AVALON HOLDINGS CORP
Form 10-Q
November 13, 2012

2012

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

FORM 10-Q

[X] Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended September 30, 2012

[ ] Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
for the transition period from to

Commission file number 1-14105

AVALON HOLDINGS CORPORATION
(Exact name of registrant as specified in its charter)

Ohio (State or other jurisdiction of incorporation or organization)	34-1863889 (I.R.S. Employer Identification No.)
One American Way, Warren, Ohio (Address of principal executive offices)	44484-5555 (Zip Code)

Registrant's telephone number, including area code: (330) 856-8800

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

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

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

Large accelerated filer ¨	Accelerated filer ¨
Non-accelerated filer ¨	Smaller reporting company þ

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

The registrant had 3,191,100 shares of its Class A Common Stock and 612,231 shares of its Class B Common Stock outstanding as of November 12, 2012.

AVALON HOLDINGS CORPORATION AND SUBSIDIARIES

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

AVALON HOLDINGS CORPORATION AND SUBSIDIARIES
Condensed Consolidated Statements of Operations (Unaudited)
(in thousands, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Net operating revenues	$13,230	$15,835	$36,777	$37,104
Costs and expenses:				
Costs of operations	10,963	13,267	30,194	30,856
Depreciation and amortization	406	415	1,226	1,250
Selling, general and administrative expenses	1,815	1,877	5,534	5,200
Operating income (loss)	46	276	(177)	(202)
Other income (expense):				
Interest expense	(3)	(3)	(10)	(10)
Interest income	—	1	2	4
Other income, net	57	54	202	297
Income before income taxes	100	328	17	89
Provision for income taxes	13	24	49	48
Net income (loss)	$87	$304	$(32)	$41
Net income (loss) per share – basic	$.02	$.08	$(.01)	$.01
Net income (loss) per share – diluted	$.02	$.08	$(.01)	$.01
Weighted average shares outstanding –basic	3,803	3,803	3,803	3,803
Weighted average shares outstanding – diluted	4,041	3,826	3,803	3,865

See accompanying notes to condensed consolidated financial statements.

AVALON HOLDINGS CORPORATION AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(in thousands, except per share amounts)

	September 30, 2012	December 31, 2011
Assets:	(Unaudited)	
Current Assets:		
Cash and cash equivalents	$6,876	$7,324
Accounts receivable, net	9,890	12,885
Prepaid expenses	338	281
Refundable income taxes	2	2
Other current assets	829	717
Total current assets	17,935	21,209
Property and equipment, less accumulated depreciation and amortization of $12,222 in 2012 and $11,321 in 2011	25,363	26,079
Leased property under capital leases, less accumulated depreciation and amortization of $2,805 in 2012 and $2,539 in 2011	6,747	5,984
Noncurrent deferred tax asset	8	8
Other assets, net	100	87
Total assets	$50,153	$53,367
Liabilities and Shareholders' Equity		
Current Liabilities:		
Current portion of obligations under capital leases	$1	$1
Accounts payable	6,052	9,643
Accrued payroll and other compensation	662	755
Accrued income taxes	3	20
Other accrued taxes	208	260
Deferred revenues	2,486	2,105
Other liabilities and accrued expenses	390	406
Total current liabilities	9,802	13,190
Obligations under capital leases	227	227
Shareholders' Equity:		
Class A Common Stock, $.01 par value	32	32
Class B Common Stock, $.01 par value	6	6
Paid-in capital	58,619	58,413
Accumulated deficit	(18,533)	(18,501)
Total shareholders' equity	40,124	39,950
Total liabilities and shareholders' equity	$50,153	$53,367

See accompanying notes to condensed consolidated financial statements.

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AVALON HOLDINGS CORPORATION AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows (Unaudited)
(in thousands)

	Nine Months Ended September 30,	
	2012	2011
Operating activities:		
Net (loss) income	$(32)	$41
Reconciliation of income (loss) to cash provided by (used in) operating activities:		
Depreciation and amortization	1,226	1,250
Compensation costs – stock options	206	145
Provision for losses on accounts receivable	54	17
Gain from disposal of property and equipment	(4)	(107)
Change in operating assets and liabilities:		
Accounts receivable	2,941	(3,973)
Prepaid expenses	(57)	52
Refundable income taxes	—	14
Other current assets	(112)	(196)
Other assets, net	(13)	(14)
Accounts payable	(3,591)	3,479
Accrued payroll and other compensation	(93)	335
Accrued income taxes	(17)	10
Other accrued taxes	(52)	(49)
Deferred revenues	381	318
Other liabilities and accrued expenses	(16)	80
Net cash provided by operating activities	821	1,402
Investing activities:		
Capital expenditures	(1,309)	(1,320)
Proceeds from disposal of property and equipment	40	361
Net cash used in investing activities	(1,269)	(959)
(Decrease) increase in cash and cash equivalents	(448)	443
Cash and cash equivalents at beginning of year	7,324	5,565
Cash and cash equivalents at end of period	$6,876	$6,008

See accompanying notes to condensed consolidated financial statements.

AVALON HOLDINGS CORPORATION AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(Unaudited)
September 30, 2012

Note 1. Basis of Presentation

The unaudited condensed consolidated financial statements of Avalon Holdings Corporation and subsidiaries (collectively "Avalon") and related notes included herein have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted consistent with such rules and regulations. The accompanying unaudited condensed consolidated financial statements and related notes should be read in conjunction with the consolidated financial statements and related notes included in Avalon's 2011 Annual Report to Shareholders.

In the opinion of management, these unaudited condensed consolidated financial statements include all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the financial position of Avalon as of September 30, 2012, and the results of its operations and cash flows for the interim periods presented.

The operating results for the interim periods are not necessarily indicative of the results to be expected for the full year.

Avalon evaluated subsequent events through the date the financial statements were issued.

Note 2. Net Income (Loss) per Share

Basic net income (loss) per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding during the periods presented, which was 3,803,331 for each period.

Diluted net income (loss) per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding plus any weighted common equivalent shares determined to be outstanding during the period using the treasury method. The weighted common equivalent shares included in the calculation are related to the stock options granted by Avalon where the weighted average market price of Avalon's common stock for the period presented is greater than the option exercise price of the stock option. For the three months ended September 30, 2012, the dilutive weighted average number of shares outstanding was 4,041,472. For the three and nine months ended September 30, 2011, the dilutive weighted average number of shares outstanding were 3,826,364 and 3,865,344, respectively. Although there were common equivalent shares outstanding for the nine months ended September 30, 2012, the diluted per share amounts reported are equal to basic per share amounts because Avalon was in a net loss position and as a result, such dilution would be considered anti-dilutive. Assuming dilution, the weighted average number of common shares outstanding for the nine months ended September 30, 2012 was 4,060,471.

Note 3. Credit Facility

On March 21, 2008, Avalon entered into a $3.5 million unsecured line of credit agreement with The Huntington National Bank. Avalon has never borrowed monies under the line of credit. On April 26, 2011 the line of credit was reduced to $1 million. Interest on borrowings accrues at LIBOR plus 1.75%. The agreement provides for a minimum interest rate of 3.25%. The line of credit contains certain financial and other covenants, customary representations, warranties and events of defaults. At September 30, 2012 and December 31, 2011, there were no borrowings under the line of credit.

Note 4. Income Taxes

Avalon recorded net income of $.1 million in the third quarter of 2012 compared with net income of $.3 million in the third quarter of 2011. Avalon recorded a state income tax provision in both the third quarter of 2012 and 2011, which was related entirely to the waste management and brokerage operations. Excluding the effect of this state tax provision, Avalon's overall effective tax rate was 0% in the third quarter of 2012 and 2011. The income tax provision recorded for the third quarter of 2012 and 2011 was offset by a change in the valuation allowance. The overall effective tax rate is different than statutory rates primarily due to a change in the valuation allowance. A valuation allowance is provided when it is more likely than not that deferred tax assets relating to certain federal and state loss carryforwards will not be realized. Avalon continues to maintain a valuation allowance against the majority of its deferred tax amounts until it is evident that the deferred tax asset will be utilized in the future.

Avalon incurred a net loss of $32,000 for the first nine months of 2012 compared with net income of $41,000 for the first nine months of 2011. Avalon recorded a state income tax provision in both the nine months ended September 30, 2012 and 2011, which was related entirely to the waste management and brokerage operations. Excluding the effect of the state income tax provision, Avalon's overall effective tax rate was 0% in the first nine months of 2012 and 2011. The income tax provision recorded for the first nine months of 2012 and 2011 were offset by a change in the valuation allowance. The overall effective tax rate is different than statutory rates primarily due to a change in the valuation allowance. A valuation allowance is provided when it is more likely than not that deferred tax assets relating to certain federal and state loss carryforwards will not be realized. Avalon continues to maintain a valuation allowance against the majority of its deferred tax amounts until it is evident that the deferred tax asset will be utilized in the future.

Note 5. Long-term Incentive Plan

The purpose of the Avalon Holdings Corporation 2009 Long-term Incentive Plan (the "Plan") is (a) to improve individual employee performance by providing long-term incentives and rewards to employees of Avalon, (b) to assist Avalon in attracting, retaining and motivating employees and non-employee directors with experience and ability, and (c) to associate the interests of such employees and directors with those of the Avalon shareholders. Under the Plan, 1,300,000 shares have been reserved for the issuance of stock options. The stock options vest ratably over a five year period and have a contractual term of ten years from the date of grant. At the end of each contractual vesting period, the share price of the Avalon common stock, traded on a public stock exchange (NYSE Amex), must reach a predetermined price within three years following such contractual vesting period before the stock options are exercisable (See table below). If the Avalon common stock price does not reach the predetermined price, the stock options will either be cancelled or the period will be extended at the discretion of the Board of Directors.

The Monte Carlo Simulation was selected to determine the fair value because it incorporates six minimum considerations; 1) the exercise price of the option, 2) the expected term of the option, taking into account both the contractual term of the option, the effects of employees' expected exercise and post-vesting employment termination behavior, as well as the possibility of change in control events during the contractual term of the option agreements, 3) the current fair value of the underlying equity, 4) the expected volatility of the value of the underlying share for the expected term of the option, 5) the expected dividends on the underlying share for the expected term of the option and 6) the risk-free interest rate(s) for the expected term of the option.

The expected term, or time until the option is exercised is typically based on historical exercising behavior of previous option holders of a company's stock. Due to the fact that no options have been exercised as of yet, and therefore no historical exercising behavior available, an alternative method was used. Because of the nature of the vesting as described above, the options were separated into five blocks, with each block having its own vesting period and expected term. Assuming the vesting occurs ratably over the vesting period for each option block, the average vesting term (requisite service period) for each option block was calculated to be 2.54, 3.54, 4.54, 5.54 and 6.54 years for option blocks 1 through 5, respectively. As such, the expected terms were calculated to be 6.27, 6.77, 7.27, 7.77 and 8.27 years, for option blocks 1 through 5, respectively.

The current fair value of the underlying equity was determined to be equal to Avalon's publicly traded stock price as of the grant dates times the sum of the Class A and Class B common shares outstanding.

The expected volatility was based on the observed volatility of Avalon common stock for a five year period prior to the grant dates. The expected volatility that was used ranged from 60.9% to 61.7% with a weighted average expected volatility of 61.2%.

There were no expected dividends and the risk-free interest rate(s), which ranged from 2.06% to 2.28%, were based on yield data for U. S. Treasury securities over a period consistent with the expected term.

The following information is a summary of the stock option activity during 2012:

Options outstanding at January 1, 2012	760,000
Options forfeited	0
Options cancelled	0
2012 Options granted	0
Total options outstanding at September 30, 2012	760,000
Options Vested	248,000
Options Exercisable	248,000

Number of Options Granted	Weighted Average Exercise Price	Weighted Average Fair Value at Grant Date
760,000	$2.63	$1.09

The stock options vest and become exercisable based upon achieving two critical metrics as follows:

1) Contract Vesting Term: The stock options vest ratably over a five year period.
2) The Avalon common stock price traded on a public stock exchange (NYSE Amex) must reach the predetermined vesting price within three years after the options become vested under the Contract Vesting Term.

The table below represents the period and predetermined stock price needed for vesting.

	Begins Vesting	Ends Vesting	Predetermined Vesting Price
Block 1	12 mo. after Grant Dates	48 mo. after Grant Dates	$ 3.43
Block 2	24 mo. after Grant Dates	60 mo. after Grant Dates	$ 4.69
Block 3	36 mo. after Grant Dates	72 mo. after Grant Dates	$ 6.43
Block 4	48 mo. after Grant Dates	84 mo. after Grant Dates	$ 8.81
Block 5	60 mo. after Grant Dates	96 mo. after Grant Dates	$ 12.07

Compensation cost was approximately $26,000 and $52,000 for the three months ended September 30, 2012 and 2011, respectively, and $206,000 and $145,000 for the nine months ended September 30, 2012 and 2011, respectively, based upon the estimated fair value calculation. The increase in compensation expense for the nine months ended September 30, 2012 was due to the fact that during the first quarter of 2012, the predetermined vesting prices of $3.43 and $4.69 for the Avalon common stock were reached for Block 1 and Block 2. Therefore, any options that had vested in Block 1 and Block 2 became exercisable and the remaining compensation expense relating to those exercisable options was recognized in the first quarter. The deferred tax benefit recorded was offset by an increase to the valuation allowance. As a result of recognizing the compensation expense relating to Block 1 and Block 2 on an accelerated basis, the compensation expense for the third quarter ended September 30, 2012 was substantially lower compared with the prior year third quarter. As of September 30, 2012, there was $.3 million of total unrecognized compensation costs related to non-vested share-based compensation arrangements granted under the Plan. That cost is expected to be recognized over a weighted-average period of 3.24 years.

Note 6. Legal Matters

In the ordinary course of conducting its business, Avalon becomes involved in lawsuits, administrative proceedings and governmental investigations, including those related to environmental matters. Some of these proceedings may result in fines, penalties or judgments being assessed against Avalon which, from time to time, may have an impact on its business and financial condition. Although the outcome of such lawsuits or other proceedings cannot be predicted with certainty, Avalon does not believe that any uninsured ultimate liabilities, fines or penalties resulting from such pending proceedings, individually or in the aggregate, will have a material adverse effect on its liquidity, financial position or results of operations.

Note 7. Business Segment Information

Avalon's reportable segments include waste management services and golf and related operations. In determining the segment information, Avalon considered its operating and management structure and the types of information subject to regular review by its "chief operating decision maker." On this basis, Avalon's reportable segments include waste management services and golf and related operations. Avalon accounts for intersegment net operating revenues as if the transactions were to third parties. The segment disclosures are presented on this basis for all years presented.

Avalon's primary business segment, the waste management services segment, provides hazardous and nonhazardous waste disposal brokerage and management services to industrial, commercial, municipal and governmental customers, manages a captive landfill for an industrial customer and sells construction mats. The golf and related operations segment includes the operations of golf courses, clubhouses that provide recreational activities, dining and banquet facilities, spa services and a travel agency. Revenue for the golf and related operations segment consists primarily of membership dues, food and beverage sales, green fees, cart rentals, merchandise sales and spa services. Revenue related to membership dues are recognized proportionately over twelve months. The unrecognized or deferred revenues relating to membership dues at September 30, 2012 and December 31, 2011 were $2.5 million and $2.1 million, respectively. Avalon does not have significant operations located outside the United States and, accordingly, geographical segment information is not presented.

For the nine months ended September 30, 2012 and 2011, one customer accounted for 12% of the waste management services segment's net operating revenues to external customers and 9% of Avalon's consolidated net operating revenues. In addition, Avalon's captive landfill management business is dependent upon a single customer as its sole source of revenue.

The accounting policies of the segments are consistent with those described for the consolidated financial statements in the summary of significant accounting policies. Avalon measures segment profit for internal reporting purposes as income (loss) before taxes. Business segment information including the reconciliation of segment income before taxes to income (loss) before taxes is as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Net operating revenues from:				
Waste management services:				
External customers revenues	$9,561	$12,264	$27,613	$28,873
Intersegment revenues	—	2	1	2
Total waste management services	9,561	12,266	27,614	28,875
Golf and related operations:				
External customers revenues	3,669	3,571	9,164	8,231
Intersegment revenues	26	11	64	44
Total golf and related operations	3,695	3,582	9,228	8,275
Segment operating revenues	13,256	15,848	36,842	37,150
Intersegment eliminations	(26)	(13)	(65)	(46)
Total net operating revenues	$13,230	$15,835	$36,777	$37,104
Income (loss) before taxes:				
Waste management services	$680	$901	$2,203	$2,275
Golf and related operations	87	35	(175)	(473)
Segment income before taxes	767	936	2,028	1,802
Corporate interest income	—	1	2	4
Corporate other income, net	8	11	25	135
General corporate expenses	(675)	(620)	(2,038)	(1,852)
Income (loss) before taxes	$100	$328	$17	$89
Interest income:				
Waste management services	$—	$—	$—	$—
Golf and related operations	—	—	—	—
Corporate	—	1	2	4
Total	$—	$1	$2	$4

	September 30, 2012	December 31, 2011
Identifiable assets:		
Waste management services	$14,732	$16,869
Golf and related operations	30,853	30,140
Corporate	40,951	41,840
Subtotal	86,536	88,849
Elimination of intersegment receivables	(36,383)	(35,482)

Total	$50,153	$53,367

In comparing the identifiable assets at September 30, 2012 with those at December 31, 2011, the decrease in identifiable assets of the waste management services segment of $2.1 million is primarily due to a decrease in accounts receivable as a result of lower net operating revenues of the waste brokerage and management services business in the third quarter of 2012 compared with the fourth quarter of 2011, partially offset by an increase in intersegment transactions which were eliminated in consolidation. Net operating revenues of the waste brokerage and management services business were $9.0 million in the third quarter of 2012 compared with $13.9 million in the fourth quarter of 2011. The increase in identifiable assets of the golf and related operations segment of $.7 million is primarily due to an increase in accounts receivable at September 30, 2012 compared with December 31, 2011and capital expenditures made during the first nine months of 2012. The decrease in identifiable assets of corporate is primarily due to a decrease in intersegment transactions which were eliminated in consolidation.

Note 8. Recently Issued Financial Accounting Standards

Effective January 1, 2012, Avalon adopted the FASB’s ASU No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in US GAAP and IFRSs, which amends ASC 820, Fair Value Measurement. This ASU requires the categorization by level for items that are required to be disclosed at fair value, information about transfers between Level 1 and Level 2 and additional disclosure for Level 3 measurements. In addition, the ASU provides guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. The adoption of this accounting guidance did not have an impact on Avalon’s consolidated financial statements.

In July 2012, the FASB issued amended guidance that simplifies how entities test indefinite-lived intangible assets other than goodwill for impairment. After an assessment of certain qualitative factors, if it is determined to be more likely than not that an indefinite-lived asset is impaired; entities must perform the quantitative impairment test. Otherwise, the quantitative test is optional. The amended guidance is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012, with early adoption permitted. The adoption of this guidance is not expected to have a material impact on Avalon’s financial results.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion provides information which management believes is relevant to an assessment and understanding of the operations and financial condition of Avalon Holdings Corporation and its subsidiaries. As used in this report, the term "Avalon" means Avalon Holdings Corporation and its wholly owned subsidiaries, taken as a whole, unless the context indicates otherwise.

Statements included in Management's Discussion and Analysis of Financial Condition and Results of Operations which are not historical in nature are intended to be, and are hereby identified as, 'forward looking statements'. Avalon cautions readers that forward looking statements, including, without limitation, those relating to Avalon's future business prospects, revenues, working capital, liquidity, capital needs, interest costs, and income, are subject to certain risks and uncertainties that could cause actual results to differ materially from those indicated in the forward looking statements, due to risks and factors identified herein and from time to time in Avalon's reports filed with the Securities and Exchange Commission.

Liquidity and Capital Resources

For the first nine months of 2012, Avalon utilized existing cash and cash provided from operations to fund capital expenditures and meet operating needs.

Avalon's aggregate capital expenditures in 2012 are expected to be in the range of $1.4 million to $1.6 million. Such expenditures will principally relate to building and land improvements and equipment purchases for the golf and related operations. During the first nine months of 2012, capital expenditures for Avalon totaled approximately $1.3 million, which principally related to building and land improvements for the golf and related operations.

Avalon entered into a long-term agreement with Squaw Creek Country Club to lease and operate its golf course and related facilities. The lease, which commenced November 1, 2003, has an initial term of ten (10) years with four (4) consecutive ten (10) year renewal term options unilaterally exercisable by Avalon. Under the lease, Avalon is obligated to pay $15,000 in annual rent and make leasehold improvements of $150,000 per year. Amounts expended by Avalon for leasehold improvements during a given year in excess of $150,000 will be carried forward and applied to future leasehold improvement obligations. Based upon the amount of leasehold improvements already made, Avalon expects to exercise all of its renewal options.

Working capital was $8.1 million at September 30, 2012 and $8.0 million at December 31, 2011.

The decrease in accounts receivable at September 30, 2012 compared with December 31, 2011 is primarily due to lower net operating revenues of the waste management services segment in the third quarter of 2012 compared with the fourth quarter of 2011, partially offset by an increase in accounts receivable of the golf and related operations segment. The waste management services segment recorded net operating revenues of $9.6 million in the third quarter of 2012 compared with $14.6 million in the fourth quarter of 2011.

The increase in other current assets at September 30, 2012 compared with December 31, 2011 is primarily a result of higher inventories of the golf and related operations segment.

The decrease in accounts payable at September 30, 2012 compared with December 31, 2011 is primarily due to a decrease in amounts owed disposal facilities and transportation carriers as a result of lower net operating revenues of the waste brokerage and management services business in the third quarter of 2012 compared with the fourth quarter of 2011 and the timing of payments to vendors in the ordinary course of business.

The increase in deferred revenues at September 30, 2012 compared with December 31, 2011 is primarily due to an increase in deferred revenues relating to membership dues of the golf and related operations segment.

Management believes that anticipated cash provided from future operations, existing working capital, as well as Avalon's ability to incur indebtedness, will be, for the foreseeable future, sufficient to meet operating requirements and fund capital expenditure programs.

Growth Strategy: Our growth strategy for the waste management services segment will focus on increasing revenue, gaining market share and enhancing shareholder value through internal growth. Although we are a waste management services company, we do not own any landfills or provide waste collection services. However, because of our many relationships with various disposal facilities and transporters, we are able to be more flexible and provide alternative solutions to a customer's waste disposal or recycling needs. We intend to capitalize on our management and sales staff which has extensive experience in all aspects of the waste business. As such, we intend to manage our internal growth as follows:

• Sales and Marketing Activities. We will focus on retaining existing customers and obtaining new business through our well-managed sales and marketing activities. We seek to manage our sales and marketing activities to enable us to capitalize on our position in many of the markets in which we operate. We provide a tailored program to all of our customers in response to their particular needs. We accomplish this by centralizing services to effectively manage their needs, such as minimizing their procurement costs.

We currently have a number of professional sales and marketing employees in the field who are compensated using a commission structure that is focused on generating high levels of quality revenue. For the most part, these employees directly solicit business from existing and prospective customers. We emphasize our rate and cost structures when we train new and existing sales personnel. We intend to hire additional qualified professional sales personnel to expand into different geographical areas.

• Pricing Activities. We seek to secure price increases necessary to offset increased costs, and when possible, to increase prices to improve our operating margins.

• Long-Term Agreements. We seek to obtain long-term agreements with all of our customers. By obtaining such long-term agreements, we will have the opportunity to grow our revenue base at the same rate as the underlying revenue growth of these customers. We believe this positions us to minimize revenue deterioration and experience internal growth rates that are generally higher than our industry's overall growth rate. Additionally, we believe that by securing a base of long-term recurring revenue, we are better able to protect our market position from competition and our business may be less susceptible to downturns in economic conditions.

• Development Activities. We will seek to identify opportunities to further position us as an integrated service provider in markets where we provide services. In addition, we will continue to utilize the extensive experience of our management and sales staff to bid on significant one-time projects and those that require special expertise. Where appropriate, we may seek to obtain permits that would provide vertically integrated waste services or expand the service offerings or leverage our existing volumes with current vendors to provide for long term, cost competitive strategic positioning within our existing markets.

Due to the increase of oil and gas drilling in the Marcellus Shale and Utica Shale regions located in northeast Ohio and western Pennsylvania, Avalon has purchased options on a number of properties for the purpose of drilling deep waste water disposal wells for the disposal of the brine waters from the oil and gas drilling. Avalon has submitted two applications for permits to the Ohio Department of Natural Resources (the “ODNR”) to drill deep waste water disposal wells. The ODNR has reviewed the permits and authorized Avalon to publish a public notice of the permit applications to drill. Avalon published the public notice in August 2012 and is currently waiting on the ODNR to hold a public meeting.

For the golf and related operations, several private country clubs in the northeast Ohio area are experiencing economic difficulties. Avalon believes some of these clubs may represent an attractive investment opportunity. While Avalon has not entered into any pending agreements for acquisitions, it may do so at any time and will continue to consider acquisitions that make economic sense. Such potential acquisitions could be financed by existing working capital, utilizing its line of credit, secured or unsecured debt, issuance of common stock, or issuance of a security with characteristics of both debt and equity, any of which could impact liquidity in the future.

Results of Operations

Overall performance

Net operating revenues in the third quarter of 2012 decreased to $13.2 million from $15.8 million in the prior year’s third quarter. The decrease is primarily the result of a 22% decrease in the net operating revenues of the waste management services segment. Costs of operations decreased to $11 million in the third quarter of 2012 compared with $13.3 million in the prior year’s third quarter. The decrease is primarily due to the decrease in net operating revenues of the waste management services segment, which resulted in less transportation and disposal costs, as these costs vary directly with the associated net operating revenues. Fixed costs relating to depreciation and amortization expense were $.4 million in both the third quarter of 2012 and 2011. Consolidated selling, general and administrative expenses decreased to $1.8 million in the third quarter of 2012 compared with $1.9 million in the third quarter of 2011 primarily due to a decrease in the sales and management incentive bonuses of the waste management services segment. Avalon recorded net income of $.1 million or $.02 per share in the third quarter of 2012 compared with net income of $.3 million or $.08 per share in the third quarter of 2011.

For the first nine months of 2012, net operating revenues were $36.8 million compared with $37.1 million for the first nine months of 2011. The decrease is primarily the result of a decline in net operating revenues of the waste management services segment. Costs of operations were $30.2 million for the first nine months of 2012 compared with $30.9 million for the first nine months of 2011. The decrease is primarily due to the decrease in net operating revenues of the waste management services segment, which resulted in less transportation and disposal costs, as these costs vary directly with the associated net operating revenues. Fixed costs relating to depreciation and amortization expense were $1.2 million for the first nine months of 2012 compared with $1.3 million for the first nine months of 2011. Consolidated selling, general and administrative expenses were $5.5 million for the first nine months of 2012 compared with $5.2 million for the first nine months of 2011 primarily due to increased compensation costs relating to stock options and increased employee costs. Avalon incurred a net loss of $32,000, or $.01 per share, for the first nine months of 2012 compared with net income of $41,000, or $.01 per share, for the first nine months of 2011.

Performance in the Third Quarter of 2012 compared with the Third Quarter of 2011

Segment performance

Segment performance should be read in conjunction with Note 7 to the Condensed Consolidated Financial Statements.

Net operating revenues of the waste management services segment decreased approximately 22% to $9.6 million in the third quarter of 2012 from $12.3 million in the third quarter of the prior year. For the third quarter of 2012, net operating revenues of the waste brokerage and management services business were $9.1 million compared with $11.7 million in the third quarter of 2011, while the net operating revenues of the captive landfill management operations were $.5 million in the third quarter of 2012 compared with $.6 million in the third quarter of 2011. The decrease in the net operating revenues of the waste brokerage and management services business was primarily due to a decrease of approximately 58% in event work or one-time projects, partially offset by an increase of 27% in continuous work. The net operating revenues for event work in the third quarter of 2011 were substantially higher due to three significant projects which started in the third quarter and continued into the fourth quarter. Event work is defined as bid projects under contract that occurs on a one-time basis over a short period of time and can fluctuate significantly from quarter to quarter. The increase in the net operating revenues from continuous work is primarily the result of our customers increasing their production or operations, which, in turn, increased the amount of waste that needed to be disposed of. The net operating revenues of the captive landfill operations decreased due to lower volumes of waste generated by the owner of the landfill for whom Avalon manages the facility.

As a result of the decrease in net operating revenues, income before taxes of the waste management services segment decreased to $.7 million in the third quarter of 2012 from $.9 million in the third quarter of the prior year. Income before taxes of the waste brokerage and management services business was $.6 million for the third quarter of 2012 compared with $.8 million for the third quarter of 2011. While the net operating revenues of the waste brokerage and management services business were significantly lower, the average gross profit percentage increased to 17.4% in the third quarter of 2012 compared with 15.8% in the third quarter of the prior year. The lower gross margin percentage in the third quarter of 2011 was primarily due to substantially lower gross margins on the three significant event work projects mentioned previously. Because of the competitiveness in the bidding process for large event work, lower gross margins were needed to win the bid for these projects. Income before taxes of the captive landfill operations was $.1 million in both the third quarter of 2012 and 2011.

Avalon's golf and related operations segment consists primarily of golf courses, clubhouses which provide dining and banquet faci