Piedmont Office Realty Trust, Inc.
Form 424B4
February 11, 2010
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Filed Pursuant to Rule 424(b)(4)
Registration No. 333-163394

PROSPECTUS

12,000,000 Shares

PIEDMONT OFFICE REALTY TRUST, INC.

Class A Common Stock

Piedmont Office Realty Trust, Inc. is a fully integrated, self-administered and self-managed real estate investment trust specializing in the acquisition, ownership, management, development and disposition of primarily high-quality Class A office buildings located in major U.S. office markets and leased primarily to high-credit-quality tenants. Our office portfolio currently consists of 73 properties (exclusive of our equity interests in eight properties owned through unconsolidated joint ventures and our two industrial properties), including three properties owned through consolidated joint ventures, with a high concentration of our properties located in the ten largest office markets in the United States.

We are offering 12,000,000 shares of our Class A common stock. Our Class A common stock has been approved for listing on the New York Stock Exchange, subject to official notice of issuance, under the symbol PDM. Since our formation in 1997, we have completed four public offerings of common stock through which we raised, together with our dividend reinvestment plan, an aggregate of approximately $5.8 billion of gross proceeds. Currently, our Class A common stock is not traded on a national securities exchange, and this will be our first listed public offering.

We are a Maryland corporation, and we have elected to be treated as a real estate investment trust, or REIT, for U.S. federal income tax purposes.

Investing in our Class A common stock involves risks. Before buying any shares, you should carefully consider the risk factors described in Risk Factors beginning on page 16.

	Per Share	Total
Public offering price	$ 14.50	$ 174,000,000
Underwriting discounts and commissions	$ 1.015	$ 12,180,000
Proceeds, before expenses, to us	$ 13.485	$ 161,820,000

We have granted the underwriters a 30-day option to purchase up to an additional 1,800,000 shares of Class A common stock from us on the same terms and conditions as set forth above if the underwriters sell more than 12,000,000 shares of Class A common stock in this offering.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares of Class A common stock on or about February 16, 2010.

Morgan Stanley **J.P. Morgan**

Wells Fargo Securities

BMO Capital Markets **Morgan Keegan & Company, Inc.** **RBC Capital Markets** **Scotia Capital**

The date of this prospectus is February 9, 2010

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Piedmont Representative Properties

1201 Eye Street Washington, D.C.	4250 N. Fairfax Drive Arlington, VA
35 W. Wacker Drive Chicago, IL	60 Broad Street New York, NY

One & Two Independence Square

Washington, D.C.

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You should only rely on the information contained in this prospectus, in any free writing prospectus prepared by us in connection with this offering or to which we have referred you. Neither we nor the underwriters have authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. You should not assume that the

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information in this prospectus is accurate as of any date other than the date on the front cover of this prospectus, as our business, financial condition, liquidity, results of operations, or prospects may have changed since such date.

We use market data and industry forecasts and projections throughout this prospectus. We have obtained substantially all of this information from a market study prepared for us in connection with this offering by Rosen Consulting Group, a nationally recognized real estate consulting firm. Such information is included herein in reliance on Rosen Consulting Group s authority as an expert on such matters. See Experts. In addition, we have obtained certain market and industry data from publicly available industry publications. These sources generally state that the information they provide has been obtained from sources believed to be reliable, but that the accuracy and completeness of the information are not guaranteed. The forecasts and projections are based on industry surveys and the preparers experience in the industry, and there is no assurance that any of the projected amounts will be achieved. We believe that the surveys and market research others have performed are reliable, but we have not independently verified this information.

The term diluted basis, when used in this prospectus in reference to our shares of common stock, means all outstanding shares of our common stock at such time plus incremental weighted-average shares from the assumed conversion of time-vested deferred stock awards.

Unless the context indicates otherwise, the term properties as used in this prospectus and the statistical information presented in this prospectus regarding our properties includes our wholly owned office properties and our office properties owned though our consolidated joint ventures, but excludes our interest in eight properties owned through our equity interests in our unconsolidated joint ventures and our two industrial properties. Please refer to Equity Interests in Unconsolidated Joint Ventures and Industrial Properties under the heading Our Business and Properties for further information regarding our equity interests in our unconsolidated joint ventures and our two industrial properties.

Our Annualized Lease Revenue was calculated by multiplying (i) rental payments (defined as base rent plus operating expenses, if payable by the tenant on a monthly basis under the terms of a lease that had been executed as of September 30, 2009, but excluding rental abatements and rental payments related to executed but not commenced leases for space that was covered under an existing lease as of September 30, 2009) for the month ended September 30, 2009, by (ii) 12. In instances in which contractual rents and operating expenses are collected on an annual, semi-annual, or quarterly basis, such amounts have been multiplied by a factor of 1, 2, or 4, respectively, to calculate the annualized figure. For leases that had been executed but not commenced as of September 30, 2009 relating to un-leased space as of September 30, 2009, Annualized Lease Revenue was calculated by multiplying (i) monthly base rental payments for the initial month of the lease term, by (ii) 12. When we provide weighted-average figures, the amount is weighted by Annualized Lease Revenue, except where otherwise noted.

On January 20, 2010, our stockholders approved an amendment to our charter that provides for the conversion of each outstanding share of our common stock into:

- 1/12th of a share of our Class A common stock; plus
- 1/12th of a share of our Class B-1 common stock; plus
- 1/12th of a share of our Class B-2 common stock; plus

1/12th of a share of our Class B-3 common stock.

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In this prospectus, we refer to this transaction as the "Recapitalization," we refer to Class B-1 common stock, Class B-2 common stock and Class B-3 common stock collectively as our "Class B common stock," and we refer to Class A and Class B common stock collectively as our "common stock." We are offering our Class A common stock in this offering, and our Class A common stock has been approved for listing on the New York Stock Exchange, subject to official notice of issuance. Our Class B common stock is identical to our Class A common stock except that (i) we do not intend to list our Class B common stock on a national securities exchange and (ii) shares of our Class B common stock will convert automatically into shares of our Class A common stock at specified times. As of January 30, 2011, all shares of our Class B common stock will have converted into our Class A common stock. The terms of our Class A and Class B common stock are described more fully under "Description of Capital Stock" in this prospectus.

The Recapitalization had the effect of reducing the total number of outstanding shares of our common stock. As of December 31, 2009, without giving effect to the Recapitalization, we had 476,750,419 shares of common stock outstanding. As of December 31, 2009, after giving effect to the Recapitalization, we would have had an aggregate of 158,916,806 shares of our Class A and Class B common stock outstanding, divided equally among our Class A, Class B-1, Class B-2 and Class B-3 common stock.

The Recapitalization was effected on January 22, 2010. Unless otherwise indicated, all information in this prospectus gives effect to, and all share and per share amounts have been retroactively adjusted to give effect to, the Recapitalization. Unless otherwise indicated, share and per share amounts have not been adjusted to give effect to any exercise by the underwriters of their option to purchase up to 1,800,000 shares of our Class A common stock solely to cover over-allotments, if any.

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PROSPECTUS SUMMARY

This is only a summary and does not contain all of the information that you should consider before investing in our Class A common stock. You should read this entire prospectus, including Risk Factors and our financial statements and related notes appearing elsewhere in this prospectus for a more complete understanding of this offering before deciding to invest in our Class A common stock. Except where the context suggests otherwise, the terms Piedmont, we, us, our and our company refer to Piedmont Office Realty Trust, Inc., together with its subsidiaries, including Piedmont Operating Partnership, L.P. (Piedmont OP or our operating partnership). Unless otherwise indicated, the information in this prospectus assumes and reflects: (i) the effectiveness of our Third Articles of Amendment and Restatement, or our charter, and our Amended and Restated Bylaws, or our bylaws, upon the completion of this offering; (ii) no exercise by the underwriters, for whom Morgan Stanley & Co. Incorporated and J.P. Morgan Securities Inc., are acting as representatives, of their option to purchase up to an additional 1,800,000 shares of our Class A common stock; and (iii) the Recapitalization.

Piedmont Office Realty Trust, Inc.

We are a fully integrated, self-administered and self-managed real estate investment trust (REIT) specializing in the acquisition, ownership, management, development and disposition of primarily high-quality Class A office buildings located in major U.S. office markets and leased primarily to high-credit-quality tenants. Rated as an investment-grade company by Standard & Poor s and Moody s, we have maintained a low-leverage strategy while acquiring our properties. As of September 30, 2009, approximately 82.6% of our Annualized Lease Revenue was derived from our office properties in the ten largest U.S. office markets based on rentable square footage, including premier office markets such as Chicago, Washington, D.C., the New York metropolitan area, Boston and greater Los Angeles. Our strategy primarily involves owning and acquiring high-quality properties that are generally occupied by lead tenants (which we define as those tenants that lease approximately 35% or more of the rentable square footage in the building or contribute 1% or more of our total Annualized Lease Revenue) and providing personalized service that is attentive to the needs of our tenants. We place great importance on anticipating and meeting our tenants needs by focusing on their expansion, consolidation and relocation requirements, which we believe differentiates us from our competitors. As part of our tenant-focused approach, we currently maintain satellite offices in eight of our markets and expect to have offices in a total of ten markets by the end of 2011. We believe our local market presence enhances tenant satisfaction, improves occupancy and provides local knowledge that strengthens our acquisition capabilities.

As of September 30, 2009, our office portfolio consisted of 73 properties (exclusive of our equity interests in eight properties owned through unconsolidated joint ventures and our two industrial properties) with approximately 20 million rentable square feet, which properties were approximately 90.1% leased and had a median age of approximately ten years. The majority of our tenants typically enter into long-term leases for substantial amounts of space. As of September 30, 2009, our portfolio of commenced leases (which are leases with a tenant that either is actively paying rent or in a free-rent period) had an average remaining weighted-average lease term of approximately 5.3 years and our portfolio of executed leases had an average square footage of approximately 47,000 square feet. Immediately following completion of this offering, we expect that we will be the tenth largest publicly traded office REIT in the United States based on total gross assets. Inclusive of joint ventures, since our first acquisition in March 1998, we have acquired approximately $5.5 billion of office and industrial properties, with a current portfolio generating Annualized Lease Revenue of approximately $587.1 million. As of September 30, 2009, we also owned $58.4 million of mezzanine debt, which is secured by a pledge of the equity interest of the entity owning a 46-story, Class A commercial office building located in downtown Chicago. We also own approximately 46 acres of developable land, much of which is located adjacent

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to our existing office properties and which we believe can support approximately one million square feet of rentable space.

We focus primarily on owning and acquiring properties in major U.S. office markets that are characterized by their diverse industry base, attractive supply and demand ratios and appeal to institutional real estate investors. Our market-selection strategy typically involves categorizing real estate markets as either concentration or opportunistic markets. We define concentration markets as those markets characterized by high barriers to entry, such as a limited supply of readily developable land, difficulty in procuring governmental entitlements to develop land, environmental restrictions on development and high asset replacement costs. We believe these markets provide attractive long-term return opportunities and greater market stability. Our goal is to expand our holdings in these markets by identifying properties that we believe offer attractive long-term returns through various market cycles for office properties in these markets.

We define opportunistic markets as those characterized by lower barriers to entry and greater variability in the supply and demand of office space. Although these markets are typically as dynamic as our concentration markets, we believe they offer additional opportunities for strategically timed investments and asset recycling. We generally expect holding periods in our opportunistic markets will be shorter than those in our concentration markets. As such, we will look to dispose of assets in opportunistic markets when future returns appear to have been maximized or when opportunities to recycle capital present improved long-term returns to our stockholders. We believe that certain markets that we characterize as opportunistic present attractive investment opportunities at this time.

Competitive Strengths

We believe we distinguish ourselves from other owners and operators of office properties in a number of important ways and enjoy significant competitive strengths, including the following:

- **High-Quality Assets in Major U.S. Markets Owned at an Attractive Cost Basis.** We own office properties in each of the ten largest U.S. office markets based on rentable square footage, including premier office markets such as Chicago, Washington, D.C., the New York metropolitan area, Boston and greater Los Angeles. Our properties in the ten largest U.S. office markets collectively represent 82.6% of our Annualized Lease Revenue. We look to invest in markets that exhibit a diverse industry base, attractive supply and demand ratios, and appeal to institutional real estate investors. As a result of substantially all of our assets (91.5%) being acquired between 1998 and 2004, the favorable cost basis of our assets allows us to lease our space at competitive rents and mitigates the potential for significant impairments in our portfolio.

- **High-Quality, Diverse Tenant Base and Portfolio.** Our portfolio is leased primarily to large, high-credit-quality tenants, including federal government agencies and nationally recognized corporations and professional service firms, with significant long-term space requirements. Approximately 84.7% of our Annualized Lease Revenue is derived from tenants that have investment-grade credit ratings as reported by Standard & Poor s or are subsidiaries of such investment-grade-rated entities, are governmental agencies, or are nationally recognized corporations or professional service firms. We derived 17.3% of our Annualized Lease Revenue from government tenants, including 12.4% from federal government agencies such as the Office of the Comptroller of the Currency (the OCC), the National Aeronautics and Space Administration (NASA), the National Park Service, the Department of Defense and the Food and Drug Administration (the FDA). As of September 30, 2009, we had 408 tenants engaging in a variety of professional, financial and other businesses, with no single industry other than governmental entities accounting for more than 12.1% of our Annualized Lease Revenue. We believe our diverse tenant base helps to minimize our exposure to economic fluctuations in any one industry or business sector or with respect to any single tenant. We also maintain geographic diversity in our portfolio with properties in 19 markets and 37.8% of our Annualized Lease Revenue derived

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from markets other than our three largest markets. We believe the geographic diversification of our portfolio reduces our risk from localized economic declines.

Access to Capital and Flexible Capital Structure. We have historically employed a conservative leverage strategy focused on maintaining a low debt-to-gross assets ratio relative to other office REITs and preserving borrowing capacity under our credit facilities. In July 2007, we applied for and received investment-grade credit ratings from Standard & Poor s (BBB/Stable) and Moody s (Baa3/Stable). These ratings have been reaffirmed multiple times since then and, in October 2009, Moody s assigned a positive outlook to our credit rating. As of September 30, 2009 and after giving effect to this offering, we would have had a debt-to-gross assets ratio of approximately 27%, and we intend to maintain our investment-grade credit rating and a debt-to-gross assets ratio of between 30%-40% going forward. We believe our ability to access capital from the unsecured bond market, additional equity issuances, opportunistic sales of properties and secured property-level debt is enhanced by our conservative leverage strategy, strong balance sheet, investment-grade credit ratings, and our previous success in attracting debt capital from high quality financial institutions. Our capacity to incur additional indebtedness while remaining within our targeted leverage range should allow us to capitalize on favorable acquisition and development opportunities that arise, subject to conditions in the credit markets. Our flexible capital structure also should enable us to take advantage of other opportunities to maximize earnings and funds from operations (FFO) per share should future market conditions warrant, such as refinancing debt or repurchasing shares of our common stock. We believe our ability to execute our short- to mid-term growth strategies without having to return to the equity capital markets in the near-term places us at a competitive advantage over many of our peers.

Proven, Disciplined Capital Recycling Capabilities. We have a track record of completing a large volume of commercial real estate acquisitions and dispositions and have demonstrated discipline and restraint in conducting such transactions. An integral part of our disciplined approach to asset recycling involves periodically evaluating future holding period returns for our assets in order to maximize our return on invested capital. Decisions on the timing of our dispositions are impacted by our evaluation of the asset s holding period returns and on-going strategic portfolio fit. Inclusive of joint venture transactions, since our first acquisition in March 1998, we have acquired approximately $5.5 billion in commercial real estate, totaling approximately 29 million rentable square feet, and we have sold approximately $1.1 billion in commercial real estate, totaling approximately 6.7 million rentable square feet. Of the $5.5 billion in acquired real estate, substantially all (91.5%) was acquired between 1998 and 2004 while only 8.5% was acquired in the years between 2005 and 2008, which we believe represented a cyclical market peak. In contrast, 94.4% of the $1.1 billion in sales occurred during the period between 2005 and 2008 when market prices were at or near their peak. The $1.1 billion in dispositions represents a gain of approximately $252.5 million and a $233.6 million (28.0%) increase over the acquisition price of those assets. As evidence of our discipline relative to pricing in the real estate marketplace, in 2005 we decided to declare a special dividend of $748.5 million, representing substantially all of the proceeds from the sale of our interests in a portfolio of 27 properties for net proceeds of approximately $756.8 million (the 2005 Portfolio Sale) rather than reinvesting the proceeds in real estate near the market peak. In addition, we consummated over $544.8 million more in property dispositions than acquisitions in the period between 2005 and 2008. With these demonstrated acquisition and disposition capabilities, we intend to manage our portfolio to exit opportunistic markets or particular investments within certain markets when it appears that our investment returns have peaked and reinvest the proceeds when we believe other investments offer the prospect of improved returns.

Experienced and Committed Management Team. Our five-member executive management team has an average of over 24 years of commercial real estate and/or public company financial management experience, and approximately five years of experience working together to operate the existing portfolio and execute our investment strategy. This experience has allowed our management team to

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develop an extensive and valuable set of relationships within the commercial real estate industry, which we believe will enable us to identify attractive investment opportunities and continually improve our operating strategies.

Strong Tenant Relationships. We are committed to providing personalized service attentive to the needs of our tenants. Through our tenant-focused approach that includes a role fully dedicated to business development, we foster strong relationships with our tenants corporate real estate executives and come to understand their long-term business needs, with the objective of becoming their preferred landlord. To that end, we leverage the strength of our in-house acquisition, asset management, financing, property management and construction management personnel, as well as our local operating presence in several of our markets, to promptly and fully satisfy the many demands of our existing and potential customer base. We believe that our focus on customer service and long-term tenant relationships contributes to stronger operating results and higher occupancy rates by minimizing rent interruptions and reducing marketing, leasing and tenant improvement costs that result from finding new tenants. Since our inception, we have re-let approximately 76% of the approximately 10.9 million square feet of office space that has become available for renewal to the occupying tenants.

Business Objectives and Growth Strategies

Our primary objective is to provide an attractive total risk-adjusted return for our stockholders by increasing our cash flow from operations, achieving sustainable growth in FFO and realizing long-term capital appreciation. The strategies we intend to execute to achieve this objective include:

Capitalizing on Acquisition Opportunities. We intend to grow earnings through the strategic acquisition of high-quality office properties. Our overall acquisition strategy focuses on acquiring properties in markets that are generally characterized by their diverse industry base, attractive supply and demand ratios and appeal to institutional investors. We target attractively priced properties that complement our existing portfolio from a risk management and diversification perspective.

Proactive Asset Management, Leasing Capabilities and Property Management. Proactive asset and property management is a key component of our growth strategy. This strategy encompasses a number of operating initiatives designed to maximize occupancy and rental rates, including the following:

- devoting significant resources to building and cultivating our relationships with commercial real estate executives;
- maintaining satellite offices in markets in which we have a significant presence;
- demonstrating our commitment to our tenants by maintaining the high quality of our properties;
- driving a significant volume of leasing transactions (approximately 300 transactions representing 8.5 million square feet since January 1, 2006) in a manner that provides optimal returns by using creative approaches, including early extension, lease wrap-arounds and restructurings. We manage portfolio risk by structuring lease expirations to avoid, among other things, having multiple leases expire in the same market in a relatively short period of time;
- applying our leasing and operational expertise in meeting the specialized requirements of federal, state and local government agencies to attract and retain these types of tenants;

evaluating potential tenants based on third-party and internal assessments of creditworthiness; and

using our purchasing power and market knowledge to reduce our operating costs and those of our tenants.

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Recycling Capital Efficiently. We intend to use our proven, disciplined capital recycling capabilities to maximize total return to our stockholders by selectively disposing of non-core assets and assets where returns appear to have been maximized, and redeploying the proceeds into new investment opportunities with higher overall return prospects. We will seek to exit markets when we believe concentrating our efforts in other markets will improve our operating performance. As the capital markets improve, we expect to reduce or eliminate our positions in certain of our non-core markets, including Cleveland, Detroit, Houston, Austin, Seattle, Portland, Denver and Greenville. In addition, we hope to reduce our exposure in our largest market, Chicago, by selling certain of our non-core suburban assets and partnering with institutional investors on certain of our core downtown Chicago properties. We will also seek to reduce and/or eliminate our positions in a small number of lower quality non-core assets.

Financing Strategy. We intend to continue to employ a conservative leverage strategy by maintaining a debt-to-gross assets ratio of between 30%-40%. In the near term, we intend to exercise the one-year extension options on our unsecured term loan and unsecured line of credit, which are currently scheduled to mature in 2010 and 2011, respectively. Subject to the availability of capital on suitable terms, we intend to refinance both of these facilities on market terms on or prior to their respective extended maturity dates. To effectively manage our long-term leverage strategy, we will continue to analyze various sources of debt capital to determine which sources will be the most advantageous to our investment strategy at any particular point in time. Recently, we have observed significant spread reduction in the unsecured bond market and would anticipate accessing that market opportunistically. We also intend to increase our usage of unsecured debt to refinance our major secured debt maturities. However, based on market conditions at the time, we may refinance these maturities by using the substantial equity in a smaller number of properties to secure long-term, fixed-rate debt at higher loan-to-value ratios, thereby reducing the number of encumbered assets in our portfolio. We also believe we will be able to fund future acquisition activity by raising additional public equity, accessing joint venture capital or selling existing properties.

Use of Joint Ventures to Improve Returns and Mitigate Risk. Over time, we plan to enter into strategic joint ventures with third parties to acquire, develop, improve or dispose of properties, thereby reducing the amount of capital required by us to make investments, diversifying our sources of capital and allowing us to reduce our concentration in certain properties and/or markets. Our executive officers have extensive experience with the institutional investment community, and we believe these relationships, together with our acquisition and management expertise, make us an attractive strategic partner for institutional investors. Through strategic joint ventures with institutional investors, we can mitigate acquisition, development and lease-up risks, while retaining day-to-day operational control over, and a significant stake in, the performance of certain properties.

Redevelopment and Repositioning of Properties. As circumstances warrant, we intend to continue redeveloping or repositioning properties within our existing portfolio, as well as those properties that we acquire in the future. By redeveloping and repositioning our properties within a given submarket, we seek to increase both occupancy and rental rates at these properties and create additional amenities for our tenants, thereby improving returns on our invested capital.

Background

We were incorporated in Maryland on July 3, 1997, and commenced active operations on June 5, 1998. Since our formation in 1997, we have raised equity capital to finance our real estate investment activities, primarily through four public offerings of our common stock, which, together with our dividend reinvestment plan, raised an aggregate of approximately $5.8 billion in gross offering proceeds. We are a public company, and have been subject to SEC reporting obligations since 1998.

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In April 2005, we completed our 2005 Portfolio Sale pursuant to which we sold our interests in a portfolio of 27 properties for net proceeds of approximately $756.8 million, realizing a gain of approximately $189.5 million, and distributed approximately $748.5 million to our stockholders as a special dividend. This disposition took advantage of a strong market for commercial real estate when the properties were well positioned for sale. As a result of the 2005 Portfolio Sale, we repositioned our portfolio in terms of geographical exposure (by exiting 12 smaller markets), improved our credit profile (by selling buildings with lower than our average tenant credit) and, we believe, improved the quality of our portfolio (by selling buildings with lower than our average building quality), all without negatively impacting our overall targeted return on equity for the broader portfolio. We have subsequently sold 13 additional properties in single-property transactions for gross proceeds of $237.1 million, realizing a gain of approximately $63.0 million, which served many of the same objectives as our 2005 Portfolio Sale.

On April 16, 2007, pursuant to a merger agreement, we acquired Piedmont Office Management, LLC and Piedmont Government Services, LLC from Wells Real Estate Funds, Inc., which we refer to herein collectively with its affiliates as our former advisor , for an aggregate of 6,504,550 shares of our common stock (the Internalization). From the commencement of our operations in 1998 until the Internalization, our former advisor performed our day-to-day operations, including investment analysis, acquisitions, dispositions, financings, development, due diligence, portfolio management, asset management, property management and certain administrative services, such as financial, tax and regulatory compliance reporting. We currently contract with our former advisor for certain services relating to investor relations and transfer agent services. We expect to terminate the contract relating to investor relations and transfer agent services within six months following the completion of this offering. In addition, included in our ordinary course of business property management arrangements, we have a limited number of management arrangements with our former advisor, under which we provide and receive property management services.

We are structured as an umbrella partnership real estate investment trust (UPREIT), which means that we own most of our properties through our operating partnership and its subsidiaries. We are the sole general partner of our operating partnership and indirectly own all of its limited partner interests. As an UPREIT, we may be able to acquire properties on more attractive terms from sellers who may be able to defer tax obligations by contributing properties to our operating partnership in exchange for interests in the partnership (OP Units), which will be redeemable for cash or shares of our common stock. As a result, we believe that having our Class A common stock listed on the New York Stock Exchange (the NYSE) will make our OP Units more attractive to tax-sensitive sellers.

Prior to this offering, we maintained a share redemption program to provide interim liquidity for our stockholders until a secondary market developed for shares of our common stock. As of December 31, 2009, we had repurchased an aggregate of approximately 37.8 million shares of our common stock pursuant to this program for aggregate consideration of approximately $978.1 million. Our share redemption program is currently suspended, and will terminate upon the listing of our Class A common stock on the NYSE in connection with this offering.

Recent Developments

Financial Performance

While we have not yet completed preparation of our year-end financial statements and such financial statements have not yet been audited by our independent auditor, we expect that FFO per share for the three months ended December 31, 2009 will be $0.44. We expect that net income per share for the three months ended December 31, 2009 will be $0.16. These results and the results presented below are preliminary and are not final until the filing of our Form 10-K for the year ended December 31, 2009 with the Securities and Exchange Commission and, therefore, remain subject to adjustment. You are cautioned not to place undue reliance on these expectations. All share and per share information has been retroactively adjusted to reflect the Recapitalization of our common stock which was effective January 22, 2010. Dollar and share amounts are presented in thousands, except for per share amounts.

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Preliminary Financial Results

	Three Months Ended December 31, 2009
Revenue from continuing operations	$ 151,017
Net income attributable to common stockholders	$ 25,946
FFO attributable to common stockholders	$ 69,484

	As of December 31, 2009
Total Assets	$ 4,395,345
Total Debt	$ 1,516,525
Occupancy(1)	90.1%

(1) Reflects occupancy of our 73 office properties (exclusive of our eight unconsolidated joint venture properties and two industrial properties).

Although net income calculated in accordance with United States generally accepted accounting principles (GAAP) is the starting point for calculating FFO, FFO is a non-GAAP financial measure and should not be viewed as an alternative measurement of our operating performance to net income attributable to Piedmont. We believe that FFO is a beneficial indicator of the performance of an equity REIT. Specifically, FFO calculations exclude factors such as depreciation and amortization of real estate assets and gains or losses from sales of operating real estate assets. As such factors can vary among owners of identical assets in similar conditions based on historical cost accounting and useful life estimates, FFO may provide a valuable comparison of operating performance between periods and with other REITs. Management believes that accounting for real estate assets in accordance with GAAP implicitly assumes that the value of real estate assets diminishes predictably over time. Since real estate values have historically risen or fallen with market conditions, many industry investors and analysts have considered the presentation of operating results for real estate companies that use historical cost accounting to be insufficient by themselves. As a result, we believe that the use of FFO, together with the required GAAP presentation, provides a more complete understanding of our performance relative to our competitors and a more informed and appropriate basis on which to make decisions involving operating, financing, and investing activities. We calculate FFO in accordance with the current National Association of Real Estate Investment Trusts (NAREIT) definition. NAREIT currently defines FFO as net income (computed in accordance with GAAP), excluding gains or losses from sales of property, plus depreciation and amortization on real estate assets, and after the same adjustments for unconsolidated partnerships and joint ventures. However, other REITs may not define FFO in accordance with the NAREIT definition, or may interpret the current NAREIT definition differently than we do. As presented above, FFO is adjusted to exclude the impact of certain noncash items, such as depreciation, amortization, and gains on the sale of real estate assets. However, FFO is not adjusted to exclude the impact of impairment losses or certain other noncash charges to earnings. A reconciliation of FFO to GAAP net income is set forth below:

Reconciliation of Net Income to Funds From Operations

	Three Months Ended December 31, 2009	
	($)	Per Share(1)
Net Income Attributable to Common Stockholders	$ 25,946	$ 0.16
Depreciation and Amortization	43,092	0.27
Share of joint venture depreciation and amortization	445	
FFO attributable to common stockholders	$ 69,484	$ 0.44

(1) Based on 158,393 diluted weighted shares outstanding for the three months ended December 31, 2009.

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Financing Update

Effective January 20, 2010, we notified the administrative agent for our $250 million unsecured term loan of our exercise of the one year extension option available under the terms of the loan.

Summary Risk Factors

You should carefully consider the matters discussed in the section entitled Risk Factors beginning on page 16 prior to deciding whether to invest in our Class A common stock. Some of these risks include, but are not limited to:

- If current market and economic conditions do not improve, our business, results of operations, cash flows, financial condition and access to capital may be adversely affected.

- Our distributions to stockholders may change.

- Our growth will partially depend upon future acquisitions of properties, and we may not be successful in identifying and consummating suitable acquisitions that meet our investment criteria, which may impede our growth and negatively affect our results of operations.

- We depend on tenants for our revenue, and accordingly, lease terminations and/or tenant defaults, particularly by one of our large lead tenants, could adversely affect the income produced by our properties, which may harm our operating performance, thereby limiting our ability to make distributions to our stockholders.

- We face considerable competition in the leasing market and may be unable to renew existing leases or re-let space on terms similar to the existing leases, or we may expend significant capital in our efforts to re-let space, which may adversely affect our operating results.

- Adverse market and economic conditions may continue to adversely affect us and could cause us to recognize impairment charges or otherwise impact our performance.

- Because we have a large number of stockholders and our shares have not been listed on a national securities exchange prior to this offering, there may be significant pent-up demand to sell our shares. Significant sales of our Class A or Class B common stock, or the perception that significant sales of such shares could occur, could cause the price of our Class A common stock to decline significantly.

- Future acquisitions of properties may not yield anticipated returns, may result in disruptions to our business, and may strain management resources.

- We depend on key personnel, each of whom would be difficult to replace.

We have invested, and in the future may invest, in mezzanine debt, which is subject to increased risk of loss relative to senior mortgage loans.

Our failure to qualify as a REIT could adversely affect our operations and ability to make distributions.

Our organizational documents contain provisions that may have an anti-takeover effect, which may discourage third parties from conducting a tender offer or seeking other change of control transactions that could involve a premium price for our common stock or otherwise benefit our stockholders.

The National Office Market Overview

Rosen Consulting Group believes the recession that began in December 2007 ended in the second quarter of 2009; however, its effects on commercial property markets are expected to extend through 2010 and likely beyond. The U.S. office market continued to weaken in the second quarter of 2009, with leasing demand contracting further as tenants shed space. As the vacancy rate in most markets rose substantially during the second quarter, landlords responded by cutting asking rents and offering larger concession packages to new and

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existing tenants in order to maintain occupancy levels. Rosen Consulting Group expects office market weakness to continue in the near term as economic conditions, though less negative than in previous quarters, remain lackluster. Moving forward, Rosen Consulting Group expects office market conditions to improve beginning in 2011 and then accelerate thereafter, as growth in office-using employment rekindles tenant demand.

While the short-term outlook for office properties is weak, Rosen Consulting Group believes the longer-term prospects for growth are positive. In 2010, an improved economic situation should help to slow the pace of contractions in the office market, though conditions are likely to remain negative. Rosen Consulting Group expects the central business district (CBD) (i.e., the traditional business core of a metropolitan area, characterized by a relatively high concentration of business activity within a relatively small area) vacancy rate to surpass 15% and the suburban vacancy rate to surpass 20% in 2010, and rents to drop sharply during the same period. However, Rosen Consulting Group believes that following a stable 2011, leasing demand should rebound in 2012, and that limited construction should contribute to a fairly brisk recovery in the office market.

Recapitalization

On January 20, 2010, our stockholders approved an amendment to our charter that provided for the conversion of each outstanding share of our common stock into:

- 1/12th of a share of our Class A common stock; plus
- 1/12th of a share of our Class B-1 common stock; plus
- 1/12th of a share of our Class B-2 common stock; plus
- 1/12th of a share of our Class B-3 common stock.

Subject to the provisions of our charter, shares of our Class B-1, B-2 and B-3 common stock will convert automatically into shares of our Class A common stock 180 days following the listing of our Class A common stock on a national securities exchange or over-the-counter market (the Listing), 270 days following the Listing and on January 30, 2011, respectively. In addition, if they have not otherwise converted, all shares of our Class B common stock will convert automatically into shares of our Class A common stock on January 30, 2011.

The Recapitalization was effected on January 22, 2010. Our Class B common stock is identical to our Class A common stock except that (i) we do not intend to list our Class B common stock on a national securities exchange and (ii) shares of our Class B common stock will convert automatically into shares of our Class A common stock at specified times. The aggregate number of shares of our common stock outstanding (including all shares of our Class A and Class B common stock) immediately following the Recapitalization is approximately 158.9 million, all of which (except for certain shares described in Shares Eligible for Future Sale) will be freely tradable upon the completion of this offering except as otherwise provided in the restrictions on ownership and transfer of stock set forth in our charter. Of this amount, approximately 39.7 million shares of our Class A common stock are outstanding and approximately 119.2 million shares of our Class B common stock, representing 75% of our total outstanding common stock, are outstanding.

Our Properties

As of September 30, 2009, our portfolio of properties (exclusive of our equity interests in eight properties owned through unconsolidated joint ventures and our two industrial properties) consists of 73 commercial office properties, which properties were approximately 90.1% leased with a weighted-average remaining lease term of approximately 5.3 years. Of these properties, 70 properties are wholly owned and three properties are owned through consolidated joint ventures with third parties. The majority of our assets are considered by us to be Class A and the majority of our assets are located in the ten largest U.S. office markets based on rentable square footage. Approximately 64% of the rentable square footage of our properties is located in Chicago, Washington, D.C., the New York metropolitan area, Boston and greater Los Angeles.

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The following table provides an overview of our existing portfolio of office properties as of September 30, 2009.

Metropolitan Area	Number of Properties	Rentable Square Footage (in thousands)[1]	Percentage of Rentable Square Footage (%)[2]	Percent Leased (%)[3]	Annualized Lease Revenue (in thousands) ($)	Percentage of Annualized Lease Revenue (%)[4]
Chicago	6	4,883	24.1	91.5	157,475	26.8
Washington, DC[5]	14	3,049	15.1	84.6	114,136	19.4
New York[6]	9	3,287	16.2	91.6	93,698	16.0
Minneapolis	2	1,227	6.1	98.1	39,032	6.6
Los Angeles[7]	5	1,133	5.6	87.1	34,504	5.9
Dallas	7	1,275	6.3	88.0	25,320	4.3
Boston	4	583	2.9	92.6	23,184	3.9
Detroit	4	929	4.6	79.9	21,047	3.6
Philadelphia	1	761	3.8	100.0	15,185	2.6
Atlanta	3	607				

OMRI (or other institutional) review and approval for their use as certified fertilizer products in organic farming operations.

2) Renewable Energy/Credits

Bion's 3G Tech platform incorporates anaerobic digestion (AD) (following pre-treatment) to recover methane from the volatile solids in the CAFO waste stream. At sufficient scale, methane can be cost-effectively conditioned and injected into existing pipelines, resulting in a renewable compressed natural gas. Federal programs to support renewable energy production include a 30 percent Biogas Investment Tax Credit (ITC) for qualifying biogas technologies and the Renewable Fuel Standard program that provides ongoing renewable energy credits for the production and use of renewable transportation fuels. Livestock waste is one of the largest contributors of methane and nitrous oxide emissions, two of the most potent greenhouse gases. Under California's carbon cap-and-trade program, eligible credits are currently being purchased from dairy farms located anywhere in the U.S. that utilize AD. Bion will file an application to include poultry layer manure, such as will be processed at Bion's Kreider 2 poultry waste treatment facility, as an eligible feedstock.

3) Sustainable Branding

During December 2015, Bion submitted its branding application to the USDA Agricultural Marketing Services' Process Verified Program (PVP) to certify a number of verifiable environmental and public health benefits associated with the application of Bion's technology to livestock production facilities utilizing our 2G Tech. The initial application included reductions in both nitrogen and carbon footprint, as well as pathogens. Licensing Bion's brand, if approval is received, will allow producers that utilize Bion's technology to differentiate themselves to consumers who are becoming increasingly more sustainability- and safety-conscious in their food choices. Bion's application has received initial stage approvals by USDA, pending site-specific audits. We intend to amend our applications to include the utilization of our 3G Tech.

4) Nutrient Reductions
Public expenditures on clean water from federal, state and local ratepayers are rising rapidly while overall water quality continues to decline. Harmful algal blooms that block sunlight and lead to 'dead zones' are occur regularly in the Chesapeake Bay, Great Lakes, Gulf of Mexico and many other U.S. waters. Toxic algal blooms, like the 2014 Lake Erie bloom that shut down Toledo, Ohio's water supply for several days, occur with increasing frequency. High nitrate levels in water wells located near livestock production are also increasing. Livestock waste has been acknowledged as one of the largest sources of excess nutrients. A task force of EPA and state officials described excess nutrients as having the potential to become "one of the costliest, most difficult environmental problems we face in the 21st century." In 2010 US EPA established the Chesapeake Bay regulations that require substantial reductions in nutrients and sediment from the six Bay states and Washington, DC. This is the first watershed-wide, multi-state regulation of U.S. water quality. Compliance cost estimates vary widely, from $30 to $50 billion. Bion's technology will capture most of the nutrients from a livestock production facility, providing large-scale nutrient reductions at a fraction of the cost of traditional agricultural or downstream treatment.

Bion's long-term objective is to focus the use of its 3G technology, branding and organic coproduct revenues to develop large-scale livestock production Projects that consolidate, either by direct ownership or joint venture, the revenues from livestock production and Bion's platform-related revenue sources. Note that appropriate housing for beef cattle (replacing open feedlots) will represent a significant percentage of the cost in the case of Projects involving beef production and will be required to collect the waste in an efficient manner in order to generate renewable energy and nutrient credits. However, the Company believes the such housing will significantly increase livestock production net income (due to efficiencies in rate of weight gain, improved mortality rates and other documented factors) and that premium pricing of even 5-7% at the wholesale level resulting from an environmentally-sustainable brand certified by USDA will have a dramatic positive impact on the overall economics of production. Further, we project that the potential revenue streams associated with organic coproducts and sustainable branding will provide key long-term value opportunities that will drive such Projects.
The current Administration's US EPA and USDA strongly support a market-driven strategy that will engage the private sector to provide innovative solutions to reduce costs. Proposed cuts to federal funding are likely to accelerate movement by the EPA and/or multiple states toward competitive bidding and other lower cost approaches to environmental cleanup. Nutrient reduction credit trading and/or procurement programs are already being evaluated and proposed in many states. They would allow verified reductions from unregulated sources, such as agriculture, to be used to offset federal requirements, in lieu of dramatically higher-cost infrastructure projects, such as municipal wastewater and storm water treatment. Nutrient reductions from Bion's manure treatment technologies can be verified and achieved at substantially less cost than traditional infrastructure solutions, as well as today's voluntary agricultural conservation practices. Additionally, treating livestock waste at its source also provides many benefits to the local environment and community that cannot be achieved with downstream treatment.

CORPORATE BACKGROUND

The Company is a Colorado corporation organized on December 31, 1987. Our principal executive offices are located at the residences of our President at 1774 Summitview Way, Crestone, Colorado 81131 and 520 Emery Street, Unit 6, Longmont, Colorado 80501. Our primary telephone number is 212-758-6622. We have no additional offices at this time.

HISTORY AND DEVELOPMENT OF OUR BUSINESS

Substantially all of our business and operations to date has been conducted through wholly-owned subsidiaries, Bion Technologies, Inc. (a Colorado corporation organized September 20, 1989), Bion Integrated Projects Group, Inc. ("Projects Group") (formerly Bion Dairy Corporation through August 2008 and originally Bion Municipal, Inc., a Colorado corporation organized July 23, 1999) and Bion Services Group, Inc. ("Services Group") (formerly Bion International, Inc., a Colorado corporation organized July 23, 1999) and BionSoil, Inc. (a currently inactive Colorado corporation organized June 3, 1996). Bion is also the parent of Bion PA 1 LLC (a Colorado entity organized August 14, 2008) ("PA1") and Bion PA 2 LLC (a Colorado entity organized June 24, 2010) ("PA2"). In January 2002, Bion entered into a series of transactions whereby the Company became a 57.7% (now 58.9%) owner of Centerpoint Corporation (a Delaware corporation organized August 9, 1995) ("Centerpoint").

Although we have been conducting business since 1989, we determined that we needed to redefine how we could best utilize our technology during 2003. From 2003 through early 2008, we primarily worked on technology improvements and applications and in furtherance of our business model of Integrated Project development. During 2008 we re-commenced pursuing active commercial transactions involving installation of our 2G Tech for CAFO waste treatment and related environmental remediation and initiation of pre-development modeling and pre-development work to prepare for our initial Integrated Projects.

Our original systems were wastewater treatment systems for dairy farms and food processing plants. The basic design was modified in late 1994 to create Nutrient Management Systems ("NMS") that produced organic soil products as a byproduct of remediation of the waste stream when installed on large dairy or swine farms. Through June 30, 2002, we sold and subsequently installed, in the aggregate, approximately 30 of these first iteration of Bion's systems in 7 states, of which we believe a few may still in operation in 3 states. We discontinued marketing of our first-generation NMS systems during fiscal year 2002 and turned control and ownership of the first-generation systems over to the farms on which they were installed over the following two years. We were unable to produce a business model based on the first-generation systems that would generate sufficient revenues to create a profitable business. While continuing to market and operate the first-generation systems, during the second half of calendar year 2000, we began to focus our activities on developing the next generation of the Bion technology. We no longer operate or own any of the first-generation NMS systems.

As a result of our research and development efforts, the core of our current technology was re-developed during fiscal years 2001-2004. We designed and tested Systems that used state-of-the-art, computerized, real-time monitoring and system control with the potential to be remotely accessed for both reporting requirements and control functions. These Systems were smaller and faster than our first-generation NMS systems. The initial versions of our second generation of Bion Systems were designed to harvest solids used to produce organic fertilizer and soil amendments or additives (the "BionSoil(R) products") in a few weeks as compared to six to twelve months with our first-generation systems.

During 2003-4 we designed, installed and began testing a commercial scale, second generation Bion System as a temporary modification or retrofit to a waste lagoon on a 1,250-milking cow dairy farm in Texas, known as the DeVries Dairy. In December 2004, Bion published an independently peer-reviewed report, a copy of which may be found on our website, www.biontech.com, with data from the DeVries project demonstrating a reduction in nutrients (nitrogen and phosphorus) of approximately 75% and air emissions of approximately 95%. More specifically, those published results indicated that the Bion System produced a 74% reduction of nitrogen and a 79% reduction of phosphorus. The air results show that the Bion System limited emissions from the waste stream as follows: (in pounds per 1,400-pound dairy cow per year):

· Ammonia	0.20
· Hydrogen Sulfide	0.56
· Volatile Organic Compounds	0.08
· Nitrogen Oxides	0.17

These emissions represented a reduction from published baselines of 95%-99%.

Through 2007 the demonstration project at the DeVries Dairy in Texas also provided Bion with the opportunity to explore mechanisms to best separate the processed manure into streams of coarse and fine solids, with the coarse cellulosic solids/biomass supporting generation of renewable energy and the fine solids potentially becoming the basis of organic fertilizer products and/or a high-protein animal feed ingredients. On-going research was also carried out on various aspects of nutrient releases and atmospheric emissions.

Bion discontinued operation of the DeVries demonstration research system during 2008.

During the 2005-2008 period, Bion focused on completing development of its 2G Tech platform and business model. As such, we did not pursue near term sales and revenue opportunities, such as retrofitting existing CAFO's with interim versions of our waste management solutions, because such efforts would have diverted scarce management and financial resources and negatively impacted our ability to complete development of an integrated technology platform in support of large-scale sustainable Projects.

From 2009 through the present period, Bion has actively pursued business opportunities in three broad areas 1) Bion systems to retrofit of existing CAFO's (some of which may generate verified nutrient credits and revenues from the production of renewable energy and byproducts) ("Retrofits"), and 2) development of new state-of-the-art large scale waste treatment facilities, potentially in conjunction with new CAFOs developed in strategic locations that were not previously possible due to environmental constraints in strategic locations ("Projects") (some of these may be "closed loop' Integrated Projects that were not previously possible due to environmental constraints as described below), and 3) licensing and/or joint venturing of Bion's technology (primarily) outside North America. Bion is pursuing these opportunities within the United States and internationally. Launch of our 3G Tech (for use in all these areas) is anticipated during 2017/2018.

We believe significant Retrofit opportunities exist that will enable us to generate future revenue streams from Bion's 2G and 3G Tech. The initial Retrofit opportunities we are pursuing have related to the existing clean-up program for the Chesapeake Bay ('Chesapeake Bay Program' or 'CB Program'). The Company has at times deployed some of its limited resources toward an initiative in the Great Lakes/North Central states that has not yet yielded any contracts. The Company anticipates that further opportunities for our remediation/retrofit business will develop in other areas with CAFO's, including the watersheds of the Great Lakes (from New York to Minnesota), the extended Mississippi River/Gulf of Mexico watershed (including its tributaries from Pennsylvania in the east to Montana/Wyoming/Colorado in the west), and other areas with excess nutrient pollution from agriculture in general and CAFO's in particular.

Over the past 36 months the Company has undertaken research and development efforts to develop the 3G Tech (and related applications) with emphasis on increasing efficiency and increasing recovery of high value by-products (organic and inorganic), which efforts continue during the current fiscal year.

Chesapeake Bay Watershed: Kreider Farms Projects/Pennsylvania Initiatives

The urgency and priority of the need to clean up nutrient (primarily nitrogen and phosphorus) pollution to the Chesapeake Bay was clearly demonstrated with promulgation of President Obama's 2009 Executive Order concerning clean-up of the Chesapeake Bay and the EPA's publication and issuance during December 2010 of the Chesapeake Bay Total Maximum Daily Load (TMDL) standard (http://www.epa.gov/reg3wapd/tmdl/ChesapeakeBay/tmdlexec.html) for nutrient pollution in Chesapeake Bay tributaries. In May 2010, the EPA published their overall strategy for remediating the Chesapeake Bay, and they have committed to reducing nitrogen and phosphorus flows to the Bay sufficiently to enable 60% of the Bay watershed segments to meet water quality standards by 2025. At that time, 89 of the 92 Bay and tidal watershed segments were not in compliance with water quality standards (97% were out of compliance). The EPA and associated state agencies also committed to short-term 3-year compliance milestones to enhance accountability and corrective actions, along with a host of definable and measurable goals, enhanced partnerships, and major environmental initiatives. Based on these actions, greater compliance has been required commencing with the 2016 'water year'. EPA documents defined the overall mission as requiring an approximately 65-million-pound annual reduction from existing nitrogen (N) loading to the Chesapeake Bay by 2025, of which 35 million pounds was allocated to Pennsylvania. Importantly, the 3-year compliance milestones were established as a part of the compliance program to add both short- and long-term accountability to state actions associated with reduced nutrient and sediment flows to the Chesapeake Bay. According to the EPA's Interim Evaluation of Pennsylvania's Milestone Progress published in June 2015, PA was 14.6 million pounds behind its 2014-2015 milestone commitments for nitrogen, a remarkably large deficit given the previously stated 2-million-pound deficit from the 2012-2013 water year. EPA has placed PA's agriculture and urban/suburban sectors under a "Backstop Actions Level", the highest level of EPA oversight. EPA has also stated that if load reductions remain off track, EPA may consider seeking additional (and expensive) pollutant reductions from the wastewater sector.

In an effort to get back on track and hold off federal intervention, PA unveiled a purported "comprehensive strategy" to "reboot" the state's efforts to improve water quality in January 2016. The reboot strategy relied upon a mix of enhanced farm compliance and enforcement activities along with the promotion of additional best management practices (BMP). This proposed strategy has been met with skepticism about its efficacy/practicality and resistance within the agricultural community. While many of these reboot efforts are continuing today, the PADEP Secretary resigned in May 2016 and PA appears to have slowed implementation efforts recently while seeking alternative approaches to reduce PA's nitrogen pollution to the Chesapeake Bay. The budget spending package that was passed by the PA legislature in July 2018 contained no new funding for clean water related to either the Chesapeake Bay compliance mandates or state water quality.

As a result of PA's default of its Bay mandates, and the host of upcoming both short and long-term specific commitments and compliance deadlines, Bion believes that its long-term opportunity related to the Chesapeake Bay clean-up has potentially been significantly expanded and accelerated.

During 2008, Bion executed an agreement to install a Bion System at the Kreider Farms ("KF") in Lancaster County, Pennsylvania to reduce nitrogen (including ammonia emissions which are re-deposited as nitrogen from the atmosphere) and phosphorus in the farm's effluent. Bion undertook this project due, in large part, to Pennsylvania's nutrient credit trading program, which was established to provide cost-effective reductions of the excess flow of nutrients (nitrogen and phosphorus) into the Chesapeake Bay watershed. Bion worked extensively with the Pennsylvania Department of Environmental Protection ('PADEP') over several years to establish nutrient credit calculation/ verification methodologies that were appropriate to Bion's 2G Tech and recognizes its 'multi-media' (both water and atmospheric) approach to nutrient reductions. Pennsylvania's nutrient credit trading program allows for voluntary credit trading between a 'non-point source' (such as a dairy or other agricultural sources) and a 'point source' polluter, such as a municipal waste water treatment plant or a housing development. For example, pursuant to this program, since Bion can reduce the nutrients from an existing dairy much more cost-effectively than a municipal wastewater treatment plant can reduce nutrients to meet its baseline, a municipal facility can purchase nutrient reduction credits ('Credits') from Bion to offset its nutrient discharges, rather than spending significantly more money to make (and operate) the plant upgrades necessary to achieve its own reductions. However, the market for long term Credits in PA has failed to develop any significant breadth or depth and no Credits have been sold from the Kreider 1 system.

During May 2008, the PADEP approved Bion's initial protocols to determine how many tradable nutrient (nitrogen and phosphorus) credits Bion would receive for nutrient reductions achieved through installation of its comprehensive dairy waste management 2G Tech Kreider 1 project pursuant to PA's efforts under the Chesapeake Bay Program mandates. During April 2010, the PADEP issued an amended certification. The PADEP's approval includes the certification of credits, both for ammonia air emission reductions, and for significantly reducing the leaching and runoff potential of land-applied nutrients. The PADEP has certified the Kreider 1 dairy system for 107 nitrogen and 13 phosphorus credits (each credit represents an annual pound of reduction) for each of the 1,200 dairy cows (subject to testing and verification based on operational data). Bion's agreements with Kreider Farms provide for the Kreider 1 System to expand through-put to treat the waste from the Kreider dairy support herd after the PADEP has verified the operating results. It is anticipated that this expansion will take place and lead to a proportionate increase in credits generated for sale, only if a more robust market for long term nutrient reductions develops.

The economics (potential revenues, profitability and continued operation) of the Kreider 1 System are based almost entirely on the long-term sale of nutrient (nitrogen and/or phosphorus) reduction credits to meet the requirements of the Chesapeake Bay environmental clean-up. See below for further discussion.

Pursuant to the KF agreements, Kreider 1 system to treat KF's dairy waste streams to reduce nutrient releases to the environment, while generating marketable nutrient credits and renewable energy, was designed, constructed and entered full-scale operation during 2011. On January 26, 2009, the Board of the Pennsylvania Infrastructure Investment Authority ("Pennvest") approved a $7.75 million loan to Bion PA 1, LLC ("PA1"), a wholly-owned subsidiary of the Company, for the initial Kreider Farms project ("Kreider 1"). After substantial unanticipated delays, on August 12, 2010, PA1 received a permit for construction of the Kreider 1 system. Construction activities commenced during November 2010. The closing/settlement of the Pennvest Loan took place on November 3, 2010. PA1 finished the construction of the Kreider 1 System and entered a period of system 'operational shakedown' during May 2011. The Kreider 1 System reached full, stabilized operation by the end of the 2012 fiscal year. During 2011, the PADEP re-certified the nutrient credits for this project. The PADEP issued final permits for the Kreider 1 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, PA1 commenced generating nutrient reduction credits for potential sale, while continuing to utilize the Kreider 1 system to test technology improvements and add-ons. However, to date, liquidity in the Pennsylvania nutrient credit market has been slow to develop significant breadth and depth, which limited liquidity/depth has negatively impacted Bion's business plans and has resulted in challenges to monetizing the nutrient reductions created by PA1's existing Kreider 1 project and Bion's other proposed projects. These difficulties have prevented PA1 from generating any material revenues from the Kreider 1 project to date and raise significant questions as to when, if ever, PA1 will be able to generate such revenues from the Kreider 1 system. PA1 has had sporadic discussions/negotiations with Pennvest related to forbearance and/or re-structuring its obligations pursuant to the Pennvest Loan for more than three years. In the context of such discussions/negotiations, PA1 elected not to make interest payments to Pennvest on the Pennvest Loan since January 2013. Additionally, PA1 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 June 30, 2018. Due to the failure of the PA nutrient reduction credit market to develop, 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, PA1 and the Company recorded impairments related to the value of the Kreider 1 assets of $1,750,000 and $2,000,000 at June 30, 2015 and June 30, 2014, respectively. During the 2016 fiscal year, effective June 30, 2016, PA1 and the Company recorded an impairment of $1,684,562 to the value of the Kreider 1 assets which reduced the value on the Company's books to $0. This impairment reflects management's judgment that the salvage value of the Kreider 1 assets roughly equaled PA1's contractual obligations related to the Kreider 1 system, including expenses related to decommissioning of the Kreider 1 system, costs associated with needed capital upgrade expenses, and re-certification/ permitting amendments.

On September 25, 2014, Pennvest exercised its right to declare the Pennvest Loan in default and accelerated the Pennvest Loan and demanded that PA1 pay $8,137,117 (principal, interest plus late charges) on or before October 24, 2014. PA1 did not make the payment and does not have the resources to make the payments demanded by Pennvest. PA1 has commenced discussions and negotiations with Pennvest concerning this matter, but Pennvest rejected PA1's proposal made during the fall of 2014. Neither party has any formal proposal on the table as of the date of this report, and only sporadic communication continues regarding the matters involved. It is not possible at this date to predict the outcome of such negotiations/discussions, but the Company believes that a loan modification agreement may be reached in the future when a more robust market for nutrient reductions develops in PA, of which there is no assurance. PA1 and Bion will continue 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 PA1.

As a result of the extended period of Kreider 1 full-scale, commercial operations, Bion is confident that future Bion 2G Tech systems can be constructed with even higher operational efficiencies at lower capital expense and with lower operational costs. Operating results of the Kreider 1 system have documented the efficacy of Bion's nutrient reduction technology and vetted potential 'add-ons' for future installations.

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Additionally, the Kreider agreements provide for Bion to develop a waste treatment/renewable energy production facility to treat the waste from Kreider's approximately 6+ million chickens (planned to expand to approximately 9 million)(and potentially other poultry operations and/or other waste streams)('Kreider Renewable Energy Facility' or ' Kreider 2 Project'). On May 5, 2016, the Company executed a stand-alone joint venture agreement with Kreider Farms covering all matters related to development and operation of the Kreider 2 system to treat the waste streams from Kreider's poultry facilities in Bion PA2 LLC ("PA2"). The Company continues its development work related to the details of the Kreider 2 Project. During May 2011 the PADEP certified Kreider 2 Project for 559,457 nutrient credits under the old EPA's Chesapeake Bay model. The Company anticipates that the Kreider 2 Project will be re-certified for between 1.5-2 million nutrient reduction credits (for treatment of the waste stream from Kreider's poultry) pursuant to the Company's pending reapplication (or subsequent amended application) during 2017 pursuant to the amended EPA Chesapeake Bay model and agreements between the EPA and PA. Note that this Project may be expanded in the future to treat wastes from other local and regional CAFOs (poultry and/or dairy) and/or Kreider poultry expansion (some of which may not qualify for nutrient reduction credits). The review process to clarify certain issues related to credit calculation and verification commenced during 2014 but has been largely placed on hold while certain matters are resolved between the EPA and PA and pending development of a robust market for nutrient reductions in PA. The Company anticipates it will submit an amended application once these matters are clear. Design and engineering work for this facility, which will probably be the first to utilize Bion's 3G Tech, have not commenced, and the Company does not yet have financing in place for the Kreider 2 Project. This opportunity is being pursued through PA2. If there are positive developments related to the market for nutrient reductions in PA, of which there is no assurance, the Company intends to pursue development, design and construction of the Kreider 2 Project with a goal of achieving operational status during the 2018 calendar year, and hopes to enter into agreements related to sales of the nutrient reduction credits for future delivery (under long term contracts) during 2018 subject to verification by the PADEP based on operating data from the Kreider 2 Project. The economics (potential revenues and profitability) of the Kreider 2 Project, despite its use of Bion's 3G Tech for increased recovery of marketable by-products, are based in material part 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 PA nutrient credit market has been slow to develop significant breadth and depth, which lack of liquidity has negatively impacted Bion's business plans and has resulted in challenges to monetizing the nutrient reduction credits generated by PA1's existing Kreider 1 project and will most likely delay PA2's Kreider 2 Project and other proposed projects in PA.

Note that Bion believes that the Kreider 1 System, the Kreider 2 Project and/or subsequent Bion Projects will eventually generate revenue from: a) sales of nutrient reductions (credits or in other form), b) renewable energy (and related credits), c) sales of fertilizer products, d) sustainable branding and/or e) potentially, in time, credits for the reduction of greenhouse gas emissions. We believe that while the potential market is very large, it is not possible to predict the exact timing and/or magnitude of these potential markets at this time.

Several independent studies have calculated the average cost to remove nitrogen through various sector practices. Reports prepared for the PA Senate (2008), Chesapeake Bay Commission (2012) and PA legislature (2013; described below and updated during 2018), as well as the Maryland Chesapeake Bay Financing Strategy Report (2015), demonstrate that the cost to remove nitrogen (per pound on average) from agriculture is $44 to $54, municipal wastewater: $28 to $43, and storm water: $386 to $633. Pursuant to the PA legislative study, by replacing sector allocation (for all sectors) with competitive bidding, up to 80 percent savings could be achieved in PA's Chesapeake Bay compliance costs ($1.5 billion annually) by 2025. If the legislative study had focused on the cost differentials of competitive bidding compared only with storm water, the savings would be substantially greater.

Since these studies were completed, most of the larger (Tier 1) municipal wastewater treatment plants in PA have been upgraded, at a cost of approximately $2.5 billion (vs initial 2004 PA DEP cost estimates of $376 million). US EPA is now focused on PA's storm water allocation (3.5 million pounds) and has this sector on 'backstop level actions', the highest level of EPA-oversight and the final step before sanctions. In the same 2004 PA DEP cost estimate that led to the more than a $2 billion underestimate/miscalculation in municipal wastewater plant upgrade costs, the estimate for storm water cost was $5.6 billion. In April 2017, US EPA sent a Letter of Expectation to PA DEP, expressing the agency's support for the use of nutrient credit trading and competitive bidding to engage the private-sector to lower costs. The letter specifically encouraged the use of credit trading to offset the state's looming storm water obligations.

Bion anticipates that it will be able to profitably sell nutrient credits from its Kreider facilities (and subsequent projects) if prices are in the range of $10-$12 (or higher) per lb. of nitrogen reduction, of which there is no assurance. Bion further believes that with the studies and information now available to other states that are (or will shortly be) facing these same decisions, a cost-benefit analysis will make it clear from the outset that credits from alternatives can provide dramatically lower-cost solutions than traditional strategies. .

On January 22, 2013, the Pennsylvania Legislative Budget and Finance Committee ("LBFC") published a study ("Report") detailing the economic and environmental benefits that would result from the implementation of a competitively bid, request for proposal ("RFP") program for nitrogen reductions to fulfill Pennsylvania's obligations under the US EPA-mandated Chesapeake Bay Total Maximum Daily Load (CB TMDL). We agree with and support the basic conclusions and recommendations of the Report. Links to both the full Report and a summary are available on the policy page of Bion's website at www.biontech.com/policy. The Report demonstrates that implementation of such a RFP program would result in dramatically lower cost compliance with Pennsylvania's requirements under the CB TMDL and would also provide a host of additional environmental and economic benefits to Pennsylvania's interior freshwater resources and communities.

The Report (which references Bion in numerous places) concluded that:

(1) Adoption of the competitively-bid RFP program would reduce Pennsylvania's Chesapeake Bay nutrient reduction compliance costs by up to 80% through the purchase of verified nitrogen reductions from all public and private sector sources, including technology providers such as Bion. The Report estimates that adoption of a competitive RFP program for nitrogen reductions would result in reducing Pennsylvania's compliance expenditures from a projected cost of $628M to $110M in 2015 and from $1.7B to $250M in 2025. The Report further concludes that absent the implementation of cost-cutting measures, Pennsylvania's compliance with the storm water and agricultural reduction mandates in the CB TMDL standard is at risk of default as there is insufficient funding available to comply under today's existing cost structure. The CB TMDL was established by the US EPA to protect and restore the Bay after decades of decline in water quality and aquatic life due to excess nitrogen from the surrounding watershed.

(2) The use of verified nitrogen reductions from agricultural (and primarily livestock) sources to achieve CB TMDL compliance will generate substantial economic and environmental benefits, well beyond the cost savings of the CB TMDL compliance itself. These ancillary benefits are in the form of increased agricultural investments and significant improvements to the State's local fresh water resources.

(3) Adoption would significantly reduce nitrogen and phosphorous impacts to local freshwater resources such as streams, lakes and groundwater, thereby reducing long term freshwater quality compliance costs. These local reductions would be a by-product of achieving Chesapeake Bay reductions since it requires (on average) the upstream reduction of two to five pounds of nitrogen and as much as twenty pounds of phosphorous to achieve a one pound reduction of these nutrients to the Chesapeake Bay. The long term economic value and environmental benefits to interior freshwater sources could well be greater than the downstream estuary cost savings and benefits.

The Report was updated in 2018 to reflect new policies. It now projects savings of up to 95 percent – $340 million in costs versus $6.5 billion. As discussed in the original study, much of the savings were due to low-cost high-impact manure control projects.

The Report's conclusions support adoption of a competitive bidding platform for nitrogen reductions as a cost-effective solution to the high costs facing state and local tax and rate payers. The Report also demonstrates that this strategy would provide tangible environmental, economic, quality of life and health benefits to those upstream rural communities which have shouldered much of the economic cost of downstream nutrient reductions, with little or no benefit to their local communities.

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In 2013, a report was issued by PennState University (https://www.usda.gov/oce/environmental_markets/files/EconomicTradingCBay.pdf) which the PADEP Secretary in 2016 described as the most reliable estimate of the amount of financial resources required to fully implement non-point source best management practices (BMPs) called for in Pennsylvania's Watershed Implementation Plan (WIP). This report provided two estimates. The first estimate showed a need for $3.6 billion in capital costs to fully implement all non-point source BMPs in the WIP, in incremental levels between 2011 and 2025. The second estimate annualized costs through 2025 and included operation and maintenance (O&M) costs, resulting in a figure of $378.3 million per year. Overall, this 2013 PSU study projected the state would need $378 million per year for 15 years, including O&M totaling $5.6 billion to place in service a sufficient number of designated BMPs to achieve reductions of 24 million pounds of nitrogen annually. The 2013 PSU study was completed prior to guidance issued by US EPA Region 3 in 2014 which was adopted by the PADEP as a requirement for a one-for-three 'uncertainty factor' be applied to BMPs in PA, since their actual performance is now known to be substantially less than previously modelled. Accounting for the uncertainty factor, PA's BMP cost estimate per the PSU study would need to be increased to $16.8 billion (three times the $5.6 billion conclusion of the PSU study).

A significant portion of Bion's current activities concern efforts with private and public stakeholders (at local and state level) in PA, (and other Chesapeake Bay, Midwest and Great Lakes states) 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. 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 Report. 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 PA'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 Company believes that: i) the April 2015 release of a report from the Pennsylvania Auditor General titled "Special Report on the Importance of Meeting Pennsylvania's Chesapeake Bay Nutrient Reduction Targets" which highlighted the economic consequences of EPA-imposed sanctions if the state fails to meet the 2017 TMDL targets, as well as the need to support using low-cost solutions and technologies as alternatives to higher-cost public infrastructure projects, where possible, and ii) Senate Bill 799 (successor to prior SB 924 and SB 724) which, if adopted, will establish a program that will allow the Pennsylvania's tax- and rate-payers to meet their EPA-mandated Chesapeake Bay pollution reductions at significantly lower cost by purchasing verified reductions (by competitive bidding) from all sources, including those that Bion can produce through livestock waste treatment, represent visible evidence of progress being made on these matters in Pennsylvania. Such legislation, if passed and signed into law, will potentially enable Bion (and others) to compete for public funding on an equal basis with subsidized agricultural 'best management practices' and public works and storm water authorities. Note, however, that there has been vocal opposition to SB 799 (and its predecessors) from threatened stakeholders committed to the existing status quo approaches--- a significant portion of which was focused on attacking (in often inaccurate and/or vilifying ways) Bion in/through social media and internet articles, blogs, press releases, twitter posts and re-tweets, rather than engaging the substantive issues. If legislation similar to SB 799 is passed and implemented (in something close to its current form), Bion expects that the policies and strategies being developed in PA will not only benefit the Company's existing and proposed PA projects, but will also subsequently provide the basis for a larger Chesapeake Bay watershed strategy and, thereafter, a national clean water strategy.

The Company believes that Pennsylvania is '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 would now be performance-based, these providers will be held financially accountable.

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We believe that the overwhelming environmental, economic, quality of life and public health benefits to all stakeholders in the watershed, both within and outside of Pennsylvania, make the case for adoption of the strategies outlined in the Report 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 can also provide a working policy model and platform 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.

Bion estimates that the overall market opportunity for Bion in the Chesapeake Bay watershed is large and of long duration. Most (if not all) of the publicly proposed new (or upgraded) municipal waste water and storm water treatment facilities in the Chesapeake Bay watershed in PA, Maryland, Virginia and Washington, DC have projected costs (capital and operating) far in excess of the costs involved in reducing nutrients using Bion's technology to treat CAFO wastes at the source. While regulatory and enforcement policy is still evolving and, therefore, the impact of those future policies upon Bion's operations cannot be precisely predicted and/or fully quantified, Bion believes that the tremendous difference between its cost to remove nutrients from a concentrated livestock manure waste stream and the cost required for reduction of nutrients from diluted conventional waste water and storm water treatment technologies, makes it reasonable to believe that Bion's potential profitability from projects in the Chesapeake Bay watershed should be significant. Based on the aggregate size of livestock operations in the Chesapeake Bay watershed, Bion believes that the potential market for reductions in nitrogen loadings to the Chesapeake Bay watershed from livestock can be reasonably anticipated to increase tenfold (or more) to total in excess of 65 million (or more) pounds annually (including airborne ammonia) over the next decade, with verified nutrient reductions potentially generated equaling 50% to 60% of that aggregate required nitrogen reduction. Bion hopes that some significant portion of the nutrient reductions related to this clean-up mandate will be made by Bion Systems (which portion cannot be reasonably estimated at this time).

We believe that the credits from the Kreider 1 dairy project (verified by the PADEP) represent the first nutrient credits from 'multi-media' (air and water) reductions from an unregulated, non-point source (livestock) technology-based project to be verified (including ammonia reductions). These credits will be equivalent to municipal wastewater treatment plant reductions, once regulatory issues are resolved. Further, we believe this will provide, over time, a basis for credit trading basin-wide throughout the Chesapeake Bay watershed (beyond just Pennsylvania where the credits are being generated to the other states and Washington, DC). An established basin-wide trading program will potentially broaden the market for credits from smaller local watersheds to the entire Chesapeake Bay Watershed. Both USEPA and Maryland DNR have expressed support for basin-wide trading for the Bay.

Bion has undertaken, and will continue to pursue, work to establish appropriate public policies to facilitate environmental clean-up of CAFOs in the Chesapeake Bay states and at the federal level and in other locales.

Bion also believes that it is reasonable to assume that a version of the Chesapeake Bay Program strategies developed by the US EPA and various state regulatory agencies to address the issue of excess nitrogen loadings to the Chesapeake Bay watershed clean-up, will be subsequently applied to deal with the much larger nutrient pollution problems of the Mississippi River Basin that are a primary cause of the 'Dead Zone' in the Gulf of Mexico and similar problems in the Great Lakes and elsewhere. The US EPA has stated the intention that the strategies being developed for the Chesapeake Bay will be utilized in the Mississippi River Basin and other watersheds in the U.S. Note, however, that such an EPA initiative is certain to generate significant political opposition. The Mississippi River Basin alone has been estimated to require more than 1 billion pounds of annual nitrogen reduction to remediate the 'dead zone' in the Gulf of Mexico. Applying the same metrics as above (Bion's ability to profitably provide nitrogen reductions at a cost of $8-12 per pound per year compared to municipal wastewater and storm water removal costs of

$35 or higher per pound per year), using Bion-type solutions would represent a potential benefit in excess of $25 billion annually to tax- and rate-payers of the 31 Mississippi River Basin states and the federal government. We believe that Bion will potentially have large business opportunities for utilization of its technology as efforts to clean up such polluted areas develop, but at present such opportunities are not quantifiable nor can a definitive timeline be predicted.

RECENT FINANCINGS

Sales of Common Stock during 2018 and 2017 Fiscal Years

During the year ended June 30, 2018, the Company sold 567,331 shares of its unregistered common stock (not including issuance of 24,456 shares to consultants and employees pursuant to its 2006 Consolidated Incentive Plan, 33,334 shares issued to entities for services and 427,436 shares issued upon conversion of debt). During the year ended June 30, 2018, the Company sold 267,331 unregistered shares at $0.75 share and received gross proceeds of $200,496 and net proceeds of $185,621 including 267,331 units consisting of one share of the Company's restricted common stock and one warrant to purchase half a share of the Company's restricted common stock at $1.00 until June 30, 2018. During the year ended June 30, 2018, the Company also sold 300,000 units at $0.50 per share, and received gross proceeds of $150,000 with each unit consisting of one share of the Company's restricted common stock and one warrant to purchase half a share of the Company's restricted common stock at $0.75 per share until September 30, 2018. Holders exercised 135,681 warrants at a reduced price of $0.50 and the Company sold 135,681 restricted shares for gross proceeds of $67,841 and the Company issued 3,441 shares of common stock as commission.

During the year ended June 30, 2017, the Company sold 602,357 shares of its unregistered common stock (not including issuance of 35,027 shares to consultants and employees pursuant to its 2006 Consolidated Incentive Plan, 170,472 shares issued to entities for services and 367,300 shares issued upon conversion of debt). During the year ended June 30, 2017, the Company sold 30,467 unregistered shares at $0.75 share and received gross proceeds of $22,850. During the year ended June 30, 2017, the Company also sold its unregistered securities as follows: 561,890 units at $0.75 per share, and received gross proceeds of $421,413 and net proceeds of $390,773 including; a) 210,517 units consisted of one share of the Company's restricted common stock and one warrant to purchase half a share of the Company's restricted common stock at $1.00 per share until December 31 2017, b) 284,706 units consisted of one share of the Company's restricted common stock and one warrant to purchase half a share of the Company's restricted common stock at $1.00 per share until March 31, 2018 and c)66,667 units consisted of one share of the Company's restricted common stock and one warrant to purchase half a share of the Company's restricted common stock at $1.00 per share until June 30, 2018).

COMPETITION

There are a significant number of competitors in the waste treatment industry who are working on animal related pollution issues. Probably the most efficient way to assess competition in this industry is to review the Newtrient Technology Catalog, a service provided by Newtrient which is an organization created by the dairy industry to help farmers, technology providers, manure-based product developers and other stakeholders assess manure related challenges and opportunities. Many of the technologies reviewed by and organized by Newtrient in their cataloq, such as Bion, address manure streams in addition to dairy. The potential competition has increased with the growing governmental and public concern focused on pollution due to CAFO wastes. Waste treatment lagoons which depend on anaerobic microorganisms ("anaerobic lagoons") are the most common traditional treatment process for animal waste on large farms within the swine and dairy industries. Additionally, many beef feedlots, poultry facilities and dairy farms simply scrape and accumulate manure for later field application. Both lagoon and scrape/pile manure storage approaches are coming under increasing regulatory pressure due to associated odor, nutrient management and water quality issues and are facing possible phase-out in some states. Although we believe that Bion's comprehensive solution is the most economically and technologically viable solution for the current problems, other alternative (though partial) solutions do exist, including, for example, synthetic lagoon covers (which are placed on the top of the water in the lagoon to trap the gases), methane digesters (a tank which uses anaerobic microorganisms to break down the waste to produce methane), multistage anaerobic lagoons and solids separators (processes which separate large solids from fine solids), as well as various thermal waste-to-energy technologies. Additionally, many efforts are underway to develop and test new technologies.

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Our ability to compete is dependent upon favorable regulatory conditions, our ability to obtain required approvals and permits from regulatory and other authorities and upon our ability to introduce and market our Systems in the appropriate industry and geographic segments.

There is also extensive competition in the organic soil amendment/fertilizer and feed ingredient markets. There are many companies that are already selling products to satisfy demand in the sectors of these markets we are trying to enter. Many of these companies have established marketing and sales organizations and customer commitments, are supporting their products with advertising, sometimes on a national basis, and have developed brand name recognition and customer loyalty in many cases. Because Bion systems offer a comprehensive solution that is designed to produce up to four separate and distinct revenue streams, the Company believes that it has the ability to be more competitive in any one of the sectors from which it derives revenue.

DEPENDENCE ON ONE OR A FEW MAJOR CUSTOMERS

In our Projects (including Integrated Projects) business segment, we will most likely be dependent upon one or a few major customers/partners/joint venturers since a relatively limited number of Projects (including Integrated Projects) will be developed by the Company. We anticipate initially developing, owning interests in, and operating only one or a few Projects commencing during 2018-19, and, thereafter, developing a limited number of Projects at a time. Thus, at least for the near future, our revenues will be dependent on a relatively small number of major Projects, participants and/or customers.

In our CAFO Retrofit/remediation business segment, we currently have only one operating System and contracts with only a single party. However, there are thousands of CAFO's in the United States and we anticipate that in the future we will have agreements with many CAFO customers.

PATENTS

We are the sole owner of seven United States patents plus one United States patent for which a Notice of Allowance has been received and one United States patent with revival pending. Bion also owns one Australian patent, two Canadian patents, one patent from New Zealand and two patents from Mexico and has one International (PCT) Currently Pending:

Patent Numbers and date of issue:

United States Currently Issued:

(1) 6,689,274 – 2/10/04: Low Oxygen Organic Waste Bioconversion System: (NdeN) Jere Northrop & James W. Morris (Exp 6/28/2021)
(2) 6,908,495 – 6/21/05: Low Oxygen Organic Waste Bioconversion System: (NdeN+divisional) Jere Northrop & James W. Morris (Exp 5/2/2021)
(3) 7,431,839 – 10/7/08: Low Oxygen Biologically Mediated Nutrient Removal: (NdeN+PwA) James W. Morris & Jere Northrop (Exp 12/26/2021)
(4) 7,575, 685 – 8/18/09: Low Oxygen Biologically Mediated Nutrient Removal: (NdeN+PwoA) James W. Morris & Jere Northrop (Exp 2/8/2021)
(5) 7,879,589 – 2/1/11: Micro-Electron Acceptor Phosphorous Accumulating Organisms: (NdeN+PwoA Microbial) James W. Morris & Jere Northrop (Exp 11/10/20)
(6) 8,039,242 – 10/18/11: Low Oxygen Biologically Mediated Nutrient Removal: (NdeN+PwoA Microbial) James W. Morris & Jere Northrop (Exp 11/10/20)
(7) 8,287,734 – 10/16/12: Method for Treating Nitrogen in Waste Streams: (OCN) Jere Northrop & James W. Morris (Exp 3/20/31)

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Australia Issued:

(1) 2002-227,224 – 12/14/06: Low Oxygen Organic Waste Bioconversion System: (NdeN) Jere Northrop & James W. Morris (Exp 11/8/2021)

Canada Currently Issued:

(1) 2,428,417 – 1/15/13: Low Oxygen Organic Waste Bioconversion System: (NdeN) Jere Northrop & James W. Morris (Exp 11/8/21).
(2) 2,503,166 – 10/16/12: Low Oxygen Biologically Mediated Nutrient Removal: (NdeN+PwA) Jere Northrop & James W. Morris (Exp 11/8/21).

Mexico Issued:

(1) 240,124 – 9/8/06: Low Oxygen Organic Waste Bioconversion System; 9/8/06 (notified 3/26/07) (NdeN) Jere Northrop & James W. Morris (Exp 11/8/2021)
(2) 263,375 – 12/19/08: Low Oxygen Organic Waste Bioconversion System: (NdeN) Jere Northrop & James W. Morris (Exp 11/8/2021)

New Zealand Currently Issued:

(1) 526,342 – 7/7/05: Low Oxygen Organic Waste Bioconversion System: (NdeN) Jere Northrop & James W. Morris (Exp 11/8/2021)

We are also the sole owner of, or possess the contractual right to acquire exclusive patent rights to (as noted below using an "*"), three United States patent applications and one international (PCT) patent application as set forth below:

United States Currently Pending (Allowed and Revival):
(1) 14/852,836 (09/14/15 application date): Process to Recover Ammonium Bicarbonate from Wastewater: Morton Orentlicher & Mark M. Simon. (Allowed)
(2) 15/638,193 (07/29/17 application date): Process to Recover Ammonium Bicarbonate from Wastewater; Dominic Bassani, Steve Pagano, Morton Orentlicher & Mark M. Simon. (Revival Petition Pending)

International (PCT) Currently Pending:

(1) PCT/US2016/13254 (01/13/16 application date): Process to Recover Ammonium Bicarbonate from Wastewater: Morton Orentlicher & Mark M. Simon. (Application Published)
In addition to such factors as innovation, technological expertise and experienced personnel, we believe that a strong patent position is increasingly important to compete effectively in the businesses on which we are focused. It is likely that we will file applications for additional patents in the future. There is, however, no assurance that any such patents will be granted.

Because the direct costs of the patent filings has historically been and continues to constitute a small portion of the Company's total expenses, we have elected to expense such costs rather than capitalize and record the cost of patent filings as an asset.

It may become necessary or desirable in the future for us to obtain patent and technology licenses from other companies relating to technologies that may be employed in future products or processes. To date, we have not received notices of claimed infringement of patents based on our existing processes or products, but due to the nature of the industry, we may receive such claims in the future.

We generally require all of our employees and consultants, including our management, to sign a non-disclosure and invention assignment agreements upon employment with us.

RESEARCH AND DEVELOPMENT

Current research and development work is focused toward completion of the development of our 3G Tech (the initial version of which is ready for implementation in an appropriate Project) with emphasis on increased recovery of valuable by-products (including nutrients in organic and/or non-organic forms, production of renewable energy from by-products together with related renewable energy and/or environmental credits). Bion believes its 3G Tech will produce significantly greater value from the CAFO waste stream through the recovery of a concentrated natural nitrogen fertilizer and pipeline-quality natural gas.

During the years ended June 30, 2018 and June 30, 2017, respectively, we expended approximately $344,000 and $369,000 (excluding non-cash stock-based compensation) on research and development activities related to our technology platform applications in support of large-scale, economically and environmentally sustainable Projects and Retrofits. During the 2018 fiscal year, Bion's research and development has been primarily focused on development work to complete and further refine development of our 3G Tech which will have the capacity to process dry, poultry CAFO waste streams (in addition to wet dairy/beef/swine CAFO waste streams) and increase our ability to recover marketable by-products from the waste stream remediation including renewable natural gas and nitrogen products (organic and non-organic). Some work has also involved modifying and adding unit processes to our 2G Tech platform with the objective of reducing capital costs and operating costs, while generating commercial equivalent by-products (and therefore, potential revenue streams) and significantly increasing environmental efficiency. As a result of these efforts (including their continuation during the current period), Bion made new patent filing(s) during the 2018 and 2017 fiscal years. The Company anticipates completion of its pilot system and pre-commercial testing for its 3G Tech by end of the current fiscal year. Our technology focus is to separate and aggregate the various "assets" in the waste stream and then to re-assemble them to maximize their economic value and our current research and development efforts have been focused on developments that will enhance potential sales revenues from renewable energy (both from solids combustion and methane generation thru the use of anaerobic/microaerobic digestion modules), fertilizer and soil amendment products (organic and inorganic), water reuse, environmental and reduction credits (including but not limited to nutrient, carbon, sediment, water and pathogen reduction) while reducing capital costs and operating costs. Bion continues to focus on "normalizing" its technology platform for use on multiple species. This effort has required significant work and resource allocation on research regarding balancing the activities of each unit process so that its output enables the subsequent unit processes to maximize efficiency and discharge to the subsequent unit in order to process a feedstock cost effectively. The by-products of this series of unit processes (which include certain Bion proprietary elements) are then "reassembled" into products to maximize their economic value. To date, research and development results have supported our objectives. In prior periods, Bion's main efforts were directed at further refinement of our 2G Tech and its applications. In addition, substantial research and development activity was focused on design and refinement of all aspects of the technology and integration engineering related to the energy balances, renewable energy production and on-site utilization, related to Integrated Project issues and our business model. Research activities were also focused on factors related to renewable energy production from CAFO waste including coarse solid recovery, drying and use for renewable energy production, as well as fine solids recovery, drying and utilization as fertilizer and/or animal feed, water re-use and other matters.

Environmental Protection/Regulation and Public Policy

In regards to Retrofits and development of Projects, we will be subject to extensive environmental (and other) regulations related to CAFO's, biofuel production and end product (e.g fertilizer) producers. To the extent that we are a provider of systems and services to others that result in the reduction of pollution, we are not under direct enforcement or regulatory pressure. However, we are involved in the business of CAFO waste treatment and are impacted by environmental regulations in at least five different ways:

- Our marketing and sales success depends, to a substantial degree, on the pollution clean-up requirements of various governmental agencies, from the Environmental Protection Agency (EPA) at the federal level to state and local agencies;

- Our System design and performance criteria must be responsive to the changes in federal, state and local environmental agencies' effluent and emission standards and other requirements;
- Our System installations and operations require governmental permits and/or other approvals in many jurisdictions;
- To the extent we own or operate Projects (including Integrated Projects with CAFO facilities and ethanol plants), those facilities will be subject to environmental regulations; and
- Appropriate public policies need to be developed and implemented to facilitate environmental clean-up at CAFOs and the sale of nutrient reductions from such activities in order for the Company to monetize the nutrient reductions generated by its facilities.

Additionally, our activities are affected by many public policies and regulations (federal, state and local) related to other industries such as municipal waste and storm water treatment, watershed-wide mandates, and others. For example, the existing differences in the regulatory requirements for agriculture versus municipal wastewater clean-up currently in place have negatively impaired the development of viable markets for nutrient reduction credits.

EMPLOYEES

As of September 1, 2018, we had 6 employees and primary consultants, all of whom are performing services for the Company on a full-time basis. The Company utilizes other consultants and professionals on an 'as needed' basis. Our future success depends in significant part on the continued service of our key personnel and the ability to hire additional qualified personnel. The competition for highly qualified personnel is intense, and there can be no assurance that we will be able to retain our key managerial and technical employees or that we will be able to attract and retain additional highly qualified technical and managerial personnel in the future. None of our employees is represented by a labor union, and we consider our relations with our employees to be good. None of our employees is covered by "key person" life insurance.

ITEM 1A. RISK FACTORS.

Not applicable.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

Not applicable.

ITEM 2. PROPERTIES.

The Company maintains its corporate office at Box 566/1774 Summitview Way, Crestone, Colorado 81131, the office of its President, and its main corporate telephone number is: (212) 758-6622.

We are the sole owner of seven United States patents plus one United States patent for which a Notice of Allowance has been received and one United States patent with revival pending. Bion also owns one Australian patent, two Canadian patents, one patent from New Zealand and two patents from Mexico and has one International (PCT) Currently Pending (See Item 1, "Patents" above).

ITEM 3. LEGAL PROCEEDINGS.

The Company is currently involved in no litigation matters.

On September 25, 2014, Pennvest exercised its right to declare the Pennvest Loan in default and has accelerated the Pennvest Loan and demanded that PA1 pay $8,137,117 (principal, interest plus late charges) on or before October 24, 2014. PA1 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 PA1. Discussions, exchanges of correspondence and negotiations have taken place only occasionally between PA1 and Pennvest concerning this matter over the past three years and are expected to continue in some form during the current fiscal year. It is not possible at this date to predict the outcome of such negotiations, but the Company believes that at some point a loan modification agreement will be reached that will allow time for the development of a more robust market for nutrient reductions in Pennsylvania , of which there is no assurance. PA1 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. Litigation has not commenced in this matter but has been threatened by Pennvest. Such litigation is likely if negotiations do not produce a resolution.

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

ITEM 4. MINE SAFETY DISCLOSURES.

None.

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PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

(a) Market Information

Our common stock is quoted on the Over-The-Counter Electronic Bulletin Board under the symbol "BNET." The following quotations reflect inter dealer prices, without retail mark up, markdown or commissions and may not represent actual transactions.

	2017		2018	
Fiscal Year Ended June 30,	High	Low	High	Low
First Fiscal Quarter	$0.96	$0.66	$0.98	$0.60
Second Fiscal Quarter	$1.09	$0.58	$0.92	$0.60
Third Fiscal Quarter	$1.01	$0.65	$0.96	$0.42
Fourth Fiscal Quarter	$1.02	$0.44	$0.70	$0.45

(b) Holders

The number of holders of record of our common stock at September 1, 2018 was approximately 1,200. Many of our shares of common stock are held by brokers and other institutions on behalf of stockholders, so we are unable to estimate the number of stockholders represented by these record holders.

The transfer agent for our common stock is Corporate Stock Transfer, Inc., 3200 Cherry Creek Drive South, Suite 430, Denver, Colorado 80209.

(c) Dividends

We have never paid any cash dividends on our common stock. Our board of directors does not intend to declare any cash dividends in the foreseeable future, but instead intends to retain earnings, if any, for use in our business operations. The payment of dividends, if any, in the future is within the discretion of the board of directors and will depend on our future earnings, if any, our capital requirements and financial condition, and other relevant factors.

During each of fiscal year 2018 and 2017 the Company paid an aggregate dividend of $0 and $0, respectively, on shares of Series B Preferred Stock and Series C Preferred Stock which were outstanding during the year. A dividend of $2,000 was accrued on Series B Preferred Stock during each of the 2018 and 2017 fiscal years.

(d) Securities Authorized for Issuance Under Equity Compensation Plans

In June 2006 the Company adopted its 2006 Consolidated Incentive Plan, as amended ("Plan"), which terminated all prior plans and merged them into the Plan. The Plan was ratified by the Company's shareholders in October 2006. Under the Plan, Directors may grant Options, Stand Alone Stock Appreciation Rights ("SAR's"), shares of Restricted Stock, shares of Phantom Stock and Stock Bonuses with respect to a number of Common Shares that in the aggregate does not exceed 22,000,000 shares. The maximum number of Common Shares for which Incentive Awards, including Incentive Stock Options, may be granted to any one Participant shall not exceed 2,000,000 shares in any one calendar year; and the total of all cash payments to any one participant pursuant to the Plan in any calendar year shall not exceed $1,500,000. As of September 1, 2018, 7,162,225 Options have been granted and are outstanding under the Plan (as amended), including all options granted under prior merged plans, and options granted from July 1, 2018 through September 1, 2018. Of the 7,162,225 options, 7,012,225 are vested as of September 1, 2018. As of June 30, 2018 and June 30, 2017, the Company had no outstanding contingent Stock Bonuses. Effective October 10, 2016, 117,500 the outstanding shares of contingent bonuses were cancelled. In consideration of such cancellations, 109,500 fully vested options were granted to employees/consultants with the exercisable price of $1.00 until December 31, 2020.

Equity Compensation Plan Information

The following table summarizes share and exercise price information about the Company's equity compensation plans as of June 30, 2018:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders	19,072,677	1.08	11,540,680
Equity compensation plans not approved by security holders	-	-	-
Total	19,072,677	1.08	11,540,680

(e) Recent Sales of Unregistered Securities

During the year ended June 30, 2018, the Company sold 567,331 shares of its unregistered common stock (not including issuance of 24,456 shares to consultants and employees pursuant to its 2006 Consolidated Incentive Plan, 33,334 shares issued to entities for services and 427,436 shares issued upon conversion of debt). During the year ended June 30, 2018 the Company sold 267,331 unregistered shares at $0.75 share and received gross proceeds of $200,496 and net proceeds of $185,621 including 267,331 units consisting of one share of the Company's restricted common stock and one warrant to purchase half a share of the Company's restricted common stock at $1.00 until June 30, 2018. During the year ended June 30, 2018, the Company also sold 300,000 units at $0.50 per share, and received gross proceeds of $150,000 with each unit consisting of one share of the Company's restricted common stock and one warrant to purchase half a share of the Company's restricted common stock at $0.75 per share until September 30, 2018. Holders exercised 135,681 warrants at a reduced price of $0.50 and the Company sold 135,681 restricted shares for gross proceeds of $67,841 and the Company issued 3,441 shares of common stock as commission.

During the year ended June 30, 2017, the Company sold 602,357 shares of its unregistered common stock (not including issuance of 35,027 shares to consultants and employees pursuant to its 2006 Consolidated Incentive Plan, 170,472 shares issued to entities for services and 367,300 shares issued upon conversion of debt). During the year ended June 30, 2017 the Company sold 30,467 unregistered shares at $0.75 share and received gross proceeds of $22,850. During the year ended June 30, 2017, the Company also sold its unregistered securities as follows: 561,890 units at $0.75 per share, and received gross proceeds of $421,413 and net proceeds of $390,773 including; a) 210,517 units consisted of one share of the Company's restricted common stock and one warrant to purchase half a share of the Company's restricted common stock at $1.00 per share until December 31 2017, b) 284,706 units consisted of one share of the Company's restricted common stock and one warrant to purchase half a share of the Company's restricted common stock at $1.00 per share until March 31, 2018 and c)66,667 units consisted of one share of the Company's restricted common stock and one warrant to purchase half a share of the Company's restricted common stock at $1.00 per share until June 30, 2018).

ITEM 6. SELECTED FINANCIAL DATA.

N/A

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Included in ITEM 8 are the audited Consolidated Financial Statements for the fiscal years ended June 30, 2018 and 2017 ("Financial Statements").

Statements made in this Form 10-K 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 existing default by PA1 on its loan secured by the Kreider 1 system, the possibility that a competitor will develop a more comprehensive or less expensive environmental solution, delays in market awareness of Bion and our Systems, uncertainties and costs related to research and development efforts to update and improve Bion's technologies and applications thereof, and/or delays in Bion's development of Projects and failure of marketing strategies, each of which could have both immediate and long term material adverse effects by placing us behind our competitors and requiring expenditures of our limited resources. 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.

The following discussion and analysis should be read in conjunction with the Consolidated Financial Statements and Notes to Consolidated Financial Statements filed with this Report.

BUSINESS OVERVIEW

From 2014 through the current 2018 fiscal year, the Company has focused its research and development activities toward development of our 3G Tech, augmenting the basic 'separate and aggregate' approach of its technology platform to provide additional flexibility and to increase recovery of nutrient co-products (in organic and non-organic forms) and renewable energy production (either/both biogas and/or renewable electricity and related credits), thereby increasing potential related revenue streams and reducing dependence of its future projects on the monetization of nutrient reductions (which still remain a very important part of project revenue streams). This research and development effort also involves ongoing review of potential "add-ons" and applications to our technology platform for use in different regulatory and/or climate environments. These research and development activities continued through the 2018 fiscal year with increased focus on recovery of marketable 'byproducts' (including nutrients and renewable natural gas) and completion of development of Bion's 3G Tech and technology platform. We believe such activities will continue at least through the 2019 fiscal year (and likely longer), subject to availability of adequate financing for the Company's operations, of which there is no assurance. Such activities may include the design and construction of an initial, commercial-scale module utilizing our 3G Tech to assist in optimization efforts before construction of the full Kreider 2 project (see below).

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Bion's 3G Tech and technology platform are designed to capture four revenue streams under one umbrella and provide the basis for joint ventures between the Company and larger livestock producers seeking to produce environmental/sustainable product lines. The revenue streams are: a) renewable energy and associated greenhouse gas credits including US Renewable Fuel Standard (RFS) and/or Low Carbon Fuel Standard (LCFS), b) verified nutrient reductions (primarily nitrogen) that can be used as qualified offsets to the federal Chesapeake Bay mandate and US EPA TMDL ('total maximum daily limit') requirements, c) co-products consisting of high value fertilizer that Bion believes will achieve certification for use in organic production for human consumption during the 2019 fiscal year, and d) an environmentally sustainable USDA certification that will be incorporated into a "brand" that can address the consumer concerns regarding food safety and sustainability (based on incorporation of all of the third party verified data for greenhouse gas reductions, nutrient reductions and fertilizer products into a digital register). The "branding" opportunity will offer large scale producer / processor / distributors of livestock products the opportunity to differentiate and identify their products in the marketplace and, thereby creates the opportunity to achieve "premium pricing" by addressing consumer concerns related to safety and sustainability similar to the premiums achieved by organic producers.

Operational results from the initial commercial system (utilizing our 2G Tech) confirmed the ability of Bion's technologies to meet nutrient reduction goals at commercial scale for an extended period of operation. Bion's 2G Tech platform (and the new variations under development) center on its patented and proprietary 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 a portion of valuable nutrients for reuse (in organic and/or non-organic forms), Bion's 2nd generation 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).

Currently, our research and development activities are underway to improve, update and move toward commercialization of our 3G Tech systems (which is ready to be implemented) during the current fiscal year to meet the needs of CAFOs in various geographic and climate areas with nutrient release constraints and to increase the recovery and generation of valuable by-products while adding the capability to treat dry (poultry) waste streams in addition to wet manure streams at lower capital costs and operating costs

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 (some of which may generate verified nutrient reduction credits and revenues from the production of renewable energy and byproducts) to retrofit and environmentally remediate existing CAFOs ("Retrofits") in selected markets where: a) government policy supports such efforts (such as the Chesapeake Bay watershed, some 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 new state-of-the-art large-scale waste treatment facilities in joint ventures with large CAFO's in strategic locations ("Projects") (some of these may be Integrated Projects) with multiple revenue streams, and 3) licensing and/or joint venturing of Bion's technology and applications (primarily) outside North America commencing during the 2019 calendar year. The opportunities described at 1) and 2) above each require substantial political and regulatory (federal, state and local) efforts on the part of the Company and a substantial part of Bion's efforts are focused on such political and regulatory matters. Bion intends to pursue international opportunities primarily through the use of consultants with existing relationships in target locations. The most intense focus is currently on the requirements for the clean-up of the Chesapeake Bay faced by the Commonwealth of Pennsylvania and the potential use of Bion's technology and technology platform on CAFOs to remediate ammonia release (and re-deposition to the ground and water) and as an alternative to what the Company believes is far more expensive nutrient removal downstream in storm water and other projects.

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During 2008 the Company commenced actively pursuing the opportunity presented by environmental retrofit and remediation of the waste streams of existing CAFOs which effort has met with very limited success to date. The first commercial activity in this area is represented by our agreement with Kreider Farms ("KF"), pursuant to which the Kreider 1 system to treat KF's dairy waste streams to reduce nutrient releases to the environment while generating marketable nutrient credits and renewable energy was designed, constructed and entered full-scale operation during 2011. On January 26, 2009 the Board of the Pennsylvania Infrastructure Investment Authority ("Pennvest") approved a $7.75 million loan to Bion PA 1, LLC ("PA1"), a wholly-owned subsidiary of the Company, for the initial Kreider Farms project ("Kreider 1 System"). After substantial unanticipated delays, on August 12, 2010 PA1 received a permit for construction of the Kreider 1 System. Construction activities commenced during November 2010. The closing/settlement of the Pennvest Loan took place on November 3, 2010. PA1 finished the construction of the Kreider 1 System and entered a period of system 'operational shakedown' during May 2011. The Kreider 1 System reached full, stabilized operation by the end of the 2012 fiscal year. During 2011 the PADEP re-certified the nutrient credits for this project. The PADEP issued final permits for the Kreider 1 System (including the credit verification plan) on August 1, 2012 on which date the Company deemed that the Kreider 1 System was 'placed in service'. As a result, PA1 commenced generating nutrient reduction credits for potential sale while continuing to utilize the Kreider 1 System to test improvements and add-ons. However, to date liquidity in the Pennsylvania nutrient credit market has been slow to develop significant breadth and depth, which limited liquidity/depth has negatively impacted Bion's business plans and has resulted in challenges to monetizing the nutrient reductions created by PA1's existing Kreider 1 project and Bion's other proposed projects. These difficulties have prevented PA1 from generating any material revenues from the Kreider 1 project to date and raise significant questions as to when, if ever, PA1 will be able to generate such revenues from the Kreider 1 System. PA1 has had sporadic discussions/negotiations with Pennvest related to forbearance and/or re-structuring its obligations pursuant to the Pennvest Loan for more than three years. In the context of such discussions/negotiations, PA1 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 June 30, 2018. Due to the failure of the Pennsylvania nutrient reduction credit market to develop, 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, PA1 and the Company recorded impairments related to the value of the Kreider 1 assets of $1,750,000 and $2,000,000 at June 30, 2015 and June 30, 2014, respectively. During the 2016 fiscal year, PA1 and the Company recorded an impairment of $1,684,562 to the value of the Kreider 1 assets which reduced the value on the Company's books to zero. This impairment reflects management's judgment that the salvage value of the Kreider 1 assets roughly equals PA1's contractual obligations related to the Kreider 1 System, including expenses related to decommissioning of the Kreider 1 System, costs associated with needed capital upgrade expenses, and re-certification/ permitting amendments. See "Impairment loss on property and equipment" below.
On September 25, 2014, Pennvest exercised its right to declare the Pennvest Loan in default and accelerated the Pennvest Loan and demanded that PA1 pay $8,137,117 (principal, interest plus late charges) on or before October 24, 2014. PA1 did not make the payment and does not have the resources to make the payments demanded by Pennvest. PA1 has commenced discussions and negotiations with Pennvest concerning this matter but Pennvest has rejected PA1's proposal made during the fall of 2014. As of the date of this report, no formal proposals are currently under consideration and only sporadic communication has taken place regarding the matters involved over the last 48 months. It is not possible at this date to predict the outcome of this matter, but the Company believes that a loan modification agreement (coupled with an agreement regarding an update and re-start of full operations of KF1) may be reached in the future if/when a more robust market for nutrient reductions develops in Pennsylvania, of which there is no assurance. PA1 and Bion will continue to evaluate various options with regard to Kreider 1 over the next 30-180 days.

The economics (potential revenues, profitability and continued operation) of the Kreider 1 System are based almost entirely on the long term sale of nutrient (nitrogen and/or phosphorus) reduction credits to meet the requirements of the Chesapeake Bay environmental clean-up. See below for further discussion.

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 has been (and is now) solely an obligation of PA1 since that date.

The Company is currently operating the Kreider 1 System in a limited manner pending development of a more robust market for its nutrient reductions.
Bion continues its pre-development work related to a waste treatment/renewable energy production facility to treat the waste from KF's approximately 6+ million chickens (planned to expand to approximately 9-10 million)(and potentially other poultry operations and/or other waste streams)('Kreider Renewable Energy Facility' or ' Kreider 2 Project'). On May 5, 2016, the Company executed a stand-alone joint venture agreement with Kreider Farms covering all matters related to development and operation of Kreider 2 system to treat the waste streams from Kreider's poultry facilities in Bion PA2 LLC ("PA2"). During May 2011 the PADEP certified a smaller version of the Kreider 2 Project for 559,457 nutrient credits under the old EPA's Chesapeake Bay model. The Company anticipates that when designs are finalized, the Kreider 2 Project will be re-certified for between 1.5-2 million (or more) nutrient reduction credits (for treatment of the waste stream from Kreider's poultry) pursuant to the Company's subsequent amended application during the 2019 fiscal year pursuant to the amended EPA Chesapeake Bay model and agreements between the EPA and PA. Note that this Project may be expanded in the future to treat wastes from other local and regional CAFOs (poultry and/or dairy---including the Kreider Dairy) and/or additional Kreider poultry expansion (some of which may not qualify for nutrient reduction credits). The review process to clarify certain issues related to credit calculation and verification commenced during 2014 based on Bion's 2G Tech but has been placed on hold while certain matters are resolved between the EPA and Pennsylvania and pending development of a robust market for nutrient reductions in Pennsylvania. The Company anticipates it will submit an amended application based on our 3G Technology once these matters are clear. Site specific design and engineering work for this facility, which will probably be the first full-scale project to utilize Bion's 3G Tech, have not commenced, and the Company does not yet have financing in place for the Kreider 2 Project. This opportunity is being pursued through PA2. If there are 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 Kreider 2 Project with a goal of achieving operational status for its initial modules during the 2019 calendar year, and hopes to enter into agreements related to sales of the nutrient reduction credits for future delivery (under long term contracts) during the current 2019 fiscal year subject to verification by the PADEP based on operating data from the Kreider 2 Project. The economics (potential revenues and profitability) of the Kreider 2 Project, despite its use of Bion's 3G Tech for increased recovery of marketable by-products, are based in material part 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 has negatively impacted Bion's business plans and has resulted in challenges to monetizing the nutrient reduction credits generated by PA1's existing Kreider 1 project and will most likely delay PA2's Kreider 2 Project and other proposed projects in Pennsylvania.

Note that while Bion believes that the Kreider 1 System, the Kreider 2 Project and/or subsequent Bion Projects will eventually generate revenue from the sale of: a) nutrient reductions (credits or in other form), b) renewable energy (and related credits), c) sales of fertilizer products, and/or d) potentially, in time, credits for the reduction of greenhouse gas emissions, plus e) license fees related to a 'sustainable brand'. We believe that the potential market is very large, but it is not possible to predict the exact timing and/or magnitude of these potential markets at this time.

A substantial portion of our activities involve public policy initiatives (by the Company and other stakeholders) to encourage the establishment of appropriate public policies and regulations (at federal, regional, state and local levels) to facilitate cost effective environmental clean-up and, thereby, support our business activities. Bion has been joined by National Milk Producers Federation, Land O'Lakes, JBS and other national livestock interests to support changes to our nation's clean water strategy that will allow states to acquire low-cost nutrient reductions through a competitive procurement process, in a similar manner to how government entities now acquire many other goods and services on behalf of the taxpayer. As developing markets for nutrient reductions become fully-established, Bion anticipates a robust business opportunity to retrofit existing CAFOs and develop Projects, based primarily on the sale of nutrient credits that provide cost-effective alternatives to today's high-cost and failing clean water strategy.

To date the market for long-term nutrient reduction credits in Pennsylvania ('PA') has been very slow to develop and the Company's activities have been negatively affected by such lack of development. However, Bion is confident that once these markets are established, the credits it produces will be competitive in the credit trading markets, based on its cost to remove nitrogen from the livestock waste stream, compared to the cost to remove nitrogen through various other treatment activities.

Several independent studies have calculated the average cost to remove nitrogen through various sector practices. Reports prepared for the PA Senate (2008), Chesapeake Bay Commission (2012) and PA legislature (2013; described below), as well as the Maryland Chesapeake Bay Financing Strategy Report (2015), demonstrate that the cost to remove nitrogen (per pound on average) from agriculture is $44 to $54, municipal wastewater: $28 to $43, and storm water: $386 to $633. Pursuant to the PA legislative Report, by replacing sector allocation (for all sectors) with competitive bidding, up to 80 percent savings could be achieved in PA's Chesapeake Bay compliance costs ($1.5 billion annually) by 2025. If the legislative study had focused on the cost differentials of competitive bidding compared only with storm water, the relative savings would be substantially greater.

Since these studies were completed, most of the larger (Tier 1) municipal wastewater treatment plants in PA have been upgraded, at a cost of approximately $2.5 billion (vs initial 2004 PA DEP cost estimates of $376 million). US EPA is now focused on PA's storm water allocation (3.5 million pounds (per last published data)) and has this sector on 'backstop level actions', the highest level of EPA-oversight and the final step before sanctions. In the same 2004 PA DEP cost estimate that led to the more than a $2 billion underestimate/miscalculation in municipal wastewater plant upgrade costs, the estimate for storm water cost was $5.6 billion. In April 2017, US EPA sent a Letter of Expectation to PA DEP, expressing the agency's support for the use of nutrient credit trading and competitive bidding to engage the private-sector to lower costs. The letter specifically encouraged the use of credit trading to offset the state's looming storm water obligations.

The Company believes that: i) the April 2015 release of a report from the Pennsylvania Auditor General titled "Special Report on the Importance of Meeting Pennsylvania's Chesapeake Bay Nutrient Reduction Targets" which highlighted the economic consequences of EPA-imposed sanctions if the state fails to meet the 2017 TMDL targets, as well as the need to support using low-cost solutions and technologies as alternatives to higher-cost public infrastructure projects, where possible, and ii)   Senate Bill 799 (successor to prior SB 924 and SB 724) which, if adopted, will establish a program that will allow the Pennsylvania's tax- and rate-payers to meet significant portions of their EPA-mandated Chesapeake Bay pollution reductions at significantly lower cost by purchasing verified reductions (by competitive bidding) from all sources, including those that Bion can produce through livestock waste treatment, represent visible evidence of progress being made on these matters in Pennsylvania. During late January 2018, SB 799 was passed by a 47-2 vote in the PA Senate and has been forwarded to the PA House where it is expected to be considered during the September-November 2018 legislative session. Such legislation, if passed and signed into law (of which there is no assurance), will potentially enable Bion (and others) to compete for public funding on an equal basis with subsidized agricultural 'best management practices' and public works and storm water authorities. Note, however, that there has been opposition to SB 799 (and its predecessors) from threatened stakeholders committed to the existing status quo approaches--- a significant portion of which was focused on attacking (in often inaccurate and/or vilifying ways) Bion in/through social media and internet articles, blogs, press releases, twitter posts and re-tweets, rather than engaging the substantive issues. If legislation similar to SB 799 is passed (on a stand-alone basis or as part of a larger piece of legislation) and implemented (in a form which maintains its core provisions), Bion expects that the policies and strategies being developed in PA will not only benefit the Company's existing and proposed PA projects, but will also subsequently provide the basis for a larger Chesapeake Bay watershed strategy and, thereafter, a national clean water strategy.

The Company believes that Pennsylvania is '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 would 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 watershed, both within and outside of Pennsylvania, make the case for adoption of the strategies outlined in the Report 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 can also provide a working policy model and platform 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.

Bion will also pursue the opportunities related to development of Projects, including Integrated Projects which are likely to involve joint ventures with large livestock producers who can utilized the benefits of the 'sustainable branding' that Bion intends to enable for products produced utilizing its technology). Integrated Projects will include large CAFOs (such as large poultry facilities, dairy complexes, beef cattle feed lots and/or hog farms) with Bion waste treatment/resource recovery system modules processing the aggregate CAFO waste stream from the equivalent of 20,000 to 80,000 (or more) beef or dairy cows (or the waste stream equivalent of other species), while recovering renewable energy and value-added fertilizer/soil amendment products, integrated with CAFO end product users/processing facilities, and/or potentially in some locations, a biofuel/ethanol plant.. Such Integrated Projects will involve large CAFOs with Bion waste treatment/resource recovery modules on a single site and/or on sites within an approximately 30-mile radius. Bion believes its 3G technology platform will allow integration of large-scale CAFO's with end product processors (and/or potentially biofuel production), together with renewable energy production and co-product recovery from the waste streams, and on-site energy utilization in a relatively 'closed loop' manner that will reduce the capital expenditures, operating costs and carbon footprint for the entire Integrated Project and each component facility. Some Integrated Projects may be developed from scratch while others may be developed in geographic proximity to (and in coordination with) existing participating CAFOs, end product processors and/or biofuel plants. Each Integrated Project is likely to have different degrees of integration, especially in the early development phases.

The Company currently anticipates that the Kreider 2 poultry waste treatment facility in PA will be its initial full-scale 3G Project. Bion anticipates that it will finalize site selection for the Kreider 2 Project and/or its initial Integrated Project (and possibly additional Projects) during the current fiscal year. Bion hopes to commence development of its initial Project by optioning land and beginning the site-specific design and permitting process during fiscal year 2019, but further delays are possible. It is not possible at this time to firmly predict where the initial Project will be developed or the order in which Projects will be developed. All potential Projects are in very early discussion and pre-development stages and may never progress to actual development or may be developed after other Projects not yet under active consideration.

Bion also hopes to be able to move forward on additional Projects through 2019-22 to create a pipeline of Projects. Management has a 5-year development target (through calendar year 2023) of approximately 10 or more Projects pursuant to joint ventures (or similar agreements). Management hopes to have identified and begun development work related to 3-5 Projects over the next 2 years. At the end of the 5-year period, Bion projects that 3-8 of these Projects will be in full operation in 3-6 states (and possibly one or more foreign countries), and the balance would be in various stages ranging from partial operation to early development stage. It is possible that one or more Projects will be developed in 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). No Projects (including Integrated Projects) have been developed to date.

The Company's audited financial statements for the years ended June 30, 2018 and 2017 have been prepared assuming the Company will continue as a going concern. The Company has incurred net losses of approximately $3,018,000 and $2,463,000 during the years ended June 30, 2018 and 2017, 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, 2018 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. At June 30, 2018, the Company had a working capital deficit and a stockholders' deficit of approximately $10,171,000 and $13,749,000, 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

Revenue Recognition

While the Company has not recognized any significant operating revenues for the past three fiscal years, the Company has commenced generation of revenues during the year ended June 30, 2013. Revenues have been generated from the sale of nutrient reduction credits. 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.

Recent Accounting Pronouncements:

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09 "Revenue from Contracts from Customers," which supersedes the revenue recognition requirements in "Revenue Recognition (Topic 606)," 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 the exchange for those goods or services. ASU 2014-09 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2017 and earlier application is permitted only as of annual reporting periods beginning after December 15, 2016. Once the Company begins to generate revenue, the Company does not believe that this standard will cause a material change in the way that revenue would be recognized under the current standard.

In August 2014, the FASB issued ASU No. 2014-15, "Presentation of Financial Statements – Going Concern: Disclosures of Uncertainties about an Entity's Ability to Continue as a Going Concern." The new standard requires management to perform interim and annual assessments of an entity's ability to continue as a going concern within one year of the date the financial statements are issued. An entity must provide certain disclosures if conditions or events raise substantial doubt about the entity's ability to continue as a going concern. The guidance is effective for annual periods ending after December 15, 2016, and interim periods thereafter, early application is permitted. The adoption of ASU No. 2014-15 did not have a material impact on its financial statements.

In May 2017, the FASB issued ASU No. 2017-09 "Scope of Modification Accounting" which clarifies when changes to the terms or conditions of a share-based payment award must be accounted for as modifications. The new guidance will reduce diversity in practice and result in fewer changes to the terms of an award being accounted for as modifications. ASU No. 2017-09 will be applied prospectively to awards modified on or after the adoption date. The guidance is effective for annual periods, and interim periods within those annual periods beginning December 15, 2017, with early adoption permitted. The Company does not anticipate any material impact on the Company's financial statements upon adoption.

YEAR ENDED JUNE 30, 2018 COMPARED TO THE YEAR ENDED JUNE 30, 2017

Revenue

Total revenues were nil for both the years ended June 30, 2018 and 2017, respectively.

General and Administrative

Total general and administrative expenses were $2,335,000 and $1,656,000 for the years ended June 30, 2018 and 2017, respectively.

General and administrative expenses, excluding stock-based compensation charges of $1,199,000 and $310,000, were $1,136,000 and $1,346,000 for the years ended June 30, 2018 and 2017, respectively, representing a $210,000 decrease. Salaries and related payroll tax expenses remained fairly constant at $280,000 for the year ended June 30, 2018 compared to $296,000 for the year ended June 30, 2017. Consulting costs were $454,000 and $594,000 for the years ended June 30, 2018 and 2017, respectively, representing a $140,000 decrease. The decrease in consulting costs is due to reduced utilization of governmental affairs consultants during the year ended June 30, 2018. Investor relation costs decreased from $75,000 for the year ended June 30, 2017 to $58,000 for the year ended June 30, 2018 due to decreased spending on investor relations development firms during the year ended June 30, 2018. Insurance related expenses were $72,000 and $90,000 for the years ended June 30, 2018 and 2017, respectively, as the Company economized by changing some of its insurance coverage during the year ended June 30, 2018.

General and administrative stock-based employee compensation for the year ended June 30, 2018 and 2017 consists of the following:

	Year ended June 30, 2018	Year ended June 30, 2017
General and administrative:		
Fair value of stock/warrant bonus expensed	$9,000	$15,000
Change in fair value from modification of option terms	244,000	166,000
Change in fair value from modification of warrant terms	164,000	-
Fair value of stock options expensed under ASC 718	782,000	129,000
Total	$1,199,000	$310,000

Stock-based compensation charges were $1,199,000 and $310,000 for the years ended June 30, 2018 and 2017, respectively. Compensation expense relating to stock/warrant bonuses expensed for the years ended June 30, 2018 and 2017 of $9,000 and $15,000, respectively, primarily related to 100,000 shares in stock bonuses granted to an employee and a consultant with vesting periods ranging from April 2017 through January 2020 (a portion of which were allocated to research and development). Compensation expense relating to the change in fair value from the modification of option terms was $244,000 and $166,000 for the year ended June 30, 2018 and 2017, respectively, as the Company granted a reduction in certain exercise prices and an extension of certain option expiration dates for an employee and two consultants during the year ended June 30, 2017 and the Company extended certain option expiration dates for seven employees and consultants during the year ended June 30, 2018. During the year ended June 30, 2018, the Company extended expiration dates of warrants for certain employees and consultants which resulted in the recognition of $164,000 in non-cash compensation. The fair value of stock options expensed for the years ended June 30, 2018 and 2017 was $782,000 and $129,000 respectively. The Company granted 2,647,500 and 319,500 options during the years ended June 30, 2018 and 2017, respectively, that were fully vested within that time period.

Depreciation

Total depreciation expense was $2,000 for both the years ended June 30, 2018 and 2017, respectively.

Research and Development

Total research and development expenses were $1,185,000 and $426,000 for the year ended June 30, 2018 and 2017, respectively.

Research and development expenses, excluding stock-based compensation expenses of $841,000 and $57,000 were $344,000 and $369,000 for the year ended June 30, 2018 and 2017, respectively. Salaries and related payroll tax expenses were $72,000 and $73,000 for the year ended June 30, 2018 and 2017, respectively. Consulting costs were $182,000 and $217,000 for the years ended June 30, 2018 and 2017, respectively.

Research and development stock-based employee compensation for the years ended June 30, 2018 and 2017 consists of the following:

	Year ended June 30, 2018	Year ended June 30, 2017
Research and development:		
Fair value of stock bonuses expensed	$15,000	$22,000
Change in fair value from modification of option terms	106,000	11,000
Change in fair value from modification of warrant terms	133,000	-
Fair value of stock options expensed under ASC 718	587,000	24,000
Total	$841,000	$57,000

Stock-based compensation expenses were $841,000 and $57,000 for the years ended June 30, 2018 and 2017, respectively. Compensation expense relating to stock bonuses expensed for the years ended June 30, 2018 and 2017 of $15,000 and $22,000, respectively, related to 70,000 shares in stock bonuses granted to an employee, whose time is partially allocated to research and development, with vesting periods ranging from April 2017 through January 2020. The compensation expense of $11,000 attributed to the change in fair value from modification of options terms for the year ended June 30, 2017 is due to a research and development employee's having certain option exercise prices reduced during the period. For the year ended June 30, 2018 an employee and a consultant's expiration period of certain options were extended resulting in $106,000 of expense. During the year ended June 30, 2018, the Company extended expiration dates of warrants for certain research and development employees and consultants which resulted in the recognition of $133,000 in non-cash compensation. The fair value of stock options expensed for the years ended June 30, 2018 and 2017 was $587,000 and $24,000 respectively. The Company granted 2,647,500 options during the year ended June 30, 2018 that were fully vested within that time period and a portion of the stock compensation expense was allocated to research and development.

Loss from Operations

As a result of the factors described above, the loss from operations was $3,523,000 and $2,084,000 for the years ended June 30, 2018 and 2017, respectively.

Other (Income)/Expense

Other (income) expense was $(505,000) and $379,000 for the years ended June 30, 2018 and 2017, respectively. During the year ended June 30, 2018, the Company recognized other income of $876,000 due to the extinguishment of liabilities related to deferred compensation of non-related parties of $719,000 and $157,000 due to the legal release of certain accounts payable. Interest expense was $360,000 and $379,000 for the years ended June 30, 2018 and 2017, respectively. The decrease of $19,000 was due to lower balances on interest bearing deferred compensation during the year ended June 30, 2018. Interest expense related to the Pennvest loan was $197,000 for both periods.

Net Loss Attributable to the Noncontrolling Interest

The net loss attributable to the noncontrolling interest was $3,000 and $2,000 for the years ended June 30, 2018 and 2017, respectively.

Net Loss Attributable to Bion's Common Stockholders

As a result of the factors described above, the net loss attributable to Bion's common stockholders was $3,015,000 and $2,460,000 for the years ended June 30, 2018 and 2017, respectively, and the net loss per basic common share was $0.12 and $0.10 for the years ended June 30, 2018 and 2017, respectively.

LIQUIDITY AND CAPITAL RESOURCES

The Company's consolidated financial statements for the year ended June 30, 2018 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, 2018 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 June 30, 2018, the Company had cash of approximately $22,000. During the year ended June 30, 2018, net cash used in operating activities was $467,000, 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.

Investing Activities

During the year ended June 30, 2018, the Company had no investing activities.

Financing Activities

During the year ended June 30, 2018, the Company received cash proceeds of $200,496 from the sale of 267,331 units which consists of one share of the Company's restricted common stock and one warrant to purchase one half of a share of the Company's restricted common stock for $1.00 per share through June 30, 2018. During the year ended June 30, 2018, the Company received cash proceeds of $150,000 from the sale of 300,000 units which consists of one share of the Company's restricted common stock and one warrant to purchase one half of a share of the Company's restricted common stock for $0.75 per share through September 30, 2018. The Company paid cash commissions related to the sale of units of $15,000. During the year ended June 30, 2018, the Company received $68,000 from the exercise of 135,681 warrants for common stock of the Company. The Company also received cash proceeds of $31,000 from loans payable from affiliates of the Company and repaid $18,000 of loans payable from affiliates.

As of June 30, 2018 the Company has debt obligations consisting of: a) deferred compensation of $422,000, b) convertible notes payable – affiliates of $3,525,000, and, c) a loan payable and accrued interest of $9,029,000, (owed by PA1).

Plan of Operations and Outlook

As of June 30, 2018, the Company had cash of approximately $22,000.

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 the past five years (fiscal years 2014 through 2018), the Company experienced greater difficulty in raising equity and debt funding than in the prior years. As a result, the Company faced, and continues to face, significant cash flow management challenges due to material working capital constraints. These difficulties, challenges and constraints have continued during fiscal years 2017 and 2018 and the Company anticipates that they may continue for the next twelve (12) months or longer. 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 which have been converted into convertible promissory notes as of June 30, 2018. During the year ended June 30, 2018 senior management and certain core employees and consultants agreed to a one-time extinguishment of liabilities owed by the Company which in aggregate totaled $2,404,000. As of June 30, 2018, such deferrals totaled approximately $3,947,000 (including accrued interest and deferred compensation converted into promissory notes but excluding conversions of deferred compensation into the Company's common stock by officers, employees and consultants that have already been completed). 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 made reductions in its personnel during the years ended June 30, 2014 and 2015 and again in 2018. The Company has had to delay payments of trade obligations and economize in many ways that have potentially negative consequences. 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 Projects (including Integrated Projects) and CAFO Retrofit 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, if any, 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 year ended June 30, 2018 the Company raised proceeds of approximately $418,000 through the sale of its securities (Note 8 to the annual Financial Statements in the Form 10-K) and anticipates raising additional funds from such sales and transactions. 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.

The first commercial activity in the Retrofit segment is represented by our agreement with Kreider Farms ("KF"), pursuant to which the Kreider 1 system to treat KF's dairy waste streams to reduce nutrient releases to the environment while generating marketable nutrient credits and renewable energy was designed, constructed and entered full-scale operation during 2011. On January 26, 2009 the Board of the Pennsylvania Infrastructure Investment Authority ("Pennvest") approved a $7.75 million loan to Bion PA 1, LLC ("PA1"), a wholly-owned subsidiary of the Company, for the initial Kreider Farms project ("Kreider 1 System"). After substantial unanticipated delays, on August 12, 2010 PA1 received a permit for construction of the Kreider 1 system. Construction activities commenced during November 2010. The closing/settlement of the Pennvest Loan took place on November 3, 2010. PA1 finished the construction of the Kreider 1 System and entered a period of system 'operational shakedown' during May 2011. The Kreider 1 System reached full, stabilized operation by the end of the 2012 fiscal year. During 2011 the PADEP re-certified the nutrient credits for this project. The PADEP issued final permits for the Kreider 1 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, PA1 commenced generating nutrient reduction credits for potential sale while continuing to utilize the Kreider 1 system to test improvements and add-ons. However, to date liquidity in the Pennsylvania nutrient credit market has been slow to develop significant breadth and depth, which limited liquidity/depth has negatively impacted Bion's business plans and has resulted in challenges to monetizing the nutrient reductions created by PA1's existing Kreider 1 project and Bion's other proposed projects. These difficulties have prevented PA1 from generating any material revenues from the Kreider 1 project to date and raise significant questions as to when, if ever, PA1 will be able to generate such revenues from the Kreider 1 system. PA1 has had sporadic discussions/negotiations with Pennvest related to forbearance and/or re-structuring its obligations pursuant to the Pennvest Loan for more than three years. In the context of such discussions/negotiations, PA1 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 June 30, 2018. Due to the failure of the PA nutrient reduction credit market to develop, 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, PA1 and the Company recorded impairments related to the value of the Kreider 1 assets of $1,750,000 and $2,000,000 at June 30, 2015 and June 30, 2014, respectively. During the 2016 fiscal year, PA1 and the Company recorded an impairment of $1,684,562 to the value of the Kreider 1 assets which reduced the value on the Company's books to zero. This impairment reflects management's judgment that the salvage value of the Kreider 1 assets roughly equals PA1's contractual obligations related to the Kreider 1 system, including expenses related to decommissioning of the Kreider 1 system, costs associated with needed capital upgrade expenses, and re-certification/ permitting amendments. See "Impairment loss on property and equipment" above.

On September 25, 2014, Pennvest exercised its right to declare the Pennvest Loan in default and accelerated the Pennvest Loan and demanded that PA1 pay $8,137,117 (principal, interest plus late charges) on or before October 24, 2014. PA1 did not make the payment and does not have the resources to make the payments demanded by Pennvest. PA1 has commenced discussions and negotiations with Pennvest concerning this matter but Pennvest has rejected

PA1's proposal made during the fall of 2014. As of the date of this report, no formal proposals are currently under consideration and only sporadic communication has taken place regarding the matters involved over the last 48 months. It is not possible at this date to predict the outcome of this matter, but the Company believes that a loan modification agreement (coupled with an agreement regarding an update and restart of full operations of KF1) may be reached in the future if/when a more robust market for nutrient reductions develops in PA, of which there is no assurance. PA1 and Bion will continue to evaluate various options with regard to Kreider 1 over the next 30-180 days.

The economics (potential revenues, profitability and continued operation) of the Kreider 1 System are based almost entirely on the long term sale of nutrient (nitrogen and/or phosphorus) reduction credits to meet the requirements of the Chesapeake Bay environmental clean-up. See below for further discussion.

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 PA1.

The Company is currently operating the Kreider 1 System in a limited manner pending development of a more robust market for its nutrient reductions.

As indicated above, the Company anticipates that it will seek to raise from $2,500,000 to $50,000,000 or more (from debt, equity, joint venture, strategic partnering, etc.) during the next twelve months, some of which may be in the context of joint ventures for the development of one or more large scale 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 limited and unsettled credit and capital markets presently existing for companies such as Bion.

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 (some of which may generate verified nutrient reduction credits and revenues from the production of renewable energy and byproducts) to retrofit and environmentally remediate existing CAFOs ("Retrofits") in selected markets where: a) government policy supports such efforts (such as the Chesapeake Bay watershed, 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 new state-of-the-art large scale waste treatment facilities in joint ventures with large CAFO's in strategic locations ("Projects") (some of these may be Integrated Projects as described below) with multiple revenue streams, and 3) licensing and/or joint venturing of Bion's technology and applications (primarily) outside North America commencing during the 2019 calendar year. The opportunities described at 1) and 2) above each require substantial political and regulatory (federal, state and local) efforts on the part of the Company and a substantial part of Bion's efforts are focused on such political and regulatory matters. Bion is currently pursuing the international opportunities primarily through the use of consultants with existing relationships in target countries. The most intense focus is currently on the requirements for the clean-up of the Chesapeake Bay faced by the Commonwealth of Pennsylvania and the potential use of Bion's technology and technology platform on CAFOs to remediate ammonia release (and re-deposition to the ground and water) and as an alternative to what the Company believes is far more expensive nutrient removal downstream in storm water and other projects.

Additionally, the Kreider agreements provide for Bion to develop a waste treatment/renewable energy production facility to treat the waste from Kreider's approximately 6+ million chickens (planned to expand to approximately 9-10 million)(and potentially other poultry operations and/or other waste streams)('Kreider Renewable Energy Facility' or ' Kreider 2 Project'). On May 5, 2016, the Company executed a stand-alone joint venture agreement with Kreider Farms covering all matters related to development and operation of a system to treat the waste streams from Kreider's poultry facilities in Bion PA2 LLC ("PA2"). The Company continues its development work related to the details of the Kreider 2 Project. During May 2011 the PADEP certified Kreider 2 Project for 559,457 nutrient credits under the old EPA's Chesapeake Bay model. The Company anticipates that the Kreider 2 Project will be re-certified for between 1.5-2 million (or more) nutrient reduction credits (for treatment of the waste stream from Kreider's poultry) pursuant to the Company's pending reapplication (or subsequent amended application) during 2018 pursuant to the amended EPA Chesapeake Bay model and agreements between the EPA and PA. Note that this Project may be expanded in the future to treat wastes from other local and regional CAFOs (poultry and/or dairy – including the Kreider Dairy) and/or Kreider poultry expansion (some of which may not qualify for nutrient reduction credits). The review process to clarify certain issues related to credit calculation and verification commenced during 2014 based on Bion's 2G Tech but has been largely placed on hold while certain matters are resolved between the EPA and PA and pending development of a robust market for nutrient reductions in PA. The Company anticipates it will submit an amended application based on our 3G Technology once these matters are clear. Site specific design and engineering work for this facility, which will probably be the first full-scale project to utilize Bion's 3G Tech, have not commenced, and the Company does not yet have financing in place for the Kreider 2 Project. This opportunity is being pursued through PA2. If there are positive developments related to the market for nutrient reductions in PA, of which there is no assurance, the Company intends to pursue development, design and construction of the Kreider 2 Project with a goal of achieving operational status of its initial modules during the 2019 calendar year, and hopes to enter into agreements related to sales of the nutrient reduction credits for future delivery (under long term contracts) during the 2019 fiscal year subject to verification by the PADEP based on operating data from the Kreider 2 Project. The economics (potential revenues and profitability) of the Kreider 2 Project, despite its use of Bion's 3G Tech for increased recovery of marketable by-products, are based in material part 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 PA nutrient credit market has been slow to develop significant breadth and depth, which lack of liquidity has negatively impacted Bion's business plans and has resulted in challenges to monetizing the nutrient reduction credits generated by PA1's existing Kreider 1 project and will most likely delay PA2's Kreider 2 Project and other proposed projects in PA.

Note that while Bion believes that the Kreider 1 System, the Kreider 2 Project and/or subsequent Bion Projects will eventually generate revenue from the sale of: a) nutrient reductions (credits or in other form), b) renewable energy (and related credits), c) sales of fertilizer products, and/or d) potentially, in time, credits for the reduction of greenhouse gas emissions, plus e) license fees related to a 'sustainable brand'. We believe that the potential market is very large, but it is not possible to predict the exact timing and/or magnitude of these potential markets at this time.

The Company anticipates that the Kreider 2 poultry waste treatment facility in PA will be its initial Project. Bion anticipates that it will select a site for the Kreider 2 Project and/or its initial Integrated Project (and possibly additional Projects) during the current fiscal year. Bion hopes to commence development of its initial Project by optioning land and beginning the site specific design and permitting process during fiscal year 2019, but delays are possible. It is not possible at this time to firmly predict where the initial Project will be developed or the order in which Projects will be developed. All potential Projects are in very early pre-development stages and may never progress to actual development or may be developed after other Projects not yet under active consideration.

Bion also hopes to be able to move forward on additional Projects through 2019-22 to create a pipeline of Projects. Management has a 5-year development target (through calendar year 2023) of approximately 10 or more Projects. Management hopes to have identified and begun development work related to 3-5 Projects over the next 2 years. At the end of the 5-year period, Bion projects that 3-8 of these Projects will be in full operation in 3-6 states (and possibly one or more foreign countries), and the balance would be in various stages ranging from partial operation to early development stage. It is possible that one or more Projects will be developed in 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). No Projects (including Integrated Projects) 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):

During 2008 the Company commenced actively pursuing the opportunity presented by environmental retrofit and remediation of the waste streams of existing CAFOs which effort has met with very limited success to date. The first commercial activity in this area is represented by our agreement with Kreider Farms ("KF"), pursuant to which the Kreider 1 system to treat KF's dairy waste streams to reduce nutrient releases to the environment while generating marketable nutrient credits and renewable energy was designed, constructed and entered full-scale operation during 2011. On January 26, 2009 the Board of the Pennsylvania Infrastructure Investment Authority ("Pennvest") approved a $7.75 million loan to Bion PA 1, LLC ("PA1"), a wholly-owned subsidiary of the Company, for the initial Kreider Farms project ("Kreider 1 System"). After substantial unanticipated delays, on August 12, 2010 PA1 received a permit for construction of the Kreider 1 system. Construction activities commenced during November 2010. The closing/settlement of the Pennvest Loan took place on November 3, 2010. PA1 finished the construction of the Kreider 1 System and entered a period of system 'operational shakedown' during May 2011. The Kreider 1System reached full, stabilized operation by the end of the 2012 fiscal year. During 2011 the PADEP re-certified the nutrient credits for this project. The PADEP issued final permits for the Kreider 1 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, PA1 commenced generating nutrient reduction credits for potential sale while continuing to utilize the Kreider 1 system to test improvements and add-ons. However, to date liquidity in the Pennsylvania nutrient credit market has been slow to develop significant breadth and depth, which limited liquidity/depth has negatively impacted Bion's business plans and has resulted in challenges to monetizing the nutrient reductions created by PA1's existing Kreider 1 project and Bion's other proposed projects. These difficulties have prevented PA1 from generating any material revenues from the Kreider 1 project to date and raise significant questions as to when, if ever, PA1 will be able to generate such revenues from the Kreider 1 system. PA1 has had sporadic discussions/negotiations with Pennvest related to forbearance and/or re-structuring its obligations pursuant to the Pennvest Loan for more than three years. In the context of such discussions/negotiations, PA1 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 June 30, 2018. Due to the failure of the PA nutrient reduction credit market to develop, 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, PA1 and the Company recorded impairments related to the value of the Kreider 1 assets of $1,750,000 and $2,000,000 at June 30, 2015 and June 30, 2014, respectively. During the 2016 fiscal year, PA1 and the Company recorded an impairment of $1,684,562 to the value of the Kreider 1 assets which reduced the value on the Company's books to zero. This impairment reflects management's judgment that the salvage value of the Kreider 1 assets roughly equals PA1's contractual obligations related to the Kreider 1 system, including expenses related to decommissioning of the Kreider 1 system, costs associated with needed capital upgrade expenses, and re-certification/ permitting amendments. See "Impairment loss on property and equipment" above.

On September 25, 2014, Pennvest exercised its right to declare the Pennvest Loan in default and accelerated the Pennvest Loan and demanded that PA1 pay $8,137,117 (principal, interest plus late charges) on or before October 24, 2014. PA1 did not make the payment and does not have the resources to make the payments demanded by Pennvest. PA1 has commenced discussions and negotiations with Pennvest concerning this matter but Pennvest has rejected PA1's proposal made during the fall of 2014. As of the date of this report, no formal proposals are currently under consideration and only sporadic communication has taken place regarding the matters involved over the last 48 months. It is not possible at this date to predict the outcome of this matter, but the Company believes that a loan modification agreement (coupled with an agreement regarding an update and restart of full operations of KF1) may be reached in the future if/when a more robust market for nutrient reductions develops in PA, of which there is no assurance. PA1 and Bion will continue to evaluate various options with regard to Kreider 1 over the next 30-180 days.

The economics (potential revenues, profitability and continued operation) of the Kreider 1 System are based almost entirely on the long term sale of nutrient (nitrogen and/or phosphorus) reduction credits to meet the requirements of the Chesapeake Bay environmental clean-up.

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 PA1.

The Company is currently operating the Kreider 1 System in a limited manner pending development of a more robust market for its nutrient reductions.

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 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

N/A

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

The consolidated financial statements are set forth on pages F-1 through F-26 hereto.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None.

ITEM 9A. CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures

As of June 30, 2018, under the supervision and with the participation of the Company's President and Principal Financial Officer (the same person), management has evaluated the effectiveness of the design and operations of the Company's disclosure controls and procedures. Based on that evaluation, the President and Principal Financial Officer concluded that the Company's disclosure controls and procedures were not effective as of June 30, 2018 as a result of the material weakness in internal control over financial reporting discussed below.

Changes in Internal Control over Financial Reporting

There were no changes in internal control over financial reporting that occurred during the last fiscal quarter covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in the Securities Exchange Act of 1934 Rule 13a-15(f). Our Chief Executive Officer and Principal Financial Officer (the same person) conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control - Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO Framework") and the related guidance provided in Internal Control Over Financial Reporting – Guidance for Smaller Public Companies, also issued by the Committee of Sponsoring Organizations.

Based on this evaluation, management has concluded that our internal control over financial reporting was not effective as of June 30, 2018. Our President and Principal Financial Officer concluded we have a material weakness due to lack of segregation of duties. Our size has prevented us from being able to employ sufficient resources to enable us to have an adequate level of supervision and segregation of duties within our internal control system. There is one person involved in the processing of the Company's accounting and banking transactions and a single person with overall supervision and review of the cash disbursements and receipts and the overall accounting process. Therefore, while there are some compensating controls in place, it is difficult to ensure effective segregation of accounting duties. While we strive to segregate duties as much as practicable, there is an insufficient volume of transactions to justify additional full time staff. As a result of this material weakness, we have implemented remediation procedures whereby in May 2006 we engaged an outside accounting and consulting firm with SEC and US GAAP experience to assist us with the preparation of our financial statements, evaluation of complex accounting issues and the implementation of systems to improve controls and review procedures over all financial statement and account balances. We believe that this outside consultant's review improved our disclosure controls and procedures. If this review is effective throughout a period of time, we believe it will help remediate the segregation of duties material weakness. However, we may not be able to fully remediate the material weakness unless we hire more staff. We will continue to monitor and assess the costs and benefits of additional staffing.

This annual report does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's independent registered public accounting firm pursuant to rules of the SEC that permit the Company to provide only management's report on internal control in this annual report.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

Our directors, executive officers and significant employees/consultants, along with their respective ages and positions are as follows:

Name	Age	Position
Directors and Officers:		
Mark A. Smith	68	Executive Chairman, President, General Counsel, Chief Financial Officer and Director
Edward T. Schafer	72	Vice Chairman and Director
Jon Northrop	75	Secretary and Director
Dominic Bassani	71	Chief Executive Officer

Mark A. Smith (68) currently serves Bion Environmental Technologies, Inc. as Executive Chairman, President, General Counsel, Chief Financial Officer and a director and has continually served in senior positions since late March 2003. Since that time, he has also served as sole director, President and General Counsel of Bion's wholly-owned subsidiaries including Project Group and Services Group. Since mid-February 2003, Mr. Smith has served as sole director and President and General Counsel of Bion's majority-owned subsidiary, Centerpoint Corporation. Mr. Smith also serves as Manager of Bion PA1, LLC and Bion PA2, LLC. Previously, from May 21, 1999 through January 31, 2002, Mr. Smith served as a director of Bion. From July 23, 1999, when he became President of Bion, until mid-2001 when he ceased to be Chairman, Mr. Smith served in senior positions with Bion on a consulting basis. Additionally, Mr. Smith was the president of RSTS Corporation prior to its acquisition of Bion Technologies, Inc. in 1992. Mr. Smith received a Juris Doctor Degree from the University of Colorado School of Law, Boulder, Colorado (1980) and a BS from Amherst College, Amherst, Massachusetts (1971). Mr. Smith has engaged in the private practice of law in Colorado since 1980. In addition, Mr. Smith has been active in running private family companies, Stonehenge Corporation (until 1994), LoTayLingKyur, Inc. (1994-2002) and LoTayLingKyur, LLC (2007-present). Until returning to Bion during March 2003, Mr. Smith had been in retirement with focus on charitable work and spiritual retreat. Since July 2018 Mr. Smith has taken on interim senior executive duties at Grow-Ray Technologies, Inc., a private LED lighting company based in Boulder, Colorado on a consulting basis.

Edward T. Schafer (72) Edward Schafer previously served the Company's senior management team as Executive Vice Chairman and has been a member of the Company's Board of Directors since January 1, 2011. Mr. Schafer served as a consultant to Bion since July 2010. Mr. Schafer served as a director of Continental Resources (NYSE-CLR) 2011-2016. He also chairs the Board of Directors of Dynamic Food Ingredients and the Theodore Roosevelt Medora Foundation. In addition he has served on the Board of Governors of Amity Technology LLP since 2009 and the Board of Directors of AGCO-Amity JV since it was formed in 2011. Mr. Schafer served as a trustee of the Investors Real Estate Trust (NASDAQGS-IRET) from September 2009 to October 2011. He also served as a trustee of the IRET from September 2006 through December 2007, when he resigned from the IRET's Board to serve as Secretary of the U.S. Department of Agriculture under President George W. Bush. Mr. Schafer, a private investor, is a former Governor of North Dakota. He served as Chief Executive Officer of Extend America, a telecommunications company, from 2001 to 2006, and he has been a member of the Boards of RDO Equipment Co., a privately-owned agricultural and construction equipment company (August 2001 to July 2003) and the University of North Dakota Foundation (June 2005 to December 2007). He completed a six month term as Interim President of the University of North

Dakota in 2016. Mr. Schafer brings the following experience, qualifications, attributes and skills to the Company: general business management, budgeting and strategic planning experience from his service as Chief Executive Officer of Extend America and extensive government, regulatory, strategic planning, budgeting administrative and public affairs experience from his service as Governor of North Dakota and Secretary of the US Department of Agriculture.

Jon Northrop (75) has served as our Secretary and a Director since March of 2003. Since September 2001 he has been self employed as a consultant with a practice focused on business buyer advocacy. Mr. Northrop is one of our founders and served as our Chief Executive Officer and a Director from our inception in September 1989 until August 2001. Before founding Bion Technologies, Inc., he served in a wide variety of managerial and executive positions. He was the Executive Director of Davis, Graham & Stubbs, one of Denver's largest law firms, from 1981 to 1989. Prior to his law firm experience, Mr. Northrop worked at Samsonite Corporation's Luggage Division in Denver, Colorado, for over 12 years. His experience was in all aspects of manufacturing, systems design and implementation, and planning and finance, ending with three years as the Division's Vice President, Finance. Mr. Northrop has a bachelor's degree in Physics from Amherst College, Amherst, Massachusetts (1965), an MBA in Finance from the University of Chicago, Chicago, Illinois (1969), and spent several years conducting post graduate research in low energy particle physics at Case Institute of Technology, Cleveland.

Dominic Bassani (71) has served as Chief Executive Officer of Bion Environmental Technologies, Inc. since April 2011. Previously he was a full-time consultant to the Company and served as the General Manager of Bion's Projects Group subsidiary from April 2003 through September 2006. From September 15, 2008 he has served as Director-Special Projects and Strategic Planning of the Company and our Projects Group subsidiary. He has been an investor in and consultant to Bion since December 1999. He is an independent investor and since 1990 has owned and operated Brightcap, a management consulting company that provides management services to early stage technology companies. He was a founding investor in 1993 in Initial Acquisition Corp. that subsequently merged in 1995 with Hollis Eden Corp. (HEPH), a biotech company specializing in immune response drugs. From early 1998 until June 1999 he was a consultant to Internet Commerce Corp. (re-named EasyLink Services International Corporation) (ESIC), a leader in business-to-business transactions using the Internet. He is presently an investor in numerous private and public companies primarily in technology related businesses. From 1980 until 1986, Mr. Bassani focused primarily on providing management reorganization services to manufacturing companies and in particular to generic pharmaceutical manufacturers and their financial sponsors.

Family Relationships

There are currently no family relationships among our Directors and Executive Officers.

Compliance with Section 16(a) of the Exchange Act

Section 16(a) of the Exchange Act requires our officers and directors, and stockholders owning more than ten percent of a registered class of our equity securities, to file reports of ownership and changes in ownership with the Securities and Exchange Commission. The Company is not aware of any persons who failed to timely file reports under this section.

Involvement in Legal Proceedings

To the best of our knowledge, during the past five years, none of the following occurred with respect to our directors or executive officers:

(1) any bankruptcy petition filed by or against any business of which one of them was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;

(2) any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);

(3) being subject to any order, judgment or decree of any court of competent jurisdiction, permanently or temporarily inquiring, barring, suspending or otherwise limiting involvement in any type of business, securities or banking activities; and

(4) being found by a court of competent jurisdiction, the SEC or the CFTC to have violated Federal or state securities or commodities laws.

Audit Committee

The Company has no audit committee and is not now required to have one, or an audit committee financial expert.

Code of Ethics

To date, the Company has not adopted a code of business conduct and ethics applicable to its officers, directors or accounting officer.

ITEM 11. EXECUTIVE COMPENSATION.

The Company does not have a compensation committee due to its small size and limited resources. The Board of Directors directly reviews and authorizes all compensation matters.

SUMMARY COMPENSATION TABLE

The following table sets forth the compensation paid to, or accrued for, each of our current and former executive officers during each of our last two fiscal years and the compensation paid to, or accrued for, each of our significant employees and consultants for the same period.
Summary Compensation

Name and Principal Position	Fiscal Year	Salary (1)	Bonus	Stock Awards	Option Awards (2)	Non-Equity Incentive Plan Compensation	Nonqualified Deferred Compensation Earnings	Other Compensation	Total
Mark A. Smith (3)	2018	$216,000	$ -	$ -	$110,000	-	$ -	33,500	$359,500
President and Chief Financial Officer Since March 25, 2003, Director	2017	$219,000	$ -	$ -	$36,000	-	$ -	-	$255,000
Brightcap/Dominic Bassani (4)	2018	$372,000	$ -	$ -	$1,100,000	-	$ -	-	$1,472,000
VP - Special Projects & Strategic Planning and Chief Executive Officer	2017	$372,000	$ -	$ -	$-	-	$ -	-	$372,000
Edward Schafer (5)	2018	$-	$ -	$ -	$64,600	-	$ -	-	$64,600
Executive Vice Chairman and Director	2017	$-	$ -	$ -	$-	-	$ -	-	$-

(1) Includes compensation paid by Bion Environmental Technologies, Inc. and our wholly owned subsidiaries.

(2) Reflects the dollar amount expensed by the Company during the applicable fiscal year for financial statement reporting purposes pursuant to ASC 718.

(3) Effective October 2015, Mr. Smith agreed to provide services to Bion and subsidiaries, through an extension of a previously extended employment agreement, through June 30, 2016 at an annual salary of $228,000. In October 2016, the Company approved a month to month contract extension with Smith which included the issuance of 25,000 bonus shares which were subsequently cancelled), the grant of 75,000 options which vested immediately, a monthly deferred salary of $18,000 effective October 1, 2016 and the right to convert up to $125,000 of his deferred compensation, at his sole election, at $0.75 per share (which was expanded on April 27, 2017 to the right to convert up to $300,000) and the right to convert his deferred compensation in whole or in part, at his sole election, at any time in any amount at "market" or into securities sold in the Company's most current/recent private offering until December 31, 2019.

(4) In September 2014 the Company entered into an extension agreement with Brightcap for services provided to the Company by Dominic Bassani at an annual salary of $312,000 for services provided through April 15, 2015. On February 10, 2015, Mr. Bassani agreed to an extension to continue his employment through December 31, 2017 at an annual salary of $372,000 effective January 1, 2015. During October 2016, Bassani was granted the right to convert up to $125,000 of his deferred compensation, at his sole election, at $0.75 per share which was expanded on April 27, 2017 to the right to convert up to $300,000). During February 2018, the Company agreed to the material terms of a binding two-year extension agreement, while a fully executed agreement is still being negotiated. Bassani's annual salary will remain at $372,000 and the Company agreed to pay him $2,000 per month to be applied to life insurance premiums. The Company granted Bassani 2,000,000 fully vested options at $0.75 per share with an expiry date of December 31, 2022 which contain a 90% execution bonus and the options may be extended for an additional 5 years at $0.01 per share per extension year.

Employment Agreements:

Mark A. Smith ("Smith") has held the positions of Director, President and General Counsel of Company and its subsidiaries under various agreements and terms since March 2003 (details regard earlier years and periods between 2003 and 2011 may be found in the Company's prior Forms 10-K and other SEC filings). During July 2011, the Company entered into an extension agreement pursuant to which Smith continued to hold his current positions 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, Smith has been issued 90,000 shares of the Company's common stock in two tranches of 45,000 shares on each of January 15, 2013 and 2014, respectively. As part of the extension agreement, Mr. 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. 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 (which is currently being deferred). In addition, Smith was issued 150,000 shares of the Company's common stock in two tranches of 75,000 shares on each of January 15, 2014 and 2015, which shares vested immediately. 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). Mr. Smith has voluntarily reduced his monthly deferred salary accrual to $14,000 due to the Company's financial situation. During September 2014, Smith agreed to continue his employment agreement through April 15, 2015 and also agreed to continue to defer his temporarily reduced salary of $14,000 per month. On February 10, 2015, the Company executed an Extension Agreement with Smith pursuant to which Smith extended his employment with the Company to December 31, 2015 (with the Company having an option to extend his employment an additional six months). As part of the Extension Agreement, the balance of Smith's existing convertible note payable of $854,316 as of December 31, 2014, adjusted for conversions subsequent to that date, was replaced with a new convertible note with an initial principal amount of $760,519 with terms that i) materially reduced the interest rate by 50% (from 8% to 4%), ii) increased the conversion price by 11% (from $0.45 to $0.50), iii) set the conversion price at a fixed price so there can be no further reductions, iv) reduced the number of warrants received on conversion by 75% (from 1 warrant per unit to 1/4 per unit) and v) extended the maturity date to December 31, 2017 (which maturity date was subsequently extended to July 1, 2019). Additionally, pursuant to the Extension Agreement, Smith: i) continued to defer his cash compensation ($18,000 per month) until the Board of Directors re-instates cash payments to all employees and consultants who are deferring their compensation, ii) cancelled 150,000 contingent stock bonuses previously granted to him by the Company, iii) has been granted 150,000 new options which vested immediately and iv) outstanding options and warrants owned by Smith (and his donees) have been extended and had the exercise prices reduced to $1.50 (if above that price). Due to expiration of his most recent extension, Mr. Smith is currently serving the Company on a month-to –month basis.

Dominic Bassani ("Bassani") has served in senior management positions with the Company (as a full-time consultant) since 2001 (see prior Forms 10-K for earlier years and other filings with the SEC). Since March 31, 2005, the Company has had various agreements with Brightcap, Bassani's family consulting company, through which the services of Bassani were provided through 2011. 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 serve as CEO through June 30, 2013 and would 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 was to 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. 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 expired on December 31, 2019. Effective July 15, 2012, Bassani, Brightcap and the Company agreed to a further extension/amendment of the existing agreement with Brightcap which provided that Bassani would continue to provide the services of CEO through June 30, 2014. Bassani continued to provide full-time services to the Company at a cash salary of $26,000 per month (which has been deferred) and Bassani would 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 shares would be immediately vested upon issuance. 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 expired on December 31, 2018. During September 2014, Bassani agreed to extend his employment agreement until April 15, 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 February 10, 2015, the Company executed an Extension Agreement with Bassani pursuant to which Bassani extended the term of his service to the Company to December 31, 2017, (with the Company having an option to extend the term an additional six months.) As part of the agreement, the Company's existing loan payable, deferred compensation and convertible note payable to Bassani, were restructured into two promissory notes as follows: a) The of sum of the cash loaned by Bassani to the Company of $279,000 together with $116,277 of unreimbursed expenses through December 31, 2014 were placed into a new promissory note with initial principal of $395,277 which was due and payable on December 31, 2015. In connection with these sums and the new promissory note, Bassani was issued warrants to purchase 592,916 shares of the Company's common stock at a price of $1.00 until December 31, 2020; and b) the remaining balances of the Company's accrued obligations to Bassani ($1,464,545) were replaced with a new convertible promissory note with terms that compared with the largest prior convertible note obligation to Bassani: i) materially reduced the interest rate by 50% (from 8% to 4%), ii) increased the conversion price by 11% (from $0.45 to $0.50), iii) set the conversion price at a fixed price so there can be no further reductions, iv) reduced the number of warrants received on conversion by 75% (from 1 warrant per unit to 1/4 per unit) and v) extended the maturity date to December 31, 2017 (See Note 6 to Financial Statements) (which maturity date was subsequently extended to July 1, 2019. Additionally, pursuant to the Extension Agreement, Bassani i) will continue to defer his cash compensation ($31,000 per month) until the Board of Directors re-instates cash payments to all employees and consultants who are deferring their compensation, ii) cancelled 250,000 contingent stock bonuses previously granted to him by the Company, iii) has been granted 450,000 new options which vested immediately and iv) outstanding options and warrants owned by Bassani (and his donees) have been extended and had the exercise prices reduced to $1.50(if above that price). On May 5, 2013, the Board of Directors approved agreements with Bassani and Smith, with effective date of May 15, 2013, in which Bassani and Smith agreed to continue to defer their respective cash compensation through April 30, 2014 (unless the Board of Directors elected to re-commence cash payment on an earlier date) and extended the due dates of their respective deferred cash compensation until January 15, 2015. The Company provided Bassani and Smith with convertible promissory notes which reflected all the terms of these agreements to which future accruals were added as additional principal. These convertible promissory notes were altered as set forth in the paragraphs below. As part of the agreements, Bassani and Smith also forgave 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, were extended to that date (and later further extended); and c) other modifications were made.

Effective January 1, 2011, the Company entered into an employment agreement with Edward Schafer ("Schafer") pursuant to which for a period of three years, Schafer provided senior management services to the Company on an approximately 75% full time basis, initially as Executive Vice Chairman and as a director. Compensation for Schafer's services were initially set at an annual rate of $250,000, which was to consist of $150,000 in cash compensation and $100,000 payable in the Company's common stock. Commencing the month following the first calendar month-end after the Company has completed an equity financing in excess of $3,000,000 (net of commissions and other offering expenses), Schafer's compensation was to be at an annual rate of $225,000, all of which would have been payable in cash. Effective July 15, 2012, the Company entered into a deferral/employment/ compensation agreement with Schafer pursuant to which Schafer provided senior management services to the Company on an approximately 75% full time basis, as Executive Vice Chairman and as a director. Basic compensation for Schafer's services remained unchanged and Schafer was issued 100,000 options to purchase shares of the Company's common stock at $2.10 per share until December 31, 2018, which options immediately vested and a contingent stock bonus of 25,000 shares payable on January 1 of the first year after the Company's stock price first reaches $10.00 per share (regardless of whether Schafer is still providing services to the Company on such date). Since May 15, 2012 Schafer has deferred the cash portion of the compensation due him from the Company, in consideration of which he has been granted a 50% 'execution/exercise' bonus to be effective upon future exercise of outstanding (or subsequently acquired) options and warrants owned by Schafer (and his donees) and in relation to contingent stock bonuses. Effective January 1, 2014, Mr. Schafer agreed to continue his services to the Company as Director and Executive Vice-Chairman without periodic compensation in light of the Company's financial situation. Mr. Schafer agreed not to receive any periodic compensation (cash or deferred) commencing January 1, 2014 and agreed to be compensated with bonuses from time-to-time as determined to be appropriate by the Board of Directors. No such bonuses have been declared to date. On February 10, 2015, the Company entered into an agreement with Schafer pursuant to which Schafer continued to provide services to the Company through December 31, 2015. As part of the agreement, unreimbursed expenses of $15,956 due to Schafer at December 31, 2014 were replaced with a new promissory note with initial principal of $15,956 which was due and payable on December 31, 2015 and Schafer was issued warrants to purchase 7,978 shares of the Company's common stock at a price of $1.00 until December 31, 2020. Schaefer's deferred compensation for 2014 (and prior years) in the amount of $394,246 (including a sum of $120,000 for calendar year 2014) was placed in a convertible promissory note (See Note 6 to Financial Statements). Additionally, pursuant to the agreement, i) the exercise period of outstanding options and warrants owned by Schafer have been extended, ii) certain of Schafer's outstanding options and warrants had the exercise prices reduced to $1.50 (if above that price), and iii) 25,000 contingent stock bonuses previously granted to Schafer have been cancelled by the Company. Effective June 30, 2016, Schafer and the Company determined that due to other obligations Schafer's involvement with the Company during the 2016 fiscal year was less than anticipated and reduced his fiscal year 2016 compensation (all of which had been deferred) by $160,000 and agreed that future compensation will be determined periodically based on evaluation by the board of directors.

Bassani, Smith and Schafer each agreed, effective June 30, 2017, to extend the maturity date of the outstanding convertible promissory notes set forth in the paragraphs above from December 31, 2017 to July 1, 2019.

Other Agreements

The Company has declared contingent deferred stock bonuses to its key employees and consultants at various times throughout the years. The stock bonuses were contingent upon the Company's stock price exceeding a certain target price per share, and the grantees still being employed by or providing services to the Company at the time the target prices are reached. During the year ended June 30, 2017, pursuant to agreement with the employees and a consultant who had been granted the outstanding contingent stock bonuses, the Company cancelled all 117,500 outstanding contingent stock bonuses. In consideration for the cancellations, the Company granted 109,500 fully vested options to these employees and a consultant to purchase common stock of the Company at $1.00 per share until December 31, 2020.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

The following table sets forth the number of shares of common stock covered by outstanding stock option awards that are exercisable and unexercisable, and the number of shares of common stock covered by unvested restricted stock awards for each of our named executive officers as of June 30, 2017.

Outstanding Equity Awards at Fiscal Year-End

	Option Awards					Stock Awards			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or OtherRights That Have Not Vested
Mark A. Smith (1)	25,000	-	-	$ 1.00	2020	-	-	-	-
Mark A. Smith (1)	25,000	-	-	$ 1.25	2020	-	-	-	-
Mark A. Smith (1)	650,000	-	-	$ 1.50	2020	-	-	-	-
Mark A. Smith (1)	100,000	-	-	$ 0.92	2020	-	-	-	-
Mark A. Smith (1)	150,000	-	-	$ 0.75	2020	-	-	-	-
Mark A. Smith (1)	75,000	-	-	$ 0.90	2020	-	-	-	-
Mark A. Smith (2)	200,000	-	-	$ 0.75	2022	-	-	-	-
Brightcap/Dominic Bassani (1)	725,000	-	-	$ 1.50	2022	-	-	-	-
Brightcap/Dominic Bassani (1)	450,000	-	-	$ 0.75	2022	-	-	-	-
Brightcap/Dominic Bassani (2)	2,000,000	-	-	$ 0.75	2022	-	-	-	-
Edward Schafer (1)	100,000	-	-	$ 2.10	2022	-	-	-	-
Edward Schafer (1)	300,000	-	-	$ 2.25	2022	-	-	-	-
Edward Schafer (1)	200,000	-	-	$ 3.00	2022	-	-	-	-
Edward Schafer (2)	190,000	-	-	$ 0.75	2020	-	-	-	-

(1) Options are subject to a 75% execution/exercise bonus upon notice of intent to exercise.
(2) Options are subject to a 90% execution/exercise bonus upon notice of intent to exercise.
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Director Compensation

Members of the Board of Directors do not currently receive any cash compensation for their services as Directors, but are entitled to be reimbursed for their reasonable expenses in attending meetings of the Board. However, it is the Company's intention to begin to pay cash compensation to Board members at some future date.

DIRECTOR COMPENSATION

The following table sets forth certain information regarding the compensation paid to directors during the fiscal year ended June 30, 2018:

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)	Option Awards ($)(1)	Non-equity Incentive Plan Compensation ($)	Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Jon Northrop	-	-	38,200	-	-	-	38,200

(1) Reflects the dollar amount expensed by the Company during the applicable fiscal year for financial statement reporting purposes pursuant to ASC 718.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

As of September 1, 2018, the Registrant had 26,695,703 shares of common stock issued and 25,991,394 shares of common stock outstanding.(the balance of 704,309 shares are owned by Centerpoint, the Company's majority owned subsidiary).

The following table sets forth certain information regarding the beneficial ownership of our common stock as of September 1, 2018 by:

each person that is known by us to beneficially own more than 5% of our common stock;
each of our directors;
each of our executive officers and significant employees; and
all our executive officers, directors and significant employees as a group.

Under the rules of the Securities and Exchange Commission, beneficial ownership includes voting or investment power with respect to securities and includes the shares issuable under stock options, warrants and convertible securities that are exercisable/convertible within sixty (60) days of September 1, 2018. Those shares issuable under stock options, warrants and/or convertible securities are deemed outstanding for computing the percentage of each person holding options, warrants and/or convertible securities but are not deemed outstanding for computing the percentage of any other person. The percentage of beneficial ownership schedule is based upon 25,991,394 shares outstanding as of September 1, 2018. The address for those individuals for which an address is not otherwise provided is c/o Bion Environmental Technologies, Box 566/1774 Summitview, Crestone, Colorado 81131. To our knowledge, except as indicated in the footnotes to this table and pursuant to applicable community property laws, the persons named in the table have sole voting power and investment power with respect to all shares of common stock listed as owned by them.

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	Shares of Common Stock Beneficially Owned		
Name and Address	Number	Percent of Class Outstanding	Entitled To Vote
Centerpoint Corporation(1) Box 566/1774 Summitview Way Crestone, CO 81131	704,309	2.6 %	-
Dominic Bassani(2) 64 Village Hills Drive Dix Hills, NY 11746	16,667,864	39.3 %	40.0 %
Anthony Orphanos(3) c/o Blacksmith Advisors, LLC 320 Park Avenue, 18th Floor New York, NY 10022	2,921,412	10.6 %	10.9 %
Danielle Lominy(4) c/o Dominic Bassani 64 Village Hills Drive Dix Hills, NY 11746	2,583,935	9.0 %	9.2 %
Mark A. Smith(5)	6,142,859	19.1 %	19.5 %
Edward T. Schafer(6)	2,304,948	7.9 %	8.2 %
Jon Northrop(7)	419,789	1.6 %	1.6 %
All executive officers and directors as a group (4 persons)	25,535,480	50.8 %	51.5 %

(1) Centerpoint Corporation is currently majority owned by the Company. Under Colorado law, Centerpoint Corporation is not entitled to vote these shares unless otherwise ordered by a court. These shares of common stock may be distributed to the shareholders of Centerpoint Corporation at a future date pursuant to a dividend declared during July 2004. The shares distributed to Bion, if any, will be cancelled immediately upon receipt.

(2) Includes 62,201 shares, 3,175,000 shares underlying options and 5,310,000 shares underlying warrants held directly by Mr. Bassani, 354,342 shares and 150,000 shares underlying warrants held by Mr. Bassani's wife; and 839,933 shares held in IRA accounts of Mr. Bassani and his wife. Also includes 576,000 shares owned by Mr. Bassani's daughter, Danielle Lominy (formerly Danielle Bassani), and 496,458 shares underlying warrants owned by Danielle Lominy. Also includes 3,360,937 shares and 1,680,469 warrants underlying units that could be issued on the conversion by Bassani of a deferred compensation promissory note in the amount of $1,680,469. Mr. Bassani has the option to convert this amount into units with each unit consisting of 1 share of common stock and ½ warrant exercisable at $1.00 per share until December 31, 2020. The conversion price will be $0.50 per unit. Also includes 258,783 shares of common stock that could be issued on the conversion (at the election of Bassani) by Mr. Bassani of convertible notes in the amount of $155,270. The conversion price will be $0.60 per share.

Also includes 403,741 shares of common stock that could be issued on the conversion (at the election of Bassani) by Bassani of deferred compensation in the amount of $282,619. The note is convertible at $0.70 per share (current market value at 8/31/18) pursuant to agreements with the Company. Mr. Bassani disclaims ownership of 1,511,477 shares underlying warrants held by the Danielle Christine Bassani Trust, which is separately itemized herein. Mr. Bassani's adult daughter Danielle Lominy (formerly Danielle Bassani), who lives with him, is the beneficiary of the Danielle Christine Bassani Trust and Mr. Bassani is not one of the trustees of the trust. Mr. Bassani further disclaims beneficial ownership of shares and warrants owned by various other family members, none of whom live with him or are his dependents, and such shares are not included in this calculation.

(3) Includes 570,063 shares held directly by Mr. Orphanos plus 156,750 shares underlying warrants held directly by Mr. Orphanos; 120,263 shares held jointly with his wife; 1,425,374 shares held in IRA accounts; and 645,325 shares of common stock that could be issued on conversion of $387,195 convertible notes (conversion price $.60 per share). Not included are 400,000 shares and 1,511,477 shares underlying warrants held by the Danielle Christine Bassani Trust, of which Mr. Orphanos is a co-trustee, and 3,090,377 common shares owned by certain clients of Blacksmith Advisors, over which Mr. Orphanos exercises discretionary authority (which shares include: a) 839,933 shares held in IRA accounts for Mr. Bassani and his wife; b) 354,342 shares held by Mr. Bassani's wife; c) 5,624 shares held by Mr. Bassani personally; and d) 68,000 shares owned by Danielle Lominy (formerly Danielle Bassani). Mr. Orphanos disclaims beneficial ownership of the shares listed in the preceding sentences because he has no pecuniary interest in the shares.

(4) Includes 176,000 shares held directly by Danielle Lominy (formerly Danielle Bassani), 1,511,477 shares underlying warrants held by The Danielle Christine Bassani Trust, Anthony Orphanos and Donald Codignotto, trustees; 400,000 shares owned by the Danielle Bassani Trust, 311,458 shares underlying warrants, 105,000 shares underlying warrants owned jointly with husband and 80,000 shares underlying warrants owned by Danielle Lominy's daughter.

(5) Includes 315,809 shares held jointly by Mark A. Smith with his wife, 62,535 shares held by Mark Smith in an IRA; 1,300,000 shares underlying options held directly by Mr. Smith, 1,517,186 shares underlying warrants held directly by Mr. Smith; 53,756 shares held by his wife in her IRA, 12,681 shares of common stock held by LoTayLingKyur Foundation and 260,000 shares of common stock held by LoTayLingKyur LLC which is controlled by Mr. Smith and his wife. Also includes 1,738,900 shares and 869,450 warrants underlying units that could be issued on the conversion (at the election of Mr. Smith) by Mr. Smith of a deferred compensation promissory note in the amount of $869,450. Mr. Smith has the option to convert this amount into units with each unit consisting of 1 share of common stock and ½ warrant exercisable at $1.00 per share. The conversion price will be $0.50 per unit. Also includes 12,542 shares of common stock that could be issued on the conversion (at the election of Mr. Smith) by Mr. Smith of deferred compensation in the amount of $6,271. Does not include shares and warrants owned by various family members of which Mr. Smith disclaims beneficial ownership. Mr. Smith is also the President of Centerpoint, although shares owned by Centerpoint are not entitled to a vote while held by Centerpoint.

(6) Includes 158,254 shares held directly by Mr. Schafer, options to purchase 790,000 shares and warrants to purchase 23,934 shares. Also includes 868,124 shares and 434,062 warrants underlying units that could be issued on the conversion by Mr. Schafer of a deferred compensation promissory note in the amount of $434,062. Mr. Schafer has the option to convert this amount into units with each unit consisting of 1 share of common stock and ½ warrant exercisable at $1.00 per share until December 31, 2020. The conversion price is $0.50 per unit. Also includes 30,574 shares of common stock that could be issued on the conversion (at the election of Mr. Schafer) by Mr. Schafer of a convertible note in the amount of $18,344. The conversion price will be $0.60 per share.

(7) Includes 127,289 shares held directly by Jon Northrop and options to purchase 292,500 shares held by Jon Northrop. Does not include shares or options owned by the adult children of Jon Northrop nor his former wife.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

Other than the employment/consulting agreements, deferred compensation arrangements and conversions of debt described above in Item 1 Business and Item 11 Executive Compensation, there are no related party transactions except that:

No directors of the Company are considered to be independent directors.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

Audit Fees

In December 2005, the Company engaged GHP Horwath, P.C. (now Crowe Horwath) as its independent registered public accounting firm. In January 2017 the Company engaged Eide Bailly LLP as its successor independent registered public accounting firm. The aggregate fees billed for each of the last two fiscal years ended June 30, 2018 and June 30, 2017 by Crowe Horwath (formerly GHP Horwath, P.C.) and Eide Bailly LLP for professional services rendered for the audit of the Company's annual financial statements and reviews of interim financial statements included in the Company's quarterly reports on Form 10-Q (and related matters) were $5,000 and $52,000, respectively.

Audit Related Fees

There were no fees billed by Crowe Horwath (formerly GHP Horwath, P.C.) and Eide Bailly LLP for audit-related fees in each of the last two fiscal years ended June 30, 2018 and June 30, 2017.

Tax Fees

The aggregate fees billed for tax services rendered by Crowe Horwath (formerly GHP Horwath, P.C.) and Eide Bailly LLP for tax compliance and related services for the two fiscal years ended June 30, 2018 and June 30, 2017 were $756 and nil, respectively.

All Other Fees

None.

Audit Committee Pre-Approval Policy

Under provisions of the Sarbanes-Oxley Act of 2002, the Company's principal accountant may not be engaged to provide non-audit services that are prohibited by law or regulation to be provided by it, and the Board of Directors (which serves as the Company's audit committee) must pre-approve the engagement of the Company's principal accountant to provide audit and permissible non-audit services. The Company's Board has not established any policies or procedures other than those required by applicable laws and regulations.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

(a) Exhibits

Exhibit Number	Description and Location
3.1	Articles of Incorporation. (1)
3.2	Bylaws. (1)
10.1	Subscription Agreement dated January 10, 2002 between Bion Environmental Technologies, Inc. and Centerpoint Corporation regarding issuance of stock in exchange for cash and claims regarding Aprilia. (1)
10.2	Agreement dated March 15, 2002 and effective January 15, 2002 between Bion Environmental Technologies, Inc. and Centerpoint Corporation regarding purchase of warrant and management agreement. (1)
10.3	Agreement dated February 12, 2003 between Bion Environmental Technologies, Inc. and Centerpoint Corporation canceling provisions of the Subscription Agreement by and between Bion Environmental Technologies, Inc. and Centerpoint Corporation. (1)
10.4	Promissory Note and Security Agreement between Bion Environmental Technologies, Inc. and Bright Capital, LLC. (1)
10.5	First Amendment to Lease between Bion Environmental Technologies, Inc. and Pan Am Equities Corp. (1)
10.6	Agreement between Bion Environmental Technologies, Inc. and Bergen Cove. (1)
10.7	Agreement between Bion Environmental Technologies, Inc. and David Mitchell dated April 7, 2003. (1)
10.8	Letter Agreement with Bright Capital, Ltd. (1)
10.9	Agreement with OAM, S.p.A. dated May 2003. (1)
10.10	Amended Agreement with Centerpoint Corporation dated April 23, 2003. (1)
10.11	Form of Series A Secured Convertible Notes issued in August 2003. (1)
10.12	Financing Documents for Bion Dairy Corporation. (1)
10.13	Form of Class SV/DB Warrant. (1)
10.14	Form of Class SV/DM Warrant. (1)
10.15	Form of Series A* Secured Convertible Notes issued in April 2004. (1)
10.16	Form of Series B Secured Convertible Notes issued in Spring 2004. (1)
10.17	Form of Series B* Secured Convertible Notes issued in June 2004. (1)

10.18 Form of Series C Notes issued in September 2005. (1)

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10.19	Form of 2006 Series A Convertible Promissory Notes issued in September 2006. (1)
10.20	Form of Non-Disclosure Agreement used by the Company. (1)
10.21	Promissory Note and Conversion Agreement between Bion Environmental Technologies, Inc. and Mark A. Smith related to deferred compensation. (1)
10.22	Promissory Note and Conversion Agreement between Bion Environmental Technologies, Inc. and Bright Capital, Ltd. related to deferred compensation. (1)
10.23	Employment agreement with Mark A. Smith. (1)
10.24	Employment agreement with Salvatore Zizza. (1)
10.25	Employment agreement with Bright Capital, Ltd. (1)
10.26	Employment agreement with Jeff Kapell. (1)
10.27	Employment agreement with Jeremy Rowland. (1)
10.28	Office lease at 641 Lexington Avenue, 17th Floor, New York. (1)
10.29	2006 Consolidated Incentive Plan. (1)
10.30	Memo to Dominic Bassani & Bright Capital, Ltd. dated October 16, 2006 regarding Change in Title/Status of DB/Amendment to Brightcap Agreement. (1)
10.31	Letter Agreement between Bion Dairy Corporation and Fair Oaks Dairy Farms dated June 19, 2006. (2)
10.32	Waiver and Release Agreement with Ardour Capital Investments, LLC. (2)
10.33	Promissory Note and Conversion Agreement for Mark Smith, dated January 1, 2007. (2)
10.34	Promissory Note and Conversion Agreement for Salvatore Zizza, dated January 1, 2007. (2)
10.35	Promissory Note and Conversion Agreement for Bright Capital, Ltd., dated January 1, 2007. (2)
10.36	Extension Agreement dated March 31, 2007 between the Company and Mark A Smith. (3)
10.37	Form of Note dated March 31, 2007 in the amount of $151,645.89 in favor of Mark A. Smith. (3)
10.38	Form of Note dated March 31, 2007 in the amount of $379,389.04 in favor of Salvatore Zizza. (3)
10.39	Form of Note dated March 31, 2007 in the amount of $455,486.30 in favor of Bright Capital, Ltd. (3)
10.40	Stipulation and Agreement of Compromise and Release dated May 21, 2007 between Centerpoint Corporation, Bion Environmental Technologies, Richard Anderson and Joseph Foglia, as Plaintiffs, and Comtech Group, Inc., OAM S.p.A., Invested Ernst & Company and others as Defendants. (4)

10.41	Stipulation and Agreement of Compromise, Settlement and Release dated May 15, 2007 between TCMP3 Partners, LLP as Plaintiff and Bion Environmental Technologies, Inc. and Bion Dairy Corporation, among others, as Defendants. (4)

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10.42	Stipulation and Agreement of Compromise, Settlement and Release as to Certain Defendants dated May 15, 2007 between TCMP3 Partners, LLP as Plaintiff and certain defendants other than Bion Environmental Technologies, Inc. and Bion Dairy Corporation. (4)
10.43	Letter of Intent dated August 18, 2007 between Bion Environmental Technologies, Inc. and Evergreen Farm, Inc. (5)
10.44	Memorandum of Understanding with Kreider Farms. (6)
10.45	Subscription Agreement from Bright Capital, Ltd. (7)
10.46	Amendment to 2006 Consolidated Incentive Plan. (7)
10.47	Agreement between the Company and Mark A. Smith dated May 31, 2008. (7)
10.48	2007 Series AB Convertible Promissory Note. (8)
10.49	Promissory Note between Bion Environmental Technologies, Inc. and Salvatore Zizza. (9)
10.50	Promissory Note between Bion Environmental Technologies, Inc. and Dominic Bassani. (9)
10.51	Agreement between Jeff Kapell and Bion dated November 1, 2008. (10)
10.52	Agreement between David Mager and Bion dated November 1, 2008. (10)
10.53	Promissory Note between Anthony Orphanos and Bion dated October 30, 2008, Guaranteed by Dominic Bassani. (10)
10.54	Addendum to Settlement Agreement and Release Stipulation from Bion, Bion Dairy and Mark Smith dated October 31, 2008. (10)
10.55	Kreider Farms Agreement (September 25, 2008): REDACTED. (11)
10.56	Agreement between Salvatore Zizza and Bion effective December 31, 2008. (12)
10.57	Amendment #3 to 2006 Consolidated Incentive Plan. (12)
10.58	Agreement between Bright Capital, Ltd. and Dominic Bassani and Bion effective January 11, 2009. (13)
10.59	Agreement between Mark A. Smith and Bion effective January 12, 2009. (13)
10.60	Orphanos Extension Agreement dated January 13, 2009. (13)
10.61	Articles of Amendment including Statement of Designation and Determination of Preferences of Series B Convertible Preferred Stock. (14)
10.62	Lease Agreement between Ronald Kreider and Kreider Farms and Bion PA 1 LLC dated June 26, 2009. (15)
10.63	Capitalization Agreement between Bion Companies and Bion PA 1 LLC dated June 30, 2009. (15)

10.64	Zizza Notice re Master Sublease Option Exercise (November 20, 2009). (16)
10.65	Town of Schroeppel resolution (December 10, 2009). (16)

10.66 Articles of Amendment including Statement of Designation and Determination of Preferences of Series C Convertible Preferred Stock. (17)

10.67 Extension Agreement with Mark A. Smith. (18)

10.68 Agreement with Edward Schafer. (18)

10.69 Accepted Funding Offer (base loan agreement) (without exhibits) with PENNVEST for Kreider Farms Project Loan -- effective November 3, 2010. (19)

10.70 Short Form Agreement. (20)

10.71 Resume of William O'Neill. (20)

10.72 Loan & Security Agreement with Milestone Bank. (21)

10.73 O'Neill Employment Agreement (dated December 22, 2010). (22)

10.74 Schafer Employment Agreement (dated December 21, 2010). (22)

10.75 Biography of Edward T. Schafer. (22)

10.76 James Morris Employment Agreement. (23)

10.77 John R. Grabowski Employment Agreement. (23)

10.78 Kreider Farms Clarification Agreement. (23)

10.79 Resignation of William O'Neill (effective May 13, 2011). (24)

10.80 PADEP Certification of Kreider Poultry Credits. (25)

10.81 Bassani/Bright Capital Extension Agreement (executed August 31, 2011) (26)

10.82 Smith Extension Agreement (executed August 31, 2011) (26)

10.83 Bloom Employment Agreement (executed September 30, 2011) (27)

10.84 Extension/Conversion Agreement with Smith and Bassani (dated March 31, 2012) (28)

10.85 Memorialization of extension of Maturity of Bassani convertible deferred compensation (dated July 31, 2012) (29)

10.86 Kreider Permit (dated August 1, 2012) (29)

10.87 Memorialization of Smith Extension Agreement (dated August 14, 2012) (30)

10.88 Memorialization of Bassani Extension Agreement (dated August 14, 2012) (30)

10.89 Memorialization of Schafer Agreement (dated August 21, 2012) (30)

10.90 Board Ratification dated May 5, 2013 (31)

10.91 Demand Promissory Note dated May 13, 2013 (31)

10.92 Pennvest Demand Letter (dated September 25, 2014) (32)

10.93 Extension Agreement with Mark A. Smith (w/o exhibits) (February 10, 2015) (33)

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10.94 Extension Agreement with Dominic Bassani (w/o exhibits) (February 10, 2015) (33)

10.95 Agreement with Edward Schafer (w/o exhibits) (February 10, 2015) (33)

10.96 Convertible Promissory Note between the Company and Dominic Bassani dated September 8, 2015 (34)

10.97 Convertible Promissory Note between the Company and Edward Schafer dated September 8, 2015 (34)

10.98 Convertible Promissory Note between the Company and Anthony Orphanos dated September 8, 2015 (34)

10.99 Kreider Poultry Joint Venture Agreement (May 5, 2016) (35)

10.100 Form of Dominic Bassani Email Confirmation (36)

10.101 Form of Warrant with Dominic Bassani, Class CAP2017-5 (36)

10.102 Form of Mark Smith Email Confirmation (36)

10.103 Form of Warrant with Mark Smith, Class CAP2017-1 (36)

10.104 Form of Promissory Note B with Dominic Bassani (36)

10.105 Replacement Convertible Note dated November 7, 2017 (36)

10.106 Replacement 2015 Convertible Note dated November 7, 2017 (36)

10.107 Addendum to November 30, 2016 Promissory Note (36)

10.108 Form of Contract Extension with Dominic Bassani Email Confirmation (36)

10.109 Bassani Warrant Purchase effective August 1, 2018

10.110 Smith Warrant Purchase effective August 1, 2018

10.111 Amendment #9 to 2006 Consolidated Incentive Plan, as amended

21 Subsidiaries of the Registrant. (1)

31.1 Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 - Filed herewith electronically.

31.2 Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 - Filed herewith electronically.

32.1 Certification of Chief Executive Officer Pursuant to Section 18 U.S.C. Section 1350 - Filed herewith electronically.

32.2 Certification of Principal Financial Officer Pursuant to Section 18 U.S.C. Section 1350 - Filed herewith electronically.

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(1) Filed with Form 10SB12G on November 14, 2006.
(2) Filed with Form 10SB12G/A on February 1, 2007.
(3) Filed with Form 8-K on April 3, 2007.
(4) Filed with Form 8-K on August 13, 2007.
(5) Filed with Form 8-K on August 22, 2007.
(6) Filed with Form 8-K on February 27, 2008.
(7) Filed with Form 8-K on June 3, 2008.
(8) Filed with Form 8-K on June 19, 2008.
(9) Filed with Form 8-K on September 30, 2008.
(10) Filed with Form 8-K on November 13, 2008.
(11) Filed with September 30, 2008 Form 10-Q on November 14, 2008.
(12) Filed with Form 8-K on January 6, 2009.
(13) Filed with Form 8-K on January 15, 2009.
(14) Filed with March 31, 2009 Form 10-Q on May 14, 2009.
(15) Filed with Form 8-K on July 2, 2009.
(16) Filed with Form 8-K on December 15, 2009.
(17) Filed with December 31, 2009 Form 10-Q on February 9, 2010.
(18) Filed with Form 8-K on August 18, 2010.
(19) Filed with Form 8-K on November 3, 2010.
(20) Filed with Form 8-K on November 22, 2010.
(21) Filed with Form 8-K on December 6, 2010.
(22) Filed with Form 8-K on December 28, 2010.
(23) Filed with Form 8-K on March 16, 2011.
(24) Filed with Form 8-K on May 13, 2011.
(25) Filed with Form 8-K on June 1, 2011.
(26) Filed with Form 8-K on September 2, 2011.
(27) Filed with Form 8-K on October 4, 2011.
(28) Filed with Form 8-K on April 4, 2012.
(29) Filed with Form 8-K on August 3, 2012
(30) Filed with Form 8-K on August 21, 2012.
(31) Filed with March 31, 2013 Form 10-Q on May 14, 2013.
(32) Filed with June 30, 2014 10-K on September 26, 2014.
(33) Filed with December 31, 2014 Form 10-Q on February 11, 2015
(34) Filed with June 30, 2015 Form 10-K on September 22, 2016
(35) Filed with March 31, 2016 Form 10-Q on May 9, 2016
(36) Filed with December 31, 2017 Form 10-Q on February 9, 2018

(b) Financial Statement Schedules

Our consolidated financial statements being filed as part of this Form 10-K are filed on Item 8 of this Form 10-K. All other schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions or are inapplicable, and therefore have been omitted.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders
Bion Environmental Technologies, Inc.
Crestone, Colorado

Opinion on the Financial Statements
We have audited the accompanying consolidated balance sheets of Bion Environmental Technologies, Inc. (the "Company") as of June 30, 2018 and 2017, and the related consolidated statements of operations, changes in equity (deficit), and cash flows, for the years then ended, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of Bion Environmental Technologies, Inc. as of June 30, 2018 and 2017, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Going Concern
The accompanying financial statements have been prepared assuming that the company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has not generated significant revenue and has suffered recurring losses from operations. These factors raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also discussed in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion
These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risk of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Eide Bailly LLP

We have served as Bion Environmental Technologies, Inc. auditor since 2017.

Denver, Colorado
September 24, 2018

BION ENVIRONMENTAL TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	June 30, 2018	June 30, 2017
ASSETS		
Current assets:		
Cash and cash equivalents	$22,013	$72,932
Prepaid expenses	7,474	6,426
Deposits and other receivables	1,000	1,980
Total current assets	30,487	81,338
Property and equipment, net (Note 3)	1,448	3,192
Total assets	$31,935	$84,530
LIABILITIES AND EQUITY (DEFICIT)		
Current liabilities:		
Accounts payable and accrued expenses	$719,633	$865,841
Series B Redeemable Convertible Preferred stock, $0.01 par value, 50,000 shares authorized; 200 shares issued and outstanding, liquidation preference of $34,000 and $32,000, respectively (Note 8)	31,400	29,400
Deferred compensation (Note 5)	421,641	2,107,262
Convertible notes payable - affiliates (Note 7)	-	88,927
Loan payable and accrued interest (Note 6)	9,028,983	8,796,322
Total current liabilities	10,201,657	11,887,752
Convertible notes payable - affiliates (Note 7)	3,525,216	3,316,060
	13,726,873	15,203,812
Deficit:		
Bion's stockholders' equity (deficit):		
Series A Preferred stock, $0.01 par value, 50,000 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, 25,939,892 and 24,748,213 shares issued, respectively; 25,235,583 and 24,043,904 shares outstanding, respectively	-	-
Additional paid-in capital	108,117,330	103,540,352
Subscription receivable - affiliates (Note 8)	(174,650)	(40,000)
Accumulated deficit	(121,691,956)	(118,676,966)
	(13,749,276)	(15,176,614)

Noncontrolling interest	54,338	57,332
Total deficit	(13,694,938)	(15,119,282)
Total liabilities and deficit	$31,935	$84,530

BION ENVIRONMENTAL TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
YEARS ENDED JUNE 30, 2018 AND 2017

	2018	2017
Revenue	$-	$-
Operating expenses:		
General and administrative (including stock-based compensation (Note 8))	2,335,499	1,655,734
Depreciation	1,744	1,981
Research and development (including stock-based compensation (Note 8))	1,185,317	425,983
Total operating expenses	3,522,560	2,083,698
Loss from operations	(3,522,560)	(2,083,698)
Other (income) expense:		
Gain on extinguishment of liabilities (Notes 5 and 9)	(875,852)	-
Conversion inducement (Note 8)	10,784	-
Interest expense	360,492	379,189
Total other (income) expense	(504,576)	379,189
Net loss	(3,017,984)	(2,462,887)
Net loss attributable to the noncontrolling interest	2,994	2,414
Net loss applicable to Bion's common stockholders	$(3,014,990)	$(2,460,473)
Net loss applicable to Bion's common stockholders per basic and diluted common share	$(0.12)	$(0.10)
Weighted-average number of common shares outstanding:		
Basic and diluted	24,439,059	23,459,931

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BION ENVIRONMENTAL TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (DEFICIT)
YEARS ENDED JUNE 30, 2018 AND 2017

	Bion's Shareholders' Series A Preferred Stock		Series C Preferred Stock		Common Stock		Additional	Subscription Receivables for	Accumulated	Noncontrolling	Total
	Shares	Amount	Shares	Amount	Shares	Amount	paid-in capital	Shares	deficit	interest	equity/(deficit)
Balances, July 1, 2016	-	$-	-	$-	23,573,057	$-	$102,278,364	$-	$(116,216,493)	$59,746	$(13,878,383)
Issuance of common stock for services	-	-	-	-	205,499	-	158,636	-	-	-	158,636
Vesting of options and stock bonuses for services	-	-	-	-	-	-	189,438	-	-	-	189,438
Modification of options	-	-	-	-	-	-	177,471	-	-	-	177,471
Sale of common stock	-	-	-	-	30,467	-	22,850	-	-	-	22,850
Sale of units	-	-	-	-	561,890	-	421,413	-	-	-	421,413
Commissions on sale of units	-	-	-	-	-	-	(30,640)	-	-	-	(30,640)
Issuance of warrants	-	-	-	-	-	-	45,250	(40,000)	-	-	5,250
Warrants exercised for common stock	-	-	-	-	10,000	-	-	-	-	-	-
Conversion of debt	-	-	-	-	367,300	-	277,570	-	-	-	277,570
Net loss	-	-	-	-	-	-	-	-	(2,460,473)	(2,414)	(2,462,887)
Balances, June 30, 2017	-	-	-	-	24,748,213	-	103,540,352	(40,000)	(118,676,966)	57,332	(15,119,282)
Issuance of common stock for services	-	-	-	-	57,790	-	42,583	-	-	-	42,583
Vesting of options and stock bonuses for services	-	-	-	-	-	-	1,391,671	-	-	-	1,391,671

Modification of options	-	-	-	-	-	-	349,656	-	-	-	349,656
Sale of units	-	-	-	-	567,331	-	350,496	-	-	-	350,496
Commissions on sale of units	-	-	-	-	3,441	-	(14,875)	-	-	-	(14,875)
Warrants exercised for common stock	-	-	-	-	135,681	-	78,625	-	-	-	78,625
Modification of warrants	-	-	-	-	-	-	296,852	-	-	-	296,852
Issuance of warrants	-	-	-	-	-	-	183,000	(134,650)	-	-	48,350
Conversion of debt and liabilities	-	-	-	-	427,436	-	213,718	-	-	-	213,718
Extinguishment of deferred compensation - related parties	-	-	-	-	-	-	1,685,252	-	-	-	1,685,252
Net loss	-	-	-	-	-	-	-		(3,014,990)	(2,994)	(3,017,984)
Balances, June 30, 2018	-	$-	-	$-	25,939,892	$-	$108,117,330	$(174,650)	$(121,691,956)	$54,338	$(13,694,938)

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BION ENVIRONMENTAL TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED JUNE 30, 2018 AND 2017

	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$(3,017,984)	$(2,462,887)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation expense	1,744	1,981
Loss on retirement of property and equipment	-	770
Accrued interest on loan payable, deferred compensation and other	395,659	413,590
Stock-based compensation	2,129,112	530,795
Gain on extinguishment of liabilities	(875,852)	-
Conversion inducement	10,784	-
(Increase) decrease in prepaid expenses	(1,048)	8,814
Increase in accounts payable and accrued expenses	76,604	159,636
Increase in deferred compensation	813,600	830,600
Net cash used in operating activities	(467,381)	(516,701)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment	-	(1,684)
Net cash used by investing activities	-	(1,684)
CASH FLOWS FROM FINANCING ACTIVITIES		
Decrease in subscription receivable	$-	$7,500
Proceeds from sale of common stock	-	22,850
Proceeds from sale of units	350,496	421,413
Commissions on sale of units	(14,875)	(30,640)
Proceeds from exercise of warrants	67,841	-
Repayment of loans and note payable - affiliates	(17,500)	-
Proceeds from loans payable - affiliates	30,500	-
Net cash provided by financing activities	416,462	421,123
Net decrease in cash	(50,919)	(97,262)
Cash and cash equivalents at beginning of period	72,932	170,194
Cash and cash equivalents at end of period	$22,013	$72,932
Supplemental disclosure of cash flow information:		
Cash paid for interest	$-	$-
Non-cash investing and financing transactions:		
Issuance of common stock to satisfy deferred compensation and accounts payable	$-	$277,570
Purchase of warrants for subscription receivable - affiliates	$134,650	$40,000

Forgiveness of deferred compensation - related parties	$1,685,252	$-
Conversion of debt and liabilities	$213,718	$-

BION ENVIRONMENTAL TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2018 AND 2017

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 Concentrated Animal Feeding Operations ("CAFO's"). Application of our technology and technology platform can simultaneously remediate environmental problems and improve operational/resource efficiencies by recovering value from the CAFOs' waste stream that has traditionally been wasted or underutilized, including renewable energy, nutrients (nitrogen and phosphorus--- in organic and conventional form) and clean water. 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). Our technology simultaneously enables the documentation of the remediation efforts thereby providing the basis to address concerns re sustainability and food safety. We are continually involved in research and development to upgrade and improve our technology and technology applications, including integration with third party technology. Bion provides comprehensive and cost-effective treatment of livestock waste onsite (and/or at nearby locations), while it is still concentrated and before it contaminates air, soil, groundwater aquifers and/or downstream waters, and, in certain configurations, can be optimized to maximize recovery of marketable nutrients for potential use as fertilizer (organic and/or inorganic) and/or feed additives plus renewable energy (and related environmental credits).
From 2014 through the current 2018 fiscal year, the Company has focused its research and development on augmenting the basic 'separate and aggregate' approach of its technology platform to provide additional flexibility and to increase recovery of marketable nutrient by-products (in organic and non-organic forms) and renewable energy production (either/both biogas and/or renewable electricity), thereby increasing potential related revenue streams and reducing dependence of its future projects on the monetization of nutrient reductions (which still remain a very important part of project revenue streams). Bion has worked on development of its third generation technology ("3G Tech") which is designed to: a) generate significantly greater value from the nutrients and renewable energy recovered from the waste stream, b) treat dry (poultry) waste streams as well as wet waste streams (dairy/beef cattle/swine), and c) while maintaining or improving environmental performance. This research and development effort also involves ongoing review of potential "add-ons" and applications to our technology platform for use in different regulatory and/or climate environments. These research and development activities have targeted completion of development of the next generation of Bion's technology and technology platform. We believe such activities will continue at least through the 2018 calendar year (and likely longer), subject to availability of adequate financing for the Company's operations, of which there is no assurance. Such activities may include design and construction of an initial, commercial-scale module utilizing our 3G Tech to assist in optimization efforts before construction of the full Kreider 2 project (see below).

For the past decade, Bion has been directed toward creating applications of our patented and proprietary waste management technologies and technology platform to pursue JVs in three main business opportunities:

2) Installation of Bion systems to retrofit and environmentally remediate existing large CAFOs ("Retrofits" and "Retrofit Projects") in selected markets where:

a) government policy supports such efforts (such as the Chesapeake Bay watershed, 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 new state-of-the-art large scale waste treatment facilities (now utilizing our 3G Tech) which may be developed in conjunction with new CAFOs in strategic locations that were previously impracticable due to environmental impacts or to treat the waste streams from one or more existing large livestock facilities ("Projects"). Some of these Projects may be either a) Integrated Projects as described below, b) 'central processing facilities' which receive the waste from multiple livestock facilities, c) Retrofit Projects or d) hybrids with elements of each of these types. Each version will be able to realize revenue from multiple revenue streams potentially generated by our 3G Tech.

3) Licensing and/or joint venturing of Bion's technology and applications (primarily) outside North America.

In both categories 1) and 2) above, the Company intends to directly participate (whether by joint venture agreement or other contractual arrangements) in the revenues of the Retrofits and Projects.

The opportunities described at 1) and 2) above each require substantial political and regulatory (federal, state and local) efforts on the part of the Company and a substantial part of Bion's efforts are focused on such political and regulatory matters. Bion currently intends to pursue the international opportunities primarily through the use of consultants with existing relationships in target countries.

At this time, our primary focus is on category 2) above using our 3G Tech to develop new (or expanded) large-scale Projects with strategic partners (including the Kreider 2 Project) on a joint venture (or other participating contractual form) basis. Bion's business model opens up the opportunity for JV's in various forms based upon the revenue generated by our 3G Tech platform from nutrient reductions, fertilizer co-products and renewable natural gas (which revenue streams will be secured through long term take-off agreements for each of these co-products) providing initial support for financing of required capital expenditures (whether equity or debt). We anticipate that these revenue streams will be supplemented by revenue realized from long-term premium pricing resulting from the sustainable branding opportunity. We believe that the branding opportunity may provide the single largestcontribution to the economic opportunity over time.

During 2008 the Company commenced actively pursuing the opportunity presented by environmental retrofit and remediation of the waste streams of existing CAFOs which effort has met with very limited success to date. The first commercial activity in this area is represented by our agreement with Kreider Farms ("KF"), pursuant to which the Kreider 1 system to treat KF's dairy waste streams to reduce nutrient releases to the environment while generating marketable nutrient credits and renewable energy was designed, constructed and entered full-scale operation during 2011. On January 26, 2009 the Board of the Pennsylvania Infrastructure Investment Authority ("Pennvest") approved a $7.75 million loan to Bion PA 1, LLC ("PA1"), a wholly-owned subsidiary of the Company, for the initial Kreider Farms project ("Kreider 1 System"). After substantial unanticipated delays, on August 12, 2010 PA1 received a permit for construction of the Kreider 1 System. Construction activities commenced during November 2010. The closing/settlement of the Pennvest Loan took place on November 3, 2010. PA1 finished the construction of the Kreider 1 System and entered a period of system 'operational shakedown' during May 2011. The Kreider 1 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 PADEP issued final permits for the Kreider 1 System (including the credit verification plan) on August 1, 2012 on which date the Company deemed that the Kreider 1 System was 'placed in service'. As a result, PA1 commenced generating nutrient reduction credits for potential sale while continuing to utilize the Kreider 1 System to test improvements and add-ons. However, to date liquidity in the Pennsylvania nutrient credit market has been slow to develop significant breadth and depth, which limited liquidity/depth has negatively impacted Bion's business plans and has resulted in challenges to monetizing the nutrient reductions created by PA1's existing Kreider 1 System and Bion's other proposed projects. These difficulties have prevented PA1 from generating any material revenues from the Kreider 1 System to date and raise significant questions as to when, if ever, PA1 will be able to generate such revenues from the Kreider 1 System. PA1 has had sporadic discussions/negotiations with Pennvest related to forbearance and/or re-structuring its obligations pursuant to the Pennvest Loan for more than four years. In the context of such discussions/negotiations, PA1 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 June 30, 2018. Due to the failure of the Pennsylvania nutrient reduction credit market to develop, the Company determined (on three separate occasions) that the carrying amount of the property and equipment related to the Kreider 1 System exceeded its estimated future undiscounted cash flows based on certain assumptions regarding timing, level and probability of revenues from sales of nutrient reduction credits. Therefore, PA1 and the Company recorded impairments related to the value of the Kreider 1 assets totaling $3,750,000 through June 30, 2015. During the 2016 fiscal year, PA1 and the Company recorded an additional impairment of $1,684,562 to the value of the Kreider 1 assets which reduced the value on the Company's books to zero. This impairment reflects management's judgment that the salvage value of the Kreider 1 assets roughly equals PA1's contractual obligations related to the Kreider 1 System, including expenses related to decommissioning of the Kreider 1 System, costs associated with needed capital upgrade expenses, and re-certification/ permitting amendments.

On September 25, 2014, Pennvest exercised its right to declare the Pennvest Loan in default and accelerated the Pennvest Loan and demanded that PA1 pay $8,137,117 (principal, interest plus late charges) on or before October 24, 2014. PA1 did not make the payment and does not have the resources to make the payments demanded by Pennvest. PA1 has commenced discussions and negotiations with Pennvest concerning this matter but Pennvest has rejected PA1's proposal made during the fall of 2014. No formal proposals are presently under consideration and only sporadic communication has taken place regarding the matters involved over the last 48 months. It is not possible at this date to predict the outcome of such this matter, but the Company believes that a loan modification agreement (coupled with an agreement regarding an update and re-start of full operations of the Kreider 1 System) may be reached in the future if/when a more robust market for nutrient reductions develops in Pennsylvania, of which there is no assurance. PA1 and Bion will continue to evaluate various options with regard to Kreider 1 over the next 30-180 days.

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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 has been (and is now) solely an obligation of PA1 since that date.

The economics (potential revenues, profitability and continued operation) of the Kreider 1 System are based almost entirely on the long term sale of nutrient (nitrogen and/or phosphorus) reduction credits to meet the requirements of the Chesapeake Bay environmental clean-up.

On May 5, 2016, Bion PA2 LLC ("PA2") executed a stand-alone joint venture agreement with Kreider Farms covering all matters related to development and operation of a system to treat the waste streams from Kreider's poultry facilities ("Kreider 2").

The Kreider projects are owned and operated by Bion through separate subsidiaries, in which Kreider has the option to acquire a noncontrolling interest. Substantial capital (equity and/or debt) has been and will continue to be expended on these projects. Additional funds will be required for continuing operations and additional capital expenditures for upgrades at Kreider 1 until sufficient revenues can be generated, of which there is no assurance. The Company anticipates that the Kreider 1 System will generate revenue primarily from the sale of nutrient reduction (and/or other) environmental credits. A portion of Bion's research and development activities has taken place at the Kreider 1 facility.

Kreider Farms – Initial 3G Tech Project

Bion is completing an envelope of policy change and technology pilots that will allow it to move forward with the first commercial scale 3G Tech project at Kreider Farms. Having recently received a Notice of Allowance of the initial 3G Tech patent, Bion is focused on two key tasks during the remainder of 2018 that will 'complete the envelope' and allow Bion to launch active development of the Kreider 2 poultry project in early 2019:

1. Support for adoption of PA SB 799: This will create a competitively-bid market for nutrient reductions/Credits that we believe will provide support for project financing for Kreider 2 prior to development of markets for the coproducts from Kreider 2 are established.
2. Installation of a small-scale 3G Tech ammonia recovery system to produce ammonium bicarbonate to be used for grower trials and to make application to OMRI for organic certification.

The 3G Tech Kreider 2 project is planned for two (or more) locations. It is intended to treat the waste from Kreider's 1,800 dairy cows and approximately six million egg layer chickens (with capacity for an additional three million layers). The Project will be designed for a capacity of 450 tons per day of waste and will remove nitrogen and phosphorus from the waste stream that will be converted into high-value coproducts instead of polluting local and downstream waters. The Project is planned to be built in three phases and may be expanded to include a 'central processing facility' with modules that will accept transported waste from the region on fee basis.

Bion has a long-standing relationship with Kreider Farms including a 2016 joint venture agreement related to this facility. Kreider has already made a significant investment in upgrading its poultry facilities to maximize the treatment and recovery efficiencies that can be achieved with Bion's technology. We are cautiously optimistic that once PA SB799 has been passed, a market will be put in place for long-term commercial sale of the nutrient reduction credits produced at Kreider 2. Bion anticipates that it may require up to 6 months after SB799 becomes law to develop the rules/regulations related to the competitive bidding program. If the competitive bidding is implemented, we intend to arrange project financing for the Kreider 2 Project during the first half of 2019.

Assuming there are positive developments related to the market for nutrient reductions 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 for its initial modules during fiscal year 2019. 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 which are anticipated to constitute the largest share of its revenues.

Bion's current long-term goal is to acquire or develop, or have in a development pipeline, 6 to 12 large Projects over the next 24 to 48 months.

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 and Midwest and Great Lakes states) and at the federal level EPA and the Department of Agriculture ("USDA") (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. The Company anticipates that such efforts will continue in Pennsylvania and other Chesapeake Bay watershed states throughout the next 12 months and in various additional states thereafter.

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 $3,018,000 and $2,463,000 during the years ended June 30, 2018 and 2017, respectively. At June 30, 2018, the Company has a working capital deficit and a stockholders' deficit of approximately $10,171,000 and $13,749,000, 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 (including potential agreements with strategic partners – both financial and ag-industry) to satisfy its current and future operating and capital expenditure requirements as it is not currently generating any significant revenues.

During the years ended June 30, 2018 and 2017, the Company received total proceeds of approximately $418,000 and $452,000 from the sale of its debt and equity securities. Proceeds during the 2018 and 2017 fiscal years have been lower than in earlier years which reduction has negatively impacted the Company's business development efforts.

During fiscal years 2018 and 2017, the Company continued to experience 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 4 and 6) and members of the Company's senior management have made loans to the Company. During the year ended June 30, 2018, senior management and certain core employees and consultants agreed to a one-time extinguishment of liabilities owed by the Company which in aggregate totaled $2,404,000. Additionally, the Company made reductions in its personnel during the years ended June 30, 2014 and 2015 and again during the year ended June 30, 2018. 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. If the Company does not have greater success in its efforts to raise needed funds during the remainder of the current fiscal year (and subsequent periods), management will need to consider deeper cuts (including additional personnel cuts) and curtailment of operations (including possibly Kreider 1 operations) and/or research and development activities.

The Company will need to obtain additional capital to fund its operations and technology development, to satisfy existing creditors, to develop Projects (including Integrated Projects) (including the Kreider 2 facility) and CAFO Retrofit waste remediation systems 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/or equity through joint ventures, strategic partnerships and/or sale of its equity securities (common, preferred and/or hybrid) and/or debt (including convertible) securities, and/or through use of 'rights' and/or warrants (new and/or existing) 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 companies like us), 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 limited and unsettled credit and capital markets presently existing for small companies like Bion.

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, PA1, and PA2; and its 58.9% owned subsidiary, Centerpoint Corporation ("Centerpoint"). All significant intercompany accounts and transactions have been eliminated in consolidation.

Cash and cash equivalents:

The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash and cash equivalents.

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 has elected to expense all costs and filing fees related to obtaining patents (resulting in no related asset being recognized in the Company's balance sheet) because the Company believes such costs and fees are immaterial (in the context of the Company's total costs/expenses) and have no direct relationship to the value of the Company's patents. 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.

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.

Concentrations of credit risk:
The Company's financial instruments that are exposed to concentrations of credit risk consist of cash. The Company's cash is in demand deposit accounts placed with federally insured financial institutions and selected brokerage accounts. Such deposit accounts at times may exceed federally insured limits. The Company has not experienced any losses on such accounts.
Noncontrolling interests:
In accordance with ASC 810, "Consolidation", the Company separately classifies noncontrolling interests within the equity section of the consolidated balance sheets and separately reports the amounts attributable to controlling and noncontrolling interests in the consolidated statements of operations. In addition the noncontrolling interest continues to be attributed its share of losses even if that attribution results in a deficit noncontrolling interest balance.
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.
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 is indeterminable at this time due to the nature of the arrangement with a state agency and the fact that it is in default. 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 the deferred compensation and convertible notes 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.

Income taxes:

The Company recognizes deferred tax assets and liabilities for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their tax bases, as well as net operating losses.

Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets or liabilities of a change in tax rates is recognized in the period in which the tax change occurs. A valuation allowance is provided to reduce the deferred tax assets by 100%, since the Company believes that at this time it is more likely than not that the deferred tax asset will not be realized.

The Company is no longer subject to U.S. federal and state tax examinations for fiscal years before 2009. Management does not believe there will be any material changes in the Company's unrecognized tax positions over the next 12 months.

The Company's policy is to recognize interest and penalties accrued on any unrecognized tax benefits as a component of income tax expense. As of June 30, 2018, there were no penalties or accrued interest amounts associated with any unrecognized tax benefits, nor was any interest expense recognized during the years ended June 30, 2018 and 2017.

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 or increase the earnings per share. During the years ended June 30, 2018 and 2017, 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 basic loss per share:

	June 30, 2018	June 30, 2017
Warrants	12,245,452	8,588,729
Options	6,827,225	4,545,037
Convertible debt	7,549,082	9,115,428
Convertible preferred stock	17,000	16,000

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The following is a reconciliation of the denominators of the basic and diluted loss per share computations for the years ended June 30, 2018 and 2017:

	Year ended June 30, 2018	Year ended June 30, 2017
Shares issued – beginning of period	24,748,213	23,573,057
Shares held by subsidiaries (Note 8)	(704,309)	(704,309)
Shares outstanding – beginning of period	24,043,904	22,868,748
Weighted average shares for fully vested stock bonuses	-	177,534
Weighted average shares issued during the period	395,155	413,649
Basic weighted average shares – end of period	24,439,059	23,459,931

Use of estimates:

In preparing the Company's consolidated financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Recent Accounting Pronouncements:

The Company continually assesses any new accounting pronouncements to determine their applicability. When it is determined that a new accounting pronouncement affects the Company's financial reporting, the Company undertakes a study to determine the consequences of the change to its financial statements and assures that there are proper controls in place to ascertain that the Company's financial statements properly reflect the change.

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09 "Revenue from Contracts from Customers," which supersedes the revenue recognition requirements in "Revenue Recognition (Topic 606)," 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 the exchange for those goods or services. ASU 2014-09 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2017 and earlier application is permitted only as of annual reporting periods beginning after December 15, 2016. Once the Company begins to generate revenue, the Company does not believe that this standard will cause a material change in the way that revenue would be recognized under the current standard.

In August 2014, the FASB issued ASU No. 2014-15, "Presentation of Financial Statements – Going Concern: Disclosures of Uncertainties about an Entity's Ability to Continue as a Going Concern." The new standard requires management to perform interim and annual assessments of an entity's ability to continue as a going concern within one year of the date the financial statements are issued. An entity must provide certain disclosures if conditions or events raise substantial doubt about the entity's ability to continue as a going concern. The guidance is effective for annual periods ending after December 15, 2016, and interim periods thereafter, early application is permitted. The adoption of ASU No. 2014-15 did not have a material impact on the Company's financial statements.

In May 2017, the FASB issued ASU No. 2017-09 "Scope of Modification Accounting" which clarifies when changes to the terms or conditions of a share-based payment awards must be accounted for as modifications. The new guidance will reduce diversity in practice and result in fewer changes to the terms of an award being accounted for as modifications. ASU No. 2017-09 will be applied prospectively to awards modified on or after the adoption date. The guidance is effective for annual periods, and interim periods within those annual periods beginning after December 15, 2017, with early adoption permitted. The Company does not anticipate any material impact on the Company's financial statements upon adoption.

3. PROPERTY AND EQUIPMENT:

Property and equipment consists of the following:

	June 30, 2018	June 30, 2017
Machinery and equipment	$2,222,670	$2,222,670
Buildings and structures	401,470	401,470
Computers and office equipment	171,613	171,613
	2,795,753	2,795,753
Less accumulated depreciation	(2,794,305)	(2,792,561)
	$1,448	$3,192

Management reviewed property and equipment for impairment as of June 30, 2016 and determined that the carrying amount of 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 potentially needed capital expenditures and it was also determined that the salvage value of the system components will be offset by contractual decommissioning obligations. Kreider 1 was measured at estimated fair value on a non-recurring basis using level 3 inputs, which resulted in an impairment of $1,684,562 of the property and equipment for the year ended June 30, 2016. As of June 30, 2016, the net book value of Kreider 1 was zero. As of June 30, 2018, management believes that no additional impairment exists.

Depreciation expense was $1,744 and $1,981 for the years ended June 30, 2018 and 2017, respectively.

4. LOANS PAYABLE - AFFILIATES:

During the year ended June 30, 2018, Dominic Bassani ("Bassani"), the Company's Chief Executive Officer, and Mark A. Smith ("Smith"), the Company's President, loaned the Company $12,500 and $18,000, respectively, for working capital needs. The loans were non-interest bearing, non-collateralized and Bassani's loan was repaid during the year ended June 30, 2018, while Smith elected to convert his loan into units of the Company's securities (Note 8).

5. DEFERRED COMPENSATION:

The Company owes deferred compensation to various employees, former employees and consultants totaling $421,641 and $2,107,262 as of June 30, 2018 and 2017, respectively. Included in the deferred compensation balances as of June 30, 2018, are $219,157 and $56,892 owed Bassani, and Smith, respectively, pursuant to extension agreements effective January 1, 2015, whereby unpaid compensation earned after January 1, 2015, accrues interest at 4% per annum and can be converted into shares of the Company's common stock at the election of the employee during the first five calendar days of any month. The conversion price shall be the average closing price of the Company's common stock for the last 10 trading days of the immediately preceding month. The deferred compensation owed Bassani, Smith and Edward Schafer ("Schafer"), the Company's Vice Chairman, as of June 30, 2017 was $974,929, $320,733 and $119,473, respectively. The Company also owes various consultants, pursuant to various agreements, for deferred compensation of $72,108 and $450,643 as of June 30, 2018 and 2017, respectively, with similar conversion terms as those described above for Bassani, Smith and Schafer, with the exception that the interest accrues at 3% per annum. Bassani and Smith have each been granted the right to convert up to $300,000 of deferred compensation balances at a price of $0.75 per share until December 31, 2019 (to be issued pursuant to the 2006 Plan). Smith has the right to convert all or part of his deferred compensation balance into the Company's securities (to be issued pursuant to the 2006 Plan) "at market" and/or on the same terms as the Company is selling or has sold its securities in its then current (or most recent if there is no current) private placement. The Company also owes a current employee deferred compensation of $984 which is convertible into 1,930 shares of the Company's common stock as of June 30, 2018 and, a former employee $72,500, which is not convertible and is non-interest bearing.

During the year ended June 30, 2018, Bassani, Smith and Schafer agreed to cancel deferred compensation owed them as of November 30, 2017 of $1,147,210, $416,656 and $121,386, respectively ($1,685,252 in aggregate). Various consultants also agreed to cancel deferred compensation as of November 30, 2017 totaling $718,580. The total deferred compensation that was cancelled during the year ended June 30, 2018 was $2,403,832, of which, the $1,685,252 owed related parties was recorded as an increase in additional paid in capital, while $718,580 was recorded as a gain from the extinguishment of liabilities. All deferred compensation agreements remain in effect and the Company accrued deferred compensation anew beginning December 1, 2017.

The Company recorded interest expense of $34,789 ($28,166 with related parties) and $55,569 ($43,943 with related parties) for the years ended June 30, 2018 and 2017, respectively.

6. LOAN PAYABLE:

PA1, the Company's wholly-owned subsidiary, owes $9,028,983 as of June 30, 2018 under the terms of the Pennvest Loan related to the construction of the Kreider 1 System including accrued interest and late charges totaling $1,274,983 as of June 30, 2018. The terms of the Pennvest Loan provided for funding of up to $7,754,000 which was 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% per annum for years 1 through 5 and 3.184% per annum for years 6 through maturity. The Pennvest Loan required minimum annual principal payments of approximately $3,502,000 in fiscal years 2013 through 2018, and $771,000 in fiscal year 2019, $794,000 in fiscal year 2020, $819,000 in fiscal year 2021, $846,000 in fiscal year 2022, $873,000 in fiscal year 2023 and $149,000 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 $197,494 and for both of the years ended June 30, 2018 and 2017, respectively. Based on the limited development of the depth and breadth of the Pennsylvania nutrient reduction credit market to date, PA1 commenced negotiations with Pennvest related to forbearance and/or re-structuring the obligations under the Pennvest Loan. In the context of such negotiations, PA1 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 June 30, 2018.

On September 25, 2014, Pennvest exercised its right to declare the Pennvest Loan in default and has accelerated the Pennvest Loan and demanded that PA1 pay $8,137,117 (principal, interest plus late charges) on or before October 24, 2014. PA1 did not make the payment and does not have the resources to make the payment demanded by Pennvest. PA1 has engaged in on/off discussions and negotiations with Pennvest concerning this matter but no such discussions/negotiations are currently active. As of the date of this report, no formal proposals are presently under consideration and only sporadic communication has taken place regarding the matters involved over the past 48 months. It is not possible at this date to predict the outcome of this matter, but the Company believes it is possible that an agreement may yet be reached that will result in a viable loan modification. Subject to the results of the negotiations with Pennvest and pending development of a more robust market for nutrient reductions in Pennsylvania, PA1 and Bion will continue to evaluate various options with regard to Kreider 1 over the next 30-180 days.

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. During August 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 PA1.

7. CONVERTIBLE NOTES PAYABLE - AFFILIATES:

January 2015 Convertible Notes

The January 2015 Convertible Notes accrue interest at 4% per annum and were due and payable on December 31, 2017. Effective June 30, 2017, the maturity dates were extended on the January 2015 Convertible Notes until July 1, 2019. The January 2015 Convertible Notes (including accrued interest, plus all future deferred compensation), are convertible, at the sole election of the noteholder, into Units consisting of one share of the Company's common stock and one quarter warrant to purchase a share of the Company's common stock, at a price of $0.50 per Unit until December 31, 2020. The warrant contained in the Unit shall be exercisable at $1.00 per share until December 31, 2020. The original conversion price of $0.50 per Unit approximated the fair value of the Units at the date of the agreements; therefore no beneficial conversion feature exists. 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 June 30, 2018, the January 2015 Convertible Note balances, including accrued interest, owed Bassani, Smith and Schafer were $1,669,342, $866,866 and $431,188, respectively. As of June 30, 2017, the January 2015 Convertible Note balances, including accrued interest, owed Bassani, Smith and Schafer were $1,610,760, $836,445 and $416,057, respectively. The Company recorded interest expense related to the January 2015 Convertible Notes of $104,135 for both of the years ended June 30, 2018 and 2017, respectively.

September 2015 Convertible Notes

During the year ended June 30, 2016, the Company entered into September 2015 Convertible Notes with Bassani, Schafer and a Shareholder which replaced previously issued promissory notes. The initial principal balances of the September 2015 Convertible Notes were $405,831, $16,382 and $82,921, respectively. The September 2015 Convertible Notes bear interest at 4% per annum, had maturity dates of December 31, 2017 and may be converted at the sole election of the noteholders into restricted common shares of the Company at a conversion price of $0.60 per share. As the conversion price of $0.60 approximated the fair value of the common shares at the date of the September 2015 Convertible Notes, no beneficial conversion feature exists. The balances of the September 2015 Convertible Notes as of June 30, 2018, including accrued interest, are $452,400, $18,224 and $87,196, respectively. The balances of the September 2015 Convertible Notes as of June 30, 2017, including accrued interest, were $435,229, $17,569 and $88,927, respectively. During the year ended June 30, 2018, Bassani and the Company agreed to split his original September 2015 Convertible Note into two replacement notes with all the terms remaining the same. One of the replacement notes' original principal is $130,000, which is being held by the Company as collateral for a subscription receivable promissory note from Bassani (Note 8).

Effective June 30, 2017, the maturity dates of the September 2015 Convertible Notes due Bassani and Schafer were extended until July 1, 2019 and during the year ended June 30, 2018, the maturity date of the note due a Shareholder was extended until July 1, 2019. Also during the year ended June 30, 2018, the Shareholder was paid $5,000 of principal related to his note.

The Company recorded interest expense of $21,094 and $20,205 for the years ended June 30, 2018 and 2017, respectively.

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 $100 per share by the Company three years after issuance and accordingly was classified as a liability. The 200 shares have reached their maturity date, but due to the cash constraints of the Company have not been redeemed.

During the years ended June 30, 2018 and 2017, the Company declared dividends of $2,000 and $2,000 respectively. At June 30, 2018, accrued dividends payable are $14,000. The dividends are classified as a component of operations as the Series B Preferred stock is presented as a liability in these financial statements.

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.

During the year ended June 30, 2017, the Company issued 205,499 shares of the Company's common stock at prices ranging from $0.75 to $1.02 per share for services valued at $158,636, in the aggregate, to consultants and employees.

During the year ended June 30, 2017, the Company issued 10,000 shares of the Company's restricted common stock upon receipt of its subscription receivable of $7,500 for the exercise of 10,000 warrants.

During the year ended June 30, 2017, the Company entered into multiple subscription agreements to sell units for $0.75 per unit, with each unit consisting of one share of the Company's restricted common stock and one warrant to purchase one half of a share of the Company's restricted common stock for $1.00 per share with varying expiry dates ranging from December 31, 2017 through June 30, 2018 and pursuant thereto, the Company issued 561,890 units for total proceeds of $421,413, net proceeds of $390,773 after commissions. The Company allocated the proceeds from the 561,890 shares and the 280,949 warrants based upon their relative fair values, using the share price on the day each of the subscription agreements were entered into and the fair value of the warrants, which was determined to be $0.05 per warrant. As a result, $11,701 was allocated to the warrants and $409,712 was allocated to the shares, and both were recorded as additional paid in capital.

During the year ended June 30, 2017, the Company sold 30,467 shares of the Company's common stock for $0.75 per share for total proceeds of $22,850.

During the year ended June 30, 2017, two consultants elected to convert $140,502 of deferred compensation into 184,542 shares of the Company's common stock at a conversion rates ranging from $0.75 to $0.84 per share. The Company also issued 79,614 warrants to purchase common shares of the Company for $1.00 per share with expiry dates of December 31, 2018 in conjunction with one of the conversions.
During the year ended June 30, 2017, Smith elected to convert deferred compensation and accounts payable of $75,000 and $62,067, respectively, into 182,758 units at $0.75 per unit, with each unit consisting of one share of the Company's restricted common stock and one warrant to purchase one half of a share of the Company's restricted common stock for $1.00 per share until March 31, 2018.
During the year ended June 30, 2018, the Company issued 57,790 shares of the Company's common stock at prices ranging from $0.52 to $0.91 per share for services valued at $42,583, in the aggregate, to two consultants and an employee.
During the year ended June 30, 2018, the Company entered into subscription agreements to sell units for $0.75 per unit, with each unit consisting of one share of the Company's restricted common stock and one warrant to purchase one half of a share of the Company's restricted common stock for $1.00 per share with expiry dates of June 30, 2018 and pursuant thereto, the Company issued 267,331 units for total proceeds of $200,496, net proceeds of $185,621 after commissions. The Company allocated the proceeds from the 267,331 shares and the 133,666 warrants based upon their relative fair values, using the share price on the day each of the subscription agreements were entered into and the fair value of the warrants, which was determined to be $0.05 per warrant. As a result, $6,152 was allocated to the warrants and $194,344 was allocated to the shares, and both were recorded as additional paid in capital.
During the year ended June 30, 2018, the Company entered into subscription agreements to sell units for $0.50 per unit, with each unit consisting of one share of the Company's restricted common stock and one warrant to purchase one half of a share of the Company's restricted common stock for $0.75 per share with expiry dates of September 30, 2018 and pursuant thereto, the Company issued 300,000 units for total proceeds of $150,000. The Company allocated the proceeds from the 300,000 shares and the 150,000 warrants based upon their relative fair values, using the share price on the day each of the subscription agreements were entered into and the fair value of the warrants, which was determined to be $0.05 per warrant. As a result, $4,991 was allocated to the warrants and $145,009 was allocated to the shares, and both were recorded as additional paid in capital.
During the year ended June 30, 2018, the Company entered into two subscription agreements to exercise certain warrants with expiry dates on or before March 31, 2018 and June 30, 2018, into restricted shares of the Company's common stock at a reduced exercise price of $0.50 for the period from March 1, 2018 to March 31, 2018 and May 18, 2018 through June 15, 2018, respectively. At March 31, 2018 the Company exercised its right to extend the first offering an additional 15 days to April 15, 2018 and therefore any warrants which would have expired on March 31, 2018 were automatically extended to April 15, 2018. On June 15, 2018 the Company exercised its right to extend the second offering an additional 15 days to June 30, 2018. As the $0.50 exercise price was a reduction from the original exercise price of $1.00, and due to the limited time in which the warrant holders had to subscribe, the reduction in the offering price was accounted for as an inducement and a conversion inducement of $10,784 was recorded. As a result of the offering, 135,681 warrants were exercised and 135,681 shares of the Company's restricted common stock were issued resulting in cash proceeds of $67,841 for the year ended June 30, 2018. In conjunction with the warrant exercises, 3,441 shares of common stock were issued as commissions and recorded to additional paid in capital.
During the year ended June 30, 2018, a consultant elected to convert $60,178 of deferred compensation into 120,356 units at $0.50 per unit, with each unit consisting of one share of the Company's restricted common stock and one warrant to purchase one half a share of the Company's restricted common stock. The 60,178 warrants to purchase common shares of the Company at $0.75 per share have expiry dates of September 30, 2018.
During the year ended June 30, 2018, Smith elected to convert deferred compensation, loan payable - affiliates and accounts payable of $70,000, $18,000 and $65,540, respectively, into an aggregate 307,080 units at $0.50 per unit, with each unit consisting of one share of the Company's restricted common stock and one warrant to purchase one half of a share of the Company's restricted common stock for $0.75 per share until December 31, 2020.

Warrants:
As of June 30, 2018, the Company had approximately 12.2 million warrants outstanding, with exercise prices from $0.75 to $3.00 and expiring on various dates through December 31, 2022.
The weighted-average exercise price for the outstanding warrants is $1.06, and the weighted-average remaining contractual life as of June 30, 2018 is 3.3 years.
During the year ended June 30, 2018, warrants to purchase 454,465 shares of common stock of the Company at prices between $1.00 and $2.50 per share expired.
During the year ended June 30, 2018, the Company entered into subscription agreements to sell units for $0.75 per unit, with each unit consisting of one share of the Company's restricted common stock and one warrant to purchase one half of a share of the Company's restricted common stock for $1.00 per share with expiry dates of June 30, 2018 and pursuant thereto, the Company issued 267,331 units for total proceeds of $200,496, net proceeds of $185,621 after commissions. The Company allocated the proceeds from the 267,331 shares and the 133,666 warrants based upon their relative fair values, using the share price on the day each of the subscription agreements were entered into and the fair value of the warrants, which was determined to be $0.05 per warrant. As a result, $6,152 was allocated to the warrants and $194,344 was allocated to the shares, and both were recorded as additional paid in capital. The Company also issued 89,485 warrants to purchase 89,485 shares of the Company's restricted common shares with an exercise price of $1.00 per share exercisable until June 30, 2019 as commissions related to the above sale of Units.
During the year ended June 30, 2018, the Company entered into subscription agreements to sell units for $0.50 per unit, with each unit consisting of one share of the Company's restricted common stock and one warrant to purchase one half of a share of the Company's restricted common stock for $0.75 per share with expiry dates of September 30, 2018 and pursuant thereto, the Company issued 300,000 units for total proceeds of $150,000. The Company allocated the proceeds from the 300,000 shares and the 150,000 warrants based upon their relative fair values, using the share price on the day each of the subscription agreements were entered into and the fair value of the warrants, which was determined to be $0.05 per warrant. As a result, $4,991 was allocated to the warrants and $145,009 was allocated to the shares, and both were recorded as additional paid in capital.
During the year ended June 30, 2017, the Company received an interest bearing, secured promissory note for $40,000 from Bassani as consideration to purchase warrants to purchase 800,000 shares of the Company's restricted common stock, which warrants are exercisable at $1.00 and have expiry dates of December 31, 2021 ("Bassani Warrant"). The promissory note bears interest at 4% per annum, was secured by a perfected security interest in the Bassani Warrant, and was payable on November 15, 2017. Effective November 7, 2017 an addendum to the promissory note changed the principal of the note to $41,513 (the original principal of $40,000 plus accrued interest of $1,513), changed the maturity date of the note to July 1, 2019 and the collateral was changed to Replacement Note 1 of Bassani's 2015 Convertible Note (Note 7) with a balance at November 7, 2017 of $130,000 which will be held by the Company.
During the year ended June 30, 2018, the Company received an interest bearing, secured promissory note for $88,250 from Bassani as consideration to purchase warrants to purchase 1,765,000 shares of the Company's restricted common stock, which warrants are exercisable at $0.75 and have expiry dates of December 31, 2020. The warrants have a 90% exercise bonus (Note 12). The promissory note bears interest at 4% per annum, is secured by Bassani's Replacement Note 1 of Bassani's 2015 Convertible Note (Note 7) with a balance at November 7, 2017 of $130,000, which will be held by the Company. The secured promissory note is payable on July 1, 2020.
During the year ended June 30, 2018, the Company received two interest bearing, secured promissory notes with an aggregate principal amount of $46,400 from two former employees as consideration to purchase warrants to purchase 928,000 shares of the Company's restricted common stock, which warrants are exercisable at $0.75 and have expiry dates of December 31, 2020. These warrants have a 90% exercise bonus (Note 12). The promissory notes bear interest at 4% per annum, are secured by a perfected security interest in the warrants, and are payable on July 1, 2020.

During the year ended June 30, 2018, the Company issued 670,000 warrants to Smith and 247,000 warrants to a former employee and a consultant to purchase in aggregate 917,000 shares of the Company's restricted common stock, which warrants are exercisable at $0.75 per share and have expiry dates of December 31, 2020. The warrants were in exchange for services expensed at $45,850, in aggregate ($33,500 to Smith). These warrants have a 90% exercise bonus (Note 12). The Company also issued 50,000 warrants to two consultants for services valued at $2,500, exercisable at $0.75 per share which expiry dates ranging from October 1, 2020 to December 31, 2023.

During the year ended June 30, 2018, a consultant elected to convert $60,178 of deferred compensation into 120,356 units at $0.50 per unit, with each unit consisting of one share of the Company's restricted common stock and one warrant to purchase one half a share of the Company's restricted common stock. The 60,178 warrants to purchase common shares of the Company at $0.75 per share have expiry dates of September 30, 2018.

During the year ended June 30, 2018, Smith elected to convert deferred compensation, loan payable - affiliates and accounts payable of $70,000, $18,000 and $65,540, respectively, into an aggregate 307,080 units at $0.50 per unit, with each unit consisting of one share of the Company's restricted common stock and one warrant to purchase one half of a share of the Company's restricted common stock for $0.75 per share until December 31, 2020.

During the year ended June 30, 2018, the Company agreed to extend the expiration dates of 5,773,706 warrants owned by certain individuals (including 5,329,869 owned by Bassani, 91,371 owned by Smith and 23,934 owned by Schafer) which were scheduled to expire at various dates ranging from December 31, 2017 through December 31, 2021. The Company recorded non-cash compensation expense related to the modification of the warrants of $296,852 ($265,353, $7,310 and $1,197 for Bassani, Smith and Schafer, respectively).

Stock options:

The Company's 2006 Consolidated Incentive Plan, as amended (the "2006 Plan"), provides for the issuance of options (and/or other securities) to purchase up to 30,000,000 shares of the Company's common stock. Terms of exercise and expiration of options/securities 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.

During the year ended June 30, 2017, the Company approved the issuance of 100,000 shares in stock bonuses to an employee and a consultant with various vesting dates from January 15, 2018 through January 15, 2020. In February 2018, the Board of Directors cancelled the stock bonuses previously approved. The Company recorded $22,321 and $37,105 of non-cash compensation related to the stock bonuses for the years ended June 30, 2018 and 2017, respectively.

During the year ended June 30, 2018, the Company approved the modification of existing stock options held by certain employees and consultants, which extended certain expiration dates. The modifications resulted in incremental non-cash compensation of $349,656 (including $119,350 and $68,000 for Bassani and Schafer, respectively).

The Company recorded compensation expense related to employee stock options of $1,369,350 and $152,333 for the years ended June 30, 2018 and 2017, respectively. The Company granted 2,647,500 and 319,500 options during the year ended June 30, 2018 and 2017, respectively.

The fair value of the options granted during the year ended June 30, 2018 and 2017 were estimated on the grant date using the Black-Scholes option-pricing model with the following assumptions:

	Weighted Average, June 30, 2018	Range, June 30, 2018	Weighted Average, June 30, 2017	Range, June 30, 2017
Volatility	74%	68%-75%	78%	73%-86%
Dividend yield	-	-	-	-
Risk-free interest rate	2.44%	1.75%-2.64%	1.17%	0.82% -1.44%
Expected term (years)	5	3-6	3.9	3-4

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 two years ended June 30, 2018 is as follows:

	Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life	Aggregate Intrinsic Value
Outstanding at July 1, 2016	4,225,537	$1.45	4.1	$ 158,675
Granted	319,500	0.97		
Exercised	-	-		
Forfeited	-	-		
Expired	-	-		
Outstanding at June 30, 2017	4,545,037	$1.42	2.9	$ 176,575
Granted	2,647,500	0.76		
Exercised	-	-		
Forfeited	-	-		
Expired	(365,312)	2.35		
Outstanding at June 30, 2018	6,827,225	$1.11	3.8	$ -
Exercisable at June 30, 2018	6,827,225	$1.11	3.8	$ -

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The following table presents information relating to nonvested stock options as of June 30, 2018:

	Options	Weighted Average Grant-Date Fair Value
Nonvested at July 1, 2017	25,000	$ 0.46
Granted	2,647,500	0.52
Vested	(2,672,500)	0.51
Nonvested at June 30, 2018	-	$ -

The total fair value of stock options that vested during the year ended June 30, 2018 and 2017 was $1,376,250 and $173,520 respectively. As of June 30, 2018, 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 years ended June 30, 2018 and 2017 are as follows:

	Year ended June 30, 2018	Year ended June 30, 2017
General and administrative:		
Fair value of stock/warrant bonuses expensed	$8,723	$15,021
Change in fair value from modification of option terms	243,761	166,031
Change in fair value from modification of warrant terms	163,956	-
Fair value of stock options expensed	782,135	129,081
Total	$1,198,575	$310,133
Research and development:		
Fair value of stock bonus expensed	$15,098	$22,084
Change in fair value from modification of option terms	105,895	11,440
Change in fair value from modification of warrant terms	132,896	-
Fair value of stock options expensed	587,215	23,252
Total	$841,104	$56,776

9. GAIN ON EXTINGUISHMENT OF LIABILITIES:

During the year ended June 30, 2018, the Company recognized other income due to the extinguishment of liabilities of $157,272, resulting from the legal release of certain accounts payable. These accounts payable were outstanding for over 6 years and the vendors had made no attempt to collect these amounts from the Company over the past several years. The extinguishment of liabilities was recorded after a review of the statute of limitations in the state in which the original liability was incurred and in which the Company operates its business, as applicable.

10. INCOME TAXES:

The reconciliation between the expected federal income tax benefit computed by applying the Federal statutory rate to loss before income taxes and the actual benefit for taxes on loss for the years ended June 30, 2018 and 2017 is as follows:

	2018	2017
Expected income tax benefit at statutory rate	$(1,025,000)	$(836,000)
State taxes, net of federal benefit	(110,000)	(75,000)
Deferred compensation	790,000	-
Permanent differences and other	3,000	3,000
Expiration of net operating allowances	1,201,000	-
Tax Cut and Jobs Act	(275,000)	-
Change in valuation allowance	(584,000)	908,000
Income tax benefit	$-	$-

The Company has net operating loss carry-forwards ("NOLs") for tax purposes of approximately $50,262,000 as of June 30, 2018. These NOLs expire on various dates through 2037.

The utilization of the NOLs may be limited under Section 382 of the Internal Revenue Code.

The Company's deferred tax assets for the years ended June 30, 2018 and 2017 are estimated as follows:

	2018	2017
NOL Carryforwards (Federal and State)	$12,394,000	$20,087,000
Stock-based compensation	4,244,000	5,589,000
Impairment	1,340,000	2,014,000
Deferred compensation	875,000	2,017,000
Gross deferred tax assets	18,853,000	29,707,000
Valuation allowance	(18,853,000)	(29,707,000)
Net deferred tax assets	$-	$-

The Company has provided a valuation allowance of 100% of its net deferred tax asset due to the uncertainty of generating future profits that would allow for the realization of such deferred tax assets.

11. 401(k) PLAN:

The Company has adopted the Bion Technologies, Inc. 401(k) Profit Sharing Plan and Trust (the "401(k) Plan"), a defined contribution retirement plan for the benefit of its employees. The 401(k) Plan is currently a salary deferral only plan and at this time the Company does not match employee contributions. The 401(k) is open to all employees over 21 years of age and no service requirement is necessary.

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12. 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. On February 10, 2015, the Company executed an Extension Agreement with Smith pursuant to which Smith extended his employment with the Company to December 31, 2015 (with the Company having an option to extend his employment an additional six months). As part of the Extension Agreement, the balance of Smith's existing convertible note payable as of December 31, 2014, adjusted for conversions subsequent to that date, was replaced with a new convertible note with an initial principal amount of $760,520 with terms that i) materially reduce the interest rate by 50% (from 8% to 4%), ii) increases the conversion price by 11% (from $0.45 to $0.50), iii) sets the conversion price at a fixed price so there can be no further reductions, iv) reduces the number of warrants received on conversion by 75% (from 1 warrant per unit to 1/4 per unit) and v) extends the maturity date to December 31, 2017. Additionally, pursuant to the Extension Agreement, Smith: i) will continue to defer his cash compensation ($18,000 per month) until the Board of Directors re-instates cash payments to all employees and consultants who are deferring their compensation, ii) cancelled 150,000 contingent stock bonuses previously granted to him by the Company, iii) has been granted 150,000 new options which vested immediately and iv) outstanding options and warrants owned by Smith (and his donees) have been extended and had the exercise prices reduced to $1.50 (if the exercise price exceeded $1.50). In October 2015, the Company executed an Extension Agreement ("FY2016 Extension Agreement") with Smith pursuant to which Smith extended his employment with the Company to June 30, 2016 (with Company having an option to extend his employment an additional six months). As part of the FY2016 Extension Agreement, Smith: i) will continue to defer his cash compensation ($19,000 per month) until the Board of Directors re-instates cash payments, ii) has been granted 100,000 new options which vested immediately, and iii) has been granted 75,000 shares of common stock as an extension bonus which are immediately vested and were issued on January 5, 2016. As of July 1, 2016, Smith is working under a month to month contract extension until a longer term agreement is reached. On October 10, 2016, the Company approved a month to month contract extension with Smith which includes provisions for i) issuance of 25,000 bonus shares of the Company's common shares on January 15, 2017 (which were subsequently cancelled), ii) grant of 75,000 options to purchase shares of the Company's common shares at $0.90 per share with expiry date of December 31, 2020, which options are subject to the exercise/extension bonus, iii) a monthly deferred salary of $18,000 effective October 1, 2016, iv) the right to convert up to $125,000 of his deferred compensation, at his sole election, at $0.75 per share, until March 15, 2018 (which was expanded on April 27, 2017 to the right to convert up to $300,000 of his deferred compensation, at his sole election, at $0.75 per share, until December 31, 2018), and v) the right to convert his deferred compensation in whole or in part, at his sole election, at any time in any amount at "market" or into securities sold in the Company's current/most recent private offering at the price of such offering to third parties.

Since March 31, 2005, the Company has had various agreements with Brightcap and/or Bassani, through which the services of Bassani are provided. The Board appointed Bassani as the Company's CEO effective May 13, 2011. During the fiscal years 2012 and 2013, Bassani entered into extension agreements whereby he was awarded fully vested stock grants totaling 600,000 shares, 500,000 shares of which were to be issued January 15, 2016 and 100,000 shares were to be issued January 15, 2017. The stock grants were expensed in the years they were awarded as they are fully vested. The stock grants were cancelled in October 2016. On February 10, 2015, the Company executed an Extension Agreement with Bassani pursuant to which Bassani extended the term of his service to the Company to December 31, 2017, (with the Company having an option to extend the term an additional six months.) As part of the agreement, the Company's then existing loan payable, deferred compensation and convertible note payable to Bassani, were restructured into two promissory notes as follows: a) The sum of the cash loaned by Bassani to the Company of $279,000 together with $116,277 of unreimbursed expenses through December 31, 2014, were placed into a new promissory note with initial principal of $395,277 which was due and payable on December 31, 2015 and now has been replaced with a September 2015 Convertible Note (Note 7). In connection with these sums and the new promissory note, Bassani was issued warrants to purchase 592,916 shares of the Company's common stock at a price of $1.00 until December 31, 2020; and b) the remaining balances of the Company's accrued obligations to Bassani ($1,464,545) were replaced with a new convertible promissory note with terms that compared with the largest prior convertible note obligation to Bassani: i) materially reduce the interest rate by 50% (from 8% to 4%), ii) increase the conversion price by 11% (from $0.45 to $0.50), iii) sets the conversion price at a fixed price so there can be no further reductions, iv) reduces the number of warrants received on conversion by 75% (from 1 warrant per unit to 1/4 per unit) and v) extended the maturity date to December 31, 2017 (Note 7). Additionally, pursuant to the Extension Agreement, Bassani i) will continue to defer his cash compensation ($31,000 per month) until the Board of Directors re-instates cash payments to all employees and consultants who are deferring their compensation, ii) cancelled 250,000 contingent stock bonuses previously granted to him by the Company, iii) has been granted 450,000 new options which vested immediately and iv) outstanding options and warrants owned by Bassani (and his donees) have been extended and had the exercise prices reduced to $1.50 (if the exercise price exceeded $1.50). During October 2016 Bassani was granted the right to convert up to $125,000 of his deferred compensation, at his sole election, at $0.75 per share, until March 15, 2018 (which was expanded on April 27, 2017 to the right to convert up to $300,000 of his deferred compensation, at his sole election, at $0.75 per share, until December 31, 2018). During February 2018, the Company agreed to the material terms for a binding two-year extension agreement for Bassani's services as CEO, while a detailed, fully executed agreement is still being negotiated and will be finalized in the future. Bassani's salary will remain $372,000 per year, which will continue to be accrued until there is adequate cash available while negotiations proceed toward the re-instatement of a least a partial cash payment. Additionally, the Company has agreed to pay him $2,000 per month to be applied to life insurance premiums. Further, Bassani was awarded 2,000,000 fully vested options to purchase common stock of the Company at $0.75 per share with an expiry date of December 31, 2022. Such options contain a 90% execution bonus and the options may be extended for an additional 5 years at $0.01 per share per extension year.

Execution/exercise bonuses:
As part of agreements the Company entered into with Bassani and Smith effective May 15, 2013, 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 (and/or their donees) 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. Effective January 1, 2016 such annual payments to extend warrant exercise periods have been reduced to $.01 per option or warrant.
During the year ended June 30, 2014, the Company extended 50% execution/exercise bonuses with the same terms as described above to Schafer and to Jon Northrop ("Northrop"), the Company's other board member.
During the year ended June 30, 2018, the Company extended 50% execution/exercise bonuses with the same terms as described above to all options and warrants issued prior to November 7, 2017, to an employee and two former employees who are now consultants.
During the year ended June 30, 2018, the Company increased the above 50% execution/exercise bonus on all outstanding options and warrants owned or acquired in the future by Bassani, Smith and Schafer to 75% (to the extent such existing exercise bonus is less than 75%).
During the year ended June 30, 2018, the Company issued 3,460,000 warrants (1,765,000 and 670,000 to Bassani and Smith, respectively) and 190,000 options to Schafer that have a 90% execution/exercise bonus attached.
As of June 30, 2018, the execution/exercise bonuses ranging from 50-90% were applicable to 6,634,600 of the Company's outstanding options and 11,632,095 of the Company's outstanding warrants.
Litigation:
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 PA1 pay $8,137,117 (principal, interest plus late charges) on or before October 24, 2014. PA1 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 PA1. No litigation has commenced related to this matter but such litigation is likely if negotiations do not produce a resolution (Notes 1 and Note 6).
The Company currently is not involved in any other material litigation.

13. SUBSEQUENT EVENTS:
The Company has evaluated events that occurred subsequent to June 30, 2018 for recognition and disclosure in the financial statements and notes to the financial statements.
From July 1, 2018 through September 21, 2018, the Company has issued 21,229 shares of the Company's common shares to an employee and a consultant for services valued at approximately $11,000.
From July 1, 2018 through September 21, 2018, the Company has sold to sell 708,960 Units of its securities at $0.50 per Unit for aggregate consideration of $354,480 and has entered into subscription agreements to sell 127,018 additional Units for aggregate consideration of $63,509. Each Unit consists of one share of common stock and a callable warrant to purchase ½ share of the Company's common shares at $0.75 per share until June 30, 2019.
On August 1, 2018, the Company granted 75,000 options to purchase common shares of the Company at $0.60 per share (with a 50% execution/exercise bonus) each to Northrup and a consultant, respectively. The options will vest on January 1, 2019 and have expiration dates of December 31, 2021.
On August 1, 2018, in the context of extending his agreement to provide services to the Company on a full time basis for an additional year (through December 31, 2022) plus 2 years after that on a part-time basis, the Company received an interest bearing secured promissory note for $300,000 from Bassani as consideration to purchase warrants to purchase 3,000,000 shares of the Company's restricted common stock, which warrants are exercisable at $0.60 and have expiry dates of June 30, 2025. The promissory note is secured by Bassani's $300,000 of January 2015 Convertible Note (Note 7).
On August 1, 2018, the Company received an interest bearing secured promissory note for $30,000 from Smith as consideration to purchase warrants to purchase 300,000 shares of the Company's restricted common stock, which warrants are exercisable at $0.60 and have expiry dates of June 30, 2023. The warrants have a 75% exercise bonus. The promissory note is secured by Smith's $30,000 of January 2015 Convertible Note (Note 7).
On August 22, 2018, the Company granted 100,000 options to purchase common shares of the Company at $0.75 per share (with a 50% execution/exercise bonus) to two employees and a consultant. the Company granted 100,000 options to purchase common shares of the Company at $0.75 per share (with a 75% execution/exercise bonus) to Smith. The options are fully vested and have expiration dates of December 31, 2022.
Effective August 27, 2018, the Company entered into a three month agreement with a consultant and authorized the issuance of 25,000 warrants exercisable at $0.74 per warrant on August 27, 2018, 50,000 warrants exercisable at $0.90 per warrant on September 27, 2018 and 50,000 warrants exercisable at $1.20 per warrant on October 27, 2018. The warrants expire two years after issuance.
On September 1, 2018, Smith converted accounts payable of approximately $13,000 and deferred compensation and accrued interest of approximately $87,000 into shares of the Company's common stock and warrants under terms similar to the current Unit offering. Smith's conversion resulted in the issuance of 200,000 shares of the Company's common stock and the issuance of 100,000 warrants.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunder duly authorized.

	BION ENVIRONMENTAL TECHNOLOGIES, INC.
Dated: September 24, 2018	By: /s/ Mark A. Smith Mark A. Smith, President and Chief Financial Officer (Principal Financial and Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

SIGNATURE	TITLE	DATE
/s/ Mark A. Smith Mark A. Smith	Executive Chairman, President, Chief Financial Officer and Director	September 24, 2018
/s/ Dominic Bassani Dominic Bassani	Chief Executive Officer	September 24, 2018
/s/ Jon Northrop Jon Northrop	Secretary and Director	September 24, 2018
/s/ Edward Schafer Edward Schafer	Vice Chairman and Director	September 24, 2018

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