BIOMERICA INC
Form 10QSB
January 14, 2005

FORM 10-QSB
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

For Quarter Ended November 30, 2004 Commission File No. 0-8765

BIOMERICA, INC.
(Exact name of registrant as specified in its charter)

Delaware	95-2645573
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1533 Monrovia Avenue, Newport Beach, California	92663
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number including area code: (949) 645-2111

(Not applicable)
(Former name, former address and former fiscal year, if changed since last report.)

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 an accelerated filer (as Defined in Rule 12b-2 of the Exchange Act).

Yes [ ] No [X]

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 5,752,431 shares of common stock as of January 14, 2005.

1

BIOMERICA, INC.

INDEX

PART I

Item 1. Consolidated Financial Statements:

Consolidated Statements of Operations and Comprehensive Loss (unaudited) - Three and Six Months Ended November 30, 2004 and 2003.......................................3 & 4

Consolidated Balance Sheet (unaudited) - November 30, 2004..5 & 6

Consolidated Statements of Cash Flows (unaudited) - Six Months Ended November 30, 2004 and 2003..........................7

Consolidated Statement of Changes in Shareholders' Equity (unaudited) - Six Months Ended November 30, 2004...............8

Notes to Consolidated Financial Statements........................9-20

Item 2. Management's Discussion and Analysis of Financial Condition and Selected Financial Data.....................................21-23

Item 3. Quantitative and Qualitative Disclosures about Market Risk........ 24

Item 4. Controls and procedures...24

PART II Other Information...25

Item 1. Legal Proceedings...25

Item 2. Changes in Securities and Use of Proceeds.........................25

Item 3. Defaults upon Senior Securities...................................25

Item 4. Submission of Matters to a Vote of Security Holders...............25

Item 5. Other Information...25

Item 6. Exhibits and Reports on Form 8-K..................................25

Signatures..26

PART I - FINANCIAL INFORMATION
SUMMARIZED FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS

BIOMERICA, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
AND COMPREHENSIVE LOSS (UNAUDITED)

Six Months Ended November 30,	
2004	2003

Net sales	$ 4,346,972	$ 4,434,215	$ 2
Cost of sales	2,935,536	3,137,829	1
Gross profit	1,411,436	1,296,386	
Operating Expenses:			
Selling, general and administrative	1,498,333	1,594,873	
Research and development	142,507	141,753	
	1,640,840	1,736,626	
Operating loss from continuing operations	(229,404)	(440,240)	
Other Expense (income):			
Interest expense	17,579	15,376	
Other income, net	(22,904)	(33,258)	
	(5,325)	(17,882)	
Loss from continuing operations, before minority interest in net loss of consolidated subsidiaries and income taxes	(224,079)	(422,358)	
Minority interest in net losses of consolidated subsidiary	100,100	93,819	
Loss from continuing operations, before income taxes	(123,979)	(328,539)	
Income tax expense	1,600	--	
Net loss from continuing operations	(125,579)	(328,539)	

The accompanying notes are an integral part of these statements.

BIOMERICA, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
AND COMPREHENSIVE LOSS - Continued (UNAUDITED)

	Six Months Ended November 30, 2004	2003
Discontinued operations:		
Income (loss) from discontinued operations, net	6,601	(2,944)
Net loss	(118,978)	(331,483)

Other comprehensive (loss) gain, net of tax		
Unrealized (loss) gain on available-for-sale securities	(7,442)	22,362
Comprehensive loss	$ (126,420)	(309,121)
Basic net loss per common share:		
Net loss from continuing operations	$ (.02)	$ (.06)
Net gain (loss) from discontinued operations	.00	(.00)
Basic net loss per common share	$ (.02)	$ (.06)
Diluted net loss per common share		
Net loss from continuing operations	$ (.02)	$ (.06)
Net loss from discontinued operations	.00	(.00)
Diluted net loss per common share	$ (.02)	$ (.06)
Weighted average number of common and common equivalent shares:		
Basic and diluted	5,752,431	5,675,890

The accompanying notes are an integral part of these statements.

4

BIOMERICA, INC.

CONSOLIDATED BALANCE SHEET (UNAUDITED)

	November 30, 2004
Assets	
Current Assets	
Cash and cash equivalents	$ 223,434
Available for-sale securities	18,678
Accounts receivable, less allowance for doubtful accounts of $123,081	1,575,481
Inventories, net of reserve of $250,914	2,915,735
Notes receivable	3,219
Prepaid expenses and other	216,772
Total Current Assets	4,953,319
Inventory, non-current	19,000
Property and Equipment, net of accumulated depreciation and amortization	766,125

Intangible assets, net of accumulated amortization	16,784
Other Assets	62,240
	$5,817,468

The accompanying notes are an integral part of these statements.

BIOMERICA, INC.

CONSOLIDATED BALANCE SHEET - Continued (UNAUDITED)

	November 30, 2004
Liabilities and Shareholders' Equity	
Current Liabilities	
Line of credit	$ 150,000
Accounts payable and accrued liabilities	1,135,518
Accrued compensation	599,985
Current portion of shareholder loan	317,318
Net liabilities from discontinued operations	271,951
Total Current Liabilities	2,474,772
Minority interest	2,547,713
Shareholders' Equity	
Common stock, $0.08 par value authorized 25,000,000 shares, subscribed or issued and outstanding 5,752,431	460,193
Additional paid-in-capital	17,120,135
Accumulated other comprehensive gain	11,024
Accumulated deficit	(16,796,369)
Total Shareholders' Equity	794,983
Total Liabilities and Equity	$ 5,817,468

The accompanying notes are an integral part of these statements.

BIOMERICA, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

For the six months ended November 30,	2004	2
Cash flows from operating activities:		
Net loss from continuing operations	$(125,579)	$(32
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Depreciation and amortization	85,632	5
Minority interest in net loss of consolidated Subsidiary	(100,100)	(9
Amortization of warrant expense for extension of loan	10,400	
Gain on sales of marketable securities	(8,888)	
Common stock, warrants and options issued for services rendered	243	5
Provision for losses on accounts receivable	(49,321)	
Loss on disposal of fixed assets	1,258	
Provision for losses on inventory	--	4
Changes in current assets and liabilities:		
Accounts receivable	(8,877)	30
Inventories	(241,893)	(5
Prepaid expenses and other current assets	(51,650)	(
Accounts payable and other accrued liabilities	152,740	(16
Accrued compensation	134,062	15
Net cash used in operating activities	(201,973)	(2
Cash flows from investing activities:		
Purchases of property and equipment	(121,111)	(24
Other assets	--	(1
Net cash used in investing activities	(121,111)	(26
Cash flows from financing activities:		
Change in minority interest	45,000	
Sales of available for sale securities	8,888	
Increase in shareholder loan	--	2
Private placement, net of offering costs	--	3
Exercise of stock options	--	
Increase (Decrease) in line of credit	150,000	
Net cash provided by financing activities	203,888	5
Net cash used in discontinued operations	(9,744)	
Net decrease in cash and cash equivalents	(128,940)	(22
Cash at beginning of period	352,374	52

Cash at end of period	$ 223,434	$ 29
Supplemental disclosures on non-cash financing activity		
Issuance of common stock at market value in exchange for settlement of accrued wages and shareholder loan	$ --	$ 2
Change in minority interest due to subsidiary stock issuance	(15,512)	

The accompanying notes are an integral part of these statements.

BIOMERICA, INC.

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (UNAUDI
FOR THE SIX MONTHS ENDED NOVEMBER 30, 2004

	Common Stock					
	Number of Shares	Amount	Additional Paid-in Capital	Accumulated Other Comprehensive Gain (loss)	Accumulated Deficit	
Balance at May 31, 2004	5,752,431	$ 460,193	$ 17,125,005	18,466	$(16,677,391)	$
Change in unrealized gain on available for sale securities				(7,442)		
Expense related to issuance of warrants for extension of note			10,400			
Compensation expense in connection with options and warrants issued			243			
Issuance of stock at subsidiary			(15,513)			
Net loss					(118,978)	
Balance at November 30, 2004	5,752,431	$ 460,193	$ 17,120,135	$ 11,024	$(16,796,369)	$

The accompanying notes are an integral part of these statements.

NOTES TO FINANCIAL STATEMENTS (UNAUDITED)

November 30, 2004

(1) Reference is made to Note 2 of the Notes to Consolidated Financial Statements contained in Biomerica, Inc.'s (the "Company") Annual Report on Form 10-KSB for the fiscal year ended May 31, 2004, for a summary of significant accounting policies utilized by the Company.

(2) As of November 30, 2004, the Company had cash and available-for-sale securities in the amount of $242,112 and working capital of $2,478,546. Cash and working capital totaling $197,808 and $2,671,048, respectively, relates to the Lancer subsidiary. Lancer's line of credit restricts Biomerica's ability to draw on Lancer's resources and, as such, said cash, working capital and equity are not available to Biomerica.

The Company has suffered substantial recurring losses from operations over the last several years. Biomerica has funded its operations through debt and equity financings, and may have to do so in the future. ReadyScript operations were discontinued in May 2001 and Allergy Immuno Technologies, Inc. was sold in May 2002. ReadyScript and Allergy Immuno Technologies were previously contributors to the Company's losses. In fiscal years 2004 and 2003, the Company reduced operating costs through certain cost reduction efforts and plans to concentrate on its core business in Lancer and Biomerica to increase sales. There can be no assurance that the Company will be able to become profitable, generate positive cash flow from operations or obtain the necessary equity or debt financing to fund operations in the future. Should the Company be unable to reduce costs or increase sales adequately or should the Company be unable to secure additional financing, the result for the Company could be the inability to continue as a going concern.

The Company will continue to have limited cash resources. Biomerica, as a parent entity, has no open or existing, operating line of credit or loans on which it can draw any debt financing and we are not currently in negotiations to obtain such financing. Although the Company's management recognizes the imminent need to secure additional financing or increase sales, there can be no assurance that the Company will be successful in doing so or, if the Company does consummate a financing, that the terms and conditions of such financing will not be unfavorable to the Company.

Our independent certified public accountants have concluded that these factors, among others, raise substantial doubt as to the Company's ability to continue as a going concern for a reasonable period of time, and have, therefore modified their audit report on the Company's annual consolidated financial statements as of and for the year ended May 31, 2004, in the form of an explanatory paragraph describing the events that have given rise to this uncertainty. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result should the Company be unable to continue as a going concern.

These consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The Company has operating and liquidity concerns due to historically reporting net losses and negative cash

flows from operations.

Biomerica entered into an agreement for a line of credit agreement on September 12, 2000 with a shareholder whereby the shareholder would loan to the company, as needed, up to $500,000 for working capital needs. The line of credit bore interest at 8%, was secured by accounts receivable and inventory, and expired September 13, 2003. In March 2004 the Company signed a note payable for the principal and interest due at that time of $313,318 and agreed to a forbearance of any payments for the length of the agreement. A warrant for 40,000 shares of restricted common stock exercisable at a price of $.51 per share was awarded as compensation for the forbearance. The note payable is secured by all of the Company's assets except for the Lancer common stock owned by Biomerica. The note was due September 1, 2004. There was $313,318 of outstanding principal and $6,003 interest payable under this note payable at November 30, 2004. On November 19, 2004, the Company entered into an agreement entitled "Amendment of the Note, Loan and Modification Agreement". This amends the "Loan Modification, Forbearance and Security Agreement" and "Amended and Restated Promissory Note" which were included as exhibits to the Form 10QSB filed April 14, 2004. The Amendment of the Note, Loan and Modification Agreement was filed as an exhibit to a Form 8K filed November 24, 2004. The agreement extends the maturity date of the note until August 31, 2005 and allows for minimum payments of $4,000 per month and additional contingent payments of up to $3,500 per month based on the Company's quarterly performance. Collateral remains the same under the amendment.

During the six months ended November 30, 2004 and 2003, the Company's operations used cash of $201,973 and $21,225, respectively. Cash provided by financing activities was $203,888, which resulted from changes in minority interest in Lancer of $45,000, borrowings on the Lancer line of credit of $150,000 and sale of marketable securities of $8,888 at Biomerica.

(3) In December 2002, the FASB issued SFAS No. 148, "Accounting for Stock-Based Compensation - Transition and Disclosure-an amendment to SFAS No. 123". SFAS 148 provides alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. The Company will adopt SFAS No. 123 when required. The implementation of SFAS No. 148 did not have a material effect on the Company's consolidated financial position or results of operations.

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 valuations 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. For purposes of pro forma disclosure, the estimated fair value of the options is amortized to expense over the options vesting period. Adjustments are made for options forfeited prior to vesting. The effect on compensation expense, net loss, and net loss per common share had compensation costs for the Company's stock option plans been determined based on a fair value at the date of grant consistent with the provisions of SFAS 148, for the quarter ended November 30 is as follows:

	Six Months Ended	Three Months Ended

November 30,	2004	2003	2004	2003
Net loss from continuing operations, as reported	$(125,579)	$(328,539)	$ (75,435)	$(110,576)
Plus: Stock-based employee compensation expense included in reported net loss	243	55,172	243	7,092
Less: Stock-based employee compensation expense determined using fair value based method	(14,229)	(12,575)	(7,923)	(6,269)
Net loss from continuing operations, pro forma	$(139,565)	$(285,942)	$ (83,115)	$(109,753)
Pro forma net loss from continuing operations per share - basic	$ (.02)	$ (0.03)	$ (.01)	$ (.02)
Pro forma net loss from continuing operations per share - diluted	$ (.02)	$ (0.03)	$ (.01)	$ (.02)

10

(4) The following summary presents the options granted, exercised, expired, and outstanding as of November 30, 2004:

	Number of Options and Warrants			Weighted Average Exercise
	Employee	Non-employee	Total	Price
Outstanding May 31, 2004	2,428,808	1,228,829	3,657,637	$2.17
Granted	155,000	14,000	169,000	.33
Exercised	--	--	--	--
Expired	(61,000)	(1,000,000)	(1,061,000)	3.00
Cancelled	--	--	--	--
Outstanding November 30, 2004	2,522,808	242,829	2,765,637	$1.74

(5) The information set forth in these consolidated statements is unaudited and may be subject to normal year-end adjustments. The information reflects all adjustments which, in the opinion of management, are necessary to present a fair statement of the consolidated results of operations of Biomerica, Inc., for the periods indicated. It does not include all information and footnotes necessary for a fair presentation of financial position, results of operations, and cash flow in conformity with generally accepted accounting principles.

(6) Consolidated results of operations for the interim periods covered by this Report may not necessarily be indicative of results of operations for the full fiscal year.

(7) Reference is made to Note 3 of the Notes to Consolidated Financial

Statements contained in the Company's Annual Report on Form 10-KSB for the fiscal year ended May 31, 2004, for a description of the investments in affiliates and consolidated subsidiaries.

(8) Reference is made to Notes 5 & 10 of the Notes to Consolidated Financial Statements contained in the Company's Annual Report on Form 10-KSB for the fiscal year ended May 31, 2004, for information on commitments and contingencies.

(9) Aggregate market value exceeded cost of available-for-sale securities by approximately $11,024 at November 30, 2004.

(10) Earnings Per Share

In February 1997, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards (SFAS) No. 128, EARNINGS PER SHARE ("EPS"). SFAS No. 128 requires dual presentation of basic EPS and diluted EPS on the face of all income statements issued after December 15, 1997 for all entities with complex capital structures. Basic EPS is computed as net income divided by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur from common shares issuable through stock options, warrants and other convertible securities.

The following table illustrates the required disclosure of the reconciliation of the numerators and denominators of the basic and diluted EPS computations.

	For the Six Months Ended November 30, 2004		
	Income (Numerator)	Shares (Denominator)	Per Share Amount
Basic EPS -			
Loss from continuing operations	$ (125,579)	-	$ (.02)
Gain (loss) from discontinued operations	6,601	-	.00
	$ (118,978)	5,752,431	$ (.02)
Diluted EPS -			
Loss attributable to common share - holders	$ (118,978)	5,752,431	$ (.02)

	For the Six Months Ended November 30, 2003		
	Income (Numerator)	Shares (Denominator)	Per Share Amount
Basic EPS -			
Loss from continuing operations	$ (328,539)	-	$ (.06)
Gain (loss) from discontinued operations	(2,944)	-	(.00)

	Income (Numerator)	Shares (Denominator)	Per Share Amount
	$ (331,483)	5,675,890	$ (.06)
Diluted EPS - Loss attributable to common share - holders	$ (331,483)	5,675,890	$ (.06)

	For the Three Months Ended November 30, 2004		
	Income (Numerator)	Shares (Denominator)	Per Share Amount
Basic EPS -			
Loss from continuing operations	$ (75,435)	-	$ (.01)
Gain (loss) from discontinued operations	6,601	-	.00
	$ (68,834)	5,752,431	$ (.01)
Diluted EPS - Loss attributable to common share - holders	$ (68,834)	5,752,431	$ (.01)

	For the Three Months Ended November 30, 2003		
	Income (Numerator)	Shares (Denominator)	Per Share Amount
Basic EPS -			
Loss from continuing operations	$ (110,576)	-	$ (.02)
Gain (loss) from discontinued operations	(3,020)	-	.00
	$ (113,596)	5,752,431	$ (.02)
Diluted EPS - Loss attributable to common share - holders	$ (113,596)	5,752,431	$ (.02)

The computation of diluted loss per share excludes the effect of incremental common shares attributable to the exercise of outstanding common stock options and warrants because their effect was antidilutive due to losses incurred by the Company.

As of November 30, 2004, there was a total of 801,500 potential dilutive shares of common stock outstanding.

(11) In October 2001, the FASB issued SFAS No. 144, "Accounting for the impairment or disposal of long-lived assets." SFAS No. 144 requires that those long-lived assets be measured at the lower of carrying amount or fair value less cost to sell, whether reported in continuing operations or in discontinued operations. Therefore, discontinued operations will no longer be measured at net

realizable value or include amounts for operating losses that have not yet occurred. SFAS No. 144 is effective for financial statements issued for fiscal years beginning after December 15, 2001 and, generally, is to be applied prospectively. This standard was effective for the Company's consolidated financial statements beginning June 1, 2002. The implementation of SFAS No. 144 did not have a material impact on the Company's consolidated financial position or results of operations.

In April 2002, the FASB issued SFAS No. 145, "Rescission of SFAS No. 44 and 64, Amendment of SFAS No. 13, and Technical Corrections," to update, clarify and simplify existing accounting pronouncements. SFAS No. 4, which required all gains and losses from debt extinguishment to be aggregated and, if material, classified as an extraordinary item, net of related tax effect, was rescinded. Consequently, SFAS No. 64, which amended SFAS No. 4, was rescinded because it was no longer necessary. The adoption of this statement did not have a material effect on the Company's consolidated financial position or results of operations.

In June 2002, the FASB issued SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities." SFAS No. 146 addresses accounting and reporting for costs associated with exit or disposal activities and nullifies Emerging Issues Task Force Issue No. 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (Including Certain Costs Incurred in a Restructuring)." SFAS No. 146 requires that a liability for a cost associated with an exit or disposal activity be recognized and measured initially at fair value when the liability is incurred. SFAS No. 146 is effective for exit or disposal activities that are initiated after December 31, 2002, with early application encouraged. The adoption of this statement did not have a material effect on the Company's consolidated financial position or results of operations.

In November 2002, FIN No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others," was issued. FIN 45 requires that upon issuance of a guarantee, a guarantor must recognize a liability for the fair value of an obligation assumed under a guarantee. FIN 45 also requires additional disclosures by a guarantor in its interim and annual financial statements about the obligations associated with guarantees issued. The recognition provisions of FIN 45 are effective for guarantees issued after December 31, 2002, while the disclosure requirements were effective for financial statements for periods ending after December 15, 2002. The adoption of FIN 45 did not have a material impact on the Company's consolidated financial position or results of operations.

In January 2003, the FASB issued FASB Interpretation No. 46, "Consolidation of Variable Interest Entities". In December 2003, FIN 46 was replaced by FASB Interpretation No. 46R, "Consolidation of Variable Interest Entities." FIN 46R clarifies some of the provisions of FIN 46 and exempts certain entities from its requirements. FIN 46R was effective at the end of the first interim period ending March 15, 2004. Entities that have adopted FIN 46 prior to this date can continue to apply provisions of FIN 46 until the effective date of FIN 46R or early election of FIN 46R. This interpretation clarifies the application of Accounting Research Bulletin No. 51, "Consolidated Financial Statements," relating to consolidation of certain entities. FIN No. 46 requires identification of the Company's participation in variable interests entities ("VIEs"), which are defined as entities with a level of invested equity that is not sufficient to fund future activities to permit them to operate on a stand-alone basis, or whose equity holders lack certain characteristics of a controlling financial interest. For entities identified as VIEs, FIN No. 46 sets forth a model to evaluate potential consolidation based on an assessment of which party to the VIE, if any, bears a majority of the exposure to its expected losses, or stands to gain from a majority of its expected returns. FIN No. 46 also sets forth certain disclosures regarding interests in VIE that are deemed

significant, even if consolidation is not required. The adoption of FIN No. 46 did not have a material impact on the Company's financial position or results of operations.

In April 2003, the FASB issued SFAS No. 149, "Amendment of Statement 133 on Derivative Instruments and Hedging Activities." This statement amends and clarifies financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts (collectively referred to as derivatives) and for hedging activities under Statement of Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities." This statement is effective for contracts entered into or modified after June 30, 2003. The adoption of this statement did not have a significant effect on the Company's consolidated financial position or results of operations.

In May 2003, the FASB issued SFAS No. 150 ("SFAS No. 150"), "Accounting for Certain Financial Instruments with Characteristics of Both Liabilities and Equity." SFAS No. 150 provides guidance on how an entity classifies and measures certain financial instruments with characteristics of both liabilities and equity. Many of these instruments were previously classified as equity. This statement is effective for financial instruments entered into or modified after May 31, 2003, and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003. The statement requires cumulative effect transition for financial instruments existing at the adoption date. The adoption of this statement did not have a material effect on the Company's consolidated financial position or results of operations.

(12) Financial information about foreign and domestic operations and export sales is as follows:

	For the Six Months Ended	
	11/30/04	11/30/03
Revenues from sales to unaffiliated customers:		
United States	$1,962,000	$2,168,000
Asia	114,000	100,000
Europe	1,231,000	1,196,000
South America	166,000	248,000
Oceania	347,000	286,000
Middle East	185,000	148,000
Other	342,000	288,000
	$4,347,000	$4,434,000

No other geographic concentrations exist where net sales exceed 10% of total net sales.

(13) Pursuant to a decision by the Nasdaq Listing Qualifications Panel, the Company's common stock was delisted from the Nasdaq Stock Market effective June 20, 2002, for failure to comply with the net tangible assets or shareholders' equity requirements as set forth in Marketplace Rule 4310(c)(2)(B). The Company's securities were immediately eligible to trade on The OTC Bulletin Board and are traded under the symbol BMRA.OB.

(14) At November 30, 2004, Lancer has a $400,000 line of credit with Community

National Bank, (formerly Cuyamaca Bank)expiring January 8, 2005. Borrowings are made at prime plus 2.0% (7.0% at November 30, 2004), and are limited to 80% of accounts receivable less than 90 days old. The outstanding balance at November 30, 2004 was $150,000 and the unused portion available was approximately $190,000. Lancer requested that Community National Bank reserve $60,000 of its available credit line as a guarantee of credit with a European supplier. Lancer is in compliance with its debt covenants at November 30, 2004.

The line of credit is collateralized by substantially all the assets of Lancer, including inventories, receivables, and equipment. The lending agreement for the line of credit requires, among other things, that Lancer maintain a balance sheet net worth of $2,700,000 and that a zero outstanding balance be maintained for 30 consecutive days during the term. Proceeds from this line cannot be used to support the operations of Biomerica.

The Lancer line of credit expired January 8, 2005. The Community National Bank has verbally agreed to renew the line of credit for a year. The documentation is currently being prepared for signature.

Lancer also had a term loan for $100,000 with Community National Bank that was paid off in May 2004. This loan required monthly payments of approximately $2,300 (principal and interest) at an interest rate of prime plus 2% (6% at May 31, 2004).

14

Biomerica entered into an agreement for a line of credit agreement on September 12, 2000 with a shareholder whereby the shareholder would loan to the Company, as needed, up to $500,000 for working capital needs. The line of credit bore interest at 8%, was secured by accounts receivable and inventory, and expired September 13, 2003. In March 2004 the Company signed a note payable for the principal and interest due at that time of $313,318 and agreed to a forbearance of any payments for the length of the agreement. A warrant for 40,000 shares of restricted common stock exercisable at a price of $.51 per share was awarded as compensation for the forbearance. The note payable is secured by all of the Company's assets except for the Lancer common stock owned by Biomerica. The note was due September 1, 2004.

There was $313,318 of outstanding principal and $6,003 interest payable under this note payable at November 30, 2004. On November 19, 2004, the Company entered into an Agreement entitled "Amendment of the Note, Loan and Modification Agreement". This amends the "Loan Modification, Forbearance and Security Agreement" and "Amended and Restated Promissory Note" which were included as exhibits to the Form 10QSB filed April 14, 2004. The Amendment of the Note, Loan and Modification Agreement was filed as an exhibit to a Form 8K filed November 24, 2004. The agreement extends the maturity date of the note until August 31, 2005 and allows for minimum payments of $4,000 per month and additional contingent payments of up to $3,500 per month based on the Company's quarterly performance. Collateral remains the same under the amendment.

(15) During fiscal 2005, Biomerica granted 169,000 stock options to purchase shares of common stock at an exercise price of $0.33 to select employees and consultants of the Company. The options vest over four years, and have a term of five years. Management assigned a value of $3,500 to these options. These options were granted under the Company's existing 1995 and 1999 Stock Option and Restricted Stock Plan. During the quarter ended November 30, 2004 the Company has recognized an expense of $78 attributable to these options, with the remaining value of these options to be amortized over the options vesting period.

During fiscal 2004, the Company sold 202,000 shares of restricted common stock in a private placement to insiders and qualified investors at a selling price of $.25 per share. Warrants to purchase 202,000 shares of the Company's restricted common stock at an exercise price of $.25 were also granted as part of the private placement. During the three months ended August 31, 2003, $48,080 was recorded as compensation expense for the excess in the market value of the issued common stock and warrants over the consideration received. The warrants vest immediately, expire in five years, and are exercisable at $.25 per share.

During fiscal 2004 the Company issued 10,000 shares of its common stock as the result of the exercise of options granted in prior years. Proceeds to the Company were $2,000.

Subsidiary Sale of Stock

During the year ended May 31, 2004 the Company recognized a reduction in its additional paid capital in the amount of $112,719 resulting from a decrease in its ownership percentage of Lancer as a result of Lancer's sale of common stock.

During the quarter ended August 31, 2004 the Company recognized a reduction in its additional paid in capital in the amount of $4,100 resulting from a decrease in its ownership percentage of Lancer as a result of Lancer issuing shares of common stock during the quarter.

During the quarter ended November 30, 2004 the Company recognized a reduction in its additional paid in capital in the amount of $11,413 resulting from a decrease in its ownership percentage of Lancer as a result of Lancer issuing shares of Common stock during the quarter.

Subsidiary Options, Warrants and Stock Activity

During the year ended May 31, 2004, Lancer granted 120,000 options to purchase shares of Lancer's common stock at an exercise price of $0.38 per share as pursuant to terms of the employment agreement between Lancer and Dan Castner, the Vice President of Sales and Marketing at Lancer. The options vest over four years and have a term of five years. Management assigned a value of $0 to the options.

During the year ended May 31, 2004, Lancer granted 52,500 stock options to purchase shares of Lancer's common stock at an exercise price of $0.38 per share to directors of the Lancer for services rendered. The options vest over two years and have a term of five years. Management assigned a value of $0 to the options.

During the year ended May 31, 2004, Lancer granted 75,000 stock options to purchase shares of Lancer's common stock at an exercise price of $0.38 per share to its Chief Executive Officer in lieu of salary. The options vest over three years and have a term of five years. Management assigned a value of $0 to the options.

During the year ended May 31, 2004, Lancer granted 8,000 stock options to purchase shares of Lancer's common stock at an exercise price of $0.50 to an employee of Lancer for services rendered. The options vest over 3 years beginning June 30, 2004 and have a term of five years. Management assigned a value of $0 to the options.

During the year ended May 31, 2004, Lancer granted 40,000 stock options to purchase shares of Lancer's common stock at an exercise price of $0.57 to an employee of Lancer for services rendered. The options vest over four years and have a term of five years. Management assigned a value of $0 to the options.

During the year ended May 31, 2004, Lancer granted 17,500 stock options to purchase shares of Lancer's common stock at an exercise price of $0.60 to a new member of its Board of Directors for services to be rendered. The options vest over 2 years and have a term of five years. Management assigned a value of $0 to the options.

During fiscal 2004, Lancer issued 91,346 shares of its common stock valued at $29,000 to its Chief Executive Officer for services rendered from January 2002 to December 2003. At May 31, 2003, 69,471 of these shares were reported as subscribed stock.

During fiscal 2004, Lancer agreed to issue 13,541 shares of its common stock to the Chairman of the Board of Lancer for services rendered from January 2004 to May 2004 and 31,250 shares of common stock to the Chief Executive Officer for services rendered per agreement.

During fiscal 2004 the Board of Directors of Lancer approved a private offering of common stock, effective March 23, 2004 and ending April 12, 2004. The offering, to officers, board members, and key employees resulted in the sale of 450,000 new shares at $.60 per share with total proceeds received of $270,000. In addition, one warrant exercisable for each share purchased (450,000 warrants) was issued at $.85 per share. These warrants shall be exercisable until April 12, 2009.

During fiscal 2005 the Board of Directors of Lancer approved the issuance of 6,258 shares of common stock to a consultant. To date these shares have not been issued or subscribed.

On November 19, 2004, the Board of Directors of Lancer granted 27,500 stock options to purchase shares of Lancer's common stock at an exercise price of $.75 to certain employees of Lancer for services rendered. The options vest over four years and have a term of ten years. Management assigned a value of $0 to the options.

During fiscal 2005 the Board of Directors of Lancer approved the issuance of 62,500 shares of its restricted common stock valued at $37,500 to its Chief Executive Officer for services rendered during the current fiscal year.

(16) Reportable business segments for the six months and quarter ended November 30, 2004 and 2003 are as follows:

	Six Months Ended November 30,		Three Months Ended November 30,	
	2004	2003	2004	2003
Domestic sales:				
Orthodontic products	$1,563,000	$1,518,000	$ 733,000	$ 784,000
Medical diagnostic products	$ 399,000	$ 650,000	$ 201,000	$ 256,000
Foreign sales:				

Orthodontic products	$1,328,000	$1,366,000	$ 677,000	$ 782,000
Medical diagnostic products	$1,057,000	$ 900,000	$ 552,000	$ 448,000

16

	Six Months Ended November 30,		Three Months Ended November 30,	
	2004	2003	2004	2003
Net sales:				
Orthodontic products	$2,891,000	$2,884,000	$1,410,000	$1,566,000
Medical diagnostic products	1,456,000	1,550,000	753,000	704,000
Total	$4,347,000	$4,434,000	$2,163,000	$2,270,000
Operating (loss) income:				
Orthodontic products	$ (161,000)	$(147,000)	$ (80,000)	$ (2,000)
Medical diagnostic products	(68,000)	(293,000)	(46,000)	(127,000)
Total	$ (229,000)	$(440,000)	$ (126,000)	$ (129,000)
Gain (loss) from discontinued segment:				
ReadyScript	$ 6,601	$ (2,944)	$ 6,601	$ (3,020)
Total	$ 6,601	$ (2,944)	$ 6,601	$ (3,020)

	As of November 30,	
	2004	2003
Domestic long-lived assets:		
Orthodontic products	$ 532,000	$ 317,000
Medical diagnostic products	115,000	137,000
Total	$ 647,000	$ 454,000
Foreign long-lived assets:		
Orthodontic products	$ 106,000	$ 122,000
Medical diagnostic products	13,000	17,000
Total	$ 119,000	$ 139,000
Total assets:		
Orthodontic products	$4,299,000	$3,622,000
Medical diagnostic products	1,518,000	1,632,000

Total	$5,817,000	$5,254,000
Depreciation and amortization expense:		
Orthodontic products	$ 50,000	$ 25,000
Medical diagnostic products	35,000	32,000
Total	$ 85,000	$ 57,000
Capital expenditures:		
Orthodontic products	$ 112,000	$ 227,000
Medical diagnostic products	9,000	18,000
Total	$ 121,000	$ 245,000

The net sales as reflected above consist of sales of unaffiliated customers only as there were no significant intersegment sales during the quarter ended November 30, 2004 and 2003.

17

(17) Pursuant to the terms of the employment agreement between Lancer and Dan Castner, the Vice President of Sales and Marketing of Lancer, dated May 20, 2003, Lancer agreed to pay Mr. Castner an annual base salary of $135,000. In addition, Lancer granted Mr. Castner stock options on June 2, 2003, to purchase an aggregate of 120,000 shares of Lancer's common stock at an exercise price of $.43 per share. The stock options have a term of five years and will vest over four years as follows: (i) 25% vesting on the first anniversary of the date of grant; (ii) 25% vesting on the second anniversary of the date of grant; (iii) the remaining 50% vesting as to one-twenty fourth (1/24th) per month each month thereafter for the next two years. Should Lancer be purchased by an affiliated third party, the options shall vest 100%.

On November 29, 2004, the Board of Directors of Lancer approved a new employment agreement and the promotion of Mr. Castner to President. The agreement is for a term of two years. Mr. Castner's salary shall be $155,000 for the first year with a possible merit increase after the first year. Mr. Castner shall also receive a stock option for 100,000 shares at fair market value at the time of grant to be granted no later than May 31, 2005. The agreement was filed as an exhibit to a Form 8-K filed by Lancer November 30, 2004.

(18) On November 19, 2004 the Board of Directors at Lancer resolved that effective January 1, 2005 , the compensation for the Company's Chairman shall be reduced to $30,000 per year. The Directors also resolved that effective December 1, 2004, the Company's Chief Executive Officer's compensation is to be reduced from 31,250 shares of common stock per quarter to 20,000 shares per quarter.

(19) In April 2003, Lancer de Mexico entered into a manufacturing subcontractor agreement with Biomerica, Inc., to provide manufacturing services in Mexicali, Mexico. The agreement requires reimbursement from Biomerica for discrete expenses such as payroll, shipping, and customs fees; the lease is

$2,000 and service fees are approximately $2,900 per month.

(20) Under its bylaws, the Company has agreed to indemnify its officers and directors for certain events or occurrences arising as a result of the officer or director's serving in such capacity. The term of the indemnification period is for the officer's or director's lifetime. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited. However, the Company has a directors and officer liability insurance policy that limits its exposure and enables it to recover a portion of any future amounts paid.

As a result of its insurance policy coverage, the Company believes the estimated fair value of these indemnification agreements is minimal and has no liabilities recorded for these agreements as of November 30, 2004. The Company enters into indemnification provisions under (i) its agreements with other companies in its ordinary course of business, typically with business partners, contractors, and customers, landlords and (ii) its agreements with investors. Under these provisions the Company generally indemnifies and hold harmless the indemnified party for losses suffered or incurred by the indemnified party as a result of the Company's activities or, in some cases, as a result of the indemnified party's activities under the agreement. These indemnification provisions often include indemnifications relating to representations made by the Company with regard to intellectual property rights. These indemnification provisions generally survive termination of the underlying agreement. In addition, in some cases, the Company has agreed to reimburse employees for certain expenses and to provide salary continuation during short-term disability. The maximum potential amount of future payments the Company could be required to make under these indemnification provisions is unlimited. The Company has not incurred material costs to defend lawsuits or settle claims related to these indemnification agreements. As a result, the Company believes the estimated fair value of these agreements is minimal. Accordingly, the Company has no liabilities recorded for these agreements as of November 30, 2004."

(21) The Chief Executive Officer and Chief Financial Officer of Biomerica are not currently taking a cash salary. Their wages are being recorded as an administrative expense and reported as part of accrued wages on the balance sheet. The balance due them as of November 30, 2004 was $239,026.

(22) Included in accounts payable is $111,464 to a related party, due for rental of the Company's facilities according to the terms of the lease. All of this amount is past due.

(23) CRITICAL ACCOUNTING POLICIES

The discussion and analysis of our financial condition and results of operations are based on the consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these consolidated financial statements requires estimates and assumptions that affect the reported amounts and disclosures.

We believe the following to be critical accounting policies as they require more significant judgments and estimates used in the preparation of our consolidated financial statements. Although we believe that our judgments

and estimates are appropriate and correct, actual future results may differ from our estimates.

In general the critical accounting policies that may require judgments or estimates relate specifically to the recognition of revenue, the Allowance for Doubtful Accounts, Inventory Reserves for Obsolescence and Declines in Market Value, Impairment of Long-Lived Assets, Stock Based Compensation and Deferred Income Tax Valuation and Allowances.

We recognize product revenues when an arrangement exists, delivery has occurred, the price is determinable and collection is reasonably assured.

The Allowance for Doubtful Accounts is established for estimated losses resulting from the inability of our customers to make required payments. The assessment of specific receivable balances and required reserves is performed by management and discussed with the audit committee. We have identified specific customers where collection is probable and have established specific reserves, but to the extent collection is made, the allowance will be released. Additionally, if the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

Reserves are provided for excess and obsolete inventory, which are estimated based on a comparison of the quantity and cost of inventory on hand to management's forecast of customer demand. Customer demand is dependent on many factors and requires us to use significant judgment in our forecasting process. We must also make assumptions regarding the rate at which new products will be accepted in the marketplace and at which customers will transition from older products to newer products. Once a reserve is established, it is maintained until the product to which it relates is sold or otherwise disposed of, even if in subsequent periods we forecast demand for the product.

In general, we are in a loss position for tax purposes, and have established a valuation allowance against deferred tax assets, as we do not believe it is likely that we will generate sufficient taxable income in future periods to realize the benefit of our deferred tax assets. Predicting future taxable income is difficult, and requires the use of significant judgment. At November 30, 2004, all of our deferred tax assets were reserved. Accruals are made for specific tax exposures and are generally not material to our operating results or financial position, nor do we anticipate material changes to these reserves in the near future.

We have provided a full valuation reserve related to our substantial deferred tax assets. In the future, it sufficient evidence of our ability to generate sufficient future taxable income in certain tax jurisdictions becomes apparent, we may be required to reduce our valuation allowances, resulting in income tax benefits in our consolidated statement of operations. We evaluate the realizability of the deferred tax assets and assess the need for valuation allowance quarterly. The utilization of the net operating loss carryforwards could be substantially limited due to restrictions imposed under federal and state laws upon a change of ownership.

(24) Risks and Uncertainties

License Agreements - Certain of the Company's sales of products are

governed by license agreements with outside third parties. All of such license agreements to which the Company currently is a party, are for fixed terms which will expire after ten years from the commencement of the agreement or upon the expiration of the underlying patents. After the expiration of the agreements or the patents, the Company is free to use the technology that had been licensed. There can be no assurance that the Company will be able to obtain future license agreements as deemed necessary by management. The loss of some of the current licenses or the inability to obtain future licenses could have an adverse affect on the Company's financial position and operations. Historically, the Company has successfully obtained all the licenses it believed necessary to conduct its business.

Distribution - The Company has entered into various exclusive and non-exclusive distribution agreements (the "Agreements") which generally specify territories of distribution. The agreements range in term from one to five years. The Company may be dependent upon such distributors for the marketing and selling of its products worldwide during the terms of these agreements. Such distributors are generally not obligated to sell any specified minimum quantities of the Company's product. There can be no assurance of the volume of product sales that may be achieved by such distributors.

Government Regulations - The Company's products are subject to regulation by the FDA under the Medical Device Amendments of 1976 (the "Amendments"). The Company has registered with the FDA as required by the Amendments. There can be no assurance that the Company will be able to obtain regulatory clearances for its current or any future products in the United States or in foreign markets.

European Community - The Company is required to obtain certification in the European Community to sell products in those countries. The certification requires the Company to maintain certain quality standards. The Company has been granted certification on certain products. The Company recently had its yearly CE Mark Surveillance Audit and has been notified that it has been recommended for recertification. There is no assurance that the Company will be able to retain its certification in future years.

Risk of Product Liability - Testing, manufacturing and marketing of the Company's products entail risk of product liability. The Company currently has product liability insurance. There can be no assurance, however, that the Company will be able to maintain such insurance at a reasonable cost or in sufficient amounts to protect the Company against losses due to product liability. An inability could prevent or inhibit the commercialization of the Company's products. In addition, a product liability claim or recall could have a material adverse effect on the business or financial condition of the Company.

(25) Subsequent Events

On December 7, 2004 the Company entered into an agreement with an investment banking company to raise financing of between one million and two million dollars in the form of debt on a best effort basis. There can be no assurance that the Company will be successful in raising such funds.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND SELECTED FINANCIAL DATA

CERTAIN INFORMATION CONTAINED HEREIN (AS WELL AS INFORMATION INCLUDED IN ORAL STATEMENTS OR OTHER WRITTEN STATEMENTS MADE OR TO BE MADE BY BIOMERICA) CONTAINS STATEMENTS THAT ARE FORWARD-LOOKING, SUCH AS STATEMENTS RELATING TO ANTICIPATED FUTURE REVENUES OF THE COMPANY AND SUCCESS OR CURRENT PRODUCT OFFERINGS. SUCH FORWARD-LOOKING INFORMATION INVOLVES IMPORTANT RISKS AND UNCERTAINTIES THAT COULD SIGNIFICANTLY AFFECT ANTICIPATED RESULTS IN THE FUTURE, AND ACCORDINGLY, SUCH RESULTS MAY DIFFER MATERIALLY FROM THOSE EXPRESSED IN ANY FORWARD-LOOKING STATEMENTS MADE BY OR ON BEHALF OF BIOMERICA. THE POTENTIAL RISKS AND UNCERTAINTIES INCLUDE, AMONG OTHERS, FLUCTUATIONS IN THE COMPANY'S OPERATING RESULTS. THESE RISKS AND UNCERTAINTIES ALSO INCLUDE THE SUCCESS OF THE COMPANY IN RAISING NEEDED CAPITAL, THE CONTINUAL DEMAND FOR THE COMPANY'S PRODUCTS, COMPETITIVE AND ECONOMIC FACTORS OF THE MARKETPLACE, AVAILABILITY OF RAW MATERIALS, HEALTH CARE REGULATIONS AND THE STATE OF THE ECONOMY. READERS ARE CAUTIONED NOT TO PLACE UNDUE RELIANCE ON THESE FORWARD-LOOKING STATEMENTS, WHICH SPEAK ONLY AS OF THE DATE HEREOF, AND THE COMPANY UNDERTAKES NO OBLIGATION TO UPDATE THESE FORWARD-LOOKING STATEMENTS.

RESULTS OF OPERATIONS

Consolidated net sales for Biomerica were $4,346,972 for the six months ended November 30, 2004 as compared to $4,434,215 for the same period in the prior fiscal year. This represents a decrease of $87,243, or 2.0% for the six month period. Lancer had an increase for the six months of $7,092. Biomerica had a decrease of $94,335, which resulted from a screening program sale in the prior year only. Consolidated net sales for the quarter then ended were $2,162,533 as compared to $2,269,856 for the same period in the previous year. This represents a decrease of $107,323, or 4.7%. Lancer had a sales decrease of $155,663. The decrease in sales at Lancer was primarily attributable to decreased sales in Europe and South America. Increases in sales of $48,340 for the quarter at Biomerica were a result of sales of new products and sales to a new distributor.

Cost of sales as a percentage of sales decreased from 70.8% to 67.5% for the six months and decreased from 71.0% to 66.1% for the quarter. Lancer's cost of sales as a percentage of sales decreased from 72% to 70.6% for the six months and for the quarter decreased from 70.3% to 68.8%. The decreases at Lancer were attributable to a domestic selling price increase which was partially offset by increased production costs. Biomerica's cost of sales as a percentage of sales decreased for the six months from 68.4% to 62.5%. For the quarter Biomerica's cost of sales decreased from 72.4% to 62.2%. The decreases at Biomerica were primarily due to the manufacturing at the Mexico facility which was not complete in the prior fiscal year.

Selling, general and administrative costs decreased by $96,540, or 6.1% for the six months and increased by $67,830, or 9.4% for the quarter. Lancer had increased selling, general and administrative costs of $63,827 for the six months and $57,246 for the quarter. The increase at Lancer was a result of costs for product promotion, increased professional fees and the stock expense for stock to be issued to the Chief Executive Officer and Chairman of the Board. For the six months Biomerica had decreased selling and administrative expenses of $32,713 due to expense related to the issuance of stock in the private placement and higher commissions in the prior fiscal year. For the three months Biomerica had increased expenses of $10,584.

Research and development increased by $754, or .5% for the six months and by $4,047, or 6.0% for the quarter. Lancer had a decrease in research and development costs of $8,984 and $3,588 for the six and three months, respectively, due to a decrease in labor costs charged to research and development. Biomerica had increased costs of $9,738 and increased costs of $7,635 for the six and three months, respectively. The increased costs were a result of higher outside services.

For the six months ended November 30, 2004, other income decreased $10,354 compared to the prior year and by $16,777 for the three months. The decrease was primarily due to the sale of marketable securities in the prior year.

Interest expense increased by $2,203 (14.3%) for the six months compared to the previous year and by $4,513 for the quarter. Lancer had increased interest expense of $1,438 for the six months and quarter due to borrowing against the line of credit to finance new equipment.

Please refer to Note 3 in the Notes to the Consolidated Financial Statements in the Company's report on Form 10-KSB for the year ended May 31, 2004, for a more in-depth discussion of subsidiaries.

LIQUIDITY AND CAPITAL RESOURCES

As of November 30, 2004, the Company had cash and available-for-sale securities in the amount of $242,112 and working capital of $2,478,546. Cash and working capital totaling $197,808 and $2,671,048 respectively, relates to the Lancer subsidiary. Lancer's line of credit restricts Biomerica's ability to draw on Lancer's resources and, as such, said cash, working capital and equity are not available to Biomerica.

The Company has suffered substantial recurring losses from operations over the last couple of years. The Company has funded its operations through debt and equity financings, and may have to do so in the future. ReadyScript operations were discontinued in May 2001 and Allergy Immuno Technologies was sold in May 2002. ReadyScript and Allergy Immuno Technologies were previously contributors to the Company's losses. The Company has reduced operating costs through certain cost reduction efforts and plans to concentrate on its core business in Lancer and Biomerica to increase sales. There can be no assurance that the Company will be able to become profitable, generate positive cash flow from operations or obtain the necessary equity or debt financing to fund operations in the future. Should the Company be unable to reduce costs adequately or should the Company be unable to secure additional financing, the result for the Company could be the inability to continue operations.

The Company will continue to have limited cash resources. On December 7, 2004 the Company entered into an agreement with an investment banking company to raise financing of between one million and two million dollars in the form of debt on a best effort basis. There can be no assurance that the Company will be successful in raising such funds or in consummating any other funding transaction in the future, or if the Company does consummate such transactions, that the terms and conditions of such financing will not be unfavorable to the Company.

Our independent certified public accountants have concluded that these factors, among others, raise substantial doubt as to the Company's ability to continue as a going concern for a reasonable period of time, and have, therefore modified their audit report on the Company's annual consolidated financial statements as of and for the year ended May 31, 2004 in the form of an explanatory paragraph describing the events that have given rise to this uncertainty. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result should the Company be unable to continue as a going concern.

These consolidated financial statements have been prepared assuming that

the Company will continue as a going concern. The Company has operating and liquidity concerns due to historically reporting net losses and negative cash flows from operations.

Biomerica entered into an agreement for a line of credit agreement on September 12, 2000 with a shareholder whereby the shareholder would loan to the Company, as needed, up to $500,000 for working capital needs. The line of credit bore interest at 8%, was secured by accounts receivable and inventory, and expired September 13, 2003. In March 2004 the Company signed a note payable for the principal and interest due at that time of $313,318 and agreed to a forbearance of any payments for the length of the agreement. A warrant for 40,000 shares of restricted common stock exercisable at a price of $.51 per share was awarded as compensation for the forbearance. The note payable is secured by all of the Company's assets except for the Lancer common stock owned by Biomerica. The note was due September 1, 2004. There was $313,318 of outstanding principal and $6,003 interest payable under this note payable at November 30, 2004. On November 19, 2004, the Company entered into an agreement entitled "Amendment of the Note, Loan and Modification Agreement". This amends the "Loan Modification, Forbearance and Security Agreement" and "Amended and Restated Promissory Note" which were included as exhibits to the Form 10QSB filed April 14, 2004. The Amendment of the Note, Loan and Modification Agreement was filed as an exhibit to a Form 8K filed November 24, 2004. The agreement extends the maturity date of the note until August 31, 2005 and allows for minimum payments of $4,000 per month and additional contingent payments of up to $3,500 per month based on the Company's quarterly performance. Collateral remains the same under the amendment.

During the six months ended November 30, 2004, the Company operations used cash of $201,973. This compares to cash used by operations of $21,225 in the same period in the prior fiscal year. The Lancer subsidiary used cash in operations of $144,405 during the six months ended November 30, 2004 and $53,281 in the same period in the prior fiscal year. Cash provided by financing activities was $203,888, which was a result of an increase in borrowings on the line of credit at Lancer of $150,000, change in minority interest of $45,000 and sale of marketable securities of $8,888 at Biomerica.

The Company purchased $121,111 in fixed assets during the first six month of this fiscal year. Of this, $111,932 was a result of expenditures at the Lancer subsidiary.

The Chief Executive Officer and Chief Financial Officer of Biomerica are not currently taking a cash salary. Their wages are being recorded as an administrative expense and reported as part of accrued wages on the balance sheet. The amount owed for this as of November 30, 2004 is $239,026.

Pursuant to a decision by the Nasdaq Listing Qualifications Panel, the Company's common stock was delisted from the Nasdaq Stock Market effective June 20, 2002, for failure to comply with the net tangible assets or shareholders' equity requirements as set forth in Marketplace Rule 4310(c)(2)(B). The Company's securities were immediately eligible to trade on the OTC Bulletin Board and are traded under the symbol BMRA.OB.

At November 30, 2004, Lancer has a $400,000 line of credit with Community National Bank, (formerly Cuyamaca Bank)expiring January 8, 2005. Borrowings are made at prime plus 2.0% (7.0% at November 30,2004), and are limited to 80% of accounts receivable less than 90 days old. The outstanding balance at November 30, 2004 was $150,000 and the unused portion available was approximately

$190,000. Lancer requested that Community National Bank reserve $60,000 of its available credit line as a guarantee of credit with a European supplier. Lancer is in compliance with its debt covenants at November 30, 2004.

The line of credit is collateralized by substantially all the assets of Lancer, including inventories, receivables, and equipment. The lending agreement for the line of credit requires, among other things, that Lancer maintain a balance sheet net worth of $2,700,000 and that a zero outstanding balance be maintained for 30 consecutive days during the term. Proceeds from this line cannot be used to support the operations of Biomerica.

The Lancer line of credit expired January 8, 2005. The Community National Bank has verbally agreed to renew the line of credit for a year. The documentation is currently being prepared for signature.

Lancer also had a term loan for $100,000 with Community National Bank that was paid off in May 2004. This loan required monthly payments of approximately $2,300 (principal and interest) at an interest rate of prime plus 2% (6% at May 31, 2004).

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

You should read the following factors in conjunction with the factors discussed elsewhere in this and our other filings with the SEC and in materials incorporated by reference in these filings. The following is intended to highlight certain factors that may affect the financial condition and results of operations of Biomerica and are not meant to be an exhaustive discussion of risks that apply to companies such as Biomerica. Like other businesses, Biomerica is susceptible to macroeconomic downturns in the United States or abroad, that may affect the general economic climate and performance of Biomerica or its' customers. Aside from general macroeconomic downturns, the additional material factors that could affect future financial results include, but are not limited to: Terrorist attacks and the impact of such events; diminished access to raw materials that directly enter into our manufacturing process; shipping labor disruption or other major degradation of the ability to ship our products to end users; inability to successfully control our margins which are affected by many factors including competition and product mix; protracted shutdown of the U.S. Border due to an escalation of terrorist or counter terrorist activity; any changes in our business relationships with international distributors or the economic climate they operate in; any event that has a material adverse impact on our foreign manufacturing operations may adversely affect our operation as a whole; failure to manage the future expansion of our business could have an adverse affect on our revenues and profitability; possible costs in complying with government regulations and the delays in receiving required regulatory approvals or the enactment of new adverse regulations or regulatory requirements; numerous competitors, most of which have substantially greater financial and other resources than we do; potential claims and litigation brought by patients or medical professionals alleging harm caused by the use of or exposure to our products; quarterly variations in operating results caused by a number of factors, including business and industry conditions and other factors beyond our control. All of these factors make it difficult to predict operating results for any particular period.

Item 4. CONTROLS AND PROCEDURES

The Company's Chief Executive Officer and Chief Financial Officer (the

Company's principal executive officer and principal financial officer, respectively) have concluded, based on their evaluation as of November 30, 2004, that the design and operation of the Company's "disclosure controls and procedures" (as defined in rules 13a-15(e) under the Securities Exchange Act of 1934, as amended ("Exchange Act") are effective to ensure that information required to be disclosed by the Company in the reports filed or submitted by the Company under the Exchange Act is accumulated, recorded, processed, summarized and reported to the Company's management, including the Company's principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding whether or not disclosure is required.

During the quarter ended November 30, 2004, there were no changes in the Company's "internal controls over financial reporting" (as defined in Rule 13a-15(f) under the Exchange Act) that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

24

PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS. Inapplicable.

Item 2. CHANGES IN SECURITIES AND USE OF PROCEEDS. Inapplicable.

Item 3. DEFAULTS UPON SENIOR SECURITIES. Inapplicable.

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

The 2004 Annual Meeting of the Company's stockholders was held on November 19, 2004. The only matter voted upon at the meeting, as set forth in the proxy statement dated September 28, 2004, as filed with the Securities and Exchange Commission pursuant to Rule 14 under the Securities Act of 1934, was the election of directors. The following summarizes the voting:

Proposal No. 1: Election of Directors

Name	For	Votes Withheld
Barbieri	4,955,821	18,315
Cano	4,961,121	13,015
Irani	4,957,371	16,765
Moore	4,957,721	16,415

All directors were elected.

Item 5. OTHER INFORMATION. Inapplicable.

Item 6. EXHIBITS AND REPORTS ON FORM 8-K. Reports on Form 8-K were filed by Biomerica on June 3 and 8, September 24 and November 24, 2004. Lancer filed reports on Form 8-K on June 3 and 8, September 24 and November 30, 2004.

(a) Exhibits

99.1 Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C., Section 1350, as adopted pursuant to Section 302

and 906 of the Sarbanes-Oxley Act of 2002.

25

SIGNATURES

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

Date: January 14, 2005

BIOMERICA, INC.

By: /S/ Zackary S. Irani

Zackary S. Irani
Chief Executive Officer

26