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

FORM 10-Q /A

(Mark One)

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

For the quarterly period ended: June 30, 2014

or

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

For the transition period from __________ to __________

Commission file number 33-20111

Eat at Joe's Ltd.
(Exact name of registrant as specified in its charter)

| | |
|---|---|
| Delaware | 75-2636283 |
| (State or other jurisdiction of incorporation or organization) | (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 | ☐ | Accelerated filer | ☐ |
| Non-accelerated filer | ☐ | 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 ☒

APPLICABLE ONLY TO CORPORATE ISSUERS

As of August 14, 2014, there were 136,627,710 shares of the Registrant's common stock, par value $0.0001, issued, and 20,000 shares of Series E Convertible preferred stock (convertible to 467,290 common shares), par value $0.0001.

Explanatory Note:

This Amendment No. 1 on Form 10-Q/A amends the Registrant’s Quarterly Report on Form 10-Q filed by the Registrant on August 14, 2014 with the Securities and Exchange Commission. Amendment No. 1 is being filed solely to amend Item 4. Controls and Procedures. All other items remain unchanged.

## PART I. FINANCIAL INFORMATION

### Item 1. Financial Statements

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

| | June 30, 2014 (Unaudited) | December 31, 2013 (Restated) |
|---|---|---|
| ASSETS | | |
| Current Assets: | | |
| Cash | $ 7,701,916 | $ 1,628,529 |
| Accounts receivable | 1,320 | 1,093 |
| Inventory | 16,500 | 16,500 |
| Prepaid expense | 45,833 | 17,477 |
| Prepaid stock purchase | 108,750 | 43,750 |
| Security deposit | 15,000 | 15,000 |
| Trading securities | 1,553,213 | 1,717,438 |
| Available-for-sale securities | 7,994,720 | 2,900,090 |
| Deferred income taxes - current | 758,000 | 758,000 |
| Total Current Assets | 18,195,252 | 7,097,877 |
| Property and equipment, net | 191,166 | 227,298 |
| Domain name | 5,000 | - |
| Deferred income taxes – non-current | 282,000 | 282,000 |
| TOTAL ASSETS | $ 18,673,418 | $ 7,607,175 |
| LIABILITIES | | |
| Current Liabilities: | | |
| Accounts payable and accrued liabilities | $ 38,167 | $ 39,374 |
| Related party notes payable | 1,939,838 | 1,882,648 |
| Total Current Liabilities | 1,978,005 | 1,922,022 |
| Noncurrent related party notes payable | 8,798,011 | 8,562,355 |
| Total Liabilities | 10,776,016 | 10,484,377 |
| STOCKHOLDERS' EQUITY (DEFICIT) | | |
| 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; 136,627,710 and 136,627,710 issued and outstanding, respectively | 13,663 | 13,663 |
| Additional paid-in capital | 14,049,717 | 14,049,717 |
| Unrealized gain (loss) on available-for-sale securities | 3,872,120 | (1,285,009) |
| Retained deficit | (10,038,100) | (15,655,575) |
| Total Stockholders' Equity (Deficit) | 7,897,402 | (2,877,202) |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT) | $ 18,673,418 | $ 7,607,175 |

*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 Six months ended June 30, | | For the Three months ended June 30, | |
|---|---|---|---|---|
| | 2014 | 2013 (Restated) | 2014 | 2013 (Restated) |
| Revenues | $ 729,776 | $ 604,068 | $ 392,605 | $ 326,740 |
| Cost of revenues | 231,549 | 181,622 | 125,839 | 97,068 |
| Gross margin | 498,227 | 422,446 | 266,766 | 229,672 |
| Expenses | | | | |
| Labor and related expenses | 186,812 | 163,653 | 94,542 | 83,067 |
| Rent | 106,260 | 108,315 | 53,829 | 52,127 |
| Depreciation and amortization | 36,132 | 25,246 | 18,066 | 12,471 |
| Other general and administrative | 331,111 | 183,030 | 138,500 | 87,988 |
| Total operating expenses | 660,315 | 480,244 | 304,937 | 235,653 |
| Net Operating Income (Loss) | (162,088) | (57,798) | (38,171) | (5,981) |
| Other Income (Expense) | | | | |
| Interest income | 3,495 | 368 | 2,257 | 225 |
| Interest expense | (292,846) | (241,056) | (146,637) | (128,953) |
| Unrealized gain (loss) on trading securities | 249,482 | (140,548) | (1,435,383) | (445,369) |
| Gain (loss) on sale of marketable securities | 5,819,432 | 496,298 | 0 | 390,964 |
| Net Other Income (Expense) | 5,779,563 | 115,062 | (1,579,763) | (183,133) |
| Net Income (Loss) | $ 5,617,475 | $ 57,264 | $ (1,617,934) | $ (189,114) |
| Other Comprehensive Income (Loss) | | | | |
| Unrealized gain (loss) on available-for-sale securities | 5,157,126 | 2,529,540 | (2,350,804) | 2,952,060 |
| Comprehensive Income | $ 10,774,601 | $ 2,586,804 | $ (3,968,738) | $ 2,762,946 |
| Income (loss) per common share: | | | | |
| Basic | $ 0.04 | $ - | $ (0.01) | $ - |
| Diluted | $ 0.04 | $ - | $ (0.01) | $ - |
| Weighted average common shares | | | | |
| Basic | 136,627,710 | 136,627,710 | 136,627,710 | 136,627,710 |
| Diluted | 137,095,000 | 139,259,289 | 137,095,000 | 139,259,289 |

*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, 2014 | 2013 (Restated) |
|---|---|---|
| Cash Flows From Operating Activities: | | |
| Net income for the period | $ 5,617,475 | $ 57,264 |
| Adjustments to reconcile net loss to net cash provided by operating activities: | | |
| Depreciation | 36,132 | 25,246 |
| Unrealized (gain) loss on trading securities | (249,482) | 140,548 |
| (Gain) loss on sale of marketable securities | (5,819,432) | (496,298) |
| Decrease (increase) in receivables | (227) | (47) |
| (Increase) / Decrease in prepaid expense and other assets | (93,356) | 233 |
| Increase in accrued interest payable | 292,846 | 241,056 |
| (Decrease) increase in accounts payable and accrued liabilities | (1,207) | (22,952) |
| Net Cash Provided by (Used) in Operating Activities | (217,251) | (54,950) |
| Cash Flows From Investing Activities: | | |
| Purchases of trading securities | (1,380,780) | (1,602,048) |
| Purchases of available-for-sale securities | (500,000) | (42,500) |
| Proceeds from sale of trading securities | 8,176,418 | 2,283,343 |
| Purchase of property and equipment | - | (273) |
| Purchase of domain name | (5,000) | - |
| Net Cash Provided by Investing Activities | 6,290,638 | 638,522 |
| Cash Flows From Financing Activities: | | |
| Repayment of notes, advances and related party payables | - | (310,000) |
| Net Cash (Used) by Financing Activities | - | (310,000) |
| Increase in Cash | 6,073,387 | 273,572 |
| Cash at beginning of period | 1,628,529 | 382,946 |
| Cash at end of period | $ 7,701,916 | $ 656,518 |
| Supplemental Disclosure of Interest and Income Taxes Paid: | | |
| Interest paid during the period | $ - | $ 9,236 |
| Income taxes paid during the period | $ - | $ - |
| Supplemental Disclosure of Non-cash Investing and Financing Activities: | | |
| Marketable securities acquired through related party notes | $ - | $ 2,605,218 |
| Forgiveness of related party debt | $ - | $ 301,937 |
| Unrealized gain (loss) on available-for-sale | $ 5,157,126 | $ 2,529,540 |

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

**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, 2014 and for the six month periods ended June 30, 2014 and 2013 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.

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.

The Company has generated a net income before taxes for the quarter ended June 30, 2014 of $5,617,475; however it had a loss from operations of $162,088. As of June 30, 2014, the Company had an accumulated deficit of $10,038,100. These conditions continue to 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's plans include searching for and opening new restaurants in the future, utilizing company assets to maximize shareholder value 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 owns and operates a theme restaurant 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. 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. Market East, Inc., a Nevada corporation, E.A.J. MO, Inc., a Nevada corporation, E.A.J. Walnut Street, Inc., a Nevada corporation, and 1398926 Ontario, Inc. and 1337855 Ontario, Inc., Ontario corporations. All significant intercompany accounts and transactions have been eliminated.

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 a company to first determine whether it is more likely than not (which is defined as a likelihood of more than fifty percent) that a tax position will be sustained based on its technical merits as of the reporting date, assuming that taxing authorities will examine the position and have full knowledge of all relevant information. A tax position that meets this more likely than not threshold is then measured and recognized at the largest amount of benefit that is greater than fifty percent likely to be realized upon effective settlement with a taxing authority.

Deferred income taxes are recognized for the tax consequences related to temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for tax purposes at each year end, based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. A valuation allowance is recognized when, based on the weight of all available evidence, it is considered more likely than not that all, or some portion, of the deferred tax assets will not be realized. Income tax expense is the sum of current income tax plus the change in deferred tax 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 | 6-15 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 property and related accumulated depreciation accounts, and any resulting gain or loss is credited or charged to income.

Recent Accounting Standards

In February 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2013-02, *Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*, to improve the transparency of reporting these reclassifications. Other comprehensive income includes gains and losses that are initially excluded from net income for an accounting period. Those gains and losses are later reclassified out of accumulated other comprehensive income into net income. The amendments in the ASU do not change the current requirements for reporting net income or other comprehensive income in financial statements. All of the information that this ASU requires already is required to be disclosed elsewhere in the financial statements under U.S. GAAP. The new amendments will require an organization to:

- Present (either on the face of the statement where net income is presented or in the notes) the effects on the line items of net income of significant amounts reclassified out of accumulated other comprehensive income - but only if the item reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period; and

- Cross-reference to other disclosures currently required under U.S. GAAP for other reclassification items (that are not required under U.S. GAAP) to be reclassified directly to net income in their entirety in the same reporting period. This would be the case when a portion of the amount reclassified out of accumulated other comprehensive income is initially transferred to a balance sheet account (e.g., inventory for pension-related amounts) instead of directly to income or expense.

The amendments apply to all public and private companies that report items of other comprehensive income. Public companies are required to comply with these amendments for all reporting periods (interim and annual). The amendments are effective for reporting periods beginning after December 15, 2012, for public companies. Early adoption is permitted. The adoption of ASU No. 2013-02 is not expected to have a material impact on our financial position or results of operations.

In January 2013, the FASB issued ASU No. 2013-01, *Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities*, which clarifies which instruments and transactions are subject to the offsetting disclosure requirements originally established by ASU 2011-11. The new ASU addresses preparer concerns that the scope of the disclosure requirements under ASU 2011-11 was overly broad and imposed unintended costs that were not commensurate with estimated benefits to financial statement users. In choosing to narrow the scope of the offsetting disclosures, the Board determined that it could make them more operable and cost effective for preparers while still giving financial statement users sufficient information to analyze the most significant presentation differences between financial statements prepared in accordance with U.S. GAAP and those prepared under IFRSs. Like ASU 2011-11, the amendments in this update will be effective for fiscal periods beginning on, or after January 1, 2013. The adoption of ASU 2013-01 is not expected to have a material impact on our financial position or results of operations.

In July 2013, the FASB issued Accounting Standards Update 2013-11 Income Taxes (Topic 740) Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carry-forward, a Similar Tax Loss, or a Tax Credit Carry-forward Exists. An unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carry-forward, a similar tax loss or a tax credit carry-forward, except as follows. To the extent a net operating loss carry-forward, a similar tax loss or a tax credit carry-forward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position or the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. The assessment of whether a deferred tax asset is available is based on the unrecognized tax benefit and deferred tax asset that exist at the reporting date and should be made presuming disallowance of the tax position at the reporting date. This Update applies to all entities that have unrecognized tax benefits when a net operating loss carry-forward, a similar tax loss, or a tax credit carry-forward exists at the reporting date. The amendments in this Update are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013.

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.

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 467,290 and 2,631,579, common shares as of June 30, 2014 and 2013, respectively.

Pervasiveness of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires 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, 2014, the Company had cash deposits in one financial institution that were above FDIC limits of $250,000.

Fair Value of Financial Instruments

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB Accounting Standards Codification (“Paragraph 820-10-35-37”) to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2: Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3: Pricing inputs that are generally observable inputs and not corroborated by market data.

The carrying amount of the Company's financial assets and liabilities, such as cash, prepaid expenses and accrued expenses approximate their fair value because of the short maturity of those instruments. The Company's notes payable approximate the fair value of such instruments based upon management's best estimate of interest rates that would be available to the Company for similar financial arrangements at June 30, 2014.

The Company does not have any assets or liabilities measured at fair value on a non-recurring basis.

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 purchased with the intent of selling them before they reach maturity and 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 securities are marketable securities and have no maturity date. When sold the cost of the securities is determined using the average purchase cost of the securities. On occasion the Company will transfer some of its available for sale securities to trading securities. When this occurs the unrealized gain or loss is immediately recognized in earnings. Trading securities are purchased with the intent of selling them in the short term. During the period ended June 30, 2014 the Company recognized a $348,750 unrealized gain on securities transferred from available for sale to trading. No securities have been transferred from trading to available for sale. The cost basis of the Company's available-for-sale securities as of June 30, 2014 and December 31, 2013 was $4,122,600 and $4,228,850, respectively.

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, 2014 | | | |
|---|---|---|---|---|
| | Gross Unrealized Gain | Gross Unrealized Loss | Net Unrealized Gain (Loss) | Fair Value |
| Trading securities | $ 1,684,865 | $ 1,435,383 | $ 249,482 | $ 1,553,213 |
| Available-for-sale securities | $ 2,465,539 | $ 7,622,665 | $ 5,157,126 | $ 7,994,720 |

| | December 31, 2013 | | | |
|---|---|---|---|---|
| | Gross Unrealized Gain | Gross Unrealized Loss | Net Unrealized Gain (Loss) | Fair Value |
| Trading securities | $ 4,966,872 | $ 6,692,643 | $ (1,725,771) | $ 1,717,438 |
| Available-for-sale securities | $ 10,665,813 | $ 7,144,642 | $ 3,521,171 | $ 2,900,090 |

Results of operations for the quarter ended June 30, 2014 includes a gain of $249,482 on unrealized holding gains on trading securities. For the quarter ended June 30, 2014, other comprehensive income includes $5,157,126 for an unrealized holding gains on available-for-sale securities.

Realized gains and losses are determined on the basis of specific identification. During the quarter ended June 30, 2014 and 2013, sales proceeds and gross realized gains and losses on securities classified as available-for-sale securities and trading securities were:

| | June 30, 2014 | June 30, 2013 |
|---|---|---|
| Trading securities: | | |
| Sales Proceeds | $ 8,176,418 | $ 2,283,343 |
| Gross Realized Losses | $ (122,122) | $ (1,341,398) |
| Gross Realized Gains | $ 5,941,554 | $ 1,837,696 |
| Gain (loss) on sale of marketable securities | $ 5,819,432 | $ 496,298 |

| Available-for-sale securities: | June 30, 2014 | June 30, 2013 |
|---|---|---|
| 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 Measurements at Reporting Date Using | | |
|---|---|---|---|---|
| | Fair Value at June 30, 2014 | Quoted Prices in Active Markets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Trading securities | $ 1,553,213 | $ 1,553,213 | $ - | $ - |
| Available-for-sale securities | $ 7,994,720 | $ 7,994,720 | $ - | $ - |
| Total | $ 9,547,933 | $ 9,547,933 | $ - | $ - |

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

**NOTE 2 - FIXED ASSETS**

Fixed assets consisted of the following at:

| | June 30, 2014 | December 31, 2013 |
|---|---|---|
| Equipment | $ 106,861 | $ 106,861 |
| Furniture & fixtures | 3,964 | 3,964 |
| Leasehold improvements | 274,637 | 274,637 |
| Less: accumulated depreciation | (194,296) | (158,164) |
| Property and equipment, net | $ 191,166 | $ 227,298 |

Depreciation expense for the quarter ended June 30, 2014 and 2013 was $36,132 and $25,246, respectively.

**NOTE 3 - RELATED PARTY TRANSACTIONS**

In prior years, Joseph Fiore, CEO 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. At June 30, 2014 and December 31, 2013 $1,325,101 and $1,286,035, respectively of principal and accrued interest was due on this loan.

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, 2014 and December 31, 2013, $139,386 and $135,276, respectively of principal and accrued interest was due on this loan.

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, 2014 and December 31, 2013, $152,058 and $147,575, respectively of principal and accrued interest was due on this loan.

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, 2014 and December 31, 2013, $240,888 and $233,786, respectively of principal and accrued interest was due on this loan.

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, 2014 and December 31, 2013, $82,407 and $79,977, respectively of principal and accrued interest was due on this loan.

On January 5, 2012, the Company acquired 3,500,000 shares of Plandai, Inc, from Berkshire Capital Management in exchange for a demand note in the amount of $1,575,000. The note has a five year term with principal and interest due January 5, 2017. The interest rate is 6% A.P.R. At June 30, 2014 and December 31, 2013, $1,810,150 and $1,762,900, respectively of principal and accrued interest was due on this loan.

On February 1, 2012, the Company acquired 3,500,000 shares of Inscor, Inc. from Berkshire Capital Management in exchange for a demand note in the amount of $3,675,000. The note has a five year term with principal and interest due February 1, 2017. The interest rate is 6% A.P.R. At June 30, 2014 and December 31, 2013, $4,207,372 and $4,097,122, respectively of principal and accrued interest was due on this loan.

On May 14, 2013, the Company acquired 8,000,000 shares of Nuvilex, Inc. from Berkshire Capital Management in exchange for a demand note in the amount of $1,420,000. The note has a five year term with principal and interest due May 14, 2018. The interest rate is 6% A.P.R. At June 30, 2014 and December 31, 2013, $1,516,171 and $1,473,570, respectively of principal and accrued interest was due on this loan.

On May 21, 2013, the Company acquired 8,230,637 shares of Nuvilex, Inc. from Joseph Fiore in exchange for a demand note in the amount of $1,185,218. The note has a five year term with principal and interest due May 21, 2018. The interest rate is 6% A.P.R. At June 30, 2014 and December 31, 2013, $1,264,316 and $1,228,762, respectively, of principal and accrued interest was due on this loan.

Interest expense of $292,846 and $535,674 was capitalized during the six months ended June 30, 2014 and the year ended December 31, 2013, respectively.

A summary of the above related party transactions is presented below.

| Related Party | Date of loan | | June 30, 2014 | | December 31, 2013 |
|---|---|---|---|---|---|
| Joseph Fiore | May 21, 2013 | $ | 1,264,316 | $ | 1,228,762 |
| Berkshire Capital Management | May 14, 2013 | | 1,516,171 | | 1,473,570 |
| Berkshire Capital Management | February 1, 2012 | | 4,207,372 | | 4,097,122 |
| Berkshire Capital Management | January 5, 2012 | | 1,810,150 | | 1,762,900 |
| Joseph Fiore | 2010 & 2011 | | 1,325,101 | | 1,286,035 |
| Berkshire Capital Management | September 14, 2007 | | 139,386 | | 135,276 |
| Berkshire Capital Management | July 17, 2007 | | 152,058 | | 147,575 |
| Berkshire Capital Management | August 22, 2007 | | 240,888 | | 233,786 |
| Berkshire Capital Management | September 20, 2007 | | 82,407 | | 79,977 |
| | | $ | 10,737,851 | $ | 10,445,003 |
| Less: Current Portion | | | 1,939,838 | | 1,882,648 |
| Long Term Portion | | $ | 8,798,011 | $ | 8,562,355 |

During the year ended December 31, 2013, Joseph Fiore forgave $301,937 of debt originally loaned to two of the Company's subsidiaries that are no longer operating. The amount was written off to additional paid in capital.

**NOTE 4 - 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 plus percentage rent equal to 20% of gross revenues above $1,200,000 under the lease which expires April 2017. Rent expense for the six months ended June 30, 2014 and 2013 was $106,260 and $108,315, respectively. In addition to the minimum basic rent of $14,000 per month, rent expense also includes approximately $3,400 per month for other items charged by the landlord in connect with rent.

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

| Year Ended December 31, | | Real Property |
|---|---|---|
| 2014 | $ | 168,000 |
| 2015 | | 168,000 |
| 2016 | | 168,000 |
| 2017 | | 56,000 |
| Total five year minimum lease payments | $ | 560,000 |

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 2014.

**NOTE 5 - 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 467,290 common shares at June 30, 2014).
* 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.

**NOTE 6 – RESTATED FINANCIAL STATEMENTS**

The consolidated financial statements for the year ended December 31, 2013, have been amended to correct a material departure from GAAP which was due to the Company incorrectly using the valuation date subsequent to period end to value its available-for-sale marketable securities. An analysis of the restated December 31, 2013 balance sheet is as follows.

**1** - Change is due to a material departure from GAAP due to the Company using the valuation date subsequent to period end to value its marketable securities.

| | December 31, 2013 | | |
|---|---|---|---|
| Current Assets: | **As Reported** | **Adjustment** | **As Restated** |
| Cash and cash equivalents | $ 1,628,529 | $ - | $ 1,628,529 |
| Accounts receivable | 1,093 | - | 1,093 |
| Inventory | 16,500 | - | 16,500 |
| Prepaid expense | 17,477 | - | 17,477 |
| Prepaid stock purchase | - | 43,750 **1** | 43,750 |
| Security deposit | 15,000 | - | 15,000 |
| Trading securities | 1,717,438 | - | 1,717,438 |
| Available-for-sale securities | 9,089,608 | (6,189,518) **1** | 2,900,090 |
| Deferred income taxes - current | 758,000 | | 758,000 |
| Total Current Assets | 13,243,645 | (6,145,768) | 7,097,877 |
| | | | |
| Property and equipment, net | 227,298 | - | 227,298 |
| Deferred income taxes – non-current | 282,000 | | 282,000 |
| | | | |
| TOTAL ASSETS | $ 13,752,943 | $ (6,145,768) | $ 7,607,175 |
| | | | |
| LIABILITIES | | | |
| Current Liabilities: | | | |
| Accounts payable and accrued liabilities | $ 39,374 | $ - | $ 39,374 |
| Related party notes payable | 1,882,648 | - | 1,882,648 |
| Total Current Liabilities | 1,922,022 | - | 1,922,022 |
| Noncurrent related party notes payable | 8,562,355 | - | 8,562,355 |
| Total Liabilities | 10,484,377 | - | 10,484,377 |
| | | | |
| STOCKHOLDERS' EQUITY (DEFICIT) | | | |
| Preferred stock | 2 | - | 2 |
| Common Stock | 13,663 | - | 13,663 |
| Additional paid-in capital | 14,049,717 | - | 14,049,717 |
| Unrealized gain (loss) on available-for-sale securities | 4,860,759 | (6,145,768) **1** | (1,285,009) |
| Retained deficit | (15,655,575) | - | (15,655,575) |
| | | | |
| Total Stockholders' Equity (Deficit) | 3,268,566 | (6,145,768) | (2,877,202) |
| | | | |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT) | $ 13,752,943 | $ (6,145,768) | 7,607,175 |

The consolidated financial statements for the six months ended June 30, 2013 have been amended for failure to record the acquisition of marketable securities and the related notes payable, interest, and the resulting unrealized gains and losses. An analysis of the restated June 30, 2013 Statement of Operations is as follows.

**1** – In 2012 the Company acquired 3,500,000 shares of Plandai, Inc. valued at the FMV of $1,575,000 and 3,500,000 shares of Inscor, Inc. valued at the FMV of $3,675,000 from Berkshire Capital Management. The shares were exchanged for two demand notes, carrying an interest rate of 6%.

**2** – The change is due to the mark to market of the new available for sale securities.

| | For the Three Months Ended June 30, 2013 | | | For the Six Months Ended June 30, 2013 | | |
|---|---|---|---|---|---|---|
| | **As Reported** | **Adjustment** | **As Restated** | **As Reported** | **Adjustment** | **As Restated** |
| Revenues | $ 326,740 | $ - | $ 326,740 | $ 604,068 | $ - | $ 604,068 |
| Cost of revenues | 97,068 | - | 97,068 | 181,622 | - | 181,622 |
| Gross Margin | 229,672 | - | 229,672 | 422,446 | - | 422,446 |
| Operating Expenses: | | | | | | |
| Labor and related expenses | 83,067 | - | 83,067 | 163,653 | - | 163,653 |
| Rent | 52,127 | - | 52,127 | 108,315 | - | 108,315 |
| Depreciation | 12,471 | - | 12,471 | 25,246 | - | 25,246 |
| Other general and administrative | 87,988 | - | 87,988 | 183,030 | - | 183,030 |
| Total Operating Expenses | 235,653 | - | 235,653 | 480,244 | - | 480,244 |
| Net Operating Loss | (5,981) | - | (5,981) | (57,798) | - | (57,798) |
| Other Income (Expense): | | | | | | |
| Interest income | 225 | - | 225 | 368 | - | 368 |
| Interest expense | (32,242) | (96,711) **1** | (128,953) | (65,595) | (175,461) **1** | (241,056) |
| Unrealized gain (loss) on trading securities | 1,703,399 | (2,148,768) | (445,369) | 2,006,760 | (2,147,308) | (140,548) |
| Gain (loss) on sale of marketable securities | 1,606,576 | (1,215,612) | 390,964 | 1,738,071 | (1,241,773) | 496,298 |
| Net Other Income (Expense) | 3,277,958 | (3,461,091) | (183,133) | 3,679,604 | (3,564,542) | 115,062 |
| Net Income (Loss) | $ 3,271,977 | $ (3,461,091) | $ (189,114) | $ 3,621,806 | $ (3,564,542) | $ 57,264 |
| Other Comprehensive Income (Loss): | | | | | | |
| Unrealized gain (loss) on available-for-sale securities | (109,890) | 3,061,950 **2** | 2,952,060 | 9,480 | 2,520,060 **2** | 2,529,540 |
| Comprehensive Income | $ 3,162,087 | $ (399,141) | $ 2,762,946 | $ 3,631,286 | $ (1,044,482) | $ 2,586,804 |
| Income Per Common Share: | $ 0.02 | $ - | $ (0.00) | $ 0.03 | $ - | $ 0.00 |
| Income Per Common Share, Diluted: | $ 0.02 | $ - | $ (0.00) | $ 0.03 | $ - | $ 0.00 |
| Weighted Average Common Shares: | | | | | | |
| Basic | 136,627,710 | - | 136,627,710 | 136,627,710 | - | 136,627,710 |
| Diluted | 139,259,289 | - | 139,259,289 | 139,259,289 | - | 139,259,289 |

**NOTE 7 - SUBSEQUENT EVENTS**

The Company has performed an evaluation of subsequent events in accordance with ASC Topic 855, noting no additional subsequent events other that would require disclosure.

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

**General** - The condensed consolidated interim financial statements and 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, 2013.

**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 Three Months Ended June 30, 2014 and 2013:**

Results of Operations - For the three months ended June 30, 2014 the Company had a net loss of $1,617,934 compared to a net loss of $189,114 for the three months ended June 30, 2013. The large increase in net loss is attributed to an overall net loss of other income / expense.

Total Revenues **-** For the three months ended June 30, 2014 and 2013, the Company had total sales of approximately $393,000 and $327,000, respectively, for an increase of approximately $66,000 or 20%. Management believes revenues will continue to increase in the future as airport traffic increases.

Costs and Expenses - Costs of revenues, which include the costs of food, beverage, and kitchen supplies increased 2% as a percentage of sales during the quarter from 2013 to 2014.

The cost of labor increased $11,475 to $94,542 from $83,067 for the three months ended June 30, 2014 compared to the three months ended June 30, 2013. The increase is a result of converting hourly employees to salaried employees to assure better customer service.

The cost of rent decreased approximately 2.2% as a percentage of sales from 2013 to 2014. E.A.J. PHL Airport pays $14,000 per month basic rent plus percentage rent equal to 20% of gross revenues above $1,200,000 under the lease based on sales for the 12 month period from July to June of each year. Basic rent is a fixed cost and percentage rent is variable, so the total rent paid varies from year to year.

General and administrative expenses increased 8.3% as a percentage of sales for the first quarter from 2013 to 2014. The increase can be attributed to an increase in legal and accounting expenses incurred.

Interest expense increased $17,684 during the quarter from 2013 to 2014. This increase is due to the increase in accrued interest on notes payable.

The unrealized loss on trading securities increased $990,014 from $445,369 for the three months ended June 30, 2013 to $1,435,383 for the three months ended June 30, 2014.

The realized gain from the sale of marketable securities decreased $390,964 from $390,964 for the three months ended June 30, 2013 to $0 for the three months ended June 30, 2014.

**Results of Operations for the Six Months Ended June 30, 2014 and 2013:**

Results of Operations - For the six months ended June 30, 2014 the Company had net income of $5,617,475 compared to net income of $57,264 for the six months ended June 30, 2013. The large increase in net income is attributed to a large gain on the sales of marketable securities.

Total Revenues **-** For the six months ended June 30, 2014 and 2013, the Company had total sales of approximately $730,000 and $604,000, respectively, for an increase of approximately $126,000 or 21%. Management believes revenues will continue to increase in the future as airport traffic increases.

Costs and Expenses - Costs of revenues, which include the costs of food, beverage, and kitchen supplies increased 1.7% as a percentage of sales during the quarter from 2013 to 2014.

The cost of labor increased $23,159 to $186,812 from $163,653 for the six months ended June 30, 2014 compared to the six months ended June 30, 2013. The increase is a result of converting hourly employees to salaried employees to assure better customer service.

The cost of rent decreased approximately 3% as a percentage of sales from 2013 to 2014. E.A.J. PHL Airport pays $14,000 per month basic rent plus percentage rent equal to 20% of gross revenues above $1,200,000 under the lease based on sales for the 12 month period from July to June of each year. Basic rent is a fixed cost and percentage rent is variable, so the total rent paid varies from year to year.

General and administrative expenses increased 15% as a percentage of sales for the six months ended June 30, from 2013 to 2014. The increase can be attributed to an increase in legal and accounting expenses incurred.

Interest expense increased $51,790 during the quarter from 2013 to 2014. This increase is due to the increase in accrued interest on notes payable.

The unrealized gain / loss on trading securities increased from a loss of $140,548 for the six months ended June 30, 2013 to a gain of $249,482 for the six months ended June 30, 2014.

The realized gain from the sale of marketable securities increased $5,323,134 from $496,298 for the six months ended June 30, 2013 to $5,819,432 for the six months ended June 30, 2014.

**LIQUIDITY AND CAPITAL RESOURCES**

As of June 30, 2014, the Company has an accumulated deficit of $10,038,100. 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's plans include searching for and opening new restaurants in the future, utilizing company assets to maximize shareholder value 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, 2014, the Company received $8,176,418 in cash from proceeds of sales of trading securities for investing activities. Cash of $1,880,780 was used for the purchase of marketable equity securities for the six months ended June 30, 2014. As of June 30, 2014, the company owns trading and available for sale securities valued at $9,547,933.

As of June 30, 2014, $10,737,849 in advances and accrued interest was due to related parties.

For the six months ended June 30, 2014 and 2013, cash flows used for operating activities were $217,251 and $54,950, respectively.

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.

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.

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

Not applicable.

**Item 4. Controls and Procedures**

(a) Evaluation of Disclosure Controls and Procedures.

Management of the Company is responsible for maintaining disclosure controls and procedures that are designed to ensure that financial information required to be disclosed in the reports that the Company files or submits under the Securities Exchange Act of 1934 (the "Exchange Act") is recorded, processed, summarized and reported within the timeframes specified in the Securities and Exchange Commission's rules and forms, consistent with Items 307 and 308 of Regulation S-K.

In addition, the disclosure controls and procedures must ensure that such financial information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required financial and other required disclosures.

As of June 30, 2014, an evaluation of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13(a)-15(e) and 15(d)-15(e) of the Securities Exchange Act of 1934 (the "Exchange Act") was carried out under the supervision and with the participation of our Chief Executive Officer, Chief Financial Officer, and other persons carrying out similar functions for the Company. Based on the evaluation of the Company's disclosure controls and procedures, the Company concluded that during the period covered by this report, such disclosure controls and procedures were effective.

The Company continues to employ and refine a structure in which critical accounting policies, issues and estimates are identified, and together with other complex areas, are subject to multiple reviews by accounting personnel. In addition, the Company evaluates and assesses its internal controls and procedures regarding it's financial reporting, utilizing standards incorporating applicable portions of the Public Company Accounting Oversight Board's *2009 Guidance for Smaller Public Companies in Auditing Internal Controls Over Financial Reporting* as necessary and on an on-going basis.

***Material Disclosures Concerning the Company's Identification of a Material Weakness in Its Internal Controls As Previously Reported in Our Annual Report, as Amended, for the Year Ended December 31, 2013.***

Readers are directed to the Company's discussions of its internal controls over financial reporting contained in its amended annual report on Form 10-K/A for the year ended December 31, 2013 (see "Management's Report on Internal Control over Financial Reporting" under Item 9A, "Controls and Procedures.").

In connection with our testing and assessment of our internal controls over financial reporting under Section 404 of the Sarbanes-Oxley Act of 2002, for fiscal year ended December 31, 2013, we identified a material weakness that led management to conclude that control deficiencies existed related to the Company's financial reporting and accounting during 2012 and 2013, relative to the recording and calculation of the cost basis for stocks acquired by the Company and held for sale, including stocks of third party companies.

In prior periods, the Company received stock issued by third party companies in exchange for long-term debt that the Company could, at its discretion, liquidate to raise operating capital. The Company failed to record this stock and related debt acquired upon acquisition. In addition, when recorded the Company valued these shares based on the value of the original consideration paid for such shares rather than the fair market value of the shares on the date they were received by the Company, as required under US generally accepted accounting principles.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

A material weakness in our internal control over financial reporting could adversely impact our ability to provide timely and accurate financial information. While considerable actions have been taken to address and improve our internal controls in response to the material weakness described above, additional work continues. If we are unsuccessful in implementing or following our remediation plan, we may not be able to timely or accurately report our financial condition, results of operations or cash flows or maintain effective disclosure controls and procedures. If we are unable to report financial information timely and accurately or to maintain effective disclosure controls and procedures, we could be subject to, among other things, regulatory or enforcement actions by the SEC and possible delisting from the OTC Bulletin Board Exchange, securities litigation, debt rating agency downgrades or rating withdrawals, any one of which could adversely affect the valuation of our common stock and could adversely affect our business prospects.

Management concluded that the Company lacked sufficient accounting and financial experience and knowledge to properly account for such transactions, and disclosed that the Company would take steps to remedy the identified material weakness to ensure that transactions falling outside of the normal course of business were reviewed by a third party accounting expert to ensure proper recording and disclosure in the Company's financial statements.

Changes in Internal Controls Over Financial Reporting

In response to the material weakness discussed above, the Company took steps to implement an procedure to analyze, identify and ensure that transactions falling outside of the normal course of business were reviewed by a third party accounting expert to ensure proper recording and disclosure in the Company's financial statements. As of June 30, 2014, the Company concluded that its disclosure controls and procedures were effective.

The Company will continually enhance and test its financial close process on a continuing basis. Additionally, the Company's management, under the control of its Chief Executive Officer and Chief Financial Officer, will increase its review of its disclosure controls and procedures on an ongoing basis. Finally, the Company plans to designate, in conjunction with its Chief Financial Officer, individuals responsible for identifying reportable developments and the process for resolving compliance issues related to them. The Company believes these actions will focus necessary attention and resources in its internal accounting functions.

## 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. Mine Safety Disclosures**

Not applicable

**Item 5. Other Information**

None.

**Item 6. Exhibits**

The following exhibits are included as part of this report:

| Exhibit Number | Title of Document |
|---|---|
| 31 | Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32 | Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

**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: November 4, 2014

By: /s/ Joseph Fiore
Joseph Fiore
Chief Executive Officer, Chief Financial Officer, Chairman and Secretary
(Principal Executive Officer & Principal Accounting Officer)

**EXHIBIT 31.1**

**RULE 13a-14(a)/15d-14(a) CERTIFICATION**

I, Joseph Fiore, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A for the quarter ended June 30, 2014 of Eat at Joe's Ltd.;

2. Based on my knowledge, this 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. The registrant's other certifying officer(s) and I are responsible for establishing 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 registrant 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 registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this 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 registrant'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 evaluation; and

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant'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 registrant'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 registrant's internal control over financial reporting.

November 4, 2014

/s/ Joseph Fiore
Joseph Fiore, Chief Executive Officer
(Principal Executive Officer)

**EXHIBIT 31.2**

**RULE 13a-14(a)/15d-14(a) CERTIFICATION**

I, Joseph Fiore, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A for the quarter ended June 30, 2014 of Eat at Joe's Ltd.;

2. Based on my knowledge, this 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. The registrant's other certifying officer(s) and I are responsible for establishing 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 registrant 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 registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this 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 registrant'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 evaluation; and

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrants other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant'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 registrant'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 registrant's internal control over financial reporting.

November 4, 2014

/s/ Joseph Fiore
Joseph Fiore, Chief Financial Officer
(Principal Financial and Accounting Officer)

**EXHIBIT 32.1**

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

In connection with the Quarterly Report of Eat at Joe's Ltd. (the “Company”) on Form 10-Q/A for the quarter ended June 30, 2014 as filed with the Securities and Exchange Commission (the “Report”), I, Joseph Fiore, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. SS. 1350, as adopted pursuant to SS. 906 of the Sarbanes-Oxley Act of 2002, that:

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.

November 4, 2014

/s/ Joseph Fiore
Joseph Fiore, Chief Executive Officer
(Principal Executive 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.

**EXHIBIT 32.2**

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

In connection with the Quarterly Report of Eat at Joe's Ltd. (the “Company”) on Form 10-Q/A for the quarter ended June 30, 2014 as filed with the Securities and Exchange Commission (the “Report”), I, Joseph Fiore, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. SS. 1350, as adopted pursuant to SS. 906 of the Sarbanes-Oxley Act of 2002, that:

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.

November 4, 2014

/s/ Joseph Fiore
Joseph Fiore, Chief Financial Officer and
(Principal Financial and 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.