

AVALON HOLDINGS CORP  
Form 10-Q  
August 12, 2014  
**2014**

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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**FORM 10-Q**

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

**For the quarterly period ended June 30, 2014**

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

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**AVALON HOLDINGS CORPORATION**

(Exact name of registrant as specified in its charter)

**Ohio**  
(State or other jurisdiction)

**34-1863889**  
(I.R.S. Employer)

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of incorporation or organization) Identification No.)

**One American Way, Warren, Ohio 44484-5555**  
(Address of principal executive offices) (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  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  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

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

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 August 7, 2014.

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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		Six Months Ended	
	June 30,		June 30,	
	2014	2013	2014	2013
Net operating revenues	\$13,016	\$15,733	\$22,999	\$30,402
Costs and expenses:				
Costs of operations	10,786	13,038	19,300	25,592
Depreciation and amortization	555	405	983	809
Selling, general and administrative expenses	1,876	1,894	3,676	3,794
Operating (loss) income	(201 )	396	(960 )	207
Other income (expense):				
Interest expense	(5 )	(5 )	(10 )	(10 )
Interest income	—	1	—	1
Other income, net	90	97	162	176
(Loss) income before income taxes	(116 )	489	(808 )	374
Provision for income taxes	22	30	30	59
Net (loss) income	(138 )	459	(838 )	\$315
Less net loss attributable to non-controlling interest in subsidiary	(50 )	—	(51 )	—
Net (loss) income of Avalon Holdings Corporation common shareholders	\$(88 )	\$459	\$(787 )	\$315
<b>(Loss) income per share attributable to Avalon Holdings Corporation common shareholders:</b>				
Basic net (loss) income per share	\$(.03 )	\$.12	\$(.21 )	\$.08
Dilutive net (loss) income per share	\$(.03 )	\$.11	\$(.21 )	\$.08

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Weighted average shares outstanding – basic	3,803	3,803	3,803	3,803
Weighted average shares outstanding – diluted	3,803	4,018	3,803	4,039

*See accompanying notes to condensed consolidated financial statements.*

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

	June 30, 2014 (Unaudited)	December 31, 2013
<u>Assets:</u>		
Current Assets:		
Cash and cash equivalents	\$ 7,137	\$ 9,798
Accounts receivable, net	9,051	10,201
Prepaid expenses	323	349
Refundable income taxes	3	3
Other current assets	1,107	830
Total current assets	17,621	21,181
Property and equipment, less accumulated depreciation and amortization of \$14,229 in 2014 and \$13,556 in 2013	30,471	27,563
Leased property under capital leases, less accumulated depreciation and amortization of \$3,642 in 2014 and \$3,397 in 2013	6,559	6,719
Noncurrent deferred tax asset	8	8
Other assets, net	93	108
Total assets	\$ 54,752	\$ 55,579
<u>Liabilities and Shareholders' Equity</u>		
Current Liabilities:		
Current portion of obligations under capital leases	\$ 57	\$ 56
Accounts payable	6,416	8,101
Accrued payroll and other compensation	827	549
Accrued income taxes	10	1
Other accrued taxes	297	307
Deferred revenues	3,108	2,265
Other liabilities and accrued expenses	509	365
Total current liabilities	11,224	11,644
Obligations under capital leases	363	390
Asset retirement obligation	75	75
Equity:		
Class A Common Stock, \$.01 par value	32	32
Class B Common Stock, \$.01 par value	6	6
Paid-in capital	58,829	58,771

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Accumulated deficit	(19,176 )	(18,389 )
Total Avalon Holdings Corporation shareholders' equity	39,691	40,420
Non-controlling interest in subsidiary	3,399	3,050
Total Equity	43,090	43,470
Total liabilities and equity	\$ 54,752	\$ 55,579

*See accompanying notes to condensed consolidated financial statements.*



## AVALON HOLDINGS CORPORATION AND SUBSIDIARIES

## Condensed Consolidated Statements of Cash Flows (Unaudited)

(in thousands)

	Six Months Ended	
	June 30,	
	2014	2013
Operating activities:		
Net (loss) income	\$(838 )	\$315
Reconciliation of (loss) income to cash provided by (used in) operating activities:		
Depreciation and amortization	983	809
Compensation costs – stock options	41	53
Provision for losses on accounts receivable	16	8
Gain from disposal of property and equipment	(2 )	(20 )
Change in operating assets and liabilities:		
Accounts receivable	1,134	(1,756)
Prepaid expenses	26	5
Other current assets	(277 )	(224 )
Other assets, net	14	(2 )
Accounts payable	(1,890)	680
Accrued payroll and other compensation	278	215
Accrued income taxes	9	12
Other accrued taxes	(10 )	(11 )
Deferred revenues	843	899
Other liabilities and accrued expenses	144	86
Net cash provided by operating activities	471	1,069
Investing activities:		
Capital expenditures	(3,537)	(390 )
Proceeds from disposal of property and equipment	14	20
Net cash used in investing activities	(3,523)	(370 )
Financing activities:		
Proceeds from subsidiary private placement offering	400	—
Principal payments on capital lease obligations	(26 )	(27 )
Contribution to paid-in capital	17	7
Net cash provided by (used in) financing activities	391	(20 )
(Decrease) increase in cash and cash equivalents	(2,661)	679
Cash and cash equivalents at beginning of year	9,798	7,888
Cash and cash equivalents at end of period	\$7,137	\$8,567

Supplemental disclosures of cash flow information:

Significant non-cash investing activities and financing activities:

Capital lease obligations incurred	\$—	\$280
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Significant non-cash operating and investing activities

Capital expenditures included in accounts payable at June 30, 2014	\$205	\$—
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*See accompanying notes to condensed consolidated financial statements.*

AVALON HOLDINGS CORPORATION AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements

(Unaudited)

June 30, 2014

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 generally accepted accounting principles 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 2013 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 June 30, 2014, 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.

Note 2. Subsequent Events

Avalon evaluated subsequent events through the date the financial statements were issued. On July 22, 2014 Avalon increased its unsecured line of credit agreement with The Huntington National Bank from \$1 million to \$5 million. See Note 4. Credit Facility.

On August 1, 2014, Avalon Holdings Corporation (“Avalon”), through a wholly owned subsidiary, completed the acquisition of The Magnuson Grand Hotel (formerly The Avalon Inn) in Howland, Ohio for \$3.1 million in cash, the assumption of certain leases and some rental payment relief. The transaction also includes the purchase of the

adjoining tennis center. The Magnuson Grand Hotel is located adjacent to Avalon's corporate headquarters and its Avalon Lakes Golf Course. This is an asset purchase and Avalon will account for the acquisition as a business combination.

### Note 3. 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 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 and six months ended June 30, 2014, 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. However, assuming dilution, the weighted average number of common shares outstanding for the three and six months ended June 30, 2014 was 4,119,961 and 4,159,972, respectively. For the three months and six months ended June 30, 2013 the dilutive weighted average number of shares outstanding was 4,018,481 and 4,038,953, respectively.

### Note 4. Credit Facility

On July 22, 2014 Avalon increased its unsecured line of credit agreement with The Huntington National Bank from \$1 million to \$5 million. Interest on borrowings accrues at LIBOR plus 2.70% and has a .25% nonuse fee. The line of credit is renewed annually on April 30 and contains certain financial and other covenants, customary representations, warranties and events of defaults. At June 30, 2014 and December 31, 2013, there were no borrowings under the line of credit. On August 1, 2014 Avalon borrowed \$2.9 million. These monies were utilized to purchase The Magnuson Grand Hotel.

Note 5. Income Taxes

Avalon incurred a net loss of \$.1 million in the second quarter of 2014 compared with net income of \$.5 million in the second quarter of 2013. Avalon recorded a state income tax provision in both the second quarter of 2014 and 2013, 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 second quarter of 2014 and 2013. The income tax benefit for the second quarter of 2014 and the income tax provision the second quarter of 2013 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.

Avalon incurred net loss of \$.8 million for the first six months of 2014 compared with net income of \$.3 million for the first six months of 2013. Excluding the effect of the state income tax provisions relating to the waste management and brokerage operations, Avalon's overall effective tax rate was 0% in the first six months of 2014 and 2013. The income tax benefit for the first six months of 2014 and the income tax provision for the first six months of 2013 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 6. 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. At June 30, 2014 there were 760,000 options outstanding. 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:

Options outstanding at January 1, 2014	760,000
Options forfeited	0
Options cancelled	0
2014 Options granted	0
Total options outstanding at June 30, 2014	760,000
Options Vested	552,000
Options Exercisable	304,000

Number of	Weighted Average	Weighted Average
Options Granted	Exercise Price	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 \$20,000 and \$27,000 for the three months ended June 30, 2014 and 2013, respectively, and \$41,000 and \$53,000 for the six months ended June 30, 2014 and 2013, respectively, based upon the estimated fair value calculation. As of June 30, 2014, there was approximately \$134,000 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 1.7 years.

#### Note 7. 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 8. 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. During the second quarter of 2014, Avalon began operating the salt water injection wells for the disposal of brine water. These operations are included in the waste management services segment. The golf and related operations segment includes the operations of golf courses, clubhouses that provide recreational, dining and banquet facilities and a travel agency. Revenue for the golf and related operations segment consists primarily of membership dues, green fees, cart rentals, merchandise, and food and beverage sales. Revenue related to membership dues are recognized proportionately over twelve months. The unrecognized or deferred revenues relating to membership dues at June 30, 2014 and December 31, 2013 were \$3.1 million and \$2.3 million, respectively. Avalon does not have significant operations located outside the United States and, accordingly, geographical segment information is not presented.

For the six months ended June 30, 2014, one customer accounted for approximately 8.5% of Avalon's consolidated net operating revenues and 11.3% of the waste management services segment's net operating revenues. For the six months ended June 30, 2013, one customer accounted for approximately 17.4% of Avalon's consolidated net operating revenues and 21.4% of the waste management services segment's net operating revenues.

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		Six Months Ended	
	June 30, 2014	2013	June 30, 2014	2013
<b>Net operating revenues from:</b>				
Waste management services:				
External customers revenues	\$9,346	\$12,098	\$17,176	\$24,661
Intersegment revenues	—	—	—	—
Total waste management services	9,346	12,098	17,176	24,661
Golf and related operations:				
External customers revenues	3,670	3,635	5,823	5,741
Intersegment revenues	14	27	33	38
Total golf and related operations	3,684	3,662	5,856	5,779
Segment operating revenues	13,030	15,760	23,032	30,440
Intersegment eliminations	(14 )	(27 )	(33 )	(38 )
Total net operating revenues	\$13,016	\$15,733	\$22,999	\$30,402

**Income (loss) before taxes:**

Waste management services	\$682	\$979	\$1,190	\$1,868
Golf and related operations	(155 )	153	(653 )	(152 )
Segment income before taxes	527	1,132	537	1,716
Corporate interest income	—	1	—	1
Corporate other income, net	9	9	17	18
General corporate expenses	(652 )	(653 )	(1,362 )	(1,361 )
Income (loss) before taxes	\$(116 )	\$489	\$(808 )	\$374

**Interest income:**

Waste management services	\$—	\$—	\$—	\$—
Golf and related operations	—	—	—	—
Corporate	—	1	—	1
Total	\$—	\$1	\$—	\$1

	June 30, 2014	December 31, 2013
<b>Identifiable assets:</b>		
Waste management services	\$18,224	\$16,252
Golf and related operations	30,846	29,821
Corporate	41,625	43,997
Subtotal	90,695	90,070
Elimination of intersegment receivables	(35,943)	(34,491 )
Total	\$54,752	\$55,579

In comparing the identifiable assets at June 30, 2014 with those at December 31, 2013, the increase in identifiable assets of the waste management services segment of \$2.0 million is primarily due to capital expenditures of \$3.0 million for the salt water injection wells and the related facilities, partially offset by a decrease in accounts receivable as a result of lower net operating revenues of the waste brokerage and management services business in the second quarter of 2014 compared with the fourth quarter of 2013. Net operating revenues of the waste brokerage and management services business were \$8.5 million in the second quarter of 2014 compared with \$9.5 million in the fourth quarter of 2013. The increase in identifiable assets of the golf and related operations segment of \$1 million is primarily due to an increase in accounts receivable at June 30, 2014 compared with December 31, 2013 as a result of increased net operating revenues in the second quarter of 2014 compared to the fourth quarter of 2013 and capital expenditures subsequent to December 31, 2013. Net operating revenues of the golf and related operations segment were \$3.7 million in the second quarter of 2014 compared with \$2.6 million in the fourth quarter of 2013. The decrease in identifiable assets of corporate is primarily related to a decrease in cash and cash equivalents resulting from the capital expenditures for the other two segments.

#### **Note 9. Recently Adopted Accounting Pronouncements**

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers* (Topic 606) (ASU 2014-09). The ASU will supersede virtually all existing revenue recognition guidance under GAAP and will be effective for annual reporting periods beginning after December 15, 2016. The fundamental principles of the new guidance are that companies should recognize revenue in a manner that reflects the timing of the transfer of services to customers and the amount of revenue recognized reflects the consideration that a company expects to receive for the goods and services provided. The new guidance establishes a five-step approach for the recognition of revenue. Based upon a preliminary assessment, Avalon does not anticipate that the new guidance will fundamentally change our revenue recognition policies, practices or systems.

## 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 six months of 2014, Avalon utilized existing cash, cash provided from operations and cash provided through a private placement offering related to the salt water injection wells to fund capital expenditures and meet operating needs. On July 22, 2014 Avalon increased its unsecured line of credit agreement with The Huntington National Bank from \$1 million to \$5 million. On August 1, 2014 Avalon borrowed \$2.9 million under the line of credit. These monies were utilized to purchase The Magnuson Grand Hotel, formerly The Avalon Inn.

In October 2013, AWMS Holdings, LLC, which was formed to act as a holdings company and own a series of wholly owned subsidiaries that will own and operate salt water injection wells and facilities, began accepting subscriptions, through a private placement offering to accredited investors, for the purchase of membership units in AWMS Holdings, LLC. The private placement offering is expected to raise \$3.5 million. At June 30, 2014, AWMS Holdings, LLC had received \$3.45 million from the sale of membership units to accredited investors. Per the operating agreement, Avalon had committed to purchase any unsold membership units or loan money to AWMS Holdings, LLC to complete the construction. Avalon purchased the one remaining membership unit from the original offer. In June 2014, it was determined that an additional \$.6 million were needed to complete the construction of the facilities. In order to maintain its percentage of ownership, Avalon purchased half of the units offered for \$.3 million. In July 2014, AWMS Holdings, LLC offered additional membership units in order to raise the additional \$.3 million for the construction costs. As of July 31, 2014, all of the additional units offered have been sold. The monies raised through the private placement offering plus cash contributed by Avalon were used to construct the facilities necessary for the operation of two salt water injection wells. As a result of the private placement offerings, Avalon may not be the majority owner of AWMS Holdings, LLC; however, due to the managerial control of Avalon, the financial statements

of AWMS Holdings, LLC and subsidiaries will be included in the Avalon consolidated financial statements. At June 30, 2014, Avalon owned approximately 49% of AWMS Holdings, LLC. For the first six months of 2014, AWMS Holdings, LLC incurred \$3.0 million in capital expenditures relating to the drilling and construction of the two salt water injection wells and related facilities. The wells began accepting a limited amount of brine water for disposal in April 2014, while the final construction of the related facilities was being completed.

For the first six months of 2014, Avalon incurred capital expenditures of \$3.7 million and paid vendors \$3.5 million for such expenditures. Such expenditures related principally to the drilling of two salt water injection wells and the construction of related facilities, building improvements and equipment for the golf and related operations segment. Avalon's aggregate capital expenditures in 2014 are expected to be in the range of \$4.0 million to \$4.5 million, which will principally relate to completing the drilling and construction of the salt water injection wells and related facilities, building improvements and equipment purchases. On August 1, 2014, Avalon acquired The Magnuson Grand Hotel, formerly The Avalon Inn, which is located adjacent to Avalon's corporate headquarters and its Avalon Lakes Golf Course. The amount of capital expenditures relating to the renovation of the hotel has not yet been determined.

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 and leasehold improvements anticipated to be made in the future, Avalon expects to exercise all of its renewal options.

Working capital was \$6.4 million at June 30, 2014 compared with \$9.5 million at December 31, 2013. The decline is primarily the result of monies expended for capital expenditures, a decrease in accounts receivable and an increase in deferred revenues, partially offset by decreased accounts payable.

The decrease in accounts receivable at June 30, 2014 compared with December 31, 2013 is primarily due to improved collections and lower net operating revenues of the waste management services segment in the second quarter of 2014 compared with the fourth quarter of 2013. Such decrease was partially offset by an increase in the accounts receivable of the golf and related operations segment as a result of higher revenues in the second quarter of 2014 compared with the fourth quarter of 2013.

The increase in other current assets at June 30, 2014 compared with December 31, 2013 is primarily due to higher food and beverage and merchandise inventories for the golf and related operations segment during the summer months.

The decrease in accounts payable at June 30, 2014 compared with December 31, 2013 is primarily due to a decrease in amounts due disposal facilities and transportation carriers of the waste brokerage and management services as a result of significantly lower net operating revenues of the waste brokerage and management services business in the second quarter of 2014 compared with the fourth quarter of 2013 and the timing of payments to vendors in the ordinary course of business.

The increase in accrued payroll and other compensation is primarily due to the amount of accrued bonuses and incentives at June 30, 2014 compared with those accrued at December 31, 2013. This increase is primarily due to the timing of such payments. In addition, the accrued payroll for the golf and related operations at June 30, 2014 was higher compared with December 31, 2013 due to the increased seasonal employment during the golf season.

The increase in deferred revenues at June 30, 2014 compared with December 31, 2013 is a result of an increase in the number of members of the Avalon Golf and Country Club. Revenues related to membership dues are recognized proportionately over twelve months based upon the anniversary date of each membership. Such deferred revenues increased to \$3.1 million at June 30, 2014 compared with \$2.3 million at December 31, 2013.

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.
- **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.

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 second quarter of 2014 decreased to \$13.0 million from \$15.7 million in the prior year's second quarter. The decrease is primarily the result of a decrease in the net operating revenues of the waste management services segment. Costs of operations decreased to \$10.8 million in the second quarter of 2014 compared with \$13.0 million in the prior year's second quarter. Such decrease is primarily due to the lower 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 \$.6 million in the second quarter of 2014 compared to \$.4 million in the second quarter of 2013. The increase is primarily the result of depreciation expense associated with the salt water injections wells which began accepting brine water in April 2014. Consolidated selling, general and administrative expenses were to \$1.9 million in both the second quarter of 2014 and 2013. Avalon incurred a net loss of \$.1 million in the second quarter of 2014 compared with net income of \$.5 million in the second quarter of 2013.

For the first six months of 2014, net operating revenues decreased to \$23.0 million from \$30.4 million for the first six months of 2013. The decrease is primarily the result of a decrease in the net operating revenues of the waste management services segment. Costs of operations were \$19.3 million for the first six months of 2014 compared with \$25.6 million for the first six months of 2013. Such decrease is primarily due to the lower 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 \$1.0 million for the first six months of 2014 compared with the \$.8 million for the first six months of 2013. The increase is primarily the result of depreciation expense associated with the salt water injections wells which began accepting brine water in April 2014. Consolidated selling, general and administrative expenses decreased to \$3.7 million for the first six months of 2014 compared with \$3.8 million for the first six months of 2013. Avalon incurred a net loss of \$.8 million for the first six months of 2014 compared with net income of \$.3 million for the first six months of 2013.

### **Performance in the Second Quarter of 2014 compared with the Second Quarter of 2013**



*Segment performance*

Segment performance should be read in conjunction with Note 8 to the Condensed Consolidated Financial Statements.

Net operating revenues of the waste management services segment decreased approximately 23% to \$9.3 million in the second quarter of 2014 compared with \$12.1 million in the second quarter of the prior year. For the second quarter of 2014, net operating revenues of the waste brokerage and management services business were \$8.5 million compared with \$11.5 million in the second quarter of 2013, while the net operating revenues of the captive landfill management operations were \$.6 million in both the second quarter of 2014 and 2013. The net operating revenues of the salt water injection wells, which began operating in the second quarter of 2014, were \$.2 million. The decrease in net operating revenues of the waste brokerage and management operations was primarily due to a 40% decrease in net operating revenues associated with event work and a 58% decrease in the net operating revenues from managerial, consulting and clerical services that are provided for a single customer. 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 managerial, consulting and clerical services provided are entirely dependent upon such customer's needs. The net operating revenues from managerial, consulting and clerical services that are provided for a single customer declined from \$2.5 million in the second quarter of 2013 to \$1.05 million in the second quarter of 2014. The gross margins associated with this type of work are much lower than our traditional waste management services' margins. The overall average gross margins of the waste brokerage and management services business increased to 19.7% in the second quarter of 2014 compared with 16.4 % in the second quarter of the prior year. The improvement was primarily due to a lower percentage of the total net operating revenues being associated with the managerial, consulting and clerical services. The net operating revenues of the captive landfill are dependent upon the amount of waste generated by the owner of the landfill for whom Avalon manages and operates the facility. During the second quarter of 2014, the volume of waste disposed of at the landfill decreased, however, this decrease was offset by an increase in construction mat sales.

Income before taxes for the waste management services segment declined to \$.7 million in the second quarter of 2014 compared with \$1.0 million in the second quarter of the prior year. The decrease is primarily due to the decreased net operating revenues of the waste brokerage and management services business, partially offset by improved gross margins. Income before taxes of the waste brokerage and management services business decreased to \$.7 million for the second quarter of 2014 compared with \$.9 million for the second quarter of 2013 primarily due to the aforementioned items. Income before taxes of the captive landfill operations was \$.1 million in both the second quarter of 2014 and in the prior year quarter. The salt water injection wells, which began operating in the second quarter, incurred a loss before taxes of \$.1 million due to the limited amount water accepted for disposal during the second quarter. Depreciation expense for the salt water injection wells was \$.1 million during the second quarter of 2014.

Avalon's golf and related operations segment consists primarily of golf courses, clubhouses which provide dining and banquet facilities, and a travel agency. Although the golf courses will continue to be available for use by the general public, the primary source of revenues for golf will be generated by the members of the Avalon Golf and Country Club. The average number of members during the second quarter of 2014 increased to 3,770 compared with 3,653 in the prior year's second quarter. Net operating revenues for the golf and related operations were \$3.7 million in both in the second quarter of 2014 and 2013. Net operating revenues relating to membership dues and food and beverage sales increased, while the net operating revenues for greens fees, cart rentals and merchandise sales decreased. The golf and related operations segment incurred a loss before taxes of \$.2 million in the second quarter of 2014 compared with income before taxes of \$.2 million in the second quarter of 2013. The decrease was primarily due to higher employee costs and increased operating expenses, including operating supplies and utilities.

#### *General corporate expenses*

General corporate expenses were \$.7 million in both the second quarter of 2014 and 2013.

#### *Net income*

Avalon incurred a net loss of \$.1 million in the second quarter of 2014 compared with net income of \$.5 million in the second quarter of 2013. Avalon recorded a state income tax provision in both the second quarter of 2014 and 2013, 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 second quarter of 2014 and 2013. The income tax benefit recorded for the second quarter of 2014 and income tax provision for the second quarter of 2013 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.

**Performance in the first six months of 2014 compared with the first six months of 2013**

*Segment performance*

Segment performance should be read in conjunction with Note 8 to the Condensed Consolidated Financial Statements.

Net operating revenues of the waste management services segment decreased to \$17.2 million in the first six months of 2014 compared with \$24.7 million in the first six months of the prior year. For the first six months of 2014, net operating revenues of the waste brokerage and management services business were \$15.8 million compared with \$23.5 million for the first six months of 2013, while the net operating revenues of the captive landfill management operations were \$1.2 million in both the first six months of 2014 and 2013. The net operating revenues of the salt water injection wells, which began operating in the second quarter of 2014, were \$.2 million. The decrease in net operating revenues of the waste brokerage and management operations was primarily due to a 46% decrease in net operating revenues associated with event work and a 60% decrease in the net operating revenues relating to managerial, consulting and clerical services that are provided for a single customer. The managerial, consulting and clerical services provided are entirely dependent upon such customer's needs. The net operating revenues from managerial, consulting and clerical services that are provided for a single customer declined from \$4.9 million for the first six months of 2013 to \$2.0 million for the first six months of 2014. The gross margins associated with this type of work are much lower than our traditional waste management services' margins. 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 and year to year. During the first six months of 2013, the waste management and brokerage business was able to secure a number of very large event work projects. The overall average gross margins of the waste brokerage and management services business increased to 18.9% for the first six months of 2014 compared with 15.6 % in for the first six months of the prior year. The improvement was primarily due to a lower percentage of the total net operating revenues being associated with the managerial, consulting and clerical services.

Income before taxes for the waste management services segment decreased to \$1.2 million in the first six months of 2014 compared with \$1.9 million in the first six months of the prior year. The decrease is primarily due to the decreased net operating revenues of the waste brokerage and management services business, partially offset by improved gross margins. Income before taxes of the waste brokerage and management services business decreased to \$1.1 million for the first six months of 2014 compared with \$1.6 million for the first six months of 2013 primarily as a result of the aforementioned items. Income before taxes of the captive landfill operations was \$.2 million in the first six months of 2014 compared with \$.3 million in the first six months of 2013. The decrease was primarily due an increase in employee costs. The salt water injection wells, which began operating in the second quarter, incurred a loss before taxes of \$.1 million due to the limited amount water accepted for disposal during the second quarter. Depreciation expense for the salt water injection wells was \$.1 million for the first six months of 2014.

Net operating revenues of the golf and related operations segment were \$5.9 million in the first six months of 2014 compared with \$5.8 million in the first six months of 2013. Due to adverse weather conditions, net operating revenues relating to the golf courses, which are located in northeast Ohio and western Pennsylvania, were minimal during the first three months of 2014 and 2013. The higher net operating revenues were primarily attributed to an increase in the net operating revenues from membership dues and food and beverage sales, partially offset by a decrease in the net operating revenues from greens fees, cart rentals and merchandise sales. The average number of members during the first six months of 2014 was 3,729 compared with 3,550 in the prior year's first six months. The golf and related operations segment incurred a loss before taxes of \$.7 million for the six months ended June 30, 2014 compared with a loss before taxes of \$.2 million for the six months ended June 30, 2013. The increased loss was primarily due to significantly higher employee costs, substantially higher utility costs as a result of the inclement weather and higher costs for operating supplies.

#### *General corporate expenses*

General corporate expenses were \$1.4 million in both the first six months of 2014 and 2013.

#### *Net income*

Avalon incurred a net loss of \$.8 million in the first six months of 2014 compared with net income of \$.3 million in the first six months of the prior year. Avalon recorded a state income tax provision in the first six months of 2014 and 2013, 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 both the first six months of 2014 and 2013. The income tax benefit for the first six months of 2014 and the income tax provision for the first six months of 2013 were offset by 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. The overall effective tax rate differs from statutory rates primarily due to the change in the valuation allowance.

## **Trends and Uncertainties**

In the ordinary course of conducting its business, Avalon becomes involved in lawsuits, administrative proceedings and governmental investigations, including those relating 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, management assesses the probability of loss and accrues a liability as appropriate. 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.

The federal government and numerous state and local governmental bodies are continuing to consider legislation or regulations to either restrict or impede the disposal and/or transportation of waste. A portion of Avalon's waste brokerage and management services revenues is derived from the disposal and/or transportation of out-of-state waste. Any law or regulation restricting or impeding the transportation of waste or the acceptance of out-of-state waste for disposal could have a negative effect on Avalon.

Avalon's waste brokerage and management services business obtains and retains customers by providing services and identifying cost-efficient disposal options unique to a customer's needs. Consolidation within the solid waste industry has resulted in reducing the number of disposal options available to waste generators and may cause disposal pricing to increase. Avalon's waste brokerage and management services business may not be able to pass these price increases onto some of its customers, which, in turn, may adversely impact Avalon's future financial performance.

A significant portion of Avalon's business is generated from waste brokerage and management services provided to customers and is not subject to long-term contracts. In light of current economic, regulatory and competitive conditions, there can be no assurance that Avalon's current customers will continue to transact business with Avalon at historical levels. Failure by Avalon to retain its current customers or to replace lost business could adversely impact the future financial performance of Avalon.

Avalon's captive landfill management business is dependent upon a single customer as its sole source of revenue. If the captive landfill management business is unable to retain this customer, Avalon's future financial performance could be adversely impacted.

Economic challenges throughout the industries served by Avalon have resulted in payment defaults by customers. While Avalon continuously endeavors to limit customer credit risks, customer-specific financial downturns are not controllable by management. Significant customer payment defaults would have a material adverse impact upon Avalon's future financial performance.

The Avalon Golf and Country Club has golf courses and clubhouses at each of its three facilities. The Squaw Creek and Sharon facilities each have a swimming pool, a fitness center and dining and banquet facilities. The Squaw Creek facility also has tennis courts. The Avalon Golf and Country Club competes with many public courses and country clubs in the area. Although the golf courses continue to be available for use by the general public, the primary source of revenues will be generated by the members of the Avalon Golf and Country Club. Avalon believes that the combination of these three facilities will result in additional memberships in the Avalon Golf and Country Club. Due to the state of the economy, the ability to retain current members and attract new members has been difficult. Although Avalon has been able to retain and increase the number of members of the Avalon Golf and Country Club, as of June 30, 2014, Avalon has not attained its membership goals. There can be no assurance as to when such goals will be attained and when the golf and related operations will ultimately become profitable. Avalon is continually using different marketing strategies to attract new members, such as local television advertising and various

membership promotions. A significant decline in members could adversely affect the future financial performance of Avalon.

All three of Avalon's golf course operations currently hold liquor licenses for their respective facilities. If, for some reason, any one of these facilities were to lose its liquor license, the financial performance of the golf and related operations would be adversely affected.

Avalon's operations are somewhat seasonal in nature since a significant portion of those operations are primarily conducted in selected northeastern and midwestern states. Additionally, Avalon's golf courses are located in northeast Ohio and western Pennsylvania and are significantly dependent upon weather conditions during the golf season. As a result, Avalon's financial performance is adversely affected by adverse weather conditions.

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

Avalon does not have significant exposure to changing interest rates. A 10% change in interest rates would have an immaterial effect on Avalon's income before taxes for the next fiscal year. Avalon currently has no debt outstanding and invests primarily in Certificates of Deposit, U.S. Treasury notes, short-term money market funds and other short-term obligations. Avalon does not undertake any specific actions to cover its exposure to interest rate risk and Avalon is not a party to any interest rate risk management transactions. Avalon does not purchase or hold any derivative financial instruments.

#### Item 4. Controls and Procedures

As required by Rule 13a-15 under the Securities Exchange Act of 1934 (the “Exchange Act”), Avalon’s management conducted an evaluation, under the supervision and with the participation of the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of June 30, 2014. For purposes of the foregoing, the term disclosure controls and procedures means controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission’s (“SEC”) rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer’s management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Avalon’s disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives as outlined above. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that they believe that, as of June 30, 2014 our disclosure controls and procedures were effective at a reasonable assurance level.

**Changes in Internal Controls over Financial Reporting.** There were no changes in our internal controls over financial reporting during the fiscal quarter ended June 30, 2014 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.



## **PART II. OTHER INFORMATION**

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

Reference is made to “Item 3. Legal Proceedings” in Avalon’s Annual Report on Form 10-K for the year ended December 31, 2013 for a description of legal proceedings.

### **Item 2. Changes in Securities and Use of Proceeds**

None

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

None

### **Item 4. Mine Safety Disclosures**

None

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

None

### **Item 6. Exhibits and Reports on Form 8-K**

(a) Exhibits

Exhibit 31.1 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit 31.2 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit 32.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Exhibit 32.2 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Exhibit 101.INS\* XBRL Instance

Exhibit 101.SCH\* XBRL Taxonomy Extension Schema

Exhibit 101.CAL\* XBRL Taxonomy Extension Calculation

Exhibit 101.DEF\* XBRL Taxonomy Extension Definition

Exhibit 101.LAB\* XBRL Taxonomy Extension Labels

Exhibit 101.PRE\* XBRL Taxonomy Extension Presentation

XBRL information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

(b) Reports on Form 8-K

On May 9, 2014, reported the voting results from the Annual Meeting held on May 7, 2014.

On August 4, 2014, reported the acquisition of the Magnuson Grand Hotel on August 1, 2014.

SIGNATURE

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

AVALON HOLDINGS  
CORPORATION  
(Registrant)

Date: August 12, 2014 By: /s/ Timothy C. Coxson  
Timothy C. Coxson, Chief  
Financial Officer and  
Treasurer (Principal  
Financial and Accounting  
Officer and Duly  
Authorized Officer)