonar were available for future grant under the plan. Of the options granted under this plan 15,562 remain outstanding.

Fonar's 2005 Incentive Stock Option Plan, adopted on February 15, 2005, is intended to qualify as an incentive stock option plan under Section 422A of the Internal Revenue code of 1954, as amended. The Plan permits the issuance of stock options covering an aggregate of 80,000 shares of common stock of Fonar. The options have an exercise price equal to the fair market value of the underlying stock on the date the option is granted, are non-transferable, are exercisable for a period not exceeding ten years, and expire upon the voluntary termination of employment. The Plan will terminate on February 14, 2015. As of June 30, 2010, 80,000 shares of common stock of Fonar were available for future grant under this plan.

Fonar adopted its 2007 Stock Bonus Plan, on August 7, 2007. This Plan permits Fonar to issue an aggregate of 100,000 shares of common stock of Fonar as bonus or compensation. As of June 30, 2010, 0 shares were available for issuance.

Fonar adopted its 2010 Stock Bonus Plan, on June 28, 2010. This Plan permits Fonar to issue an aggregate of 2,000,000 shares of common stock of Fonar as bonus or compensation. As of June 30, 2010, 2,000,000 shares were available for issuance.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT.

The following table sets forth the number and percentage of shares of Fonar's securities held by each director, by each person known by us to own in excess of five percent of Fonar's voting securities and by all officers and directors as a group as of September 30, 2010.

Name and Address of Beneficial Owner (1)	Shares Beneficially Owned	Percent of Class
Raymond V. Damadian, M.D. c/o Fonar Corporation Melville, New York Director, President, Treasurer, CEO, 5% + Stockholder		
Common Stock	120,302	2.45%
Class C Stock	382,447	99.98%
Class A Preferred	19,093	6.09%
 Claudette Chan Director and Secretary		
Common Stock	106	*
Class A Preferred	32	*
 Robert J. Janoff Director		
Common Stock	2,899	*
Class A Preferred	79	*
 Charles N. O'Data Director		
Common Stock	28	*
 Robert Djerejian Director		
Common Stock	0	*

Edgar Filing: FONAR CORP - Form PRE 14A

All Officers and Directors
as a Group (5 persons)

Common Stock	123,335	2.51%
Class C Stock	382,447	99.98%
Class A Preferred	19,204	6.13%

* Less than one percent

1. Address provided for each beneficial owner owning more than Five percent of the voting securities of Fonar.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.

Background.

Between 1990 and 1996, Raymond V. Damadian, M.D. MRI Scanning Centers Management Company, also referred to as "RVDC", a Delaware corporation of which Dr. Damadian was the sole stockholder, director and President, purchased and leased scanners from Fonar to establish a network of professional corporations operating MRI scanning centers, also referred to as the "Centers", in New York, Florida, Georgia and other locations. Dr. Raymond V. Damadian is the Chairman, President and principal stockholder of Fonar and was also the owner, director and President of each of these professional corporations. RVDC provided the necessary management and the scanners to the Centers, although in certain situations, a Center would acquire the scanner directly from Fonar.

ACQUISITION OF RVDC.

Effective June 30, 1997, Fonar's wholly-owned subsidiary, Health Management Corporation of America, also referred to as "HMCA", formerly known as U.S. Health Management Corporation, acquired RVDC by purchasing all of the issued and outstanding shares of RVDC from Dr. Damadian for 400 shares of the Common Stock of Fonar. The transactions can be rescinded by Dr. Damadian, however, in the event of a change of control in Fonar or the bankruptcy of Fonar. There is no time limit on the right to rescind. In connection with the transaction, Fonar granted RVDC a nonexclusive royalty free license to Fonar's patents and software. These licenses may be terminated by Fonar in the event of the bankruptcy of RVDC or a change in control of RVDC.

AGREEMENTS WITH HMCA.

Effective July 1, 1997, new management agreements were entered into by the Centers and HMCA. Since that time certain of the original Centers have been closed and new Centers opened. Each new Center also entered into a management agreement with HMCA.

Pursuant to the management agreements, HMCA is providing comprehensive management and administrative services and office facilities, including billing and collection of accounts, payroll and accounts payable processing, supplies and utilities to the Centers. Under the management agreements, HMCA provides service through Fonar for the scanners at the Centers. In total, 10 MRI Centers have management agreements with HMCA.

At the end of fiscal 2007, Dr. Damadian sold all of his stock in the MRI Centers located in New York State. The new owner is one of the radiologists who has been reading and interpreting scans performed at those facilities, Dr. Robert A. Diamond. In connection with the sale, HMCA entered into new management agreements with the MRI Centers under which HMCA performs essentially the same services for the MRI Centers as prior to the sale. The fees charged, however, are flat fees charged on a monthly basis.

Edgar Filing: FONAR CORP - Form PRE 14A

Dr. Damadian remains the owner of three MRI Centers in Florida and one in Georgia. The fees payable to HMCA for its services to the Georgia MRI Center are based on the number of procedures performed, at the rate of \$350 per procedure. The MRI Centers owned by Dr. Damadian in Florida pay flat rate monthly fees ranging from \$113,000 and \$195,000 per month. These fees are renegotiable on an annual basis.

During the fiscal years ended June 30, 2010 and June 30, 2009 the net revenues received by HMCA from the MRI Centers owned by Dr. Damadian were approximately \$3.8 million and \$2.9 million respectively.

During April 2009, Fair Haven Services, Inc. lent the Company \$258,000. The loan bears interest at a rate of 10% per annum and is payable in 36 installments with the final payment due April 30, 2012. Dr Damadian is the President and sole stockholder of Fair Haven Services, Inc.

In June 2009, Tallahassee Scanning Services, P.A. an entity owned by Dr Damadian, sold its Upright MRI scanning system to the Company for \$550,000 payable in 35 monthly installments beginning on October 18, 2009.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

Audit Fees

The aggregate fees billed by Marcum LLP for the audit of our annual consolidated financial statements for the fiscal year ended June 30, 2010 and the reviews of the financial statements included in our Forms 10-Q for the fiscal year ended June 30, 2010 were \$379,165. An audit of internal controls was not required this year.

The aggregate fees billed by Marcum LLP for the audit of our annual financial statements for the fiscal year ended June 30, 2009 and our internal controls, and the reviews of the financial information included in our Forms 10-Q for the fiscal year ended June 30, 2009 were \$573,885.

Audit Related Fees

No fees were billed by Marcum LLP for the fiscal years ended June 30, 2010 or June 30, 2009 for services related to the audit or review of our financial statements that are not included under the caption "Audit Fees".

No fees were billed by Marcum LLP for the fiscal years ended June 30, 2010 or June 30, 2009 for designing, operating, supervising or implementing any of our financial information systems or any hardware or software systems for our financial information.

Tax Fees

The aggregate fees billed by Marcum LLP for tax compliance, tax advice and tax planning in the fiscal year ended June 30, 2010 were \$121,093.

The aggregate fees billed by Marcum LLP for tax compliance, tax advice and tax planning in the fiscal year ended June 30, 2009 were \$184,768.

All Other Fees

The aggregate fees billed by Marcum LLP for all other services rendered by them during the fiscal years ended June 30, 2010 and June 30, 2009 were \$59,294 and \$31,776, respectively, which included services in connection with the

Edgar Filing: FONAR CORP - Form PRE 14A

registration of securities, employee benefit plan audits and reviews and procedures that we requested Marcum LLP to undertake to provide assurances on matters not required by laws or regulations.

Since January 1, 2003, the audit committee has adopted policies and procedures for pre-approving all non-audit work performed by the auditors. Specifically, the committee must pre-approve the use of the auditors for all such services. The audit committee has pre-approved all non-audit work since that time and in making its determination has considered whether the provision of such services was compatible with the independence of the auditors.

Our audit committee believes that the provision by Marcum LLP of services in addition to audit services in fiscal 2010 and 2009 were compatible with maintaining their independence.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K.

a) FINANCIAL STATEMENTS AND SCHEDULES

The following consolidated financial statements are included in Part II, Item 8.

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets as at June 30, 2010 and 2009.

Consolidated Statements of Operations for the Two Years Ended June 30, 2010 and 2009.

Consolidated Statements of Stockholders' Equity for the Two Years Ended June 30, 2010 and 2009.

Consolidated Statements of Cash Flows for the Two Years Ended June 30, 2010 and 2009.

Notes to Consolidated Financial Statements.

Information required by schedules called for under Regulation S-X is either not applicable or is included in the consolidated financial statements or notes to the financial statements.

b) REPORTS ON FORM 8-K

Registrant's Report on Form 8-K containing the Company's Earnings Report for the first nine months of Fiscal 2010. May 18, 2010, Commission File No. 0-10248.

c) EXHIBITS

3.1 Certificate of Incorporation, as amended, of the Registrant incorporated by reference to Exhibit 3.1 to the Registrant's registration statement on Form S-1, Commission File No. 33-13365.

3.2 Article Fourth of the Certificate of Incorporation, as amended, of the Registrant incorporated by reference to Exhibit 4.1 to the Registrant's registration statement on Form S-8, Commission File No. 33-62099.

3.3 Section A of Article Fourth of the Certificate of Incorporation, as

Edgar Filing: FONAR CORP - Form PRE 14A

amended, of the Registrant incorporated by reference to Exhibit 4.3 to the Registrant's registration statement on Form S-3, Commission File No. 333-63782.

3.4 Section A of Article Fourth of the Certificate of Incorporation, as amended, of the Registrant incorporated by reference to Exhibit 3.3 of the Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2003, Commission File No. 0-10248.

3.5 By-Laws, as amended, of the Registrant incorporated by reference to Exhibit 3.2 to the Registrant's registration statement on Form S-1, Commission File No. 33-13365.

4.1 Specimen Common Stock Certificate incorporated by reference to Exhibit 4.1 to the Registrant's registration statement on Form S-1, Commission File No. 33-13365.

4.2 Specimen Class B Common Stock Certificate incorporated by reference to Exhibit 4.2 to the Registrant's registration statement on Form S-1, Commission File No. 33-13365.

4.3 Form of 4% Convertible Debentures due June 30, 2002 incorporated by reference to Exhibit 4.1 of the Registrant's current report on Form 8-K filed on June 11, 2001. Commission File No. 0-10248.

4.4 Form of Purchase Warrants incorporated by reference to Exhibit 4.2 of the Registrant's current report on Form 8-K filed on June 11, 2001. Commission File No. 0-10248.

4.5 Form of Callable Warrants incorporated by reference to Exhibit 4.3 of the Registrant's current report on Form 8-K filed on June 11, 2001. Commission File No. 0-10248.

4.6 Form of Replacement Callable Warrants incorporated by reference to Exhibit 4.7 of the Registrant's registration statement on Form S-3, Commission File No. 333-10677.

4.7 Form of Amended and Restated Purchase Warrant for The Tail Wind Fund, Ltd. incorporated by reference to Exhibit 4.7 of the Registrants registration statement on Form S-3, Commission File No. 333-116908.

4.8 Form of Amended and Restated Purchase Warrant for Placement Agent and Designees incorporated by reference to Exhibit 4.8 of the Registrant's registration statement on Form S-3, Commission File No. 333-116908.

10.1 License Agreement between the Registrant and Raymond V. Damadian incorporated by reference to Exhibit 10 (e) to Form 10-K for the fiscal year ended June 30, 1983, Commission File No. 0-10248.

10.2 1983 Nonstatutory Stock Option Plan incorporated by reference to Exhibit 10 (a) to Form 10-K for the fiscal year ended June 30, 1983, Commission File No. 0-10248, and amendments thereto dated as of March 7, 1984 and dated August 22, 1984, incorporated by referenced to Exhibit 28 (a) to Form 10-K for the year ended June 30, 1984, Commission File No. 0-10248.

10.3 1984 Incentive Stock Option Plan incorporated by reference to Exhibit 28 (c) to Form 10-K for the year ended June 30, 1984, Commission File No. 0-10248.

10.4 1986 Nonstatutory Stock Option Plan incorporated by reference to Exhibit 10.7 to Form 10-K for the fiscal year ended June 30, 1986, Commission File No. 0-10248.

Edgar Filing: FONAR CORP - Form PRE 14A

10.5 1986 Stock Bonus Plan incorporated by reference to Exhibit 10.8 to Form 10-K for the fiscal year ended June 30, 1986, Commission File No. 0-10248.

10.6 1986 Incentive Stock Option Plan incorporated by reference to Exhibit 10.9 to Form 10-K for the fiscal year ended June 30, 1986, Commission File No. 0-10248.

10.7 Lease Agreement, dated as of August 18, 1987, between the Registrant and Reckson Associates incorporated by reference to Exhibit 10.26 to Form 10-K for the fiscal year ended June 30, 1987, Commission File No. 0-10248.

10.8 1993 Incentive Stock Option Plan incorporated by reference to Exhibit 28.1 to the Registrant's registration statement on Form S-8, Commission File No. 33-60154.

10.9 1993 Non-Statutory Stock Option Plan incorporated by reference to Exhibit 28.2 to the Registrant's registration statement on Form S-8, Commission File No. 33-60154.

10.10 1993 Stock Bonus Plan incorporated by reference to Exhibit 28.3 to the Registrant's registration statement on Form S-8, Commission File No. 33-60154.

10.11 1994 Non-Statutory Stock Option Plan incorporated by reference to Exhibit 28.1 to the Registrant's registration statement on Form S-8, Commission File No. 33-81638.

10.12 1994 Stock Bonus Plan incorporated by reference to Exhibit 28.2 to the Registrant's registration statement on Form S-8, Commission File No. 33-81638.

10.13 1995 Non-Statutory Stock Option Plan incorporated by reference to Exhibit 28.1 to the Registrant's registration statement on Form S-8, Commission File No. 33-62099.

10.14 1995 Stock Bonus Plan incorporated by reference to Exhibit 28.2 to the Registrant's registration statement on Form S-8, Commission File No. 33-62099.

10.15 1997 Non-Statutory Stock Option Plan incorporated by reference to Exhibit 28.1 to the Registrant's registration statement on Form S-8, Commission File No.: 333-27411.

10.16 1997 Stock Bonus Plan incorporated by reference to Exhibit 28.2 to the Registrant's registration statement on Form S-8, Commission File No: 333-27411.

10.17 Stock Purchase Agreement, dated July 31, 1997, by and between U.S. Health Management Corporation, Raymond V. Damadian, M.D. MR Scanning Centers Management Company and Raymond V. Damadian, incorporated by reference to Exhibit 2.1 to the Registrant's Form 8-K, July 31, 1997, commission File No: 0-10248.

10.18 Merger Agreement and Supplemental Agreement dated June 17, 1997 and Letter of Amendment dated June 27, 1997 by and among U.S. Health Management Corporation and Affordable Diagnostics Inc. et al., incorporated by reference to Exhibit 2.1 to the Registrant's 8-K, June 30, 1997, Commission File No: 0-10248.

10.19 Stock Purchase Agreement dated March 20, 1998 by and among Health Management Corporation of America, Fonar Corporation, Giovanni Marciano, Glenn Muraca et al., incorporated by reference to Exhibit 2.1 to the Registrant's 8-K, March 20, 1998, Commission File No: 0-10248.

Edgar Filing: FONAR CORP - Form PRE 14A

10.20 Stock Purchase Agreement dated August 20, 1998 by and among Health Management Corporation of America, Fonar Corporation, Stuart Blumberg and Steven Jonas, incorporated by reference to Exhibit 2 to the Registrant's 8-K, September 3, 1998, Commission File No. 0-10248.

10.21 2000 Stock Bonus Plan incorporated by reference to Exhibit 99.1 to the Registrant's registration Statement on Form S-8, Commission File No.: 333-66760.

10.22 2002 Stock Bonus Plan incorporated by reference to Exhibit 99.1 to the Registrant's registration statement on Form S-8, Commission File No.: 333-89578.

10.23 2002 Incentive Stock Option Plan incorporated by reference to Exhibit 99.1 to the Registrant's registration statement on Form S-8, Commission File No.: 333-96557.

10.24 2003 Stock Bonus Plan incorporated by reference to Exhibit 99.1 to the Registrant's registration statement on Form S-8, Commission File No: 333-106626.

10.25 2003 Supplemental Stock Bonus Plan incorporated by reference to Exhibit 99.1 to the Registrant's registration statement on Form S-8, Commission File No: 333-106626.

10.26 2004 Stock Bonus Plan incorporated by reference to Exhibit 99.1 to the Registrant's registration statement on Form S-8, Commission File No. 333-112577.

10.27 2005 Stock Bonus Plan incorporated by reference to Exhibit 99.1 to the Registrant's registration statement on Form S-8, Commission File No. 333-122859.

10.28 2005 Supplemental Stock Bonus Plan incorporated by reference to Exhibit 99.1 to the Registrant's registration statement on Form S-8, Commission File No. 333-126658.

10.29 Purchase Agreement dated May 24, 2001 by and between the Registrant and The Tail Wind Fund Ltd. incorporated by reference to Exhibit 10.1 to the Registrant's current report on Form 8-K filed June 11, 2001. Commission File No. 0-10248.

10.30 Registration Rights Agreement dated May 24, 2001 by and among the Registrant, The Tail Wind Fund Ltd. and Roan Meyers, Inc. incorporated herein by reference to Exhibit 10.2 to the Registrant's current report on Form 8-K filed June 11, 2001. Commission File No. 0-10248.

10.31 Amendment to Callable Warrant dated April 28, 2004 by and between The Tail Wind Fund, Ltd. and the Registrant incorporated by reference to Exhibit 10.17 to the Registrant's registration statement on Form S-3, Commission File No. 333-116908.

10.32 First Amendment to Purchase Warrant dated April 28, 2004 by and between The Tail Wind Fund, Ltd. and the Registrant incorporated by reference to Exhibit 10.18 to the Registrant's registration statement on Form S-3, Commission File No. 333-116908.

10.33 Form of First Amendment to Purchase Warrant dated June 1, 2004 by and between each of Roan/Meyers Associates, L.P. and its designees and the Registrant, incorporated by reference to Exhibit 10.19 to the Registrant's registration statement on Form S-3, Commission File No. 333-116908.

Edgar Filing: FONAR CORP - Form PRE 14A

10.34 Asset Purchase Agreement dated July 28, 2005 among Health Plus Management Services, L.L.C., Health Management Corporation of America, Dynamic Healthcare Management, Inc. and Fonar Corporation, incorporated by reference to Exhibit 2 to the Registrant's Form 8-K, August 2, 2005, Commission File No. 0-10248.

10.35 Partnership Interest Purchase Agreement dated September 29, 2008 by and between Diagnostic Management, LLC and Raymond V. Damadian, M.D. MR Scanning Centers Management Company, incorporated by reference to Exhibit 10.35 to Form 10-K for the fiscal year ended June 30, 2008. Commission File No. 0-10248.

10.36 2010 Stock Bonus Plan, incorporated by reference to Exhibit 99.1 to the Registrant's registration statement on Form S-8, Commission File No. 333-168771.

14.1 Code of Ethics, incorporated by reference to Exhibit 14.1 of registrant's Form 10-K for the fiscal year ended June 30, 2004, Commission File No.: 0-10248.

21.1 Subsidiaries of the Registrant. See Exhibits.

23.1 Independent Registered Public Accounting Firm's Report See Exhibits.

31.1 Section 302 Certification. See Exhibits.

32.1 Section 906 Certification. See Exhibits.

99.1 Press Release on Sale to Largest Orthopedic Hospital in the Netherlands, incorporated by reference to Exhibit 99.1 of registrant's Form 10-K for the fiscal year ended June 30, 2006, Commission File No.: 0-10248.

SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the registrant has duly caused this amended report to be signed on its behalf by the undersigned, thereunto duly authorized.

FONAR CORPORATION

Dated: October 13, 2010

By: /s/ Raymond V. Damadian
Raymond V. Damadian, President

Pursuant to the requirements of the Securities Exchange Act of 1934, this amended report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Raymond V. Damadian Raymond V. Damadian	Chairman of the Board of Directors, President, Director Principal Executive Officer and Acting Principal Financial Officer)	October 13, 2010
/s/ Claudette J.V. Chan Claudette J.V. Chan	Secretary, Director	October 13, 2010

Edgar Filing: FONAR CORP - Form PRE 14A

/s/ Robert J. Janoff Robert J. Janoff	Director	October 13, 2010
/s/ Charles N. O'Data Charles N. O'Data	Director	October 13, 2010
/s/ Robert Djerejian Robert Djerejian	Director	October 13, 2010

CORPORATE INFORMATION

Corporate Headquarters

110 Marcus Drive
Melville, NY 11747
(631) 694-2929

Investor Relations

FONAR Corporation
110 Marcus Drive
Melville, NY 11747
(631) 694-2929

Stock Transfer Agency

Computershare Trust Company, Inc.
350 Indiana Street, Suite 800
Golden, Colorado 80401

Auditors

Marcum LLP
New York, New York

Board of Directors

Raymond V. Damadian, M.D.
Chairman of the Board

Claudette Chan, Director

Robert Janoff, Director

Charles O'Data, Director

Robert Djerejian, Director

Officers

Raymond V. Damadian, M.D.
President, Chief Executive Officer and Treasurer

Claudette J.V. Chan
Secretary