

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended: March 31, 2014

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

For the transition period from _____ to _____

Commission File No.: 000-28865

AMINCOR, INC.

(Exact name of registrant as specific in its charter)

Nevada	30-0658859
(State or Other Jurisdiction	(I.R.S. Employer
of Incorporation or Organization)	Identification No.)

1350 Avenue of the Americas, 24th Floor
New York, NY 10019
(Address of Principal Executive Offices)

(347) 821-3452

(Registrant's Telephone Number, Including Area Code)

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

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

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

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒

(Do not check if a smaller reporting company)

Smaller reporting company ☐

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

As of May 15, 2014, there were 8,996,355 shares of Registrant's Class A Common Stock and 21,286,344 shares of Registrant's Class B Common Stock outstanding.

AMINCOR, INC.
REPORT ON FORM 10-Q
FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2014

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EXPLANATORY NOTE

In this Quarterly Report on Form 10-Q, unless the context indicates otherwise, the terms "Amincor," "Company," "Registrant," "we," "us" and "our" refer to Amincor, Inc., and its subsidiaries.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements that involve substantial risks and uncertainties. These forward-looking statements are not historical facts, but rather are based on current expectations, estimates and projections about us, our industry, our beliefs, and our assumptions. Words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," "would," "should," "scheduled," "projects," and variations of these words and similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and are subject to risks, uncertainties, and other factors, some of which are beyond our control and difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements.

The forward-looking statements in this Quarterly Report on Form 10-Q speak only as of the date hereof and caution should be taken not to place undue reliance on any such forward-looking statements. Forward-looking statements are subject to certain events, risks and uncertainties many of which are outside of our control. When considering forward-looking statements, you should carefully review the risks, uncertainties and other cautionary statements in this Quarterly Report on Form 10-Q as they identify certain important factors that could cause actual results to differ materially from those expressed in or implied by the forward-looking statements. These factors include, among others, the risks described below under Item 1A Risk Factors and elsewhere in this Quarterly Report on Form 10-Q. We do not undertake any obligation to update any forward looking statements.

We undertake no obligation to revise or publicly release the results of any revisions to these forward-looking statements or information. You should carefully review documents we file from time to time with the Securities and Exchange Commission. A number of factors may materially affect our business, financial condition, operating results and prospects. These factors include but are not limited to those set forth in our Annual Report on Form 10-K and elsewhere in this Quarterly Report on Form 10-Q. Any one of these factors may cause our actual results to differ materially from recent results or from our anticipated future results. You should not rely too heavily on the forward-looking statements contained in this Quarterly Report on Form 10-Q, because these forward-looking statements are relevant only as of the date they were made.

WHERE YOU CAN FIND MORE INFORMATION

We are required to file quarterly and annual reports and other information with the United States Securities and Exchange Commission ("SEC"). You may read and copy this information, for a copying fee, at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for more information on its Public Reference Room. Our SEC filings will also be available to the public from commercial document retrieval services, and at the Web site maintained by the SEC at <http://www.sec.gov>.

Our Company website is located at <http://www.amincorinc.com>.

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

Amincor, Inc. and Subsidiaries
Consolidated Condensed Balance Sheets
March 31, 2014 and December 31, 2013

<TABLE>

<CAPTION>

	March 31, 2014 ----- (unaudited) <C>	December 31, 2013 ----- (audited) <C>
ASSETS		
CURRENT ASSETS:		
Cash	\$ 105,693	\$ 295,793
Accounts receivable, net of allowance of \$584,853 and \$589,201 at March 31, 2014 and December 31, 2013, respectively	3,682,133	5,449,234
Inventories, net	952,413	838,164
Costs and estimated earnings in excess of billings on uncompleted contracts	29,141	40,049
Prepaid expenses and other current assets	1,208,964	458,065
	-----	-----
Total current assets	5,978,344	7,081,305
	-----	-----
PROPERTY, PLANT AND EQUIPMENT, NET		
Property, plant and equipment, net - continuing operations	11,874,801	12,260,857
Property held for investment	6,000,000	6,000,000
	-----	-----
Total property, plant and equipment, net	17,874,801	18,260,857
	-----	-----
OTHER ASSETS:		
Loan receivable, net of allowance of \$260,000 at March 31, 2014 and December 31, 2013	240,000	240,000
Goodwill	22,241	22,241
Other intangible assets	851,000	851,000
Other assets	44,873	53,648
Assets available for sale	2,086,433	2,086,433
	-----	-----
Total other assets	3,244,547	3,253,322
	-----	-----
Total assets	\$ 27,097,692 =====	\$ 28,595,484 =====

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Amincor, Inc. and Subsidiaries
Consolidated Condensed Balance Sheets
March 31, 2014 and December 31, 2013

<TABLE>

<CAPTION>

	March 31, 2014	December 31, 2013
	----- (unaudited)	----- (audited)
<S>	<C>	<C>
LIABILITIES AND (DEFICIT) EQUITY		
CURRENT LIABILITIES:		
Accounts payable	\$ 12,067,422	\$ 11,849,200
Assumed liabilities	1,372,003	1,409,295
Accrued expenses and other current liabilities	5,550,362	5,807,148
Loans payable to related party	9,498,948	8,493,689
Notes payable - current portion	8,394,047	7,957,909
Capital lease obligations - current portion	204,531	215,859
Billings in excess of costs and estimated earnings on uncompleted contracts	540,059	675,786
Deferred revenue	76,660	101,675
Current liabilities - discontinued operations	4,994,254	5,001,665
	-----	-----
Total current liabilities	42,698,286	41,512,226
	-----	-----
LONG-TERM LIABILITIES:		
Capital lease obligations - net of current portion	126,631	170,890
Due to related party	792,475	809,731
Notes payable - net of current portion	199,889	220,955
Other long-term liabilities	--	6,104
	-----	-----
Total long-term liabilities	1,118,995	1,207,680
	-----	-----
Total liabilities	43,817,281	42,719,906
	-----	-----
COMMITMENTS AND CONTINGENCIES		
(DEFICIT) EQUITY:		
AMINCOR SHAREHOLDERS' (DEFICIT) EQUITY:		
Convertible preferred stock, \$0.001 par value per share; 3,000,000 authorized, 1,752,823 issued and outstanding	1,753	1,753
Common stock - class A; \$0.001 par value; 22,000,000 authorized, 8,996,355 and 7,919,023 issued and outstanding as of March 31, 2014 and December 31, 2013, respectively	8,996	7,913
Common stock - class B; \$0.001 par value; 40,000,000 authorized, 21,286,344 issued and outstanding	21,286	21,286
Additional paid-in capital	87,464,792	87,201,076
Accumulated deficit	(103,704,965)	(100,852,132)
	-----	-----
Total Amincor shareholders' (deficit) equity	(16,208,138)	(13,620,104)
	-----	-----
NONCONTROLLING INTEREST DEFICIT:		
	(511,451)	(504,318)
	-----	-----
Total (deficit) equity	(16,719,589)	(14,124,422)
	-----	-----
Total liabilities and (deficit) equity	\$ 27,097,692	\$ 28,595,484
	=====	=====

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

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Amincor, Inc. and Subsidiaries
Consolidated Condensed Statements of Operations
Three Months Ended March 31,
(Unaudited)

<TABLE>

<CAPTION>

	2014	2013
	-----	-----
<S>	<C>	<C>
NET REVENUES	\$ 6,341,676	\$ 6,968,046
COST OF REVENUES	5,612,725	6,032,101
	-----	-----
Gross profit	728,951	935,945
SELLING, GENERAL AND ADMINISTRATIVE	2,948,498	3,068,991
	-----	-----
Loss from operations	(2,219,547)	(2,133,046)
	-----	-----
OTHER EXPENSES (INCOME):		
Interest expense, net	765,447	241,345
Other expense (income)	(122,306)	(70,587)
	-----	-----
Total other expenses (income)	643,141	170,758
	-----	-----
Loss before provision for income taxes	(2,862,688)	(2,303,804)
Provision for income taxes	--	--
	-----	-----
Net loss from continuing operations	(2,862,688)	(2,303,804)
	-----	-----
Income (loss) from discontinued operations	2,722	(181,276)
	-----	-----
Net loss	(2,859,966)	(2,485,080)
	-----	-----
Net loss attributable to non-controlling interests	(7,133)	(6,652)
	-----	-----
Net loss attributable to Amincor shareholders	\$ (2,852,833)	\$ (2,478,428)
	=====	=====
NET LOSS PER SHARE FROM CONTINUING OPERATIONS - BASIC AND DILUTED:		
Net loss from continuing operations	\$ (0.09)	\$ (0.08)
	=====	=====
Weighted average shares outstanding - basic and diluted	30,186,403	28,949,367
	=====	=====
NET LOSS PER SHARE ATTRIBUTABLE TO AMINCOR SHAREHOLDERS - BASIC AND DILUTED:		
Net loss attributable to Amincor shareholders	\$ (0.09)	\$ (0.09)
	=====	=====
Weighted average shares outstanding - basic and diluted	30,186,403	28,949,367
	=====	=====

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Amincor, Inc. and Subsidiaries
Consolidated Condensed Statement of Changes in Shareholders' (Deficit) Equity
Three Months Ended March 31, 2014 and 2013

<TABLE>

<CAPTION>

Amincor, Inc. and Subsidiaries						
	Convertible Preferred Stock		Common Stock - Class A		Common Stock - Class B	
	Shares	Amount	Shares	Amount	Shares	Amount
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Balances at December 31, 2012 (audited)	1,752,823	\$ 1,753	7,663,023	\$ 7,663	21,286,344	\$ 21,286
	=====	=====	=====	=====	=====	=====
Share based compensation of employees	--	--	--	--	--	--
Net loss	--	--	--	--	--	--
	-----	-----	-----	-----	-----	-----
Balances at March 31, 2013 (unaudited)	1,752,823	\$ 1,753	7,663,023	\$ 7,663	21,286,344	\$ 21,286
	=====	=====	=====	=====	=====	=====
Balances at December 31, 2013 (audited)	1,752,823	\$ 1,753	7,913,023	\$ 7,913	21,286,344	\$ 21,286
	=====	=====	=====	=====	=====	=====
Issuance of shares to officers for cash	--	--	1,083,332	1,083	--	--
Share based compensation of employees	--	--	--	--	--	--
Net loss	--	--	--	--	--	--
	-----	-----	-----	-----	-----	-----
Balances at March 31, 2014 (unaudited)	1,752,823	\$ 1,753	8,996,355	\$ 8,996	21,286,344	\$ 21,286
	=====	=====	=====	=====	=====	=====

Amincor, Inc. and Subsidiaries

	Additional Paid-in Capital	Accumulated Deficit	Non-controlling Deficit	Total (Deficit) Equity
	-----	-----	-----	-----
Balances at December 31, 2012 (audited)	\$ 86,549,322	\$ (84,342,834)	\$ (403,833)	\$ 1,833,357
	=====	=====	=====	=====
Share based compensation of employees	139,139	--	--	139,139
Net loss	--	(2,478,428)	(6,652)	(2,485,080)
	-----	-----	-----	-----
Balances at March 31, 2013 (unaudited)	\$ 86,688,461	\$ (86,821,262)	\$ (410,485)	\$ (512,584)
	=====	=====	=====	=====
Balances at December 31, 2013 (audited)	\$ 87,201,076	\$(100,852,132)	\$ (504,318)	\$(14,124,422)
	=====	=====	=====	=====
Issuance of shares to officers for cash	128,917	--	--	130,000
Share based compensation of employees	134,799	--	--	134,799
Net loss	--	(2,852,833)	(7,133)	(2,859,966)
	-----	-----	-----	-----
Balances at March 31, 2014 (unaudited)	\$ 87,464,792	\$(103,704,965)	\$ (511,451)	\$(16,719,589)
	=====	=====	=====	=====

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

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Amincor, Inc. and Subsidiaries
Consolidated Condensed Statements of Cash Flows
Three Months Ended March 31, 2014 and 2013
(Unaudited)

<TABLE>

<CAPTION>

	2014	2013
	-----	-----
<S>	<C>	<C>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss from continuing operations	\$ (2,862,688)	\$ (2,303,804)
Adjustments to reconcile net loss to net cash from continuing operations (used in) provided by operating activities:		
Depreciation and amortization of property, plant and equipment	433,505	457,344
Stock based compensation of employees	134,799	139,139
Provision for doubtful accounts	13,401	3,402
Changes in assets and liabilities:		
Accounts receivable	1,753,700	(53,806)
Inventories	(114,249)	60,800
Costs and estimated earnings in excess of billings on uncompleted contracts	10,908	(1,918)
Prepaid expenses and other current assets	189,814	349,657
Other assets	8,775	--
Accounts payable	218,222	364,233
Accrued expenses and other current liabilities	(256,786)	361,307
Billings in excess of costs and estimated earnings on uncompleted contracts	(135,727)	(214,217)
Deferred revenue	(25,015)	(36,116)
Other long-term liabilities	(6,104)	--
	-----	-----
NET CASH USED IN OPERATING ACTIVITIES - CONTINUING OPERATIONS	(637,445)	(873,979)
	-----	-----
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property and equipment	(47,449)	(20,873)
	-----	-----
NET CASH USED IN INVESTING ACTIVITIES - CONTINUING OPERATIONS	(47,449)	(20,873)
	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net proceeds/loans from related parties	988,003	1,342,116
Proceeds from issuance of common stock	130,000	--
Principal payments of capital lease obligations	(55,587)	(67,150)
Repayments of notes payable	(525,641)	(592,517)
Assumed liabilities	(37,292)	(348)
	-----	-----
NET CASH PROVIDED BY FINANCING ACTIVITIES - CONTINUING OPERATIONS	499,483	682,101
	-----	-----
NET CASH USED IN CONTINUING OPERATIONS	(185,411)	(212,751)
	-----	-----

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Amincor, Inc. and Subsidiaries
Consolidated Condensed Statements of Cash Flows
Three Months Ended March 31, 2014 and 2013
(Unaudited)

<TABLE>

<CAPTION>

	2014	2013
	-----	-----
<S>	<C>	<C>
Net cash used in operating activities - discontinued operations	(4,689)	(2,879)
Net cash provided by investing activities - discontinued operations	--	--
Net cash used in financing activities - discontinued operations	--	(7,827)
	-----	-----
NET CASH USED IN DISCONTINUED OPERATIONS	(4,689)	(10,706)
	-----	-----
Decrease in cash	(190,100)	(223,457)
Cash, beginning of period	295,793	357,029
	-----	-----
Cash, end of period	\$ 105,693	\$ 133,572
	=====	=====
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest	\$ 742,947	\$ 316,877
	=====	=====
Income taxes	\$ --	\$ --
	=====	=====
Non-cash investing and financing activities:		
Financing of insurance by notes payable	\$ 940,713	\$ 934,220
	=====	=====
Conversion of accounts payable to term notes payable	\$ --	\$ 155,965
	=====	=====
Acquisition of equipment by notes payable	\$ --	\$ 40,501
	=====	=====

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

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1. ORGANIZATION AND NATURE OF BUSINESS

Amincor, Inc. ("Amincor") is headquartered in New York, New York. As of March 31, 2014 and December 31, 2013 Amincor's had the following operating subsidiaries:

Advanced Waste & Water Technology, Inc. ("AWWT")
Baker's Pride, Inc. ("BPI")
Tyree Holdings Corp. ("Tyree")
Amincor Other Assets, Inc. ("Other Assets")

AWWT

AWWT performs water remediation services in the Northeastern United States and is headquartered in Farmingdale, New York. In addition to its fixed station operations AWWT is working with impacted water produces to provide water remediation equipment and services throughout the United States and select international markets. The services include water testing and evaluation, system engineering and design, system training servicing and maintenance.

BPI

BPI manufactures bakery food products, consisting primarily of several varieties of sliced and packaged private label bread in addition to fresh and frozen varieties of donuts, in the Midwest and Eastern region of the United States. BPI is headquartered and operates facilities in Burlington, Iowa.

TYREE

Tyree performs maintenance, repair and construction services to customers with underground petroleum storage tanks and petroleum product dispensing equipment. Complimenting these services, Tyree is engaged in environmental consulting, site assessment, analysis and management of site remediation for owners and operators of property with petroleum storage facilities. Tyree markets its services throughout the Northeast and Mid-Atlantic regions of the United States to national and multinational enterprises, as well as to local and national governmental agencies and municipalities. The majority of Tyree's revenue is derived from customers in the Northeastern United States. Tyree's headquarters are located in Mt. Laurel, New Jersey.

OTHER ASSETS

Other Assets was incorporated to hold real estate, equipment and loan receivables.

On April 30, 2013, Other Assets sold its 360,000 square foot facility located in Allentown, Pennsylvania. The property was sold for \$500,000, less outstanding taxes and costs due and owing on the property, for net sale proceeds of \$232,497.

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On December 19, 2013, Other Assets executed a promissory note against its property located in Pelham Manor, New York. The promissory note is for \$1.5 million and provides for interest only payments of \$15,000 per month, with the full principal balance due on January 1, 2015. The note carries an interest rate of 12.0% per annum.

DISCONTINUED OPERATIONS

On April 1, 2013, Amincor sold the business of a subsidiary, Environmental Quality Services ("EQS") to a former manager of the Company. EQS provided environmental and hazardous waste testing services in the Northeastern United States.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION

The accompanying consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the accounts of Amincor and all of its consolidated subsidiaries (collectively, the "Company"). All intercompany balances and transactions have been eliminated in consolidation.

USE OF ESTIMATES

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amount 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 periods. Significant estimates include the valuation of goodwill and intangible assets, the useful lives of tangible and intangible assets, depreciation and amortization of property, plant and equipment, allowances for doubtful accounts and inventory obsolescence, completion of contracts and loss contingencies on particular uncompleted contracts and the valuation allowance on deferred tax assets. Actual results could differ from those estimates.

REVENUE RECOGNITION

BPI

Revenue is recorded net of discounts and is recognized upon the sale of products when title to the goods has passed, the price to the customer is fixed and determinable, and collection from the customer is reasonably assured. Those conditions are typically satisfied when goods are delivered to BPI's shipping dock, and are made available for pick-up by the customer, at which point the title passes to the customer. Customer sales discounts are accounted for as reductions of revenues in the same period the related sales are recorded.

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TYREE

Maintenance and repair services for several retail petroleum customers are performed under multi-year, unit price contracts ("Tyree Contracts"). Under these agreements, the customer pays a set price per contracted retail location per month and Tyree provides a defined scope of maintenance and repair services at these locations on an on-call or as scheduled basis. Revenue earned under Tyree Contracts is recognized each month at the prevailing rate per location unit price. Revenue from other maintenance and repair services is recognized as these services are rendered.

Tyree uses the percentage-of-completion method on construction services, measured by the percentage of total costs incurred to date to estimated total costs for each contract. This method is used because management considers costs to date to be the best available measure of progress on these contracts.

Provisions for estimated losses on uncompleted contracts are made in the period in which overall contract losses become probable. Changes in job performance, job conditions and estimated profitability, including those arising from final contract settlements, may result in revisions to costs and income. These revisions are recognized in the period in which it is probable that the customer will approve the variation and the amount of revenue arising from the revision can be reliably measured. An amount equal to contract costs attributable to claims is included in revenues when negotiations have reached an advance stage such that it is probable that the customer will accept the claim and the amount can be measured reliably.

The asset account "Costs and estimated earnings in excess of billings on uncompleted contracts," represents revenues recognized in excess of amounts billed.

The liability account, "Billings in excess of cost and estimated earnings on uncompleted contracts," represents billings in excess of revenues recognized.

AWWT

AWWT provides water remediation and logistics services for its clients which include any business that produces waste water. AWWT invoices clients based on bills of lading, which specify the quantity and type of water treated. Revenue is recognized as water remediation services are performed.

ACCOUNTS RECEIVABLE

Accounts receivable represents amounts due from customers and is reported net of an allowance for doubtful accounts. The allowance for doubtful accounts is based on management's estimate of the amount of receivables that will actually be collected after analyzing the credit worthiness of its customers and historical experience, as well as the prevailing business and economic environment.

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Accounts are written off when significantly past due and after exhaustive efforts at collection. Recoveries of accounts receivables previously written off are recorded as income when subsequently collected.

Tyree's accounts receivable for maintenance and repair services and construction contracts are recorded at the invoiced amount and do not bear interest. Tyree, BPI, and AWWT extend unsecured credit to customers in the ordinary course of business but mitigate the associated risks by performing credit checks and actively pursuing past due accounts. Tyree follows the practice of filing statutory "mechanics" liens on construction projects where collection problems are anticipated.

ALLOWANCE FOR LOAN LOSSES

The Company performs ongoing credit evaluations of its loans receivable and provides an allowance for loan losses based on the payee's credit evaluation, current financial condition, and collection history. When it is determined that it is more likely than not that the scheduled payments of principal and interest under the terms of the loan will not be received when due, an allowance for loan losses is established, based upon management's estimate of the amount of the loan that will actually be collected.

INVENTORIES

Inventories are stated at the lower of cost or market using the first-in, first-out method. Market is determined based on the net realizable value with appropriate consideration given to obsolescence, excessive levels and other market factors. An inventory reserve is recorded if the carrying amount of the inventory exceeds its estimated market value.

PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation is calculated using the straight-line method over the estimated useful lives of the respective assets. Leasehold improvements are amortized over the lesser of their estimated useful lives or the remaining lease terms. Expenditures for repairs and maintenance are charged to operations as incurred. Renewals and betterments are capitalized. Upon the sale or retirement of an asset, the related costs and accumulated depreciation are removed from the accounts and any gain or loss is recognized in the results of operations.

PROPERTY HELD FOR INVESTMENT

Property held for investment consists of property in Pelham Manor, New York. The value of the property is based on the fair value of the property.

GOODWILL AND INTANGIBLE ASSETS

Goodwill represents the cost of acquiring a business that exceeds the net fair value ascribed to its identifiable assets and liabilities. Goodwill and indefinite-lived intangibles are not subject to amortization but are tested for impairment annually and whenever events or circumstances change, such as a significant adverse change in the economic climate that would make it more likely than not that impairment may have occurred. If the carrying value of goodwill or an indefinite-lived intangible asset exceeds its fair value, an impairment loss is recognized.

IMPAIRMENT OF LONG-LIVED ASSETS

The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying value of the asset may not be recoverable. The Company assesses recoverability by determining whether the net book value of the related asset will be recovered through the projected undiscounted future cash flows of the asset. If the Company determines that the carrying value of the asset may not be recoverable, it measures any impairment based on the asset's fair value as compared to the asset's carrying value.

EARNINGS (LOSS) PER SHARE

Basic earnings (loss) per share is computed by dividing net income (loss) available to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted earnings (loss) per share considers the potential dilution that could occur if securities or other contracts to issue common stock were exercised or could otherwise cause the issuance of common stock. Such contracts include stock options and convertible preferred stock, which when exercised or converted into common stock would cause the issuance of common stock that then would share in earnings (loss). Such potential additional common shares are included in the computation of diluted earnings per share. Diluted loss per share is not computed for the three months ended March 31, 2014 and 2013 because any potential additional common shares would reduce the reported loss per share and therefore have an antidilutive effect.

SHARE-BASED COMPENSATION

All share-based awards are measured based on their grant date fair values and are charged to expenses over the period during which the required services are provided in exchange for the award (the vesting period). Share-based awards are subject to specific vesting conditions. Compensation cost is recognized over the vesting period based on the grant date fair value of the awards and the portion of the award that is ultimately expected to vest.

Certain reclassifications have been made to the accompanying consolidated financial statements of prior periods to conform to the current period's presentation.

3. GOING CONCERN

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has suffered recurring net losses from operations and had a working capital deficit of \$36,719,942 and a (deficit) equity of \$16,719,589 as of March 31, 2014, which raises substantial doubt about the Company's ability to continue as a going concern. Our auditors have stated, in their report dated April 15, 2014, that there is substantial doubt on the Company's ability to continue operations as a going concern due to our recurring net losses from operations, and significant deficits in working capital and equity. The Company's ability to continue as a going concern is dependent upon its ability to raise additional funds through debt and equity financing, and to achieve profitable operations. Management's plans to continue as a going concern and to achieve a profitable level of operations are as follows:

- * Advanced Waste & Water Technology, Inc.
 - * Successfully selling large-scale waste water treatment equipment through AWWT's established licensing agreement.
 - * Acquiring the company with which AWWT has established its licensing agreement.
- * Baker's Pride, Inc.
 - * Securing additional donut and bread customers to increase the utilization of existing plant assets and place significant and competitive bids to strategic players within the fresh bread manufacturing industry, as well as increase revenues from its existing customers,
 - * Increasing co-pack donut, bread and bun business once the existing plant assets are operating at maximum capacity,
 - * Negotiating with its commercial bank to commence paying principal payments on its bridge loan, which matures on September 1, 2014, when BPI's cash flow improves.
- * Tyree Holdings Corp.
 - * Increasing sales of the environmental business unit to existing customers and bid on additional jobs outside of Tyree's current customer base. Tyree's ability to succeed in securing additional environmental business depends on the ability of one of Tyree's primary customers to secure remediation work by bidding environmental liabilities currently present on gasoline stations and referring this work to Tyree,

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- * Evaluating Tyree's construction and maintenance business units with respect to their ability to increase margins and operate profitably independent of each other,
- * Liquidating excess inventory that will not be utilized in the normal course of operations during the next six months to generate additional working capital.

- * Amincor Other Assets, Inc.
 - * Liquidating assets held for sale to provide working capital to the Company's subsidiaries,
 - * Renting assets held for sale until they can be sold.

- * Amincor, Inc.
 - * Securing new financing from a financial institution to provide needed working capital to the subsidiary companies.

While management believes that it will be able to continue to raise capital from various funding sources in such amounts sufficient to sustain operations at the Company's current levels through at least March 31, 2015, if the Company is not able to do so and if the Company is unable to become profitable for the next twelve months through March 31, 2015, the Company would likely need to modify its plans and/or cut back on its operations. If the Company raises additional funds through the issuance of equity securities, substantial dilution to existing shareholders may result. However, if management's plans are not achieved, if significant unanticipated events occur, or if the Company is unable to obtain the necessary additional funding on favorable terms or at all, management would likely have to modify its business plans to continue as a going concern. The consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

4. DISCONTINUED OPERATIONS

The Company discontinued the operations of EQS when it was sold on April 1, 2013 and the loss from discontinued operations in the accompanying consolidated financial statements for the three months ended March 31, 2013 primarily relates to EQS. Liabilities related to EQS and previously discontinued operations are presented separately on the consolidated balance sheets as of March 31, 2014 and December 31, 2013. Changes in net cash from discontinued operations are presented in the accompanying consolidated statements of cash flows for the three months ended March 31, 2014 and 2013. All prior period information has been reclassified to conform to the current period presentation.

The following amounts have been segregated from continuing operations and reported as discontinued operations:

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	For The Three Months Ended March 31,	
	2014	2013
	-----	-----
Results From Discontinued Operations:		
Net revenues from discontinued operations	\$ --	\$ 233,658
	=====	=====
Income (loss) from discontinued operations	\$ 2,722	\$ (181,276)
	=====	=====

Assets held for sale (which is recorded separately on the consolidated balance sheets) are the only remaining assets related to the discontinued operations. The following is a summary of the liabilities of the discontinued operations:

	March 31, 2014	December 31, 2013
	-----	-----
Accounts payable	\$3,938,221	\$3,945,632
Accrued expenses and other current liabilities	1,056,033	1,056,033
	-----	-----
Total liabilities	\$4,994,254	\$5,001,665
	=====	=====

The Company will continue to provide administrative services for the discontinued entities until their liquidation is completed.

5. INVENTORIES

Inventories consist of:

- * Raw materials, construction and service maintenance parts
- * Baking ingredients
- * Finished bakery goods

A summary of inventory as of March 31, 2014 and December 31, 2013 is below:

	March 31, 2014	December 31, 2013
	-----	-----
Raw materials	\$1,250,905	\$1,316,364
Ingredients	333,605	254,492
Finished goods	173,345	72,750
	-----	-----
	1,757,855	1,643,606
Inventory reserves	805,442	805,442
	-----	-----
Inventories, net	\$ 952,413	\$ 838,164
	=====	=====

6. PROPERTY, PLANT AND EQUIPMENT

As of March 31, 2014 and December 31, 2013, property, plant and equipment from continuing operations consisted of the following:

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	Useful Lives (Years)	March 31, 2014	December 31, 2013
<S>	<C>	<C>	<C>
Land	n/a	\$ 430,000	\$ 430,000
Machinery and equipment	2-10	15,177,814	15,147,163
Furniture and fixtures	5-10	169,258	169,258
Building and leasehold improvements	10	3,443,598	3,443,598
Computer equipment and software	5-7	842,989	838,466
Property Held for Investment	n/a	6,000,000	6,000,000
Vehicles	3-10	446,692	437,042
		26,510,351	26,465,527
Less accumulated depreciation		8,635,550	8,204,670
		\$17,874,801	\$18,260,857

</TABLE>

Total depreciation expense related to continuing operations for the three months ended March 31, 2014 and 2013 was \$433,505 and \$457,344, respectively.

7. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

During the years ended December 31, 2013 and 2012, Tyree did not file certain required payroll tax returns on a timely basis and did not properly pay its payroll tax liabilities, including trust funds withheld on behalf of its employees. Through the assistance of an outside payroll services company, Tyree filed all delinquent payroll tax returns during the fourth quarter of 2013 and is currently in negotiations with federal and various state authorities to settle its remaining payroll tax obligations. Tyree estimates that its outstanding payroll tax liability, including penalties and interest, was approximately \$2.5 million as of March 31, 2014.

During the year ended December 31, 2013, Tyree did not file required sales tax returns in various jurisdictions. Tyree subsequently filed the required returns and is currently in negotiations with various state authorities to settle the remaining sales tax liability. Tyree estimates that its outstanding sales tax liability, including penalties and interest, is approximately \$1.3 million as of March 31, 2014.

8. LONG-TERM DEBT

Long-term debt consists of the following as of March 31, 2014 and December 31, 2013:

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	March 31, 2014	December 31, 2013
	-----	-----
Equipment loans payable, collateralized by the assets purchased, and bearing interest at annual fixed rates ranging from 8.00% to 15.00% as of March 31, 2014 and December 31, 2013 with principal and interest payable in installments through July 2014	\$ 280,912	\$ 355,056
Promissory notes converted from accounts payable, with an imputed interest rate of 10%. Payment terms are from 12 to 36 months	2,781,236	2,884,937
Promissory notes payable, with accrued interest, to three former stockholders of a predecessor company. These notes are unsecured and are subordinate to the Company's senior debt. The notes matured and are in default as of March 31, 2014 and bear interest at an annual fixed rate of 6.00%	500,000	500,000
Note payable to insurance company, with accrued interest. Payable in monthly installments of principal and interest through January 2015. The annual interest rate is 4.78%	595,713	--
Note payable to a commercial bank. Payable in monthly installments of principal and interest through March 2015. The annual interest rate is 7.25%	170,817	188,613
Bridge loan with a commercial bank, collateralized by property, plant and equipment in addition to assets purchased, and bearing interest at 2.75% above the U.S. Prime Rate with a floor of 5.00% and a ceiling of 7.00%. The loan matures on September 1, 2014.	2,749,985	2,749,985
Promissory note payable, collateralized by property. Payable in monthly installments of interest only bearing an interest rate of 12.00%. The loan matures on January 1, 2015 at which time the entire unpaid principal amount and all accrued interest is fully due and payable.	1,515,273	1,500,273
	-----	-----
Total	8,593,936	8,178,864
Less current portion	8,394,047	7,957,909
	-----	-----
Long-term portion	\$ 199,889	\$ 220,955
	=====	=====

9. RELATED PARTY TRANSACTIONS

Related parties are natural persons or other entities that have the ability, directly or indirectly, to control another party or exercise significant influence over the other party in making financial and operating decisions. Related parties include other parties that are subject to common control or that are subject to common significant influences.

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LOANS PAYABLE

Loans from a related party consist of the following at:

	March 31, 2014	December 31, 2013
	-----	-----
Loan and security agreement with Capstone Capital Group, LLC which matures on October 31, 2016 bearing interest at 18% per annum. Maximum borrowing of \$8,000,000	\$ 7,172,895	\$ 6,001,021
Loan and security agreement with Capstone Capital Group, LLC which matures on May 15, 2015 bearing interest at 18% per annum. Maximum borrowing of \$1,000,000	377,092	427,069
Short-term accounts receivable financing arrangement with Capstone Business Funding, LLC. No maturity date is specified. Interest is charged at variable rates based upon collection days outstanding	1,944,031	2,060,730
Loan and security agreement with Stephen Tyree which matures on November 5, 2014 bearing interest at 5.0% per annum.	4,930	4,869
	-----	-----
Total loans and amounts payable to related parties	\$ 9,498,948	\$ 8,493,689
	=====	=====

Interest expense for these loans amounted to \$660,960 and \$125,388 for the three months ended March 31, 2014 and 2013, respectively.

MANAGEMENT FEES

The Company maintains an informal management services agreement with Capstone Credit Group, LLC to provide office space, back office services and other various services from time to time for a monthly fee. Management fees are due and payable monthly and the Company recorded management fee income of \$75,000 and \$45,000 for the three months ended March 31, 2014 and 2013, respectively. As of March 31, 2014, \$45,000 of accrued management fees remained unpaid. There were no unpaid management fees as of December 31, 2013.

10. SHARES OF COMMON STOCK ISSUED

On January 9, 2014 the Company issued 1,083,332 shares of Class A Voting common shares to certain officers of the Company in exchange for \$130,000. The Company's Class A shares were valued using a \$0.12 valuation, which was the market price for the Company's Class A shares on January 9, 2014.

11. SHARE-BASED COMPENSATION

The Company does not have a formally adopted share-based compensation plan. Stock option grants have been made as determined by the Board of Directors.

During the three months ended March 31, 2014, the Company's Board of Directors granted 635,000 common stock Class A options to the President, Vice-President and Interim Chief Financial Officer, certain management and employees of the Company, certain officers and employees of its subsidiary companies, and certain

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non-employees of the Company, at an exercise price of \$0.50. No common stock options were granted in the three months ended March 31, 2013. Stock based compensation expense totaled \$134,799 and \$139,139 for the three months ended March 31, 2014 and 2013, respectively. 50% of the options vest and become exercisable on the first anniversary of the grant date and the remaining 50% vest on the second anniversary of the grant date, provided that the individual is employed by the Company on such anniversary date.

The Company estimates the fair value of the stock options on the date of the grant using the Black-Scholes option model, which requires the input of subjective assumptions. These assumptions include the estimated volatility of the Company's common stock price of the expected term, the fair value of the Company's stock, the risk-free interest rate and the dividend yield. Changes in the subjective assumptions can materially affect the estimated fair value of stock compensation.

12. OPERATING SEGMENTS

The Company is organized into five operating segments: (1) Amincor, (2) Other Assets, (3) AWWT (4) BPI, and (5) Tyree. Assets related to discontinued operations ("Disc. Ops") are also presented below where relevant. Segment information is as follows:

	March 31, 2014	December 31, 2013
	-----	-----
Total Assets:		
Amincor	\$ 148,711	\$ 362,839
Other Assets	8,452,170	8,446,271
AWWT	359,531	354,264
BPI	11,253,154	11,313,853
Tyree	6,884,126	8,118,257
	-----	-----
Total assets	\$ 27,097,692	\$ 28,595,484
	=====	=====
	March 31, 2014	December 31, 2013
	-----	-----
Total Goodwill:		
Amincor	\$ --	\$ --
Other Assets	--	--
AWWT	22,241	22,241
BPI	--	--
Tyree	--	--
	-----	-----
Total goodwill	\$ 22,241	\$ 22,241
	=====	=====

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	March 31, 2014	December 31, 2013
	-----	-----
Total Other Intangible Assets:		
Amincor	\$ --	\$ --
Other Assets	--	--
AWWT	--	--
BPI	--	--
Tyree	851,000	851,000
	-----	-----
Total other intangible assets	\$ 851,000	\$ 851,000
	=====	=====
	Three Months Ended March 31, 2014	2013
	-----	-----
Net Revenues:		
Amincor	\$ --	\$ --
Other Assets	--	--
AWWT	114,503	53,216
BPI	1,207,296	54,808
Tyree	5,019,877	6,860,022
	-----	-----
Net revenues	\$ 6,341,676	\$ 6,968,046
	=====	=====
	Three Months Ended March 31, 2014	2013
	-----	-----
Income (loss) before Provision for Income Taxes:		
Amincor	\$ (178,857)	\$ 150,219
Other Assets	(69,830)	(30,126)
AWWT	(29,234)	(17,038)
BPI	(1,871,403)	(1,750,171)
Tyree	(713,364)	(656,688)
	-----	-----
Income (loss) before Provision for Income Taxes	\$ (2,862,688)	\$ (2,303,804)
	=====	=====
	Three Months Ended March 31, 2014	2013
	-----	-----
Depreciation of Property and Equipment:		
Amincor	\$ --	\$ --
Other Assets	--	--
AWWT	12,225	11,818
BPI	296,360	294,301
Tyree	124,920	151,225
	-----	-----
Total depreciation of property and equipment	\$ 433,505	\$ 457,344
	=====	=====

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	Three Months Ended March 31,	
	2014	2013
	-----	-----
Interest Expense - net:		
Amincor	\$ (174,532)	\$ (136,619)
Other Assets	35,000	(7,247)
AWWT	--	2,997
BPI	406,344	169,327
Tyree	498,635	212,887
	-----	-----
Total interest expense, net	\$ 765,447	\$ 241,345
	=====	=====

13. COMMITMENTS AND CONTINGENCIES

CONTINGENCIES/LEGAL MATTERS:

Amincor and its subsidiaries are, from time to time, involved in ordinary and routine litigation. Management presently believes that the ultimate outcome of these proceedings individually or in the aggregate, will not have a material adverse effect on the Company's financial position, results of operations or cash flows. Nevertheless, litigation is subject to inherent uncertainties and unfavorable rulings could occur. An unfavorable ruling could include monetary damages and, in such event, could result in a material adverse impact on the Company's financial position, results of operations or cash flows for the period in which the ruling occurs.

AMINCOR

On July 6, 2012, SFR Holdings, Ltd., Eden Rock Finance Master Limited, Eden Rock Asset Based Lending Master Ltd., Eden Rock Unleveraged Finance Master Limited, SHK Asset Backed Finance Limited, Cannonball Plus Fund Limited and Cannonball Stability Fund, LP (collectively, the "Plaintiffs") commenced an action in the Supreme Court of the State of New York County of New York against Amincor, Inc., Amincor Other Assets, Inc., their officers and directors, John R. Rice III, Joseph F. Ingrassia and Robert L. Olson and various other entities affiliated with or controlled directly or indirectly by John R. Rice III and Joseph F. Ingrassia (collectively the "Defendants"). Plaintiffs allege that Defendants engaged in wrongful acts, including fraudulent inducement, fraud, breach of fiduciary duty, unjust enrichment, fraudulent conveyance and breach of contract. Plaintiffs are seeking compensatory damages in an amount in excess of \$150,000 to be determined at trial. Litigation is pending. Management believes that this lawsuit has no merit or basis and is vigorously defending it.

BPI

In connection with a United States Department of Agriculture ("USDA") loan application, BPI had Environmental Site Assessments performed on the property where its Mt. Pleasant Street Bakery, Inc. operates, as required by the prospective lender. A Phase II Environmental Site Assessment was completed on October 31, 2011 and was submitted to the Iowa Department of Natural Resources ("IDNR") for their review. IDNR requested that a Tier Two Site Cleanup Report ("Tier Two") be issued and completed in order to better understand what

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environmental hazards exist on the property. The Tier Two was completed on February 3, 2012 and was submitted to IDNR for further review. Management's latest correspondence with IDNR, dated March 21, 2012, required additional environmental remediation in order to be in compliance with IDNR's regulations. Management has retained the necessary environmental consultants to become compliant with IDNR's request. Due to the nature of the liability, the remediation work is 100% eligible for refund from IDNR's Innocent Landowner Fund. As such, there is no direct liability related to the cleanup of the hazard.

TYREE

On December 5, 2011, Tyree's largest customer, Getty Petroleum Marketing, Inc. ("GPMI") filed for Chapter 11 bankruptcy protection. As of that date, Tyree had a pre-petition receivable of \$1,515,401, which was subsequently written-off due to the uncertainty of collection. Additionally, Tyree has a post-petition administrative claim for \$593,709. A Proof of Claim was filed with the Bankruptcy court on Tuesday, April 10, 2012. On August 27, 2012, the United States Bankruptcy Court for the Southern District of New York confirmed GPMI's Chapter 11 plan of liquidation offered by its unsecured creditors committee. The plan provides for all of the debtors' property to be liquidated over time and for the proceeds to be allocated to creditors. Any assets not distributed by the effective date will be held by a liquidating trust and administered by a liquidation trustee, who will be responsible for liquidating assets, resolving disputed claims, making distributions, pursuing reserved causes of action and winding up GPMI's affairs. As an unsecured creditor, Tyree may never collect or may only collect a small percentage of the pre and post-petition amounts owed. To date, Tyree has not been notified of any intent by the United States Bankruptcy Court for the Southern District of New York to clawback any amounts paid to Tyree pre-petition. On April 4, 2014, Tyree sold its general and administrative claims to a third party for the aggregate sum of \$553,662.

In December 2013, Tyree Environmental Corp. and Tyree Service Corp. ("Tyree entities") were sued by the liquidating trustee of GPMI for recovery of preferential transfers in the respective amounts of \$1,147,154 and \$2,479,755. On March 27, 2014, the bankruptcy liquidating trustee entered into forbearance agreements with the Tyree entities with respect to the preference actions until June 2014, with the understanding that the forbearance periods will be extended and the actions will ultimately be dismissed if the Tyree entities continue to not voluntarily assist Getty Realty in litigation against GPMI. Management believes that this recovery of preferential transfers has no merit or basis.

Tyree currently has 110 full-time employees and 3 part time employees, some of whom are represented by six different collective bargaining agreements. Tyree has unpaid obligations for union dues of approximately \$1.2 million. Tyree management does not dispute that benefits are due and owing to the respective unions. Labor contracts expired on December 31, 2012 for five of the six bargaining units. Local 355 has entered into a 36 month payment agreement with Tyree Services, Inc., to settle Tyree's obligation. The monthly payment is \$20,000 per month until paid in full. Local 200 has agreed to settle its claim

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for a \$25,000 down payment and monthly payments of \$5,000 per month for 28 months. Tyree Services, Inc. will sign the settlement and Tyree Holdings, Inc. will act as a guarantor. Local 99 has entered into a verbal settlement agreement with Tyree Services, Inc. calling for monthly payments of \$4,000 per month of which 24 payments remain. Local 138 has entered into a verbal settlement agreement with Tyree Services, Inc. which calls for monthly payments of \$10,000 per month for 18 months. Local 25 has agreed to a continuance of its action against Tyree while Tyree's counsel and Local 25 counsel draft a settlement agreement. Management anticipates that the agreement will call for payments of \$5,000 per month for 24 months.

A variety of unsecured vendors have filed suit for non-payment of outstanding invoices totaling approximately \$2.7 million as of March 31, 2014, which are reflected as liabilities on the Company's consolidated balance sheet. Each of these actions is handled on a case by case basis, with settlement and payment plans ranging from a few months for smaller claims to up to five years for larger claims.

Tyree's services are regulated by federal, state and local laws enacted to regulate discharge of materials into the environment, remediation of contaminated soil and groundwater or otherwise protect the environment. The regulations put Tyree or Tyree's predecessor companies at risk for becoming a party to legal proceedings involving customers or other interested parties. The issues involved in such proceedings generally relate to alleged responsibility arising under federal or state laws to remediate contamination at properties owned or operated either by current or former customers or by other parties who allege damages. To limit its exposure to such proceedings, Tyree purchases, for itself and Tyree's predecessor companies, site pollution and professional liability insurance. Aggregate limits, per occurrence limits and deductibles for this policy are \$10,000,000, \$5,000,000 and \$50,000, respectively.

EPIC SPORTS INTERNATIONAL, INC. ("ESI")

The Company discontinued the operations of ESI, a former subsidiary in 2011. Concurrently, a license agreement along with a Strategic Alliance Agreement with Samsung America CT, Inc. ("Samsung") was terminated. The licensor, Volkl, is seeking a \$400,000 royalty payment. ESI has initiated counterclaims against the various parties, including but not limited to Samsung, seeking damages for, including but not limited to infringement, improper use of company assets and breach of fiduciary duty. Volkl was successful in obtaining a judgment against ESI and a confirmation of the Arbitration is presently pending in Federal Court. Management believes that this matter and the Frost matter below will eventually be settled out of court for less than the royalty and damages amounts sought.

On September 28, 2012, Sean Frost ("Frost"), the former President of Epic Sports International, Inc., filed a complaint to compel arbitration regarding breach of employment contract and related breach of labor code claims and for an award of compensatory damages in the Superior Court of the State of California, County of San Diego against Epic Sports International Inc., Amincor, Inc. and Joseph

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Ingrassia (collectively, the "Defendants"). The first cause of action of the complaint is a petition to compel arbitration for unpaid compensation and benefits pursuant to Frost's employment agreement. The second cause of action of the complaint is for breach of contract for alleged non-payment of expenses, vacation days and assumption of certain debts. The third cause of action of the complaint is for violation of the California Labor Code for failure to pay wages due and owing. Frost is seeking among other things, damages, attorneys' fees and costs and expenses. As of March 31, 2014, the Defendants have answered the complaint and the lawsuit has been dismissed pending parties' agreement to arbitrate the matter. Frost initiated arbitration proceedings in April 2014. Defendants believe that this arbitration has no merit or basis and intend to vigorously defend.

IMSC/OTHER ASSETS

Capstone Business Credit, LLC, a related party, was the plaintiff (on behalf of Amincor Other Assets, Inc.) in a foreclosure action against Imperia Family Realty, LLC ("IFR"). IFR is related to the former owners of a business whose operations were discontinued in 2011. As of December 31, 2009, a mortgage related to an IFR property was assigned to Amincor, Inc. and thereafter to Amincor Other Assets, Inc. In November 2011, a Judgment of Foreclosure was granted by the court ordering that the property (the "Property") be sold at public auction.

In accordance with the Judgment of Foreclosure a public auction sale of the Property was held on January 10, 2012. Capstone Business Credit, LLC, on behalf of Amincor Other Assets, Inc., bid the amount of their lien and was the successful bidder and title to the property was transferred to Amincor Other Assets, Inc.

TULARE FROZEN FOODS, LLC ("TFF")

The City of Lindsay, California has invoiced TFF, a business whose operations were discontinued in 2011, \$533,571 for outstanding delinquent real estate taxes, including a significant amount for penalties, interest and fees that have accrued. A settlement proposal, whereby the City of Lindsay would retain TFF's \$206,666 deposit as settlement and release in full of all outstanding obligations was sent to the City of Lindsay for review on March 29, 2012. As of the date of this filing, no settlement has been reached.

14. SUBSEQUENT EVENTS

The Company has evaluated subsequent events up through May 15, 2014, the date which the financial statements were available to be issued. The Company had no other material subsequent events requiring disclosure.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS ("MD&A").

AMINCOR (CONSOLIDATED BASIS)

GOING CONCERN / LIQUIDITY AND CAPITAL RESOURCES

During the three months ended March 31, 2014, cash flows used in operating activities from continuing operations were \$637,445. This was principally due to a net loss from continuing operations of \$2,862,688 which was partially offset by a decrease in accounts receivable of approximately \$1.7 million and depreciation and amortization of property, plant and equipment of approximately \$434,000. The net loss from continuing operations is discussed in greater detail in the results from operations for the three months ended March 31, 2014 and 2013 section of this MD&A.

For the three months ended March 31, 2014, cash flows used in investing activities from continuing operations of \$47,449 were primarily due the purchase of additional machinery at BPI and AWWT.

For the three months ended March 31, 2014, cash flows provided by financing activities from continuing operations of \$499,483 was primarily due to proceeds received from loans with related parties.

For the three months ended March 31, 2014, total cash flows used in discontinued operations was \$4,689. Cash used in discontinued operations was not material for the three months ended March 31, 2014.

The accompanying consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities and commitments in the normal course of business. However, as reflected in the accompanying consolidated financial statements, we recorded a net loss from continuing operations of \$2,862,688 for the three months ended March 31, 2014. We had a working capital deficit of \$36,719,942 and an accumulated deficit of \$103,704,965 as of March 31, 2014. The results of the Company's cash flows from continuing operations for the three months ended March 31, 2014 have been adversely impacted by the customer slowdown in infrastructure capital expenditures caused by the general downturn of the economic conditions and cash flow issues related to major customers. The Company has discontinued operations of EQS in 2013 which had a negative impact on the Company's cash flows. The Company's primary focus is to achieve profitable operations and positive cash flow of its operations of its long established niche businesses - Tyree and Baker's Pride.

Our auditors, Rosen Seymour Shapss Martin & Company LLP, have stated in their audit report dated December 31, 2013 that there is substantial doubt on the Company's ability to continue operations as a going concern due to our recurring

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net losses from operations, and the Company having a significant deficits in working capital and equity. Our ability to continue as a going concern is dependent upon our ability to raise additional funds through debt and equity financing, and to achieve profitable operations. Our plans to continue as a going concern and to achieve a profitable level of operations are as follows:

With respect to BPI, management has successfully negotiated a contract for co-packing frozen donut products to one of the world's largest family owned food companies which is a global supplier to the food service and in store bakery retail industries. Management believes that this contract will pave the way for additional contracts from other significant food companies in addition to increased business from the newly acquired customer. BPI has entered the frozen segment and is also positioning itself to enter back into the fresh bread manufacturing industry by placing significant and competitive bids to strategic players within the fresh bread markets. Management believes that by September of 2014, the Mt. Pleasant Street facility and the Jefferson Street facility will be operationally capable of supporting itself on its internally generated cash flows. Management, with its lender, Central State Bank, extended the bridge loan financing which will allow for BPI to extend its interest only financing on the new donut equipment until such time that BPI is able through its cash flow to make principal payments.

With respect to Tyree, management is projecting an increase in its environmental business through the end of 2014 and 2015. Tyree's ability to succeed in securing additional environmental business depends on the ability of one of Tyree's primary customers to secure remediation work by bidding environmental liabilities currently present on gasoline stations and referring this work to Tyree. Management is in the process of evaluating the profitability of Tyree's other divisions and intends to continue these operations provided that they continue to be profitable. In addition, Tyree's management believes that it is currently holding greater level of inventory than is necessary for operations and has attempted to liquidate or cease additional purchases of similar inventory. As a result, inventory is significantly lower year over year between 2014 and 2013. There was a significant increase in the reserve for obsolete inventory as of March 31, 2014. Management continues to seek opportunities to liquidate excess inventory and intends to utilize cash flows generated from this decrease in inventory as additional working capital.

Tyree's management is working to secure additional available capital resources and turnaround Tyree's operations to generate operating income. As of March 31, 2014, Tyree has a working capital deficit of approximately \$19.9 million exclusive of amounts owed to Amincor and recorded a net loss of approximately \$632,000 for the three months ended March 31, 2014. Tyree has entered into settlement agreements and continues to negotiate with creditors to pay off its outstanding debt obligations. However, without additional capital resources, Tyree may not be able to continue to operate and may be forced to curtail its business, liquidate assets and/file for bankruptcy protection. In any such case, its business, operating results or financial condition would be materially adversely affected.

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With respect to AWWT, management continues to market water technology under a licensing agreement executed in 2012. AWWT seeks to sell waste water treatment equipment to large municipal, industrial, agricultural and commercial generators of waste water. Management is currently in discussion with multiple customers in this market and believes that there is a significant opportunity for consistent and reliable cash flows from placing systems in use with these customers.

With respect to Amincor Other Assets, there are significant assets currently residing on Amincor Other Asset's balance sheet related to the discontinued operations of Imperia and Tulare in addition to assets held for sale. Management is currently in negotiations regarding the assets related to Tulare and is in the process of finalizing the transaction to complete the sale of the assets. Management intends to liquidate these assets as soon as they are able to do so profitably. Management believes there is more value in these assets than is currently shown on our balance sheet and an attempt to liquidate these assets quickly will decrease their value to, or below, what is currently showing on our balance sheet. In the meantime, management is utilizing these assets to the best of their ability by offsetting the costs associated with owning those assets by generating income from renting these properties out when possible.

With respect to Amincor, Inc.'s corporate offices, Management continues to seek new financing from a financial institution in order to provide more working capital to its subsidiary companies. Management has had discussions with many financial institutions of different types and has narrowed down eligible candidates to only a few. Management expects that by executing on the above plans for the subsidiary companies and by acquiring new financing for working capital for its subsidiary companies, Baker's Pride, Tyree and AWWT will become profitable and be able to generate enough internal cash flow to operate independently of one another.

RESULTS FROM OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2014 AND 2013

NET REVENUES

Net revenues for the three months ended March 31, 2014 totaled \$6,341,676 as compared to net revenues of \$6,968,046 for the three months ended March 31, 2013, a decrease in net revenues of \$626,370 or approximately 9.0%. The primary reason for the decrease in net revenues is related to Tyree's operations. Tyree's net revenues decreased by approximately \$1.8 million but was partially offset by an increase in revenue by BPI of approximately \$1.2 million during the three months ended March 31, 2014. A detailed analysis of each subsidiary company's individual net revenues can be found within their respective MD&A sections of this Form 10-Q.

COST OF REVENUES

Cost of revenues for the three months ended March 31, 2014 totaled \$5,612,725 or approximately 88.5% of net revenues as compared to \$6,032,101 or approximately

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86.6% of net revenues for the three months ended March 31, 2013. A detailed analysis of each subsidiary company's individual cost of revenues can be found within their respective MD&A sections of this Form 10-Q.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Selling, general and administrative ("SG&A") expenses for the three months ended March 31, 2014 totaled \$2,948,498 as compared to \$3,068,991 for the three months ended March 31, 2013, a decrease in operating expenses of \$120,493 or approximately 3.9%. The primary reason for the decrease in SG&A expenses was related to Tyree's operations. Tyree's operating expenses decreased by approximately \$613,000 during the three months ended March 31, 2014 as compared to the three months ended March 31, 2013. A detailed analysis of each subsidiary company's individual operating expenses can be found within their respective MD&A sections of this Form 10-Q.

LOSS FROM OPERATIONS

Loss from operations for the three months ended March 31, 2014 totaled \$2,219,547 as compared to \$2,133,046 for the three months ended March 31, 2013, an increase in loss from operations of \$86,501 or approximately 4.1%. The primary reason for the increase in loss from operations is related to the decrease in net revenues and increases in cost of revenues as noted above.

OTHER EXPENSES (INCOME)

Other income for the three months ended March 31, 2014 totaled \$643,141 as compared to other expenses of \$170,758 for the three months ended March 31, 2013, an increase in other expenses of \$472,383 or approximately 276.6%. The primary reason for the increase in other expenses is related to increased interest expense associated with BPI's working capital loan which increased by approximately \$4.9 million between March 31, 2014 and March 31, 2013.

NET LOSS FROM CONTINUING OPERATIONS

Net loss from continuing operations totaled \$2,862,688 for the three months ended March 31, 2014 as compared to \$2,303,804 for the three months ended March 31, 2013, an increase in net loss from continuing operations of \$558,884 or approximately 24.3%. The primary reason for the increase in net loss from continuing operations is related to the decrease in net revenues and increases in cost of revenues and selling, general and administrative expenses as noted above.

INCOME (LOSS) FROM DISCONTINUED OPERATIONS

Income from discontinued operations increased to \$2,722 for the three months ended March 31, 2014 as compared to a loss from discontinued operations of (\$181,276) for the three months ended March 31, 2013, primarily because the operations of EQS were discontinued on April 1, 2013.

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NET LOSS

Net loss totaled \$2,859,966 for the three months ended March 31, 2014 as compared to \$2,485,080 for the three months ended March 31, 2013, an increase in net loss of \$374,886 or approximately 15.1%. The primary reason for the increase in net loss is due to the decreases in net revenues and increases in cost of revenues and selling, general and administrative expenses as noted above.

ADVANCED WASTE & WATER TECHNOLOGY, INC.

SEASONALITY

AWWT's sales are typically higher during periods of peak wet and rainy conditions of the season which generally can occur during the second and third quarters of its fiscal year. The first and fourth quarters of the year are usually affected by cold and inclement weather which makes it difficult to process liquid streams due to issues with freezing. The effect of freezing impacts the entire wastewater treatment industry including AWWT's customers, suppliers and vendors.

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2014 AND 2013

NET REVENUES

Net revenues for the three months ended March 31, 2014 totaled \$138,742 as compared to \$92,323 for the three months ended March 31, 2013, an increase of \$46,419 or approximately 50.3%. The primary reason for the increase is due to an overall volume increase in wastewater gallons processed in 2014 as compared to 2013 despite the severe winter weather conditions that occurred during in 2014 as compared to 2013, when winter weather conditions were not as severe. Gallons processed during the three months ended March 31, 2014 compared to March 31, 2013 increased by approximately 55.4%, comparatively similar to the increase in revenue.

COST OF REVENUES

Cost of revenues for the three months ended March 31, 2014 totaled \$123,666 or approximately 89.1% of net revenues as compared to \$77,514 or approximately 84.0% of net revenues for the three months ended March 31, 2013. The primary reason for the increase is related to materially higher rates associated with the disposal of waste product which were incurred during the three months ended March 31, 2014. Costs related to the disposal of waste were approximately \$45,000 for the three months ended March 31, 2014 as compared to approximately \$8,000 for the three months ended March 31, 2013, an increase of approximately \$37,000.

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OPERATING EXPENSES

Operating expenses for the three months ended March 31, 2014 totaled \$43,258 or approximately 31.2% of net revenues as compared to \$28,850 or 31.2% of net revenues for the three months ended March 31, 2013, an increase of \$14,407 or approximately 49.9%. The primary reason for the increase is related to administrative payroll expenses which were allocated to both EQS and AWWT during the three months ended March 31, 2013, but were not allocated during the three months ended March 31, 2014 as management discontinued the operations of EQS on April 1, 2013. Administrative payroll expenses were approximately \$23,000 for the three months ended March 31, 2014 as compared to approximately \$8,000 for the three months ended March 31, 2013, an increase of approximately \$15,000 or 187.5%

LOSS FROM OPERATIONS

Loss from operations for the three months ended March 31, 2014 totaled \$28,182 or approximately 20.3% of net revenues as compared to \$14,041 or approximately 15.2% of net revenues for the three months ended March 31, 2013, an increase in loss from operations of \$14,141 or approximately 100.7%. The increase in loss from operations was primarily due to the increase in cost of revenues and operating expenses as noted above.

OTHER EXPENSES (INCOME)

Other expenses for the three months ended March 31, 2014 totaled \$1,052 or approximately 0.8% of net revenues as compared to other expenses of \$2,997 or approximately 3.2% of net revenue for three months ended March 31, 2013, a decrease in other expenses of \$1,945 or approximately 64.9%. The primary reason for the decrease in other expenses is related to a decrease in financing fees as AWWT did not finance any receivables during the three months ended March 31, 2014.

NET LOSS

Net loss for the three months ended March 31, 2014 totaled \$29,234 as compared to a net loss of \$17,038 for the three months ended March 31, 2013, an increase in net loss of \$12,196 or approximately 71.6%. The increase in net loss is primarily attributable to the aforementioned increase in cost of revenues and operating expenses as noted above.

BAKER'S PRIDE, INC.

SEASONALITY

Operations at the Jefferson Street are not influenced by seasonality. Operations at the Mt. Pleasant Street operation are affected by seasonality and sales are typically higher during the Spring and late Fall compared to other periods of the year. Due to co-packing and a limited customer base for the three months

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ended March 31, 2014, Jefferson Street and Mt. Pleasant Street operations were not as affected by seasonality as they would be if the facilities operated at higher volumes.

LOSS OF MATERIAL CUSTOMER

On July 16, 2012, BPI was notified that Aldi, BPI's primary customer would be terminating its contract with the Company as of the end of October 2012 due to BPI's inability to meet certain pricing, cost and product offering needs. BPI performed an impairment study and concluded that BPI's goodwill and intangible assets were fully impaired.

Net revenues generated from Aldi comprised 0.0% of net revenues for the three months ended March 31, 2014 and 2013. All of the revenues formerly generated from Aldi were generated from BPI's Jefferson Street facility. Effective November 2, 2012, BPI stopped significant production at the Jefferson Street facility. As a result, there were layoffs of production personnel and wage reductions of remaining personnel in order to minimize losses until significant production resumes at the Jefferson Street facility. Production continues with low volume regional companies. Marketing is working to increase product offerings, obtain additional customers and grow the business. A contract was secured with a major bread customer in October 2013 which resulted in significant re-hiring of personnel and increased output at the Jefferson Street facility.

On November 30, 2012, BPI terminated the equipment and facility lease which allowed for production at the South Street facility. It is management's intention to enter into a co-packing agreement for all of the products formerly produced internally with other bakeries in order to continue to provide the same product offerings without operating the facility. Management has moved all equipment owned but formerly residing at the South Street facility to the Mt. Pleasant Street facility. Management intends to return to its business plan of operating the Mt. Pleasant Street facility thereby reducing fixed overhead and variable costs by using cross trained personnel and providing its customer base the opportunity to purchase one, two or all three of its product types in less than trailer load quantities but obtain cost effective logistics through a combined load of all products offered by BPI.

Discussions continue with additional bread and donut customers to operate as their producer, as well as opportunities for BPI branded products at both the Jefferson Street and Mt. Pleasant Street facilities. However, as of the time of filing BPI is still seeking significant business from new customers. Contract negotiations with additional significant customers are ongoing.

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RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2014 AND 2013

NET REVENUES

Net revenues for the three months ended March 31, 2014 totaled \$1,207,295 as compared to \$54,808 for the three months ended March 31, 2013, an increase of \$1,152,488. The primary reason for the increase in net revenues is related to the acquisition of two new customers in 2013. Of the approximate \$1.2 million increase in net revenues, these two customers represented \$1.1 million or 90.1% of revenues for the three months ended March 31, 2014 as compared to \$0 or 0.0% of revenues for the three months ended March 31, 2013.

COST OF REVENUES

Cost of revenues for the three months ended March 31, 2014 totaled \$1,529,283 as compared to \$554,650 for the three months ended March 31, 2013, an increase of \$974,633 or approximately 175.7%. The Company had a 2,102.8% increase in net revenues against a 175.7% increase in cost of revenues in 2014 as compared to 2013. The primary reason for the increase in cost of revenues is related to increases in production at both the Jefferson Street facility and the Mt. Pleasant Street facility during the three months ended March 31, 2014 due to the aforementioned two new customers. Certain fixed costs are incurred by BPI regardless of the production levels at BPI's facilities which were incurred during the three months ended March 31, 2014 and 2013 which contributed to the negative gross margin reported for both periods.

SELLING, GENERAL & ADMINISTRATIVE EXPENSES

SG&A expenses for the three months ended March 31, 2014 totaled \$1,143,072 as compared to \$1,081,017 for the three months ended March 31, 2013, an increase of \$62,055 or approximately 5.7%. The primary reason for the increase in 2014 is related to an increase in management payroll of approximately \$60,000. This increase was due to the increase in business and re-staffing the required management necessary to operate both the Jefferson Street facility and the Mt. Pleasant Street facility concurrently.

LOSS FROM OPERATIONS

Loss from operations for the three months ended March 31, 2014 totaled \$1,465,059 as compared to \$1,580,859 for the three months ended March 31, 2013, a decrease in loss from operations of \$115,800 or approximately 7.3%. The decrease in loss from operations was primarily due to the increase in net revenues as noted above.

OTHER EXPENSES

Other expenses for the three months ended March 31, 2014 totaled \$406,344 as compared to \$169,312 for three months ended March 31, 2013, an increase of

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\$237,032 or approximately 140.0%. The primary reason for this increase in 2014 is a higher interest expense incurred due to a larger loan balances on BPI's working capital line.

NET LOSS

Net loss for the three months ended March 31, 2014 totaled \$1,871,403 as compared to \$1,750,171 for the three months ended March 31, 2013, an increase in net loss of \$121,232. The primary reason for this increase in net loss is related to the increase in other expenses as noted above.

TYREE HOLDINGS CORP.

SEASONALITY AND BUSINESS CONDITIONS

Historically, Tyree's revenues tend to be lower during the first half of the year as Tyree's customers complete their planning for the upcoming year. Approximately 30% of Tyree's revenues are earned from new customer capital expenditures. Customer's capital expenditures are cyclical and tend to mirror the condition of the economy. During normal conditions, Tyree will need to draw from its borrowing base early in the year and then pay down the borrowing base as the year progresses when it generates positive cash flows. The highest revenue generation occurs from late in the second quarter through the third quarter of the year.

FINANCING

Tyree maintains a \$15,000,000 revolving credit agreement with its Parent Amincor which expires on January 1, 2016. Borrowings under this agreement are collateralized by a first lien security interest in all tangible and intangible assets owned by Tyree. Availability of funding from Amincor is dependent on Amincor's liquidity. The annual interest rate charged on this loan was approximately 5% for the three months ended March 31, 2014 and 2013.

Going forward, Tyree's growth will be difficult to attain until either (i) new working capital is available through profitable operations or (ii) new equity is invested into Tyree to facilitate organic and acquisition based growth.

LIQUIDITY

Tyree incurred net losses of \$713,364 and \$665,233 for the three months ended March 31, 2014 and 2013, respectively. Since Tyree's largest customer filed bankruptcy in December 2011, Tyree has been having significant cash flow problems. Significantly reduced revenues and old accounts payable settlement payments have put stress on the available funding and the existing credit facility. In the fourth quarter of 2011 and the first quarter of 2012, management responded with a plan to term out all current vendors. Many vendors agreed to long term payouts, so Tyree converted a portion of accounts payable to long and short term debt. At March 31, 2014 this amounted to \$2,748,733. In

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reaction to the GPMI Bankruptcy filing, management reduced employee headcount, rescheduled accounts payable, reduced management's salaries and reduced its rent commitments. Management continues to analyze Tyree's overhead expenses and will continue to reduce its work force as necessary until it is able to replace the business lost as a result of the GPMI bankruptcy filing.

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2014 AND 2013

NET REVENUES

Net revenues for the three months ended March 31, 2014 totaled \$5,019,877 as compared to \$6,860,022 for the three months ended March 31, 2013, a decrease of \$1,840,145 or approximately 26.8%. The decrease in revenues in 2014 can primarily be attributable to the harsh weather conditions experienced during the three months ended March 31, 2014. The winter season was irregularly adverse which impacted Tyree's ability to complete work and therefore generate revenue. Revenues by operating division for the three months ended March 31, 2014 and 2013 were as follows:

	2014	2013
	-----	-----
Revenues		
Service and Construction	\$2,747,153	\$3,288,315
Environmental, Compliance and Engineering	2,272,724	3,571,707
	-----	-----
Total	\$5,019,877	\$6,860,022
	=====	=====

COST OF REVENUES

Cost of revenues for the three months ended March 31, 2014 totaled \$3,984,015 or approximately 79.4% of net revenues as compared to \$5,447,589, or 79.4% for the three months ended March 31, 2013. Margins were able to be maintained with a lower sales volume primarily due to a reduction in accounts payable due to reconciliation discrepancies which decreased cost of goods sold by approximately \$290,000 for the three months ended March 31, 2014. Without this reduction, the cost of revenue from operations was \$1,173,286 less than it was in 2013, the reduction in revenue of \$1,840,145 resulted in the cost of revenue from operations being 5.7% greater than it was in 2013.

OPERATING EXPENSES

Operating expenses for the three months ended March 31, 2014 totaled \$1,250,591, or approximately 24.9% of net revenues compared to \$1,863,281, or approximately 27.2% of net revenues for the three months ended March 31, 2013, a decrease in operating expenses of \$612,690 or approximately 32.9%. During the three months ended March 31, 2014, Tyree's payroll and benefits were reduced by approximately \$176,000 and Tyree's management fee to Amincor was reduced by approximately \$360,000. In addition, reductions in professional fees, rent, telephones, and travel accounted for the remainder of the expense reductions.

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LOSS FROM OPERATIONS

Loss from operations for the three months ended March 31, 2014 totaled \$214,729 or approximately 4.3% of net revenues as compared to \$450,849, or approximately 6.6% of net revenues for the three months ended March 31, 2013, a decrease in loss from operations of \$236,120 or approximately 52.3%. The decrease in loss from operations was primarily due to the aforementioned adjustments to accounts payable.

OTHER EXPENSES

Other expenses for the three months ended March 31, 2014 totaled \$498,635 or approximately 9.9% of net revenues as compared to other expenses (income) of \$214,384, or approximately 3.1% of net revenues for the three months ended March 31, 2013, an increase in other expenses of \$284,251 or approximately 57.0%. Interest expense for the three months ended March 31, 2014 was \$498,635 as compared to \$212,887 for the three months ended March 31, 2013, an increase of \$285,748 or approximately 134.2%. The primary reason for this increase is due to an increase in the volume of receivables financed during the three months ended March 31, 2014 as compared to the three months ended March 31, 2013.

NET LOSS

Net loss for the three months ended March 31, 2014 totaled \$713,364 as compared to \$665,233 for the three months ended March 31, 2013, an increase in net loss of \$48,131 or approximately 7.2%. The increase in net loss was primarily due to the increase decrease in net revenues and increase in cost of revenues as discussed above.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Amincor has not entered into, and does not expect to enter into, financial instruments for trading or hedging purposes.

ITEM 4. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES.

We maintain "disclosure controls and procedures" as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934. In designing and evaluating our disclosure controls and procedures, our management recognized that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of disclosure controls and procedures are met. Additionally, in designing disclosure controls and procedures, our management necessarily was required to

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apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. The design of any disclosure controls and procedures is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Our management, including our Chief Executive Officer and our Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on such evaluation, and as discussed in greater detail below, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were not effective:

- * to give reasonable assurance that the information required to be disclosed by us in reports that we file under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and
- * to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934 is accumulated and communicated to our management, including our CEO and our CFO, to allow timely decisions regarding required disclosure.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15 of the Securities Exchange Act of 1934. Our internal control system was designed to provide reasonable assurance to our management and the Board of Directors regarding the preparation and fair presentation of published financial statements. Our internal control over financial reporting includes those policies and procedures that:

- * pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets,
- * provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorization of management and directors, and
- * provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements.

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Our management has not assessed the effectiveness of our internal control over financial reporting as of March 31, 2014. Management understands that in making this assessment, it should use the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in its Internal Control-Integrated Framework. Although an assessment using those criteria has not been performed, our management believes that the Company's internal control over financial reporting was not effective at March 31, 2014.

As of the date of this report, we have been unable to complete a full assessment and adequately test our internal control over financial reporting and accordingly lack the documented evidence that we believe is necessary to support an assessment that our internal control over financial reporting is effective. Without such testing, we cannot conclude whether there are any material weaknesses, nor can we appropriately remediate any such weaknesses that might have been detected.

Therefore, there is a possibility that misstatements which could be material to our annual or interim financial statements could occur that would not be prevented or detected.

There have been no changes in our internal control over financial reporting during this fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

We will complete our assessment of internal control over financial reporting and take the remediation steps detailed below to enhance our internal control over financial reporting and reduce control deficiencies. With regards to the improvement of our internal controls over financial reporting, we believe the following steps will assist in reducing our deficiencies, but will not completely eliminate them. We will continue to work on the elimination of control weaknesses and deficiencies noted.

Management of the Company takes very seriously the strength and reliability of the internal control environment for the Company. Going forward, the Company intends to implement new internal policies and undertake additional steps necessary to improve the control environment including, but not limited to:

- * Implementing an internal disclosure policy to govern the disclosure of material, non-public information in a manner designed to provide full and fair disclosure of information about the Company. This disclosure policy is intended to ensure that management and employees of the Company and its subsidiaries comply with applicable laws including the SEC's Fair Disclosure Rules (Regulation FD) governing disclosure of material, non-public information to the public.
- * Strengthening the effectiveness of corporate governance through the implementation of standard policies and procedures and training employees.

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- * Establishing an audit committee of the Board.
- * Assigning additional members of the management team to assist in preparing and reviewing the ongoing financial reporting process.

Management is committed to and acknowledges its responsibility for internal controls over financial reporting and seeks to continually improve these controls. In order to eventually achieve compliance with Section 404 of the Sarbanes Oxley Act, we intend to perform the system and process evaluation needed to comply with Section 404 of the Sarbanes Oxley Act as soon as reasonably possible.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Capstone Business Credit, LLC, a related party, was the plaintiff (on behalf of Amincor Other Assets, Inc.) in a foreclosure action against Imperia Family Realty, LLC ("IFR"). IFR is related to the former owners of Masonry's business. As of December 31, 2009, the mortgage related to this Property was assigned to Amincor, Inc. and thereafter to Amincor Other Assets, Inc. In November, 2011 a Judgment of Foreclosure was granted by the court ordering that the IMSC property in Pelham Manor, New York (the "Property") be sold at public auction.

In accordance with the Judgment of Foreclosure a public auction sale of the Property was held on January 10, 2012. Capstone Business Credit, LLC, on behalf of Amincor Other Assets, Inc., bid the amount of their lien and was the successful bidder and title to the Property has been transferred to Amincor Other Assets, Inc.

On December 5, 2011, Tyree's largest customer, Getty Petroleum Marketing, Inc. ("GPMI") filed for Chapter 11 bankruptcy protection in the United States Bankruptcy Court for the Southern District of New York. As of that date, Tyree had a pre-petition receivable of approximately \$1,515,401.27. As an unsecured creditor, Tyree may never have collected or may have collected a small percentage of the pre-petition amount owed. Accordingly on April 4, 2014 Tyree sold its unsecured general and administrative claims to an unrelated third party for the aggregate sum of \$553,661.96

On July 6, 2012, SFR Holdings, Ltd., Eden Rock Finance Master Limited, Eden Rock Asset Based Lending Master Ltd., Eden Rock Unleveraged Finance Master Limited, SHK Asset Backed Finance Limited, Cannonball Plus Fund Limited and Cannonball Stability Fund, LP (collectively, the "Plaintiffs") commenced an action in the Supreme Court of the State of New York County of New York against Amincor, Inc., Amincor Other Assets, Inc., their officers and directors, John R. Rice III, Joseph F. Ingrassia and Robert L. Olson and various other entities affiliated with or controlled directly or indirectly by John R. Rice III and Joseph F. Ingrassia (collectively the "Defendants"). Plaintiffs allege that Defendants engaged in wrongful acts, including fraudulent inducement, fraud, breach of

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fiduciary duty, unjust enrichment, fraudulent conveyance and breach of contract. Plaintiffs are seeking compensatory damages in an amount in excess of \$150,000 to be determined at trial. Defendants believe that this lawsuit has no merit or basis and are vigorously defending it.

On September 28, 2012, Sean Frost ("Frost") filed a Complaint to Compel Arbitration Regarding Breach of Employment Contract and Related Breach of Labor Code Claims and For an Award of Compensatory Damages in the Superior Court of the State of California, County of San Diego against Epic Sports International Inc., Amincor, Inc. and Joseph Ingrassia (collectively, the "Defendants"). The first cause of action is a petition to compel arbitration for unpaid compensation and benefits pursuant to Frost's employment agreement. The second cause of action is for breach of contract for alleged non-payment of expenses, vacation days and assumption of certain debts. The third cause of action is for violation of the California Labor Code for failure to pay wages due and owing. Frost is seeking among other things, damages, attorneys' fees and costs and expenses. As of December 31, 2013, the Amincor Clients have answered the complaint in the Amincor Litigation and the California lawsuit has been dismissed pending parties' agreement to arbitrate the matter. Plaintiff Sean Frost initiated arbitration in April 2014. Defendants believe that this arbitration has no merit or basis and intend to vigorously defend.

On March 22, 2013 Fleetmatics USA, Inc. brought an action in the Supreme Court in the State of New York, County of Suffolk against Tyree Equipment Corp. and Tyree Services Corp. seeking \$313,176.09 plus interest and costs for services rendered. In June 26, 2013 a default judgment was entered against Tyree Equipment Corp. and Tyree Services Corp. in the amount of \$328,083.29. On February 24, 2014 All Safe Protection, Inc. brought action against Tyree Holdings, Corp. and other Tyree entities for services rendered to Tyree in the amount of \$236,817.98 plus interest and costs. On March 3, 2014 American Express Travel related Services Company brought suit in the Supreme Court in the State of New York, County of Nassau against Tyree Holdings, Corp. seeking the sum of \$142,235.42 plus interest and cost for unpaid interest and charges. Management is attempting to finalize settlement agreements for a three year payment plan based on a 60 month payment schedule with a balloon payment at the end of the third year. Management anticipates that Fleetmatics and American Express will agree to the payment plan and will endeavor to reach a similar agreement with All Safe.

A number of additional unsecured vendors have either threatened to or have filed suit for non-payment of outstanding invoices, as noted in Tyree's financial statements under accounts payable. Each of these matters, which occurred in the ordinary course of business, is handled on a case by case basis, with settlement and payment plans.

Other than noted above, Registrant is not presently a party to any litigation, claim or assessment against it, and is unaware of any unasserted claim or assessment which will have a material effect on the financial position or future operations of Registrant. No director, executive officer or affiliate of the Registrant or owner of record or beneficially of more than five percent of the Registrant's common stock is a party adverse to Registrant or has a material interest adverse to Registrant in any proceeding.

RISK FACTORS RELATING TO AMINCOR'S SECURITIES

OUR STATUS AS A PUBLIC REPORTING COMPANY MAY BE A COMPETITIVE DISADVANTAGE.

We are and will continue to be subject to the disclosure and reporting requirements of applicable U.S. securities laws. Many of our principal competitors are not subject to these disclosure and reporting requirements. As a result, we may be required to disclose certain information and expend funds on disclosure and financial and other controls that may put us at a competitive disadvantage to our principal competitors.

SHAREHOLDERS WILL HAVE LITTLE INPUT REGARDING OUR MANAGEMENT DECISIONS DUE TO THE LARGE OWNERSHIP POSITION HELD BY OUR EXISTING MANAGEMENT AND THUS IT WOULD BE DIFFICULT FOR SHAREHOLDERS TO MAKE CHANGES IN OUR OPERATIONS OR MANAGEMENT. THEREFORE, SHAREHOLDERS WILL BE SUBJECT TO DECISIONS MADE BY MANAGEMENT WHO ARE THE MAJORITY SHAREHOLDERS, INCLUDING THE ELECTION OF DIRECTORS.

Our officers and directors directly own 7,694,266 shares of the total of 8,996,355 issued and outstanding Class A voting shares of our common stock (or approximately 86% of our outstanding voting stock) and are in a position to continue to control us. Such control enables our officers and directors to control all important decisions relating to the direction and operations of the Company without the input of our investors. Moreover, investors will not be able to effect a change in our Board of Directors, business or management.

OUR CLASS A COMMON AND CLASS B COMMON SHARES ARE NOW QUOTED ON THE OVER THE COUNTER BULLETIN BOARD UNDER THE SYMBOLS "AMNC" AND "AMNCB", RESPECTIVELY.

While the shares are now quoted on the Over the Counter Bulletin Board, until there is an established trading market, holders of our common stock may find it difficult to sell their stock or to obtain accurate quotations for the price of the common stock. Even if a market for our common stock does develop, our stock price may be volatile, and such market may not be sustained.

BROKER-DEALERS MAY BE DISCOURAGED FROM EFFECTING TRANSACTIONS IN OUR SHARES BECAUSE THEY MAY BE CONSIDERED PENNY STOCKS AND MAY BE SUBJECT TO THE PENNY STOCK RULES.

Rules 15g-1 through 15g-9 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), impose sales practice and disclosure requirements on broker-dealers who make a market in "penny stocks." Penny stocks generally are equity securities with a price of less than \$5.00 (other than securities registered on some national securities exchanges). On the Over-the-Counter Bulletin Board, our stock may be considered a "penny stock." Purchases and sales of our shares are generally facilitated by broker-dealers who act as market makers for our shares.

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Under the penny stock regulations, a broker-dealer selling penny stock to anyone other than an established customer or "accredited investor" (as defined by the Securities Act of 1933, as amended) must make a special suitability determination for the purchaser and must receive the purchaser's written consent to the transaction prior to sale, unless the broker-dealer or the transaction is otherwise exempt.

In addition, the penny stock regulations require the broker-dealer to deliver, prior to any transaction involving a penny stock, a disclosure schedule prepared by the SEC relating to the penny stock market, unless the broker-dealer or the transaction is otherwise exempt. A broker-dealer is also required to disclose commissions payable to the broker-dealer and the registered representative and current quotations for the securities. Finally, a broker-dealer is required to send monthly statements disclosing recent price information with respect to the penny stock held in a customer's account and information with respect to the limited market in penny stocks. The additional sales practice and disclosure requirements imposed upon broker-dealers selling penny stock may discourage such broker-dealers from effecting transactions in our shares, which could severely limit the market liquidity of the shares and impede the sale of our shares in the secondary market.

INVESTORS THAT NEED TO RELY ON DIVIDEND INCOME OR LIQUIDITY SHOULD NOT PURCHASE SHARES OF OUR COMMON STOCK.

We do not anticipate paying any dividends on our common stock for the foreseeable future. Investors that need to rely on dividend income should not invest in our common stock, as any income would only come from any rise in the market price of our common stock, which is uncertain and unpredictable. Investors that require liquidity should also not invest in our common stock. There is no established trading market, and should one develop, it will likely be volatile and such market may not be sustained.

HOLDERS OF OUR COMMON STOCK MAY INCUR IMMEDIATE DILUTION AND MAY EXPERIENCE FURTHER DILUTION BECAUSE OF OUR ABILITY TO ISSUE ADDITIONAL SHARES OF COMMON STOCK AND AS A RESULT OF THE POSSIBLE EXERCISE OF HOLDERS OF OUR PREFERRED STOCK TO CONVERT TO COMMON STOCK AFTER JANUARY 1, 2011.

We are authorized to issue up to 22,000,000 shares of Class A voting common stock and 40,000,000 shares of Class B non-voting common stock and 3,000,000 shares of Preferred Stock. At present, there are 8,996,355 Class A common shares and 21,286,341 Class B common shares and 1,752,823 shares of Preferred Stock (which since January 1, 2011 have been convertible into Class B common shares on the basis of ten Class B common shares for each Preferred Share) issued and outstanding. Our Board of Directors has the authority to cause us to issue additional shares of Class A common stock without the consent of any of our stockholders. Consequently, our stockholders may experience more dilution in their percentage of ownership in the future.

Moreover, the conversion of our Preferred shares on the basis of ten Class B Common Shares for each Preferred Share would result in dilution to our current holders of common stock and once our common stock is trading could cause a significant decline in the market price for our common stock.

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As of the date of this filing, there were 55 Class A stockholders of record, owning all of the 8,996,355 issued and outstanding shares of our Class A common stock; there were 88 institutional shareholders of record owning all of the 21,286,344 issued and outstanding shares of our Class B non-voting common stock and there were 35 institutional shareholders of record owning all of the 1,752,823 issued and outstanding shares of our Preferred Stock.

FINANCIAL INDUSTRY REGULATORY AUTHORITY SALES PRACTICE REQUIREMENTS MAY ALSO LIMIT A STOCKHOLDER'S ABILITY TO BUY AND SELL OUR STOCK.

In addition to the "penny stock" rules described above, the Financial Industry Regulatory Authority, or FINRA, has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers. The FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock and have an adverse effect on the market for our shares.

WE ARE SUBJECT TO THE PERIODIC REPORTING REQUIREMENTS OF THE EXCHANGE ACT THAT WILL REQUIRE US TO INCUR AUDIT FEES AND LEGAL FEES IN CONNECTION WITH THE PREPARATION OF SUCH REPORTS. THESE ADDITIONAL COSTS COULD REDUCE OR ELIMINATE OUR ABILITY TO EARN A PROFIT.

We are required to file periodic reports with the SEC pursuant to the Exchange Act and the rules and regulations promulgated thereunder. In order to comply with these requirements, our independent registered public accounting firm will have to review our financial statements on a quarterly basis and audit our financial statements on an annual basis. Moreover, our legal counsel will have to review and assist in the preparation of such reports. The costs charged by these professionals for such services cannot be accurately predicted at this time because factors such as the number and type of transactions that we engage in and the complexity of our reports cannot be determined at this time and will have a major affect on the amount of time to be spent by our auditors and attorneys. However, the incurrence of such costs will obviously be an expense to our operations and thus have a negative effect on our ability to meet our overhead requirements and earn a profit. We may be exposed to potential risks resulting from new requirements under Section 404 of the Sarbanes-Oxley Act of 2002. If we cannot provide reliable financial reports or prevent fraud, our business and operating results could be harmed, investors could lose confidence in our reported financial information, and the trading price of our common stock, if a market ever develops, could drop significantly.

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POTENTIAL CONFLICTS OF INTEREST

The directors and officers of the Company have no obligation to devote full time to the business of the Company. They are required to devote only such time and attention to the affairs of the Company, as they may deem appropriate in their sole discretion. It is anticipated that they will each spend approximately 70% of their time on their duties related to Amincor but they are under no obligation to continue to do so, nor are they restricted by an agreement not to compete with the Company and they may engage in other activities or ventures which may result in various conflicts of interest with the Company.

GENERAL RISK FACTORS RELATING TO AMINCOR'S SUBSIDIARIES

AMINCOR NEEDS ADDITIONAL CAPITAL IN THE FUTURE TO FUND THE OPERATIONS AND GROWTH OF OUR SUBSIDIARY COMPANIES AND THIS NEW CAPITAL MAY NOT BE AVAILABLE. IN THE EVENT SUCH ADDITIONAL CAPITAL IS NOT AVAILABLE, AMINCOR MAY NEED TO FILE FOR BANKRUPTCY PROTECTION.

Amincor's Management is working to secure additional available capital resources and turn around the subsidiary companies to generate operating income. Amincor may raise additional funds through public or private debt or equity financings. However, there can be no assurance that such resources will be sufficient to fund the operations of Amincor or the long-term growth of the subsidiaries businesses. Amincor cannot assure investors that any additional financing will be available on favorable terms, or at all. Without additional capital resources, Amincor may not be able to continue to operate, take advantage of unanticipated opportunities, develop new products or otherwise respond to competitive pressures, and be forced to curtail its business, liquidate assets and/or file for bankruptcy protection. In any such case, its business, operating results or financial condition would be materially adversely affected.

Amincor's independent registered public accounting firm has stated that there is substantial doubt about Amincor's ability to continue as a going concern in the audit report on the Company's audited financial statements for the three fiscal years ended December 31, 2013.

OUR ABILITY TO RETAIN KEY PERSONNEL IN EACH OF OPERATING SUBSIDIARIES WILL BE AN IMPORTANT FACTOR IN THE SUCCESS OF OUR BUSINESS AND A FAILURE TO RETAIN KEY PERSONNEL MAY RESULT IN OUR INABILITY TO MANAGE AND IMPLEMENT OUR BUSINESS PLAN.

We are highly dependent upon the management personnel of our subsidiary companies because of their experience in their respective industries. The competition for qualified personnel in the market in which our subsidiaries operate is intense and the loss of the services of one or more of these individuals in any of these business segments may impair management's ability to operate our subsidiaries. We have not purchased key man life insurance on any of these individuals, which insurance would provide us with insurance proceeds in the event of their death. Without key man life insurance, we may not have the

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financial resources to develop or maintain an affiliated business until we could replace such individual and replace any business lost by the departure of that person.

OUR SUBSIDIARIES FACE COMPETITION FROM LARGER AND BETTER-ESTABLISHED COMPANIES.

The market for products in our subsidiary businesses is highly competitive. Many of their competitors may have longer operating histories, greater financial, technical and marketing resources, and enjoy existing name recognition and customer bases. Competitors may be able to respond more quickly to technological change, competitive pressures, or changes in consumer demand. As a result of their advantages, competitors may be able to limit or curtail our ability to compete successfully. These competitive pressures could materially adversely affect our subsidiary businesses', financial condition, and results of operations.

GLOBAL ECONOMIC CONDITIONS MAY MATERIALLY AND ADVERSELY AFFECT OUR BUSINESS, FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Unfavorable economic conditions, including the impact of recessions in the United States and throughout the world, may negatively affect our business and financial results. These economic conditions could negatively impact (i) consumer demand for our products, (ii) the mix of our products' sales, (iii) our ability to collect accounts receivable on a timely basis, (iv) the ability of suppliers to provide the materials required in our operations and (v) our ability to obtain financing or to otherwise access the capital markets. The strength of the U.S. dollar versus other world currencies could result in increased competition from imported products and decreased sales to our international customers. A prolonged recession could result in decreased revenue, margins and earnings. Additionally, the economic situation could have an impact on our lenders or customers, causing them to fail to meet their obligations to us. The occurrence of any of these risks could materially and adversely affect our subsidiary businesses' financial condition and results of operations.

SOME OF OUR OPERATING SUBSIDIARIES MAY BE SUBJECT TO ENVIRONMENTAL LAWS AND REGULATIONS THAT MAY RESULT IN ITS INCURRING UNANTICIPATED LIABILITIES, WHICH COULD HAVE AN ADVERSE EFFECT ON OUR OPERATING PERFORMANCE.

Federal, state and local authorities subject some of our facilities and operations to requirements relating to environmental protection. These requirements can be expected to change and expand in the future, and may impose significant capital and operating costs.

Environmental laws and regulations govern, among other things, the discharge of substances into the air, water and land, the handling, storage, use and disposal of hazardous materials and wastes and the cleanup of properties affected by pollutants. If any of our subsidiary companies violate environmental laws or regulations, they may be required to implement corrective actions and could be subject to civil or criminal fines or penalties. There can be no assurance that

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we will not have to make significant capital expenditures in the future in order to remain in compliance with applicable laws and regulations. Contamination and exposure to hazardous substances can also result in claims for damages, including personal injury, property damage, and natural resources damage claims. Future events, such as changes in existing laws or policies or their enforcement, or the discovery of currently unknown contamination, may give rise to remediation liabilities or other claims that may be material.

Environmental requirements may become stricter or be interpreted and applied more strictly in the future. These future changes or interpretations, or the indemnification for such adverse environmental conditions, could result in environmental compliance or remediation costs not anticipated by us, which could have a material adverse effect on our business, financial condition or results of operations.

COMMODITY PRICE RISK.

Some of our subsidiaries purchase certain products which are affected by commodity prices and are, therefore, subject to price volatility caused by weather, market conditions and other factors which are not considered predictable or within our control. Although many of the products purchased are subject to changes in commodity prices, certain purchasing contracts or pricing arrangements have been negotiated in advance to minimize price volatility. Where possible, we use these types of purchasing techniques to control costs. In many cases, we believe we will be able to address commodity cost increases that are significant and appear to be long-term in nature by adjusting our pricing. However, long-term increases in commodity prices may result in lower operating margins at some of subsidiaries.

CHANGES OF PRICES FOR PRODUCTS.

While the prices of a Subsidiary's products are projected to be in line with those from market competitors, there can be no assurance that they will not decrease in the future. Competition may cause a subsidiary to lower prices in the future. Moreover, it is difficult to raise prices even if internal costs of production increase.

RISK FACTORS AFFECTING BAKER'S PRIDE, INC.

ON OCTOBER 31, 2012, BAKER'S PRIDE, INC. ("BPI") LOST ITS PRIMARY CUSTOMER. THE LOSS OF THIS CUSTOMER ADVERSELY AFFECTED OUR RESULTS OF OPERATIONS, FINANCIAL CONDITION, AND PROFITABILITY.

BPI was advised verbally on July 12, 2012 and by written notice on July 16, 2012 that effective October 31, 2012, Aldi, Inc., BPI's most significant customer, would be terminating BPI as a supplier to Aldi, Inc. due to BPI's inability to meet certain pricing, cost and product offering needs. Aldi, Inc. accounted for 0.0 % of revenue for the three months ended March 31, 2014 and 2013, respectively. The loss of Aldi, Inc. has had a materially adverse effect on BPI's results of operations and financial condition since November 2012 and through the date of this report.

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DEPENDENCE ON KEY PERSONNEL.

BPI's success depends to an extent upon the performance of its management team, which includes Robert Brookhart, who is responsible for all operations and sales of the business. The loss or unavailability of Mr. Brookhart could adversely affect its business and prospects and operating results and/or financial condition.

CHANGES OF PRICES FOR PRODUCTS.

While the prices of BPI's products are projected to be in line with those from market competitors, there can be no assurance that they will not decrease in the future. Competition may cause BPI to lower prices in the future. Moreover, it is difficult to raise prices even if internal costs of production increase.

INCREASED COMMODITY PRICES AND AVAILABILITY MAY IMPACT PROFITABILITY.

BPI is dependent upon eggs, oils, and flour for ingredients. Many commodity prices have experienced recent volatility. Increases in commodity prices and availability could have an adverse impact on BPI's profitability.

CHANGE IN CONSUMER PREFERENCES MAY ADVERSELY AFFECT BPI'S FINANCIAL AND OPERATIONAL RESULTS.

BPI's success is contingent upon its ability to forecast the tastes and preferences of consumers and offer products that appeal to their preferences. Consumer preference changes due to taste, nutritional content or other factors, and BPI's failure to anticipate, identify or react to these changes could result in reduced demand for its products, which could adversely affect its financial and operational results. The current consumer focus on wellness may affect demand for its products. BPI continues to explore the development of new products that appeal to consumer preference trends while maintaining the product quality standards.

PRODUCT RECALL OR SAFETY CONCERNS MAY ADVERSELY AFFECT FINANCIAL AND OPERATIONAL RESULTS.

BPI may have to recall certain products should they be mislabeled, contaminated or damaged or if there is a perceived safety issue. A perceived safety issue, product recall or an adverse result in any related litigation could have a material adverse effect on BPI's operations, financial condition and financial results.

LOSS OF FACILITIES COULD ADVERSELY AFFECT BPI'S FINANCIAL AND OPERATIONAL RESULTS.

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BPI currently has two production facilities: the Jefferson Street Bakery and the Mt. Pleasant Street Bakery. The loss of either of these facilities could have an adverse impact on BPI's operations, financial condition and results of operations.

INCREASES IN LOGISTICS AND OTHER TRANSPORTATION-RELATED COSTS COULD MATERIALLY ADVERSELY IMPACT BPI'S RESULTS OF OPERATIONS.

BPI's ability to competitively serve its customers depends on the availability of reliable and low-cost transportation. BPI uses trucks to bring its products to market. Disruption to the timely supply of these services or increases in the cost of these services for any reason, including availability or cost of fuel, regulations affecting the industry, or labor shortages in the transportation industry, could have an adverse effect on BPI's ability to serve its customer, and could materially and adversely affect BPI's business, financial condition and results of operations.

RISK FACTORS AFFECTING ADVANCED WASTE & WATER TECHNOLOGY, INC.

AWWT'S RESULTS MAY FLUCTUATE DUE TO CERTAIN REGULATORY, MARKETING AND COMPETITIVE FACTORS OVER WHICH AWWT HAS LITTLE OR NO CONTROL.

The factors listed below are outside of AWWT's control and may cause AWWT's revenues and result of operations to fluctuate significantly, including, but not limited to: (i) actions taken by regulatory bodies relating to the verification and certification of AWWT products/services; (ii) the timing and size of customer purchases; and (iii) customer and/or distributors concerns about the stability of AWWT's business which could cause them to seek alternatives to AWWT products/services.

AWWT FACES CONSTANT CHANGES IN GOVERNMENTAL STANDARDS BY WHICH ITS PRODUCTS/SERVICES ARE EVALUATED.

AWWT believes that due to the constant focus on the environmental standards throughout the world, it may be required in the future to adhere to new and more stringent government regulations. Governmental agencies constantly seek to improve standards required for verification and/or certification of products and/or services. In the event AWWT's products/services fail to meet these ever changing standards, some or all of its products/services may become obsolete or de-listed from government verification having a direct negative effect on AWWT's ability to generate revenue and remain profitable.

DEPENDENCE ON KEY PERSONNEL HOLDING LICENSES, PERMITS AND CERTIFICATIONS.

AWWT's success depends to an extent upon the performance of its employees, some of whom hold certain licenses, permits and certifications, including, but not limited to Ms. Patricia Werner - Els. The loss or inability to replace these employees holding the licenses, permits or certifications necessary to conduct AWWT's business, could adversely affect its business and prospects and operating results and/or financial condition. Additionally, AWWT holds a license for

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patented electrocoagulation technologies, which is critical to its business operations. The loss of this license could adversely affect its business and prospects and operating results and/or financial condition

RISK FACTORS AFFECTING TYREE HOLDINGS CORP.

TYREE NEEDS ADDITIONAL CAPITAL TO FUND THE OPERATIONS AND GROWTH OF THE COMPANY AND THIS NEW CAPITAL MAY NOT BE AVAILABLE. IN THE EVENT SUCH ADDITIONAL CAPITAL IS NOT AVAILABLE, TYREE MAY NEED TO FILE FOR BANKRUPTCY PROTECTION.

Tyree management is working to secure additional available capital resources and turn around Tyree's operations to generate operating income. However, without additional capital resources, Tyree may not be able to continue to operate and may be forced to curtail its business, liquidate assets and/or file for bankruptcy protection. In any such case, its business, operating results or financial condition would be materially adversely affected.

FAILURE TO COMPLETE A PROJECT TIMELY OR FAILURE TO MEET A REQUIRED PERFORMANCE STANDARD ON A PROJECT COULD CAUSE TYREE TO INCUR A LOSS WHICH MAY AFFECT OVERALL PROFITABILITY.

Completion dates and performance standards may be important requirements to a client on a given project. If Tyree is unable to complete a project within specified deadlines or fails to meet performance criteria set forth by a client, additional costs may be incurred by Tyree or the client may hold Tyree responsible for costs they incur to rectify the problem. The uncertainty involved in the timing of certain projects could also negatively affect the Tyree's staff utilization, causing a drop in efficiency and reduced profits.

SUBCONTRACTOR PERFORMANCE AND PRICING COULD EXPOSE TYREE TO LOSS OF REPUTATION AND ADDITIONAL FINANCIAL OR PERFORMANCE OBLIGATIONS THAT COULD RESULT IN REDUCED PROFITS OR LOSSES.

Tyree often hires subcontractors for its projects. The success of these projects depends, in varying degrees, on the satisfactory performance of its subcontractors and Tyree's ability to successfully manage subcontractor costs and pass them through to its customers. If Tyree's subcontractors do not meet their obligations or Tyree is unable to manage or pass through costs, it may be unable to profitably perform and deliver contracted services. Under these circumstances, Tyree may be required to make additional investments and expend additional resources to ensure the adequate performance and delivery of the contracted services. In addition, the inability of its subcontractors to adequately perform or Tyree's inability to manage subcontractor costs on certain projects could hurt Tyree's competitive reputation and ability to obtain future projects.

TYREE'S SERVICES COULD EXPOSE IT TO SIGNIFICANT LIABILITY NOT COVERED BY INSURANCE.

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The services provided by Tyree expose it to significant risks of professional and other liabilities. In addition, Tyree sometimes assumes liability by contract under indemnification provisions. Tyree is unable to predict the total amount of such potential liabilities. Tyree has obtained insurance to cover potential risks and liabilities. However, insurance may be inadequate or unavailable in the future to protect Tyree for such liabilities and risks.

ENVIRONMENTAL AND POLLUTION RISKS COULD POTENTIALLY IMPACT TYREE'S FINANCIAL RESULTS.

Tyree is exposed to certain environmental and pollution risks due to the nature of some of the contract work it performs. Costs associated with pollution cleanup efforts and environmental regulatory compliance have not yet had a material adverse impact on its capital expenditures, earnings, or competitive position. However, the occurrence of a future environmental or pollution event could potentially have an adverse impact.

TYREE INCURS SUBSTANTIAL COSTS TO COMPLY WITH ENVIRONMENTAL REQUIREMENTS. FAILURE TO COMPLY WITH THESE REQUIREMENTS AND RELATED LITIGATION ARISING FROM AN ACTUAL OR PERCEIVED BREACH OF SUCH REQUIREMENTS COULD ALSO SUBJECT TYREE TO FINES, PENALTIES, JUDGMENTS AND IMPOSE LIMITS ON TYREE'S ABILITY TO EXPAND.

Tyree is subject to potential liability and restrictions under environmental laws, including those relating to treatment, storage and disposal of gasoline, discharges to air and water, and the remediation of contaminated soil, surface water and groundwater. If Tyree does not comply with the requirements that apply to a particular site or if it operates without necessary approvals or permits, Tyree could be subject to civil, and possibly criminal, fines and penalties, and may be required to spend substantial capital to bring an operation into compliance or to temporarily or permanently discontinue activities, and/or take corrective actions. Those costs or actions could be significant and impact Tyree's results of operations, cash flows and available capital.

In addition to the costs of complying with environmental laws and regulations, Tyree may incur costs defending against environmental litigation brought by governmental agencies and private parties. Tyree may be in the future be a defendant in lawsuits brought by parties alleging environmental damage, personal injury, and/or property damage, which may result in Tyree incurring significant liabilities.

ADVERSE WEATHER LESSENS DEMAND FOR TYREE'S SERVICES.

Demand for Tyree's services, decreases substantially during periods of cold weather, when it snows or when heavy or sustained rains fall. Consequently, demand for Tyree's services are significantly lower during the winter. High levels of rainfall can also adversely impact operations during these periods as well. Such adverse weather conditions can materially and adversely affect Tyree's results of operations and profitability if they occur with unusual intensity, during abnormal periods, or last longer than usual.

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DEPENDENCE ON KEY PERSONNEL HOLDING LICENSES, PERMITS AND CERTIFICATIONS.

Tyree's success depends to an extent upon the performance of its managers, some of whom hold certain licenses, permits and certifications. The loss or inability to replace these managers holding the licenses, permits or certifications necessary to conduct Tyree's business, could adversely affect its business and prospects and operating results and/or financial condition.

TYREE NEEDS TO COMPLETE ITS NEGOTIATIONS WITH FEDERAL AND STATE TAX AUTHORITIES TO SET UP PAYMENT PLANS TO PAY DOWN ITS PAYROLL AND SALES TAX LIABILITIES.

During the years ended December 31, 2013 and 2012, Tyree did not file certain required payroll tax returns on a timely basis and did not properly pay its payroll tax liabilities, including trust funds withheld on behalf of its employees. Through the assistance of an outside payroll services company, Tyree filed all delinquent payroll tax returns during the fourth quarter of 2013 and is currently in negotiations with federal and various state authorities to settle its remaining payroll tax obligations. Tyree estimates that its outstanding payroll tax liability, including penalties and interest, was approximately \$2.5 million as of March 31, 2014.

During the year ended December 31, 2013, Tyree did not file required sales tax returns in various jurisdictions. Tyree subsequently filed the required returns and is currently in negotiations with various state authorities to settle the remaining sales tax liability. Tyree estimates that its outstanding sales tax liability, including penalties and interest, is approximately \$1.3 million as of March 31, 2014.

TYREE IS EXPOSED TO THE CREDIT RISK, INCLUDING BANKRUPTCY, OF ITS CUSTOMERS IN THE ORDINARY COURSE OF BUSINESS.

Tyree has various credit terms with virtually all of its customers, and its customers have varying degrees of creditworthiness. Although Tyree evaluates the creditworthiness of each of its customers, Tyree may not always be able to fully anticipate or detect deterioration in their creditworthiness and overall financial condition, which could expose Tyree to an increased risk of nonpayment or other default under its contracts and other arrangements with them. In the event that a material customer or customers default on their payment obligations to Tyree or file for bankruptcy protection, this could materially adversely affect Tyree's financial condition, results of operations or cash flows.

On December 5, 2011, Tyree's largest customer, Getty Petroleum Marketing, Inc. ("GPMI") filed for Chapter 11 bankruptcy protection in the United States Bankruptcy Court for the Southern District of New York. As of that date, Tyree has a pre-petition receivable of approximately \$1,515,401.27. As an unsecured creditor, Tyree may never collect or may only collect a small percentage of this pre-petition amount owed. Additionally, Tyree has a post-petition administrative claim for approximately \$593,709.20. Tyree may never collect or may only collect

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a small percentage of this post-petition amount owed. A Proof of Claim was filed with the Bankruptcy court on Tuesday, April 10, 2012. GPMI's bankruptcy could materially adversely affect Tyree's financial condition, results of operations or cash flows.

On August 27, 2012, the United States Bankruptcy Court for the Southern District of New York confirmed GPMI's Chapter 11 plan of liquidation offered by its unsecured creditors committee, overruling the remaining objections. The plan provides for all of the debtors' property to be liquidated over time and for the proceeds to be allocated to creditors. Any assets not distributed by the effective date will be held by a liquidating trust and administered by a liquidation trustee, who will be responsible for liquidating assets, resolving disputed claims, making distributions, pursuing reserved causes of action and winding up GPMI's affairs. As an unsecured creditor, Tyree may never collect or may only collect a small percentage of the pre-petition amounts owed. In 2014, the Trustee indicated that Tyree may collect a small percentage of the pre-petition and post petition amounts owed. Subsequent thereto on April 4, 2014 Tyree sold its unsecured general and administration claim to an unrelated third party for the aggregate sum of \$553,661.96.

In December 2013, Tyree Environmental Corp. and Tyree Service Corp. ("Tyree entities") were sued by liquidating trustee of GPMI for recovery of preferential transfers in the respective amounts of \$1,147,154 and \$2,479,755. On March 27, 2014, the bankruptcy liquidating trustee entered into forbearance agreements with the Tyree entities with respect to the preference actions until June 2014, with the understanding that the forbearance periods will be extended and the actions will ultimately be dismissed if the Tyree entities continue to not voluntarily assist Getty Realty in litigation against GPMI. We believe that this recovery of preferential transfers has no merit or basis.

ITEM 5. OTHER INFORMATION

On January 9, 2014, the Board of Directors of the Registrant approved the issuance of 1,083,332 Class A Voting Common Stock, par value \$0.001 (the "Shares") to certain officers of the Company in exchange for \$130,000. The Company's Class A shares were valued using a \$0.12 valuation, which was the market price for the Company's Class A shares on January 9, 2014

ITEM 6. EXHIBITS

- 31.1+ Chief Executive Officer's Certificate, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2+ Chief Financial Officer's Certificate, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1+ Chief Executive Officer's Certificate, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2+ Chief Financial Officer's Certificate, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101+ Interactive data files pursuant to Rule 405 of Regulation S-T.

+ Filed Herewith

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SIGNATURES

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

AMINCOR, INC.

Date: May 15, 2014

By: /s/John R. Rice, III

John R. Rice, III, President

Date: May 15, 2014

By: /s/ Joseph F. Ingrassia

Joseph F. Ingrassia, Interim Chief
Financial Officer