BION ENVIRONMENTAL TECHNOLOGIES INC
Form 10-Q
November 07, 2014

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2014

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File No. **000-19333**

Bion Environmental Technologies, Inc.

(Name of registrant in its charter)

Colorado

84-1176672

(State or other jurisdiction of incorporation or formation)

(I.R.S. employer identification number)

Box 566 / 1774 Summitview Way

Crestone, Colorado 81131

(Address of principal executive offices)

(212) 758-6622

(Registrant s telephone number, including area code)

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.

x Yes ¨ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). x Yes ¨ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ¨

Accelerated filer ¨

Non-accelerated filer ¨

(Do not check if a smaller reporting company)

Smaller reporting company x

SEC 1296 (03-10) **Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

¨ Yes x No

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY

PROCEEDINGS DURING THE PRECEDING FIVE YEARS: Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. **Not applicable.**

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date. On November 6, 2014, there were 19,790,366 Common Shares issued and 19,086,057 Common Shares outstanding.

BION ENVIRONMENTAL TECHNOLOGIES, INC.

FORM 10-Q

TABLE OF CONTENTS

PART I. FINANCIAL INFORMATION	
	Page
Item 1. Financial Statements	5
Consolidated financial statements (unaudited):	

Balance sheets	5
Statements of operations	6
Statement of changes in equity (deficit)	7
Statements of cash flows	8
Notes to unaudited consolidated financial statements	9-25

Item 2.

Management's Discussion and Analysis of Financial Condition

and Results of Operations

26

Item 3.

Quantitative and Qualitative Disclosures about Market Risk

40

Item 4.

Controls and Procedures

40

PART II. OTHER INFORMATION

Item 1.

Legal Proceedings

40

Item 1A.

Risk Factors

41

Item 2.

Unregistered Sales of Equity Securities and Use of Proceeds

41

Item 3.

Defaults Upon Senior Securities

41

Item 4.

Mine Safety Disclosures

41

Item 5.

Other Information

41

Item 6.

Exhibits

42

Signatures

43

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements, within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), that involve substantial risks and uncertainties. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "may," "will," "expect," "intend," "estimate," "anticipate," "project," "predict," "plan," "believe" or "continue" or the negative thereof or variations thereon or similar terminology. The expectations reflected in forward-looking statements may prove to be incorrect.

PART I FINANCIAL INFORMATION

BION ENVIRONMENTAL TECHNOLOGIES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

September 30,

June 30,

	2014
	2014
ASSETS	
	(Unaudited)
Current assets:	

Cash	$ 88,619
	186,148
Prepaid expenses	18,692
	17,006
Subscription receivable (Note 8)	-
	30,000

Deposits and other receivables	
	7,108
	7,108
Total current assets	
	114,419
	240,262

Property and equipment, net (Note 3)	4,166,269
	4,351,153
Total assets	$ 4,280,688
	$ 4,591,415

LIABILITIES AND EQUITY (DEFICIT)

Current liabilities:

Accounts payable and accrued expenses

	$	
	1,596,082	
	$	
	1,434,381	
Loans payable - affiliates (Note 4)		
	389,677	
	382,458	
Deferred compensation (Note 5)		
	756,859	
	716,734	
Convertible notes payable affiliates (Note 7)		

	1,888,291
	1,736,502
Loan payable (Note 6)	
	7,754,000
	7,754,000
Total current liabilities	
	12,384,909
	12,024,075

Total liabilities	12,384,909
	12,024,075
Series B Redeemable Convertible Preferred stock, $0.01 par value,	

50,000 shares authorized; 200 shares issued and outstanding, liquidation preference of $26,500 and $26,000, respectively	
	23,900
	23,400

Deficit:

Bion's stockholders' equity (deficit):

Series A Preferred stock, $0.01 par value, 10,000 shares authorized,

no shares issued and outstanding	
	-
	-
Series C Convertible Preferred stock, $0.01 par value,	
60,000 shares authorized; no shares issued and outstanding	

-

-

Common stock, no par value, 100,000,000 shares authorized, 19,787,068

and 19,576,619 shares issued, respectively; 19,082,759 and

18,872,310 shares outstanding, respectively

-

-

Additional paid-in capital	
	98,570,729
	98,537,032
Accumulated deficit	
	(106,772,556)
	(106,067,869)
Total Bion s stockholders deficit	
	(8,201,827)

	(7,530,837)
Noncontrolling interest	
	73,706
	74,777
Total deficit	
	(8,128,121)
	(7,456,060)
Total liabilities and deficit	
	$
	4,280,688

	$
	4,591,415

See notes to consolidated financial statements.

BION ENVIRONMENTAL TECHNOLOGIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

THREE MONTHS ENDED SEPTEMBER 30, 2014 AND 2013

(UNAUDITED)

2014

2013

Revenue	
	$
	-
	$
	-

Operating expenses:

General and administrative (including stock-based

compensation (Note 8))	
	357,341
	1,105,004
Depreciation	
	184,884
	245,996
Research and development (including stock-based	

compensation (Note 8))	
	66,586
	66,558
Total operating expenses	

608,811

1,417,558

Loss from operations

(608,811)

(1,417,558)

Other expense:

Interest expense

96,947

	86,111
Other expense	
	-
	1,918

	96,947
	88,029
Net loss	
	(705,758)

	(1,505,587)
Net loss attributable to the noncontrolling interest	
	1,071
	1,294

	Net loss attributable to Bion
	(704,687)
	(1,504,293)

Dividends on preferred stock	
	(500)
	(500)
Net loss applicable to Bion's common stockholders	
	$
	(705,187)

	$
	(1,504,793)
Net loss applicable to Bion's common stockholders	
per basic and diluted common share	

	$
	(0.04)
	$
	(0.08)

Weighted-average number of common shares outstanding:	

Basic and diluted	
	19,817,076
	18,055,025

See notes to consolidated financial statements.

BION ENVIRONMENTAL TECHNOLOGIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (DEFICIT)

THREE MONTHS SEPTEMBER 30, 2014

(UNAUDITED)

	Bion's Shareholders'	Non-	Series C Preferred Stock	Common Stock	Additional

	Shares	Amount	Shares	Amount	Accumulated paid-in capital	Accumulated deficit	Accumulated controlling interest	Total equity/(deficit)

Balances, July 1, 2014

											-
										$	
											-
											19,576,619
										$	
											-
										$	
											98,537,032
										$	
											(106,067,869)
										$	
											74,777
										$	
											(7,456,060)
Issuance of common stock for services											
											-

-

4,496

-

4,572

-

-

-

4,572

Issuance of warrants for interest

-

-

-

-

3,375

-

-

3,375

Sale of common stock

-

-

75,000

-

26,250

-

-

26,250

Dividend on Series B preferred stock

-

-

-

-

(500)

-

-

(500)

Conversion of debt

-

-

130,953

-

-	
-	
-	
-	
Net loss	
-	
-	
-	
-	
-	
	(704,687)

										(1,071)	
										(705,758)	
Balances, September 30, 2014		-		$	-		19,787,068		$	-	
									$	98,570,729	
									$	(106,772,556)	
									$	73,706	
									$	(8,128,121)	

See notes to consolidated financial statements.

BION ENVIRONMENTAL TECHNOLOGIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

THREE MONTHS ENDED SEPTEMBER 30, 2014 AND 2013

(UNAUDITED)

	2014	**2013**
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$	

	(705,758)
	$
	(1,505,587)
Adjustments to reconcile net loss to net cash used in operating activities:	
Loss on disposal of property and equipment	-
	1,919
Depreciation expense	

	184,884
	245,996
Accrued interest on deferred compensation and other	93,577
	86,154
Stock-based compensation	7,947
	544,204

(Increase) decrease in prepaid expenses	
	(1,686)
	18,233
Increase in accounts payable and accrued expenses	
	111,257
	57,873
Increase in deferred compensation and convertible notes	
	156,000

	206,583
Decrease in deferred rent	-
	(10,929)
Net cash used in operating activities	(153,779)
	(355,554)

CASH FLOWS FROM INVESTING ACTIVITIES	
Release of restricted cash	-
	57,315
Net cash provided in investing activities	

-

57,315

CASH FLOWS FROM FINANCING ACTIVITIES

Decrease in subscription receivable

	30,000
	25,000
Proceeds from sale of common stock	
	26,250
	500,000
Payment of loans payable affiliates	
	-
	(71,098)
Net cash provided by financing activities	

56,250

453,902

Net (decrease) increase in cash

(97,529)

155,663

Cash at beginning of period	
	186,148
	44,666
Cash at end of period	
	$
	88,619

	$
	200,329
Supplemental disclosure of cash flow information:	
Cash paid for interest	$
	-

	$
	1,098
Non-cash investing and financing transactions:	
Series B preferred stock dividends accrued	$
	500

$

500

See notes to consolidated financial statements.

BION ENVIRONMENTAL TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

THREE MONTHS ENDED SEPTEMBER 30, 2014

1.

ORGANIZATION, NATURE OF BUSINESS, GOING CONCERN AND MANAGEMENT S PLANS:

Organization and nature of business:

Bion Environmental Technologies, Inc. (Bion or We or the "Company") was incorporated in 1987 in the State of Colorado and has developed and continues to develop patented and proprietary technology and business models that provide comprehensive environmental solutions to a significant source of pollution in United States agriculture, large scale livestock facilities known as Confined Animal Feeding Operations ("CAFO's"). Bion's technologies (and applications related thereto) produce substantial reductions of nutrient releases (primarily nitrogen and phosphorus) to both water and air (including ammonia, which is subsequently re-deposited to the ground) from livestock waste streams based upon our operations and research to date (and third party peer review thereof). Because Bion's technologies (and related applications) reduce the harmful releases and emissions from a CAFO on which it is utilized, the CAFO can potentially increase its herd concentration (thereby utilizing less land per animal) while lowering or maintaining its level of nutrient releases and atmospheric emissions. Bion provides comprehensive and cost-effective treatment of livestock waste onsite, while it is still concentrated and before it contaminates air, soil, groundwater aquifers and/or downstream waters.

From 2003 through early 2008, the Company primarily focused on completing re-development of its technology platform and business model. As such, during that period Bion elected not to pursue near-term business opportunities such as retrofitting existing CAFO's with waste management solutions, because management believed such efforts would have diverted scarce management and financial resources and negatively impacted Bion s ability to complete: 1) re-development of technologies for environmentally sound treatment of CAFO waste streams and 2) development of an integrated technology platform in support of large-scale sustainable Integrated Projects (defined below) including renewable energy production. During the 2014 fiscal year the Company increased its research and development activities with focus on creating variations of its technology platform that create additional flexibility, increase recovery of nutrient by-products and to review potential add-ons and applications for use in different regulatory environments. These research and development activities will continue through the 2015 fiscal year.

Bion is now actively pursuing business opportunities in three broad areas 1) installation of Bion systems to retrofit and environmentally remediate existing CAFO s to reduce nutrient (primarily nitrogen and phosphorus) releases, gaseous emissions (ammonia, greenhouse gases, volatile organic compounds, etc.), and pathogens, hormones and other compounds in order to clean the air and water in the surrounding areas (as described below) to ensure compliance with existing (and future) regulations and to permit herd expansion; 2) development of Integrated Projects opportunities within the United States and internationally; and 3) licensing and/or joint venturing of Bion s technology and applications outside North America. The opportunities described at 1) and 2) above (and below) each require substantial political (federal, state and local) efforts on the part of the Company and a substantial part of Bion s efforts are focused on such political matters.

Management believes that Bion's technology platform (including utilization of various third party technologies to supplement the Company s proprietary technologies), in addition to utilization for remediation of the waste streams of existing CAFOs, allows the integration of large-scale CAFO's and their end-product users, renewable energy production from the CAFO waste stream, on site utilization of the renewable energy generated and biofuel/ethanol production in an environmentally and economically sustainable manner while reducing the aggregate capital expense and operating costs for the entire integrated complex ("Integrated Projects" or "Projects").

BION ENVIRONMENTAL TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

THREE MONTHS ENDED SEPTEMBER 30, 2014

In the context of Integrated Projects, Bion's waste treatment process, in addition to mitigating polluting releases, enables generation of renewable energy from cellulosic portions of the CAFO waste stream, which renewable energy can be utilized by integrated facilities including ethanol plants, CAFO end-product processors (including cheese, ice cream and/or bottling plants in the case of dairy CAFO s and/or slaughter and/or processing facilities in the context of beef CAFO s) and/or other users as a fossil fuel replacement. The nutrients (primarily nitrogen and phosphorus) can be harvested from the solids and liquid streams recovered from the livestock waste stream and can be utilized as either high value fertilizer and/or the basis for high protein animal feed and the nutrient rich effluent can potentially be utilized in integrated hydroponic agriculture and/or field applied as fertilizer. Bion believes that its Integrated Projects will produce high quality, traceable animal protein at a lower cost than current industry practices while also maintaining a far lower net environmental footprint per unit of protein produced due to water recycling (possible due to the removal of nutrients, etc. from the water by Bion s technology applications), production of renewable energy from the waste stream (reducing the use of fossil fuels), and multiple levels of economies of scale, co-location and integration savings in transportation and other logistics. Some projects may involve only partial integration which will limit the benefits described herein.

Bion has been involved for several years in the very early development and pre-development activities related to an initial Integrated Project in Pennsylvania. The Company is also involved in pre-development evaluations and discussions regarding opportunities for Integrated Projects in the Northeast, Midwest, and the North Central United States (dairy and/or beef). While all such discussions are still in preliminary stages, multiple meetings and discussions have taken place with local and state level Pennsylvania officials related to the development of a Bion Integrated Project involving a major international livestock entity with existing operations in Pennsylvania. The Company has also engaged in early stage discussions regarding development of Integrated Projects to meet specific needs of certain international markets (and regarding licensing our technology for use in overseas locations).

Additionally, Bion has commenced discussions that may lead to installation of Bion systems on existing and/or new dairies, beef facilities and swine farms in the Midwest and/or North Central states.

On September 27, 2008, the Company executed an agreement with Kreider Farms (and its affiliated entities) (collectively "Kreider") to design, construct and operate (through its wholly-owned subsidiaries, Bion Services Group, Inc. (Bion Services) and Bion PA-1 LLC (PA-1) a Bion system to treat the waste of 1,200 milking dairy cows (milkers, dry cows and heifers) at the Kreider Dairy, located in Manheim, Pennsylvania. In addition, the agreement (as amended and supplemented) provides for a second phase which will treat the wastes from the rest of Kreider s herd and includes renewable energy production from the cellulosic solid wastes from the Phase 1 system (referred to as Kreider 1) together with the waste stream from Kreider s poultry facilities for use at the facilities and/or for market sales. The Kreider projects are owned and operated by Bion through subsidiaries, in which Kreider has the option to purchase a noncontrolling interest. To complete these projects, substantial capital (equity and/or debt) has been and will continue to be expended. Additional funds will be required for continuing operations of Kreider 1 until sufficient revenues can be generated, of which there is no assurance. The Company anticipates that it will earn revenue primarily from the sale of nutrient reduction (and/or other) environmental credits related to Kreider 1 and the Kreider Phase 2 poultry waste treatment system (not yet constructed), and secondarily through sales of renewable energy generated by the Kreider Phase 2 system. To date the market for long-term nutrient reduction credits in Pennsylvania has been very slow to develop and the Company s activities have been negatively affected by the lack of such development. A significant portion of Bion s research and development activities is currently taking place at the Kreider 1 facility.

10

BION ENVIRONMENTAL TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

THREE MONTHS ENDED SEPTEMBER 30, 2014

The Company s subsidiary PA-1 financed Kreider 1 through a $7.8 million loan (Pennvest Loan) from Pennsylvania Infrastructure Investment Authority (Pennvest) secured by Kreider 1 (and its revenue streams, if any) plus advances from the Company. Initial construction-related activities of Kreider 1 commenced in October 2010 and construction was completed and a period of system operation shakedown commenced in May 2011. Kreider 1 reached full, stabilized operation by the end of the 2012 fiscal year. During 2011 the Pennsylvania Department of Environmental Protection (PADEP) re-certified the nutrient credits for this project. The economics (potential revenues and profitability) of Kreider 1 are based largely on the long-term sale of nutrient reduction credits (nitrogen and/or phosphorus) to meet the requirements of the Chesapeake Bay environmental clean-up. The PADEP issued final permits for Kreider 1 (including the credit verification plan) on August 1, 2012 on which date the Company deemed that Kreider 1 was placed in service . As a result, PA-1 has commenced generating nutrient reduction credits for potential sale while continuing to utilize the system to test improvements and add-ons. Operating results at Kreider 1 have documented the efficacy of Bion s nutrient reduction technology and vetted potential add-ons and modifications for use in future installations. During August 2012 the Company provided Pennvest (and the PADEP) with data demonstrating that Kreider 1 met the technology guarantee standards which were incorporated in the Pennvest financing documents and, as a result, the Pennvest Loan is now solely an obligation of PA-1. To date liquidity in the Pennsylvania nutrient credit market has been slow to develop significant breadth and depth and limited liquidity has negatively impacted Bion s business plans and has prevented Bion from monetizing the nutrient reduction credits created by PA-1 s existing Kreider 1 project and Bion s other proposed projects. These challenges and difficulties have prevented PA-1 from generating any material revenues from the Kreider 1 project to date (operating expenses have been funded by loans from Bion) and raise significant questions as to when PA-1 will be able to generate such revenues from the Kreider 1 system. PA-1 has engaged in on-and-off negotiations with Pennvest related to forbearance, re-structuring and other matters related to the Kreider 1 project and its obligations pursuant to the Pennvest Loan. In the context of such negotiations, PA-1 elected not to make interest payments to Pennvest on the Pennvest Loan since January 2013. Additionally, the Company has not made any principal payments, which were to begin in fiscal 2013, and, therefore, the Company has classified the Pennvest Loan as a current liability as of September 30, 2014. Due to the slow development of the nutrient reduction credit market, the Company determined that the carrying amount of the property and equipment related to the Kreider 1 project exceeded its estimated future undiscounted cash flows based on certain assumptions regarding timing, level and probability of revenues from sales of nutrient reduction credits and, therefore, recorded a $2,000,000 impairment of the Kreider 1 assets which reduced the value of the Kreider 1 System to $4,349,482 as of June 30, 2014. Additional impairments may result if the nutrient credit market does not develop in the near term.

On September 25, 2014, Pennvest exercised its right to declare the Pennvest Loan in default and has accelerated the Pennvest Loan and has demanded that PA-1 pay $8,137,117 (principal, interest plus late charges) on or before October 24, 2014. PA-1 did not make the payment and does not have the resources to make the payment demanded by Pennvest. PA-1 has commenced discussions and negotiations with Pennvest concerning this matter. However, it is not possible at this date to predict the outcome of such negotiations, but the Company believes that an interim, short-term agreement may be reached that will allow PA-1 and Pennvest a further period of time for further negotiations and evaluation of possible long-term resolutions. Subject to the results of the negotiations with Pennvest and pending development of a more robust market for nutrient reductions in Pennsylvania, PA-1 and Bion anticipate that it will be necessary for the Company to evaluate various options with regard to Kreider 1 over the coming

months.

BION ENVIRONMENTAL TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

THREE MONTHS ENDED SEPTEMBER 30, 2014

During August 2012, the Company provided Pennvest (and the PADEP) with data demonstrating that the Kreider 1 system met the technology guaranty standards which were incorporated in the Pennvest financing documents and, as a result, the Pennvest Loan is now solely an obligation of PA-1.

Development work and technology evaluation, including amended credit certification and negotiations with potential joint venture partners, continues related to the details of the second phase of the Kreider project which primarily relates to treatment of the wastes from Kreider s poultry operations. Assuming there are positive developments related to the market for nutrient reduction in Pennsylvania, the Company intends to pursue development, design and construction of the Kreider 2 poultry waste/renewable energy project with a goal of achieving operational status during 2015. However, as discussed above, this project faces challenges related to the current limits of the existing nutrient reduction market and funding of technology-based, verifiable agricultural nutrient reductions.

The limited development of the nutrient reduction market in Pennsylvania has led Bion to redeploy some of its limited resources from its efforts in Pennsylvania to its initiatives in the Great Lakes and Midwest states with current efforts being most advanced in Wisconsin which passed legislation (signed by its governor on April 23, 2014) that provides a policy and regulatory framework to reduce nutrient compliance costs through a collaborative effort by public and private sectors. The Company has engaged in discussions with various stakeholders in Wisconsin including state and local government officials and agencies, wastewater authorities and agricultural industry entities.

A significant portion of Bion s activities concern efforts with private and public stakeholders (at local and state level) in Pennsylvania (and other Chesapeake Bay states) and in Wisconsin and at the federal level (the Environmental Protection Agency (EPA) (and other executive departments) and Congress) to establish appropriate public policies which will create regulations and funding mechanisms that foster installation of the low cost environmental solutions that Bion (and others) can provide through clean-up of agricultural waste streams.

Going concern and management s plans:

The consolidated financial statements have been prepared assuming the Company will continue as a going concern. The Company has not generated significant revenues and has incurred net losses (including significant non-cash expenses) of approximately $5,762,000 and $8,250,000 during the years ended June 30, 2014 and 2013, respectively, and a net loss of approximately $706,000 for the three months ended September 30, 2014. At September 30, 2014, the Company has a working capital deficit and a stockholders deficit of approximately $12,270,000 and $8,202,000, respectively. These factors raise substantial doubt about the Company's ability to continue as a going concern. The accompanying consolidated financial statements do not include any adjustments relating to the recoverability or classification of assets or the amounts and classification of liabilities that may result should the Company be unable to continue as a going concern. The following paragraphs describe management s plans with regard to these conditions.

The Company continues to explore sources of additional financing to satisfy its current operating requirements as it is not currently generating any significant revenues.

During the years ended June 30, 2014 and 2013, the Company received total proceeds of $944,400 and $1,330,499, respectively, from the sale of its equity securities. Proceeds during the 2014 and 2013 fiscal years have been lower than in earlier years, which has negatively impacted the Company s business development efforts.

BION ENVIRONMENTAL TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

THREE MONTHS ENDED SEPTEMBER 30, 2014

During the three months ended September 30, 2014, the Company sold 35,000 shares of the Company s common stock at $0.75 per share for proceeds of $26,250. The Company also issued 40,000 shares of the Company s common stock upon receipt of its subscription receivable of $30,000.

During the year ended June 30, 2014 the Company entered into promissory note agreements with two affiliates of the Company whereby the affiliates have agreed to lend up to $75,000 each for working capital needs. As of September 30, 2014, the Company has borrowed $135,000 under these notes.

During fiscal years 2014 and 2013 and through the three months ended September 30, 2014, the Company experienced greater difficulty in raising equity funding than in the prior years. As a result, the Company faced, and continues to face, significant cash flow management challenges due to working capital constraints. To partially mitigate these working capital constraints, the Company s core senior management and several key employees and consultants have been deferring (and continue to defer) all or part of their cash compensation and/or are accepting compensation in the form of securities of the Company (Notes 5 and 7) and members of the Company s senior management have made loans to the Company (Note 4). Additionally, the Company has made reductions in its personnel during the year ended June 30, 2014. The constraint on available resources has had, and continues to have, negative effects on the pace and scope of the Company s efforts to develop its business. The Company has had to delay payment of trade obligations and has had to economize in many ways that have potentially negative consequences. The Company s accounts payable have increased materially in fiscal years 2013 and 2014 and for the three months ended September 30, 2014. If the Company does not have greater success in its efforts to raise needed funds during fiscal 2015 (and subsequent periods), management will need to consider deeper cuts (including additional personnel cuts) and curtailment of operations (including possibly Kreider 1 operations).

The Company will need to obtain additional capital to fund its operations and technology development, to satisfy existing creditors, to develop Integrated Projects and CAFO waste remediation systems (including the Kreider 2 facility) and to continue to operate the Kreider 1 facility. The Company anticipates that it will seek to raise from $2,500,000 to $50,000,000 or more (debt and equity) during the next twelve months. However, as discussed above, there is no assurance, especially in light of the difficulties the Company has experienced in recent periods and the extremely unsettled capital markets that presently exist (especially for small companies), that the Company will be able to obtain the funds that it needs to stay in business, complete its technology development or to successfully develop its business and projects.

There is no realistic likelihood that funds required during the next twelve months or in the periods immediately thereafter for the Company s basic operations and/or proposed projects will be generated from operations. Therefore, the Company will need to raise sufficient funds from external sources such as debt or equity financings or other potential sources. The lack of sufficient additional capital resulting from the inability to generate cash flow from operations and/or to raise capital from external sources would force the Company to substantially curtail or cease operations and would, therefore, have a material adverse effect on its business. Further, there can be no assurance that any such required funds, if available, will be available on attractive terms or that they will not have a significantly dilutive effect on the Company's existing shareholders. All of these factors have been exacerbated by the extremely unsettled credit and capital markets presently existing for small companies like Bion.

BION ENVIRONMENTAL TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

THREE MONTHS ENDED SEPTEMBER 30, 2014

2.

SIGNIFICANT ACCOUNTING POLICIES

Principles of consolidation:

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Bion Integrated Projects Group, Inc. (Projects Group), Bion Technologies, Inc., BionSoil, Inc., Bion Services, PA-1, and Bion PA 2 LLC; and its 58.9% owned subsidiary, Centerpoint Corporation (Centerpoint). All significant intercompany accounts and transactions have been eliminated in consolidation.

The accompanying consolidated financial statements have been prepared without audit pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). The consolidated financial statements reflect all adjustments (consisting of only normal recurring entries) that, in the opinion of management, are necessary to present fairly the financial position at September 30, 2014, and the results of operations and cash flows of the Company for the three months ended September 30, 2014 and 2013. Operating results for the three months ended September 30, 2014 are not necessarily indicative of the results that may be expected for the year ending June 30, 2015.

Property and equipment:

Property and equipment are stated at cost and are depreciated, when placed into service, using the straight-line method over the estimated useful lives of the related assets, generally three to twenty years. The Company capitalizes all direct costs and all indirect incrementally identifiable costs related to the design and construction of its Integrated Projects. The Company reviews its property and equipment for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. An impairment loss would be recognized based on the amount by which the carrying value of the assets or asset group exceeds its estimated fair value, and is recognized as a loss from operations.

Fair value measurements:

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or most advantageous market. The Company uses a fair value hierarchy that has three levels of inputs, both observable and unobservable, with use of the lowest possible level of input to determine fair value.

Level 1 quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 observable inputs other than Level 1, quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, and model-derived prices whose inputs are observable or whose significant value drivers are observable; and

Level 3 assets and liabilities whose significant value drivers are unobservable.

Observable inputs are based on market data obtained from independent sources, while unobservable inputs are based on the Company s market assumptions. Unobservable inputs require significant management judgment or estimation. In some cases, the inputs used to measure an asset or liability may fall into different levels of the fair value hierarchy. In those instances, the fair value measurement is required to be classified using the lowest level of input that is significant to the fair value measurement. Such determination requires significant management judgment.

BION ENVIRONMENTAL TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

THREE MONTHS ENDED SEPTEMBER 30, 2014

The fair value of cash and accounts payable approximates their carrying amounts due to their short-term maturities. The fair value of the loan payable approximates its carrying amount as it bears interest at rates commensurate with market rates. The fair value of the redeemable preferred stock approximates its carrying value due to the dividends accrued on the preferred stock which are reflected as part of the redemption value. The fair value of deferred compensation and loans payable affiliates are not practicable to estimate due to the related party nature of the underlying transactions.

Revenue Recognition:

Revenues are generated from the sale of nutrient reduction credits. The Company recognizes revenue from the sale of nutrient credits when there is persuasive evidence that an arrangement exists, when title has passed, the price is fixed or determinable, and collection is reasonably assured.

The Company expects that technology license fees will be generated from the licensing of Bion s integrated system. The Company anticipates that it will charge its customers a non-refundable up-front technology license fee, which will be recognized over the estimated life of the customer relationship. In addition, any on-going technology license fees will be recognized as earned based upon the performance requirements of the agreement. Annual waste treatment fees will be recognized upon receipt. Revenues, if any, from the Company s interest in Integrated Projects will be recognized when the entity in which the Integrated Project has been developed recognizes such revenue.

Loss per share:

Basic loss per share amounts are calculated using the weighted average number of shares of common stock outstanding during the period. Diluted loss per share assumes the conversion, exercise or issuance of all potential common stock instruments, such as options or warrants, unless the effect is to reduce the loss per share. During the three months ended September 30, 2014 and 2013, the basic and diluted loss per share was the same, as the impact of potential dilutive common shares was anti-dilutive.

The following table represents the warrants, options and convertible securities excluded from the calculation of diluted loss per share:

	September 30, 2014

	September 30, 2013
Warrants	7,656,403
	7,140,271
Options	4,258,870
	5,328,870
Convertible debt	3,153,936
	1,333,284
Convertible preferred stock	13,250
	12,250

The following is a reconciliation of the denominators of the basic loss per share computations for the three months ended September 30, 2014 and 2013:

BION ENVIRONMENTAL TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

THREE MONTHS ENDED SEPTEMBER 30, 2014

	Three months ended September 30, 2014	Three months ended September 30, 2013
Shares issued beginning of period	19,579,619	17,673,983
Shares held by subsidiaries (Note 8)	(704,309)	

	(704,309)
Shares outstanding beginning of period	
	18,872,310
	16,969,674
Weighted average shares for fully vested stock bonuses (Note 8)	
	840,000
	840,000
Weighted average shares issued during the period	
	104,766
	245,351
Basic weighted average shares end of period	
	19,817,076

18,055,025

Recent Accounting Pronouncements:

In May 2014, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) No. 2014-09, Revenue from Contracts with Customers, which supercedes the revenue recognition in Revenue Recognition (Topic 605), and requires entities to recognize revenue in a way that depicts the transfer of potential goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to in exchange for those goods or services. ASU 2014-09 is effective for fiscal years, and interim periods within those years, beginning December 15, 2016, and is to be applied retrospectively, with early adoption not permitted. The Company is currently evaluation this new standard and the potential impact this standard may have upon adoption.

3.

PROPERTY AND EQUIPMENT:

Property and equipment consists of the following:

	September 30, 2014	June 30, 2014
Machinery and equipment	$4,111,001	$4,111,001
Buildings and structures	1,947,701	

	1,947,701	
Computers and office equipment		
	183,809	
	183,809	
	6,242,511	
	6,242,511	
Less accumulated depreciation		
	(2,076,242)	
	(1,891,358)	
	$4,166,269	
	$4,351,153	

Management reviewed property and equipment for impairment as of June 30, 2014 and determined that the carrying amount of property and equipment related to the Kreider 1 project exceeded its estimated future undiscounted cash flows. Management estimated the fair value of the property and equipment based on the discounted cash flow method, and determined that $2,000,000 of the property and equipment was impaired as of June 30, 2014. As of

September 30, 2014, management believes no additional impairment has occurred.

Depreciation expense was $184,884 and $245,996 for the three months ended September 30, 2014 and 2013, respectively.

BION ENVIRONMENTAL TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

THREE MONTHS ENDED SEPTEMBER 30, 2014

4.

LOANS PAYABLE - AFFILIATES:

As of September 30, 2014, Dominic Bassani (Bassani), the Company s Chief Executive Officer (CEO), has loaned the Company $200,000 for fiscal year 2013 working capital needs (FY 2013 Loan). The FY 2013 Loan bears interest at 8% per annum and was payable on August 31, 2013. The due date of the FY 2013 Loan plus accrued interest was extended to September 30, 2013. Subsequent to September 30, 2013, the FY 2013 Loan was extended to January 1, 2014 and then further extended to April 30, 2014 and then again to July 1, 2014. During September 2014, the maturity date of the FY 2013 Loan was extended to January 1, 2015. Conversion terms substantially identical to those described in Note 7 have been added to the terms of the FY 2013 Loan. Interest expense related to the FY 2013 Loan was $4,113 and $4,619 for the three months ended September 30, 2014 and 2013, respectively.

During the year ended June 30, 2014, Bassani loaned the Company $19,000 (November Note). The November Note bears interest at 8% per annum and was payable on February 28, 2014, but was extended to April 30, 2014, and then further extended to July 1, 2014. During September 2014, the maturity date of the November Note was extended to January 1, 2015. Interest expense related to the November Note was $383 and nil for the three months ended September 30, 2014 and 2013, respectively.

During the year ended June 30, 2014, the Company entered into promissory note agreements (December Notes) with Bassani and a major shareholder (Shareholder) whereby Bassani and Shareholder agreed to lend the Company up to $75,000 each for working capital needs. The December Notes bear interest at 8% per annum and were payable on March 31, 2014. However, since the Company did not have sufficient funds for working capital needs to allow repayment of the December Notes on March 31, 2014, the maturity date of the December Notes was extended for three months; which process may be repeated up to three additional times with the maturity date extended to a date as late as December 31, 2014. In consideration for the December Notes, the Company issued warrants to purchase up to 18,750 shares of the Company s common stock at $0.85 per share until December 31, 2018 (proportionately reduced if the December Notes are funded for less than the $75,000 maximum). Additional warrants (in the same amount and terms) will be issued upon each extension of the maturity date of the December Notes. The warrants will vest immediately upon issuance. As of September 30, 2014, Bassani and Shareholder had loaned the Company $60,000 and $75,000, respectively, under the terms of the December Notes. Interest expense related to the December Notes was $2,722 and nil for the three months ended September 30, 2014 and 2013, respectively. The maturity date of the December Notes has been extended to December 31, 2014. During the three months ended September 30, 2014, the Company issued 33,750 warrants to purchase 33,750 shares of the Company s common stock at $0.85 per share and has recorded interest expense of $3,375 and nil for the three months ended September 30, 2014 and 2013, respectively.

5.

DEFERRED COMPENSATION:

The Company owes Edward Schafer (Schafer), the Company s Executive Vice Chairman, two employees and two former employees, aggregate deferred compensation of $521,734 as of September 30, 2014 (subject to the outcome of pending litigation see Note 9). The majority of the balance is payable dependent upon the cash reserves of the Company and $984 was paid by the issuance of 1,330 shares of the Company s common shares in October 2014.

BION ENVIRONMENTAL TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

THREE MONTHS ENDED SEPTEMBER 30, 2014

As of September 30, 2014, the Company owed Bassani deferred compensation of $235,125 including interest of $70,125, which was due and payable on July 1, 2014 but has been extended until January 1, 2015. The deferred compensation accrues interest at 10% per annum and is convertible into the Company s restricted common stock at $1.50 per share.

6.

LOAN PAYABLE:

As of September 30, 2014, PA-1, the Company s wholly-owned subsidiary, owes $7,754,000 under the terms of the Pennvest Loan related to the construction of the Kreider 1 System. The terms of the Pennvest Loan provide for funding of up to $7,754,000 which is to be repaid by interest-only payments for three years, followed by an additional ten-year amortization of principal. The Pennvest Loan accrues interest at 2.547% for years 1 through 5 and 3.184% for years 6 through maturity. The Pennvest Loan requires minimum annual principal payments of approximately $574,000 in fiscal year 2013, $704,000 in fiscal year 2014, $723,000 in fiscal year 2015, $741,000 in fiscal year 2016, $760,000 in fiscal year 2017 and $4,252,000 thereafter. The Pennvest Loan is collateralized by the Kreider 1 System and by a pledge of all revenues generated from Kreider 1 including, but not limited to, revenues generated from nutrient reduction credit sales and by-product sales. In addition, in consideration for the excess credit risk associated with the project, Pennvest is entitled to participate in the profits from Kreider 1 calculated on a net cash flow basis, as defined. The Company has incurred interest expense related to the Pennvest Loan of $49,374 for each of the three months ended September 30, 2014 and 2013, respectively. Based on the limited development of the depth and breadth of the Pennsylvania nutrient reduction credit market to date, PA-1 has commenced negotiations with Pennvest related to forbearance and/or re-structuring the obligations under the Pennvest Loan. In the context of such negotiations, PA-1 has elected not to make interest payments to Pennvest on the Pennvest Loan since January 2013. Additionally, the Company has not made any principal payments, which were to begin in fiscal 2013, and, therefore, the Company has classified the Pennvest Loan as a current liability as of September 30, 2014.

On September 25, 2014, Pennvest exercised its right to declare the Pennvest Loan in default and has accelerated the Pennvest Loan and has demanded that PA-1 pay $8,137,117 (principal, interest plus late charges) on or before October 24, 2014. PA-1 did not make the payment and does not have the resources to make the payment demanded by Pennvest. PA-1 has commenced discussions and negotiations with Pennvest concerning this matter. However, it is not possible at this date to predict the outcome of such negotiations, but the Company believes that an interim, short-term agreement may be reached that will allow PA-1 and Pennvest a further period of time for further negotiations and evaluation of possible long-term resolutions. Subject to the results of the negotiations with Pennvest and pending development of a more robust market for nutrient reductions in Pennsylvania, PA-1 and Bion anticipate that it will be necessary for the Company to evaluate various options with regard to Kreider 1 over the next 30-180 days.

During August 2012, the Company provided Pennvest (and the PADEP) with data demonstrating that the Kreider 1 system met the technology guaranty standards which were incorporated in the Pennvest financing documents and, as a result, the Pennvest Loan is now solely an obligation of PA-1.

In connection with the Pennvest Loan financing documents, the Company provided a technology guaranty regarding nutrient reduction performance of Kreider 1 which was structured to expire when Kreider 1 s nutrient reduction performance had been demonstrated. On August 1, 2012 the Company provided Pennvest (and the PADEP) with data demonstrating that the Kreider 1 System had surpassed the requisite performance criteria and that the Company s technology guaranty was met. As a result, the Pennvest Loan is solely an obligation of PA-1.

BION ENVIRONMENTAL TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

THREE MONTHS ENDED SEPTEMBER 30, 2014

7.

CONVERTIBLE NOTES PAYABLE - AFFILIATES:

Effective May 15, 2013, the Board of Directors approved agreements with Bassani and Smith, under which, Bassani and Smith have agreed to continue to defer their cash compensation up to April 30, 2014 (unless the Board of Directors elects to re-commence cash payment on an earlier date) and to extend the due date of their deferred cash compensation until January 15, 2015. The agreements have been evidenced in the form of convertible promissory notes (Convertible Notes). During the year ended June 30, 2014, Bassani and Smith have agreed to continue to defer their cash compensation up to July 1, 2014. During September 2014, Bassani and Smith have agreed to continue to defer their cash compensation up to January 1, 2015.

The Convertible Notes accrue interest at 8% per annum and are due and payable on January 15, 2015. The Convertible Notes (including accrued interest) of $797,766 and $1,090,525 at September 30, 2014 owed to Smith and Bassani, respectively, plus all future deferred compensation or other sums subsequently added to the principal of the Convertible Notes, may be converted, at the sole election of Smith and Bassani, into Units consisting of one share of the Company s common stock and one warrant to purchase a share of the Company s common stock, at a price of $1.25 per Unit until January 15, 2015. The warrant contained in the Unit shall be exercisable at $2.50 per share until December 31, 2018. The original conversion price of $1.25 per Unit approximated the fair value of the Units at the date of the agreements, therefore no beneficial conversion feature exists. Pursuant to the deferral agreements, the conversion price of the Convertible Notes plus accrued interest is the lower of the $1.25 per Unit price or the lowest price at which the Company sells its common stock on or before January 15, 2015. As of September 30, 2014, the lowest price at which the Company had sold its common stock during the relevant period is $0.75 per share. Management evaluated the terms and conditions of the embedded conversion features based on the guidance of ASC 815-15 Embedded Derivatives to determine if there was an embedded derivative requiring bifurcation. An embedded derivative instrument (such as a conversion option embedded in the deferred compensation) must be bifurcated from its host instruments and accounted for separately as a derivative instrument only if the risks and rewards of the embedded derivative instrument are not clearly and closely related to the risks and rewards of the host instrument in which it is embedded. Management concluded that the embedded conversion feature of the deferred compensation was not required to be bifurcated because the conversion feature is clearly and closely related to the host instrument, and because of the Company s limited trading volume that indicates the feature is not readily convertible to cash in accordance with ASC 815-10, Derivatives and Hedging . As of September 30, 2014, the Company owes Smith, $797,766 under the terms of his Convertible Note. The Convertible Note is comprised of deferred compensation of $713,468 and accrued interest of $84,298. During the year ended June 30, 2014, Bassani elected to convert $110,000 of his Convertible Note, at a conversion price of $0.84, into 130,953 Units consisting of 130,953 shares of the Company s common stock which were issued during the three months ended September 30, 2014 and 130,953 warrants (which were issued during the year ended June 30, 2014). As of September 30, 2014, the Company owes Bassani, $1,090,525, comprised of deferred compensation of $956,000 and accrued interest of $134,525, under the terms of his Convertible Note.

BION ENVIRONMENTAL TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

THREE MONTHS ENDED SEPTEMBER 30, 2014

As part of the agreements, Bassani and Smith have also forgiven any possible obligations that Bion may have owed each of them in relation to unused vacation time for periods (over 10 years) prior to the year ended June 30, 2012. In consideration of these agreements, Bassani and Smith: a) have been granted 50% execution/exercise bonuses to be effective upon future exercise of outstanding (or subsequently acquired) options and warrants owned by Bassani and Smith (and their respective donees) and in relation to contingent stock bonuses (see Note 9 for further details); b) warrants and options, if due to expire prior to December 31, 2018, have been extended to that date (with possible further extensions) and c) other modifications have been made to existing agreements.

8.

STOCKHOLDERS' EQUITY:

Series B Preferred stock:

At July 1, 2014, the Company had 200 shares of Series B redeemable convertible Preferred stock outstanding with a par value of $0.01 per share, convertible at the option of the holder at $2.00 per share, with dividends accrued and payable at 2.5% per quarter. The Series B Preferred stock is mandatorily redeemable at $2.00 per share by the Company three years after issuance and accordingly was classified outside of shareholders equity.

During the years ended June 30, 2014 and 2013, the Company declared dividends of $2,000 and $2,417 respectively. During the three months ended September 30, 2014, the Company declared dividends of $500. At September 30, 2014, accrued dividends payable are $6,500.

Common stock:

Holders of common stock are entitled to one vote per share on all matters to be voted on by common stockholders. In the event of liquidation, dissolution or winding up of the Company, the holders of common stock are entitled to share in all assets remaining after liabilities have been paid in full or set aside and the rights of any outstanding preferred stock have been satisfied. Common stock has no preemptive, redemption or conversion rights. The rights of holders of common stock are subject to, and may be adversely affected by, the rights of the holders of any outstanding series of preferred stock or any series of preferred stock the Company may designate in the future.

Centerpoint holds 704,309 shares of the Company s common stock. These shares of the Company s common stock held by Centerpoint are for the benefit of its shareholders without any beneficial interest. The Company accounts for these shares similar to treasury stock.

During the three months ended September 30, 2014, the Company issued 4,496 shares of the Company s common stock at prices ranging from $0.90 to $1.22 per share for services valued at $4,572, in the aggregate, to a consultant and an employee.

During the three months ended September 30, 2014, the Company issued 130,953 shares of the Company s common stock upon Bassani s fiscal year 2014 election to convert $110,000, of his convertible notes payable affiliate into Units at a conversion price of $0.84 per Unit (Note 7).

During the three months ended September 30, 2014, the Company sold 35,000 shares of the Company s restricted common stock at $0.75 per share for total proceeds of $26,250.

The Company also issued 40,000 shares of the Company s restricted common stock upon receipt of its subscription receivable of $30,000 during the three months ended September 30, 2014.

BION ENVIRONMENTAL TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

THREE MONTHS ENDED SEPTEMBER 30, 2014

Warrants:

As of September 30, 2014, the Company had approximately 7.7 million warrants outstanding, with exercise prices from $0.75 to $4.25 and expiring on various dates through January 15, 2019.

The weighted-average exercise price for the outstanding warrants is $2.17, and the weighted-average remaining contractual life as of September 30, 2014 is 3.5 years.

During the three months ended September 30, 2014, warrants to purchase 33,750 shares of the Company s common stock at $0.85 per share were issued pursuant the promissory notes entered into by Bassani and Shareholder (Note 4). The warrants were determined to have a fair value of $0.10 per warrant and expire on December 31, 2018. The Company recorded interest expense of $3,375 related to the warrant issuances.

As of September 30, 2014, 5,919,528 of the warrants of the Company are subject to execution/exercise bonuses under agreements with Bassani and Smith (Note 9).

Stock options:

The Company s 2006 Consolidated Incentive Plan (the 2006 Plan), as amended effective May 1, 2014, provides for the issuance of options to purchase up to 17,000,000 shares of the Company s common stock. Terms of exercise and expiration of options granted under the 2006 Plan may be established at the discretion of the Board of Directors, but no option may be exercisable for more than ten years.

The Company recorded compensation expense related to employee stock options of nil and $85,858 for the three months ended September 30, 2014 and 2013, respectively. The Company granted nil and 67,725 options during the three months ended September 30, 2014 and 2013, respectively.

The fair value of the options granted during the three months ended September 30, 2013 were estimated on the grant date using the Black-Scholes option-pricing model with the following assumptions:

	Weighted average, September 30, 2013

	Range, September 30, 2013
Volatility	
	49%
	49%-50%
Dividend yield	
	-
	-
Risk-free interest rate	
	0.62%
	0.59%-0.68%
Expected term (years)	
	2.68
	2.63-2.71

The expected volatility was based on the historical price volatility of the Company s common stock. The dividend yield represents the Company s anticipated cash dividend on common stock over the expected term of the stock options. The U.S. Treasury bill rate for the expected term of the stock options was utilized to determine the risk-free interest rate. The expected term of stock options represents the period of time the stock options granted are expected to be outstanding based upon management s estimates.

A summary of option activity under the 2006 Plan for the three months ended September 30, 2014 is as follows:

BION ENVIRONMENTAL TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

THREE MONTHS ENDED SEPTEMBER 30, 2014

	Options		
		Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life

					Aggregate Intrinsic Value
Outstanding at July 1, 2014	4,258,870		2.81	3.2	
Granted	-	-	-		
Exercised	-	-	-		

Forfeited	-
	-
Expired	-
	-
Outstanding at September 30, 2014	4,258,870
	$2.81
	2.9
	$ -
Exercisable at September 30, 2014	

	4,258,870
	$2.81
	2.9
	$ -

The total fair value of stock options that vested during the three months ended September 30, 2014 and 2013 was nil and $34,822, respectively. As of September 30, 2014, the Company had no unrecognized compensation cost related to stock options.

Stock-based employee compensation charges in operating expenses in the Company s financial statements for the three months ended September 30, 2014 and 2013 are as follows:

	Three months ended September 30, 2014	Three months ended September 30, 2013
General and administrative:		

Fair value of stock issued to an employee	$ -	$ 69,999
Change in fair value from modification of option terms	-	307,638
Fair value of stock options expensed	-	68,210
Total	$ -	$ 445,847

Research and development:	
Fair value of stock options expensed	
	$ -
	$ 17,648
Total	
	$ -
	$ 17,648

9.

COMMITMENTS AND CONTINGENCIES:

Employment and consulting agreements:

Smith has held the positions of Director, President and General Counsel of Company and its subsidiaries under various agreements and terms since March 2003. During July 2011, the Company entered into an extension agreement pursuant to which Smith continued to hold his current position in the Company through a date no later than December 31, 2012. Commencing January 1, 2012, Smith s monthly salary was $20,000, which has been accrued and deferred. In addition, 90,000 shares of the Company s common stock would be issued to Smith in two tranches of 45,000 shares on each of January 15, 2013 (issued) and 2014 (issued), respectively.

BION ENVIRONMENTAL TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

THREE MONTHS ENDED SEPTEMBER 30, 2014

The Company recorded expense of $240,300 for the year ended June 30, 2012, related to the future stock issuances as the bonus was fully vested at the grant date. As part of the extension agreement, Smith was also granted 200,000 options, which vested immediately, to purchase common shares of the Company at a price of $3.00 per share and which options expire on December 31, 2019. The Company recorded expense of $334,000 during the year ended June 30, 2012 as the options were fully vested at the grant date. Effective July 15, 2012, the Company entered into an extension agreement pursuant to which Smith will continue to hold his current positions in the Company through a date no later than June 30, 2014. Effective September 2012, Smith s monthly salary became $21,000, until March 2014, at which time Smith agreed to a temporary reduction in monthly salary to $14,000 (which is currently being deferred). In addition, the extension provides that Smith will be issued 150,000 shares of the Company s common stock in two tranches of 75,000 shares on each of January 15, 2014 (issued) and 2015 (to be issued), which shares vested immediately. The Company recorded expense of $292,500 for the year ended June 30, 2013, related to the future stock issuances as the bonus was fully vested at the grant date. As part of the extension agreement, Smith was also granted a bonus of $25,000 paid in warrants, which vested immediately, to purchase 250,000 shares of the Company s common stock at a price of $2.10 per share and which warrants expire on December 31, 2018 and a contingent stock bonus of 100,000 shares payable on the date on which the Company s stock price first reaches $10.00 per share (regardless of whether Smith is still providing services to the Company on such date). During September 2014, Smith agreed to continue his employment agreement through January 1, 2015 and also agreed to continue to defer his temporarily reduced salary of $14,000 per month until such date.

Since March 31, 2005, the Company has had various agreements with Brightcap and/or Bassani, through which the services of Bassani are provided. On September 30, 2009 the Company entered into an extension agreement with Brightcap pursuant to which Bassani provided services to the Company through September 30, 2012 for $312,000 annually (currently deferred). The Board appointed Bassani as the Company's CEO effective May 13, 2011. On July 15, 2011, Bassani, Brightcap and the Company agreed to an extension/amendment of the existing agreement with Brightcap which provided that Bassani would continue to provide the services of CEO through June 30, 2013 and will continue to provide full-time services to the Company in other capacities through June 30, 2014 at a salary of $26,000 per month. In addition Bassani will be issued 300,000 shares of the Company s common stock issuable in three tranches of 100,000 shares on each of January 15, 2015, 2016 and 2017, respectively. During the year ended June 30, 2012 the Company recorded expense of $795,000 related to the future stock issuances as the bonus was fully vested at the grant date. Bassani was also granted 725,000 options, which vested immediately, to purchase shares of the Company s common stock at $3.00 per share which options expire on December 31, 2019. The Company recorded expense of $1,203,500 during the year ended June 30, 2012 as the options were fully vested at the grant date. Effective July 15, 2012, Bassani, Brightcap and the Company agreed to a further extension/amendment of the existing agreement with Brightcap which provides that Bassani will continue to provide the services of CEO through June 30, 2014. The extension provided that Bassani will continue to provide full-time services to the Company at a cash salary of $26,000 per month (which is currently being deferred) and Bassani will be issued 300,000 shares of the Company s common stock issuable in two tranches of 150,000 shares on each of January 15, 2015 and 2016, respectively, which were immediately vested. The Company recorded expense of $585,000 for the year ended June 30, 2013, related to the future stock issuances as the bonus was fully vested at the grant date. As part of the extension agreement, Bassani was also granted a bonus of $5,000 paid in warrants, which vested immediately, to purchase 50,000 shares of the Company s common stock at a price of $2.10 per share and which warrants expire on December

31, 2018.

BION ENVIRONMENTAL TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

THREE MONTHS ENDED SEPTEMBER 30, 2014

During September 2014, Bassani agreed to extend his employment agreement until January 1, 2015 and that previously issued and expensed share grants of 100,000 and 150,000 shares, that were to be issued on January 15, 2015, would be deferred until January 15, 2016.

On May 5, 2013, the Board of Directors approved agreements with Bassani and Smith, with effective dates of May 15, 2013, in which Bassani and Smith have agreed to continue to defer their respective cash compensation through April 30, 2014 (unless the Board of Directors elects to re-commence cash payment on an earlier date) and to extend the due date of their respective deferred cash compensation until January 15, 2015 on the terms set forth in Note 7. In May 2014, Bassani and Smith have agreed to continue to defer their respective cash compensation through July 1, 2014. The Company has provided Bassani and Smith with convertible promissory notes which reflect all the terms of these agreements to which future accruals will be added as additional principal. As part of the agreements, Bassani and Smith have also forgiven any possible obligations that Bion may have owed each of them in relation to unused vacation time for periods (over 10 years) prior to June 30, 2012. In consideration of these agreements, Bassani and Smith: a) have been granted 50% execution/exercise bonuses to be effective upon future exercise of outstanding (or subsequently acquired) options and warrants owned by Bassani and Smith (and their respective donees) and in relation to contingent stock bonuses; b) their warrants and options, if due to expire prior to December 31, 2018, have been extended to that date (with possible further extensions); and c) other modifications have been made.

During January 2012, the Company approved an employment agreement contract extension effective January 1, 2012 with Craig Scott pursuant to which he continued to act as Vice President of Capital Markets and Shareholder Relations through December 31, 2012, at an annual salary of $144,000. In consideration for his extension agreement, Mr. Scott was granted 75,000 options to purchase shares of the Company s common shares at $2.75 per share with an expiration date of December 31, 2016, 12,500 contingent stock options that will be issued if the Company s stock price exceeds $10.00 and $20.00 per share, respectively, and an extension of the expiration dates all his existing warrants and options as of January 1, 2012 until December 31, 2016. Mr. Scott currently works for the Company on a month-to-month basis and beginning August 1, 2013 is receiving his compensation in common stock of the Company and/or debt of the Company which may only be repaid by conversion into common stock of the Company.

Contingent stock bonuses:

In May 2005 the Company declared contingent deferred stock bonuses to its key employees and consultants. The stock bonuses are contingent upon the Company s stock price exceeding $10.00 and $20.00 per share, respectively, and the grantees still being employed by or providing services to the Company at the time the target prices are reached. As of September 30, 2014, 227,500 and 65,000 of these contingent bonus shares, respectively, remain outstanding, to be issued when and if the Company s stock price exceeds $10.00 and $20.00 per share, respectively. The Company has also granted 12,500 contingent stock options that will be issued if the Company s stock price exceeds $10.00 and $20.00 per share, respectively, to one if its employees in consideration for an employment agreement extension effective January 1, 2012.

Effective January 1, 2011 the Company declared a contingent stock bonus of 50,000 shares to Smith and effective July 15, 2012 the Company declared contingent stock bonuses of 100,000 and 25,000 shares to Smith and Schafer,

respectively. The stock bonuses are contingent upon the Company s stock price exceeding $10.00 and do not require that Smith or Schafer remain employed by the Company.

BION ENVIRONMENTAL TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

THREE MONTHS ENDED SEPTEMBER 30, 2014

Execution/exercise bonuses:

As part of the agreements the Company entered into with Bassani and Smith (Note 7) effective May 15, 2013, whereby they agreed to continue to defer their cash compensation up to April 30, 2014, they were each granted the following: a) a 50% execution/exercise bonus which shall be applied upon the effective date of the notice of intent to exercise (for options and warrants) or issuance event, as applicable, of any currently outstanding and/or subsequently acquired options, warrants and/or contingent stock bonuses owned by each as follows: i) in the case of exercise by payment of cash, the bonus shall take the form of reduction of the exercise price; ii) in the case of cashless exercise, the bonus shall be applied to reduce the exercise price prior to the cashless exercise calculations; and iii) with regard to contingent stock bonuses, issuance shall be triggered upon the Company s common stock reaching a closing price equal to 50% of currently specified price; and b) the right to extend the exercise period of all or part of the applicable options and warrants for up to five years (one year at a time) by annual payments of $.05 per option or warrant to the Company on or before a date during the three months prior to expiration of the exercise period at least three business days before the end of the expiration period.

During the year ended June 30, 2014, the Company extended execution/exercise bonuses with the same terms as described above to Schafer and to one of the Company s board members.

Litigation:

In May 2014 Mr. Morris, the Company s former Chief Technology Officer, initiated litigation against the Company (Morris v. Bion Environmental Technologies, Inc., 14-cv-02732-ADS-GRB, United States District Court, Eastern District of New York) related to his termination effective November 30, 2013. Mr. Morris seeks payment of severance pay (up to $90,000) plus certain previously accrued obligations totaling approximately $87,000 plus accrued interest (which sums have been accrued as of September 30, 2014, notwithstanding the fact that the Company is disputing the obligations) and attorney s fees and re-instatement of 300,000 options to purchase the Company s common stock at $2.00 to $3.00 per share until December 31, 2015. The Company disputes each such claim by Mr. Morris in the litigation and is defending the lawsuit which is in the early discovery stage. The Company is incurring attorney s fees (and related costs) in the context of its defense. The Company does not believe that this litigation will have a material adverse effect on the Company.

On September 25, 2014, Pennvest exercised its right to declare the Pennvest Loan in default and has accelerated the Pennvest Loan and has demanded that PA-1 pay $8,137,117 (principal, interest plus late charges) on or before October 24, 2014. PA-1 did not make the payment and does not have the resources to make the payment demanded by Pennvest. During August 2012, the Company provided Pennvest (and the PADEP) with data demonstrating that the Kreider 1 system met the technology guaranty standards which were incorporated in the Pennvest financing documents and, as a result, the Pennvest Loan is now solely an obligation of PA-1. No litigation has commenced related to this matter but such litigation is likely if negotiations do not produce a resolution (Note 1 and Note 6).

The Company currently is not involved in any other material litigation.

10.

SUBSEQUENT EVENTS:

The Company has evaluated events that occurred subsequent to September 30, 2014 for recognition and disclosure in the financial statements and notes to the financial statements.

From October 1, 2014 through November 6, 2014 the Company has issued 3,298 shares of the Company s common shares to an employee valued at approximately $2,000.

PART I - FINANCIAL INFORMATION

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations.

Statements made in this Form 10-Q that are not historical or current facts, which represent the Company's expectations or beliefs including, but not limited to, statements concerning the Company's operations, performance, financial condition, business strategies, and other information, involve substantial risks and uncertainties. The Company's actual results of operations, most of which are beyond the Company's control, could differ materially. These statements often can be identified by the use of terms such as "may," "will," "expect," "believe," anticipate," "estimate," or "continue" or the negative thereof. We wish to caution readers not to place undue reliance on any such forward looking statements, which speak only as of the date made. Any forward looking statements represent management's best judgment as to what may occur in the future. However, forward looking statements are subject to risks, uncertainties and important factors beyond our control that could cause actual results and events to differ materially from historical results of operations and events and those presently anticipated or projected.

These factors include adverse economic conditions, entry of new and stronger competitors, inadequate capital, unexpected costs, failure (or delay) to gain product or regulatory approvals in the United States (or particular states) or foreign countries and failure to capitalize upon access to new markets. Additional risks and uncertainties that may affect forward looking statements about Bion's business and prospects include the possibility that markets for nutrient reduction credits (discussed below) and/or other ways to monetize nutrient reductions will be slow to develop (or not develop at all), the possibility that a competitor will develop a more comprehensive or less expensive environmental solution, delays in market awareness of Bion and our Systems, and/or possible delays in Bion's development of Projects and failure of marketing strategies, each of which could have an immediate and/or long term material adverse effects by placing us behind our competitors. Bion disclaims any obligation subsequently to revise any forward looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events. See our Form 10-K (period ended June 30, 2014) for more details regarding these risk factors.

The following discussion and analysis should be read in conjunction with the unaudited Consolidated Financial Statements and Notes to Consolidated Financial Statements filed herein with the Company s Form 10-K for the year ended June 30, 2014.

BUSINESS OVERVIEW

During the 2004-2008 calendar years, the Company focused on completion of the development of the second generation of its technology which provides comprehensive environmental solutions to a significant source of pollution in U.S. agriculture, large scale livestock facilities known as Confined Animal Feeding Operations ("CAFO"). The re-development process was substantially completed several years ago and the initial commercial system, based on our updated technology, has been constructed and placed in full commercial operation. Bion continues to focus on refining, testing and/or developing technologies which can supplement our technologies and or be utilized with our technology platform. Over the last 12 months Bion has increased its research and development activities related to development of variations of and applications of its core technologies and their integration with third party technologies.

Operational results from this initial commercial system have confirmed the ability of Bion s technologies to meet its nutrient reduction goals at commercial scale for an extended period of operation. Bion s current generation technology platform centers on its patented biological-based processes that separate and aggregate the various assets in the CAFO waste stream so they become benign, stable and/or transportable.

Bion systems can: a) remove up to 95% of the nutrients (primarily nitrogen and phosphorus) in the effluent, b) reduce greenhouse gases by 90% (or more) including elimination of virtually all ammonia emissions, c) while materially reducing pathogens, antibiotics and hormones in the livestock waste stream. In addition to capturing valuable nutrients for reuse, Bion s technology platform also recovers cellulosic biomass which can be used to generate renewable energy from the waste stream in a process more efficient than other technologies that seek to exploit this CAFO waste stream. Our core technology and its primary CAFO applications are now proven in commercial operations. It has been accepted by the Environmental Protection Agency (EPA) and other regulatory agencies and it is protected by Bion s portfolio of U.S. and international patents (both issued and applied for). Research and development activities are underway to improve, update and move toward the next generation of Bion systems to meet the needs of CAFOs in various geographic and climate areas with nutrient release constraints.

Currently, Bion is focused on using applications of its patented and proprietary waste management technologies and technology platform to pursue three main business opportunities: 1) installation of Bion systems to retrofit and environmentally remediate existing CAFOs in selected markets where: a) government policy supports such efforts (such as the Chesapeake Bay watershed, Wisconsin and other Great Lakes Basin states, and/or other states and watersheds facing EPA total maximum daily load (TMDL) issues, and/or b) where CAFO s need our technology to obtain permits to expand or develop without negative environmental consequences; 2) development of Integrated Projects which will include large CAFOs, such as large dairies, beef cattle feed lots and hog farms, with Bion waste treatment system modules processing the aggregate CAFO waste stream from the equivalent of 40,000 or more beef and/or dairy cows (or the waste stream equivalent of other species) while recovering cellulosic biomass (to be utilized for renewable energy production) and nutrient rich solids (that can potentially to be marketed as feed and/or fertilizer), integrated with an ethanol plant capable of producing 40 million gallons (or more) of ethanol per year and/or with CAFO end product processors, and 3) licensing and/or joint venturing of Bion s technology and applications outside North America. The opportunities described at 1) and 2) above each require substantial political (federal, state and local) efforts on the part of the Company and a substantial part of Bion s efforts are focused on such political matters.

Bion is currently pursuing the international opportunities primarily through the use of consultants with existing relationships in target countries.

Approximately five years ago the Company commenced actively pursuing the opportunity presented by environmental retrofit and remediation of the waste streams of existing CAFOs. The first commercial activity in this area is represented by our agreements with Kreider Farms ("KF") in Pennsylvania pursuant to which a Bion system to treat KF's dairy and poultry waste streams to reduce nutrient releases to the environment while generating marketable nutrient credits and renewable energy was designed, constructed and has been in full-scale operation since 2011. (**No other Bion system has been contracted for and/or constructed to date.)** On January 26, 2009 the Board of the Pennsylvania Infrastructure Investment Authority (Pennvest) approved a $7.75 million loan to Bion PA 1, LLC (PA-1), a wholly-owned subsidiary of the Company, for the initial stage of Bion's Kreider Farms project (Phase 1 Kreider System). After substantial unanticipated delays, on August 12, 2010 the PA-1 received a permit for construction of the Phase 1 Kreider system. Construction activities commenced during November 2010. The closing/settlement of the Pennvest Loan took place on November 3, 2010. PA-1 finished the construction of the Phase 1 Kreider System and entered a period of system operational shakedown during May 2011. The Phase 1 Kreider System reached full, stabilized operation by the end of the 2012 fiscal year. During 2011 the Pennsylvania Department of Environmental Protection (PADEP) re-certified the nutrient credits for this project. **The economics (potential revenues and profitability) of the Phase 1 Kreider System are based largely on the long term sale of nutrient (nitrogen and/or phosphorus) reduction credits to meet the requirements of the Chesapeake Bay environmental clean-up, which sales have not yet materialized.** The PADEP issued final permits for the Kreider System (including the credit verification plan) on August 1, 2012 on which date the Company deemed that the Kreider System was placed in service .

As a result, PA-1 has commenced generating and verifying nutrient reduction credits for potential sale while continuing to utilize the system to test improvements and add-ons. Operating results of the Phase 1 Kreider System have documented the efficacy of Bion s nutrient reduction technology and vetted potential add-ons for future installations. During August 2012 the Company provided Pennvest (and the PADEP) with data demonstrating that the Kreider 1 system met the technology guaranty standards which were incorporated in the Pennvest financing documents and, as a result, the Pennvest Loan is now solely an obligation of PA-1. As a result of this extended period of operations, Bion is confident that future systems can be constructed with even higher operational efficiencies at lower capital expense and with lower operational costs. **To date liquidity in the Pennsylvania nutrient credit market has been slow to develop significant breadth and depth which limited liquidity has negatively impacted Bion s business plans and has prevented Bion from monetizing the nutrient reductions created by PA-1 s existing Kreider 1 project and Bion s other proposed projects. These challenges and difficulties (which continue to this date) have prevented PA-1 from generating any material revenues from the Kreider 1 project to date (PA-1 s Kreider 1 operating expenses have been funded by loans from Bion) and raise significant questions as to when, if ever, PA-1 will be able to generate such material revenues from the Kreider 1 system. PA-1 has been engaged in on-and-off negotiations with Pennvest related to forbearance and/or re-structuring its obligations pursuant to the Pennvest Loan for over 18 months. In the context of such negotiations, PA-1 has elected not to make interest payments to Pennvest on the Pennvest Loan since January 2013. Additionally, the Company has not made any principal payments, which were to begin in fiscal 2013, and, therefore, the Company has classified the Pennvest Loan as a current liability as of September 30, 2014. Due to the slow development of the**

nutrient reduction credit market, the Company determined that the carrying amount of the property and equipment related to the Kreider 1 project exceeded its estimated future undiscounted cash flows based on certain assumptions regarding timing, level and probability of revenues from sales of nutrient reduction credits and, therefore, recorded a $2,000,000 impairment of the Kreider 1 during the year ended of June 30, 2014. Additional impairments may result if the nutrient credit market does not develop in the near term.

On September 25, 2014, Pennvest exercised its right to declare the Pennvest Loan in default and has accelerated the Pennvest Loan and has demanded that PA-1 pay $8,137,117 (principal, interest plus late charges) on or before October 24, 2014. PA-1 did not make the payment and does not have the resources to make the payment demanded by Pennvest. PA-1 has commenced discussions and negotiations with Pennvest concerning this matter. However, it is not possible at this date to predict the outcome of such negotiations, but the Company believes that an interim, short-term agreement may be reached that will allow PA-1 and Pennvest a further period of time for further negotiations and evaluation of possible long-term resolutions. Subject to the results of the negotiations with Pennvest and pending development of a more robust market for nutrient reductions in Pennsylvania, PA-1 and Bion anticipate that it will be necessary for the Company to evaluate various options with regard to Kreider 1 over the coming months.

During August 2012, the Company provided Pennvest (and the PADEP) with data demonstrating that the Kreider 1 system met the technology guaranty standards which were incorporated in the Pennvest financing documents and, as a result, the Pennvest Loan is now solely an obligation of PA-1.

The Company is currently conducting research and development activities at the Kreider 1 system while continuing commercial operations.

The Company continues its development work related to the second phase of the Kreider project (Phase 2 Kreider Project) which involves production of renewable energy from the waste of KF s poultry operations and the cellulosic solids recovered by the Kreider 1 system. During May 2011 the PADEP certified the Phase 2 Kreider Project for 559,457 nutrient credits under the old EPA s Chesapeake Bay model.

The Company anticipates that this project will be certified for between 1.5-2 million nutrient reduction credits pursuant to the amended EPA Chesapeake Bay model which was published subsequent to the original certification. Recent announcements related to negotiations between the EPA and PADEP regarding Pennsylvania s Chesapeake Bay nutrient reduction non-compliance suggest that a resolution of certain matters is likely during the balance of this calendar year which may allow this project to move forward with re-certification and proceed toward design, permitting , construction and eventual operation during the 2015 calendar year. Assuming there are also positive developments related to the market for nutrient reductions in Pennsylvania, the Company intends to pursue

development, design and construction of the Kreider poultry waste/renewable energy project with a goal of achieving operational status during 2015. **The economics (potential revenues and profitability) of the Phase 2 Kreider Project are based largely on the long term sale of nutrient (nitrogen and/or phosphorus) reduction credits to meet the requirements of the Chesapeake Bay environmental clean-up. However, liquidity in the Pennsylvania nutrient credit market has been slow to develop significant breadth and depth which lack of liquidity to date has negatively impacted Bion s business plans and has resulted in challenges to monetizing the nutrient reduction credits created by PA-1 s existing Kreider 1 project and will delay the Company s Phase 2 Kreider Project and other proposed projects in Pennsylvania.**

A significant portion of Bion s current activities concern efforts with private and public stakeholders (at local and state level) in Pennsylvania, other Chesapeake Bay states and in Wisconsin and at the federal level (EPA and other executive departments and Congress) to establish appropriate public policies which will create regulations and funding mechanisms that foster installation of the low cost, technology-based environmental solutions that Bion (and others) can provide through clean-up of agricultural waste streams. In January 2013, the Pennsylvania Legislative Budget and Finance Committee issued a report stating that targeting upstream livestock would save Pennsylvania s taxpayers up to 80% of previously estimated costs (potential savings for Pennsylvania in excess of a billion dollars per year over the next 20 years) which would be available for other needs (notably aging drinking water and sewer infrastructure) while creating large local benefits of an upstream treatment strategy including reduced freshwater compliance costs, future cost avoidance of treating drinking water from contaminated local aquifers and increased economic activity for agriculture, tourism and recreation. The Coalition for an Affordable Bay Solution (Coalition) was formed to support the creation of a competitively-bid nitrogen trading program in Pennsylvania that will enable Pennsylvania to capture the economic benefits outlined in the legislative study. The Coalition supports legislation to establish a competitively-bid RFP program for nitrogen reductions, where bids will also be scored to reflect the value of the benefits to Pennsylvania s interior waterways and communities. Founding members of the Coalition represent both Chesapeake Bay and national industry participants, and include Bion, JBS, SA, Kreider Farms, and Fair Oaks Farms. The head of the Coalition is Ed Schafer, Bion s Executive Vice Chairman. Legislation was filed in the Pennsylvania Senate during the spring of 2013 that, if passed and signed into law, will potentially enable Bion (and others) to compete for public funding on an equal basis with public works and storm water authorities. **Activity related to such legislation has recently re-commenced with increased stakeholder support and Bion believes such legislation is likely to be passed (in some version) by the Pennsylvania Legislature during 2015 but cannot predict the exact final content of such legislation or guarantee such passage.** If such a program is passed and implemented, Bion expects that the policies and strategies being developed in Pennsylvania will not only benefit the Company s existing and proposed Pennsylvania projects, but will also subsequently provide the basis for a larger Chesapeake Bay watershed strategy and, thereafter, a national clean water strategy. Legislation in Wisconsin, which became effective during April 2014, represents a significant step forward towards opening business opportunities in that state.

The Company believes that Pennsylvania (and the entire Chesapeake Bay watershed) and Wisconsin (and other Great Lakes Basin states) represent ground zero in the long-standing clean water battle between agriculture and the further regulation of agriculture relative to nutrient impacts. The ability of Bion and other technology providers to achieve verified reductions from agricultural non-point sources can resolve the current stalemate and enable implementation of

constructive solutions that benefit all stakeholders, providing a mechanism that ensures that taxpayer funds will be used to achieve the most beneficial result at the lowest cost, regardless of source. All sources, point and non-point, rural and urban, will be able to compete for tax payer-funded nitrogen reductions in a fair and transparent process; and since payment from the tax and rate payers will now be performance-based, these providers will be held financially accountable.

We believe that the overwhelming environmental, economic, quality of life and public health benefits to all stakeholders in the watersheds, both within and outside of Pennsylvania and Wisconsin, make the case for adoption of the strategies outlined in the Pennsylvania legislative study less an issue of if , but of when and how . The adoption of a competitive procurement program will have significant positive impact on technology providers that can deliver verified nitrogen reductions such, as Bion, by allocating existing tax- and rate-payer clean water funding to low cost solutions based upon a voluntary and transparent procurement process. The Company believes that implementation of a competitively-bid nutrient reduction program to achieve the goals for the Chesapeake Bay watershed and/or the phosphorus reduction needs of Wisconsin can also provide a working policy models and platforms for other states to adopt that will enhance their efforts to comply with both current and future requirements for local and federal estuarine watersheds, including the Mississippi River/Gulf of Mexico, the Great Lakes Basin and other nutrient-impaired watersheds.

Additionally, we believe that Bion's technology platform (including utilization of various third party technologies to supplement the Company s proprietary technologies) will allow the integration of large-scale CAFOs and their end-product users, renewable energy production from the CAFO waste stream, and on site utilization of the renewable energy generated and biofuel/ethanol production in an environmentally and economically sustainable manner while reducing the aggregate capital expense and operating costs and increasing revenue and profitability for the entire integrated complex ("Integrated Projects" or "Projects"). In the context of Integrated Projects, Bion's waste treatment process, in addition to mitigating polluting releases, will generate renewable energy from cellulosic portions of the CAFO waste stream which renewable energy can be utilized by integrated facilities including ethanol plants, CAFO end-product processors (including cheese, ice cream and/or bottling plants in the case of dairy CAFOs, and/or slaughter and/or processing facilities in the context of beef CAFOs) and/or other users as a replacement for fossil fuel usage. In addition an integrated ethanol plant's main by-product, called distillers grain, can be added to the feed of the animals in wet form, thereby lowering the capital expenditures, operating, marketing and shipping costs and energy usage of the ethanol production process. In such cases, the ethanol plant would act as a feed mill for the integrated CAFO, thereby reducing the CAFO's feeding costs as well as generating revenue to the ethanol plant, and would also provide a market for the renewable energy that Bion's System produces from the CAFO waste stream. And, in some cases the nutrient rich liquid effluent from the Bion system modules may be directly utilized for greenhouse and/or hydroponic agriculture. Accordingly, such Bion Integrated Projects can be denominated "closed loop". Bion anticipates that many projects may initially include only partial integration. Based on the degree of integration in a Project, greater or lesser amounts of benefits will be realized. Bion, as developer of, and participant in, Integrated Projects, anticipates that it will share in the cost savings and the revenues generated from these activities.

Bion is currently working with local, state and federal officials with regard to regulatory and legislative initiatives, and with such parties and potential industry participants to evaluate sites in multiple states. The Company believes that its initial Integrated Project will most likely be located and developed (probably in stages) in Pennsylvania.

Note that locations in other states are also under review and the initial Integrated Project could be developed elsewhere. It is possible that the Company will develop one or more Integrated Projects as joint ventures specifically targeted to meet the growing animal protein demand outside of the United States (including without limitation Asia, Europe and/or the Middle East). Bion intends to choose sites for additional Projects during the calendar years 2015-2017 to create a pipeline of Projects. Management has a 5-year development target (through calendar year 2020) of approximately 10-24 Integrated Projects. At the end of that period, Bion projects that 5 or more of these Integrated Projects will be in full operation in 3-5 states (or other locations), and the balance would be in various stages ranging from partial operation to early permitting stage. **No Integrated Project has been developed to date.**

The Company s audited financial statements for the years ended June 30, 2014 and 2013 have been prepared assuming the Company will continue as a going concern. The Company has incurred net losses of approximately $5,762,000 and $8,250,000 during the years ended June 30, 2014 and 2013, respectively. The Report of the Independent Registered Public Accounting Firm on the Company's consolidated financial statements as of and for the year ended June 30, 2014 includes a "going concern" explanatory paragraph which means that the accounting firm has expressed substantial doubt about the Company's ability to continue as a going concern. The Company has incurred net losses of approximately $706,000 and $1,506,000 for the three months ended September 30, 2014 and 2013, respectively. At September 30, 2014, the Company had a working capital deficit and a stockholders deficit of approximately $12,270,000 and $8,202,000, respectively. **Management's plans with respect to these matters are described in this section and in our consolidated financial statements (and notes thereto), and this material does not include any adjustments that might result from the outcome of this uncertainty. However, there is no guarantee that we will be able to raise sufficient funds or further capital for the operations planned in the near future.**

CRITICAL ACCOUNTING POLICIES

Management has identified the following policies below as critical to our business and results of operations. Our reported results are impacted by the application of the following accounting policies, certain of which require management to make subjective or complex judgments. These judgments involve making estimates about the effect of matters that are inherently uncertain and may significantly impact quarterly or annual results of operations. For all of these policies, management cautions that future events rarely develop exactly as expected, and the best estimates routinely require adjustment. Specific risks associated with these critical accounting policies are described in the paragraphs below.

Revenue Recognition

While the Company has not recognized any significant operating revenues for the past two fiscal years, the Company has commenced generation of revenues during the year ended June 30, 2013. Revenues are generated from the sale of

nutrient reduction credits, product sales, technology license fees, annual waste treatment fees and/or direct ownership interests in Integrated Projects. The Company recognizes revenue from the sale of nutrient credits and products when there is persuasive evidence that an arrangement exists, when title has passed, the price is fixed or determinable, and collection is reasonably assured. The Company expects that technology license fees will be generated from the licensing of Bion's systems. The Company anticipates that it will charge its customers a non-refundable up-front technology license fee, which will be recognized over the estimated life of the customer relationship. In addition, any on-going technology license fees will be recognized as earned based upon the performance requirements of the agreement. Annual waste treatment fees will be recognized upon receipt. Revenues, if any, from the Company's interest in Projects will be recognized when the entity in which the Project has been developed recognizes such revenue.

Stock-based compensation

The Company follows the provisions of Accounting Standards Codification (ASC) 718, which generally requires that share-based compensation transactions be accounted and recognized in the statement of income based upon their grant date fair values.

***Derivative Financial Instruments*:**

Pursuant to ASC Topic 815 Derivatives and Hedging (Topic 815), the Company reviews all financial instruments for the existence of features which may require fair value accounting and a related mark-to-market adjustment at each reporting period end. Once determined, the Company assesses these instruments as derivative liabilities. The fair value of these instruments is adjusted to reflect the fair value at each reporting period end, with any increase or decrease in the fair value being recorded in results of operations as an adjustment to fair value of derivatives.

Warrants:

The Company has issued warrants to purchase common shares of the Company. Warrants are valued using a fair value based method, whereby the fair value of the warrant is determined at the warrant issue date using a market-based option valuation model based on factors including an evaluation of the Company s value as of the date of the issuance, consideration of the Company s limited liquid resources and business prospects, the market price of the Company s stock in its mostly inactive public market and the historical valuations and purchases of the Company s

warrants. When warrants are issued in combination with debt or equity securities, the warrants are valued and accounted for based on the relative fair value of the warrants in relation to the total value assigned to the debt or equity securities and warrants combined.

***Property and equipment**:*

Property and equipment are stated at cost and are depreciated, when placed into service, using the straight-line method over the estimated useful lives of the related assets, generally three to twenty years. The Company capitalizes all direct costs and all indirect incrementally identifiable costs related to the design and construction of its Integrated Projects. The Company reviews its property and equipment for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. An impairment loss would be recognized based on the amount by which the carrying value of the assets or asset group exceeds its estimated fair value, and is recognized as a loss from operations.

Recent Accounting Pronouncements:

In May 2014, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) No. 2014-09, Revenue from Contracts with Customers, which supercedes the revenue recognition in Revenue Recognition (Topic 605), and requires entities to recognize revenue in a way that depicts the transfer of potential goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to in exchange for those goods or services. ASU 2014-09 is effective for fiscal years, and interim periods within those years, beginning December 15, 2016, and is to be applied retrospectively, with early adoption not permitted. The Company is currently evaluation this new standard and the potential impact this standard may have upon adoption.

THREE MONTHS ENDED SEPTEMBER 30, 2014 COMPARED TO THE THREE MONTHS ENDED SEPTEMBER 30, 2013

Revenue

Total revenues were nil for both the three months ended September 30, 2014 and 2013, respectively.

General and Administrative

Total general and administrative expenses were $357,000 and $1,105,000 for the three months ended September 30, 2014 and 2013, respectively.

General and administrative expenses, excluding stock-based compensation charges of nil and $446,000, were $357,000 and $659,000 for the three months ended September 30, 2014 and 2013, respectively, representing a $302,000 decrease. Salaries and related payroll tax expenses decreased to $93,000 for the three months ended September 30, 2014 from $250,000 for the three months ended September 30, 2013, primarily due to the fact that during the three months ended September 30, 2014 there were five less employees due to fiscal year 2014 terminations (some of whom have continued to work with the Company on an as-needed consulting basis receiving compensation in the Company s securities and/or deferring their compensation) which reduced recurring salary and payroll tax costs, but was partially offset by accruals for termination benefits. Consulting costs were $114,000 and $204,000 for the three months ended September 30, 2014 and 2013, respectively, representing a $90,000 decrease primarily due to the decreased utilization of a strategic affairs consultant during the period, partially offset by consulting costs for services of a former employee. Travel expenses were $6,000 and $19,000 for the three months ended September 30, 2014 and 2013, respectively, with the decrease attributable to fewer employees thus lower travel costs.

General and administrative stock-based employee compensation for the three months ended September 30, 2014 and 2013 consists of the following:

	Three months ended September 30, 2014	Three months ended September 30, 2013
General and administrative:		
Fair value of stock issued to employees		

	$ -	
	$ 70,000	
Change in fair value from modification of option terms	-	
	308,000	
Fair value of stock options expensed under ASC 718	-	
	68,000	
Total	$ -	
	$446,000	

Stock-based compensation charges were nil and $446,000 for the three months ended September 30, 2014 and 2013, respectively. Compensation expense relating to stock issued to employees decreased from $70,000 to nil during the three months ended September 30, 2013 and 2014, respectively, due to the issuance of common shares valued at $70,000 for three terminated employees during the three months ended September 30, 2013. Compensation expense relating to the change in fair value from the modification of option terms was nil and $308,000 for the three months ended September 30, 2014 and 2013, respectively, as the Company granted an extension of option expiration dates for a terminated employee and also granted exercise bonuses to a key employee and board member during the three months ended September 30, 2013.

Depreciation

Total depreciation expense was $185,000 and $246,000 for the three months ended September 30, 2014 and 2013, respectively. Depreciation expense is lower for the three months ended September 30, 2014 due to the fiscal year 2014 $2,000,000 impairment of the Kreider 1 assets which reduced the depreciation base.

Research and Development

Total research and development expenses were $67,000 for each of the three months ended September 30, 2014 and 2013, respectively.

Research and development expenses, excluding stock-based compensation charges of nil and $18,000 were $67,000 and $49,000 for the three months ended September 30, 2014 and 2013, respectively. The primary reason for the increase is due to pilot program testing related to the enhancement of the Company s technology.

Research and development stock-based employee compensation for the three months ended September 30, 2014 and 2013 consists of the following:

	Three months ended September 30, 2014	Three months ended September 30, 2013
Research and development:		

Fair value of stock options expensed under ASC 718	
$ -	
	$ 18,000
Total	
$ -	
	$ 18,000

Stock-based compensation expense decreased from $18,000 for the three months ended June 30, 2013 to nil for the three months ended September 30, 2014 as there have been no options granted or vested during the three month period ended September 30, 2014.

Loss from Operations

As a result of the factors described above, the loss from operations was $609,000 and $1,418,000 for the three months ended September 30, 2014 and 2013, respectively.

Other Expense

Other expense was $97,000 and $88,000 for the three months ended September 30, 2014 and 2013, respectively. Interest expense increased to $97,000 for the three months ended September 30, 2014 from $86,000 for the three months ended September 30, 2013. The interest related to deferred compensation balances owed to Brightcap and Mark Smith and another employee increased from $32,000 for the three months ended September 30, 2013 to $36,000 for the three months ended September 30, 2014. Loan payable affiliate interest expense was $7,000 and $5,000 for the three months ended September 30, 2014 and 2013, respectively.

Net Loss Attributable to the Noncontrolling Interest

The net loss attributable to the noncontrolling interest was $1,000 for both of the three months ended September 30, 2014 and 2013, respectively.

Net Loss Attributable to Bion s Common Stockholders

As a result of the factors described above, the net loss attributable to Bion s stockholders was $705,000 and $1,504,000 for the three months ended September 30, 2014 and 2013, respectively, and the net loss per basic and diluted common share was $0.04 and $0.08, respectively.

LIQUIDITY AND CAPITAL RESOURCES

The Company's consolidated financial statements for the three months ended September 30, 2014 have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. The Report of our Independent Registered Public Accounting Firm on the Company's consolidated financial statements as of and for the year ended June 30, 2014 includes a "going concern" explanatory paragraph which means that the auditors stated that conditions exist that raise substantial doubt about the Company's ability to continue as a going concern.

Operating Activities

As of September 30, 2014, the Company had cash of approximately $89,000. During the three months ended September 30, 2014, net cash used in operating activities was $154,000, primarily consisting of cash operating expenses related to salaries and benefits, and other general and administrative costs such as insurance and legal and accounting expenses. **As previously noted, the Company is currently not generating significant revenue and accordingly has not generated cash flows from operations. The Company does not anticipate generating sufficient revenues to offset operating and capital costs for a minimum of two to five years. While there are no assurances that the Company will be successful in its efforts to develop and construct its Projects and market its Systems, it is certain that the Company will require substantial funding from external sources. Given the unsettled state of the current credit and capital markets for companies such as Bion, there is no assurance the Company will be able to raise the funds it needs on reasonable terms.**

Financing Activities

During the three months ended September 30, 2014, the Company received cash proceeds of $26,000 related to the sale of the Company s restricted common shares and $30,000 due to the receipt of a subscription receivable.

As of September 30, 2014 the Company has debt obligations consisting of: a) loans payable affiliates of $390,000, b) deferred compensation of $757,000, c) convertible notes payable affiliates of $1,888,000, and, d) a loan payable of $7,754,000 (owed by PA-1)(plus accrued interest of $362,000).

Plan of Operations and Outlook

As of September 30, 2014, the Company had cash of approximately $89,000.

The Company continues to explore sources of additional financing to satisfy its current operating requirements as it is not currently generating any significant revenues. During fiscal years 2013 and 2014 and through the three months ended September 30, 2014, the Company experienced greater difficulty in raising equity and debt funding than in the prior years. During the year ended June 30, 2014 and during the three months ended September 30, 2014, the Company had the greatest difficulty raising funds to date. As a result, the Company faced, and continues to face, significant cash flow management challenges due to material working capital constraints. To partially mitigate these working capital constraints, the Company s core senior management and some key employees and consultants have been deferring all or part of their cash compensation and/or are accepting compensation in the form of securities of the Company (Notes 5 and 7 to Financial Statements) and members of the Company s senior management have made loans to the Company totaling approximately $390,000 including interest as of September 30, 2014. As of September 30, 2014 such deferrals totaled approximately $2,645,000 (including accrued interest and deferred compensation converted into promissory notes). **The extended constraints on available resources have had, and continue to have, negative effects on the pace and scope of the Company s effort to develop its business**. The Company has made reductions in its personnel during the year ended June 30, 2014. The Company has had to delay payments of trade obligations and economize in many ways that have potentially negative consequences. The Company s accounts payable have increased materially over this period.

If the Company does not have greater success in its efforts to raise needed funds during the current year (and subsequent periods), we will need to consider deeper cuts (including additional personnel cuts) and curtailments of operations (including possibly Kreider 1 operations). The Company will need to obtain additional capital to fund its operations and technology development, to satisfy existing creditors, to develop Integrated Projects and CAFO waste remediation systems (including the Kreider 2 facility) and to continue to operate the Kreider 1 facility (subject to agreements being reached with Pennvest as discussed above). The Company anticipates that it will seek to raise from $2,500,000 to $50,000,000 or more (debt and equity) during the next twelve months. **However, as discussed above, there is no guarantee that we will be able to raise sufficient funds or further capital for the operations planned in the near future.**

The Company is not currently generating any significant revenues. Further, the Company s anticipated revenues from existing projects and proposed projects will not be sufficient to meet the Company s anticipated operational and capital expenditure needs for many years. During the three months ended September 30, 2014 the Company raised proceeds of $26,000 through the sale of its securities (Note 8 to Financial Statements) and anticipates raising additional funds from such sales. **However, there is no guarantee that we will be able to raise sufficient**

funds or further capital for the operations planned in the near future.

Because the Company is not currently generating significant revenues, the Company will need to obtain additional capital to fund its operations and technology development, to satisfy existing creditors, to develop Projects and to sustain operations at the KF 1 facility.

On January 26, 2009 the Board of the Pennsylvania Infrastructure Investment Authority (Pennvest) approved a $7.75 million loan to Bion PA 1, LLC (PA-1), a wholly-owned subsidiary of the Company, for the initial stage of Bion's Kreider Farms project (Phase 1 Kreider System). After substantial unanticipated delays, on August 12, 2010 the PA-1 received a permit for construction of the Phase 1 Kreider system. Construction activities commenced during November 2010. The closing/settlement of the Pennvest Loan took place on November 3, 2010. PA-1 finished the construction of the Phase 1 Kreider System and entered a period of system operational shakedown during May 2011. The Phase 1 Kreider System reached full, stabilized operation by the end of the 2012 fiscal year. During 2011 the Pennsylvania Department of Environmental Protection (PADEP) re-certified the nutrient credits for this project. The economics (potential revenues and profitability) of the Kreider 1 System are based largely on the long term sale of nutrient (nitrogen and/or phosphorus) reduction credits to meet the requirements of the Chesapeake Bay environmental clean-up. The PADEP issued final permits for the Kreider System (including the credit verification plan) on August 1, 2012 on which date the Company deemed that the Kreider System was placed in service . As a result, PA-1 has commenced generating nutrient reduction credits for potential sale while continuing to utilize the system to test improvements and add-ons. Operating results of the Phase 1 Kreider system have documented the efficacy of Bion s nutrient reduction technology and vetted potential add-ons for future installations. During August 2012 the Company provided Pennvest (and the PADEP) with data demonstrating that the Kreider 1 system met the technology guaranty standards which were incorporated in the Pennvest financing documents and, as a result, the Pennvest Loan is now solely an obligation of PA-1. As a result of this extended period of operations, Bion is confident that future systems can be constructed with even higher operational efficiencies at lower capital expense and with lower operational costs. **To date liquidity in the Pennsylvania nutrient credit market has been slow to develop significant breadth and depth which limited liquidity has negatively impacted Bion s business plans and has prevented Bion from monetizing the nutrient reductions created by PA-1 s existing Kreider 1 project and Bion s other proposed projects. These challenges and difficulties (which continue to this date) have prevented PA-1 from generating any material revenues from the Kreider 1 project to date (PA-1 s Kreider 1 operating expenses have been funded by loans from Bion) and raise significant questions as to when, if ever, PA-1 will be able to generate material revenues from the Kreider 1 system.**

Additionally, the Company has not made any interest or principal payments, which were to begin in fiscal 2013, and, therefore, the Company has classified the Pennvest Loan as a current liability as of September 30, 2014. Due to the slow development of the nutrient reduction credit market, the Company determined that the carrying amount of the property and equipment related to the Kreider 1 project exceeded its estimated future undiscounted cash flows based on certain assumptions regarding timing, level and probability of revenues from sales of nutrient reduction credits and, therefore, recorded a $2,000,000 impairment of the Kreider 1 assets during the year ended June 30, 2014. Additional impairments may result if the nutrient credit market does not develop in the near term.

On September 25, 2014, Pennvest exercised its right to declare the Pennvest Loan in default and has accelerated the Pennvest Loan and has demanded that PA-1 pay $8,137,117 (principal, interest plus late charges) on or before October 24, 2014. PA-1 has commenced discussions and negotiations with Pennvest concerning this matter. PA-1 did not make the payment and does not have the resources to make the payment demanded by Pennvest. However, it is not possible at this date to predict the outcome of such negotiations, but

the Company believes that an interim, short-term agreement may be reached that will allow PA-1 and Pennvest a further period of time for further negotiations and evaluation of possible long-term resolutions. Subject to the results of the negotiations with Pennvest and pending development of a more robust market for nutrient reductions in Pennsylvania, PA-1 and Bion anticipate that it will be necessary for the Company to evaluate various options with regard to Kreider 1 over the coming months.

During August 2012, the Company provided Pennvest (and the PADEP) with data demonstrating that the Kreider 1 system met the technology guaranty standards which were incorporated in the Pennvest financing documents and, as a result, the Pennvest Loan is now solely an obligation of PA-1.

The Company is currently conducting research and development activities at Kreider 1 while continuing commercial operations.

As indicated above, the Company anticipates that it will seek to raise from $2,500,000 to $50,000,000 or more (debt and equity) during the next twelve months, some of which may be in the context of joint ventures for the development of one or more Integrated Projects. **We reiterate that there is no assurance, especially in the extremely unsettled capital markets that presently exist for companies such as Bion, that the Company will be able to obtain the funds that it needs to stay in business, finance its Projects and other activities, continue its technology development and/or to successfully develop its business.**

There is extremely limited likelihood that funds required during the next twelve months or in the periods immediately thereafter will be generated from operations and there is no assurance that those funds will be available from external sources such as debt or equity financings or other potential sources. The lack of additional capital resulting from the inability to generate cash flow from operations and/or to raise capital from external sources would force the Company to substantially curtail or cease operations and would, therefore, have a material adverse effect on its business. Further, there can be no assurance that any such required funds, if available, will be available on attractive terms or that they will not have a significantly dilutive effect on the Company's existing shareholders. All of these factors have been exacerbated by the extremely unsettled credit and capital markets presently existing for companies such as Bion.

Currently, Bion is focused on using applications of its patented waste management technology and its technology platform to pursue three main business opportunities: 1) development of Integrated Projects which will include large CAFOs, such as large dairies, beef cattle feed lots and hog farms, with Bion waste treatment System modules processing the aggregate CAFO waste stream from the equivalent of 40,000 or more beef and/or dairy cows (or the waste stream equivalent of other species) while producing solids to be utilized for renewable energy production (and potentially to be marketed as feed and/or fertilizer), integrated with an ethanol plant capable of producing 40 million gallons (or more) of ethanol per year, and/or integrated with CAFO end product processors, 2) installation of Bion systems to retrofit and environmentally remediate existing CAFOs in selected markets where: a) government policy supports such efforts (such as the Chesapeake Bay watershed and Wisconsin or, potentially, other areas seeking to meet EPA TMDL requirements) and/or b) where CAFO s need our technology to obtain permits to expand or develop without negative environmental consequences, and 3) licensing and/or joint venturing its technology for use outside of North America.

The Company has commenced activities related to marketing and potential use of its technology in relation to expansion and/or development of CAFO s in the Northeast and Midwest (and elsewhere). Bion considers this to be a large potential market for the Company s growth over the next 18-36 months (and thereafter). Assuming that the Company can be successful in raising necessary funding and the development of a more robust market for nutrient reductions in Pennsylvania (and elsewhere), neither of which are assured at this date, it is anticipated at such activities will accelerate based on the operating results achieved by the Kreider 1 system.

The Company continues its development work related to the second phase of the Kreider project (Phase 2 Kreider Project) which involves production of renewable energy from the waste of KF s poultry operations and the cellulosic solids recovered by the Kreider 1 system. During May 2011 the PADEP certified the Phase 2 Kreider Project for 559,457 nutrient credits under the old EPA s Chesapeake Bay model. The Company anticipates that this project will be certified for between 1.5-2 million nutrient reduction credits pursuant to the amended EPA Chesapeake Bay model which was published subsequent to the original certification. Recent announcements related to negotiations between the EPA and PADEP regarding Pennsylvania s Chesapeake Bay nutrient reduction non-compliance suggest that a resolution of certain matters is likely during the balance of this calendar year which may allow this project to move forward with re-certification and proceed toward design, permitting , construction and eventual operation during the 2015 calendar year. Assuming there are also positive developments related to the market for nutrient reductions in Pennsylvania (of which there is no assurance), the Company intends to pursue development, design and construction of the Phase 2 Kreider Project with a goal of achieving operational status during 2015., **The economics (potential revenues and profitability) of the Phase 2 Kreider Project are based largely on the long term sale of nutrient (nitrogen and/or phosphorus) reduction credits to meet the requirements of the Chesapeake Bay environmental clean-up. However, liquidity in the Pennsylvania nutrient credit market has been slow to develop significant breadth and depth which to date has negatively impacted Bion s business plans and has resulted in challenges to monetizing the nutrient reduction credits created by PA-1 s existing Kreider 1 project and will delay the Company s Phase 2 Kreider Project and other proposed projects in Pennsylvania.**

Bion is currently working with local, state and federal officials with regard to regulatory and legislative initiatives, and with such parties and potential industry participants to evaluate sites in multiple states. The Company believes that its initial Integrated Project will most likely be located and developed (possibly in stages) in Pennsylvania. Note that locations in other states are also under review and the initial Integrated Project could be developed elsewhere. It is possible that the Company will develop one or more Integrated Projects as joint ventures specifically targeted to meet the growing animal protein demand outside of the United States (including without limitation Asia, Europe and/or the Middle East). Bion intends to choose sites for additional Projects during the calendar years 2015-2017 to create a pipeline of Projects. Management has a 5-year development target (through calendar year 2020) of approximately 10-24 Integrated Projects.

At the end of that period, Bion projects that 5 or more of these Integrated Projects will be in full operation in 3-5 states (or other locations), and the balance would be in various stages ranging from partial operation to early permitting stage. **No Integrated Project has been developed to date.**

CONTRACTUAL OBLIGATIONS

We have the following material contractual obligations (in addition to employment and consulting agreements with management and employees):

On September 27, 2008, the Company executed an agreement with Kreider Farms (and its affiliated entities) (collectively "Kreider") to design, construct and operate, through its wholly-owned subsidiary PA-1, a Bion system to treat the waste of the dairy cows (milkers, dry cows and heifers) at the Kreider Dairy, located in Mannheim, Pennsylvania. In addition, this agreement (as amended and extended) provides for a second phase which will include treatment of the cellulosic solid wastes from the Kreider 1 together with the waste stream from Kreider's poultry facilities to produce renewable energy for Bion's waste treatment facility and/or for market sales. The Kreider 1 system is owned and operated by PA-1, in which Kreider has the option to purchase a minority interest. Funds were expended over the last year to complete the construction of the Kreider 1 System and substantial capital and operating funds (equity and/or debt) has been and will continue to be expended. The Company anticipates that PA-1 will receive revenue from the sale of nutrient (and other) environmental credits related to the Kreider 1 system, and through sales of renewable energy generated in connection with the second phase (largely poultry manure) of the Kreider project. The $7.75 million loan from the Pennsylvania Infrastructure Investment Authority to PA-1 (Pennvest Loan), together with funds provided by the Company, has provided the funds for construction of the Kreider 1 system. The Pennvest loan is to be repaid by interest only payments for the first three years, followed by an additional ten-year amortization of principal, and matures in November 2023. The Kreider 1 system reached full, stabilized operation by the end of the 2012 fiscal year and received final permits during August 2012. The Pennsylvania Department of Environmental Protection re-certified the nutrient credits for this project. As a result, PA-1 can now commence generating and verifying nutrient reduction credits for sale while continuing to utilize the system to test improvements and add-ons. Operating results of the Phase 1 Kreider system have documented the efficacy of Bion s nutrient reduction technology and vetted potential add-ons for future installations. As a result of this extended period of operations, Bion is confident that future systems can be constructed with even higher operational efficiencies at lower capital expense and with lower operational costs. **To date liquidity in the Pennsylvania nutrient credit market has been slow to develop significant breadth and depth which limited liquidity has negatively impacted Bion s business plans and has prevented Bion from monetizing the nutrient reductions created by PA-1 s existing Kreider 1 project and Bion s other proposed projects. These challenges and difficulties (which continue to this date) have prevented PA-1 from generating any material revenues from the Kreider 1 project to date (PA-1 s Kreider 1 operating expenses have been funded by loans from Bion) and raise significant questions as to when, if ever, PA-1 will be able to generate material revenues from the Kreider 1 system. PA-1 has been engaged in on-and-off negotiations with Pennvest related to forbearance and/or re-structuring its obligations pursuant to the Pennvest Loan for over 18 months. In the context of such negotiations, PA-1 has elected not to make interest payments to Pennvest on the Pennvest Loan since January 2013. Additionally, the Company has not made any principal payments, which were to begin in fiscal 2013, and, therefore, the Company has classified the Pennvest Loan as a current liability as of September 30, 2014. Due to the slow development of the nutrient reduction credit market, the Company determined that the carrying amount of the property and equipment related to the Kreider 1 project exceeded its estimated future undiscounted cash flows based on certain assumptions regarding timing, level and probability of revenues from sales of nutrient reduction credits and, therefore, recorded a $2,000,000 impairment of the Kreider 1 assets which reduced the value of the Kreider 1 System during the year ended June 30, 2014. Additional impairments may result if the nutrient credit market does not develop in the near term.**

On September 25, 2014, Pennvest exercised its right to declare the Pennvest Loan in default and has accelerated the Pennvest Loan and has demanded that PA-1 pay $8,137,117 (principal, interest plus late charges) on or before October 24, 2014. PA-1 did not make the payment and does not have the resources to

make the payment demanded by Pennvest. PA-1 has commenced discussions and negotiations with Pennvest concerning this matter. However, it is not possible at this date to predict the outcome of such negotiations, but the Company believes that an interim, short-term agreement may be reached that will allow PA-1 and Pennvest a further period of time for further negotiations and evaluation of possible long-term resolutions. Subject to the results of the negotiations with Pennvest and pending development of a more robust market for nutrient reductions in Pennsylvania, PA-1 and Bion anticipate that it will be necessary for the Company to evaluate various options with regard to Kreider 1 over the coming months.

During August 2012, the Company provided Pennvest (and the PADEP) with data demonstrating that the Kreider 1 system met the technology guaranty standards which were incorporated in the Pennvest financing documents and, as a result, the Pennvest Loan is now solely an obligation of PA-1.

The Company is currently conducting research and development activities at Kreider 1 while continuing commercial operations.

OFF-BALANCE SHEET ARRANGEMENTS

We do not have any off-balance sheet arrangements (as that term is defined in Item 303 of Regulation S-K) that are reasonably likely to have a current or future material effect on our financial condition, revenue or expenses, results of operations, liquidity, capital expenditures or capital resources.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable.

Item 4. Controls and Procedures.

(a) Evaluation of Disclosure Controls and Procedures.

The term "disclosure controls and procedures" is defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). This term refers to the controls and procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files under the Exchange Act is recorded, processed, summarized, and reported within the required time periods. Our Chief Executive Officer and Principal Financial Officer has evaluated the effectiveness of the design and operations of our disclosure controls and procedures as of the end of the period covered by this quarterly report, and has concluded that, as of that date, our disclosure controls and procedures were not effective at ensuring that required information will be disclosed on a timely basis in our reports filed under the Exchange Act, as a result of the material weakness in internal control over financial reporting discussed in Item 9(A) of our Form 10-K for the year ended June 30, 2014.

(b) Changes in Internal Control over Financial Reporting.

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

Item 1. Legal Proceedings.

The Company is currently involved in one litigation matter:

On May 1, 2014 Mr. James Morris, the Company s former Chief Technology Officer, initiated litigation against the Company (Morris v Bion Environmental Technologies, Inc., 14-cv-02732-ADS-GRB, United States District Court, Eastern District of New York) related to his termination effective November 30, 2013. Mr. Morris seeks payment of severance pay (up to $90,000) plus certain previously accrued obligations totaling $87,216 plus interest (which sums have been accrued in the Company s financial statements despite the fact that the Company is disputing the obligations) plus attorney s fees and re-instatement of 300,000 options to purchase the Company s common stock at $2.00-$3.00 per share until December 31, 2015. The Company disputes each such claim by Mr. Morris in the litigation and is defending the lawsuit which is in the early discovery stage. The Company is incurring attorney s fees (and related costs) in the context of its defense. The Company does not believe that this litigation will have a material adverse effect on the Company.

On September 25, 2014, Pennvest exercised its right to declare the Pennvest Loan in default and has accelerated the Pennvest Loan and has demanded that our wholly-owned subsidiary PA-1 pay $8,137,117 (principal, interest plus late charges) on or before October 24, 2014. The Company anticipates that discussions and negotiations will take place between PA-1 and Pennvest concerning this matter over the next 30 days. It is not possible at this date to predict the outcome of such negotiations, but the Company believes that an interim, short-term agreement will be reached that will allow PA-1 and Pennvest a further period of time for further negotiations and evaluation of possible long-term resolutions. Subject to the results of the negotiations with Pennvest and pending development of a more robust market for nutrient reductions in Pennsylvania, PA-1 and Bion anticipate that it will be necessary for the Company to evaluate various options with regard to Kreider 1 over the coming months. Litigation has not commenced in this matter but has been threatened by Pennvest.

The Company currently is not involved in any other material litigation.

Item 1A. Risk Factors.

Not applicable.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

During the quarter ended September 30, 2014 the Company sold the following restricted securities: a) 2,876 shares issued pursuant to our 2006 Consolidated Incentive Plan (Plan), valued at $2952, in aggregate, to an employee for services, and b) 1,620 shares valued at $1,620 , issued to a consultant for services and c) 75,000 shares issued to investors for $56,250, in aggregate (including receipt of $30,000 subscription receivable) and d) 130,953 shares for conversion of debt. These securities were issued in reliance on the exemptions provided by Regulation D of the Securities Act of 1933 and/or Section 4(2) of the Securities Act of 1933. See Notes to Financial Statements (included herein) for additional details.

The proceeds were utilized for general corporate purposes.

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

Not applicable.

Item 6. Exhibits.

(a) Exhibits required by Item 601 of Regulation S-K.

Exhibit	**Description**	
31.1	Certification of CEO pursuant to Rule 13a-14(a) or Rule 15d-14(a) - Filed herewith electronically	

31.2	Certification of Executive Chairman, President and CFO pursuant to Rule 13a-14(a) or Rule 15d-14(a) - Filed herewith electronically
32.1	Certification of CEO pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 - Filed herewith electronically
32.2	Certification of Executive Chairman, President and CFO pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 - Filed herewith electronically

101.1	Interactive Data File

SIGNATURES

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

BION ENVIRONMENTAL TECHNOLOGIES, INC.

Date: November 7, 2014

By:

/s/ Mark A. Smith

Mark A. Smith, President and Chief Financial Officer (Principal Financial and Accounting Officer)

Date: November 7, 2014

By:

/s/ Dominic Bassani

Dominic Bassani, Chief Executive Officer