VASOMEDICAL INC
Form 10QSB
January 14, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-QSB

[X] Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the quarterly period ended November 30, 2007

[ ] Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the transition period from _____ to _____

Commission File Number: 0-18105

VASOMEDICAL, INC.

(Exact name of small business issuer as specified in its charter)

Delaware	11-2871434
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification Number)

180 Linden Ave., Westbury, New York 11590

(Address of principal executive offices)

Issuer's Telephone Number (516) 997-4600

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer.

Large Accelerated Filer [ ] Accelerated Filer [ ] Non-Accelerated Filer [X]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [ ] No [X]

Number of Shares Outstanding of Common Stock, $.001 Par Value, at January 14, 2008	93,768,004

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ITEM 1. FINANCIAL STATEMENTS

Vasomedical, Inc. and Subsidiaries
CONSOLIDATED CONDENSED BALANCE SHEETS

	November 30, 2007 (Unaudited)
ASSETS	
CURRENT ASSETS	
Cash	$2,555,748

Accounts receivable, net of an allowance for doubtful accounts of $291,964 at November 30, 2007 and $364,809 at May 31, 2007	865,858
Inventories, net	1,724,102
Other current assets	200,909
Total current assets	5,346,617
PROPERTY AND EQUIPMENT, net of accumulated depreciation of $2,154,435 at November 30, 2007 and $2,836,938 at May 31, 2007	146,815
DEFERRED DISTRIBUTOR COSTS, net of accumulated amortization of $50,888 at November 30, 2007	457,988
OTHER ASSETS	236,788
	$6,188,208

LIABILITIES AND STOCKHOLDERS' EQUITY	
CURRENT LIABILITIES	
Accounts payable and accrued expenses	$602,805
Current maturities of long-term debt and notes payable	--
Sales tax payable	142,620
Deferred revenue	1,289,289
Deferred gain on sale of building	53,245
Accrued director fees	19,000
Accrued warranty and customer support expenses	31,000
Accrued professional fees	37,239
Accrued commissions	64,815
Total current liabilities	2,240,013
LONG-TERM DEBT	--
DEFERRED REVENUE	308,952
DEFERRED RENT EXPENSE	2,887
DEFERRED GAIN ON SALE OF BUILDING	195,233
COMMITMENTS AND CONTINGENCIES	--
STOCKHOLDERS' EQUITY	
Preferred stock, $.01 par value; 1,000,000 shares authorized; none issued and outstanding	--
Common stock, $.001 par value; 110,000,000 shares authorized; 93,618,004 shares issued and outstanding at November 30, 2007 and 65,198,592 at May 31, 2007	93,618
Additional paid-in capital	48,048,954
Accumulated deficit	(44,701,449)
Total stockholders' equity	3,441,123
	$6,188,208

The accompanying notes are an integral part of these consolidated condensed financial statements.

Vasomedical, Inc. and Subsidiaries

CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS
(Unaudited)

Six Months Ended

	November 30,		
	2007	2006	200
Revenues			
Equipment sales	$1,090,540	$1,648,148	$59
Equipment rentals and services	1,637,351	1,956,931	79
Total revenues	2,727,891	3,605,079	1,38
Cost of Sales and Services			
Cost of sales, equipment	765,054	908,829	42
Cost of equipment rentals and services	626,323	772,389	31
Total cost of sales and services	1,391,377	1,681,218	73
Gross Profit	1,336,514	1,923,861	65
Operating Expenses			
Selling, general and administrative	1,200,294	2,353,163	64
Research and development	245,002	469,285	10
Total operating expenses	1,445,296	2,822,448	74
LOSS FROM OPERATIONS	(108,782)	(898,587)	(9
Other Income (Expense)			
Interest and financing costs	(16,605)	(37,329)	
Interest and other income, net	35,238	35,824	2
Gain on sale of assets	17,748	--	1
Total other income (expense)	36,381	(1,505)	3
LOSS BEFORE INCOME TAXES	(72,401)	(900,092)	(5
Income tax expense, net	(10,447)	(8,300)	(
NET LOSS ATTRIBUTABLE TO COMMON STOCKHOLDERS	$(82,848)	$(908,392)	$(6
Net loss per common share			
- basic	$(0.00)	$(0.01)	$
- diluted	$(0.00)	$(0.01)	$
Weighted average common shares outstanding			
- basic	90,667,355	65,198,592	93,61
- diluted	90,667,355	65,198,592	93,61

The accompanying notes are an integral part of these consolidated condensed financial statements.

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Vasomedical, Inc. and Subsidiaries

CONSOLIDATED CONDENSED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
(Unaudited)

	Common Stock Shares	Amount	Additional Paid-in Capital	
Balance at June 1, 2007	65,198,592	$65,198	$46,165,998	
Common stock and warrant (net of expenses incurred) issued to Kerns Manufacturing Corp. for Securities Purchase Agreement	21,428,572	21,429	1,354,461	
Common stock issued to Living Data Technology Corporation for distribution and supplier agreement	6,990,840	6,991	461,395	
Stock based compensation	--	--	67,100	
Net loss	--	--	--	
Balance at November 30, 2007	93,618,004	$93,618	$48,048,954	

The accompanying notes are an integral part of this consolidated condensed financial statement.

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Vasomedical, Inc. and Subsidiaries

CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)

	Six No 2007
Cash flows from operating activities	
Net loss	$(82,848
Adjustments to reconcile net loss to net cash provided by (used in) operating activities	
Depreciation and amortization	104,214
Amortization of deferred gain on sale of building	(17,748
Provision for doubtful accounts	(27,524
Amortization of deferred distributor costs	50,888
Stock based compensation	67,100
Changes in operating assets and liabilities:	

Accounts receivable	(104,679
Inventories	408,197
Other current assets	(166,148
Other assets	--
Deferred distributor costs	(40,490
Accounts payable, accrued expenses and other current liabilities	(163,447
Other liabilities	(157,787
	(47,424
Net cash used in operating activities	(130,272
Cash flows provided by investing activities	
Proceeds from the building sale	1,400,000
Expenses paid for sale of building	(89,143
Net cash provided by investing activities	1,310,857
Cash flows provided by (used in) financing activities	
Payments on long term debt and notes payable	(851,015
Proceeds from Securities Purchase agreement	1,500,000
Expenses paid in relation to Securities Purchase Agreement	(124,110
Net cash provided by (used in) financing activities	524,875
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	1,705,460
Cash and cash equivalents - beginning of period	850,288
Cash and cash equivalents - end of period	$2,555,748
Non-cash investing and financing activities were as follows:	
Inventories transferred to (from) property and equipment, attributable to operating leases, net	$38,541
Issue of note for purchase of insurance policy	$--
Common stock issued for distributor agreement	$468,386
Supplemental Disclosures	
Interest paid	$16,605
Income taxes paid	$2,983

The accompanying notes are an integral part of these consolidated condensed financial statements.

Vasomedical, Inc. and Subsidiaries

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS (unaudited)
November 30, 2007

NOTE A - ORGANIZATION AND PLAN OF OPERATIONS

Vasomedical, Inc. was incorporated in Delaware in July 1987. Unless the context requires otherwise, all references to "we", "our", "us", "Company", "registrant", "Vasomedical" or "management" refer to Vasomedical Inc. and its subsidiaries. Since 1995, we have been primarily engaged in designing,

manufacturing, marketing and supporting EECP(R) enhanced external counterpulsation systems based on our unique proprietary technology currently indicated for use in cases of stable or unstable angina (i.e., chest pain), congestive heart failure (CHF), acute myocardial infarction (i.e., heart attack, (MI)) and cardiogenic shock. The EECP(R) therapy system is a non-invasive, outpatient therapy for the treatment of diseases of the cardiovascular system. The therapy serves to increase circulation in areas of the heart with less than adequate blood supply and helps to restore systemic vascular function. The therapy also increases blood flow and oxygen supply to the heart muscle and other organs and decreases the heart's workload and need for oxygen, while also improving function of the endothelium, the lining of blood vessels throughout the body, lessening resistance to blood flow. We provide hospitals, clinics and physician private practices with EECP(R) therapy equipment, treatment guidance, training and an equipment maintenance program all designed to provide optimal patient outcomes. EECP(R) is a registered trademark for Vasomedical's enhanced external counterpulsation therapy. For more information visit www.vasomedical.com.

We have Food and Drug Administration (FDA) clearance to market our EECP(R) therapy for use in the treatment of stable and unstable angina, congestive heart failure, acute myocardial infarction, and cardiogenic shock, however, our current marketing efforts are limited to the treatment of chronic stable angina and congestive heart failure. Medicare and other third-party payers currently reimburse for the treatment of angina symptoms in patients with moderate to severe symptoms who are refractory to medication and not candidates for invasive procedures. Patients with diagnoses of heart failure, diabetes, peripheral vascular disease, etc. are also reimbursed under the same criteria, provided the indication for treatment with EECP(R) therapy is angina symptoms.

During the last two fiscal years ended May 31, 2007 and 2006 we incurred large operating losses. The Company has attempted to achieve profitability by reducing operating costs and halting the trend of declining revenue, to reduce cash usage through bringing its cost structure more into alignment with current revenues by engaging in restructurings during January 2006, March 2007, and April 2007 to substantially reduce personnel and spending on sales, marketing, and development projects. In addition, the Company was seeking to obtain a strategic alliance within the sales and marketing areas and/or to raise additional capital through public or private equity or debt financings.

During the first quarter of fiscal 2008 the following events took place, which allowed us to raise additional capital through a private equity financing and by the sale of our facility under a leaseback agreement.

- On June 21, 2007 we entered into a Securities Purchase Agreement with Kerns Manufacturing Corp. ("Kerns"). Concurrently with our entry into the Securities Purchase Agreement, we also entered into a Distribution Agreement and a Supplier Agreement with Living Data Technology Corporation ("Living Data"), an affiliate of Kerns.

  We sold to Kerns, pursuant to the Securities Purchase Agreement, 21,428,572 shares of our common stock at $.07 per share for a total of $1,500,000 less expenses incurred of $124,110, as well, a five-year warrant to purchase 4,285,714 shares of our common stock at an initial exercise price of $.08 per share (the "Warrant"). We also have an option to sell an additional $1 million of our common stock to Kerns. The agreement further provided for the appointment to our Board of Directors of two representatives of Kerns. In furtherance thereof, Mr. Jun Ma and Mr. Simon Srybnik, Chairman of both Kerns and Living Data, have been appointed members of our Board of Directors. On July 10,

Vasomedical, Inc. and Subsidiaries

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS (unaudited)
November 30, 2007

2007, Mr. Benham Movaseghi, Treasurer of Kerns, was also appointed to our Board of Directors. Pursuant to the Distribution Agreement, we have become the exclusive distributor in the United States of the AngioNew ECP systems manufactured by Living Data. As additional consideration for such agreement, we agreed to issue an additional 6,990,840 shares of our common stock to Living Data. Pursuant to the Supplier Agreement, Living Data now will be the exclusive supplier to us of the ECP therapy systems that we market under the registered trademark EECP(R). The Distribution Agreement and the Supplier Agreement each have an initial term extending through May 31, 2012.

Pursuant to a Registration Rights Agreement, we granted to Kerns and Living Data, subject to certain restrictions, "piggyback registration rights" covering the shares sold to Kerns as well as the shares issuable upon exercise of the Warrant and the shares issued to Living Data.

- On August 15, 2007 we sold our facility under a five-year leaseback agreement for $1.4 million. The net proceeds from the sale was approximately $425,000 after payment in full of the two secured notes on our facility, brokers fees, closing costs, and the opening of a certificate of deposit in accordance with the provisions of the new lease.

NOTE B - STOCK-BASED COMPENSATION

As of June 1, 2006 the Company has adopted Statement of Financial Standards No. 123 (revised 2004), Share-Based Payment ("SFAS No. 123 (R)"), which is a revision of SFAS No. 123. SFAS No. 123 (R) supersedes APB Opinion No. 25, Accounting for Stock Issued to Employees, and amends FASB Statement No. 95, Statement of Cash Flows. Generally, the approach to accounting for share-based payments in SFAS No. 123(R) is similar to the approach described in SFAS No. 123. However, SFAS No. 123(R) requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values. Pro forma disclosure of the fair value of share-based payments is no longer an alternative to financial statement recognition.

Prior to first quarter of fiscal 2007 the Company accounted for stock-based compensation using the intrinsic value method in accordance with Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," and related Interpretations ("APB No. 25") and adopted the disclosure provisions of Statement of Financial Accounting Standards No. 148, "Accounting for Stock-Based Compensation - Transition and Disclosure, an amendment of FASB Statement No. 123." Under APB No. 25, when the exercise price of the Company's employee stock options equals the market price of the underlying stock on the date of grant, no compensation expense is recognized. Accordingly, no compensation expense has been recognized in the consolidated financial statements in connection with employee stock option grants prior to fiscal 2007.

During the six-month period ended November 30, 2007, the Board of Directors granted non-qualified stock options under the 2004 Stock Option/Stock Issuance Plan to four directors to purchase an aggregate of 600,000 shares of common stock, at an exercise price of $0.12 per share, which represented the fair market value of the underlying common stock at the time of the respective grants. These options vest immediately, and expire ten years from the date of grant.

Stock-based compensation expense recognized under SFAS 123(R) for the six months ended November 30, 2007 was $67,100 and $3,792 for the six months ended November 30, 2006. For purposes of estimating the fair value of each option on the date of grant, the Company utilized the Black-Scholes option-pricing model. The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options, which have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions including the expected stock price volatility. Because the Company's employee stock options have characteristics significantly different from those of traded options and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of its employee stock options.

Equity instruments issued to non-employees in exchange for goods, fees and services are accounted for under the fair value-based method of SFAS No. 123(R).

The fair value of the Company's stock-based awards was estimated assuming the following weighted-average assumptions:

	November 30, 2007	November 30, 2006
Expected life (years)	5	5
Expected volatility	108.9%	114.09%
Risk-free interest rate	4.95%	4.76%
Expected dividend yield	0.00%	0.00%

During the six-month period ended November 30, 2007, options to purchase 1,305,625 shares of common stock at an exercise price of $0.20 - $3.96 were cancelled.

NOTE C -LOSS PER COMMON SHARE

Basic loss per share is based on the weighted average number of common shares outstanding without consideration of potential common shares. Diluted loss per share is based on the weighted number of common and potential common shares outstanding. The calculation takes into account the shares that may be issued upon the exercise of stock options and warrants, reduced by the shares that may be repurchased with the funds received from the exercise, based on the average price during the period, plus conversion of convertible preferred stock into common shares based upon the most advantageous conversion rate during the period.

The following table sets forth the computation of basic and diluted loss per common share:

	Six Months Ended November 30,	T

	2007	2006	2007
Numerator:			
Net loss	$(82,848)	$(908,392)	$(64,0
Denominator:			
Basic weighted average common shares	90,667,355	65,198,592	93,618,0
Stock options	--	--	
Warrants	--	--	
Diluted - weighted average common shares	90,667,355	65,198,592	93,618,0
Basic and diluted loss per common share	$(0.00)	$(0.01)	$(0.

Options and warrants, in accordance with the following table, were excluded from the computation of diluted loss per share for the six and three months ended November 30, 2007 and 2006, respectively, because the effect of their inclusion would be antidilutive.

	Six and Three months ended November 30,	
	2007	2006
Options	5,886,710	7,593,049
Warrants	6,540,252	2,254,538
	12,426,962	9,847,587

NOTE D - INVENTORIES, NET

Inventories, net consist of the following:

	November 30, 2007	May 31, 2007
Raw materials	$757,780	$794,18
Work in process	699,957	915,74
Finished goods	266,365	407,69
	$1,724,102	$2,117,62

At November 30, 2007 and May 31, 2007, the Company has recorded reserves for excess and obsolete inventory of $677,166.

NOTE E - PROPERTY AND EQUIPMENT

Property and equipment is summarized as follows:

	November 30, 2007	May 31, 2007
Land	$--	$200,000
Building and improvements	--	1,394,569
Office, laboratory and other equipment	1,368,169	1,436,360
EECP therapy systems under operating leases or under loan for clinical trials	771,113	813,020
Furniture and fixtures	162,068	162,066
Leasehold improvements	--	117,803
	2,301,350	4,123,818
Less: accumulated depreciation and amortization	(2,154,535)	(2,836,938)
	$146,815	$1,286,880

NOTE F - LONG-TERM DEBT

Long-term debt is summarized as follows:

	November 30, 2007	May 31, 2007
Facility loans (a)	$--	$851,015
Less: current portion	--	(65,769)
	$--	$785,246

NOTE G - DEFERRED REVENUES

The changes in the Company's deferred revenues are as follows:

	Six Months Ended November 30,		Thr
	2007	2006	200
Deferred revenue at the beginning of the period	$1,756,351	$2,322,588	$1,619
Additions:			
Deferred extended service contracts	914,254	1,049,461	502
Deferred in-service and training	17,500	25,000	7
Deferred service arrangements	80,000	75,000	30
Deferred service contract promotion	7,800	--	3
Recognized as revenue:			
Deferred extended service contracts	(1,084,345)	(1,241,476)	(518
Deferred in-service and training	(10,000)	(25,000)	(2
Deferred service arrangements	(71,919)	(154,375)	(35

Deferred service contract promotion	(11,400)	--	(7
Deferred revenue at end of period	1,598,241	2,051,198	1,598
Less: current portion	(1,289,289)	(1,500,038)	(1,289
Long-term deferred revenue at end of period	$308,952	$551,160	$308

NOTE H - SALE-LEASEBACK

In August 2007, the Company sold its warehouse and corporate facility for $1,400,000. Under the agreement, the Company is leasing back the property from the purchaser over a period of five years. The Company is accounting for the leaseback as an operating lease. The gain of $266,226 realized in this transaction has been deferred and is being amortized to income ratably over the term of the lease. At November 30, 2007, the unamortized deferred gain of $248,478 is shown as "Deferred gain on sale of building" in the Company's consolidated condensed balance sheet.

NOTE I - WARRANTY COSTS

The changes in the Company's product warranty liability are as follows:

	Six Months Ended November 30,		Thr
	2007	2006	2007
Warranty liability at the beginning of the period	$15,750	$32,000	$15,
Expense for new warranties issued	33,000	30,000	24,
Warranty amortization	(17,750)	(35,500)	(8,
Warranty liability at end of period	31,000	26,500	31,
Less: current portion	(31,000)	(26,500)	(31,
Long-term warranty liability at end of period	$--	$--	

NOTE J - INCOME TAXES

During the six-months ended November 30, 2007 and 2006, state income taxes were $10,447 and $8,300, respectively.

As of November 30, 2007, the recorded deferred tax assets were $19,617,352, reflecting a $28,000 increase during the second quarter of fiscal 2008. The deferred tax asset was offset by a valuation allowance of the same amount.

Ultimate realization of any or all of the deferred tax assets is not assured, due to significant uncertainties and material assumptions associated with estimates of future taxable income during the carryforward period. In February 2006, we concluded that, based upon the weight of available evidence, it was "more likely than not" that the net deferred tax asset would not be

realized and increased the valuation allowance to bring the net deferred tax asset carrying value to zero.

At May 31, 2007, the Company had net operating loss carryforwards for Federal and state income tax purposes of approximately $53,290,050, expiring at various dates from 2008 through 2027.

NOTE K - COMMITMENTS AND CONTINGENCIES

Leases

On August 15, 2007 we sold our facility under a five-year leaseback agreement. Future rental payments under the operating lease are as follows:

For the years ended:

May 31, 2008	$69,310
May 31, 2009	142,777
May 31, 2010	148,488
May 31, 2011	154,427
May 21, 2012	160,604
May 31, 2013	40,540
Total	$716,146

Litigation

The Company is currently, and has in the past been, a party to various routine legal proceedings incident to the ordinary course of business. The Company believes that the outcome of all such pending legal proceedings in the aggregate is unlikely to have a material adverse effect on the business or consolidated financial condition of the Company.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Except for historical information contained in this report, the matters discussed are forward-looking statements that involve risks and uncertainties. When used in this report, words such as "anticipates", "believes", "could", "estimates", "expects", "may", "plans", "potential" and "intends" and similar expressions, as they relate to the Company or its management, identify forward-looking statements. Such forward-looking statements are based on the beliefs of the Company's management, as well as assumptions made by and information currently available to the Company's management. Among the factors that could cause actual results to differ materially are the following: the effect of business and economic conditions; the effect of the dramatic changes taking place in the healthcare environment; the impact of competitive procedures and products and their pricing; medical insurance reimbursement policies; unexpected manufacturing or supplier problems; unforeseen difficulties and

delays in the conduct of clinical trials and other product development programs; the actions of regulatory authorities and third-party payers in the United States and overseas; uncertainties about the acceptance of a novel therapeutic modality by the medical community; and the risk factors reported from time to time in the Company's SEC reports. The Company undertakes no obligation to update forward-looking statements as a result of future events or developments.

General Overview

Vasomedical, Inc. was incorporated in Delaware in July 1987. Unless the context requires otherwise, all references to "we", "our", "us", "Company", "registrant", "Vasomedical" or "management" refer to Vasomedical Inc. and its subsidiaries. Since 1995, we have been primarily engaged in designing, manufacturing, marketing and supporting EECP(R) enhanced external counterpulsation systems based on our unique proprietary technology currently indicated for use in cases of stable or unstable angina (i.e., chest pain), congestive heart failure (CHF), acute myocardial infarction (i.e., heart attack, (MI)) and cardiogenic shock. The EECP(R) therapy system is a non-invasive, outpatient therapy for the treatment of diseases of the cardiovascular system. The therapy serves to increase circulation in areas of the heart with less than adequate blood supply and helps to restore systemic vascular function. The therapy also increases blood flow and oxygen supply to the heart muscle and other organs and decreases the heart's workload and need for oxygen, while also improving function of the endothelium, the lining of blood vessels throughout the body, lessening resistance to blood flow. We provide hospitals, clinics and physician private practices with EECP(R) therapy equipment, treatment guidance, training and an equipment maintenance program all designed to provide optimal patient outcomes. EECP(R) is a registered trademark for Vasomedical's enhanced external counterpulsation therapy. For more information visit www.vasomedical.com.

We have Food and Drug Administration (FDA) clearance to market our EECP(R) therapy for use in the treatment of stable and unstable angina, congestive heart failure, acute myocardial infarction, and cardiogenic shock, however our current marketing efforts are limited to the treatment of chronic stable angina and congestive heart failure. Medicare and other third-party payers currently reimburse for the treatment of angina symptoms in patients with moderate to severe symptoms who are refractory to medications and not candidates for invasive procedures. Patients with a diagnoses of heart failure, diabetes, peripheral vascular disease, etc. are also reimbursed under the same criteria, provided the indication for treatment with EECP(R) therapy is angina symptoms.

During the last two fiscal years ended May 31, 2007 and 2006 we incurred large operating losses. We attempted to achieve profitability by reducing operating costs and halting the trend of declining revenue, to reduce cash usage through bringing our cost structure more into alignment with current revenue by engaging in restructurings during January 2006, March 2007, and April 2007 to substantially reduce personnel and spending on sales, marketing, and development projects. In addition, we sought to obtain a strategic alliance within the sales and marketing areas and/or to raise additional capital through public or private equity or debt financings.

During the first quarter of fiscal 2008 the following events took place, which allowed us to raise additional capital through a private equity financing and by the sale of our facility under a leaseback agreement.

- On June 21, 2007 we entered into a Securities Purchase Agreement with Kerns Manufacturing Corp. ("Kerns"). Concurrently with our entry into the Securities Purchase Agreement, we also entered into a Distribution Agreement and a Supplier Agreement with Living Data Technology Corporation, an affiliate of Kerns ("Living Data").

  We sold to Kerns, pursuant to the Securities Purchase Agreement, 21,428,572 shares of our common stock at $.07 per share for a total of $1,500,000 less expenses incurred of $124,110, as well, a five-year warrant to purchase 4,285,714 shares of our common stock at an initial exercise price of $.08 per share (the "Warrant"). We also have an option to sell an additional $1 million of our common stock to Kerns. The agreement further provided for the appointment to our Board of Directors of two representatives of Kerns. In furtherance thereof, Mr. Jun Ma and Mr. Simon Srybnik, Chairman of both Kerns and Living Data, have been appointed members of our Board of Directors. On July 10, 2007, Mr. Benham Movaseghi, Treasurer of Kerns, was also appointed to our Board of Directors. Pursuant to the Distribution Agreement, we have become the exclusive distributor in the United States of the AngioNew ECP systems manufactured by Living Data. As additional consideration for such agreement, we agreed to issue an additional 6,990,840 shares of our common stock to Living Data. Pursuant to the Supplier Agreement, Living Data now will be the exclusive supplier to us of the ECP therapy systems that we market under the registered trademark EECP(R). The Distribution Agreement and the Supplier Agreement each have an initial term extending through May 31, 2012.

  Pursuant to a Registration Rights Agreement, we granted to Kerns and Living Data, subject to certain restrictions, "piggyback registration rights" covering the shares sold to Kerns as well as the shares issuable upon exercise of the Warrant and the shares issued to Living Data.

- On August 15, 2007 we sold our facility under a five-year leaseback agreement for $1.4 million. The net proceeds from the sale was approximately $425,000 after payment in full of the two secured notes on our facility, brokers fees, closing costs, and the opening of a certificate of deposit in accordance with the provisions of the new lease.

We sponsored a pivotal, randomized clinical trial to demonstrate the efficacy of EECP(R) therapy in the most prevalent types of heart failure patients. This trial, known as PEECH(TM) (Prospective Evaluation of EECP(R) in Congestive Heart Failure), was intended to provide additional evidence of the safety and efficacy of EECP(R) therapy in the treatment of mild-to-moderate heart failure and to support our application for expansion of the Medicare national reimbursement coverage policy to include mild-to-moderate heart failure as a primary indication. The PEECH(TM) trial was a positive clinical trial, having met the statistical requirement of meeting at least one of its co-primary endpoints, a significant difference in the proportion of patients satisfying a pre-specified threshold of improvement in exercise duration. The trial also demonstrated significant improvements in favor of EECP(R) therapy on several important secondary endpoints, including exercise duration and improvement in symptom status and quality of life. Measures of change in peak oxygen consumption were not statistically significant in the overall study population, though a trend favoring EECP(R) therapy was present in early follow-up. Patients in the trial who had an ischemic etiology, i.e. pre-existing coronary artery disease, demonstrated a greater response to EECP(R) therapy than those who had an idiopathic (non-ischemic) etiology.

The preliminary results of the PEECH trial were presented at the American College of Cardiology scientific sessions in March 2005. On June 20, 2005, the Centers for Medicare and Medicaid Services (CMS) accepted our application for expansion of reimbursement coverage of EECP(R) therapy to include patients with New York Heart Association (NYHA) Class II/III stable heart failure symptoms with an ejection fraction of less than or equal to 35%, i.e. chronic, stable, mild-to-moderate systolic heart failure as a primary indication, as well as patients with Canadian Cardiovascular Society Classification (CCSC) II, i.e. chronic, stable mild angina.

On June 23, 2005, CMS also received a request from a competing manufacturer of external counterpulsation therapy equipment, to reconsider the reimbursement coverage policy. They requested expansion of coverage to include 1) treatment of congestive heart failure, to include NYHA Class II, III with a left ventricular ejection fraction (LVEF) less than or equal to 40%, and acute heart failure; 2) treatment of stable angina to include CCSC II angina; 3) treatment of acute myocardial infarction; 4) treatment of cardiogenic shock. On September 15, 2005, they amended their request to include NYHA Class IV heart failure.

On March 20, 2006, CMS issued their Decision Memorandum regarding this reconsideration with the opinion "that the evidence is not adequate to conclude that external counterpulsation therapy is reasonable and necessary for the treatment of:

- Canadian Cardiovascular Society Classification (CCSC) II angina
- Heart Failure
- New York Heart Association Class II/III stable heart failure symptoms with an ejection fraction of less than or equal to 35%
- New York Heart Association Class II/III stable heart failure symptoms with an ejection fraction of less than or equal to 40%
- New York Heart Association Class IV heart failure
- Acute heart failure
- Cardiogenic shock
- Acute myocardial infarction."

They commented in their decision memorandum that they were not able to apply full weight to the evidence generated by the PEECH(TM) trial, as it had not yet been published in a peer-reviewed medical journal by the time they were required to issue a final decision on this application. Moreover, they did not opine on whether they would consider the results of the trial when published to be sufficient evidence to conclude that external counterpulsation therapy is reasonable and necessary for the treatment of New York Heart Association Class II/III stable heart failure symptoms with an ejection fraction of less than or equal to 35%. They did, however, reiterate in the decision memorandum that "Current coverage as described in Section 20.20 of the Medicare National Coverage Determination (NCD) manual will remain in effect.", for refractory angina patients.

On August 25, 2006, the results of the trial were initially published online by the Journal of the American College of Cardiology (JACC), and in print in its September 19, 2006 issue. JACC is the official journal of the American College of Cardiology.

In the November-December issue of the journal Congestive Heart Failure, a

second report of results from the PEECH(TM) trial was published, focusing on the results of a pre-specified subgroup analysis in trial patients age 65 and over. This analysis demonstrated a statistically positive response on both co-primary endpoints of the trial in patients receiving EECP(R) therapy versus those who did not, i.e. a significantly larger proportion of patients undergoing EECP(R) therapy met or exceeded pre-specified thresholds of improvement in exercise duration and peak oxygen consumption. Moreover, the patients age 65 and older who received EECP(R) therapy demonstrated the greatest differences in exercise duration, peak oxygen consumption and functional class (symptom status) compared with those who did not receive EECP(R) therapy.

The above 2 papers have been submitted to CMS for reconsideration of our application. We had met with representatives of CMS on February 28, 2007 and presented our case. CMS has requested more data from us. We will continue to gather the data and continue our dialogue with CMS to obtain coverage for heart failure patients. However, there is no assurance that the Company will have sufficient resources to gather the necessary data to be sufficient to support expansion of the Medicare national coverage policy for EECP(R) therapy treatment for NYHA class II and III heart failure patients.

We will continue to educate the marketplace that EECP(R) therapy is a therapy for ischemic cardiovascular disease and that patients with a diagnosis of heart failure, diabetes, peripheral vascular disease, etc. are also eligible for reimbursement under the current coverage policy, provided the primary indication for treatment with EECP(R) therapy is refractory angina or angina equivalent symptoms and the patient satisfies other listed criteria.

Critical Accounting Policies

Financial Reporting Release No. 60, which was released by the Securities and Exchange Commission, or SEC, in December 2001, requires all companies to include a discussion of critical accounting policies or methods used in the preparation of financial statements. Note B of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-KSB for the year ended May 31, 2007, includes a summary of our significant accounting policies and methods used in the preparation of our financial statements. In preparing these financial statements, we have made our best estimates and judgments of certain amounts included in the financial statements, giving due consideration to materiality. The application of these accounting policies involves the exercise of judgment and use of assumptions as to future uncertainties and, as a result, actual results could differ from these estimates. Our critical accounting policies are as follows:

Revenue Recognition

The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred or service has been rendered, the price is fixed or determinable and collectibility is reasonably assured. In the United States, we recognize revenue from the sale of our EECP(R) therapy systems in the period in which we deliver the system to the customer. Revenue from the sale of our EECP(R) therapy systems to international markets is recognized upon shipment of the product to a common carrier, as are supplies, accessories and spare parts delivered to both domestic and international customers. Returns are accepted prior to the in-service and training subject to a 10% restocking charge or for

normal warranty matters, and we are not obligated for post-sale upgrades to these systems. In addition, we use the installment method to record revenue based on cash receipts in situations where the account receivable is collected over an extended period of time and in our judgment the degree of collectibility is uncertain.

In most cases, revenue from domestic EECP(R) therapy system sales is generated from multiple-element arrangements that require judgment in the areas of customer acceptance, collectibility, the separability of units of accounting, and the fair value of individual elements. Effective September 1, 2003, we adopted the provisions of Emerging Issues Task Force, or EITF, Issue No. 00-21, "Revenue Arrangements with Multiple Deliverables", ("EITF 00-21"), on a prospective basis. The principles and guidance outlined in EITF 00-21 provide a framework to determine (a) how the arrangement consideration should be measured (b) whether the arrangement should be divided into separate units of accounting, and (c) how the arrangement consideration should be allocated among the separate units of accounting. We determined that the domestic sale of our EECP(R) therapy systems includes a combination of three elements that qualify as separate units of accounting:

i. EECP(R) therapy equipment sale,
ii. provision of in-service and training support consisting of equipment set-up and training provided at the customer's facilities, and
iii. a service arrangement (usually one year), consisting of: service by factory-trained service representatives, material and labor costs, emergency and remedial service visits, software upgrades, technical phone support and preferred response times.

Each of these elements represent individual units of accounting as the delivered item has value to a customer on a stand-alone basis, objective and reliable evidence of fair value exists for undelivered items, and arrangements normally do not contain a general right of return relative to the delivered item. We determine fair value based on the price of the deliverable when it is sold separately or based on third-party evidence. In accordance with the

guidance in EITF 00-21, we use the residual method to allocate the arrangement consideration when it does not have fair value of the EECP(R) therapy system sale. Under the residual method, the amount of consideration allocated to the delivered item equals the total arrangement consideration less the aggregate fair value of the undelivered items. Assuming all other criteria for revenue recognition have been met, we recognize revenue for:

i. EECP(R) therapy equipment sales, when delivery and acceptance occurs based on delivery and acceptance documentation received from independent shipping companies or customers,
ii. in-service and training, following documented completion of the training, and
iii. the service arrangement, ratably over the service period, which is generally one year.

In-service and training generally occurs within a few weeks of shipment and our return policy states that no returns will be accepted after in-service and training has been completed. The amount related to in-service and training is recognized as service revenue at the time the in-service and training is

completed and the amount related to service arrangements is recognized ratably as service revenue over the related service period, which is generally one year. Costs associated with the provision of in-service and training and the service arrangement, including salaries, benefits, travel, spare parts and equipment, are recognized in cost of equipment sales as incurred.

The Company also recognizes revenue generated from servicing EECP(R) therapy systems that are no longer covered by the service arrangement, or by providing sites with additional training, in the period that these services are provided. Revenue related to future commitments under separately priced extended service agreements on our EECP(R) therapy system are deferred and recognized ratably over the service period, generally ranging from one year to four years. Costs associated with the provision of service and maintenance, including salaries, benefits, travel, spare parts and equipment, are recognized in cost of sales as incurred. Amounts billed in excess of revenue recognized are included as deferred revenue in the consolidated balance sheets.

Revenues from the sale of EECP(R) therapy systems through our international distributor network are generally covered by a parts only one-year warranty period. For these customers we accrue a warranty reserve for estimated costs to provide warranty parts when the equipment sale is recognized.

The Company has also entered into lease agreements for our EECP(R) therapy systems, generally for terms of one year or less, that are classified as operating leases. Revenues from operating leases are generally recognized, in accordance with the terms of the lease agreements, on a straight-line basis over the life of the respective leases. For certain operating leases in which payment terms are determined on a "fee-per-use" basis, revenues are recognized as incurred (i.e., as actual usage occurs). The cost of the EECP(R) therapy system utilized under operating leases is recorded as a component of property and equipment and is amortized to cost of sales over the estimated useful life of the equipment, not to exceed five years. There were no significant minimum rental commitments on these operating leases at November 30, 2007.

Accounts Receivable, Net

The Company's accounts receivable - trade are due from customers engaged in the provision of medical services. Credit is extended based on evaluation of a customer's financial condition and, generally, collateral is not required. Accounts receivable are generally due 30 to 90 days from shipment and are stated at amounts due from customers net of allowances for doubtful accounts, returns, term discounts and other allowances. Accounts that remain outstanding longer than the contractual payment terms are considered past due. Estimates are used in determining the allowance for doubtful accounts based on the Company's historical collections experience, current trends, credit policy and a percentage of its accounts receivable by aging category. In determining these percentages, we look at historical write-offs of our receivables. The Company also looks at the credit quality of its customer base as well as changes in its credit policies. The Company continuously monitors collections and payments from our customers. While credit losses have historically been within expectations and the provisions established, the Company cannot guarantee that it will continue to experience the same credit loss rates that it has in the past.

Inventories, net

The Company values inventory at the lower of cost or estimated market, cost being determined on a first-in, first-out basis. The Company often places EECP(R) therapy systems at various field locations for demonstration, training, evaluation, and other similar purposes at no charge. The cost of these EECP(R) therapy systems is transferred to property and equipment and is amortized over the next two to five years. The Company records the cost of refurbished components of EECP(R) therapy systems and critical components at cost plus the cost of refurbishment. The Company regularly reviews inventory quantities on hand, particularly raw materials and components, and record a provision for excess and obsolete inventory based primarily on existing and anticipated design and engineering changes to its products as well as forecasts of future product demand.

Effective June 1, 2005, we adopted the provisions of Statement of Financial Accounting Standards No. 151, "Inventory Costs", on a prospective basis. The statement clarifies that abnormal amounts of idle facility expense, freight, handling costs, and wasted materials (spoilage) should be recognized as current-period charges and requires the allocation of fixed production overheads to inventory based on the normal capacity of the production facilities.

Deferred Revenues

The Company records revenue on extended service contracts ratably over the term of the related contract period. Effective September 1, 2003, we prospectively adopted the provisions of EITF 00-21. Upon adoption of the provisions of EITF 00-21 we began to defer revenue related to EECP(R) therapy system sales for the fair value of installation and in-service training to the period when the services are rendered and for warranty obligations ratably over the service period, which is generally one year.

Warranty Costs

Equipment sold is generally covered by a warranty period of one year. Effective September 1, 2003, the Company adopted the provisions of EITF 00-21 on a prospective basis. Under EITF 00-21, for certain arrangements, a portion of the overall system price attributable to the first year service arrangement is deferred and recognized as revenue over the service period. As such, we no longer accrue warranty costs upon delivery but rather recognize warranty and related service costs as incurred.

Equipment sold to international customers through our distributor network is generally covered by a parts only one-year warranty period. For these customers the Company accrues a warranty reserve for estimated costs of providing a parts only warranty when the equipment sale is recognized.

The factors affecting our warranty liability include the number of units sold and historical and anticipated rates of claims and costs per claim.

Net Loss per Common Share

Basic loss per share is based on the weighted average number of common shares outstanding without consideration of potential common stock. Diluted loss per share is based on the weighted number of common and potential dilutive common shares outstanding. The calculation takes into account the shares that may be issued upon the exercise of stock options and warrants, reduced by the shares that may be repurchased with the funds received from the exercise, based on the average price during the period.

Income Taxes

Deferred income taxes are recognized for temporary differences between financial statement and income tax bases of assets and liabilities and loss

carryforwards for which income tax benefits are expected to be realized in

future years. A valuation allowance is established, when necessary, to reduce deferred tax assets to the amount expected to be realized. In estimating future tax consequences, we generally consider all expected future events other than an enactment of changes in the tax laws or rates. The deferred tax asset is continually evaluated for realizability. To the extent our judgment regarding the realization of the deferred tax assets changes, an adjustment to the allowance is recorded, with an offsetting increase or decrease, as appropriate, in income tax expense. Such adjustments are recorded in the period in which our estimate as to the realizability of the asset changed that it is "more likely than not" that the deferred tax assets will be realized. The "more likely than not" standard is subjective, and is based upon our estimate of a greater than 50% probability that our long range business plan can be realized.

Stock-based Employee Compensation

In December 2004, the FASB issued Statement of Financial Standards No. 123 (revised 2004), Share-Based Payment ("SFAS No. 123 (R)"), which is a revision of SFAS No. 123. SFAS No. 123 (R) supersedes APB Opinion No. 25, Accounting for Stock Issued to Employees, and amends FASB Statement No. 95, Statement of Cash Flows. Generally, the approach to accounting for share-based payments in SFAS No. 123(R) is similar to the approach described in SFAS No. 123. However, SFAS No. 123(R) requires all share-based payments to employees including grants of employee stock options, to be recognized in the financial statements based on their fair values. Pro forma disclosure of the fair value of share-based payments is no longer an alternative to financial statement recognition. The Company has five stock-based employee compensation plans.

Prior to fiscal 2007 the Company accounted for stock-based compensation using the intrinsic value method in accordance with Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," and related Interpretations ("APB No. 25") and adopted the disclosure provisions of Statement of Financial Accounting Standards No. 148, "Accounting for Stock-Based Compensation - Transition and Disclosure, an amendment of FASB Statement No. 123." Under APB No. 25, when the exercise price of the Company's employee stock options equals the market price of the underlying stock on the date of grant, no compensation expense is recognized. Accordingly, no compensation expense was recognized in the consolidated financial statements in connection with employee stock option grants prior to fiscal 2007.

As new stock options are issued, this may have a material effect on the quarterly and annual financial statements in the form of additional compensation expense. It is not possible to precisely determine the expense impact of adoption since a portion of the ultimate expense that is recorded will likely relate to awards that have not yet been granted. The expense associated with these future awards can only be determined based on factors such as the price for the Company's common stock, volatility of the Company's stock price and risk free interest rates as measured at the grant date.

For purposes of estimating the fair value of each option on the date of grant, the Company utilized the Black-Scholes option-pricing model.

The Black-Scholes option valuation model was developed for use in

estimating the fair value of traded options, which have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions including the expected stock price volatility. Because the Company's employee stock options have characteristics significantly different from those of traded options and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not necessarily provide a reliable measure of the fair value of its employee stock options.

Equity instruments issued to non-employees in exchange for goods, fees and services are accounted for under the fair value-based method of SFAS No. 123 (R).

Recently Issued Accounting Pronouncements Not Yet Effective

Statement of Financial Accounting Standards No. 157, Fair Value Measurements. This Statement defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. This Statement applies under other accounting pronouncements that require or permit fair value measurements, the Board having previously concluded in those accounting pronouncements that fair value is the relevant measurement attribute. Accordingly, this Statement does not require any new fair value measurements. However, for some entities, the application of this Statement will change current practice. This Statement is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. Earlier application is encouraged, provided that the reporting entity has not yet issued financial statements for that fiscal year, including financial statements for an interim period within that fiscal year. The Company does not expect that SFAS 157 will have any significant effect on future financial statements.

Statement of Financial Accounting Standards No. 159, The Fair Value Option for Financial Assets and Financial Liabilities - Including an Amendment to FASB Statement No. 115. This Statement permits entities to choose to measure many financial instruments and certain other items at fair value. The objective is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. This Statement is expected to expand the use of fair value measurement, which is consistent with the Board's long-term measurement objectives for accounting for financial instruments. This Statement is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007, and interim periods within those fiscal years. Early adoption is permitted as of the beginning of a fiscal year that begins on or before November 15, 2007, provided the entity also elects to apply the provisions of FASB Statement No. 157, Fair Value Measurements. The Company does not expect that SFAS 159 will have any significant effect on future financial statements.

Statement of Financial Accounting Standards No. 160, Noncontrolling Interests in Consolidated Financial Statements - An amendment of ARB No. 51 - establishes new accounting and reporting standards for the noncontrolling interest in a subsidiary. (Noncontrolling interest formerly called a minority interest). Requires recognition of a noncontrolling interest as a separate item of equity in the consolidated financial statements. Requires the parent to

recognize a gain or loss when a subsidiary is deconsolidated. Effective for fiscal years and interim periods beginning on or after December 15, 2008. The Company does not expect that SFAS 160 will have any significant effect on future financial statements.

EITF Issue 06-1, Accounting for Consideration Given by a Service Provider to a Manufacturer or Reseller of Equipment Necessary for an End-Customer to Receive Service from the Service Provider. The Task Force reached a consensus that if the consideration given by a service provider to a manufacturer or reseller (that is not a customer of the service provider) can be linked contractually to the benefit received by the service provider's customer, a service provider should use the guidance in Issue 01-9 to determine the characterization of the consideration (that is, "cash consideration" or "other than cash" consideration). Issue 01-9 presumes that an entity should characterize "cash consideration" as a reduction of revenue unless an entity meets the requirements of paragraph 9 of Issue 01-9. Under Issue 01-9, "other than cash" consideration should be characterized as an expense. In applying that guidance, the service provider should characterize the consideration given to a third-party manufacturer or reseller based on the form of consideration directed by the service provider to be provided to the service provider's customer. If the form of the consideration is directed to be anything other than "cash consideration" (as defined in Issue 01-9), then the form of the consideration should be characterized as "other than cash" consideration. If the service provider does not control the form of the consideration provided to the service provider's customer, the consideration should be characterized as "other than cash" consideration. In reaching this conclusion, Task Force members observed that consideration paid by a service provider that results in a customer receiving a reduced price on equipment purchased from a manufacturer or reseller should be characterized as "other than cash" consideration for purposes of applying Issue 01-9. The consensus in this Issue is effective for the first annual reporting period beginning after June 15, 2007. Earlier application is permitted for financial statements that have not yet been issued. Entities should recognize the effects of applying the consensus in this Issue as a change

in accounting principle through retrospective application to all prior periods unless it is impracticable to do so. The Company does not expect that pronouncement EITF Issue 06-1 will have any significant effect on future financial statements.

EITF Issue 06-4, Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split-Dollar Life Insurance Arrangements. An endorsement split-dollar life insurance should be recognized as a liability for future benefits in accordance with Statement 106 (if, in substance, a postretirement benefit plan exists) or Opinion 12 (if the arrangement is, in substance, an individual deferred compensation contract) based on the substantive agreement with the employee. The consensus in this Issue is effective for fiscal years beginning after December 15, 2007, with earlier application permitted. The Company does not expect that pronouncement EITF Issue 06-4 will have any significant effect on future financial statements.

Results of Operations

Three Months Ended November 30, 2007 and 2006

Net revenue from sales, leases and service of our EECP therapy systems for the three-month periods ended November 30, 2007 and 2006, were $1,387,815, and $1,523,223, respectively, which represented a decline of $135,408 or 9%. We reported a net loss of $64,063 compared to a net loss of $368,935 for the three-month periods ended November 30, 2007 and 2006, respectively. The decrease in the net loss was primarily due to the significant decrease in our operating expenses from the comparative prior period. Our net loss per common share was $0.00 for the three-month periods ended November 30, 2007 and November 30, 2006, respectively.

Revenues

Revenue from equipment sales increased approximately 4%, to $597,272, for the three-month period ended November 30, 2007 as compared to $574,932 for the same period for the prior year. The increase in equipment sales is due primarily to a 71% increase in the number of equipment shipments, primarily to the international market place, offset by a 36% decrease in blended average selling prices in both the domestic and international markets.

We believe the decline in domestic units shipped reflects weakened demand in the refractory angina market as existing capacity is more fully utilized, coupled with increased direct and indirect competition. We anticipate that demand for EECP(R) therapy systems will remain soft unless there is greater clinical acceptance for the use of EECP(R) therapy in treating patients with angina or angina equivalent symptoms who, meet the current reimbursement guidelines or an expansion of the current CMS national reimbursement policy to include some or all Class II & III heart failure patients. Patients with angina or angina equivalent symptoms eligible for reimbursement under current policies include many with serious co-morbidities, such as heart failure, diabetes, peripheral vascular disease and/or others. Despite this, many cardiology clinicians appear to be waiting for approval of reimbursement coverage for heart failure as a primary indication before they will move forward with the treatment of ischemic heart failure patients with angina equivalent symptoms. Reluctance to bill for ischemic heart failure patients under the current coverage guidelines, and failure to get or maintain adequate reimbursement coverage for angina and heart failure would adversely affect our business prospects. We anticipate that a prevailing trend of declining prices will continue in the immediate future as our competition attempts to capture greater market share through pricing discounts. The average price of new systems sales declined by 40% in the three-month period ended November 30, 2007, compared to prior year and the average sales price of used systems declined 24% in the three-month period ended November 30, 2007. We continue to reorganize certain territory responsibilities in our sales department due to the reduction in our sales force and vacant and/or unproductive territories.

Our revenue from the sale of EECP(R) therapy systems and related products to international distributors in the three-month period ended November 30, 2007 increased approximately 90% to $435,861 compared to $230,000 in the three-month period ending November 30, 2006.

The decline in overall revenue was also partially due to a 17% decrease in revenue from equipment rental and services for the three-month period ended November 30, 2007, compared to the same three-month period in the prior year. Revenue from equipment rental and services represented 57% of total revenue in

the second quarter of fiscal 2008 compared to 62% in the second quarter of fiscal 2007. This decrease in revenue resulted primarily from a 16% decrease in service related revenue and a 56% decline in rental revenue. The decline in rental revenue was due to a decrease in the rental install base from the prior period ended November 30, 2006.

Gross Profit

The gross profit declined to $651,775, or 47% of revenues, for the three-month period ended November 30, 2007, compared to $806,615, or 53% of revenues, for the three-month period ended November 30, 2006. The decline in gross profit primarily reflects the reduced sales volume in the domestic market.

Gross profits are dependent on a number of factors, particularly the mix of EECP(R) therapy system models sold domestically and internationally and their respective average selling prices, the mix of EECP(R) therapy system units sold, rented or placed during the period, the ongoing costs of servicing such units, and certain fixed period costs, including facilities, payroll and insurance. Gross profit margins are generally less on non-domestic business due to the use of distributors resulting in lower selling prices. Consequently, the gross profit realized during the current period may not be indicative of future margins.

Selling, General and Administrative

Selling, general and administrative ("SG&A") expenses for the three months ended November 30, 2007 and 2006, were $642,138, or 46% of revenues, and $1,027,656 or 68% of revenues, respectively reflecting a decrease of $385,518 or approximately 38%. The decrease in SG&A expenditures in the second quarter of fiscal 2008 compared to fiscal 2007 resulted primarily from a decrease of $279,223 due to reduced sales personnel and associated travel plus lower sales commission due to reduced sales volume. Marketing expenses decreased $87,796 due to reduced personnel in the marketing and clinical application support areas, as well as associated travel, plus lower market research, product promotion, advertising, and trade show expenses. Administrative expenses decreased $18,499 as a result of decreased expenditures in professional fees related to accounting and outside consulting, along with reduced personnel and their associated costs.

Research and Development

Research and development ("R&D") expenses of $105,827, or 8% of revenues, for the three months ended November 30, 2007, decreased by $34,963, or 25%, from the three months ended November 30, 2006, which was $140,790, or 9% of revenues. The decrease is primarily attributable to fewer engineering personnel, lower new product development spending, and reduced spending on clinical trials.

Interest Expense and Financing Costs

There were no interest expense and financing costs incurred during the three-month period ended November 30, 2007 compared to $18,440 for the same period in the prior year. Interest expense reflects interest on loans secured to refinance the November 2000 purchase of the Company's headquarters and warehouse facility. The elimination of this cost in the second quarter of fiscal 2008 is a direct result of the sale-leaseback agreement for the Company's headquarters and warehouse facility.

Interest and Other Income, Net

Interest and other income for the three-month periods ended November 30, 2007 and 2006, were $22,967 and $15,086, respectively. Interest income primarily reflects interest earned on the Company's cash balances.

Income Tax Expense, Net

During the three-month periods ended November 30, 2007 and 2006, state income taxes were $4,151 and $3,750, respectively.

As of November 30, 2007, the recorded deferred tax assets were $19,617,352, reflecting a $28,000 increase during the second quarter of fiscal 2008. The deferred tax asset was offset by a valuation allowance of the same amount.

Ultimate realization of any or all of the deferred tax assets is not assured, due to significant uncertainties and material assumptions associated with estimates of future taxable income during the carryforward period. In February 2006, we concluded that, based upon the weight of available evidence, it was "more likely than not" that the net deferred tax asset would not be realized and increased the valuation allowance to bring the net deferred tax asset carrying value to zero.

Results of Operations

Six Months Ended November 30, 2007 and 2006

Net revenue from sales, leases and service of our EECP(R) therapy systems for the six-month periods ended November 30, 2007 and 2006, were $2,727,891 and $3,605,079, respectively, which represented a decline of $877,188, or 24%. We reported a net loss of $82,848 compared to a net loss of $908,392 for the six-month periods ended November 30, 2007 and 2006, respectively. Our net loss per common share was $0.00 for the six-month period ended November 30, 2007 compared to a net loss of $0.01 per share for the six-month period November 30, 2006. The decrease in the net loss per common share was primarily due to the significant decrease in our operating expenses from the comparative prior period.

Revenues

Revenue from equipment sales declined approximately 34%, to $1,090,540, for the six-month period ended November 30, 2007 as compared to $1,648,148 for the same period for the prior year. The decrease in equipment sales is due primarily to a 34% decrease in blended average sales prices. The overall decrease in average sales prices is primarily due to the reduction in sales price due to competition in both the domestic and international markets, from the prior fiscal year.

We believe the decline in domestic units shipped reflects weakened demand in the refractory angina market as existing capacity is more fully utilized, coupled with increased direct and indirect competition. We anticipate that demand for EECP(R) therapy systems will remain soft unless there is greater clinical acceptance for the use of EECP(R) therapy in treating patients with angina or angina equivalent symptoms, who meet the current reimbursement guidelines or an expansion of the current CMS national reimbursement policy to include some or all Class II & III heart failure patients. Patients with angina or angina equivalent symptoms eligible for reimbursement under current policies include many with serious co-morbidities, such as heart failure, diabetes, peripheral vascular disease and/or others. Despite this, many cardiology clinicians appear to be waiting for approval of reimbursement coverage for heart failure as a primary indication before they will move forward with the treatment

of ischemic heart failure patients with angina equivalent symptoms. Reluctance

to bill for ischemic heart failure patients under the current coverage guidelines, and failure to get or maintain adequate reimbursement coverage for angina and heart failure would adversely affect our business prospects. We anticipate that a prevailing trend of declining prices will continue in the immediate future as our competition attempts to capture greater market share through pricing discounts. The average price of new systems sales declined by 29%, in the six month period ended November 30, 2007, compared to prior year and the average sales price of used systems declined 38% in the six month period ended November 30, 2007. We continue to reorganize certain territory responsibilities in our sales department due to the reduction in our sales force and vacant and/or unproductive territories.

Our revenue from the sale of EECP(R) therapy systems and related products to international distributors in the six-month period ended November 30, 2007 decreased approximately 9%, to $591,852, compared to $647,760 in the six-month period ending November 30, 2006.

The decline in overall revenue was also partially due to a 16% decrease in revenue from equipment rental and services for the six-month period ended November 30, 2007, compared to the same six-month period in the prior year. Revenue from equipment rental and services represented 60% of total revenue in the first and second quarters of fiscal 2008 compared to 54% in the first and second quarters of fiscal 2007. The decrease in this revenue resulted primarily from a 15% decrease in service related revenue and a 82% decline in rental revenue. The decline in rental revenue was due to a decrease in the rental install base from the prior period ended November 30, 2006.

Gross Profit

The gross profit declined to $1,336,514, or 49% of revenues, for the six-month period ended November 30, 2007, compared to $1,923,861, or 53% of revenues, for the six-month period ended November 30, 2006. The decline in gross profit primarily reflects the reduced sales volume.

Gross profits are dependent on a number of factors, particularly the mix of EECP(R) therapy system models sold domestically and internationally and their respective average selling prices, the mix of EECP(R) therapy system units sold, rented or placed during the period, the ongoing costs of servicing such units, and certain fixed period costs, including facilities, payroll and insurance. Gross profit margins are generally less on non-domestic business due to the use of distributors resulting in lower selling prices. Consequently, the gross profit realized during the current period may not be indicative of future margins.

Selling, General and Administrative

Selling, general and administrative ("SG&A") expenses for the six-months ended November 30, 2007 and 2006, were $1,200,294, or 44% of revenues, and $2,353,163, or 65% of revenues, respectively, reflecting a decrease of $1,152,869, or approximately 49%. The decrease in SG&A expenditures in the first and second quarters of fiscal 2008 compared to fiscal 2007 resulted primarily from a decrease of $539,064 due to reduced sales personnel and associated travel

plus lower sales commission due to reduced sales volume. Marketing expenses decreased $251,320 due to reduced personnel in the marketing and clinical application support areas, as well as associated travel, plus lower market research, product promotion, advertising, and trade show expenses. Administrative expenses decreased $362,485 as a result of decreased expenditures in professional fees related to accounting and outside consulting, along with reduced personnel and their associated costs offset by $67,100 recognized stock based compensation expense recognized during the period.

Research and Development

Research and development ("R&D") expenses of $245,002, or 9% of revenues, for the six months ended November 30, 2007, decreased by $224,283, or 48%, from the prior six months ended November 30 2006, which was $469,285, or 13% of revenues. The decrease is primarily attributable to fewer engineering personnel, lower new product development spending, and reduced spending on clinical trials.

Interest Expense and Financing Costs

Interest expense and financing costs decreased to $16,605 in the six-month period ended November 30, 2007, from $37,329 for the same period in the prior year. Interest expense reflects interest on loans secured to refinance the November 2000 purchase of the Company's headquarters and warehouse facility. The decrease in the first and second quarters of fiscal 2008 is a direct result of the sale-leaseback agreement for the Company's headquarters and warehouse facility.

Interest and Other Income, Net

Interest and other income for the six-month periods ended November 30, 2007 and 2006, were $35,238 and $35,824, respectively. Interest income primarily reflects interest earned on the Company's cash balances.

Income Tax Expense, Net

During the six-month periods ended November 30, 2007 and 2006, state income taxes were $10,447 and $8,300, respectively.

As of November 30, 2007, the recorded deferred tax assets were $19,617,352, reflecting a $28,000 increase in the first and second quarters of fiscal 2008. The deferred tax asset was offset by a valuation allowance of the same amount.

Ultimate realization of any or all of the deferred tax assets is not assured, due to significant uncertainties and material assumptions associated with estimates of future taxable income during the carryforward period. In February 2006, we concluded that, based upon the weight of available evidence, it was "more likely than not" that the net deferred tax asset would not be realized and increased the valuation allowance to bring the net deferred tax asset carrying value to zero.

Liquidity and Capital Resources

Cash and Cash Flow

At November 30, 2007, we had cash of $2,555,748 and working capital of $3,106,604 as compared to cash and cash equivalents of $850,288 and working capital of $1,320,347 at May 31, 2007. Our cash and cash equivalents increased $1,705,460 in fiscal year 2008.

Cash used in operating activities was $130,272 for the six months ended November 30, 2007, which consisted of net cash income after adjustments of $94,082 and cash used for operating assets and liabilities of $224,354. The changes in the account balances primarily reflect an increase in accounts receivable of $104,679, and other current assets of $166,148, which were offset by lower inventory of $408,197, a decrease in accounts payable, accrued expenses, and other current liabilities of $163,447, and a decrease in other liabilities of $157,787. Net accounts receivable were 32% of revenues for the six-month period ended November 30, 2007, as compared to 22% for the six-month period ended November 30, 2006, and accounts receivable turnover was 6 times for the six months ended November 30, 2007 and November 30, 2006, respectively.

Standard payment terms on our domestic equipment sales are generally net 30 to 90 days from shipment and do not contain "right of return" provisions. We have historically offered a variety of extended payment terms, including sales-type leases, in certain situations and to certain customers in order to expand the market for our EECP(R) therapy system products in the US and internationally. Such extended payment terms were offered in lieu of price concessions, in competitive situations, when opening new markets or geographies and for repeat customers. Extended payment terms cover a variety of negotiated terms, including payment in full - net 120, net 180 days or some fixed or variable monthly payment amount for a six to twelve month period followed by a balloon payment, if applicable. During the six-month periods ended November 30,

2007 and 2006, there were no revenues generated from sales in which initial payment terms were greater than 90 days and we offered no sales-type leases during either period. In general, reserves are calculated on a formula basis considering factors such as the aging of the receivables, time past due, and the customer's credit history and their current financial status. In most instances where reserves are required, or accounts are ultimately written-off, customers have been unable to successfully implement their EECP(R) therapy program. As we are creating a new market for the EECP(R) therapy and recognizing the challenges that some customers may encounter, we have opted, at times, on a customer-by-customer basis, to recover our equipment instead of pursuing other legal remedies, which has resulted in our recording of a reserve or a write-off.

Investing activities provided net cash of $1,310,857 during the six-month period ended November 30, 2007, which represented proceeds received from the building sale, net of related costs.

Our financing activities provided net cash of $524,875 during the six-month period ended November 30, 2007, reflecting proceeds, net of related expenses, of $1,375,890 from the Securities Purchase Agreement, which was offset by loan repayments on the building of $851,015.

The following table presents the Company's expected cash requirements for contractual obligations outstanding as of November 30, 2007.

	Total	Due as of 11/30/08	Due as of 11/30/09 and 11/30/10	Due as of 11/30/11 a 11/30/12
Operating Leases	$716,146	$140,004	$297,033	$279,1
Total Contractual Cash Obligations	$716,146	$140,004	$297,033	$279,1

Liquidity

During the first quarter of fiscal 2008 the following events took place, which allowed us to raise additional capital through a private equity financing and by the sale of our facility under a leaseback agreement.

- On June 21, 2007 we entered into a Securities Purchase Agreement with Kerns Manufacturing Corp. ("Kerns"). Concurrently with our entry into the Securities Purchase Agreement, we also entered into a Distribution Agreement and a Supplier Agreement with Living Data Technology Corporation, an affiliate of Kerns ("Living Data").

  We sold to Kerns, pursuant to the Securities Purchase Agreement, 21,428,572 shares of our common stock at $.07 per share for a total of $1,500,000 less expenses incurred of $124,110, as well a five-year warrant to purchase 4,285,714 shares of our common stock at an initial exercise price of $.08 per share (the "Warrant"). We also have an option to sell an additional $1 million of our common stock to Kerns. The agreement further provided for the appointment to our Board of Directors of two representatives of Kerns. In furtherance thereof, Mr. Jun Ma and Mr. Simon Srybnik, Chairman of both Kerns and Living Data, have been appointed members of our Board of Directors. On July 10, 2007, Mr. Benham Movaseghi, Treasurer of Kerns, was also appointed to our Board of Directors. Pursuant to the Distribution Agreement, we have become the exclusive distributor in the United States of the AngioNew ECP systems manufactured by Living Data. As additional consideration for such agreement, we agreed to issue an additional 6,990,840 shares of our common stock to Living Data. Pursuant to the Supplier Agreement, Living Data now will be the exclusive supplier to

  us of the ECP therapy systems that we market under the registered trademark EECP(R). The Distribution Agreement and the Supplier Agreement each have an initial term extending through May 31, 2012.

  Pursuant to a Registration Rights Agreement, we granted to Kerns and Living Data, subject to certain restrictions, "piggyback registration rights" covering the shares sold to Kerns as well as the shares issuable upon exercise of the Warrant and the shares issued to Living Data.

- On August 15, 2007 we sold our facility under a five-year leaseback agreement for $1.4 million. The net proceeds from the sale was approximately $425,000 after payment in full of the two secured notes on our facility, brokers fees, closing costs, and the opening of a

certificate of deposit in accordance with the provisions of the new lease.

Based on our current operations and the amounts received from the above transactions, we believe that we have sufficient working capital to continue our operations through at least the next twelve months.

Effects of Inflation

We believe that inflation and changing prices over the past year have not had a significant impact on our revenue or on our results of operations.

ITEM 3 - CONTROLS AND PROCEDURES

We carried out an evaluation, 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 pursuant to Exchange Act Rule 13a-15. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of November 30, 2007, our disclosure controls and procedures are effective to provide reasonable assurances that such disclosure controls and procedures satisfy their objectives and that the information required to be disclosed by us in the reports we file under the Exchange Act is recorded, processed, summarized and reported within the required time periods. There were no changes during the fiscal quarter ended November 30, 2007 in our internal controls or in other factors that could have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

None.

ITEM 2 - UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3 - DEFAULTS UPON SENIOR SECURITIES

None.

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

None.

ITEM 5 - OTHER INFORMATION

None.

ITEM 6 - EXHIBITS

Exhibits

31 Certifications pursuant to Rules 13a-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32 Certifications pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Vasomedical, Inc. and Subsidiaries

In accordance with the requirements of the Exchange Act, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

VASOMEDICAL, INC.

By: /s/ John C.K. Hui

John C.K. Hui
Chief Executive Officer, Director, and Chief Technology Officer (Principal Executive Officer)

/s/ Tricia Efstathiou

Tricia Efstathiou
Chief Financial Officer (Principal Financial and Accounting Officer)

Date: January 14, 2008