

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended: June 30, 2012

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 033-20111

**Eat at Joe's Ltd.**

\_\_\_\_\_  
(Exact name of registrant as specified in its charter)

Delaware

\_\_\_\_\_  
(State or other jurisdiction of incorporation or  
organization)

75-2636283

\_\_\_\_\_  
(IRS Employer Identification No.)

670 White Plains Road, Suite 120, Scarsdale, New York, 10583

(Address of principal executive offices)

(914) 725-2700

(Registrant's telephone number)

Check whether the issuer (1) 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 issuer 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 (§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 "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>

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

Yes  No

#### APPLICABLE ONLY TO CORPORATE ISSUERS

As of August 13, 2012, there were 106,577,710 shares of the Registrant's common stock, par value \$0.0001, issued, and 20,000 shares of Series E Convertible preferred stock (convertible to 10,869,565 common shares), par value \$0.0001.

**PART I. FINANCIAL INFORMATION**

**Item 1. Financial Statements**

EAT AT JOE'S LTD., AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

	(Unaudited) June 30, 2012	December 31, 2011
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 640,268	\$ 712,648
Receivables	11,468	12,877
Inventory	12,100	12,100
Prepaid expense	17,369	17,787
Security Deposit	15,000	15,000
Trading securities	181,868	268,163
Available-for-sale securities	<u>456,880</u>	<u>226,160</u>
 Total Current Assets	 <u>1,334,953</u>	 <u>1,264,735</u>
Property and equipment:		
Equipment	104,517	97,594
Furniture & Fixtures	3,964	3,964
Leasehold improvements	<u>274,637</u>	<u>274,637</u>
	383,118	376,195
Less accumulated depreciation	<u>(60,228)</u>	<u>(35,347)</u>
 Total Property & Equipment	 <u>322,890</u>	 <u>340,848</u>
 TOTAL ASSETS	 <u><u>\$ 1,657,843</u></u>	 <u><u>\$ 1,605,583</u></u>

EAT AT JOE'S LTD., AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
(Continued)

	<u>(Unaudited)</u> <u>June 30,</u> <u>2012</u>	<u>December 31,</u> <u>2011</u>
<b>LIABILITIES</b>		
Current Liabilities:		
Accounts payable and accrued liabilities	\$ 159,868	\$ 180,723
Related party accounts payable	8,784	8,784
Short-term notes payable	172,870	172,870
Related party notes payable	2,576,141	2,628,964
Convertible debentures	<u>2,043,702</u>	<u>2,043,702</u>
Total Current Liabilities	<u>4,961,365</u>	<u>5,035,043</u>
Non-Current Liabilities:		
Related party notes payable	<u>-</u>	<u>-</u>
Total Liabilities	<u>4,961,365</u>	<u>5,035,043</u>
<b>STOCKHOLDERS' DEFICIT</b>		
Preferred stock - \$0.0001 par value. 10,000,000 shares authorized; 20,000 Series E shares issued and outstanding		
	2	2
Common Stock - \$0.0001 par value. 250,000,000 shares authorized; 106,577,710 issued and outstanding June 30, 2012 and December 31, 2011.		
	10,658	10,658
Additional paid-in capital	13,570,485	13,570,485
Unrealized gain (loss) on available-for-sale securities	260,380	112,660
Retained deficit	<u>(17,145,047)</u>	<u>(17,123,265)</u>
Total Stockholders' Deficit	<u>(3,303,522)</u>	<u>(3,429,460)</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<u><u>\$ 1,657,843</u></u>	<u><u>\$ 1,605,583</u></u>

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

EAT AT JOE'S LTD., AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS  
AND COMPREHENSIVE INCOME (LOSS)

(Unaudited)

	For the three months ended		For the Six months ended	
	June 30,		June 30,	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Revenues	\$ 289,503	\$ 163,881	\$ 602,472	\$ 334,973
Cost of Revenues	<u>94,373</u>	<u>22,861</u>	<u>184,141</u>	<u>84,935</u>
Gross Margin	<u>195,130</u>	<u>141,020</u>	<u>418,331</u>	<u>250,038</u>
Expenses				
Labor and Related				
Expenses	66,028	67,101	188,489	133,039
Rent	53,061	20,705	105,587	55,844
Depreciation and Amortization	12,551	2,499	24,881	3,585

Other General and Administrative	114,908	27,789	154,914	59,858
Total Operating Expenses	<u>246,548</u>	<u>118,094</u>	<u>473,871</u>	<u>252,326</u>
Net Operating Income (Loss)	<u>(51,418)</u>	<u>22,926</u>	<u>(55,540)</u>	<u>(2,288)</u>
Other Income (Expense)				
Interest income	469	796	923	1,917
Dividend income	-	9	-	11
Interest expense	(34,097)	(38,060)	(69,177)	(74,135)
Unrealized gain (loss) on Trading securities	49,686	4,899	180,621	(75,653)
Gain (Loss) on sale of Marketable Securities	<u>(8,783)</u>	<u>162,077</u>	<u>(78,609)</u>	<u>162,077</u>
Net Other Income (Expense)	<u>7,275</u>	<u>129,721</u>	<u>33,758</u>	<u>14,217</u>
Net Income (Loss) Before Income Taxes	\$ (44,143)	\$ 152,647	\$ (21,782)	\$ 11,929
Income Tax (Expense) Benefit	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net Income (Loss)	<u>\$ (44,143)</u>	<u>\$ 152,647</u>	<u>\$ (21,782)</u>	<u>\$ 11,929</u>
Other Comprehensive Income (Loss)				
Unrealized gain (loss) on available-for-sale securities	<u>76,940</u>	<u>113,610</u>	<u>147,720</u>	<u>154,520</u>
Comprehensive Income (Loss)	<u>\$ 32,797</u>	<u>\$ 266,257</u>	<u>\$ 125,938</u>	<u>\$ 166,449</u>
Basic & Diluted Income (Loss) Per Common Share:	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Weighted Average Common Shares	<u>106,577,710</u>	<u>106,577,710</u>	<u>106,577,710</u>	<u>106,577,710</u>

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

EAT AT JOE'S LTD. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)

	For the six months ended June 30,	
	2012	2011
Cash Flows From Operating Activities		
Net gain (loss) for the period	\$ (21,782)	\$ 11,929
Adjustments to reconcile net income (loss) to net cash Provided by operating activities		
Depreciation and amortization	24,881	3,585
Unrealized (gain) loss on trading securities	(180,621)	75,653
(Gain) Loss on sale of marketable securities	78,609	(162,077)
Decrease (Increase) in receivables	1,409	366
Decrease (Increase) in inventory	-	-
Decrease (Increase) in prepaid expense	418	-
Decrease (Increase) in security deposit	-	(15,000)
(Decrease) Increase in accrued interest payable	69,177	74,135
(Decrease) Increase in accounts payable and accrued		

liabilities	(20,855)	26,299
Net Cash Provided by (Used) in Operating Activities	<u>(48,764)</u>	<u>14,890</u>
Cash Flows From Investing Activities		
Advance to investment company	-	(320,000)
Purchases of trading securities	(63,569)	(180)
Purchases of available-for-sale securities	(83,000)	-
Proceeds from sale of trading securities	251,876	480,487
Proceeds from sale of available-for-sale securities	-	-
Purchase of property and equipment	<u>(6,923)</u>	<u>(351,796)</u>
Net Cash Provided (Used) by Investing Activities	<u>98,384</u>	<u>(191,489)</u>
Cash Flows From Financing Activities		
Repayment of notes, advances and related party payables	<u>(122,000)</u>	<u>(7,500)</u>
Net Cash Provided (Used) by Financing Activities	<u>(122,000)</u>	<u>(7,500)</u>
Increase (Decrease) in Cash	(72,380)	(184,099)
Cash at beginning of period	<u>712,648</u>	<u>1,212,018</u>
Cash at end of period	<u>\$ 640,268</u>	<u>\$ 1,027,919</u>
Supplemental Disclosure of Interest and Income Taxes Paid		
Interest paid during the period	<u>\$ -</u>	<u>\$ -</u>
Income taxes paid during the period	<u>\$ -</u>	<u>\$ -</u>
Supplemental Disclosure of Non-cash Investing and Financing Activities:		
Marketable securities acquired through related party notes and contributed capital	\$ -	\$ 685,000
Unrealized gain (loss) on trading securities	\$ (180,621)	\$ 75,653

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

EAT AT JOE'S LTD. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2012

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of accounting policies for Eat At Joe's, Ltd. and subsidiaries is presented to assist in understanding the Company's financial statements. The accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements.

Interim Financial Statements

The unaudited financial statements as of June 30, 2012 and for the three and six month periods ended June 30, 2012 and 2011 reflect, in the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to fairly state the financial position and results of operations for the six months. Operating results for interim periods are not necessarily indicative of the results which can be expected for full years.

Organization

Eat At Joe's Ltd. (Company) was incorporated on January 6, 1988, under the laws of the State of Delaware, as a wholly-owned subsidiary of Debbie Reynolds Hotel and Casino, Inc. (DRHC) (formerly Halter Venture Corporation or Halter Racing Stables, Inc.) a publicly-owned corporation. DRHC caused the Company to register 1,777,000 shares of its initial 12,450,000 issued and outstanding shares of common stock with the Securities and Exchange Commission on Form S-18. DRHC then distributed the registered shares to DRHC stockholders.

During the period September 30, 1988 to December 31, 1992, the Company remained in the development stage while attempting to enter the mining industry. The Company acquired certain unpatented mining claims and related equipment necessary to mine, extract, process and otherwise explore for kaolin clay, silica, feldspar, precious metals, antimony and other commercial minerals from its majority stockholder and other unrelated third-parties. The Company was unsuccessful in these start-up efforts and all activity was ceased during 1992 as a result of foreclosure on various loans in default and/or the abandonment of all assets. From 1992 until 1996 the Company had no operations, assets or liabilities.

On July 29, 2003, the Board of Directors Resolved to change the authorized capital stock from 50,000,000 common shares to 250,000,000 common shares. There was no change to the par value.

Basis of Presentation

The Company's consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The consolidated financial statements do not include any adjustment relating to recoverability and classification of recorded amounts of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.



EAT AT JOE'S LTD. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2012  
(Continued)

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
(Continued)

Basis of Presentation (continued)

The Company has incurred net income (loss) for the six months ended June 30, 2012 and 2011 of (\$21,782) and \$11,929, respectively and the Company provided (used) cash from operations of (\$48,764) and \$14,890, respectively. As of June 30, 2012, the Company had a working capital deficit of \$3,626,412. These conditions raise substantial doubt as to the Company's ability to continue as a going concern.

The Company's continued existence is dependent upon its ability to execute its operating plan and to obtain additional debt or equity financing. There can be no assurance the necessary debt or equity financing will be available, or will be available on terms acceptable to the Company.

Management plans include opening one new restaurant during the next twelve months and obtaining additional financing to fund payment of obligations and to provide working capital for operations and to finance future growth. The Company is actively pursuing alternative financing and has had discussions with various third parties, although no firm commitments have been obtained. In the interim, shareholders of the Company have committed to meeting its operating expenses. Management believes these efforts will generate sufficient cash flows from future operations to pay the Company's obligations and realize other assets. There is no assurance any of these transactions will occur.

Nature of Business

The Company is developing, owns and operates theme restaurants styled in an "American Diner" atmosphere.

Principles of Consolidation

The consolidated financial statements include the accounts of Eat At Joe's, LTD. and its wholly-owned subsidiaries, E.A.J. Hold, Inc., a Nevada corporation ("Hold"), E.A.J. PHL Airport, Inc., a Pennsylvania corporation, E.A.J. Shoppes, Inc., a Nevada corporation, E.A.J. Cherry Hill, Inc., a Nevada corporation, E.A.J. Neshaminy, Inc., a Nevada corporation, E.A.J. PM, Inc., a Nevada corporation, E.A.J. Echelon, Inc., a Nevada corporation, E.A.J. Market East, Inc., a Nevada corporation, E.A.J. MO, Inc., a Nevada corporation, Branded Restaurant Group, Inc. (formerly E.A.J. Syracuse, Inc.), a Nevada corporation, E.A.J. Walnut Street, Inc., a Nevada corporation, E.A.J. Owings, Inc., a Nevada corporation, and 1398926 Ontario, Inc. and 1337855 Ontario, Inc., British Columbia corporations. All significant intercompany accounts and transactions have been eliminated.

On January 29, 2010, the Company filed certificates of dissolution with the State of Nevada for E.A.J. Echelon, Inc., E.A.J. Owings, Inc., and Regency Communications Group, Inc. (formerly E.A.J. Neshaminy, Inc.).

EAT AT JOE'S LTD. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2012  
(Continued)

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
(Continued)

On April 14, 2011, the Company filed certificates of dissolution with the State of Nevada for E.A.J. Hold, Inc., E.A.J. PM, Inc., and Branded Restaurant Group, Inc. (formerly E.A.J. Syracuse, Inc.).

Inventories

Inventories consist of food, paper items and related materials and are stated at the lower of cost (first-in, first-out method) or market.

Revenue Recognition

The Company generates revenue from the sale of food and beverage through its restaurants. Revenue is recognized upon receipt of payment.

Income Taxes

The Company accounts for income taxes under the provisions of ASC 740 (formerly SFAS No. 109, "Accounting for Income Taxes"). ASC 740 requires recognition of deferred income tax assets and liabilities for the expected future income tax consequences, based on enacted tax laws, of temporary differences between the financial reporting and tax bases of assets and liabilities.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes.

Depreciation

Office furniture, equipment and leasehold improvements are stated at cost. Depreciation and amortization are computed using the straight-line method over the estimated economic useful lives of the related assets as follows:

Furniture & fixtures	5-10 years
Equipment	5-7 years
Computer equipment	3 years
Leasehold improvements	8-15 years

Maintenance and repairs are charged to operations; betterments are capitalized. The cost of property sold or otherwise disposed of and the accumulated depreciation thereon are eliminated from the

EAT AT JOE'S LTD. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2012  
(Continued)

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
(Continued)

property and related accumulated depreciation accounts, and any resulting gain or loss is credited or charged to income.

During 2011, the Company remodeled the restaurant and added leasehold improvements totaling \$269,669, and purchased new equipment totaling \$91,127. The old leasehold improvements of \$376,165 and old equipment of \$116,954 were removed from service and disposed of; resulting in total cost of the property and the corresponding accumulated depreciation of \$493,119 being eliminated from the property and related accumulated depreciation accounts. No gain or loss was recorded on the disposal.

Amortization

Intangible assets consist of a trademark registered with the United States of America Patent and Trademark Office with a registration No. 1575696. Intangible assets are amortized over their estimated useful life of 10 years.

The Company has adopted the Financial Accounting Standards Board ASC 350 (formerly SFAS No., 142, "Goodwill and Other Intangible Assets"). ASC 350 requires, among other things, that companies no longer amortize goodwill, but instead test goodwill for impairment at least annually. In addition, ASC requires that the Company identify reporting units for the purposes of assessing potential future impairments of goodwill, reassess the useful lives of other existing recognized intangible assets, and cease amortization of intangible assets with an indefinite useful life. An intangible asset with an indefinite useful life should be tested for impairment in accordance with the guidance in ASC 350.

Amortization

The Company has adopted Financial Accounting Standards Board ASC 360 (formerly Statement No. 144). ASC 360 requires that long-lived assets, such as property, plant, and equipment, and purchased intangibles subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset.

Assets to be disposed of would be separately presented in the balance sheet and reported at the lower of the carrying amount or fair value less costs to sell, and are no longer depreciated. The assets and liabilities of a disposed group classified as held for sale would be presented separately in the appropriate asset and liability sections of the balance sheet.

EAT AT JOE'S LTD. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2012  
(Continued)

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
(Continued)

Recent Accounting Standards

In December 2011, FASB issued ASU 2011-12 "*Comprehensive Income (Topic 220)*." In order to defer only those changes in Update 2011-05 that relate to the presentation of reclassification adjustments, the paragraphs in this Update supersede certain pending paragraphs in Update 2011-05. The amendments are being made to allow the Board time to re-deliberate whether to present on the face of the financial statements the effects of reclassifications out of accumulated other comprehensive income on the components of net income and other comprehensive income for all periods presented. While the Board is considering the operational concerns about the presentation requirements for reclassification adjustments and the needs of financial statement users for additional information about reclassification adjustments, entities should continue to report reclassifications out of accumulated other comprehensive income consistent with the presentation requirements in effect before Update 2011-05. All other requirements in Update 2011-05 are not affected by this Update, including the requirement to report comprehensive income either in a single continuous financial statement or in two separate but consecutive financial statements. Public entities should apply these requirements for fiscal years, and interim periods within those years, beginning after December 15, 2011. Management does not expect the adoption of ASU 2011-11 to have a material effect on the Company's financial position, results of operations or cash flows.

In June 2011, FASB issued ASU 2011-05 "*Comprehensive Income (Topic 220)*." Under the amendments in this Update, an entity has the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. In a single continuous statement, the entity is required to present the components of net income and total net income, the components of other comprehensive income and a total for other comprehensive income, along with the total of comprehensive income in that statement. In the two-statement approach, an entity is required to present components of net income and total net income in the statement of net income. The statement of other comprehensive income should immediately follow the statement of net income and include the components of other comprehensive income and a total for other comprehensive income, along with a total for comprehensive income. The amendments in this Update should be applied retrospectively. For public entities, the amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. Early adoption is permitted. The amendments do not require any transition disclosures. Management elected early adoption and has presented the total of comprehensive income, the components of net income, and the components of other comprehensive income in a single continuous statement of comprehensive income.

EAT AT JOE'S LTD. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2012  
(Continued)

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
(Continued)

In May 2011, FASB issued ASU 2011-04 "*Fair Value Measurement (Topic 820)*." The amendments in ASU 2011-04 change the wording used to describe the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements. The amendments include (1) those that clarify the Board's intent about the application of existing fair value measurement and disclosure requirements and (2) those that change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. In addition, to improve consistency in application across jurisdictions some changes in wording are necessary to ensure that U.S. GAAP and IFRS fair value measurement and disclosure requirements are described in the same way (for example, using the word shall rather than should to describe the requirements in U.S. GAAP). The amendments that clarify the Board's intent about the application of existing fair value measurement and disclosure requirements include (a) the application of the highest and best use and valuation premise concepts, (b) measuring the fair value of an instrument classified in a reporting entity's shareholders' equity, and (c) disclosures about fair value measurements that clarify that a reporting entity should disclose quantitative information about the unobservable inputs used in a fair value measurement that is categorized within Level 3 of the fair value hierarchy. The amendments in this Update that change a particular principle or requirement for measuring fair value or disclosing information about fair value measurements include (a) measuring the fair value of financial instruments that are managed within a portfolio, (b) application of premiums and discounts in a fair value measurement, and (c) additional disclosures about fair value measurements that expand the disclosures about fair value measurements. The amendments in ASU 2011-04 are to be applied prospectively. For public entities, the amendments are effective during interim and annual periods beginning after December 15, 2011. Early application by public entities is not permitted. The Company does not expect the provisions of ASU 2010-29 to have a material effect on its financial position, results of operations or cash flows.

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

EAT AT JOE'S LTD. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2012  
(Continued)

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
(Continued)

Earnings (Loss) Per Share

Basic loss per share has been computed by dividing the loss for the year applicable to the common stockholders by the weighted average number of common shares outstanding during the years.

Diluted net income per common share was calculated based on an increased number of shares that would be outstanding assuming that the preferred shares were converted to 10,869,565 and 9,174,312 common shares as of June 30, 2012 and 2011, respectively. The effect of outstanding common stock equivalents are anti-dilutive for 2011 and are thus not considered.

Pervasiveness of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles required management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Concentration of Credit Risk

The Company has no significant off-balance-sheet concentrations of credit risk such as foreign exchange contracts, options contracts or other foreign hedging arrangements. The Company maintains the majority of its cash balances with one financial institution, in the form of demand deposits. At June 30, 2012, the Company had cash deposits in one financial institution that were above FDIC limits of \$250,000.

Reclassifications

Certain reclassifications have been made in the 2011 financial statements to conform with the 2012 presentation.

Fair Value of Financial Instruments

The carrying value of the Company's financial instruments, including receivables and accounts payable and accrued liabilities at June 30, 2012 and December 31, 2011 approximates their fair values due to the short-term nature of these financial instruments. The carrying values of trading securities and available for sale securities are based on quoted market prices.

EAT AT JOE'S LTD. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2012  
(Continued)

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
(Continued)

Investment in Marketable Securities

The Company's securities investments that are bought and held for an indefinite period of time are classified as available-for-sale securities. Available-for-sale securities are recorded at fair value on the balance sheet in current assets, with the change in fair value during the period excluded from earnings and recorded net of tax as a component of other comprehensive income. All of the Company's available-for-sale are marketable securities and have no maturity date.

The Company's securities investments that are bought and held principally for the purpose of selling them in the near term are classified as trading securities. Trading securities are recorded at fair value on the balance sheet in current assets, with the change in fair value during the period included in earnings.

Investments in securities are summarized as follows:

	June 30, 2012		
	Gross Unrealized Gain	Gross Unrealized Loss	Fair Value
Trading securities	\$ 180,621	\$ -	\$ 181,868
Available-for-sale securities	\$ 260,380	\$ -	\$ 456,880
	December 31, 2011		
	Gross Unrealized Gain	Gross Unrealized Loss	Fair Value
Trading securities	\$ -	\$ 105,026	\$ 268,163
Available-for-sale securities	\$ 112,660	\$ -	\$ 226,160

Results of operations for the six months ended June 30, 2012 include a gain of \$180,621 on unrealized holding gains on trading securities. Results of operations for the six months ended June 30, 2011 include a charge of \$75,653 for unrealized holding losses on trading securities. For the six months ended June 30, 2012, other comprehensive income includes a gain of \$147,720 for unrealized holding gains on available-for-sale securities. For the six months ended June 31, 2011, other comprehensive income includes a gain of \$154,520 for unrealized holding gains on available-for-sale securities.

EAT AT JOE'S LTD. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2012  
(Continued)

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
(Continued)

Realized Gains and losses are determined on the basis of specific identification. During the six months ended June 30, 2012 and 2011, sales proceeds and gross realized gains and losses on securities classified as available-for-sale securities and trading securities were:

	For the six months ended	
	June 30,	
	2012	2011
<u>Trading securities:</u>		
Sales Proceeds	\$ 251,876	\$ 480,487
Gross Realized Losses	\$ 78,609	\$ -
Gross Realized Gains	\$ -	\$ 162,077
<u>Available-for-sale securities:</u>		
Sale Proceeds	\$ -	\$ -
Gross Realized Losses	\$ -	\$ -
Gross Realized Gains	\$ -	\$ -

The following table discloses the assets measured at fair value on a recurring basis and the methods used to determine fair value:

	Fair Value at	Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	June 30, 2012	(Level 1)	(Level 2)	(Level 3)
Trading securities	\$ 181,868	\$ 181,868	\$ -	\$ -
Available-for-sale securities	\$ 456,880	\$ 456,880	\$ -	\$ -
Total	\$ 638,748	\$ 638,748	\$ -	\$ -

Generally, for all trading securities and available-for-sale securities, fair value is determined by reference to quoted market prices.



EAT AT JOE'S LTD. AND SUBSIDIARIES  
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JUNE 30, 2012  
(Continued)

NOTE 2 - SHORT-TERM NOTES PAYABLE

Short-Term Notes Payable consists of loans from unrelated entities as of June 30, 2012 and December 31, 2011. The notes are payable one year from the date of issuance together with interest at 6.50% A.P.R.

NOTE 3 - INCOME TAXES

As of December 31, 2011, the Company had a net operating loss carryforward for income tax reporting purposes of approximately \$5,200,000 that may be offset against future taxable income through 2031. Current tax laws limit the amount of loss available to be offset against future taxable income when a substantial change in ownership occurs. Therefore, the amount available to offset future taxable income may be limited. No tax benefit has been reported in the financial statements, because the Company believes there is a 50% or greater chance the carry forwards will expire unused. Accordingly, the potential tax benefits of the loss carry forwards are offset by a valuation allowance of the same amount.

The Company has the following tax assets:

	December 31, 2011	December 31, 2010
Net Operating Losses	\$ 1,768,000	\$ 1,836,000
Depreciation and Other	(21,340)	93,840
Valuation Allowance	(1,746,660)	(1,929,840)
	<u>\$ -</u>	<u>\$ -</u>

The provision for income taxes differ from the amount computed using the federal US statutory income tax rate as follows:

	December 31, 2011	December 31, 2010
Provision (Benefit) at US Statutory Rate	\$ (52,200)	\$ (213,000)
Net Operating Losses	80,240	(12,600)
Depreciation and Other	155,140	234,100
Increase (Decrease) in Valuation Allowance	(183,180)	(8,500)
	<u>\$ -</u>	<u>\$ -</u>

The Company evaluates its valuation allowance requirements based on projected future operations. When circumstances change and causes a change in management's judgment about the recoverability of deferred tax assets, the impact of the change on the valuation is reflected in current income.

EAT AT JOE'S LTD. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2012  
(Continued)

NOTE 4 - UNCERTAIN TAX POSITIONS

Effective January 1, 2007, the company adopted the provisions of ASC 740 (formerly FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement No. 109" ("FIN 48")). ASC 740 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. The adoption of the provisions of ASC 740 did not have a material impact on the company's condensed consolidated financial position and results of operations. At December 31, 2011, the company had no liability for unrecognized tax benefits and no accrual for the payment of related interest and penalties. The Company did not record a cumulative effect adjustment relating to the adoption of ASC 740.

Interest costs related to unrecognized tax benefits are classified as "Interest expense, net" in the accompanying condensed consolidated statements of operations. Penalties, if any, would be recognized as a component of "Selling, general and administrative expenses". The Company recognized \$0 of interest and penalties expense related to unrecognized tax benefits during 2011. In many cases the company's uncertain tax positions are related to tax years that remain subject to examination by relevant tax authorities. With few exceptions, the company is generally no longer subject to U.S. federal, state, local or non-U.S. income tax examinations by tax authorities for years before 2008. The following describes the open tax years, by major tax jurisdiction, as of December 31, 2011:

United States (a)                      2008 - Present

(a) Includes federal as well as state or similar local jurisdictions, as applicable.

NOTE 5 - RELATED PARTY TRANSACTIONS

During 2011 and 2010, Joseph Fiore, C.E.O. of the Company, and Berkshire Capital, which is controlled by Mr. Fiore, paid expenses and made advances to the Company. All expenses paid on behalf of the company have been recorded in the consolidated statements of operations for the period incurred. As of June 30, 2012 and December 31, 2011, \$1,477,549 and \$1,442,889 (including accrued interest at 6%) in advances was due to these related parties.

On August 8, 2003, the Board resolved to enter into an agreement with Berkshire Capital Management Co., Inc., a related party, for the purpose of utilizing the Company's tax loss carry forward to sell Berkshire's acquired free trading stock in other public companies. As of June 30, 2012 and December 31, 2011, related party accounts payable include \$8,784 and \$8,784, respectively, due to Berkshire Capital.

EAT AT JOE'S LTD. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2012  
(Continued)

NOTE 5 - RELATED PARTY TRANSACTIONS (continued)

On May 16, 2007, the Company acquired 3,000,000 shares of Sustainable Power Corp. from Berkshire Capital Management in exchange for a demand note in the amount of \$210,000, carrying an interest rate of 6% A.P.R. During the year ended December 31, 2010, the Company paid \$210,000 towards this loan. At June 30, 2012 and December 31, 2011, \$47,959 and \$46,545, respectively was due on this loan.

On May 16, 2007, 45,529,411 restricted shares of Eat at Joe's, LTD were issued by the Board of Directors to Berkshire Capital Management Co, Inc at \$0.015 per share in satisfaction of \$682,941 in related party accounts payable due to Berkshire Capital Management. The shares were valued using the fair market value of the stock on the date of issuance. The fair market value of the stock was determined by the quoted market price of the stock on the date of issuance.

On September 14, 2007, the Company acquired 1,000,000 shares of International Oil & Gas Holdings Corp. from Berkshire Capital Management in exchange for a demand note in the amount of \$125,000, carrying an interest rate of 6% A.P.R. At June 30, 2012 and December 31, 2011, \$169,050 and \$164,066 was due on this loan, respectively.

On July 17, 2007, the Company acquired 3,000,000 shares of International Oil & Gas Holdings Corp. from Berkshire Capital Management in exchange for a demand note in the amount of \$465,000, carrying an interest rate of 6% A.P.R. On January 8, 2008, \$375,156 was paid on this note. At June 30, 2012 and December 31, 2011, \$135,754 and \$131,096 was due on this loan, respectively.

On August 22, 2007, the Company acquired 2,000,000 shares of International Oil & Gas Holdings Corp. from Berkshire Capital Management in exchange for a demand note in the amount of \$160,000, carrying an interest rate of 6% A.P.R. At June 30, 2012 and December 31, 2011, \$213,341 and \$207,681 was due on this loan, respectively.

On September 20, 2007, the Company acquired 1,000,000 shares of International Oil & Gas Holdings Corp. from Berkshire Capital Management in exchange for a demand note in the amount of \$55,000, carrying an interest rate of 6% A.P.R. At June 30, 2012 and December 31, 2011, \$73,205 and \$71,047, respectively, was due on this loan.

On January 11, 2008, the Company acquired 1,000,000 shares of Sustainable Power Corp from Berkshire Capital Management in exchange for a demand note in the amount of \$47,000, carrying an interest rate of 6% A.P.R. On April 30, 2012 and May 15, 2012 the Company paid back \$30,000 and \$20,000, respectively. At June 30, 2012 and December 31, 2011, \$10,969 and \$59,611, respectively, was due on this loan.

On February 29, 2008, the Company acquired 2,000,000 shares of Sustainable Power Corp. from Berkshire Capital Management in exchange for a demand note in the amount of \$126,000, carrying an interest rate of 6% A.P.R. At June 30, 2012 and December 31, 2011, \$163,307 and \$158,493, respectively, was due on this loan.

EAT AT JOE'S LTD. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2012  
(Continued)

NOTE 5 - RELATED PARTY TRANSACTIONS (continued)

On February 28, 2008, 16,000,000 shares at \$.013 of common stock were issued to the company's current officers, directors and support staff. The shares were valued using the fair market value of the stock on the date of issuance. The fair market value of the stock was determined by the quoted market price of the stock on the date of issuance. Compensation expense of \$208,000 resulting from this issuance has been recorded in the accompanying financial statements.

On April 24, 2008, the Company acquired 2,000,000 shares of Sustainable Power Corp. from Berkshire Capital Management in exchange for a demand note in the amount of \$71,000, carrying an interest rate of 6% A.P.R. At June 30, 2012 and December 31, 2011, \$91,199 and \$88,510, respectively, was due on this loan.

On April 24, 2008, the Company acquired 862,500 shares of EFoodSafety.Com from Berkshire Capital Management in exchange for a demand note in the amount of \$163,875, carrying an interest rate of 6% A.P.R. On March 26, 2010, \$30,000 was paid on this note. On March 31, 2012, \$61,464 was paid on this note. At June 30, 2012 and December 31, 2011, \$113,773 and \$170,970, respectively, was due on this loan.

On July 1, 2008, the Company acquired 2,000,000 shares of Sustainable Power Corp. from Berkshire Capital Management in exchange for a demand note in the amount of \$63,000, carrying an interest rate of 6% A.P.R. At June 30, 2012 and December 31, 2011, \$80,035 and \$77,676, respectively, was due on this loan.

On November 18, 2009, the Company acquired 5,000,000 share of Nuvilex, Inc. from Berkshire Capital Management in exchange for a note payable in the amount of \$150,000. The note is due in three years and carries an interest rate of 6% A.P.R. During the 4<sup>th</sup> quarter of 2011, this note was paid in full.

On October 19, 2010, the Company acquired 171,400 shares of Diamond Ranch Foods from Berkshire Capital Management in exchange for a note payable in the amount of \$50,000. The market value of the shares on October 19, 2010 was \$1.05 per share, for a total value of \$179,970. As part of this transaction, the Company recorded contributed capital of \$129,970, which was the difference in the value of the shares and note payable. The note is due in three years and carries an interest rate of 6% A.P.R. During the 4<sup>th</sup> quarter of 2011, this note was paid in full.

On May 17, 2011, the Company acquired 3,000,000 shares of Nuvilex, Inc. from Berkshire Capital Management in exchange for a note payable in the amount of \$10,000. The market value of the shares on May 17, 2011 was \$0.07 per share, for a total value of \$210,000. As part of this transaction, the Company recorded contributed capital of \$200,000, which was the difference in the value of the shares and the note payable. The note is due on demand and carries an interest rate of 6% A.P.R. On March 31, 2012, this note was paid in full. At June 30, 2012 and December 31, 2011, \$0 and \$10,379, respectively, was due on this loan.

EAT AT JOE'S LTD. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2012  
(Continued)

NOTE 6 - RENT AND LEASE EXPENSE

The Company's wholly-owned subsidiary E.A.J. PHL Airport, Inc. leases approximately 845 square feet in the Philadelphia Airport, Philadelphia, Pennsylvania pursuant to a lease dated April 30, 1997. E.A.J. PHL Airport pays \$14,000 per month basic rent under the lease which expires April 2017. A construction security deposit of \$15,000 was paid prior to construction. Amount will be refunded upon completion of renovation.

The minimum future lease payments under these leases for the next five years are:

<u>Year Ended December 31,</u>	<u>Real Property</u>
2011	\$ 168,000
2012	168,000
2013	168,000
2014	168,000
2015	<u>168,000</u>
Total five year minimum lease payments	<u>\$ 840,000</u>

The lease generally provides that insurance, maintenance and tax expenses are obligations of the Company. It is expected that in the normal course of business, leases that expire will be renewed or replaced by leases on other properties.

During 2011, the restaurant was closed for renovation starting in February 2011 and reopening in May 2011. The Company paid a construction security deposit of \$15,000 prior to construction. The Company expects the deposit to be refunded in 2012.

NOTE 7 - CONVERTIBLE DEBENTURES

On July 31, and September 2, 1998, the Company sold its 8% convertible debenture in the aggregate principal amount of \$1,500,000 to an accredited investor pursuant to an exemption from registration under Section 4(2) and/or Regulation D.

The material terms of the Company' convertible debentures provide for the payment of interest at 8% per annum payable quarterly, mandatory redemption after 3 years from the date of issuance at 130% of the principal amount. Subject to adjustment, the debentures are convertible into Common Stock at the lower of a fixed conversion price (\$1.82 per share for \$900,000 principal amount of debentures; \$1.61 per share for \$600,000 principal amount of debentures) or 75% of the average closing bid price for the Company's Common Stock for the 5 trading days preceding the date of the conversion notice. Repayment of the indebtedness is secured by a general lien on the assets of the Company and guarantee by 5 of the Company's subsidiaries.

Total issue costs were \$156,551.20 which were amortized over the initial terms of the debt with a maturity date of July 31 and September 2, 2001.

EAT AT JOE'S LTD. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2012  
(Continued)

NOTE 8 - CONVERTIBLE PREFERRED STOCK

The Series E Convertible Preferred Stock carries the following rights and preferences;

- \* No dividends.
- \* Convertible to common stock at the average closing bid price for the Company's common stock for the 5 trading days prior to the conversion date, and is adjustable to prevent dilution. (Convertible to 10,869,565 common shares at June 30, 2012).
- \* Convertible at the Option of the Company at par value only after repayment of the shareholder loans from Joseph Fiore and subject to the holder's option to convert.
- \* Entitled to vote 1,000 votes per share of Series E Convertible Preferred Shares.
- \* Entitled to liquidation preference at par value.
- \* Is senior to all other share of preferred or common shares issued past, present and future.

## **Item 2. Management's Discussion and Analysis or Plan of Operation.**

**General** - This discussion should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations in the Company's annual report on Form 10-K for the year ended December 31, 2011.

**Plan of Operations** - Eat at Joe's Ltd. Intends to open and operate theme restaurants styled in an "American Diner" atmosphere where families can eat wholesome, home cooked food in a safe friendly atmosphere. Eat at Joe's, the classic American grill, is a restaurant concept that takes you back to eating in the era when favorite old rockers were playing on chrome-spangled jukeboxes and neon signs reflected on shiny tabletops of the 1950's. Eat at Joe's fulfills the diner dream with homey ambiance that's affordable while providing food whose quality and variety is such you can eat there over and over, meal after meal. To build on the diner experience, a retail section in each Eat at Joe's would allow customers to take the good feelings home with them, in the form of 50's memorabilia.

The Company's expansion strategy is to open restaurants either through Joint Venture agreements or Company owned units. Units may consist of a combination of full service restaurants or food court locations. Restaurant construction will take from 90-150 days to complete on a leased site.

In considering site locations, the Company concentrates on trade demographics, such as traffic volume, accessibility and visibility. High Visibility Malls and Strip Malls in densely populated suburbs are the preferred locations. The Company also scrutinizes the potential competition and the profitability of national restaurant chains in the target market area. As part of the expansion program, the Company will inspect and approve each site before approval of any joint venture or partnership.

A typical food court unit is approximately 500 square feet, whereas for a full service operation it is approximately 3,500 square feet. Food court operation consists of a limited menu. A full service restaurant consists of 30-35 tables seating about 140-150 people. The bar area will hold 6-8 tables and seats 30-35 people.

The restaurant industry is an intensely competitive one, where price, service, location, and food quality are critical factors. The Company has many established competitors, ranging from similar casual-style chains to local single unit operations. Some of these competitors have substantially greater financial resources and may be established or indeed become established in areas where the Eat at Joe's Company operates. The restaurant industry may be affected by changes in customer tastes, economic, demographic trends, and traffic patterns. Factors such as inflation, increased supplies costs and the availability of suitable employees may adversely affect the restaurant industry in general and the Eat at Joe's Company Restaurant in particular. Significant numbers of the Eat at Joe's personnel are paid at rates related to the federal minimum wage and accordingly, any changes in this would affect the Company's labor costs.

Over the next twelve months, the company will maintain operations as they currently exist. We do not anticipate the hiring of new full-time employees or the need for additional funds to satisfy cash requirements. Expansion within the current location is not viable, however management may seek to make acquisitions of established businesses, or, if a desirable location becomes available, we may elect to expand the concept. Locations would be sought in heavily trafficked areas, such as within an airport, train station, etc. We have not found any such location as of the date of this filing and no agreements are in place.

**Results of Operations** - For the six months ended June 30, 2012, the Company had a net loss of \$21,782 composed of a loss from operations of \$55,540 and net other income of \$33,758. For the six months ended June 30, 2011, the Company had a net gain of \$11,929 composed of loss from operations of \$2,288 and net other income of \$14,217. Net other income/loss is primarily due to gains and losses from the sale of trading and available for sale securities and the unrealized gains and losses on trading securities.

**Total Revenues** - For the six months ended June 30, 2012 and 2011, the Company had total sales of approximately \$602,000 and \$335,000, respectively, for an increase of approximately \$267,000. The increase is mainly due to the restaurant being closed effective February 21, 2011 for remodeling. The restaurant reopened on May 27, 2011. Also, the overall economic condition of the country has caused airport traffic to decline. Consumers are spending and traveling less and airlines are eliminating or combining flights. There is a direct correlation between airport traffic and the Company's sales. As the economy stabilizes and moves toward a recovery, airport traffic is expected to increase and will be reflected in increased sales for the Company.

**Costs and Expenses** - Costs of revenues, which include the costs of food, beverage, and kitchen supplies slightly increased as a percentage of sales from 2011 to 2012. This was mainly due to the increase in sales in 2012 compared to 2011, and to the restaurant being closed for remodeling during the 2011 year. The cost of labor, rent and other general and administrative costs, were similar as a percentage of sales for the six months ended June 30, 2012 compared to the six months ended June 30, 2011.

Depreciation and amortization expense increased by approximately \$21,300 from 2011 to 2012 due to new fixed assets being placed in service during the renovation. Depreciation expense will increase now that these plans are completed and as new assets are acquired.

## **LIQUIDITY AND CAPITAL RESOURCES**

As of June 30, 2012, the Company has a working capital deficit of approximately \$3,626,412. The Company's continued existence is dependent upon its ability to execute its operating plan and to obtain additional debt or equity financing. There can be no assurance the necessary debt or equity financing will be available, or will be available on terms acceptable to the Company.

Management plans include searching for and opening new restaurants in the future and obtaining additional financing to fund payment of obligations and to provide working capital for operations and to finance future growth. The Company is actively pursuing alternative financing and has had discussions with various third parties, although no firm commitments have been obtained. In the interim, shareholders of the Company have committed to meeting its operating expenses. Management believes these efforts will generate sufficient cash flows from future operations to pay the Company's obligations and realize other assets. There is no assurance any of these transactions will occur.

The Company has met its capital requirements through the sale of its Common Stock, Convertible Preferred Stock, Convertible Debentures and Notes Payable.

Since the Company's re-activation in January, 1997, the Company's principal capital requirements have been the funding of (i) the development of the Company and its 1950's diner style concept, (ii) the construction of its existing units and the acquisition of the furniture, fixtures and equipment therein and (iii) towards the development of additional units.

During the six months ended June 30, 2012, the Company earned approximately \$98,384 in cash for investing activities. Cash of approximately \$7,000 was used for purchase of equipment and improvements due to the restaurant remodeling. Net cash of approximately \$105,000 was provided from the purchase and sale of marketable equity securities for the six months ended June 30, 2012. For the Six months ended June 30, 2011, the Company used approximately \$191,489 in cash from investing activities from the purchase of equipment and improvements due to the restaurant remodeling. As of June 30, 2012, the company owns marketable securities valued at \$638,748.

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During the six months ended June 30, 2012, the Company repaid approximately \$122,000 in short-term notes payable. During the six months ended June 30, 2011, the Company repaid \$7,500 in shareholder advances from past years. As of June 30, 2012, approximately \$1,477,549 (including interest accruing at 6%) in advances was due to Joseph Fiore, C.E.O. of the Company.



On May 16, 2007, 45,529,411 restricted shares of Eat at Joe's, LTD were issued by the Board of Directors to Berkshire Capital Management Co, Inc at \$0.015 per share in satisfaction of \$682,941.00 in related party accounts payable due to Berkshire Capital Management. The shares were valued using the fair market value of the stock on the date of issuance. The fair market value of the stock was determined by the quoted market price of the stock on the date of issuance.

On February 28, 2008, 16,000,000 shares at \$.013 of common stock were issued to the company's current officers, directors and support staff. The shares were valued using the fair market value of the stock on the date of issuance. The fair market value of the stock was determined by the quoted market price of the stock on the date of issuance. Compensation expense of \$208,000 resulting from this issuance has been recorded in the accompanying financial statements.

For the six months ended June 30, 2012 and 2011, operating activities provided (used) approximately (\$48,764) and \$14,890 in cash.

After the completion of its expansion plans, the Company expects future development and expansion will be financed through cash flow from operations and other forms of financing such as the sale of additional equity and debt securities, capital leases and other credit facilities. There are no assurances that such financing will be available on terms acceptable or favorable to the Company.

**Government Regulations** - The Company is subject to all pertinent Federal, State, and Local laws governing its business. Each Eat at Joe's is subject to licensing and regulation by a number of authorities in its State or municipality. These may include health, safety, and fire regulations. The Company's operations are also subject to Federal and State minimum wage laws governing such matters as working conditions, overtime and tip credits.

**Critical Accounting Policies** -The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Note 1 to the Consolidated Financial Statements describes the significant accounting policies and methods used in the preparation of the Consolidated Financial Statements. Estimates are used for, but not limited to, contingencies and taxes. Actual results could differ materially from those estimates. The following critical accounting policies are impacted significantly by judgments, assumptions, and estimates used in the preparation of the Consolidated Financial Statements.

We are subject to various loss contingencies arising in the ordinary course of business. We consider the likelihood of loss or impairment of an asset or the incurrence of a liability, as well as our ability to reasonably estimate the amount of loss in determining loss contingencies. An estimated loss contingency is accrued when management concludes that it is probable that an asset has been impaired or a liability has been incurred and the amount of the loss can be reasonably estimated. We regularly evaluate current information available to us to determine whether such accruals should be adjusted.

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We recognize deferred tax assets (future tax benefits) and liabilities for the expected future tax consequences of temporary differences between the book carrying amounts and the tax basis of assets and liabilities. The deferred tax assets and liabilities represent the expected future tax return consequences of those differences, which are expected to be either deductible or taxable when the assets and liabilities are recovered or settled. Future tax benefits have been fully offset by a 100% valuation allowance as management is unable to determine that it is more likely than not that this deferred tax asset will be realized.

### **Investment in Marketable Securities**

The Company's securities investments that are bought and held for an indefinite period of time are classified as available-for-sale securities. Available-for-sale securities are recorded at fair value on the balance sheet in current assets, with the change in fair value during the period excluded from earnings and recorded net of tax as a component of other comprehensive income.

The Company's securities investments that are bought and held principally for the purpose of selling them in the near term are classified as trading securities. Trading securities are recorded at fair value on the balance

sheet in current assets, with the change in fair value during the period included in earnings.

**Recently Enacted and Proposed Regulatory Changes** - Recently enacted and proposed changes in the laws and regulations affecting public companies, including the provisions of the Sarbanes-Oxley Act of 2002 and rules proposed by the SEC and NASDAQ could cause us to incur increased costs as we evaluate the implications of new rules and respond to new requirements. The new rules could make it more difficult for us to obtain certain types of insurance, including directors and officers liability insurance, and we may be forced to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. The impact of these events could also make it more difficult for us to attract and retain qualified persons to serve on the Company's board of directors, or as executive officers. We are presently evaluating and monitoring developments with respect to these new and proposed rules, and we cannot predict or estimate the amount of the additional costs we may incur or the timing of such costs.

In December 2011, FASB issued ASU 2011-12 "*Comprehensive Income (Topic 220)*." In order to defer only those changes in Update 2011-05 that relate to the presentation of reclassification adjustments, the paragraphs in this Update supersede certain pending paragraphs in Update 2011-05. The amendments are being made to allow the Board time to re-deliberate whether to present on the face of the financial statements the effects of reclassifications out of accumulated other comprehensive income on the components of net income and other comprehensive income for all periods presented. While the Board is considering the operational concerns about the presentation requirements for reclassification adjustments and the needs of financial statement users for additional information about reclassification adjustments, entities should continue to report reclassifications out of accumulated other comprehensive income consistent with the presentation requirements in effect before Update 2011-05. All other requirements in Update 2011-05 are not affected by this Update, including the requirement to report comprehensive income either in a single continuous financial statement or in two separate but consecutive financial statements. Public entities should apply these requirements for fiscal years, and interim periods within those years, beginning after December 15, 2011. Management does not expect the adoption of ASU 2011-11 to have a material effect on the Company's financial position, results of operations or cash flows.

In June 2011, FASB issued ASU 2011-05 “*Comprehensive Income (Topic 220)*.” Under the amendments in this Update, an entity has the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. In a single continuous statement, the entity is required to present the components of net income and total net income, the components of other comprehensive income and a total for other comprehensive income, along with the total of comprehensive income in that statement. In the two-statement approach, an entity is required to present components of net income and total net income in the statement of net income. The statement of other comprehensive income should immediately follow the statement of net income and include the components of other comprehensive income and a total for other comprehensive income, along with a total for comprehensive income. The amendments in this Update should be applied retrospectively. For public entities, the amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. Early adoption is permitted. The amendments do not require any transition disclosures. Management elected early adoption and has presented the total of comprehensive income, the components of net income, and the components of other comprehensive income in a single continuous statement of comprehensive income.

In May 2011, FASB issued ASU 2011-04 “*Fair Value Measurement (Topic 820)*.” The amendments in ASU 2011-04 change the wording used to describe the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements. The amendments include (1) those that clarify the Board's intent about the application of existing fair value measurement and disclosure requirements and (2) those that change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. In addition, to improve consistency in application across jurisdictions some changes in wording are necessary to ensure that U.S. GAAP and IFRS fair value measurement and disclosure requirements are described in the same way (for example, using the word shall rather than should to describe the requirements in U.S. GAAP). The amendments that clarify the Board's intent about the application of existing fair value measurement and disclosure requirements include (a) the application of the highest and best use and valuation premise concepts, (b) measuring the fair value of an instrument classified in a reporting entity's shareholders' equity, and (c) disclosures about fair value measurements that clarify that a reporting entity should disclose quantitative information about the unobservable inputs used in a fair value measurement that is categorized within Level 3 of the fair value hierarchy. The amendments in this Update that change a particular principle or requirement for measuring fair value or disclosing information about fair value measurements include (a) measuring the fair value of financial instruments that are managed within a portfolio, (b) application of premiums and discounts in a fair value measurement, and (c) additional disclosures about fair value measurements that expand the disclosures about fair value measurements. The amendments in ASU 2011-04 are to be applied prospectively. For public entities, the amendments are effective during interim and annual periods beginning after December 15, 2011. Early application by public entities is not permitted. The Company does not expect the provisions of ASU 2010-29 to have a material effect on its financial position, results of operations or cash flows.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Not applicable.

### **Item 4. Controls and Procedures**

The Company's Chief Executive Officer and Chief Financial Officer are responsible for establishing and maintaining disclosure controls and procedures for the Company.

(a) Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's President, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Rule 13a-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based upon the evaluation, the Company's President concluded that, as of the end of the period, the Company's disclosure controls and procedures were effective in timely alerting him to material information relating to the Company required to be included in the reports that the Company files and submits pursuant to the Exchange Act.

(b) Changes in Internal Controls

Based on this evaluation as of June 30, 2012, there were no changes in the Company's internal controls over financial reporting or in any other areas that could significantly affect the Company's internal controls subsequent to the date of his most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

## **PART II - OTHER INFORMATION**

### **Item 1. Legal Proceedings**

None.

### **Item 1A. Risk Factors**

None.

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

None.

### **Item 3. Defaults Upon Senior Securities**

None.

### **Item 4. Mining Safety Disclosures**

None

### **Item 5. Other Information**

None.

## Item 6. Exhibits

The following exhibits are included as part of this report:

<b>Exhibit</b>	<b>Exhibit Description</b>	<b>Filed herewith</b>
31	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X
32	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X
101.INS*	XBRL Instance Document	X
101.SCH*	XBRL Taxonomy Extension Schema Document	X
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document	X
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document	X
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document	X
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Definition	X

## SIGNATURES

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

EAT AT JOE'S LTD.

(Registrant)

DATE: August 14, 2012

By: /s/ Joseph Fiore

Joseph Fiore

C.E.O., C.F.O., Chairman, Secretary, Director

(Principal Executive & Accounting Officer)



**Exhibit 31**

**Section 302 Certifications**

I, Joseph Fiore, certify that:

1. I have reviewed this quarterly report on form 10-Q of Eat at Joe's Ltd.
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the small business issuer and have:
  - a) designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluations; and
  - d) disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an quarterly report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over the financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: August 14, 2012

/s/ Joseph Fiore

Joseph Fiore

CEO, CFO, Chairman, Secretary, Director

(Principal Executive & Accounting Officer)





**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT BY  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Eat at Joe's, Ltd., on Form 10-Q for the quarter ending June 30, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Joseph Fiore, Chief Executive Officer and Principal Accounting Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge and belief:

1. The Report fully complies with the requirements of section 13 (a) or 15 (d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: August 14, 2012

/s/ Joseph Fiore

Joseph Fiore  
CEO, CFO, Chairman, Secretary, Director  
(Principal Executive & Accounting Officer)

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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