

AVALON HOLDINGS CORP

Form 10-Q/A

September 23, 2008

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2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q/A**

**x      Amendment No. 1 to Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**For the quarterly period ended March 31, 2008**

**“      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)**

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|                                                                                   |                                                              |
|-----------------------------------------------------------------------------------|--------------------------------------------------------------|
| <b>Ohio</b><br>(State or other jurisdiction of<br>incorporation or organization)  | <b>34-1863889</b><br>(I.R.S. Employer<br>Identification No.) |
| <b>One American Way, Warren, Ohio</b><br>(Address of principal executive offices) | <b>44484-5555</b><br>(Zip Code)                              |
| <b>Registrant's telephone number, including area code: (330) 856-8800</b>         |                                                              |

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 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 a large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

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

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 3,190,786 shares of its Class A Common Stock and 612,545 shares of its Class B Common Stock outstanding as of May 9, 2008.

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AVALON HOLDINGS CORPORATION

AMENDMENT NO. 1 TO FORM 10-Q

Quarter Ended March 31, 2008

Explanatory Note

This Amendment No. 1 to the Quarterly Report on Form 10-Q/A ( Amendment No. 1 ) is being filed to amend the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2008, previously filed on May 13, 2008 (the Original Filing ) in order to revise the disclosure relating to management's evaluation of disclosure controls and procedures contained in Item 4 of Part I of the Quarterly Report and revise the certifications contained in Exhibit 31.1 and 31.2, which relate to the Company's internal control over financial reporting. This Amendment No. 1 on Form 10-Q/A amends and restates only Items 4 of Part I and Item 6 of Part II of the Original Filing to reflect the changes to Item 4 and Exhibits 31.1 and 31.2. Except for the foregoing amended information, this Amendment No. 1 on Form 10-Q/A continues to describe conditions as of the date of the Original Filing, and the disclosures contained herein have not been updated to reflect events that occurred at a later date. Accordingly, this Amendment No. 1 should be read in conjunction with the Company's SEC filings made subsequent to the original filing.

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AVALON HOLDINGS CORPORATION AND SUBSIDIARIES

**PART I. FINANCIAL INFORMATION**

**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 March 31, 2008 in connection with the filing of this Amendment No. 1. 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 March 31, 2008 our disclosure controls and procedures were effective at a reasonable assurance level.

Changes in Internal Control over Financial Reporting. There were no changes in our internal control over financial reporting during the fiscal quarter ended March 31, 2008 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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**PART II. OTHER INFORMATION**

**Item 6. Exhibits**

(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.

\* Filed herewith.

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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.

Date: September 23, 2008

AVALON HOLDINGS CORPORATION  
(Registrant)

By: /s/ Timothy C. Coxson  
Timothy C. Coxson, Chief Financial Officer and Treasurer

(Principal Financial and Accounting Officer and Duly

Authorized Officer)