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FONAR CORP
Form DEF 14A
May 14, 2003

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14 (a) OF THE SECURITIES
EXCHANGE ACT OF 1934

Filed by Registrant [X]

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))

[X] Definitive Proxy Statement

[] Definitive Additional Materials

[] Soliciting Material Pursuant to (ss.) 240.14a-12

FONAR CORPORATION

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

[X] No fee required

[] Fee computed on table below per Exchange Act Rules 14a-6 (i)
(4) and 0-11.

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

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction
computed pursuant to Exchange Act Rule 0-11 (Set forth the
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it was determined):

(4) Proposed maximum aggregate value of transaction:

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[] Fee paid previously with preliminary materials.

[] Check box if any part of the fee is offset as provided by
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filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

Notes:

FONAR CORPORATION
110 Marcus Drive
FONAR CORPORATION

Proxy - Annual Meeting of Stockholders - June 9, 2003

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 Ramada Inn, junction of Interstate 295 and Route 13, New Castle, Delaware on June 9, 2003 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 authorize the Board of Directors at any time or from time to time in its sole discretion, to increase the authorized number of shares of common stock, up to a maximum of 150,000,000.

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

No. 3. To ratify the adoption of (a) the Company's 2002 Incentive Stock Option Plan, (b) the Company's 2002 Stock Bonus Plan and (c) the Company's 2003 Stock Bonus Plan.

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

No. 4. To ratify the selection of Marcum & Kliegman LLP as the Company's independent auditors for the fiscal year ended June 30, 2003.

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

No. 5. 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: _____, 2003

Signature

Signature if jointly held

PLEASE SIGN EXACTLY AS YOUR NAME APPEARS ON YOUR STOCK CERTIFICATES. In signing as attorney, executor, administrator, trustee or guardian, indicate such capacity. All joint tenants must sign. If a corporation, partnership, limited liability company or other entity, please sign by president or other authorized

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person.

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 9, 2003

To The Stockholders:

The Annual Meeting of the stockholders of Fonar Corporation will be held at the Ramada Inn, junction of Interstate 295 and Route 13, New Castle, Delaware, June 9, 2003, at 10:00 a.m. local time for the following purposes:

1. To elect five Directors to the Board of Directors.
2. To consider and act upon a proposal to authorize the Board of Directors at any time or from time to time, in its sole discretion, to increase the authorized number of shares of Common Stock, up to a maximum of 150,000,000 shares.
3. To ratify the adoption of (a) the Company's 2002 Incentive Stock Option Plan, (b) the Company's 2002 Stock Bonus Plan and (c) the Company's 2003 Stock Bonus Plan.
4. To ratify the selection of Marcum & Kliegman LLP as the Company's auditors for the fiscal year ended June 30, 2003.
5. To transact such other business as may properly come before the meeting.

Only stockholders of record at the close of business on April 11, 2003 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

PRELIMINARY PROXY STATEMENT
FOR ANNUAL MEETING OF
STOCKHOLDERS TO BE HELD JUNE 9, 2003

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This proxy statement, which is first being mailed to shareholders on or about May 14, 2003, 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 9, 2003 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 11, 2003 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 2, 2003, there were 78,812,868 shares of Common Stock held of record by 4,715 stockholders, 4,153 shares of Class B Common Stock held of record by 11 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, 7,836,286.75 shares held of record by 4,020 stockholders at the close of business on April 2, 2003, 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 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 67), 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

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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 65), 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 75), 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 nonprofit residential school for girls with learning disabilities.

Charles N. O'Data (age 67), 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, including Pittsburgh National Bank. 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 (71), 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 (54) is the 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

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also a Director of the Company.

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, 2002 the Board of Directors unanimously consented to take action in lieu of a meeting on five 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. All of the directors on the audit committee are independent.

AUDIT COMMITTEE

The Audit Committee, which is comprised of independent directors, is governed by a Board approved charter that contains, among other things, the Committee's membership requirements and responsibilities. The audit committee oversees the Company's accounting, financial reporting process, internal controls and audits, and consults with management and the independent public accountants on, among other items, matters related to the annual audit, the published financial statements and the accounting 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, 2002.

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.

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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 March 28, 2003.

Name and Address of Beneficial Owner (1)	Shares Beneficially Owned	Percent of Class
Raymond V. Damadian, M.D. c/o FONAR Corporation Melville, New York Director, President CEO, 5% + Stockholder	Common Stock 2,488,274 Class C Stock 9,561,174 Class A Preferred 477,328	3.16% 99.98% 6.09%
Claudette Chan Director	Common Stock 2,648 Class A Preferred 800	* *
Robert J. Janoff Director	Common Stock Class A Preferred 80,000 1,999	* *
Charles N. O'Data Director	Common Stock 700	*
All Officers, Directors and Nominees as a Group (5 persons) (2) (3)	Common Stock 2,578,220 Class C Stock 9,561,174 Class A Preferred 480,165	3.27% 99.98% 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 6,286 shares of Common Stock held by an officer.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

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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, 2002 which is specifically incorporated by reference herein. A copy of the Form 10-K is included in the Annual Report to Stockholders which is being sent to the Company's stockholders with this Proxy Statement.)

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

COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS.

With the exception of the 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, 2002 by the Company's Chief Executive Officer.

Name and Principal Position Position	Year	Annual Compensation		Long-Term Compensation Awards	All Other Compensation
		Salary	Other		
Raymond V. Damadian Chairman of the; Board; President; Chief Executive Officer; Director	2002	\$86,799.96	0	0	0
	2001	\$86,799.96	0	0	0
	2000	\$86,779.97	0	0	0

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 2002.

Option/SAR Exercises and Year End Values

No options or stock appreciation rights were exercised by the Company's Chief Executive Officer during fiscal 2001. The Company's Chief Executive Officer did not hold any unexercised stock options or stock appreciation rights at the end of fiscal 2002.

Performance Graph

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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, 1997 and ending on December 31, 2002 (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, 1997. The stock price performance on the graph below is not necessarily indicative of future price performance.

[Performance Graph appears here]

Relative Dollar Values

	6/30/97	6/30/98	6/30/99	6/30/00	6/29/01	6/28/02	12/21/02
Fonar Common Stock	\$100.00	\$78.96	\$39.86	\$72.82	\$67.61	\$68.63	\$37.98
NASDAQ-US	\$100.00	\$131.70	\$189.22	\$279.78	\$151.98	\$103.53	\$94.77
NAS-MDM	\$100.00	\$116.41	\$155.44	\$179.03	\$167.82	\$152.55	\$138.14
NAS-Hea.	\$100.00	\$97.42	\$91.69	\$70.76	\$100.98	\$91.17	\$85.68

2. INCREASE IN NUMBER OF AUTHORIZED SHARES OF COMMON STOCK

Proposal

The Board of Directors has adopted a proposal, which if approved by the stockholders, would authorize the Board in its discretion to increase the number of authorized shares of our Common Stock to such number as the Board may from time to time determine, up to a maximum of 150,000,000 shares, upon the filing of a certificate of amendment or a series of certificates of amendment. The authorization would remain in effect, unless and until revoked by either the stockholders or a future resolution of the Board of Directors. The Board would reserve the right not to increase the number of authorized shares at all.

Purpose and Effect of Amendment

The purpose of the proposal is to enable the Board of Directors to amend the Company's Certificate of Incorporation to increase the number of authorized shares of Common Stock by such number of shares as the Board may at any one time or from time to time deem in the best interests of the Company. By giving the Board the authority to determine precisely when and by how many shares to increase the number of shares of authorized Common Stock (up to 150,000,000 shares) the Company will have the same flexibility as if the number of authorized shares were increased in advance to 150,000,000, but be able to save the additional Delaware franchise taxes which will result from an increase in authorized stock until such time as the increase is actually necessary.

At the present time, pursuant to the stockholder authorization given at the 1995

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Annual Meeting, the Board is authorized to amend the Company's Certificate of Incorporation to increase the number of authorized shares of Common Stock up to 100,000,000 shares.

As at April 2, 2003, there were issued and outstanding approximately 78.8 million shares of Common Stock. In addition, the Company must reserve sufficient shares of Common Stock to cover the conversion rights of the Class B Common Stock and the Class C Common Stock (approximately 3.2 million shares in the aggregate), and 2,959,501 shares underlying our issued and outstanding warrants.

Issuance of the Common Stock

As is currently the case, the Board of Directors would continue to have the authority to issue shares of the Common Stock in such amounts, to such persons or entities, upon such terms and conditions and for such consideration as the Board may determine and without any vote or other action by the stockholders, unless required by applicable law or regulations.

The shares would be available for issuance by the Board of Directors in public and private offerings to raise capital to finance the Company's future growth, in connection with acquisitions, for distributions to stockholders in the form of stock dividends or stock splits, for employee compensation, and for other corporate purposes.

The Company is requesting the stockholders to act upon the proposal to provide maximum flexibility for further equity financing, without the need to seek further stockholder approvals, which can be both time consuming and expensive.

The Board of Directors does not have any agreements or preliminary agreements or understandings to issue shares of Common Stock in any public or private offering or in connection with an acquisition, merger or other business combination, except that we have filed a shelf registration covering 5 million shares which become effective in February of 2003. Under the shelf registration process, we are in a position to issue shares under such plan or plans of distribution as we may elect provided the plan is described in an amended or supplemental prospectus describing the proposed plan of distribution.

To date, by a prospectus and two prospectus supplements we have set aside 3 million shares which we are issuing to pay vendors in connection with the building of our MRI scanners and other suppliers of goods and services. Our objective is to accelerate our production rate and at the same time reduce per unit manufacturing costs. We are also considering the possibility of selling shares into the market to raise money for working capital purposes, but have not yet selected a broker, dealer or underwriter to do so. Under our stock bonus and option plans, we expect to continue to issue shares to our employees, consultants and advisors. The Company does not have any other specific plans with respect to its unused authorized stock.

The affirmative vote of shares holding a majority of the votes of the outstanding shares entitled to vote is required to adopt the proposal. THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE PROPOSAL.

3. RATIFICATION OF STOCK OPTION AND STOCK BONUS PLANS

On July 1, 2002, the Board of Directors adopted the Company's 2002 Incentive Stock Option Plan (the "Incentive Plan"), on June 1, 2002 adopted the 2002 Bonus Plan (the "2002 Bonus Plan") and on November 1, 2002 adopted the 2003 Stock Bonus Plan (the "2003 Bonus Plan") collectively, the "Plans"). The stockholders are being asked to ratify the adoption of the Plans.

The Incentive Plan covers 2,500,000 shares of the Company's Common Stock; the 2002 Bonus Plan covers 2,000,000 shares of the Company's Common Stock, and the

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2003 Bonus Plan covers 5,000,000 shares of the Company's Common Stock. The Incentive Plan permits the granting of incentive stock options until June 30, 2012, 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 2002 Bonus Plan permits the granting of stock bonuses until May 31, 2012, 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 2003 Bonus Plan permits the granting of stock bonuses until October 31, 2012, 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 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 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 Incentive Plan, 2002 Bonus Plan and 2003 Bonus Plan are attached hereto as Exhibit A.

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 Incentive Plan and stock bonuses under the Bonus Plans. 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

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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 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 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 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 Bonus Plan are not assignable except by will or the laws of descent and distribution.

Upon exercise of an option under the 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 Incentive Plan. In no event may a fraction of a share be purchased or issued under the Incentive Plan.

The Incentive Plan will remain in effect until the earlier of such time as all shares covered by the Incentive Plan have been issued or transferred from treasury upon exercise of options, or June 30, 2012. No options may be granted under the Incentive Plan after those dates although previously outstanding options may be exercised until their expiration dates. The Bonus Plans will remain in effect until the earlier of such time as all shares covered by the Bonus Plans have been issued or May 31, 2012 in the case of the 2002 Bonus Plan and October 31, 2012 in the case of the 2003 Bonus Plan and no stock bonuses may be granted under the 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 Incentive Plan, reduce the minimum option price under the Incentive Plan or change the maximum period during which options may be exercised under the 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

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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 Incentive Plan and the aggregate number of shares of Common Stock available under the Incentive or Bonus Plans. With respect to the 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 disposition. If there is no disqualifying disposition, no deduction will be available to the Company.

Stock Bonuses. The grant of stock bonuses under the 2002 Bonus Plan and 2003 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

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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.

4. 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, 2003. The stockholders will be asked to ratify this action by the Board. 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. Marcum & Kliegman LLP were the Company's auditors for the fiscal year ended June 30, 2002.

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, 2002 and the reviews of the financial statements included in the Company's Forms 10-Q for the fiscal year ended June 30, 2002 were \$411,020.

The aggregate fees billed by Grassi & Co., CPAs, P.C. for the audit of the Company's annual financial statements for the fiscal year ended June 30, 2001 and the reviews of the financial information included in the Company's Forms 10-Q for the fiscal year ended June 30, 2001 were \$317,221.

FINANCIAL INFORMATION SYSTEMS DESIGN AND IMPLEMENTATION

No fees were billed by Marcum & Kliegman LLP for the fiscal year ended June 30, 2002 or by Grassi & Co., CPAs, P.C. for the fiscal year ended June 30, 2001 for designing, operating, supervising or implementing any of the Company's financial information systems or any hardware or software systems for the Company's financial information.

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, 2002 was \$194,922.

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, 2001 was \$244,503.

ALL OTHER FEES

The aggregate fees billed by Marcum & Kliegman LLP for all other services

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rendered by them during the fiscal year ended June 30, 2002 were \$190,111, which included services in connection with the registration of securities, internal control reviews, employee benefit plan audits and reviews and procedures that the Company requested Marcum & Kliegman to undertake to provide assurances on matters not required by laws or regulations.

The aggregate fees billed by Grassi & Co., CPAs, P.C. for all other services rendered by them during the fiscal year ended June 30, 2001 were \$163,441 which included services in connection with the registration of securities, internal control reviews, employee benefit plan audits and reviews and procedures that the Company requested Grassi & Co. to undertake to provide assurances on matters not required by laws or regulations. Since January 1, 2003, the audit committee has adopted policies and procedures for pre-approving all non-audit work performed by its auditors. Specifically, the committee must pre-approve the use of the auditors for all such services.

The Company's audit committee believes that the provision by Marcum & Kliegman LLP of services in addition to audit services in fiscal 2002 and the provision of services by Grassi & Co., CPAs, P.C. of services in addition to audit services in fiscal 2001 were compatible with maintaining their independence.

All persons performing work on behalf of Marcum & Kliegman LLP in connection with their engagement to audit the Company's financial statements for the fiscal year ended June 30, 2002 were full-time permanent employees of Grassi & Co., CPAs, P.C.

PROPOSALS OF STOCKHOLDERS

Proposals of stockholders intended to be presented at the 2004 annual meeting of stockholders must be received by the Company no later than January 30, 2004 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 authorization to increase the number of shares of Common Stock requires a majority of votes of all outstanding shares entitled to vote and the ratification of the Plans 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 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

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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 9, 2003

A COPY OF THE COMPANY'S FORM 10-K REPORT FOR FISCAL YEAR 2002, 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

2002 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 2,000,000 shares of Common Stock, par value \$.0001 per share, of the Corporation ("Common Stock"), are available for the issuance under the Plan as compensation 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

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effective as of June 1, 2002, and Bonus Stock awarded under the Plan must be issued no later than May 31, 2012.

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 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

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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 May 31, 2012, 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 June 1, 2002.

2002 INCENTIVE STOCK OPTION PLAN

2,500,000 SHARES

FONAR CORPORATION

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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, 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 2,500,000 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 July 1, 2002, and options granted under the Plan must be granted no later than June 30, 2012.

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

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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 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

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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 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

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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.

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

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the Plan, and shall not be subject to execution, attached 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 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 June 30, 2012, 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

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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 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 upon adoption by the Board of Directors of the Corporation; 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.

2003 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

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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 5,000,000 shares of Common Stock, par value \$.0001 per share, of the Corporation ("Common Stock"), are available for the issuance under the Plan as compensation 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 November 1, 2002, and Bonus Stock awarded under the Plan must be issued no later than October 31, 2012.

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

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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 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 October 31, 2012, 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

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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 November 1, 2002

ANNUAL REPORT 2002

PRESIDENT'S MESSAGE TO STOCKHOLDERS

Dear Stockholders:

I am pleased to report to you that the Stand-Up(TM) MRI is proving itself to be all that we hoped it would be, and that I am very optimistic about the future of our Company.

The Stand-Up(TM) MRI - A Remarkable Product

Because of its revolutionary magnet configuration, the Stand-Up(TM) MRI is the only MRI that can perform Position Imaging(TM) (pMRI(TM)), i.e. patients can be scanned sitting, standing, bending, in flexion and extension, or lying down. Its unique ability to scan patients in weight-bearing positions and to scan patients in their positions of pain or symptoms has enabled it to detect pathologies that went undetected on conventional lie-down (recumbent) MRI scanners. The proof is beginning to accumulate, making the Stand-Up(TM) MRI the most exciting and talked-about advancement in the field of MRI. Indeed, the best image is the one that sees the pathology. Operating on a proven platform of 0.6 Tesla technology, the Stand-Up(TM) MRI makes images of extraordinary quality. A full range of advanced software features and state-of-the-art pulse sequences provides the user with all the tools necessary to achieve remarkable diagnostic precision.

Besides its unique diagnostic advantages and extraordinary image quality, the Stand-Up(TM) MRI is also the most patient-friendly MRI in the industry. Stand-Up(TM) MRI patients typically sit and watch a 45 inch flat screen TV throughout their scans. A pleasant experience in a Stand-Up(TM) MRI is a far cry from having to lie down in the confining tunnel space of a conventional MRI. Very large or anxious patients who had repeatedly failed to tolerate other MRIs, including "open" MRIs, have traveled hundreds of miles, some from Europe to New York, to be scanned in a Stand-Up(TM) MRI. These patients are invariably relieved and extremely grateful to finally have their problems properly addressed and to get on with their treatment plans and their lives. Early results are confirming our expectation that the Stand-Up(TM) MRI's ability to scan patients in weight-bearing positions, either sitting, standing, or bending would be extremely useful for accurately diagnosing back and neck problems. As you know, back problems are very common. The National Center for Health Statistics reports that "14% of new patient visits to physicians each year are due to low back pain, and almost 13 million physician visits per year are required to care for chronic low back pain." Back pain is second only to the common cold as a cause of lost time from work. So it is no surprise that roughly half of all MRI scans performed today are of the spine.

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The market is therefore huge and we are more confident than ever that a lie-down MRI of the back is an incomplete picture of the patient's back and what is causing his problem. Back pain can be most acute or might only be present when the patient is in an upright, weight-bearing position. Only the Stand-Up(TM) MRI can see the complete picture of what is occurring in the spinal region when the patient is upright.

Should surgery be required, the Stand-Up(TM) MRI provides the surgeon with the most comprehensive evaluation of the patient's spine. Dr. Manuel S. Rose, a board-certified diagnostic radiologist who owns two Stand-Up(TM) MRIs in Florida, says, "If the problem is a herniated disk, it is quite possible that the herniation, when visualized with the patient in a supine position, could appear far less severe than it actually is, or it could disappear altogether. We've seen this happen on several occasions. Through no fault of their own, surgeons are at a serious disadvantage if they are guided only by lie-down MRI images. They do not see the full extent of the patient's back pathology and therefore may choose a sub-optimal surgical approach. The result may be failed back surgeries. With the Stand-Up(TM) MRI, the surgeon can, for the first time, visualize pathology in both the supine and upright positions, allowing him to accurately evaluate the full extent of the problem."

According to the June 1, 2002 issue of American Family Physician, a peer review journal for family practice physicians, MRI is already "the procedure of choice for diagnostic imaging of neurologic structures related to lower back pain." So when it comes to tools for diagnosing back problems, the Stand-Up(TM) MRI is the preferred of the preferred.

While diagnosing spine and joint problems is at present the most obvious and most common usage of the Stand-Up(TM) MRI, I expect that its ability to see inside the human body with the patient in an upright position will, in the near future, make it a valuable, perhaps indispensable, diagnostic and therapeutic tool throughout all of medicine. When a mother later in life faces a common longterm result of multiple child births, a weakened pelvic floor and bladder incontinence, a picture can be obtained that shows the pelvic organs that have fallen so that proper repairs can be planned. A patient who experiences dizziness on standing, can now have an MRI arteriogram of his head while standing. A patient with chest-pain on walking or standing will one day have his coronaries visualized upright by MR angiography.

Repeat Sales

Sales and Marketing have become top priorities at FONAR. At this writing, we have sold 38 Stand-Up(TM) MRIs and installed 18. I might add that our manufacturing and installation departments are doing an excellent job in accommodating our customers' installation schedules.

Most sales have been to independent, free-standing, diagnostic imaging businesses. Three sales have been to hospitals, including Scotland's prestigious University of Aberdeen.

Six customers have already purchased more than one system; one customer has purchased eight and has six installed Stand-Up(TM) MRIs in operation. Other multiple-purchase customers are expected. Repeat sales indicate the remarkable appeal of the FONAR Stand-Up(TM) MRI to patients and physicians after the customer has installed them and put them to use. They demonstrate the Stand-Up(TM) MRI's ability to create thriving enterprises.

Since the time we first introduced the Stand-Up(TM) MRI, we have never had as many serious sales prospects as we have right now.

Marketing

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In the past, our major marketing event has been our exhibition at the annual meetings of the Radiological Society of North America (RSNA) in Chicago. The show typically draws 60,000, making it the largest medical meeting in the world. At the last RSNA show in November/December 2002, FONAR exhibited the Stand-Up(TM) MRI with its beautifully restyled magnet configuration. The Stand-Up(TM) MRI, because of its unique ability to do weight-bearing and Position Imaging(TM), has special appeal to orthopedic surgeons. In order to reach that very important market for the Stand-Up(TM) MRI, FONAR, for the first time, exhibited at the meeting of the American Academy of Orthopaedic Surgeons (AAOS) in New Orleans in February of this year. The show was attended by approximately 12,000 domestic and international orthopedic surgeons and other healthcare professionals. FONAR's exhibit was one of the largest on the floor. The physicians were extremely receptive and sales leads are being vigorously pursued. In August 2003, FONAR will be exhibiting for the first time at World Spine II, the 2nd Interdisciplinary Congress on Spine Care. The show, held in Chicago this year, is expected to attract over 1000 physicians from all over the world, most of them orthopedic surgeons (40%) and neurosurgeons (50%).

In October 2003 we will be exhibiting, again for the first time, at the annual meeting of the North American Spine Society (NASS) in San Diego. This meeting will be attended by approximately 2500 physicians, most of them orthopedic surgeons and neurosurgeons from North America. As this will be an outstanding marketing opportunity for the Company, we are planning a high-impact presentation, similar to the highly successful one we made at the AAOS meeting earlier this year. FONAR has continued its national media blitz that began in early 2002. The blitz, which includes primarily radio, TV and billboard advertising, targets several fronts. We have two goals for each targeted area: to build the FONAR brand and generate sales leads for the Stand-Up(TM) MRI, and to generate business for any Stand-Up(TM) MRI centers in the targeted areas. In steering patients to Stand-Up(TM) MRI centers through advertising, we are demonstrating to potential buyers the enormous appeal that the Stand-Up(TM) MRI has for physicians and the general public alike. I am pleased to report that the response has been very encouraging and that we are achieving our goals with our advertising program.

HMCA

Health Management Corporation of America (HMCA), our wholly-owned physician and diagnostic services management subsidiary, has been undergoing some very positive changes. Several diagnostic imaging centers with old FONAR equipment have either been closed or upgraded with Stand-Up(TM) MRIs. This time last year, HMCA managed only one Stand-Up(TM) MRI facility; now it manages three, with plans to upgrade as many others as it can, as quickly as it can. In addition to upgrading existing MRI centers, HMCA is, as financing becomes available, interested in establishing and managing new Stand-Up(TM) MRI centers in promising regions of the country. Management fees from Stand-Up(TM) MRI facilities are excellent sources of revenue for the Company. Our first HMCA-managed Stand-Up(TM) MRI facility in Islandia, New York consistently completes over 400 scans a month. As reported previously, in the first six months of fiscal 2003 (July 1, 2002 through December 31, 2002) HMCA enjoyed operating income of \$537,000 from its management of the Islandia facility, clearly demonstrating the value to FONAR of selling Stand-Up(TM) MRIs to HMCA-managed facilities. It is our expectation that our newly-upgraded facilities in Bensonhurst, New York and Staten Island, New York, installed in January and April of 2003 respectively, will repeat the success we have enjoyed in Islandia. A fourth Stand-Up(TM) MRI upgrade will soon commence in Florida. At present, HMCA manages 12 diagnostic imaging centers, primarily in New York and Florida and plans to expand the number of its Stand-Up centers as quickly as capital allows.

HMCA closed its only poorly-performing multi-specialty practice late last year, leaving the subsidiary with management revenues from the remaining six, all of

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them in New York, all of them doing well. In April 2003, HMCA sold for \$3.0 million (together with forgiveness of indebtedness of approximately \$1.1 million) what had become a poorly-performing group of four primary care offices in Queens, New York. These offices produced losses in fiscal 2002 and in the first six months of fiscal 2003. While closing down or selling poor performers will result in a temporary loss of management revenues, the savings in expenses (and time) will more than compensate, thereby contributing to the profitability and viability of the company. HMCA is doing exactly what it needs to do - growing with the Stand-Up(TM) MRI and trimming where necessary.

Revenues Growing, Losses Shrinking

I am pleased to report that FONAR revenue, as indicated in the accompanying graph, is continuing its positive trend. In fact, revenues increased 51% during the first six months of fiscal 2003. [FONAR's fiscal 2003 year runs from July 1, 2002 through June 30, 2003]. The first six-month revenues were \$30.0 million compared to \$19.9 million for the corresponding period a year earlier. The net loss over the same period was \$5.6 million, a 34% improvement over that of the previous year. Total Revenues Chart for the past 10 quarters Quarter Revenues

Total Revenues Chart for the past 10 quarters Quarter Revenues

Quarter	Revenues
1st Quarter Fiscal 2001	\$9,091,000
2nd Quarter Fiscal 2001	\$9,946,000
3rd Quarter Fiscal 2001	\$11,978,000
4th Quarter Fiscal 2001	\$11,258,000
1st Quarter Fiscal 2002	\$10,153,000
2nd Quarter Fiscal 2002	\$9,766,000
3rd Quarter Fiscal 2002	\$10,953,000
4th Quarter Fiscal 2002	\$13,807,000
1st Quarter Fiscal 2003	\$13,658,000
2nd Quarter Fiscal 2003	\$16,348,000

Shareholder Value

I believe that there are two keys to shareholder value. The first is to be successful in operating the business. We are doing that. But the second, which is also important, is to be in close and regular communication with the financial community. We need to do both. To that end we will be devising a plan for the benefit of FONAR's long-enduring faithful shareholders that will take our story of financial success as it materializes to where it needs to go - to the doorsteps of the financial institutions and funds.

Thank You

We have a wonderful product, a one of a kind product - the Stand-Up(TM) MRI. We are seeing the Stand-Up(TM) MRI do what no conventional MRI can or ever will be able to do. Physicians are enthusiastically embracing it for its unique diagnostic advantages, and patients love it because it has transformed a negative, sometimes horrifying, scanning experience into a happy one. It is

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opening new markets for FONAR and it is growing our subsidiary, HMCA. Revenues are up, and we are anticipating a record year in sales. I hope you can discern that FONAR's revenue growth is sustained and not incidental indicating advances in substance and not in form. I remain grateful to FONAR employees and stockholders, especially the ones who have stood by us for so many years. I am eager to deliver the business results that our faithful shareholders have long deserved and believe that we have at last achieved the proper product configuration and synchrony with the marketplace that will enable us to meet our duty to our shareholders and to our employees. I look forward with great optimism to a prosperous future for our Company. Thank you for your support.

Sincerely,

/s/ Raymond V. Damadian
Raymond V. Damadian
President and Chairman

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

FORM 10-K

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, 2002

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 11-2464137
(State of incorporation) (IRS Employer Identification Number)

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

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the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark 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]

As of September 19, 2002, 73,569,791 shares of Common Stock, 4,211 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 71,021,571 shares of Common Stock held by non-affiliates as of such date (based on the closing price per share on September 19, 2002 as reported on the NASDAQ System) was approximately \$73.9 million. The other outstanding classes do not have a readily determinable market value.

DOCUMENTS INCORPORATED BY REFERENCE

None

ITEM 1. BUSINESS

GENERAL

FONAR Corporation (the "Company" or "FONAR") is a Delaware corporation which was incorporated on July 17, 1978. The Company's address is 110 Marcus Drive, Melville, New York 11747 and its 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 ("MRI" or "MR") scanners which utilize MRI technology for the detection and diagnosis of human disease. FONAR introduced the first MRI scanner in 1980 and 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. FONAR introduced the first "open" MRI in 1980. It has concentrated since on further application of its "open" MRI, introducing the Stand-Up(TM) MRI scanner, the QUAD(TM) MRI, the Open Sky(TM) MRI and its works in progress MRI operating room.

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 reclining.

Health Management Corporation of America (formerly U.S. Health Management Corporation and hereinafter sometimes referred to as "HMCA") was formed 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 medical providers. HMCA provides management services, administrative services, office space, equipment, repair and maintenance service and clerical and other non-medical personnel to physicians and other medical providers, including diagnostic imaging centers.

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See Note 20 to the Financial Statements for separate financial information respecting the Company's 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 actual results, performance or achievements of the Company 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. The Company's 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 the control of the Company. Although the Company believes that its 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 the Company or any other person that the objectives and plans of the Company will be achieved.

RECENT DEVELOPMENTS AND OVERVIEW.

The Company's products and works-in-progress are intended to significantly improve the Company's competitive position. The Company's products are the Stand-Up(TM) MRI, the Fonar 360(TM), the QUAD(TM) MRI scanner and the Echo(TM) MRI scanner.

The Stand-Up(TM) permits, for the first time, MRI diagnoses to be made in the weight-bearing state. The Stand-Up(TM) 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, or, more often than not, in the position in which the patient experiences pain. An elevator built into the floor brings the patient 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) may also be useful for MRI directed surgical procedures.

We are vigorously promoting sales of the Stand-Up(TM) 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, 2002, we received orders for 20 Stand-Up(TM) MRI scanners. The following chart shows the revenues attributable to our different model scanners for the fiscal years ended June 30, 2001 and June 30, 2002. Note that we recognize revenue on a percentage of completion basis. Accordingly, revenue is recognized as each sub-assembly of a scanner is manufactured. Consequently the revenues for a fiscal period do not necessarily relate to orders placed in that period.

Model	Revenues Recognized	
	2001	2002
Stand-Up(TM)	\$1,640,615	\$11,089,675
Fonar 360(TM)	0	0
QUAD(TM)	\$3,043,308	0

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Echo(TM)	\$1,052,182	0
Beta(TM) (used)	0	361,000

The Fonar 360(TM), includes the Open Sky(TM) MRI. 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 access to patients and the availability of MRI compatible surgical instruments will also enable the Fonar 360(TM), in its future OR-360(TM) version, to be used for image guided surgery.

The QUAD(TM) MR scanner utilizes a electromagnet and is accessible from four sides. The QUAD(TM) was the first "open" MRI scanner at high field. The greater field strength of the QUAD(TM)'S magnet, when enhanced by the electronics already utilized by the Company's scanners, produces images of a quality and clarity competitive with high field superconductive magnets. The QUAD(TM) scanner magnet is the highest field "open MRI" in the industry.

In addition, the Company offers a low cost, low-field strength open MRI scanner, the Echo(TM).

The Company's current "works in progress" include the QUAD-S(TM) which combines many of the features of the QUAD(TM) scanners with a superconducting magnet. (See "Works in Progress".)

The Company's "works in progress" also include an in-office, weight-bearing extremities scanner designed for examining the knee, foot, elbow, hand and wrist under both weight-bearing and non-weight bearing conditions.

Fonar has an internal sales force of approximately 16 persons, concentrating on domestic sales. Fonar continues to use distributors for its foreign sales efforts. Fonar has also expanded its 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 and hereinafter sometimes referred to as "HMCA") 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 13 diagnostic imaging centers, four primary care offices and seven physical therapy and rehabilitation offices practices located principally in New York State and Florida.

PRODUCTS

The Company's principal products are its Stand-Up(TM) MRI, the Fonar 360(TM), the series and the Echo(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, sitting or in any of the conventional

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

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 the 48" panoramic TV (part of the scanner) the patient views during the scan. 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) will also be useful for MR-directed surgical procedures as the surgeon 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 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 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 QUAD-S(TM) MRI scanner, is 0.6 Tesla.

In the future, we may also develop the Fonar 360(TM) to function as an operating room. We sometimes refer to this contemplated version of the Fonar 360(TM) as the OR-360(TM). In its OR-360(TM) version, which is in the planning

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stages, the enlarged room sized magnet and 360 access to the patient afforded by the Fonar 360(TM) would permit full-fledged surgical teams to walk into the magnet and perform surgery on the patient inside the magnet. Most importantly the exceptional quality of the MRI image and its exceptional capacity to exhibit tissue detail on the image, by virtue of the nuclear resonance signal's extraordinary capacity to create image contrast, can then be obtained real time during surgery to guide the surgeon in the surgery. Thus surgical 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. The number of inoperable lesions should be greatly reduced by the availability of this new capability. Most importantly treatment can be carried directly to the target tissue.

A Neurosurgeon, for example, has direct access to the patient's head while the patient is lying in the scanner and can perform image guided neurosurgery in this magnet. The unimpeded access in the space above the patient is also useful for surgical access, positioning of life support devices, neuro-surgical microscopes and anaesthetic gases. 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. The Company expects that with the OR-360(TM) treatment agents may be administered directly to the malignant tissue through small catheters or needles allowing much larger doses of chemotherapy, x-rays, laser ablation, microwave, or if to be applied directly and exclusively to the malignant tissue with more effective results. Since the 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 if his treatment is being effective.

The interventional OR-360(TM) version of the Fonar 360(TM) is still in the planning stages. There is not a prototype. A separate FDA submission for the interventional 360 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.

The QUAD(TM) MRI scanner utilizes a 6000 gauss (0.6 Tesla) iron core electromagnet and is accessible from four sides. The QUAD-S(TM) was the first "open" MRI scanner at high field.

In addition to the patient comfort, increased throughput and new applications (such as MRI directed surgery and MRI breast imaging) made possible by the QUAD(TM) scanner's open design, the QUAD(TM) is 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 QUAD(TM)'s design over its predecessors also include increased image-processing speed and diagnostic flexibility.

MRI directed surgery (laproscopic surgical procedures) is possible by the QUAD(TM)'s ability to supply images to a monitor positioned next to the patient, enabling a surgeon to view in process surgical procedure from an unlimited number of vantage points. The openness of FONAR's QUAD(TM) scanner enables surgeons to perform a wide range of surgical procedures inside the magnet.

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Four sides are open on the QUAD(TM), thus allowing access to the scanning area from four vantage points. With the QUAD(TM)'s multi-bed patient handling system, many more short scan procedures such as those used in breast imaging can be done in a day, allowing the price of MRI breast imaging to drop without reducing the scanner's revenue-generating capacity. At the same time, there is not the painful compression of the breast characteristic of X-ray mammography.

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

The Stand-Up(TM) MRI, Fonar 360(TM) and QUAD(TM) scanners utilize a 6000 gauss (0.6 Tesla field strength) iron core electromagnet. The greater field strength of the 6000 gauss magnet, as compared to lower field open MRI scanners that operate at 3,000 gauss (0.3 Tesla) when enhanced by the electronics already utilized by the Company'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. One open scanner was recently introduced at 0.7 Tesla field strength and differs negligibly from Fonar's 0.6 Tesla scanners.

The Stand-Up(TM), Fonar 360(TM) and QUAD(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, Fonar 360(TM) and QUAD(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. 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, Fonar 360(TM) and QUAD(TM) scanners operate squarely in the optimum C/N range.

The Stand-Up(TM) MRI, Fonar 360(TM) and QUAD(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's also Evolving Images(TM), Multi-Angle Oblique (MAO)(TM) imaging, and oblique imaging.

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

The Company also offers a low cost open scanner, the Echo(TM), which operates at a .3 Tesla field strength. The Echo(TM) is an open upgraded version

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of the Company's former principal product, the Beta(TM) MRI scanner, but open on four sides to provide four directions for patient access instead of two.

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 2002, sales of the Company's QUAD(TM) scanners accounted for none of the Company's revenues, as compared to 7.2% of the Company's total revenues and 29% of its medical equipment segment revenues in fiscal 2001. During fiscal 2002, sales of the Company's Stand-Up(TM) scanners accounted for approximately 24.7% of total revenues and 68.7% of medical equipment revenues, as compared to 3.9% of total revenues and 15.5% of medical equipment revenues in fiscal 2001. Sales of Echo(TM) scanners accounted for 0% of total revenues and 0% of medical equipment revenues in fiscal 2002 as compared to 2.5% of total revenues and 10% of medical equipment revenues in fiscal 2001.

There were no sales of Beta(TM) scanners in fiscal 2001, but 1% of total revenues and 2.1% of medical equipment revenues in fiscal 2002 were derived from the sale of a refurbished Beta(TM) scanner.

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

WORKS-IN-PROGRESS

All of the Company's 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 soft tissue. 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 like healthy breast tissue and cancerous tissue poorly because the x-ray particle traverses the tissues almost equally thereby rendering the target film equally exposed by the two tissues and creating healthy and cancerous shadows on the film that differ very little in brightness. The image contrast between cancerous and healthy tissue is poor, making the detection of breast cancers by the x-ray mammogram less than optimal. If microscopic stones (microcalcifications) are not present to provide the missing contrast 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%.

On the other hand the soft tissue contrasts with which to distinguish cancers on images by MRI are up to 180%. This is because the nuclear resonance signals from the body's tissues differ so dramatically. Liver cancer and healthy liver signals differ by 180%. 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

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presence of nodes which the x-ray mammogram cannot reach.

The Company views its Stand-Up(TM) MRI as the ideal mammography machine as it permits the patient to be seated for the examination and be easily accessed for an MR image guided breast biopsy when needed.

The Company is developing a superconductive version of its open iron frame magnets, the "QUAD-S(TM)", a 0.6 Tesla superconductive magnet. The QUAD-S(TM) will have a field strength between 0.6 to 1.0 Tesla and a 18-inch gap vertical field. This MRI scanner will combine the benefits of its open non claustrophobic patented iron-frame, vertical field magnet design with the high field strength of a superconducting magnet. The Company received FDA approval for the QUAD-S(TM) in June, 2001.

In addition, the Company's works in progress include an in-office weight bearing extremities scanner which will be able to be used to examine the knee, foot, elbow, hand and wrist. This scanner will allow scans to be performed in under both weight-bearing and non-weight-bearing conditions.

PRODUCT MARKETING

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

Fonar's internal sales force is approximately 16 persons. Our internal sales force handles the domestic market while we continue to use independent distributors for foreign markets. In addition to its internal domestic sales force, Fonar and G.E. Medical, a division of General Electric, have entered into an arrangement pursuant to which G.E. Medical will act as independent distributor for Fonar's Stand-Up(TM) MRI scanner.

In addition, the Company has expanded its website to include an interactive product information desk for reaching customers. The Company plans to commence a program for providing demonstrations of its products to potential customers on an international basis.

The Company has exhibited its new products at the annual trade show held by the Radiological Society of North America ("RSNA") in Chicago since November 1995 and plans to attend the RSNA trade show in November 2002 and future years. The RSNA trade show is held annually and is attended by most manufacturers of MRI scanners.

The Company is directing its marketing efforts to meet the demand for both "open" and high field strength 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. In addition the Company will continue to market its Fonar 360(TM), QUAD(TM) and Echo(TM) MRI scanners. Utilizing a 6000 gauss (0.6 Tesla field strength) iron core electromagnet, the Stand-Up(TM) MRI, Fonar 360(TM) and QUAD(TM) scanner magnets are among the high field "open MRI" scanners in the industry.

The Company also will seek to introduce new MRI applications for its scanners such as MRI-directed surgery and head-to-toe MRI preventive screening.

Fonar's areas of operations are principally in the United States. During the fiscal year ended June 30, 2002, 3.5% of the Company's revenues were generated by foreign sales, as compared to 0%, 2.8% and 3.4% for fiscal 2001, 2000 and 1999 respectively.

The Company is seeking to promote foreign sales and has sold scanners in various foreign countries. Foreign sales, however, have not yet proved to be a

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significant source of revenue.

SERVICE AND UPGRADES FOR MRI SCANNERS

The Company's 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 the Company's external installed base were approximately \$1.7 million in fiscal 2000, \$2.0 million in fiscal 2001 and \$2.2 million in fiscal 2002.

The Company anticipates that its new line of scanners will result in upgrades income in future fiscal years. The potential for upgrades income originates in the versatility and productivity of the MRI technology. New medical uses for the technology are constantly being discovered. 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 current MRI angiograms to synchronize the angiograms to the cardiac cycle. By doing so the dynamics of blood vessel filling and emptying can be visualized with movies. Such enhancements are attractive to the 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. Upgrade revenues were approximately, \$36,000 in fiscal 2000, \$0 in fiscal 2001 and \$386,898 in fiscal 2002.

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, 2002, the Company incurred expenditures of \$5,955,394 (\$855,612 of which was capitalized) on research and development, as compared to \$6,621,225 (\$754,804 of which was capitalized) and \$5,893,648 (\$361,323 of which was capitalized) incurred during the fiscal years ended June 30, 2001 and June 30, 2000, 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 and its new extremities scanner. 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. The Company's research activity includes developing a multitude of new features for the 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 of new receiver surface coils for the Stand-Up(TM) MRI.

BACKLOG

The Company's backlog of unfilled orders at July 1, 2002 was approximately \$25.5 million, as compared to \$10.8 million at July 1, 2001. Of these amounts, approximately \$7.7 million and \$1.6 million had been paid to the Company as customer advances as at July 1, 2002 and July 1, 2001, respectively. Of the backlog amounts at July 1, 2002 and July 1, 2001, \$6.9 and \$4.4 million respectively represented orders from affiliates. It is expected that the existing backlog of orders will be filled within the current fiscal year. The Company's 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

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The Company currently has numerous patents in effect which relate to the technology and components of the MRI scanners. The Company believes that these patents, and the know-how it developed, are material to its business.

Dr. Damadian granted an exclusive world-wide license to the Company 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 (the "1974 Patent"). The development of the Beta(TM) 3000 was based upon the 1974 Patent, and Management believes 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.

The Company has significantly enhanced its patent position within the industry and now possesses a substantial patent portfolio which provides the Company, 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 68 patents issued and approximately 50 patents pending. A substantial 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 68 issued patents expire at various times between June 23, 2004 and November 25, 2018.

The Company has 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 has entered into a license to utilize the MRI technology covered by the existing patent portfolio of a patent holding company. The Company also has 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 2000, the size of the MRI market in the United States was approximately \$1.041 billion. In 2001, the size of the MRI market in the United States was approximately \$1.202 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 (0.6 Tesla field strength) iron core electromagnet, were the first "open" MR scanners at high field strength. In addition FONAR's works-in-progress include a superconductive version of its open iron frame magnets.

FONAR believes that its MRI scanners have significant advantages as

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compared to the high-field air core scanners of its competitors. These advantages include:

1. There is no expansive fringe magnetic field. High field air core scanners require a more expensive shielded room than is required for the iron frame scanners. The shielded room required for the iron frame scanners is intended to prevent interference from external radio frequencies.

2. They are more open, quiet and in the case of the QUAD(TM) scanners allow for faster throughput of patients.

3. Their annual operating costs are lower.

4. 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 the Company's 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 the Company believes that the lower cost of its systems plus the benefits of "openness" provided by its 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; Marconi Medical (formerly Picker International), Philips N.V., Toshiba Corporation, Hitachi Corporation and Siemens A.G. Most competitors have marketing and financial resources more substantial than those available to the Company and 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 slightly less than 1.0%. FONAR introduced the first "Open MRI" in 1982. "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 1982 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 operating room where surgeons are standing), provided a much more versatile magnet design than was possible with air core magnets. Air core magnets contain no iron but consist entirely of turns of current carrying wire. FONAR's patented work-in-progress superconductive iron frame magnet, however, combines the high field capability of the air core superconductive magnets with the control and versatility of the open iron frame magnets, thereby joining the best features of both designs into a single magnet. Thus the air core superconductive magnets made by Fonar's large competitors that have dominated the MRI market since 1983 remain the confining "tunnel" design that the public has generally resented.

For an 11 year period from 1983-1994, Fonar's large competitors (with one exception) generally rejected Fonar's "open" design but by 1994 all (with one exception) added the iron frame "open" magnet to their MRI product line. 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 surgical procedures under MRI image guidance, a field which is now growing rapidly and is called "interventional MRI."

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Fonar's future OR-360(TM) version of the Fonar 360(TM) explicitly addresses this growing market reception of MRI guided surgical procedures but is not yet available as a product. Fonar's Stand-Up(TM) and QUAD(TM) magnets do also. Although not enabling a full operating theater as the OR-360(TM) does, the iron frame "Open" QUAD(TM) and Indomitable designs permit ready access to the patient from four sides and therefore enables a wide range of interventional surgical procedures such as biopsies and needle or catheter delivered therapies to be performed under MRI image guidance. The "tunnel" air core superconductive scanners do not permit access to the patient while the patient is inside the scanner.

While Fonar's current market share of the domestic the MRI market is under 1.0%, 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), Fonar 360(TM) and QUAD(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 ("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.

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

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

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

GOVERNMENT REGULATION

FDA Regulation

The Food and Drug Administration in accordance with Title 21 of the Code of Federal Regulations regulates the manufacturing and marketing of FONAR's MRI scanners. The regulations can be classified as either pre-market or post-market. The pre-market requirements include obtaining marketing clearance, proper device labeling, establishment registration and device listing. Once the products are on the market, FONAR must comply with post-market surveillance controls. These requirements include the Quality Systems (QS) regulation, also known as Good Manufacturing Practices or GMPs, and Medical Device Reporting (MDR) regulations. The QS regulation 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 certain 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 (GMP) 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 [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

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controls may include special labeling requirements, guidance documents, mandatory performance standards and post-market surveillance.

The Company received approval to market its Beta(TM) 3000 and Beta(TM) 3000M scanners as Class III devices on September 26, 1984 and November 12, 1985. On July 28, 1988, the Magnetic Resonance Diagnostic Device which includes MR Imaging and MR Spectroscopy was reclassified by the FDA to Class II status. Consequently, Fonar's products are now classified as Class II products. On 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. The Company received FDA clearance for the QUAD-S(TM) on June 6, 2001. The Company anticipates that it may need FDA clearance for the OR-360(TM) version of the Fonar 360(TM).

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 (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 (PMA) application or a Premarket Notification [510(k)] submission to the FDA. Clinical studies are most often conducted to support a PMA.

For the most part, however, Fonar has 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

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complaint represents an event which is required to be reported to FDA. Section 820.3(b) of the Quality Systems regulation defines a complaint as, "any written, electronic or oral communication that alleges deficiencies related to the identity, quality, durability, reliability, safety, effectiveness, or performance of a device after it is released for distribution."

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

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

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

Fonar has established and maintains 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 report(s); 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

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consequences or death.

Class II

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

Class III

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

FONAR has initiated 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 (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

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company. Usually, FDA files an injunction to stop a company from continuing to manufacture, package or distribute products that are in violation of the law.

Prosecution

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

Foreign and Export Regulation

The Company obtains approvals as necessary in connection with the sales of its products in foreign countries. In some cases, FDA approval has been sufficient for foreign sales as well. The Company's 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 Fonar sells 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 (EU), made up of 15 individual countries, has some essential requirements described in the EU's Medical Device Directive (MDD). In order to export to one of these countries, FONAR 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 FONAR enlist a Notified Body to examine and assess our documentation (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 (EMC). Also required is a Quality System (ISO-9001) assessment by the Notified Body. Fonar was approved for ISO 9001 certification for its Quality Management System in April, 1999.

Fonar 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 Fonar's expense before exporting.

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

Because Fonar's export sales are not material at this point, foreign regulation does not have a material effect on Fonar. In any case, Fonar does 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.

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Anti-Kickback and Self-Referral Legislation

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

HEALTH MANAGEMENT CORPORATION OF AMERICA (PHYSICIAN AND DIAGNOSTIC MANAGEMENT SERVICES BUSINESS)

Health Management Corporation of America (formerly known as U.S. Health Management Corporation and referred to as "HMCA") was organized by the Company in March 1997 as a wholly-owned subsidiary for the purpose of engaging in 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.

As a result of five acquisitions completed by HMCA between June 30, 1997 and August 20, 1998 and the growth and expansion of its clients' MRI facilities and practices, HMCA currently manages 13 MRI facilities, seven physical therapy and rehabilitation practices and four primary care medical practices. For the 2002 fiscal year, the revenues HMCA recognized from the MRI facilities were \$15,514,294, the revenues recognized from the physical therapy and rehabilitation practices were \$11,493,680 and the revenues recognized from the primary care medical practices were \$1,517,465.

HMCA GROWTH STRATEGY

HMCA has changed its growth strategy from pursuing acquisitions to 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 scanners with new Fonar Stand-Up(TM) MRI scanners at the most promising locations. To date, a new Stand-Up(TM) MRI scanner has been installed at the MRI facility in Islandia, New York, two replacement Stand-Up(TM) MRI scanners are in the process of being installed at the Staten Island and Bensonhurst, New York facilities we manage and two additional Stand-Up(TM) MRI scanners are planned for the Garden City, New York and Deerfield Beach, Florida facilities we manage.

HMCA's longer range plans involve upgrading or 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

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from the initial three offices managed in August, 1998 to the seven offices currently being managed. The number of primary care medical offices we manage has remained constant at four. We have no present plans to increase the number of primary care offices we manage.

PHYSICIAN AND DIAGNOSTIC MANAGEMENT SERVICES

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

- (1) Offices and Equipment. HMCA 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, as well as process 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 ensure full and timely regulatory compliance and appropriate cost reimbursement under no-fault insurance and workers' compensation guidelines.
- (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, pharmaceuticals 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. These plans are mutually developed. Additional physicians and physicians assistants have been added where needed.

HMCA advises clients on all aspects of their business, 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 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

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management services.

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 rehabilitation and medical 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 \$150 to \$760 per MRI scan. The monthly fees charged to the medical and physical rehabilitation practices range from approximately \$59,300 to \$297,500. No MRI facilities, physical and rehabilitation facilities or medical practices are owned by HMCA. Only one chiropractic practice managed by HMCA, providing HMCA with management fees of approximately \$180,000 in fiscal 2002 and \$210,000 in fiscal 2001, is owned by a seller in an acquisitions.

The practices and the facilities enter into contracts with managed care companies. With the exception of some capitated health plans in which the medical practices participate, 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. For the fiscal years ended June 30, 2002 and June 30, 2001, fees to HMCA's clients from capitated plans amounted to approximately \$703,000 and \$814,000, respectively, an amount equal to 2.5% and 2.2% respectively, of HMCA's revenues for the fiscal year. All of these were attributable to medical professional corporations managed by A & A Services, Inc., representing 46%, and 26% of their revenues in fiscal 2002 and fiscal 2001, respectively.

HMCA MARKETING

HMCA's marketing strategy is 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 and revenue through installing new Stand-Up(TM) MRI scanners at MRI facilities and advertising in television, radio and other media.

HMCA will focus on opportunities for expanding the services clients offer and plans to expand into new geographic areas such as Houston, Boston, Los Angeles and Chicago.

To date, HMCA has not been able to add a significant number of specialty practices to its client base. In part this difficulty stems from HMCA's lack of capital resources to fund acquisitions; this lack of capital resources similarly has prevented HMCA from increasing the number of clients it manages generally.

DIAGNOSTIC IMAGING CENTERS AND OTHER ANCILLIARY SERVICES

Diagnostic imaging centers 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 centers 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 interpreting 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

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reimbursement yields. Corporate and center 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 are becoming an increasingly important factor in the diagnostic imaging industry. To further its position, HMCA will seek to expand the imaging modalities offered at its managed centers or to create networks with other imaging centers.

COMPETITION (HMCA)

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 centers 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 this area 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 (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 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.

Approximately 8.8% of the revenues of HMCA's clients are attributable to Medicare and 0.17% are attributable to Medicaid.

State Regulation

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

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

HMCA's clients generate revenue from patients covered by no-fault insurance and workers' compensation programs. For the fiscal year ended June 30, 2002, Approximately 43.2% of our clients' receipts were from patients covered by no-fault insurance and approximately 8.7% of our client's receipts were from patients covered by worker's 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, 2002, the Company employed 570 persons on a full-time and part-time basis. Of such employees, 29 were engaged in marketing and sales, 44 in research and development, 75 in production, 40 in customer support services, 355 in administration (including 234 on site at facilities and offices managed by HMCA and 70 performing billing, collection and transcription services for those facilities) and 27 professional MRI technicians on site at diagnostic imaging centers managed by HMCA.

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 approximately \$834,000, excluding utilities, taxes and other related expenses. The term of one of the leases extends through 2002 with options to renew up through 2008 and the term of the other leases extends to the beginning of 2009. The Company also leased space in Harrisburg, Pennsylvania at a rental of \$1350 per month through March 31, 2002. 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 \$369,865. The term of the lease extends through September, 2009. In addition, HMCA maintains leased office premises for its clients at approximately 38 site locations having an aggregate annual rental rate of approximately \$1.9 million under leases having various terms.

ITEM 3. LEGAL PROCEEDINGS

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

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

On June 17, 2002, we held our annual meeting of stockholders. The matters before the meeting were the election of directors and the ratification of the selection of auditors for fiscal 2002. All nominees for directors were elected and the selection of Grassi & Co., CPA's, P.C. as the Company's auditors for fiscal 2002 were approved. Raymond V. Damadian, Claudette J.V. Chan, Robert Janoff and Charles N. O'Data were sitting directors. Robert Djerejian is a new director first elected at the June 17, 2002 annual meeting. The table below lists the votes cast for, against or withheld, as well as abstentions. There were no broker non-votes.

Election of Directors:

	For	Withheld
Raymond V. Damadian	299,992,702	1,198,266
Claudette J.V. Chan	300,144,693	1,046,275
Robert J. Janoff	299,472,917	1,718,052
Charles N. O'Data	299,560,867	1,670,101
Robert Djerejian	299,519,709	1,671,260

Ratification of Auditors:

	For	Against	Withheld
Grassi & Co., CPA's, P.C.	300,328,333	672,678	219,958

Part II

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

The Company's Common Stock is traded in the Nasdaq SmallCap market under the National Association of Securities Dealers Automated Quotation System ("NASDAQ") symbol FONR. The following table sets forth the high and low trades reported in NASDAQ System for the periods shown.

Fiscal Quarter	High	Low
January - March 1999	1.78	1.19
April - June 1999	1.50	1.03
July - September 1999	1.18	0.91
October - December 1999	3.25	0.69
January - March 2000	5.00	1.63
April - June 2000	3.44	1.44
July - September 2000	3.47	1.50
October - December 2000	2.31	1.03
January - March 2001	2.00	0.97
April - June 2001	1.97	1.28
July - September 2001	2.49	1.20
October - December 2001	1.48	1.15
January - March 2002	1.24	0.96
April - June 2002	2.15	0.95
July - September 19 2002	1.99	1.02

On September 19, 2002, the Company had approximately 4,725 stockholders of

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record of its Common Stock, 12 stockholders of record of its Class B Common Stock, 4 stockholders of record of its Class C Common Stock and 4,049 stockholders of record of its Class A Non-voting Preferred Stock.

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

The Company paid cash dividends in fiscal 1998 and the first three quarters of fiscal 1999 on monies it received from the enforcement of its patents. Prior to these dividends, the Company had not paid any cash dividends. The Company anticipates paying one additional dividend on monies received from the enforcement of its patents. Except for these dividends, however, it is expected that the Company will continue to retain earnings to finance the development and expansion of its business.

Item 6. SELECTED FINANCIAL DATA

The following selected consolidated financial data has been extracted from the Company's consolidated financial statements for the five years ended June 30, 2002. This consolidated selected financial data should be read in conjunction with the consolidated financial statements of the Company and the related notes included in Item 8 of this form. See "Management's Discussion and Analysis of Financial Condition and Results of Operations" for a discussion of the Company's business plan.

	2002	As of, or For the Period Ended June 30,			1998
	-----	2001	2000	1999	-----
STATEMENT OF OPERATIONS					
Revenues	\$44,679,000	\$42,273,000	\$36,155,000	\$33,289,000	\$27,554,000
Cost of revenues	\$26,244,893	\$27,798,000	\$26,592,000	\$26,062,000	\$23,842,000
Research and Development Expenses	\$ 5,100,000	\$ 5,866,000	\$ 5,532,000	\$ 6,648,000	\$ 6,507,000
Net Loss	(\$22,882,000)	\$(15,184,000)	\$(10,956,000)	\$(14,216,000)	\$(5,653,000)
Basic and Diluted Net Loss per common share	\$ (.36)	\$ (.26)	\$ (.20)	\$ (.27)	\$ (.11)
Weighted average number Of shares outstanding	63,511,814	57,388,050	55,096,212	52,862,647	49,967,482
BALANCE SHEET DATA					
Working capital	\$10,505,000	\$15,405,000	\$24,440,000	\$37,863,000	\$54,426,000

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(deficit)

Total assets	\$72,830,000	\$84,900,000	\$84,599,000	\$97,648,000	\$108,448,000
Long-term debt and obligations under capital leases	\$10,609,000	\$21,244,000	\$20,969,000	\$24,822,000	\$16,003,000
Stockholder's equity	\$35,695,000	\$41,830,000	\$51,285,000	\$59,304,000	\$72,572,000

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

INTRODUCTION.

The Company was formed in 1978 to engage in the business of designing, manufacturing and selling MRI scanners. In 1997, the Company formed a wholly-owned subsidiary, Health Management Corporation of America ("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, Fonar 360(TM), QUAD(TM) and Echo(TM) MRI scanners. The Stand-Up(TM) MRI allows patients to be scanned for the first time under weight-bearing conditions. The Company is aggressively seeking new sales and during fiscal 2002 received orders for 20 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, Fonar 360(TM) and QUAD(TM) magnets are among the highest field "Open MRI" 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. The Company's work-in-progress QUAD-S(TM) MRI scanner will combine Fonar's iron frame magnet with a superconducting driver, and is expected to have a field strength between 0.6 and 1.0 Tesla. Fonar also offers the Echo(TM), a low cost open MRI scanner. Fonar's works in progress also include an in-office extremities scanner. (See "Description of Business - Products, Works-in-Progress and Product Marketing.")

HMCA commenced operations in July, 1997 and generates revenues from providing comprehensive management services (including development, administration, accounting and billing and collection services) together with office space, medical equipment, supplies and non-medical personnel to its clients. Revenues are in the form of management and leasing fees, which are earned under contracts with MRI facilities, medical practices and physical rehabilitation practices.

Approximately 99% of HMCA's revenues for the fiscal years ended June 30, 2002, June 30, 2001 and June 30, 2000 were derived from contracts with such 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 \$150 to \$760 per MRI scan. The fees are reviewed and if appropriate, adjusted on an annual basis by mutual agreement.

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The agreements with the medical practices and physical rehabilitation practices are 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. Currently, the monthly fees under these contracts range from approximately \$53,300 to \$297,500.

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 scanner products, 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, 2002, 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 17 years, 20 years and 5 years, respectively.

We 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. During the year ended June 30, 2002, we recorded an impairment loss of \$4,700,000 related to certain management contracts in our physician's management services segment.

RESULTS OF OPERATIONS. FISCAL 2002 COMPARED TO FISCAL 2001

In fiscal 2002, the Company experienced a net loss of \$22.9 million on revenues of \$44.7 million, as compared to net loss of \$15.2 million on revenues

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of \$42.3 million for fiscal 2001. This represents an increase in the net loss of 51.0% and an increase in revenues of 6.0%. The Company's consolidated operating loss increased by 22.0% to \$19.7 million for fiscal 2002 as compared to an operating loss of \$16.2 million for fiscal 2001. Included in our operating loss for fiscal 2002 is an impairment loss of \$4,700,000 related to our physician and diagnostic management services segment.

Discussion of Operating Results of Medical Equipment Segment

Revenues attributable to the Company's medical equipment segment increased by 54.3% to \$16.2 million in fiscal 2002 from \$10.5 million in fiscal 2001, reflecting an increase in scanner sales of 90.0%, from \$6.1 million in fiscal 2001 to \$11.6 million in fiscal 2002 and an increase in service revenue of 10%, from \$2.0 million in fiscal 2001 to \$2.2 million in fiscal 2002. This improvement in revenues was attributable to the Company's increase in scanner sales, particularly its Stand-Up(TM) MRI, which is unique in that it permits MRI scans to be performed on patients in the weight-bearing state. During the fiscal year ended June 30, 2002, the Company received orders for 20 Stand-Up(TM) MRI scanners.

Confirming the Company's expectation of increased demand for its MRI scanners, scanner sales to unrelated parties increased by 59.0% in fiscal 2002 from \$3.4 million in fiscal 2001 to \$5.4 million in fiscal 2002. Scanner sales to related parties increased by 130.0% in fiscal 2002 from \$2.7 million in fiscal 2001 to \$6.2 million in fiscal 2002. The Company believes that its principal challenges in achieving greater market penetration are primarily attributable to the better name recognition and larger sales forces of its larger competitors such as General Electric, Siemens and Hitachi and the ability of some of its 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 General Electric Medical Systems division acts as a sales representative for the Stand-Up(TM) MRI. To date, General Electric has purchased four Stand-Up(TM) MRI scanners for resale.

The Company recognized revenues of \$11.1 million from the sale of its new Stand-Up(TM) MRI scanners and of \$361,000 from the sale of two refurbished (used) Beta(TM) scanners (the Company no longer manufactures Beta(TM) scanners) in fiscal 2002. In fiscal 2001, the Company recognized revenues of \$1.6 million from the sale of Stand-Up(TM) MRI scanners, \$3.0 million from the sale of QUAD(TM) scanners and \$1.1 million from the sale of Echo(TM) scanners.

Product sales revenues for fiscal 2002 included revenues from the sale of 11 scanners, two of which were used Beta(TM) scanners which were refurbished. Product sales revenues for fiscal 2001 included revenues from the sales of seven scanners and for fiscal 2000, three 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 14.0% (\$6.2 million) of the Company's revenues in fiscal 2002, as compared to 6.0% (\$2.7 million) of the Company's revenues in fiscal 2001.

License and royalty revenue (\$2.4 million in fiscal 2002 and \$2.4 million in fiscal 2001) remained constant.

Gross profit margins on product sales improved significantly during fiscal 2002 from a negative 2% in fiscal 2001 to 28% in fiscal 2002. Such improvement was principally attributable to the medical equipment segment operating at a higher level of capacity resulting from the increased sales volume.

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Research and development expenses, net of capitalized costs, decreased by 14.0% to \$5.1 million in fiscal 2002 as compared to \$5.9 million in fiscal 2001. Our expenses for fiscal 2002 represented continued research and development of Fonar's scanners, its new hardware and software product, "Sympulse (TM)" and new surface coils to be used with the Stand-Up(TM) MRI scanner.

The operating loss for the medical equipment segment improved by 10.0% from a loss of \$17.2 million in fiscal 2001 to a loss of \$15.4 million in fiscal 2002. This improvement is attributable to our increase in gross margins on our scanner sales.

Discussion of Operating Results of Physician and Diagnostic Management Services Segment

Revenues attributable to the Company's physician and diagnostic management services segment (HMCA) decreased by 10.0% to \$28.5 million in fiscal 2002 from \$31.8 million in fiscal 2001. The decrease in revenues reflected the closing of certain facilities managed by HMCA and the decline in management fees from the primary care practices from \$2.0 million in fiscal 2001 to \$1.5 million in fiscal 2002.

Cost of revenue for the Company's physician management services segment decreased from \$19.3 million or 61.0% of related revenues for the year ended June 30, 2001 to \$15.3 million, or 54.0% of related revenue for the year ended June 30, 2002.

Operating income of this segment declined from \$1.0 million in fiscal 2001 to an operating loss of \$4.3 million in fiscal 2002. This was attributable to an impairment loss of \$4.7 million recorded in fiscal 2002 (discussed below) and reduced revenues resulting from the closing of several facilities managed by HMCA. HMCA believes that focusing its efforts on more profitable facilities, including the introduction of Stand-Up(TM) MRI scanners, will in the long term improve HMCA's profitability.

Discussion of Consolidated Results of Operations

Other expenses of \$69,133 was recognized by the Company in fiscal 2002 as compared to other income of \$1.0 million (principally the sales of a partnership interest) and investment income of \$973,862 was recognized by the Company in 2002 as compared to \$1.8 million in fiscal 2001. This represents a decrease of 64% in other income. In addition, the Company recorded non-cash financing costs of \$2.4 million in fiscal 2002 in connection with the payment of its 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. In addition, 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 an HMCA acquisition (see Note 12).

Selling, general and administrative expenses increased by 13.0% to \$21.5 million in fiscal 2002 from \$19.1 million in fiscal 2001. The increase in selling, general and administrative expenses was attributable primarily to the expansion of Fonar's increased manufacturing, advertising marketing and sales activity. In particular, the Company engaged the services of an advertising agency and introduced television and radio advertising.

The increase in compensatory element of stock issuances from approximately \$4.0 million in fiscal 2001 to \$4.7 million in fiscal 2002 reflected greater use of Fonar's stock bonus plan to pay certain highly compensated employees and

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others in stock rather than cash.

The higher provision for bad debt of \$972,000 in fiscal 2002 as compared to \$443,000 in fiscal 2001, reflected an increase in reserves and the write off of certain indebtedness by the medical equipment segment of \$243,000 and reserves for fees due from HMCA managed facilities that were closed in the amount of \$729,000.

Impairment Loss

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 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. We do not presently expect any further deterioration in our management fees from these primary care medical practices.

The amortization expense in fiscal 2002 and 2001 of approximately \$1.2 million in each year reflects the amortization of management agreements attributable to HMCA's acquisitions.

The Company is enthusiastic about the future of its Stand-Up(TM) MRI and FONAR 360(TM) product line scanners which are bringing a new plateau of "openness" to diagnostic MRI and are expected to bring a new frontier in surgery for performing surgical treatments using MRI images to guide surgery. The Company believes its 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 and to \$11.6 million in fiscal 2002. In addition to increased product sales, the decline in service and repair fees has been reversed, 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.

Continuing its tradition as the originator of MRI, the Company remained committed to maintaining its position as the leading innovator of the industry through aggressive investing in research and development. In fiscal 2002 the Company continued its investment in the development of its new MRI scanners, together with software and upgrades, with an investment of \$5,955,394 in research and development (\$855,612 of which was capitalized) as compared to \$6,621,225 (\$754,804 of which was capitalized) in fiscal 2001. The research and development expenditure was approximately 34.6% of revenues attributable to the Company's medical equipment segment (and 13.3% of total revenues) in 2002 and 108% of medical equipment segment revenues (and 15.7% of total revenues) in fiscal 2001. This represented a decrease of approximately 10.1% in research and development expenses from fiscal 2001 to fiscal 2002.

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 2000 through fiscal 2002. The physician practice management segment (HMCA) continued to decline slightly in the same period, from \$30.2 million in fiscal 2000 to \$31.8 in fiscal 2001 to \$28.5 million in fiscal 2002.

Fonar anticipates 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 the high field strength of its other open MRI scanners, the Fonar 360(TM) and QUAD(TM) scanners. Service revenues have also increased over the past three fiscal years, from \$1.7 million in fiscal 2000 to

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\$2.0 million in fiscal 2001 to \$2.2 million in fiscal 2002, which increases are attributable primarily to the increased number of scanners being placed in service. Most of the revenues on the Stand-Up(TM) MRI scanners sold in the last quarter of fiscal 2002, were not recognized as of June 30, 2002, and as of June 30, 2002, the Company's balance sheet reflects \$7.7 million in customer advances.

The Company has taken steps to reverse the decline in HMCA revenues by closing unprofitable facilities and commencing its program of replacing the MRI scanners at the MRI facilities it manages with Stand-Up(TM) MRI scanners. One Stand-Up(TM) MRI is now installed in the Islandia, New York site, two are in the process of being installed in Bensonhurst, New York and Staten Island, New York and two are planned for Deerfield Beach, Florida and Garden City, New York.

Expenditures for advertising and marketing are likely to continue to increase, as the Company believes the increased advertising is helpful to promote sales.

RESULTS OF OPERATIONS. FISCAL 2001 COMPARED TO FISCAL 2000

In fiscal 2001, the Company experienced a net loss of \$15.2 million on revenues of \$42.3 million as compared to a net loss of \$11.0 million on revenues of \$36.2 million for fiscal 2000. This represented an increase in the net loss of 38% and an increase in revenues of 16.9%.

Discussion of Operating Results of Medical Equipment Segment

Revenues attributable to the Company's medical equipment segment increased by 75% to \$10.5 million in fiscal 2001 from \$6.0 million in fiscal 2000, reflecting an increase in scanner sales of 79.4%, from \$3.4 million in fiscal 2000 to \$6.1 million in fiscal 2001 and an increase in service revenue of \$11.1% from \$1.7 million in fiscal 2000 to \$2.0 million in fiscal 2001. The Company attributes the increase in scanner sales to the growing market penetration of its products, particularly the Stand-Up(TM) MRI. Product sales to unrelated parties increased by 113% in fiscal 2001 from \$1.6 million in fiscal 2000 to \$3.4 million in fiscal 2001.

Sales to affiliated parties, consisting of professional corporations owned by Dr. Damadian represented approximately 6.4% (\$2,686,646) of the Company's revenues in fiscal 2001, as compared to 4.9% (\$1,752,298) of the Company's revenues in fiscal 2000.

Research and development expenses increased by 6.8% to \$5.9 million in fiscal 2001 as compared to \$5.5 million in fiscal 2000. This increase represented continued research and development of Fonar's scanners and its new hardware and software product, "Sympulse(TM)".

Negative gross profit margins on product sales (negative 2.0% in fiscal 2001 and negative 32.0% in fiscal 2000) were principal attributable to the medical equipment segment operating at a low level of capacity and reflect the inefficiencies attendant to Fonar's fixed factory overhead expenses, such as salaries and benefits. The improvement in fiscal 2001 reflected increased sales volume.

Results of operations for the medical equipment segment improved by 4% from a loss of \$18.0 million in fiscal 2000 to a loss of \$17.2 million in fiscal 2001. Increased license and royalty revenue (from \$920,000 in fiscal 2000 to \$2.4 million in fiscal 2001) was a principal factor. This reflects an improvement in our gross margins offset by an increase of 8.3% in selling, general and administrative expenses to \$11.7 million in fiscal 2001 from \$10.8

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million in fiscal 2000.

The Company recognized revenues of \$1.6 million from the sale of its new Stand-Up(TM) MRI scanners and of \$1.1 million from the sale of Echo(TM) scanners in fiscal 2001. There were no sales of Stand-Up(TM) MRI scanners or Echo(TM) scanners in fiscal 2000. Revenues generated by sales of QUAD(TM) MRI scanners decreased slightly by 6.3% from \$3.2 million (8.8% of total revenues) in fiscal 2000 to \$3.0 million (7.1% of total revenues) in fiscal 2001.

Sales of Beta(TM) scanners were \$0 in fiscal 2001 (0% of total revenues) and \$84,255 (approximately 0.2% of total revenues) in fiscal 2000. The sales in fiscal 2000 represented the sale of refurbished equipment, as the company no longer manufactures Beta(TM) scanners.

Product sales revenues for fiscal 2001 included revenues from the sale of seven scanners. Product sales revenues for fiscal 2000 included revenues from the sales of three scanners.

Discussion of Operating Results of Physician Management Services Segment

Revenues attributable to the Company's physician and diagnostic management services segment (HMCA) increased to \$31.8 million in fiscal 2001 from \$30.2 million in fiscal 2000, representing an increase of 5.3%. Operating income of \$1.0 million was recognized from the Company's physician and diagnostic management services in fiscal 2001, as compared to operating income of \$2.5 million in fiscal 2000, representing a decrease of 60%.

Cost of revenue for the Company's physician management services segment decreased from \$19.8 million, or 66.0%, of related revenues for the year ended June 30, 2000 to \$19.3 million, or 61.0%, of related revenues for the year ended June 30, 2001. Operating income of this segment declined from \$2.5 million in fiscal 2000 to \$1.0 million in fiscal 2001 due to increases in selling, general and administrative expenses of \$1.9 million, increases in compensatory element of stock issuance of \$1.4 million, increases in provision for bad debt expense of \$.2 million offset by an improvement in gross profit of \$2.0 million.

Discussion of Consolidated Results of Operations

The increase in compensatory element of stock issuances from approximately \$1.9 million in fiscal 2000 to \$4.0 million in fiscal 2001 reflected greater use of Fonar's stock bonus plan to pay certain highly compensated employees and others in stock rather than cash.

The higher provision for bad debt of \$442,505 in fiscal 2001 as compared to \$177,162 in fiscal 2000, reflected reserves for fees from HMCA managed facilities that were closed during the year.

The amortization expense in fiscal 2001 and 2000 of approximately \$1.2 million in each year reflects the amortization of management agreements attributable to HMCA's acquisitions.

In fiscal 2001, we continued our investment in the development of its new MRI scanners, together with software and upgrades, with an investment of \$6,621,225 in research and development (\$754,804 of which was capitalized) as compared to \$5,893,948 (\$361,623 of which was capitalized) in fiscal 2000. The research and development expenditure was approximately 63% of revenues attributable to the Company's medical equipment segment (and 15.7% of total revenues) in 2001 and 98% of medical equipment segment revenues (and 16.3% of total revenues) in 2000. This represented a increase of approximately 12% in research and development expenses from 2000 to fiscal 2001.

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During the fiscal year ended June 30, 2001, the Company realized other income of approximately \$1.0 million, principally from the sale of a partnership interest, as compared to other income of approximately \$5.7 million (principally from the settlement of patent infringement disputes) in fiscal 2000.

LIQUIDITY AND CAPITAL RESOURCES

Cash, cash equivalents and marketable securities declined by 35.0% from \$20.1 million at June 30, 2001 to \$13.1 million at June 30, 2002. Principal uses of cash during fiscal 2002 included capital expenditures of \$3.1 million, repayment of indebtedness and capital lease obligations in the amount of \$4.5 million, and capitalized software development costs and patents of \$1.4 million.

Marketable securities approximated \$5.6 million as of June 30, 2002, as compared to \$6.1 million as of June 30, 2001. At June 30, 2002, we decreased our investments in U.S. Government obligations from approximately \$4.1 million to \$3.8 million and reduced our investments in corporate and government agency bonds from approximately \$1.9 million to \$1.8 million. This has had the intended effect of reducing the volatility of the Company's investment portfolio.

Cash provided by operating activities for fiscal 2002 approximated \$624,000. Cash provided by operating activities was attributable substantially to an increase in customer advances of \$6 million offset by the funding of the net loss for fiscal 2002.

Cash used in investing activities for fiscal 2002 approximated \$4 million. The principal uses of cash from investing activities during fiscal 2002 consisted of expenditures for property and equipment and capitalized software and patent costs of approximately \$4.5 million, offset by the proceeds from the sale of marketable securities of \$.5 million

Cash used in financing activities for fiscal 2002 approximated \$3.2 million. The principal uses of cash in financing activities during fiscal 2002 consisted of repayment of principal on long-term debt of approximately \$4.5 million and the principal source was proceeds from a warrant exercise of \$1.5 million.

Total liabilities decreased by 16% during fiscal 2002, from approximately \$42.9 million at June 30, 2001 to approximately \$36.9 million at June 30, 2002. The decrease in liabilities was attributable principally to the repayments of long term debt and capital leases.

During the year ended June 30, 2002, we issued 4,931,576 shares of our common stock in connection with the repayment of \$4.5 million of convertible debentures and related interest and debt discounts. In addition, we issued 2,045,000 shares of our common stock in connection with a repayment of notes payable in the aggregate amount of \$2,603,000.

The Company's 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	\$ 9,085,259	\$ 8,970,400	\$ 114,859	\$ -	\$ -

Capital lease

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Obligation	1,524,245	805,939	718,306	-	-
Operating leases	15,656,167	3,254,819	6,937,552	5,463,796	-
	-----	-----	-----	-----	-----
Total cash Obligations	\$26,265,671	\$13,031,158	\$7,770,717	\$5,463,796	\$ -
	=====	=====	=====	=====	=====

Other commercial commitments of the Company are as follows (by commitment expiration date):

Lines of credit: \$139,000

Standby letters of credit: \$68,000

As at June 30, 2002, our obligations included approximately \$2.1 million in various state taxes. The Company has to enter into payment plans with taxing authorities with respect to \$1.5 million of past due taxes.

As of June 30, 2002, we had a bank credit facility of \$5,500,000. The unused portion of the facility was approximately \$139,000. The interest on loans made under the facility is either the bank's prime rate, as in effect from time to time or 0.5% plus the bank's cost of funds rate, as selected by Fonar when the loan is made.

Our working capital surplus as of June 30, 2002 approximates \$10.5 million, as compared to a working capital surplus of \$15.5 million as of June 30, 2001. The change in our working capital position resulted primarily from our investments in new equipment, capitalized software and patent costs totalling \$4.5 million, and note payments primarily on the purchase prices for HMCA's acquisitions of \$4.5 million.

In order to conserve its capital resources, we have issued common stock under its stock bonus and stock option plans to compensate employees and non-employees for services rendered. In fiscal 2002, the compensatory element of stock issuances was \$4.6 as compared to \$4.0 million for fiscal 2001. Utilization of equity in lieu of cash compensation has improved our liquidity since it increases cash available for other expenditures.

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

Capital expenditures for fiscal 2002 approximated \$4.5 million and substantially consisted of office and production equipment (\$3.1 million), capitalized software costs (\$856,000) and capitalized patent costs (\$548,000).

Fonar has not committed to making capital expenditures in the 2003 fiscal year other than its intention to continue research and development expenditures at current levels and to purchase equipment for \$35,000. In addition, HMCA plans to incur expenditures of approximately \$140,000 for a new billing system.

Our business plan currently includes an aggressive program for manufacturing and selling its new line of Open MRI scanners. In addition, we are enhancing our revenue by participating into the physician and diagnostic management services business through its subsidiary, HMCA and is 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 its customers with enhanced equipment service and maintenance capabilities and

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delivering state-of-the-art, innovative and high quality equipment upgrades at competitive prices. Fees for on-going service and maintenance from the Company's installed base of scanners were \$2.0 million for the year ended June 30, 2001 and \$2.2 million for the year ended June 30, 2002 (transactions between FONAR and its subsidiaries are eliminated in the consolidation).

As at June 30, 2002, our current assets were \$41.5 million and current liabilities of \$31.0 million, resulting in a working capital surplus of approximately \$10.5 million. Capital resources included \$7.5 million in cash and cash equivalents and \$5.6 million in marketable securities. In addition, we expect to generate additional cash receipts from the Stand-Up(TM) MRI scanners ordered by customers in fiscal 2002 in the amount of \$12.3 million, as additional progress payments are made on the scanners as they are built, delivered and installed.

In addition, in May of 2001, we raised \$4.5 through the issuance of debentures to The Tail Wind Fund. The debentures to The Tail Wind Fund. The debentures were repaid in shares of common stock, although at a discounted price, but provided us with much needed liquidity. Subsequently, in June, 2002, The Tailwind Fund provided Fonar with an additional \$1,500,000 through the exercise of warrants for 1,000,000 shares at a price of \$1.50 per share and in August, 2002 with an additional \$1,125,000 through the exercise of warrants for an additional 1,000,000 shares at an exercise price of \$1.125 per share.

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 FONAR invests extend beyond June 30, 2007. Below is a tabular presentation of the maturity profile of the fixed rate instruments held by the Company at June 30, 2002.

INTEREST RATE SENSITIVITY PRINCIPAL AMOUNT BY EXPECTED MATURITY WEIGHTED AVERAGE INTEREST RATE

Date	Investments in Fixed Rate Instruments	Weighted Average Interest Rate
-----	-----	-----
6/30/03	3,376,791	5.8%
6/30/04	1,157,820	5.4%
6/30/05	353,734	6.5%
6/30/06	399,569	6.0%
6/30/07	200,000	6.1%
Total:	5,487,914	
Fair Value at 6/30/02	5,573,483	

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

See Note 11 to the consolidated Financial Statements for information on long term debt.

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ITEM 8.

FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

FONAR CORPORATION AND SUBSIDIARIES

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS AND SCHEDULES

INDEPENDENT AUDITORS' REPORT

CONSOLIDATED BALANCE SHEETS

At June 30, 2002 and 2001

CONSOLIDATED STATEMENTS OF OPERATIONS

For the Three Years Ended June 30, 2002, 2001 and 2000

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

For the Three Years Ended June 30, 2002, 2001 and 2000

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Three Years Ended June 30, 2002, 2001 and 2000

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

SCHEDULE OF VALUATION ALLOWANCES

For the Three Years Ended June 30, 2002, 2001 and 2000

(*) Included in Part II, Item 14 of the Form.

INDEPENDENT AUDITORS' REPORT

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

We have audited the accompanying consolidated balance sheets of FONAR Corporation and Subsidiaries as of June 30, 2002 and 2001, and the related consolidated statements of operations, stockholders' equity, cash flows and schedule of valuation allowances for each of the years in the three-year period ended June 30, 2002. These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. 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 and schedules referred to above present fairly, in all material respects, the consolidated financial position of FONAR Corporation and Subsidiaries at June 30, 2002 and 2001, and the consolidated results of their operations and cash flows for each of the

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years in the three-year period ended June 30, 2002, in conformity with accounting principles generally accepted in the United States of America.

During each of the years in the three-year period ended June 30, 2002, a significant portion of the Company's revenues was from related parties.

/s/MARCUM & KLIEGMAN LLP

New York, New York
September 30, 2002

FONAR CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

ASSETS -----	June 30,	
	2002	2001
	-----	-----
Current Assets:		
Cash and cash equivalents	\$ 7,493,986	\$ 14,040,334
Marketable securities	5,573,483	6,085,266
Restricted cash	5,500,000	-
Accounts receivable - net of allowances for doubtful accounts of \$1,077,092 and \$1,033,331 at June 30, 2002 and 2001, respectively	781,371	849,740
Accounts receivable - related medical practices - net of allowances for doubtful accounts of \$1,096,390 and \$538,297 at June 30, 2002 and 2001, respectively	13,311,238	13,180,654
Costs and estimated earnings in excess of billings on uncompleted contracts	1,152,606	1,768,856
Inventories	4,663,767	3,725,375
Investment in sales-type leases with related parties	1,796,724	191,304
Investment in sales-type lease	119,601	119,549
Prepaid expenses and other current assets	1,101,902	903,751
	-----	-----
Total Current Assets	41,494,678	40,864,829
Restricted Cash	-	5,500,000
Property and Equipment - Net	10,596,481	10,637,397
Advances and Notes to Related Parties - Net of discounts and allowance for doubtful accounts of \$366,035 and \$316,035 at June 30, 2002 and 2001, respectively	1,497,008	1,559,159

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Investment in Sales-Type Leases with Related Parties	814,892	2,513,703
Investment in Sales-Type Lease	741,647	861,249
Notes Receivable	175,000	375,000
Management Agreements - Net of accumulated amortization of \$5,154,243 and \$3,935,551 at June 30, 2002 and 2001, respectively	14,519,606	20,438,298
Other Intangible Assets - Net	2,648,618	1,853,506
Other Assets	341,857	297,272
Total Assets	\$ 72,829,787	\$ 84,900,413

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

LIABILITIES AND STOCKHOLDERS' EQUITY

	June 30,	
	2002	2001
Current Liabilities:		
Current portion of long-term debt and capital leases	\$ 9,776,339	\$ 6,634,863
Accounts payable	4,076,730	3,020,832
Other current liabilities	7,556,199	8,515,757
Customer advances	4,307,632	1,265,362
Customer advances - related parties	3,400,000	407,160
Income taxes payable	757,722	764,884
Billings in excess of costs and estimated earnings on uncompleted contracts	1,114,912	351,592
Convertible debentures	-	4,500,000
Total Current Liabilities	30,989,534	25,460,450
Long-term Debt and Capital Leases, Less current maturities	833,165	10,109,286
Deferred Revenue - License Fee	4,680,000	7,020,000
Other Liabilities	359,534	327,411
Total Liabilities	36,862,233	42,917,147

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Minority Interest	272,306	152,972
	-----	-----

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,	
	2002	2001
	-----	-----
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, 2002 and 2001, respectively	\$ 784	\$ 784
Preferred stock - \$.001 par value; authorized - 10,000,000 shares; issued and outstanding - none	-	-
Common stock - \$.0001 par value; authorized 85,000,000 and 60,000,000 shares; issued - 71,582,243 and 59,524,455 shares at June 30, 2002 and 2001, respectively; outstanding - 71,291,179 and 59,233,391 shares at June 30, 2002 and 2001, respectively	7,158	5,952
Class B common stock (10 votes per share) - \$.0001 par value; authorized - 4,000,000 shares; issued and outstanding - 4,211 shares at June 30, 2002 and 2001, respectively	-	-
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, 2002 and 2001, respectively	956	956
Paid-in capital in excess of par value	120,156,196	104,984,020
Accumulated other comprehensive income	85,569	84,133
Accumulated deficit	(82,882,893)	(60,000,686)
Notes receivable from stockholders	(997,132)	(1,040,457)
Unearned compensation	-	(1,529,018)
Treasury stock, at cost - 291,064 shares of common stock at June 30, 2002 and 2001	(675,390)	(675,390)
	-----	-----
Total Stockholders' Equity	35,695,248	41,830,294
	-----	-----
Total Liabilities and Stockholders' Equity	\$ 72,829,787	\$ 84,900,413
	=====	=====

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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 Common Stock		Class C Common Stock	Non-Voting Preferred Stock	Class A Paid-in Capital in Excess of Par Value
	Shares	Amount	Stock	Stock	Par Value
Balance - June 30, 2001	59,524,455	\$ 5,952	\$ 956	\$ 784	\$ 104,984,020
Net loss	-	-	-	-	-
Other comprehensive income, net of tax:					
Unrealized gain on securities arising during the year, net of tax	-	-	-	-	-
Exercise of stock options	13,868	1	-	-	15,045
Exercise of callable warrants	1,000,000	100	-	-	1,499,900
Stock issued to employees under stock bonus plans	2,108,674	211	-	-	2,762,301
Issuance of stock for professional services	604,492	60	-	-	728,196
Issuance of stock under consulting contracts	1,116,078	112	-	-	1,497,916
Issuance of stock for note receivable - stockholder	140,100	14	-	-	159,161
Issuance of stock for conversion of convertible debentures	3,832,073	383	-	-	4,499,617
Issuance of stock for financing costs	1,099,503	110	-	-	1,291,036
Issuance of stock for notes payable	2,045,000	205	-	-	2,602,391
Issuance of stock for equipment	98,000	10	-	-	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	71,582,243	\$ 7,158	\$ 956	\$ 784	\$120,156,196

See accompanying notes to consolidated financial statements.

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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 -----	Accumulated Deficit -----
Balance - June 30, 2001	\$ (1,040,457)	\$ (1,529,018)	\$ 84,133	\$ (60,000,686)
Net loss	-	-	-	(22,882,207)
Other comprehensive income, 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	-	-	-	-
Issuance of stock under consulting contracts	-	-	-	-
Issuance of stock for note receivable - stockholder	(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 =====	\$ (82,882,893) =====

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE YEAR ENDED JUNE 30, 2001

Class A
Non- Paid-in

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	Class A Common Stock		Class C	Voting	Capital in	Trea
	Shares	Amount	Common	Preferred	Excess of	Sto
	-----	-----	Stock	Stock	Par Value	Amo
	-----	-----	-----	-----	-----	-----
Balance - June 30, 2000	56,315,471	\$ 5,631	\$ 956	\$ 784	\$98,581,757	\$ (67
Net loss	-	-	-	-	-	
Other comprehensive income, net of tax:						
Unrealized gains on securities arising during the year, net of tax	-	-	-	-	-	
Less:						
Reclassification adjustment for (gains) losses included in net loss	-	-	-	-	-	
Exercise of stock options	24,000	2	-	-	28,170	
Purchase of treasury stock	-	-	-	-	-	
Stock issued to employees under stock bonus plans	1,636,602	164	-	-	2,636,417	
Issuance of stock for professional services	435,976	44	-	-	653,895	
Issuance of stock under consulting contracts	923,482	92	-	-	1,632,980	
Issuance of stock for research and development expenses	183,924	18	-	-	344,839	
Issuance of stock for notes receivable - stockholders	5,000	1	-	-	10,311	
Value assigned to warrants issued in debt financing	-	-	-	-	1,095,651	
Net reduction in notes receivable from stockholders	-	-	-	-	-	
Amortization of unearned compensation	-	-	-	-	-	
BALANCE - JUNE 30, 2001	59,524,455	\$ 5,952	\$ 956	\$ 784	\$104,984,020	\$ (67

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE YEAR ENDED JUNE 30, 2001

	Notes Receivable from Stockholders	Unearned Compensation	Accumulated Other Comprehensive Income	Accumulated Deficit
	-----	-----	-----	-----
Balance - June 30, 2000	\$ (1,338,005)	\$ (213,374)	\$ (264,808)	\$ (44,816,824)

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Net loss	-	-	-	(15,183,862)
Other comprehensive income, net of tax:				
Unrealized gains on securities arising during the year, net of tax	-	-	342,050	-
Less: Reclassification adjustment for (gains) losses included in net loss	-	-	6,891	-
Exercise of stock options	-	-	-	-
Purchase of treasury stock	-	-	-	-
Stock issued to employees under stock bonus plans	-	-	-	-
Issuance of stock for professional services	-	-	-	-
Issuance of stock under consulting contracts	-	(1,247,813)	-	-
Issuance of stock for research and development expenses	-	-	-	-
Issuance of stock for notes receivable - stockholders	(10,312)	-	-	-
Value assigned to warrants in debt financing	-	(1,095,651)	-	-
Net reduction in notes receivable from stockholders	307,860	-	-	-
Amortization of unearned Compensation	-	1,027,820	-	-
	-----	-----	-----	-----
BALANCE - JUNE 30, 2001	\$ (1,040,457)	\$ (1,529,018)	\$ 84,133	\$ (60,000,686)
	=====	=====	=====	=====

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE YEAR ENDED JUNE 30, 2000

	Class A Common Stock		Class C Common Stock	Non-Voting Preferred Stock	Class A Paid-in Capital in Excess of Par Value	Treasury Stock
	Shares	Amount	Stock	Stock	Par Value	Am
	-----	-----	-----	-----	-----	-----
Balance - June 30, 1999	53,793,042	\$ 5,378	\$ 956	\$ 784	\$95,385,863	\$ (5
Net loss	-	-	-	-	-	-
Other comprehensive income, net of tax:						
Unrealized losses on securities arising during the year, net						

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of tax	-	-	-	-	-	-
Less: Reclassification adjustment for (gains) losses included in net loss	-	-	-	-	-	-
Exercise of stock options	389,000	39	-	-	455,780	-
Purchase of treasury stock	-	-	-	-	-	-
Stock issued to employees under stock bonus plans	193,523	20	-	-	396,662	-
Issuance of stock for professional services	490,000	49	-	-	742,323	-
Issuance of stock under consulting contracts	1,429,574	143	-	-	1,539,378	-
Issuance of stock for acquisition of Central Health Care	19,332	2	-	-	61,751	-
Net reduction in notes receivable from stockholders	-	-	-	-	-	-
Amortization of unearned compensation	-	-	-	-	-	-
Conversion of Class B common stock to Class A common stock	1,000	-	-	-	-	-
	-----	-----	-----	-----	-----	-----
BALANCE - JUNE 30, 2000	56,315,471	\$ 5,631	\$ 956	\$ 784	\$98,581,757	\$ (6)
	=====	=====	=====	=====	=====	=====

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE YEAR ENDED JUNE 30, 2000

	Notes Receivable from Stockholders -----	Unearned Compensation -----	Accumulated Other Comprehensive Income -----	Accumulated Deficit -----
Balance - June 30, 1999	\$ (1,226,148)	\$ (206,878)	\$ (203,106)	\$ (33,860,837)
Net loss	-	-	-	(10,955,987)
Other comprehensive income, net of tax:				
Unrealized losses on securities arising during the year, net of tax	-	-	(47,830)	-
Less: Reclassification adjustment for (gains) losses included in net loss	-	-	(13,872)	-
Exercise of stock options	(391,250)	-	-	-
Purchase of treasury stock	-	-	-	-

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Stock issued to employees under stock bonus plans	-	-	-	-
Issuance of stock for professional services	-	-	-	-
Issuance of stock under consulting contracts	-	(726,962)	-	-
Issuance of stock for acquisition of Central Health Care	-	-	-	-
Net reduction in notes receivable from stockholders	279,393	-	-	-
Amortization of unearned compensation	-	720,466	-	-
Conversion of Class B common stock to Class A common stock	-	-	-	-
BALANCE - JUNE 30, 2000	<u>\$ (1,338,005)</u>	<u>\$ (213,374)</u>	<u>\$ (264,808)</u>	<u>\$ (44,816,824)</u>

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Years Ended June 30,		
	2002	2001	2000
Revenues			
Product sales - net	\$ 5,364,809	\$ 3,370,826	\$ 1,606,229
Product sales - related parties - net	6,229,195	2,686,646	1,752,298
Service and repair fees - net	1,901,954	1,893,251	1,609,023
Service and repair fees - related parties - net	254,173	123,086	83,514
Patient revenue - net	-	1,285,028	996,337
Management and other fees - related medical practices - net	28,525,439	30,490,464	29,187,396
License fees and royalties	2,403,000	2,424,000	920,000
Total Revenues - Net	<u>44,678,570</u>	<u>42,273,301</u>	<u>36,154,797</u>
Costs and Expenses			
Costs related to product sales	3,815,081	3,206,385	2,281,709
Costs related to product sales - related parties	4,523,940	2,956,668	2,141,207
Costs related to service and repair fees	2,338,361	2,216,899	2,278,354
Costs related to service and repair fees - related parties	312,493	144,127	118,255
Costs related to patient revenue	-	1,138,569	953,619
Costs related to management and other fees - related parties	15,255,018	18,134,550	18,818,925
Research and development	5,099,782	5,866,421	5,532,325
Selling, general and administrative	21,454,907	19,118,276	16,211,414
Compensatory element of stock issuances for selling, general			

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and administrative expenses	4,712,163	4,044,826	1,929,706
Provision for bad debts	972,236	442,505	177,162
Loss on impairment of management agreements	4,700,000	-	-
Amortization of management agreements	1,218,692	1,218,692	1,218,693
	-----	-----	-----
Total Costs and Expenses	64,402,673	58,487,918	51,661,369
	-----	-----	-----
Loss from Operations	(19,724,103)	(16,214,617)	(15,506,572)
Financing costs paid in stock and warrants	(2,368,541)	-	-
Interest Expense	(730,041)	(1,255,440)	(1,710,188)
Investment Income	973,862	1,841,869	1,919,744
Other (Expense) Income	(69,133)	964,488	4,655,375
Debt Conversion Expense	(544,370)	-	-
Minority Interests in Income of partnerships	(392,842)	(480,166)	(270,669)
	-----	-----	-----
Loss Before Provision for Income Taxes	(22,855,168)	(15,143,866)	(10,912,310)
Provision for Income Taxes	27,039	39,996	43,677
	-----	-----	-----
Net Loss	\$ (22,882,207)	\$ (15,183,862)	\$ (10,955,987)
	=====	=====	=====
Basic and Diluted Net Loss Per Share	\$ (.36)	\$ (.26)	\$ (.20)
	=====	=====	=====
Weighted Average Number of Shares Outstanding	63,511,814	57,388,050	55,096,212
	=====	=====	=====

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Years Ended June 30,		
	2002	2001	2000
	-----	-----	-----
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss	\$ (22,882,207)	\$ (15,183,862)	\$ (10,955,987)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:			
Minority interest in income of partnerships	392,842	480,166	270,669
Depreciation and amortization	5,407,184	4,712,767	4,670,473
License fee	-	11,700,000	-
Amortization of unearned license fee	(2,340,000)	(2,340,000)	-
Loss on impairment of management agreements	4,700,000	-	-
Gain on sale of partnership interest	-	(750,000)	-
Issuance of stock for research and development expenses	-	344,839	-

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Gain on sale of equipment	-	(150,000)	-
Imputed interest on deferred payment obligations	-	52,087	397,521
Provision for bad debts	972,236	442,505	177,162
Compensatory element of stock issuances	4,712,163	4,049,210	1,929,706
Financing costs paid in stock	2,368,541	-	-
Debt conversion expense	544,370	-	-
Stock issued for professional services	728,256	653,895	742,372
Liabilities assumed by purchaser on sale of subsidiary	-	-	(824,394)
(Increase) decrease in operating assets, net:			
Accounts receivable	(1,034,451)	110,763	(859,090)
Notes receivable	200,000	125,810	(476,014)
Costs and estimated earnings in excess of billings on uncompleted contracts	616,250	(800,697)	495,291
Inventories	(938,392)	(189,206)	701,609
Sales-type lease receivable - related party	-	(1,895,000)	(935,000)
Sales-type lease receivable	-	(1,083,192)	4,565
Principal payments received on sales-type lease - related parties	93,391	120,428	-
Principal payments received on sales-type lease	119,550	102,394	-
Prepaid expenses and other current assets	(198,151)	(299,692)	97,374
Other assets	(44,584)	(590)	(3,064)
Receivables and advances to related parties	62,151	(400,161)	275,691
Increase (decrease) in operating liabilities, net:			
Accounts payable	1,055,898	1,281,985	(434,425)
Other current liabilities	(734,519)	(1,556,133)	(673,669)
Customer advances	6,035,110	1,089,971	487,033
Billings in excess of costs and estimated earnings on uncompleted contracts	763,320	351,592	-
Other liabilities	32,123	189,073	6,709
Income taxes payable	(7,162)	(52,029)	(60,227)
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	623,919	1,106,923	(4,965,695)

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Years Ended June 30,

	2002	2001	2000
CASH FLOWS FROM INVESTING ACTIVITIES			
Sales of marketable securities	\$ 513,219	\$ 5,747,851	\$ 8,651,820

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Purchases of property and equipment	(3,104,573)	(2,556,982)	(2,807,264)
Costs of capitalized software development	(855,612)	(752,285)	(361,323)
Proceeds from sale of equipment	39,465	150,000	-
Cost of patents and copyrights	(548,290)	-	-
	-----	-----	-----
NET CASH (USED IN) PROVIDED BY INVESTING ACTIVITIES	(3,955,791)	2,588,584	5,483,233
	-----	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from convertible debenture	-	4,500,000	-
Proceeds from long-term debt	-	500,000	-
Increase in restricted cash	-	(500,000)	-
Costs in connection with debt financing	-	(270,729)	-
Repayment of borrowings and capital lease obligations	(4,456,014)	(5,739,395)	(3,750,205)
Proceeds from exercise of stock options and warrants	1,515,046	28,172	64,569
Proceeds from sale of partnership interest	-	750,000	-
Purchase of common stock	-	(4,031)	(79,120)
Distributions to holders of minority interests	(273,508)	(348,709)	(347,067)
	-----	-----	-----
NET CASH USED IN FINANCING ACTIVITIES	(3,214,476)	(1,084,692)	(4,111,823)
	-----	-----	-----
(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(6,546,348)	2,610,815	(3,594,285)
CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR	14,040,334	11,429,519	15,023,804
	-----	-----	-----
CASH AND CASH EQUIVALENTS - END OF YEAR	\$ 7,493,986	\$ 14,040,334	\$ 11,429,519
	=====	=====	=====

See accompanying notes to consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2002

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

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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.

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.

The Company does not consolidate the medical practices which it manages, as it has previously determined that consolidation of such medical practices is not appropriate because the underlying management agreements do not meet all of the six criteria of Emerging Issues Task Force ("EITF") Consensus No. 97-2.

Use of Estimates

The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America 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.

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2002

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

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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, 2002 and 2001, 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.

Intangible Assets

1) 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, 2002

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Other Intangible Assets

1) Capitalized Software Development Costs

Capitalization of computer 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

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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 computer 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 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 net realizable value, any remaining capitalized amounts are written off.

2) Patents and Copyrights

Amortization is calculated on the straight-line basis over 17 years.

3) Deferred Financing Costs

Financing costs in connection with the May 24, 2001 convertible debenture offering were amortized over the one-year period of the obligation. (see Note 13)

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).

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2002

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 material, direct labor and overhead. Revisions in cost estimates and provisions for

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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 billings 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 are 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.

Patient revenue from the Company's wholly-owned Florida multi-specialty practice through the period ended June 30, 2001 was recorded in the period the services were rendered at established rates reduced by provisions for doubtful accounts and contractual adjustments. Such adjustments represent the difference between charges at established rates and estimated recoverable amounts and were recognized in the period the services were rendered. Any differences between estimated contractual adjustments and actual final settlements were recognized as contractual adjustments in the year final settlements were determined. This multi-specialty practice was sold by the Company on June 30, 2001. (see Note 17).

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2002

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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.

During the year ended June 30, 2001, the Company acquired a minority interest in

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a development stage technology company through the issuance of 270,000 shares valued at \$344,857. The entire amount of this purchase price was charged to research and development expenses.

Advertising Costs

Advertising costs are expensed as incurred.

Shipping Costs

The Company's shipping and handling costs are included under costs of product sales for all periods presented.

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.

Product Warranty

The Company provides currently for the estimated cost to repair or replace products under warranty provisions in effect at the time of installation (generally for one year).

Customer Advances

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

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2002

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Earnings (Loss) Per Share

Basic earnings (loss) per share is computed based on weighted average shares outstanding and excludes any potential dilution. In accordance with 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 or diluted earnings per share since they are antidilutive. In accordance with EITF Topic D-95, prior period's earnings per share were restated. Diluted earnings (loss) per share 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.

Options and warrants to purchase approximately 3,022,000, 4,036,000 and 427,000 shares of common stock were outstanding at June 30, 2002, 2001 and 2000,

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respectively, but were not included in the computation of diluted earnings per share due to losses for all years, as a result of the options and warrants being antidilutive.

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.

Restricted Cash

At June 30, 2002 and 2001, \$5,500,000 of cash has been pledged as collateral on an outstanding bank loan and has been classified as restricted cash on the accompanying balance sheet.

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, 2002, the Company had cash on deposit of \$11,272,978 in excess of federal insured limits.

Related Parties

Net revenues from related parties accounted for approximately 78%, 78% and 86% of the consolidated net revenues for the years ended June 30, 2002, 2001 and 2000, respectively.

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2002

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair Value of Financial Instruments

The financial statements include various estimated fair value information at June 30, 2002, 2001 and 2000, 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:

Cash and cash equivalents and restricted cash: 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

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affiliates and related parties: 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 loans payable: The carrying amounts of debt and loans 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.

Stock-Based Compensation

The Company accounts for its employee compensation and stock option plans in accordance with the provisions of Accounting Principles Board ("APB") Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations. As such, compensation expense would be recorded on the date of grant only if the current market price of the underlying stock exceeded the exercise price. In accordance with SFAS No. 123, Accounting for Stock-Based Compensation, the Company provides proforma net income and proforma earnings per share disclosures for employee stock option grants, as if the fair-value-based method defined in SFAS No. 123 had been applied.

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.

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2002

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recent Accounting Pronouncements

In June 2001, the Financial Accounting Standards Board ("FASB") issued SFAS No. 141, "Accounting for Business Combinations" and SFAS No. 142, "Accounting for Goodwill and Other Intangible Assets". SFAS No. 141 requires that all business combinations be accounted for using the purchase method of accounting and prohibits the pooling-of-interests method of accounting for business combinations initiated after June 30, 2001. According to SFAS No. 142, goodwill, which arises from business combinations after June 30, 2001, cannot be amortized. In addition, SFAS No. 142 requires the discontinuation of goodwill amortization and the amortization of intangible assets with indeterminate lives effective the date the Company adopts the statement, which is expected to be June 30, 2002. The Company has six months from the date it adopts SFAS No. 142 to test for impairment and any impairment charge resulting from the initial application of the new rule must be classified as the cumulative effect of a change in accounting principle. Thereafter, goodwill and intangible assets with indeterminate lives should be tested for impairment annually or as needed.

The adoption of SFAS No. 142 did not have a significant impact on the consolidated financial statements and the Company expects to continue to

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amortize all identifiable intangible assets.

In October 2001, the FASB issued SFAS No. 144 ("SFAS 144"), "Accounting for the Impairment or Disposal of Long-Lived Assets," which supersedes SFAS No. 121 ("SFAS 121"), "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of" and certain provisions of APB Opinion No. 30, "Reporting Results of Operations - Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions." SFAS 144 requires that long-lived assets to be disposed of by sale, including discontinued operations, be measured at the lower of the carrying amount or fair value, less cost to sell, whether reported in continuing operations or in discontinued operations. SFAS 144 also broadens the reporting requirements of discontinued operations to include all components of an entity that have operations and cash flows that can be clearly distinguished, operationally and for financial reporting purposes, from the rest of the entity. The provisions of SFAS 144 have been adopted by the Company as of July 1, 2001. The adoption of SFAS 144 did not have a significant impact to the consolidated financial statements.

In April 2002, the FASB issued SFAS No. 145 ("SFAS 145"), "Rescission of FASB Statement No. 4, 44 and 64, Amendment of FASB Statement No. 13, and Technical Corrections." The rescission of SFAS No. 4, "Reporting Gains and Losses from Extinguishments", and SFAS No. 64, "Extinguishments of Debt Made to Satisfy Sinking Fund Requirements", which amended SFAS No. 4, will affect income statement classification of gains and losses from extinguishment of debt. The Company adopted SFAS 145 on January 1, 2002 on the prospective basis and the adoption did not have a significant impact to the consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2002

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recent Accounting Pronouncements (Continued)

In June 2002, the FASB issued SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities" ("SFAS 146"). SFAS 146 addresses financial accounting and reporting for costs associated with exit or disposal activities and nullified Emerging Issues Task Force Issue No. 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)." SFAS 146 requires that a liability for a cost associated with an exit or disposal activity to be recognized when the liability is incurred. A fundamental conclusion reached by the FASB in this statement is that an entity's commitment to a plan, by itself, does not create a present obligation to others that meets the definition of a liability. SFAS 146 also establishes that fair value is the objective for initial measurement of the liability. The provisions of this statement are effective for exit or disposal activities that are initiated after December 31, 2002, with early application encouraged. The adoption of SFAS 146 did not have a significant impact to the consolidated financial statements.

Reclassifications

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

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NOTE 3 - MANAGEMENT AGREEMENTS

In connection with four acquisitions completed during the period June of 1997 through August of 1998, a portion of the purchase price was allocated to various long-term management agreements. The cost, accumulated amortization and net carrying value at June 30, 2002 and 2001 is as follows:

As of June 30, 2002				
	Acquisition Date	Cost	Accumulated Amortization	Net Carrying Value
Affordable Diagnostics, Inc.	June 1997	3,719,640	\$ 883,738	\$ 2,835,902
A&A Services, Inc.	March 1998	5,748,139(a)	2,229,292	3,518,847
Dynamic Health Care Management, Inc.	August 1998	8,951,907	1,790,381	7,161,526
Central Health Care Management Services, Inc.	January 1998	1,254,163	250,832	1,003,331
		<u>\$19,673,849</u>	<u>\$5,154,243</u>	<u>\$14,519,606</u>

FONAR CORPORATION AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 JUNE 30, 2002

NOTE 3 - MANAGEMENT AGREEMENTS (Continued)

As of June 30, 2001				
	Acquisition Date	Cost	Accumulated Amortization	Net Carrying Value
Affordable Diagnostics, Inc.	June 1997	\$ 3,719,640	\$ 697,754	\$ 3,021,884
A&A Services, Inc.	March 1998	10,448,139	1,706,886	8,741,255
Dynamic Health Care Management, Inc.	August 1998	8,951,907	1,342,786	7,609,121
Central Health Care Management Services, Inc.	January 1998	1,254,163	188,125	1,066,038
		<u>\$24,373,849</u>	<u>\$ 3,935,551</u>	<u>\$20,438,298</u>

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The estimated amortization expense of management agreements for each of the next 5 years is approximately \$983,700.

(a) Impairment Loss

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 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, 2002

NOTE 4 - MARKETABLE SECURITIES

The following is a summary of marketable securities at June 30, 2002 and 2001:

	2002		
	Cost	Unrealized Holding Gain	Fair Market Value
	-----	-----	-----
U.S. Government Obligations	\$ 3,764,690	\$ 60,942	\$ 3,825,632
Corporate and government agency bonds	1,723,224	24,627	1,747,851
	-----	-----	-----
	\$ 5,487,914	\$ 85,569	\$ 5,573,483
	=====	=====	=====
	2001		
	Cost	Unrealized Holding Gain	Fair Market Value
	-----	-----	-----
U.S. Government Obligations	\$4,128,191	\$ 63,849	\$4,192,039
Corporate and government agency bonds	1,872,942	20,284	1,893,227
	-----	-----	-----
	\$6,001,133	\$ 84,133	\$6,085,266
	=====	=====	=====

All debt securities are due within five years. At June 30, 2002, the amount of cost due within one year was \$3,377,896.

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NOTE 5 - ACCOUNTS RECEIVABLE, ACCOUNTS RECEIVABLE - RELATED MEDICAL PRACTICES, NET AND CONCENTRATION OF CREDIT RISK - ACCOUTS RECEIVABLE

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

The Company's receivable from the related PC's substantially consists of fees outstanding under management agreements, service contracts and lease agreements with related PC's. Payment of the outstanding fees is based 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 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 52%, 56% and 48%, respectively, of the PC's 2002, 2001 and 2000 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 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.

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2002

NOTE 5 - ACCOUNTS RECEIVABLE, ACCOUNTS RECEIVABLE - RELATED MEDICAL PRACTICES, NET AND CONCENTRATION OF CREDIT RISK - ACCOUTS RECEIVABLE (Continued)

Net revenues from management and other fees charged to the related PC's accounted for approximately 64%, 72% and 81%, of the consolidated net revenues for the years ended June 30, 2002, 2001 and 2000, respectively.

Unaudited Financial Information of Unconsolidated Managed Medical Practices

Audited financial information related to the 24 unconsolidated medical practices managed by the Company is not available. Substantially all of these medical practice books and records are maintained on a cash basis and depreciate their assets on an accelerated tax basis and have a December 31 year end.

Summarized unaudited income statement data for the years ended December 31, 2001, 2000 and 1999 related to the 24 unconsolidated medical practices managed by the Company are as follows:

	(000's omitted)		
	2001	2000	1999
	-----	-----	-----
Patient Revenue - Net	\$35,018	\$36,266	\$32,944
	=====	=====	=====
Income (loss) from Operations	\$ (293)	\$ 485	\$ 509
	=====	=====	=====
Net Income (loss)	\$ (539)	\$ 281	\$ 353
	=====	=====	=====

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

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received prior to the commencement of manufacturing work performed and the billing of amounts to customers as sub-assemblies are completed. Service and repair fees are billed on a monthly or quarterly basis and the Company does not continue providing these services if accounts receivable become past due. The Company controls credit risk with respect to accounts receivable from service and repair fees through its credit evaluation process, credit limits, monitoring procedures and reasonably short collection terms. The Company performs ongoing credit authorizations before a product sales contract is entered into or service and repair fees are provided. 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, 2002 and 2001 is as follows:

	As of June 30,	
	2002	2001
Costs incurred on uncompleted contracts	\$3,547,178	\$2,248,706
Estimated earnings	1,252,425	560,558
	4,799,603	2,809,264
Less: Billings to date	4,761,909	1,392,000
	\$ 37,694	\$1,417,264
	=====	=====

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2002

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

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

	As of June 30,	
	2002	2001
Costs and estimated earnings in excess of billings on uncompleted contracts	\$1,152,606	\$1,768,856
Billings in excess of costs and estimated earnings on uncompleted contracts	1,114,912	351,592
	\$ 37,694	\$1,417,264
	=====	=====

2) Customer advances consist of the following:

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As of June 30, 2002			
	Total	Related Parties	Other
Total advances	\$12,469,541	\$ 5,957,409	\$ 6,512,132
Less: Advances on contracts under construction	4,761,909	2,557,409	2,204,500
	\$ 7,707,632	\$ 3,400,000	\$ 4,307,632
	=====	=====	=====

As of June 30, 2001			
	Total	Related Parties	Other
Total advances	\$ 3,064,522	\$ 1,492,160	\$ 1,572,362
Less: Advances on contracts under construction	1,392,000	1,085,000	307,000
	\$ 1,672,522	\$ 407,160	\$ 1,265,362
	=====	=====	=====

FONAR CORPORATION AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 JUNE 30, 2002

NOTE 7 - INVENTORIES

Inventories included in the accompanying consolidated balance sheets consist of:

	As of June 30,	
	2002	2001
Purchased parts, components and supplies	\$3,326,318	\$3,049,879
Work-in-process	1,337,449	675,496
	\$4,663,767	\$3,725,375
	=====	=====

NOTE 8 - INVESTMENT IN SALES-TYPE LEASES

During the year ended June 30, 2001, the Company entered into two lease agreements, totalling \$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 60 months. If the lease term is extended beyond 60 months, the lessee may elect to purchase the scanner at the

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end of the second 60-month period for a purchase price of \$1.

During the year ended June 30, 2001, the Company entered into a \$1,050,000 lease agreement with an outside party for an MRI scanner, which is considered 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 five years, at a monthly payment of \$18,389, including interest at 12.5% per annum, or pay a lump sum of \$200,000.

During the year ended June 30, 2000, the Company entered into a \$935,000 lease agreement with a related party for an MRI scanner which is considered a sales-type lease. The lease is payable in 120 monthly installments of \$12,356, including interest at 10% per annum. The lessee can also elect to pay a lump sum of \$581,544 at the end of 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 September 2002, two related entities that have lease agreements with the Company obtained financing from a third party and utilized the proceeds to repay amounts due to the Company. On September 30, 2002, the Company received a total of \$1,600,000 from these related entities as payment of a substantial portion of the amounts due to the Company under the lease agreements.

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2002

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

The Company's investment in sales-type leases as at June 30, 2002 and 2001 is as follows:

	As of June 30,	
	2002	2001
Net minimum lease payments		
Receivable	\$4,630,593	\$5,029,225
Less: Unearned income	1,157,729	1,343,420
	-----	-----
Net Investment in Sales-type Leases	\$3,472,864	\$3,685,805
	=====	=====
Current portion	\$1,916,325	\$ 310,853
Non-current portion	1,556,539	3,374,952
	-----	-----
	\$3,472,864	\$3,685,805
	=====	=====

Future minimum lease payments are as follows:

Years Ended June 30:

2003	\$1,916,325
2004	211,956
2005	236,675
2006	248,731
2007	859,177

	\$3,472,864
	=====

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NOTE 9 - PROPERTY AND EQUIPMENT

Property and equipment, at cost, less accumulated depreciation and amortization, at June 30, 2002 and 2001, is comprised of:

	As of June 30,	
	2002	2001
Diagnostic equipment under lease	\$ 1,569,197	\$ 1,263,181
Diagnostic equipment	5,695,488	4,485,217
Research, development and demonstration equipment	8,447,906	7,916,447
Machinery and equipment	6,542,283	6,265,041
Furniture and fixtures	3,303,984	3,222,076
Equipment under leases	2,444,947	2,444,947
Leasehold improvements	4,261,640	3,185,611
	-----	-----
	32,265,445	28,782,520
Less: Accumulated depreciation and amortization	21,668,964	18,145,123
	-----	-----
	\$10,596,481	\$10,637,397
	=====	=====

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2002

NOTE 9 - PROPERTY AND EQUIPMENT (Continued)

Depreciation and amortization of property and equipment for the years ended June 30, 2002, 2001 and 2000 was \$3,579,702, \$3,323,516 and \$3,237,384, respectively.

The equipment under leases has a net book value of \$1,295,537 and \$1,684,083 at June 30, 2002 and 2001, respectively.

NOTE 10 - OTHER INTANGIBLE ASSETS

Other intangible assets, net of accumulated amortization, at June 30, 2002 and 2001 are comprised of:

	As of June 30,	
	2002	2001
Capitalized software development		
Costs	\$3,171,355	\$2,315,744
Patents and copyrights	1,674,098	1,125,808
Deferred financing costs	-	270,729
	-----	-----
	4,845,453	3,712,281
Less: Accumulated amortization	2,196,835	1,858,775
	-----	-----
	\$2,648,618	\$1,853,506
	=====	=====

Information related to other intangible assets for the years ended June 30,

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2002, 2001 and 2000 is as follows:

	2002	2001	2000
Balance - Beginning of Year	\$1,853,506	\$1,035,924	\$ 888,992
Amounts capitalized	1,403,902	1,025,533	361,323
Amortization	(608,790)	(207,951)	(214,391)
Balance - End of Year	\$2,648,618	\$1,853,506	\$1,035,924

Amortization of capitalized software development costs for the years ended June 30, 2002, 2001 and 2000 was \$271,837, \$141,727 and \$148,167, respectively.

The estimated amortization of patents and copyrights and capitalized software development costs for the five years ending June 30, 2007 is as follows:

For the Years Ending June 30,	Total	Patents and Copyrights	Capitalized Software Development Costs
2003	\$ 399,105	\$ 102,776	\$ 296,329
2004	399,105	102,776	296,329
2005	399,105	102,776	296,329
2006	326,840	102,776	224,064
2007	320,732	96,668	224,064
	\$1,844,877	\$ 507,772	\$1,337,115

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2002

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).

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. During the year ended June 30, 2000, 1,000 shares of Class B common stock were converted to common stock leaving 4,211 of such shares outstanding as of June 30, 2002 and 2001.

Class C Common Stock

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

Class A Non-Voting Preferred Stock

On April 3, 1995, the stockholders ratified a proposal consisting of the creation of a new class of Class A non-voting preferred stock with special dividend rights and the declaration of a stock dividend on the Company's common stock consisting of one share of Class A non-voting preferred stock for every five shares of common stock. The stock dividend was payable to holders of common stock on October 20, 1995. Class A non-voting preferred stock issued pursuant to such stock dividend approximates 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 amount in excess of \$30 million of the amount of any cash awards or settlements received by the Company in connection with the enforcement of five of the Company's patents in its patent lawsuits, less the revised special dividend payable on the common stock with respect to one of the Company's patents.

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

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2002

NOTE 11 - CAPITAL STOCK (Continued)

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.

Stock option share activity and weighted average exercise prices under these plans and grants for the years ended June 30, 2002, 2001 and 2000 were as follows:

	Number of Shares	Weighted Average Exercise Price
--	---------------------	--

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Outstanding, July 1, 1999	387,735	\$ 4.62
Granted	413,000	1.52
Exercised	(374,000)	1.15
Forfeited	-	-
Outstanding, June 30, 2000	426,735	2.83
Granted	672,896	1.52
Exercised	(24,000)	1.18
Forfeited	-	-
Outstanding, June 30, 2001	1,075,631	2.05
Granted	-	-
Exercised	(13,868)	1.09
Forfeited	-	-
Outstanding, June 30, 2002	1,061,763	\$ 2.06
Exercisable at:		
June 30, 2000	426,735	\$ 2.83
June 30, 2001	402,735	\$ 2.93
June 30, 2002	1,061,763	\$ 2.06

The range of exercise prices for options outstanding as of June 30, 2002 was as follows:

Range of Exercise Price	Number of Options	Weighted Average Remaining Contractual Life in Years
\$0.75-\$1.88	885,278	8
\$3.00-\$5.00	176,485	2
	1,061,763	

FONAR CORPORATION AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 JUNE 30, 2002

NOTE 11 - CAPITAL STOCK (Continued)

Options (Continued)

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. One half of the options granted will not become exercisable unless and until the earlier of such time as HMCA successfully completes a public offering of its securities, or HMCA recognizes at least \$10,000,000 in revenues for two consecutive fiscal quarters. The remainder of the options will not become exercisable until one year thereafter. The options will expire on March 9, 2007. No options have vested as of June 30, 2002.

On December 16, 1998, HMCA adopted the 1998 Non-Statutory Stock Option Plan, pursuant to which HMCA authorized the issuance of up to 500,000 shares of the

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common stock of HMCA. Options to purchase 500,000 shares at an option price of \$1.00 per share were granted on December 16, 1998. The options granted will not become exercisable unless and until such time as HMCA successfully completes a public offering of its securities. The options will expire on December 15, 2008. No options have vested as of June 30, 2002.

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, 2002.

Stock option share activity and weighted average exercise prices under the HMCA plans and grants for the three years ended June 30, 2002, 2001 and 2000 were as follows:

	Number of Options	Weighted Average Exercise Price
	-----	-----
Outstanding - June 30, 2002, 2001 and 2000	2,770,000 =====	\$.48 =====

The Company accounts for its stock option plans under APB Opinion No. 25, under which no compensation cost has been recognized. Had compensation cost for these plans been determined consistent with FASB Statement No. 123, the Company's net loss and loss per share would have been effected for the years ended June 30, 2002, 2001 or 2000 as follows:

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2002

NOTE 11 - CAPITAL STOCK (Continued)

Options (Continued)

	2002	2001	2000
	-----	-----	-----
Net Loss:			
As reported	\$(22,882,207)	\$(15,183,862)	\$(10,955,987)
Proforma	\$(23,549,156)	\$(15,183,862)	\$(11,059,237)
Loss Per Share:			
As reported	\$ (.36)	\$ (0.26)	\$ (0.20)
Proforma	\$ (.37)	\$ (0.26)	\$ (0.20)

The fair value of the options granted under all plans is estimated at \$0.52 and \$0.20, respectively, on the date of grant using the Black-Scholes option-pricing model based on the following assumptions for the years ended June 30, 2001 and 2000:

	2002	2001	2000
	-----	-----	-----
All Plans:			

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Dividend yield	0%	0%	0%
Expected volatility	92%	98%	33%
Expected life (years)	3	3	3

The risk-free interest rates were based upon a rate with maturity equal to expected term. U.S. Treasury instruments were utilized. The weighted average interest rate amounted to 4.0%, 5.0% and 5.0%, respectively.

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.

During fiscal 2002, 2001 and 2000, 2,108,674, 3,001,060 and 2,148,429 shares, respectively, were issued under the stock bonus plans.

Warrants

In connection with the convertible debenture financing 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 are 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 (Note 13).

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2002

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

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

	June 30,	
	2002	2001
Construction loan converted into a capital lease obligation during August 1998. The obligation requires equal monthly payments aggregating \$13,097, including interest at 13.2% per annum, through August 2003. The obligation is collateralized by the related equipment.	\$ 157,837	\$ 274,931
Promissory notes payable to a bank, collateralized by \$5.5 million certificate of deposit, requiring monthly payments of interest only, at a variable rate based on the bank's prime rate (4.56% at June 30, 2002) with payment of the entire principal due on March 20, 2003.	5,500,000	5,500,000

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Notes payable to the former shareholders of A&A Services, Inc. The note called for 16 quarterly payments of \$300,044, including interest at a rate of 6%, commencing March 20, 1999. The note is collateralized by all of the assets of the acquired business and guaranteed by FONAR (see Modification of Notes Payable).	492,000	1,709,406
Note payable to the former shareholders of A&A Services, Inc. The note calls for 60 equal monthly installments of principal and interest of \$25,000, including interest at a rate of 6% per annum, commencing April 20, 1998. The note is collateralized by all of the assets of the acquired business and guaranteed by FONAR.	219,477	497,199
Deferred payment obligation, aggregating \$2,000,000, payable to the former shareholder of A&A Services, Inc. The obligation is payable over four years, commencing December 20, 2000. The obligation has been recorded, net of a discount of \$220,000, representing interest imputed at a rate of 6% over two years. The obligation is collateralized by all of the assets of the acquired business and guaranteed by FONAR (see Modification of Notes Payable).	274,083	1,277,770

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2002

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

	June 30,	
	2002	2001
Note payable calling for monthly payments of \$9,034, including interest at a rate of 8.875% through July 2002. The loan is collateralized by equipment located in Ellwood, Pennsylvania.	\$ 17,867	\$ 101,779
Note payable to the former shareholders of Dynamic Health Care Management, Inc. The note called for three annual payments of principal, including interest at a rate of 6%, commencing August 20, 1999. The note was collateralized by all of the assets of the acquired business and guaranteed by FONAR.	-	972,824
Note payable to the former shareholders of Dynamic Health Care Management, Inc. The note calls for monthly installments of principal and interest of \$65,417 for the first eight installments, followed by \$16,667 for the remaining 52 installments. The installments include interest at a rate of 7.5% per annum. The note is collateralized by all of the assets of the acquired business and guaranteed by FONAR.	223,087	399,881

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Deferred payment obligation, aggregating \$5,490,000, payable to the former shareholders of Dynamic Health Care Management, Inc. The obligation is payable over three years, commencing August 20, 2000. The obligation has been recorded, net of discount of \$739,324, representing interest imputed at a rate of 7.5% over two years. The obligation is collateralized by all of the assets of the acquired business and guaranteed by FONAR.

2,070,048 3,842,057

Four promissory notes payable to the former shareholders of Central health Care Management Services, LLC. Each note calls for two equal annual installments of \$11,458, plus interest at prime rate, plus 2%, per annum 6.75% at June 30, 2002), commencing April 2000. The obligations under each note are guaranteed by FONAR.

18,197 18,197

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2002

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

	June 30,	
	----- 2002	2001 -----
Four promissory notes payable to the former shareholders of Central Health Care Management Services, LLC. Each note calls for two equal annual installments of \$57,500, plus interest at prime rate, plus 2% per annum 6.75% at June 30, 2002), commencing March 2000. The obligations under each note are guaranteed by FONAR.	\$ 127,189	\$ 127,119
Capital lease requiring monthly payments of \$28,997, including interest at a rate of 9.95% per annum through April 2004. The loan is collateralized by the related equipment.	652,297	856,055
Note payable in monthly installments of \$15,686, including interest at a rate of 9.25% per annum through February 2003.	121,242	289,697
Capital lease required monthly payments of \$12,595, including interest at a rate of 9% through October 1, 2002. The loan was collateralized by the related equipment.	-	112,479
Capital lease required monthly payments of \$8,468, including interest at a rate of 8.63% through April, 2006. The loan was collateralized by the related equipment.	293,438	-
Other (including capital leases for property and equipment)	442,742	764,755

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Less: Current maturities	-----	-----
	10,609,504	16,744,149
	9,776,339	6,634,863
	-----	-----
	\$ 833,165	\$10,109,286
	=====	=====

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

Years Ending June 30,	

2003	\$ 9,776,339
2004	656,545
2005	142,209
2006	34,411

	\$10,609,504
	=====

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2002

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

Modification of Notes Payable

Pursuant to a stock payment agreement consummated January 11, 2002 between the Company and the former stockholder 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, totalling \$2,540,000. The shares were issued in partial payment of four promissory notes. The total remaining balance of principal and interest due under the notes was \$766,083 as of June 30, 2002. The debt conversion expense of \$544,370, as a result of the agreement has been recorded as an other expense item (and not an extraordinary item) in the statement of operations for the year ended June 30, 2002, in accordance with provisions of SFAS 145.

Under the terms of the stock payment agreement, the Company will issue shares and the net proceeds from the sale of the shares will be applied to the indebtedness. The quarterly payment due dates were waived, but the net proceeds received by the selling stockholders must be sufficient to pay the full indebtedness for each note, including the premium on the note, but the final maturity dates of the notes is September 20, 2002 in the case of two of the notes, and December 20, 2002 in the case of the other two of the notes. The Company has not yet made the payments that were due on September 20, 2002. The notes, including the premium, that are not satisfied in full by the time of its final maturity date will accrue interest on the unpaid balance at the rate of 6%

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per annum and the selling stockholders could require the difference to be paid in cash.

In the event the net proceeds from the sale of the 2,000,000 shares issued to them are not sufficient to pay the obligations in accordance with the agreement, the Company will issue additional shares in an amount estimated to be sufficient to pay the balance due. The Company has reserved the option not to issue more than 5,000,000 shares in the aggregate.

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2002

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.

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.

Separately, callable warrants were issued to purchase 2,000,000 shares of common stock and have a variable exercise price. Subject to a maximum price of \$6.00 per share and a minimum price of \$2.00 per share, which is subject to adjustment, pursuant to the terms of the warrants, the exercise price will be equal to the average closing bid price of the Company's common stock for the full calendar month preceding the date of exercise. The exercise period extends to May 24, 2004.

The Company had the option of redeeming up to 200,000 callable warrants per month at a price of \$0.01 per underlying warrant share, if the average closing bid price of its common stock is greater than 115% of the warrant price in effect for five consecutive trading days in any calendar month.

During the month of June 2002, the investor exercised 1,000,000 callable warrants at an exercise price of \$1.50 per share for total proceeds received by the Company of \$1,500,000. In addition, during August 2002, the investor

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exercised an additional 1,000,000 callable warrants at an exercise price of \$1.125 per share for a total proceeds received by the Company of \$1,125,000.

The purchase warrants provide for proportionate adjustments in the event of stock splits, stock dividends and reverse stock splits. In addition, exercise price will be reduced, with certain specified exceptions, if the Company issues shares at lower prices than the warrant exercise price, or less than market price, for its common stock.

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2002

NOTE 14 - INCOME TAXES

The provision for income taxes consists entirely of current state and local income taxes.

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

	2002	2001	2000
	-----	-----	-----
Taxes at federal statutory rate	(34.0)%	(34.0)%	(34.0)%
State and local income taxes, net of federal benefit	.1	0.3	0.4
Permanent differences	.6	0.7	1.1
Increase in the valuation allowance against deferred tax assets	33.4	33.3	32.9
	-----	-----	-----
Effective income tax rate	.1%	0.3%	0.4%
	=====	=====	=====

As of June 30, 2002, the Company has net operating loss ("NOL") carryforwards of approximately \$78,884,000 that will be available to offset future taxable income. The utilization of certain of the NOL's is limited pursuant to Section 1502 of the Internal Revenue Code. The expiration dates of NOL carryforwards are as follows:

June 30,	

2007	\$ 764,000
2008	527,000
2009	145,000
2010	32,000
2011	1,037,000
2012	5,867,000
2013	867,000
2019	15,983,000
2020	18,756,000
2021	17,604,000
2022	17,302,000

	\$78,884,000
	=====

The Company has, for federal income tax purposes, research and development tax

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credit carryforwards aggregating \$2,603,616, which are accounted for under the flow-through method. The tax credit carryforwards expire as follows:

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2002

NOTE 14 - INCOME TAXES (Continued)

June 30:	

2003	\$ 258,200
2004	172,207
2012	70,145
2013	402,590
2019	432,195
2020	378,193
2021	448,221
2023	441,865

	\$2,603,616
	=====

In addition, for New York State income tax purposes, the Company has tax credit carryforwards aggregating approximately \$1,070,000, which are accounted for under the flow-through method. The tax credit carryforwards expire during the years 2006 to 2022.

The Company has charitable contributions of approximately \$250,000, which expire during the years 2003 to 2007.

Significant components of the Company's deferred tax assets and liabilities at June 30, 2002 and 2001 are as follows:

	2002	2001
	-----	-----
Deferred tax assets:		
Allowance for doubtful accounts	\$ 998,302	\$ 1,045,768
Non-deductible accruals	690,684	772,073
Net operating carryforwards	31,945,236	20,675,405
Tax credits	3,850,578	3,211,726
Inventory capitalization for tax purposes	57,407	84,000
Impairment of asset	1,880,000	-
Charitable contributions	42,376	87,784
	-----	-----
	39,464,583	25,876,756
Valuation allowance	(37,816,617)	(24,481,237)
	-----	-----
Net deferred tax assets	1,647,966	1,395,519
	-----	-----
Deferred tax liabilities:		
Fixed assets and depreciation	(940,393)	(974,462)
Capitalized software costs	(707,573)	(421,057)
	-----	-----
Gross deferred tax liabilities	(1,647,966)	(1,395,519)
	-----	-----
Net deferred tax liabilities	\$ -	\$ -

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=====

The net change in the valuation allowance for deferred tax assets increased by approximately \$13,335,400 and \$10,557,000, respectively, for the years ended June 30, 2002 and 2001.

FONAR CORPORATION AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 JUNE 30, 2002

NOTE 15 - OTHER CURRENT LIABILITIES

Included in other current liabilities are the following:

	2002	2001
	-----	-----
Deferred revenue - license fee	\$ 2,340,000	\$2,340,000
Unearned revenue on service contracts	817,110	906,602
Accrued bonuses	244,924	397,012
Accrued payroll taxes	45,697	250,475
Accrued interest	48,234	140,309
Accrued salaries and commissions	784,694	764,146
Accrued professional fees	285,000	224,882
Litigation judgements	289,189	268,091
Excise and sales taxes	2,069,291	2,655,678
Other	632,060	568,562
	-----	-----
	\$ 7,556,199	\$8,515,757
	=====	=====

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.

Future minimum lease commitments consisted of the following at June 30, 2002:

Year Ending	Facilities And Equipment (Operating Leases)	Equipment (Capital Leases)
June 30,	-----	-----
-----	-----	-----
2003	\$ 3,254,819	\$ 805,939
2004	2,595,065	517,124
2005	2,256,551	150,372
2006	2,085,936	50,810
2007	1,626,799	-
Thereafter	3,836,997	-
	-----	-----
Total minimum obligations	\$15,656,167	1,524,245
	=====	
Less: Amount representing		

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interest	(163,019)

Present value of net minimum lease obligations	\$ 1,361,226
	=====

FONAR CORPORATION AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 JUNE 30, 2002

NOTE 16 - COMMITMENTS AND CONTINGENCIES (Continued)

Rent expense for operating leases approximated \$3,502,254, \$3,307,000 and \$3,235,000 for the three years ended June 30, 2002, 2001 and 2000, respectively.

Contingent Consideration

Contingent consideration is payable to the former shareholders of A&A, if operating income, as defined for the acquired business, exceeds \$2.3 million in any of the five years following the closing as follows: in each year, 75% of operating income, as defined, between \$2.3 million and \$2.8 million; 50% of operating income, as defined, between \$2.8 million and \$3.5 million, and 25% of operating income, as defined, in excess of \$3.5 million. The contingent additional purchase price is not determinable as of June 30, 2002 and, accordingly, has not been included in the allocated purchase price in light of the contingent nature of the arrangement. If the earnings objectives are ultimately achieved, the additional purchase price will be recorded as additional value of the management agreement, subject to amortization over the stated period. No additional payments were due under the earnout provision for the years ended June 30, 2002, 2001 and 2000.

License Agreement and Self-Insurance

The Company has license agreements with two separate companies, which require 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, 2002, 2001 and 2000 approximated \$69,572, \$33,000 and \$36,000, respectively.

The Company is self-insured with respect to product liability. During the fiscal years ended June 30, 2002, 2001 and 2000, 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

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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.

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2002

NOTE 16 - COMMITMENTS AND CONTINGENCIES (Continued)

Employment Agreements (Continued)

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

Years Ending June 30, -----	
2003	\$ 300,000
2004	466,666
2005	500,000
2006	500,000
2007	500,000
Thereafter	583,334

	\$2,850,000
	=====

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, 2002, 2001 and 2000.

The stockholders of the Company approved the 2000 Employee Stock Purchase Plan ("ESPP") at the Company's annual stockholders' meeting in April 2000. The ESPP provides for eligible employees to acquire common stock of the Company at a discount, not to exceed 15%. The Plan has not been put into effect as of June 30, 2002.

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

Other income (expense) consists of:

	For the Years Ended June 30,		
	2002	2001	2000
	-----	-----	-----
Other income	\$ (19,133)	\$ 101,707	\$ 93,425
Gain on sale of subsidiary/ partnership interest	-	712,781	1,021,950
Gain on settlement of various legal disputes and other claims	-	-	3,540,000
Litigation settlement	(50,000)	-	-

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Gain on sale of property	-	150,000	-
	-----	-----	-----
	\$ (69,133)	\$ 964,488	\$ 4,655,375
	=====	=====	=====

In October 2000, the Company sold its interest in the partnership of AMD Southfield Michigan Limited Partnership for \$750,000. AMD Southfield operates an MRI Scanning Center in Michigan. The Company recognized a pre-tax gain of \$750,000.

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2002

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

In June 2001, HMCA sold the stock of its wholly-owned Florida multi-specialty practice subsidiaries, Medical Specialties, Inc. and Diagnostic Services, Inc. for a promissory note for \$50,000, resulting in a loss of \$37,000.

Advertising expense approximated \$2,082,000, \$2,022,000 and \$2,140,000 for the years ended June 30, 2002, 2001 and 2000, respectively. Maintenance and repair expenses totalled approximately \$748,000, \$905,000 and \$758,000 for the years ended June 30, 2002, 2001 and 2000, respectively. Royalty expenses approximated \$69,572, \$33,000 and \$36,000 for the years ended June 30, 2002, 2001 and 2000, respectively.

NOTE 18 - SUPPLEMENTAL CASH FLOW INFORMATION

During the years ended June 30, 2002, 2001 and 2000, the Company paid \$255,230, \$1,261,379 and \$1,596,931 for interest, respectively. During the years ended June 30, 2002, 2001 and 2000, the Company paid \$32,420, \$39,997 and \$20,144 for income taxes, respectively.

Non-Cash Transactions

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 the repayment of \$4,500,000 of convertible debentures.

During the year ended June 30, 2001:

- a) Property and equipment, costing \$636,504, was acquired under a capital lease obligation.
- b) The Company issued 20,000 shares of its common stock, valued at \$28,438, in

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connection with the repayment of note payable of \$115,000.

- c) The Company acquired equipment of \$176,480 under equipment notes payable obligations.

During the year ended June 30, 2000:

- a) Property and equipment, costing \$215,086, was acquired under a capital lease obligation.
- b) In connection with the sale of its foreign subsidiary, the Company issued a note payable aggregating \$115,000.
- c) The Company issued 19,332 shares of its common stock, valued at \$61,753, in connection with the repayment of long-term debt incurred with the acquisition of Central.

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2002

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, 2002 was \$89,951.

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. 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 \$2,959.50 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. The balance due under this note as of June 30, 2002 was \$713,614.

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-computation 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,

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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, 2002 was \$419,275.

NOTE 20 - SEGMENT AND RELATED INFORMATION

Effective July 1, 1998, the Company adopted the provisions of SFAS No. 131, "Disclosures About Segments of an Enterprise and Related Information". SFAS No. 131 establishes standards for the way public enterprises report information about operating segments in annual financial statements and requires those enterprises to report selected information about operating segments in interim financial reports issued to stockholders.

FONAR CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2002

NOTE 20 - SEGMENT AND RELATED INFORMATION (CONTINUED)

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.

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

	Medical Equipment	Physician Management Services	Totals
	-----	-----	-----
Fiscal 2002:			
Net revenues from external customers	\$ 16,153,131	\$ 28,525,439	\$ 44,678,570
Intersegment net revenues	\$ 1,050,599	\$ -	\$ 1,050,599
Loss on impairment of management agreements	\$ -	\$ (4,700,000)	\$ (4,700,000)
Operating loss	\$ (15,433,351)	\$ (4,290,752)	\$ (19,724,103)
Depreciation and amortization	\$ 2,727,794	\$ 2,679,390	\$ 5,407,184
Compensatory element of stock issuances	\$ 1,715,678	\$ 2,996,485	\$ 4,712,163
Total identifiable assets	\$ 40,179,100	\$ 32,650,687	\$ 72,829,787
Capital expenditures	\$ 2,107,509	\$ 1,470,743	\$ 3,578,252
Fiscal 2001:			
Net revenues from external customers	\$ 10,497,809	\$ 31,775,492	\$ 42,273,301
Intersegment net revenues	\$ 1,039,499	\$ -	\$ 1,039,499
Operating (loss) income	\$ (17,205,614)	\$ 990,997	\$ (16,214,617)
Depreciation and amortization	\$ 2,203,591	\$ 2,509,176	\$ 4,712,767
Compensatory element of stock issuances	\$ 1,684,136	\$ 2,360,690	\$ 4,044,826
Total identifiable assets	\$ 45,938,960	\$ 38,961,453	\$ 84,900,413
Capital expenditures	\$ 3,039,866	\$ 1,082,385	\$ 4,122,251

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Fiscal 2000:

Net revenues from external customers	\$ 5,971,064	\$ 30,183,733	\$ 36,154,797
Intersegment net revenues	\$ 1,227,075	\$ -	\$ 1,227,075
Operating (loss) income	\$ (17,984,534)	\$ 2,477,962	\$ (15,506,572)
Depreciation and amortization	\$ 1,817,547	\$ 2,638,529	\$ 4,456,076
Compensatory element of stock issuances	\$ 926,421	\$ 1,003,285	\$ 1,929,706
Total identifiable assets	\$ 43,045,691	\$ 41,367,346	\$ 84,413,037
Capital expenditures	\$ 2,081,551	\$ 940,795	\$ 3,022,346

FONAR CORPORATION AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 JUNE 30, 2002

NOTE 20 - SEGMENT AND RELATED INFORMATION (Continued)

Export Product Sales

The Company's areas of operations are principally in the United States. The Company had export sales of medical equipment amounting to 25.8% and 63.0% of product sales revenues to third parties for the years ended June 30, 2002, and 2000, respectively. There were no foreign product sales during the year-ended June 30, 2001.

The foreign product sales were made to customers in the following locations:

	2002 -----	2000 ----
Scotland	25.8%	-%
Spain	-	63.0
	-----	----
	25.8%	63.0%
	=====	=====

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 27.7%, 33.7% and 46.3% of consolidated net service and repair fees for the years ended June 30, 2002, 2001 and 2000, respectively. The foreign service and repair fees were provided principally to the following locations:

	2002 -----	2001 -----	2000 -----
Korea	9.3 %	11.9%	14.9%
Spain	3.7	.3	-
Mexico	3.0	3.5	3.8
Puerto Rico	3.5	4.1	4.9
Saudi Arabia	4.5	8.4	4.7
Poland	3.7	4.0	14.9
India	-	1.5	3.1
	-----	-----	-----

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27.7% 33.7% 46.3%
 ===== ===== =====

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

FONAR CORPORATION AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 JUNE 30, 2002

NOTE 21 - QUARTERLY FINANCIAL DATA (UNAUDITED)

(000's omitted, except per share data)

Quarter Ended:	September 30, 2001	December 31, 2001	March 31, 2002	June 30, 2002
-----	-----	-----	-----	-----
Total Revenues - Net	\$ 10,153	\$ 9,766	\$ 10,953	\$ 13,807
Total Costs and Expenses	13,535	13,797	14,804	22,267
Loss from Operations	(3,382)	(4,031)	(3,851)	(8,460)
Net Loss	(3,847)	(4,710)	(5,050)	(9,275)
Basic and Diluted Net Loss Per Share	\$ (0.06)	\$ (0.08)	\$ (0.08)	\$ (0.14)

(000's omitted, except per share data)

Quarter Ended:	September 30, 2001	December 31, 2001	March 31, 2002	June 30, 2002
-----	-----	-----	-----	-----
Total Revenues - Net	\$ 9,091	\$ 9,946	\$ 11,978	\$ 11,258
Total Costs and Expenses	13,090	13,904	14,804	16,690
Loss from Operations	(3,999)	(3,958)	(2,826)	(5,432)
Net Loss	(3,907)	(3,014)	(2,801)	(5,462)
Basic and Diluted Net Loss Per Share	\$ (0.07)	\$ (0.05)	\$ (0.05)	\$ (0.09)

NOTE 22 - SUBSEQUENT EVENT

During the quarter ended September 30, 2002, the Company granted approximately 1,900,000 incentive stock options to various employees which are exercisable at \$1.125 per share and expire ten years from the date of grant.

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

Effective as of September 10, 2002, the Company, as a result of the recent

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merger of several of the partners of Grassi & Co., CPAs, P.C. into Marcum & Kliegman LLP, in order to retain the services of the individual partners and staff accountants who have been serving the Company as its independent certifying public accountants since fiscal 1990, the Company dismissed Grassi & Co. and engaged Marcum & Kliegman. There were no disagreements with Grassi & Co. or other matters requiring disclosure under Regulation S-K, Item 304(b). This change in accountants was previously reported in the Company's 8-K filed on September 16, 2002, as amended by the 8-K/A filed on October 2, 2002.

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.

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

Raymond V. Damadian, M.D.	66	President, Treasurer, Chairman of the Board and a Director
David B. Terry	55	Vice President and Secretary
Claudette J.V. Chan	65	Director
Robert J. Janoff	75	Director
Charles N. O'Data	66	Director
Robert Djerejian	70	Director

Raymond V. Damadian, M.D. has been the Chairman of the Board and President of FONAR since its inception 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 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 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. 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

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with the Company. Mr. Terry is the brother-in-law of Raymond V. Damadian and uncle of Timothy R. 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 and aunt of Timothy R. 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 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 an independent financial consultant to various entities, including Pittsburgh National Bank. 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.

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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, 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.

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 the Company during fiscal 2002 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 2002.

I. SUMMARY COMPENSATION TABLE

Annual Compensation					Long Term Compensation			
(a) Name and Principal Position	(b) Year	(c) Salary (\$)	(d) Bonus (\$)	(e) Other Annual Compen- sation (\$)	Awards		Payouts	
					(f) Restricted Stock Award(s) (\$)	(g) Options SARs (#)	(h) LTIP Payouts (\$)	(i) All Other Compen- sation (\$)
Raymond V. Damadian, CEO	2002	\$86,799.96	-	-	-	-	-	-
	2001	\$86,799.96	-	-	-	-	-	-
	2000	\$86,799.97	-	-	-	-	-	-

II. OPTION/SAR GRANTS IN LAST FISCAL YEAR

Individual Grants					Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term		Alternative to (f) and (g): Grant Date Value
(a)	(b)	(c) % of Total Options/ SARs Granted to Employees in Fiscal	(d) Exercise or Base Price	(e) Expiration	(f)	(g)	(h) Grant Date Present

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Name	(#)	Year	(\$/Sh)	Date	5% (\$)	10% (\$)	Value \$
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 (#) Exercisable/Unexercisable	(e) Value of Unexercised In-the-Money Options/SARs at FY-End (\$) Exercisable/Unexercisable
Raymond V. Damadian, President and CEO	0	-	0	-

EMPLOYEE COMPENSATION PLANS

Equity Compensation Plan Information as of June 30, 2002

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 not approved by security holders	1,061,763	\$2.06	3,900,369
Equity compensation plans not approved by security holders	-	N/A	1,701,016
Total	1,061,763	\$2.06	5,601,385

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 permits the issuance of stock options covering an aggregate of 1,500,000 shares

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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 1993 Stock Option Plan will terminate on March 25, 2003. As of June 30, 2002, no options to purchase shares of Common Stock were available for future grant under the plan.

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, 2002, options to purchase 3,900,369 shares of Common Stock of FONAR were available for future grant.

FONAR's 2000 Stock Bonus Plan, adopted on October 1, 2000, permits FONAR to issue on 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 2000 Stock Bonus Plan will terminate on September 30, 2010. As of June 30, 2002, no shares of Common Stock of FONAR were available for future grant.

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.

Fonar's 2002 Stock Bonus Plan, adopted on June 1, 2002, permits Fonar to issue an aggregate 2,000,000 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 2002 Stock Bonus Plan will terminate on May 31, 2012. As of June 30, 2002 1,701,061 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, 2002, 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

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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, 2002, 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, 2002, 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 the Company's securities held by each director, by each person known by the Company to own in excess of five percent of the Company's voting securities and by all officers and directors as a group as of September 20, 2002.

Name and Address of Beneficial Owner (1)	Shares Beneficially Owned	Percent of Class
-----	-----	-----
Raymond V. Damadian, M.D. c/o FONAR Corporation Melville, New York Director, President CEO, 5% + Stockholder		
Common Stock	2,488,274	3.38%
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	50,000	*
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	2,548,220	3.46%
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.

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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 6,286 shares of Common Stock held by an officer.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.

Background.

On April 7, 1989, at a time when the Company lacked both the financing and working capital to establish its own centers, Donna Damadian, the wife of Raymond V. Damadian, M.D., Chairman and President of the Company, purchased from FONAR a scanner for a purchase price of \$1,508,000 (the price paid by FONAR's customers for like equipment). \$1.2 million was paid in cash, providing a much needed cash infusion for the Company, and the balance was paid over time with interest pursuant to a promissory note of even date. The scanner was leased to Macon Magnetic Resonance Imaging, P.C., a Georgia professional corporation wholly-owned by, and of which Dr. Damadian is, the President. Thereafter, between 1990 and 1996, Raymond V. Damadian, M.D. MRI Scanning Centers Management Company, a Delaware corporation of which Dr. Damadian was the sole stockholder, director and President ("RVDC"), purchased and leased scanners from FONAR to establish a network of professional corporations operating MRI scanning centers ("Centers"), including the Macon Center, in New York, Florida, Georgia and other locations. Dr. Damadian was 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 ("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 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.

In connection with and immediately prior to the sale of RVDC to HMCA, certain leases and sales of scanners to RVDC were terminated. The scanners were then leased directly to the Centers at which they were installed pursuant to new scanner leases between HMCA and the Centers.

NEW AGREEMENTS WITH HMCA.

Effective July 1, 1997, immediately following the effective date of the acquisition of RVDC by HMCA, all previous management arrangements between RVDC and the Centers were terminated and new management agreements were entered into by the Centers and 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

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and utilities to the Centers. Under the Management Agreements, HMCA provides service through FONAR for the scanners at the Centers, eliminating the need for the Centers to have separate service agreements for their scanners. In total, 13 MRI Centers, both those previously managed by RVDC and additional Centers opened after the acquisition, have management agreements with HMCA.

In addition, HMCA is providing the MRI scanners used at 2 of the 13 Centers pursuant to scanner leases.

The fees to HMCA under both the management agreements and the scanner leases are on a per scan basis.

During the fiscal years ended June 30, 2002 and June 30, 2001 the net revenues received by HMCA from the MRI Centers owned by Dr. Damadian were approximately \$15.5 million and \$14.8 million respectively.

Effective December 1, 1993, one of the Centers, Albany Magnetic Resonance Imaging, P.C. (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 the Company's 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 the Company, providing for 18 monthly payments of \$35,000 each. Following payment of the lease, the remaining \$554,767 of the purchase price due to the Company was required to be paid pursuant to a promissory note, with interest at 10% per annum, over an 18 month term (17 payments 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 payments are in arrears. As of June 30, 2002, \$102,553.78 in principal and interest (\$89,951.41 in principal) were owed by the Albany Center to Fonar.

Effective December 1, 1993, Daytona Beach Magnetic Resonance Imaging, P.A. (the "Daytona Beach Center"), a Florida professional association 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 \$1,416,717, 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, \$328,044 was paid by the assumption and payment of the Company's 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 Daytona Beach Center, guaranteed by the Company, providing for 18 monthly payments of \$20,000 each. The remaining \$1,088,673 of the purchase price due to the Company was required to be paid pursuant to a promissory note, with interest at 10% per annum. In May, 1999, the payment terms for the outstanding balance of \$1,001,507 were restructured to provide for 84 equal monthly payments (including interest at the rate of 10% per annum) of \$16,626.20 each commencing May 1999. During fiscal 2001, FONAR took back the scanner in satisfaction of the outstanding indebtedness. The Daytona Beach Center then purchased a new QUAD(TM) MRI scanner from FONAR for a purchase price of \$960,000, which is payable with interest a rate of 8.5% per annum in 59 monthly payments of \$11,902.62 each and one final installment of \$580,148.53. This indebtedness was in arrears of six months as of June 30, 2002 and four months as of September, 30, 2002. The Daytona Beach Center is party to service agreement with Fonar for its scanner. The rate in effect for the July 1, 2002 to June 30, 2002 year is \$50,000 per annum.

On June 30, 1994, Melville MRI, P.C. (the "Melville Center"), a New York professional corporation of which Raymond V. Damadian is the sole shareholder,

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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 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 \$111,431.12 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 has been increased by an additional principal amount of \$10,000 per month to be applied toward the balance due. This indebtedness was six months in arrears on June 30, 2002 and four months in arrears on September 30, 2002.

ACQUISITION OF THE AFFORDABLE COMPANIES.

Effective June 30, 1997, HMCA acquired a group of several interrelated corporations, limited liability companies and a partnership engaged in managing three diagnostic imaging centers and one multi-specialty practice in New York State (the "Affordable Companies") pursuant to a series of transactions concluding with a merger between a wholly-owned subsidiary of HMCA and Affordable Diagnostics, Inc. Concurrently with the acquisition, Raymond V. Damadian purchased three New York professional corporations to which the Affordable Companies were providing their services under several agreements. Dr. Damadian is the sole stockholder, director and President of these professional corporations (the "Affordable Professional Corporations"). During the fiscal year ended June 30, 2002, the net revenues from the Affordable Professional Corporations were approximately \$4.3 million.

ACQUISITION OF A & A SERVICES.

Effective March 20, 1998, HMCA acquired A & A Services, Inc. ("A & A Services"), an management company managing four primary care practices in Queens County, New York. Concurrently with the acquisition, Raymond V. Damadian purchased the four New York professional service corporations under contract with A & A Services (the "A & A Professional Corporations"). During the fiscal year ended June 30, 2002, the net revenues from the A & A Professional Corporations were \$1.6 million.

ACQUISITION OF DYNAMIC HEALTH CARE MANAGEMENT

Effective August 20, 1998, HMCA acquired Dynamic Health Care Management, Inc. ("Dynamic"), an MSO managing three physician practices in Nassau and Suffolk Counties on Long Island, New York. Concurrently with the acquisition, Raymond V. Damadian purchased two professional service corporations under contract with Dynamic (the "Dynamic Professional Corporations"). During the fiscal year ended June 30, 2002, the net revenues from the Dynamic Professional Corporations were \$5.97 million.

OTHER TRANSACTIONS

HMCA performs management services for Superior Medical Services, P.C. ("Superior"), a New York professional corporation of which Raymond V. Damadian is the sole stockholder, director and President. Superior conducts multi-specialty practices at locations in Yonkers, Elmont, Elmhurst and Riverdale, New York. During the fiscal year ended June 30, 2002, the net revenues from Superior were \$5.5 million.

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Pursuant to an agreement dated March 31, 1993, RVDC agreed to purchase the Company's general partnership interest (approximately 92% of the partnership) in a partnership owning and operating an MRI scanning center in Bensonhurst (Brooklyn), New York. Robert Janoff, a director of the Company, is a limited partner in the partnership. The partnership is also party to a service agreement with the Company. The current annual rate is \$50,000 for the one year service contract from July 1, 2002 to July 30, 2003. The rate in effect during the prior year was also \$50,000. In addition, during the 2002 fiscal year, the partnership agreed to purchase a Stand-Up(TM) MRI scanner from Fonar for a purchase price of \$1,450,000.

Pursuant to an agreement dated September 30, 1993, AMD sold its interests in a partnership operating an MRI scanning center in Melbourne, Florida to Melbourne Magnetic Resonance Imaging, P.A. (the "Melbourne Facility"), for a purchase price of \$150,000. The purchase price is payable, with interest at 10% per annum, over a period of fifteen months commencing September 1, 1995 as follows: \$13,500 per month for the first fourteen months and \$1,185.60 for the fifteenth month. The Melbourne Facility is a Florida professional corporation of which Raymond V. Damadian is the sole stockholder, director and President. The partnership is presently inactive and this indebtedness has been written off by the Company as uncollectable.

Pursuant to an agreement dated September 30, 1993, AMD sold to Dade County MRI, P.A. its interests in a partnership which had formerly operated an MRI scanning center in Miami, Florida. The purchase price of \$100,000 is payable, with interest at 10% per annum, in sixty (60) equal consecutive monthly installments of principal and interest (including interest accrued from September 30, 1993), commencing 90 days after the scanner is placed in service. The partnership is presently inactive. Dade County MRI, P.A. is a Florida professional association of which Raymond V. Damadian is the sole stockholder, director and President. This indebtedness has been written off by the Company as uncollectable.

Pursuant to a sales agreement dated April 1, 1996, RVDC agreed to purchase an MRI scanner with certain upgrades from the Company which RVDC then contributed to Orlando MRI Associates, Limited Partnership (the "Orlando Partnership"), a limited partnership. The Orlando Partnership is utilizing the scanner at a site located in Orlando, Florida. The sales agreement provided for a purchase price of \$400,000 payable in installments as follows: (1) \$40,000 down payment within thirty (30) days of execution and (2) \$360,000 in 84 monthly installments of \$5,611.04 each (inclusive of interest at 8% per annum) pursuant to a promissory note executed by RVDC upon acceptance of the scanner. This indebtedness has been written off by the Company. The Orlando Partnership was party to a service agreement for its scanner with the Company at an annual fee of \$50,000 for the period from April 8, 2001 through April 7, 2002. The price in effect for the prior year was also \$50,000. Timothy Damadian, the son of Raymond V. Damadian, is a limited partner in Orlando.

Pursuant to an agreement dated March 1, 1999, Dublin Magnetic Resonance Imaging, P.C., ("Dublin"), a Georgia professional corporation which Raymond V. Damadian is the sole stockholder, director and President, agreed to lease a used Fonar Beta(TM) 3000M Mobile MRI Scanner from the Company at a monthly rental of \$4,840.08 commencing on September 1, 1999 and continuing for thirty-six (36) months. At the conclusion of the lease period Dublin will have the option to purchase the scanner for a price of \$1.00. This indebtedness was two months in arrears on June 30, 2002 but has been paid in full as of September 30, 2002.

Pursuant to an agreement dated December 1, 1999, Damadian MRI in Garden City, P.C. ("Garden City") a New York professional corporation of which Raymond V. Damadian is the sole stockholder, director and President, agreed to lease a Fonar QUAD(TM) MRI Scanner from the Company for a term of five years at a

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monthly rental of \$12,356.09. Upon the conclusion of the five year term, Garden City may elect to purchase the scanner for \$581,544.42 or extend the lease for an additional five year period at the same monthly rental. If the lease term is extended, then Garden City will have the option to purchase the scanner at the end of the second five year period for a purchase price of \$1.00. The term of the lease commenced on June 12, 2000 upon acceptance of the scanner. Payments are due on the twelfth of the month commencing June 12, 2000. This indebtedness was six months in arrears as of June 30, 2002 and was current on September 30, 2002. A balance of \$14,285.08 was owing as of September 30, 2002 following a payment of \$800,000.

Pursuant to an agreement dated February 1, 2000, Deerfield Magnetic Resonance Imaging, P.A. ("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. Upon the conclusion of the five year term, Deerfield may elect to purchase the scanner for \$581,544.42 or extend the lease for an additional five year period at the same monthly rental. If the lease term is extended, then Deerfield will have the option to purchase the scanner at the end of the second five year period for a purchase price of \$1.00. The term of the lease commenced on July 18, 2000 upon the acceptance of the scanner. Lease payments are due on the first of the month, commencing August 1, 2000. This indebtedness was six months in arrears as of June 30, 2002 and was current on September 30, 2002. A balance of \$25,288.12 was owing as of September 30, 2002 following a payment of \$800,000.

Canarsie MRI Associates ("Canarsie"), a joint venture partnership of which MRI Specialties, Inc. ("Specialties") is an owner, is party to a service agreement for its scanner with the Company at an annual fee of \$70,000 for the period from September 1, 2001 through August 31, 2002. The price in effect during the prior year was also \$70,000. In addition, 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 has been paid and \$450,000 is payable pursuant to a note over a period of 7 years at 6% interest per annum. The monthly payment is \$6,573.85 commencing December 1, 2001. Timothy Damadian, the son of Raymond V. Damadian, is the sole stockholder, director and President of Specialties.

Pompano MRI Associates ("Pompano"), a joint venture partnership of which Guardian MRI, Inc. ("Guardian") is an owner, was party to a service agreement for its scanner with the Company at an annual fee of \$70,000 for the period from October 1, 2000 through September 30, 2001. The price in effect during the prior year was also \$70,000. In addition, during fiscal 2002, Pompano purchased a Stand-Up(TM) MRI scanner from FONAR for a purchase price of \$1,400,000. Timothy Damadian, the son of Raymond V. Damadian, is a stockholder, director and officer of Guardian.

During fiscal 2001, Damadian MRI in Orlando, P.A. ("Orlando MRI"), a Florida professional association of which Raymond V. Damadian is the sole stockholder, director and President, purchased a Stand-Up(TM) MRI scanner from FONAR for a purchase price of \$1,500,000. The purchase price has been paid in full.

During fiscal 2001, Damadian MRI at Islandia, P.C. ("Islandia") a New York professional corporation of which Raymond V. Damadian is the sole stockholder, director and President, purchased a Stand-Up(TM) MRI scanner from FONAR for a purchase price of \$1,350,000. The purchase price has been paid in full.

During fiscal 2001, Black Bear Management LLC, a New York limited liability company of which TRD Services, Inc. ("TRD") is a member, agreed to purchase a Stand-Up(TM) MRI scanner from FONAR for a purchase price of \$1,400,000. Timothy Damadian, the son of Raymond V. Damadian, is the stockholder, director and

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President of TRD. The scanner has been delivered, installed and paid in full.

During fiscal 2002, Damadian MRI at Elmhurst, P.C. ("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.

During fiscal 2002, Tallahassee MRI, P.A. ("Tallahassee"), a Florida professional association of which Raymond V. Damadian is the sole stockholder, director and President, agreed to lease a QUAD(TM) MRI scanner from FONAR on a fee per scan basis of \$350 per MRI scan performed.

During fiscal 2002, Central Island MRI, P.C. ("Central Island"), a New York professional corporation of which Raymond V. Damadian is the sole stockholder, director and President, agreed to purchase a Stand-Up(TM) MRI scanner from Fonar for a purchase price of \$1,650,000.

During fiscal 2002, Bronx MRI Associates, LLC, a New York limited liability company of which Raymond V. Damadian and Donna Damadian, jointly, TRD Services, Inc. ("TRD"), JAD Ventures, Inc. ("JAD"), Keira Reinmund, Thomas Terry and Constance Terry, among others, are members, purchased a Stand-Up(TM) MRI scanner for a purchase price of \$1,400,000. 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.

During fiscal 2002, Deer Park Management Services, LLC, a New York limited liability company of which TRD and JAD are, among others, members, agreed to purchase a Stand-Up(TM) MRI scanner from Fonar for a purchase price of \$1,400,000. TRD and JAD are owned by Timothy Damadian and Jevan Damadian, respectively, who are the sons of Raymond V. Damadian.

During fiscal 2002, Long Island Management Services, LLC, a New York limited liability company of which TRD, JAD and Donna Damadian are, among others, members, agreed to purchase a Stand-Up(TM) MRI scanner from Fonar for a purchase price of \$1,400,000. 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 first quarter of fiscal 2003, Miami MRI Associates, LLC, a Florida limited liability company of which TRD, JAD and Donna Damadian are, among other parties, members, agreed to purchase a Stand-Up(TM) MRI from Fonar for a purchase price of \$1,400,000. 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.

PART IV

ITEM 14. CONTROLS AND PROCEDURES

Management believes that its disclosure controls and procedures in place are effective to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others in these entities in a timely manner so that appropriate disclosures can be made and appropriate corporate action be taken.

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K.

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a) FINANCIAL STATEMENTS AND SCHEDULES

The following consolidated financial statements are included in Part II, Item 8.

Report of Independent Certified Public Accountants.

Consolidated Balance Sheets as at June 30, 2002 and 2001.

Consolidated Statements of Operations for the Three Years Ended June 30, 2002, 2001 and 2000.

Consolidated Statements of Stockholders' Equity for the Three Years Ended June 30, 2002, 2001 and 2000.

Consolidated Statements of Cash Flows for the Three Years Ended June 30, 2002, 2001 and 2000.

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 thereto.

b) REPORTS ON FORM 8-K

None.

c) EXHIBITS

- 3.1 Certificate of Incorporation, as amended, of the Company incorporated herein 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 Company incorporated by reference to Exhibit 4.1 to the Registrant's registration statement on Form S-8, Commission File No. 33-62099.
- 3.3 By-Laws, as amended, of the Company incorporated herein 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 herein 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 herein by reference to Exhibit 4.2 to the Registrant's registration statement on Form S-1, Commission File No. 33-13365.
- 10.1 License Agreement between FONAR and Raymond V. Damadian incorporated herein 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 herein by reference to Exhibit 10 (a) to Form 10-K for the fiscal year ended June 30, 1983, Commission File No. 0-10248, and amendments thereto dated as of March 7, 1984 and dated August 22, 1984, incorporated herein by referenced to Exhibit 28 (a) to Form 10-K for the year ended June 30, 1984, Commission File No. 0-10248.

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- 10.3 1984 Incentive Stock Option Plan incorporated herein 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 herein 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 herein 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 herein 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 FONAR and Reckson Associates incorporated herein 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 herein 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 herein 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 herein 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 herein 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 herein 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 herein 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 herein 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 herein 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 herein by reference to Exhibit 28.2 to the Registrant's registration statement on Form S-8, Commission File No: 333-27411.
- 10.17 Stock Purchase Agreement, dated July 31, 1997, by and between U.S. Health Management Corporation, Raymond V. Damadian, M.D. MR Scanning Centers Management Company and Raymond V. Damadian, incorporated herein by reference to Exhibit 2.1 to the Registrant's Form 8-K, July 31, 1997, commission File No: 0-10248.

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- 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 herein 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 herein 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 herein 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 herein 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 herein 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 herein by reference to Exhibit 99.1 to the Registrant's registration statement on Form S-8, Commission File No.: 333-96557.
21. Subsidiaries of the Registrant. See Exhibits.
- 99.1 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: October 4, 2002

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)	October 4, 2002

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/s/ Claudette J.V. Chan Claudette J.V. Chan	Director	October 4, 2002
/s/ Robert J. Janoff Robert J. Janoff	Director	October 4, 2002
/s/ Charles N. O'Data Charles N. O'Data	Director	October 4, 2002
/s/ Robert Djerejian Robert Djerjian	Director	October 4, 2002

CERTIFICATION

I, Raymond V. Damadian, certify that:

1. I have reviewed this annual report on Form 10-K of Fonar Corporation;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements made, not misleading with respect to the period covered by this annual report; and
3. Based on my knowledge, the financial statements, and other financial information, included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report.

Date: October 4, 2002

/s/Raymond V. Damadian
Raymond V. Damadian
President, Principal Executive Officer and Acting Principal
Financial Officer

CORPORATE INFORMATION

Corporate Headquarters

110 Marcus Drive
Melville, NY 11747
(631) 694-2929

Investor Relations

FONAR Corporation
110 Marcus Drive
Melville, NY 11747
(631) 694-2929

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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