

FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

For the quarterly period ended **DECEMBER 31, 2021**
Commission file number 0-10248



FONAR CORPORATION

(Exact name of registrant as specified in its charter)

<u>DELAWARE</u>	<u>11-2464137</u>
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
<u>110 Marcus Drive Melville, New York</u>	<u>11747</u>
(Address of principal executive offices)	(Zip Code)

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

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter) during the preceding 12 months (or for shorter period that the registrant was required to submit such files YES NO

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

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

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock	FONR	NASDAQ Capital Market

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

<u>Class</u>	<u>Outstanding at February 4, 2022</u>
Common Stock, par value \$.0001	6,554,210
Class B Common Stock, par value \$.0001	146
Class C Common Stock, par value \$.0001	382,513
Class A Preferred Stock, par value \$.0001	313,438

FONAR CORPORATION AND SUBSIDIARIES

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FONAR CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Amounts and shares in thousands, except per share amounts)
(UNAUDITED)

ASSETS

	December 31, 2021	June 30, 2021 *
Current Assets:		
Cash and cash equivalents	\$ 44,851	\$ 44,460
Short term investments	32	32
Accounts receivable – net	4,106	4,526
Accounts receivable - related party	60	12
Medical receivable – net	18,775	17,901
Management and other fees receivable – net	32,136	30,948
Management and other fees receivable – related medical practices – net	8,293	7,814
Inventories	2,099	1,663
Prepaid expenses and other current assets	1,249	1,227
Total Current Assets	111,601	108,583
Accounts receivable – long term	2,316	2,880
Deferred income tax asset	13,522	15,959
Property and equipment – net	21,819	21,850
Right-of-use Asset – operating lease	34,767	30,133
Right-of-use Asset – financing lease	1,028	1,127
Goodwill	4,269	4,269
Other intangible assets – net	3,855	4,038
Other assets	553	667
Total Assets	\$ 193,730	\$ 189,506

*Condensed from audited financial statements.

See accompanying notes to condensed consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Amounts and shares in thousands, except per share amounts)
(UNAUDITED)

LIABILITIES AND STOCKHOLDERS' EQUITY

	December 31, 2021	June 30, 2021 *
Current Liabilities:		
Current portion of long-term debt and capital leases	\$ 39	\$ 173
Accounts payable	775	1,866
Other current liabilities	4,617	9,162
Unearned revenue on service contracts	3,971	4,366
Unearned revenue on service contracts – related party	55	—
Contract liabilities	15	15
Operating lease liability - current portion	3,592	3,533
Financing lease liability - current portion	206	203
Customer deposits	454	731
Total Current Liabilities	13,724	20,049
Long-Term Liabilities:		
Unearned revenue on service contracts	2,290	2,801
Deferred income tax liability	238	238
Due to related medical practices	93	93
Operating lease liability – net of current portion	33,681	28,975
Financing lease liability – net of current portion	944	1,049
Long-term debt and capital leases, less current portion	180	760
Other liabilities	138	171
Total Long-Term Liabilities	37,564	34,087
Total Liabilities	51,288	54,136

*Condensed from audited financial statements.

See accompanying notes to condensed consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Amounts and shares in thousands, except per share amounts)
(UNAUDITED)

LIABILITIES AND STOCKHOLDERS' EQUITY (Continued)

	December 31, 2021	June 30, 2021 *
STOCKHOLDERS' EQUITY:		
Class A non-voting preferred stock \$.0001 par value; 453 shares authorized at December 31, 2021 and June 30, 2021, 313 issued and outstanding at December 31, 2021 and June 30, 2021	\$ —	\$ —
Preferred stock \$.001 par value; 567 shares authorized at December 31, 2021 and June 30, 2021, issued and outstanding – none	—	—
Common Stock \$.0001 par value; 8,500 shares authorized at December 31, 2021 and June 30, 2021, 6,566 issued at December 31, 2021 and June 30, 2021, 6,554 outstanding at December 31, 2021 and June 30, 2021	1	1
Class B Common Stock (10 votes per share) \$.0001 par value; 227 shares authorized at December 31, 2021 and June 30, 2021; .146 issued and outstanding at December 31, 2021 and June 30, 2021	—	—
Class C Common Stock (25 votes per share) \$.0001 par value; 567 shares authorized at December 31, 2021 and June 30, 2021, 383 issued and outstanding at December 31, 2021 and June 30, 2021	—	—
Paid-in capital in excess of par value	184,531	185,101
Accumulated deficit	(38,101)	(46,008)
Treasury stock, at cost - 12 shares of common stock at December 31, 2021 and June 30, 2021	(675)	(675)
Total Fonar Corporation's Stockholders' Equity	145,756	138,419
Noncontrolling interests	(3,314)	(3,049)
Total Stockholders' Equity	142,442	135,370
Total Liabilities and Stockholders' Equity	\$ 193,730	\$ 189,506

*Condensed from audited financial statements.

See accompanying notes to condensed consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Amounts and shares in thousands, except per share amounts)
(UNAUDITED)

	FOR THE THREE MONTHS ENDED DECEMBER 31,	
	2021	2020
REVENUES		
Patient fee revenue – net of contractual allowances and discounts	\$ 7,443	\$ 5,238
Product sales – net	198	3
Service and repair fees – net	1,907	1,862
Service and repair fees - related parties – net	28	28
Management and other fees – net	12,108	11,340
Management and other fees - related medical practices – net	2,795	2,693
Total Revenues – Net	24,479	21,164
COSTS AND EXPENSES		
Costs related to patient fee revenue	3,323	2,649
Costs related to product sales	190	192
Costs related to service and repair fees	719	608
Costs related to service and repair fees - related parties	10	9
Costs related to management and other fees	6,924	6,237
Costs related to management and other fees – related medical practices	1,690	1,522
Research and development	370	424
Selling, general and administrative	4,770	4,541
Total Costs and Expenses	17,996	16,182
Income From Operations	6,483	4,982
Other Income	47	—
Interest Expense	(23)	(16)
Investment Income	60	75
Income Before Provision for Income Taxes and Noncontrolling Interests	6,567	5,041
Provision for Income Taxes	(1,430)	(1,113)
Net Income	5,137	3,928
Net Income - Noncontrolling Interests	(1,117)	(817)
Net Income – Attributable to FONAR	\$ 4,020	\$ 3,111
Net Income Available to Common Stockholders	\$ 3,777	\$ 2,923
Net Income Available to Class A Non-Voting Preferred Stockholders	\$ 181	\$ 140
Net Income Available to Class C Common Stockholders	\$ 62	\$ 48
Basic Net Income Per Common Share Available to Common Stockholders	\$ 0.58	\$ 0.45
Diluted Net Income Per Common Share Available to Common Stockholders	\$ 0.57	\$ 0.44
Basic and Diluted Income Per Share – Class C Common	\$ 0.16	\$ 0.12
Weighted Average Basic Shares Outstanding – Common Stockholders	6,554	6,465
Weighted Average Diluted Shares Outstanding - Common Stockholders	6,682	6,593
Weighted Average Basic and Diluted Shares Outstanding – Class C Common	383	383

See accompanying notes to condensed consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Amounts and shares in thousands, except per share amounts)
(UNAUDITED)

	FOR THE SIX MONTHS ENDED DECEMBER 31,	
	2021	2020
REVENUES		
Patient fee revenue – net of contractual allowances and discounts	\$ 14,294	\$ 10,330
Product sales – net	346	31
Service and repair fees – net	3,844	3,788
Service and repair fees - related parties – net	55	55
Management and other fees – net	24,081	22,554
Management and other fees - related medical practices – net	5,589	5,386
Total Revenues – Net	48,209	42,144
COSTS AND EXPENSES		
Costs related to patient fee revenue	6,479	5,169
Costs related to product sales	299	325
Costs related to service and repair fees	1,443	1,234
Costs related to service and repair fees - related parties	21	18
Costs related to management and other fees	13,801	11,788
Costs related to management and other fees – related medical practices	3,326	2,950
Research and development	755	824
Selling, general and administrative	9,860	10,704
Total Costs and Expenses	35,984	33,012
Income From Operations	12,225	9,132
Other Income/(Expense)	858	(140)
Interest Expense	(40)	(38)
Investment Income	122	187
Income Before Provision for Income Taxes and Noncontrolling Interests	13,165	9,141
Provision for Income Taxes	(2,846)	(1,962)
Net Income	10,319	7,179
Net Income - Noncontrolling Interests	(2,412)	(1,560)
Net Income – Attributable to FONAR	\$ 7,907	\$ 5,619
Net Income Available to Common Stockholders	\$ 7,430	\$ 5,281
Net Income Available to Class A Non-Voting Preferred Stockholders	\$ 355	\$ 252
Net Income Available to Class C Common Stockholders	\$ 122	\$ 86
Basic Net Income Per Common Share Available to Common Stockholders	\$ 1.13	\$ 0.82
Diluted Net Income Per Common Share Available to Common Stockholders	\$ 1.11	\$ 0.80
Basic and Diluted Income Per Share – Class C Common	\$ 0.32	\$ 0.23
Weighted Average Basic Shares Outstanding – Common Stockholders	6,554	6,456
Weighted Average Diluted Shares Outstanding - Common Stockholders	6,682	6,584
Weighted Average Basic and Diluted Shares Outstanding – Class C Common	383	383

See accompanying notes to condensed consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Amounts and shares in thousands, except per share amounts)
(UNAUDITED)

For the Three Months Ending December 31, 2021

	Common Stock	Paid in capital in excess of par value	Accumulated Deficit	Treasury Stock	Non Controlling Interests	Total
Balance – September 30, 2021	\$ 1	\$185,101	(\$ 42,121)	(\$ 675)	(\$ 2,834)	\$139,472
Net income	—	—	4,020	—	—	4,020
Purchase of Non controlling interest	—	(570)	—	—	24	(546)
Distributions - Non controlling	—	—	—	—	(1,621)	(1,621)
Income - Non controlling interests	—	—	—	—	1,117	1,117
Balance – December 31, 2021	<u>\$ 1</u>	<u>\$184,531</u>	<u>(\$ 38,101)</u>	<u>(\$ 675)</u>	<u>(\$ 3,314)</u>	<u>\$142,442</u>

For the Three Months Ending December 31, 2020

	Common Stock	Paid in capital in excess of par value	Accumulated Deficit	Treasury Stock	Non Controlling Interests	Total
Balance - September 30, 2020	\$ 1	\$183,076	(\$ 53,707)	(\$ 675)	(\$ 642)	\$128,053
Issuance of Common Stock	—	2,025	—	—	—	2,025
Net income	—	—	3,111	—	—	3,111
Distributions - Non controlling Income - Non controlling interests	—	—	—	—	(2,130)	(2,130)
	—	—	—	—	817	817
Balance - December 31, 2020	<u>\$ 1</u>	<u>\$185,101</u>	<u>(\$ 50,596)</u>	<u>(\$ 675)</u>	<u>(\$ 1,955)</u>	<u>\$131,876</u>

FONAR CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Amounts and shares in thousands, except per share amounts)
(UNAUDITED)

For the Six Months Ending December 31, 2021

	Common Stock	Paid in capital in excess of par value	Accumulated Deficit	Treasury Stock	Non Controlling Interests	Total
Balance - June 30, 2021	\$ 1	\$185,101	(\$ 46,008)	(\$ 675)	(\$ 3,049)	\$135,370
Net income	—	—	7,907	—	—	7,907
Purchase of Non controlling interest	—	(570)	—	—	24	(546)
Distributions - Non controlling	—	—	—	—	(2,701)	(2,701)
Income - Non controlling interests	—	—	—	—	2,412	2,412
Balance - December 31, 2021	<u>\$ 1</u>	<u>\$184,531</u>	<u>(\$ 38,101)</u>	<u>(\$ 675)</u>	<u>(\$ 3,314)</u>	<u>\$142,442</u>

For the Six Months Ending December 31, 2020

	Common Stock	Paid in capital in excess of par value	Accumulated Deficit	Treasury Stock	Non Controlling Interests	Total
Balance - June 30, 2020	\$ 1	\$183,076	(\$ 56,215)	(\$ 675)	\$ 55	\$126,242
Issuance of Common Stock	—	2,025	—	—	—	2,025
Net income	—	—	5,619	—	—	5,619
Distributions - Non controlling	—	—	—	—	(3,570)	(3,570)
Income - Non controlling interests	—	—	—	—	1,560	1,560
Balance - December 31, 2020	<u>\$ 1</u>	<u>\$185,101</u>	<u>(\$ 50,596)</u>	<u>(\$ 675)</u>	<u>(\$ 1,955)</u>	<u>\$131,876</u>

FONAR CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts and shares in thousands, except per share amounts)
(UNAUDITED)

	FOR THE SIX MONTHS ENDED DECEMBER 31,	
	2021	2020
Cash Flows from Operating Activities:		
Net income	\$ 10,319	\$ 7,179
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	2,358	2,009
Amortization on right-of-use assets	1,644	1,922
Provision for bad debts	822	2,825
Deferred income tax – net	2,437	1,962
Compensatory element of stock issuances	—	83
Stock issued for costs and expenses	—	1,941
Abandoned patents	—	1
Gain on forgiveness of PPP loan	(701)	—
(Increase) decrease in operating assets, net:		
Accounts, medical and management fee receivable(s)	(2,429)	(5,549)
Notes receivable	22	25
Inventories	(436)	(195)
Income tax receivable	—	671
Prepaid expenses and other current assets	(33)	452
Other assets	102	(1)
Increase (decrease) in operating liabilities, net:		
Accounts payable	(1,090)	233
Other current liabilities	(5,395)	(2,748)
Operating lease liabilities	(1,414)	(1,657)
Financing lease liabilities	(101)	24
Customer deposits	(277)	378
Other liabilities	(33)	(3)
Net cash provided by operating activities	5,795	9,552
Cash Flows from Investing Activities:		
Purchases of property and equipment	(2,106)	(2,143)
Purchase of noncontrolling interests	(546)	—
Cost of patents	(38)	(90)
Net cash used in investing activities	(2,690)	(2,233)
Cash Flows from Financing Activities:		
Repayment of borrowings and capital lease obligations	(13)	(35)
Proceeds from debt	—	63
Distributions to noncontrolling interests	(2,701)	(3,570)
Net cash used in financing activities	(2,714)	(3,542)
Net Increase in Cash and Cash Equivalents	391	3,777
Cash and Cash Equivalents - Beginning of Period	44,460	36,802
Cash and Cash Equivalents - End of Period	\$ 44,851	\$ 40,579

See accompanying notes to condensed consolidated financial statements.

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2021 and 2020
(Amounts and shares in thousands, except per share amounts)
(UNAUDITED)

NOTE 1 – DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

Description of Business

Effective July 1, 2015, the Company restructured the corporate organization of the management of diagnostic imaging centers segment of our business. The reorganization was structured to more completely integrate the operations of Health Management Corporation of America and HDM. Imperial contributed all of its assets (which were utilized in the business of Health Management Corporation of America) to HDM and received a 24.2% interest in HDM. Health Management Corporation of America retained a direct ownership interest of 45.8% in HDM, and the original investors in HDM retained a 30.0% ownership interest in the newly expanded HDM. During the six months ended December 31, 2021, the Company purchased non-controlling interests from the minority shareholders for \$546,000. Currently the Company has a direct ownership interest of 70.8% and the investors' have a 29.2% ownership interest. The entire management of diagnostic imaging centers business segment is now being conducted by HDM, operating under the name "Health Management Company of America".

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and six months ended December 31, 2021, are not necessarily indicative of the results that may be expected for the fiscal year ending June 30, 2022. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K filed on October 13, 2021 for the fiscal year ended June 30, 2021.

During March 2020, the global pandemic of COVID-19 has caused turbulence and uncertainty in the United States and international markets and economies which has adversely effected our workforce, liquidity, financial conditions, revenues, profitability and business operations. Generally COVID-19 had caused us to require that much of our workforce work from home and has restricted the ability of our personnel to travel for marketing purposes or to service our customers. At the end of fiscal year ending June 30, 2020, the Company was able to enact certain decisions to allow the Company to survive during the global pandemic and from further losses or additional decreases in scan volume. The Company also received some government stimulus funds from the Paycheck Protection Program ("PPP") and Medicare advances/stimulus payments. During the six months ended December 31, 2021 the PPP loan was forgiven in its entirety. During fiscal 2022, the Company had to deal with the increased strictness in the enforcement of COVID-19 mandates, such as the requirement that employees in healthcare facilities be vaccinated, along with the newer omicrom variant that is more transmissible. As a result, the Company experienced absences due to illness and the loss of unvaccinated employees whose duties required them to be in contact with patients. Due to these conditions, the Company was sometimes unable to keep scanning facilities open for all shifts and as a result there was a slight decrease in scans during the second quarter of fiscal 2022. The Company has been able to navigate through these challenges and avoid any significant disruption of the business and the volume has recently risen back almost to pre-COVID-19 levels. Although we are unable to predict if there will be additional consequences on our operations from the continuing global pandemic of COVID-19, the Company believes with positive cash flows, low debt and cash on hand, it will be able to continue operations going forward.

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2021 and 2020
(Amounts and shares in thousands, except per share amounts)
(UNAUDITED)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

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

Revenues

The revenue recognition standard in ASC 606 outlines a single comprehensive model for recognizing revenue as performance obligations, defined in a contract with a customer as goods or services transferred to the customer in exchange for consideration, are satisfied. The standard also requires expanded disclosures regarding the Company’s revenue recognition policies and significant judgements employed in the determination of revenue.

Our revenues generally relate to net patient fees received from various payers and patients themselves under contracts in which our performance obligations are to provide diagnostic services to the patients. Revenues are recorded during the period our obligations to provide diagnostic services are satisfied. Our performance obligations for diagnostic services are generally satisfied over a period of less than one day. The contractual relationships with patients, in most cases, also involve a third-party payer (Medicare, Medicaid, managed care health plans and commercial insurance companies, including plans offered through the health insurance exchanges) and the transaction prices for the services provided are dependent upon the terms provided by (Medicare and Medicaid) or negotiated with (managed care health plans and commercial insurance companies) the third-party payers. The payment arrangements with third-party payers for the services we provide to the related patients typically specify payments at amounts less than our standard charges and generally provide for payments based upon predetermined rates per diagnostic services or discounted fee-for-service rates. Management continually reviews the contractual estimation process to consider and incorporate updates to laws and regulations and the frequent changes in managed care contractual terms resulting from contract renegotiations and renewals.

BUSINESS COMBINATION

When the qualifications for business combination accounting treatment are met, it requires us to recognize separately from goodwill the assets acquired and the liabilities assumed at their acquisition date fair values. Goodwill as of the acquisition date is measured as the excess of consideration transferred over the net of the acquisition date fair values of the assets acquired and the liabilities assumed. While we use our best estimates and assumptions to accurately value assets acquired and liabilities assumed at the acquisition date, our estimates are inherently uncertain and subject to refinement. As a result, during the measurement period, which may be up to one year from the acquisition date, we record adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period of final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to our consolidated statements of operations.

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2021 and 2020
(Amounts and shares in thousands, except per share amounts)
(UNAUDITED)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Earnings Per Share

Basic earnings per share ("EPS") is computed based upon the weighted average number of shares of common stock and stock equivalents outstanding, net of common stock. In accordance with ASC topic 260-10, "Participating Securities and the Two-Class method", the Company used the Two-Class method for calculating basic income per share and applied the if converted method in calculating diluted income per share for the three and six months ended December 31, 2021 and 2020.

Diluted EPS reflects the potential dilution from the exercise or conversion of all dilutive securities into common stock based on the average market price of common shares outstanding during the period. For the three and six months ended December 31, 2021 and 2020, diluted EPS for common shareholders includes 128 shares upon conversion of Class C Common.

Earnings Per Share

	Three months ended December 31, 2021			Three months ended December 31, 2020		
	Total	Common Stock	Class C Common Stock	Total	Common Stock	Class C Common Stock
Basic						
Numerator:						
Net income available to common stockholders	<u>\$4,020</u>	<u>\$ 3,777</u>	<u>\$ 62</u>	<u>\$3,111</u>	<u>\$ 2,923</u>	<u>\$ 48</u>
Denominator:						
Weighted average shares outstanding	<u>6,554</u>	<u>6,554</u>	<u>383</u>	<u>6,465</u>	<u>6,465</u>	<u>383</u>
Basic income per common share	<u>\$ 0.61</u>	<u>\$ 0.58</u>	<u>\$ 0.16</u>	<u>\$ 0.48</u>	<u>\$ 0.45</u>	<u>\$ 0.12</u>
Diluted						
Denominator:						
Weighted average shares outstanding		6,554	383		6,465	383
Convertible Class C Stock		<u>128</u>	<u>—</u>		<u>128</u>	<u>—</u>
Total Denominator for diluted earnings per share		<u>6,682</u>	<u>383</u>		<u>6,593</u>	<u>383</u>
Diluted income per common share		<u>\$ 0.57</u>	<u>\$ 0.16</u>		<u>\$ 0.44</u>	<u>\$ 0.12</u>

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2021 and 2020
(Amounts and shares in thousands, except per share amounts)
(UNAUDITED)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Earnings Per Share (Continued)

	Six months ended December 31, 2021			Six months ended December 31, 2020		
	Total	Common Stock	Class C Common Stock	Total	Common Stock	Class C Common Stock
Basic						
Numerator:						
Net income available to common stockholders	<u>\$7,907</u>	<u>\$ 7,430</u>	<u>\$ 122</u>	<u>\$5,619</u>	<u>\$ 5,281</u>	<u>\$ 86</u>
Denominator:						
Weighted average shares outstanding	<u>6,554</u>	<u>6,554</u>	<u>383</u>	<u>6,456</u>	<u>6,456</u>	<u>383</u>
Basic income per common share	<u>\$ 1.21</u>	<u>\$ 1.13</u>	<u>\$ 0.32</u>	<u>\$ 0.87</u>	<u>\$ 0.82</u>	<u>\$ 0.23</u>
Diluted						
Denominator:						
Weighted average shares outstanding		6,554	383		6,456	383
Convertible Class C Stock		<u>128</u>	<u>—</u>		<u>128</u>	<u>—</u>
Total Denominator for diluted earnings per share		<u>6,682</u>	<u>383</u>		<u>6,584</u>	<u>383</u>
Diluted income per common share		<u>\$ 1.11</u>	<u>\$ 0.32</u>		<u>\$ 0.80</u>	<u>\$ 0.23</u>

Recent Accounting Pronouncements

FASB, the Emerging Issues Task Force and the SEC have issued certain other accounting standards, updates, and regulations as of December 31, 2021 that will become effective in subsequent periods; however, management does not believe that any of those updates would have significantly affected our financial accounting measures or disclosures had they been in effect during 2021 or 2020, and it does not believe that any of those pronouncements will have a significant impact on our consolidated condensed financial statements at the time they become effective.

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2021 and 2020
(Amounts and shares in thousands, except per share amounts)
(UNAUDITED)

NOTE 3 – ACCOUNTS RECEIVABLE, MEDICAL RECEIVABLE AND MANAGEMENT AND OTHER FEES RECEIVABLE

Receivables, net is comprised of the following at December 31, 2021, and June 30, 2021:

	December 31, 2021		
	Gross Receivable	Allowance for doubtful accounts	Net
Accounts receivable	\$ 4,477	\$ 371	\$ 4,106
Accounts receivable - related party	\$ 60	—	\$ 60
Medical receivable	\$ 18,775	\$ —	\$ 18,775
Management and other fees receivable	\$ 48,943	\$ 16,807	\$ 32,136
Management and other fees receivable from related medical practices ("PC's")	\$ 12,280	\$ 3,987	\$ 8,293
	June 30, 2021		
	Gross Receivable	Allowance for doubtful accounts	Net
Accounts receivable	\$ 4,968	\$ 442	\$ 4,526
Accounts receivable - related party	\$ 12	—	\$ 12
Medical receivable	\$ 17,901	\$ —	\$ 17,901
Management and other fees receivable	\$ 46,735	\$ 15,787	\$ 30,948
Management and other fees receivable from related medical practices ("PC's")	\$ 11,998	\$ 4,184	\$ 7,814

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

Accounts Receivable

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

FONAR CORPORATION AND SUBSIDIARIES
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NOTE 3 – ACCOUNTS RECEIVABLE, MEDICAL RECEIVABLE AND MANAGEMENT AND OTHER FEES RECEIVABLE (CONTINUED)

Long Term Accounts Receivable

The Company will generate revenue from long-term, non-cancellable contracts to provide service and repair services. Future revenue to be recognized over the following four years as of December 31, 2021 is as follows:

2023	\$	1,020
2024		944
2025		289
2026		<u>37</u>
Total	\$	<u>2,290</u>

Medical Receivables

Medical receivables are due under fee-for-service contracts from third party payors, such as hospitals, government sponsored healthcare programs, patient’s legal counsel and directly from patients. Substantially all the revenue relates to patients residing in Florida. The carrying amount of the medical receivable is reduced by an allowance that reflects management’s best estimate of the amounts that will not be collected. The Company determines allowances for contractual adjustments and uncollectible accounts based on specific agings, specific payor collection issues that have been identified and based on payor classifications and historical experience at each site.

Management and Other Fees Receivable

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

Payment of the management fee receivables from the PC’s may be impaired by the inability of the PC’s to collect in a timely manner their medical fees from the third party payors, particularly insurance carriers covering automobile no-fault and workers compensation claims due to longer payment cycles and rigorous informational requirements and certain other disallowed claims. Approximately 67% and 66% of the PC’s’ net revenues for the three months ended December 31, 2021 and 2020, respectively, were derived from no-fault and personal injury protection claims. Approximately 67% and 66% of the PC’s’ net revenue for the six months ended December 31, 2021 and 2020, respectively, were derived from no-fault and personal injury protection claims. The Company considers the aging of its accounts receivable in determining the amount of allowance for doubtful accounts. The Company generally takes all legally available steps to collect its receivables. Credit losses associated with the receivables are provided for in the condensed consolidated financial statements and have historically been within management’s expectations.

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NOTE 3 – ACCOUNTS RECEIVABLE, MEDICAL RECEIVABLE AND MANAGEMENT AND OTHER FEES RECEIVABLE (CONTINUED)

Management and Other Fees Receivable (Continued)

Net revenues from management and other fees charged to the related PCs accounted for approximately 11.4% and 12.7% of the consolidated net revenues for the three months ended December 31, 2021 and 2020, respectively. Net revenues from management and other fees charged to the related PCs accounted for approximately 11.6% and 12.8% of the consolidated net revenues for the six months ended December 31, 2021 and 2020, respectively.

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

The Company's patient fee revenue, net of contractual allowances and discounts for the three and six months ended December 31, 2021 and 2020 are summarized in the following table.

	For the Three Months Ended December 31,	
	2021	2020
Commercial Insurance/ Managed Care	\$ 1,068	\$ 966
Medicare/Medicaid	273	206
Workers' Compensation/Personal Injury	4,344	3,543
Other	1,758	523
Patient Fee Revenue, net of contractual allowances and discounts	<u>\$ 7,443</u>	<u>\$ 5,238</u>

Management and Other Fees Receivable (Continued)

	For the Six Months Ended December 31,	
	2021	2020
Commercial Insurance/ Managed Care	\$ 2,154	\$ 1,912
Medicare/Medicaid	522	404
Workers' Compensation/Personal Injury	8,468	6,930
Other	3,150	1,084
Patient Fee Revenue, net of contractual allowances and discounts	<u>\$ 14,294</u>	<u>\$ 10,330</u>

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2021 and 2020
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NOTE 4 – OPERATING & FINANCING LEASES

During February 2016, FASB issued ASU 2016-02, Leases (Topic 842). The new standard requires lessees to apply a dual approach, classifying leases as either finance or operating leases based upon the principle of whether or not the lease is effectively a financed purchase by the lessee. This classification will determine whether lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term of greater than 12 months regardless of their classification. Lease with a term of 12 months or less will be accounted for similar to existing guidance for operating leases. The standard was effective for us beginning July 1, 2019. We have elected the optional transition method to apply the standard as of the effective date and therefore, we will not apply the standard to the comparative periods presented in the consolidated financial statements. We have also elected the transition package of the practical expedients permitted within the standard which eliminates the requirements to reassess prior conclusions about lease identification, lease classification and indirect costs. The adoption of this guidance had a material impact on the Company's balance sheet by virtue of including the present value of its future operating lease payments as a liability of \$33.3 million and related right-to-use lease assets as of July 1, 2019. At the time of adoption of this guidance we had no significant financing leases.

The Company accounts for its various operating leases in accordance with Accounting Standards Codification ('ASC') 842 – Lease, as updated by ASU 2016-02. At the inception of a lease, the Company recognizes right-of-use lease assets and related lease liabilities measured at present value of future lease payments on its balance sheet. Lease expense is recognized on a straight-line basis over the term of the lease. Our most common initial term varies in length from 2 to 10 years. Including renewal options negotiated with the landlord, we have a total span of 2 to 16 years at the facilities we lease. The Company reviewed its contracts with vendors and customers, determining that its right-to-use lease assets consisted of only office space operating leases. In determining the right-to-use lease assets and liabilities, the Company did recognize lease extension options which the Company feels would be reasonably exercised. Our incremental borrowing rate ("IBR") used to discount the stream of operating lease payments is closely related to the interest rates available to the Company.

A reconciliation of operating and financing lease payments undiscounted cash flows to lease liabilities recognized as of December 31, 2021 is as follows:

Twelve Months Ending December 31,	Operating Lease Payments	Financing Lease Payments
2022	\$ 5,282	\$ 244
2023	5,439	244
2024	5,247	244
2025	4,954	244
2026	4,410	244
Thereafter	22,755	42
Present value discount	(10,814)	(112)
<u>Total lease liability</u>	<u>\$ 37,273</u>	<u>\$ 1,150</u>

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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NOTE 5 - INVENTORIES

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

	December 31, 2021	June 30, 2021
Purchased parts, components and supplies	\$ 1,859	\$ 1,393
Work-in-process	240	270
Total Inventories	<u>\$ 2,099</u>	<u>\$ 1,663</u>

NOTE 6 – CONTRACT ASSETS AND LIABILITIES

Information relating to uncompleted contracts about contract assets and (liabilities) is as follows:

	December 31, 2021	June 30, 2021
Costs incurred on uncompleted contracts	\$ 339	\$ 295
Estimated earnings	524	568
Costs and estimated earnings on uncompleted contracts	863	863
Less: Billings to date	878	878
Total costs and estimated earnings on uncompleted contracts	<u>\$ (15)</u>	<u>\$ (15)</u>

NOTE 7 – OTHER INTANGIBLE ASSETS

Other intangible assets, net of accumulated amortization, in the accompanying condensed consolidated balance sheets consist of the following:

	December 31, 2021	June 30, 2021
Capitalized software development costs	\$ 7,005	\$ 7,005
Patents and copyrights	5,283	5,245
Non-compete	4,150	4,150
Customer relationships	3,900	3,900
Gross Other intangible assets	20,338	20,300
Less: Accumulated amortization	16,483	16,262
Other Intangible Assets	<u>\$ 3,855</u>	<u>\$ 4,038</u>

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2021 and 2020
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NOTE 7 – OTHER INTANGIBLE ASSETS (CONTINUED)

Amortization of patents and copyrights for the three months ended December 31, 2021 and 2020 amounted to \$49 and \$44, respectively.

Amortization of non-compete for the three months ended December 31, 2021 and 2020 amounted to \$12 and \$0, respectively.

Amortization of customer relationships for the three months ended December 31, 2021 and 2020 amounted to \$50 and \$47, respectively.

Amortization of patents and copyrights for the six months ended December 31, 2021 and 2020 amounted to \$96 and \$89, respectively.

Amortization of non-compete for the six months ended December 31, 2021 and 2020 amounted to \$25 and \$0, respectively.

Amortization of customer relationships for the six months ended December 31, 2021 and 2020 amounted to \$100 and \$95, respectively.

NOTE 8 – OTHER CURRENT LIABILITIES

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

	December 31, 2021	June 30, 2021
Accrued salaries, commissions and payroll taxes	\$ 2,141	\$ 5,407
Litigation accruals	—	900
Sales tax payable	543	645
State income taxes payable	188	774
Legal and other professional fees	11	38
Accounting fees	116	127
Self-funded health insurance reserve	—	62
Accrued interest and penalty	105	493
Other general & administrative expenses	1,513	716
Other Current Liabilities	<u>\$ 4,617</u>	<u>\$ 9,162</u>

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2021 and 2020
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(UNAUDITED)

NOTE 9 - SEGMENT AND RELATED INFORMATION

The Company operates in two industry segments - manufacturing and the servicing of medical equipment and management of diagnostic imaging centers. The accounting policies of the segments are the same as those described in the summary of significant accounting policies as disclosed in the Company's 10-K as of June 30, 2021. All inter-segment sales are market-based. The Company evaluates performance based on income or loss from operations.

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

	Medical Equipment	Management of Diagnostic Imaging Centers	Totals
<u>For the three months ended Dec, 31, 2021</u>			
Net revenues from external customers	\$ 2,133	\$ 22,346	\$ 24,479
Inter-segment net revenues	\$ 239	\$ —	\$ 239
(Loss) Income from operations	\$ (27)	\$ 6,510	\$ 6,483
Depreciation and amortization	\$ 68	\$ 1,121	\$ 1,189
Capital expenditures	\$ 66	\$ 869	\$ 935
<u>For the three months ended Dec. 31, 2020</u>			
Net revenues from external customers	\$ 1,893	\$ 19,271	\$ 21,164
Inter-segment net revenues	\$ 219	\$ —	\$ 219
(Loss) Income from operations	\$ (8)	\$ 4,990	\$ 4,982
Depreciation and amortization	\$ 65	\$ 977	\$ 1,042
Capital expenditures	\$ 70	\$ 1,728	\$ 1,798
	Medical Equipment	Management of Diagnostic Imaging Centers	Totals
<u>For the six months ended Dec, 31, 2021</u>			
Net revenues from external customers	\$ 4,245	\$ 43,964	\$ 48,209
Inter-segment net revenues	\$ 475	\$ —	\$ 475
(Loss) Income from operations	\$ (517)	\$ 12,742	\$ 12,225
Depreciation and amortization	\$ 135	\$ 2,223	\$ 2,358
Capital expenditures	\$ 187	\$ 1,957	\$ 2,144
<u>For the six months ended Dec. 31, 2020</u>			
Net revenues from external customers	\$ 3,874	\$ 38,270	\$ 42,144
Inter-segment net revenues	\$ 438	\$ —	\$ 438
(Loss) Income from operations	\$ (569)	\$ 9,701	\$ 9,132
Depreciation and amortization	\$ 132	\$ 1,878	\$ 2,010
Capital expenditures	\$ 90	\$ 2,143	\$ 2,233

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2021 and 2020
(Amounts and shares in thousands, except per share amounts)
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NOTE 10 – SUPPLEMENTAL CASH FLOW INFORMATION

During the six months ended December 31, 2021 and December 31, 2020, the Company paid \$265 and \$35 for interest, respectively.

During the six months ended December 31, 2021 and December 31, 2020, the Company paid \$572 and \$145 for income taxes, respectively.

NOTE 11 – COMMITMENTS AND CONTINGENCIES

Litigation

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

There were no material changes in litigation from that reported in our Form 10-K for the fiscal year ended June 30, 2021.

Other Matters

In September 2019, the Company was notified by one of its landlords that it was required to vacate the premises within 180 days under the demolition clause in the lease. The Company believed the lease renewal which was not negotiated in good faith since the renewal was negotiated in February 2018. The Company has recently relocated to a new space but the original lease provided for penalty payments in the event that the Company had not vacated the lease space. The Company had been making normal rent payments throughout the course of the arbitration proceedings. The case was settled for \$900 of leasehold holdover charges which was paid in August 2021.

In September 2020, the Company entered into a settlement agreement with an unrelated third party for a claim made during March 2018 which was scheduled for arbitration. The settlement was for \$1.2 million of which \$900 was paid by the Company's insurance in September 2020. The Company paid the remaining balance of \$315 in September 2020.

The Company has satisfied most of its delinquencies in filing sales tax returns for certain states, for which the Company has transacted business. The Company has recorded tax obligations of approximately \$543 plus interest and penalties of approximately \$60 until the remaining states have been resolved.

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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(UNAUDITED)

NOTE 11 – COMMITMENTS AND CONTINGENCIES (CONTINUED)

Other Matters (Continued)

The Company maintains a self-funded health insurance program with a stop-loss umbrella policy with a third party insurer to limit the maximum potential liability for individual claims to \$150 per person and for a maximum potential claim liability based on member enrollment. With respect to this program, the Company considers historical and projected medical utilization data when estimating its health insurance program liability and related expense. As of December 31, 2021 and June 30, 2021, the Company had approximately \$0 and \$62, respectively, in reserve for its self-funded health insurance programs. The reserves are included in “Other current liabilities” in the condensed consolidated balance sheets.

The Company regularly analyzes its reserves for incurred but not reported claims, and for reported but not paid claims related to its reinsurance and self-funded insurance programs. The Company believes its reserves are adequate. However, significant judgment is involved in assessing these reserves such as assessing historical paid claims, average lags between the claims’ incurred date, reported dates and paid dates, and the frequency and severity of claims. There may be differences between actual settlement amounts and recorded reserves and any resulting adjustments are included in expense once a probable amount is known. There were no significant adjustments recorded in the periods covered by this report.

NOTE 12 - INCOME TAXES

In accordance with ASC 740-270, Income Taxes – Interim Reporting, the Company is required at the end of each interim period to determine the best estimate of its annual effective tax rate and apply that rate to year-to-date ordinary income or loss. The resulting tax expense (or benefit) is adjusted for the tax effect of specific events, if any, required to be discretely recognized in the interim period as they occur. For the six months ended December 31, 2021 and 2020, the Company recorded income tax expense of \$2,846 in 2021 as compared to \$1,962 in 2020. The 2021 provision is comprised of a current income tax component of \$409 and a deferred income tax component of \$2,437. Obligations for any liability associated with the current income tax provision, has been reduced, primarily resulting from the benefits and utilization of net operating loss carryforwards.

ASC topic 740 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a corporate tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. Differences between tax positions taken or expected to be taken in a tax return and the benefit recognized and measured pursuant to the interpretation are referred to as unrecognized benefits. A liability is recognized (or amount of net operating loss carryforward or amount of tax refundable is reduced) for an unrecognized tax benefit because it represents an enterprise’s potential future obligation to the taxing authority for a tax position that was not recognized as a result of applying the provisions of ASC topic 740. The Company believes there are no uncertain tax positions in prior years tax filings and therefore it has not recorded a liability for unrecognized tax benefits.

FONAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2021 and 2020
(Amounts and shares in thousands, except per share amounts)
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NOTE 12 - INCOME TAXES (CONTINUED)

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

The Company files corporate income tax returns in the United States (federal) and in various state and local jurisdictions. In most instances, the Company is no longer subject to federal, state and local income tax examinations by tax authorities for years prior to 2017.

The Company recorded a deferred tax asset of \$13,522 and a deferred tax liability of \$238 as of December 31, 2021, primarily relating to net operating loss carryforwards of approximately \$25,066 available to offset future taxable income through 2032. The net operating losses begin to expire in 2023 for federal tax and state income tax purposes.

On March 27, 2020 Congress enacted the CARES Act (Coronavirus Aid, Relief and Economic Security Act). The Act provides numerous tax provisions and other stimulus measures, including temporary changes regarding prior and future operation losses, temporary changes to prior and future limitations on interest deductions, temporary suspension of certain payment requirements for the employer portion of Social Security taxes, technical corrections to prior tax legislation for tax depreciation of certain qualified improvement property and enhanced recoverability of AMT tax credits.

At the present time, the only impact of the CARES Act to the Company is allowing a full reimbursement of \$1,342 of tax credits relating to the alternative minimum tax credits. The Company received the first half payment in June 2020. The balance of alternative minimum tax credits of \$671 was received in July 2020. Previously, these credits were to be refunded over a 3 year period.

Future ownership changes as determined under Section 382 of the Internal Revenue code could further limit the utilization of net operating loss carryforwards. As of December 31, 2021, no such changes in ownership have occurred.

The ultimate realization of deferred tax assets is dependent on the generation of future taxable income during the periods in which those temporary differences become deductible or when such net operating losses can be utilized. The Company considers projected future taxable income, the regulatory environment of the industry and tax planning strategies in making this assessment. At present, the Company believes that it is more likely than not that the benefits from certain deferred tax asset carryforwards, will not all be fully realized. In recognition of this inherent risk, a valuation allowance was established for the partial value of the deferred tax asset, which principally related to research and development tax credits. A valuation allowance will be maintained until sufficient positive evidence exists to support the reversal of the remainder of the valuation.

FONAR CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Amounts and shares in thousands, except per share amounts)
(UNAUDITED)

NOTE 13 – ACQUISITION

On March 29, 2021, the Company completed the acquisition of certain assets of Rockland Management Group, located in West Yonkers. The Company used an incremental borrowing rate of 4% to value the right to use asset in connection with the assumed operating lease obligation. We made a preliminary fair value determination of the acquired assets and assumed liabilities as follows:

Property and equipment	\$	650
Right to use assets		434
Intangible assets		150
Security Deposit		39
Right to use liability		(434)
Goodwill		284
Total purchase consideration	\$	1,123

In accordance with ASC 805-10-25-1, *Business Combinations – Overall Recognition*, the Company recorded the transaction as a business combination. ASC 805-10-25-1 provides the requirements of recording the transaction by applying the acquisition method. The acquisition method requires the Company to determine if the assets and liabilities acquired are a business or not. Under ASC 805-10-25-1, it must be determined if there is a specific acquisition party, acquisition date, identifiable assets acquired and liabilities assumed and you must be able to recognize and measure goodwill or a gain from the purchase. Based upon this guidance, the acquisition had been recorded as a business combination.

The net assets acquired and consideration is as follow:

Leasehold Improvements	\$	550
Diagnostic Equipment		100
Customer Lists		100
Covenant Not to Compete		50
Security Deposit		39
Closing costs – expensed		3
Goodwill		284
Cash Consideration Paid	\$	1,126

The results of operations of Rockland Management Group were diminutive and did not affect the pro forma results of operations.

NOTE 14 – SUBSEQUENT EVENTS

The Company has evaluated events that occurred subsequent to December 31, 2021 and through the date the condensed consolidated financial statements were issued.

FONAR CORPORATION AND SUBSIDIARIES

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

For the six month period ended December 31, 2021, we reported a net income of \$10.3 million on revenues of \$48.2 million as compared to net income of \$7.2 million on revenues of \$42.1 million for the six month period ended December 31, 2020. Operating income increased from \$9.1 million for the six month period ended December 31, 2020 to \$12.2 million for the six month period ended December 31, 2021.

For the three month period ended December 31, 2021, we reported a net income of \$5.1 on revenues of \$24.5 as compared to net income of \$3.9 million on revenues of \$21.2 million for the three month period ended December 31, 2020.

The revenue increase, from \$42.1 million for the first six months of fiscal 2021 to \$48.2 million for the first six months of fiscal 2022, was primarily due to increases in patient fee revenue of \$4.0 million, from \$10.3 million for the first six months of fiscal 2021 to \$14.3 million for the first six months of fiscal 2022. Revenues from product sales and service and repair fees increased by 9.6% from \$3.9 million for the first six months of fiscal 2021 to \$4.2 million for the first six months of fiscal 2022.

While our revenues increased, our costs and expenses also increased, but by a lesser amount resulting in our operating income increasing to \$12.2 million for the six months ended December 30, 2021 as compared to \$9.1 million for the six months ended December 31, 2020. In terms of percentages, costs and expenses increased 9.0% from \$33.0 million for the first six months of fiscal 2021 to \$36.0 million for the first six months of fiscal 2022, while revenues increased 14.4%, from \$42.1 million for the first six months of fiscal 2021 to \$48.2 million for the first six months of fiscal 2022.

Fonar’s wholly owned subsidiary, Health Management Corporation of America (“HMCA”), has the controlling interest, in Health Diagnostics Management, LLC (“HDM”). HMCA presently has a direct ownership interest of 70.8% in HDM, and the investors in HDM have a 29.2% ownership interest, as compared to HMCA’s 70% ownership interest and the investors’ 30% ownership interest in HDM in fiscal 2021. This change resulted from the Company’s purchase of non-controlling interests from the minority shareholders for \$546,000 in the second quarter of fiscal 2022. The management of the diagnostic imaging centers business segment is being conducted by HDM, operating under the name “Health Management Company of America”. For the sake of simplicity, HMCA, and HDM are referred to as “HMCA”, unless otherwise indicated.

The most significant adverse impact on our Company in fiscal 2020 and the first half of fiscal 2021 has been the COVID-19 pandemic. Although it had seemed the worst had passed, by August 2020, subsequent events have shown a spike in new cases and the emergence of new strains of the virus. This is by no means a problem confined to our Company, but regardless of our best efforts and improved ability to cope with the pandemic, the impact on our results of operation and financial condition is potentially volatile and severe.

FONAR CORPORATION AND SUBSIDIARIES

Since March 2020 the global pandemic of COVID-19 has caused turbulence and uncertainty in the United States and international markets and economies which have adversely affected our workforce, liquidity, financial conditions, revenues, profitability and business operations. Generally COVID-19 has caused us to require that a portion of our workforce work from home and restricted the ability of our personnel to travel for marketing purposes or to service our customers. During the fourth quarter of fiscal 2020, the Company was able to enact certain decisions to allow the Company to survive during the global pandemic and prevent further losses or additional decreases in scan volume. Although we are unable to predict if there will be additional consequences on our operations from the continuing global pandemic of COVID-19, the Company believes with the positive cash flows, low debt and cash on hand, it will be able to continue operations going forward.

One of the concerns we have are the increased strictness in enforcement of COVID-19 mandates, such as the requirement that employees in healthcare facilities be vaccinated. Another concern we have is the newer omicron variant that is more transmissible. We are in fact facing some of these challenges now. As a result, between absences due to illness and the loss of unvaccinated employees whose duties required them to be in contact with patients, we were sometimes unable to keep a scanning facility open for all shifts. During the second quarter of fiscal 2022, the aggregate number of scans performed by the sites we manage or own declined to 45,991 scans from 48,469 scans in the first quarter of fiscal 2022. Nevertheless, we have been able to navigate through these challenges and avoid any significant disruption to our business

Forward Looking Statements

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

Results of Operations

We operate in two industry segments: the manufacture and servicing of medical (MRI) equipment, which is conducted by Fonar, and diagnostic facilities management services, which is conducted through HMCA.

FONAR CORPORATION AND SUBSIDIARIES

Manufacturing and Service of MRI Equipment

Revenues from MRI product sales increased to \$346,000 for the first six months of fiscal 2022 from \$31,000 for the first six months of fiscal 2021. Costs related to product sales decreased from \$325,000 for the six month period ended December 31, 2020 to \$299,000 for the six month period ended December 31, 2021. Economic uncertainty and lower reimbursement rates for MRI scans, have depressed the market for our MRI scanner products, notwithstanding our scanners' unique technological capabilities (e.g. multi positional scanning). Due to the low sales volumes of our MRI product, period to period comparisons are not necessarily indicative of any trends.

Service revenues increased by 1.5% from \$3.8 million for the six month period ended December 31, 2020 to \$3.9 million for the six month period ended December 31, 2021. The increase represents a reversal of the continuing decreases in service revenue we had been experiencing, but it is too early to determine whether this increase represents a trend or is an anomaly.

Costs relating to providing service were \$1.3 million in the first six months of fiscal 2021 and \$1.5 million in the first six months of fiscal 2022. Because of our ability to monitor the performance of customers' scanners from our facilities in Melville, New York on a daily basis and to detect and repair any irregularities before more serious and costly problems develop, we have been able to reduce our costs of providing service.

There were approximately \$353,000 in foreign revenues for the first six months of fiscal 2022 as compared to approximately \$205,000 in foreign revenues for the first six months of fiscal 2021, representing an increase in foreign revenues of 72.2%. We do not regard this as a material trend, but as part of a normal although sometimes volatile variation resulting from low volumes of foreign sales.

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

Revenues for the medical equipment segment increased to \$4.2 million for the first six months of fiscal 2022 from \$3.9 million for the first six months of fiscal 2021. Operating losses for our medical equipment segment decreased to an operating loss of \$517,000, for the first six months of fiscal 2022 as compared to an operating loss of \$569,000 for the first six months of fiscal 2021.

FONAR CORPORATION AND SUBSIDIARIES

Diagnostic Facilities Management Services

HMCA revenues increased in the first six months of fiscal 2022 by 14.9% to \$44.0 million from \$38.3 million for the first six months of fiscal 2021. The percentage of our revenues derived from our diagnostic facilities management segment relative to the percentage of our revenues derived from our medical equipment segment increased slightly to 91.2% for the first six months of fiscal 2022, from 90.8% for the first six months of fiscal 2021.

HMCA's current strategy is to counter the effects of lower reimbursement rates by increasing the scan volume of the facilities it owns or manages by adding additional scanners at current centers and increasing our marketing efforts. As a result of the COVID-19 virus, however, the Company had seen decreases in its scan volume. Nevertheless, the Company continued its program of adding additional scanners. The scan volume recovered, and even though the volume decreased again in the second quarter of fiscal 2022, it appears to be recovering in the third quarter of fiscal 2022, but the continuation of the COVID-19 virus and its omicron variant may delay the completion of the installation of some of the scanners. If scan volumes decrease however, and remain at lower volumes, the Company, notwithstanding its ample cash reserves, may need to consider reducing the size of its operations temporarily as a last resort.

New York State mandated that as of October 7, 2021, all workers at hospitals, long-term care facilities and diagnostic centers be COVID-19-vaccinated. Workers who were not vaccinated either resigned, were transferred to a non-diagnostic facility within the company, or were dismissed. The resulting reduction in the number of workers available at sites owned or managed by HMCA, has been challenging and has significantly reduced the pool of qualified and vaccinated workers. Also this is combined with the emergence of the new highly transmissible omicron variant, HMCA owned or managed sites struggling with reduced staff either cut their business hours and therefore scan fewer patients or, when possible, maintain regular business hours by paying employees who are willing to work extra hours at overtime rates. While it is too early to assess the ultimate impact, New York's vaccination mandate and the emergence of the new omicron variant are having a negative effect on our business in fiscal 2022.

Although the COVID-19 virus and government mandates have adversely affected our marketing efforts our scan volumes in fiscal 2020 and the beginning of fiscal 2021, the number of scans performed at our centers and at our client's centers has recovered to pre-COVID-19 levels and has increased from approximately 86,000 in the first six months of fiscal 2021 to approximately 94,000 in the first six months of fiscal 2022.

We now manage or own a total of 40 MRI scanners. Twenty-five (25) MRI scanners are located in New York and fifteen (15) are located in Florida. HMCA experienced an operating income of \$12.7 million for the first six months of fiscal 2022 compared to operating income of \$9.7 million for the first six months of fiscal 2021.

The ability of HMCA to maintain its profitability is principally due to HMCA's success in marketing the scanning services of the facilities managed or owned by HMCA, notwithstanding the decrease in reimbursement rates paid for MRI scans by insurers, Medicare and other government programs and the lockdowns imposed as a result of the COVID-19 virus. The reductions in reimbursement rates are not unique to HMCA or HMCA's clients but are being experienced by the industry in general.

FONAR CORPORATION AND SUBSIDIARIES

HMCA's cost of revenues for the first six months of fiscal 2022 as compared to the first six months of fiscal 2021 increased by 18.6% from \$19.9 million to \$23.6 million primarily as a result of an increase in scan volume.

Consolidated

For the first six months of fiscal 2022, our consolidated net revenues increased by 14.4% to \$48.2 million from \$42.1 million for the first six months of fiscal 2021, and total costs and expenses increased by 9.0% to \$36.0 million from \$33.0 million for the first six months of fiscal 2022 and for the first six months of fiscal 2021 respectively. As a result, our operating income increased to \$12.2 million in the first six months of fiscal 2022 as compared to \$9.1 million in the first six months of fiscal 2021. A decrease in selling, general and other administrative costs in particular resulted in the smaller increase of cost and expenses as compared to the increase in net revenues.

Selling, general and administrative expenses decreased to \$9.9 million in the first six months of fiscal 2022 from \$10.7 million in the first six months of fiscal 2021. This decrease in selling, general and administrative expenses was due mainly to less reserves taken on management fees. Some of these reserves had been taken in the ordinary course of business and some in connection with the impact of the COVID-19 virus. The compensatory element of stock issuances, which is included in selling, general and administrative expenses, remained constant at \$0 for the first six months of fiscal 2022 and 2021.

Research and development expenses decreased by 8.4% to \$755,000 for the first six months of fiscal 2022 from \$824,000 for the first six months of fiscal 2021.

Interest expense in the first six months of fiscal 2021 increased by 5.3% to \$40,000 from \$38,000 in the first six months of fiscal 2021.

Inventories increased to \$2.1 million at December 31, 2021 as compared to \$1.7 million at June 30, 2021.

Net management fee and medical receivables increased by 4.5% to \$59.2 million at December 31, 2021 from \$56.7 million at June 30, 2021 as a result of slower collections. The slower collections were primarily due to an increase in no-fault and workers' compensation revenue, which typically takes longer to collect.

The results of operations for the first six months of fiscal 2022 reflect an increase in revenues from management, patient and other fees, as compared to the first six months of fiscal 2021 (\$44.0 million for the first six months of fiscal 2022 as compared to \$38.3 million for the first six months of fiscal 2021), and a increase in MRI equipment segment revenues (\$4.2 million as compared to \$3.9 million). Revenues were 8.8% from the MRI equipment segment as compared to 91.2% from HMCA, for the first six months of fiscal 2022, as compared to 9.2% from the MRI equipment segment and 90.8% from HMCA for the first six months of fiscal 2021.

FONAR CORPORATION AND SUBSIDIARIES

On March 27, 2020, the CARES Act was signed into law and is intended to provide over \$2 trillion in stimulus benefits for the U.S. economy. The CARES Act provides for certain federal income tax changes, including an increase in the interest expense tax deduction limitation, the deferral of the employer portion of Social Security payroll taxes, refundable payroll tax credits, net operating loss carryback periods, alternative minimum tax credit refunds and bonus depreciation of qualified improvement property. The federal income tax changes brought about by the CARES Act are complex and further guidance is expected. We received a cash benefit from the ability to receive a full reimbursement of \$1.3 million of tax credits relating to the alternative minimum tax credits in the prior fiscal year plus additional cash benefits from the deferral of the employer portion of Social Security payroll taxes.

As a result of the Patient Protection and Affordable Care Act (PPACA) we have experienced a reduction of reimbursement rates and less interest in our MRI equipment. Any changes to the PPACA may result in further changes in the healthcare industry and our business.

We are committed to improving our operating results and dealing with the challenges posed by legislative and regulatory requirements. Nevertheless, factors beyond our control, such as the COVID-19 virus, the timing and rate of market growth, economic conditions, the availability of credit and payor reimbursement rates, or unexpected expenditures and the timing of such expenditures, make it difficult to forecast future operating results.

As mentioned, one of the effects of the PPACA on our business has been the reduction in Medicare reimbursement rates for MRI scans. This also has resulted in a reduction in the reimbursement rates by commercial insurers and government programs which tie their reimbursement rates to the Medicare rates. Nevertheless, the patient volume of the scanning centers we manage or own has enabled us to maintain healthy operating results in spite of these challenges. We believe we are pursuing the correct policies to cope with these problems and the problems caused by the COVID-19 pandemic, and to improve the Company's operating results.

Our Upright® MRI (also referred to as the Stand-Up® MRI), together with our works-in-progress, are intended to significantly improve our competitive position.

The Upright® MRI scanner, which operates at 6000 gauss (.6 Tesla) field strength, allows patients to be scanned while standing, sitting, reclining and in multiple flexion and extension positions. It is common in visualizing the spine that abnormalities are visualized in some positions and not others. This enables surgical corrections that heretofore would not have been addressable for lack of visualizing the symptom causing the pathology and therefore, in general enables the treating physician to achieve a better treatment outcome for his patient. A floor-recessed elevator brings the patient to the height appropriate for the targeted image region. A custom-built multi-position adjustable bed will allow patients to sit or lie on their backs, sides or stomachs at any angle. This allows the MRI technologist to ask the patient to position himself/herself in the exact position that generates his/her pain so that images of the patient in the position that explicitly generates the patient's pain can be nailed down. Full-range-of-motion studies of the joints in virtually any direction are possible, a particularly promising feature for sports injuries.

FONAR CORPORATION AND SUBSIDIARIES

In addition, FONAR has announced the publication of a book "THE CRANIOCERVICAL SYNDROME and MRI" that highlights the unique attributes of FONAR UPRIGHT® MRI Imaging (S. Karger, A.G. based in Basel, Switzerland- www.karger.com/Book/Home/261956) which has been published by S. Karger, an approximately 125 year old company and an academic publisher of scientific and medical journals and books. The seven chapter monograph examines the rapid advances in MRI made possible by the FONAR UPRIGHT® Multi-Position MRI that are transforming the treatment of patients suffering from the craniocervical syndrome (CCS). It is written by leading international experts in the field to practitioners with a better understanding of the subtle anatomy and MRI appearances at the craniocervical junction, along with insight into the clinical significance of cerebrospinal fluid (CSF) flow measurements and its potential role in generating the devastating impairments of the neurodegenerative diseases: Alzheimer's (5.1 million patients in the United States), childhood and adult Autism (3.0 million), Parkinson's (1.0 million), Multiple Sclerosis (250,000-350,000) and Amyotrophic Lateral Sclerosis (ALS) (30,000). It calls attention to the revolutionary importance of FONAR's UPRIGHT® MRI imaging technology and the prospect of significantly relieving the suffering of the above totaled 9.38 million patients afflicted with these disorders.

Fonar also announced a major diagnostic breakthrough in multiple sclerosis achieved with advanced Upright® MRI. Medical researchers at FONAR published a paper reporting a diagnostic breakthrough in multiple sclerosis (MS), based on observations made possible by the Company's unique Upright® Multi-Position™ MRI scanner. The findings reveal that the cause of multiple sclerosis may be biomechanical and related to earlier trauma to the neck, which can result in obstruction of the flow of cerebrospinal fluid (CSF), which is produced and stored in the central anatomic structures of the brain known as the ventricles. Since the ventricles produce a large net volume of CSF each day (500 cc), the obstruction can result in a build up of pressure within the ventricles, resulting in leakage of the CSF and the antigenic polypeptides it contains into the surrounding brain tissue. This leakage could be responsible for generating the brain lesions of multiple sclerosis.

The paper, titled "The Possible Role of Cranio-Cervical Trauma and Abnormal CSF Hydrodynamics in the Genesis of Multiple Sclerosis," appears in the journal *Physiological Chemistry and Physics and Medical NMR* (Sept. 20, 2011).

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

A combined study of 1,200 neck pain patients published in "Brain Injury" (July 2010) by eight university medical centers reported that cerebellar tonsil ectopia (CTE) of 1mm or greater was found and visualized 2.5 times (250%) more frequently when patients who had sustained automobile whiplash injuries were scanned upright rather than lying down.

FONAR CORPORATION AND SUBSIDIARIES

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

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

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

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

The Fonar Upright® MRI can also be useful for MRI directed emergency neuro-surgical procedures as the surgeon would have unhindered access to the patient's head when the patient is supine with no restrictions in the vertical direction. This easy-entry, mid-field-strength scanner could prove ideal for trauma centers where a quick MRI-screening within the first critical hour of treatment will greatly improve patients' chances for survival and optimize the extent of recovery.

FONAR CORPORATION AND SUBSIDIARIES

MRI has brought a new dimension to MEDICAL TREATMENT, the power to VISUALIZE ANATOMIC DETAIL in the body's VITAL SOFT TISSUES (brain, heart, kidney, liver, spleen, lungs, pancreas, intestines) plus MRI's new power to non-invasively QUANTIFY (e.g. measure T1, T2, diffusion, chemical spectra) the response of these VITAL TISSUES to treatment.

Liquidity and Capital Resources

Cash and cash equivalents, and short term investments increased by 0.8% from \$44.5 million at June 30, 2021 to \$44.9 million at December 31, 2021.

Cash provided by operating activities for the first six months of fiscal 2022 was \$5.8 million. Cash provided by operating activities was attributable principally to net income of \$10.3 million, depreciation and amortization of \$2.4 million, amortization on right-to-use assets of \$1.6 million, provision for bad debts of \$822,000 and deferred income tax of \$2.4 million, offset by an increase in accounts, management fee receivables and medical receivables of \$2.4 million and a decrease in other current liabilities of \$5.4 million.

Cash used in investing activities for the first six months of fiscal 2022 was \$2.7 million. Cash used in investing activities during the first six months of fiscal 2022 consisted of patent costs of \$38,000, purchase of non-controlling of \$546,000 and the purchase of property and equipment of \$2.1 million.

Cash used in financing activities for the first six months of fiscal 2022 was \$2.7 million. The principal uses of cash in financing activities during the first six months of fiscal 2022 were the repayment of principal on long-term debt and capital lease obligations of \$13,000 and distributions to non-controlling interests of \$2.7 million.

Total liabilities decreased by 5.3% to \$51.3 million at December 31, 2021 from \$54.1 million at June 30, 2021. "Other" current liabilities decreased by 49.6% to \$4.6 million at December 31, 2021 from \$9.2 million at June 30, 2021. The current portion of our service contract liabilities decreased by 7.7% to \$4.0 million at December 31, 2021 as compared to \$4.4 million at June 30, 2021. Customer deposits decreased from \$731,000 at June 30, 2021 to \$454,000 at December 31, 2021.

As of December 31, 2021, the total of \$4.6 million in "other" current liabilities included accrued salaries and payroll taxes of \$2.1 million, and sales taxes of \$543,000 plus accrued interest and penalties of \$60,000.

Our working capital increased to \$97.9 million at December 31, 2021 from \$88.5 million at June 30, 2021. This resulted from an increase in current assets (\$108.6 million at June 30, 2021 as compared to \$111.6 million at December 31, 2021), and a decrease in current liabilities from \$20.0 million at June 30, 2021 to \$13.7 million at December 31, 2021.

The ultimate realization of deferred tax assets is dependent on the generation of future taxable income during the periods in which those temporary differences become deductible or when such net operating losses can be utilized. The Company considers projected future taxable income, the regulatory environment of the industry, and tax planning strategies in making this assessment. At the present, the Company believes that it is more likely than not that the benefits from certain deferred tax asset carryforwards, will not all be fully realized. In recognition of this inherent risk, a valuation allowance was established for the partial value of the deferred tax asset, (principally related to research and development tax credits and allowance for doubtful accounts). A valuation allowance will be maintained until sufficient positive evidence exists to support the reversal of any portion or all of the valuation allowance.

FONAR CORPORATION AND SUBSIDIARIES

The Company's effective income tax rate is based on expected income, statutory rates and tax planning opportunities available in the various jurisdictions in which it operates. For interim financial reporting, the Company estimates the annual income tax rate based on projected taxable income for the full year and records a quarterly income tax provision or benefit in accordance with the anticipated annual rate. The Company refines the estimates of the year's taxable income on a periodic basis as new information becomes available, including actual year-to-date financial results. This continual estimation process often results in a change to the expected effective income tax rate for the year. When this occurs, the Company adjusts the income tax provision during the quarter in which the change in estimate occurs so that the year-to-date provision reflects the expected income tax rate. Significant judgment is required in determining the effective tax rate and in evaluating tax positions.

On March 27, 2020 Congress enacted the CARES Act (Coronavirus Aid, Relief and Economic Security Act). The Act provides numerous tax provisions and other stimulus measures, including temporary changes regarding prior and future operating losses, temporary changes to the prior and future limitations on interest deductions, temporary suspension of certain payment requirements for the employer portion of Social Security taxes, technical corrections to prior tax legislation for tax depreciation of certain qualified improvement property and the creation of refundable employee retention credits. At the present time, the only impact of the CARES Act to the Company is allowing a full reimbursement of \$1.3 million of tax credits relating to the alternative minimum tax credits in prior fiscal years. Before the CARES Act, these credits were to be refunded over a period of 3 years. We will also realize a cash benefit from the deferral of Social Security payroll taxes.

On June 30, 2020, we entered into a \$701,000 loan agreement under the Paycheck Protection Program (PPP) under the CARES Act that provides for loans to qualifying businesses for amounts up to 2.5 times of the average monthly payroll expenses. The Company applied for this additional loan exclusively for the Florida locations during June 2020 due to the fact that the COVID-19 virus was increasing in Florida. The loans and accrued interest are forgivable after 24 weeks as long as the proceeds are used for eligible purposes, including payroll, benefits, rent and utilities and maintains certain payroll levels. The amount of loan forgiveness will be reduced if the borrower terminates employees or reduces salaries during the 24 week period. This loan was forgiven during August 2021 in its entirety.

Fonar is committed to making capital expenditures for the remainder of the 2022 fiscal year, for placing an additional scanner at a new stand-alone facility located in Florida. The current estimated costs of these capital expenditures is approximately \$1.0 million.

Critical to our business plan are the improvement and expansion of the MRI facilities managed or owned by HMCA, and increasing the number of scans performed at those facilities. In addition, our business plan calls for a continuing commitment to providing our customers with enhanced equipment service and maintenance capabilities and delivering state-of-the-art, innovative and high quality equipment and upgrades at competitive prices.

FONAR CORPORATION AND SUBSIDIARIES

Management is seeking to promote wider market recognition of Fonar's scanner products, and to increase demand for Upright® scanning at the facilities HMCA owns or manages. Given the liquidity and credit constraints in the markets, the uncertainty resulting from the Patient Protection and Affordable Care Act or its repeal or modification, and the impact of the COVID-19 virus on the economy in general, the sale of medical equipment has and may continue to suffer.

The Company believes that its business plan has been responsible for the past eight consecutive fiscal years and first and second fiscal quarters of fiscal 2022 of profitability and that its capital resources will be adequate to support operations through at least February 15, 2023. The future effects on our business of healthcare legislation, the impact of the COVID-19 virus, the Deficit Reduction Act, the 2.3% excise tax on sales of medical equipment, reimbursement rates, public health conditions and the general economic and business climate are not known at the present time. Nevertheless, there is a possibility of adverse consequences to our business operations from these causes. Although the Company can not predict the full effect of COVID-19 for the first two fiscal quarters or any later period, the Company believes that it has adequate revenues, cash reserves and other assets that will enable it to continue to operate until at least February 15, 2023.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

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

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

Item 4. Controls and Procedures.

Disclosure Controls and Procedures

We carried out an evaluation as of the end of the period covered by this Quarterly Report on Form 10-Q, under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Based upon our evaluation, our chief executive officer and chief financial officer have concluded that the Company's disclosure controls and procedures was effective as of the December 31, 2021, in ensuring that material information that we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the same time periods specified in the Securities and Exchange Commission rules and forms.

FONAR CORPORATION AND SUBSIDIARIES

Changes in Internal Control over Financial Reporting

There were no changes in our system of internal control over financial reporting during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1 – Legal Proceedings: There were no material changes in litigation from that reported in our Form 10-K for the fiscal year ended June 30, 2021 and Form 10-Q for the fiscal quarter ended September 30, 2021.

Item 1A – Risk Factors: An investment in the securities of the Company is subject to various risks, the most significant of which are summarized below.

1. **Reduced Reimbursement Rates.** Most of our revenues are derived from our scanning center business conducted by HMCA. Our scanning center clients and the Florida facilities owned by HMCA are experiencing lower reimbursement rates from Medicare, other government programs and private insurance companies. To date, the impact of these reductions has been countered by increasing scanning volume notwithstanding the COVID-19 pandemic, and reducing our operating expenses, thereby maintaining profitability in this business segment. There is, however, no assurance that we will be able to continue to do so.

2. **Demand for MRI Scanners.** The reduced reimbursement rates also affects our sales of MRI scanners negatively. With lower revenue projections, prospective customers would demand lower prices for scanners. Although the reduced reimbursements may not affect foreign demand, a lower number of sales in the aggregate could reduce economies of scale and consequently, profit margins.

3. **Manufacturing Competition.** Many if not most of our competing scanner manufacturers have significantly greater financial resources, production capacity, and other resources than we do. Such competitors would include General Electric, Siemens, Hitachi and Phillips. Although Fonar is the only company which can manufacture and sell the unique Stand-Up® (Upright®) MRI scanner, potential customers must be convinced that the purchase of a Fonar scanner is their best choice. We believe that with time, that objective will be reached, particularly with customers scanning patients having neck, back, knee and various orthopedic issues who would benefit from being scanned in weight-bearing positions.

4. **Dependence on Referrals.** HMCA derives substantially all of its revenue, directly or indirectly, from fees charged for the diagnostic imaging services performed at the facilities. We depend on referrals of patients from unaffiliated physicians and other third parties to the facilities we manage or own for the services we perform. If these physicians and other third parties were to reduce the number of patients they refer or discontinue referring patients, scan volumes could decrease, which would reduce our net revenue and operating margins.

FONAR CORPORATION AND SUBSIDIARIES

5. Pressure to Control Healthcare Costs. One of the principal objectives of health maintenance organizations and preferred provider organizations is to control the cost of healthcare services. Healthcare providers participating in managed care plans may be required to refer diagnostic imaging tests to certain providers depending on the plan in which a covered patient is enrolled. In addition, managed care contracting has become very competitive. The expansion of health maintenance organizations, preferred provider organizations and other managed care organizations in New York or Florida could have a negative impact on the utilization and pricing of services performed at the facilities HMCA manages or owns to the extent these organizations exert control over patients' access to diagnostic imaging services, selections of the provider of such services and reimbursement rates for those services.

6. Scanning Facility Competition. The market for diagnostic imaging services is highly competitive. The facilities we manage or own compete for patients on the basis of reputation, location and the quality of diagnostic imaging services. Groups of radiologists, established hospitals, clinics and other independent organizations that own and operate imaging equipment are the principal competitors.

7. Eligibility Changes to Insurance Programs. Due to potential decreased availability of healthcare through private employers, the number of patients who are uninsured or participate in governmental programs may increase. Healthcare reform legislation will continue to increase the participation of individuals in the Medicaid program in states that elect to participate in the expanded Medicaid coverage. A shift in payor mix from managed care and other private payors to government payors or an increase in the number of uninsured patients may result in a reduction in the rates of reimbursement or an increase in uncollectible receivables or uncompensated care, with a corresponding decrease in net revenue. Policies now being offered under various insurance plans are expected to reduce demand for MRI scans as they become less affordable. Changes in the eligibility requirements for governmental programs such as the Medicaid program and state decisions on whether to participate in the expansion of such programs also could increase the number of patients who participate in such programs and the number of uninsured patients. Even for those patients who remain in private insurance plans, changes to those plans could increase patient financial responsibility, resulting in a greater risk of uncollectible receivables. These factors and events could have a material adverse effect on our business, financial condition, and results of operations.

8. Possible changes in Florida Insurance Law. In early 2019, two senate bills and one house bill in Florida were introduced, all of them calling for the repeal of PIP and replacing PI with \$25,000 Bodily Injury Coverage and Property Damage Liability Coverage. Another Florida senate bill was introduced that would preserve PIP but dramatically cut reimbursement rates. None of the proposed bills ever made it onto the 2019 legislative agenda. During Fonar's fiscal 2021, the Florida house and senate reached an agreement and passed similar legislation. It was, however, vetoed by the Governor. We cannot predict whether such efforts by the Florida legislature will continue or be successful. Currently, drivers and passengers get car damages and PIP, paid for up to \$10,000, no matter who is at fault in an accident. Drivers have to pay an additional cost to insurance companies to pay for bodily injuries which covers them if they are at fault. While PIP is required, coverage for bodily injury is not.

FONAR CORPORATION AND SUBSIDIARIES

Over the past several years there have been various bills introduced by a number of Florida legislators to eliminate PIP and instead mandate coverage including some combination of a minimum of bodily injury and a reduced or no amount of medical payments (Medpay coverage). Eliminating PIP would mean that the \$10,000 drivers now get paid toward medical costs through their insurers might not be there for them to pay for injured drivers. Importantly, payments would be reduced by approximately 60% due to claims being paid at commercial rates or through legal settlements instead of at the presently prevailing PIP fee schedule. This would negatively impact our Florida diagnostic imaging facilities (both those we own and those we manage) with more unpaid bills, lower reimbursement rates and elongated waiting times. To date proponents of these changes have been unsuccessful.

9. Federal and state privacy and information security laws. We must comply with numerous federal and state laws and regulations governing the collection, dissemination, access, use, security and privacy of Protected Health Information ('PHI'), including Health Insurance Portability and Accountability Act ('HIPAA') and its implementing privacy and security regulations, as amended by the federal Health Information Technology for Economic and Clinical Health ('HITECH') Act and collectively referred to as HIPAA. If we fail to comply with applicable privacy and security laws, regulations and standards, properly maintain the integrity of our data, protect our proprietary rights to our systems, or defend against cybersecurity attacks, our business, reputation, results of operations, financial position and cash flows could be materially and adversely affected.

Information security risks have significantly increased in recent years because of the proliferation of new technologies, the use of the internet and telecommunications technologies to conduct our operations, and the increased sophistication and activities of organized crime, hackers, terrorists and other external parties, including foreign state agents. Our operations rely on the secure processing, transmission and storage of confidential, proprietary and other information in our computer systems and networks.

10. COVID-19. Although we believe we have taken the proper steps and are making a good recovery from the impact of the first wave of the COVID-19 virus, new strains of the disease have developed and future variants may continue to develop. The relatively recent omicron variant is particularly contagious and coupled with New York State requirements that medical employees must be vaccinated if they care for patients, including our technicians and support staff caring for scanning patients, has resulted in fewer available employees and adversely affected our ability to staff a full number of shifts. The course and severity of the virus in the following months, and the ultimate and economic and medical impact it will have worldwide and at home, is uncertain.

11. Other changes in Domestic and Worldwide Economic Conditions. We are subject to risk arising from adverse changes in general domestic and global economic and other conditions, including recessions or economic slowdowns, disruptions of credit markets and military conflicts. Turbulence and uncertainty in the United States and international markets, economies and affairs may adversely affect our workforce, liquidity, financial condition, revenues, profitability and business operations generally.

FONAR CORPORATION AND SUBSIDIARIES

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

Item 3 - Defaults Upon Senior Securities: None

Item 4 - Mine Safety Disclosure: Not Applicable

Item 5 - Other Information: None

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

- a) Exhibit 31.1 Certification. See Exhibits
- b) Exhibit 32.1 Certification. See Exhibits
- c) Report on Form 8-K filed on November 16, 2021, Item 2.02: Results of Operations and Financial Condition for the fiscal quarter ended September 30, 2021.

SIGNATURES

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

FONAR CORPORATION
(Registrant)

By: /s/ Timothy Damadian
Timothy Damadian
President and
Principal Executive Officer

/s/ Raymond V. Damadian
Raymond V. Damadian
Chairman of the Board,
Treasurer and
Acting Principal Financial Officer

Dated: February 14 2022