

REPORT ON COMPILATIONS OF CONSOLIDATED FINANCIAL STATEMENTS

Three Months and Nine Months Ended November 30, 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 November 30, 2010, and the related consolidated statements of income for the three months and nine months ended November 30, 2010 and 2009, statement of stockholders' equity for the nine months ended November 30, 2010, and statements of cash flows for the nine months ended November 30, 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 ("Kinetics Advisors") 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. 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. As the Company is unable to obtain audited financial statements from Kinetics Advisors, the effects of this departure have not been quantified. The Company accounts for its 8.44% interest in Kinetics Advisors under the cost method.

Holtz Rubersteen Reminick LLP

New York, New York January 11, 2011



## **Consolidated Balance Sheets**

	November 30 2010			February 28, 2010	
	(	Unaudited)			
Assets					
Current Assets:					
Cash and cash equivalents	\$	12,308,938	\$	15,665,481	
Accounts receivable		264,641		566,063	
Prepaid income taxes		155,359		310,621	
Investments, available for sale, at fair value (cost of					
\$24,338,325 at November 30, 2010 and \$17,869,035					
at February 28, 2010)		31,306,514		21,820,350	
Investment, held to maturity, at cost		750,473		-	
Total Current Assets		44,785,925		38,362,515	
Other Assets, net		331,111		9,590	
Total Assets	\$	45,117,036	\$	38,372,105	
	***************************************				
Liabilities and Stockholders' Equity					
Current Liabilities:					
Accounts payable and accrued expenses	\$	138,275	\$	140,782	
Income taxes payable		-		180,599	
Total Current Liabilities		138,275		321,381	
Deferred Tax Liability - non-current		1,949,191		759,551	
Total Liabilities		2,087,466		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 November 30, 2010					
and 38,913,812 shares at February 28, 2010		39,155		38,913	
Additional paid-in capital		10,484,834		9,580,331	
Other comprehensive income		4,324,070		2,513,945	
Retained earnings		28,181,511		25,157,984	
<del>-</del>					
Total Stockholders' Equity		43,029,570		37,291,173	



Consolidated Statements of Income

		Three Mon	nths	Ended		Nine Mor	ths	Ended
		Novem	ber	30,		Novem	bei	30,
•		2010		2009		2010		2009
		(Unau	dite	ed)		(Unau	ıdit	ed)
Revenue:								
Consultancy and advisory fees	\$	729,894	\$	943,181	\$	2,111,877	\$	2,040,841
Dividends, interest and investment income, net		22,855		30,407		282,735		221,387
Revenue from unconsolidated subsidiary		-		_		3,048,523		896,900
Total Revenue		752,749		973,588		5,443,135		3,159,128
Expenses:								
Employee compensation and benefits		35,381		18,750		106,141		56,250
Professional fees		44,406		44,024		138,116		110,923
Other expenses		34,256		30,940		100,207		74,319
Equity compensation		48,189		9,180		127,167		9,180
Amortization		13,689		2,103		50,916		6,310
Total Expenses		175,921		104,997		522,547		256,982
Income from Operations		576,828		868,591		4,920,588		2,902,146
Provision for Income Taxes		202,065		347,436		1,897,061		1,160,858
Net Income	\$	374,763	\$	521,155	\$	3,023,527	\$	1,741,288
Basic and Diluted Earnings per Common Share	\$	0.01	\$	0.01	\$	0.08	\$	0.05
Weighted Average Common Shares Outstanding:				26 400 060		20 111 005		26.266.000
Basic		39,155,140		36,409,968		39,111,985		36,266,088
Diluted	3	39,205,140		36,460,381	-	39,161,985		36,317,129

# FRMO CORPORATION SINIMAN AND SUBSIDIARY

# Consolidated Statement of Stockholders' Equity Nine Months Ended November 30, 2010 (Unaudited)

241,328
39,155,140 \$ 39,155 \$ 10,484,834 \$ 4,324,070 \$ 28,181,511 \$ 43,029,570



## **Consolidated Statements of Cash Flows**

Nine Months Ended November 30,		2010		2009
		(Unau	dite	ed)
Cash Flows from Operating Activities:				
Net income	\$	3,023,527	\$	1,741,288
Adjustments to reconcile net income to net cash provided by				
operating activities:				
Non-cash compensation		106,141		56,250
Stock-based payments		127,167		9,180
Amortization		50,916		6,310
Realized gain on investments		(67,214)		-
Net realized loss allocated from partnership investment		634,970		319,451
Deferred income tax benefit		(17,110)		-
Changes in operating assets and liabilities:				
Accounts receivable		301,422		574,643
Prepaid income taxes		155,262		678,998
Accounts payable and accrued expenses		(2,507)		(133,042)
Income taxes payable	***************************************	(180,599)		241,861
Net Cash Provided by Operating Activities		4,131,975		3,494,939
Cash Flows from Investing Activities:				
Proceeds - investments available for sale		53,466		-
Purchases - investments available for sale		(6,791,511)		(4,125,869)
Purchase - investment held to maturity		(750,473)		-
Net Cash Used In Investing Activities		(7,488,518)		(4,125,869)
Net Decrease in Cash and Cash Equivalents		(3,356,543)		(630,930)
Cash and Cash Equivalents - beginning of period		15,665,481		17,698,525
Cash and Cash Equivalents - end of period	\$	12,308,938	\$	17,067,595
	-			
Supplemental Disclosures:				
Cash paid during the periods for:				
Taxes		2,078,214	\$	240,000
Non-cash Investing Activities:				
Investments acquired through the issuance of common stock	\$	299,000	\$	537,902
Acquisition of fee participation revenue through the issuance of	-	***************************************	-	
common stock	\$	372,437	\$	_
Volument Brook		,		*****



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

Three Months and Nine Months Ended November 30, 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 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 nine months ended November 30, 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 January 11, 2011, 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 and Nine Months Ended November 30, 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) <u>Research Agreement</u>. 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.
- (vii) <u>Participation Agreement</u>. In November 2010, The Company invested in a participation agreement with Horizon. The agreement provides that the Company pay to Horizon \$750,473 to fund Horizon's November 8, 2010 capital call in Croupier Prive Private Equity Fund, LP ("Prive") for the purchase by Croupier Prive Private Equity Fund Master Fund, LP ("Master") of four specified investments in consideration of Horizon's agreement that the Company shall have the right to participate in 50% of Horizon's share of any profit in each of the investments while bearing only 10% of any loss on the sale of each of the investments through the end of Prive's term on January 29, 2013.

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 November 30, 2010 and throughout the period, the Company had balances in excess of federally insured limits on deposit with 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. Accordingly, the Company has classified its equity securities as available-for-sale and its investment in a participation agreement as held to maturity. 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.

Investments that the Company has the specific intent and ability to hold until maturity are carried at cost.



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

Three Months and Nine Months Ended November 30, 2010 and 2009

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.

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 and, therefore, the effects of this departure from GAAP have not been quantified. The Company accounts for its 8.44% investment in Kinetics Advisers under the cost method.

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 net of income taxes that, under accounting principles generally accepted in the United States of America, are included in comprehensive income (loss) but are excluded from net income as these amounts are recorded directly as an adjustment to stockholders' equity. For the nine months ended November 30, 2010 and 2009, comprehensive income was \$1,810,125 and \$2,175,560, respectively. For the three months ended November 30, 2010 and 2009, comprehensive income was \$1,446,935 and \$570,476, 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 month-by-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.

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

Three Months and Nine Months Ended November 30, 2010 and 2009

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.

#### 2. Investments

Available for Sale

The Company's investments classified as available for sale consist of the following:

			1	Unrealized		Fair
November 30, 2010 (Unaudited)		Cost		Gains		Value
Investments:	•					
Investments in limited partnerships:						
Horizon Multi-Strategy Fund, LP	\$	532,525	\$	2,370,118	\$	2,902,643
Jordan Partners, LP	4	500,000	4	48,532	~	548,532
Croupier Fund, LP		537,903		103,207		641,110
Polestar Fund, LP		4,540,546		699,623		5,240,169
Multi-Disciplinary Fund, LP		35,630		1,845		37,475
1 7	•	6,146,604		3,223,325		9,369,929
Bond and equity securities		18,191,721		3,744,864		21,936,585
Total Investments	\$	24,338,325	\$	6,968,189	\$	31,306,514
	<del>111.10/1</del>			\ \ \		
				1		
		V.	1	Unrealized		
		N.	1	Unrealized Gains/		Fair
February 28, 2010		Cost	1			Fair Value
		Cost		Gains/		
Investments:	····	Cost	-	Gains/		
Investments: Investments in limited partnerships:	\$			Gains/ (Losses)	\$	Value
Investments: Investments in limited partnerships: Horizon Multi-Strategy Fund, LP	\$	927,204	\$	Gains/ (Losses) 1,161,937	\$	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		Gains/ (Losses) 1,161,937 (3,602) 46,880	\$	Value  2,089,141 496,398 584,783
Investments: Investments in limited partnerships: Horizon Multi-Strategy Fund, LP Jordan Partners, 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
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 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 7,789,462
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 78,594	\$	2,089,141 496,398 584,783 4,619,140

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.



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

Three Months and Nine Months Ended November 30, 2010 and 2009

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.

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.

#### Held to Maturity

The cost and fair value of the Company's investment classified as held to maturity as of November 30, 2010 (unaudited) consists of the following:

		Gross	Gross Unreal	lized Losses		Unrealized
		Unrealized	Less than 12	More than 12	Fair	Gains/
	Cost	Gains	Months	Months	Value	(Losses)
Participation Agreement	\$ 750,473	. \$	\$ -	\$ -	\$ 750,473	\$ -

The participation agreement is with Horizon, a related party (see Note 1), matures on January 29, 2013. None of the Company's investments as of February 28, 2010 were classified as held to maturity.

#### 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 November 30, 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:



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

Three Months and Nine Months Ended November 30, 2010 and 2009	

	No	vember 30, 20					
					sure	ments at Repo	rting Date Usin
			Q	uoted Prices			
				in Active		Significant	
				Markets		Other	Significant
			f	or Identical	(	Observable	Unobservable
				Assets		Inputs	Inputs
Description		Total		(Level 1)	<b></b>	(Level 2)	(Level 3)
Money Market Mutual Funds							
included in Cash and Cash							
Equivalents		11,406,224	\$	11,406,224	\$	_	\$
Investments:							
Available for sale:							
Bond and equity securities		21,936,585	٠.	21,936,585		-	
Investments in Limited							
Partnerships		9,369,929		-		9,369,929	
Total Investments Available for Sale		31,306,514		21,936,585		9,369,929	
Held to Maturity:							
Participation Agreement		750,473		-		750,473	
Total Investments		32,056,987		21,936,585		10,120,402	
Total	\$	43,463,211	\$	33,342,809	\$	10,120,402	\$
		February 2	2 <i>8</i> 2	2010			
		1 corumy 2			sure	ments at Repo	rting Date Usin
•			$\overline{Q}$	uoted Prices			
				in Active		Significant	
				Markets		Other	Significant
			f	or Identical	(	Observable	Unobservabl
				Assets		Inputs	Inputs
Description		Total		(Level 1)		(Level 2)	(Level 3)
Money Market Mutual Funds						,	
included in Cash and Cash						•	
Equivalents	\$	10,023,347	\$	10,023,347	\$		\$
Investments:		14000000		14020000			
Bond and equity securities		14,030,888		14,030,888			
Investments in Limited						# #CO 1/2	
Partnerships		7,789,462		-		7,789,462	
Total Investments		21,820,350		14,030,888		7,789,462 7,789,462	\$
		31,843,697	\$	24,054,235	\$	<b>= =00 4/0</b>	(I)

#### 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.

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

Three Months and Nine Months Ended November 30, 2010 and 2009

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

	November 30, 2010	February 28, 2010
	(Unaudited)	
Non-current Deferred Tax Assets: Unrealized loss from investment Capital loss carryforward	\$ 	\$ 5,206 237,136
Total Non-current Deferred Tax Assets	254,245	242,342
Current Deferred Tax Liabilities: Unrealized gain from stock investment	2,203,436	1,001,893
Total Current Deferred Tax Liabilities	2,203,436	1,001,893
Net Deferred Tax Liability	\$ (1,949,191)	\$ (759,551)

#### 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:

November 30,	2010	2009
	(Unaud	lited)
Convertible Preferred Stock	50,000	50,000
Options	613,888	30,000
Total	663,888	80,000

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

	Three Montl November		Nine Month Novemb		
	<b>2010</b> 2009		2010	2009	
	(Unaud	ited)	(Unaudited)		
Weighted Average Common Shares Outstanding Effect of Dilutive Securities,	39,155,140	36,409,968	39,111,985	36,266,088	
common share equivalents:  Conversion of preferred stock  Exercise of stock options	50,000	50,000 413	50,000	50,000 1,041	
Dilutive Potential Common Share Equivalents	39,205,140	36,460,381	39,161,985	36,317,129	

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

Three Months and Nine Months Ended November 30, 2010 and 2009

#### 6. Major Customers

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

	Three Months Ended November 30,		Nine Months Novembe		
	2010	2009	2010	2009	
The state of the s	(Unaudited)		(Unaudited)		
Customer A	62.4%	59.7%	26.9%	43.3%	
Customer B	13.2%	16.4%	n/a	12.5%	
Customer C	n/a	19.0%	n/a	n/a	
Revenue from Unconsolidated					
Subsidiary	n/a	n/a	56.0%	28.4%	

#### 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.

#### 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 November 30, 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 November 30, 2010.

#### Notes to Consolidated Financial Statements

Three Months and Nine Months Ended November 30, 2010 and 2009

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 November 30, 2010, and changes during the nine months ended November 30, 2010 is as follows:

Stock Options	Number of Shares	A Exer	eighted verage cise Price r Share	Weighted Average Remaining Contractual Term	,	Aggregate Intrinsic Value
Outstanding at March 1, 2010	607,888	\$	2.14	9.54	\$	55,910
Granted	6,000	\$	2.25	6.88	\$	-
Exercised Forfeited	- 	\$ \$	-		\$ \$	-
Outstanding at November 30, 2010	613,888	\$	2.15	8.77	\$	156,701
Vested and Exercisable at November 30, 2010	228,629	\$	2.41	8.30	\$	56,534

The following table represents non-vested stock options granted, vested, and forfeited during the nine months ended November 30, 2010:

Non-Vested Options	Option		Weighted Average Grant Date Fair Value	
Non-vested - March 1, 2010		385,259	\$	0.82
Granted		6,000	\$	1.45
Vested		(6,000)	\$	(1.45)
Forfeited/Expired		-	\$	-
Non-vested - November 30, 2010	\$	385,259	\$	0.82

The aggregate intrinsic value of options outstanding and options exercisable at November 30, 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 \$2.25 and \$2.08 closing price of FRMO's common stock on November 30, 2010 and February 28, 2010, respectively. No options were exercised during the nine months ended November 30, 2010.

As of November 30, 2010, unrecognized compensation cost of \$294,000 related to unvested options is expected to be recognized over a remaining weighted-average life of 0.54 years.