FONAR CORP
Form 10-Q
May 10, 2011

FORM 10-Q
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended MARCH 31, 2011

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the transition period from ________ to _________

Commission file number 0-10248

FONAR CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE	11-2464137
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

110 Marcus Drive Melville, New York	11747
(Address of principal executive offices)	(Zip Code)

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

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

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES __ NO _X__

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the close of the latest practicable date.

Class	Outstanding at April 30, 2011
Common Stock, par value $.0001	5,513,315

Class B Common Stock, par value $.0001	158
Class C Common Stock, par value $.0001	382,513
Class A Preferred Stock, par value $.0001	313,451

FONAR CORPORATION AND SUBSIDIARIES
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Item 6. Exhibits

Signatures

FONAR CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(000's OMITTED)

ASSETS	March 31, 2011 (UNAUDITED)	June 30, 2010
Current Assets:		
Cash and cash equivalents	$ 2,354	$ 1,299
Marketable securities	33	28
Accounts receivable - net	6,577	4,821
Accounts receivable - related parties - net	30	-
Medical receivables - net	2	25
Management fee receivable - net	3,033	2,569
Management fee receivable - related medical practices - net	1,755	1,922
Costs and estimated earnings in excess of billings on uncompleted contracts	601	277
Inventories	2,192	2,826
Advances and notes to related medical practices - net	-	83
Current portion of notes receivable	190	272
Prepaid expenses and other current assets	246	553
Total Current Assets	17,013	14,675
Property and equipment - net	4,034	2,109
Notes receivable - net	229	-
Management agreement - net	504	-
Other intangible assets - net	4,009	4,291
Other assets	565	554
Total Assets	$ 26,354	$ 21,629

See accompanying notes to condensed consolidated financial statements (unaudited).

FONAR CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(000's OMITTED)

LIABILITIES AND STOCKHOLDERS' DEFICIENCY	March 31, 2011 (UNAUDITED)	June 30, 2010
Current Liabilities:		
Current portion of long-term debt and capital leases	$ 2,148	$ 579
Current portion of long-term debt-related party	-	88
Accounts payable	2,356	3,192
Other current liabilities	8,151	8,065
Unearned revenue on service contracts	6,748	5,220
Unearned revenue on service contracts - related parties	27	-
Customer advances	4,693	4,813
Billings in excess of costs and estimated earnings on uncompleted contracts	188	2,743
Total Current Liabilities	24,311	24,700
Long-Term Liabilities:		
Accounts payable	115	63
Due to related medical practices	230	528
Long-term debt and capital leases, less current portion	1,982	1,567
Long-term debt less current portion-related party	-	72
Other liabilities	497	475
Total Long-Term Liabilities	2,824	2,705
Total Liabilities	27,135	27,405

See accompanying notes to condensed consolidated financial statements (unaudited).

FONAR CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(000's OMITTED, except share data)

LIABILITIES AND STOCKHOLDERS' DEFICIENCY (continued)	March 31, 2011 (UNAUDITED)	June 30, 2010
STOCKHOLDERS' DEFICIENCY:		
Class A non-voting preferred stock $.0001 par value; 453,000 and 1,600,000 shares authorized at March 31, 2011 and June 30, 2010, respectively; 313,451 issued and outstanding at March 31, 2011 and June 30, 2010	-	-
Preferred stock $.001 par value; 567,000 and 2,000,000 shares authorized at March 31, 2011 and June 30, 2010, respectively; issued and outstanding - none	-	-
Common Stock $.0001 par value; 8,500,000 and 30,000,000 shares authorized at March 31, 2011 and June 30, 2010,		

respectively; 5,480,958 and 4,985,850 issued at March 31, 2011 and June 30, 2010, respectively; 5,469,315 and 4,974,207 outstanding at March 31, 2011 and June 30, 2010, respectively	1	1
Class B Common Stock $ .0001 par value; 227,000 and 800,000 shares authorized at March 31, 2011 and June 30, 2010, respectively; (10 votes per share), 158 issued and outstanding at March 31, 2011 and June 30, 2010	-	-
Class C Common Stock $.0001 par value; 567,000 and 2,000,000 shares authorized at March 31, 2011 and June 30, 2010, respectively; (25 votes per share), 382,513 issued and outstanding at March 31, 2011 and June 30, 2010	-	-
Paid-in capital in excess of par value	173,122	172,379
Accumulated other comprehensive loss	(15)	(19)
Accumulated deficit	(174,339)	(177,271)
Notes receivable from employee stockholders	(117)	(191)
Treasury stock, at cost - 11,643 shares of common stock at March 31, 2011 and June 30, 2010	(675)	(675)
Non controlling interests	1,242	-
Total Stockholders' Deficiency	(781)	(5,776)
Total Liabilities and Stockholders' Deficiency	$ 26,354	$ 21,629

See accompanying notes to condensed consolidated financial statements (unaudited).

FONAR CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
(000's OMITTED, except per share data)

	FOR THE THREE MONTHS ENDED MARCH 31,	
	2011	2010
REVENUES		
Product sales - net	$ 1,855	$ 1,955
Service and repair fees - net	2,769	2,778
Service and repair fees - related parties - net	55	55
Management and other fees - net	2,726	1,738
Management and other fees - related medical practices - net	1,249	988
Total Revenues - Net	8,654	7,514
COSTS AND EXPENSES		
Costs related to product sales	1,392	1,353
Costs related to service and repair fees	792	566
Costs related to service and repair fees - related parties	16	11
Costs related to management and other fees	1,768	1,338
Costs related to management and other fees - related medical practices	616	703
Research and development	453	528
Selling, general and administrative	2,064	2,708
Provision for bad debts	175	282

Total Costs and Expenses	7,276	7,489
Income From Operations	1,378	25
Interest Expense	(128)	(66)
Interest Expense - Related Party	-	(21)
Investment Income	64	51
Interest Income - Related Party	-	2
Other (Expense) Income	(61)	1
Income (Loss) Before Non Controlling Interests	1,253	(8)
Net Income - Non Controlling Interests	(69)	-
NET INCOME (LOSS) - Controlling Interests	$ 1,184	$ (8)
Net Income (Loss) Available to Common Stockholders	$ 1,099	$ (8)
Net Income Available to Class C Common Stockholders	$ 21	N/A
Basic Net Income (Loss) Per Common Share	$ 0.21	$ (0.00)
Diluted Net Income (Loss) Per Common Share	$ 0.20	$ (0.00)
Basic and Diluted Income Per Share-Common C	$ 0.05	N/A
Weighted Average Basis Shares Outstanding	5,345,349	4,929,752
Weighted Average Diluted Shares Outstanding	5,472,853	4,929,752

See accompanying notes to condensed consolidated financial statements (unaudited).

FONAR CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
(000's OMITTED, except per share data)

	FOR THE NINE MONTHS ENDED MARCH 31,	
	2011	2010
REVENUES		
Product sales - net	$ 6,303	$ 6,479
Service and repair fees - net	8,111	8,163
Service and repair fees - related parties - net	165	165
Management and other fees - net	7,195	5,212
Management and other fees - related medical practices - net	3,584	2,613
License fees and royalties	-	585
Total Revenues - Net	25,358	23,217
COSTS AND EXPENSES		
Costs related to product sales	5,265	5,289
Costs related to service and repair fees	2,158	2,485
Costs related to service and repair		

fees - related parties	44	50
Costs related to management and other fees	4,789	3,989
Costs related to management and other fees - related medical practices	1,988	2,208
Research and development	1,060	2,159
Selling, general and administrative	6,192	9,042
Provision for bad debts	606	659
Total Costs and Expenses	22,102	25,881
Income (Loss) From Operations	3,256	(2,664)
Interest Expense	(359)	(235)
Interest Expense - Related Party	(4)	(40)
Investment Income	160	203
Interest Income - Related Party	1	9
Other (Expense) Income	(53)	35
Loss on Note Receivable	-	(350)
Net Income (Loss) Before Non Controlling Interests	3,001	(3,042)
Net Income - Non Controlling Interests	(69)	-
NET INCOME (LOSS) - Controlling Interests	$ 2,932	$ (3,042)
Net Income (Loss) Available to Common Stockholders	$ 2,720	$ (3,042)
Net Income Available to Class C Common Stockholders	$ 53	N/A
Basic Net Income (Loss) Per Common Share	$ 0.53	$ (0.62)
Diluted Net Income (Loss) Per Common Share	$ 0.51	$ (0.62)
Basic and Diluted Income Per Share-Common C	$ 0.14	N/A
Weighted Average Basic Shares Outstanding	5,169,253	4,917,990
Weighted Average Diluted Shares Outstanding	5,296,757	4,917,990

See accompanying notes to condensed consolidated financial statements (unaudited).

FONAR CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(UNAUDITED)
(000'S OMITTED)

	FOR THE THREE MONTHS ENDED MARCH 31,	
	2011	2010
Net income (loss)	$ 1,184	$ (8)
Other comprehensive income (losses), net of tax:		
Unrealized (losses) gains on marketable securities, net of tax	(1)	2

Total comprehensive income (loss)	$ 1,183	$ (6)

See accompanying notes to condensed consolidated financial statements (unaudited).

FONAR CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(UNAUDITED)
(000'S OMITTED)

	FOR THE NINE MONTHS ENDED MARCH 31,	
	2011	2010
Net income (loss)	$ 2,932	$ (3,042)
Other comprehensive income, net of tax:		
Unrealized gains on marketable securities, net of tax	4	8
Total comprehensive income (loss)	$ 2,936	$ (3,034)

See accompanying notes to condensed consolidated financial statements (unaudited).

FONAR CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(000'S OMITTED)

	FOR THE NINE MONTHS ENDED MARCH 31,	
	2011	2010
Cash Flows from Operating Activities:		
Net income (loss) before non controlling interests	$ 3,001	$ (3,042)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	1,480	1,094
Abandoned patents written off	-	182
Provision for bad debts	606	659
Discount on note receivable	-	350
Stock issued for costs and expenses	553	-
Compensatory element of stock issuances	161	99
(Increase) decrease in operating assets, net:		
Accounts, management fee and medical receivable(s)	(2,348)	(105)
Notes receivable	(283)	160
Costs and estimated earnings in excess of billings on uncompleted contracts	(324)	464
Inventories	634	241
Prepaid expenses and other current assets	307	206
Other assets	(49)	(1)
Advances and notes to related medical practices	83	124
Increase (decrease) in operating liabilities, net:		
Accounts payable	(830)	(239)

Other current liabilities	1,628	212
Customer advances	(121)	(3,149)
Billings in excess of costs and estimated earnings on uncompleted contracts	(2,555)	1,021
Other liabilities	22	41
Due to related medical practices	(298)	(11)
Net cash provided by (used in) operating activities	1,667	(1,694)

See accompanying notes to condensed consolidated financial statements (unaudited).

FONAR CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(000'S OMITTED)

	FOR THE NINE MONTHS ENDED MARCH 31,	
	2011	2010
Cash Flows from Investing Activities:		
Sales of marketable securities	(2)	-
Purchases of property and equipment	(349)	(18)
Costs of capitalized software development	(67)	(281)
Cost of patents	(105)	(171)
Proceeds from non controlling interests	694	-
Proceeds from note receivable	-	1,581
Cash acquired from business combination	289	-
Net cash provided by investing activities	460	1,111
Cash Flows from Financing Activities:		
Repayment of borrowings and capital lease obligations	(1,133)	(147)
Repayment of notes receivable from employee stockholders	74	74
Distributions to non controlling interests	(13)	-
Net cash used in financing activities	(1,072)	(73)
Net Increase (Decrease) in Cash and Cash Equivalents	1,055	(656)
Cash and Cash Equivalents - Beginning of Period	1,299	1,226
Cash and Cash Equivalents - End of Period	$ 2,354	$ 570

See accompanying notes to condensed consolidated financial statements (unaudited).

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

MARCH 31, 2011
(UNAUDITED)

NOTE 1 - BASIS OF PRESENTATION & LIQUIDITY & CAPITAL RESOURCES

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and nine months ended March 31, 2011, are not necessarily indicative of the results that may be expected for the fiscal year ending June 30, 2011. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K filed on October 13, 2010 for the fiscal year ended June 30, 2010.

Liquidity and Going Concern

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") and assume that the Company will continue as a going concern.

At March 31, 2011, the Company had a working capital deficit of approximately $7.3 million and a stockholders' deficiency of approximately $781,000. For the nine months ended March 31, 2011, the Company generated a net income of approximately $2.9 million, which included non-cash charges of approximately $2.8 million.

These conditions raise substantial doubt about the Company's ability to continue as a going concern. The accompanying unaudited condensed consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

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

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2011
(UNAUDITED)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

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

Earnings (Loss) Per Share

Basic earnings (loss) per share ("EPS") is computed based on weighted average shares outstanding and excludes any potential dilution. In accordance with ASC topic 260-10, "Participating Securities and the Two-Class method", the Company's participating convertible securities, which include Class B common stock and Class C common stock, are not included in the computation of basic EPS for the three and nine months ended March 31, 2010, because the participating securities do not have a contractual obligation to share in the losses of the Company. For the three and nine months ended March 31, 2011, the Company used the Two-Class method for calculating basic earnings per share and applied the if converted method in calculating diluted earnings per share.

Diluted EPS reflects the potential dilution from the exercise or conversion of all dilutive securities into common stock based on the average market price of common shares outstanding during the period. The number of common shares potentially issuable upon the exercise of certain options or conversion of the participating convertible securities that were excluded from the diluted EPS calculation was approximately 224,000 because they were antidilutive as a result of net losses for the three and nine months ended March 31, 2010. For the three and nine months ended March 31, 2011, the number of common shares potentially issuable upon the exercise of certain options of 29,000 have not been included in the computation of diluted EPS since the effect would be antidilutive.

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2011
(UNAUDITED)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Earnings (Loss) Per Share (Continued)

	Three months ended March 31, 2011			Three months ended March 31, 2010
	(000's omitted, except per share data)			
	Total	Common Stock	Class C Common Stock	

	Total	Common Stock	Class C Common Stock	
Basic				
Numerator:				
Net income (loss) available to stockholders	$ 1,184	$ 1,099	$ 21	$ (8)
Denominator:				
Weighted average shares outstanding		5,345	383	4,930
Basic income (loss) per common share		$ 0.21	$ 0.05	$ (0.00)
Diluted				
Denominator:				
Weighted average shares outstanding		5,345	383	4,930
Stock options		-	-	-
Convertible Class C Stock		128	-	-
Total Denominator for diluted earnings per share		5,473	383	4,930
Diluted income (loss) per common share		$ 0.20	$ 0.05	$ (0.00)

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2011
(UNAUDITED)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Earnings (Loss) Per Share (Continued)

	Nine months ended March 31, 2011			Nine months ended March 31, 2010
	(000's omitted, except per share data)			
	Total	Common Stock	Class C Common Stock	
Basic				
Numerator:				
Net income (loss) available to stockholders	$ 2,932	$ 2,720	$ 53	$(3,042)
Denominator:				
Weighted average shares outstanding		5,169	383	4,918
Basic income (loss) per common share		$ 0.53	$ 0.14	$ (0.62)

Diluted

Denominator:			
Weighted average shares outstanding	5,169	383	4,918
Stock options	-	-	-
Convertible Class C Stock	128	-	-
Total Denominator for diluted earnings per share	5,297	383	4,918
Diluted income (loss) per common share	$ 0.51	$ 0.14	$ (0.62)

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2011
(UNAUDITED)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recent Accounting Pronouncements

In June 2009, the FASB issued ASC 860 (formerly SFAS No. 166), "Accounting for Transfers of Financial Assets - an amendment of FASB Statement No. 140, ASC 860 requires additional disclosures concerning a transferor's continuing involvement with transferred financial assets. ASC 860 eliminates the concept of a "qualifying special-purpose entity" and changes the requirements for derecognizing financial assets. ASC 860 is effective for fiscal years beginning after November 15, 2009. The Company adopted ASC topic 860 on July 1, 2010. The adoption did not have a material impact on its condensed consolidated financial statements.

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

In September 2009, the FASB reached final consensus on a new revenue recognition standard, ASC topic 815 (formerly EIFT Issue No. 08-1), "Revenue Arrangements with Multiple Deliverables". ASC topic 815 addresses how to determine whether an arrangement involving multiple deliverables contains more than one unit of accounting, and how the arrangement consideration should be allocated among the separate units of accounting. This Issue is effective for fiscal years beginning after June 15, 2010 and may be applied retrospectively or prospectively for new or materially modified arrangements. In addition, early adoption is permitted. The adoption of ASC 815 did not have a material impact on the Company's condensed consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2011
(UNAUDITED)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recent Accounting Pronouncements (Continued)

In September 2009, the EITF reached final consensus on a new revenue recognition standard, ASC topic 350 (formerly EITF 09-3), "Applicability of AICPA Statement of Position 97-2 to Certain Arrangements That Contain Software Elements". ASC topic 350 amends the scope of AICPA Statement of Position 97-2, Software Revenue Recognition to exclude tangible products that include software and non-software components that function together to deliver the product's essential functionality. This Issue shall be applied on a prospective basis for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. Earlier application is permitted as of the beginning of a company's fiscal year provided the company has not previously issued financial statements for any period within that year. An entity shall not elect early application of this Issue unless it also elects early application of Issue 08-1. The adoption of ASC 350 did not have a material impact the Company's condensed consolidated financial statements.

In January 2010, the FASB issued Accounting Standards Update No. 2010-6, Improving Disclosures about Fair Value Measurements. The Update provides amendments to FASB ASC 820-10 that require entities to disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers. In addition the Update requires entities to present separately information about purchases, sales, issuances, and settlements in the reconciliation for fair value measurements using significant unobservable inputs (Level 3). The disclosures related to Level 1 and Level 2 fair value measurements are effective for the Company in 2010 and the disclosures related to Level 3 fair value measurements are effective for the Company in 2011. The Update requires new disclosures only, and will have no impact on the Company's condensed consolidated financial position, results of operations, or cash flow.

Reclassifications

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

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2011
(UNAUDITED)

NOTE 3 - MEDICAL RECEIVABLES, ACCOUNTS RECEIVABLE AND MANAGEMENT FEE RECEIVABLE

Receivables, net is comprised of the following at March 31, 2011:

(000's Omitted)

	Gross Receivable	Allowance for doubtful accounts	Net
Receivables from equipment sales and service contracts	$ 8,555	$ 1,978	$ 6,577
Receivables from equipment sales and service contracts-related parties	$ 30	$ -	$ 30
Management fee receivables	$ 9,216	$ 6,183	$ 3,033
Management fee receivables from related medical practices ("PC's")	$ 2,818	$ 1,063	$ 1,755
Medical receivables	$ 1,624	$ 1,622	$ 2
Totals	$ 22,243	$ 10,846	$ 11,397

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2011
(UNAUDITED)

NOTE 3 - MEDICAL RECEIVABLES, ACCOUNTS RECEIVABLE AND MANAGEMENT FEE RECEIVABLE (Continued)

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

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

Collection by the Company of its management fee receivables may be impaired by the uncollectibility of the 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 and certain other disallowed claims. Approximately 34% and 44% of the PC's net revenues for the nine months ended March 31, 2011 and 2010, respectively, were derived from no-fault and personal injury protection claims. The Company considers the aging of its accounts receivable in determining the amount of allowance for doubtful accounts and contractual allowances. The Company generally takes all legally available steps to collect its receivables.

Credit losses associated with the receivables are provided for in the condensed consolidated financial statements and have historically been within management's expectations.

Net revenues from management and other fees charged to the related PCs accounted for approximately 14.1% and 11.3% of the consolidated net revenues for the nine months ended March 31, 2011 and 2010, respectively.

Effective June 30, 2009, Tallahassee Magnetic Resonance Imaging, PA, Stand Up MRI of Boca Raton, PA and Stand Up MRI & Diagnostic Center, PA (all related medical practices) entered in a guaranty for all management fees which were indebted to the Company. Each entity will jointly and severally guarantee to the Company all payments due to the Company which have arisen under each individual management agreement.

NOTE 4 - INVENTORIES

Inventories included in the accompanying condensed consolidated balance sheet consist of the following:

(000's omitted)

	March 31, 2011	June 30, 2010
Purchased parts, components and supplies	$ 1,456	$ 1,775
Work-in-process	736	1,051
	$ 2,192	$ 2,826

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2011
(UNAUDITED)

NOTE 5 - COSTS AND ESTIMATED EARNINGS ON UNCOMPLETED CONTRACTS AND CUSTOMER ADVANCES

1) Information relating to uncompleted contracts as of March 31, 2011 is as follows:

	(000's omitted)
Costs incurred on uncompleted contracts	$ 4,652
Estimated earnings	2,530
	7,182
Less: Billings to date	6,769
	$ 413

Included in the accompanying condensed consolidated balance sheet at March 31, 2011 under the following captions:

Costs and estimated earnings in excess of billings on uncompleted contracts	$ 601
Less: Billings in excess of costs and estimated	

earnings on uncompleted contracts	188
	$ 413

2) Customer advances consist of the following as of March 31, 2011:

	Total	Related Party	Other
Total Advances	$ 11,462	$ --	$ 11,462
Less: Billings to date	6,769	--	6,769
	$ 4,693	$ --	$ 4,693

NOTE 6 - STOCKHOLDERS DEFICIENCY

On July 22, 2010, the Company amended its certificate of incorporation decreasing the number of authorized shares of Common Stock from 30,000,000 to 8,500,000, Class B Common Stock from 800,000 to 227,000, Class C Common Stock from 2,000,000 to 567,000, Class A Non-voting Preferred Stock from 1,600,000 to 453,000 and Preferred Stock from 2,000,000 to 567,000.

Common Stock

During the nine months ended March 31, 2011:

a) The Company issued 106,110 shares of common stock to employees and consultants as compensation valued at $160,616 under a stock bonus plan. Shares were valued at the market price on the measurement date.

b) The Company issued 388,998 shares of common stock for costs and expenses of $552,705. Shares were valued at the market price on the measurement date.

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NOTE 7 - OTHER CURRENT LIABILITIES

Other current liabilities in the accompanying condensed consolidated balance sheet consist of the following:

(000's omitted)

	March 31, 2011	June 30, 2010
Accrued salaries, commissions and payroll taxes	$ 718	$ 638
Accrued interest	1,125	992
Litigation accruals	193	193
Sales tax payable	2,802	2,597
Legal and other professional fees	676	737
Accounting fees	335	475
Insurance premiums	48	46
Penalty - Sales tax	892	817

Penalty - 401k plan (see Note 11)	250	250
Purchase scanners	55	390
Rent	432	356
Other	625	574
	$ 8,151	$ 8,065

NOTE 8 - ACQUISITION OF FAIR HAVEN SERVICES

On October 1, 2010, the Company purchased 100% of the stock of Fair Haven Services, an entity wholly owned by Raymond V. Damadian for $10. The entity is in the business of leasing medical equipment to various unrelated PCs. The transaction was accounted for as a merger of commonly-controlled entities. The carrying value of the assets and liabilities at the acquisition date approximated the fair value. The carrying value of the assets acquired and liabilities assumed consisted of the following:

Accounts Receivable	$ 182,000
Equipment	2,288,703
Short term portion of debt	(1,733,955)
Other accrued expenses	(13,955)
Long term debt less current portion	(693,829)
Net Capital Contributed	$ 28,964

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NOTE 9 - SEGMENT AND RELATED INFORMATION

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

The accounting policies of the segments are the same as those described in the summary of significant accounting policies as disclosed in the Company's 10-K as of June 30, 2010. All inter-segment sales are market-based. The Company evaluates performance based on income or loss from operations.

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

(000's omitted)

	Medical Equipment	Management of Diagnostic Imaging Centers	Totals
For the three months ended March 31, 2011:			
Net revenues from external customers	$ 4,679	$ 3,975	$ 8,654
Inter-segment net revenues	$ 220	$ -	$ 220
Income from operations	$ 576	$ 802	$ 1,378
Interest expense	$ 61	$ 67	$ 128

Investment income	$ 64	$ -	$ 64
Other expense	$ -	$ 61	$ 61
Income before income taxes	$ 579	$ 674	$ 1,253
Depreciation and amortization	$ 206	$ 402	$ 608
Capital expenditures	$ 24	$ 349	$ 373

For the three months ended March 31, 2010:

Net revenues from external customers	$ 4,788	$ 2,726	$ 7,514
Inter-segment net revenues	$ 232	$ -	$ 232
Income (Loss) from operations	$ 400	$ (375)	$ 25
Interest expense	$ 71	$ 16	$ 87
Investment income	$ 50	$ 3	$ 53
Other income	$ 1	$ -	$ 1
Income (loss) before income taxes	$ 380	$ (388)	$ (8)
Depreciation and amortization	$ 224	$ 138	$ 362
Capital expenditures	$ 89	$ 8	$ 97

For the nine months ended March 31, 2011:

Net revenues from external customers	$ 14,579	$ 10,779	$ 25,358
Inter-segment net revenues	$ 677	$ -	$ 677
Income from operations	$ 1,536	$ 1,720	$ 3,256
Interest expense	$ 188	$ 175	$ 363
Investment income	$ 160	$ 1	$ 161
Other expense	$ 8	$ 45	$ 53
Income before income taxes	$ 1,500	$ 1,501	$ 3,001
Depreciation and amortization	$ 618	$ 862	$ 1,480
Capital expenditures	$ 172	$ 349	$ 521

For the nine months ended March 31, 2010:

Net revenues from external customers	$ 15,392	$ 7,825	$ 23,217
Inter-segment net revenues	$ 697	$ -	$ 697
Loss from operations	$ (1,258)	$ (1,406)	$ (2,664)
Interest expense	$ 212	$ 63	$ 275
Investment income	$ 168	$ 44	$ 212
Other income (expense)	$ 2	$ (317)	$ (315)
Income (loss) before income taxes	$ (1,300)	$ (1,742)	$ (3,042)
Depreciation and amortization	$ 682	$ 412	$ 1,094
Capital expenditures	$ 454	$ 16	$ 470

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NOTE 10 - SUPPLEMENTAL CASH FLOW INFORMATION

During the nine months ended March 31, 2011 and March 31, 2010, the Company paid $230,000 and $131,000 for interest, respectively.

Non-cash investing and financing activities related to business combinations:

	October 1, 2010 Acquisition	January 1, 2011 Acquisition	Total
Accounts receivable	$ 182,000	$ -	$ 182,000

Property & equipment	2,288,703	303,659	2,592,362
Management agreement	-	513,333	513,333
Other assets	-	45,784	45,784
Other current liabilities	(13,955)	-	(13,955)
Accounts payable	-	(47,026)	(47,026)
Notes payable	(2,427,784)	(530,650)	(2,958,434)
Paid in capital	(28,964)	-	(28,964)
Non-controlling interests	-	(491,328)	(491,328)
Reclassification of investment From other assets	-	(82,957)	(82,957)

NOTE 11 - COMMITMENTS AND CONTINGENCIES

Litigation

There were no material changes in litigation from that reported in our Form 10-K for the fiscal year ended June 30, 2010. In the Golden Triangle Company v. Fonar Corporation et al case (U.S. District Court for the Eastern District of New York CV10-2932), the Company has made a motion to dismiss the plaintiff's amended complaint. In the Matt Malek Madison v. Fonar case (U.S. District Court, Northern District of California), the Company filed a notice of appeal on October 28, 2010 and is appealing the judgement. In the Anchorage Neurological Associates, Inc. v. Fonar case, a stipulation of settlement agreement was entered into on December 23, 2010 to pay Anchorage their deposit in monthly payments until March 2014.

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 11 - COMMITMENTS AND CONTINGENCIES (Continued)

Other Matters

The Company is also delinquent in filing sales tax returns for certain states, for which the Company has transacted business. As of March 31, 2011, the Company has recorded tax obligations of approximately $2,369,000 plus interest and penalties of approximately $1,899,000. The Company is in the process of determining the regulatory requirements in order to become compliant.

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

NASDAQ Continued Listing

On October 14, 2010, the Company received notification from NASDAQ that it had failed to maintain a minimum of $2,500,000 in stockholders' equity. The Company reported in its Form 10-K for the period ended June 30, 2010, stockholders deficiency of approximately of $5,776,000 and as of October 13, 2010 the Company also did not meet the alternative of market value of listed securities or net income from continuing operations. The Company had until November 29, 2010 to submit a plan to regain compliance. The Company submitted its plan of compliance, which included among other actions, a plan to acquire additional Upright MRI facilities. The NASDAQ Staff requested additional information concerning the acquisition and gave the Company until the first week in January 2011 to negotiate a definitive agreement for the acquisition. When the Company was unable to negotiate a definitive agreement, the Staff issued a delisting letter. The Company appealed the Staff's determination letter to the NASDAQ listing Qualifications Panel and made its pre-hearing submission on February 4, 2011. The hearing was held on March 17, 2011, the NASDAQ Hearings Panel granted the Company an extension until May 11, 2011 to complete its proposed financing and regain compliance with the stockholders' equity requirement of $2,500,000. The Company commenced a private placement of equity and succeeded in raising $6,000,000 by May 2, 2011, which amount was more than sufficient to eliminate the stockholders' deficiency of $781,000 as of March 31, 2011 and achieve compliance with the stockholder's equity requirement of $2,500,000.

NOTE 12 - CONTROLLING INTERESTS

On May 1, 2010, the Company purchased a 15.2% interest of an entity from an unrelated party that provides management services to a diagnostic center in the New York Metropolitan area. On January 1, 2011, the Company purchased an additional 34.8% interest from the unrelated party by the issuance of a promissory note of $400,000. Commencing with January 1, 2011, the Company has consolidated the activity of this entity in the condensed consolidated financial statements for the period of January 1, 2011 to March 31, 2011. The fair values assigned to the assets acquired and liabilities assumed were as follows:

Cash	$ 289,185
Property and equipment-net	303,659
Management contracts-net	513,333
Security deposits	45,784
Accounts payable	(47,026)
Notes payable	(130,650)
Non controlled interests	(491,328)
Less prior investment	(82,957)
Subtotal	400,000
Purchase price	(400,000)
Cash used in purchase	0

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The Company also has a 50% controlling interest in an entity that will provide management services to a diagnostic center in the New York Metropolitan area. The center is in the process of being installed.

NOTE 13 - INCOME TAXES

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

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

FONAR CORPORATION AND SUBSIDIARIES
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NOTE 13 - INCOME TAXES (Continued)

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

The adoption of the provisions of ASC topic 740 did not have a material impact on the Company's consolidated financial position and results of operations. Upon the adoption and as of March 31, 2011, no liability for unrecognized tax benefits was required to be recorded. The Company does not expect its unrecognized tax benefit position to change during the next 12 months.

The Company recognized a deferred tax asset of $923,544 and a deferred tax liability of $923,544 as of March 31, 2011, primarily relating to net operating loss carryforwards of approximately $163,413,000 available to offset future taxable income through 2029. The net operating losses begin to expire in 2012 for federal tax purposes and in 2012 for state income tax purposes.

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

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

NOTE 14 – SUBSEQUENT EVENTS

During the period from April 1, 2011 through April 30, 2011, the Company issued 44,000 shares of common stock for costs and expenses of $74,360 under the 2010 Stock Bonus Plan.

The Company completed a private placement of equity and succeeded in raising $6,000,000 by May 2, 2011. The offering consisted of Preferred Class A membership interests in a newly formed limited liability company, Imperial Management Services, LLC ("Imperial"). Class B membership interests, all of which were retained by the Company's subsidiary, HMCA, hold a 75% equity interest in Imperial. The Class A membership interests are entitled to receive a dividend of 18% per annum of their cash capital contribution of $6,000,000 to the limited liability company. HMCA contributed all of its assets, together with its liabilities, to Imperial as HMCA's capital contribution. The Imperial operating agreement provides for the Class A members to receive priority distributions until their original capital contributions are returned.

FONAR CORPORATION AND SUBSIDIARIES

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

For the nine month period ended March 31, 2011, we reported a net income of $2.9 million on revenues of $25.4 million as compared to net loss of $3.0 million on revenues of $23.2 million for the nine month period ended March 31, 2010. We recognized an operating income of $3.3 million for the nine month period ended March 31, 2011 compared to an operating loss of $2.7 million for the nine month period ended March 31, 2010. The principal reasons for our net income in the first nine months of fiscal 2011 as compared to our net loss for the first nine months of fiscal 2010 were that during fiscal 2011, there was an increase in revenues for management and other fees and a decrease in costs and expenses, particularly in selling, general and administrative expenses and in research and development.

For the three month period ended March 31, 2011, we reported net income of $1.2 million on revenues of $8.7 million as compared to a net loss of $8,000 on revenues of $7.5 million for the three month period ended March 31, 2010.

Overall, our revenues increased 9.2% from $23.2 million for the first nine months of fiscal 2010 to $25.4 million for the first nine months of fiscal 2011. Although revenues from service and repair fees remained constant at $8.3 million from the first nine months of fiscal 2010 to the first nine months of fiscal 2011, and product sales decreased 2.7%, from $6.5 million for the first nine months of 2010 to $6.3 million for the first nine months of fiscal 2011, management fees increased by 37.7% from $7.8 million for the first nine months of fiscal 2010 to $10.8 million for the first nine months of fiscal 2011. Revenues from license fees and royalties decreased 100% from $585,000 to $0, because the license agreement under which they were generated expired.

Due to the increase in our revenues and the decrease in our costs and expenses, we recognized an operating income for the nine months ended March 31, 2011 of $3.3 million as compared to an operating loss of $2.7 for the nine months ended March 31, 2010. The increase in the operating income was principally due to the decrease in costs and expenses of 14.6%, from $25.9 million in the first nine months of fiscal 2010 to $22.1 million in the first nine months of fiscal 2011, and an increase of revenues of 9.2%, from $23.2 million in the first nine months of fiscal 2010 to $25.4 million in the first nine months of fiscal 2011.

During fiscal 2011, we continued to recognize benefits from the cost cutting measures we adopted in January 2010, when we made reductions in the size of our workforce and significant reductions in compensation paid to our continuing employees. These measures supplemented our previous reductions in the size of our workforce, compensation and benefits, as well as across the board reduction of expenses. These cost reductions are intended to enable us to withstand periods of lower volumes of MRI scanner sales, by keeping expenditures at levels which, if necessary, can be supported by service revenues and diagnostic facility management revenues.

These cost controls, combined with out intensive efforts to increase our management fees in particular in fiscal 2011, are responsible for our profitability during the first nine months and in the third quarter ended March 31, 2011 of fiscal 2011.

Forward Looking Statements

Certain statements made in this Quarterly Report on Form 10-Q 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. The forward-looking statements included herein 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. Assumptions relating to the foregoing 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. Additionally, health care policy changes, including the Patient Protection and Affordable Care Act and the Health Care and Education Affordability Reconciliation Act of 2010 may have a material adverse effect on our operations or financial results. 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 Report will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statement included herein, 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.

Results of Operations

We operate in two industry segments: the manufacture and servicing of medical (MRI) equipment, our traditional business which is conducted directly by Fonar, and diagnostic facilities management services, which is conducted through Fonar's wholly-owned subsidiary, Health Management Corporation of America, which we also refer to as HMCA.

Trends in the first nine months of fiscal 2011 include an increase in management and other fee revenues, as well a decrease in our total costs and expenses, in particular in our selling, general and administrative costs, which declined by 31.5% from $9.0 million for the first nine months of fiscal 2010 to $6.2 million for the first nine months of fiscal 2011. We will continue to focus on our marketing efforts to improve sales performance and increase patient volume at the MRI facilities managed by HMCA in fiscal 2011. In addition, we will monitor our cost cutting program and will continue to reduce costs as necessary.

For the three month period ended March 31, 2011, as compared to the three month period ended March 31, 2010 overall revenues from MRI product sales decreased 5.1% ($1.9 million compared to $2.0 million), and for the nine month period ended March 31, 2011, as compared to the nine month period ended March 31, 2010 overall revenues from MRI product sales decreased 2.7% ($6.3 million compared to $6.5 million).

Service revenues for the three month period ended March 31, 2011 as compared to the three month period ended March 31, 2010 remained constant at $2.8 million. Unrelated party service and repair fees also remained constant at $2.8 million and related party service and repair fees remained constant at $55,000.

Service revenues for the nine month period ended March 31, 2011 as compared to the nine month period ended March 31, 2010 remained constant at 8.3 million. Unrelated party service and repair fees decreased 0.6% ($8.1 million compared to $8.2 million) and related party service and repair fees remained constant at $165,000.

There were approximately $2.5 million in foreign revenues for the first nine months of fiscal 2011 as compared to approximately $3.5 million in foreign revenues for the first nine months of fiscal 2010, representing a decrease in foreign revenues of 26.5%. We do not regard this as a material trend, but as part of a normal variation resulting from low volumes of foreign sales.

Overall, for the first nine months of fiscal 2011, revenues for the medical equipment segment decreased by 5.3% to $14.6 million from $15.4 million for the first nine months of fiscal 2010. The revenues generated by HMCA increased by 37.8%, to $10.8 million for the first nine months of fiscal 2011 as compared to $7.8 million for the first nine months of fiscal 2010. This trend reflects an increase in the percentage of our revenues derived from our diagnostic facilities management segment (43% for the first nine months of fiscal 2011 as compared to 33% for the first nine months of fiscal 2010). The increase in HMCA revenues was the result of our increased marketing efforts.

We recognize MRI scanner sales revenues on the "percentage of completion" basis, which means the revenues are recognized as the scanner is manufactured. Revenues recognized in a particular quarter do not necessarily reflect new orders or progress payments made by customers in that quarter. We build the scanner as the customer meets certain benchmarks in its site preparation in order to minimize the time lag between incurring costs of manufacturing and our receipt of the cash progress payments from the customer which are due upon delivery. Consequently, there can be a disparity between the revenues recognized in a fiscal period and the number of product sales. Generally, the recognized revenue from a scanner sale is recognized in a fiscal quarter or quarters following the quarter in which the sale was made.

Costs related to product sales remained constant at $1.4 million in the third quarter of fiscal 2010 and in the third quarter of 2011 resulting from a decrease in the manufacturing activity. Costs related to product sales remained constant at $5.3 million in the first nine months of fiscal 2010 and 2011.

Costs related to providing service for the third quarter increased by 40% from $577,000 in the third quarter of fiscal 2010 to $808,000 in fiscal 2011, notwithstanding service revenues remaining constant at $2.8 million in the third quarter of fiscal 2010 and fiscal 2011.

Costs related to providing service for the first nine months decreased by 13.1% from $2.5 million in the nine months of fiscal 2010 to $2.2 million in fiscal 2011, notwithstanding service revenues remained constant at $8.3 million over the same period. We believe that an important factor in keeping service costs down is our ability to monitor the performance of customers' scanners from our facilities in Melville, New York, on a daily basis and to detect and repair any irregularities before more serious problems result.

Overall, the operating results for our medical equipment segment improved to an operating income of $576,000 for the third quarter of fiscal 2011 as compared to an operating income of $400,000 for the third quarter of 2010, and an operating income of $1.5 million for the first nine months of fiscal 2011 as compared to an operating loss of $1.3 million for the first nine months of fiscal 2010.

HMCA revenues increased in the third quarter of fiscal 2011 by 45.8% to $4.0 million from $2.7 million for the third quarter of fiscal 2010, primarily due to increased revenues from our New York locations. Part of this increase in revenues was due to HMCA's acquisition of Fair Haven Services, Inc. ("Fairhaven") from Dr. Raymond V. Damadian, the President, Chairman of the Board and principal stockholder of the Company for $10 effective as of October 1, 2010. Fairhaven is the Company which leases the MRI scanners to the New York sites managed by HMCA. The transaction was accounted for as a merger of commonly-controlled entities. The carrying value of the assets and liabilities at the acquisition date approximated their fair value.

HMCA revenues for the first nine months of fiscal 2011 increased by 37.8% from $7.8 million in the first nine months of fiscal 2010 to $10.8 million in the first nine months of fiscal 2011. We now manage ten sites all of which are equipped with FONAR UPRIGHT(R) MRI scanners. HMCA experienced an operating income of $1.7 million for the first nine months of fiscal 2011 compared to operating loss of $1.4 million for the first nine months of fiscal 2010. The greater operating income was due primarily to an increase in the management and other fees which increased due to renegotiating the annual contracts, and the increased revenues recognized by leasing the MRI scanners to the New York sites commencing with the acquisition of Fairhaven at the beginning of the second quarter of fiscal 2011.

HMCA cost of revenues for the nine months of fiscal 2010 as compared to the first nine months of fiscal 2011 increased by 9.2% from $6.2 million to $6.8 million. The increase in HMCA's cost of revenues was primarily the result of the increased expenditures we have been making to improve HMCA revenues by our marketing efforts, which focus on the unique capability of our Upright(R) MRI Scanners to scan patients in different positions along with the acquisition of 50 % interest in an MRI center located in the New York Metropolitan Area.

The increase in our consolidated net revenues of 15.2% from $7.5 million in the third quarter of fiscal 2010 to $8.7 million in the third quarter of fiscal 2011 was coupled by a decrease of 3.0% in total costs and expenses from $7.5 million in the third quarter of fiscal 2010 compared to $7.3 million in the third quarter of fiscal 2011. As a result, our income from operations of $25,000 in the third quarter of fiscal 2010 increased to $1.4 million in the third quarter of fiscal 2011.

For the first nine months of fiscal 2011 our consolidated revenues increased by 9.2% to $25.4 million from $23.2 million for the first nine months of fiscal 2010 while the total costs and expenses decreased by 14.6% to $22.1 million for the first nine months of fiscal 2011 from $25.9 million for the first nine months of fiscal 2010. Our operating loss of $2.7 million in the first nine months of fiscal 2010 changed to an operating income of $3.3 million in the first nine months of fiscal 2011.

Selling, general and administrative expenses decreased by 31.5% to $6.2 million in the first nine months of fiscal 2011 from $9.0 million in the first nine months of fiscal 2010. The compensatory element of stock issuances, which is included in selling, general and administrative expenses, was $161,000 for the first nine months of fiscal 2011 as compared to $99,000 for the first nine months of fiscal 2010.

Research and development expenses decreased by 51% to $2.0 million for the first nine months of fiscal 2011 as compared to $2.2 million for the first nine months of fiscal 2010.

Interest expense in the first nine months of fiscal 2011 increased to $363,000 compared to $275,000 for the first nine months of fiscal 2010.

Inventories decreased by 22.4% to $2.2 million at March 31, 2011 as compared to $2.8 million at June 30, 2010 representing the use of raw materials and components in our inventory to fill orders.

Management fee and medical receivables increased by 6.6% to $4.8 million at March 31, 2011 from $4.5 million at June 30, 2010, primarily due to renegotiated management fee contracts with an unrelated party and the purchase of the stock of Fair Haven Services and a 50% interest in a site in New York.

The overall trends reflected in the results of operations for the first nine months of fiscal 2011 are an increase in revenues from management and other fees, as compared to the first nine months of fiscal 2010 ($10.8 million for the first nine months of fiscal 2011 as compared to $7.8 million for the first nine months of fiscal 2010), and an decrease in MRI equipment segment revenues both absolutely ($14.6 million as compared to $15.4 million) and as compared to HMCA. Revenues were $14.6 million or 57.5% from the MRI equipment segment as compared to $10.8 million or 42.5% from HMCA, for the first nine months of fiscal 2011, as compared to $15.4 million or 66.3% from the MRI equipment segment and $7.8 million or 33.7%, from HMCA, for the first nine months of fiscal 2010. Unrelated party sales constituted 100% of our medical equipment product sales for both the first nine months of fiscal 2011 and of fiscal 2010.

On March 23, 2010, President Obama signed into law healthcare reform legislation in the form of the Patient Protection and Affordable Care Act (PPACA). The implementation of this law could have a profound impact on the healthcare industry. Most of the provisions of PPACA will be phased in over the next four years. In 2011, however, the House of Representatives voted to repeal PPACA; the Senate, however, narrowly defeated the bill to repeal the Act. Over half the States have brought or joined lawsuits challenging the Act and two federal district courts have declared the Act unconstitutional in whole or in part. To date, PPACA has not had any material effect on our business, and it is not possible in the current legal and political environment to determine the impact of any health reform regulation which ultimately may be adopted.

We are committed to improving the operating results we experienced in the first nine months in fiscal 2011. Nevertheless, factors beyond our control, such as the timing and rate of market growth which depend on economic conditions, including the availability of credit, payor reimbursement rates and policies, and unexpected expenditures or the timing of such expenditures, make it impossible to forecast future operating results. We believe we are pursuing the correct policies which should prove successful in improving the Company's operating results.

Our FONAR UPRIGHT(R) MRI, and Fonar-360(TM) MRI scanners, together with our works-in-progress, are intended to significantly improve our competitive position.

Our FONAR UPRIGHT(R) MRI scanner, which operates at 6000 gauss (.6 Tesla) field strength, allows patients to be scanned while standing, sitting, reclining and in multiple flexion and extension positions. It is common in visualizing the spine that abnormalities are visualized in some positions and not others. This enables surgical corrections that heretofore would be unaddressable for lack of visualizing the symptom causing the pathology. A floor-recessed elevator brings the patient to the height appropriate for the targeted image region. A custom-built adjustable bed will allow patients to sit or lie on their backs, sides or stomachs at any angle. Full-range-of-motion studies of the joints in virtually any direction are possible and another promising feature for sports injuries.

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

The UPRIGHT(R) MRI has also demonstrated its value for patients suffering from scoliosis. Scoliosis patients have been typically subjected to routine x-ray exams for years and must be imaged upright for an adequate evaluation of their scoliosis. Because the patient must be standing for the exam, an x-ray machine has been the only modality that could provide that service. The UPRIGHT(R) MRI is the only MRI scanner which allows the patient to stand during the MRI exam. Fonar has developed a new RF receiver and scanning protocol that for the first time allows scoliosis patients to obtain diagnostic pictures of their spines without the risks of x- rays. A recent study by the National Cancer Institute (2000) of 5,466 women with scoliosis reported a 70% increase in breast cancer resulting from 24.7 chest x-rays these patients received on the average in the course of their scoliosis treatment. The UPRIGHT(R) MRI examination of scoliosis enables the needed imaging evaluation of the degree of spine scoliosis without exposing the patient to the risk of breast cancer from x-radiation. Currently scoliosis affects more than 3,000,000 American women.

In addition, the University of California, Los Angeles (UCLA) reported their results of their study of 1,302 patients utilizing the FONAR UPRIGHT(R) Multi-Position(TM) MRI at the 22nd Annual Meeting of the North American Spine Society on October 23, 2007. The UCLA study showed the superior ability of the Dynamic(TM) FONAR UPRIGHT(R) MRI to detect spine pathology, including spondylolisthesis, disc herniations and disc degneration, as compared to visualizations of the spine produced by traditional single position static MRIs.

The UCLA study by MRI of 1,302 back pain patients when they were UPRIGHT(R) and examined in a full range of flexion and extension positions made possible by FONAR's new UPRIGHT(R) technology established that significant "misses" of pathology were occurring with static single position MRI imaging. At L4-5, the vertebral level responsible for 49.8% of lumbar disc herniations, 35.1% of the spondylolistheses (vertebral instabilities) visualized by Dynamic(TM) Multi-Position(TM) MRI were being missed by static single position MRI (510 patients). Since this vertebral segment is responsible for the majority of all disc herniations, the finding may reveal a significant cause of failed back surgeries. The UCLA study further showed the "miss-rate" of vertebral instabilities by static only MRI was even higher, 38.7%, at the L3-4 vertebral segment. Additionally the UCLA study showed that MRI examinations of the cervical spine that did not perform extension images of the neck "missed" disc bulges 23.75% of the time (163 patients).

The UCLA study further reported that they were able to quantitatively measure the dimensions of the central spinal canal with the "highest accuracy" using the FONAR UPRIGHT(R) Multi-Position(TM) MRI thereby enabling the extent of spinal canal stenosis that existed in patients to be measured. Spinal canal stenosis gives rise to the symptom complex intermittent neurogenic claudication manifest as debilitating pain in the back and lower extremities, weakness and difficulties in ambulation and leg paresthesias. Spinal canal stenosis is a spinal compression syndrome separate and distinct from the more common nerve compression syndrome of the spinal nerves as they exit the vertebral column through the bony neural foramen.

Most recently a combined study of 1,200 neck pain patients published in "Brain Injury" (July 2010: 24(7-8): 988-944) by 8 university medical centers reported that cerebellar tonsil ectopia (CTE) 1mm or greater was found and visualized 2.5 times (250%) more frequently when patients who had sustained MVA whiplash injuries were scanned upright rather than lying down (recumbent).

The FONAR UPRIGHT(R) MRI can also be useful for MRI directed emergency neuro-surgical procedures as the surgeon would have unhindered access to the patient's head when the patient is supine with no restrictions in the vertical direction. This easy-entry, mid-field-strength scanner could prove 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 the Company's 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 surgeons and other interventional physicians to walk inside the magnet and achieve 360 degree access to the patient to perform interventional procedures.

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 degree surgical 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 the FONAR UPRIGHT(R), is 0.6 Tesla.

In the future, we expect the Fonar 360(TM) to function as an interventional MRI. The enlarged room sized magnet and 360o access to the patient afforded by the Fonar 360(TM) permits surgeons to walk into the magnet and perform surgical interventions on the patient under direct MR image guidance. Most importantly the exceptional quality of the MRI image and its capacity to exhibit tissue detail on the image, can then be obtained real time during the procedure to guide the interventionalist. Thus surgical instruments, needles, catheters, endoscopes and the like could be introduced directly into the human body and guided directly to a malignant lesion using the MRI image. The number of inoperable lesions could be significantly reduced by the availability of this new FONAR technology. Most importantly treatment can be carried directly to the target tissue.

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

The Company expects marked demand for its most commanding MRI products, the FONAR UPRIGHT(R) MRI and the Fonar 360(TM) because of their exceptional features in patient diagnosis and treatment. These scanners additionally provide improved image quality and higher imaging speed because of their higher field strength of ..6 Tesla. The geometry of the FONAR UPRIGHT(R) MRI magnet and its transverse magnetic field enables the use of two detector rf coils operating in quadrature which increases the FONAR UPRIGHT(R) MRI signal to noise ratio by 40%, providing a signal to noise ratio equal to a .84T recumbent only MRI scanner.

Liquidity and Capital Resources

NASDAQ Listing

On October 14, 2010, the Company received a deficiency letter from the NASDAQ Staff that we do not comply with the minimum $2,500,000 in the stockholders' equity criteria of the Capital Market. The deficiency letter followed the filing of the Company's Form 10-K for the fiscal year ended June 30, 2010, in which we reported a stockholders' deficiency of approximately $5,776,000. The Company also did not meet the alternative minimum listing criteria of market value of listed securities of $35 million or net income from continuing operations of $500,000. The Company had until November 29, 2010 to submit a plan to regain compliance. The Company submitted its plan of compliance which included among other actions, a plan to acquire additional Upright(R) MRI facilities. The NASDAQ Staff requested additional information concerning the acquisition and gave the Company until the first week in January 2011 to negotiate a definitive agreement for the acquisition. When the Company was unable to negotiate a definitive agreement, the Staff issued a delisting letter. Fonar appealed the Staff's determination letter to the NASDAQ listing Qualifications Panel and made its pre-hearing submission on February 4, 2011. The hearing was held on February 24, 2011.

On March 17, 2011, the NASDAQ Hearing Panel granted Fonar an extension until May 11, 2011, to complete its proposed financing and regain compliance with the stockholders' equity requirement of $2,500,000.

The Company commenced a private placement of equity and succeeded in raising $6,000,000 by May 2, 2011, which amount was more than sufficient to eliminate the stockholders' deficiency of $781,000 as of March 31, 2011 and achieve compliance with the stockholders' equity requirement of $2,500,000.

The offering consisted of Class A membership interests in a limited liability company, Imperial Management Services, LLC ("Imperial"). Class B membership interests, all of which were retained by Fonar's subsidiary, HMCA, hold a 75% equity interest in Imperial. The Class A membership interests are entitled to receive a dividend of 18% of their cash capital contribution of $6,000,000 to the limited liability company. The Class A membership interests are subject to redemption for a period of ten years. HMCA contributed all of its assets, together with its liabilities, to Imperial as HMCA's capital contribution. Most of the investors are or formerly were employees, directors or others having a close business relationship with Fonar and HMCA, together with some of their family members, friends and business associates.

Cash, cash equivalents and marketable securities increased by 79.9% from $1.3 million at June 30, 2010 to $2.4 million at March 31, 2011. Marketable securities approximated $33,000 as of March 31, 2011, as compared to $28,000 at June 30, 2010.

Cash provided by operating activities for the first nine months of fiscal

2011 was $1.7 million. Cash provided by operating activities was attributable to net income of $2.9 million, a decrease in prepaid expenses and other current assets of $307,000, an increase in other current liabilities of $1.6 million, offset by a decrease of customer advances of $121,000 an increase in accounts, management fee and medical receivables of $2.3 million, a decrease in billings in excess of costs and estimated earnings on uncompleted contracts of $2.6 million along with a decrease in accounts payable of $830,000.

Cash provided by investing activities for the first nine months of fiscal 2011 was $460,000. The principal source of cash provided by investing activities during the first nine months of fiscal 2011 consisted mainly of proceeds from non controlling interests of $694,000 offset by capitalized software and patent costs of $172,000, purchase of property and equipment of $349,000 and cash acquired from business combinations of $289,000.

Cash used in financing activities for the first nine months of fiscal 2011 was $1.1 million. The principal uses of cash in financing activities during the first nine months of fiscal 2011 consisted of repayment of principal on long-term debt and capital lease obligations of $1.1 million, offset by repayment of notes receivable from employee stockholders of $74,000.

Total liabilities decreased by 1.0% to $27.1 million at March 31, 2011 from $27.4 million at June 30, 2010. We experienced an increase in other current liabilities from $8.1 million at June 30, 2010 to $8.2 million at March 31, 2011 along with an increase in long-term debt and capital leases from $1.6 million at June 30, 2010 to $2.0 million at March 31, 2011 offset by a decrease in accounts payable from $3.3 million at June 30, 2010 to $2.5 million at March 31, 2011, along with a decrease in billings in excess of costs and estimated earnings on uncompleted contracts from $2.7 million at June 30, 2010 to $200,000 at March 31, 2011, and a decrease in customer advances from $4.8 million at June 30, 2010 to $4.7 million at March 31, 2011. Unearned revenue on service contracts increased to $6.7 million at March 31, 2011 as compared to $5.2 million at June 30, 2010.

As of March 31, 2011, the total of $8.2 million in other current liabilities included accrued salaries and payroll taxes of $718,000, accrued interest of $1.1 million and sales taxes of $2.8 million.

Our working capital deficit decreased to $7.3 million at March 31, 2011 from $10.0 million at June 30, 2010. This resulted from an increase in current assets ($14.7 million at June 30, 2010 as compared to $17 million at March 31, 2011) particularly an increase in the cash and cash equivalents of $1.1 million ($1.3 million at June 30, 2010 as compared to $2.4 million at March 31, 2011), and a decrease in inventories of $634,000 ($2.8 million at June 30, 2010 as compared to $2.2 million at March 31, 2011) along with a decrease in current liabilities ($24.7 million at June 30, 2010 as compared to $24.3 million at March 31, 2011) resulting primarily from a decrease of approximately $836,000 in the current portion of accounts payable ($3.2 million at June 30, 2010 as compared to $2.4 million at March 31, 2011) and an increase of $86,000 in other current liabilities ($8.1 million at June 30, 2010 as compared to $8.2 million at March 31, 2011) .

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

Critical to our business plan are improvement and expansion of the MRI facilities managed by our subsidiary HMCA, and increasing the number of scans performed at those facilities. In addition, 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 and upgrades at competitive prices.

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

At March 31, 2011, the Company had a working capital deficiency of approximately $7.3 million and a stockholders' deficiency of approximately $781,000. For the nine months ended March 31, 2011, the Company incurred a net income of approximately $2.9 million, which included non-cash charges of approximately $2.8 million. The Company has funded its cash flow deficit for the nine months ended March 31, 2011 through cash provided by operations.

Subsequent to March 31, 2011, however, we completed a private placement of $6.0 million, which has eliminated the stockholders' deficiency and reduced the working capital deficiency.

Management anticipates that Fonar's capital resources will improve if (1) Fonar's MRI scanner products gain wider market recognition and acceptance resulting in increased product sales, (2) service and maintenance revenues increase as the warranties on scanners expire and (3) HMCA revenues can be increased through the Company's vigorous marketing efforts and the installation of more HMCA managed Upright(R) MRI scanners. In addition, Management is exploring the possibility of additional equity and/or loan financing to improve liquidity. If we are not successful with our marketing efforts to increase revenues and are unable to raise debt or equity capital, we will experience a shortfall in cash, and it will be necessary to further reduce operating expenses to attempt to avoid the need to curtail our operations. Current economic, credit and political conditions have contributed to a slowing business environment for our company. The precise impact of these conditions can not be fully predicted. There can be no assurance that we would be able to secure additional funds if needed.

The accompanying financial statements have been prepared in accordance with accounting principals generally accepted in the United States of America and assume that the Company will continue as a going concern. Although the Company's results of operations and net income have improved in the first nine months of fiscal 2011 compared to the first nine months of fiscal 2010, we still had negative working capital and a stockholders' deficiency at March 31, 2011, although the subsequent completion of a $6.0 million equity private placement has eliminated the stockholders' deficiency and reduced the working capital deficiency. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The Company maintains its funds in liquid accounts. None of our investments are in fixed rate instruments.

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

Item 4. Controls and Procedures

Disclosure Controls and Procedures

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

In connection with the preparation of this Quarterly Report on Form 10-Q for the nine months ended March 31, 2011, management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 under the Exchange Act and have determined that such controls and procedures were effective as of March 31, 2011.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal controls or in other factors that could significantly affect these controls, during the quarter ended March 31, 2011, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1 - Legal Proceedings:There were no material changes in litigation from that reported in our Form 10-K for the fiscal year ended June 30, 2010 and the Form 10-Q for the fiscal quarter ended March 31, 2011. In the Golden Triangle Company v. Fonar Corporation et al case (U.S. District Court for the Eastern District of New York CV10-2932), the Company has made a motion to dismiss the plaintiff's amended complaint, which motion is still pending. In the Matt Malek Madison v. Fonar case (U.S. District Court, Northern District of California), Fonar filed a notice of appeal on October 28, 2010 and is appealing the judgment. In the Anchorage Neurological Associates, Inc. v. Fonar case, the case was settled for $155,000 payable $5,000 in December 2010, $4,000 monthly from February 2011 through February 2014 and $2,000 in March 2014.

Item 1A - Risk Factors: Not required. We are a smaller reporting company.

Item 2 - Unregistered Sales of Equity Securities and Use of Proceeds: None

Item 3 - Defaults Upon Senior Securities: None

Item 4 - (Removed and Reserved)

Item 5 - Other Information: None

Item 6 - Exhibits and Reports on Form 8-K: Exhibits

SIGNATURES

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

FONAR CORPORATION
(Registrant)

By: /s/ Raymond V. Damadian
Raymond V. Damadian
President & Chairman

Dated: May 9, 2011

A signed original of this written statement required by Section 906 has been provided to Fonar Corporation and will be retained by Fonar Corporation and furnished to the Securities and Exchange Commission or its staff upon request.