

REPORT ON COMPILATIONS OF CONSOLIDATED FINANCIAL STATEMENTS

Three Months Ended May 31, 2010 and 2009



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**Consolidated Financial Statements** 



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#### Accountants' Compilation Report

To the Board of Directors and Stockholders FRMO Corporation and Subsidiary

We have compiled the accompanying consolidated balance sheet of FRMO Corporation and Subsidiary (the "Company") as of May 31, 2010, and the related consolidated statements of income for the three months ended May 31, 2010 and 2009, statement of stockholders' equity for the three months ended May 31, 2010, and statements of cash flows for the three months ended May 31, 2010 and 2009, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The February 28, 2010 balance sheet was audited by us and our report thereon, dated July 6, 2010, expressed a qualified opinion with a departure from generally accepted accounting principles for the 8.44% membership interest in Kinetics Advisors, LLC as discussed below. However, we have not performed any auditing procedures since that date.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. We have not audited or reviewed the accompanying consolidated financial statements and, accordingly, do not express an opinion or any other form of assurance on them. However, we did become aware of a departure from generally accepted accounting principles which is described in the following paragraph.

The Company holds an 8.44% membership interest in Kinetics Advisors, LLC ("Kinetics Advisors"). Generally accepted accounting principles require the equity method of accounting for investments in limited liability companies that have separate ownership accounts for each investor greater than three to five percent. The Company cannot obtain financial statements from Kinetics Advisors to account for this investment under the equity method. Accordingly, the Company accounts for its 8.44% interest in Kinetics Advisors under the cost method.

Holtz Rubenstein Reminick LLP

New York, New York July 29, 2010

> Worldwide Representation by



# Consolidated Balance Sheets

		May 31, 2010	F	ebruary 28, 2010
	(	Unaudited)		
Assets				
Current Assets:				
Cash and cash equivalents	\$	17,236,024	\$	15,665,481
Accounts receivable		423,712		566,063
Prepaid income taxes		51,775		310,621
Other investments, available for sale, at fair value				
(cost of \$20,369,598 and \$17,869,035 at May 31,				
2010 and February 28, 2010, respectively)		24,046,412		21,820,350
Total Current Assets		41,757,923		38,362,515
Other Assets		367,510		9,590
Total Assets	\$	42,125,433	\$	38,372,105
Liabilities and Stockholders' Equity				
Current Liabilities:				
Accounts payable and accrued expenses	\$	162,744	\$	140,782
Income taxes payable		1,151,830		180,599
Total Current Liabilities		1,314,574		321,381
Deferred Tax Liability - non-current		604,062		759,551
Total Liabilities		1,918,636		1,080,932
Stockholders' Equity:				
Preferred stock - \$.001 par value;				
Authorized - 2,000,000 shares;				
Issued and outstanding - 50 shares Series R		-		-
Common stock - \$0.001 par value:				
Authorized - 90,000,000 shares				
Issued and outstanding - 39,155,140 shares at May 31,		20.45-		20.012
2010 and 38,913,812 shares at February 28, 2010		39,155		38,913
Additional paid-in capital		10,326,395		9,580,331
Other comprehensive income		2,336,624		2,513,945
Retained earnings		27,504,623		25,157,984
Total Stockholders' Equity		40,206,797	<u></u>	37,291,173
Total Liabilities and Stockholders' Equity		42,125,433	\$	38,372,105

#### Consolidated Statements of Income

Three Months Ended May 31,		2010		2009
	(Unaudited)			ed)
Revenue:				
Consultancy and advisory fees	\$	811,211	\$	518,800
Dividends, interest and investment income, net		171,350		87,547
Revenue from unconsolidated subsidiary		3,048,523		896,900
Total Revenue		4,031,084		1,503,247
Expenses:				
Employee compensation and benefits		35,380		18,750
Professional fees		42,835		23,458
Other expenses		30,271		19,226
Equity compensation		39,489		-
Amortization		14,518		2,103
Total Expenses		162,493		63,537
Income from Operations		3,868,591		1,439,710
Income Tax Provision		1,521,952		575,884
Net Income	\$	2,346,639	\$	863,826
Basic and Diluted Earnings per Common Share		0.06	\$	0.02
Weighted Average Common Shares Outstanding:				
Basic		39,026,143		36,151,361
Diluted		39,139,089		36,202,010
AC AATT T 14		07,107,007		55,252,010

## Consolidated Statement of Stockholders' Equity

Three Months Ended May 31, 2010 (Unaudited)

_	Preferr	ed St	ock	Commo	n St	ock	_	Additional Paid-in	Со	Other mprehensive	Retained	Total Stockholder's
	Shares		Amount	Shares		Amount		Capital		Income	Earnings	Equity
Balance - March 1, 2010	50	\$	-	38,913,812	\$	38,913	\$	9,580,331	\$	2,513,945	\$ 25,157,984	\$ 37,291,173
Shares Issued in Exchange for												
Investment	-		-	241,328		242		671,195		-	-	671,437
Stock-based Payments	-		-	-		-		39,489		-	-	39,489
Non-cash Compensation	-		-	-		-		35,380		-	_	35,380
Other Comprehensive Loss	-		-	-		-		-		(177,321)	-	(177,321)
Net Income			-	-		-		-			2,346,639	2,346,639
Balance - May 31, 2010	50	\$	<u>-</u>	39,155,140	\$	39 <u>,</u> 155	\$	10,326,395	\$	2,336,624	\$ 27,504,623	\$ 40,206,797

Consolidated Statements of Cash Flows (Unaudited)

Three Months Ended May 31,		2010		2009
		(Unau	dite	d)
Cash Flows from Operating Activities:				
Net income	\$	2,346,639	\$	863,826
Adjustments to reconcile net income to net cash				
provided by operating activities:				
Non-cash compensation		35,380		18,750
Stock-based payments		39,489		-
Amortization		14,518		2,103
Realized gain on investments		(20,198)		(3,975)
Net realized loss allocated from partnership investment		94,055		130,075
Deferred income tax benefit		(37,610)		-
Changes in operating assets and liabilities:				
Accounts receivable		142,351		403,655
Prepaid income taxes		258,846		335,888
Accounts payable and accrued expenses		21,963		23,954
Income taxes payable		971,231		
Net Cash Provided By Operating Activities		3,866,664		1,774,276
Cash Flows from Investing Activities:				
Proceeds from sale of securities		10,299		-
Investment in securities		(2,306,420)		(3,111,577)
Net Cash Used In Investing Activities		(2,296,121)		(3,111,577)
Net Increase (Decrease) in Cash and Cash Equivalents		1,570,543		(1,337,301)
Cash and Cash Equivalents - beginning of period		15,665,481		17,698,525
Cash and Cash Equivalents - end of period	\$	17,236,024	\$	16,361,224
Supplemental Disclosures:				
Cash paid during the periods for:				
Taxes	_\$_	468,214	\$	240,000
Non-cash investing activities:				
Investments acquired through the issuance of common stock		299,000	\$	
Acquisition of fee participation revenue through the issuance of				
common stock	\$	372,437	\$	



#### Notes to Consolidated Financial Statements

Three Months Ended May 31, 2010 and 2009

#### 1. Nature of Business and Significant Accounting Policies

The accompanying unaudited consolidated financial statements included in this report have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information. The principles for condensed interim financial information do not require the inclusion of all the information and footnotes required by generally accepted accounting principles for complete financial statements. Therefore, these financial statements should be read in conjunction with the audited consolidated financial statements as of and for the year ended February 28, 2010. The accompanying consolidated financial statements have not been audited by an independent public accounting firm but, in the opinion of management, such consolidated financial statements include all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of the Company's consolidated financial position and results of operations.

The results of operations for the three months ended May 31, 2010 may not be indicative of the results that may be expected for the year ending February 28, 2011. All significant intercompany transactions have been eliminated in consolidation.

The Company has evaluated all subsequent events from the date of the consolidated balance sheet through July 29, 2010, which represents the date these consolidated financial statements are available to be issued. There were no events or transactions occurring during the subsequent events reporting period which require recognition or disclosure in the consolidated financial statements.

**Basis of presentation** - The consolidated financial statements include the accounts of FRMO Corporation ("FRMO") and its wholly owned subsidiary, Fromex Equity Corp. ("Fromex") (collectively referred to as the "Company"). The Company maintains its corporate office in Pleasantville, New York.

Nature of business - FRMO is an intellectual capital firm. The experience of its management has been in the analysis of public companies within a framework of identifying investment strategies and techniques that reduce risk. The business will include identification of assets, particularly in the early stages of the expression of their ultimate value, and the participation with them in ways that are calculated to increase the value of the stockholders' interest in FRMO. Such assets are expected to include, but are not limited to, those whose values and earnings are based on intellectual capital. Of the many varieties of capital upon which investors have earned returns, ranging from real estate to silicon, perhaps the highest returns on capital have been earned on intellectual capital. It is the goal of FRMO to maximize its return on this form of asset. The identification of any business opportunities will follow the process employed by Horizon Asset Management ("Horizon") to select and evaluate investment opportunities and strategies. Horizon was co-founded by Murray Stahl and Steven Bregman, officers and principal shareholders of the Company. It is an investment advisory and independent research firm, the research activities serving primarily institutional investors. It provides in-depth analysis of information-poor, under-researched companies and strategies to identify the complex or overlooked situations that can offer an advantage to the investor.

The Company earns fees that are derived from assets managed by other parties based on the research of Horizon. The programs significant to FRMO's fees are:

(i) <u>Kinetics Advisers' Hedge Funds</u>. The Company owns an 8.44% interest in Kinetics Advisors, LLC, which controls and provides investment advice to Kinetics Partners and Kinetics Fund, both of which are hedge funds.



#### **Notes to Consolidated Financial Statements**

Three Months Ended May 31, 2010 and 2009

- (ii) <u>Kinetics Paradigm Mutual Fund</u>. The Company receives 100% of the research fees to which Horizon is entitled from the open-end mutual fund, Kinetics Paradigm Fund (trading symbol WWNPX).
- (iii) <u>Sub-Advisory Fees</u>. The Company receives a one-third interest in the Sub-Advisory Fee Revenue that Horizon derives from its sub-advisory program for a large investment firm.
- (iv) Research Agreement. Pursuant to a research agreement with Horizon Global Advisors LLC ("HGA") the Company's subsidiary, Fromex, receives a fee equal to 46% of the management fees received by HGA from its funds under management plus 60% of the incentive or performance fees received by HGA from its funds under management.
- (v) <u>Fee Participation</u>. In March 2010, the Company acquired for 151,807 shares of FRMO common stock, a fee participation of 20% of all management fees, incentive fees, and performance allocations that Horizon receives from Horizon Multi Disciplinary Fund, LP and Horizon Multi Disciplinary Offshore Fund, Ltd.
- (vi) <u>Consulting Fees</u>. The Company receives consulting fees pursuant to an agreement with Santa Monica Partners, LP, whose manager is a director and stockholder of the Company.

Cash and cash equivalents - The Company considers all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents. At May 31, 2010 and throughout the year, the Company had balances in excess of federally insured limits on deposit with the financial institutions. The Company has not experienced any losses in such accounts, and management believes that it is not exposed to any significant credit risk on cash.

Investment valuation - The Company accounts for its investments in accordance with Investments - Debt and Equity Securities, which requires that fixed-maturity and equity securities that have readily determined fair values be segregated into categories based upon the Company's intention for those securities. In accordance with Investments - Debt and Equity Securities, the Company has classified its equity securities as available-for-sale. The Company may sell its available-for-sale securities in response to changes in interest rates, risk/reward characteristics, liquidity needs or other factors.

Equity securities are reported at their estimated fair values based on quoted market prices or a recognized pricing service, with unrealized gains and losses, net of tax effects, reported as a separate component of comprehensive income in stockholders' equity. Realized gains and losses are determined on the specific identification method.

The estimated fair values of financial instruments are determined by the Company using available market information and appropriate valuation methodologies. Considerable judgment is required in interpreting market data to develop the estimates of fair value. Accordingly, the estimates when presented herein are not necessarily indicative of the amounts that the Company could realize in a sale. The Company will record an impairment charge if and when it believes any investment has experienced a decline that is other than temporary.

Investments in subsidiaries - Investments in subsidiaries in which the Company holds a less than 20% voting interest and does not exert a significant influence over operations or financial policies are accounted for using the cost method. Under the cost method of accounting, the Company does not record its share in the earnings and losses of the companies in which it has an investment.



#### **Notes to Consolidated Financial Statements**

Three Months Ended May 31, 2010 and 2009

Under *Investments - Equity Method and Joint Ventures*, investments in limited liability companies that have separate ownership accounts for each investor greater than three to five percent should be accounted for under the equity method. The Company does not exert a significant influence over operations or financial policies of Kinetics Advisers, LLC ("Kinetics Advisers"), in which the Company holds an 8.44% membership interest. Due to the lack of significant influence, the Company cannot obtain audited financial statements from Kinetics Advisors which are necessary to account for this investment under the equity method. Accordingly, the Company accounts for its 8.44% investment in Kinetics Advisers under the cost method, which is a departure from generally accepted accounting principles.

Use of estimates - The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Comprehensive income (loss) - Other comprehensive income (loss) refers to revenues, expenses, gains, and losses that under accounting principles generally accepted in the United States of America are included in comprehensive income but are excluded from net income as these amounts are recorded directly as an adjustment to stockholders' equity. For the three months ended May 31, 2010 and 2009, comprehensive (loss) income was (\$177,321) and \$1,078,323, respectively.

**Revenue recognition** - The Company primarily generates revenue through research and consulting fees. The accrual method of accounting is used to record fee income, which is recognized when earned.

Research fees are earned and recorded on a monthly basis based upon FRMO's pro rata share of assets under management.

Revenue from fee participation and revenue relating to consulting agreements is earned primarily on a monthby-month basis.

Revenue from unconsolidated subsidiaries is recognized when received.

Income taxes - The Company files a consolidated federal income tax return. Material differences between the financial reporting and the tax reporting of the Company's revenue, assets, and liabilities are included in deferred tax assets or liabilities. The income tax provisions and liability for income taxes are based on enacted tax laws and statutory tax rates applicable to the respective periods.

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for differences relating to investments in subsidiaries and jointly controlled entities to the extent that they probably will not reverse in the foreseeable future. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which temporary differences can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

#### Notes to Consolidated Financial Statements

Three Months Ended May 31, 2010 and 2009

#### 2. Investments

All of the Company's investments are classified as available for sale. Investments consist of the following:

		Unrealized Gains/ Fair				
May 31, 2010 (Unaudited)		Cost		(Losses)		Value
						-
Investments:						
Investments in limited partnerships:						
Horizon Multi-Strategy Fund, LP	\$	917,948	\$	1,185,434	\$	2,103,382
Jordan Partners, LP		500,000		(13,397)		486,603
Croupier Fund, LP		537,903		17,500		555,403
Polestar Fund, LP		4,540,546		(177,671)		4,362,875
		6,496,397		1,011,866		7,508,263
Bond and equity securities		13,873,201		2,664,948		16,538,149
Total Investments	\$	20,369,598	\$	3,676,814	\$	24,046,412
			(	Unrealized		Fair
February 28. 2010		Cost	,	Gains/		Fair Value
February 28, 2010	·-	Cost				Fair Value
February 28, 2010 Investments:		Cost		Gains/		
Investments:	-	Cost		Gains/		
	\$	Cost 927,204	\$	Gains/	\$	
Investments: Investments in limited partnerships:	\$			Gains/ (Losses) 1,161,937	\$	Value
Investments: Investments in limited partnerships: Horizon Multi-Strategy Fund, LP	\$	927,204		Gains/ (Losses)	\$	Value 2,089,141
Investments: Investments in limited partnerships: Horizon Multi-Strategy Fund, LP Jordan Partners, LP	\$	927,204 500,000		Gains/ (Losses) 1,161,937 (3,602)	\$	2,089,141 496,398
Investments: Investments in limited partnerships: Horizon Multi-Strategy Fund, LP Jordan Partners, LP Croupier Fund, LP	\$	927,204 500,000 537,903 4,540,546		Gains/ (Losses) 1,161,937 (3,602) 46,880	\$	2,089,141 496,398 584,783
Investments: Investments in limited partnerships: Horizon Multi-Strategy Fund, LP Jordan Partners, LP Croupier Fund, LP	\$	927,204 500,000 537,903 4,540,546 6,505,653		Gains/ (Losses) 1,161,937 (3,602) 46,880 78,594 1,283,809	\$	2,089,141 496,398 584,783 4,619,140
Investments: Investments in limited partnerships: Horizon Multi-Strategy Fund, LP Jordan Partners, LP Croupier Fund, LP Polestar Fund, LP	\$	927,204 500,000 537,903 4,540,546		Gains/ (Losses) 1,161,937 (3,602) 46,880 78,594	\$	2,089,141 496,398 584,783 4,619,140 7,789,462

The Company's investment capital in the Horizon Multi-Strategy Fund, LP may be withdrawn on 45 days prior written notice to the General Partner, and the Company may redeem all or part of its capital account on the last day of each calendar quarter. Redemptions may be settled in cash or, at the discretion of the General Partner, through in-kind distributions of portfolio securities, the fair market value of which would satisfy the redemption request.

The Company's investment capital in Jordan Partners, LP may be withdrawn on a quarterly basis. Horizon, a related party (see Note 1), is a member of both the General Partner and the Manager of Jordan Partners, LP.

The Company's investment capital in Croupier Fund, LP may be withdrawn as of the last day of each month by providing the general partner with 60 days advance written notice. The general partner, in its sole discretion, may permit withdrawals at other times or otherwise modify or waive such withdrawal conditions and requirements. All withdrawal amounts may be paid in cash or in kind (or a combination thereof), in the general partner's sole discretion.



#### Notes to Consolidated Financial Statements

Three Months Ended May 31, 2010 and 2009

The Company's investment capital in Polestar Fund, LP may be withdrawn as of the last day of each month (or such other dates as the general partner in its discretion shall determine) by providing the general partner with 45 days advance written notice, with the minimum amount to be withdrawn of \$100,000. The general partner may, in its sole discretion, allow redemptions that do not comply with the above requirements; however, such redemptions may be subject to a penalty equal to up to 2% of the redemption amount requested. All withdrawal amounts may be paid in cash or in kind (or a combination thereof), in the general partner's sole discretion.

#### 3. Fair Value Measurements

The Company follows Fair Value Measurements for its financial assets and liabilities that are re-measured and reported at fair value at each reporting period, and non-financial assets and liabilities that are re-measured and reported at fair value at least annually.

The following table presents information about the Company's assets and liabilities that are measured at fair value on a recurring basis as of May 31, 2010 and February 28, 2010, and indicates the fair value hierarchy of the valuation techniques the Company utilized to determine such fair values. In general, fair values determined by Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities. Fair values determined by Level 2 inputs utilize data points that are observable such as quoted prices, interest rates and yield curves, and quoted prices for identical or similar instruments in markets that are not active. Fair values determined by Level 3 inputs are unobservable data points for the asset or liability, and includes situations where there is little, if any, market activity for the asset or liability:

		May 31, 2010	(Une	audited)				
			Fa	air Value Meas	sure	ments at Repo	rting Date U	sing
			$\overline{Q}$	uoted Prices				
				in Active		Significant		
				Markets		Other	Significa	
			f	or Identical		Observable	Unobserv	
				Assets		Inputs	Inputs	
Description		<u>Total</u>		(Level 1)		(Level 2)	(Level :	3)
Money Market Mutual Funds included in Cash and Cash Equivalents	_\$_	15,689,016	\$	15,689,016	\$	-	\$	
Investments:  Bond and equity securities Investments in Limited		16,538,149		16,538,149		-		-
Partnerships		7,508,263				7,508,263		_
Total Investments		24,046,412		16,538,149		7,508,263		-
Total	\$	39,735,428	\$	32,227,165	\$	7,508,263	\$	_



#### Notes to Consolidated Financial Statements

Three Months Ended May 31, 2010 and 2009

	February 2	28, 2010					
		Fair Value Measurements at Reporting Date U					
Description	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)			
Description	IOIai	(Level 1)	(Level 2)	(Level 3)			
Money Market Mutual Funds included in Cash and Cash Equivalents	\$ 10,023,347	\$ 10,023,347	\$ -	\$ -			
Investments:  Bond and equity securities Investments in Limited	14,030,888	14,030,888		-			
Partnerships	7,789,462	-	7,789,462	-			
Total Investments	21,820,350	14,030,888	7,789,462	-			
Total	\$ 31,843,697	\$ 24,054,235	\$ 7,789,462	\$ -			

#### 4. Income Taxes

The Company files a consolidated federal income tax return and a combined state tax return with its subsidiary, Fromex. FRMO and Fromex file separate local income tax returns.

The tax effects of temporary differences which give rise to deferred tax assets and liabilities consist of the following:

		May 31, 2010		ebruary 28, 2010
	(U	naudited)		
Non-current Deferred Tax Assets:				
Unrealized loss from investment	\$	2,899	\$	5,206
Capital loss carryforward		274,746		237,136
Total Non-current Deferred Tax Assets		277,645		242,342
Non-current Deferred Tax Liabilities:				
Unrealized gain from stock investment		881,707		1,001,893
Total Non-current Deferred Tax Liabilities		881,707		1,001,893
Net Deferred Tax Liability	\$	(604,062)	\$	(759,551)

#### Notes to Consolidated Financial Statements

Three Months Ended May 31, 2010 and 2009

#### 5. Net Income Per Common Share and Per Common Share Equivalent

Basic and diluted earnings per common share is calculated by dividing net income allocated to common stock by the weighted average common shares outstanding during the period. The weighted average number of shares of common stock used in the calculation of diluted earnings per share is adjusted for the dilutive effects of potential common shares including the assumed exercise of vested stock options based on the treasury stock method and the assumed conversion of convertible preferred stock. Assumed exercise or conversion of potential common shares is only when the exercise price and the conversion price exceed the weighted average market price for the period, and that the entity records earnings from continuing operations, as the inclusion of such adjustments would otherwise be anti-dilutive to earnings per share from continuing operations. Potential common shares for the periods presented consist of the following:

<u>May 31,</u>	2010	2009
	(Unaudi	ted)
Convertible Preferred Stock	50,000	50,000
Options	607,888	24,000
Total	657,888	74,000

The reconciliation of the weighted average number of common shares used in the calculation of basic and diluted earnings per common share follows:

Three Months Ended May 31,	2010	2009	
	(Unaudited)		
Weighted Average Common Shares Outstanding Effect of Dilutive Securities, common share equivalents:	39,026,143	36,151,361	
Conversion of preferred stock	50,000	50,000	
Exercise of stock options	62,946	649	
Dilutive Potential Common Share Equivalents	39,076,143	36,201,361	

#### 6. Major Customers

Major customers, which are in excess of 10% of net revenues, are as follows:

Three Months Ended May 31,	2010	2009				
	(Unaudited)					
Customer A	13.0%	27.4%				
Revenue from Unconsolidated Subsidiary	75.6%	59.7%				

#### 7. Non-cash Compensation

Non-cash compensation expense represents a notional salary allocation for the Company's senior officers, as required under generally accepted accounting principles. The officers of the Company are responsible for all of the Company's operations and have agreed to not draw any salaries for an indefinite period. Non-cash compensation expense is recorded as an increase to additional paid-in capital.



#### **Notes to Consolidated Financial Statements**

Three Months Ended May 31, 2010 and 2009

#### 8. Stockholders' Equity

#### Preferred stock

The number of authorized Series R preferred shares is 5,000 with a par value of \$.001 per share. These shares are each convertible to 1,000 shares of the Company's common stock at the option of either the Company or the holder. The Company may redeem the shares at \$1,000 per share at any time after March 1, 2011 and shall be required to redeem them at \$1,000 per share upon the request of a holder after March 1, 2012. These shares have one vote per share on all matters that common stock can vote upon. Upon liquidation, there is preference to the extent of \$1,000 per share. No dividends may be paid on common stock unless a dividend per share of 1,000% of common stock dividends is paid on the preferred stock.

As of May 31, 2010 and February 28, 2010, there were 50 shares of Series R preferred stock outstanding.

#### Common stock

#### Shares Issued in Exchange for Investments

On March 31, 2010, the Company acquired, from a third party, a fee participation of 20% of all management fees, incentive fees, and performance allocations that Horizon, a related party (see Note 1), receives from Horizon Multi Disciplinary Fund, LP and Horizon Multi Disciplinary Offshore Fund, Ltd in exchange for 151,807 shares of the Company's common stock. The fair value of the shares issued was \$372,437 based on the average trading price of the Company's common stock for the ten days prior to the acquisition and is included in other assets on the consolidated balance sheet as of May 31, 2010.

On May 19, 2010, the Company acquired 115,000 shares of Wisdom Tree Investments, Inc. from Horizon, a related party (see Note 1), in exchange for 89,521 shares of the Company's common stock. The fair value of the shares issued was \$299,000 based on the average trading price of the Company's common stock for the ten days prior to the acquisition.

The Company's management believes that the terms of the acquisitions were as favorable as could have been obtained from an unrelated party on an arm's-length basis.

#### Stock options

A summary of option activity as of May 31, 2010, and changes during the three months ended May 31, 2010 is as follows:

Stock Options	Number of Shares	Exe	Veighted Average rcise Price er Share	Weighted Average Remaining Contractual Term	,	Aggregate Intrinsic Value
Outstanding at March 1, 2010	607,888	\$	2.14	9.54	\$	55,910
Granted	-	\$	_	_		-
Exercised	-	\$	-	-		-
Forfeited		<u>\$</u> \$	2.14	9.29	\$	749,589
Outstanding at May 31, 2010	607,888	Ф	2.14	9.29	Ф	147,309
Vested and Exercisable at May 31, 2010	222,629	\$	2.41	8.84	\$	264,163



#### Notes to Consolidated Financial Statements

Three Months Ended May 31, 2010 and 2009

The following table represents non-vested stock options granted, vested, and forfeited during the three months ended May 31, 2010:

		Weighted Average Grant		
Non-Vested Options	Option	Date Fair Value		
Non-vested - March 1, 2010	385,259	\$	0.82	
Granted	-	\$	-	
Vested	-	\$	-	
Forfeited/Expired		\$	-	
Non-vested - May 31, 2010	385,259	\$	0.82	

The aggregate intrinsic value of options outstanding and options exercisable at May 31, 2010 and February 28, 2010 is calculated as the difference between the exercise price of the underlying options and the market price of FRMO's common stock for the shares that had exercise prices that were lower than the \$3.25 and \$2.08 closing price of FRMO's common stock on May 31, 2010 and February 28, 2010, respectively. No options were exercised in the three months ended May 31, 2010 and 2009.

As of May 31, 2010, unrecognized compensation cost of \$267,647 related to unvested options is expected to be recognized over a remaining weighted-average life of 1.05 years.