

Edgar Filing: FONAR CORP - Form DEF 14A

FONAR CORP
Form DEF 14A
May 11, 2005

SCHEDULE 14A INFORMATION

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- 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 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):

- 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:

N/A

Fee paid previously with preliminary materials.

Edgar Filing: FONAR CORP - Form DEF 14A

[] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a) (2) and identify the filing for which the offsetting fee was paid previously.

FONAR CORPORATION

Proxy - Annual Meeting of Stockholders - June 6, 2005

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, David B. Terry, and Kurt Reimann, and each of them, proxies with full power of substitution, for and in the name of the undersigned to attend the Annual Meeting of the Stockholders of the Company to be held at Wyndham Wilmington Hotel, 700 King Street, Wilmington, Delaware on June 6, 2005 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.

No. 1. Election of Directors

For All Nominees listed below (except as marked to the contrary nominees below)	WITHHOLD AUTHORITY to vote for all listed below
+-----+ / / / / +-----+	+-----+ / / / / +-----+

(INSTRUCTION: To withhold authority to vote for any individual nominee strike a line through the nominee's name in the list below.)

Raymond V. Damadian, Claudette J. V. Chan, Robert J. Janoff, Charles N. O'Data and Robert Djerejian.

No. 2. To ratify the adoption of (a) the Company's 2005 Incentive Stock Option Plan and (b) the Company's 2005 Stock Bonus Plan.

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

No. 3. To ratify the selection of Marcum & Kliegman LLP as the Company's independent auditors for the fiscal year ended June 30, 2005.

Edgar Filing: FONAR CORP - Form DEF 14A

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.

AUTHORITY GRANTED	AUTHORITY WITHHELD
+-----+	+-----+
/ /	/ /
/ /	/ /
+-----+	+-----+

Dated: _____, 2005

Signature

Signature if jointly held

Please sign your name(s) EXACTLY as your name(s) appear(s) on your stock certificate(s). All joint tenants must sign. When signing as attorney, executor, administrator, guardian or corporate officer, please provide your FULL title.

The Board of Directors requests that you fill in, date and sign the Proxy and return it in the enclosed envelope.

FONAR CORPORATION
110 Marcus Drive
Melville, New York 11747
(631) 694-2929

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
June 6, 2005

To The Stockholders:

The Annual Meeting of the stockholders of Fonar Corporation will be held at the Wyndham Wilmington Hotel, 700 King Street, Wilmington, Delaware 19801, June 6, 2005, at 10:00 a.m. local time for the following purposes:

Edgar Filing: FONAR CORP - Form DEF 14A

1. To elect five Directors to the Board of Directors.
2. To ratify the adoption of (a) the Company's 2005 Stock Bonus Plan and (b) the Company's 2005 Incentive Stock Option Plan.
3. To ratify the selection of Marcum & Kliegman LLP as the Company's auditors for the fiscal year ended June 30, 2005.
4. To transact such other business as may properly come before the meeting.

Only stockholders of record at the close of business on April 20, 2005 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 sign, date, and return the enclosed Proxy at your earliest convenience. Sending in your Proxy will not prevent you from voting your stock at the meeting if you desire to do so, as your Proxy is revocable at your opinion.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ David B. Terry

David B. Terry, Vice President and
Secretary

PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS TO BE HELD JUNE 6, 2005

This proxy statement, which is first being mailed to shareholders on or about April 25, 2005, 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 June 6, 2005 and any adjournment(s) thereof for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders. Stockholders who execute proxies retain the right to revoke them at any time prior to the exercise of the powers conferred thereby, by delivering a signed statement to the Secretary of the Company at or prior to the annual meeting or by executing another proxy dated as of a later date. The cost of solicitation of proxies is to be borne by the Company.

Only stockholders of record at the close of business on April 20, 2005 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 April 30, 2005, there were 104,297,268 shares of Common Stock held of record by 4,595 stockholders, 3,953 shares of Class B Common Stock held of record by 10 stockholders and 9,562,824 shares of Class C Common Stock held of record by 4 stockholders. The shares of Class A Nonvoting Preferred Stock, 7,836,287 shares held of record by 3,952 stockholders at the close of business on April 30, 2005, are not entitled to vote.

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 principal executive office of the Company or, while the meeting is in session, to the

Edgar Filing: FONAR CORP - Form DEF 14A

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. Management expects that each of the nominees will be available for election, but if any of them is not a candidate at the time the election occurs, it is intended that such proxy will be voted for the election of another nominee to be designated by the Board of Directors to fill any such vacancy.

DIRECTORS AND OFFICERS

Raymond V. Damadian, M.D. (age 69), 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, President and Treasurer of the Company's subsidiary, Health Management Corporation of America ("HMCA").

Claudette J.V. Chan (age 67), a nominee for Director, has been a Director of FONAR since October 1987. 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 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 77), 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 member of the Board of Directors of Harmony Heights of Oyster Bay, New York, which is a

Edgar Filing: FONAR CORP - Form DEF 14A

nonprofit residential school for girls with learning disabilities.

Charles N. O'Data (age 69), 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 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. Mr. O'Data presently acts an independent financial consultant to various entities. 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, which 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 (73), 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, 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. Mr. Djerejian serves on the Board of Trustees of Pratt Institute, where he is also Vice Chairman of the Executive Committee and on the Board of Directors of the Delaware College of Art and Design, of which he was one of the founding directors. He is a graduate of Pratt Institute, where he received a B.A. in Architecture in 1955.

David B. Terry (56) is the Senior Vice President of Administration and Secretary of the Company. Mr. Terry has been serving as Vice President since December 1998 and as Secretary since May, 1990. Previously, he served as Treasurer from May 1990 to December, 1998, as Secretary from July 1978 through June 1987 and as Treasurer from August 1981 through June 1987. From July 1978 through June 1987, he was also a Director of the Company. Mr. Terry is a brother in-law of Raymond V. Damadian.

INFORMATION REGARDING THE BOARD AND ITS COMMITTEES

The five nominees will be elected to hold office for the ensuing year or until their respective successors are elected and qualified.

During the year ended June 30, 2004 the Board of Directors unanimously consented to take action in lieu of a meeting on seven occasions, and the audit committee met four times.

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.

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

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 revised charter is attached to his Proxy Statement. All of the directors on the audit committee are independent.

AUDIT COMMITTEE

Edgar Filing: FONAR CORP - Form DEF 14A

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 principals 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. O'Data, who currently is a financial consultant and finance associate in the Middle States Association, and who 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.

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 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, 2004.

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

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 DIRECTOR.

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 April 14, 2005.

Name and Address of Beneficial Owner (1)	Shares Beneficially Owned	Percent of Class
---	---------------------------------	---------------------

Raymond V. Damadian, M.D.
c/o FONAR Corporation

Edgar Filing: FONAR CORP - Form DEF 14A

Melville, New York		
Director, President		
CEO, 5% + Stockholder		
Common Stock	2,488,274	2.39%
Class C Stock	9,561,174	99.98%
Class A Preferred	477,328	6.09%
Claudette Chan		
Director		
Common Stock	2,648	*
Class A Preferred	800	*
Robert J. Janoff		
Director		
Common Stock	80,000	*
Class A Preferred	1,999	*
Charles N. O'Data		
Director		
Common Stock	700	*
Robert Djerejian		
Director		
Common Stock	0	*
All Officers, Directors and Nominees		
as a Group (6 persons) (2) (3)		
Common Stock	2,588,843	2.48%
Class C Stock	9,561,174	99.98%
Class A Preferred	480,165	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. Includes 101 shares of the Company's Common Stock and 19 shares of the Company's Class A Non-voting Preferred Stock held by an officer jointly with his wife, and 192 shares of the Company's Common Stock and 38 shares of the Company's Class A Non-voting Preferred Stock held in trust by an officer for his children.

3. Includes options to purchase 16,928 shares of Common Stock held by an officer.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

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, 2004 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.

Edgar Filing: FONAR CORP - Form DEF 14A

COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS.

With the exception of the Chief Executive 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. The Chief Executive Officer's compensation consists only of a salary which has remained constant for more than the past three fiscal years. The Board of Directors does not have a compensation committee. Dr. Raymond V. Damadian, President, Chief Executive Officer and Chairman of the Board, is the only executive officer who is a member of the Board of Directors. Dr. Damadian 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 Chief Executive Officer. No officer of the Company received compensation in excess of \$1 million in fiscal 2002 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 following table discloses compensation received for the three years ended June 30, 2004 by the Company's Chief Executive Officer.

Name and Principal Position Position	Year	Annual Compensation Salary	Other	Long-Term Compensation Awards	All Other Compensation
-----	----	-----	-----	-----	-----
Raymond V. Damadian	2004	\$86,799.99	0	0	0
Chairman of the;	2003	\$86,799.98	0	0	0
Board; President;					
Chief Executive					
Officer;	2002	\$86,799.96	0	0	0
Director					

Compensation Pursuant to Stock Options and SAR Grants

No stock options or stock appreciation rights were granted to the Company's Chief Executive Officer during fiscal 2004.

Option/SAR Exercises and Year End Values

No options or stock appreciation rights were exercised by the Company's Chief Executive Officer during fiscal 2004. The Company's Chief Executive Officer did not hold any unexercised stock options or stock appreciation rights at the end of fiscal 2004.

Performance Graph

The following graph compares the annual change in the Company's cumulative total shareholder return on its Common Stock during a period commencing on June 30, 1999 and ending on December 31, 2004 (as measured by dividing (i) the sum of (A) the cumulative amount of dividends for the measurement period, assuming dividend reinvestment and (B) the difference between the Company's share price at the end and the beginning of the measurement period; by (ii) the share price at the beginning of the measurement period) with the cumulative total return of each of: (a) the CRSP Total Return Index for Nasdaq U.S. companies ("Nasdaq"); (b) the CRSP Total Return Index for Nasdaq Medical Device Manufacturers ("Nas-MDM"); and (c) the CRSP Total Return Index for Nasdaq Health companies ("Nas-Hea.") during such period, assuming a \$100 investment on June 30, 1999. The stock price performance on the graph below is not necessarily indicative of future price performance.

Edgar Filing: FONAR CORP - Form DEF 14A

Relative Dollar Values

	6/30/99	6/30/00	6/29/01	6/28/02	6/30/03	6/30/04	12/31/04
Fonar Common	-----	-----	-----	-----	-----	-----	-----
Stock	\$100.00	\$185.78	\$172.44	\$175.11	\$115.56	\$113.78	\$139.56
NASDAQ-US	\$100.00	\$147.86	\$80.32	\$54.72	\$60.70	\$76.51	\$81.43
NAS-Hea.	\$100.00	\$77.18	\$110.13	\$102.71	\$113.91	\$169.13	\$179.32
NAS-MDM	\$100.00	\$115.18	\$107.97	\$103.35	\$105.05	\$149.86	\$154.62

2. RATIFICATION OF STOCK OPTION AND STOCK BONUS PLANS

On February 14, 2005, the Board of Directors adopted the Company's 2005 Incentive Stock Option Plan (the "2005 Incentive Plan"), and the 2005 Bonus Plan (the "2005 Bonus Plan"). The stockholders are being asked to ratify the adoption of the 2005 Incentive Plan and 2005 Bonus Plan (collectively, the "Plans"). Approximately 525 people are eligible to receive awards under the Plans. The persons who will receive awards and the amount of the awards are not determinable.

The Plans were effective as of February 15, 2005. The 2005 Incentive Plan covers 2,000,000 shares of the Company's Common Stock; the 2005 Bonus Plan covers 3,000,000 shares of the Company's Common Stock. The 2005 Incentive Plan permits the granting of incentive stock options through February 14, 2015, in the discretion of the Incentive Stock Option Committee or the Board of Directors of the Company, to key employees of the Company and any of its subsidiaries. "Key employees" include all employees of the Company or any of its subsidiaries who render substantial services in management and administration, research and development, production, sales or marketing.

The 2005 Bonus Plan permits the granting of stock bonuses through February 14, 2015, in the discretion of the Stock Bonus Committee or the Board of Directors of the Company, to employees, directors, advisors and consultants for services rendered or to be rendered to the Company or any of its subsidiaries.

The purpose of the Plans is to enable persons performing valuable services for the Company to acquire a proprietary interest in the Company through the ownership of its Common Stock. Management believes that such ownership provides such persons with a more direct stake in the future welfare of the Company and encourages them to remain in the service of the Company or its subsidiaries and that the Plans will assist the Company in obtaining and retaining the services of such persons.

Restrictions may be imposed on resale (by officers, directors and 10% stockholders) of the shares of Common Stock purchased under the Plans by the provisions of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). In addition, any participant who may be deemed an affiliate of the Company, as defined by the Securities and Exchange Commission, may be required to utilize a separate prospectus to reoffer or resell such shares unless an exemption is applicable. The provisions of the 2005 Incentive Plan do not impose any restrictions on the resale of shares. The Stock Bonus Committee or Board of Directors may impose restrictions on shares of Common Stock issued pursuant to the 2005 Bonus Plan.

THE PLANS

The following is a summary of certain provisions of the Plans. The summary does not purport to be complete and is qualified in its entirety by reference to the provisions of the Plans. Copies of the 2005 Incentive Plan and 2005 Bonus Plan are attached hereto as Exhibit B.

Edgar Filing: FONAR CORP - Form DEF 14A

The Plans are administered by Committees appointed by the Board of Directors of the Company, consisting of individuals who serve at the discretion of the Board and who are eligible to receive options under the 2005 Incentive Plan and stock bonus under the 2005 Bonus Plan. In the absence of any Committees, the Plans will be administered directly by the Board of Directors. The Committees determine, among other things, who will receive options or stock bonuses, when the options or stock bonuses will be received, the number of shares underlying each option or stock bonus, the term of each option, the date each option will become exercisable in whole or in part and the exercise price for the shares of Common Stock underlying each option. The two members of the Committees are officers of the Company, and Dr. Raymond V. Damadian, one of the members of the Committees, is also Chairman of the Board of Directors and the principal stockholder of the Company.

Options granted under the Incentive Plan are in the form of "incentive stock options," as defined in Section 422 of the Internal Revenue Code (the "Code"). The exercise price for the shares of Common Stock underlying an option granted pursuant to the Incentive Plan may not be less than the fair market value of the Common Stock on the date the option is granted, except if the option is granted to an employee who, at the time of the grant of such option, is the owner of more than 10% of the total combined voting power of all classes of stock of the Company or any of its subsidiaries, the exercise price for the shares of Common Stock underlying the option may not be less than 110% of the fair market value of the Common Stock on the date the option is granted. The aggregate fair market value of shares of Common Stock as to which options may be exercised by an employee in any calendar year under the Incentive Plan and any other plans of the Company and its subsidiaries providing for the grant of options qualifying as "incentive stock options," as defined in Section 422 of the Code, may not exceed \$100,000. Any incentive stock option granted to an employee who, at the time of the proposed grant, owns more than 10% of the total combined voting power of all classes of stock of the Company or any of its subsidiaries, must expire no later than five years after the date of grant. All other incentive stock options must expire no later than ten years after the date of grant.

Options granted under the Incentive Plan may be exercised by the employee only during his lifetime and during his continued employment with the Company except that any option granted to an employee who voluntarily terminates his employment with the written consent of the Company or whose employment is involuntarily terminated will expire three months after the cessation of employment. If employment terminates by reason of retirement, an option granted under the 2005 Incentive Plan is exercisable by the recipient, to the extent exercisable, for a period of three months from the date of retirement. If employment terminates by reason of disability, an option granted under the 2005 Incentive Plan is exercisable by the recipient, at any time, for a period of one year from the date of disability. Options are not assignable except by will or the law of descent and distribution. If employment terminates by reason of death, an option granted under the 2005 Incentive Plan is exercisable by his legal representatives, at any time, for a period of six months from the date of death. Notwithstanding the above, an option will not be exercisable after the expiration of the term of the option.

Bonus stock awards granted under the 2005 Bonus Plan are not assignable except by will or the laws of descent and distribution.

Upon exercise of an option under the 2005 Incentive Plan, the full exercise price of the number of shares purchased must be paid by certified or bank cashier's check, shares of Common Stock of the Company, or any other form of consideration acceptable to the Committee. Partial exercise of an option is permitted under the 2005 Incentive Plan. In no event may a fraction of a share be purchased or issued under the 2005 Incentive Plan.

Edgar Filing: FONAR CORP - Form DEF 14A

The 2005 Incentive Plan will remain in effect until the earlier of such time as all shares covered by the 2005 Incentive Plan have been issued or transferred from treasury upon exercise of options, or through February 14, 2015. No options may be granted under the 2005 Incentive Plan after those dates although previously outstanding options may be exercised until their expiration dates. The 2005 Bonus Plan will remain in effect until the earlier of such time as all shares covered by the 2005 Bonus Plan have been issued or through February 14, 2015, and no stock bonuses may be granted under the 2005 Bonus Plan after that date. Common Stock covered by the Plans may be either treasury shares or authorized and unissued shares.

The Board of Directors has the right to amend, suspend or terminate the Plans at any time, except that it may not, without stockholder approval, increase the maximum number of shares covered by the 2005 Incentive Plan or 2005 Bonus Plan, reduce the minimum option price under the 2005 Incentive Plan or change the maximum period during which options may be exercised under the 2005 Incentive Plan.

In the event of stock dividends, stock splits and similar changes involving the Common Stock of the Company, the Committees shall take such action as in their judgment is necessary to preserve to the holders of options rights substantially proportionate to the rights existing prior to such event. In the event of any such change, the Committees may provide for an increase or decrease in the number of shares of Common Stock subject to options outstanding under the 2005 Incentive Plan and the aggregate number of shares of Common Stock available under the 2005 Incentive or 2005 Bonus Plans. With respect to the 2005 Incentive Plan, no action may be taken by the Incentive Stock Option Committee which, in its judgment, would constitute a modification, extension or renewal of the option (within the meaning of Section 425(h) of the Code), or would prevent the option from qualifying as an "incentive stock option" (within the meaning of Section 422 of the Code). The determination of the Committees will be conclusive and binding upon the participants in the Plans.

The Plans are not subject to any provisions of the Employee Retirement Income Security Act of 1974, as amended, nor do the Plans qualify under Section 401(a) of the Code.

Federal Income Tax Consequences

Incentive Stock Options. The grant of an incentive stock option will have no immediate tax consequences for the Company or the employee. If the employee exercises an incentive stock option and does not dispose of the acquired shares within two years after the grant of the incentive stock option or within one year after the date of the transfer of such shares to him ("disqualifying disposition"), he will not realize any compensation income, gain or loss until a subsequent disposition of such shares. For purposes of the alternative minimum tax, however, the amount by which the fair market value of the acquired shares at the time of exercise exceeds the option price will be an item of tax preference.

If an employee makes a disqualifying disposition, he will be required to include in income, as compensation, the lesser of (i) the difference between the option price and the fair market value of the acquired shares (on the exercise date or, in the case of certain optionees who are officers or directors subject to the profit recapture provisions of Section 16(b) of the Exchange Act, six months thereafter) and (ii) the amount of gain realized. In addition, depending upon the amount received as a result of such disposition, the employee may realize capital gain or loss.

The Company will be entitled to a deduction (provided applicable withholding or reporting requirements are met) at the same time and in the same amount as the employee is in receipt of compensation income as a result of a disqualifying

Edgar Filing: FONAR CORP - Form DEF 14A

disposition. If there is no disqualifying disposition, no deduction will be available to the Company.

Stock Bonuses. The grant of stock bonuses under the 2005 Bonus Plan will result in compensation to the employee which must be recognized as ordinary income on the date the stock bonus is granted. The amount of income will be the fair market value of the stock on the date the stock bonus is granted. The Company will be entitled to a deduction (provided applicable withholding or reporting requirements are met) for Federal income tax purposes at the same time in the same amount as the employee is required to recognize income.

Upon a subsequent sale or taxable exchange of the shares acquired as a result of stock bonuses, an employee will realize long or short-term capital gain or loss equal to the difference between the amount realized on the sale and the amount of income recognized on the grant of the stock bonus (his tax basis).

The foregoing is only a brief summary of the applicable federal income tax laws and should not be relied upon as being a complete statement. 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 Plans. THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE PROPOSAL.

3. RATIFICATION OF SELECTION OF AUDITORS

The Board of Directors has selected Marcum & Kliegman LLP, as the Company's independent auditors for the fiscal year ending June 30, 2005. The stockholders will be asked to ratify this action by the Board. Marcum & Kliegman LLP were the Company's auditors for the fiscal years ended June 30, 2002, June 30, 2003 and June 30, 2004.

Grassi & Co., CPA's, P.C. were the Company's auditors for the fiscal year ended June 30, 2001. The Company changed accounting firms when the individual accountants handling the Company's matters moved to Marcum & Kliegman LLP. The Company's previous auditors, Tabb, Conigliaro & McGann, P.C., merged into Grassi & Co., CPAs, P.C. Tabb, Conigliaro & McGann were the Company's auditors for the fiscal years ending June 30, 1990 through June 30, 2000.

One or more representatives of Marcum & Kliegman 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 & Kliegman LLP for the audit of the Company's annual financial statements for the fiscal year ended June 30, 2004 and the reviews of the financial statements included in the Company's Forms 10-Q for the fiscal year ended June 30, 2004 were \$524,731.

The aggregate fees billed by Marcum & Kliegman for the audit of the Company's annual financial statements for the fiscal year ended June 30, 2003 and the reviews of the financial information included in the Company's Forms 10-Q for the fiscal year ended June 30, 2003 were \$460,805.

Edgar Filing: FONAR CORP - Form DEF 14A

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

AUDIT-RELATED FEES

No audit-related fees were billed by Marcum & Kliegman LLP for the fiscal years ended June 30, 2004 and June 30, 2003.

TAX FEES

The aggregate fees billed by Marcum & Kliegman LLP for tax compliance, tax advise and tax planning in the fiscal year ended June 30, 2004 and June 30, 2003 were \$172,542 and \$189,094.

The aggregate fees billed by Grassi & Co., CPAs, P.C. for tax compliance, tax advise and tax planning in the fiscal year ended June 30, 2002 were \$194,922.

ALL OTHER FEES

The aggregate fees billed by Marcum & Kliegman LLP for all other services rendered by them during the fiscal years ended June 30, 2004 and June 30, 2003 were \$111,452 and \$124,417, respectively, which included services in connection with the registration of securities and the accounting consequences of other possible corporation transactions.

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 Company's audit committee believes that the provision by Marcum & Kliegman LLP of services in addition to audit services in fiscal 2004 and 2003 were compatible with maintaining their independence. The services to be performed are presented by Marcum & Kliegman 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 the 2006 annual meeting of stockholders must be received by the Company no later than February 10, 2006 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 common 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 the Plans and the selection of auditors requires the affirmative vote of a majority of the votes represented in person or by proxy at the meeting. Votes cast by proxy or

Edgar Filing: FONAR CORP - Form DEF 14A

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 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 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.

DATED: Melville, New York, May 11, 2005

A COPY OF THE COMPANY'S FORM 10-K REPORT FOR FISCAL YEAR 2004, 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 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)

Edgar Filing: FONAR CORP - Form DEF 14A

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 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

Edgar Filing: FONAR CORP - Form DEF 14A

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;
 - (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

Edgar Filing: FONAR CORP - Form DEF 14A

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 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;

Edgar Filing: FONAR CORP - Form DEF 14A

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;
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

Edgar Filing: FONAR CORP - Form DEF 14A

- 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, r 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.

EXHIBIT B

2005 INCENTIVE STOCK OPTION PLAN

2,000,000 SHARES

FONAR CORPORATION

1. Purposes of the Plan.

The purpose of this Plan (the "Plan"), which is designed to qualify as an "incentive stock option plan" under section 422A of the Internal Revenue Code of 1954, as amended (the "Code"), is to assist Fonar Corporation, a Delaware corporation (the "Corporation"), and its subsidiaries (as hereinafter defined) in attracting and retaining key employees and to secure for the Corporation and its subsidiaries the benefits of the incentive inherent in ownership of the Corporation's equity securities by employees who are responsible for the continuing growth and success of the Corporation and its subsidiaries. The Plan provides a means by which such employees may be given an opportunity, as an incentive to service or continued service with the Corporation or a subsidiary,

Edgar Filing: FONAR CORP - Form DEF 14A

to purchase shares of the Common Stock of the Corporation upon the exercise of options designed to qualify as "incentive stock options" under Section 422A of the Code.

For the purposes of this Plan, the term "subsidiary" and/or "subsidiaries" shall have the same meaning as the term "subsidiary corporation" defined in section 425 (f) of the Code, as from time to time amended, and shall include specifically Health Management Corporation of America.

2. Shares Subject to the Plan.

Subject to the provisions of Section 13 of the Plan, an aggregate of 2,000,000 shares of Common Stock, par value \$.0001 per share, of the Corporation ("Common Stock"), are available for the issuance upon the exercise of options under the Plan.

The shares to be issued upon the exercise of options under the Plan may be authorized but unissued shares of Common Stock or issued shares of Common Stock which are held in the treasury of the Corporation. If an option shall expire or terminate for any reason without having been exercised in full, the unpurchasable shares which were subject thereto shall, unless the Plan shall have been terminated, be added to the shares otherwise available for options under the Plan.

3. Term of the Plan.

Subject to the provisions of Section 14 and 15, the Plan shall commence effective as of February 15, 2005, and options granted under the Plan must be granted no later than February 14, 2015.

4. Administration of the Plan.

The Plan shall be administered by a committee which shall consist of one or more members, as the Board of Directors shall from time to time determine, who shall be appointed by the Board of Directors of the Corporation (the "Committee") or, in the absence of such a Committee, by the Board of Directors of the Corporation. Directors of the Corporation who are either eligible to receive options, or to whom options have been granted, may vote on any matters affecting the administration of the Plan or the granting of options under the Plan; provided, however, that no Director shall vote upon the granting of an option to himself, but any such Director may be counted in determining the existence of a quorum at any meeting of the Board of Directors at which the Plan is administered or action is taken with respect to the granting of an option. Any action of the Committee or the Board of Directors may be taken by a written instrument signed by all of the members of the Committee or the Board of Directors, as the case may be, and any action so taken by written consent shall be as fully effective as if it had been taken by a majority of the members at a meeting duly held and called.

Subject to the express provisions of the Plan, the Committee or the Board or Directors, as the case may be, shall have the authority, in its discretion: (i) to determine the individuals to receive options, the times when they shall receive them, the number of shares to be subject to each option, the exercise price for shares of Common Stock subject to each option, the term of each option, the date each option shall become exercisable in whole, in part or in installments, and, if in installments, the number of shares to be subject to each installment, the date each installment shall become exercisable and the term of each installment: to accelerate the date of exercise of any installment; to determine whether shares may be issued upon exercise of an option as partly paid and, if so, the date when future installments of the exercise price shall become due and the amounts of such installments, and to determine the other terms and provisions of each option granted under the Plan; (ii) to construe and

Edgar Filing: FONAR CORP - Form DEF 14A

interpret the terms of the respective option certificates and the Plan; (iii) to establish, amend and rescind rules and regulations for the administration of the Plan; and (iv) to make all other determinations deemed necessary or advisable for administering the Plan. The determinations of the Committee or the Board of Directors, as the case may be, on the matters referred to in this Section 4 shall be final and conclusive.

5. Eligibility and Selection.

Only key employees (including employees who are officers and directors) of the Corporation or of any of its subsidiaries are eligible to receive options under the Plan. For the purposes of the Plan, the term "key employees" shall mean and include all employees of the Corporation or any of its subsidiaries who render substantial services to the Corporation in the management, administration or supervision of the business or affairs of the Corporation or any of its subsidiaries or are engaged in the research, development, production, sale, marketing, or promotion of the products or services of the Corporation or any of its subsidiaries. Directors of the Corporation who are not employees of the Corporation or a subsidiary are not eligible to receive options under the Plan. In determining the employees to whom options shall be granted under the Plan and the number of shares of Common Stock as to which options may be granted to such an employee, the Committee or the Board of Directors, as the case may be, shall consider the duties of the employees, their present and potential contributions to the success of the business of the Corporation, and such other factors as the Committee or the Board of Directors deems relevant in furthering the purposes of the granting of such options and the interests of the Corporation. An employee may receive more than one option under the Plan.

6. Incentive Stock Options.

(a) Each option ("Option") may be evidenced by a written Incentive Stock Option Certificate (the "Certificate"); provided that to the extent permitted by law and consistent with the terms and conditions of the Plan and the Option, the Board of Directors may make such modifications in the terms and conditions of the Option as the Board shall deem necessary or advisable, or as may be required in order that the Option evidenced by the Certificate be an "incentive stock option".

(b) Each Option under the Plan (i) shall specify the exercise price per share of Common Stock, which shall not be less than the fair market value of the Common Stock of the Company on the date on which such Option is granted, provided that the exercise price per share of any Option granted to an individual who, at the time such option is granted, is the owner of stock possessing more than ten percent (10%) of the total combined voting power of all classes of stock of the Corporation shall not be less than 110% of the fair market value of a share of the Common Stock of the Corporation on the date on which such Option is granted; (ii) shall be exercisable during a period no later than ten (10) years after the date on which it is granted, as determined by the Committee or the Board of Directors at the time of grant; provided that any Option granted to any person who, at the time such Option is granted, is the owner of stock possessing more than ten percent (10%) of the total combined voting power of all classes of stock of the Corporation, must expire no later than five (5) years after the date of grant of the Option; (iii) shall be exercisable at such time or times as may be determined by the Committee or the Board of Directors at the time of grant, provided that an Option shall become immediately exercisable as to all shares subject to the Option upon the death or "disability" (as defined in Section 13) of the holder of the Option; (iv) shall not be transferable by the holder of the Option (other than by will or the laws of descent and distribution), and shall be exercisable during the lifetime of the holder of the Option only by such holder; and (v) shall contain such other terms and conditions or be in such other form as may be determined by the Committee or the Board of Directors at the time of grant, provided that such

Edgar Filing: FONAR CORP - Form DEF 14A

other terms and conditions shall be permitted by law, shall not be inconsistent with the Plan and shall not prevent the Option from qualifying as an "incentive stock option" under Section 422A of the Code. To the extent permitted by law, and without limitation to the foregoing, the Board of Directors may make such modifications in the provisions of any particular Option under the Plan as it shall deem advisable or as may be required in order that the Option may qualify as an "incentive stock option" under section 422A of the Code.

7. Exercise Price.

The exercise price for each share of Common Stock issuable upon the exercise of an Option granted under the Plan shall not be less than the fair market value (or, in the case of an Option granted to any person who, at the time of the grant of such Option, is the owner of more than ten percent (10%) of the total combined voting power of all classes of stock of the Corporation or any of its subsidiaries, not less than 110% of the fair market value) of a share of Common Stock at the time of granting of the Option, as determined by the Committee or the Board of Directors, provided that the method of determination shall not be inconsistent with any regulations applicable to "incentive stock options" which may be promulgated by the Internal Revenue Service or the Secretary of the Treasury.

8. Term of Options.

Options under the Plan shall be exercisable as shall be determined by the Committee or the Board of Directors, as the case may be, at the time of grant; provided that Options granted hereunder shall be exercisable for a period not exceeding ten (10) years from the date such Option is granted, and provided that any Option granted to any person who, at the time such Option is granted, is the owner of stock possessing more than ten percent (10%) of the total combined voting power of all classes of stock of the Corporation or any of its subsidiaries shall be exercisable for a period not exceeding five (5) years from the date such Option is granted. Options shall be subject to earlier termination as hereinafter provided.

9. Exercise of Options.

Each Option shall be exercised, in whole or in part, as to such number of shares of Common Stock and at such time or times as the Committee or the Board of Directors shall have determined at the time of grant. Except as provided in Sections 10 and 11 hereof, an Option may only be exercised if the holder is at the time of exercise in the employ of the Corporation or a subsidiary of the Corporation. Options shall be exercised only by the holder at the Corporation's principal office, or at such other office as may be designated by the Corporation, specifying the number of shares purchased and accompanied by payment in full by certified or bank cashier's check, shares of Common Stock of the Corporation owned by the holder of the Option (or by any other property, or in any other form, acceptable to the Committee or the Board of Directors, as the case may be.) Certificates representing the shares of stock purchased upon exercise shall be issued as promptly as practicable thereafter. The holder of an Option shall not have any of the rights of a stockholder of the Corporation with respect to the shares of Common Stock issuable upon exercise of the Option until one or more certificates evidencing such shares of Common Stock shall have been issued to the holder of the Option. In no event may a fraction of a share be purchased or issued under the Plan.

Options issued under the Plan (and any other plans of the Corporation) to any individual will not be treated as "incentive stock options" under Section 422A of the Code to the extent that the aggregate fair market value of the stock underlying any such options (determined as at the time the options are granted), which become exercisable for the first time in any calendar year, exceeds \$100,000.

Edgar Filing: FONAR CORP - Form DEF 14A

10. Termination of Employment.

Except as provided in Section 11, any Option granted under the Plan to an employee who voluntarily terminates his employment with the Corporation without the written consent of the Corporation shall expire immediately upon such termination of employment. Any Option granted under the Plan to an employee who voluntarily terminates his employment with written consent of the Corporation or whose employment is involuntarily terminated, shall be exercisable for a period which shall expire on the day 3 months after the cessation of employment, but in no event after expiration of the term of the Option and only to the extent such Option is otherwise exercisable. Except as provided in Section 11, upon the expiration of any such Options, all rights thereunder, to the extent that such rights shall not have been exercised, shall terminate immediately. Options granted under the Plan shall not be affected by any change of employment as long as the holder continues to be an employee of the Corporation or of any subsidiary of the Corporation.

11. Exercise Upon Death, Disability or Retirement of the Employee.

(a) If the holder of an Option dies while employed by the Corporation or any of its subsidiaries, the Option may be exercised as to all shares subject to the Option by the executor or administrator of such deceased employee or by such other person at the time entitled by law to the rights of such deceased employee under the Option, at any time within six (6) months after death, but in no event after the expiration of the term of the Option.

(b) In the event that the employment of the holder of any Option by the Corporation or a subsidiary of the Corporation is terminated by reason of the "disability" of the holder of the Option, the Option may be exercised as to all shares subject to the Option by the holder thereof at any time within one (1) year after the date of such termination of employment, but in no event after the expiration of the term of the Option. For purposes of the Plan the term "disability" shall mean a physical or mental disability as defined in Section 105 of the Code.

(c) In the event that the employment of the holder of any Option by the Corporation or a subsidiary of the Corporation is terminated by reason of the retirement of the holder of the Option, the Option may be exercised (to the extent otherwise exercisable on the date of the retirement of the holder of the Option) by the holder thereof at any time within three (3) months after the date of such retirement, but in no event after the expiration of the term of the Option.

12. Non-Transferability of Options.

Options shall not be transferable otherwise than by the last will and testament of the holder of the Option or the applicable laws of descent and distribution, and during the lifetime of the holder, Options may be exercised only by the holder thereof. Options may not be assigned, transferred, pledged, hypothecated or disposed of in any way (whether by operation of law or otherwise) except to the extent expressly provided for in the Plan, and shall not be subject to execution, attachment or similar process.

Any assignment, transfer, pledge, hypothecation or other disposition of any Option attempted contrary to the provisions of this Plan, or any levy or execution, attachment or other process attempted upon an Option, will be null and void and without effect. Any attempt to make any such assignment, transfer, pledge, hypothecation or other disposition of an Option or any attempt to make any such levy or execution, attachment or other process will cause the Option to be terminated immediately upon the happening of any such event if the Corporation, at any time, should, in the sole discretion of the Committee or the Board of Directors, so elect, by written notice to the employee or to the person then entitled to exercise the Option under the provisions of Section 11 hereof; provided that any such termination of the Option under the foregoing provisions of this Section 12 will not prejudice any rights or remedies which the

Edgar Filing: FONAR CORP - Form DEF 14A

Corporation or any subsidiary may have under the Plan, any Incentive Stock Option Certificate or otherwise.

13. Adjustments.

If (a) the Corporation shall at any time be involved in a transaction to which subsection (a) of Section 425 of the Code is applicable, (b) the Corporation shall declare a dividend payable in, or shall subdivide or combine its Common Stock, or (c) any other event shall occur which, in the judgment of the Committee or the Board of Directors, necessitates action by way of adjusting the terms of the outstanding Options, the Committee or the Board of Directors, as the case may be, shall take any such action as in its judgment shall be necessary to preserve to the holders of Options rights substantially proportionate to the rights existing prior to such event. To the extent that such action shall include an increase or decrease in the number of shares of Common Stock subject to Options outstanding under the Plan, the aggregate number of shares of Common Stock available under Section 2 of the Plan for issuance upon exercise of such outstanding Options and of additional Options which may be granted shall be increased or decreased, as the case may be, proportionately. No action shall be taken by the Committee or by the Board of Directors under the provisions of this Section 13 which, in its judgment, would constitute a modification, extension or renewal of the Option (within the meaning of Section 425(h) of the Code), or would prevent the Option from qualifying as an "incentive stock option" (within the meaning of Section 422A of the Code). The determination of the Committee or the Board of Directors, as the case may be, with respect to any matter referred to in this Section 13 shall be conclusive and binding upon each holder of an Option under the Plan.

14. Termination and Amendment of the Plan.

(a) Unless sooner terminated, as hereinafter provided, this Plan shall terminate at 11:59 p.m. on February 14, 2015, and no options shall be granted hereunder after that date. The Board of Directors may, without further approval by the stockholders at any time terminate or amend this Plan without notice, or make such modifications of this Plan as it shall deem advisable; provided that the Board of Directors may not, without prior approval by the stockholders of the Corporation, (i) increase the maximum number of shares of Common Stock as to which Options may be granted under the Plan (except as contemplated by the provisions of Section 13 hereof), (ii) extend the term during which options may be granted under the Plan, (iii) permit the exercise of an Option after the date which such Option would otherwise terminate pursuant to the terms thereof; or (iv) reduce the exercise price per share to less than the fair market value of a share of Common Stock on the date the Option is granted, or, in the case of any Option granted to an individual who, on the date of the grant of the Option, is the owner of more than ten percent (10%) of the total combined voting power of all classes of stock of the Corporation or any subsidiary, 110% of the fair market value of a share of Common stock (except, in both cases, as contemplated by the provisions of section 13 hereof). No termination, amendment or modification of the Plan may, without the consent of the person to whom any Option has been granted, adversely affect the rights of such person under such Option or any unexercised portion thereof.

(b) Notwithstanding the limitation set forth in Paragraph (a) of this Section 14, the Plan and any Option and the number of shares as to which any Option under the Plan shall have been granted may be reduced, retroactively at any time, to conform to the provisions of the Code and the regulations promulgated thereunder, in order that Options under the Plan may qualify as "incentive stock options" within the meaning of Section 422A of the Code, and no such amendment shall be considered prejudicial to the rights of any holder of an Option.

15. Substitutions and Assumptions of Options of Certain Constituent

Edgar Filing: FONAR CORP - Form DEF 14A

Corporations.

Anything in this Plan to the contrary notwithstanding, the Board of Directors may, without further approval by the stockholders, substitute new Options for prior options of a constituent corporation (as hereinafter defined) or assume the prior options of such constituent corporation. The term "constituent corporation" shall mean any corporation which has been merged into or consolidated with the Corporation, or whose assets or stock have been purchased or acquired by or liquidated into the Corporation or by or into one or more subsidiaries of the Corporation, or any parent or any subsidiary of any such corporation.

16. Indemnification of Committee.

In addition to such other rights of indemnification as they may have as Directors or as members of the Committee, the members of the Committee or the Directors, as the case may be, shall be indemnified by the Corporation against the reasonable expenses, including attorneys' fees actually and necessarily incurred in connection with the defense of any action, suit or proceeding, or in connection with any appeal therein, to which they or any of them may be a party by reason of any action taken or failure to act under or in connection with the Plan or any Option granted thereunder, and against all amounts paid by them in settlement thereof (provided such settlement is approved by the Corporation) or paid by them in satisfaction of a judgment in any such action, suit or proceeding, except in relation to matters as to which it shall be adjudicated in such action, suit or proceeding that such Committee member or Director is liable for negligence or misconduct in the performance of his duties; provided that within 10 days after institution of any such action, suit or proceeding a Committee member shall in writing offer the Corporation the opportunity, at its own expense, to handle and defend the same.

17. Effectiveness of the Plan.

The Plan shall become effective on February 15, 2005 provided that the Plan shall be submitted for approval by the stockholders of the Corporation no later than twelve (12) months after the date of adoption of the Plan by the Board of Directors.

2005 STOCK BONUS PLAN

1. Purposes of the Plan.

The purpose of this Stock Bonus Plan (the "Plan") is to assist FONAR Corporation, a Delaware corporation (the "Corporation"), and its subsidiaries (as hereinafter defined) in attracting and retaining the services of key employees, non-employee directors, officers, advisors and consultants, and to secure for the Corporation and its subsidiaries the benefits of the incentive inherent in ownership of the Corporation's equity securities by parties who are responsible for the continuing growth and success of the Corporation and its subsidiaries.

For the purposes of this plan, the term "subsidiary" and/or "subsidiaries" shall mean any corporation of which the majority of the outstanding voting stock is owned directly or indirectly by the Corporation.

2. Shares Subject to the Plan.

Subject to the provisions of Section 7 of the Plan, an aggregate of 3,000,000 shares of Common Stock, par value \$.0001 per share, of the Corporation ("Common Stock"), are available for the issuance under the Plan as compensation

Edgar Filing: FONAR CORP - Form DEF 14A

for services to the Corporation ("Bonus Stock").

The shares to be issued as Bonus Stock under the Plan may be authorized but unissued shares of Common Stock or issued shares of Common Stock which are held in the treasury of the Corporation.

3. Term of the Plan.

Subject to the provisions of Section 8 and 10, the Plan shall commence effective as of February 15, 2005, and Bonus Stock awarded under the Plan must be issued no later than February 14, 2015.

4. Administration of the Plan.

The Plan shall be administered by a committee which shall consist of two or such greater or lesser number of members, as determined by the Board of Directors from time to time, who shall be appointed by the Board of Directors of the Corporation (the "Committee") or, in the absence of such a Committee, by the Board of Directors of the Corporation. Directors of the Corporation who are either eligible to receive Bonus Stock, or to whom Bonus Stock has been granted, may vote on any matters affecting the administration of the plan or the granting of Bonus Stock under the Plan. Any action of the Committee may be taken by a written instrument signed by a majority of the members of the Committee then in office. Members of the Committee need not be members of the Board of Directors.

Subject to the express provisions of the Plan, the Committee or the Board or Directors, as the case may be, shall have the authority, in its discretion: (i) to determine the parties to receive Bonus Stock, the times when they shall receive such awards, the number of shares to be issued, and the time, terms and conditions of the issuance of any such shares; (ii) to construe and interpret the terms of the Plan; (iii) to establish, amend and rescind rules and regulations for the administration of the Plan; and (iv) to make all other determinations necessary or advisable for administering the Plan. The determinations of the Committee or the Board of Directors, as the case may be, on the matters referred to in this Section 4 shall be final and conclusive.

5. Eligibility and Selection.

The Committee or the Board of Directors, as the case may be, shall have sole and absolute discretion to issue Bonus Stock under the Plan to reward employees, non-employee directors, advisors and consultants for services rendered or to be rendered to or for the benefit of the Corporation, or any of its subsidiaries (the grant of Bonus Stock under this Plan shall be referred to as a "Bonus Stock Award"). In determining the parties to whom Bonus Stock Awards shall be granted under the Plan and the number of shares of Common Stock which may be granted to such persons, the Committee or the Board of Directors, as the case may be, shall consider the duties of the parties, their present and potential contributions to the success of the Corporation, and such other factors as the Committee or the Board of Directors deems relevant in furthering the purposes of the granting of such Bonus Stock and the interests of the Corporation. A party may receive more than one Bonus Stock Award under the Plan.

6. Bonus Stock Awards.

(a) The Committee or the Board of Directors, as the case may be, shall determine for each party chosen to participate in the Plan ("Participant") the number of shares of Common Stock to be covered by each Bonus Stock Award and the installments, if any, in which the Bonus Stock will be granted.

(b) The Committee or the Board of Directors shall determine the terms, conditions and restrictions, if any, to which such Bonus Stock or its issuance will be subject. Any restrictions imposed shall be evidenced by a written

Edgar Filing: FONAR CORP - Form DEF 14A

agreement executed by the Participant. Such agreement shall also include any terms and conditions required by applicable securities laws.

(c) The Corporation shall deliver to the Participant on the date specified, or as soon thereafter as is practicable, the number of shares of Common Stock specified in such Participant's Bonus Stock Award, subject to and in accordance with the Bonus Stock Award.

(d) Bonus Stock Awards shall not be transferable other than by the last will and testament of the holder of the Bonus Stock Award or the applicable laws of descent and distribution. Bonus Stock Awards may not be assigned, sold, transferred, pledged, hypothecated or disposed of in any way (whether by operation of law or otherwise) except to the extent expressly provided for in the Plan and shall not be subject to execution, attachment or similar process.

7. Dilution and Other Adjustments.

In the event of any change in the outstanding Common Shares by reason of any stock dividend or split, recapitalization, merger, consolidation, reorganization, combination or exchange of shares of Common Stock, or other similar corporate change, the Committee or the Board of Directors, as the case may be, shall make such adjustments as it, in its absolute discretion, deems equitable in the number of kind of shares of Common Stock authorized by the Plan and, with respect to outstanding shares of Common Stock covered by Stock Bonus Awards but not yet issued, in the number of kind of stock covered by Stock Bonus Awards made under the Plan.

8. Termination and Amendment of the Plan.

Unless sooner terminated, as hereinafter provided, this Plan shall terminate at 11:59 p.m. on February 14, 2015, and no Bonus Stock shall be granted hereunder after that date. The Board of Directors may terminate or amend this Plan at any time without notice, or make such modifications of this Plan as it shall deem advisable. No termination, amendment or modification of the Plan may adversely affect the rights of any party to whom a Bonus Stock Award has been made without such party's consent.

9. Indemnification.

In addition to such other rights of indemnification as they may have as directors or as members of the Committee, the members of the Committee and the Board of Directors shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees actually and necessarily incurred in connection with the defense of any action, suit or proceeding, or in connection with any appeal therein, to which they or any of them may be a party by reason of any action taken or failure to act under or in connection with the Plan or any Bonus Stock Award granted thereunder, and against all amounts paid by them in settlement thereof (provided that such settlement is approved by the Corporation) or paid by them in satisfaction of a judgment in any such action, suit or proceeding, except in relation to matters as to which it shall be adjudicated in such action, suit or proceeding that such Committee member or director, as the case may be, is liable for negligence or misconduct in the performance of his duties; provided that within 10 days after institution of any such action, suit, or proceeding a Committee member or director, as the case may be, shall offer the Corporation in writing the opportunity, at its own expense, to handle and defend the same.

10. Effectiveness of the Plan.

The Plan shall become effective on February 15, 2005, provided that the Plan shall be submitted for approval by the stockholders of the Corporation no later than twelve months after the adoption of the Plan by the Board of

Edgar Filing: FONAR CORP - Form DEF 14A

Directors.

ANNUAL REPORT

2004

FONAR

THE MRI SPECIALIST

FONAR PRESIDENT'S MESSAGE TO SHAREHOLDERS

May 11, 2005

Dear Shareholders:

I am very pleased to report to you that FONAR ended FY 2004 on a very strong note and has continued its forward progress during the first nine months of FY 2005. Some of the accomplishments we have achieved in the past 12 months include:

- o Realized growing acceptance for Upright(TM) imaging by the medical community;
- o Increased sales and installations of the FONAR Upright(TM) MRI;
- o Recorded the 100th sale of the Upright(TM) MRI;
- o Improved operating efficiencies; and
- o Achieved profitability for the nine month period ended March 31, 2005.

Growing Acceptance for Upright(TM) Imaging and the Upright(TM) MRI

The growth that FONAR has experienced in its business is due in large part to the growing acceptance for Upright(TM) imaging by the medical community at large. Today, an ever-increasing number of radiologists, neurosurgeons, orthopaedic surgeons, general surgeons and other clinicians are acknowledging the benefits of scanning their patients in a weight-bearing position. In fact, many doctors tell us that they believe scans from the Upright(TM) MRI are the only way for them to clearly see the cause of their patients' discomforts and factor that information into their surgical and/or treatment strategies.

Even Yale-New Haven's Temple Radiology has joined the Upright(TM) revolution. A renowned leader for acquiring new medical technology, Yale's purchase of the Upright(TM) MRI sets the standard which other research hospitals and universities will want to emulate. Upon the announcement of the sale and installation of the scanner at Yale, Richard Knobleman, M.D., medical director of Yale-New Haven Ambulatory Services Corporation/Temple Radiology, remarked, "We selected the FONAR Upright(TM) MRI because it is the only scanner that allows us to see a complete picture of patients' pathologies as they are experiencing pain and discomfort. The difference in this new technology is like night and day. We believe this technology will enable us to perform more accurate surgical procedures."

In addition, FONAR has received many other rave reviews for the Upright(TM) MRI over the past year. I thought you might like to read a few of those testimonials as well.

Edgar Filing: FONAR CORP - Form DEF 14A

George L. Rodriguez, MD, a board-certified Physical Medicine and Rehabilitation physician and director of a new MRI facility in Philadelphia, PA, remarked, "For years I have waited for the day when I could observe the soft tissues of patients in many different positions - particularly in the positions of pain. Finally, this day has arrived. Upright(TM) imaging technology enables doctors to better define the abilities, restrictions and impairments of injured patients, particularly for accident and trauma victims. That is why I purchased the FONAR Upright(TM) MRI for my clinical practice." Dr. Rodriguez added, "I can envision a time when all conditions that affect motion and function are visible using the Upright(TM) MRI, making this technology the 'GOLD STANDARD' of MRI for evaluating tissue 'function'. I believe the medical community eventually will demand Upright(TM) MRIs for many conditions and other MRI studies will be considered inappropriate. I think the FONAR Upright(TM) MRI will replace all other open MRIs."

Dr. Glenn Molin, director of Next Generation MRI in Columbia, MD, said, "We purchased the FONAR Upright(TM) MRI because of its advanced MRI applications. Intuitively, physicians understand the value of Upright(TM) imaging and attempt to achieve it through the use of X-ray or myelography. Now for the first time, with the FONAR Upright(TM) MRI, we can do Upright(TM) imaging using the exquisite diagnostic capabilities of the MRI. I believe that the Upright(TM) MRI will become the standard for ortho-neuro applications."

Michael A. Brisman, MD, neurosurgeon at Great Neck MRI in Long Island, NY, said, "The Upright(TM) MRI is a unique product and technology that provides the image quality that discerning physicians expect, as well as enables neurosurgeons, like me, to see changes in pathology based on a patient's position. Moreover, the Upright(TM) MRI is patient friendly, allowing even the most claustrophobic patients to be scanned without difficulty. As a result, using the FONAR Upright(TM) MRI gives Great Neck Stand-Up MRI a competitive advantage in an area that already has many MRI machines and facilities."

Paul Hoang, a pain management specialist, anesthesiologist and a general partner in Victoria MRI in Victoria, TX, commented, "We purchased the FONAR Upright(TM) MRI after carefully examining the MRI marketplace. We determined that the FONAR scanner is the most technologically advanced product available. It is a very differentiated product that gives us a diagnostic competitive edge over conventional MRI scanners."

Richard A. Marks, MD, a board-certified orthopedic surgeon and president of Up & Open Imaging in Dallas, TX, remarked, "The medical community at large has overwhelmingly embraced the remarkable technology of the Upright(TM) MRI study. "The FONAR Upright(TM) MRI at Up & Open Imaging shatters another myth, that an 'Open' MRI gives substandard images. Our referring physicians are awed by the clarity of the images. They realize that the image quality bears a much closer resemblance to a 1.5 Tesla closed magnet than to a grainy 0.35 Tesla Open."

Increased Sales and Installations

When I reported to you at this time last year, FONAR had sold 76 Upright(TM) MRIs and installed 40 scanners. As of March 31, 2005, sales have risen to 110, an increase of 45%, and the number of installations has climbed to 81, a two-fold increase over last year. And our pipeline of opportunities to demonstrate the scanner to other physicians and surgeons continues to build. Moreover, I am pleased to say that FONAR is meeting customer demand as orders are received.

The chart on the top of the next page -- Moving Average of Upright(TM) MRI Unit Sales/Month -shows a 12-month moving average of monthly scanner sales. Note the positive trend of the linear regression line.

FONAR is also more fully reaping the benefits of service and repair fees, as

Edgar Filing: FONAR CORP - Form DEF 14A

warranties on Upright(TM) machines installed last year expire and we begin collecting annual service fees. At this time only 1/3 of our Upright(TM) MRIs are out of warranty. We expect this trend to continue to improve, and we believe it will create a stable revenue stream for us moving forward.

Explanation of Revenue Recognition

It is important not only to grasp our sales patterns on a quarterly basis, but also to clearly understand how FONAR recognizes scanner (product) revenues on a quarterly basis. We recognize revenues for the Upright(TM) MRI on a "percentage of completion" basis, which means a portion of the total sales price is recorded throughout the entire sales/manufacturing/installation process. Therefore, the revenues announced for a particular quarter are not necessarily reflective of new orders or installations that were announced in that quarter. Rather, it is the combination of new sales and progress payments (installations) received in a quarter that provides the clearest picture of how revenues are recorded.

Increased Marketing Initiatives

Over the past 12 months, we aggressively escalated our marketing initiatives. During this timeframe, we attended more conferences and trade exhibits than ever before, and we enhanced our presence at these events by expanding our booth size and/or attaining better booth placement; we added five new sales people to the FONAR team, bringing our sales force to 20 members; and we hosted our Second Annual Customer/User Workshop.

Some significant conferences in which we exhibited in the past 12 months include: the 54th Annual Meeting of the Congress of Neurological Surgeons (CNS) in San Francisco (our first appearance at this conference); the 19th Annual Meeting and Technical Exhibit Show of the North American Spine Society (NASS) in Chicago; the 90th Annual Scientific Assembly and Annual Meeting of the Radiological Society of North America (RSNA) in Chicago, which was attended by more than 60,000 radiology and allied health care professionals from around the world; the 72nd Annual Meeting of the American Academy of Orthopaedic Surgeons in (AAOS) in Washington, DC; and the 73rd annual meeting of the American Association of Neurological Surgeons (AANS) in New Orleans. FONAR's participation at conferences and trade shows generates good exposure for the Upright(TM) MRI, as well as helps us to generate sales leads. Therefore, we believe that our attendance at these events offers a good return on investment for the Company.

In addition, our annual Customer/User Workshops are proving to be an essential component of our marketing initiatives. The input of FONAR customers is a critical element to the development and growth of the Upright(TM) MRI. In March, we assembled for our second annual workshop, which was both fruitful and informative. Operating an Upright(TM) MRI scanning center and providing top-quality service to patients and physicians is very experience dependent. The FONAR Customer/User Workshops are very effective at promoting the exchange of valuable lessons learned in the MRI marketplace. In addition, these workshops provide us with the necessary feedback to stay current with our customers' needs.

Improved Operating Efficiencies

Concurrent with the rapid growth in product sales and service fees, we exercised stringent controls over operating expenses to ensure that our spending paces revenue growth. This can be seen in the upgrading and streamlining of our HMCA business segment. There, we successfully turned around the business by carefully managing expenses and realizing savings from the closing of unprofitable sites. Furthermore, we believe we can sustain this progress by replacing older scanners with Upright(TM) MRIs. HMCA currently manages seven sites that are equipped with Upright(TM) MRIs. Our plan is to open three new sites with Upright(TM) MRIs

Edgar Filing: FONAR CORP - Form DEF 14A

within the next nine months, bringing the total number of HMCA facilities with Upright(TM) MRIs to ten.

Achieved Profitability

Due to increased product sales, improved efficiencies resulting from higher sales volumes, increased service and repair fees and continued cost control measures, FONAR was able to achieve and sustain profitability for the first nine months of FY 2005.

Development Pipeline

Even though we have made tremendous strides with the Upright(TM) MRI, we are not resting on our laurels. At the RSNA event in November, FONAR demonstrated the latest works-in-progress application for the Upright(TM) MRI - obtaining images of the beating heart and the blood-vascular system with the patient in the vertical position. This is a significant advancement because when physicians evaluate cardiac patients with heart failure, they prefer to see the heart performing against its normal physiological uphill load rather than in the lying-down position, where the blood is practically running downhill. In addition, imaging blood vessels vertically, where the flow is against gravity, is more likely to enable doctors to see the full impact of vascular pathologies on blood flow that is not evident when blood is flowing horizontally. Rather, in the gravity-affected vertical position, multiple factors may lead to decreased arterial or venous circulation, such as decreased cardiac output or loss of auto regulation.

Along with demonstrating images of the beating heart, we also unveiled the prototype of our new works-in-progress MRI-compatible treadmill that sits inside the FONAR Upright(TM) MRI. This novel device is designed to provide doctors with the ability to directly image the exercising heart.

Investor Relations Initiatives

In September, FONAR engaged The Anne McBride Company to assist us with our investor relations and communications efforts. Since that time, we have conducted quarterly conference calls, commenced an institutional investor outreach program, and made presentations at investment-oriented conferences. For example, we met with over 30 institutional investors, high net-worth individuals and sell-side analysts, as well as conducted conference calls with numerous others. In addition, we presented to an institutional investor audience at The Wall Street Analyst Forum in New York City on March 2 and at the Deutsche Bank Health Care Conference in Baltimore on May 3. Our meetings have been well received by Wall Street, and as a result, we are starting to build an institutional investor following. FONAR plans to continue this program and expects it will help to increase shareholder value going forward.

Sales Growth Confirms Long-Term Strategy

Our superior technology and ability to meet the special needs of physicians and surgeons continues to command market demand. In addition, the pipeline of opportunities to demonstrate the Upright(TM) MRI to new physicians and surgeons continues to build. All at FONAR remain focused on continuing our pace of new sales and installations and aggressively marketing to customers, while continuing to upgrade and streamline our HMCA operations.

We are pleased with the milestones FONAR has attained in the last year, and we plan to continue capitalizing on our opportunities, building a strong business and increasing shareholder value. We have made outstanding progress in positioning FONAR for success, and we plan to stay the course in the coming year. We believe that our increased marketing efforts and cost control measures present both strong growth potential and financial stability for the Company.

Edgar Filing: FONAR CORP - Form DEF 14A

Closing

I believe that we have begun to meet our investor goals. The Upright(TM) MRI is a success; we are growing the Company at a very healthy pace; we are achieving profitability; and we expect a profitable year for Fiscal 2005.

In conclusion, I would like to extend a special thanks to our faithful shareholders who have supported FONAR throughout the years and continue to support us today. In addition, I would like to thank our customers and our employees, both of whom supported the growth of our business over the past year. We are pleased to share our achievements with you.

Sincerely,

Raymond V. Damadian
President and Chairman

FORM 10-K

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [Fee Required] For the fiscal year ended June 30, 2004

OR

[] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES AND EXCHANGE ACT OF 1934 [No Fee Required] For the transition period from _____ to _____

Commission File No. 0-10248

FONAR CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE
(State of incorporation)

11-2464137
(IRS Employer Identification Number)

110 Marcus Drive, Melville, New York
(Address of principal executive offices)

11747
(Zip Code)

(631) 694-2929
(Registrant's telephone number, including area code)

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

Securities registered pursuant to Section 12(g) of the Act:
Common Stock, par value \$.0001 per share
(Title of Class)

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

Edgar Filing: FONAR CORP - Form DEF 14A

required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark if disclosure of delinquent filers, pursuant to Item 405 of Regulation S-K (ss.229.405 of this Chapter), is not contained herein, 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 an accelerated filer (as defined in Rule 12b-2 of the Act).

Yes No

As of August 31, 2004, 99,431,233 shares of Common Stock, 3,953 shares of Class B Common Stock, 9,562,824 shares of Class C Common Stock and 7,836,287 shares of Class A Non-voting Preferred Stock of the registrant were outstanding. The aggregate market value of the approximately 96,884,790 shares of Common Stock held by non-affiliates as of such date based on the closing price per share on August 31, 2004 as reported on the NASDAQ System, was approximately \$106,573,269. The other outstanding classes do not have a readily determinable market value.

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 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 Stand-Up(TM) Brand MRI scanner and Fonar 360(TM) MRI scanner.

The product we are now most vigorously promoting is our Stand-Up(TM) MRI. The Stand-Up(TM) 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.

Health Management Corporation of America, formerly U.S. Health Management Corporation, 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.

Edgar Filing: FONAR CORP - Form DEF 14A

HMCA provides management services, administrative services, office space, equipment, repair, maintenance service and clerical and other non-medical personnel to physicians and other medical providers, including 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.

RECENT DEVELOPMENTS AND OVERVIEW.

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

The Stand-Up(TM) MRI permits, for the first time, MRI diagnoses to be made in the weight-bearing state. The Stand-Up(TM) 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. An elevator 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. In the future the Stand-Up(TM) MRI may also be useful for MRI guided interventional procedures.

We are vigorously promoting sales of the Stand-Up(TM) MRI which we regard as our most promising product. The market for the Stand-Up(TM) shows strong progress. During the fiscal year ended June 30, 2004, we received orders for 39 Stand-Up(TM) MRI scanners as compared to 22 for the fiscal year ended June 30, 2003. Revenues recognized from the sale of Stand-Up(TM) MRI scanners increased in fiscal 2004 by 76% over fiscal 2003 from approximately \$24.3 million in fiscal 2003 to approximately \$42.7 million in fiscal 2004, following a 119% increase from fiscal 2002 to fiscal 2003, when revenues from the sale of Stand-Up(TM) MRI scanners increased from \$11.1 million to \$24.3 million in fiscal 2003. The following chart shows the revenues attributable to our different model scanners for the fiscal years ended June 30, 2003 and June 30, 2004. Note that we recognize revenue on a percentage of completion basis. Accordingly, revenue is recognized as each sub-assembly of a scanner is

Edgar Filing: FONAR CORP - Form DEF 14A

manufactured. Consequently the revenues for a fiscal period do not necessarily relate to orders placed in that period.

Model	Revenues Recognized	
	Fiscal 2003	Fiscal 2004
Stand-Up(TM)	\$24,298,460	\$42,668,377
Fonar 360(TM)	0	0
QUAD(TM)	0	0
Echo(TM)	0	0
Beta(TM) (used)	\$ 100,000	0

The Fonar 360(TM) includes the Open Sky(TM) MRI. We received our first order for a Fonar 360(TM) scanner in August, 2004, which is 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.

Our earlier primary product, the QUAD(TM) MR scanner, utilized a electromagnet and was accessible from four sides. The QUAD(TM) was the first "open" MRI scanner at high field.

FONAR has an internal sales force of approximately 15 persons, concentrating on domestic sales. We continue to use manufacturer's representatives and distributors for our foreign sales efforts. We have also expanded our website to a full-scale interactive product information desk for reaching new customers and assisting existing customers.

In March 1997, FONAR formed Health Management Corporation of America, formerly U.S. Health Management Corporation, as a wholly-owned subsidiary for the purpose of engaging in the business of providing comprehensive management and administrative services, office space, equipment, repair and maintenance service for equipment and clerical and other personnel (other than physicians) to physicians' practices and other medical providers, including diagnostic centers.

HMCA currently is managing 11 diagnostic imaging centers, and six physical therapy and rehabilitation practices located principally in New York State and Florida. HMCA discontinued management of primary care offices, selling that portion of its business in April, 2003.

PRODUCTS

FONAR's principal products are the Stand-Up(TM) MRI and the Fonar 360(TM).

The Stand-Up(TM) MRI is a whole-body open MRI system that enables positional MRI (pMRI(TM)) 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 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

Edgar Filing: FONAR CORP - Form DEF 14A

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.

The Stand-Up(TM) 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 will be 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 Stand-Up(TM) 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 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) version, the Fonar 360(TM) serves as an open patient-friendly scanner which allows 360 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, like that of FONAR's earlier QUAD(TM) MRI scanner, is 0.6 Tesla.

In the future, we may also develop the Fonar 360(TM) to function as an MRI guided interventional scanner. In this version, which is in the planning stages, 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

Edgar Filing: FONAR CORP - Form DEF 14A

resonance signal's extraordinary capacity to create image contrast, can then be obtained real time to guide the operator 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 by means of the MRI image. Surgically inoperable lesions may then be accessed through MRI guided catheters and needles making it possible to deliver the treatment agent directly to the targeted tissue.

It should be noted that these procedures have not yet been performed in the scanner, although they are promising possibilities.

With current treatment methods, 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 treatment will enable the operator to make assessments during treatment whether the treatment is being effective.

The interventional version of the Fonar 360(TM) is still in the planning stages. There is not a prototype. A separate FDA submission for the interventional Fonar 360(TM) has not been made as yet and might not be necessary in that it was not required of other MRI manufacturers in similar situations. We note that other manufacturers have incorporated the use of their imaging machine for use in interventional procedures without separate FDA submissions.

In addition to the patient comfort and new applications, such as MRI directed interventions, made possible by our scanners' open design, the Stand-Up(TM) 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 enables 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 Stand-Up(TM) 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 in which the Fonar Stand-Up(TM) MRI is one of the market leaders. High-field open MRIs operate at significantly higher magnetic field strengths and, therefore,

Edgar Filing: FONAR CORP - Form DEF 14A

produce more of the MRI image-producing signal needed to make high-quality MRI images (measured by signal-to-noise ratios, S/N).

Like FONAR's previous principal product, the QUAD(TM) scanner, the Stand-Up(TM) MRI and Fonar 360(TM) scanners utilize a 6000 gauss (0.6 Tesla field strength) iron core electromagnet. The QUAD(TM) was the first open MRI scanner at high field. 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 Stand-Up(TM) 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 Stand-Up(TM) 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 Stand-Up(TM) MRI and Fonar 360(TM) scanners operate squarely in the optimum C/N range.

The Stand-Up(TM) 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.

Prior to the introduction of the Stand-Up(TM) MRI, Fonar 360(TM) and QUAD(TM) scanners, the Ultimate(TM) 7000 scanner, introduced in 1990, was the Company's principal product. The Ultimate(TM) scanner replaced the Company's traditional principal products, the Beta(TM) 3000 scanner (which utilized a permanent magnet) and the Beta(TM) 3000M scanner (which utilized an iron core electromagnet). All of the Company's current and earlier model scanners create cross-sectional images of the human body.

During fiscal 2004, sales of our Stand-Up(TM) MRI scanners accounted for approximately 59.6% of our total revenues and 87.7% of our medical equipment revenues, as compared to 45.9% of total revenues and 81.1% of medical equipment revenues in fiscal 2003 and 25.7% of total revenues and 68.7% of medical equipment revenues in fiscal 2002. This dramatic increase shows the market

Edgar Filing: FONAR CORP - Form DEF 14A

penetration being achieved by the Stand-Up(TM) MRI scanner and our successful reemphasis on new product development and scanner sales.

During fiscal 2003, less than 1% of both total revenues and of medical equipment revenues were derived from the sale of a refurbished Beta(TM) scanner and during fiscal 2002, 1% of total revenues and 2.1% of medical equipment revenues were derived from the sale of two refurbished Beta(TM) scanners. During fiscal 2004, no medical equipment sales revenues were derived from sales of Beta(TM) scanners. The Beta(TM) is an older model scanner which the Company does not manufacture any longer. Nevertheless, the Company can refurbish and sell used Beta(TM) scanners where there is a demand for it.

During fiscal 2004 and fiscal 2003, sales of our Fonar 360(TM) scanners accounted for none of our revenues, although in the first quarter of fiscal 2005 we sold the first Fonar 360(TM), to a hospital in England. Our principal selling, marketing and advertising efforts have in the past two years focused on the Stand-Up(TM) 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 Stand-Up(TM) MRI is successfully penetrating the market and our objective is to achieve profitability as soon as possible, primarily through product sales, we expect to continue our focus on the Stand-Up(TM) MRI in the immediate future. Further in the future, we are optimistic that our other products including the Fonar 360(TM) and works in progress will also contribute materially 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 "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%).

On the other hand 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

Edgar Filing: FONAR CORP - Form DEF 14A

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 Stand-Up(TM) 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 hospitals and private scanning centers.

Fonar's internal sales force is approximately 15 persons. Our internal sales force handles the domestic market while we continue to use independent manufacturer's representatives and distributors for foreign markets. In addition to its internal domestic sales force, Fonar and General Electric Medical Systems, a division of General Electric Company, have entered into an arrangement pursuant to which General Electric Medical Systems acts as independent manufacturer's representative for Fonar's Stand-Up(TM) MRI scanner.

In addition, FONAR has expanded its website to include an interactive product information desk for reaching customers. We plan to commence a program for providing demonstrations of our products to potential customers on an international basis. FONAR has exhibited its new products at the annual meeting of the Radiological Society of North America ("RSNA") in Chicago since November 1995 and plans to attend the RSNA meeting in November 2004 and future years. The RSNA meeting is attended by radiologists from all over the world. Most manufacturers of MRI scanners regularly exhibit at this meeting.

In 2004, FONAR exhibited for the second time at the annual meeting of the American Academy of Orthopedic Surgeons (AAOS). FONAR has targeted orthopedic surgeons as an important market for its Stand-Up(TM) MRI, and plans to attend future AAOS meetings.

In addition, in April, 2004 FONAR exhibited at the American Association of Neurosurgeons (AANS) and plans to do so again in 2005 and future years.

We are directing our MRI marketing efforts to meet the demand for high field open MRI scanners. Fonar plans to devote its principal efforts to marketing the Stand-Up(TM) MRI, which 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. In August, 2004, FONAR sold its first Fonar 360(TM) scanner, to a hospital in England. Utilizing a 6000 gauss (0.6 Tesla field strength) iron core electromagnet, the Stand-Up(TM) MRI and Fonar 360(TM) scanner magnets are among the highest field "open MRI" scanners in the industry.

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, 2004, 1.2% of the Company's revenues were generated by foreign sales, as compared to 3.0% and 5.0% for fiscal 2003 and 2002, respectively.

Edgar Filing: FONAR CORP - Form DEF 14A

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 \$2.2 million in fiscal 2002 and \$2.5 million in fiscal 2003 and \$3.2 million in fiscal 2004.

We 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 Imaging(TM) technology. New medical uses for MRI technology are constantly being discovered and are anticipated for the Upright Imaging(TM) 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. At the present time, however, upgrade revenue is not significant. We had upgrade revenues of approximately \$386,898 in fiscal 2002 and \$205,893 in fiscal 2003. We had no upgrade revenue in fiscal 2004.

Service and upgrade revenues are expected to increase as sales of scanners and the size of the customer base increases.

RESEARCH AND DEVELOPMENT

During the fiscal year ended June 30, 2004, we incurred expenditures of \$6,079,797, \$588,735 of which was capitalized, on research and development, as compared to \$5,955,667, \$791,216 of which was capitalized and \$5,955,394, \$855,612 of which was capitalized, during the fiscal years ended June 30, 2003 and June 30, 2002, respectively.

Research and development activities have focused principally, on the development and enhancement of the new Stand-Up(TM) and Fonar 360(TM) MRI scanners. The Stand-Up(TM) 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 high speed processing power of its 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 Stand-Up(TM) MRI.

BACKLOG

Our backlog of unfilled orders at July 1, 2004 was approximately \$40.7 million, as compared to \$26.8 million at July 1, 2003. Of these amounts, approximately \$7.8 million and \$4.9 million had been paid to FONAR as customer advances as at July 1, 2004 and July 1, 2003, respectively. Of the backlog amounts at July 1, 2004 and July 1, 2003, \$234,000 and \$2.5 million, respectively, represented orders from affiliates. It is expected that the existing backlog of orders will

Edgar Filing: FONAR CORP - Form DEF 14A

be filled within the current 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 it developed, are material to its business.

Dr. Damadian granted FONAR an exclusive world-wide license, to make, use and sell apparatus covered by certain domestic and foreign patents in his name relating to MRI technology. No patents covered by this license are in effect any longer.

One of the patents, issued in the name of Dr. Damadian and covered by said license, 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 the Beta(TM) 3000 was 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. None of the recoveries with respect to the enforcement of this patent were received by Dr. Damadian.

Historically, the patent for multiple angle oblique imaging generated significant revenues in connection with the enforcement and settlement of our patent litigations. As a result of these litigations and settlements, our competitors are now entitled to use this technology as well. This patent will expire in 2006.

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. The Company has 94 patents issued and approximately 55 patents pending. A number of 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 94 issued patents extend to various times up to 2022.

We have entered into a cross-licensing agreement, utilizing other than FONAR's MRI technology, with another entity to use prior art developed for nuclear magnetic resonance technology and have entered into a license to utilize the MRI technology covered by the existing patent portfolio of a patent holding company. 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. In 2001, the size of the MRI market in the United States was approximately \$1.202 billion. In 2002, the size of the MRI market in the United States was approximately \$1.46 billion. 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

Edgar Filing: FONAR CORP - Form DEF 14A

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 and iron frame products. FONAR's current market share of the United States market for MRI scanners is approaching to 3.0%. In the mid-field segment of the 2002 market in the United States, Fonar had a 4.2% market share, based on the Frost and Sullivan data contained in their U.S. MRI Scanners and Coils Market publication. FONAR introduced the first "Open MRI" in 1980. "Open MRI" was made possible by FONAR's introduction of an MRI magnet built on an iron frame. Thus the magnetic flux generating apparatus of the magnet, magnet coils or permanent magnet bricks, was built into a frame of steel. The steel frame provided a return path for the magnetic lines of force and thereby kept the magnetic lines of force contained within the magnet. This enabled FONAR, from 1980 on, to show that the FONAR magnet was the only magnet that allowed the patients to stretch out their arms, the only "open" MRI.

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 exception, generally rejected Fonar's "open" design but by now all have added the iron frame "open" magnet to their MRI product lines. One principal 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 recently sold to a hospital in England. Fonar's Stand-Up(TM) 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 Stand-Up(TM) 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

Edgar Filing: FONAR CORP - Form DEF 14A

is inside the scanner.

While FONAR's current market share of the total domestic MRI market is almost 3.0%, FONAR expects to be a leader in domestic open MRI market for several reasons. In MRI, scanning speed and image quality is controlled by the strength of the magnetic field. Fonar's Stand-Up(TM) and Fonar 360(TM) scanners operate at 0.6 Tesla, which make them among the highest field strength open MRI scanners. Furthermore, the Stand-Up(TM) MRI is the only MRI which allows patients to be scanned under weight-bearing conditions. High field MRI manufacturers convinced the marketplace for FONAR, and the marketplace accepts, that higher field strength translates directly into superior image quality and faster scanning speeds. No companies possess the Stand-Up(TM) MRI or Fonar 360(TM) scanners, and FONAR possesses the pioneer patents on "open MRI" 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.

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.

Edgar Filing: FONAR CORP - Form DEF 14A

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 Good Manufacturing Practices or GMPs, 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 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.

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,

Edgar Filing: FONAR CORP - Form DEF 14A

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 June 25, 1992, 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 Stand-Up(TM) 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.

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."

Edgar Filing: FONAR CORP - Form DEF 14A

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.

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

Edgar Filing: FONAR CORP - Form DEF 14A

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 four Class II recalls. 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.

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.

Edgar Filing: FONAR CORP - Form DEF 14A

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 25 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 clearance to sell the QUAD(TM) scanners in the EU in May, 1999. Clearances for the Fonar 360(TM) and Stand-Up(TM) MRI scanners were obtained in May, 2002.

Other countries such as China and Russia 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.

Because our export sales are not material at this point, foreign regulation does not have a material effect on us. In any case, we do not believe that foreign regulation will deter its efforts to penetrate foreign markets.

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.

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

Edgar Filing: FONAR CORP - Form DEF 14A

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.

HEALTH MANAGEMENT CORPORATION OF AMERICA PHYSICIAN AND DIAGNOSTIC SERVICES MANAGEMENT BUSINESS

Health Management Corporation of America, formerly known as 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 physicians' practices and other medical providers, in particular diagnostic imaging centers. 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 11 MRI facilities and six physical therapy and rehabilitation practices. In April, 2003, HMCA sold its subsidiary A&A Services, Inc. which managed four primary care medical practices. For the 2004 fiscal year, the revenues HMCA recognized from the MRI facilities were \$13,289,902 and the revenues recognized from the physical therapy and rehabilitation practices were \$9,690,000. For the 2003 fiscal year, the revenues HMCA recognized from the MRI facilities were \$13,497,837 and the revenues recognized from the physical therapy and rehabilitation practices were \$9,435,000. The revenues recognized from the primary care medical practices were \$1,179,095 through April 9, 2003, when this part of our business was sold. These revenues have been reclassified as part of discontinued operations in the consolidated financial statements.

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 is to promote and facilitate the replacement of existing MRI scanners with new Fonar Stand-Up(TM) MRI scanners at the most promising locations. To date, we have installed new Stand-Up(TM) MRI scanners at the MRI facilities we manage in Islandia, New York, Staten Island, New York, Bensonhurst, New York and Boca Raton, Florida, which new site replaced our prior site in Deerfield Beach, Florida. We also plan to install Stand-Up(TM) MRI scanners at other MRI facilities we manage. The next locations at which we plan to install Stand-Up(TM) MRI scanners are in East Elmhurst, New York and Daytona, Florida.

HMCA's longer range plans involve opening new MRI facilities clustered in selected television and radio media areas in New York, Florida, Houston, Boston, Los Angeles and Chicago, although at the present time our efforts are focused only in the New York and Florida markets. Marketing efforts in targeted areas include television, radio and billboard advertising.

In addition, HMCA has promoted the opening of new physical therapy and rehabilitation offices by existing clients, expanding the number of such offices from the initial three offices we managed in August, 1998 to the six offices we currently manage. HMCA no longer manages any primary care offices and has no present plans to do so. In April, 2003, HMCA sold A&A Services, Inc., a company which it had acquired in 1998. This subsidiary managed four primary care offices.

PHYSICIAN AND DIAGNOSTIC MANAGEMENT SERVICES

Edgar Filing: FONAR CORP - Form DEF 14A

HMCA's services to the facilities and practices it manages encompass substantially all of their business operations. The facilities and practices are controlled, however, by the physician owners, not HMCA, and all medical services are performed by the physicians and other medical personnel under their 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 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.

5. Cost Saving Programs. Based on available volume discounts, HMCA seeks to obtain favorable pricing for 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 is expanding the ancillary services offered in its network to include CT-scans, x-rays, ultrasound, and other ancillary services useful to its 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. Additional physicians, physical therapists and technologists have been added where needed.

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. 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.

Edgar Filing: FONAR CORP - Form DEF 14A

In the case of contracts with the MRI facilities, fees are charged by HMCA based on the number of procedures performed. In the case of the physical therapy and rehabilitation practices, flat fees are charged on a monthly basis. Fees are subject to adjustment on an annual basis, but must be based on mutual agreement. The per procedure charges to the MRI facilities range from \$250 to \$550 per MRI scan. The monthly fees charged to the physical therapy and rehabilitation practices range from approximately \$90,000 to \$285,000. No MRI facilities or physical therapy and rehabilitation facilities are owned by HMCA. Only one chiropractic practice managed by HMCA, providing HMCA with management fees of approximately \$22,500 in fiscal 2003 and \$180,000 in fiscal 2002, was owned by a seller in an acquisition. HMCA discontinued management of this practice in the beginning of the second quarter of fiscal 2003.

The practices and the facilities enter into contracts with third party payors, including managed care companies. With the exception of some capitated health plans in which the medical practices previously managed by HMCA up to April, 2003, participated, neither HMCA's clients nor HMCA participate in any risk sharing arrangements. Capitated plans are those HMO programs where the provider is paid a flat monthly fee per patient. All of the fees from capitated health plans were attributable to medical professional corporations managed by A & A Services, Inc., representing 48%, and 46% of their revenues in fiscal 2003 and fiscal 2002, respectively. Since divesting itself of the A&A Services, Inc. as of April 8, 2003, none of HMCA's clients nor HMCA have participated in any capitated or other risk sharing arrangements.

HMCA MARKETING

HMCA's marketing strategy is to expand the business and improve the facilities and practices which it manages. HMCA will also seek to increase the number of locations of those facilities and practices where market conditions are promising. HMCA will seek to promote growth of its clients' patient volume and revenue through installing new Stand-Up(TM) MRI scanners at MRI facilities and advertising in television, radio and other media.

HMCA's lack of capital resources has prevented HMCA from increasing the number of clients it manages through acquisitions since it made its most recent acquisition in August, 1998.

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 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

Edgar Filing: FONAR CORP - Form DEF 14A

modalities offered at its managed diagnostic imaging facilities.

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 by installing the new Fonar Stand-Up(TM) MRI scanners at its most promising facilities.

GOVERNMENT REGULATION APPLICABLE TO HMCA

FEDERAL REGULATION

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 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.

Anti-kickback Regulation

Under the federal Anti-kickback statute, which is applicable to Medicare and Medicaid, it is illegal, among other things, for a provider of MRI services to pay or offer money or other consideration to induce the referral of MRI scans. Neither HMCA nor its clients engage in this practice.

In fiscal 2004, approximately 8.5% of the revenues of HMCA's clients were attributable to Medicare and 1.0% were attributable to Medicaid. In fiscal 2003, approximately 11.8% of the revenues of HMCA's clients were attributable to Medicare and 0.5% were attributable to Medicaid.

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.

Edgar Filing: FONAR CORP - Form DEF 14A

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, 2004 approximately 57.9% of our clients' receipts were from patients covered by no-fault insurance and approximately 6.7% of our client's receipts were from patients covered by worker's compensation programs. For the fiscal year ended June 30, 2003, approximately 57.7% of HMCA's clients' receipts were from patients covered by no-fault insurance and approximately 11.1% 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 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, 2004, we employed 476 persons on a full-time and part-time basis. Of such employees, 31 were engaged in marketing and sales, 52 in research and development, 92 in production, 51 in customer support services, 250 in administration, including 135 on site at facilities and offices managed by HMCA and 74 performing billing, collection and transcription services for those facilities.

ITEM 2. PROPERTIES

Fonar leases approximately 135,240 square feet of office and plant space at its principal offices in Melville, New York and at two other locations in Melville and Farmingdale, New York at a current aggregate annual rental rate of \$993,578, excluding utilities, taxes and other related expenses. The term of one of the leases includes options to renew up through 2008 and the terms of the other leases extend to the beginning of 2009. Management believes that these premises are adequate for its current needs. HMCA leases approximately 16,850 square feet for its headquarters in Melville, New York at a current annual rental rate of \$426,930. The term of the lease extends through September, 2009. In addition, HMCA maintains leased office premises for its clients at approximately 22 site locations having an aggregate annual rental rate of approximately \$1.3 million under leases having various terms.

ITEM 3. LEGAL PROCEEDINGS

There is no material litigation pending, or to its knowledge, threatened against the Company.

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

On June 14, 2004, we held our annual meeting of stockholders. The matters before the meeting were 1. the election of directors, 2. the ratification of certain stock bonus plans and 3. the ratification of the selection of auditors for

Edgar Filing: FONAR CORP - Form DEF 14A

fiscal 2004. All nominees for directors were elected and all other proposals were approved, including the selection of Marcum & Kliegman LLP as the Company's auditors for fiscal 2004. All of the directors elected, Raymond V. Damadian, Claudette J.V. Chan, Robert Janoff, Charles N. O'Data and Robert Djerejian were sitting directors. The plans ratified by the stockholders were the Supplemental 2003 Stock Bonus Plan and the 2004 Stock Bonus Plan. The table below lists the votes cast for, against or withheld, as well as abstentions and broker non-votes.

(1) Election of Directors:

	FOR ---	WITHHELD -----
Raymond V. Damadian	324,800,951	3,057,114
Claudette J.V. Chan	324,797,479	3,060,586
Robert J. Janoff	324,969,072	2,889,093
Charles N. O'Data	325,025,571	2,832,494
Robert Djerejian	324,901,727	2,956,338

(2) Ratification of Stock Bonus and Option Plans

FOR ---	AGAINST -----	ABSTAIN -----	BROKER NON-VOTES -----
256,049,474	6,642,339	689,345	64,476,907

(3) Ratification of Auditors Marcum & Kliegman LLP

FOR ---	AGAINST -----	ABSTAIN -----	BROKER NON-VOTES -----
326,045,921	1,413,213	398,932	0

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 ----
July - September	2002	1.99	0.99
October - December	2002	1.30	0.96
January - March	2003	1.12	0.80
April - June	2003	1.45	0.81
July - September	2003	2.10	1.19
October - December	2003	1.60	1.10
January - March	2004	1.59	1.15
April - June	2004	1.52	1.13
July - August	2004	1.30	1.00

On August 31, 2004, we had approximately 4,671 stockholders of record of our Common Stock, 10 stockholders of record of our Class B Common Stock, 4 stockholders of record of our Class C Common Stock and 4,031 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.

Edgar Filing: FONAR CORP - Form DEF 14A

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. We anticipate paying one additional dividend on monies received from the enforcement of our patents. Except for these dividends, however, we expect that we will retain earnings to finance the development and expansion of our business.

Item 6. SELECTED FINANCIAL DATA

The following selected consolidated financial data has been extracted from our consolidated financial statements for the five years ended June 30, 2004. This consolidated selected financial data should be read in conjunction with our consolidated financial statements and the related notes included in Item 8 of this form.

STATEMENT OF OPERATIONS

	As of and For the Periods Ended June 30,				
	2004	2003	2002	2001	2000
Revenues (1)	\$71,609,000	\$52,892,000	\$43,161,000	\$40,274,000	\$33,560,000
Cost of revenues (1)	\$44,407,000	\$32,477,000	\$24,682,000	\$25,959,000	\$25,054,000
Research & Development Expenses	\$5,491,000	\$5,164,000	\$5,100,000	\$5,866,000	\$5,532,000
Net Loss from continued operations	\$ (9,494,000)	\$ (15,201,000)	\$ (16,956,000)	\$ (14,538,000)	\$ (11,054,000)
Net Gain (Loss) from discontinued operations	\$ ---	\$ 194,000	\$ (5,926,000)	\$ (646,000)	\$ 98,000
Basic and Diluted Net Loss per common share-continuing operations	\$ (.10)	\$ (.20)	\$ (.27)	\$ (.25)	\$ (.20)
Basic and Diluted Net Gain (Loss) per common share-discontinued operations	\$ ---	\$ ---	\$ (.09)	\$ (.01)	\$ ---
Weighted average number of shares	91,027,951	75,816,973	63,511,814	57,388,050	55,096,212

Edgar Filing: FONAR CORP - Form DEF 14A

outstanding

	BALANCE SHEET DATA				
Working capital(1)	\$22,593,000	\$13,517,000	\$14,107,000	\$17,206,000	\$24,857,000
Total assets	\$77,201,000	\$58,749,000	\$73,129,000	\$84,900,000	\$84,599,000
Long-term debt(1) and obligations under capital leases	\$ 6,702,000	\$1,930,000	\$ 9,624,000	\$17,760,000	\$15,443,000
Stockholder's equity	\$43,154,000	\$32,379,000	\$35,695,000	\$41,830,000	\$51,285,000

(1) Amounts as of and for the years ended June 30, 2000 to June 30, 2003 have been adjusted for the reclassification of discontinued operations.

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(TM) MRI and Fonar 360(TM) MRI scanners. The Stand-Up(TM) MRI allows patients to be scanned for the first time under weight-bearing conditions. The Company has been aggressively seeking new sales and during fiscal 2004 and 2003, respectively received orders for 39 and 22 Stand-Up(TM) MRI scanners. The Stand-Up(TM) MRI is the only MRI capable of producing images in the weight bearing state.

At 0.6 Tesla field strength, the Stand-Up(TM) 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 MRI facilities and physical rehabilitation practices. Since April 2003, HMCA no longer engages in the management of primary care medical practices.

All of HMCA's revenues for the fiscal year ended June 30, 2004 and 99% of HMCA's

Edgar Filing: FONAR CORP - Form DEF 14A

revenues for the fiscal years ended June 30, 2003, June 30, 2002, were derived from contracts with facilities and practices owned by Dr. Raymond V. Damadian, the President of FONAR and HMCA and principal stockholder of FONAR. The agreements with the 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 and currently range from \$250 to \$550 per MRI scan. The fees are reviewed and if appropriate, adjusted on an annual basis by mutual agreement.

The agreements with the physical rehabilitation practices, which were executed in 1998, provide for a term of 20 years. The fees are fixed monthly fees adjusted annually. Historically, adjustments have been on the basis of changes in HMCA's costs, plus a percentage of costs. Currently, the monthly fees under these contracts with the physical rehabilitation practices range from approximately \$90,000 to \$285,000. Prior to HMCA's diversiture of A&A Services, Inc., which managed the medical practices, the monthly fees under the contracts with the medical practices were \$110,000 during fiscal 2003.

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. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related 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 recognize revenue from license agreements for our intellectual property over the shorter of the contractual life of the license or the estimated economic life. For our current license agreement, we are recognizing revenue ratably over 5 years.

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, 2004, we recorded a valuation allowance which reduced our deferred tax assets to equal our deferred tax liability.

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, purchased management agreements and capitalized software development costs is 15 to 17 years, 20 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

Edgar Filing: FONAR CORP - Form DEF 14A

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. During the year ended June 30, 2002, we recorded an impairment loss of \$4,700,000 related to the management contracts in our physician's management services segment with the primary care medical practices. In April, 2003, we sold A&A Services, Inc., the subsidiary which held those contracts, back to the original sellers for a purchase price of \$4.0 million. In addition, the buyers released HMCA from the balance of its indebtedness remaining due on the original purchase, in the amount of \$913,495. As depreciated assets attributed to these contracts was \$3,298,443, we recognized a gain of \$509,814 on the transaction. These amounts have been reflected as discontinued operations in the accompanying consolidated financial statements.

RESULTS OF OPERATIONS. FISCAL 2004 COMPARED TO FISCAL 2003

In fiscal 2004, we experienced a net loss of \$9.5 million on revenues of \$71.6 million, as compared to a net loss of \$15.0 million on revenues of \$52.9 million for fiscal 2003. This represents a decrease in the net loss of 36.7% and an increase in revenues of 35.4%. This was due in part to the fact that while revenues increased by 35.4%, total costs and expenses increased by only 17.7%. Our consolidated operating loss decreased by 43.7% to \$8.5 million for fiscal 2004 as compared to an operating loss of \$15.1 million for fiscal 2003.

Discussion of Operating Results of Medical Equipment Segment Fiscal 2004 Compared to Fiscal 2003

Revenues attributable to our medical equipment segment increased by 62.3% to \$48.6 million in fiscal 2004 from \$30.0 million in fiscal 2003, reflecting an increase in product sales of 72.4%, from \$24.9 million in fiscal 2003 to \$43.0 million in fiscal 2004 and an increase in service revenue of 29.4%, from \$2.5 million in fiscal 2003 to \$3.2 million in fiscal 2004. This improvement in revenues was attributable to our increase in sales of our Stand-Up(TM) MRI, which 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. The increase in service revenue is a result primarily of our increase scanner base, as scanners sold in previous years become service customers after the warranty period expires. During the fiscal years ended June 30, 2004 and June 30, 2003, respectively, we received orders for 39 and 22 Stand-Up(TM) MRI scanners.

Confirming our expectation of increased demand for our MRI scanners, product sales to unrelated parties increased by 113.3% in fiscal 2004 from \$17.7 million in fiscal 2003 to \$37.7 million in fiscal 2004. Product sales to related parties decreased, however, by 26.9% in fiscal 2004 from \$7.3 million in fiscal 2003 to \$5.3 million in fiscal 2004. We believe that our principal challenges in achieving greater market penetration are 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 Stand-Up(TM) MRI, and the General Electric Medical Systems division of General Electric acts as a manufacturer's representative for the Stand-Up(TM) MRI.

We believe that our continuing increase in unrelated party sales shows that we are successfully meeting that challenge. Sales to related parties in fiscal 2004 were adversely affected, however, by the bankruptcy during the year of their primary financing source, which had to be replaced. We anticipate that the trend

Edgar Filing: FONAR CORP - Form DEF 14A

of increased sales to unrelated parties relative to sales to related parties will continue to increase as we increase our penetration of the general market.

The operating loss for the medical equipment segment improved by 22.1% from a loss of \$11.3 million in fiscal 2003 to a loss of \$8.8 million in fiscal 2004. This improvement is attributable to our continuing increase in gross margins on our scanner sales.

We recognized revenues of \$42.7 million from the sale of our Stand-Up(TM) MRI scanners in fiscal 2004. In fiscal 2003, we recognized revenues of \$24.3 million from the sale of Stand-Up(TM) MRI scanners, and \$100,000 from the sale of one refurbished, used, Beta(TM) scanner. We no longer manufacture Beta(TM) scanners.

Sales of MRI scanners to affiliated parties, consisting of professional corporations and other entities in which Dr. Damadian or members of his family have an interest represented approximately 7.4%, or \$5.3 million, of our revenues in fiscal 2004, as compared to 13.8%, or \$7.3 million, of our revenues in fiscal 2003.

License and royalty revenue declined by 4.1% to approximately \$2.4 million in fiscal 2004 from approximately \$2.6 million in fiscal 2003.

Gross profit margins on product sales improved during fiscal 2004 from 35.7% in fiscal 2003 to 38.1% in fiscal 2004. The improvement was principally attributable to the medical equipment segment operating at a higher level of capacity resulting from the increased sales volume.

Research and development expenses, net of capitalized costs, increased by 6.3% to \$5.5 million in fiscal 2004 as compared to \$5.2 million in fiscal 2003. Our expenses for fiscal 2004 represented continued research and development of FONAR's scanners, FONAR's new hardware and software product, Sympulse(TM) and new surface coils to be used with the Stand-Up(TM) MRI scanner.

Discussion of Operating Results of Physician and Diagnostic Services Management Segment. Fiscal 2004 Compared to Fiscal 2003

Revenues attributable to the Company's physician and diagnostic services management segment, HMCA, increased by 0.2% to \$23.0 million in fiscal 2004 from \$22.9 million in fiscal 2003. The reversal of the decline in revenues reflected anticipated increases in revenues provided by upgraded facilities offsetting the closing of underperforming facilities. Presently, four MRI facilities managed by HMCA have Stand-Up(TM) MRI scanners and additional upgrades are planned.

Cost of revenues as a percentage of the related revenues for our physician and diagnostic services management segment increased from \$13.3 million or 57.9% of related revenues for the year ended June 30, 2003 to \$13.8 million, or 60% of related revenue for the year ended June 30, 2004.

Operating results of this segment improved from an operating loss of \$3.8 million in fiscal 2003 to operating income of \$308,000 in fiscal 2004. In the fourth quarter of fiscal 2003, HMCA recognized an impairment loss of \$795,237, on certain management agreements with a physical rehabilitation and therapy facility which was closed in the beginning of the second quarter of fiscal 2003. We attribute the improvement to HMCA's focus on upgrading the more promising sites it manages such as the introduction of Stand-Up(TM) MRI scanners at MRI facilities.

Discussion of Consolidated Results of Operations
Fiscal 2004 Compared to Fiscal 2003

Edgar Filing: FONAR CORP - Form DEF 14A

We recognized interest income of \$448,571 in 2004 as compared to \$670,678 in fiscal 2003, representing a decrease of 33.1%. The decrease was attributable primarily to a decrease in interest on our investments in marketable securities and a decrease in interest income from related parties.

Interest expense of \$268,128 was recognized in fiscal 2004 decreasing from \$626,450 in fiscal 2003 and representing a decrease of 57.2%. The decrease was attributable primarily to the repayment of debt and capital lease obligations in fiscal 2004.

Selling, general and administrative expenses increased by 7.3% to \$25.1 million in fiscal 2004 from \$23.4 million in fiscal 2003. The increase in selling, general and administrative expenses was attributable primarily to the expansion of Fonar's increased manufacturing, advertising, marketing and sales activity. Commencing in fiscal 2002, we engaged the services of an advertising agency and introduced television and radio advertising.

The decrease in compensatory element of stock issuances from approximately \$4.8 million in fiscal 2003 to \$4.1 million in fiscal 2004 reflected the continued but reduced use of Fonar's stock bonus plan to pay certain highly compensated employees and others in stock rather than in cash.

The lower provision for bad debt of \$331,000 in fiscal 2004 as compared to \$702,000 in fiscal 2003, reflected a decrease in reserves and write-offs of certain receivables.

The amortization expense of \$634,000 in fiscal 2004 and \$696,000 in fiscal 2003, reflects the amortization of management agreements attributable to HMCA's acquisitions.

We are enthusiastic about the future of our Stand-Up(TM) MRI and FONAR 360(TM) scanners which bring a new plateau of openness to diagnostic MRI and are expected to bring a new frontier in performing MRI guided intervention. We believe our new products are beginning to successfully penetrate the market, as reflected in the dramatic increase in product sales from approximately \$3.4 million in fiscal 2000 to \$6.1 million in fiscal 2001, to \$11.6 million in fiscal 2002, to \$24.9 million in fiscal 2003 and \$43.0 in fiscal 2004. Most of the revenues on the Stand-Up(TM) MRI scanners sold in the last quarter of fiscal 2004, were not recognized as of June 30, 2004, and as of June 30, 2004, our balance sheet reflects \$7.8 million in customer advances, as compared to \$4.9 million in customer advances as at June 30, 2003. In addition to our success with our Stand-Up(TM) MRI, we sold our first Fonar 360(TM) in the first quarter of fiscal 2005. In addition to increased product sales, the service and repair fees have steadily increased, as reflected by the increase in service and repair fees from \$1.7 million in fiscal 2000 to \$2.0 million in fiscal 2001 to \$2.2 million in fiscal 2002 to \$2.5 million in fiscal 2003 and \$3.2 million in fiscal 2004.

Continuing our tradition as the originator of MRI, we remain committed to maintaining our position as a leading innovator of the industry through aggressive investing in research and development. In fiscal 2004 we continued our investment in the development of our new MRI scanners, together with software and upgrades, with an investment of \$6,079,797 in research and development, \$588,735 of which was capitalized, as compared to \$5,955,667, \$791,216 of which was capitalized, in fiscal 2003. The research and development expenditures were approximately 12.5% of revenues attributable to our medical equipment segment, and 8.5% of total revenues, in 2004 and 19.9% of medical equipment segment revenues, and 11.3% of total revenues in fiscal 2003. This represented a 2.1% increase in research and development expenditures in fiscal 2004 as compared to fiscal 2003 and our significantly higher total revenues and medical equipment revenues which have resulted from our greater emphasis on marketing and selling.

Edgar Filing: FONAR CORP - Form DEF 14A

In summary, Fonar continued the trend of steadily increasing MRI scanner sales, most dramatically the increase in Stand-Up(TM) MRI scanner sales from fiscal 2001 through fiscal 2004. We anticipate that the increase in scanner sales will continue due to the unique capability of the Stand-Up(TM) MRI scanner to scan patients in weight-bearing positions and future sales of the Fonar 360(TM) for image guided interventional procedures and treatments. Service revenues have also increased over the past five fiscal years.

The physician and diagnostic services management segment, HMCA, revenues reversed their decline in the same period, from \$28.5 in fiscal 2001 to \$27.0 million in fiscal 2002 to \$22.9 in fiscal 2003 and \$23.0 million in fiscal 2004.

We have reversed the decline in HMCA revenues by closing unprofitable facilities and continuing our program of replacing the MRI scanners at the MRI facilities we manage with Stand-Up(TM) MRI scanners. Stand-Up(TM) MRI scanners are now installed in the sites we manage in Islandia, New York, Bensonhurst, New York, Staten Island, New York and Boca Raton, Florida. The next managed facilities which we plan to install Stand-Up(TM) MRI scanners are in East Elmhurst, New York, and Daytona, Florida. Our longer range plans involve managing new MRI facilities clustered in selected television and radio media areas in major metropolitan areas throughout the country.

Expenditures for advertising and marketing are likely to increase, as the Company continues its efforts to promote sales.

RESULTS OF OPERATIONS. FISCAL 2003 COMPARED TO FISCAL 2002

In fiscal 2003, we experienced a net loss of \$15.0 million and a net loss from continuing operations of \$15.2 million on revenues of \$52.9 million as compared to a net loss of \$22.9 million and a net loss from continuing operations of \$17.0 million on revenues of \$43.2 million for fiscal 2002. This represented an decrease in the net loss of 34.4%, a decrease in the net loss from continuing operations of 10.3% and an increase in revenues of 22.5%.

Discussion of Operating Results of Medical Equipment Segment Fiscal 2003 Compared to Fiscal 2002

Revenues attributable to our medical equipment segment increased by 85.2% to \$30.0 million in fiscal 2003 from \$16.2 million in fiscal 2002, reflecting an increase in product sales of 115%, from \$11.6 million in fiscal 2002 to \$24.9 million in fiscal 2003 and an increase in service revenue of 13.6% from \$2.2 million in fiscal 2002 to \$2.5 million in fiscal 2003. We attributed the increase in scanner sales to the growing market penetration of the Stand-Up(TM) MRI. Product sales to unrelated parties increased by 228% in fiscal 2003 from \$5.4 million in fiscal 2002 to \$17.7 million in fiscal 2003.

Product sales to related parties, consisting of professional corporations and other entities in which Dr. Damadian or members of his family have an interest, increased by approximately 17.7%, from \$6.2 million in fiscal 2002 to \$7.3 million in fiscal 2003. Such related party scanner sales represented approximately 13.8% of our revenues in fiscal 2003 as compared to 13.9% of our revenues in fiscal 2002.

Licensee and royalty revenue increased by 6.1% to approximately \$2.6 million in fiscal 2003 from approximately \$2.4 million in fiscal 2002.

Gross profit margins on product sales improved significantly during fiscal 2003 from 28% in fiscal 2002 to 35.6% in fiscal 2003. Such improvement was principally attributable to the medical equipment segment operating at a higher level of capacity resulting from increased sales volume.

Edgar Filing: FONAR CORP - Form DEF 14A

Results of operations for the medical equipment segment improved by 26% from an operating loss of \$15.4 million in fiscal 2002 to an operating loss of \$11.3 million in fiscal 2003. This improvement was attributable to our increase in gross margins on our scanner sales.

We recognized revenues of \$24.3 million from the sale of Stand-Up(TM) MRI scanners and of \$100,000 from the sale of one refurbished, used, Beta(TM) scanner in fiscal 2003. In fiscal 2002 we recognized revenues of \$11.1 million from the sale of Stand-Up(TM) MRI scanners and \$361,000 from the sale of two refurbished, used, Beta(TM) scanners.

Research and development expenses, net of capitalized costs, increased by 2% to \$5.2 million in fiscal 2003 as compared to \$5.1 million in fiscal 2001. Our expenses for fiscal 2003 represented continued research and development of FONAR's scanners, its new hardware and software product, Sympulse(TM) and new surface coils to be used within the Stand-Up(TM) MRI scanner.

Discussion of Operating Results of Physician Management Services Segment.
Fiscal 2003 Compared to Fiscal 2002

Revenues attributable to our physician and diagnostic services management segment (HMCA) decreased by 15.1% to \$22.9 million in fiscal 2003 from \$27.0 million in fiscal 2002. The decrease in revenues reflected a decline in MRI scan volume prior to upgrading older scanners and the closing of certain facilities managed by HMCA. The \$1.2 million and \$1.5 million in revenues from the medical primary care practices in fiscal 2003 and 2002 are not included in HMCA's revenues; this part of its business was sold and results of operations are shown separately under discontinued operations.

Costs of revenues for our physician and diagnostic services management segment increased from \$13.7 million, or 50.7%, of related revenues for the year ended June 30, 2002 to \$13.3 million, or 57.9%, of related revenues for the year ended June 30, 2002.

Operating results of this segment declined from operating income of \$1.1 million in fiscal 2002 to an operating loss of \$3.8 in fiscal 2003. In the fourth quarter of fiscal 2003, HMCA recognized an impairment loss of \$795,237, on certain management agreements with a physical rehabilitation and therapy facility which was closed in the beginning of the second quarter of fiscal 2003. HMCA believes that focusing its efforts on more profitable facilities, including the introduction of Stand-Up(TM) MRI scanners, will improve HMCA's profitability.

Discontinued Operations - Fiscal 2003 Compared to Fiscal 2002

The net gain from discontinued operations for fiscal 2003 was \$0.2 million as compared to a loss from discontinued operations of \$5.9 million in fiscal 2002. The net gain from discontinued operations in fiscal 2003 consists of a loss from discontinued operations of \$0.3 million offset by a gain from the sale of discontinued operations of \$0.5 million. The loss from discontinued operations for fiscal 2002 was attributable primarily to an impairment loss of \$4.7 million due to the reduction of the value of the management contracts with the medical primary care practices reflected on our balance sheet because of past and anticipated performance. This portion of HMCA's business was sold and accordingly all results for the current and prior fiscal years have been reclassified as discontinued operations. In addition, included in the loss from discontinued operations in fiscal 2002, we recorded a debt conversion expense of \$545,000 in connection with a premium associated with the repayment of approximately \$2.5 million in long-term debt incurred in connection with the

Edgar Filing: FONAR CORP - Form DEF 14A

initial acquisition of A&A by HMCA.

The gain on the sale of discontinued operations in fiscal 2003 was \$509,814, and represented the excess of the consideration received over the depreciated value of the contracts and other assets of the sold subsidiary.

Discussion of Consolidated Results of Operations.
Fiscal 2003 Compared to Fiscal 2002

We recognized interest income of \$670,678 in fiscal 2003 as compared to \$973,862 in fiscal 2002, representing a decrease of 31.1%. The decrease was attributable primarily to a decrease in interest on the Company's investments in marketable securities.

Interest expense of \$626,450 was recognized in fiscal 2003 decreasing from \$691,126 in fiscal 2002 and representing a decrease of 9.4%. The decrease was attributable primarily to the repayment of long-term debt and capital lease obligations in fiscal 2002.

In fiscal 2002, we recorded non-cash financing costs of \$2.4 million in connection with the payment of our convertible debentures to The Tailwind Fund in common stock and the issuance of related warrants. This expense represented the discount from the market price on the stock issued to The Tailwind Fund and the value of the purchase warrants granted to the investor.

Selling, general and administrative expenses increased by 9.3% to \$23.4 million in fiscal 2003 from \$21.4 million in fiscal 2002. The increase in selling, general and administrative expenses was attributable primarily to the expansion of Fonar's increased manufacturing, advertising, marketing and sales activity. Commencing in fiscal 2002, we engaged the services of an advertising agency and introduced television and radio advertising.

The increase in compensatory element of stock issuances from approximately \$4.7 million in fiscal 2002 to \$4.8 million in fiscal 2003 reflected the continued use of Fonar's stock bonus plan to pay certain highly compensated employees and others in stock rather than in cash.

The lower provision for bad debt of \$702,000 in fiscal 2003 as compared to \$972,000 in fiscal 2002, reflected a decrease in reserves and write-offs of certain indebtedness. This represented primarily a reduction in the reserves for fees due to HMCA from \$729,000 in fiscal 2002 to \$335,000 in fiscal 2003 offset by an increase in Fonar's bad debt from \$243,000 in fiscal 2002 to \$367,000 in fiscal 2003.

The amortization expense in fiscal 2002 and 2001 of approximately \$696,000 in each year reflects the amortization of management agreements attributable to HMCA's acquisitions. The loss on impairment of management agreements of \$795,000 was attributable to the closure of the primary care practices managed by HMCA's subsidiary, Central Health Care Services, Inc. because of a significant decline in overall patient volume.

LIQUIDITY AND CAPITAL RESOURCES

Cash, cash equivalents and marketable securities increased by 35.7% from \$15.2 million at June 30, 2003 to \$20.6 million at June 30, 2004.

Marketable securities approximated \$11.1 million as of June 30, 2004, as compared to \$5.8 million as of June 30, 2003. At June 30, 2004, we increased our investments in U.S. Government obligations from approximately \$3.9 million at June 30, 2003 to approximately \$5.2 million, increased our investments in corporate and government agency bonds from approximately \$1.9 million at June

Edgar Filing: FONAR CORP - Form DEF 14A

30, 2003 to approximately \$3.4 million and increased our investments in certificates of deposits, notes and equivalents from \$0 at June 30, 2003 to \$2.5 million.

Cash provided by operating activities for fiscal 2004 approximated \$6.5 million. Cash provided by operating activities was attributable substantially to the retention of cash payments made by customers through the issuance of stock valued at \$12.0 million to pay costs and expenses, the issuance of stock valued at \$4.1 million, the compensatory element of stock issuance, the increase of accounts payable of \$1.7 million, the increase of various, or "other" current liabilities of \$2.6 million and the increase in customer advances of \$2.9 million.

Cash used in investing activities for fiscal 2004 approximated \$8.4 million. The principal uses of cash from investing activities were purchases of marketable securities of \$5.4 million, purchases of property and equipment of \$1.9 million, costs of capitalized software development of \$630,000 and costs of patents and copyrights of \$573,000.

Cash provided by financing activities for fiscal 2004 approximated \$2.0 million. The principal sources of cash in financing activities were proceeds from the exercise of stock options and warrants of \$3.9 million, offset by the repayment of borrowings and capital lease obligations of \$1.0 and distributions to holders of minority interests of \$916,000. Proceeds from long-term debt of \$5.5 million were offset by an increase of restricted cash of \$5.5 million.

Total liabilities increased by 29.4% during fiscal 2004, from approximately \$26.0 million at June 30, 2003 to approximately \$33.7 million at June 30, 2004. The increase in total liabilities reflected principally an increase of 485.4% in the current portion of long-term debt and capital leases, from \$1.0 million at June 30, 2003 to \$6.0 million at June 30, 2004, an increase in accounts payable of 44.9% from \$3.7 million at June 30, 2003 to \$5.4 million at June 30, 2004 and an increase in customer advances of 58.1% from \$4.9 million at June 30, 2003 to \$7.8 million at June 30, 2004. The increase was offset in part by other items, principally a decrease in billings in excess of costs and estimated earnings of 38.2% from \$4.8 million at June 30, 2003 to \$2.9 million at June 30, 2004 and a decrease in deferred revenue from a license fee, from \$2.3 million at June 30, 2003 to \$0 at June 30, 2004.

Our obligations and the periods in which they are scheduled to become due are set forth in the following table:

Obligation	Total	Due in Less than 1 Years	Due in 1-3 years	Due in 4-5 years	Due after 5 years
Long-term debt	\$ 6,245,388	\$5,742,570	\$ 461,078	\$ 41,740	\$ -
Capital lease Obligation	457,105	240,421	127,355	86,435	2,894
Employment Contract Obligations	2,083,334	500,000	1,500,000	83,334	-
Operating leases	12,899,484	2,685,922	5,041,273	3,651,311	1,520,978
Total cash Obligations	\$21,685,311	\$9,168,913	\$7,129,706	\$3,862,820	\$1,523,872

Edgar Filing: FONAR CORP - Form DEF 14A

As at June 30, 2004, our obligations included approximately \$1.7 million in various state sales taxes.

Our working capital surplus as of June 30, 2004 approximates \$22.6 million, as compared to a working capital surplus of \$13.5 million as of June 30, 2003.

In order to conserve its capital resources, we have issued common stock under our stock bonus and stock option plans to compensate employees and non-employees for services rendered. In fiscal 2004, the compensatory element of stock issuances was \$4.1 million as compared to \$4.8 million for fiscal 2003. Utilization of equity in lieu of cash compensation has improved our liquidity since it increases cash available for other expenditures.

The foregoing trends in our capital resources are expected to improve as our MRI scanner products gain wider market acceptance and produce greater sales revenues.

Capital expenditures for fiscal 2004 approximated \$1.9 million and substantially consisted of office and research and development equipment, in the amount of \$1.0 million, capitalized software costs of \$630,000, and capitalized patent costs of \$573,000.

Fonar has not committed to making capital expenditures in the 2005 fiscal year other than its intention to continue research and development expenditures at current levels. In addition, HMCA plans to incur expenditures of approximately \$250,000 for leasehold improvement costs for a new managed MRI facility in Daytona, Florida, together with expenditures of \$495,000 and \$120,000 for CT and x-ray equipment, respectively, at the Daytona site, \$375,000 in connection with a new managed MRI facility in Elmhurst, New York and \$220,000 in connection with a managed physical rehabilitation and treatment facility in Elmhurst, New York.

Our business plan currently includes an aggressive program for manufacturing and selling our new line of open MRI scanners. In addition, we are enhancing our revenue by participating in the physician and diagnostic services management business through our subsidiary, HMCA and are in the process of upgrading the facilities which it manages, most significantly by the replacement of existing MRI scanners with new Stand-Up(TM) MRI scanners.

Our business plan 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 and \$2.5 million for the year ended June 30, 2003 and \$3.2 million for the year ended June 30, 2004.

We believe that the above mentioned financial resources, anticipated cash flows from operations and potential financing sources, will provide the cash flows needed to achieve the sales, service and production levels necessary to support its operations.

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, 2004. Below is a tabular presentation of the maturity profile of the fixed rate instruments held by us at June 30, 2004.

INTEREST RATE SENSITIVITY
PRINCIPAL AMOUNT BY EXPECTED MATURITY

Edgar Filing: FONAR CORP - Form DEF 14A

WEIGHTED AVERAGE INTEREST RATE

Date	Investments in Fixed Rate Instruments	Weighted Average Interest Rate
6/30/05	7,032,322	1.47%
6/30/06	1,100,000	3.43%
6/30/07	1,100,000	3.19%
6/30/08	650,000	3.38%
6/30/09	1,048,500	3.33%
6/30/11	100,000	3.56%
6/30/14	100,000	4.16%
 Total:	 11,130,822	
 Fair Value at 6/30/04	 11,088,437	

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

See Note 12 to the consolidated Financial Statements for information on long-term debt.

Item 8.

FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

FONAR CORPORATION AND SUBSIDIARIES

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

Page No.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

CONSOLIDATED BALANCE SHEETS

At June 30, 2004 and 2003

CONSOLIDATED STATEMENTS OF OPERATIONS For the Three Years Ended June 30, 2004, 2003 and 2002

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY For the Three Years Ended June 30, 2004, 2003 and 2002

CONSOLIDATED STATEMENTS OF CASH FLOWS For the Three Years Ended June 30, 2004, 2003 and 2002

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Audit Committee of the Board of Directors
FONAR Corporation and Subsidiaries

We have audited the accompanying consolidated balance sheets of FONAR

Edgar Filing: FONAR CORP - Form DEF 14A

Corporation and Subsidiaries (the "Company") as of June 30, 2004 and 2003, and the related consolidated statements of operations, stockholders' equity and cash flows for each of the three years in the period ended June 30, 2004. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with 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. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes 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, 2004 and 2003, and the consolidated results of its operations and its cash flows for each of the three years in the period ended June 30, 2004, in conformity with U.S. generally accepted accounting principles.

During each of the three years in the period ended June 30, 2004, a significant portion of the Company's revenues was from related parties.

/s/ Marcum & Kliegman LLP

New York, New York
September 14, 2004

FONAR CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

ASSETS -----	June 30,	
	2004	2003
	-----	-----
Current Assets:		
Cash and cash equivalents	\$ 9,473,989	\$ 9,334,378
Marketable securities	11,120,141	5,837,017
Restricted cash	5,500,000	-
Accounts receivable - net of allowances for doubtful accounts of \$467,990 and \$442,437 at June 30, 2004 and 2003, respectively	1,006,287	716,435
Accounts receivable - related parties - net of allowances for doubtful accounts of \$655,563 and \$694,655 at June 30, 2004 and 2003, respectively	296,909	114,004
Management fee receivable - related medical practices - net of allowances for doubtful accounts of \$1,874,390 and \$1,296,390 at June 30, 2004 and 2003, respectively	14,314,657	12,261,288

Edgar Filing: FONAR CORP - Form DEF 14A

Costs and estimated earnings in excess of billings on uncompleted contracts	1,711,306	359,873
Costs and estimated earnings in excess of on uncompleted contracts - related party	111,941	-
Inventories	9,585,346	5,057,261
Investment in sales-type leases	153,413	135,456
Current portion of advances and notes to related medical practices	240,127	464,181
Prepaid expenses and other current assets	1,571,550	1,285,861
Investment in sales-type lease - related party	-	14,285
Note receivable from buyers of A&A Services	-	150,000
	-----	-----
Total Current Assets	55,085,666	35,730,039
Property and Equipment - Net	8,210,621	8,625,434
Advances and Notes to Related Medical Practices Net of allowances for doubtful accounts of \$364,791 and \$446,035 at June 30, 2004 and 2003, respectively	480,707	802,568
Investment in Sales-Type Lease	452,778	606,191
Management Agreements - Net	8,730,273	9,363,850
Other Intangible Assets - Net	3,957,687	3,375,187
Other Assets	283,114	245,392
	-----	-----
Total Assets	\$ 77,200,846	\$ 58,748,661
	=====	=====

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

LIABILITIES AND STOCKHOLDERS' EQUITY

	June 30,	
	2004	2003
	-----	-----
Current Liabilities:		
Current portion of long-term debt and capital leases	\$ 5,982,991	\$ 1,021,952
Accounts payable	5,368,461	3,703,689
Other current liabilities	10,004,799	7,552,223
Unearned revenue on service contracts - related parties	373,333	240,139
Customer advances	7,800,305	4,305,918
Customer advances - related parties	-	626,847
Income taxes payable	25,831	10,401
Billings in excess of costs and estimated earnings on uncompleted contracts	2,936,905	4,390,012
Billings in excess of costs and estimated earnings on uncompleted contracts - related party	-	361,427
	-----	-----

Edgar Filing: FONAR CORP - Form DEF 14A

Total Current Liabilities	32,492,625	22,212,608
	-----	-----
Long-Term Liabilities:		
Due to related medical practices	154,357	262,335
Long-term debt and capital leases, less current maturities	719,502	907,624
Deferred revenue - license fee, less current portion	-	2,340,000
Other liabilities	298,916	301,684
	-----	-----
Total Long-Term Liabilities	1,172,775	3,811,643
	-----	-----
Total Liabilities	33,665,400	26,024,251
	-----	-----
Minority Interest	381,022	345,118
	-----	-----

Commitments, Contingencies and Other Matters

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

LIABILITIES AND STOCKHOLDERS' EQUITY

(Continued)

	June 30,	
	2004	2003
	-----	-----
Stockholders' Equity:		
Class A non-voting preferred stock - \$.0001 par value; authorized - 8,000,000 shares; issued and outstanding - 7,836,287 shares at June 30, 2004 and 2003	\$ 784	\$ 784
Preferred stock - \$.001 par value; authorized - 10,000,000 shares; issued and outstanding - none	-	-
Common stock - \$.0001 par value; authorized - 110,000,000 shares at June 30, 2004 and 2003; issued - 98,704,937 and 82,452,958 shares at June 30, 2004 and 2003, respectively; outstanding - 98,413,873 and 82,161,894 shares at June 30, 2004 and 2003, respectively	9,840	8,246
Class B common stock (10 votes per share) - \$.0001 par value; authorized - 4,000,000 shares; issued and outstanding - 4,153 shares at June 30, 2004 and 2003	-	-
Class C common stock (25 votes per share) - \$.0001 par value; authorized - 10,000,000 shares; issued and outstanding - 9,562,824 shares at June 30, 2004 and 2003	956	956
Paid-in capital in excess of par value	152,090,431	131,519,579
Accumulated other comprehensive (loss) income	(45,871)	68,672
Accumulated deficit	(107,383,692)	(97,889,309)
Notes receivable from employee stockholders	(842,634)	(654,246)
Treasury stock, at cost - 291,064 shares		

Edgar Filing: FONAR CORP - Form DEF 14A

of common stock at June 30, 2004 and 2003	(675,390)	(675,390)
	-----	-----
Total Stockholders' Equity	43,154,424	32,379,292
	-----	-----
Total Liabilities and Stockholders' Equity	\$ 77,200,846	\$ 58,748,661
	=====	=====

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Years Ended June 30,		
	2004	2003	2002
	-----	-----	-----
Revenues			
Product sales - net	\$37,658,710	\$17,652,799	\$ 5,364,809
Product sales - related parties - net	5,315,837	7,276,209	6,229,195
Service and repair fees - net	2,729,352	2,063,999	1,901,954
Service and repair fees - related parties - net	480,556	415,691	254,173
Management and other fees - related medical practices - net	22,979,902	22,932,837	27,007,974
License fees and royalties	2,445,000	2,550,000	2,403,000
	-----	-----	-----
Total Revenues - Net	71,609,357	52,891,535	43,161,105
	-----	-----	-----
Costs and Expenses			
Costs related to product sales	23,160,484	11,681,213	3,815,081
Costs related to product sales - related parties	3,447,944	4,351,860	4,523,940
Costs related to service and repair	3,323,862	2,539,563	2,338,361
Costs related to service and repair fees - related parties	688,606	627,661	312,493
Costs related to management and other fees - related medical practices	13,786,039	13,277,016	13,691,973
Research and development	5,491,062	5,164,451	5,099,782
Selling, general and administrative	25,091,363	23,361,212	21,379,598
Compensatory element of stock issuances for selling, general and administrative expenses	4,125,717	4,842,748	4,712,163
Provision for bad debts	330,997	701,534	972,236
Loss on impairment of management agreement	-	795,237	-
Amortization of management agreements	633,577	696,285	696,285
	-----	-----	-----
Total Costs and Expenses	80,079,651	68,038,780	57,541,912
	-----	-----	-----
Loss from Operations	(8,470,294)	(15,147,245)	(14,380,807)
Other Income (Expenses)			
Financing Costs Due to the change in term of Warrants	(238,950)	-	(2,368,541)
Interest Expense	(263,803)	(580,748)	(691,126)
Interest Expense - Related Parties	(4,325)	(45,702)	-
Investment Income	403,398	470,271	824,858
Interest Income - Related Parties	45,173	200,407	149,004
Other Income (Expense)	16,247	(25,499)	(69,133)
Minority Interests in Income of Partnerships	(951,940)	(776,222)	(392,842)

Edgar Filing: FONAR CORP - Form DEF 14A

Loss Before (Provision for) Benefit from Income Taxes	(9,464,494)	(15,904,738)	(16,928,587)
(Provision for) Benefit from Income Taxes	(29,889)	703,871	(27,039)
Net Loss from Continuing Operations	(9,494,383)	\$ (15,200,867)	\$ (16,955,626)

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Years Ended June 30,		
	2004	2003	2002
Discontinued Operations:			
Loss from discontinued operations	\$ -	\$ (315,363)	\$ (5,926,581)
Gain on sale of discontinued operations	-	509,814	-
Net Gain (Loss) from Discontinued Operations	-	194,451	(5,926,581)
Net Loss	\$ (9,494,383)	\$ (15,006,416)	\$ (22,882,207)
Basic and Diluted Net Loss Per Share - Continuing Operations	\$ (0.10)	\$ (0.20)	\$ (0.27)
Basic and Diluted Net Loss Per share - Discontinued Operations	-	-	(0.09)
Basic and Diluted Net Loss Per Share	\$ (0.10)	\$ (0.20)	\$ (0.36)
Weighted Average Number of Shares Outstanding	91,027,951	75,816,973	63,511,814

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

FOR THE YEAR ENDED JUNE 30, 2004

	Common Stock		Class C Common Stock
	Shares	Amount	
Balance - June 30, 2003	82,452,958	\$ 8,246	\$ 956
Net loss	-	-	-
Other comprehensive (loss) income, net			

Edgar Filing: FONAR CORP - Form DEF 14A

of tax: Unrealized losses on securities arising during the year, net of tax	-	-	-
Exercise of stock options	201,421	20	-
Exercise of callable warrants	3,551,625	355	-
Stock issued to employees under stock bonus plans	1,792,648	179	-
Issuance of stock for goods and services	8,927,183	892	-
Issuance of stock for consulting services	1,223,198	122	-
Net reduction in notes receivable from employee stockholders	-	-	-
Issuance of stock for notes receivable - employee stockholders	264,840	26	-
Financing costs due to change in terms of warrants	-	-	-
BALANCE - JUNE 30, 2004	98,413,873	\$ 9,840	\$ 956

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

FOR THE YEAR ENDED JUNE 30, 2004

	Class A Non-Voting Preferred Stock	Paid-in Capital in Excess of Par Value	Treasury Stock
Balance - June 30, 2003	\$ 784	\$131,519,579	\$ (675,390)
Net loss	-	-	-
Other comprehensive (loss) income, net of tax: Unrealized losses on securities arising during the year, net of tax	-	-	-
Exercise of stock options	-	219,428	-
Exercise of callable warrants	-	3,636,789	-
Stock issued to employees under stock bonus plans	-	2,520,464	-
Issuance of stock for goods and services	-	12,001,820	-
Issuance of stock for consulting services	-	1,676,542	-
Net reduction in notes receivable from employee stockholders	-	-	-
Issuance of stock for notes receivable - employee stockholders	-	276,859	-
Financing costs due to change in terms of warrants	-	238,950	-
BALANCE - JUNE 30, 2004	\$ 784	\$152,090,431	\$ (675,390)

See accompanying notes to consolidated financial statements.

Edgar Filing: FONAR CORP - Form DEF 14A

FONAR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE YEAR ENDED JUNE 30, 2004

	Notes Receivable From Stockholders	Accumulated Other Comprehensive (Loss) Income	Accumulated Deficit
	-----	-----	-----
Balance - June 30, 2003	\$ (654,246)	\$ 68,672	\$ (97,889,309)
Net loss	-	-	(9,494,383)
Other comprehensive (loss) income, net of tax: Unrealized losses on securities arising during the year, net of tax	-	(114,543)	-
Exercise of stock options	-	-	-
Exercise of callable warrants	-	-	-
Stock issued to employees under stock bonus plans	-	-	-
Issuance of stock for goods and services	-	-	-
Issuance of stock for consulting services	-	-	-
Net reduction in notes receivable from employee stockholders	88,497	-	-
Issuance of stock for notes receivable - employee stockholders	(276,885)	-	-
Financing costs due to change in terms of warrants	-	-	-
	-----	-----	-----
BALANCE - JUNE 30, 2004	\$ (842,634)	\$ (45,871)	\$ (107,383,692)
	=====	=====	=====

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE YEAR ENDED JUNE 30, 2004

	Total	Comprehensive Income (Loss)
	-----	-----
Balance - June 30, 2003	\$ 32,379,292	\$ -
Net loss	(9,494,383)	(9,494,383)
Other comprehensive income, net of tax: Unrealized losses on securities arising during the year, net of tax	(114,543)	(114,543)

Edgar Filing: FONAR CORP - Form DEF 14A

Exercise of stock options	219,448	-
Exercise of callable warrants	3,637,144	-
Stock issued to employees under stock bonus plans	2,520,643	-
Issuance of stock for goods and services	12,002,712	-
Issuance of stock for consulting services	1,676,664	-
Net reduction in notes receivable from employee stockholders	88,497	-
Issuance of stock for notes receivable - employee stockholders	-	-
Financing costs due to change in terms of warrants	238,950	-
	-----	-----
BALANCE - JUNE 30, 2004	\$ 43,154,424	\$ (9,608,926)
	=====	=====

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE YEAR ENDED JUNE 30, 2003

	Common Stock		Class B Common Stock	Class C Common Stock
	Shares	Amount	Shares	
	-----	-----	-----	-----
Balance - June 30, 2002	71,582,243	\$ 7,158	4,211	\$ 956
Net loss	-	-	-	-
Other comprehensive income, net of tax:				
Unrealized losses on securities arising during the year, net of tax	-	-	-	-
Exercise of stock options	27,571	3	-	-
Exercise of callable warrants	1,000,000	100	-	-
Stock issued to employees under stock bonus plans	2,400,117	240	-	-
Issuance of stock for goods and services	5,433,077	543	-	-
Issuance of stock for consulting services	772,042	78	-	-
Issuance of stock for options held by related party	1,125,000	113	-	-
Issuance of stock for note payable	15,000	1	-	-
Issuance of stock for minority interest	97,850	10	-	-
Net reduction in notes receivable from stockholders	-	-	-	-
Conversion of Class B common stock to common stock	58	-	(58)	-
	-----	-----	-----	-----
BALANCE - JUNE 30, 2003	82,452,958	\$ 8,246	4,153	\$ 956
	=====	=====	=====	=====

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

Edgar Filing: FONAR CORP - Form DEF 14A

FOR THE YEAR ENDED JUNE 30, 2003

	Class A Non-Voting Preferred Stock	Paid-in Capital in Excess of Par Value	Treasury Stock
	-----	-----	-----
Balance - June 30, 2002	\$ 784	\$120,156,196	\$ (675,390)
Net loss	-	-	-
Other comprehensive income, net of tax:			
Unrealized losses on securities arising during the year, net of tax	-	-	-
Exercise of stock options	-	31,200	-
Exercise of callable warrants	-	1,072,972	-
Stock issued to employees under stock bonus plans	-	2,653,942	-
Issuance of stock for goods and services	-	5,473,406	-
Issuance of stock for consulting services	-	784,806	-
Issuance of stock for options held by related party	-	1,226,138	-
Issuance of stock for note payable	-	21,749	-
Issuance of stock for minority interest	-	99,170	-
Net reduction in notes receivable from stockholders	-	-	-
Conversion of Class B common stock to common stock	-	-	-
	-----	-----	-----
BALANCE - JUNE 30, 2003	\$ 784	\$131,519,579	\$ (675,390)
	=====	=====	=====

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE YEAR ENDED JUNE 30, 2003

	Notes Receivable From Stockholders	Accumulated Other Comprehensive Income	Accumulated Deficit
	-----	-----	-----
Balance - June 30, 2002	\$(997,132)	\$ 85,569	\$(82,882,893)
Net loss	-	-	(15,006,416)
Other comprehensive income, net of tax:			
Unrealized losses on securities arising during the year, net of tax	-	(16,897)	-
Exercise of stock options	-	-	-
Exercise of callable warrants	-	-	-
Stock issued to employees under stock bonus plans	-	-	-
Issuance of stock for goods and services	-	-	-
Issuance of stock for consulting services	-	-	-
Issuance of stock for options held by	-	-	-

Edgar Filing: FONAR CORP - Form DEF 14A

related party	-	-	-
Issuance of stock for note payable	-	-	-
Issuance of stock for minority interest	-	-	-
Net reduction in notes receivable from stockholders	342,886	-	-
Conversion of Class B common stock to common stock	-	-	-
	-----	-----	-----
BALANCE - JUNE 30, 2003	\$ (654,246)	\$ 68,672	\$ (97,889,309)
	=====	=====	=====

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE YEAR ENDED JUNE 30, 2003

	Total	Comprehensive Income (Loss)
	-----	-----
Balance - June 30, 2002	\$ 35,695,248	\$ -
Net loss	(15,006,416)	(15,006,416)
Other comprehensive income, net of tax:		
Unrealized losses on securities arising during the year, net of tax	(16,897)	(16,897)
Exercise of stock options	31,203	-
Exercise of callable warrants	1,073,072	-
Stock issued to employees under stock bonus plans	2,654,182	-
Issuance of stock for goods and services	5,473,949	-
Issuance of stock for consulting services	784,884	-
Issuance of stock for options held by related party	1,226,251	-
Issuance of stock for note payable	21,750	-
Issuance of stock for minority interest	99,180	-
Net reduction in notes receivable from stockholders	342,886	-
Conversion of Class B common stock to common stock	-	-
	-----	-----
BALANCE - JUNE 30, 2003	\$ 32,379,292	\$ (15,023,313)
	=====	=====

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE YEAR ENDED JUNE 30, 2002

Common Stock		Class C Common Stock
-----	-----	-----
Shares	Amount	
-----	-----	-----

Edgar Filing: FONAR CORP - Form DEF 14A

Balance - June 30, 2001	59,524,455	\$ 5,952	\$ 956
Net loss	-	-	-
Other comprehensive income, net of tax:			
Unrealized gains on securities arising during the year, net of tax	-	-	-
Exercise of stock options	13,868	1	-
Exercise of callable warrants	1,000,000	100	-
Stock issued to employees under stock bonus plans	2,108,674	211	-
Issuance of stock for professional services	604,492	60	-
Issuance of stock under consulting contracts	1,116,078	112	-
Issuance of stock for note receivable - stockholders	140,100	14	-
Issuance of stock for conversion of convertible debentures	3,832,073	383	-
Issuance of stock for financing costs	1,099,503	110	-
Issuance of stock for notes payable	2,045,000	205	-
Issuance of stock for equipment	98,000	10	-
Net reduction in notes receivable from stockholders	-	-	-
Amortization of unearned compensation	-	-	-
Amortization of value assigned to warrants in debt financing	-	-	-
	-----	-----	-----
BALANCE - JUNE 30, 2002	71,582,243	\$ 7,158	\$ 956
	=====	=====	=====

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

FOR THE YEAR ENDED JUNE 30, 2002

	Class A Non-Voting Preferred Stock	Paid-in Capital in Excess of Par Value	Treasury Stock Amount
	-----	-----	-----
Balance - June 30, 2001	\$ 784	\$104,984,020	\$ (675,390)
Net loss	-	-	-
Other comprehensive income, net of tax:			
Unrealized gains on securities arising during the year, net of tax	-	-	-

Edgar Filing: FONAR CORP - Form DEF 14A

Exercise of stock options	-	15,045	-
Exercise of callable warrants	-	1,499,900	-
Stock issued to employees under stock bonus plans	-	2,762,301	-
Issuance of stock for professional services	-	728,196	-
Issuance of stock under consulting contracts	-	1,497,916	-
Issuance of stock for note receivable - stockholders	-	159,161	-
Issuance of stock for conversion of convertible debentures	-	4,499,617	-
Issuance of stock for financing costs	-	1,291,036	-
Issuance of stock for notes payable	-	2,602,391	-
Issuance of stock for equipment	-	116,613	-
Net reduction in notes receivable from stockholders	-	-	-
Amortization of unearned compensation	-	-	-
Amortization of value assigned to warrants in debt financing	-	-	-
	-----	-----	-----
BALANCE - JUNE 30, 2002	\$ 784	\$120,156,196	\$ (675,390)
	=====	=====	=====

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

FOR THE YEAR ENDED JUNE 30, 2002

	Notes Receivable from Stockholders	Unearned Compensation	Accumulated Other Comprehensive Income
	-----	-----	-----
Balance - June 30, 2001	\$ (1,040,457)	\$ (1,529,018)	\$ 84,133
Net loss	-	-	-
Other comprehensive income, net of tax:			
Unrealized gains on securities arising during the year, net of tax	-	-	1,436
Exercise of stock options	-	-	-
Exercise of callable warrants	-	-	-
Stock issued to employees under stock bonus plans	-	-	-
Issuance of stock for professional services	-	-	-

Edgar Filing: FONAR CORP - Form DEF 14A

Issuance of stock under consulting contracts	-	-	-
Issuance of stock for notes receivable - stockholders	(159,175)	-	-
Issuance of stock for conversion of convertible debentures	-	-	-
Issuance of stock for financing costs	-	-	-
Issuance of stock for notes payable	-	-	-
Issuance of stock for Equipment	-	-	-
Net reduction in notes receivable from stockholders	202,500	-	-
Amortization of unearned Compensation	-	451,623	-
Amortization of value assigned to warrants in debt financing	-	1,077,395	-
	-----	-----	-----
BALANCE - JUNE 30, 2002	\$ (997,132)	\$ -	\$ 85,569
	=====	=====	=====

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

FOR THE YEAR ENDED JUNE 30, 2002

	Accumulated Deficit	Total	Comprehensive Income (Loss)
	-----	-----	-----
Balance - June 30, 2001	\$ (60,000,686)	\$41,830,294	\$ -
Net loss	(22,882,207)	(22,882,207)	(22,882,207)
Other comprehensive income, net of tax:			
Unrealized gains on securities arising during the year, net of tax	-	1,436	1,436
Exercise of stock options	-	15,046	-
Exercise of callable warrants	-	1,500,000	-
Stock issued to employees under stock bonus plans	-	2,762,512	-
Issuance of stock for professional services	-	728,256	-
Issuance of stock under consulting contracts	-	1,498,028	-
Issuance of stock for notes receivable - stockholders	-	-	-
Issuance of stock for conversion of convertible debentures	-	4,500,000	-
Issuance of stock for financing costs	-	1,291,146	-
Issuance of stock for notes payable	-	2,602,596	-
Issuance of stock for Equipment	-	116,623	-
Net reduction in notes receivable from stockholders	-	202,500	-

Edgar Filing: FONAR CORP - Form DEF 14A

Amortization of unearned Compensation	-	451,623	-
Amortization of value assigned to warrants in debt financing	-	1,077,395	-
	-----	-----	-----
BALANCE - JUNE 30, 2002	\$ (82,882,893)	\$35,695,248	\$ (22,880,771)
	=====	=====	=====

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Years Ended June 30,		
	2004	2003	2002
	-----	-----	-----
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss	\$ (9,494,383)	\$ (15,006,416)	\$ (22,882,207)
(Income) loss from discontinued operations	-	(194,451)	5,926,581
	-----	-----	-----
Loss from continuing operations	(9,494,383)	(15,200,867)	(16,955,626)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Minority interest in income of partnerships	951,940	776,222	392,842
Depreciation and amortization	3,880,898	4,433,490	4,809,468
Amortization of unearned license fee	(2,340,000)	(2,340,000)	(2,340,000)
Loss on impairment of management agreement	-	795,237	-
Financing costs due to change in terms of warrants	238,950	-	-
Gain on sale of equipment	(21,500)	(1,608)	-
Provision for bad debts	330,997	701,534	972,236
Compensatory element of stock issuances	4,125,717	4,842,748	4,712,163
Stock issued for costs and expenses	12,002,712	5,473,949	3,093,797
(Increase) decrease in operating assets, net:			
Accounts and management fee receivable	(2,938,367)	(73,152)	(1,320,499)
Notes receivable	-	170,000	200,000
Costs and estimated earnings in excess of billings on uncompleted contracts	(1,463,374)	792,733	616,250
Inventories	(4,528,085)	(393,494)	(938,392)
Principal payments received on sales-type lease - related parties	14,285	2,597,331	93,391
Principal payments received on sales-type lease	135,456	119,601	119,550
Prepaid expenses and other current assets	(285,689)	(333,959)	(198,151)
Other assets	(37,722)	80,124	(44,584)
Receivables and advances to related parties and affiliates	519,181	492,594	62,151
Increase (decrease) in operating Liabilities, net:			
Accounts payable	1,664,772	(295,413)	1,031,617
Other current liabilities	2,674,269	472,617	(682,950)
Customer advances	2,867,540	(2,774,867)	6,035,110
Billings in excess of costs and estimated earnings on uncompleted contracts	(1,814,534)	3,636,527	763,320
Other liabilities	(2,768)	(57,850)	32,123

Edgar Filing: FONAR CORP - Form DEF 14A

Income taxes payable	15,430	(734,104)	(7,162)
NET CASH PROVIDED BY CONTINUING OPERATIONS	6,495,725	3,179,393	446,654
NET CASH PROVIDED BY (USED IN) DISCONTINUED OPERATIONS	-	232,939	(244,905)
NET CASH PROVIDED BY OPERATING ACTIVITIES	6,495,725	3,412,332	201,749

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Years Ended June 30,		
	2004	2003	2002
CASH FLOWS FROM INVESTING ACTIVITIES			
(Purchases) sales of marketable securities	\$ (5,397,667)	\$ (280,431)	\$ 513,219
Purchases of property and equipment	(1,935,186)	(1,273,557)	(3,097,512)
Repayment of note receivable from buyers of A&A Services	150,000	-	-
Costs of capitalized software development	(630,263)	(791,216)	(855,612)
Proceeds from sale of discontinued operations, net	-	2,821,564	-
Proceeds from sale of equipment	21,500	133,898	39,465
Cost of patents and copyrights	(572,709)	(424,761)	(548,290)
NET CASH (USED IN) PROVIDED BY INVESTING ACTIVITIES	(8,364,325)	185,497	(3,948,730)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from long-term debt	5,500,000	950,000	-
Decrease (increase) in restricted cash	(5,500,000)	5,500,000	-
Repayment of borrowings and capital lease obligations	(1,003,935)	(8,674,362)	(3,930,289)
Net proceeds from exercise of stock options and warrants	3,928,182	1,104,275	1,515,046
Distributions to holders of minority interests	(916,036)	(604,230)	(273,508)
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	2,008,211	(1,724,317)	(2,688,751)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	139,611	1,873,512	(6,435,732)
CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR	9,334,378	7,460,866	13,896,598
CASH AND CASH EQUIVALENTS - END OF YEAR	\$ 9,473,989	\$ 9,334,378	\$ 7,460,866

See accompanying notes to consolidated financial statements.

Edgar Filing: FONAR CORP - Form DEF 14A

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2004

NOTE 1 - 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.

Health Management Corporation of America ("HMCA") was organized by the Company in March 1997, as a wholly-owned subsidiary, in order to enable the Company to expand into the business of providing comprehensive management services to physicians' practices and other medical providers, including diagnostic imaging centers and ancillary services. 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.

HMCA entered the physician and diagnostic management services business through the consummation of two acquisitions in fiscal 1997, two acquisitions in fiscal 1998, and one acquisition consummated in fiscal 1999. The acquired companies in all cases were actively engaged in the business of managing medical providers. The medical providers are diagnostic imaging centers, principally MRI scanning centers, multi-specialty practices and primary care practices. On April 8, 2003, HMCA sold all of its issued and outstanding stock of A&A Services, Inc., a physician practice management services organization engaged in the business of managing four primary care practices (see Note 22).

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 U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities in the consolidated financial statements and accompanying notes. The most significant estimates relate to allowances, intangible assets, income taxes, useful lives of 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.

Edgar Filing: FONAR CORP - Form DEF 14A

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2004

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment in Marketable Securities

The Company accounts for its investments using Statement of Financial Accounting Standards ("SFAS") No. 115, "Accounting for Certain Investments in Debt and Equity Securities" ("SFAS No. 115"). 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 earnings if the securities are traded for short-term profit. Otherwise, such unrealized gains and losses are charged or credited to comprehensive income.

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, 2004 and 2003, all securities covered by SFAS No. 115 were designated as available for sale. Accordingly, these securities are stated at fair value, with unrealized gains and losses reported in comprehensive income. Realized gains and losses on sales of investments, as determined on a specific identification basis, are included in investment income in the 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.

Management Agreements

Amounts allocated to management agreements, in connection with four acquisitions completed during the period from June 1997 through August 1998, are being amortized using the straight-line method over the 20-year term of the agreements.

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2004

Edgar Filing: FONAR CORP - Form DEF 14A

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 requires considerable judgement 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.

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, 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 (see Note 3).

Edgar Filing: FONAR CORP - Form DEF 14A

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue Recognition

Revenue on sales contracts for scanners 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 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 from sales-type leases are recognized when collectibility of the minimum lease payments is reasonably predictable and no important uncertainties surround the amount of unreimbursable costs yet to be incurred by the Company as lessor under the lease. The minimum lease payments, plus the unguaranteed residual value accruing to the benefit of the Company as lessor, are recorded as the gross investment in the lease. The difference between the gross investment in the lease and the sum of the present value of the minimum lease payments and unguaranteed residual value, accruing to the Company's benefit as lessor, are recorded as unearned income.

Revenue under management and lease contracts is recognized based upon contractual agreements for management services rendered by the Company and leases of medical equipment under various long-term agreements with related medical providers (the "PC's"). The PC's are primarily owned by Raymond V. Damadian, M.D., President and Chairman of the Board of FONAR. The Company's agreements with the PC's stipulate fees for services rendered and equipment leased, 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.

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2004

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Edgar Filing: FONAR CORP - Form DEF 14A

Advertising Costs

- - - - -

Advertising costs are expensed as incurred.

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 bases 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.

Minority Interest

- - - - -

The Company records adjustments to minority interest for the allocable portion of income or loss that the minority interest holders are entitled based upon their portion of certain of the subsidiaries that they own. Distributions to holders of minority interests are adjusted to the respective minority interest holders' balance.

The Company suspends allocation of losses to minority interest holders when the minority interest balance for a particular minority interest holder is reduced to zero. Any excess loss above the minority interest holders' balance is not charged to minority interest as the minority interest holders have no obligation to fund such losses.

Stock Options and Warrants and Similar Equity Instruments and Earnings (Loss) Per Share

- - - - -

The Company has various stock-based employee compensation plans, which are more fully described in Note 11. As permitted under SFAS No. 148, "Accounting for Stock-Based Compensation--Transition and Disclosure", which amended SFAS No. 123 ("SFAS 123"), "Accounting for Stock-Based Compensation", the Company has elected to continue to follow the intrinsic value method in accounting for its stock-based employee compensation arrangements as defined by Accounting Principles Board Opinion ("APB") No. 25, "Accounting for Stock Issued to

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2004

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Stock Options and Warrants and Similar Equity Instruments and Earnings (Loss) Per Share (Continued)

Employees", and related interpretations including Financial Accounting Standards Board Interpretation No. 44, "Accounting for Certain Transactions Involving Stock Compensation", an interpretation of APB No. 25. No stock-based employee compensation cost is reflected in net income, as all options granted under those plans had an exercise price equal to the market value of the underlying common stock on the date of grant.

Basic earnings (loss) per share ("EPS") is computed based on weighted average shares outstanding and excludes any potential dilution. In accordance with EITF 03-6, "Participating Securities and the Two-Class Method under FASB Statement No. 128" ("EITF 03-6"), which nullifies EITF Topic D-95, "Effect of Participating Convertible Securities on the Computation of Basic Earnings Per Share," the Company's participating convertible securities, which include the Class A Non-voting Preferred stock, Class B common stock and Class C common stock, are not included in the computation of basic EPS because the participating securities do not have a contractual obligation to share in the losses of the Company. The provisions of EITF 03-6 became effective for the Company beginning April 1, 2004. The adoption of this new pronouncement did not have any impact on the Company's consolidated financial statements.

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, are as follows: 7,690,392, 9,841,956 and 6,213,083 as of June 30, 2004, 2003 and 2002, respectively.

The following table illustrates the effect on net loss and loss per share if the Company had applied the fair value recognition provisions of SFAS 123 to stock-based employee compensation:

	For the Years Ended June 30,		
	2004	2003	2002
Net Loss As Reported	\$ (9,494,383)	\$ (15,006,416)	\$ (22,882,207)
Deduct:			
Total stock-based employee compensation expense determined under fair value based method for all awards	438,751	559,416	514,581
Proforma Net Loss	\$ (9,933,134)	\$ (15,565,832)	\$ (23,396,788)
Basic and Diluted Net Loss Per Share as Reported	\$ (0.10)	\$ (0.20)	\$ (0.36)
Basic and Diluted Proforma Net Loss Per Share	\$ (0.11)	\$ (0.21)	\$ (0.37)

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2004

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Edgar Filing: FONAR CORP - Form DEF 14A

Stock Options and Warrants and Similar Equity Instruments and Earnings (Loss)
Per Share (Continued)

The fair value of options at date of grant was estimated using the Black-Scholes fair value based method with the following weighted average assumptions:

	For the Years Ended June 30,		
	2004	2003	2002
Expected life (years)	3	3	3
Interest rate	2.69%	4.00%	4.00%
Annual rate of dividends	0%	0%	0%
Volatility	55%	55%	92%

The weighted average fair value of the options at the date of grant, using the fair value based method, for the years ended June 30, 2004, 2003 and 2002 was estimated at \$0.75, \$0.60 and \$0.67, respectively.

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.

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, 2004, the Company had cash on deposit of approximately \$8,259,000 in excess of federally insured limits.

Related Parties: Net revenues from related parties accounted for approximately 40%, 58% and 78% of the consolidated net revenues for the years ended June 30, 2004, 2003 and 2002, respectively.

Fair Value of Financial Instruments

The financial statements include various estimated fair value information at June 30, 2004, 2003 and 2002, as required by SFAS No. 107, "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:

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2004

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair Value of Financial Instruments (Continued)

Edgar Filing: FONAR CORP - Form DEF 14A

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.

Investment in sales-type leases and investments, advances and notes to related medical practices: The carrying 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 and notes 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.

Comprehensive Income (Loss)

Comprehensive income (loss) generally includes all changes in equity during a period, except those resulting from investments by stockholders and distributions to stockholders.

Recent Accounting Pronouncement

In January 2003, as revised in December 2003, the FASB issued Interpretation No. 46 ("FIN 46"), "Consolidation of Variable Interest Entities, an Interpretation of ARB No. 51." FIN 46 requires certain variable interest entities to be consolidated by the primary beneficiary of the entity if the equity investors in the entity do not have the characteristics of controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. FIN 46 is effective for all new variable interest entities created or acquired after January 31, 2003. For variable interest entities created or acquired prior to February 1, 2003, the provisions of FIN 46 must be applied for the first interim or annual period beginning after March 15, 2004. The effect of the adoption of this new accounting pronouncement did not have a significant impact on the Company's consolidated financial statements for the year ended June 30, 2004.

Reclassifications

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

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2004

NOTE 3 - MANAGEMENT AGREEMENTS

In connection with two acquisitions completed in June of 1997 and August of 1998, a portion of the purchase price was allocated to various long-term

Edgar Filing: FONAR CORP - Form DEF 14A

management agreements. The cost, accumulated amortization and net carrying value at June 30, 2004 and 2003 is as follows:

As of June 30, 2004				
	Acquisition Date	Cost	Accumulated Amortization	Net Carrying Value

Affordable Diagnostics, Inc.	June 1997	\$ 3,719,640	\$ 1,255,702	\$ 2,463,938
Dynamic Health Care Management, Inc.	August 1998	8,951,907	2,685,572	6,266,335
		-----	-----	-----
		\$12,671,547	\$ 3,941,274	\$ 8,730,273
		=====	=====	=====

As of June 30, 2003				
	Acquisition Date	Cost	Accumulated Amortization	Net Carrying Value

Affordable Diagnostics, Inc.	June 1997	\$ 3,719,640	\$ 1,069,720	\$ 2,649,920
Dynamic Health Care Management, Inc.	August 1998	8,951,907	2,237,977	6,713,930
		-----	-----	-----
		\$12,671,547	\$ 3,307,697	\$ 9,363,850
		=====	=====	=====

Amortization of management agreements for the years ended June 30, 2004, 2003 and 2002 was \$633,577, \$696,285 and \$696,285, respectively.

The estimated amortization expense of management agreements for each of the next 5 years is approximately \$634,000.

Impairment Loss and Sale of Management Company - A&A Services, Inc.

During the quarter ended June 30, 2002, the primary care medical practices managed by the Company's subsidiary, A&A Services, Inc., experienced a significant overall decline in patient volume and related operating cash flows which led to the inability of the medical practices to fully and timely pay the contractual management fees to the Company. As a result of the continued occurrence of this negative trend, the Company recorded an impairment loss of \$4,700,000 (see Note 22) during the quarter ended June 30, 2002 related to those management agreements, which reduced the carrying value of such agreements to \$3,518,847 at June 30, 2002.

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2004

NOTE 3 - MANAGEMENT AGREEMENTS (Continued)

Impairment Loss and Sale of Management Company - A&A Services, Inc. (Continued)

On April 8, 2003, the Company's wholly-owned subsidiary, HMCA, sold all of its

Edgar Filing: FONAR CORP - Form DEF 14A

companies and health management organizations.

Collection by the Company of its accounts receivable may be impaired by the uncollectibility of PC's 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. Approximately 65%, 69% and 52%, respectively, of the PC's 2004, 2003 and 2002 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, including legally prescribed arbitrations, 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 PC's accounted for approximately 32%, 43% and 63%, of the consolidated net revenues for the years ended June 30, 2004, 2003 and 2002, respectively.

Unaudited Financial Information of Unconsolidated Managed Medical Practices

Audited financial information related to the 17 unconsolidated related PC's managed by the Company is not available. Substantially all of these medical practices' books and records are maintained on a cash basis, they depreciate their equipment on an accelerated tax basis and have a December 31 year end.

Summarized unaudited income statement data for the years ended December 31, 2003, 2002 and 2001 related to the 17 unconsolidated medical practices managed by the Company are as follows:

(000's omitted)

	2003 -----	2002 -----	2001 -----
Patient Revenue - Net	\$ 30,974 =====	\$ 31,316 =====	\$ 32,268 =====
(Loss) Income from Operations (Income Tax - Cash Basis)	\$ (53) =====	\$ (160) =====	\$ 207 =====
Net (Loss) Income (Income Tax - Cash Basis)	\$ (554) =====	\$ (608) =====	\$ (21) =====

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2004

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

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

Edgar Filing: FONAR CORP - Form DEF 14A

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. Bad debt expense has been within management's expectations and, generally, the Company does not require collateral or other security to support accounts receivable.

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

1) Information relating to uncompleted contracts as of June 30, 2004 and 2003 is as follows:

	As of June 30,	
	2004	2003
Costs incurred on uncompleted Contracts	\$11,961,900	\$ 5,999,120
Estimated earnings	8,298,538	3,712,940
	20,260,438	9,712,060
Less: Billings to date	21,374,096	14,103,626
	\$ (1,113,658)	\$ (4,391,566)

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

	As of June 30,	
	2004	2003
Costs and estimated earnings in excess of billings on uncompleted contracts	\$ 1,711,306	\$ 359,873
Costs and estimated earnings in excess of billings on uncompleted contracts - related party	111,941	-
Less: Billings in excess of costs and estimated earnings on uncompleted contracts	2,936,905	4,390,012
Less: Billings in excess of costs and estimated earnings on uncompleted contracts - related party	-	361,427
	\$ (1,113,658)	\$ (4,391,566)

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2004

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

2) Customer advances consist of the following:

As of June 30, 2004		
Total	Related Parties	Other

Edgar Filing: FONAR CORP - Form DEF 14A

Total advances	\$29,174,401	\$ 1,009,096	\$28,165,305
Less: Advances on contracts under construction	21,374,096	1,009,096	20,365,000
	<u>\$ 7,800,305</u>	<u>\$ -</u>	<u>\$ 7,800,305</u>
	=====	=====	=====

As of June 30, 2003

	Total	Related Parties	Other
Total advances	\$19,036,391	\$ 1,203,473	\$17,832,918
Less: Advances on contracts under construction	14,103,626	576,626	13,527,000
	<u>\$ 4,932,765</u>	<u>\$ 626,847</u>	<u>\$ 4,305,918</u>
	=====	=====	=====

NOTE 7 - INVENTORIES

Inventories included in the accompanying consolidated balance sheets consist of:

	As of June 30,	
	2004	- 2003
Purchased parts, components and Supplies	\$ 7,016,218	\$ 3,733,783
Work-in-process	2,569,128	1,323,478
	<u>\$ 9,585,346</u>	<u>\$ 5,057,261</u>
	=====	=====

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2004

NOTE 8 - INVESTMENT IN SALES-TYPE LEASES

During the year ended June 30, 2001, the Company entered into two lease agreements, totaling \$1,895,000, with related parties for MRI scanners, which are considered sales-type leases. The leases are payable in 120 monthly installments of \$12,356 and \$11,903, respectively, including interest at 10% and 8.5% per annum. The lessees can also elect to pay lump sums of \$581,544 and \$580,149, respectively, at the end of the first 60 months. If the lease term is extended beyond 60 months, the lessee may elect to purchase the scanner at the end of the second 60-month period for a purchase price of \$1.

During the year ended June 30, 2003, three related entities that had lease agreements with the Company obtained financing from a third party and utilized the proceeds to repay amounts due to the Company. During the year ended June 30,

Edgar Filing: FONAR CORP - Form DEF 14A

2003, the Company received a total of \$2,600,000 from these related entities as payment of a substantial portion of the amounts due to the Company under the lease agreements.

During the year ended June 30, 2001, the Company entered into a \$1,050,000 lease agreement with a third party for an MRI scanner, which is considered a sales-type lease. The lease is payable in 75 monthly installments of \$18,389 each, plus at the end of the 75-month lease, the lessee can elect to continue the lease for an additional two years, at a monthly payment of \$18,389, including interest at 12.5% per annum, or pay a lump sum of \$200,000.

The Company's investment in sales-type leases as at June 30, 2004 and 2003 is as follows:

	As of June 30,	
	2004	2003
Net minimum lease payments receivable	\$ 733,281	\$ 978,112
Less: Unearned income	127,090	222,180
Net investment in sales-type leases	\$ 606,191	\$ 755,932
Current portion	\$ 153,413	\$ 149,741
Non-current portion	452,778	606,191
	\$ 606,191	\$ 755,932

Future minimum lease payments are as follows:

Years Ending June 30:	
2005	\$ 153,413
2006	173,751
2007	79,027
2008	200,000
	\$ 606,191

FONAR CORPORATION AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 JUNE 30, 2004

NOTE 8 - INVESTMENT IN SALES-TYPE LEASES (Continued)

Interest income from sales-type leases with related parties for the years ended June 30, 2004, 2003 and 2002 amounted to \$-0-, \$172,363 and \$126,297, respectively.

NOTE 9 - PROPERTY AND EQUIPMENT

Property and equipment, at cost, less accumulated depreciation and amortization, at June 30, 2004 and 2003, is comprised of:

	As of June 30,	
	2004	2003
Diagnostic equipment under capital leases	\$ 621,411	\$ 1,776,450

Edgar Filing: FONAR CORP - Form DEF 14A

Diagnostic equipment	3,096,638	3,993,324
Research, development and demonstration equipment	9,506,134	8,566,952
Machinery and equipment	7,689,317	7,433,921
Furniture and fixtures	3,357,549	3,334,334
Equipment under capital leases	1,939,863	1,684,380
Leasehold improvements	5,127,950	4,710,718
	-----	-----
	31,338,862	31,500,079
Less: Accumulated depreciation and amortization	23,128,241	22,874,645
	-----	-----
	\$ 8,210,621	\$ 8,625,434
	=====	=====

Depreciation and amortization of property and equipment for the years ended June 30, 2004, 2003 and 2002 was \$2,626,849, \$3,247,798 and \$3,581,268, respectively.

Equipment under capital leases has a net book value of \$785,130 and \$842,762 at June 30, 2004 and 2003, respectively.

NOTE 10 - OTHER INTANGIBLE ASSETS

Other intangible assets, net of accumulated amortization, at June 30, 2004 and 2003 are comprised of:

	As of June 30,	
	2004	2003
	-----	-----
Capitalized software development costs	\$3,371,561	\$3,940,915
Patents and copyrights	2,671,568	2,098,860
	-----	-----
	6,043,129	6,039,775
Less: Accumulated amortization	2,085,442	2,664,588
	-----	-----
	\$3,957,687	\$3,375,187
	=====	=====

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2004

NOTE 10 - OTHER INTANGIBLE ASSETS (Continued)

Information related to other intangible assets for the years ended June 30, 2004, 2003 and 2002 is as follows:

	2004	2003	2002
	-----	-----	-----
Balance - Beginning of Year	\$3,375,187	\$2,648,618	\$1,853,506
Amounts capitalized	1,202,972	1,215,977	1,403,902
Amortization	(620,472)	(489,408)	(608,790)
	-----	-----	-----
Balance - End of Year	\$3,957,687	\$3,375,187	\$2,648,618
	=====	=====	=====

Amortization of patents and copyrights for the years ended June 30, 2004, 2003

Edgar Filing: FONAR CORP - Form DEF 14A

and 2002 amounted to \$82,429, \$72,382 and \$66,224, respectively.

Amortization of capitalized software development costs for the years ended June 30, 2004, 2003 and 2002 was \$538,043, \$417,026 and \$271,837, respectively.

Amortization of deferred financing costs for the years ended June 30, 2004, 2003 and 2002 was \$-0-, \$-0- and \$270,729, respectively.

The estimated amortization of patents and copyrights and capitalized software development costs for the five years ending June 30, 2009 is as follows:

For the Years Ending June 30,	Total	Patents and Copyrights	Capitalized Software Development Costs
-----	-----	-----	-----
2005	\$ 749,468	\$ 106,965	\$ 642,503
2006	674,410	120,402	554,008
2007	549,332	141,166	408,166
2008	493,930	152,415	341,515
2009	294,001	143,257	150,744
	-----	-----	-----
	\$2,761,141	\$ 664,205	\$2,096,936
	=====	=====	=====

The weighted average amortization period for other intangible assets is 9.3 years.

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2004

NOTE 11 - 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. In addition, as revised, pursuant to a legal settlement agreement on April 29, 1997, a special cash dividend was paid in an amount equal to 3-1/4% on first \$10 million, 4-1/2% on 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 by the Company of United States Patent No. 3,789,832 (Apparatus and Method of Detecting Cancer in Tissue).

On June 26, 2003, the Company amended its certificate of incorporation increasing the number of authorized shares from 85,000,000 to 110,000,000.

On October 6, 2003 and June 25, 2004, the Company filed Registration Statements

Edgar Filing: FONAR CORP - Form DEF 14A

on Form S-3 to register 10,000,000 shares (5,000,000 shares on each date) of the Company's common stock to be issued for various costs and expenses of the Company. During the year ended June 30, 2004, 8,927,183 shares of the Company's common stock were issued for goods and services that were registered under these Registration Statements.

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 4,153 of such shares outstanding at June 30, 2004 and 2003.

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. As of June 30, 2004, the Company does not have enough common stock available for the conversion of the Class C common stock.

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2004

NOTE 11 - CAPITAL STOCK (Continued)

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 7.8 million shares.

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

Edgar Filing: FONAR CORP - Form DEF 14A

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 1993 Incentive Stock Option Plan, adopted on March 26, 1993, is intended to qualify as an incentive stock option plan under Section 422A of the Internal Revenue Code of 1954, as amended. The 1993 Incentive Stock Option Plan permitted the issuance of stock options covering an aggregate of 1,500,000 shares of common stock of FONAR. The 1993 Stock Option Plan terminated on March 25, 2003. No options to purchase shares of common stock remained available for grant under the plan at that time. There are 59,000 options that were issued under the Plan that remain outstanding.

FONAR's 1997 Nonstatutory Stock Option Plan, adopted on May 9, 1997, permits the issuance of stock options covering an aggregate of 5,000,000 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 Nonstatutory Stock Option Plan will terminate on May 8, 2007. As of June 30, 2004, options to purchase 2,098,724 shares of common stock of FONAR were available for future grant. Of the options granted under this plan, 2,364,122 remain outstanding.

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2004

NOTE 11 - CAPITAL STOCK (Continued)

Options (Continued)

- -----

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 2,500,000 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 Incentive Stock Option Plan will terminate on June 30, 2012. As of June 30, 2004, options to purchase 1,457,744 shares of common stock of FONAR were available for future grant under this plan and 623,884 shares remain outstanding.

Stock option activity and weighted average exercise prices under these plans and grants for the years ended June 30, 2004, 2003 and 2002 were as follows:

	Weighted Average Exercise Price
Number of Options	

Edgar Filing: FONAR CORP - Form DEF 14A

Outstanding, June 30, 2001	3,014,059	\$1.47
Granted	-	-
Exercised	(13,868)	1.09
Forfeited	-	-
Outstanding, June 30, 2002	3,000,191	1.47
Granted	718,073	1.00
Exercised	(27,571)	1.13
Forfeited	-	-
Outstanding, June 30, 2003	3,690,693	1.38
Granted	324,183	1.11
Exercised	(471,788)	0.98
Forfeited	(496,082)	2.57
Outstanding, June 30, 2004	3,047,006	\$1.22
Exercisable at:		
June 30, 2002	1,184,811	\$2.00
June 30, 2003	1,972,777	\$1.62
June 30, 2004	2,425,311	\$1.24

FONAR CORPORATION AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 JUNE 30, 2004

NOTE 11 - CAPITAL STOCK (Continued)

Options (Continued)

- - - - -

The range of exercise prices for options outstanding as of June 30, 2004 was as follows:

Range of Exercise Price	Number of Options Outstanding	Weighted Average Remaining Contractual Life in Years
-----	-----	-----
\$0.75 - \$2.00	3,047,006	6.7
	=====	

On March 10, 1997, HMCA adopted the 1997 Incentive Stock Option Plan, pursuant to which HMCA authorized the issuance of up to 2,000,000 shares of the common stock of HMCA. Options to purchase 1,600,000 shares at an option price of \$0.10 per share were granted on March 10, 1997. As of June 30, 2004, options to purchase 400,000 shares of HMCA common stock were available for future grant under this plan.

On December 16, 1998, HMCA adopted the 1998 Non-Statutory Stock Option Plan,

Edgar Filing: FONAR CORP - Form DEF 14A

pursuant to which HMCA authorized the issuance of up to 500,000 shares of the common stock of HMCA. Options to purchase 400,000 shares at an option price of \$1.00 per share were granted on December 16, 1998. As of June 30, 2004, 100,000 shares of HMCA common stock were available for future grant under this plan. During the year ended June 30, 2003, the Company issued 1,125,000 shares of FONAR common stock at a value of \$1,226,251 to a related party in exchange for the options outstanding under the 1997 Incentive and 1998 Non-Statutory Stock Option Plans.

On December 16, 1998, HMCA adopted the 1998 Incentive Stock Option Plan, pursuant to which HMCA authorized the issuance of up to 2,000,000 shares of the common stock of HMCA. Options to purchase 670,000 shares at an option price of \$1.00 per share were granted on December 16, 1998. 470,000 of the options granted will not become exercisable unless and until such time as HMCA successfully completes a public offering of its securities, and 200,000 of the options will not become exercisable until one year thereafter. The options will expire on December 15, 2008. No options have vested as of June 30, 2004. As of June 30, 2004, options to purchase 1,300,000 shares of HMCA common stock were available for future grant under this plan.

Stock option share activity and weighted average exercise prices under the HMCA plans and grants for the three years ended June 30, 2004, 2003 and 2002 were as follows:

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2004

NOTE 11 - CAPITAL STOCK (Continued)

Options (Continued)

	Number of Options	Weighted Average Exercise Price
	-----	-----
Outstanding, June 30, 2001 and 2002	2,670,000	\$0.46
Exchanged for common stock of FONAR	(2,000,000)	\$0.28
	-----	-----
Outstanding, June 30, 2003	670,000	\$1.00
Forfeited	(10,000)	\$1.00
	-----	-----
Outstanding, June 30, 2004	660,000	\$1.00
	=====	=====

Stock Bonus Plans

On June 1, 2002, October 1, 2000 and May 9, 1997, the Board of Directors adopted Stock Bonus Plans. Under the terms of the Plans, 2,000,000, 5,000,000 and 5,000,000 shares of common stock, respectively, were available for issuance under each plan. The stock bonuses may be awarded no later than May 31, 2012 for the 2002 Plan, September 30, 2010 for the 2000 Plan and March 31, 2007 for the 1997 Plan. As of June 30, 2004, no shares of common stock of FONAR were available for future grant under these plans.

FONAR's 2003 Stock Bonus Plan, adopted on November 1, 2002, permitted FONAR to issue an aggregate of 5,000,000 shares of common stock of FONAR as bonus or compensation. As of June 30, 2004, no shares of common stock of FONAR were

Edgar Filing: FONAR CORP - Form DEF 14A

available for future grant under this plan.

FONAR's 2003 Supplemental Stock Bonus Plan, adopted May 1, 2003, permits FONAR to issue an aggregate of 5,000,000 shares of common stock of FONAR as bonus or compensation. FONAR selects the persons to whom bonus stock will be issued, the number of shares to be awarded and such other terms and conditions as it deems advisable. The 2003 Supplemental Stock Bonus Plan will terminate on April 30, 2013. As of June 30, 2004, no shares of common stock of FONAR were available for future grant under this plan.

On February 6, 2004, the Company filed a Registration Statement on Form S-8 to register 2,000,000 shares under the Company's 2004 Stock Bonus Plan that was adopted on February 4, 2004. As of June 30, 2004, 1,651,565 shares of common stock of FONAR were available for future grant under this plan.

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2004

NOTE 11 - CAPITAL STOCK (Continued)

Warrants

- - - - -

In connection with the convertible debenture financing with The Tail Wind Fund, Ltd. (the "investor") completed in May of 2001 (Note 13), the Company granted to the investor and the placement agent warrants to purchase a total of 959,501 common shares at an exercise price of \$1.801 per share. The warrants were exercisable over a five-year period. The fair value of the warrants was estimated at \$1.14 on the date of grant using the Black-Scholes pricing model. Separately, the Company issued to the investor callable warrants to purchase a total of 2,000,000 shares of common stock at fluctuating prices.

Under the terms of the callable warrant, the exercise price was variable and was to be equal to the average closing bid price of the Company's common stock for the full calendar month preceding the date of exercise subject to a maximum exercise price of \$6.00 per share and a minimum exercise price of \$2.00 per share, subject to adjustment.

Both the callable warrant and the purchase warrants contained anti-dilution provisions, which provided for proportionate adjustments of the exercise price and number of underlying shares in the event of stock splits, stock dividends or reverse stock splits and sales of the Company's common stock below the warrant exercise price.

During June 2002, the Company issued 1,000,000 shares of common stock and received proceeds, net of fees, of \$1,500,000 upon the exercise of certain of the callable warrants.

On September 30, 2002, the Company issued 1,000,000 shares of common stock and received proceeds from the investor, net of fees, of \$1,073,072 upon the exercise of certain of the callable warrants.

During the quarter ended September 30, 2002, in accordance with the agreements with the investor, the Company issued replacement callable warrants to purchase 2,000,000 shares on the same terms as the original warrants.

On August 27, 2003, warrants to purchase 200,000 shares of the Company's common stock were exercised by the investor at an exercise price of \$1.42 per share for total proceeds received of \$283,340.

Edgar Filing: FONAR CORP - Form DEF 14A

On January 27, 2004, warrants to purchase 200,000 shares of the Company's common stock were exercised by the investor at an exercise price of \$1.17 per share for total proceeds received of \$233,980.

On April 28, 2004, the investor and the Company amended the terms of the callable warrant and purchase warrants to resolve adjustments resulting from the anti-dilution provisions. The number of shares of stock remaining under the callable warrant was agreed to be 3,000,000, exercisable at a price of \$1.00 per share, provided the investor immediately exercised the callable warrant in full. On April 28, 2004, the investor exercised the callable warrant in full, purchasing 3,000,000 shares for \$3,000,000.

FONAR CORPORATION AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 JUNE 30, 2004

NOTE 11 - CAPITAL STOCK (Continued)

Warrants (Continued)

- - - - -

The number of shares underlying the purchase warrants was agreed to be increased to 1,454,875 shares of common stock at an exercise price of \$0.79 per share. Although the exercise price was reduced in accordance with the terms of the purchase warrants, the holders of the warrants agreed to accept an adjustment representing a lesser number of shares to which it would have been entitled if the formula contained in the original terms of the purchase warrants were strictly followed, in consideration, among other things, for the term of the purchase warrants being extended three years, to May 24, 2009.

As a result of the extension of the term of the warrants discussed above, the Company recorded a charge to financing costs of \$238,950 during the year ended June 30, 2004.

As of June 30, 2004, 1,454,875 purchase warrants remain outstanding under the terms indicated above.

FONAR CORPORATION AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 JUNE 30, 2004

NOTE 12 - LONG-TERM DEBT, NOTES PAYABLE AND CAPITAL LEASES

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

	June 30,	
	2004	2003
	-----	-----

Line of credit to a bank expiring on March 31, 2005, collateralized by a \$5.5 million restricted money market account, requiring monthly payments of interest only, at a rate of 1.75%.	\$ 5,500,000	\$ -
--	--------------	------

Deferred payment obligation, aggregating \$5,490,000,

Edgar Filing: FONAR CORP - Form DEF 14A

payable to the former shareholders of Dynamic Health Care Management, Inc. ("Dynamic"). The obligation was payable over three years, commencing August 20, 2000. The obligation was recorded, net of discount of \$739,324, representing interest imputed at a rate of 7.5%. The obligation was collateralized by all of the assets of the acquired business and guaranteed by FONAR.	-	165,052
Capital lease that required monthly payments of \$28,997, including interest at a rate of 9.95% per annum through April 2004. The loan was collateralized by the related equipment.	-	303,654
Capital lease requiring monthly payments of \$8,468, including interest at a rate of 8.63% through April 2005. The loan is collateralized by the related equipment.	73,544	164,505
Note payable requiring monthly payments of \$21,083, including interest at a rate of 8% per annum through August 31, 2007. The note is collateralized by the related equipment.	703,822	890,938
Capital lease requiring monthly payments of \$2,997, including interest at a rate of 8.36% per annum through October 2008. The loan is collateralized by the related equipment.	129,491	-
Other (including capital leases for property and equipment).	295,636	405,427
	-----	-----
	6,702,493	1,929,576
Less: Current maturities	5,982,991	1,021,952
	-----	-----
	\$ 719,502	\$= 907,624
	=====	=====

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2004

NOTE 12 - LONG-TERM DEBT, NOTES PAYABLE AND CAPITAL LEASES (Continued)

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

Years Ending June 30, -----	
2005	\$5,982,991
2006	293,222
2007	295,470
2008	103,413
2009	24,763
Thereafter	2,634

	\$6,702,493
	=====

Modification of Notes Payable

Pursuant to a stock payment agreement consummated January 11, 2002 between the

Edgar Filing: FONAR CORP - Form DEF 14A

Company and the former stockholders of A&A, these stockholders agreed to accept payment of certain debt obligations in shares of the Company's common stock. The promissory notes were initially issued by HMCA in partial payment of the purchase price for the acquisition of A&A Services, Inc. Payments under the notes were due quarterly through December 2002.

In order to induce the former A&A stockholders to accept payment in stock, and in the manner provided in the stock payment agreement, the Company agreed to pay a 15% premium on the note obligations and related accrued interest. On January 11, 2002, the Company issued 1,000,000 shares of common stock to each of them, or 2,000,000 shares in the aggregate, at \$1.27 per share, totaling \$2,540,000. The shares were issued in partial payment of four promissory notes. The debt conversion expense of \$544,370, as a result of the agreement, has been recorded as part of discontinued operations in the statement of operations for the year ended June 30, 2002 (see Note 22).

Under the terms of the stock payment agreement, the Company was required to issue shares and the net proceeds from the sale of the shares would be applied to the indebtedness. The quarterly payment due dates were waived, but the net proceeds received by the selling stockholders from the shares of the Company's stock issued to them was required to be sufficient to pay the full indebtedness for each note, including the premium on the note. The notes were settled in full in April 2003 in connection with the sale by HMCA of all of its issued and outstanding stock of A&A Services, Inc. (see Note 22).

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2004

NOTE 13 - CONVERTIBLE DEBENTURES

Pursuant to a securities purchase agreement, dated May 24, 2001, between the Company and an investor group, the Company issued and sold to the investor group:

- 4% convertible debentures due June 30, 2002 in the aggregate principal amount of \$4.5 million, convertible into shares of the Company's common stock at a conversion price of \$2.047 per share, subject to adjustment.

- Purchase warrants to the investor group to purchase an aggregate of 659,501 shares of the Company's common stock at an initial exercise price of \$1.801 per share, subject to adjustment, exercisable through May 24, 2006 (Note 11).

In connection with the issuance of the debentures, the Company paid a placement fee in the amount of \$157,500. In addition, the Company issued 300,000 purchase warrants to the placement agent at the same terms as to the investor group.

The debentures were convertible at the option of the holder at a price of \$2.047 per share. The debentures were payable in ten monthly installments of \$450,000, commencing October 1, 2001. At the option of the Company, the principal installments could have been either paid in cash or shares of the Company's common stock, valued at 90% of the market value, as defined. By amendment, dated October 25, 2001, however, the payments originally due October 1, 2001 and November 1, 2001, were extended to November 5, 2001, and for those payments, the stock was valued at the average of the two lowest closing bid prices for October 2001 less \$0.25. During the year ended June 30, 2002, the Company repaid the principal on the debentures of \$4,500,000 and related accrued interest of \$132,022 through the issuance of 4,931,576 shares of the Company's common stock.

Edgar Filing: FONAR CORP - Form DEF 14A

NOTE 14 - INCOME TAXES

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

	Years Ended June 30,		
	2004	2003	2002
Current:			
Federal	\$ -	\$ 554,642	\$ -
State	(29,889)	149,229	(27,039)
	\$ (29,889)	\$ 703,871	\$ (27,039)

During the quarter ended June 30, 2003, the Company recorded a benefit for federal and state income taxes of \$554,642 and \$169,244, respectively, substantially due to the reversal of an accrual for corporate income taxes related to the 1997 tax year, for which the statute of limitations has expired.

FONAR CORPORATION AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 JUNE 30, 2004

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,		
	2004	2003	2002
Taxes at federal statutory rate	(34.0)%	(34.0)%	(34.0)%
State and local income taxes (benefit), net of federal benefit	0.3	(0.9)	0.1
Permanent differences	1.8	(2.6)	0.6
Increase in the valuation allowance against deferred tax assets	32.2	33.1	33.5
Effective income tax rate	0.3%	(4.4)%	0.2%

As of June 30, 2004, the Company has net operating loss ("NOL") carryforwards of approximately \$106,887,000 that will be available to offset future taxable income. The utilization of certain of the NOL's 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,	
2007	\$ 660,000

Edgar Filing: FONAR CORP - Form DEF 14A

2008	527,000
2009	145,000
2010	32,000
2011	414,000
2012	5,842,000
2013	845,000
2019	15,852,000
2020	18,718,000
2021	19,619,000
2022	19,680,000
2023	16,228,000
2024	8,109,000

	\$106,671,000
	=====

FONAR CORPORATION AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 JUNE 30, 2004

NOTE 14 - INCOME TAXES (Continued)

The Company has, for federal income tax purposes, research and development tax credit carryforwards aggregating \$3,250,107, which are accounted for under the flow-through method. The tax credit carryforwards expire as follows:

June 30,	

2005	\$ 172,207
2012	70,145
2013	402,590
2018	432,195
2019	378,193
2020	448,221
2022	441,865
2023	444,970
2024	459,721

	\$3,250,107
	=====

In addition, for New York State income tax purposes, the Company has tax credit carryforwards aggregating approximately \$1,080,000, which are accounted for under the flow-through method. The tax credit carryforwards expire during the years ending June 30, 2006 to June 30, 2024.

The Company has capital loss carryforwards that expire as of June 30, 2008.

The Company has charitable contributions of approximately \$172,000, which expire during the years ending June 30, 2005 to June 30, 2009.

FONAR CORPORATION AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Edgar Filing: FONAR CORP - Form DEF 14A

JUNE 30, 2004

NOTE 14 - INCOME TAXES (Continued)

Significant components of the Company's deferred tax assets and liabilities at June 30, 2004 and 2003 are as follows:

	June 30,	
	2004	2003
Deferred tax assets:		
Allowance for doubtful accounts	\$ 1,186,827	\$ 1,226,941
Non-deductible accruals	726,668	638,198
Net operating carryforwards	42,668,436	39,292,945
Tax credits	4,440,506	4,130,022
Inventory capitalization for tax purposes	128,616	111,115
Capital losses carryforwards	1,333,663	1,333,663
Charitable contributions	95,481	68,686
	50,580,197	46,801,570
Valuation allowance	(48,145,223)	(44,626,322)
Net deferred tax assets	2,434,974	2,175,248
Deferred tax liabilities:		
Fixed assets and depreciation	(1,409,355)	(1,373,163)
Capitalized software development costs	(1,025,619)	(802,085)
Gross deferred tax liabilities	(2,434,974)	(2,175,248)
Net deferred tax liabilities	\$ -	\$ -

The net change in the valuation allowance for deferred tax assets increased by approximately \$3,518,901 and \$8,031,600, respectively, for the years ended June 30, 2004 and 2003.

NOTE 15 - OTHER CURRENT LIABILITIES

Included in other current liabilities are the following:

	2004	2003
Royalties	\$ 510,550	\$ -
Current portion of deferred revenue		
- license fee	2,340,000	2,340,000
Unearned revenue on service contracts	1,644,505	936,750
Accrued salaries, commissions and payroll taxes	1,858,904	1,015,534
Accrued interest	502,609	519,741
Litigation judgements	430,207	281,549
Sales tax payable	1,667,088	1,443,388
Other	1,050,936	1,015,261
	\$10,004,799	\$ 7,552,223

Edgar Filing: FONAR CORP - Form DEF 14A

NOTE 16 - COMMITMENTS AND CONTINGENCIES

Leases

The Company rents its operating facilities and certain equipment, pursuant to operating lease agreements expiring at various dates through February 2009. The leases for certain facilities contain escalation clauses relating to increases in real property taxes as well as certain maintenance costs.

In May 2002, HMCA entered into a sub-lease agreement (as amended in January 2003) with an entity owned by a relative of Raymond V. Damadian. The sub-lease agreement expires on September 30, 2009. Rental income under the sub-lease agreement for the years ended June 30, 2004 and 2003 amounted to \$39,971 and \$39,775, respectively.

During 2003, HMCA entered into a sub-lease agreement with a third party. The sub-lease agreement expires on June 30, 2006. Rental income under the sub-lease agreement for the years ended June 30, 2004 and 2003 amounted to approximately \$130,000 and \$18,000, respectively.

Future minimum operating and capital lease commitments, along with sub-lease income consisted of the following at June 30, 2004:

Year Ending June 30, -----	Facilities And Equipment (Operating Lease) -----	Sub-Lease (Income) -----	Equipment Capital Lease -----
2005	\$ 2,685,922	\$ (212,978)	\$ 268,533
2006	2,638,577	(214,346)	86,541
2007	2,402,695	(84,000)	66,505
2008	2,147,022	(84,000)	66,504
2009	1,504,289	(84,000)	25,358
Thereafter	1,520,979	(91,000)	2,914
	-----	-----	-----
Total minimum obligations	\$12,899,484	\$ (770,324)	516,355
	=====	=====	
Less: Amount representing interest			(65,168)

Present value of net minimum lease obligations			\$ 451,187
			=====

Rent expense for operating leases approximated \$3,286,000, \$3,166,000 and \$3,227,000 for the years ended June 30, 2004, 2003 and 2002, respectively.

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2004

NOTE 16 - COMMITMENTS AND CONTINGENCIES (Continued)

License Agreements and Self-Insurance

The Company has license agreements with two separate companies, which require

Edgar Filing: FONAR CORP - Form DEF 14A

the Company to pay a royalty on the Company's future sales of certain MRI imaging apparatus. Royalty expense charged to operations for the years ended June 30, 2004, 2003 and 2002 approximated \$802,000, \$126,000 and \$70,000, respectively.

The Company is self-insured with respect to product liability. During the fiscal years ended June 30, 2004, 2003 and 2002, no material claims arose.

In July 2000, the Company entered into a license agreement, pursuant to which it licensed certain of its intellectual assets on a non-exclusive basis. Remuneration payable to the Company under this agreement is \$11.7 million, of which \$9.0 million was received in September of 2000 and \$2.7 million in January of 2001. The license fee of \$11.7 million is being recognized as income ratably over the five-year period ending June 30, 2005.

Employment Agreements

On August 20, 1998, a wholly-owned subsidiary of HMCA entered into two employment agreements with the former owners of Dynamic. Each agreement provides for base compensation of \$150,000 during the first year with annual cost of living increases for the first five years. Each agreement also provides for an increase in base compensation of \$100,000 per annum commencing in the sixth year. In addition, the agreements provide for bonus compensation contingent upon pretax earnings of Dynamic. The employment agreements expire ten years from August 20, 1998.

Minimum annual payments, excluding bonuses, incentives and cost of living increases under these contracts are as follows:

Years Ending June 30,	

2005	\$ 500,000
2006	500,000
2007	500,000
2008	500,000
2009	83,334

	\$2,083,334
	=====

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2004

NOTE 16 - COMMITMENTS AND CONTINGENCIES (Continued)

Employee Benefit Plans

The Company has a non-contributory 401(k) plan (the "Plan"). The 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, 2004, 2003 and 2002.

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

Edgar Filing: FONAR CORP - Form DEF 14A

discount, not to exceed 15%. The Plan has not been put into effect as of June 30, 2004.

Litigation

The Company is subject to 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.

NOTE 17 - OTHER INCOME (EXPENSE) AND SUPPLEMENTARY PROFIT AND LOSS DATA

Other income (expense) consists of:

	For the Years Ended June 30,		
	2004	2003	2002
Other income (expense)	\$ 248,356	\$ (15,499)	\$ (19,133)
Litigation settlement	(32,109)	(10,000)	(50,000)
Litigation reserve	(200,000)	-	-
	\$ 16,247	\$ (25,499)	\$ (69,133)

Advertising expense approximated \$2,576,000, \$3,558,000 and \$2,076,000 for the years ended June 30, 2004, 2003 and 2002, respectively. Maintenance and repair expenses totaled approximately \$598,000, \$625,000 and \$656,000 for the years ended June 30, 2004, 2003 and 2002, respectively.

NOTE 18 - SUPPLEMENTAL CASH FLOW INFORMATION

During the years ended June 30, 2004, 2003 and 2002, the Company paid \$264,819, \$1,142,741 and \$799,600 for interest, respectively. During the years ended June 30, 2004, 2003 and 2002, the Company paid \$14,459, \$30,233 and \$32,420 for income taxes, respectively.

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2004

NOTE 18 - SUPPLEMENTAL CASH FLOW INFORMATION (Continued)

Non-Cash Transactions

- - During the year ended June 30, 2004:

- a) The Company acquired equipment of \$276,852 under capital lease obligations.
- b) The Company issued 264,840 shares of its common stock, valued at \$276,885, to various employees in connection with the issuance of notes and loans receivable pursuant to various exercises of stock options.

- - During the year ended June 30, 2003:

Edgar Filing: FONAR CORP - Form DEF 14A

- a) The Company issued 1,125,000 shares at a value of \$1,226,251 as part of the consideration issued in exchange for options held by a related party to acquire approximately 20% of the stock of HMCA.
- b) The Company acquired equipment of \$207,254 under capital lease obligations.
- c) The Company issued 15,000 shares of its common stock valued at \$21,750 in connection with the repayment of a note payable.
- d) The Company issued 97,850 shares of its common stock valued at \$99,180 in connection with distributions made to its minority stockholders.
- e) The Company transferred equipment in satisfaction of a note payable of \$10,123.
- f) The Company offset notes payable of \$145,386 in connection with the acquisition of Central Health Care Management, Inc. against the impairment of its management contracts.

- - During the year ended June 30, 2002:

- a) The Company issued 2,045,000 shares of its common stock, valued at \$2,602,596, in connection with the repayment of notes payable.
- b) The Company acquired equipment of \$357,056 under capital lease obligations.
- c) The Company issued 98,000 shares of its common stock, valued at \$116,623, in connection with the acquisition of equipment.
- d) The Company issued 3,832,073 shares of its common stock in connection with repayment of \$4,500,000 of convertible debentures.

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2004

NOTE 19 - ADVANCES AND NOTES TO RELATED PARTIES

Effective December 1, 1993, Albany Magnetic Imaging Center, P.C. ("Albany Center"), a Georgia professional corporation, of which Raymond V. Damadian is the sole stockholder, purchased the scanner being utilized at its site from the Company for a purchase price of \$1,128,844. In June of 1997, the payment terms for the outstanding balance of \$344,766 were restructured to provide for 60 equal monthly payments (including interest at the rate of 10% per annum) of \$7,325 each, commencing July 1997. The balance due under this note as of June 30, 2003 was \$84,951. The note was repaid in full in September 2003. Interest income on this note for the years ended June 30, 2004, 2003 and 2002 amounted to \$5,277, \$-0- and \$-0-, respectively.

During 1994, Melville MRI, P.C. ("Melville Center"), a New York professional corporation, of which Raymond V. Damadian is the sole shareholder, director and president, purchased an MRI scanner from the Company for a purchase price of \$1,011,431. Of the purchase price, \$900,000 is to be paid by the assumption and payment of the Company's indebtedness to the lender secured by the scanner, pursuant to a note, bearing interest at 14% per annum, and providing for 60 monthly payments of \$20,700 each. The remaining \$111,431 of the purchase price was to be paid concurrently with the payments to the lender. The payment terms for the principal balance, plus accrued interest (in the aggregate amount of \$139,290), were restructured to provide for 60 equal monthly payments (including interest at the rate of 10% per annum) of \$2,959.50 each, commencing July 1998.

Edgar Filing: FONAR CORP - Form DEF 14A

In fiscal 2001, the balance outstanding on the obligation was paid in full by the Company as guarantor of the indebtedness due to the lender. This resulted in a balance of \$893,606 owing to the Company by the Melville Center. The \$2,959 monthly payment to the Company has been increased by an additional principal payment of \$10,000 per month to be applied toward the balance due. In March of 2004, the Company received a refund of accrued interest from the original lender of \$163,471, which was applied to the outstanding principal balance. At this time, the note was restructured to provide for 18 equal monthly payments (including interest at the rate of 5% per annum) of \$15,418. The balance due under this note, as of June 30, 2004, was \$223,749, the payment terms of which were restructured to be \$16,314 per month, inclusive of interest at the rate of 5% per annum, over a three-year period commencing July 2003. Interest income on this note for the years ended June 30, 2004, 2003 and 2002 amounted to \$19,649, \$3,993 and \$2,900, respectively.

Canarsie MRI Associates ("Canarsie"), a joint venture partnership, of which MRI Specialties, Inc. ("Specialties") is an owner, is a party to a service agreement for its scanner with the Company at an annual fee of \$70,000. In addition, during fiscal 2001, Canarsie entered into an agreement to purchase a QUAD MRI scanner from the Company, recognizing on a percentage-of-completion basis revenue of \$636,121. The agreement provides for a purchase price of \$850,000, payable as follows: (1) \$400,000 downpayment (received April 2001); (2) \$450,000 in 84 equal monthly installments, including interest at 6%, pursuant to a promissory note to be executed upon acceptance of the scanner. Timothy Damadian, the son of Raymond V. Damadian, is the sole stockholder, Director and President of Specialties. The balance due under this note as of June 30, 2004 was \$305,404. Interest income on this note for the years ended June 30, 2004, 2003 and 2002 amounted to \$20,247, \$23,654 and \$15,292, respectively.

FONAR CORPORATION AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 JUNE 30, 2004

NOTE 19 - ADVANCES AND NOTES TO RELATED PARTIES (Continued)

The maturities of advances and notes to related medical practices over the next five years are as follows:

Years Ending June 30,	
2005	\$240,127
2006	303,653
2007	70,172
2008	74,500
2009	32,382

	\$720,834
	=====

NOTE 20 - SEGMENT AND RELATED INFORMATION

The Company provides segment data in accordance with the provisions of SFAS No. 131, "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 physician practices, including 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.

Edgar Filing: FONAR CORP - Form DEF 14A

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

	FONAR Medical Equipment	Physician Management Services	Totals
Fiscal 2004:			

Net revenues from external customers	\$ 48,629,455	\$ 22,979,902	\$71,609,357
Intersegment net revenues	\$ 474,584	\$ -	\$ 474,584
(Loss) income from operations	\$ (8,777,961)	\$ 307,667	\$ (8,470,294)
Depreciation and amortization	\$ 2,322,363	\$ 1,558,535	\$ 3,880,898
Compensatory element of stock issuances	\$ 2,039,079	\$ 2,086,638	\$ 4,125,717
Total identifiable assets	\$ 48,891,815	\$ 28,309,031	\$77,200,846
Capital expenditures	\$ 2,642,212	\$ 772,799	\$ 3,415,012

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2004

NOTE 20 - SEGMENT AND RELATED INFORMATION (Continued)

Fiscal 2003:			

Net revenues from external customers	\$ 29,958,698	\$ 22,932,837	\$ 52,891,535
Intersegment net revenues	\$ 2,041,080	\$ -	\$ 2,041,080
Loss from operations	\$ (11,324,562)	\$ (3,822,683)	\$ (15,147,245)
Depreciation and amortization	\$ 2,628,826	\$ 1,804,664	\$ 4,433,490
Compensatory element of stock issuances	\$ 1,330,767	\$ 3,511,981	\$ 4,842,748
Total identifiable assets	\$ 30,378,270	\$ 28,370,391	\$ 58,748,661
Capital expenditures	\$ 583,190	\$ 1,409,032	\$ 1,992,222

	FONAR Medical Equipment	Physician Management Services	Totals
Fiscal 2002:			

Net revenues from external customers	\$ 16,153,131	\$ 27,007,974	\$ 43,161,105
Intersegment net revenues	\$ 1,050,599	\$ -	\$ 1,050,599
Operating (loss) income	\$ (15,433,351)	\$ 1,052,544	\$ (14,380,807)
Depreciation and amortization	\$ 2,804,669	\$ 2,081,674	\$ 4,886,343
Compensatory element of stock issuances	\$ 1,715,678	\$ 2,996,485	\$ 4,712,163
Total identifiable assets	\$ 40,179,100	\$ 32,949,723	\$ 73,128,823
Capital expenditures	\$ 2,107,509	\$ 1,463,682	\$ 3,571,191

Export Product Sales

The Company's areas of operations are principally in the United States. The

Edgar Filing: FONAR CORP - Form DEF 14A

Company had export sales of medical equipment amounting to 1.0%, 6.2% and 26.6% of product sales revenues to third parties for the years ended June 30, 2004, 2003 and 2002, respectively.

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

	2004	2003	2002
Puerto Rico	.3%	- %	- %
Scotland	-	.4	26.6
Spain	.7	5.8	-
	1.0%	6.2%	26.6%
	=====	=====	=====

FONAR CORPORATION AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 JUNE 30, 2004

NOTE 20 - SEGMENT AND RELATED INFORMATION (Continued)

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 12.5%, 12.2% and 27.7% of consolidated net service and repair fees for the years ended June 30, 2004, 2003 and 2002, 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,		
	2004	2003	2002
Korea	2.2%	2.8%	9.3%
Spain	3.5	1.9	3.7
Mexico	-	-	3.0
Puerto Rico	-	-	3.5
Saudi Arabia	2.5	3.0	4.5
Poland	2.8	2.6	3.7
Scotland	3.3	1.9	-
	14.3%	12.2%	27.7%
	=====	=====	=====

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

FONAR CORPORATION AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 JUNE 30, 2004

NOTE 21 - QUARTERLY FINANCIAL DATA (UNAUDITED)

Edgar Filing: FONAR CORP - Form DEF 14A

(000's omitted, except per share data)

	For the Quarters Ended			
	Sep. 30, 2003	Dec. 31, 2003	Mar. 31, 2004	June 30, 2004
Total Revenues - Net	\$ 13,302	\$ 17,889	\$ 19,353	\$ 21,065
Total Costs and Expenses	17,041	20,352	20,759	21,928
Net Loss from Continuing Operations	(3,843)	(2,630)	(1,484)	(1,537)
Basic and Diluted Net Loss Per Share from Continuing Operations	\$ (0.05)	\$ (0.03)	\$ (0.02)	\$ (0.02)
Basic and Diluted Net Loss Per Share from Discontinued Operations	\$ -	\$ -	\$ -	\$ -

Selling, general and administrative expenses for the quarter ended June 30, 2004 reflect approximately \$344,000 of expenses, which relates to the prior three quarters. Other income for the quarter ended June 30, 2004 reflects approximately \$215,000 of income, which relates to the prior three quarters.

(000's omitted, except per share data)

	For the Quarters Ended			
	Sep. 30, 2002	Dec. 31, 2002	Mar. 31, 2003	June 30, 2003
Total Revenues - Net	\$ 13,277	\$ 15,954	\$ 9,775	\$ 13,886
Total Costs and Expenses	15,730	18,707	15,221	18,381
Net Loss from Continuing Operations	(2,597)	(2,805)	(6,256)	(3,543)
Net (Loss) Gain from Discontinued Operations	(109)	(116)	(70)	490
Basic and Diluted Net Loss Per Share from Continuing Operations	\$ (0.04)	\$ (0.04)	\$ (0.08)	\$ (0.04)
Basic and Diluted Net Loss Per Share from Discontinued Operations	\$ -	\$ -	\$ -	\$ -

FONAR CORPORATION AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 JUNE 30, 2004

NOTE 21 - QUARTERLY FINANCIAL DATA (UNAUDITED) (Continued)

Loss per share from continuing operations for each quarter was computed

Edgar Filing: FONAR CORP - Form DEF 14A

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

NOTE 22 - SALE OF MANAGEMENT COMPANY AND DISCONTINUED OPERATIONS

On April 8, 2003, HMCA sold all of its issued and outstanding stock of A&A Services, Inc. ("A&A Services"), a physician practice management services organization engaged in the business of managing four primary care practices located in Queens County, New York (the "Practices"). The sale was made to the former owners (the "Buyers"), for a purchase price of \$3,000,000, payable as follows: \$500,000 at closing, \$2,350,000 due 75 days after closing and \$150,000 six months following the closing, together with a release of indebtedness in the approximate amount of approximately \$913,000, which remained owing to the Buyers by HMCA as a result of the original acquisition. The note receivable from the buyers of A&A Services of \$150,000 was repaid during the year ended June 30, 2004.

A&A Services had provided the Practices with management services, office space, equipment, repair and maintenance service for the equipment and clerical and other non-medical personnel. All services were terminated upon the sale.

This reporting unit of the Company's operations has been reflected as discontinued operations for the years ended June 30, 2003 and 2002. Accordingly, operating results have been segregated from continuing operations and are reported as discontinued operations in the consolidated statements of operations, comprehensive income (loss) and cash flows for the years ended June 30, 2003 and 2002.

As a result of this sale, the Company realized a gain of approximately \$510,000, which was recognized in discontinued operations during the year ended June 30, 2003.

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2004

NOTE 22 - SALE OF MANAGEMENT COMPANY AND DISCONTINUED OPERATIONS (Continued)

Summarized financial information of discontinued operations is as follows:

	For the Years Ended June 30,	
	2003	2002
Management and other fees - related medical practices - net	\$ 1,179,095	\$ 1,517,465
Costs and Expenses:		
Costs related to management and other fees - related parties	1,271,121	1,638,354
Amortization of management agreement	220,404	522,407
Interest expense	2,933	583,285
Loss on impairment of management contract	-	4,700,000
Total Costs and Expenses	1,494,458	7,444,046

Edgar Filing: FONAR CORP - Form DEF 14A

Loss from Discontinued Operations	\$ (315,363)	\$ (5,926,581)
Gain on Sale of Discontinued Operations Sales price:		
Cash proceeds, net of closing costs	\$ 2,821,564	
Note receivable	150,000	
Settlement of liabilities	913,492	
Total Selling Price	3,885,056	
Investment in discontinued operations	3,375,242	
Gain on Sale of Discontinued Operations	\$ 509,814	

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2004

NOTE 23 - ALLOWANCE FOR DOUBTFUL ACCOUNTS

The following represents a summary of allowance for doubtful accounts for the years ended June 30, 2004, 2003 and 2002, respectively:

Description	Balance June 30, 2003	Additions	Deductions	Balance June 30, 2004
Receivables from equipment sales and service contracts	\$ 442,437	(1)\$ 25,553	\$ -	\$ 467,990
Receivables from equipment sales and service contracts - related parties	694,655	-	(1) 39,092	655,563
Receivables from related medical Practices	1,296,390	(1), (2) 578,000	-	1,874,390
Advance and notes to related Parties	446,035		(1) 81,244	364,791

Description	Balance June 30, 2002	Additions	Deductions	Balance June 30, 2003
Receivables from equipment sales and service contracts	\$ 382,437	(1)\$ 60,000	\$ -	\$ 442,437
Receivables from equipment sales and service contracts - related parties	694,655	-	-	694,655
Receivables from related medical Practices	1,096,390	200,000	-	1,296,390
Advance and notes to related Parties	366,035	80,000	-	446,035

Edgar Filing: FONAR CORP - Form DEF 14A

Description	Balance June 30, 2001	Additions	Deductions	Balance June 30, 2002
Receivables from equipment sales and service contracts	\$ 338,676	(1)\$ 43,761	\$ -	\$ 382,437
Receivables from equipment sales and service contracts - related parties	694,655	-	-	694,655
Receivables from related medical Practices	538,297	558,093	-	1,096,390
Advance and notes to related Parties	316,035	(1) 50,000	-	366,035

(1) Included in provision for bad debts.

(2) Excludes bad debt recoveries of \$152,220.

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2004

NOTE 24 - SUBSEQUENT EVENT

Issuances of Common Stock

During the period from July 1, 2004 through August 31, 2004:

- a) The Company issued 468,249 shares of common stock to employees as compensation of \$539,233 under stock bonus plans.
- b) The Company issued 82,102 shares of common stock to consultants and others at a value of \$92,520.
- c) The Company issued 308,457 shares of common stock for costs and expenses of \$2,004,970.
- d) The Company issued 151,625 shares of common stock upon the exercise of warrants resulting in proceeds of \$119,784.
- e) The Company issued 6,410 shares of common stock upon the exercise of stock options resulting in proceeds of \$7,500.

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. CONTROLS AND PROCEDURES

In performing their audit of our consolidated financial statements for the year

Edgar Filing: FONAR CORP - Form DEF 14A

ended June 30, 2004, our independent registered public accounting firm noted that certain royalties under a patent license had not been accrued during the first three quarters. This was corrected through appropriate adjustments and our internal procedures and controls modified to assure that such accruals will be made on an ongoing basis. Having made these modifications, we believe that our disclosure controls and procedures in place are effective to ensure that material information relating to FONAR, including its consolidated subsidiaries, is made known to us by others in FONAR and these entities in a timely manner so that appropriate disclosures can be made and appropriate corporate action be taken.

Based upon the controls evaluation, we have concluded that, as of the end of the period covered by this annual report, except as described above, our disclosure controls are effective to ensure that material information relating to our company is made known to management, including our chief executive officer and principal accounting personnel, particularly during the period when our periodic reports are being prepared, and that our internal controls are effective to provide reasonable assurance that our consolidated financial statements are fairly presented in conformity with generally accepted accounting principles.

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 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.	68	President, Treasurer, Chairman of the Board and a Director
David B. Terry	57	Senior Vice President and Secretary

Edgar Filing: FONAR CORP - Form DEF 14A

Claudette J.V. Chan	66	Director
Robert J. Janoff	77	Director
Charles N. O'Data	68	Director
Robert Djerejian	72	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.

David B. Terry is the Senior Vice President and Secretary of the Company. Mr. Terry has been serving as Vice President since December 1998 and as Secretary since May, 1990. Previously, he served as Treasurer from May 1990 to December, 1998, as Secretary from July 1978 through June 1987 and as Treasurer from August 1981 through June 1987. From July 1978 through June 1987, he was also a Director of the Company. Between July 1987 and January 1990, Mr. Terry was a co-owner and actively engaged in the business of Carman-Terry Realty, a real estate brokerage firm. In January 1990, Mr. Terry resumed his employment with the Company. Mr. Terry is a brother-in-law of Raymond V. Damadian.

Claudette J.V. Chan has been a Director of FONAR since October 1987. 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 companies. Mr. Janoff is a member of the Board of Directors of Harmony Heights of Oyster Bay, New York, 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

Edgar Filing: FONAR CORP - Form DEF 14A

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, 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. Mr. Djerejian serves on the Board of Trustees of Pratt Institute, where he is also Vice Chairman of the Executive Committee and on the Board of Directors of the Delaware College of Art and Design, of which he was one of the founding directors. He is a graduate of Pratt Institute, where he received a 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 only of a salary which has remained constant for more than the past three fiscal years.

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.

There is set forth in the following Summary Compensation Table the compensation provided by us during fiscal 2004 to its Chief Executive Officer. There is set forth in the following Option Grant Table and Option Exercise Table any stock options granted and exercised by Dr. Damadian during fiscal 2004.

I. SUMMARY COMPENSATION TABLE

Annual Compensation	Long Term Compensation	
	Awards	Payouts
-----	-----	-----

Edgar Filing: FONAR CORP - Form DEF 14A

(a) Name and Principal Position	(b) Year	(c) Salary (\$)	(d) Bonus (\$)	(e) Other Annual Compen- sation (\$)	(f) Restricted Stock Award(s) (\$)	(g) Options SARs (#)	(h) LTIP Payouts (\$)	(i) All Other Compen- sation (\$)
Raymond V. Damadian, CEO	2004	\$86,799.99	-	-	-	-	-	-
	2003	\$86,799.98	-	-	-	-	-	-
	2002	\$86,799.96	-	-	-	-	-	-

II. OPTION/SAR GRANTS IN LAST FISCAL YEAR

(a) Name	Individual Grants				Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term		(g) Alternative to (f) and (g): Grant Date Value
	(b) Options/ SARs Granted (#)	(c) % of Total Options/ SARs Granted to Employees in Fiscal Year	(d) Exercise or Base Price (\$/Sh)	(e) Expiration Date	(f) 5% (\$)	(g) 10% (\$)	
Raymond V. Damadian, President & CEO	0	-	-	-	-	-	-

III. OPTION/SAR EXERCISES AND YEAR-END VALUE TABLE

Aggregated Options/SAR Exercises in Last Fiscal Year and FY-End Option/Sar Value

(a) Name	(b) Shares Acquired on Exercise (#)	(c) Value Realized (\$)	(d) Number of Unexercised Options/SARs at FY-End (#)	(e) Value of Unexercised In-the-Money Options/SARs at FY-End (\$)
Raymond V. Damadian, President and CEO	0	-	0	-

Edgar Filing: FONAR CORP - Form DEF 14A

EMPLOYEE COMPENSATION PLANS

Equity Compensation Plan Information as of June 30, 2004

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	3,047,006	\$1.22	3,556,468
Equity compensation plans not approved by security holders	-	N/A	-
Total	3,047,006	\$1.22	3,556,468
	=====	=====	=====

FONAR's 1993 Incentive Stock Option Plan, adopted on March 26, 1993, is intended to qualify as an incentive stock option plan under Section 422A of the Internal Revenue Code of 1954, as amended. The 1993 Incentive Stock Option Plan permitted the issuance of stock options covering an aggregate of 1,500,000 shares of Common Stock of FONAR. The 1993 Stock Option Plan terminated on March 25, 2003. No options to purchase shares of Common Stock remained available for grant under the plan at that time. There are 59,000 options that were issued under the plan that remain outstanding.

FONAR's 1997 Nonstatutory Stock Option Plan, adopted on May 9, 1997, permits the issuance of stock options covering an aggregate of 5,000,000 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 Nonstatutory Stock Option Plan will terminate on May 8, 2007. As of June 30, 2004, options to purchase 2,098,724 shares of Common Stock of FONAR were available for future grant. Of the options granted under this plan, 2,364,122 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 2,500,000 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, 2004, options to purchase 1,457,744 shares of Common Stock of Fonar were available for future grant under the plan. Of the options granted under this plan 623,884 remain outstanding.

Fonar's 2003 Supplemental Stock Bonus Plan, adopted May 1, 2003, permits Fonar to issue an aggregate of 5,000,000 shares of Common Stock of Fonar as bonus or compensation. Fonar selects the persons to whom bonus stock will be issued, the

Edgar Filing: FONAR CORP - Form DEF 14A

number of shares to be awarded and such other terms and conditions as it deems advisable. The 2003 Supplemental Stock Bonus Plan will terminate on April 30, 2013. As of June 30, 2004 there were no shares of Common Stock of Fonar were available for future grant under the plan.

Fonar's 2004 Stock Bonus Plan, adopted on February 4, 2004, permits Fonar to issue an aggregate of 5,000,000 shares of Common Stock of Fonar as bonus or compensation. As of June 30, 2004, 1,651,565 shares of Common Stock of Fonar were available for future grant under the plan.

HMCA's 1997 Incentive Stock Option Plan, adopted on March 10, 1997, is intended to qualify as an incentive stock option plan under Section 422A of the Internal Revenue Code of 1954, as amended. The 1997 Incentive Stock Option Plan permits the issuance of stock options covering an aggregate of 2,000,000 shares of Common Stock of HMCA. 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 exercisability of the options granted to date is contingent upon the successful completion by HMCA of a public offering of its securities or the recognition by HMCA of at least \$10 million in revenues for at least two consecutive fiscal quarters. The 1997 Stock Option Plan will terminate on March 9, 2007. As of June 30, 2004, options to purchase 400,000 shares of HMCA Common Stock were available for future grant under the plan.

HMCA's 1998 Incentive Stock Option Plan, adopted on December 16, 1998, is intended to qualify as an incentive stock option plan under Section 422A of the Internal Revenue Code of 1954, as amended. The 1998 Incentive Stock Option Plan permits the issuance of stock options covering an aggregate of 2,000,000 shares of Common Stock of HMCA. 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 exercisability of the options granted to date is contingent upon the successful completion by HMCA of a public offering of its securities. The 1998 Stock Option Plan will terminate on December 15, 2008. As of June 30, 2004, options to purchase 1,330,000 shares of HMCA Common Stock were available for future grant under the plan.

HMCA's 1998 Nonstatutory Stock Option Plan, adopted on December 16, 1998, permits the issuance of stock options covering an aggregate of 500,000 shares of Common Stock of HMCA. The options may be issued at such prices and upon such terms and conditions as are determined by HMCA. The exercisability of the options granted to date is contingent upon the successful completion by HMCA of a public offering of its securities. The 1998 Nonstatutory Stock Option Plan will terminate on December 15, 2008. As of June 30, 2004, options to purchase 100,000 shares of Common Stock were available for future grant.

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 August 16, 2004.

Name and Address of Beneficial Owner (1)	Shares Beneficially Owned	Percent of Class
---	------------------------------	---------------------

Raymond V. Damadian, M.D.
c/o FONAR Corporation

Edgar Filing: FONAR CORP - Form DEF 14A

Melville, New York
 Director, President
 CEO, 5% + Stockholder

Common Stock	2,488,274	2.50%
Class C Stock	9,561,174	99.98%
Class A Preferred	477,328	6.09%

Claudette Chan
 Director

Common Stock	2,648	*
Class A Preferred	800	*

Robert J. Janoff
 Director

Common Stock	80,000	*
Class A Preferred	1,999	*

Charles N. O'Data
 Director

Common Stock	700	*
--------------	-----	---

All Officers and Directors
 as a Group (5 persons) (2) (3)

Common Stock	2,588,843	2.60%
Class C Stock	9,561,174	99.98%
Class A Preferred	480,165	6.13%

 * Less than one percent

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

2. Includes 101 shares of our Common Stock and 19 shares of our Class A Non-voting Preferred Stock held by an officer jointly with his wife and 192 shares of our Common Stock and 38 shares of our Class A Non-voting Preferred Stock held in trust by an officer for his children.

3. Includes options to purchase 16,928 shares of Common Stock held by an officer.

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 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 10,000 shares of the Common Stock of FONAR. The transactions can be rescinded by Dr. Damadian, however, in

Edgar Filing: FONAR CORP - Form DEF 14A

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, 11 MRI Centers have management agreements with HMCA. Dr. Damadian is the stockholder, director and president of each of the Centers.

HMCA entered the business of performing management services for physical therapy and rehabilitation practices beginning with the acquisition of Dynamic Health Care Management, Inc., also referred to as Dynamic, in August, 1998. Dynamic performed management services for two New York professional service corporations having three office locations: Hempstead, New York, Bellmore, New York and Deer Park, New York. These professional service corporations are Alliance Physical Medicine and Rehabilitation, P.C. and Bellmore Medical Practice, P.C. In addition, HMCA performs management services for Superior Medical Services, P.C., a New York professional service corporation, which conducts physical therapy and rehabilitation at three locations in Elmont, Elmhurst and the Bronx, New York. Dr. Damadian is the stockholder, director and President of each of these three physical therapy and rehabilitation professional service corporations.

The fees to HMCA under the management agreements with the MRI Centers are based on the number of procedures performed. The per procedure charges to the MRI Centers range from \$250 to \$550 per MRI scan. The fees to HMCA under the management agreements with the physical therapy and rehabilitation practices are flat fees charged on a monthly basis. The monthly fees to the physical therapy and rehabilitation facilities range from approximately \$90,000 to \$285,000.

During the fiscal years ended June 30, 2004 and June 30, 2003 the net revenues received by HMCA from the MRI Centers owned by Dr. Damadian were approximately \$13.3 million and \$13.5 million respectively, and the net revenues received from the physical therapy and rehabilitation practices were \$9.7 million and \$9.4 million, respectively.

OTHER TRANSACTIONS

Effective December 1, 1993, one of the Centers, Albany Magnetic Resonance Imaging, P.C., also referred to as the "Albany Center", a Georgia professional corporation of which Raymond V. Damadian is the sole shareholder, director and President, purchased the scanner being utilized at its site from the Company for a purchase price of \$1,128,844, which in Fonar's opinion represented a fair market price based on sales of like equipment by Fonar to its customers. Of the purchase price, \$574,077 was paid by the assumption and payment of our indebtedness to the lender secured by the scanner. Such indebtedness to the lender was retired pursuant to a new equipment finance lease between the lender and the Albany Center, guaranteed by us, providing for 18 monthly payments of \$35,000 each. Following payment of the lease, the remaining \$554,767 of the purchase price due to us was required to be paid pursuant to a promissory note, with interest at 10% per annum, over an 18 month term, consisting of 17 payments

Edgar Filing: FONAR CORP - Form DEF 14A

of \$35,000 each and one final payment of \$2,454.08. In June, 1997, the payment terms for the outstanding balance of \$344,766 were restructured to provide for 60 equal monthly payments, including interest at the rate of 10% per annum, of \$7,325.27 each, commencing July, 1997. The Albany Center has been closed and the remaining amounts due were paid in the first quarter of fiscal 2004.

On June 30, 1994, Melville MRI, P.C., also referred to as the "Melville Center", a New York professional corporation of which Raymond V. Damadian is the sole shareholder, director and President, purchased the scanner being utilized at its site from the Company for a purchase price of \$1,011,431.12, which in Fonar's opinion represented a fair market price based on sales of like equipment by Fonar to its customers. Of the purchase price, \$900,000 was to be paid by the assumption and payment of our indebtedness to the lender secured by the scanner pursuant to a note bearing interest at 14% per annum and providing for 60 monthly payments of \$20,700 each. The remaining \$111,431.12 of the purchase price was to be paid concurrently with the payments to the lender. The payment terms for the principal balance, plus accrued interest, in the aggregate amount of \$139,290, were restructured to provide for 60 equal monthly payments, including interest at the rate of 10% per annum, of \$2,959.50 each commencing July, 1998. In fiscal 2001, following the payment in full by FONAR, as guarantor, of the indebtedness due to the lender, there was as a result a balance of \$893,606 then owing to FONAR by the Melville Center. The \$2,959.50 monthly payment to FONAR was increased by an additional principal amount of \$10,000 per month to be applied toward the balance due. The outstanding balance of June 30, 2004 was \$223,744. The payment terms were restructured in March, 2004 to be \$15,418.32 per month, inclusive of interest at the rate of 5% per annum, over an 18 month period commencing April, 2004.

Robert Janoff, a director of the Company, is a limited partner in a partnership in which we have a 92% partnership interest. The partnership manages an MRI scanning center in Bensonhurst, Brooklyn, New York and was party to a service contract at an annual rate of \$50,000 on its scanner for the period of July 1, 2003 through June 30, 2004. The service contract has been renewed at the same rate for the period July 1, 2004 through June 30, 2005.

Pursuant to an agreement dated February 1, 2000, Deerfield Magnetic Resonance Imaging, P.A., also referred to as "Deerfield", a Florida professional association of which Raymond V. Damadian is the sole stockholder, director and President, agreed to lease a Fonar QUAD(TM) 12000 MRI Scanner from the Company for a term of five years at a monthly rental of \$12,356.09. The term of the lease commenced on July 18, 2000 upon the acceptance of the scanner. In September, 2002, Deerfield purchased the Scanner, paying \$800,000 toward the purchase price. A balance of \$14,285 owing as of June 30, 2003 was paid in the first quarter of fiscal 2004.

Subsequently, Deerfield obtained new premises, changed its name to Stand-Up MRI of Boca Raton, P.A., also referred to as Boca Raton, and entered into an agreement to purchase a Stand-Up(TM) MRI scanner from FONAR for \$1,500,000 in October, 2003. The installation has been completed and the balance of the purchase price was paid in June, 2004.

Canarsie MRI Associates, also referred to as "Canarsie", a joint venture partnership of which MRI Specialties, Inc., also referred to as "Specialties", is an owner, is party to a service agreement for its scanner with the Company at an annual fee of \$85,000 for the period from March 24, 2004 through March 23, 2005. It is expected that the service contract will be renewed when it expires. During fiscal 2001, Canarsie entered into an agreement to purchase a QUAD(TM) 12000 MRI scanner from FONAR for a purchase price of \$850,000. Of the purchase price, \$400,000 was paid and \$450,000 was payable pursuant to a note over a period of 7 years with 6% interest per annum. The monthly payment is \$6,573.85 and commenced on December 1, 2001. The principal balance owing to FONAR as of June 30, 2004, was \$305,404. Timothy Damadian, the son of Raymond V. Damadian,

Edgar Filing: FONAR CORP - Form DEF 14A

is the sole stockholder, director and President of Specialties.

Pompano MRI Associates, also referred to as "Pompano", a joint venture partnership of which Guardian MRI, Inc., also referred to as "Guardian", is party to a service agreement with FONAR at the rate of \$85,000 per annum for its Stand-Up(TM) MRI scanner. The service agreement commenced on December 3, 2003 and runs through December 12, 2004. It is anticipated that the service agreement will be renewed. Timothy Damadian, the son of Raymond V. Damadian, is a stockholder, director and officer of Guardian. Jevan Damadian and Keira Reinmund, also children of Dr. Damadian, are also stockholders of Guardian.

A one-year service agreement between FONAR and Orlando MRI Associates, L.P., also referred to as "Orlando Partnership", commenced on July 13, 2003 at the rate of \$85,000 per annum for a Stand-Up(TM) MRI scanner. It was renewed for an additional one-year period at the same price on July 13, 2004. It is anticipated that the service agreement will be renewed upon its expiration in July, 2005. Timothy Damadian, the son of Raymond V. Damadian is a limited partner in the Orlando Partnership.

Black Bear Management LLC, a New York limited liability company of which TRD Services, Inc., also referred to as "TRD", is a member, is party to a service agreement with FONAR for its Stand-Up(TM) MRI at a fee of \$85,000 per annum. The term runs from November 23, 2003 through November 22, 2004. It is expected that the service agreement will be renewed. Timothy Damadian, the son of Raymond V. Damadian, is the stockholder, director and President of TRD.

During fiscal 2002, Damadian MRI at Elmhurst, P.C., also referred to as "Elmhurst", a New York professional corporation of which Raymond V. Damadian is the sole stockholder, director and President, agreed to lease an Echo(TM) MRI scanner from FONAR on a fee per scan basis of \$200 per MRI scan performed.

Bronx MRI Associates, LLC, a New York limited liability company of which Raymond V. Damadian and Donna Damadian, jointly, TRD Services, Inc., also referred to as "TRD", JAD Ventures, Inc., also referred to as "JAD", Keira Reinmund, Thomas Terry and Constance Terry, among others, are members, is party to a service agreement with FONAR for its Stand-Up(TM) MRI scanner running from March 23, 2004 through March 22, 2005 for an annual fee of \$85,000. It is anticipated that the service agreement will be reviewed upon its expiration. Donna Damadian is the wife of Raymond Damadian. TRD is owned by Timothy Damadian, a son of Raymond and Donna Damadian, JAD is owned by Jevan Damadian, a son of Raymond and Donna Damadian and Keira Reinmund is the daughter of Dr. and Mrs. Damadian. Constance Terry is the wife of David B. Terry, Vice President and Secretary of Fonar and brother-in-law of Dr. Damadian. Thomas Terry is also the brother-in-law of Dr. Damadian.

Deer Park Management Services, LLC, a New York limited liability company of which TRD and JAD are, among others, members, is party to a service agreement with FONAR for its Stand-Up(TM) MRI scanner running from May 1, 2004 through April 30, 2005 at an annual fee of \$85,000. It is expected that the service agreement will be renewed upon its expiration. TRD and JAD are owned by Timothy Damadian and Jevan Damadian, respectively, who are the sons of Raymond V. Damadian.

Long Island Management Services, LLC, a New York limited liability company of which TRD, JAD and Donna Damadian are, among others, members, is party to a service agreement with FONAR for its Stand-Up(TM) MRI scanner running from September 10, 2004 through September 9, 2005 at a fee of \$85,000 per annum. It is anticipated that the service agreement will be renewed upon its expiration. Donna Damadian is the wife of Raymond Damadian. TRD and JAD are owned by Timothy Damadian and Jevan Damadian, respectively, the sons of Raymond and Donna Damadian.

Edgar Filing: FONAR CORP - Form DEF 14A

Miami MRI Associates, LLC, also referred to as Miami, a Florida limited liability company of which TRD, JAD and Donna Damadian are, among other parties, members, purchased a Stand-Up(TM) MRI from Fonar on which the warranty will expire in October, 2004. It is anticipated that Miami will enter into a one year service agreement with FONAR at that time at a rate of \$85,000 per annum. Donna Damadian is the wife of Raymond Damadian. TRD and JAD are owned by Timothy Damadian and Jevan Damadian, respectively, the sons of Raymond and Donna Damadian.

During the second quarter in fiscal 2003, Manhattan Management Services, LLC, a New York limited liability company of which TRD, JAD, Donna Damadian, Keira Reinmund and Robert Djerejian are among other parties, members, agreed to purchase a Stand-Up(TM) MRI from Fonar for a purchase price of \$1,400,000. The construction and installation of this scanner was completed in December, 2003 and payment has been made in full. Donna Damadian is the wife of Raymond Damadian. TRD and JAD are owned by Timothy Damadian and Jevan Damadian, respectively, the sons of Raymond and Donna Damadian. Keira Reinmund is the daughter of Raymond and Donna Damadian. Robert Djerejian is a member of the Board of Directors of Fonar.

During the fourth quarter of fiscal 2003, Queens Management Services, LLC, a New York limited liability company of which TRD, JAD, Keira Reinmund, Donna Damadian and Robert Djerejian are among other parties, members, agreed to purchase a Stand-Up(TM) MRI from Fonar for \$1,400,000. The construction and installation of this scanner was completed in February, 2004, and payment has been made in full. Donna Damadian is the wife of Raymond Damadian. TRD and JAD are owned by Timothy Damadian and Jevan Damadian, respectively, the sons of Raymond and Donna Damadian. Keira Reinmund is the daughter of Raymond and Donna Damadian. Robert Djerejian is a member of the Board of Directors of Fonar.

During the third quarter of fiscal 2004, South Shore Management Services, LLC, a New York limited liability company of which TRD, JAD, Keira Reinmund, Donna Damadian and Robert Djerejian are among other parties, members, agreed to purchase a Stand-Up(TM) MRI from FONAR for \$1,400,000 payable in installments as the work progresses in accordance with FONAR's usual terms. The construction and installation of this scanner has not yet been completed. Donna Damadian is the wife of Raymond Damadian. TRD and JAD are owned by Timothy Damadian and Jevan Damadian, respectively, the sons of Raymond and Donna Damadian. Keira Reinmund is the daughter of Raymond and Donna Damadian. Robert Djerejian is a member of the Board of Directors of Fonar.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

Audit Fees

The aggregate fees billed by Marcum & Kliegman LLP for the audit of our annual financial statements for the fiscal year ended June 30, 2004 and the reviews of the financial statements included in our Forms 10-Q for the fiscal year ended June 30, 2004 were \$418,276.

The aggregate fees billed by Marcum & Kliegman LLP for the audit of our annual financial statements for the fiscal year ended June 30, 2003 and the reviews of the financial information included in our Forms 10-Q for the fiscal year ended June 30, 2003 were \$460,805.

Audit Related Fees

No fees were billed by Marcum & Kliegman LLP for the fiscal years ended June 30, 2004 or June 30, 2003 for services related to the audit or review of our financial statements that are not included under the caption "Audit Fees".

Edgar Filing: FONAR CORP - Form DEF 14A

No fees were billed by Marcum & Kliegman LLP for the fiscal years ended June 30, 2004 or June 30, 2003 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 & Kliegman LLP for tax compliance, tax advice and tax planning in the fiscal year ended June 30, 2004 were \$172,542.

The aggregate fees billed by Marcum & Kliegman LLP for tax compliance, tax advice and tax planning in the fiscal year ended June 30, 2003 were \$189,094.

All Other Fees

The aggregate fees billed by Marcum & Kliegman LLP for all other services rendered by them during the fiscal years ended June 30, 2004 and June 30, 2003 were \$106,452 and \$124,417, respectively, which included services in connection with the registration of securities, and financing transactions.

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 & Kliegman LLP of services in addition to audit services in fiscal 2004 and 2003 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.

Independent Auditors' Report.

Consolidated Balance Sheets as at June 30, 2004 and 2003.

Consolidated Statements of Operations for the Three Years Ended June 30, 2004, 2003 and 2002.

Consolidated Statements of Stockholders' Equity for the Three Years Ended June 30, 2004, 2003 and 2002.

Consolidated Statements of Cash Flows for the Three Years Ended June 30, 2004, 2003 and 2002.

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

Edgar Filing: FONAR CORP - Form DEF 14A

None.

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 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

Edgar Filing: FONAR CORP - Form DEF 14A

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.

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

Edgar Filing: FONAR CORP - Form DEF 14A

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.

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 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.

10.28 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.

10.29 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.

10.30 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.

Edgar Filing: FONAR CORP - Form DEF 14A

10.31 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.

14.1 Code of Ethics. See Exhibits.

21.1 Subsidiaries of the Registrant. See Exhibits.

23.1 Independent Registered Public Accounting Firm's Consent. See Exhibits.

31.1 Section 302 Certification. See Exhibits.

32.1 Section 906 Certification. See Exhibits.

SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FONAR CORPORATION

Dated: September 15, 2004

By: /s/ Raymond Damadian
Raymond V. Damadian, President

Pursuant to the requirements of the Securities Exchange Act of 1934, this 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 Damadian Raymond V. Damadian	Chairman of the Board of Directors, President, Director Principal Executive Officer and Acting Principal Financial Officer)	September 15, 2004
/s/ Claudette J.V. Chan Claudette J.V. Chan	Director	September 15, 2004
/s/ Robert J. Janoff Robert J. Janoff	Director	September 15, 2004
/s/ Charles N. O'Data Charles N. O'Data	Director	September 15, 2004
/s/ Robert Djerejian Robert Djerejian	Director	September 15, 2004

CORPORATE INFORMATION

Edgar Filing: FONAR CORP - Form DEF 14A

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 & Kliegman, 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

David B. Terry
Vice President of Administration and Secretary