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AMCON DISTRIBUTING CO
Form 10-K
December 29, 2006

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

FORM 10-K

/X/ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934 FOR THE FISCAL YEAR ENDED September 30, 2006

/ / TRANSITION REPORT PURSUANT TO SECTION 13 OF 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM to

Commission File Number 1-15589

AMCON Distributing Company

(Exact name of Registrant as specified in its charter)

Delaware

47-0702918

(State or other jurisdiction
of incorporation or organization)

(I.R.S. Employer
Identification No.)

7405 Irvington Road, Omaha NE 68122

(Address of principal executive offices)

Registrant's telephone number, including area code: (402) 331-3727

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of each exchange on which registered |
|---------------------|--|
| None | None |

Securities registered pursuant to Section 12(g) of the Act:
Common Stock, \$.01 Par Value

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No X

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No X

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

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrants' knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Annual Report on Form 10-K or any other amendment to this Form 10-K. / /

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

Large accelerated filer Accelerated filer Non-accelerated filer X
----- ----- -----

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No X
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The aggregate market value of equity securities held by non-affiliates of the Registrant on March 31, 2006 was approximately \$3.7 million.

As of December 25, 2006 there were 527,062 shares of common stock outstanding.

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PART I

ITEM 1. BUSINESS

GENERAL

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AMCON Distributing Company ("AMCON" or the "Company") was incorporated in Delaware in 1986. The Company's principal executive offices are located at 7405 Irvington Road, Omaha, Nebraska 68122. The telephone number at that address is 402-331-3727 and the website address is www.amcon.com. The Company makes available free of charge on its website, its reports on Forms 10-K and 10-Q, including amendments thereto, as soon as reasonably practicable after filing with the Securities and Exchange Commission ("SEC").

As of September 30, 2006, AMCON operates in two business segments:

- Wholesale Distribution Segment - The Company is primarily engaged in the wholesale distribution of consumer products including cigarettes and tobacco products, candy and other confectionery, beverages, groceries, paper products and health and beauty care products.
- Retail Health Foods Segment - The Company operates thirteen retail health food stores in Florida and the Midwest.

For purposes of this report, unless the context indicates otherwise, all references to "we", "us", "our", "Company", and "AMCON" shall mean AMCON Distributing Company and its subsidiaries including the wholesale distribution segment which will be separately referred to as "ADC".

WHOLESALE DISTRIBUTION BUSINESS

ADC serves approximately 5,000 retail outlets in the Great Plains and Rocky Mountain regions, the largest of which accounted for approximately 7.6% of ADC's total revenues during fiscal 2006. In November 2006, Convenience Store News, a trade periodical, ranked ADC as the eighth (8th) largest distributor in its industry out of approximately 1,000 distributors in the United States based upon fiscal 2005 sales volume. The Company has historically grown by acquisitions into contiguous regions. This external growth has been complemented by the introduction of new product lines.

ADC distributes approximately 14,000 different consumer products, including cigarettes and tobacco products, candy and other confectionery, beverages, groceries, paper products, health and beauty care products, frozen and chilled products and institutional food service products. While cigarettes accounted for approximately 72% of the Company's sales volume during fiscal 2006, we continue to evaluate new product lines in an attempt to lessen ADC's dependence upon cigarette sales. ADC's principal suppliers include Philip Morris USA, RJ Reynolds Tobacco, Proctor & Gamble, Hershey, Mars, William Wrigley and Nabisco. ADC also markets private label lines of tobacco, snuff, water, candy products, batteries and film.

The Company has sought to increase sales to convenience stores and petroleum marketers. To achieve this, the Company has adopted a number of operating strategies which management believes provide the Company with distinctive competitive advantages within this customer segment. One key operating strategy is our commitment to provide market leading customer service. In a continuing effort to provide superior customer service, ADC offers a complete point-of-sale (POS) program to assist customers with image management,

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product promotions, private label and custom food service programs and overall profit maximization. Additionally, ADC has a policy of next-day delivery and employs a concept of selling products in cut-case quantities or "by the each" (i.e. individual units). The Company also offers planograms to convenience store customers to assist in the design of their store and display of products within the store. In addition, customers are able to use our web site to manage their inventory and retail prices, as well as obtain periodic velocity management reports.

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The wholesale distribution of cigarettes and convenience store products is significantly affected by cigarette pricing decisions and promotional programs offered by cigarette manufacturers. Over the past several years, the industry has experienced the discontinuance and subsequent reinstatement of certain promotional programs. Based on these activities, it is difficult to predict how future changes in cigarette pricing and promotional programs will impact both the Company and industry. Fluctuations in manufacturer pricing and promotional programs, in combination with rising fuel costs, have pressured profit margins industry-wide.

Management has worked to improve ADC's operating efficiency by investing in information technology systems to help automate our buying and financial control functions. We have also sought to minimize inventory costs by maximizing the number of times inventory is renewed ("inventory turns") during a given period. By managing operating costs, management believes ADC is better positioned to compete with both smaller and larger competitors who offer less service than ADC. Inventory turns for the past five years are as follows:

| Fiscal Year | Times Inventory Turned |
|----------------|---------------------------|
| ----- | ----- |
| 2006 | 28.7 |
| 2005 | 27.0 |
| 2004 | 27.8 |
| 2003 | 27.5 |
| 2002 | 28.5 |

The increase in inventory turns in 2006, as compared to fiscal 2005, is primarily related to an increased focus on overall inventory management in addition to fewer inventory buy-in opportunities available from major product manufactures throughout fiscal 2006. By managing operating costs, ADC is better able to price its products in such a manner to achieve an advantage over less efficient distributors in its market areas, yet remain competitively priced with larger distributors who offer less service than ADC.

ADC's main office is in Omaha, Nebraska and operates five distribution centers located in Illinois, Missouri, Nebraska, North Dakota and South Dakota. These distribution centers, combined with two cross-dock facilities, contain a total of approximately 487,000 square feet of floor space and employ modern equipment for the efficient distribution of our large and diverse product mix. ADC also operates a fleet of approximately 224 delivery vehicles, including straight trucks and over-the-road vehicles with refrigerated trailers.

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RETAIL HEALTH FOOD BUSINESS

AMCON's retail health food stores, which are operated as Chamberlin's Market & Cafe ("Chamberlin's" or "CNF") and Akin's Natural Foods Market ("Akin's" or "ANF"), offer over 34,000 different product selections to their customers. Chamberlin's, which was first established in 1935, is an award-winning and highly-acclaimed chain of six health and natural product retail stores, all offering an extensive selection of natural supplements and herbs, baked goods, dairy products, delicatessen items and organic produce. Chamberlin's operates all of its stores in and around Orlando, Florida.

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Akin's, established in 1935, is also an award winning chain of seven health and natural product retail stores, each offering an extensive line of natural supplements and herbs, dairy products, delicatessen items and organic produce. Akin's has locations in Tulsa (2 stores) and Oklahoma City (2 stores), Oklahoma; Lincoln, Nebraska; Springfield, Missouri; and Topeka, Kansas.

The retail health food industry has experienced robust growth in recent years driven primarily by the demand for natural products and more health conscious consumers. Our retail health food segment has benefited from this trend, experiencing sales growth in many product categories including grocery and supplements. This growth in consumer demand has also prompted other large national food chains to increase their organic and natural food products offerings. Management continues to closely monitor the performance of all store locations for opportunities to expand or identify new locations for additional stores.

AMCON's retail health food stores are managed collectively from a central office in Tulsa, Oklahoma, but utilize the name recognition of the established health food retail chains. The Company strives to maintain the local identity of each chain while providing a means to achieve operating synergies leading to cost savings through centralized management of operations.

RECENT EVENTS

Extension of Credit Facility

In December 2006, the Company extended its existing credit facility with LaSalle Bank (the "Facility") which extends the maturity date of the Facility through April 2009 and includes a \$57.1 million maximum credit limit and bears interest at the bank's prime rate. The amendment to extend the Facility includes certain financial covenants such as quarterly cumulative earnings before interest, taxes, depreciation and amortization and minimum debt service ratio.

American Stock Exchange Accepted AMCON's Comprehensive Compliance Plan

On November 21, 2006, the Company received a notice from the American Stock Exchange ("AMEX") that they accepted the Company's comprehensive compliance plan that was submitted by the Company on October 11, 2006 which outlined the Company's plan to regain compliance with Section 1003(a)(i) of the AMEX Company Guide ("Company Guide") relating to shareholders' equity and losses from continuing operations. Under the plan, the Company expects to regain compliance with Section 1003(a)(i) of the Company Guide by March 11, 2008. See Item 1A "Risks Relating To Our Common Stock" of this Annual Report on

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Form 10-K for further discussion regarding the Company's compliance with AMEX listing standards.

Dispositions

On November 20, 2006, the Company sold substantially all of the operating assets of Hawaiian Natural Water Company, Inc. ("HNWC"), a wholly owned subsidiary, for approximately \$3.8 million in cash and assumption of certain leases. HNWC's significant operating assets consisted of accounts receivable, inventory, furniture and fixtures, intellectual property and all of its bottling equipment. As part of the sale agreement the buyers also assumed all capital and operating leases from HNWC.

HNWC, which was headquartered in Pearl City, Hawaii, was a component of the

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Company's beverage segment. HNWC bottled, marketed and distributed Hawaiian natural artesian water, purified water and other limited production co-packaged products, in Hawaii, the mainland and foreign markets. HNWC was a fully operational subsidiary of the Company through November 19, 2006.

Chief Executive Officer

On October 4, 2006, the Board of Directors of the Company appointed Christopher H. Atayan as its Chief Executive Officer. William F. Wright resigned as Chief Executive Officer effective October 4, 2006. Mr. Wright, the long-time Chief Executive Officer and founder of the Company, will continue as Chairman of the Board of the Company until December 31, 2007 and as Vice Chairman through December 31, 2009.

Mr. Atayan is 46 years old, has served as a director of the Company since 2004, and became the Vice Chairman and Chief Corporate Officer in March 2006. Mr. Atayan is also a consultant to Draupnir, LLC, the parent of Draupnir Capital, LLC. Mr. Atayan has served as Senior Managing Director of Slusser Associates, a New York investment banking firm since 1988, he is also Chairman of Hotlink Incorporated.

DISCONTINUED OPERATIONS

At September 30, 2006, the Company had two subsidiaries, Trinity Springs, Inc. ("TSI") and HNWC, which were components of the Company's beverage segment, classified as components of discontinued operations in accordance with Statement of Financial Accounting Standards ("SFAS") No. 144 "Accounting for the Impairment or Disposal of Long-Lived Assets."

Hawaiian Natural Water Company, Inc. (HNWC)

Effective September 30, 2006, HNWC was classified as a component of discontinued operations. HNWC bottled, marketed and distributed Hawaiian natural artesian water, purified water and other limited production co-packaged products in Hawaii and the mainland.

On November 20, 2006, HNWC signed and completed an agreement to sell substantially all of its operating assets to a newly formed group of investors, Hawaiian Springs, LLC for approximately \$3.8 million in cash and the assumption of all operating and capital leases. The significant operating assets consisted of accounts receivable, inventory, furniture and

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fixtures, intellectual property and all of its bottling equipment. HNWC remained a fully operational subsidiary of the Company through November 19, 2006.

Trinity Springs, Inc. (TSI)

In March 2006, TSI discontinued operations due to recurring losses and a lack of capital resources to sustain operations. TSI, which was purchased in June 2004, produced and sold a bottled natural mineral supplement and geothermal bottled water under the Trinity/R/ label. TSI was headquartered in Boise, Idaho and marketed and distributed the Trinity products on a national level primarily in retail health food stores.

The Beverage Group, Inc. (TBG)

In March 2005, the Company's subsidiary, TBG, which represented the beverage marketing and distribution component of the beverage segment, also ceased on-going operations due to recurring losses since its inception in December

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2002, and as such, was classified as a component of discontinued operations.

In the first two quarters of fiscal 2006 TBG was classified as a component of discontinued operations. In April 2006 the Company successfully concluded its wind-down plan of TBG's operations and accordingly reclassified its residual liabilities to continuing operations. This reclassification has been reflected as such throughout this Annual Report on Form 10-K.

In our Financial Statements set forth in Item 8 of this Annual Report on Form 10-K and our Management Discussion and Analysis of the Results of Operations set forth under Item 7 of this Annual Report on Form 10-K for all periods presented the sales, gross profit (loss), selling, general and administrative, depreciation and amortization, other expenses, and income tax benefit for HNWC, TSI and TBG (through March 31, 2006) have been aggregated and reported as a loss from discontinued operations in accordance with SFAS No. 144 "Accounting for the Impairment or Disposal of Long-Lived Assets."

PRINCIPAL PRODUCTS

Cigarette sales represented approximately 72% - 73% of the Company's total sales for the fiscal years ending 2004 through 2006.

INFORMATION ON SEGMENTS

Information about our segments is presented in Note 17 to the Consolidated Financial Statements.

COMPETITION

The distribution industry is highly competitive. There are many distribution companies operating in the same geographical regions as ADC. ADC is one of the largest distribution companies of its kind operating in its market area. ADC's principal competitors are national wholesalers such as McLane Co., Inc. (Temple, Texas) and Core-Mark International (San Francisco, California) and regional wholesalers such as Eby-Brown LLP (Chicago, Illinois) and Farner-Bocken (Carroll, Iowa), along with a host of smaller grocery and tobacco wholesalers. Most of these competitors generally offer a wide range of products at prices comparable to ADC's. ADC seeks to distinguish itself from its competitors by offering a higher level of

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technology to retailers than its smaller competitors and a higher level of customer service than its larger competitors.

The natural food retail industry is highly fragmented, with more than 9,000 stores operating independently or as part of small chains. The two leading natural food chains, Whole Foods Market and Wild Oats, continue to expand their geographic markets by opening stores in new markets, including markets in which they may compete directly with our stores. In addition, conventional supermarkets and mass market outlets are also increasing their emphasis on the sale of natural products.

SEASONALITY

Sales in the wholesale distribution industry are somewhat seasonal by nature and tend to be higher in warm weather months as our convenience store customers experience increased customer traffic. The warm weather months generally fall within the Company's third and fourth fiscal quarters.

GOVERNMENT REGULATION

Various state government agencies regulate the distribution of cigarettes and

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tobacco products in several ways, including the imposition of excise taxes, licensing and bonding requirements. Complying with these regulations is a very expensive and a labor-intensive undertaking. For example, each state (as well as certain cities and counties) require the Company to collect excise taxes on each carton of cigarettes sold in its jurisdiction. Such excise taxes must be paid in advance and, in most states, is evidenced by a stamp which must be affixed to each package of cigarettes. A number of states increased their excise tax on cigarettes in recent years and more are expected to do so in the future.

The Company is also subject to regulation by state and local health departments, the U.S. Department of Agriculture, the Food and Drug Administration and U.S. Department of Transportation. These agencies generally impose standards for product quality and sanitation, as well as, security and distribution policies.

At September 30, 2006, the Company's only active water bottling facilities were those operated by HNWC, which was classified as a component of discontinued operations. Prior to its sale in November 2006, HNWC was subject to various state and federal regulations, designed to ensure (but not guarantee) the quality of the product and the truthfulness of its marketing claims and required our beverage businesses to monitor each aspect of its bottled water production process, including its water source, bottling operations and packaging and labeling practices. The Environmental Protection Agency also required a yearly analysis of the water sources by a certified laboratory with respect to a comprehensive list of contaminants (including herbicides, pesticides, volatile chemicals and trace metals). In addition, the State Department of Health for Hawaii required weekly microbiological testing of the source water.

To comply with regulatory guidelines and ensure quality control, HNWC employed an on-site laboratory where samples of finished product were both visually and chemically tested each day. HNWC also utilized independent state certified laboratories to test samples from each of its production runs. Additionally, the production lines were subject to constant inspection to ensure quality standards were being met. Based on these controls, the

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Company believes it met or exceeded all applicable regulatory standards concerning the quality of its bottled water.

In addition to U.S. regulations, HNWC had to meet the requirements of foreign regulatory agencies in order to export and sell its product into other countries. These requirements were generally similar to, and in certain respects were more stringent than, U.S. regulations. HNWC believes that it was in compliance with applicable regulations in all foreign territories where it marketed its product. Failure to meet the applicable regulations in the U.S. or foreign markets can lead to costly recalls or loss of certification to market products.

ENVIRONMENTAL MATTERS

All the facilities and operations of the Company are subject to state and federal environmental regulations. The Company believes all of its real property is in compliance with regulations regarding the discharge of toxic substances into the environment and is not aware of any condition at its properties that could have a material adverse effect on its financial condition or results of operations. Further, the Company has not been notified by any governmental authority of any potential liability or other claim in connection with any of its properties.

EMPLOYEES

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At September 30, 2006, the Company, including HNWC, had 901 full-time and part-time employees in the following areas:

| | |
|-------------------|-------|
| Managerial | 33 |
| Administrative | 79 |
| Delivery | 119 |
| Sales & Marketing | 318 |
| Warehouse | 352 |
| | ----- |
| Total Employees | 901 |
| | ===== |

All of ADC's delivery employees in the Quincy, Illinois distribution center, representing approximately 3% of employees company-wide, are represented by the International Association of Machinists and Aerospace Workers. The labor agreement with the union was renegotiated in December 2005 and a new agreement was executed that is effective through December 2008. Management believes its relations with its employees are good.

ITEM 1A. RISK FACTORS

IN GENERAL

You should carefully consider the risks described below before making an investment decision. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations.

If any of the following risks actually materializes, our business, financial condition or results of operations could be materially adversely affected. In that case, the trading price of our common stock could decline substantially. This Annual Report also contains forward-looking statements that involve

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risks and uncertainties. Our actual results could differ materially from those anticipated in the forward-looking statements as a result of a number of factors, including the risks described below and elsewhere in this Annual Report.

RISKS AFFECTING THE WHOLESALE BUSINESS

-
- The Wholesale Distribution of Cigarettes and Convenience Store Products Is Significantly Affected by Cigarette Pricing Decisions and Promotional Programs Offered by Cigarette Manufacturers.

We receive payments from the manufacturers of the products we distribute for, allowances, discounts, volume rebates, and other merchandising incentives in connection with various incentive programs. In addition, we receive discounts from states in connection with the purchase of excise stamps for cigarettes. If the manufacturers or states change or discontinue these programs or we are unable to maintain the volume of our sales, our results of operations, business, cash flow and financial condition could be negatively affected.

- Increases in Fuel Prices Are Reducing Profit Margins and Affecting Our Business.

Increases in fuel prices have had a negative impact on profits over the past year. If fuel prices remain high, and we are not able to pass on these costs to customers, it will have a material adverse impact on our results of

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operations, business, cash flow and financial condition.

- Increases in Wholesale Distribution Business Competition May Have an Adverse Effect on Our Business.

The distribution industry is highly competitive. There are many distribution companies operating in the same geographical regions as ADC. ADC's principal competitors are national wholesalers and regional wholesalers, along with a host of smaller grocery and tobacco wholesalers. Most of these competitors generally offer a wide range of products at prices comparable to ADC's. Some of our competitors, have substantial financial resources and long-standing customer relationships. In addition, heightened competition may reduce our margins and adversely affect our business. If we fail to successfully respond to these competitive pressures or to implement our strategies effectively, we may lose market share and our results of operations, business, cash flow, and financial condition could suffer.

- Due to the Low-margins on the Products We Distribute, Changes in General Economic Conditions Could Materially Adversely Affect Our Operating Results.

We derive most of our revenues from the distribution of cigarettes, other tobacco products, candy, snacks, fast food, grocery products, non-alcoholic beverages, general merchandise and health and beauty care products. The wholesale distribution industry is characterized by a high volume of sales with relatively low profit margins. Our non-cigarette sales are at prices that are based on the cost of the product plus a percentage markup. As a result, our profit levels may be negatively impacted during periods of cost deflation for these products. Gross profit on cigarette sales are generally

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fixed on a cents per carton basis. If the cost of the cigarettes that we purchase increases due to manufacturer price or excise tax rate increases, our inventory costs and accounts receivable could rise. To the extent that product cost increases are not passed on to our customers due to their resistance to higher prices, our results from operations, business, cash flow and financial condition could be negatively impacted.

- Our Sales Volume Is Largely Dependent upon the Distribution of Cigarette Products, Sales of Which Are Declining.

The distribution of cigarettes is currently a significant portion of our business. For the year ended September 30, 2006, approximately 72% of our revenues came from the distribution of cigarettes. During the same period, approximately 27% of our gross profit was generated from cigarettes. Due to increases in the prices of cigarettes, restrictions on advertising and promotions by cigarette manufacturers, increases in cigarette regulation and excise taxes, health concerns, increased pressure from anti-tobacco groups and other factors, the U.S. cigarette market has generally been declining, and is expected to continue to decline. If this trend continues our results from operations, business, cash flow and financial condition will be negatively impacted.

- In the United States, We Purchase Cigarettes from Manufacturers Covered by the Industry's Master Settlement Agreement, Which Results in Competition from Lower Priced Sales of Cigarettes Produced by Manufacturers Who Do Not Participate in the Master Settlement Agreement.

Increased selling prices and higher cigarette taxes have resulted in the growth of deep-discount brands. Deep-discount brands are brands manufactured by companies that are not original participants to the master settlement

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agreement, and accordingly, do not have cost structures burdened with master settlement agreement related payments to the same extent as the original participating manufacturers. Since the master settlement agreement was signed in November 1998, the category of deep-discount brands manufactured by smaller manufacturers or supplied by importers has grown substantially.

As a result of purchasing premium and discount cigarettes exclusively from manufacturers that are parties to the master settlement agreement, we are adversely impacted by sales of brands from non-master settlement agreement manufacturers and deep-discount brand growth. The premium and discount cigarettes subject to the master settlement agreement that we sell have been negatively impacted by widening price gaps in the prices between those brands and the deep-discount brands for the past several years. As a result, our results of operations, business, cash flow and financial condition may be negatively impacted as sales volumes of premium cigarettes erode.

- We Also Face Competition from Illicit and Other Low Priced Sales of Cigarettes.

We also face competition from the diversion into the United States market of cigarettes intended for sale outside the United States, the sale of counterfeit cigarettes by third parties, the sale of cigarettes in non-taxable jurisdictions, inter-state and international smuggling of cigarettes, increased imports of foreign low priced brands, the sale of cigarettes by third parties over the Internet and by other means designed to avoid collection of applicable taxes. The competitive environment has been characterized by a continued influx of cheap products that challenge sales of

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higher priced and taxed cigarettes manufactured by parties to the master settlement agreement. Increased sales of counterfeit cigarettes, sales by third parties over the Internet, or sales by means to avoid the collection of applicable taxes, could have an adverse effect on our results of operations, business, cash flow and financial condition.

- If the Tobacco Industry's Master Settlement Agreement Is Invalidated, or Tobacco Manufacturers Cannot Meet Their Obligations to Indemnify Us, We Could Be Subject to Substantial Litigation Liability.

In connection with the master settlement agreement, we are indemnified by the tobacco product manufacturers from which we purchase cigarettes and other tobacco products for liabilities arising from our sale of the tobacco products that they supply to us. However, if litigation challenging the validity of the master settlement agreement were to be successful and the master settlement agreement is invalidated, we could be subject to substantial litigation due to our sales of cigarettes and other tobacco products, and we may not be indemnified for such costs by the tobacco product manufacturers in the future. In addition, even if we continue to be indemnified by cigarette manufacturers that are parties to the master settlement agreement, future litigation awards against such cigarette manufacturers could be so large as to eliminate the ability of the manufacturers to satisfy their indemnification obligations. Our results of operations, business, cash flow and financial condition could be negatively impacted due to increased litigation costs and potential adverse rulings against us.

- Cigarettes and Other Tobacco Products Are Subject to Substantial Excise Taxes and If These Taxes Are Increased, Our Sales of Cigarettes and Other Tobacco Products Could Decline.

Cigarettes and tobacco products are subject to substantial excise taxes in

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the United States. Significant increases in cigarette-related taxes and/or fees have been proposed or enacted and are likely to continue to be proposed or enacted within the United States. These tax increases are expected to continue to have an adverse impact on sales of cigarettes due to lower consumption levels and a shift in sales from the premium to the non-premium or discount cigarette segments or to sales outside of legitimate channels. If these excise taxes are substantially increased, it could have a negative impact on our liquidity. Accordingly, we may be required to obtain additional debt financing, which we may not be able to obtain on satisfactory terms or at all. Our inability to prepay the excise taxes may prevent or delay our purchase of cigarettes and other tobacco products, which could materially adversely affect our ability to supply our customers.

The majority of our sales are made under purchase orders and short-term contracts with convenience stores which inherently involve significant risks. These risks include the uncertainty of general economic conditions in the convenience store industry, credit exposure from our customers and termination of customer relationships without notice, consolidation of our customer base, and consumer movement toward purchasing from club stores. Any of these factors could negatively affect the convenience store industry which would negatively affect our results of operations and financial condition.

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RISK FACTORS RELATED TO RETAIL BUSINESS

- Increases in Retail Health Food Store Competition May Have an Adverse Effect on Our Business.

In the retail health food business, our primary competitors currently include national natural foods supermarkets, such as Whole Foods and Wild Oats, conventional and specialty supermarkets, other regional natural foods stores, small specialty stores and restaurants. In addition, conventional supermarkets and mass market outlets are also increasing their emphasis on the sale of natural products. In addition, some traditional and specialty supermarkets are expanding more aggressively in marketing a range of natural foods, thereby competing directly with us for products, customers and locations. Some of these potential competitors may have greater financial or marketing resources than we do and may be able to devote greater resources to sourcing, promoting and selling their products. Increased competition may have an adverse effect on our results of operations, business, cash flow and financial condition as the result of lower sales, lower gross profits and/or greater operating costs such as marketing.

- Part of Our Strategy Is to Expand Our Retail Health Food Business Through The Opening of New Stores, If We Are Unsuccessful it May Have an Adverse Effect on Our Business.

Our expansion strategy is dependent on finding suitable locations, and we face intense competition from other retailers for such sites. We also need to be able to open new stores timely and operate them successfully. In addition, our success is dependant on our ability to hire, train and integrate new qualified team members. Our success is also dependent on our ability to adapt our distribution, management information and other operating systems to adequately supply products to new stores at competitive prices so that we can operate the stores in a successful and profitable manner. If we are not able to find and open new store locations and to close poor performing stores this will have a material adverse impact on our results of

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operations, business, cash flow and financial condition.

- Changes in the Availability of Quality Natural and Organic Products Could Impact Our Business.

There is no assurance that quality natural and organic products including dietary supplements, fresh and processed foods and vitamins will be available to meet our future needs. If conventional supermarkets increase their natural and organic product offerings or if new laws require the reformulation of certain products to meet tougher standards, the supply of these products may be constrained. Any significant disruption in the supply of quality natural and organic products could have a material impact on our overall sales and cost of goods.

- Perishable Food Product Losses Could Materially Impact Our Results.

We believe our stores more heavily emphasize perishable products than conventional supermarket stores. The Company's emphasis on perishable products may result in significant product inventory losses in the event of extended power outages, natural disasters or other catastrophic occurrences.

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- Compliance with the USDA's Organic Rules may Prove Burdensome for Our Suppliers Resulting in a Disruption in Our Business.

Compliance with the USDA's Organic Rule, implemented into federal law on October 21, 2002, might pose a significant burden on some of our suppliers, which may cause a disruption in some of our product offerings.

RISKS RELATED TO OVERALL BUSINESS

- Capital Needed for Expansion May Not Be Available.

The acquisition of existing stores, the opening of new retail stores, and the development of new production and distribution facilities requires significant amounts of capital. In the past, our growth has been funded primarily through proceeds from bank debt, private placements of equity and debt and internally generated cash flow. These and other sources of capital may not be available to us in the future.

- Restrictive Covenants in Our Revolving Credit Facility May Restrict Our Ability to React to Changes in Our Business or Industry Because They Restrict Our Ability to Obtain Additional Financing.

Our revolving credit facility imposes restrictions on us that could increase our vulnerability to general adverse economic and industry conditions by limiting our flexibility in planning for and reacting to changes in our business and industry. Specifically, these restrictions limit our ability, among other things, to: incur additional indebtedness, pay dividends and make distributions, issue stock of subsidiaries, make investments, repurchase stock, create liens, enter into transactions with affiliates, merge or consolidate, or transfer and sell our assets.

- Failure to Meet Restrictive Covenants in Our Revolving Credit Facility Could Result in Acceleration of the Facility and We May not be Able to Find Alternative Financing.

Under our credit facility, we are required to meet certain financial ratios and tests. Our ability to comply with these covenants may be affected by

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factors beyond our control. If we breach any of these covenants or restrictions, it could result in an event of default under our revolving credit facility, which would permit our lenders to declare all amounts outstanding thereunder to be immediately due and payable, and our lenders under our revolving credit facility could terminate their commitments to make further extensions of credit under our revolving credit facility.

- Downturns in Economic Conditions Negatively Impacts Consumer Spending Resulting in a Reduction of Discretionary Spending for Items such as Snack Food, Cigarettes, Bottled Water and Health Foods.

Our results of operations and financial condition are particularly sensitive to changes in overall economic conditions that impact consumer spending, including discretionary spending. Future economic conditions affecting disposable consumer income such as employment levels, business conditions, interest rates and tax rates could reduce consumer spending or cause consumers to shift their spending to our competitors. A general reduction in

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the level of discretionary spending or shifts in consumer discretionary spending to our competitors could adversely affect our growth and profitability.

- Legal Proceedings Could Materially Impact Our Results.

As described under Item 3 - Legal Proceedings of this Annual Report on Form 10-K, the Company is involved in litigation regarding the ownership of the assets of TSI, which is a consolidated subsidiary of AMCON and classified as a component of discontinued operations. The dispute, which began in June 2004, arose over the sale of substantially all of the assets of Trinity Springs, Ltd. (which later changed its name to Crystal Paradise Holdings, Inc. ("CPH")). The Plaintiffs in the lawsuit are a group of minority shareholders, and the Defendants are AMCON, TSL Acquisition Corp (which later became TSI), CPH, and the former directors of CPH.

On October 16, 2006, the Court approved a settlement in the case which resolved all disputes between the shareholders plaintiffs, CPH, AMCON, TSI and the Defendant Directors, with two exceptions that relate to AMCON. The settlement did not resolve claims that CPH may have against AMCON and TSI or that AMCON and TSI may have against CPH. The settlement also did not resolve the claims of a single shareholder plaintiff, who declined to agree to the settlement. The claims of the single minority shareholder remain pending. With respect to the remaining claims, AMCON's management, after consulting with trial counsel, is unable to state that any outcome to AMCON is either probable or remote and therefore cannot estimate the amount or range of any potential loss. If these claims are decided against AMCON, it could have a material adverse impact on AMCON's results of operations, business, cash flow and financial condition.

- We May Not Be Able to Obtain Capital or Borrow Funds to Provide Us with Sufficient Liquidity and Capital Resources Necessary to Meet Our Future Financial Obligations.

We expect that our principal sources of funds will be cash generated from our operations and financial condition and, if necessary, borrowings under our revolving credit facility. However, these sources may not provide us with sufficient liquidity and capital resources required to meet our future financial obligations, or to provide funds for our working capital, capital expenditures and other needs for the foreseeable future. We may require additional equity or debt financing to meet our working capital requirements

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or to fund our capital expenditures. We may not be able to obtain financing on terms satisfactory to us, or at all.

- We Depend on Relatively Few Suppliers for a Large Portion of Our Products, and Any Interruptions in the Supply of the Products That We Distribute Could Adversely Affect Our Results of Operations and Financial Condition.

We do not have any long-term contracts with our suppliers committing them to provide products to us. Although our purchasing volume can provide leverage when dealing with suppliers, suppliers may not provide the products we distribute in the quantities we request or on favorable terms. Because we do not control the actual production of the products we distribute, we are also subject to delays caused by interruption in production based on conditions outside our control. These conditions include job actions or strikes by employees of suppliers, inclement weather, transportation interruptions, and natural disasters or other catastrophic events. Our inability to obtain

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adequate supplies of the products we distribute as a result of any of the foregoing factors or otherwise, could cause us to fail to meet our obligations to our customers.

- We May Be Subject to Product Liability Claims Which Could Materially Adversely Affect Our Business.

AMCON, as with other distributors of food and consumer products, faces the risk of exposure to product liability claims in the event that the use of products sold by us causes injury or illness. With respect to product liability claims, we believe that we have sufficient liability insurance coverage and indemnities from manufacturers. However, product liability insurance may not continue to be available at a reasonable cost, or, if available, may not be adequate to cover all of our liabilities. We generally seek contractual indemnification and insurance coverage from parties supplying the products we distribute, but this indemnification or insurance coverage is limited, as a practical matter, to the creditworthiness of the indemnifying party and the insured limits of any insurance provided by suppliers. If we do not have adequate insurance or if contractual indemnification is not available or if the counterparty can not fulfill its indemnification obligation, product liability relating to defective products could materially adversely impact our results of operations, business, cash flow and financial condition.

- We Depend on Our Senior Management and Key Personnel.

We substantially depend on the continued services and performance of our senior management and other key personnel, particularly William F. Wright, Chairman of the Board, Christopher H. Atayan, AMCON's Chief Executive Officer and Vice Chairman, Kathleen M. Evans, the Company's President, and Eric J. Hinkefent, the President of Health Food Associates, Inc. and Chamberlin's Natural Foods, Inc. While we maintain key person life insurance policies and have employment agreements with certain of these individuals, the loss of the services of any of our executive officers or key employees could harm our business.

- We Operate in a Competitive Labor Market and a Number of Our Employees Are Covered by Collective Bargaining Agreements.

We compete with other businesses in each of our markets with respect to attracting and retaining qualified employees. A shortage of qualified employees could require us to enhance our wage and benefits packages in order to compete effectively in the hiring and retention of qualified employees or to hire more expensive temporary employees.

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In addition, at September 30, 2006 approximately 3%, or approximately 31, of our employees are covered by a collective bargaining agreement with a labor organization, which expires December 2008. We may not be able to renew our respective collective bargaining agreement on favorable terms. Employees at other facilities may try to unionize. We may not be able to recover labor cost increases through increased prices charged to customers or suffer business interruptions as a result of strikes or other work stoppages.

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- We Are Subject to substantial Governmental Regulation and If We Are Unable to Comply with Regulations That Affect Our Business or If There Are Substantial Changes in These Regulations, Our Business Could Be Adversely Affected.

As a distributor of food products, we are subject to the regulation by the U.S. Food and Drug Administration ("FDA"). Our operations are also subject to regulation by the Occupational Safety and Health Administration ("OSHA"), the Department of Transportation and other federal, state and local agencies. Each of these regulatory authorities have broad administrative powers with respect to our operations. If we fail to adequately comply with government regulations or regulations become more stringent, we could experience increased inspections, regulatory authorities could take remedial action including imposing fines or shutting down our operations or we could be subject to increased compliance costs. If any of these events were to occur, our results of operations, business, cash flow and financial condition would be adversely affected.

We cannot predict the impact that future laws, regulations, interpretations or applications, the effect of additional government regulations or administrative orders, when and if promulgated, or disparate federal, state and local regulatory schemes would have on our business in the future. They could, however, require the reformulation of certain products to meet new standards, the recall or discontinuance of certain products not able to be reformulated, additional record keeping, expanded documentation of the properties of certain products, expanded or different labeling and/or scientific substantiation. Any or all of such requirements could have an adverse effect on our results of operations, business, cash flow and financial condition.

- Self-Insurance Plan Claims Could Materially Impact Our Business.

The Company uses a combination of insurance and self-insurance plans to provide for the potential liabilities for workers' compensation, general liability, property insurance, vehicle liability and employee health care benefits. Liabilities associated with the risks that are retained by the Company are estimated, in part, by considering historical claims experience, demographic factors, severity factors and other actuarial assumptions. Our results of operations, business, cash flow and financial condition could be materially impacted by claims and other expenses related to such plans if future occurrences and claims differ from these assumptions and historical trends.

- Our Information Technology Systems May Be Subject to Failure or Disruptions, Which Could Seriously Harm Our Business.

Our business is highly dependent on our information systems ("IS"). The

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convenience store industry does not have a standard information technology, or IT platform. Therefore, actively integrating our customers into our IT platform is a priority, and our IS platform provides our distribution centers with the flexibility to adapt to our customers' IT requirements. We also rely on our IS, and our internal information technology staff, to maintain the information required to operate our distribution centers and provide our customers with fast, efficient and reliable deliveries.

If our IS fails or is subject to disruptions, we may suffer disruptions in service to our customers and our results of operations and financial condition could suffer.

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RISKS RELATING TO OUR COMMON STOCK

- The Company Has Very Few Shareholders of Record And, If this Number Drops below 300, the Company Will No Longer Be Obligated to Report under the Securities Exchange Act of 1934 and in Such Case We May Be Delisted from the American Stock Exchange Reducing the Ability of Investors to Trade in Our Common Stock.

If the number of record owners (including direct participants in the Depository Trust Company) of our common stock is less than 300, our obligations to file reports under the Securities Exchange Act of 1934 is suspended. If we take advantage of this right we will likely reduce administrative costs of complying with public company rules, but periodic and current information updates about the Company will not be available to investors. In addition, the common stock of the Company would be removed from listing on the American Stock Exchange. This would likely impact an investors' ability to trade in our common stock.

- In Relation to the Size of Our Company We Incur Significant Costs as a Result of Being a Public Company.

As a public company, we incur significant accounting, legal, governance, compliance and other expenses that private companies do not incur. In addition, the Sarbanes-Oxley Act of 2002 and the rules subsequently implemented by the Securities and Exchange Commission and the American Stock Exchange, have required changes in corporate governance practices of public companies. These rules and regulations increase our legal, audit and financial compliance costs and make some activities more time-consuming and costly. For example, as a result of being a public company, we are required to maintain additional board committees and formalize our internal control over financial reporting and disclosure controls and procedures. In addition, we incur additional costs associated with our public company reporting requirements. These rules and regulations also make it more difficult and more expensive for us to obtain director and officer liability insurance and we may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult for us to attract and retain qualified persons to serve on our board of directors or as executive officers.

- We May Be Unable to Meet Our Obligation to Conform to the Rules Adopted by the Securities and Exchange Commission under Section 404 of the Sarbanes-Oxley Act of 2002.

We are in the process of assessing the effectiveness of our internal control over financial reporting in connection with the rules adopted by the Securities and Exchange Commission under Section 404 of the Sarbanes-Oxley Act of 2002. Compliance with Section 404 of the Sarbanes-Oxley Act of 2002 is required in connection with the filing of our Annual Report on Form 10-K for

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the fiscal year ending September 30, 2007 but proposed regulations may extend this date. While our management is expending significant resources in an effort to complete this important project, there can be no assurance that we will be able to achieve our objective on a timely basis. There also can be no assurance that our auditors will be able to issue an unqualified opinion on management's assessment of the effectiveness of our internal control over financial reporting.

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Any failure to complete our assessment of our internal control over financial reporting, to remediate the material weaknesses we have identified or any other material weaknesses that we may identify or to implement new or improved controls, or difficulties encountered in their implementation, could harm our operating results, cause us to fail to meet our reporting obligations, or result in material misstatements in our financial statements. Any such failure also could adversely affect the results of the periodic management evaluations of our internal control over financial reporting that are required under Section 404 of the Sarbanes-Oxley Act of 2002. Inadequate internal controls could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our common stock.

- Weaknesses in Our Internal Controls over Financial Reporting Could Result in Material Misstatements in Our Financial Statements, Cause Investors to Lose Confidence in Our Reported Financial Information and Have a Negative Effect on the Trading Price of Our Common Stock.

A material weakness is defined in standards established by the Public Company Accounting Oversight Board as a deficiency in internal control over financial reporting that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. During fiscal 2006, the Company identified certain material weaknesses that existed in our internal controls over fiscal 2005 financial reporting. During fiscal 2006, we took steps to remedy these weaknesses, however, if we failed to implement these remedies properly, such failure could result in a material misstatement in our financial reporting.

- We Have Various Mechanisms in Place to Discourage Takeover Attempts, Which May Reduce or Eliminate Our Stockholders' Ability to Sell Their Shares for a Premium in a Change of Control Transaction.

Various provisions of our bylaws and of corporate law may discourage, delay or prevent a change in control or takeover attempt of our company by a third party that is opposed to by our management and board of directors. These anti-takeover provisions could substantially impede the ability of public stockholders to benefit from a change of control or change in our management and board of directors. These provisions include:

- classification of our directors into three classes with respect to the time for which they hold office;
- supermajority voting requirements to amend the provision in our certificate of incorporation providing for the classification of our directors into three such classes;
- non-cumulative voting for directors;
- control by our board of directors of the size of our board of directors;
- limitations on the ability of stockholders to call special meetings of

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stockholders; and

-advance notice requirements for nominations of candidates for election to our board of directors or for proposing matters that can be acted upon by our stockholders at stockholder meetings.

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- Failure to Regain Compliance with American Stock Exchange Listing Standards Could Have a Negative Effect on the Trading Price of Our Stock and Would likely Adversely Impact Our Investors' Ability to Trade in Our Common Stock

In September 2006, the Company was notified by the American Stock Exchange (AMEX) that it was not in compliance with Section 1003(a)(i) of the AMEX Company Guide regarding shareholders' equity of less than \$2,000,000, and losses from continuing operations and/or net losses in two of its three most recent fiscal years. In order to maintain its AMEX listing, the Company submitted a plan outlining steps to regain compliance with the AMEX continued listing standards by March 11, 2008. On November 21, 2006, the Company received notice from the American Stock accepting the Company's plan to regain compliance with Section 1003(a)(i) of the AMEX Company Guide. If the Company's fails to achieve AMEX compliance by March 11, 2008, the Company could face delisting proceeding which would likely impact investors' ability to trade in our common stock and adversely affect its trading price.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 2. PROPERTIES

The state location and approximate square footage of the five distribution centers, thirteen retail stores and beverage facilities (including a warehouse in Idaho, water bottling and packaging plants, and sales and marketing offices) operated by AMCON as of fiscal year end 2006 are set forth below:

| Location ----- | Square Feet ----- |
|------------------------------------|----------------------|
| Distribution - IL, MO, ND, NE & SD | 487,000 |
| Retail - FL, KS, MO, NE & OK | 132,600 |
| Beverage - HI & ID /1/ | 68,000 |
| | ----- |
| Total Square Footage | 687,600 |
| | ===== |

/1/ As of March 2006, our water bottling and distribution business headquarter in Idaho, TSI, was closed. As discussed in Item 1 - "Business", our HNWC subsidiary in Hawaii was sold on November 20, 2006.

AMCON owns its distribution facilities in Quincy, Illinois, Bismarck, North Dakota and Rapid City, South Dakota. The Quincy, Bismarck and Rapid City distribution centers are subject to first mortgages with M&I Bank. The Company's subsidiary, TSI, also owns a water bottling plant, real estate and a lodge in Paradise, Idaho that are subject to the mortgage between AMCON and Crystal Paradise Holdings, Ltd. (formerly Trinity Springs, Ltd.) which is shared on an equal basis with Allen Petersen, one of the Company's directors who extended loans to TSI in December 2004. Additionally, TSI owns a warehouse in Hammett, Idaho which is subject to a mortgage. See further discussion of the Company real estate obligations in Item 7 - Liquidity and Capital Resources of this Annual Report on Form 10-K.

AMCON leases its remaining distribution, warehouse and cross-dock facilities, retail stores, water bottling plant, offices, and certain equipment under noncancellable operating and capital leases. Leases for the two distribution facilities, thirteen retail stores and a water bottling and packaging plant in Hawaii leased by the Company have base terms expiring through 2052. Minimum future lease commitments for these properties and equipment total approximately \$19.4 million as of fiscal year end 2006. As discussed in Item 1 - Business, HNWC sold substantially all of its assets in November 2006. In conjunction with that sale, the buyer agreed to assume certain capital and operating leases from HNWC.

Management believes that its existing facilities are adequate for the Company's present level of operations; however, larger facilities and additional cross-dock facilities and retail stores may be required to accommodate the Company's anticipated growth in certain market areas.

ITEM 3. LEGAL PROCEEDINGS

The Company is involved in litigation regarding the ownership of the assets of TSI, which is a consolidated subsidiary of AMCON. The dispute, which began in June 2004, arose over the sale of substantially all of the assets of Trinity Springs, Ltd. (which later changed its name to Crystal Paradise Holdings, Inc. ("CPH")). The Plaintiffs in the lawsuit are a group of minority shareholders, and the Defendants are AMCON, TSL Acquisition Corp (which later became TSI), CPH, and the former directors of CPH.

In December 2005, the District Court of the Fifth Judicial District of the State of Idaho ("the Court") issued a ruling granting the minority shareholder plaintiffs' motion for partial summary judgment declaring that the stockholders of CPH did not validly approve the sale of its business and assets to TSI (AMCON's consolidated subsidiary) because the vote of certain shares issued as a dividend should not have been counted in the vote. The Court did not rule on the appropriate relief to be granted as a result of the lack of shareholder approval for the asset sale transaction, nor did it rule on the appropriate remedy for any other claim asserted by the parties in this case.

However, based on a legal opinion obtained by management from independent legal counsel, to the extent that TSI owned the assets immediately prior to the ruling by the Court discussed above, and has not otherwise transferred the assets, TSI continues to own the assets. Accordingly, AMCON has continued to account for the operations of TSI as a consolidated subsidiary because the Court has not taken any action to divest TSI of its ownership of the assets.

Since the Court's December 2005 ruling, several events have taken place. The minority shareholder plaintiffs have filed notice with the District Court that they agree that rescission is not feasible. During approximately the same time frame, the entire CPH Board of Directors resigned. Upon their resignation, the Court appointed a custodian to manage and direct the affairs of CPH. Additionally, the custodian was designated by the Court as CPH's investigative panel to determine whether the maintenance of a derivative proceeding is in the best interest of CPH.

During the last several months, the parties have been engaged in settlement discussions. Recently, a settlement agreement was reached between the parties. The settlement resolved all disputes between the shareholders

plaintiffs, CPH, AMCON, TSI and the Defendant Directors, with two exceptions that relate to AMCON. The settlement did not resolve claims that CPH may have against AMCON and TSI or that AMCON and TSI may have against CPH. The settlement also did not resolve the claims of a single shareholder plaintiff, who declined to agree to the settlement. On October 16, 2006, the Court approved the parties' settlement and ordered the dismissal with prejudice of the lawsuit, except for the claims of the single shareholder plaintiff whose claims remain pending in the lawsuit and the claims that may exist as between AMCON/TSI and CPH.

On December 21, 2006, CPH filed a first amended complaint in the Fourth Judicial District of the State of Idaho (Elmore County) against AMCON and TSI and other defendants relating to AMCON and TSI's purchase of the assets of CPH and operation of the business. In its amended complaint, CPH re-asserts claims of foreclosure; breach of the asset purchase agreement, promissory notes and water royalty obligations; quantum meruit; unjust enrichment; and collection and enforcement of its security interest. In addition, CPH again seeks a declaratory judgement that: (i) AMCON and TSI are obligated to perform under the asset purchase agreement and other agreements related to the asset purchase transaction; (ii) the actions AMCON and TSI constitute events of default; (iii) TSI has not cured the events of default; (iv) TSI's obligations are accelerated under certain promissory notes; and (v) AMCON is liable to CPH under a guaranty and suretyship agreement for all amounts owing to CPH under the asset purchase agreement and related agreements. Finally, CPH seeks its costs and attorney fees. CPH has not served its amended complaint on AMCON or TSI.

AMCON disagrees with the assertions made by CPH and intends to vigorously defend against CPH's claims and to pursue its own claims against CPH.

With respect to the remaining claims in the original lawsuit and the claims asserted by CPH in its recently filed complaint, AMCON's management, after consulting with the trial counsel, is unable at this time to state that any outcome unfavorable to AMCON is either probable or remote and therefore cannot estimate the amount or range of any potential loss, if any because substantial discovery is needed, several unresolved legal issues exist, and other pretrial work is yet to be completed.

The Company is in settlement discussions with respect to this litigation, pursuant to which the Company is undertaking to divest substantially all of the assets of TSI as part of a complete settlement of any and all claims by CPH against the Company.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

There were no matters submitted to a vote of security holders during the fourth quarter of fiscal year 2006.

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PART II

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

MARKET FOR COMMON STOCK

The Company's common stock trades on the American Stock Exchange ("AMEX") under the trading symbol "DIT". The following table reflects the range of the high and low closing prices per share of the Company's common stock reported by AMEX for fiscal years 2006 and 2005. As of December 11, 2006, the closing stock price was \$18.00 and there were 527,062 common shares outstanding. The Company has approximately 360 common shareholders of record (including direct participants in the Depository Trust Company) and the Company believes that approximately 960 additional persons hold shares beneficially.

| | Fiscal Year 2006 | | Fiscal Year 2005 | |
|-------------|------------------|---------|------------------|----------|
| | High | Low | High | Low |
| 4th Quarter | \$ 13.80 | \$ 9.15 | \$ 22.68 | \$ 20.39 |
| 3rd Quarter | 12.10 | 9.15 | 24.65 | 17.30 |
| 2nd Quarter | 16.55 | 10.80 | 18.80 | 16.50 |
| 1st Quarter | 21.40 | 16.55 | 20.70 | 18.55 |

During fiscal 2005 the Board of Directors voted to suspend payment of cash dividends on common stock for the foreseeable future in order to preserve cash resources. The Company will periodically revisit its dividend policy to determine whether it has adequate internally generated funds, together with other needed financing to fund its growth and operations in order to resume the payment of cash dividends on common stock. The Company's revolving credit facility provides that the Company may not pay dividends on its common shares in excess of \$0.72 per common share on an annual basis.

During fiscal 2004, 2005 and 2006, the Company issued Series A, B and C Convertible Preferred Stock, respectively, that were not registered under the Securities Act. Information regarding the issuance of these securities is set forth in Note 3 to the Consolidated Financial Statements.

ITEM 6. SELECTED FINANCIAL DATA

The selected financial data presented below have been derived from AMCON Distributing Company and Subsidiaries' (the "Company's") audited financial statements. The information set forth below should be read in conjunction with Item 7 "MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION" and Item 8 "FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA" of this Annual Report on Form 10-K.

Results may not be comparable due to acquisitions and/or dispositions that have occurred in the periods presented. As previously discussed, our subsidiaries HNWC and TSI, are classified as a component of discontinued operations at September 30, 2006. As a result, the selected financial data for all periods presented below has been prepared reflecting discontinued operations in accordance with Statement of Financial Accounting Standard

("SFAS") No. 144 "Accounting for the Impairment or Disposal of Long-Lived Assets." Accordingly, all revenues and expenses associated with

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discontinued operations have been excluded from income from continuing operations in the selected financial data.

(Dollars in thousands, except per share data)

| Fiscal Year | 2006 | 2005 /6/ | 2004 | 2003 | 2002 |
|---|------------|-------------|------------|-----------|-----------|
| Sales/1/..... | \$ 839,540 | \$834,551 | \$817,286 | \$768,627 | \$844,879 |
| Cost of sales..... | 779,406 | 774,060 | 757,938 | 708,780 | 783,303 |
| Gross profit..... | 60,134 | 60,491 | 59,348 | 59,847 | 61,576 |
| Operating expenses..... | 53,658 | 53,188 | 50,975 | 50,854 | 53,225 |
| Impairment charges/2/..... | - | 4,235 | - | - | - |
| Operating income..... | 6,476 | 3,068 | 8,373 | 8,993 | 8,351 |
| Interest expense..... | 4,858 | 4,211 | 3,243 | 2,900 | 4,159 |
| Other (income) expense, net..... | (137) | (80) | (569) | (936) | (329) |
| Income (loss) from continuing operations before income taxes... | 1,755 | (1,063) | 5,699 | 7,029 | 4,521 |
| Income tax expense (benefit)..... | 432 | (196) | 2,286 | 2,519 | 1,726 |
| Equity in loss of unconsolidated affiliate..... | - | - | - | - | 95 |
| Minority interest..... | - | (97) | (91) | - | - |
| Income (loss) from continuing operations..... | 1,323 | (770) | 3,504 | 4,510 | 2,700 |
| Loss from discontinued operations, net of income tax benefit of \$(1,132) \$(5,543), \$(4,409), \$(1,890) and \$(439) respectively. | (2,434) | (11,972) | (7,643) | (3,483) | (728) |
| Net (loss) income..... | (1,111) | (12,742) | (4,139) | 1,027 | 1,972 |
| Preferred stock dividend requirements..... | (366) | (295) | (49) | - | - |
| Net loss available to common shareholders..... | \$ (1,477) | \$ (13,037) | \$ (4,188) | \$ 1,027 | \$ 1,972 |
| Basic earnings (loss) per share available to common shareholders: | | | | | |
| Continuing operations..... | \$ 1.81 | \$ (2.02) | \$ 6.54 | \$ 8.55 | \$ 5.34 |
| Discontinued operations..... | (4.61) | (22.71) | (14.48) | (6.60) | (1.44) |
| Net basic (loss) earnings per share available to common shareholders..... | \$ (2.80) | \$ (24.73) | \$ (7.94) | \$ 1.95 | \$ 3.90 |

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| Fiscal Year | 2006 | 2005 /6/ | 2004 | 2003 | 2002 |
|---|-----------|------------|-------------|------------|------------|
| Diluted earnings (loss) per share available to common shareholders: | | | | | |
| Continuing operations..... | \$ 1.63 | \$ (2.02) | \$ 6.23 | \$ 8.40 | \$ 5.21 |
| Discontinued operations..... | (3.87) | (22.71) | (13.59) | (6.49) | (1.40) |
| Net diluted (loss) earnings per share available to common shareholders..... | | | | | |
| | \$ (2.24) | \$ (24.73) | \$ (7.36) | \$ 1.91 | \$ 3.81 |
| Weighted average shares outstanding: | | | | | |
| Basic..... | 527,062 | 527,062 | 527,774 | 527,699 | 505,414 |
| Diluted..... | 627,810 | 527,062 | 562,559 | 537,042 | 518,197 |
| Working capital (deficit) /3/..... | \$ 28,004 | \$ 30,573 | \$ (11,871) | \$ (8,030) | \$ (1,989) |
| Total assets | 94,867 | 95,309 | 111,730 | 99,499 | 104,586 |
| Long-term obligations and subordinated debt /4/..... | 16,841 | 16,504 | 27,104 | 22,453 | 21,601 |
| Shareholders' (deficit) equity /5/ | (1,747) | (228) | 12,767 | 17,301 | 16,699 |
| Cash dividends declared per common share..... | - | - | 0.72 | 0.72 | 0.72 |

/1/ In accordance with Emerging Issues Task Force (EITF) No. 01-9 "Accounting For Consideration Given by a Vendor to a Customer (Including a Reseller of the Vendor's Products)" sales incentives paid to customers have been recorded as a reduction of sales.

/2/ In fiscal year 2005 certain identifiable intangible assets in the retail segment were impaired.

/3/ Current assets minus current liabilities.

/4/ Includes deferred taxes, noncurrent liabilities of discontinued operations, current and long-term portions of subordinated debt and long-term debt and TSI's water royalty in perpetuity. Excludes the Company's revolving credit facility.

/5/ Net of dividends declared of \$0.4 million in each of the fiscal years of 2002-2004. The Company declared no dividends in fiscal 2005 or fiscal 2006.

/6/ During the first quarter of fiscal 2005, the Company changed its reporting period from a 52-53 week year ending on the last Friday in September to a calendar month reporting period ending on September 30. As a result of this change, fiscal 2005 was comprised of 53 weeks of operations as compared to fiscal 2006 and fiscal 2004 which were comprised of to 52 weeks.

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

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RESULTS OF OPERATIONS

Overview

The following discussion should be read in conjunction with the Consolidated Financial Statements and Notes to the Consolidated Financial Statements,

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Item 8, and other information in this report, including Critical Accounting Policies and Cautionary Information included at the end of this Item 7. The following discussion and analysis includes the results of operations for our continuing operations at September 30, 2006, which is comprised of our wholesale distribution and retail health food segments. A separate discussion of our discontinued operations, which includes TSI & HNWC at September 30, 2006, has been presented following our fiscal 2006 versus fiscal 2005 operating results analysis. Accordingly, the sales, gross profit (loss), selling, general and administrative, depreciation and amortization, direct interest, other expenses and income tax benefit for TSI and HNWC have been aggregated and reported as a loss from discontinued operations and are not a component of the aforementioned continuing operations items.

Actual year ends for fiscal 2006, 2005 and fiscal 2004 were September 30, 2006, September 30, 2005, and September 24, 2004, respectively. Years cited herein refer to AMCON's fiscal years. During the first quarter of fiscal 2005, the Company changed its reporting period from a 52-53 week ending on the last Friday in September to a calendar month period ending on September 30. As a result of this change, fiscal 2005 consisted of 53 weeks of operations compared to 52 weeks of operations in fiscal 2006.

For more information regarding our businesses, see Item 1 - Business on this Annual Report on Form 10-K.

Strategic initiatives

During 2006, the Company implemented an internal holding company structure which resulted in several strategic initiatives, including the evaluation of the Company's investment in its beverage businesses because of the significant operating losses which had been incurred over the prior several years. This evaluation yielded a number of new strategic initiatives which the Company began executing during fiscal 2006 in an effort to improve profitability and build long-term shareholder value. The primary elements of these strategic initiatives include:

- focus on the Company's past success. This entails focusing on the core wholesale and retail health food business segments;
- close or sell unprofitable business units;
- improve the Company's liquidity position through debt reduction; and
- aggressive management of the Company's cost structure

To achieve these strategic goals, the Company took steps to exit the beverage businesses (Hawaiian Natural Water Company ("HNWC") and Trinity Springs, Inc. ("TSI")) which had incurred losses before income taxes of \$3.6 million, \$17.4 million, and \$12.4 million in fiscal 2006, 2005 and 2004, respectively. In March 2006, the Company closed the water bottling operations of TSI and is pursuing the sale of its remaining assets. Additionally, in November 2006, the Company sold substantially all the operating assets of HNWC.

While management can give no assurances, the Company believes the successful completion of these actions, in addition to its ongoing strategic initiatives,

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will position the Company to improve profitability, enhance its liquidity position and strengthen its ability to compete and grow its two core businesses on a long-term basis.

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Significant Events For Fiscal 2006

During fiscal 2006, the Company:

Financing

- in December 2006, the Company amended the Facility further extending the maturity date to April 2009 with a \$57.1 million maximum credit limit and bearing interest at the bank's prime rate. See further discussion in Item 7 - Liquidity and Capital Resources.
- completed a \$2.0 million private placement of Series C Convertible Preferred Stock representing 80,000 shares at \$25 per share. The proceeds of the issuance were used to reduce the Company's outstanding balance on its revolving credit facility with LaSalle Bank.

Operational

- discontinued and closed the operations of its TSI subsidiary in March 2006 and is actively working to resolve the litigation matter and ultimately sell the assets of TSI. See further discussion in Item 1 - Business.
- engaged in active negotiations to sell the assets of HNWC which culminated in the successful sale of the assets after September 30, 2006.
- experienced a \$5.0 million increase in sales and a \$2.8 million increase in income from continuing operations before income taxes as compared to fiscal 2005.
- recognized income from continuing operations per diluted share of \$1.63 in fiscal 2006 compared to a loss from continuing operations per diluted share of \$(2.02) in fiscal 2005.
- recognized loss from discontinued operations per diluted share of (\$3.87) in fiscal 2006 as compared to a loss from discontinued operations per diluted share of (\$22.71) in fiscal 2005.

Results of Operations

The following table sets forth an analysis of various components of the Statements of Operations as a percentage of sales for fiscal years 2006, 2005 and 2004:

| | Fiscal Years | | |
|--------------------|--------------|--------|--------|
| | 2006 | 2005 | 2004 |
| | ----- | ----- | ----- |
| Sales..... | 100.0% | 100.0% | 100.0% |
| Cost of sales..... | 92.8 | 92.7 | 92.7 |

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| | | | |
|---|-----|-----|-----|
| Gross profit..... | 7.2 | 7.3 | 7.3 |
| Selling, general and administrative expenses..... | 6.2 | 6.1 | 6.0 |

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| | 2006 | 2005 | 2004 |
|--|--------|--------|--------|
| Depreciation and amortization.... | 0.2 | 0.3 | 0.3 |
| Impairment charges..... | 0.0 | 0.5 | 0.0 |
| Operating income | 0.8 | 0.4 | 1.0 |
| Interest expense..... | 0.6 | 0.5 | 0.4 |
| Other income, net..... | - | - | 0.1 |
| Income (loss) from continuing operations before income taxes.. | 0.2 | (0.1) | 0.7 |
| Income tax (expense) benefit..... | (0.1) | 0.0 | (0.3) |
| Income (loss) from continuing operations | 0.1 | (0.1) | 0.4 |
| Loss from discontinued operations, net of tax..... | (0.3) | (1.4) | (0.9) |
| Net loss | (0.2) | (1.5) | (0.5) |
| Preferred stock dividend requirements..... | - | - | - |
| Net loss available to common shareholders..... | (0.2)% | (1.5)% | (0.5)% |

RESULTS OF OPERATIONS - CONTINUING OPERATIONS

SALES:

Changes in sales are driven by two primary factors:

- (i) changes to selling prices largely controlled by the manufacturers of the products that we sell, and excise taxes imposed on cigarettes and tobacco products by various states; and
- (ii) changes in the volume of products sold to our customers, either due to a change in purchasing patterns resulting from consumer preferences or the fluctuation in the comparable number of business days in our reporting period.

Sales by business segment for the years ended September 2006 and September 2005 are as follows (dollars in millions):

| | Sales | | | | |
|-----------------------------------|---------|----------|---------------|---------------|-------------|
| | 2006 | 2005/1/ | Extra week/2/ | Reported 2005 | Incr (Decr) |
| Wholesale distribution segment | \$802.7 | \$ 786.4 | \$ 13.6 | \$ 800.0 | \$ 2.7 |
| Retail health food stores segment | 36.8 | 34.2 | 0.4 | 34.6 | 2.2 |

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\$839.5 \$ 820.6 \$ 14.0 \$ 834.6 \$ 4.9
=====

/1/ Excludes extra week discussed in /2/ below

/2/ During the first quarter of fiscal 2005, the Company changed its reporting period from a 52-53 week year ending on the last Friday in September to a calendar month reporting period ending on September 30. As a result of this change, fiscal 2005 was comprised of 53 weeks of operations as compared to fiscal 2006 and fiscal 2004 which were comprised of to 52 weeks.

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FISCAL YEAR 2006 VERSUS FISCAL YEAR 2005 - Continuing Operations

Overall sales for fiscal year 2006 increased by approximately 0.6% to \$839.5 million, compared to \$834.6 million in fiscal year 2005. Sales are reported net of costs associated with sales incentives provided to customers, totaling \$15.5 million and \$14.7 million for fiscal 2006 and 2005, respectively.

Sales from the wholesale distribution segment increased \$2.7 million during fiscal 2006 as compared to fiscal 2005. Cigarette sales decreased \$1.5 million during fiscal 2006 while sales of tobacco, confectionary and other products increased \$4.2 million during the period. Of the decrease in cigarette sales, \$10.4 million was a result of the change in our monthly reporting period which added an extra week of sales in fiscal 2005 as compared to fiscal 2006 and \$5.6 million was a result of a 1.3% decrease in the volume of carton shipments (excluding the extra week). These decreases in cigarette sales were offset by a \$8.5 million increase in sales due to higher excise taxes imposed by certain states. Additionally, cigarette sales benefitted approximately \$6.0 million during fiscal 2006 due to price increases implemented by major cigarette manufacturers.

Sales from the retail health food segment increased \$2.2 million, or 6.4%, during fiscal 2006 when compared to fiscal 2005. Of this sales increase, \$2.6 million was attributable to sales growth in same store sales, with particular strength in our grocery and supplements product categories. This sales volume increase was partially offset by a \$0.4 million sales reduction due to the extra week of sales which was included in the fiscal 2005 resulting from the Company's change in monthly reporting periods. The retail health food segment experienced strong growth during fiscal 2006 largely because of the general upturn in the natural products industry combined with the Company's continued marketing efforts.

GROSS PROFIT

Our gross profit does not include fulfillment costs and costs related to the distribution network which are included in selling, general and administrative costs, and may not be comparable to the gross profit of other entities which do include such costs. Some entities may classify such costs as a component of cost of sales. Cost of sales, a component used in determining gross profit, for our wholesale and retail segments includes the cost of products purchased from manufacturers, less incentives that we receive which are netted against such costs.

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Gross profit by business segment for the fiscal years ended September 2006 and September 2005 are as follows (dollars in millions):

| Gross Profit | | | | | |
|-----------------------------------|---------|---------|------------------|------------------|----------------|
| | 2006 | 2005/1/ | Extra week/2/ | Reported 2005 | Incr (Decr) |
| Wholesale distribution segment | \$ 45.5 | \$ 46.3 | \$ 0.6 | \$ 46.9 | \$ (1.4) |
| Retail health food stores segment | 14.6 | 13.4 | 0.2 | 13.6 | 1.0 |
| | \$ 60.1 | \$ 59.7 | \$ 0.8 | \$ 60.5 | \$ (0.4) |
| | ===== | ===== | ===== | ===== | ===== |

/1/ Excludes extra week discussed in /2/ below

/2/ During the first quarter of fiscal 2005, the Company changed its reporting period from a 52-53 week year ending on the last Friday in September to a calendar month reporting period ending on September 30. As a result of this change, fiscal 2005 comprised of 53 weeks of operations as compared to 52 weeks of operations in the fiscal 2006.

Overall gross profit decreased slightly by approximately 0.6% to \$60.1 million in fiscal 2006 compared to \$60.5 million in fiscal 2005. Gross profit as a percentage of sales also decreased slightly from 7.3% in fiscal 2005 to 7.2% in fiscal 2006.

Gross profit from our wholesale distribution segment decreased approximately \$1.4 million from fiscal 2005 to fiscal 2006. Items increasing gross profit during fiscal 2006 was a \$0.5 million smaller LIFO charge in fiscal 2006 as compared to fiscal 2005, and \$1.4 million resulting from higher sales volumes in our other products categories. These increases were offset by a \$0.6 million decrease in gross profit attributable to an extra week of operations in fiscal 2005 compared to fiscal 2006 resulting from a change in our reporting period, a \$0.5 million reduction in incentive payments received from cigarette and non-cigarette vendors based on the Company's buying volumes, and \$2.2 million related to a decrease in cigarette carton shipments volumes.

Gross profit for the retail health food segment increased approximately \$1.0 million in fiscal 2006 compared with fiscal 2005. Of this increase, \$0.1 million related to improved management of inventory and throw-out costs, \$0.1 million related to a smaller LIFO charge in fiscal 2006 compared to fiscal 2005, \$0.2 million was due to the extra week of operations in fiscal 2005 and \$0.6 million was related to the overall sales mix and volume growth.

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OPERATING EXPENSE

Operating expense includes selling, general and administrative expenses and depreciation and amortization and impairment charges. Selling, general and administrative expenses include costs related to our sales, warehouse, delivery and administrative departments for all segments. Specifically, purchasing and receiving costs, warehousing costs and cost of picking and

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loading customer orders are all classified as selling, general and administrative expenses. Our most significant expenses relate to employee costs, facility and equipment leases, transportation costs, insurance and professional fees.

Total operating expenses decreased approximately \$3.8 million in fiscal 2006, or 6.6%, from fiscal 2005. As a percentage of sales, total operating expenses decreased from 6.9% in fiscal 2005 to 6.4% in fiscal 2006. The decrease in operating expense from prior year was primarily attributable to a \$4.2 reduction in intangible impairment charges from fiscal 2005 to fiscal 2006. The Company incurred no such impairment charges in 2006. Also decreasing operating expenses in fiscal 2006 compared to fiscal 2005 was a \$0.6 million reduction in lower workers compensation claims expense. These decreases were partially offset by \$0.7 million in higher fuel costs and \$0.3 million related to higher professional services expense.

INTEREST EXPENSE

Interest expense for fiscal year 2006 increased 15.3% to \$4.9 million compared to \$4.2 million in fiscal 2005. This increase was primarily related to increases in the prime interest rate which is the rate at which the Company primarily borrows, an increase in the Company's average variable rate borrowings and the impact of the expiration of an interest rate swap in fiscal 2006 that had the effect of converting \$10.0 million of borrowings under the Facility to 4.87%. On average, the Company's borrowing rates on variable rate debt were 1.71% higher and the average borrowings on variable rate debt were \$3.5 million higher in fiscal 2006 as compared to fiscal 2005.

OTHER

During fiscal 2005 the Company allocated \$0.1 million in losses, net of tax, to "Minority interest", which was related to a 15% minority ownership interest in the Company's TSI subsidiary. After this allocation, the 15% minority ownership interest in TSI had been reduced to zero resulting from cumulative TSI loss allocations. The minority shareholders have no future funding obligations to TSI. Accordingly, no further allocations of losses to minority shareholders were made by the Company in fiscal 2006, or will be in the future.

The Company's effective income tax rate was 24.6% in fiscal 2006 compared to 18.4% in fiscal 2005. The increase in the effective tax rate was primarily attributable to valuation allowances placed on state net operating losses in fiscal 2005 which reduced the income tax benefit and related effective tax rate.

During fiscal 2006, the Company paid preferred dividends of \$0.4 million on its Series A, B and C Cumulative, Convertible Preferred Stock, compared to \$0.3 million in fiscal 2005. The increase in preferred dividend payments over fiscal 2005 is primarily attributable to the issuance of the Series C Cumulative Preferred Stock in March 2006.

DISCONTINUED OPERATIONS (Fiscal 2004 - 2006)

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At September 30, 2006, and for all fiscal periods presented throughout this Annual Report on Form 10-K, discontinued operations consist of our HNWC and

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TSI subsidiaries. In March 2005 the operations of TBG were discontinued and in April 2006 the Company successfully completed the wind-down of TBG's operations, at which time TBG's residual liability balances were reclassified to continuing operations. Accordingly, TBG's results from operations are included below for the fiscal years 2004, 2005 and through March of 2006.

Losses from discontinued operations decreased approximately \$9.6 million from fiscal 2005 to fiscal 2006. This change was primarily the result of impairment charges incurred during fiscal 2005 which totaled \$8.9 million. There were no impairment charges incurred in discontinued operations in fiscal 2006. Additionally, TSI's closure in March 2006 stemmed further operating losses.

Losses from discontinued operations increased approximately \$4.3 million from fiscal 2004 to fiscal 2005. This change was primarily the result of an additional \$5.3 million in impairment charges incurred in fiscal 2005 as compared to fiscal 2004.

HNWC remained fully operational throughout fiscal 2006 and reported a net loss from operations before income taxes of approximately \$0.9 million compared to a net loss from operations before taxes of approximately \$5.5 million in fiscal 2005. As discussed further in Item 1 Part 1 - Recent Events, and Note 18 of this Annual Report on Form 10-K, HNWC sold substantially all of its operating assets on November 20, 2006.

A summary of discontinued operations is as follows:

| | Year ended September | | |
|-----------------------------------|-------------------------|---------------|--------------|
| | 2006 | 2005 | 2004 |
| Sales | \$ 8,635,869 | \$ 13,185,114 | \$ 6,519,777 |
| Impairment charges | - | (8,852,406) | (3,578,256) |
| Operating loss | (3,187,117) | (17,118,287) | (12,126,297) |
| Income tax benefit | (1,132,000) | (5,453,000) | (4,709,000) |
| Loss from discontinued operations | (2,433,767) | (11,971,580) | (7,642,472) |

FISCAL YEAR 2005 VERSUS FISCAL YEAR 2004 - Continuing Operations

----- SALES

Sales for fiscal year 2005 increased 2.1% to \$834.6 million, compared to \$817.3 million in fiscal 2004. Sales are reported net of costs associated with sales incentives provided to customers, totaling \$14.7 million and \$13.6 million for fiscal 2005 and 2004, respectively. Sales increases (decreases) by business segment are as follows (dollars in millions):

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| | Sales | | | | |
|-----------------------------------|------------------|---------------------------|---------------------------|---------------|-------------------------|
| | 2005/1/ ----- | Extra week/2/ ----- | Reported 2005 ----- | 2004 ----- | Incr (Decr) ----- |
| Wholesale distribution segment | \$ 786.4 | \$ 13.6 | \$ 800.0 | \$ 784.9 | \$ 15.1 |
| Retail health food stores segment | 34.2 | 0.4 | 34.6 | 32.4 | 2.2 |
| | ----- | ----- | ----- | ----- | ----- |
| | \$ 820.6 | \$ 14.0 | \$ 834.6 | \$ 817.3 | \$ 17.3 |
| | ===== | ===== | ===== | ===== | ===== |

/1/ Excludes extra week discussed in /2/ below

/2/ During the first quarter of fiscal 2005, the Company changed its reporting period from a 52-53 week year ending on the last Friday in September to a calendar month reporting period ending on September 30. As a result of this change, fiscal 2005 comprises 53 weeks of operations as compared to 52 weeks of operations in fiscal 2004.

Sales from the wholesale distribution segment increased by \$15.1 million for the fiscal 2005 as compared to fiscal 2004. Cigarette sales increased \$10.0 million for fiscal 2005 and sales of tobacco, confectionary and other products contributed an additional \$5.1 million during the period. Of the increase in cigarette sales, \$10.4 million was a result of the change in our monthly reporting period which added an extra week of sales in fiscal 2005 as compared to fiscal 2004, \$9.7 million was attributable to price increases implemented by major cigarette manufacturers in December 2004 and \$6.5 million was due to increased excise taxes implemented in certain states during fiscal 2005. These increases were offset by a \$16.6 million decrease in cigarette sales due to a 3.7% decrease in carton volume (excluding the extra week). Of the increase in tobacco, confectionary and other products, \$3.2 million was due to the extra week and \$1.9 million was attributable primarily to new business obtained during fiscal 2005 through expansion of our market area.

Sales from the retail health food segment during fiscal 2005 increased by \$2.2 million when compared to fiscal 2004. The extra week of operations during fiscal 2005 resulted from the change in the Company's monthly reporting period contributed approximately \$0.4 million. In addition, a net sales increase of \$0.9 million resulted from sales generated from the opening of a new store in Oklahoma City in April 2004. General growth in same store sales driven largely from increases in vitamins and health and beauty added an additional \$1.9 million in sales. These increases were offset by the closure of a non-contributing store in Florida in October 2004 which decreased sales by \$0.8 million, and a \$0.5 million reduction in sales due to lower sales of grocery and low carb products during fiscal 2005 compared to fiscal 2004.

Additionally, in 2004 a hurricane forced the temporary closure of several of our stores in Florida. The impact on those temporary store closures in 2004 increased fiscal 2005 sales by \$0.3 million on a year-over-year comparison.

GROSS PROFIT

Our gross profit does not include fulfillment costs and costs related to the distribution network which are included in selling, general and administrative costs, and may not be comparable to the gross profit of other entities which do include such costs. Some entities may classify such costs as a component of cost of sales. Cost of sales, a component used in determining gross profit, for our wholesale and retail segments includes the cost of products purchased from manufacturers, less incentives that we receive which are netted against such costs.

Gross profit increased 1.9% to \$60.5 million for fiscal year 2005 compared to \$59.3 million for the prior fiscal year. Gross profit as a percentage of sales in fiscal 2005 stayed consistent at 7.3% compared to fiscal 2004. Gross profit by business segment is as follows (dollars in millions):

| | Gross Profit | | | | |
|-----------------------------------|------------------|---------------------------|---------------------------|---------------|-------------------------|
| | 2005/1/ ----- | Extra week/2/ ----- | Reported 2005 ----- | 2004 ----- | Incr (Decr) ----- |
| Wholesale distribution segment | \$ 46.3 | \$ 0.6 | \$ 46.9 | \$ 46.3 | \$ 0.6 |
| Retail health food stores segment | 13.4 | 0.2 | 13.6 | 13.0 | 0.6 |
| | ----- | ----- | ----- | ----- | ----- |
| | \$ 59.7 | \$ 0.8 | \$ 60.5 | \$ 59.3 | \$ 1.2 |
| | ===== | ===== | ===== | ===== | ===== |

/1/ Excludes extra week discussed in /2/ below

/2/ During the first quarter of fiscal 2005, the Company changed its reporting period from a 52-53 week year ending on the last Friday in September to a calendar month reporting period ending on September 30. As a result of this change, fiscal 2005 comprises 53 weeks of operations as compared to 52 weeks of operations in fiscal 2004.

Gross profit from our wholesale distribution segment for fiscal 2005 increased approximately \$0.6 million as compared to the prior year. Items increasing gross profit during fiscal 2005 as compared to fiscal 2004 included \$0.6 million attributable to the extra week of operations resulting from a change in our reporting period, \$0.3 million due to cigarette price increases implemented by major cigarette manufacturers in December 2004, \$1.3 million related to the excise tax increases in certain states that occurred during fiscal 2005, \$0.1 million related to candy price increases, incentive payments of \$0.3 million received from cigarette and non-cigarette vendors based on the Company's buying volumes and \$0.1 million related to increased volume of other products. These increases were offset by decreases in cigarette margin of \$1.6 million resulting from decreased carton volume and \$0.5 million from a larger LIFO charge during fiscal 2005 as compared to fiscal 2004.

Gross profit for the retail health food segment for fiscal 2005 increased approximately \$0.6 million compared with fiscal 2004. The increase was

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primarily due to the extra week of operations, which contributed approximately \$0.2 million in gross profit during the period, and \$0.5

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million due to improved sales and change in product mix. These increases were offset by a \$0.1 million decrease in margin related to higher product costs and disposal of perishable and low-carb products.

OPERATING EXPENSE

Operating expense includes selling, general and administrative expenses and depreciation and amortization and impairment charges. Selling, general and administrative expenses include costs related to our sales, warehouse, delivery and administrative departments for all segments. Specifically, purchasing and receiving costs, inspection costs, warehousing costs and cost of picking and loading customer orders are all classified as selling, general and administrative expenses. Our most significant expenses relate to employee costs, facility and equipment leases, transportation costs, insurance and professional fees.

Total operating expense, which included an extra week of operations in fiscal 2005, increased 12.6%, or \$6.4 million, to \$57.4 million compared to fiscal 2004. As a percentage of sales, total operating expenses increased to 6.9% from 6.2% as compared to the prior year.

The increase in operating expenses during fiscal 2005 as compared to fiscal 2004 was primarily related to goodwill and identifiable intangible asset impairment charges totaling \$4.2 million in our retail segment during fiscal 2005. The retail segment did not incur similar impairment charges in fiscal 2004. The fiscal 2005 impairment charges were based on valuations obtained from an independent valuation specialist working in conjunction with management determined that a portion of the tradenames and goodwill at our retail segment were impaired. The impairment charges resulted from shortfalls in operating cash flow necessary to support the carrying value of the retail segment. The fair values utilized to calculate the impairment charges were estimated with the assistance of an independent valuation specialist using the expected present value of the discounted future cash flows and consideration of the net recoverable values.

In addition to the impairment charges, our wholesale segment experienced a \$1.1 million increase in professional fees in fiscal 2005 exploring strategic alternatives for the Company's retail and beverage segments, Sarbanes-Oxley compliance, and restatement of the Company's 2004 financial statements. In addition, the wholesale segment had a net increase in operating expenses of \$1.1 million related primarily to higher fuel costs, workers' compensation claims expense, healthcare insurance, bad debt expense, administrative salaries, as well as, the extra week of operations previous mentioned. The Company did not incur similar expenses during fiscal 2004.

INTEREST EXPENSE

Interest expense for fiscal year 2005 increased 30% to \$4.2 million compared to \$3.2 million during fiscal 2004. The increase in interest expense year-over-year was primarily due to higher prime lending rates. The prime lending rate is the rate at which the Company primarily borrows under its credit facility. On average, the Company's borrowing rates on its variable rate debt were 1.46% higher and average borrowings were \$10.7 million higher in fiscal 2005 as compared to fiscal 2004.

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OTHER

During fiscal 2005, other income decreased \$0.5 million as compared to fiscal 2004 because of the sale of available-for-sale securities in fiscal 2004. The Company did not have similar sales in fiscal 2005.

During fiscal 2005 and fiscal 2004, the Company allocated \$0.1 million in losses, net of tax, to "Minority interest", related to a 15% minority ownership interest in the Company's TSI subsidiary. During fiscal 2005, the 15% minority ownership interest in TSI was reduced to zero resulting from cumulative TSI loss allocations. Accordingly, the Company made no further loss allocations, or will in the future.

The Company's effective income tax rate was 18.4% in fiscal 2005 compared to 40.1% in fiscal 2004. The decrease in the effective tax rate was primarily attributable to valuation allowances placed on state net operating losses and impairment of non-deductible intangible assets in fiscal 2005 which reduced the income tax benefit and related effective tax rate. In fiscal 2004, impairment of non-deductible intangible assets increased the effective income tax rate.

During fiscal 2005, the Company paid preferred dividends of \$0.3 million on its Series A and B, Cumulative, Convertible Preferred Stock, compared to \$0.1 million in fiscal 2004.

Liquidity and Capital Resources

OVERVIEW

Operating Activities. The Company requires cash to pay its operating expenses, purchase inventory and make capital investments. In general, the Company finances these cash needs from the cash flow generated by its operating activities and from borrowings and preferred stock issuances, as necessary. During fiscal 2006, the Company used approximately \$0.3 million of cash from operating activities, primarily related to operating losses incurred by our beverage businesses, which are included in discontinued operations. Cash used by our discontinued operations was partially offset by reductions in accounts receivable and inventory levels in our continuing operations. Our variability in cash flows from operating activities is heavily dependent on the timing of inventory purchases and seasonal fluctuations. For example, in the circumstance where we are "buying-in" to obtain favorable terms on particular product or to maintain our LIFO layers, we may have to retain the inventory for a period longer than the payment terms. This generates cash outflow from operating activities that we expect to reverse in a later period. Additionally, during the warm weather months, which is our busiest time of the year, we generally carry larger inventory back stock to ensure high fill rates to maintain customer satisfaction.

Investing Activities. Approximately \$1.0 million in cash was used for capital expenditures for property, plant and equipment during fiscal 2006.

Financing Activities. The Company generated net cash of \$1.3 million from financing activities during fiscal 2006. Of the net cash generated, \$2.0 million was received from the proceeds of a private placement (Series C

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borrowings by our TSI subsidiary before its closure in March 2006. The Company also used cash of \$0.8 million for net payments on its credit facility and its continuing operations long-term debt, \$0.3 million for discontinued operations long-term debt payments and cash of \$0.4 million for preferred stock dividend payments.

Cash on Hand/Working Capital. As of September 30, 2006, the Company had cash on hand of \$0.5 million and working capital (current assets less current liabilities) of \$28.0 million. This compares to cash on hand of \$0.5 million and a working capital of \$30.6 million as of September 30, 2005.

CONTRACTUAL OBLIGATIONS

The following table summarizes our outstanding contractual obligations and commitments as of fiscal year end 2006:

| Contractual Obligations | Payments Due By Period | | | | |
|---|------------------------|-----------------|------------------|------------------|-----------------|
| | Total | Fiscal 2007 | Fiscal 2008-2009 | Fiscal 2010-2011 | Thereafter |
| Credit Facility | \$ 48,823 | \$ 3,896 | \$ 44,927 | \$ - | \$ - |
| Long-term debt - continuing operations/1/ | 7,594 | 524 | 6,204 | 866 | - |
| Long-term debt - discontinued operations/2/ | 3,690 | 1,410 | 2,280 | - | - |
| Related party debt | 2,750 | 2,750 | - | - | - |
| Interest on long-term debt/3/ | 10,132 | 5,004 | 5,108 | 20 | - |
| Operating leases | 18,965 | 3,965 | 6,342 | 4,567 | 4,091 |
| Minimum water royalty/4/ | 4,247 | 288 | 576 | 576 | 2,807 |
| Total | \$ 96,201 | \$17,837 | \$ 65,437 | \$ 6,029 | \$ 6,898 |
| Other Commercial Commitments | | Fiscal 2007 | Fiscal 2008-2009 | Fiscal 2010-2011 | Thereafter |
| Lines of credit | \$ 55,000 | \$ - | \$ 55,000 | \$ - | \$ - |
| Lines of credit in use | (48,823) | - | (48,823) | - | - |
| Lines of credit available | 6,177 | - | 6,177 | - | - |
| Water source /5/ | 5,000 | - | - | - | 5,000 |
| Letters of credit | 1,450 | 450 | 1,000 | - | - |
| Total | \$ 12,627 | \$ 450 | \$ 7,177 | \$ - | \$ 5,000 |

/1/ Includes capital leases of \$0.2 million with maturities through 2010.

/2/ Includes capital leases of \$0.3 million with maturities through 2008.

- /3/ Represents estimated interest payments on long-term debt, including capital leases. Certain obligations contain variable interest rates. For illustrative purposes, the Company has projected future interest payments assuming that interest rates will remain unchanged.
- /4/ Fiscal 2006 - 2010 represents the annual minimum water royalty and the balance thereafter represents the minimum water royalty in perpetuity. Both amounts are representative of the present value of the obligation reflected in our balance sheet together with the imputed interest portions of required payments.
- /5/ The Company is in settlement discussions with respect to the TSI litigation discussed in Items 3 pursuant to which it is undertaking to divest substantially all of the assets and liabilities of TSI as part of a complete settlement of any and all claims against the Company by CPH. As required by SFAS 144, management believes that the recorded balance of the subject assets and liabilities have been recognized at their respective fair values.

CREDIT AGREEMENT

The Company's primary source of borrowing for liquidity purposes is its revolving credit facility with LaSalle Bank (the "Facility"). As of September 30, 2006, the outstanding balance on the Facility was \$47.2 million, including Term Note A. The Facility bears interest at a variable rate equal to the bank's base rate, which was 8.25% at September 30, 2006.

In December 2006, the Company executed a new amendment to the Facility with LaSalle Bank. The significant terms of the new amendment include a \$57.1 million credit limit, a April 2009 maturity date and an interest rate at bank's prime rate. The Facility is collateralized by all of the Company's equipment, intangibles, inventories, and accounts receivable. The amendment also includes quarterly cumulative earnings before interest, taxes, depreciation and amortization ("EBITDA") and a quarterly minimum debt service ratio financial covenant of one to one beginning with the fiscal quarter ending September 30, 2007 for the twelve month period then ended.

The cumulative minimum EBITDA requirements are as follows (a) \$1,000,000 for the three months ending December 31, 2006, December 31, 2007 and December 31, 2008 (b) \$2,000,000 for the six months ending March 31, 2007, March 31, 2008, and March 31, 2009, (c) \$4,500,000 for the nine months ending June 30, 2007, June 30, 2008 and \$7,000,000 for the twelve months ending September 30, 2007 and September 30, 2008.

The Company has a \$5.0 million (face amount) Term Note B from LaSalle Bank, which had an outstanding balance of \$1.6 million at September 30, 2006. Term Note B bears interest at the bank's base rate plus 2.00%, which was 10.25% at September 30, 2006 and is required to be repaid in monthly installments of \$0.1 million.

The Company's maximum revolving credit limit on the Facility was \$54.2 million at September 30, 2006, however, the amount available for use at any given time is subject to many factors including eligible accounts receivable and inventory balances that are evaluated on a daily basis. On September 30, 2006, the balance on the revolving portion of the Facility, including Note A, was \$47.3 million. Based on our collateral and loan limits, the Company's

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excess availability under the Facility at September 30, 2006 was approximately \$5.5 million. During fiscal 2006 our peak borrowings under the Facility were \$54.7 million and our average borrowings and average availability were \$48.5 and \$1.8 million, respectively. Our availability to borrow under the Facility generally decreases as inventory and accounts receivable levels go up because of the borrowing limitations that are placed on the collateralized assets. At September 30, 2006 the Company was in violation of the revolving credit facility's financial covenant requiring minimum monthly EBITDA of \$100,000. This covenant violation was subsequently waived in connection with the eighth amendment to the Restated Loan and Security Agreement with LaSalle Bank in December 2006.

The Company's Chairman has personally guaranteed repayment of the Facility and the term loans. However, the amount of his guaranty is capped at \$10.0 million and is automatically reduced by the amount of the repayment on Term Loan B and certain other deductions, which resulted in the guaranteed principal outstanding being reduced to \$6.6 million as of September 30, 2006. AMCON will pay the Company's Chairman an annual fee equal to 2% of the guaranteed principal in return for the personal guarantee.

Real Estate Loan

The Company has a note due to a bank with an original face amount of \$6.9 million, bearing interest at a fixed rate of 8.0%, that was used to purchase the distribution facility in Quincy, Illinois in fiscal 2001 (referred to herein as the "Real Estate Loan") and to retire term debt. The Real Estate Loan is amortized on a 20 year basis with a balloon payment due in July 2007 (as amended). The Real Estate Loan is collateralized by two of the Company's owned distribution facilities (Quincy and Bismarck). As of September 2006, the outstanding balance on the Real Estate Loan was approximately \$6.0 million. In connection with the early renewal of the credit facility discussed above, this note was also extended to April 2009.

TSI Financing

In March 2006, the Company's subsidiary, TSI, which is classified as a component of discontinued operations at September 30, 2006, borrowed \$750,000 from Draupnir, LLC to help sustain its current operating needs. Draupnir, LLC is a private equity firm, whose Members include Allen Petersen and Jeremy Hobbs, both of whom are directors of the Company. The note bears a floating rate of 300 basis points above the yield on ten year treasury notes and was due December 12, 2005. The note was in default at September 30, 2006.

Preferred Stock

In March 2006, the Company completed a \$2.0 million private placement of Series C Convertible Preferred Stock representing 80,000 shares at \$25 per share under Section 4(2) of the Securities Act of 1933. The proceeds of the issuance were used to reduce the Company's outstanding balance on its revolving credit facility with LaSalle Bank. The Series C Convertible Preferred Stock is convertible into shares of the Company's common stock based upon a predetermined conversion formula and is subject to customary anti-dilution adjustments in the event of stock splits, stock dividends and certain other events with respect to our common stock. As discussed more fully in Note 3 to the Consolidated Financial Statements, the Series C Convertible Preferred Stock was purchased by a related party of the Company.

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Cross Default and Co-Terminus Provisions

The Company's owned real estate in Bismarck, ND, Quincy, IL, and Rapid City,

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SD, and certain warehouse equipment in the Rapid City, SD warehouse is financed through term loans with Marshall and Ilsley (the "M & I Loans"), which is also a participant lender on the Company's revolving line of credit. The M & I Loans contain cross default provisions which cause all loans with M & I to be considered in default if any one of the loans where M & I is a lender, including the revolving credit facility, is in default.

In addition, the M & I Loans contain co-terminus provisions which require all loans with M & I to be paid in full if any of the loans are paid in full prior to the end of their specified terms.

Dividend Payments

During the first quarter of fiscal 2005, the Board of Directors suspended payment of cash dividends on our common shares for the foreseeable future. The Company will periodically revisit its dividend policy to determine whether it has adequate internally generated funds, together with other needed financing to fund its growth and operations in order to resume the payment of cash dividends on common stock.

OTHER

The Company has several capital leases for office, warehouse and water bottling equipment. As of September 30, 2006, the outstanding balances on the capital leases totaled approximately \$0.5 million.

AMCON has issued a letter of credit for approximately \$1.0 million to its workers' compensation insurance carrier as part of its self-insured loss control program.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

Other Matters

Certain Accounting Considerations

On July 13, 2006, the FASB issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes, and Related Implementation Issues" ("FIN 48"). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in a Company's financial statements in accordance with Statement of Financial Accounting Standard No. 109, "Accounting for Income Taxes" ("SFAS 109"). FIN 48 prescribes a recognition threshold and measurement attribute for a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. FIN 48 is effective as of the beginning of fiscal years that begin after December 15, 2006. The Company is currently evaluating the effects of implementing this new standard.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" ("SFAS No. 157"). SFAS No. 157 clarifies the principle that fair value should be based on the assumptions market participants would use when pricing an asset or liability and establishes a fair value hierarchy that prioritizes

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the information used to develop those assumptions. Under the standard, fair value measurements would be separately disclosed by level within the fair value hierarchy. SFAS 157 is effective for the Company's fiscal year beginning October 1, 2008, with early adoption permitted. The Company is currently evaluating the impact of adopting this standard.

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CRITICAL ACCOUNTING ESTIMATES

Certain accounting estimates used in the preparation of the Company's financial statements require us to make judgments and estimates and the financial results we report may vary depending on how we make these judgments and estimates. Our critical accounting estimates are set forth below and have not changed during fiscal 2006.

ALLOWANCE FOR DOUBTFUL ACCOUNTS

NATURE OF ESTIMATES REQUIRED. The allowance for doubtful accounts represents our estimate of uncollectible accounts receivable at the balance sheet date. We monitor our credit exposure on a weekly basis and assess the adequacy of our allowance for doubtful accounts on a quarterly basis. Because credit losses can vary significantly over time, estimating the required allowance requires a number of assumptions that are uncertain.

ASSUMPTIONS AND APPROACH USED. We estimate our required allowance for doubtful accounts using the following key assumptions.

- Historical collections - Represented as the amount of historical uncollectible accounts as a percent of total accounts receivable.
- Specific credit exposure on certain accounts - Identified based on management's review of the accounts receivable portfolio and taking into account the financial wherewithal of particular customers that management deems to have a higher risk of collection. For example, a customer in bankruptcy would indicate that an amount could be uncollectible.

SENSITIVITY ANALYSIS. We believe that our current level of allowance for doubtful accounts is adequate at the balance sheet date and that our credit exposure is very low compared with the high volume of sales and the nature of our industry in which collections are generally made quickly. However, for every 1% percent of receivables deemed to require an additional reserve at September 30, 2006, the impact on the statement of operations would be to increase selling, general and administrative expenses by approximately \$288,000.

INVENTORIES

NATURE OF ESTIMATES REQUIRED. In our businesses, we carry large quantities and dollar amounts of inventory. Inventories consist primarily of finished products purchased in bulk quantities to be sold to our customers. Given the large quantities and broad range of products that we carry to better serve our customers, there is a risk of impairment in inventory that is unsaleable or unrefundable, slow moving, obsolete or is discontinued. The use of estimates is required in determining the salvage value of this inventory.

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ASSUMPTIONS AND APPROACH USED. We estimate our inventory obsolescence reserve at each balance sheet date based on the following criteria:

- Slow moving products - Items identified as slow moving are evaluated on a case-by-case basis for impairment.
- Obsolete/discontinued inventory - Products identified that are near or beyond their expiration dates. In addition, we may discontinue carrying certain product lines for our customers.

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As a result, we estimate the market value of this inventory as if it were to be liquidated.

-Estimated salvage value/sales price - The salvage value of the inventory is estimated using management's evaluation of the congestion in the distribution channels and experience with brokers and inventory liquidators to determine the salvage value of the inventory.

DEPRECIATION, AMORTIZATION AND IMPAIRMENT OF LONG-LIVED ASSETS

Long-lived assets consist primarily of fixed assets and intangible assets that were acquired in business combinations. Fixed assets and amortizable identified intangible assets are assigned useful lives ranging from 2 to 40 years. Goodwill is not amortized. Impairment of reporting units, which is measured in the Company's fourth fiscal quarter in order to coincide with its budgeting process, is evaluated annually with the assistance of an independent valuation specialist. The reporting units are valued using after-tax cash flows from operations (less capital expenditures) discounted to present value.

Fiscal 2005 impairment

During fiscal 2005, based on valuations obtained from an independent valuation specialist, management determined that a portion of the tradenames and goodwill were impaired at both the retail and the beverage segments. The impairments recorded in the beverage and retail segments were the result of projected shortfalls in operating cash flows necessary to support the reporting units carrying value. The fair values of the reporting units were estimated with the assistance of an independent valuation specialist using the expected present value of the discounted future cash flows and consideration of the net recoverable values.

A summary of the impairment charges by entity for fiscal year 2005 are as follows (in millions):

| | Continuing Operations ----- | Discontinued Operations ----- | | Total ----- |
|-------------------|-----------------------------------|-------------------------------------|--------|----------------|
| | Retail | TSI | HNWC | Total |
| Long-lived assets | \$ - | \$ 0.4 | \$ 2.5 | \$ 2.9 |
| Goodwill | 0.3 | 0.4 | 0.4 | 1.1 |
| Water source | - | 3.7 | - | 3.7 |
| Customer list | - | 0.3 | 0.1 | 0.4 |
| Tradename | 3.9 | 0.9 | 0.2 | 5.0 |
| | ----- | ----- | ----- | ----- |
| | \$ 4.2 | \$ 5.7 | \$ 3.2 | \$13.1 |
| | ===== | ===== | ===== | ===== |

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The impairment charges for our Retail segment are recorded in the Company's statement of operations as a component of (loss) income from continuing operations. The impairment charges for TSI and HNWC have been included in the loss from discontinued operations in the statement of operations.

Fiscal 2004 impairment

Due to operating profit and cash flows shortfalls during fiscal 2004, our HNWC subsidiary recorded an impairment charge of \$3.6 million related to the the HNWC tradename. The fair values of tradenames was estimated with the

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assistance of an independent valuation specialist using the expected present value of the discounted future cash flows. The 2004 HNWC impairment charges are included in the Company's statement of operations as a component of loss from discontinued operations.

NATURE OF ESTIMATES REQUIRED. Management has to estimate the useful lives of the Company's long lived assets. In regard to the impairment analysis, the most significant assumptions include management's estimate of the annual growth rate used to project future sales and expenses used by the independent third party valuation specialist.

ASSUMPTIONS AND APPROACH USED. For fixed assets, depreciable lives are based on our accounting policy which is intended to mirror the expected useful life of the asset. In determining the estimated useful life of amortizable intangible assets, such as customer lists, we rely on our historical experience to estimate the useful life of the applicable asset and consider industry norms as a benchmark. In evaluating potential impairment of long-lived assets we primarily use an income based approach (discounted cash flow method) and guideline public and private company information. A discounted cash flow methodology requires estimation in (i) forecasting future earnings (ii) determining the discount rate applicable to the earnings stream being discounted, and (iii) computing a terminal value at some point in the future.

The forecast of future earnings is an estimate of future financial performance based on current year results and management's evaluation of the market potential for growth. The discount rate is a weighted average cost of capital using a targeted debt-to-equity ratio using the industry average under the assumption that it represents our optimal capital structure and can be achieved in a reasonable time period. The terminal value is determined using a commonly accepted growth model.

SENSITIVITY ANALYSIS. We believe that the estimated useful lives of our fixed assets and amortizable intangibles are appropriate. If we shortened the estimated useful lives of our fixed assets by one year, the impact on the statement of operations for the current period would be to increase depreciation expense by approximately \$565,000.

INSURANCE

The Company's insurance for workers' compensation, general liability and employee-related health care benefits are provided through high-deductible or self-insured programs. As a result, the Company accrues for its workers' compensation liability based upon claim reserves established with the assistance of a third-party administrator which are then trended and developed. The reserves are evaluated at the end of each reporting period. Due to the uncertainty involved with the realization of claims incurred but unreported, management is required to make estimates of these claims.

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ASSUMPTIONS AND APPROACH USED. In order to estimate our reserve for incurred but unreported claims we consider the following key factors:

Employee Health Insurance Claims

- Historical claims experience - We review loss runs for each month to calculate the average monthly claims experience.
- Lag period for reporting claims - Based on analysis and consultation with our third party administrator, our experience is such that we have a one month lag period in which claims are reported.

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Workers' Compensation Insurance Claims

- Historical claims experience - We review prior year's loss runs to estimate the average annual expected claims and review monthly loss runs to compare our estimates to actual claims.
- Lag period for reporting claims - We utilize the assistance of our insurance agent to trend and develop reserves on reported claims in order to estimate the amount of incurred but unreported claims. Our insurance agent uses standard insurance industry loss development models.

SENSITIVITY ANALYSIS. We believe that our current reserve for incurred but unreported insurance claims is adequate at the balance sheet date. However, for every 5% percent increase in claims, an additional reserve of approximately \$57,000 would be required at September 30, 2006, the impact of which would increase selling, general and administrative expenses by that amount in the same period.

INCOME TAXES

The Company accounts for its income taxes by recording taxes payable or refundable for the current year and deferred tax assets and liabilities for the future tax consequences of events that have been recognized in our financial statements or tax returns. As required by SFAS No. 109, "Accounting for Income Taxes", these expected future tax consequences are measured based on provisions of tax law as currently enacted; the effects of future changes in tax laws are not anticipated. Future tax law changes, such as a change in the corporate tax rate, could have a material impact on our financial condition or results of operations. When appropriate, we record a valuation allowance against deferred tax assets to offset future tax benefits that may not be realized. During fiscal 2006, we recorded a valuation allowance of \$0.5 million against state net operating loss carryforwards for the beverage and retail health companies in the consolidated group who have historically incurred losses and file separate state tax returns.

ASSUMPTIONS AND APPROACH USED. In determining whether a valuation allowance is appropriate, we consider whether it is more likely than not that all or some portion of our deferred tax assets will not be realized, based in part upon management's judgments regarding future events.

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In making that estimate we consider the following key factors:

- our current financial position;
- historical financial information;
- future reversals of existing taxable temporary differences;
- future taxable income exclusive of reversing temporary differences and carryforwards;
- taxable income in prior carryback years; and
- tax planning strategies.

SENSITIVITY ANALYSIS. Based on our analysis, we have determined that a valuation allowance of \$0.5 million was required at September 30, 2006. The valuation allowance reduced the deferred tax asset to the amount that is more likely than not to be realized and a corresponding reduction to net income resulted.

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REVENUE RECOGNITION

We recognize revenue in our wholesale and beverage segments when products are delivered to customers (which generally is the same day products are shipped) and in our retail health food segment when the products are sold to consumers. Sales are shown net of returns, discounts, and sales incentives to customers.

NATURE OF ESTIMATES REQUIRED. We estimate and reserve for anticipated sales discounts as part of our periodic evaluation of allowance for doubtful accounts. We also estimate and provide a reserve for anticipated sales incentives to customers based on volume.

ASSUMPTIONS AND APPROACH USED. We estimate the sales reserves using the following criteria:

- Sales discounts - We use historical experience to estimate the amount of accounts receivable that will not be collected due to customers taking advantage of authorized term discounts.
- Volume sales incentives - We use historical experience in combination with quarterly reviews of customers' sales progress in order to estimate the amount of volume incentives due to the customers on a periodic basis.

SENSITIVITY ANALYSIS. Based on the historical information used to estimate the reserves for sales discounts and volume sales incentives, we do not anticipate significant variances from the amounts reserved. However, there could be significant variances from period-to-period based on customer make-up and programs offered.

Our estimates and assumptions for each of the aforementioned critical accounting estimates have not changed materially during the periods presented, nor are we aware of any reasons that they would be reasonably likely to change in the future.

FORWARD LOOKING STATEMENTS

This Annual Report, including the Letter to Shareholders, Management's Discussion and Analysis, and other sections, contains forward looking statements that are subject to risks and uncertainties and which reflect

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management's current beliefs and estimates of future economic circumstances, industry conditions, company performance and financial results. Forward looking statements include information concerning the possible or assumed future results of operations of the Company and those statements preceded by, followed by or that include the words "future," "position," "anticipate(s)," "expect," "believe(s)," "see," "plan," "further improve," "outlook," "should" or similar expressions. For these statements, we claim the protection of the safe harbor for forward looking statements contained in the Private Securities Litigation Reform Act of 1995. Forward-looking statements are not guarantees of future performance or results. They involve risks, uncertainties and assumptions. You should understand that the following important factors, in addition to those discussed elsewhere in this document, including Item 1A-Risk Factors of this Annual Report on Form 10-K, could adversely affect our results of operations, business, cash flow and financial condition and could cause our results of operations to differ materially from those expressed in our forward looking statements:

- treatment of TSI transaction and litigation,
- changing market conditions with regard to cigarettes,

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- changes in promotional and incentive programs offered by cigarette manufacturers,
- the demand for the Company's products,
- new business ventures,
- domestic regulatory risks,
- competition,
- collection of guaranteed amounts,
- poor weather conditions,
- increases in fuel prices,
- other risks over which the Company has little or no control, and
- any other factors not identified herein could also have such an effect.

Changes in these factors could result in significantly different results. Consequently, future results may differ from management's expectations. Moreover, past financial performance should not be considered a reliable indicator of future performance. Any forward looking statement contained herein is made as of the date of this document. The Company undertakes no obligation to publicly update or correct any of these forward looking statements in the future to reflect changed assumptions, the occurrence of material events or changes in future operating results, financial conditions or business over time.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is exposed to interest rate risk on its variable rate debt. At September 30, 2006, the Company had \$48.8 million of variable rate debt outstanding with maturities through April 2009. The interest rate on this debt was 8.25% at September 30, 2006. We estimate that our annual cash flow exposure relating to interest rate risk based on our current borrowings is approximately \$0.3 million for each 1% change in our lender's prime interest rate.

We do not utilize financial instruments for trading purposes and hold no derivative financial instruments which could expose us to significant market risk.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors
AMCON Distributing Company
Omaha, Nebraska

We have audited the consolidated balance sheet of AMCON Distributing Company and subsidiaries as of September 30, 2006, and the related consolidated statements of operations, shareholders' equity (deficiency) and comprehensive income (loss) and cash flows for the year then ended September 30, 2006. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of AMCON Distributing Company and subsidiaries as of September 30, 2006, and the

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results of their operations and their cash flows for the year ended September 30, 2006 in conformity with U.S. generally accepted accounting principles.

As more fully described in Note 14 to the consolidated financial statements, the Company is a defendant in litigation relating to the Company's June 2004 purchase of Trinity Springs, Inc. (TSI) and the operation of the business. The plaintiff seeks to compel the Company to perform under the June 2004 purchase agreement and other agreements related to the purchase and to recover damages alleged due to the Company's failure to perform under these agreements. A prior complaint related to the same purchase involving the same parties was addressed by action of the court in October of 2006.

McGLADREY & PULLEN
Omaha, Nebraska
December 28, 2006

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of AMCON Distributing Company:

We have audited the accompanying consolidated balance sheets of AMCON Distributing Company and subsidiaries (the "Company") as of September 30, 2005, and the related consolidated statements of operations, shareholders' equity (deficiency) and comprehensive income (loss) and cash flows for each of the fiscal years ended September 30, 2005 and September 24, 2004. Our audits also included the financial statement schedule for each of the fiscal years ended September 30, 2005 and September 24, 2004 listed in the Index at Item 15. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provides a reasonable basis for our opinion.

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In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of AMCON Distributing Company and subsidiaries as of September 30, 2005, and the results of their operations and their cash flows for each of the fiscal years ended September 30, 2005 and September 24, 2004 in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule for each of the fiscal years ended September 30, 2005 and September 24, 2004, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

As discussed in Note 14 to the consolidated financial statements, the Company is a defendant in litigation relating to the Company's June 2004 purchase of Trinity Springs, Inc. ("TSI"). The Company is being challenged in the District Courts by the former shareholders of TSI regarding the validity of the Company's purchase of TSI. The plaintiffs seek rescissory damages and other remedies against the Company.

DELOITTE & TOUCHE LLP

Omaha, Nebraska

August 21, 2006 (December 28, 2006 as to Notes 2 and 17)

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CONSOLIDATED BALANCE SHEETS

AMCON Distributing Company and Subsidiaries

| September 30, | 2006 | 2005 |
|---|---------------|--------------|
| ASSETS | | |
| Current assets: | | |
| Cash | \$ 481,138 | \$ 546,27 |
| Accounts receivable, less allowance for doubtful accounts of \$0.9 million and \$0.4 million in 2006 and 2005, respectively | 27,815,751 | 27,180,03 |
| Inventories, net | 24,443,063 | 23,341,28 |
| Deferred income taxes | 1,972,988 | 1,642,21 |
| Current assets of discontinued operations | 1,172,805 | 2,823,80 |
| Prepaid and other current assets | 5,369,154 | 5,264,62 |
| Total current assets | 61,254,899 | 60,798,24 |
| Property and equipment, net | 12,528,539 | 13,514,94 |
| Goodwill | 5,848,808 | 5,848,80 |
| Other intangible assets | 3,439,803 | 3,464,53 |
| Deferred income taxes | 6,772,927 | 6,300,50 |
| Non-current assets of discontinued operations | 3,774,106 | 4,145,19 |
| Other assets | 1,247,464 | 1,236,57 |
| | \$ 94,866,546 | \$ 95,308,79 |
| LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY) | | |
| Current liabilities: | | |
| Accounts payable | \$ 14,633,124 | \$ 15,438,35 |

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| | | |
|---|---------------|--------------|
| Accrued expenses | 4,687,789 | 4,456,42 |
| Accrued wages, salaries and bonuses | 1,879,699 | 1,469,20 |
| Income taxes payable | 168,936 | 118,79 |
| Current liabilities of discontinued operations | 7,461,549 | 6,655,27 |
| Current maturities of credit facility | 3,896,000 | 1,432,00 |
| Current maturities of long-term debt | 524,130 | 655,66 |
| | ----- | ----- |
| Total current liabilities | 33,251,227 | 30,225,72 |
| Credit facility, less current maturities | 44,927,429 | 47,730,38 |
| Long-term debt, less current maturities | 7,069,357 | 7,371,52 |
| Noncurrent liabilities of discontinued operations | 5,087,230 | 5,913,59 |
| Series A cumulative, convertible preferred stock, \$.01 par value 100,000 authorized and issued, liquidation preference \$25.00 per share | 2,438,355 | 2,438,35 |
| Series B cumulative, convertible preferred stock, \$.01 par value 80,000 authorized and issued, liquidation preference \$25.00 per share | 1,857,645 | 1,857,64 |
| Series C cumulative, convertible preferred stock, \$.01 par value 80,000 authorized and issued, liquidation preference \$25.00 per share | 1,982,372 | |
| Commitments and contingencies (Note 14) | | |
| Shareholders' equity (deficiency): | | |
| Preferred stock, \$0.01 par value, 1,000,000 shares authorized, none outstanding | - | |
| Common stock, \$.01 par value, 3,000,000 shares authorized, 527,062 outstanding | 5,271 | 5,27 |
| Additional paid-in capital | 6,278,476 | 6,218,47 |
| Accumulated other comprehensive income, net of tax of \$0.05 million in 2005 | - | 101,29 |
| Accumulated deficit | (8,030,816) | (6,553,46 |
| | ----- | ----- |
| Total shareholders' deficiency | (1,747,069) | (228,42 |
| | ----- | ----- |
| | \$ 94,866,546 | \$ 95,308,79 |
| | ===== | ===== |

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

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CONSOLIDATED STATEMENTS OF OPERATIONS

AMCON Distributing Company and Subsidiaries

| Fiscal Years Ended September | 2006 | 2005 | 2004 |
|---|----------------|----------------|----------------|
| Sales (including excise taxes of \$200.6 million, \$197.7 million and \$191.6 million in 2006, 2005 and 2004, respectively) | \$ 839,539,780 | \$ 834,551,448 | \$ 817,285,523 |

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| | | | |
|--|----------------|-----------------|----------------|
| Cost of sales | 779,406,125 | 774,060,331 | 757,937,989 |
| Gross profit | 60,133,655 | 60,491,117 | 59,347,534 |
| Selling, general and administrative expenses | 51,721,525 | 51,032,197 | 48,908,769 |
| Depreciation and amortization | 1,936,897 | 2,155,983 | 2,065,876 |
| Impairment charges | - | 4,234,856 | - |
| | 53,658,422 | 57,423,036 | 50,974,645 |
| Operating income | 6,475,233 | 3,068,081 | 8,372,889 |
| Other expense (income): | | | |
| Interest expense | 4,858,012 | 4,211,685 | 3,243,238 |
| Other (income), net | (137,241) | (80,105) | (569,274) |
| | 4,720,771 | 4,131,580 | 2,673,964 |
| Income (loss) from continuing operations before income taxes | 1,754,462 | (1,063,499) | 5,698,925 |
| Income tax expense (benefit) | 432,000 | (196,000) | 2,286,000 |
| Minority interest in loss, net of tax | - | (97,100) | (91,000) |
| Income (loss) from continuing operations | 1,322,462 | (770,399) | 3,503,925 |
| Loss from discontinued operations, net of income tax benefit of \$1.1 million, \$5.5 million and \$4.7 million, respectively | (2,433,767) | (11,971,580) | (7,642,472) |
| Net loss | (1,111,305) | (12,741,979) | (4,138,547) |
| Preferred stock dividend requirements | (366,042) | (294,640) | (49,474) |
| Net loss available to common shareholders | \$ (1,477,347) | \$ (13,036,619) | \$ (4,188,021) |
| Basic earnings (loss) per share available to common shareholders: | | | |
| Continuing operations | \$ 1.81 | \$ (2.02) | \$ 6.54 |
| Discontinued operations | (4.61) | (22.71) | (14.48) |
| Net loss earnings per share available to common shareholders | \$ (2.80) | \$ (24.73) | \$ (7.94) |
| Diluted earnings (loss) per share available to common shareholders: | | | |
| Continuing operations | \$ 1.63 | \$ (2.02) | \$ 6.23 |
| Discontinued operations | (3.87) | (22.71) | (13.59) |
| Net diluted loss per share available to common shareholders | \$ (2.24) | \$ (24.73) | \$ (7.36) |
| Weighted average shares outstanding: | | | |
| Basic | 527,062 | 527,062 | 527,774 |
| Diluted | 627,810 | 527,062 | 562,559 |

The accompanying notes are an integral part of these consolidated financial

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statements

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CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (DEFICIENCY)
AND COMPREHENSIVE INCOME (LOSS)

AMCON Distributing Company and Subsidiaries

| | Common Stock | | Additional | Accumulated | Retained | |
|--|--------------|-----------|--------------|---------------|----------------|----------------|
| | Shares | Amount | Paid in | Other | Earnings | |
| | | | Capital | Comprehensive | (Deficit) | |
| | | | | Income | | |
| BALANCE, SEPTEMBER 26, 2003 | 528,159 | \$ 31,690 | \$ 5,997,977 | \$ 220,732 | \$11,050,998 | \$17,298,856 |
| Exercise of options | 33 | 2 | 520 | - | - | - |
| Options issued in connection with TSI acquisition | - | - | 219,886 | - | - | - |
| Reverse stock split | (1,130) | (26,421) | 93 | - | - | - |
| Dividends on common stock | - | - | - | - | (379,827) | (379,827) |
| Dividends on preferred stock | - | - | - | - | (49,474) | (49,474) |
| Net loss | - | - | - | - | (4,138,547) | (4,138,547) |
| Change in fair value of interest rate swap, net of tax of \$0.1 million | - | - | - | 123,257 | - | 123,257 |
| Unrealized loss on investments available-for-sale, net of tax of \$0.2 million | - | - | - | (284,089) | - | (284,089) |
| Total comprehensive loss | | | | | | (4,138,547) |
| Balance, September 24, 2004 | 527,062 | 5,271 | 6,218,476 | 59,900 | 6,483,150 | 12,683,356 |
| Dividends on preferred stock | - | - | - | - | (294,640) | (294,640) |
| Net loss | - | - | - | - | (12,741,979) | (12,741,979) |
| Change in fair value of interest rate swap, net of tax of \$0.03 million | - | - | - | 41,394 | - | 41,394 |
| Total comprehensive loss | | | | | | (12,741,979) |
| Balance, September 30, 2005 | 527,062 | 5,271 | 6,218,476 | 101,294 | (6,553,469) | (1,012,430) |
| Dividends on preferred stock | - | - | - | - | (366,042) | (366,042) |
| Stock option plan compensation | - | - | 60,000 | - | - | 60,000 |
| Net loss | - | - | - | - | (1,111,305) | (1,111,305) |
| Change in fair value of interest rate swap, net of tax of \$0.05 million | - | - | - | (101,294) | - | (101,294) |
| Total comprehensive loss | | | | | | (1,111,305) |
| Balance, September 30, 2006 | 527,062 | \$ 5,271 | \$ 6,278,476 | \$ - | \$ (8,030,816) | \$ (1,863,634) |

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

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CONSOLIDATED STATEMENTS OF CASH FLOWS
AMCON Distributing Company and Subsidiaries

| Fiscal Years | 2006 | 2005 | |
|--|----------------|-----------------|----------------|
| CASH FLOWS FROM OPERATING ACTIVITIES: | | | |
| Net (loss) income | \$ (1,111,305) | \$ (12,741,979) | \$ (4,111,305) |
| Deduct: Loss from discontinued operations, net of tax | 2,433,767 | 11,971,580 | 7,111,305 |
| (Loss) income from continuing operations | 1,322,462 | (770,399) | 3,111,305 |
| Adjustments to reconcile (loss) income from continuing operations to net cash flows from operating activities: | | | |
| Depreciation | 1,897,166 | 2,039,553 | 1,897,166 |
| Amortization | 39,731 | 116,430 | 39,731 |
| Impairment charges | - | 4,234,856 | - |
| (Gain) loss on sale of property and equipment | 30,082 | (13,116) | 30,082 |
| Stock based compensation | 60,000 | - | 60,000 |
| Deferred income taxes | (803,200) | (5,987,341) | (803,200) |
| Provision for losses on doubtful accounts | 179,196 | (189,604) | 179,196 |
| Provision for losses on inventory obsolescence | 77,940 | (33,520) | 77,940 |
| Gain on sale of securities | - | - | - |
| Minority interest | - | (97,100) | - |
| Changes in assets and liabilities, net of effect of acquisitions: | | | |
| Accounts receivable | (814,916) | 1,383,923 | (814,916) |
| Inventories | (1,179,714) | 10,056,784 | (1,179,714) |
| Other current assets | (205,819) | (4,848,246) | (205,819) |
| Other assets | (10,891) | (160,509) | (10,891) |
| Accounts payable | (805,235) | (670,130) | (805,235) |
| Accrued expenses and accrued wages, salaries and bonuses | 641,863 | 1,280,966 | 641,863 |
| Income taxes payable and receivable | 50,138 | 1,281,423 | 50,138 |
| Net cash flows from operating activities | 478,803 | 7,623,970 | 478,803 |
| - continuing operations | 478,803 | 7,623,970 | 478,803 |
| Net cash flows from operating activities | (822,124) | 903,906 | (822,124) |
| - discontinued operations | (822,124) | 903,906 | (822,124) |
| Net cash flows from operating activities | (343,321) | 8,527,876 | (343,321) |

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| | | | |
|--|-----------|-------------|----|
| CASH FLOWS FROM INVESTING ACTIVITIES: | | | |
| Purchase of property and equipment | (980,510) | (2,464,694) | |
| Proceeds from sales of property and equipment | 39,665 | 116,597 | |
| Acquisitions, net of cash acquired | - | - | |
| Purchase of trademark | (15,000) | - | |
| Proceeds from sales of available-for-sale securities | - | - | |
| | ----- | ----- | |
| Net cash flows from investing activities | | | |
| - continuing operations | (955,845) | (2,348,097) | |
| Net cash flows from investing activities | | | |
| - discontinued operations | (16,818) | (585,451) | (4 |
| | ----- | ----- | |
| Net cash flows from investing activities | (972,663) | (2,933,548) | (3 |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | | |
| Net borrowings (payments) on bank credit agreements | (338,959) | 4,352,573 | 6 |
| Net proceeds from preferred stock issuance | 1,982,372 | 1,857,645 | 2 |
| Proceeds from borrowings of long-term debt | 237,266 | 1,399,638 | |
| Payments on long-term and subordinated debt | (670,966) | (8,413,374) | (1 |
| Debt issuance costs | - | (446,641) | |
| Dividends paid on common stock | - | - | |
| Dividends paid on preferred stock | (366,042) | (294,640) | |
| Purchase of common stock, retired | - | - | |
| Proceeds from exercise of stock options | - | - | |
| | ----- | ----- | |
| Net cash flows from financing activities | | | |
| - continuing operations | 843,671 | (1,544,799) | 7 |

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| Fiscal Years | 2006 | 2005 | |
|--|-------------|--------------|-------|
| Net cash flows from financing activities | | | |
| - discontinued operations | 407,178 | (3,919,329) | |
| Net cash flow from financing activities | 1,250,849 | (5,464,128) | 7 |
| Net change in cash | (65,135) | 130,200 | |
| Cash, beginning of year | 546,273 | 416,073 | |
| Cash, end of year | \$ 481,138 | \$ 546,273 | \$ |
| | ===== | ===== | ===== |
| Supplemental disclosure of cash flow information: | | | |
| Cash paid during the year for interest | \$4,858,960 | \$ 4,376,251 | \$ 3 |
| Cash (refunded) paid during the year for income taxes | (647) | (911,278) | 1 |
| Supplemental disclosure of non-cash information: | | | |
| Issuance of note payable in exchange for accounts payable - discontinued operations | \$ 362,716 | \$ - | \$ |

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| | | | |
|---|---|--------|----|
| Acquisition of equipment through capital leases | - | 91,343 | |
| Business combinations: | | | |
| Fair value of assets acquired | - | - | 10 |
| Subordinated debt assumed and notes payable issued | - | - | 4 |
| Present value of future water royalty payments | - | - | 2 |
| Other liabilities assumed | - | - | |
| Issuance of common stock, stock options and minority interest | - | - | |

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

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

(a) Company Operations:

AMCON Distributing Company and Subsidiaries ("AMCON" and "the Company") is primarily engaged in the wholesale distribution of consumer products in the Great Plains and Rocky Mountain regions. In addition, the Company operates thirteen retail health food stores in Florida and the Midwest.

AMCON's wholesale distribution business ("ADC") includes five distribution centers that sell approximately 14,000 different consumer products, including cigarettes and tobacco products, candy and other confectionery, beverages, groceries, paper products, health and beauty care products, frozen and chilled products and institutional food service products. The Company distributes products primarily to retailers such as convenience stores, discount and general merchandise stores, grocery stores and supermarkets, drug stores and gas stations. In addition, the Company services institutional customers, including restaurants and bars, schools, sports

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complexes and vendors, as well as other wholesalers.

AMCON also operates six retail health food stores in Florida under the name Chamberlin's Market & Cafe (Chamberlin's) and seven in the Midwest under the name Akin's Natural Foods Market (Akin's). These stores carry natural supplements, groceries, health and beauty care products and other food items.

The Company's operations are subject to a number of factors which are beyond the control of management, such as changes in manufacturers' cigarette pricing, state excise tax increases or competing retail stores opening in close proximity to the Company's retail stores. While the Company sells a diversified product line, it remains dependent upon cigarette sales which represented approximately 72% of its revenue and 27% of its gross profit in fiscal 2006 compared to 73% of its revenue and 32% of its gross profit in fiscal 2005 and 73% of its revenue and 33% of its gross profit in fiscal 2004.

(b) Accounting Period:

During the first quarter of fiscal 2005, the Company changed its reporting period from 52-53 week year ending on the last Friday in September to a calendar month reporting period ending on September 30. As a result of this change, fiscal 2005 consisted of 53 weeks of operations compared to 52 weeks of operations in fiscal 2006 and 2004. Actual year ends for fiscal 2006, 2005 and 2004 were September 30, 2006, September 30, 2005 and September 24, 2004, respectively. Years cited herein refer to AMCON's fiscal years.

(c) Principles of Consolidation:

The consolidated financial statements include the accounts of AMCON and its wholly-owned subsidiaries. As a result of the Company's 85% ownership in Trinity Springs, Inc ("TSI"), the Company has included the operating results of TSI in the accompanying consolidated financial statements since the date of acquisition (June 17, 2004) and has presented the 15% non-owned interest in this subsidiary as a minority interest. As described further in Note 14, the Company is currently involved in litigation regarding its ownership of the assets acquired by TSI. Given the uncertainty surrounding the potential recession alternatives and the related accounting ramifications, the Company engaged independent legal counsel to review the case documents and to provide management an opinion regarding the ownership of the TSI assets as of the

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date of the financial statements. Independent legal counsel concluded that the court has not taken any action to divest TSI of its ownership of the acquired assets and accordingly, to the extent that TSI owned the assets immediately prior to the issuance of the court order discussed in Note 14, and has not otherwise transferred the assets, TSI continues to own the assets. As a result, the Company continues to account for TSI as a consolidated subsidiary. Additionally, as discussed in Note 2, TSI has been classified as a component of discontinued operations at September 30, 2006.

During the first quarter of fiscal 2005, the Company suspended the allocation of TSI's losses to minority shareholders once their basis was reduced to zero because the minority shareholders have not guaranteed TSI debt or committed additional capital to TSI.

All significant intercompany accounts and transactions have been eliminated.

(d) Cash and Accounts Payable:

AMCON uses a cash management system under which an overdraft is the normal book balance in the primary disbursing accounts. The overdrafts included in accounts payable of \$3.2 million and \$3.8 million at fiscal year end 2006 and 2005, respectively, reflect checks drawn on the disbursing accounts that have been issued but have not yet cleared through the banking system. The

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Company's policy has been to fund these outstanding checks as they clear with borrowings under its revolving credit facility (see Note 9). These outstanding checks (book overdrafts) are classified as cash flows from operating activities in the Consolidated Statements of Cash Flows.

(e) Accounts Receivable:

Accounts receivable consist primarily of amounts due to the Company from its normal business activities. An allowance for doubtful accounts is maintained to reflect the expected uncollectibility of accounts receivable based on past collection history and specific risks identified in the portfolio.

(f) Inventories:

Inventories consisted of the following at September 30, 2006 and 2005 (in millions):

| | September 2006 | September 2005 |
|----------------|-------------------|-------------------|
| | ----- | ----- |
| Finished Goods | \$ 29.4 | \$ 28.0 |
| LIFO Reserve | (5.0) | (4.7) |
| | ----- | ----- |
| | \$ 24.4 | \$ 23.3 |
| | ===== | ===== |

The wholesale distribution and retail health food segment inventories consist of finished products purchased in bulk quantities to be redistributed to the Company's customers or sold at retail. The wholesale distribution operation's inventories are stated at the lower of cost (last-in, first-out or "LIFO" method) or market and consists of the costs of finished goods. The retail health food operation utilizes the retail inventory method of accounting stated at the lower of cost (LIFO) or market and consists of finished goods.

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The LIFO reserve at September 2006 and 2005 represents the amount by which LIFO inventories were less than the amount of such inventories valued on a first-in, first-out basis. The liquidation of certain LIFO layers decreased cost of goods sold by \$0.5 million and \$0.1 million during fiscal 2005 and 2004, respectively. There were no LIFO layers liquidated during fiscal 2006. An allowance for obsolete inventory of \$0.4 million and \$0.3 million at September 2006 and 2005, respectively, is maintained to reflect the expected unsaleable or non-refundable inventory based on evaluation of slow moving products and discontinued products.

(g) Prepaid Expenses and Other Current Assets:

A summary of prepaid expenses and other current assets is as follows (in millions):

| | September 2006 | September 2005 |
|--------------------|-------------------|-------------------|
| | ----- | ----- |
| Prepaid expenses | \$ 1.2 | \$ 0.7 |
| Prepaid inventory | 4.2 | 4.5 |
| Interest rate swap | - | 0.1 |
| | ----- | ----- |
| | \$ 5.4 | \$ 5.3 |
| | ===== | ===== |

Prepaid inventory represents inventory in transit that has been paid for but

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has not yet been received.

(h) Fixed Assets:

Fixed assets are stated at cost less accumulated depreciation or amortization. Major renewals and improvements are capitalized and charged to expense over their useful lives through depreciation or amortization charges. Repairs and maintenance are charged to expense in the period incurred. The straight-line method of depreciation is used to depreciate assets over the estimated useful lives as follows:

| | Years |
|---|--------|
| | ----- |
| Buildings | 40 |
| Warehouse equipment | 5 - 7 |
| Furniture, fixtures and leasehold improvements | 5 - 18 |
| Vehicles | 5 |

Costs and accumulated depreciation applicable to assets retired or sold are eliminated from the accounts, and the resulting gains or losses are reported as a component of operating income.

(i) Long-Lived Assets:

The Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of such asset may not be recoverable. Long-lived assets are reviewed annually for impairment and are reported at the lower of the carrying amount or fair value less the cost to sell. During fiscal 2005 the Company recorded a \$2.5 million and \$0.4 million impairment on long-lived assets at our Hawaiian Natural Water Company ("HNWC") and TSI subsidiaries, respectively, which as of September 30, 2006, are reported as a component of discontinued operations as discussed in Note 2. The impairments were due to the shortfall of expected future

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cash flows to support the assets as well as a need for additional capital to sustain the same level of operations. The Company did not incur similar impairment charges during fiscal 2006.

(j) Goodwill, Intangible and Other Assets:

Goodwill consists of the excess purchase price paid in business acquisitions over the fair value of assets acquired. At September 30, 2006, intangible assets consist primarily of tradenames and favorable leases assumed in acquisitions. These assets are initially recorded at an amount equal to the purchase price paid or allocated to them. Other assets consist primarily of the cash surrender value of life insurance policies and debt issuance costs.

The Company employs the nonamortization approach to account for purchased goodwill and intangible assets having indefinite useful lives. Under a nonamortization approach, goodwill and intangible assets having indefinite useful lives are not amortized into results of operations, but instead are reviewed at least annually for impairment. Subsequent to the third fiscal quarter of each year, the Company engages an external consulting firm to assist in performing this valuation. If the recorded value of goodwill and intangible assets having indefinite useful lives is determined to exceed their fair value, the asset is written down to fair value and a charge taken against results of operations in the period. AMCON considers its tradenames to have indefinite lives.

As discussed in Note 7, during fiscal 2005 the Company determined, based on a valuation report provided by the independent valuation specialist, that

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certain goodwill and intangible assets at TSI and HNWC, both components of the beverage segment reporting unit, were impaired. Additionally, the Company determined that a portion of the tradenames and goodwill carried by the Company's retail segment were impaired. The total amount of the impairment of goodwill and identifiable intangible assets before tax was \$10.2 million. In fiscal 2004, the Company also determined that the tradenames at HNWC, part of the Company's beverage segment, were impaired and accordingly recorded an impairment charge of \$3.6 million. At September 30, 2006, both HNWC and TSI were classified as components of discontinued operations. The Company did not incur an impairment charge during fiscal 2006 upon the completion of its annual review.

The Company's only intangible assets that are considered to have definite useful lives are favorable leases which continue to be charged to expense through amortization on the straight-line method over their estimated useful lives of three to seven years.

The benefit related to increases in the cash surrender value of split dollar life insurance policies are recorded as a reduction to insurance expense. The cash surrender value of life insurance policies is limited to the lesser of the cash value or premiums paid in accordance with regulatory guidance.

(k) Water Royalty in Perpetuity:

Water royalty in perpetuity consists of a balance representing the present value of the future minimum water royalty payments and related brokers fees to be paid in perpetuity incurred in connection with the TSI acquisition that occurred in June 2004. TSI and the water royalty associated with its purchase, are classified as a component of discontinued operations at September 30, 2006 as discussed in Note 2.

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(l) Debt Issuance Costs:

The costs related to the issuance of debt are capitalized in other assets and amortized on an effective interest method to interest expense over the terms of the related debt agreements.

(m) Revenue Recognition:

AMCON recognizes revenue in its wholesale distribution division when products are delivered to customers (which generally is the same day products are shipped) and in its retail health food business when products are sold to consumers. Sales are shown net of returns and discounts.

(n) Insurance:

The Company's workers' compensation, general liability and employee-related health care benefits are provided through high-deductible or self-insurance programs. As a result, the Company accrues for its workers' compensation and general liability based upon the claim reserves established with the assistance of a third-party administrator which are trended and developed. The Company has issued a letter of credit in the amount of \$1.0 million to its workers' compensation insurance carrier as part of its loss control program. The reserve for incurred but not reported employee health care benefits is based on one month of average claims using the Company's historical claims experience rate plus specific reserves for large claims. The reserves associated with the exposure to these liabilities are reviewed by management for adequacy at the end of each reporting period.

(o) Income Taxes:

Deferred income taxes are determined based on temporary differences between the financial reporting and tax bases of the Company's assets and liabilities, using enacted tax rates in effect during the years in which the

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differences are expected to reverse.

(p) Comprehensive Income (Loss):

Comprehensive income (loss) for the Company includes net income or loss and changes in the valuation of interest rate swap contracts treated as hedging instruments that are charged or credited to shareholders' equity. This interest rate swap expired in fiscal 2006.

(q) Stock-Based Compensation:

Prior to its expiration in June 2004, AMCON maintained a stock-based compensation plan under which the Compensation Committee of the Board of Directors could grant incentive stock options and non-qualified stock options. On October 1, 2005, the Company adopted SFAS No. 123 (revised 2004) (SFAS 123R), Share Based Payment. The Company chose to apply the modified prospective transition method as permitted by SFAS 123R and therefore has not restated prior periods. Under the transition method, compensation cost associated with employee stock options has been recognized in the statement of operations for fiscal 2006. This expense represents the amortization of unvested stock option awards granted prior to September 30, 2005 and has been reflected in the consolidated statement of operations under "selling, general and administrative expenses." Prior to the adoption of SFAS 123R, the Company accounted for these plans under APB Opinion 25, Accounting for Stock Issued to Employees, and related Interpretations. Under APB Opinion 25, no compensation cost associated with stock options was reflected in net income (loss) available to common shareholders, as all options granted under these plans had an exercise price equal to the market value of the underlying common stock on the date of grant.

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The following table illustrates the effect on the net loss available to common shareholders had the Company applied the fair value recognition provisions of FASB Statement No. 123R, Accounting for Stock-Based Compensation, to stock-based employee compensation for fiscal 2005 and fiscal 2004.

| | 2005 | 2004 |
|---|-----------------|----------------|
| Loss available to common shareholders | | |
| Net loss available to common shareholders, as reported | \$ (13,036,619) | \$ (4,188,021) |
| Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects | (53,108) | (60,273) |
| Pro forma loss | \$ (13,089,727) | \$ (4,248,294) |
| Loss per share available to common shareholders | | |
| As reported: Basic | \$ (24.73) | \$ (7.94) |
| Diluted | \$ (24.73) | \$ (7.36) |
| Pro forma: Basic | \$ (24.84) | \$ (8.05) |
| Diluted | \$ (24.84) | \$ (7.46) |

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The fair value of the weighted average of each year's option grants was estimated as of the date of grant using the Black-Scholes option-pricing model using the following weighted-average assumptions: dividend yield of 3.0% for 2003 grants; expected volatility of 50.68% for 2003 grants; risk free interest rate based on U.S. Treasury strip yield at the date of grant of 3.68% - 4.12% for 2003 grants; and expected lives of 5 to 10 years. The Company did not grant any stock options in fiscal 2006, 2005 or 2004.

(r) Per-share results:

Basic earnings or loss per share data are based on the weighted-average number of common shares outstanding during each period. Diluted earnings or loss per share data are based on the weighted-average number of common shares outstanding and the effect of all dilutive potential common shares including stock options and conversion features of the Company's preferred stock issuances.

(s) Use of Estimates:

The preparation of the consolidated 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 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.

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(t) Recently Issued Accounting Standards:

On July 13, 2006, the FASB issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes, and Related Implementation Issues" ("FIN 48"). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in a Company's financial statements in accordance with Statement of Financial Accounting Standard No. 109, "Accounting for Income Taxes" ("SFAS 109"). FIN 48 prescribes a recognition threshold and measurement attribute for a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. FIN 48 is effective as of the beginning of fiscal years that begin after December 15, 2006. The Company is currently evaluating the effects of implementing this new standard.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" ("SFAS No. 157"). SFAS No. 157 clarifies the principle that fair value should be based on the assumptions market participants would use when pricing an asset or liability and establishes a fair value hierarchy that prioritizes the information used to develop those assumptions. Under the standard, fair value measurements would be separately disclosed by level within the fair value hierarchy. SFAS 157 is effective for the Company's fiscal year beginning October 1, 2008, with early adoption permitted. The Company is currently evaluating the impact of adopting this standard.

2. ACQUISITIONS AND DISPOSITIONS OF BUSINESSES:

ACQUISITIONS

Trinity Springs, Inc.

On June 17, 2004, a newly formed subsidiary of AMCON, TSL Acquisition Corp.,

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acquired the tradename, water source, customer list and substantially all of the operating assets of Trinity Springs, Ltd. (the "Seller," which subsequently changed its name to Crystal Paradise Holdings, Inc.), a bottler of geothermal bottled water and a natural mineral supplement. TSL Acquisition Corp. subsequently changed its name to TSI. As discussed more fully below, TSI's operations were closed in March 2006. Further, there is on-going litigation regarding the ownership of TSI's assets as discussed in Note 14.

The total TSI purchase price of \$8.8 million was paid through a combination of \$2.3 million in cash, \$3.3 million in notes issued by TSI and guaranteed by AMCON; the assumption of approximately \$0.2 million of liabilities and the issuance of TSI common stock representing 15% ownership of TSI which had an estimated fair value of \$0.4 million and is convertible into 16,666 shares of AMCON common stock at the option of the Seller. Included in the \$2.3 million paid in cash were transaction costs totaling approximately \$0.8 million that were incurred to complete the acquisition and consisted primarily of fees and expenses for attorneys and investment bankers. In addition, TSI was obligated to pay an annual water royalty to the Seller, in perpetuity, in an amount equal to the greater of \$0.03 per liter of water extracted from the source or 4% of water revenues (as defined by the purchase agreement) which is guaranteed by AMCON up to a maximum of \$5.0 million, subject to a floor of \$206,400 for the first year and \$288,000 annually thereafter. The Company has recorded a \$2.8 million liability for the present value of future minimum water royalty payments and related brokers fees to be paid in perpetuity. The discount rate utilized by the Company to determine the present value of the future minimum water royalty was based on a weighted

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average cost of capital which incorporated the Company's equity discount rate, dividend rate on the Series A Convertible Preferred Stock and the Company's average borrowing rate for all outstanding debt.

The promissory notes referred to above and the water royalty are secured by a first priority security and mortgage on the acquired assets, other than inventory and accounts receivable. The Seller retains the right to receive any water royalty payment for the first five years in shares of AMCON common stock up to a maximum of 41,666 shares. The water royalty can be cancelled after ten years have elapsed following the closing of the sale of assets of TSI, or if the business of TSI is sold to an unaffiliated third party, in which case the Seller would be entitled to receive the appraised fair market value of the water royalty but not less than \$5.0 million. The Company's Chairman has, in turn, guaranteed AMCON in connection with AMCON's obligation for these payments as well as for the payments of the promissory notes referred to above. The Company is in settlement discussions with respect to the TSI litigation discussed in Note 14 to the Consolidated Financial Statements, pursuant to which it is undertaking to divest substantially all of the assets and liabilities of TSI as part of a complete settlement of any and all claims against the Company by CPH. As required by SFAS 144, management believes that the recorded balances of the subject assets and liabilities have been recognized at their respective fair values.

The acquisition was recorded on the Company's books using the purchase method of accounting. The purchase price was initially allocated to the assets acquired and liabilities during fiscal 2004 based on estimated fair values. This allocation, however, was subsequently revised during fiscal 2005 based upon a valuation report received from independent valuation specialist. Additionally, during the Company's fiscal 2005 intangible asset valuation testing as discussed in Note 7, management determined that certain TSI intangible assets were impaired.

DISPOSITIONS AND DISCONTINUED OPERATIONS

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Discontinued operations includes the disposal groups of TSI and HNWC at September 30, 2006 and TBG for all periods prior to March 31, 2006. TBG ceased on-going operations effective March 31, 2005 at which time it was classified as discontinued operations. The wind down of TBG was completed as of March 31, 2006 and no additional expenses have been recorded as a component of discontinued operations since that time. The accompanying consolidated financial statements for all periods presented have been prepared reflecting this classification.

Prior to the classification of these businesses as discontinued operations, the Company allocated interest expense to its wholly-owned subsidiaries using an invested capital calculation. As part of the application of discontinued operations to the disposal groups, the Company classified the interest expense previously allocated to the disposal groups as part of continuing operations in accordance with Emerging Issues Task Force ("EITF") 87-24 "Allocation of Interest to Discontinued Operations."

Hawaiian Natural Water Company, Inc.

Effective September 30, 2006, HNWC was classified as a component of discontinued operations. In conjunction with management's on-going strategic initiative to refocus on its core wholesale and retail operations, the Company has been actively pursuing the sale of HNWC's assets. As discussed

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in Note 18, on November 20, 2006, substantially all of HNWC's operating assets were sold. HNWC, which is headquartered in Pearl City, Hawaii, is part of the Company's former beverage segment. HNWC bottles, markets and distributes Hawaiian natural artesian water, purified water and other limited production co-packaged products, in Hawaii, the mainland and foreign markets.

Trinity Springs, Inc.

In March 2006 TSI discontinued operations due to recurring losses and a lack of capital resources to sustain operations. TSI operated a water bottling facility in Idaho and was a component of the Company's former beverage segment.

TSI has been reflected in the accompanying consolidated financial statements as of September 30, 2006 and 2005 as a component of discontinued operations. During the second fiscal quarter of 2006, the Company recorded charges, included in loss from discontinued operations before taxes, of \$0.2 million related to the closure of TSI's operations. These charges were incurred primarily to adjust inventory to its net realizable value. There have been no additional charges related to TSI closure.

The Beverage Group, Inc. ("TBG")

In March 2005, the Company's subsidiary, TBG, which represented the beverage marketing and distribution component of the Company's former beverage segment, also ceased on-going operations due to recurring losses since its inception in December 2002, and as such was classified as a component of discontinued operations. During the second fiscal quarter of fiscal 2005, the Company recorded a charge, included in loss from discontinued operations, of \$0.8 million to adjust TBG's accounts receivable, inventory and fixed assets to their net realizable values. Additionally, in accordance with SFAS No. 146 "Accounting for Costs Associated with Exit or Disposal Activities", the Company recorded a one-time charge of \$0.1 million related to the termination of an office lease.

In the first two quarters of fiscal 2006 TBG was classified as a component of

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discontinued operations. In April 2006 the Company successfully concluded its wind-down plan of TBG's operations and accordingly reclassified its residual liabilities to continuing operations. This reclassification has been reflected as such throughout this Annual Report on Form 10-K.

Sales from discontinued operations, which have been excluded from income from continuing operations in the accompanying condensed consolidated audited statements of operations, are presented as follows. Discontinued operations include the results from operations for HNWC, TSI and TBG (through March 31, 2006) for the fiscal years 2006, 2005 and 2004. The effects of the discontinued operations on net loss available to common shareholders and per share data are reflected within the consolidated financial statements.

| | Year ended September | | |
|-----------------------------------|-------------------------|---------------|--------------|
| | 2006 | 2005 | 2004 |
| Sales | \$ 8,635,869 | \$ 13,185,114 | \$ 6,519,777 |
| Impairment charges | - | (8,852,406) | (3,578,255) |
| Operating loss | (3,187,117) | (17,118,287) | (12,126,297) |
| Income tax benefit | (1,132,000) | (5,453,000) | (4,709,000) |
| Loss from discontinued operations | (2,433,767) | (11,971,580) | (7,642,472) |

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The carrying amounts (net of allowances) of the major classes of assets and liabilities included in discontinued operations are as follows (in millions):

| | September 2006 | September 2005 |
|---|-------------------|-------------------|
| Accounts receivable | \$ 0.7 | \$ 1.5 |
| Inventories | 0.5 | 1.3 |
| Total current assets of discontinued operations | \$ 1.2 | \$ 2.8 |
| Fixed assets - Total noncurrent assets of discontinued operations | \$ 3.8 | \$ 4.1 |
| Accounts payable | \$ 2.0 | \$ 2.7 |
| Accrued expenses | 1.0 | 1.2 |
| Accrued wages, salaries and bonuses | 0.3 | 0.2 |
| Current portion of long-term debt | 1.4 | 0.6 |
| Current portion of long-term debt due related party | 2.8 | 2.0 |
| Total current liabilities of discontinued operations | \$ 7.5 | \$ 6.7 |
| Water royalty, in perpetuity | \$ 2.8 | \$ 2.8 |
| Long-term debt, less current portion | 2.3 | 3.1 |
| Noncurrent liabilities of discontinued operations | \$ 5.1 | \$ 5.9 |

Included in discontinued operations are debt obligations payable to related

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parties from TSI as follows:

- TSI owes a director of the Company \$1.0 million on a revolving credit facility with an interest rate of 8.0% per annum. The loan is secured by a second mortgage on TSI's real property on an equal basis with the Company's existing second mortgage on TSI's real property. The revolving credit line matured on December 14, 2005 at which time principal and accrued interest were due.
- TSI owes \$0.5 million on a loan due to a related party which is wholly-owned by three of the Company's directors (including the Chairman and the President) and another significant shareholder. The note bears interest at 7.0% per annum and matured in December 2005.
- TSI obtained unsecured, subordinated loans totaling \$0.5 million from unaffiliated businesses of two of the Company's directors, including a Company of which the Chairman of the Board is a partner. The loan matured on December 8, 2005 and bears interest of 7.0% per annum.
- TSI owes \$750,000 to Draupnir, LLC on a note bearing interest at a floating rate of 300 basis points above the ten year treasury note yield, compounded annually and adjusted concurrently with any adjustments to the yield on the ten year treasury note. The notes matured on December 13, 2005.

All of the aforementioned notes payable to related parties from TSI are in default as of September 30, 2006 and are classified in current liabilities of discontinued operations.

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3. CONVERTIBLE PREFERRED STOCK:

The Company has the following Convertible Preferred Stock outstanding as of September 2006:

| | Series A | Series B | Series C |
|---|---------------|-----------------|---------------|
| Date of issuance: | June 17, 2004 | October 8, 2004 | March 6, 2006 |
| Optionally redeemable beginning | June 18, 2006 | October 9, 2006 | March 4, 2008 |
| Par value (gross proceeds): | \$2,500,000 | \$2,000,000 | \$2,000,000 |
| Number of shares: | 100,000 | 80,000 | 80,000 |
| Liquidation preference per share: | \$25.00 | \$25.00 | \$25.00 |
| Conversion price per share: | \$30.31 | \$24.65 | \$13.62 |
| Number of common shares in which to be converted: | 82,481 | 81,136 | 146,842 |
| Dividend rate: | 6.785% | 6.370% | 6.00% |

The Series A Convertible Preferred Stock ("Series A"), Series B Convertible Preferred Stock ("Series B") and Series C Convertible Preferred Stock ("Series C"), collectively (the "Preferred Stock"), are convertible at any time by the holders into a number of shares of AMCON common stock equal to the number of preferred shares being converted times a fraction equal to \$25.00 divided by the conversion price. The conversion prices for the Preferred Stock are subject to customary adjustments in the event of stock splits, stock dividends and certain other distributions on the Common Stock. Cumulative dividends for the Preferred Stock are payable in arrears, when, as and if declared by the Board of Directors, on March 31, June 30, September 30

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and December 31 of each year.

In the event of a liquidation of the Company, the holders of the Preferred Stock, are entitled to receive the liquidation preference plus any accrued and unpaid dividends prior to the distribution of any amount to the holders of the Common Stock. The Preferred Stock also contain redemption features which trigger based on certain circumstances such as a change of control, minimum thresholds of ownership by the Chairman and his family in AMCON, or bankruptcy. The Preferred Stock are optionally redeemable by the Company beginning on various dates, as listed above, at redemption prices equal to 112% of the liquidation preference. The redemption prices decrease 1% annually thereafter until the redemption price equals the liquidation preference after which date it remains the liquidation preference. The Company's credit facility also prohibits the redemption of the Series A and Series B. Series C is only redeemable so long as no event of default is in existence at the time of, or would occur after giving effect to, any such redemption, and the Company has excess availability under the credit facility of not less than \$2.0 million after giving effect to any such redemption.

The Company believes that redemption of these securities by the holders is not probable based on the following evaluation. Our executive officers and directors as a group own approximately 60% of the outstanding common stock as of September 30, 2006. Mr. William Wright, who has been AMCON's Chairman of the Board since AMCON's founding, beneficially owns 29% of the outstanding common stock without giving effect to shares owned by his adult children. There is an identity of interest among AMCON and its officers and directors for purposes of the determination of whether the triggering redemption events described above are within the control of AMCON since AMCON can only make

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decisions on control or other matters through those persons. Moreover, the Preferred Stock is in friendly hands with no expectation that there would be any effort by the holders of such Preferred Stock to see optional redemption without the Board being supportive of the events that may trigger that right. The Series A is owned by Mr. Wright, the Company's Chairman, and a private equity firm (Draupnir, LLC) of which Mr. Petersen and Mr. Jeremy Hobbs, both of whom are directors of the Company, are Members. The Series B Preferred Stock is owned by an institutional investor which has elected Mr. Chris Atayan, now AMCON's Vice Chairman and Chief Executive Officer, to AMCON's Board of Directors pursuant to voting rights in the Certificate of Designation creating the Series B Preferred Stock. The Series C is owned by Draupnir Capital LLC, which is a subsidiary of Draupnir, LLC (the owner of Series A). Mr. Petersen and Mr. Hobbs are also Members of Draupnir Capital, LLC.

In view of the foregoing considerations, the Company believes it is not probable under Rule 5-02.28 of Regulation S-X that the Series A, Series B or Series C Preferred Stock will become redeemable in the future.

4. EARNINGS (LOSS) PER SHARE:

Basic earnings (loss) per share available to common shareholders is calculated by dividing income (loss) from continuing operations less preferred stock dividend requirements and loss from discontinued operations by the weighted average common shares outstanding for each period. Diluted earning (loss) per share available to common shareholders is calculated by dividing income (loss) from continuing operations less preferred stock dividend requirements (when anti-dilutive) and loss from discontinued operations by the sum of the weighted average common shares outstanding and the weighted average dilutive options, using the treasury stock method. Stock options and potential common stock outstanding at fiscal year end 2006,

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2005 and 2004 that were anti-dilutive were not included in the computations of diluted earnings per share. Such potential common shares totaled 356,308, 198,620 and 113,921 with average exercise prices of \$22.09, \$29.13 and \$32.92, respectively.

| | For Fiscal Years | | |
|--|------------------|-----------------|----------------|
| | 2006 | 2005 | 2004 |
| | Basic | Basic | Basic |
| Weighted average number of shares outstanding | 527,062 | 527,062 | 527,774 |
| Income (loss) from continuing operations | \$ 1,322,462 | \$ (770,399) | \$ 3,503,925 |
| Deduct: preferred stock dividend requirements | (366,042) | (294,640) | (49,474) |
| | \$ 956,420 | \$ (1,065,039) | \$ 3,454,451 |
| Loss from discontinued operations | \$ (2,433,767) | \$ (11,971,580) | \$ (7,642,472) |
| Net loss income available to common shareholders | \$ (1,477,347) | \$ (13,036,619) | \$ (4,188,021) |
| | 67 | | |
| | 2006 | 2005 | 2004 |
| | Basic | Basic | Basic |
| Earnings (loss) per share from continuing operations | \$ 1.81 | \$ (2.02) | \$ 6.54 |
| Loss per share from discontinued operations | (4.61) | (22.71) | (14.48) |
| Loss per share available to common shareholders | \$ (2.80) | \$ (24.73) | \$ (7.94) |
| | Diluted | Diluted | Diluted |
| Weighted average common shares outstanding | 527,062 | 527,062 | 527,774 |
| Weighted average of net additional shares outstanding assuming dilutive options exercised and proceeds used to purchase treasury stock /1/ | 100,748 | - | 34,785 |

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| | | | |
|--|----------------|-----------------|----------------|
| Weighted average number of shares outstanding | 627,810 | 527,062 | 562,559 |
| ===== | | | |
| Income (loss) from continuing operations | \$ 1,322,462 | \$ (770,399) | \$ 3,503,925 |
| Deduct: preferred stock dividend requirements /2/ | (297,042) | (294,640) | - |
| ----- | | | |
| | \$ 1,025,420 | \$ (1,065,039) | \$ 3,503,925 |
| ===== | | | |
| Loss from discontinued operations | \$ (2,433,767) | \$ (11,971,580) | \$ (7,642,472) |
| ===== | | | |
| Net loss available to common shareholders | \$ (1,408,347) | \$ (13,036,619) | \$ (4,138,547) |
| ===== | | | |
| Earnings (loss) per share from continuing operations | \$ 1.63 | \$ (2.02) | \$ 6.23 |
| Loss per share from discontinued operations | (3.87) | (22.71) | (13.59) |
| ----- | | | |
| Loss per share available to common shareholders | \$ (2.24) | \$ (24.73) | \$ (7.36) |
| ===== | | | |

/1/ Includes stock option plus the weighted-average of Series C Convertible Preferred Stock outstanding in fiscal 2006. Includes stock option plus the weighted average of Series A Convertible Preferred Stock outstanding in fiscal 2004.

/2/ Series A and Series B Convertible Preferred Stock is anti-dilutive in fiscal 2006 and fiscal 2005 because the dividends accumulated per common share obtainable on conversion exceeds basic earning (loss) per share. The Series C Convertible preferred stock is dilutive in fiscal 2006.

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5. OTHER COMPREHENSIVE INCOME (LOSS):

The components of other comprehensive income (loss) were as follows:

| | 2006 | 2005 | 2004 |
|---|------|------|----------|
| ----- | | | |
| Unrealized holding gains during the period: | | | |
| Unrealized gains | \$ - | \$ - | \$ 6,800 |
| Related tax (expense) | - | - | (2,584) |
| ----- | | | |
| Net | - | - | 4,216 |
| ----- | | | |
| Less reclassification adjustments for gains which were included in comprehensive income in prior periods: | | | |

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| | | | |
|---|--------------|-----------|--------------|
| Realized net gains | - | 2,638 | 465,008 |
| Related tax (expense) | - | - | (176,703) |
| | ----- | | |
| Net | - | 2,638 | 288,305 |
| | ----- | | |
| Interest rate swap valuation adjustment during the period: | | | |
| Unrealized gains (losses) | (154,002) | 71,018 | 199,354 |
| Related tax (expense) benefit | 52,708 | (26,986) | (76,097) |
| | ----- | | |
| Net | (101,294) | 44,032 | 123,257 |
| | ----- | | |
| Total other comprehensive income (loss) | \$ (101,294) | \$ 41,394 | \$ (160,832) |
| | ===== | | |

The accumulated balances for each classification of accumulated other comprehensive income (loss) are as follows:

| | Unrealized gains on securities | Interest rate swap mark-to -market | Accumulated Other Comprehensive Income |
|-----------------------------|--------------------------------------|---|---|
| | ----- | | |
| Balance, September 26, 2003 | \$ 286,727 | \$ (65,995) | \$ 220,732 |
| Current period change | (284,089) | 123,257 | (160,832) |
| | ----- | | |
| Balance, September 24, 2004 | 2,638 | 57,262 | 59,900 |
| Current period change | (2,638) | 44,032 | 41,394 |
| | ----- | | |
| Balance, September 30, 2005 | - | 101,294 | 101,294 |
| Current period change | - | (101,294) | (101,294) |
| | ----- | | |
| Balance, September 30, 2006 | \$ - | \$ - | \$ - |
| | ===== | | |

6. PROPERTY AND EQUIPMENT, NET:

Property and equipment at fiscal year ends 2006 and 2005 consisted of the following:

| | | |
|--|-------|------|
| | 2006 | 2005 |
| | ----- | |

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| | | |
|--|---------------|---------------|
| Land | \$ 648,818 | \$ 648,818 |
| Buildings and improvements | 9,048,798 | 9,040,496 |
| Warehouse equipment | 5,358,310 | 5,075,605 |
| Furniture, fixtures and leasehold improvements | 7,107,293 | 7,146,563 |
| Vehicles | 1,554,553 | 1,106,911 |
| Capital equipment leases | 1,158,657 | 1,158,657 |
| | ----- | ----- |
| | 24,876,429 | 24,177,050 |
| Less accumulated depreciation and amortization: | | |
| Owned buildings and equipment | (11,512,799) | (10,019,917) |
| Capital equipment leases | (835,091) | (642,191) |
| | ----- | ----- |
| | \$ 12,528,539 | \$ 13,514,942 |
| | ===== | ===== |

7. GOODWILL AND OTHER INTANGIBLE ASSETS:

Goodwill by reporting segment at fiscal year ends 2006 and 2005 was as follows:

| | 2006 | 2005 |
|-----------|--------------|--------------|
| | ----- | ----- |
| Wholesale | \$ 3,935,931 | \$ 3,935,931 |
| Retail | 1,912,877 | 1,912,877 |
| | ----- | ----- |
| | \$ 5,848,808 | \$ 5,848,808 |
| | ===== | ===== |

Other intangible assets at fiscal year ends 2006 and 2005 consisted of the following:

| | 2006 | 2005 |
|--|--------------|--------------|
| | ----- | ----- |
| Trademarks and tradenames | \$ 3,373,269 | \$ 3,358,269 |
| Favorable leases (less accumulated amortization of \$419,466 and \$379,735) | 66,534 | 106,265 |
| | ----- | ----- |
| | \$ 3,439,803 | \$ 3,464,534 |
| | ===== | ===== |

The Company performs its annual impairment test for goodwill and other intangible assets after the completion of the fiscal third quarter. During fiscal 2006, management concluded that no impairment was required. During this evaluation in fiscal 2005, management concluded that there had been an impairment of certain goodwill and identifiable intangible assets.

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Fiscal 2005 impairment

During fiscal 2005, based on valuations obtained from an independent valuation specialist, management determined that a portion of the tradenames and goodwill were impaired at both the retail and the beverage segments. The impairments recorded in the beverage and retail segments were the result of projected shortfalls in operating cash flows necessary to support the

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reporting units carrying value. The fair values of the reporting units were estimated with the assistance of an independent valuation specialist using the expected present value of the discounted future cash flows and consideration of the net recoverable values.

A summary of the impairment charges by entity for fiscal year 2005 are as follows (in millions):

| | Continuing Operations ----- | Discontinued Operations ----- | | Total ----- |
|-------------------|-----------------------------------|-------------------------------------|--------|----------------|
| | Retail | TSI | HNWC | Total |
| Long-lived assets | \$ - | \$ 0.4 | \$ 2.5 | \$ 2.9 |
| Goodwill | 0.3 | 0.4 | 0.4 | 1.1 |
| Water source | - | 3.7 | - | 3.7 |
| Customer list | - | 0.3 | 0.1 | 0.4 |
| Tradename | 3.9 | 0.9 | 0.2 | 5.0 |
| | ----- | ----- | ----- | ----- |
| | \$ 4.2 | \$ 5.7 | \$ 3.2 | \$13.1 |
| | ===== | ===== | ===== | ===== |

The impairment charges for our Retail segment were recorded in the Company's statement of operations as a component of (loss) income from continuing operations. The impairment charges for TSI and HNWC have been included in the loss from discontinued operations in the statement of operations.

Fiscal 2004 impairment

Due to operating profit and cash flows shortfalls during fiscal 2004, our HNWC subsidiary recorded an impairment charge of \$3.6 million related to the HNWC tradename. The fair values of tradenames was estimated with the assistance of an independent valuation specialist using the expected present value of the discounted future cash flows. The 2004 HNWC impairment charges have been in the Company's statement of operations as a component of loss from discontinued operations.

Tradenames are considered to have indefinite useful lives and no amortization was taken during fiscal 2006, 2005, or 2004. However, as discussed above, certain tradenames and the water source were impaired in fiscal 2005 and 2004.

In fiscal 2005 the Company's covenants not to compete became fully amortized. Amortization expense related to covenants not to compete was \$76,698 and \$118,902 for fiscal 2005 and fiscal 2004, respectively.

Favorable leases represent the amount by which the lease rates of acquired leases were below fair market lease rates for the leased properties on the acquisition date. The favorable variances between the contract lease rates and the fair market lease rates on the acquisition date are recorded as assets which are then amortized over the remaining terms of the leases which ranged from three to seven years. Amortization expense was \$39,731, \$39,732 and \$59,730, for the fiscal years ended 2006, 2005 and 2004, respectively.

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Amortization expense related to the amortizing intangible assets held at September 2006 for each of the five subsequent years is estimated to be as follows:

| | | | | |
|--------|--------|--------|--------|--------|
| Fiscal | Fiscal | Fiscal | Fiscal | Fiscal |
|--------|--------|--------|--------|--------|

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| | 2007 | 2008 | 2009 | 2010 | 2011 |
|------------------|-----------|-----------|-------|-------|-------|
| | ----- | ----- | ----- | ----- | ----- |
| Favorable leases | \$ 40,000 | \$ 27,000 | \$ - | \$ - | \$ - |
| | ===== | ===== | ===== | ===== | ===== |

8. OTHER ASSETS:

Other assets at fiscal year ends 2006 and 2005 consisted of the following:

| | 2006 | 2005 |
|---|-------------|-------------|
| | ----- | ----- |
| Cash surrender value of life insurance policies | \$ 801,238 | \$ 795,830 |
| Debt issuance costs | 97,880 | 332,406 |
| Other | 348,346 | 108,337 |
| | ----- | ----- |
| | \$1,247,464 | \$1,236,573 |
| | ===== | ===== |

Debt issuance costs represent fees incurred to obtain the revolving credit facility and real estate loan and are amortized over the terms of the respective loan agreements. Amortization expense was \$385,487, \$410,764, and \$90,422 for the fiscal years ended 2006, 2005 and 2004, respectively.

9. DEBT:

The Company finances certain obligations and, in the case of its former beverages segment, its operations, through the credit agreement (the "Facility"), long-term debt arrangements with banks and third parties and related party debt arrangements.

CREDIT FACILITY

The Facility consisted of the following at fiscal year end 2006 and 2005:

| | 2006 | 2005 |
|--|--------------|--------------|
| | ----- | ----- |
| Revolving portion of the Facility, interest payable at the bank's base rate (8.25% at fiscal year end 2006), principal due April 2009 (as renewed in December 2006) | \$46,502,896 | \$44,563,654 |
| Term Note A, payable in monthly installments of \$16,333 plus interest at the bank's base rate (8.25% at fiscal year end 2006), remaining principal due April 2009 (as renewed in December 2006) | 770,533 | 973,734 |

| | 2006 | 2005 |
|---|-------|-------|
| | ----- | ----- |
| Term Note B, payable in monthly installments of \$100,000 plus interest at the bank's base rate plus 2% | | |

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| | | |
|--|--------------|--------------|
| (10.25% at fiscal year end 2006) through March 2008 (as renewed in December 2006) | 1,550,000 | 3,625,000 |
| | 48,823,429 | 49,162,388 |
| Less current maturities | 3,896,000 | 1,432,000 |
| | \$44,927,429 | \$47,730,388 |
| | | |

The Facility provides for a \$55.0 million credit limit consisting of a \$53.8 million revolving credit line and a \$1.2 million term note ("Term Note A"). As monthly payments are made on Term Note A, the revolving credit limit increases accordingly to a maximum of \$55.0 million. At September 30, 2006, the credit limit on the revolving portion of the Facility was \$54.2 million. In addition, the Facility provides for a separate term loan in the initial amount of \$5.0 million ("Term Note B").

The Facility, which was set to expire in July 2007 based on the November 2006 amendment, will now expire in April 2009 as discussed in Note 18. The Facility includes lending limits subject to accounts receivable and inventory limitations, an unused commitment fee equal to 0.25% per annum on the difference between the maximum loan limit and average monthly borrowing for the month and financial covenants.

The significant provisions of the Facility at September 30, 2006 are as follows:

- Inclusion of the subsidiaries as part of the Facility.
- Inclusion of Term Note A within the \$55.0 million revolving limit that is amortized in equal monthly installments over 60 months.
- The Company borrows at the bank's base interest rate.
- Inclusion of a prepayment penalty of \$0.3 million should the loans be paid off prior to September 30, 2006.

The Facility contains covenants that (i) restrict permitted investments, (ii) restrict intercompany advances to certain subsidiaries, (iii) restrict incurrence of additional debt, (iv) restrict mergers and acquisitions and changes in business or conduct of business and (v) requires that consolidated EBITDA (excluding TSI, TBG and HNWC) not be less than: (a) \$100,000 as of the last day of each month for the one-month period then ending, except for the month ending February 28, 2006 which was permitted to be zero, (b) \$1,100,000 as of March 31, 2006 for the three-month period then ending, (c) \$3,200,000 as of June 30, 2006 for the six-month period then ending, and (d) \$5,500,000 as of September 30, 2006 for the ninth-month period then ending, and (e) \$6,500,000 as of December 31, 2006 for the twelve-month period then ending. The Facility also provides that the Company may not pay dividends on its common stock in excess of \$0.72 per share on an annual basis.

The facility also contains an event of default if AMCON or its subsidiaries makes any payment (in cash or other property) or a judgment is entered against AMCON or its subsidiaries requiring a payment (in cash or other property) to be made under or in connection with the guaranty by AMCON of the

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TSI acquisition notes or the water royalty under the asset purchase agreement for the purported sale of TSI assets.

The Facility also provides for a "springing" lock-box arrangement, under

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which, the Company maintains a lock-box from which it may apply cash receipts to any corporate purpose so long as it is not in default under the Facility. The bank maintains a security interest in the Company's lock-box and upon the occurrence of default may redirect funds from the lock-box to a loan account in the name of the lenders on a daily basis and apply the funds against the revolving loan balance.

As of September 30, 2006, the outstanding balance on the Facility was \$47.3 million, including Term Note A. The Facility bears interest at the bank's base rate, which was 8.25% as of September 30, 2006 and is collateralized by all of the Company's equipment, intangibles, inventories, and accounts receivable.

The outstanding balance on Term Note B was \$1.6 million at September 2006. It bears interest at the bank's base rate, plus 2.0%, which was 10.25% as of September 30, 2006 and, as amended, is payable in equal monthly installments of \$0.1 million.

At September 30, 2006 the Company was in violation of the revolving credit facility's financial covenant requiring minimum monthly EBITDA of \$100,000. As discussed in Note 18, in December 2006, the Company executed a new amendment to the Facility with LaSalle Bank which extended the maturity date of the Facility to April 2009. In connection with the new amendment, the minimum monthly EBITDA covenant violation at September 30, 2006 was waived.

The Company's Chairman has personally guaranteed repayment of the Facility and the term loans. However, the amount of his guaranty is capped at \$10.0 million and is automatically reduced by the amount of the repayment on Term Loan B and certain other deductions, which resulted in the guaranteed principal outstanding being reduced to \$6.6 million as of September 30, 2006. AMCON will pay the Company's Chairman an annual fee equal to 2% of the guaranteed principal in return for the personal guarantee.

LONG-TERM DEBT:

 In addition to the Facility, the Company also has other long-term obligations at fiscal year end 2006 and 2005 that consisted of the following:

| | 2006 | 2005 |
|--|-------------|--------------|
| | ----- | ----- |
| Continuing operations | | |
| ----- | | |
| Note payable to a bank ("Real Estate Loan"), interest payable at a fixed rate of 8.0% with monthly installments of principal and interest of \$56,531 per month through April 2009 (as amended); remaining principal due April 2009 (as amended), collateralized by two owned distribution facilities | \$6,005,175 | \$ 6,203,543 |
| Note payable to a bank, interest payable monthly at a fixed rate of 6.33% plus monthly principal payments of \$4,100 through December 2009 at which time the remaining principal is due, collateralized by the Rapid City building and equipment | 918,400 | 967,600 |

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| | | |
|--|-------------|-------------|
| Note payable to a bank, interest payable monthly at a fixed rate of 6.33% plus monthly principal payments of \$8,000 through July 2009 collateralized by the Rapid City building and equipment | 263,429 | 359,429 |
| Obligations under capital leases, payable in monthly installments with interest rates from 4.91% to 16.4% through January 2010 | 184,811 | 496,615 |
| Notes payable, interest payable at a fixed rates between 8.0% - 9.5% with monthly installments of principal and interest of \$2,226 - \$2,677 per month through July 2011 collateralized by delivery vehicles | 221,672 | - |
| | 7,593,487 | 8,027,187 |
| Less current maturities - continuing operations | 524,130 | 655,667 |
| | \$7,069,357 | \$7,371,520 |
| Discontinued operations | | |
| Note payable, interest payable at a fixed rate of 5% with monthly installments of principal and interest of \$30,000 per month through June 2009 and the remaining balance due June 2009, collateralized by substantially all of the assets of TSI | 2,488,700 | 2,527,716 |
| Note payable, interest payable quarterly at a fixed rate of 5% with interest due quarterly commencing in September 2004. The principal along with any unpaid interest is due in June 2007, collateralized by substantially all of the assets of TSI | 500,000 | 500,000 |
| Note payable, interest payable at a fixed rate of 5% with annual installments of principal and interest of \$49,655 through June 2007, collateralized a warehouse owned by TSI | 92,328 | 92,328 |
| Note payable, interest payable at a fixed rate of 5%, due currently with accrued interest | 14,042 | 49,042 |
| Obligations under capital leases, payable in monthly installments an interest rate of 5.55% through October 2007 | 265,287 | 501,138 |
| Note payable, interest payable at a fixed rate of 10.0% with weekly installments of principal and interest of \$3,000 per week through Sept 2008; remaining principal due Oct 2008 | 329,763 | - |
| Revolving credit facility due to a related party, principal and interest due December 2005, bearing interest at 8% per annum, collateralized by a second mortgage on an equal basis with the Company's existing second mortgage on TSI's real property | 1,000,000 | 1,000,000 |
| Notes due to related parties, principal and interest due December 2005, interest at 7% | 1,000,000 | 1,000,000 |
| Notes due to related party, principal and interest due December 2005, bearing interest at 300 basis points above the yield on 10-year treasury notes (7.72% at September 2006) | 750,000 | - |

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| | | |
|---|-------------|-------------|
| | 6,440,120 | 5,670,224 |
| Less current maturities - discontinued operations | 4,159,890 | 2,563,628 |
| | \$2,280,230 | \$3,106,596 |
| | | |

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Long-term obligations, excluding obligations under the Facility and related party debt, have contractual maturities as follows:

| Fiscal Year Ending | |
|--------------------|---------------|
| ----- | |
| 2007 | \$ 1,934,021 |
| 2008 | 907,142 |
| 2009 | 7,577,311 |
| 2010 | 830,740 |
| 2011 | 34,393 |
| Thereafter | - |
| | \$ 11,283,607 |
| | |

Market rate risk for fixed rate debt is estimated as the potential increase in fair value of debt obligations resulting from decreases in interest rates. Based on discounted cash flows using current market rates for similar agreements, the fair value of the Company's long-term debt obligations approximated carrying value at fiscal year end 2006.

TSI loans

In connection with the acquisition of TSI in fiscal 2004, the Company financed a portion of the acquisition through notes payable to the former owner totaling approximately \$3.3 million. The Company borrowed \$2.8 million at a fixed rate of 5.0%, payable in monthly installments over a 5 year period with the remainder due on June 1, 2009. Because of the pending TSI litigation as discussed in Note 14, TSI has stopped making principal and interest payments on this debt until such litigation/mediation has been settled. Accordingly, the notes have been classified based on their contractual terms. At September 30, 2006, the outstanding balance on the note was approximately \$2.5 million and is included with TSI as a component of discontinued operations as discussed in Note 2.

In addition to the note above, TSI assumed \$0.1 million as part of the purchase of the assets in 2004 in connection with a warehouse that TSI owns. The note had a fixed rate of 5.0% with quarterly interest payments due beginning in July 2004 and a maturity date in January 2007. The note and the unpaid interest are in default at September 30, 2006 and in November 2006 the Company received notice of foreclosure from the lender. At September 30, 2006, the outstanding balance on the note was approximately \$0.1 million and is included with TSI as a component of discontinued operations as discussed in Note 2.

Cross Default and Co-Terminus Provisions

The Company's owned real estate in Bismarck, ND, Quincy, IL, and Rapid City, SD, and certain warehouse equipment in the Rapid City, SD warehouse is financed through term loans with M&I Bank (the "M&I Loans"), who is also a participant lender on the Company's revolving line of credit. The M&I Loans contain cross default provisions which cause all loans with M&I to be considered in default if any one of the loans where M&I is a lender,

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including the revolving credit facility is in default.

In addition, the M&I Loans contain co-terminus provisions which require all loans with M&I to be paid in full if any of the loans are paid in full prior to the end of their specified terms.

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Capital leases

The Company has several capital leases for office equipment, warehouse and water bottling and packaging equipment. As of September 2006, the outstanding balances on the capital leases totaled approximately \$0.5 million.

OTHER

AMCON has issued a letter of credit in the amount of approximately \$1.0 million to its workers' compensation insurance carrier as part of its self-insured loss control program.

10. OTHER INCOME, NET:

Other income, net consisted of the following for fiscal years 2006, 2005 and 2004:

| | 2006 | 2005 | 2004 |
|-------------------------------|--------------|-------------|--------------|
| | ----- | ----- | ----- |
| Interest income | \$ (51,865) | \$ (45,831) | \$ (37,372) |
| Dividends | - | - | (4,250) |
| Rent income | (3,503) | (4,289) | (4,135) |
| Gain from sale of investments | - | - | (507,418) |
| Royalty | (72,771) | (15,211) | - |
| Other | (9,102) | (14,774) | (16,100) |
| | ----- | ----- | ----- |
| | \$ (137,241) | \$ (80,105) | \$ (569,275) |
| | ===== | ===== | ===== |

11. INCOME TAXES:

Components of income tax expense (benefit) from continuing operations for the fiscal years ended 2006, 2005 and 2004 consisted of the following:

| | 2006 | 2005 | 2004 |
|------------------------------|------------|--------------|--------------|
| | ----- | ----- | ----- |
| Current: | | | |
| Federal | \$ - | \$ 1,181,938 | \$ 1,964,103 |
| State | 113,489 | 129,409 | 175,591 |
| | ----- | ----- | ----- |
| | 113,489 | 1,311,347 | 2,139,694 |
| | ----- | ----- | ----- |
| Deferred: | | | |
| Federal | 634,501 | (1,709,836) | 82,070 |
| State | (315,990) | 202,489 | 64,236 |
| | ----- | ----- | ----- |
| | 318,511 | (1,507,347) | 146,306 |
| | ----- | ----- | ----- |
| Income tax expense (benefit) | \$ 432,000 | \$ (196,000) | \$ 2,286,000 |
| | ===== | ===== | ===== |

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The difference between the Company's income tax expense (benefit) in the accompanying financial statements and that which would be calculated using the statutory income tax rate of 34% on income (loss) before taxes is as follows for the fiscal years ended 2006, 2005 and 2004:

| | 2006 | 2005 | 2004 |
|---|------------|--------------|--------------|
| Tax at statutory rate | \$ 596,517 | \$ (361,590) | \$ 1,937,635 |
| Amortization of goodwill and other intangibles | (5,302) | (4,777) | (4,777) |
| Nondeductible business expenses | 34,675 | 12,224 | 20,826 |
| Minority interest in subsidiary | - | (53,074) | - |
| State income taxes, net of federal tax benefit | 74,903 | 369,912 | 206,800 |
| Valuation allowance, state net operating losses | - | 52,297 | - |
| State net operating loss | (257,965) | - | - |
| Other | (10,828) | (210,992) | 125,516 |
| | \$ 432,000 | \$ (196,000) | \$ 2,286,000 |

Temporary differences between the financial statement carrying amounts and tax bases of assets and liabilities giving rise to the net deferred tax asset at fiscal year ends 2006 and 2005 relate to the following:

| | 2006 | 2005 |
|---|---------------|--------------|
| Deferred tax assets: | | |
| Current: | | |
| Allowance for doubtful accounts | \$ 492,796 | \$ 418,294 |
| Accrued expenses | 526,685 | 528,811 |
| Inventory | 844,894 | 593,110 |
| AMT credit carry forwards | 285,333 | 285,333 |
| Other | 75,272 | 81,545 |
| | 2,224,980 | 1,907,093 |
| Noncurrent: | | |
| Fixed assets | \$ 1,842,605 | \$ 1,705,661 |
| Intangible assets | 2,167,630 | 2,530,848 |
| Net operating loss carry forwards - federal | 4,582,108 | 4,214,883 |
| Net operating loss carry forwards - state | 1,290,904 | - |
| Other | 88,815 | - |
| | 9,972,062 | 8,451,392 |
| Total deferred tax assets | 12,197,042 | 10,358,485 |
| Valuation allowance | (1,139,585) | (635,338) |
| Net deferred tax assets | \$ 11,057,457 | \$ 9,723,147 |

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| | 2006 | 2005 |
|---|--------------|--------------|
| | ----- | ----- |
| Deferred tax liabilities: | | |
| Current: | | |
| Trade discounts | \$ 251,992 | \$ 205,570 |
| Inventory | - | 35,880 |
| Unrealized gains on interest rate swap contracts | - | 23,431 |
| | ----- | ----- |
| | 251,992 | 264,881 |
| Noncurrent: | | |
| Fixed assets | 1,629,454 | 1,204,800 |
| Goodwill | 430,096 | 310,751 |
| | ----- | ----- |
| | 2,059,550 | 1,515,551 |
| | ----- | ----- |
| Total deferred tax liabilities | \$ 2,311,542 | \$ 1,780,432 |
| | ===== | ===== |
| Net deferred tax assets (liabilities): | | |
| Current | \$ 1,972,988 | \$ 1,642,212 |
| Noncurrent | 6,772,927 | 6,300,503 |
| | ----- | ----- |
| | \$ 8,745,915 | \$ 7,942,715 |
| | ===== | ===== |

During fiscal 2006 and 2005, the Company recorded a valuation allowance of \$0.5 million and \$0.6 million, respectively, against deferred tax assets, consisting primarily of state net operating losses of Hawaiian Water and Trinity Springs for which realization of the deferred tax asset is no longer more likely than not.

No additional valuation allowance was recorded against the remaining federal and state net operating losses as of September 30, 2006 and 2005, as management believes future taxable income would more likely than not be sufficient to realize such net operating losses prior to the expiration dates.

The Company's deferred tax asset related to the net operating loss carryforward at fiscal year end 2006 was \$4.6 million and includes the net operating losses of TSI and HNWC. If the Company chooses to sell the stock of these companies, as opposed to an asset transaction, the net operating losses would be part of the contemplated purchase price and be available to the successor stockholders. Of this amount, \$0.6 million expires in 2024, \$2.3 million expires in 2025 and \$0.6 million in 2026. The remaining \$1.1 million was acquired in connection with the acquisition of HNWC in fiscal 2002. The utilization of the HNWC deferred tax asset related to the net operating loss of \$1.1 million at fiscal year end 2006 is limited (by Internal Revenue Code Section 382) to approximately \$0.8 million in fiscal year 2007 and \$0.1 million per year thereafter through 2022.

12. PROFIT SHARING PLAN:

AMCON maintains a profit sharing plan (i.e. a section 401(k) plan) covering substantially all employees. The plan allows employees to make voluntary contributions up to 100% of their compensation, subject to Internal Revenue Service limits. The Company matches 50% of the first 4% contributed and 100%

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compensation. The Company contributed \$0.6 million, \$0.6 million and \$0.5 million (net of employee forfeitures) to the profit sharing plans during each of the fiscal years ended 2006, 2005 and 2004, respectively.

13. RELATED PARTY TRANSACTIONS:

For the fiscal years ended 2006, 2005 and 2004, the Company was charged \$72,000, \$72,000 and \$66,000, respectively, by AMCON Corporation, the former parent of the Company, as consideration for office rent and management services, which is included in selling, general and administrative expenses. The Company also contracted with one of its outside directors for consulting services in connection with its retail health food operations during part of fiscal year 2004. The amount paid for consulting services during fiscal 2004 was \$37,500, plus reimbursement of expenses.

The Company's Chairman has personally guaranteed repayment of the Facility and the term loans. However, the amount of his guaranty is capped at \$10.0 million and is automatically reduced by the amount of the repayment on Term Loan B and certain other deductions, which resulted in the guaranteed principal outstanding being reduced to \$6.6 million as of September 30, 2006. AMCON will pay the Company's Chairman an annual fee equal to 2% of the guaranteed principal in return for the personal guarantee.

In addition, a director of the Company has extended a \$1.0 million revolving line of credit to TSI, and a Company that is wholly-owned by the three directors of the Company (including the Chairman and President) and another significant shareholder lent TSI \$0.5 million. Both of the loans are currently in default.

TSI has also obtained unsecured, subordinated loans of \$500,000 on August 8, 2005, with a maturity of December 8, 2005, of which \$250,000 was from Aristide Investments, L.P., a California limited partnership (of which, William F. Wright, the Company's Chairman of the Board, Chief Executive Officer and largest stockholder, is a partner). The other \$250,000 was from Draupnir, LLC, a Delaware limited company (of which, Allen D. Petersen and Jeremy W. Hobbs, two of the Company's directors, are members). The loans bear interest at seven percent per annum and are currently in default.

During the first quarter of fiscal 2006, Draupnir, LLC, a private equity firm whose Members include two of the Company's directors, extended an additional \$750,000 note to TSI. The note bears a floating rate of 300 basis points above the yield on ten year treasury notes and was due December 12, 2005. The note was in default at September 30, 2006.

In connection with the acquisition of TSI in fiscal 2004, the Company's Chairman has guaranteed the Company in connection with certain of the Company's obligations as more fully described in Note 2 but is not being paid a fee in connection with this guarantee.

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14. COMMITMENTS AND CONTINGENCIES:

Future Lease Obligations

The Company leases certain office and warehouse equipment under capital leases. The carrying value of these assets was approximately \$0.3 million

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and \$0.5 million as of fiscal year ends 2006 and 2005, respectively, net of accumulated amortization of \$0.8 million and \$0.6 million, respectively. The Company leases various office and warehouse facilities and equipment under noncancellable operating leases. Rent charged to expense during fiscal years 2006, 2005 and 2004 under such lease agreements was \$5.0 million, \$5.1 million and \$5.2 million, respectively.

At September 30, 2006, minimum future lease commitments for continuing and discontinued operations were as follows:

| Fiscal Year Ending | Capital Leases | Operating Leases |
|--|-------------------|---------------------|
| 2007 | \$ 402,813 | \$ 3,965,435 |
| 2008 | 41,714 | 3,246,935 |
| 2009 | 20,640 | 3,094,780 |
| 2010 | 6,879 | 2,521,601 |
| 2011 | - | 2,045,089 |
| Thereafter | - | 4,091,299 |
| | | |
| Total minimum lease payments | \$ 472,046 | \$ 18,965,139 |
| | | |
| Less amount representing interest | 21,948 | |
| | | |
| Present value of net minimum lease payments | \$ 450,098 | |
| | | |

Liability Insurance

The Company carries property, general liability, vehicle liability, directors and officers liability and workers' compensation, as well as umbrella liability policies to provide excess coverage over the underlying limits contained in these primary policies.

The Company's insurance programs for worker's compensation, general liability and employee related health care benefits are provided through high deductible or self-insured programs. Claims in excess of self-insurance levels are fully insured. Accruals are based on claims filed and estimates of claims incurred but not reported.

The Company's liabilities for unpaid and incurred but not reported claims for workers' compensation and health insurance at fiscal year end 2006 and 2005 was \$1.1 million and \$1.1 million, respectively, under its current risk management program and are included in other current liabilities in the accompanying consolidated balance sheets. While the ultimate amount of claims incurred are dependent on future developments, in management's opinion, recorded reserves are adequate to cover the future payment of claims previously incurred. However, it is reasonably possible that recorded reserves may not be adequate to cover the future payment of claims.

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Adjustments, if any, to estimates recorded resulting from the ultimate claim payments will be reflected in operations in the periods in which such adjustments are known.

Trinity Springs, Inc. Litigation

The Company is involved in litigation regarding the ownership of the assets of Trinity Springs, Inc. ("TSI"), which is a consolidated subsidiary of AMCON. The dispute, which began in June 2004, arose over the sale of

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substantially all of the assets of Trinity Springs, Ltd. (which later changed its name to Crystal Paradise Holdings, Inc. ("CPH")). The Plaintiffs in the lawsuit are a group of minority shareholders, and the Defendants are AMCON, TSL Acquisition Corp (which later became TSI), CPH, and the former directors of CPH.

In December 2005, the District Court of the Fifth Judicial District of the State of Idaho ("the Court") issued a ruling granting the minority shareholder plaintiffs' motion for partial summary judgment declaring that the stockholders CPH did not validly approve the sale of its assets to TSI (AMCON's consolidated subsidiary) because the vote of certain shares issued as a dividend should not have been counted in the vote. The Court did not rule on the appropriate relief to be granted as a result of the lack of shareholder approval for the asset sale transaction, nor did it rule on the appropriate remedy for any other claim asserted by the parties in this case.

However, based on a legal opinion obtained by management from independent legal counsel, to the extent that TSI owned the assets immediately prior to the ruling by the Court discussed above, and has not otherwise transferred the assets, TSI continues to own the assets. Accordingly, AMCON has continued to account for the operations of TSI as a consolidated subsidiary because the Court has not taken any action to divest TSI of its ownership of the assets.

Since the Court's December ruling, several events have taken place. The minority shareholder plaintiffs have filed notice with the District Court that they agree that rescission is not feasible. During approximately the same time frame, the entire CPH Board of Directors resigned. Upon their resignation, the Court appointed a custodian to manage and direct the affairs of CPH. Additionally, the custodian was designated by the Court as CPH's investigative panel to determine whether the maintenance of a derivative proceeding is in the best interest of CPH.

During the last several months, the parties have been engaged in settlement discussions. Recently, a settlement agreement was reached between the parties. The settlement, resolved all disputes between the minority shareholders plaintiffs, CPH, AMCON, TSI and the Defendant Directors, with two exceptions. The settlement did not resolve claims that CPH may have against AMCON and TSI or that AMCON and TSI may have against CPH. The settlement also did not resolve the claims of a single minority shareholder plaintiff, who did decline to sign on to the settlement. On October 16, 2006, the Court approved the parties' settlement and ordered the dismissal with prejudice of the lawsuit, except for the claims of the single minority shareholder plaintiff. Those claims remain pending in the lawsuit.

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On December 21, 2006, CPH filed a first amended complaint in the Fourth Judicial District of the State of Idaho (Elmore County) against AMCON and TSI and other defendants relating to AMCON and TSI's purchase of the assets of CPH and operation of the business. In its amended complaint, CPH re-asserts claims of foreclosure; breach of the asset purchase agreement, promissory notes and water royalty obligations; quantum meruit; unjust enrichment; and collection and enforcement of its security interest. In addition, CPH again seeks a declaratory judgement that: (i) AMCON and TSI are obligated to perform under the asset purchase agreement and other agreements related to the asset purchase transaction; (ii) the actions AMCON and TSI constitute events of default; (iii) TSI has not cured the events of default; (iv) TSI's obligations are accelerated under certain promissory notes; and (v) AMCON is liable to CPH under a guaranty and suretyship agreement for all amounts owing

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to CPH under the asset purchase agreement and related agreements. Finally, CPH seeks its costs and attorney fees. CPH has not served its amended complaint on AMCON or TSI.

AMCON disagrees with the assertions made by CPH and intends to vigorously defend against CPH's claims and to pursue its own claims against CPH.

With respect to the remaining claims in the original lawsuit and the claims asserted by CPH in its recently filed complaint, AMCON's management, after consulting with the trial counsel, is unable at this time to state that any outcome unfavorable to AMCON is either probable or remote and therefore cannot estimate the amount or range of any potential loss, if any because substantial discovery is needed, several unresolved legal issues exist, and other pretrial work is yet to be completed.

The Company is in settlement discussions with respect to this litigation, pursuant to which the Company is undertaking to divest substantially all of the assets of TSI as part of a complete settlement of any and all claims by CPH against the Company. As required by SFAS 144, management believes that the recorded balance of the subject assets and liabilities have been recognized at their respective fair values.

15. STOCK OPTION PLAN:

Prior to its expiration in June 2004, AMCON maintained a stock-based compensation plan ("the Plan") which provided that the Compensation Committee of the Board of Directors granted incentive stock options and non-qualified stock options pursuant to the Stock Option Plan of up to 550,000 shares. In fiscal 2005, the Compensation Committee evaluated various equity based compensation programs and chose not to implement a new plan.

The Company accounted for the stock option grants in accordance with Accounting Principles Board Opinion ("APB") No. 25, "Accounting for Stock Issued to Employees" using the intrinsic value method under which compensation cost was measured by the excess, if any, of the fair market value of its common stock on the date of grant over the exercise price of the stock option using the Black-Scholes option pricing model. Accordingly, stock-based compensation cost related to stock option grants was not reflected in income or loss as all options granted under the plan had an exercise price equal to or above the market value of the underlying stock on the date of grant. Options are generally granted at the stock's fair market value at date of grant. Options issued to shareholders holding 10% or more of the Company's stock are generally issued at 110% of the stock's fair market value at date of grant.

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On October 1, 2005, the Company adopted SFAS No. 123R, Shared Based Payment (SFAS 123R). The Company chose to apply the modified prospective transition method as permitted by SFAS 123R and therefore has not restated prior periods. Under this transition method, compensation cost associated with employee stock options recognized for fiscal 2006, includes amortization related to the remaining unvested portion of stock options granted prior to September 30, 2005. The Company did not grant any stock options in fiscal 2006, 2005 or 2004.

As a result of adopting SFAS 123R, net income (loss) before taxes included share-based compensation expense of \$60,000 for fiscal 2006. At September 30, 2006, there were 29,635 options fully vested and exercisable under the Stock Option Plan and unamortized compensation expense totaled approximately \$12,000. Options issued and outstanding to management employees pursuant to the Stock Option Plan are summarized below:

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| Date | Exercise Price | Number of Options Outstanding | Number Exercisable |
|-------------|---------------------|----------------------------------|-----------------------|
| Fiscal 1998 | \$ 15.68 | 9,171 | 9,171 |
| Fiscal 1999 | \$ 45.68 - \$ 51.14 | 6,683 | 6,683 |
| Fiscal 2000 | \$ 34.50 | 3,165 | 3,165 |
| Fiscal 2003 | \$ 28.80 | 4,046 | 2,428 |
| | | ----- | ----- |
| | | 23,065 | 21,447 |

At September 30, 2006, there were 8,188 options fully vested and exercisable issued to outside directors outside the Stock Option Plan as summarized as follows:

| Date | Exercise Price | Number of Options Outstanding | Number Exercisable |
|-------------|---------------------|----------------------------------|-----------------------|
| Fiscal 1998 | \$ 15.68 | 1,834 | 1,834 |
| Fiscal 1999 | \$ 36.82 - \$ 49.09 | 3,852 | 3,852 |
| Fiscal 2002 | \$ 26.94 | 1,668 | 1,668 |
| Fiscal 2003 | \$ 28.26 | 834 | 834 |
| | | ----- | ----- |
| | | 8,188 | 8,188 |
| | | ===== | ===== |

The stock options have varying vesting schedules ranging up to five years, and expire ten years after the date of grant. The Plan expired in June 2004 and therefore there were no new stock options were granted in fiscal 2004, 2005 and 2006. The table below summarizes information about stock options outstanding as of the following fiscal years:

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| | 2006 | | 2005 | | 2004 | |
|--------------------------------------|--|---------|--|---------|--|---------|
| | Weighted Average Exercise Shares | Price | Weighted Average Exercise Shares | Price | Weighted Average Exercise Shares | Price |
| Outstanding at beginning of period | 44,082 | \$30.43 | 50,753 | \$29.75 | 52,475 | \$30.21 |
| Granted | - | - | - | - | - | - |
| Exercised | - | - | - | - | (33) | 15.68 |
| Forfeited/Expired | (12,829) | 29.96 | (6,671) | 25.22 | (1,689) | 44.86 |
| Outstanding at end of period | 31,253 | \$30.62 | 44,082 | \$30.43 | 50,753 | \$29.75 |
| Options exercisable at end of period | 29,635 | | 41,254 | | 45,979 | |

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The following summarizes all stock options outstanding at the end of fiscal 2006:

| | Exercise Price | Number Outstanding | Remaining Weighted-Average Contractual Life | Weighted-Average Exercise Price | Exercisable Number Exercisable | Weighted-Average Exercise Price |
|--------------|-----------------|--------------------|---|---------------------------------|--------------------------------|---------------------------------|
| 1998 Options | \$15.68 | 11,005 | 1.1 years | \$15.68 | 11,005 | \$15.68 |
| 1999 Options | \$36.82-\$51.14 | 10,535 | 2.6 years | \$46.53 | 10,535 | \$46.53 |
| 2000 Options | \$34.50 | 3,165 | 3.7 years | \$34.50 | 3,165 | \$34.50 |
| 2002 Options | \$26.94 | 1,668 | 5.9 years | \$26.94 | 1,668 | \$26.94 |
| 2003 Options | \$28.26-\$28.80 | 4,880 | 6.2 years | \$28.71 | 3,262 | \$28.71 |
| | | ----- | | ----- | ----- | ----- |
| | | 31,253 | | \$30.62 | 29,635 | \$30.62 |
| | | ===== | | ===== | ===== | ===== |

16. DERIVATIVE INSTRUMENTS:

The Company borrows money at variable interest rates which exposes it to risk that interest expense will increase if the benchmark interest rate used to set the variable rates increases. In order to reduce its exposure to this risk, the Company may use derivative instruments (i.e. interest rate swaps agreements) pursuant to established Company policies. As of September 2005 and 2004, the Company had interest rate swap agreements outstanding with notional amounts totaling \$10.0 million and \$15.0 million, respectively, related to borrowings on the Facility. The Company had no derivative instruments at September 30, 2006.

These interest rate swaps were used to effectively convert certain of the Company's floating rate debt to fixed rate debt. The interest rate swaps outstanding at September 2005 and 2004 are accounted for as cash flow hedges with gains and losses deferred in accumulated other comprehensive income, to the extent the hedge is effective. Any ineffectiveness associated with the interest rate swaps is immediately recognized in earnings within interest expense.

17. BUSINESS SEGMENTS:

AMCON has two reportable business segments: the wholesale distribution of consumer products and the retail sale of health and natural food products. The retail health food stores' operations are aggregated to comprise the retail segment because such operations have similar economic characteristics, as well as similar characteristics with respect to the nature of products sold, the type and class of customers for the health food products, and the methods used to sell the products. Also included in the "Other" column are the charges incurred by the AMCON's holding company. The segments are evaluated on revenues, gross margins, operating income (loss) and income before taxes.

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| | Wholesale Distribution | Retail | Other/1/ | Consolid |
|---|---------------------------|-------------------|------------------|--------------------|
| FISCAL YEAR ENDED 2006: | | | | |
| External revenues: | | | | |
| Cigarettes | \$ 605,798,030 | \$ - | \$ - | \$ 605,798,030 |
| Health food | - | 36,848,392 | - | 36,848,392 |
| Confectionery | 55,427,905 | - | - | 55,427,905 |
| Tobacco, beverage & other | 141,465,453 | - | - | 141,465,453 |
| Total external revenues | 802,691,388 | 36,848,392 | - | 839,539,780 |
| Depreciation | 1,287,994 | 609,172 | - | 1,897,166 |
| Amortization | - | 39,731 | - | 39,731 |
| Operating income (loss) | 8,001,265 | 2,369,070 | (3,895,102) | 6,475,233 |
| Interest expense | 1,700,935 | 1,611,619 | 1,545,458 | 4,857,992 |
| Income (loss) from continuing operations before taxes | 6,400,162 | 794,835 | (5,440,535) | 1,754,462 |
| Total assets | 66,533,513 | 12,139,370 | 16,193,663 | 94,866,546 |
| Capital expenditures | 803,179 | 177,331 | - | 980,510 |
| FISCAL YEAR ENDED 2005: | | | | |
| External revenues: | | | | |
| Cigarettes | \$ 607,263,715 | \$ - | \$ - | \$ 607,263,715 |
| Health food | - | 34,617,325 | - | 34,617,325 |
| Confectionery | 56,057,063 | - | - | 56,057,063 |
| Tobacco, beverage & other | 136,725,439 | - | (112,094) | 136,613,345 |
| Total external revenues | 800,046,217 | 34,617,325 | (112,094) | 834,551,448 |
| Depreciation | 1,255,200 | 784,353 | - | 2,039,553 |
| Amortization | 57,752 | 58,678 | - | 116,430 |
| Operating income (loss) | 9,671,475 | (3,490,836) | (3,112,558) | 3,068,081 |
| Interest expense | 1,042,685 | 1,580,033 | 1,588,967 | 4,211,685 |
| Income (loss) from continuing operations before taxes | 8,670,227 | (5,032,199) | (4,701,527) | (1,063,500) |
| Total assets | 67,586,067 | 13,012,051 | 14,710,679 | 95,308,807 |
| Capital expenditures | 2,349,690 | 115,004 | - | 2,464,694 |
| FISCAL YEAR ENDED 2004: | | | | |
| External revenues: | | | | |
| Cigarettes | \$ 597,310,736 | \$ - | \$ - | \$ 597,310,736 |
| Health food | - | 32,431,573 | - | 32,431,573 |
| Confectionery | 55,641,414 | - | - | 55,641,414 |
| Tobacco, beverage & other | 131,901,800 | - | - | 131,901,800 |
| Total external revenues | 784,853,950 | 32,431,573 | - | 817,285,523 |
| Depreciation | 1,121,873 | 765,371 | - | 1,887,244 |
| Amortization | 86,628 | 92,004 | - | 178,632 |
| Operating income (loss) | 8,430,445 | 90,133 | (147,689) | 8,372,889 |
| Interest expense | 1,208,436 | 1,213,098 | 821,704 | 3,243,238 |
| Income (loss) from continuing operations before taxes | 7,754,389 | (1,099,671) | (955,793) | 5,698,925 |
| Total assets | 71,794,523 | 17,426,436 | 22,508,904 | 111,729,863 |
| Capital expenditures | 318,988 | 591,330 | - | 910,318 |

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are classified as components of discontinued operations. Also includes intercompany eliminations, assets related to discontinued operations and charges incurred by the holding company.

18. SUBSEQUENT EVENTS:

Renewal of Credit Facility Agreement

In December 2006, the Company executed a new amendment to the Facility with LaSalle Bank. The significant terms of the new amendment include a \$57.1 million credit limit, a April 2009 maturity date and an interest rate at bank's prime rate.

The amendment also includes quarterly cumulative earnings before interest, taxes, depreciation and amortization ("EBITDA") and a quarterly minimum debt service ratio financial covenant of one to one beginning with the fiscal quarter ending September 30, 2007 for the twelve month period then ended. The cumulative minimum EBITDA requirements are as follows (a) \$1,000,000 for the three months ending December 31, 2006, December 31, 2007 and December 31, 2008 (b) \$2,000,000 for the six months ending March 31, 2007, March 31, 2008, and March 31, 2009, (c) \$4,500,000 for the nine months ending June 30, 2007, June 30, 2008 and \$7,000,000 for the twelve months ending September 30, 2007 and September 30, 2008.

Stock Option Grant

A non-qualified option to purchase 25,000 shares of the Company's common stock was granted on December 12, 2006 to Christopher Atayan, Chief Executive Officer, Vice Chairman and Director. The exercise price is \$18.00, the closing price on the American Stock Exchange on December 11, 2006. Because the Company's stock option plan terminated in 2004, the option is subject to approval by the stockholders of the Company at the next annual meeting. If such stockholder approval is not obtained at the meeting, the option will be automatically terminated.

Sale of HNWC

On November 20, 2006, HNWC signed and completed an agreement to sell substantially all of its assets for approximately \$3.8 million in cash plus the assumption of operating and capital leases.

19. SELECTED QUARTERLY FINANCIAL DATA (Unaudited)

The following tables set forth selected financial information for each of the eight quarters in the two fiscal years ended September 30, 2006 and September 30, 2005. This information has been prepared by the Company on the same basis as the consolidated financial statements and includes all normal and recurring adjustments necessary to present fairly this information when read in conjunction with the Company's audited Consolidated Financial Statements and Notes thereto included in this Annual Report.

The Company's quarterly earnings or loss per share are based on weighted average shares outstanding for the quarter, therefore, the sum of the quarters may not equal the full year earnings or loss per share amount.

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(Dollars in thousands, except per share data)

| Fiscal Year 2006 | First | Second | Third | Fourth |
|---|------------|------------|------------|------------|
| Sales..... | \$ 198,217 | \$ 195,803 | \$ 222,190 | \$ 223,330 |
| Gross profit | 14,027 | 14,640 | 15,603 | 15,864 |
| (Loss) income from continuing operations before income taxes | (238) | 494 | 1,108 | 390 |
| (Loss) income from continuing operations... | (159) | 289 | 673 | 519 |
| Loss from discontinued operations..... | (1,028) | (789) | (327) | (289) |
| Net (loss) income | (1,187) | (500) | 346 | 230 |
| Preferred stock dividend requirements..... | (75) | (81) | (104) | (106) |
| Net (loss) income available to common shareholders | \$ (1,262) | \$ (581) | \$ 242 | \$ 124 |
| Basic earnings (loss) per share available to common shareholders: | | | | |
| Continuing operations | \$ (0.42) | \$ 0.39 | \$ 1.08 | \$ 0.78 |
| Discontinued operations | (1.97) | (1.49) | (0.62) | (0.55) |
| Net basic loss per share available to common shareholders | \$ (2.39) | \$ (1.10) | \$ 0.46 | \$ 0.23 |
| Diluted earnings (loss) per share available to common shareholders: | | | | |
| Continuing operations | \$ (0.42) | \$ 0.37 | \$ 0.79 | \$ 0.61 |
| Discontinued operations | (1.97) | (1.35) | (0.38) | (0.34) |
| Net diluted (loss) earnings per share available to common shareholders | \$ (2.39) | \$ (0.98) | \$ 0.41 | \$ 0.27 |

(Dollars in thousands, except per share data)

| Fiscal Year 2005 | First | Second | Third | Fourth |
|---|------------|------------|------------|------------|
| Sales..... | \$ 212,373 | \$ 191,673 | \$ 213,512 | \$ 216,993 |
| Gross profit | 15,564 | 13,563 | 15,206 | 16,158 |
| Impairment charges | - | - | - | 4,235 |
| Income (loss) from continuing operations before income taxes | 1,401 | (506) | 1,313 | (3,271) |
| Income (loss) from continuing operations... | 956 | (327) | 800 | (2,199) |
| Loss from discontinued operations | (1,420) | (1,578) | (1,026) | (7,948) |
| Net loss..... | (464) | (1,905) | (226) | (10,147) |

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| | | | | |
|--|----------|------------|----------|-------------|
| Preferred stock dividend requirements..... | (73) | (73) | (74) | (75) |
| Net loss available to common shareholders | \$ (537) | \$ (1,978) | \$ (300) | \$ (10,222) |

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| Fiscal Year 2005 | First | Second | Third | Fourth |
|---|-----------|-----------|-----------|------------|
| Basic earnings (loss) per share available to common shareholders: | | | | |
| Continuing operations | \$ 1.68 | \$ (0.76) | \$ 1.38 | \$ (4.31) |
| Discontinued operations | (2.70) | (2.99) | (1.95) | (15.08) |
| Net basic loss per share available to common shareholders..... | \$ (1.02) | \$ (3.75) | \$ (0.57) | \$ (19.39) |
| Diluted earnings (loss) per share available to common shareholders: | | | | |
| Continuing operations | \$ 1.36 | \$ (0.76) | \$ 1.12 | \$ (4.31) |
| Discontinued operations | (2.02) | (2.99) | (1.44) | (15.08) |
| Net diluted loss per share available to common shareholders..... | \$ (0.66) | \$ (3.75) | \$ (0.32) | \$ (19.39) |

Based upon valuations obtained from an independent valuation specialist in fiscal 2005, management determined that a portion of the tradenames and goodwill at the Company's retail and beverage segments were impaired. The entities comprising our beverage segment, HNWC and TSI, are classified as a component of discontinued operations at September 30, 2006 in accordance Statement of Financial Accounting Standard ("SFAS") No. 144 "Accounting for the Impairment or Disposal of Long-Lived Assets".

The impairments recorded in the retail and beverage segments were the result of projected shortfalls in operating cash flows necessary to support the reporting units carrying values. The fair values of the reporting units were estimated with the assistance of an independent valuation specialist using the expected present value of the discounted future cash flows and consideration of net recoverable values. The impairment charges for our retail segment are reflected in the Company's statement of operations as a component of income (loss) from continuing operations before income taxes. Impairment charges incurred by our beverage segment are reflected in the Company's statement of operations as a component of loss from discontinued operations, net of income tax benefit. The Company incurred no impairment charges in fiscal 2006.

A summary of the impairment charges by entity for fiscal 2005 are as follows (in millions):

| | Continuing Operations | Discontinued Operations | | Total |
|-------------------|-----------------------|-------------------------|--------|--------|
| | | Retail | TSI | HNWC |
| Long-lived assets | \$ - | \$ 0.4 | \$ 2.5 | \$ 2.9 |
| Goodwill | 0.3 | 0.4 | 0.4 | 1.1 |
| Water source | - | 3.7 | - | 3.7 |

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| | | | | |
|---------------|--------|--------|--------|--------|
| Customer list | - | 0.3 | 0.1 | 0.4 |
| Tradename | 3.9 | 0.9 | 0.2 | 5.0 |
| | ----- | ----- | ----- | ----- |
| | \$ 4.2 | \$ 5.7 | \$ 3.2 | \$13.1 |
| | ===== | ===== | ===== | ===== |

In addition to the impairment charges incurred during fiscal 2005, our HNWC subsidiary also incurred \$3.6 million impairment charge in fiscal 2004 related to the HNWC tradename. Based on competitive pressures in the natural

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spring water bottling business, operating profits and cash flows were lower than expected in fiscal 2004. The impairment charges were calculated based on fair value estimates provided with the assistance of an independent valuation specialist using the expected present value of the discounted future cash flows. The resulting \$3.6 million impairment charge is reflected in the Company's statement of operations as a component of loss from discontinued operations.

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

NONE

ITEM 9A. CONTROLS AND PROCEDURES

The Company maintains disclosure controls and procedures (as defined in Rules 13a-15(f) and 15d-15(e) under the Exchange Act of 1934, as amended (the "Exchange Act")), that are designed to ensure that information required to be disclosed in the Company's reports filed or furnished under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Exchange Act related rules and forms of the SEC. Such information is accumulated and communicated to the Company's management, including its Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), as appropriate, to allow timely decisions regarding required disclosures. Any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute, assurance of achieving the desired control objectives.

The Company carried out the evaluation required by paragraph (b) of the Exchange Act Rules 13a-15 and 15d-15, under the supervision and with the participation of our management, including the CEO and CFO, of the effectiveness of our disclosure controls and procedures. As previously disclosed, in the connection with the Company's fiscal year 2005 audit, and the Company's evaluation of disclosure and controls procedures, management determined that material weaknesses existed at September 30, 2005 related to incorrect accounting entries made at the Company's HNWC subsidiary, and interest expense allocations made by the Company to its one of its wholly-owned subsidiaries (The Beverage Group, Inc.) which was a component of discontinued operations. During fiscal 2006, the Company implemented a plan which resulted in the successful remediation and elimination of our material weaknesses in internal control over financial reporting as disclosed in Form 10-K for the fiscal year ended September 30, 2005.

Except for the changes related to the remediated material weaknesses described above, there has been no change during the Company's fiscal year ended September 30, 2006, in the Company's internal controls over financial reporting (as such term is defined in Rules 13(a)-15(f) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

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ITEM 9B. OTHER INFORMATION

None.

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PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The Registrant's Proxy Statement to be used in connection with the 2007 Annual Meeting of Shareholders (the "Proxy Statement") will contain under the caption "Election of Directors", "Employment Agreements" and "Compensation of Executive Officer" certain information required by Item 10 of Form 10-K and such information is incorporated herein by this reference. Executive officers are as follows:

| Name | Age | Position |
|-----------------------|-----|--|
| ---- | --- | ----- |
| William F. Wright | 64 | Chairman of the Board, Director |
| Christopher H. Atayan | 46 | Chief Executive Officer, Vice Chairman, Director |
| Kathleen M. Evans | 59 | President, Director |
| Eric J. Hinkfent | 45 | President of CNF and HFA |
| Andrew C. Plummer | 32 | Vice President, Acting Chief Financial Officer and Assistant Secretary |

WILLIAM F. WRIGHT has served as the Chairman and Chief Executive Officer of AMCON Corporation (the former parent of AMCON) since 1976 and as Chairman of the Company since 1981. From 1968 to 1984, Mr. Wright practiced corporate and securities law in Lincoln, Nebraska. Mr. Wright is a graduate of the University of Nebraska and Duke University School of Law.

CHRISTOPHER H. ATAYAN became Chief Executive Officer of the Company effective October 4, 2006. During fiscal 2006, Mr. Atayan served as the Company's Vice Chairman and Chief Corporate Officer and has been a director of the Company since 2004. Mr. Atayan is also Chairman of Hotlink Incorporated and a consultant to Draupnir, LLC, the parent of Draupnir Capital, LLC. Mr. Atayan has served as the Senior Managing Director of Slusser Associates, a New York investment banking firm since 1988.

KATHLEEN M. EVANS became President of the Company in February 1991. Prior to that time she served as Vice President of AMCON Corporation from 1985 to 1991. From 1978 until 1985, Ms. Evans acted in various capacities with AMCON Corporation and its operating subsidiaries.

ERIC J. HINKEFENT has served as President of both Chamberlin's Natural Foods, Inc. and Health Food Associates, Inc. since October 2001. Prior to that time he served as President of Health Food Associates, Inc. beginning in 1993. He has also served on the board of The Healthy Edge, Inc. from 1999 through 2003. Mr. Hinkfent is a graduate of Oklahoma State University.

ANDREW C. PLUMMER became Acting Chief Financial Officer of the Company in March 2006. Prior to his appointment as Acting Chief Financial Officer, he served the Company as its Corporate Controller and Manager of SEC Compliance. Prior to joining AMCON in 2004, Mr. Plummer practiced public accounting for approximately 7 years primarily with Deloitte and Touche, LLP and attained

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the position of Audit Manager. Mr. Plummer is a graduate of Peru State College.

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SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors and executive officers, and certain persons who own more than ten percent of the Company's Common Stock, to file with the Securities and Exchange Commission (the "SEC") reports of their ownership of Company Common Stock. Officers, directors and greater-than-ten-percent shareowners are required by SEC regulation to furnish the Company with copies of such Section 16(a) reports they file. To the Company's knowledge, based solely upon review of the copies of Forms 3, 4 and 5 furnished to the Company between October 1, 2005 and September 30, 2006, the Company's officers, directors and greater than 10% beneficial owners complied with all Section 16(a) filing requirements except as follows: Jeremy W. Hobbs and Allen D. Petersen will file a late Form 3 and Form 4, respectively, for a transaction that occurred on March 6, 2006 and Jeremy W. Hobbs, Allen D. Petersen and William F. Wright will file a late Form 4 for a transaction that occurred on August 31, 2006.

CHANGE OF CONTROL AGREEMENTS

On December 29, 2006, we entered into a change of control agreement with each of Christopher H. Atayan, our Chief Executive Officer, and Kathleen M. Evans, our President (each an "Agreement"). The initial term of the Agreement extends for two years until December 31, 2008. Beginning on December 31, 2007 and each December 31 following, the Agreement term will be automatically extended for one additional year unless we give the applicable officer notice by September 30 of that year. In addition, if a Change in Control (as defined in the Agreement) occurs during the term of the Agreement, the term of this Agreement shall continue for a period of 24 months after the month in which such Change in Control occurred.

The Agreement requires Mr. Atayan or Ms. Evans, as applicable, to remain in our employ for a period of six months after a Change in Control, unless involuntarily terminated by us other than for Cause (as defined in the Agreement) or terminated by the officer for Good Reason (as defined in the Agreement).

If a Change of Control occurs and the term of the Agreement has not expired, we will owe the applicable officer the following:

- During any period prior to termination of employment that the officer fails to perform full-time duties as a result of disability, total compensation, including base salary, bonus and any benefits, will continue unaffected until either the officer returns to the full-time performance of duties or employment is terminated.
- If the officer is terminated for Cause or by other than for Good Reason, we shall pay the officer his or her full base salary through the date of termination plus all other amounts to which the officer is then entitled to under any of our compensation or benefit plans.
- If employment terminates by reason of death, benefits shall be determined in accordance with our retirement, survivor's benefits, insurance and other applicable programs and plans then in effect.
- If employment is either terminated (other than for Cause or disability) or terminated by the officer for Good Reason, the officer shall be entitled

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to the following benefits.

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- All accrued compensation and benefits.
- Subject to adjustment, a severance payment in the form of a cash lump sum distribution equal to Current Annual Compensation (as defined in the Agreement) multiplied by two.
- Subject to adjustment, life and health insurance benefits (for 24 months after termination or until the officer turns 65 if earlier) that are substantially similar to those received immediately prior to the date of termination. These benefits will be provided at a cost that is no greater than the amount paid for such benefits by active employees who participate in such Corporation-sponsored welfare benefit plan or, if less, the amount paid for such benefits by the officer immediately prior to the event date.

ITEM 11. EXECUTIVE COMPENSATION

The Registrant's Proxy Statement will contain under the captions "Compensation of Directors", "Compensation of Executive Officers" and "Compensation Committee Interlocks and Insider Participation", the information required by Item 11 of Form 10-K, and such information is incorporated herein by this reference. The information set forth under the captions "Report of Compensation Committee on Executive Compensation" and "Company Performance" is expressly excluded from such incorporation.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The Registrant's Proxy Statement will contain under the captions "Ownership of Our Common Stock by Our Directors and Executive Officers and Other Principal Stockholders" and "Equity Compensation Plan Information" the information required by Item 12 of Form 10-K and such information is incorporated herein by this reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The Registrant's Proxy Statement will contain under the caption "Certain Relationships and Related Transactions" the information required by Item 13 of Form 10-K and such information is incorporated herein by this reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The Registrant's Proxy Statement will contain under the caption "Ratification of Appointment of Independent Auditor" the information required by Item 14 of Form 10-K and such information is incorporated herein by this reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Financial Statements, Financial Statement Schedules, and Exhibits

(1) Financial Statements

The financial statements filed as part of this filing are listed on the index to Consolidated Financial Statements, Item 8, page 58.

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(2) Financial Statement Schedules

Schedule II - Valuation and Qualifying Accounts

Schedules not listed above have been omitted because they are not applicable or not required or the information required to be set forth therein is included in the Consolidated Financial Statements, Item 8, or notes thereto.

(3) Exhibits

- 2.1 Asset Purchase Agreement, dated April 24, 2004, between TSL Acquisition Corp., AMCON Distributing Company and Trinity Springs, Ltd. (incorporated by reference to Exhibit 2.8 of AMCON's Quarterly Report on Form 10-Q filed on August 9, 2004)
- 2.2 First Amendment to Asset Purchase Agreement dated June 17, 2004 between TSL Acquisition Corp., AMCON Distributing Company and Trinity Springs, Ltd. (incorporated by reference to Exhibit 2.9 of AMCON's Quarterly Report on Form 10-Q filed on August 9, 2004)
- 3.1 Restated Certificate of Incorporation of the Company, as amended May 11, 2004 (incorporated by reference to Exhibit 3.1 of AMCON's Quarterly Report on Form 10-Q filed on August 9, 2004)
- 3.2 Amended and Restated Bylaws of the Company dated December 27, 2006
- 3.3 Second Corrected Certificate of Designations, Preferences and Rights of Series A Convertible Preferred Securities of AMCON Distributing Company dated August 5, 2004 (incorporated by reference to Exhibit 3.3 of AMCON's Quarterly Report on Form 10-Q filed on August 9, 2004)
- 3.4 Certificate of Designations, Preferences and Rights of Series B Convertible Preferred Securities of AMCON Distributing Company dated October 8, 2004 (incorporated by reference to Exhibit 3.4 of AMCON's Annual Report on Form 10-K filed on January 7, 2005)
- 3.5 Certificate of Designations, Preferences and Rights of Series C Convertible Preferred Stock dated March 6, 2006 (incorporated by reference to Exhibit 4.1 of AMCON's Current Report on Form 8-K filed on March 13, 2006)
- 4.1 Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 of AMCON's Registration Statement on Form S-1 (Registration No. 33-82848) filed on August 15, 1994)
- 4.2 Specimen Series A Convertible Preferred Stock Certificate (incorporated by reference to Exhibit 4.2 of AMCON's Quarterly Report on Form 10-Q filed on August 9, 2004)
- 4.3 Specimen Series B Convertible Preferred Stock Certificate (incorporated by reference to Exhibit 3.4 of AMCON's Annual Report on Form 10-K filed on January 7, 2005)
- 4.4 Specimen Series C Convertible Preferred Stock Certificate (incorporated by reference to Exhibit 4.2 of AMCON's Current Report on Form 8-K filed on March 13, 2006)
- 4.5 Securities Purchase Agreement dated June 17, 2004 between AMCON Distributing Company, William F. Wright and Draupnir, LLC (incorporated

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by reference to Exhibit 4.3 of AMCON's Quarterly Report on Form 10-Q filed on August 9, 2004)

- 4.6 Securities Purchase Agreement dated October 8, 2004 between AMCON Distributing Company and Spencer Street Investments, Inc. (incorporated by reference to Exhibit 4.5 of AMCON's Annual Report on Form 10-K filed on January 7, 2005)
 - 4.7 Securities Purchase Agreement dated March 3, 2006 between AMCON Distributing Company and Draupnir Capital, LLC. (incorporated by reference to Exhibit 4.3 of AMCON's Current Report on Form 8-K filed on March 13, 2006)
 - 10.1 Amended and Restated Loan and Security Agreement, dated September 30, 2004, between the Company and LaSalle National Bank, as agent (incorporated by reference to Exhibit 3.4 of AMCON's Annual Report on Form 10-K filed on January 7, 2005)
 - 10.2 Revised First Amendment To Amended and Restated Loan and Security Agreement, dated April 14, 2005 (incorporated by reference to Exhibit 10.2 of AMCON's Form 10-Q filed on May 27, 2005)
 - 10.3 Revised Second Amendment to Amended and Restated Loan and Security Agreement, dated May 23, 2005 (incorporated by reference to Exhibit 10.3 of AMCON's Quarterly Report on Form 10-Q filed on May 27, 2005)
 - 10.4 Third Amendment to Amended and Restated Loan and Security Agreement, dated August 12, 2005 (incorporated by reference to Exhibit 10.4 of AMCON's Quarterly Report on Form 10-Q filed on August 22, 2005)
 - 10.5 Fourth Amendment and Waiver to Amended and Restated Loan and Security Agreement, dated January 9, 2006 (incorporated by reference to Exhibit 10.5 of AMCON's annual report on Form 10-K filed on August 23, 2006)
 - 10.6 Fifth Amendment to Amended and Restated Loan and Security Agreement, dated February 8, 2006 (incorporated by reference to Exhibit 10.6 of AMCON's annual report on Form 10-K filed on August 23, 2006)
 - 10.7 Sixth Amendment to Amended and Restated Loan and Security Agreement, dated March 3, 2006 (incorporated by reference to Exhibit 10.1 of AMCON's Current Report on Form 8-K filed on March 13, 2006)
 - 10.8 Seventh Amendment to Amended and Restated Loan and Security Agreement, dated November 6, 2006 (incorporated by reference to Exhibit 10.37 of AMCON's quarterly report on Form 10-Q filed on November 20, 2006)
 - 10.9 Eighth Amendment to Amended and Restated Loan and Security Agreement, dated December 28, 2006
 - 10.10 First Amended and Restated AMCON Distributing Company 1994 Stock Option Plan (incorporated by reference to Exhibit 10.17 of AMCON's Current Report on Form 10-Q filed on August 4, 2000)*
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- 10.11 AMCON Distributing Company Profit Sharing Plan (incorporated by reference to Exhibit 10.8 of Amendment No. 1 to the Company's Registration Statement on Form S-1 (Registration No. 33-82848) filed on November 8, 1994)*

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- 10.12 Agreement, dated September 26, 2006, between the Company and William F. Wright regarding Mr. Wright's services to the Company (incorporated by reference to Exhibit 10.1 of AMCON's Interim Report on Form 8-K filed on October 10, 2006)*
- 10.13 Employment Agreement, dated May 22, 1998, between the Company and Kathleen M. Evans (incorporated by reference to Exhibit 10.15 of AMCON's Quarterly Report on Form 10-Q filed on August 6, 1998)*
- 10.14 Agreement, dated December 10, 2004 between AMCON Distributing Company and William F. Wright with respect to split dollar life insurance (incorporated by reference to Exhibit 3.4 of AMCON's Annual Report on Form 10-K filed on January 7, 2005)
- 10.15 Agreement, dated December 15, 2004 between AMCON Distributing Company and Kathleen M. Evans with respect to split dollar life insurance (incorporated by reference to Exhibit 3.4 of AMCON's Annual Report on Form 10-K filed on January 7, 2005)
- 10.16 ISDA Master Agreement, dated as of May 12, 2003 between the Company and LaSalle Bank National Association (incorporated by reference to Exhibit 10.13 of AMCON's Quarterly Report on Form 10-Q filed on August 11, 2003)
- 10.17 Swap Transaction Confirmation (\$10,000,000) dated as of May 23, 2003 between the Company and LaSalle Bank National Association (incorporated by reference to Exhibit 10.14 of AMCON's Quarterly Report on Form 10-Q filed on August 11, 2003)
- 10.18 Promissory Note (\$2,828,440), dated as of June 17, 2004 between the Company and Trinity Springs, Ltd. (incorporated by reference to Exhibit 10.15 of AMCON's Quarterly Report on Form 10-Q filed on August 9, 2004)
- 10.19 Promissory Note (\$500,000), dated as of June 17, 2004 between the Company and Trinity Springs, Ltd. (incorporated by reference to Exhibit 10.16 of AMCON's Quarterly Report on Form 10-Q filed on August 9, 2004)
- 10.20 Security Agreement, dated June 17, 2004 by and between TSL Acquisition Corp., AMCON Distributing Company and Trinity Springs, Ltd. (incorporated by reference to Exhibit 10.17 of AMCON's Quarterly Report on Form 10-Q filed on August 9, 2004)
- 10.21 Shareholders Agreement, dated June 17, 2004, by and between TSL Acquisition Corp, AMCON Distributing Company and Trinity Springs, Ltd. (incorporated by reference to Exhibit 10.18 of AMCON's Quarterly Report on Form 10-Q filed on August 9, 2004)
- 10.22 Guaranty and Suretyship Agreement, dated June 17, 2004, by and between AMCON Distributing Company and Trinity Springs, Ltd. (incorporated by reference to Exhibit 10.19 of AMCON's Quarterly Report on Form 10-Q filed on August 9, 2004)
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- 10.23 Mortgage, dated June 17, 2004, by and between TSL Acquisition Corp., AMCON Distributing Company and Trinity Springs, Ltd. (incorporated by reference to Exhibit 10.20 of AMCON's Quarterly Report on Form 10-Q filed on August 9, 2004)
- 10.24 Guaranty Fee, Reimbursement and Indemnification Agreement, dated as of September 30, 2004, between AMCON Distributing Company and William F. Wright (incorporated by reference to Exhibit 3.4 of AMCON's Annual

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Report on Form 10-K filed on January 7, 2005)

- 10.25 Unconditional Guaranty, dated as of September 30, 2004 between William F. Wright and LaSalle Bank, N.A. (incorporated by reference to Exhibit 3.4 of AMCON's Annual Report on Form 10-K filed on January 7, 2005)
 - 10.26 Guaranty and Suretyship Agreement between William F. Wright and the Company, dated June 17, 2004, regarding the guaranty of the Company's indebtedness to Trinity Springs, Ltd. (now Crystal Paradise Holdings) under the Three Year Note, the Ten Year Note and the Water Royalty (subject to a \$5.0 million cap on the Water Royalty).
 - 10.27 Secured Promissory Note (\$1,000,000), dated December 14, 2004, issued by Trinity Springs, Inc. to Allen D. Petersen (incorporated by reference to Exhibit 3.4 of AMCON's Annual Report on Form 10-K filed on January 7, 2005)
 - 10.28 Modification and Extension of Second Lien Commercial Mortgage, Assignment of Leases and Rents, and Fixture Filing, dated as of December 14, 2004 between Trinity Springs, Inc. and Allen D. Petersen (incorporated by reference to Exhibit 3.4 of AMCON's Annual Report on Form 10-K filed on January 7, 2005)
 - 10.29 Term Real Estate Promissory Note, dated December 21, 2004, issued by AMCON Distributing Company to M&I (incorporated by reference to Exhibit 10.21 of AMCON's quarterly report on Form 10-Q filed on February 14, 2005)
 - 10.30 Term Equipment Promissory Note, dated December 21, 2004 issued by AMCON Distributing Company to M&I (incorporated by reference to Exhibit 10.22 of AMCON's quarterly report on Form 10-Q filed on February 14, 2005)
 - 10.31 One Hundred Eighty Day Redemption Mortgage and Security Agreement by and between AMCON Distributing Company and M&I (incorporated by reference to Exhibit 10.23 of AMCON's quarterly report on Form 10-Q filed on February 14, 2005)
 - 10.32 Security Agreement by and between AMCON Distributing Company and M&I (incorporated by reference to Exhibit 10.24 of AMCON's quarterly report on Form 10-Q filed on February 14, 2005)
 - 10.33 Promissory Note, dated March 30, 2005 issued by Trinity Springs, Inc. to Nebraska Distributing Company (incorporated by reference to Exhibit 10.28 of AMCON's quarterly report on Form 10-Q filed on August 22, 2005)
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- 10.34 Subordinated Promissory Note, dated August 8, 2005 issued by Trinity Springs, Inc. to Draupnir, LLC (incorporated by reference to Exhibit 10.29 of AMCON's quarterly report on Form 10-Q filed on August 22, 2005)
 - 10.35 Subordinated Promissory Note, dated August 8, 2005 issued by Trinity Springs, Inc. to Aristide Investments, L.P. (incorporated by reference to Exhibit 10.30 of AMCON's quarterly report on Form 10-Q filed on August 22, 2005)
 - 10.36 Subordination Agreement, dated as of August 8, 2005, among Trinity

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Springs, Inc., Artiside Investment L.P., and Draupnir, LLC
(incorporated by reference to Exhibit 10.31 of AMCON's quarterly report
on Form 10-Q filed on August 22, 2005)

- 10.37 \$400,000 Subordinated Promissory Note by and between Trinity Springs, Inc. and Draupnir, LLC dated October 20, 2005 (incorporated by reference to Exhibit 10.34 of AMCON's quarterly report on Form 10-Q filed on September 29, 2006)
- 10.38 \$200,000 Subordinated Promissory Note by and between Trinity Springs, Inc. and Draupnir, LLC dated November 7, 2005 (incorporated by reference to Exhibit 10.35 of AMCON's quarterly report on Form 10-Q filed on September 29, 2006)
- 10.39 \$150,000 Subordinated Promissory Note by and between Trinity Springs, Inc. and Draupnir, LLC dated December 1, 2005 (incorporated by reference to Exhibit 10.36 of AMCON's quarterly report on Form 10-Q filed on September 29, 2006)
- 10.40 Change of Control Agreement between the Company and Christopher H. Atayan, dated December 29, 2006
- 10.41 Change of Control Agreement between the Company and Kathleen M. Evans, dated December 29, 2006
- 11.1 Statement re: computation of per share earnings (incorporated by reference to footnote 4 to the financial statements which are incorporated herein by reference to Item 8 of Part II herein)
- 14.1 Code of Ethics for Principal Executive and Financial Officers (incorporated by reference to Exhibit 14.1 of AMCON's Annual Report on Form 10-K filed on December 24, 2003)
- 21.1 Subsidiaries of the Company
- 23.1 Consent of Independent Registered Public Accounting Firm (McGladery & Pullen)
- 23.2 Consent of Independent Registered Public Accounting Firm (Deloitte & Touche LLP)
- 31.1 Certification by Christopher H. Atayan, Chief Executive Officer and Vice Chairman, furnished pursuant to section 302 of the Sarbanes-Oxley Act
- 31.2 Certification by Andrew C. Plummer, Vice President and Acting Chief Financial Officer, furnished pursuant to section 302 of the Sarbanes-Oxley Act
- 32.1 Certification by Christopher H. Atayan, Chief Executive Officer and Vice Chairman, furnished pursuant to section 906 of the Sarbanes-Oxley Act
- 32.2 Certification by Andrew C. Plummer, Vice President and Acting Chief Financial Officer, furnished pursuant to section 906 of the Sarbanes-Oxley Act

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* Represents management contract or compensation plan or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Act of 1934, the Registrant, AMCON Distributing Company, a Delaware corporation, has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Omaha, State of Nebraska, on the 28th day of December 2006.

AMCON DISTRIBUTING COMPANY
(registrant)

By: /s/ Christopher H. Atayan

Christopher H. Atayan,

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Chief Executive Officer
and Vice Chairman

Pursuant to the requirements of the Securities Act of 1934, this report has been signed below by the following persons in the capacities indicated on the 28th day of December 2006.

| Signature ----- | Title ----- |
|---|--|
| /s/ William F. Wright ----- William F. Wright | Chairman of the Board and Director |
| /s/ Christopher H. Atayan ----- Christopher H. Atayan | Chief Executive Officer and Vice Chairman |
| /s/ Kathleen M. Evans ----- Kathleen M. Evans | President and Director |
| /s/ Andrew C. Plummer ----- Andrew C. Plummer | Vice President and Acting Chief Financial Officer (Principal Financial and Accounting Officer) |
| /s/ Allen D. Petersen ----- Allen D. Petersen | Director |
| 100 | |
| /s/ Jeremy W. Hobbs ----- Jeremy W. Hobbs | Director |
| /s/ John R. Loyack ----- John R. Loyack | Director |
| /s/ Raymond F. Bentele ----- Raymond F. Bentele | Director |
| /s/ Stanley Mayer ----- | Director |

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Stanley Mayer

/s/ Timothy R. Pestotnik Director

Timothy R. Pestotnik

/s/ William R. Hoppner Director

William R. Hoppner

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors
AMCON Distributing company
Omaha, Nebraska

We have audited the consolidated financial statements of AMCON Distributing Company and its subsidiaries (the "Company") as of September 30, 2006 and for the year then ended and have issued our report thereon dated December 28, 2006, which report expresses an unqualified opinion. Our audits also included the 2006 information in the consolidated financial statement schedule of the Company, listed in Item 15. This consolidated financial statement schedule is the responsibility of the Company's management. Our responsibility is to express an opinion based on our audits. In our opinion, such consolidated financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

McGLADREY & PULLEN

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Omaha, Nebraska
December 28, 2006

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AMCON Distributing Company
Consolidated Financial Statement Schedule

SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS

| Description | | Balance at Beginning of Period | Provision (Benefit) | Net Amounts (Written Off) Recovered | Balance at End of Period | |
|--|--------------|-----------------------------------|------------------------|--|-----------------------------|---------|
| Allowance for doubtful accounts | Sep 26, 2003 | 833,532 | (167,920) | (126,008) | Sep 24, 2004 | 539,612 |
| | Sep 24, 2004 | 539,604 | 220,233 | (409,837) | Sep 30, 2005 | 350,000 |
| | Sep 30, 2005 | 350,000 | 780,247/1/ | (195,790) | Sep 30, 2006 | 934,457 |
| Allowance for inventory obsolescence | Sep 26, 2003 | 312,250 | 77,473 | - | Sep 24, 2004 | 389,723 |
| | Sep 24, 2004 | 389,723 | - | (33,519) | Sep 30, 2005 | 356,204 |

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| | | | | | |
|--------------|---------|--------|---|--------------|-----|
| Sep 30, 2005 | 356,204 | 77,939 | - | Sep 30, 2006 | 434 |
|--------------|---------|--------|---|--------------|-----|

/1/ Includes \$405,261 allowance for doubtful accounts for TBG which was reclassified from discontinued operations to continuing operations during fiscal 2006.

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