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TELEPHONE & DATA SYSTEMS INC /DE/
Form 424B3
June 17, 2008

Filed Pursuant to Rule 424(b)(3)

Registration Nos. 033-08857-99

033-59435-99

333-125001

PROSPECTUS SUPPLEMENT

to

PROSPECTUS DATED MARCH 12, 2008

The attached Current Report on Form 8-K dated June 16, 2008 was filed by the registrant with the Securities and Exchange Commission, and should be read in conjunction with the Prospectus dated March 12, 2008.

The date of this Prospectus Supplement is June 17, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **June 16, 2008**

TELEPHONE AND DATA SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware	001-14157	36-2669023
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

30 North LaSalle Street, Suite 4000, Chicago, Illinois
(Address of principal executive offices)

60602
(Zip Code)

Registrant's telephone number, including area code: **(312) 630-1900**

Not Applicable

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 8.01. OTHER EVENTS

Telephone and Data Systems, Inc. (TDS) and its subsidiary, United States Cellular Corporation (U.S. Cellular), previously disclosed on November 11, 2005 that the Staff of the Chicago Regional Office of the Securities and Exchange Commission (SEC) had advised them that it was conducting an investigation of both companies in response to the restatement of financial statements that was initially announced by TDS and U.S. Cellular on November 10, 2005.

On June 16, 2008, counsel for TDS and U.S. Cellular received a letter from the Staff of the Chicago Regional Office of the SEC, advising that the Staff's investigation has been completed as to TDS and U.S. Cellular, and that the Staff does not intend to recommend any enforcement action to the SEC.

SIGNATURES

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, thereto duly authorized.

Telephone and Data Systems, Inc.

(Registrant)

Date: June 17, 2008

By: /s/ Douglas D. Shuma
Douglas D. Shuma
Senior Vice President and Corporate Controller

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Kurtis D. Gramley

51 2007

Director

1 year

Stephen L. Gordon

72 1998

Director

1 year

Nominees for Class B Directors:

Ronald E. Klingle

66 1998

Chairman of the Board, Chief

Executive Officer and Director

1 year

Timothy C. Coxson

63 2007

Chief Financial Officer,

Treasurer, Secretary and Director

1 year

David G. Bozanich

56 2007

Director

1 year

Set forth below is information concerning each nominee for election as a director, including such nominee's principal occupation.

Kurtis D. Gramley has been a director of the Company since April 2007. He has been Chairman of the Board of Directors and Chief Executive Officer of Edgewood Surgical Hospital located in Transfer, Pennsylvania since 2004. From 2002 to present, Mr. Gramley has served as President and Chief Executive Officer of Kapital Development, LLC which is the founding entity of Edgewood Surgical Hospital. Mr. Gramley has been involved in the development and management of healthcare related facilities and the medical profession since 1992. He was President of Shenango Inn Enterprises, Inc. and David Mead Inn Enterprises, Inc. from 1992 to 2000. Mr. Gramley received his Bachelor of Science degree in Accounting and Finance from the University of Virginia in 1985 and has been a Certified Public Accountant since 1986 and previously worked for PriceWaterhouseCoopers, a national public accounting firm. Mr. Gramley will serve as the financial expert on the audit committee.

Director Qualifications:

Leadership and Financial experience – Mr. Gramley is Chairman of the Board of Directors and Chief Executive Officer of Edgewood Surgical Hospital and a Certified Public Accountant. The Board benefits from Mr. Gramley's executive leadership and management experience as a CEO. The Board also benefits from his work experience and education in accounting, finance and auditing.

Stephen L. Gordon has been a director of the Company since June 1998. He was a Deputy Attorney General for the State of New Jersey and subsequently held a number of positions in the New York State Department of Environmental Conservation. He has been a partner in the law firm of Beveridge & Diamond, P.C. since 1982. Mr. Gordon received his Bachelor of Arts degree from Rutgers University and his Doctor of Jurisprudence degree from the University of Pennsylvania.

Director Qualifications:

Leadership and industry experience – Mr. Gordon has practiced Environmental Law since 1970. He advises clients on energy and land use law, hazardous and non-hazardous waste issues, water and groundwater issues, air emissions issues, as well as, issues dealing with the construction and operation of electric generation and electric transmission facilities. Mr. Gordon brings to the Board extensive experience in the waste industry which helps provide our Company with sales and marketing strategy, identifying opportunities in the waste business and risk management.

Ronald E. Klinge has been a director and Chairman of the Board of the Company since June 1998. He was Chief Executive Officer from June 1998 until December 2002. He reassumed and held the position of Chief Executive Officer from March 15, 2004 until February 28, 2010 and reassumed the position again on February 16, 2011. Mr. Klinge has over 30 years of environmental experience and received his Bachelor of Engineering degree in Chemical Engineering from Youngstown State University. Mr. Klinge is the spouse of Frances R. Klinge who is the Chief Administrative Officer of the Company.

Director Qualifications:

Leadership and industry experience – Mr. Klinge is the Chairman and Chief Executive Officer of the Company. He holds over 50% of the voting power of the Company, directly aligning his interests with those of our shareholders. He was co-founder of American Waste Services, Inc., the Company's predecessor, which was involved in owning and operating landfills, waste transportation and environmental consulting and engineering. He has extensive executive leadership and management experience and continues to lead the development and execution of our businesses.

Timothy C. Coxson has been a director of the Company since April 2007. He has been Chief Financial Officer and Treasurer since March 2006. He became Secretary in April 2007. Mr. Coxson had been Chief Financial Officer and Treasurer of Avalon from June 1998 until August 2004. From September 2004 to March 2006, he was Director of Corporate Services of Avalon. Mr. Coxson has over 25 years of experience in accounting and external reporting while working for publicly owned companies. He received a Bachelor of Business Administration degree in Accounting from The Ohio State University.

Director Qualifications:

Leadership and Financial experience – Mr. Coxson, the Company’s Chief Financial Officer, has expertise in corporate finance, financial reporting and accounting, having served as the Chief Financial Officer of a public company for 15 years and has extensive executive management experience. He has held various executive positions in accounting throughout his career. The Board also benefits from Mr. Coxson’s knowledge and familiarity of the waste and golf business.

David A. Bozanich has been a director of the Company since April 2007. He has been Director of Finance for the City of Youngstown since 2002. Prior to the position of Director of Finance, he was Deputy Director of Finance for the City of Youngstown overseeing economic development. Mr. Bozanich has extensive experience in economic development and governmental procurement. He has directly participated in structuring over 125 public/private projects totaling in excess of \$2 billion. Mr. Bozanich received his Bachelor of Science degree in Business from the Youngstown State University.

Director Qualifications:

Government and Financial experience - Mr. Bozanich, as Director of Finance for the City of Youngstown, Ohio, has extensive experience in dealing with local, state and federal government agencies. The Board benefits from his knowledge and experience of dealing with these governmental agencies when considering bidding on government projects. The Board also benefits from his finance experience.

Board leadership Structure

The Company does not have a policy on whether the roles of Chairman of the Board and Chief Executive Officer should be separate. The Board believes that it should be free to make a choice from time to time in any manner that is in the best interests of the Company and its shareholders.

Director Independence

Avalon Holdings Corporation is a controlled company because over 50% of the voting power of the Company is held by Mr. Klinge. As such, the Company does not require the majority of its directors to be independent. The Board of Directors has determined that the three members of the Audit Committee, Mr. Gramley, Mr. Gordon and Mr. Bozanich, are independent as defined by the Securities and Exchange Commission and NYSE Amex.

STOCK OWNERSHIP OF MANAGEMENT

The following table sets forth information as of December 31, 2013, with respect to beneficial ownership of the Class A Common Stock and Class B Common Stock by: (i) the Company's directors, including nominees, and certain named officers of the Company, and (ii) all executive officers and directors, including nominees, as a group. See "Voting Securities and Principal Holders Thereof."

<u>Name</u>	Class A Common Stock		Class B Common Stock		Percent of All Common Stock	Percent of Total Voting Power
	Number of Shares	Percent of Class	Number of Shares	Percent of Class		
Ronald E. Klinge (1)(3)(4)	170,417	5.3 %	611,133	99.8 %	20.5 %	67.4 %
Timothy C. Coxson (1)(4)	399	*	—	—	*	*
Kurtis D. Gramley (4)	—	—	—	—	—	—
David G. Bozanich (4)	2,000	.1	—	—	.1	*
Stephen L. Gordon (4)	—	—	—	—	—	—
Frances R. Klinge (2)	397	*	14,296	2.3	*	1.5
All executive officers, directors and nominees for directors as a group (7 persons) (5)	172,816	5.4 %	611,133	99.8 %	20.6 %	67.5 %

*Less than one percent.

(1)Each is an employee, executive officer and director of the Company

(2)Ms. Klinge is an employee and executive officer of the Company.

(3)Includes 14,296 shares of Class B Common Stock owned by Mr. Klinge's spouse, the beneficial ownership of which is disclaimed. Includes 1,067 shares of Class A Common Stock held in the Avalon Holdings Corporation Participating Companies Profit Sharing Plan and Trust (including 397 shares held by Mr. Klinge's spouse, the beneficial ownership of which Mr. Klinge disclaims). Mr. Klinge has sole voting power and sole investment

power over 170,020 shares of Class A Common Stock and 596,837 shares of Class B Common Stock.

(4) Each of these individuals is a nominee for Director.

(5) In determining the number of shares held by executive officers and directors as a group, shares beneficially owned by more than one executive officer or director have been counted only once.

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MEETINGS AND COMMITTEES OF THE BOARD

The Board of Directors has established four standing committees to assist in the discharge of its responsibilities. These are the Executive, Audit, Option Plan and Compensation Committees. The Board as a whole nominates directors for election. During 2013, the Board of Directors held four meetings.

Each incumbent Director acted pursuant to all written consents without formal meeting and attended at least 75% of the total number of meetings of the Board of Directors and the committees of the Board on which the respective Directors served during 2013. All of the Board members attended the prior year's annual meeting.

The Executive Committee, subject to the restrictions of the Ohio General Corporation Law, may exercise the authority of the Board of Directors in the management of the business and affairs of the Company during intervals between meetings of the Board. During 2013, the Executive Committee held no meetings. The Executive Committee consists of three members, as follows: Messrs. Klingle (Chairman), Gramley and Bozanich.

The Audit Committee is responsible for recommending the firm of independent accountants to be engaged to audit the Company's financial statements, reviewing the scope and results of the audit with the independent accountants, reviewing with management and the independent accountants the Company's interim and year-end operating results, considering the adequacy of the internal accounting controls and procedures of the Company and reviewing the non-audit services to be performed by the independent accountants. During 2013, the Audit Committee held five meetings. The Audit Committee consists of three members, as follows: Messrs. Gramley (Chairman), Bozanich and Gordon. The Board of Directors has determined that each member of the Audit Committee is independent as defined by the Securities and Exchange Commission and NYSE Amex. The Board of Directors has identified Mr. Gramley as the Audit Committee financial expert. The Company has adopted a formal written Audit Committee Charter. The Audit Committee reviews and reassesses the adequacy of the formal written charter on an annual basis.

The Compensation Committee is responsible for reviewing and establishing the compensation arrangements for employees of the Company, including the salaries and bonuses of top management. During 2013, the Compensation Committee held two meetings. The Compensation Committee consists of three members, as follows: Messrs. Coxson (Chairman), Klingle and Gordon. Avalon Holdings Corporation is a controlled company because over 50% of the voting power of the Company is held by Mr. Klingle. As such, the members of the Company's Compensation Committee are not all independent.

The Option Plan Committee determines grants of options to purchase shares under the Company's 2009 Long-Term Incentive Plan (the "Plan") based on recommendations made by the Company's Compensation Committee. During 2013, the Option Plan Committee held no meetings. The Option Plan Committee consists of three members, as

follows: Messrs. Gordon (Chairman), Gramley and Bozanich.

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DIRECTOR NOMINATING PROCESS

Avalon Holdings Corporation is a controlled company because over 50% of the voting power of the Company is held by Mr. Klinge. As such, the Company does not have a Nominating Committee. Because Mr. Klinge holds a majority of the voting power, nominations for Directors are generally based on his recommendations. In general, the Company's Board will nominate existing Directors for re-election unless the Board has a concern about the Director's ability to perform his or her duties. In the event of a vacancy on the Board, potential candidates are evaluated based upon their experience, skills, integrity and background concerning the types of businesses in which the Company operates and how the nominee would complement the existing Board's skills and experience.

The Board of Directors has no formal procedures to be followed in submitting recommendations of candidates for Director. However, nominations for Director may be made by our shareholders, provided such nominations comply with certain timing and information requirements set forth in our bylaws. Nominations should be made via written request to the attention of the Company's Secretary, One American Way, Warren, Ohio 44484.

Audit Committee Report

The Audit Committee reviews the Company's financial reporting process on behalf of the Board of Directors. In fulfilling its responsibilities, the Audit Committee has reviewed and discussed the audited financial statements contained in the 2013 Annual Report on SEC Form 10-K with the Company's management and independent auditors. Management is responsible for the financial statements and the reporting process, including the system of internal controls. The independent auditors are responsible for expressing an opinion on the conformity of those audited financial statements with accounting principals generally accepted in the United States of America.

The Audit Committee discussed with the Company's independent auditors, Grant Thornton LLP, the matters required to be discussed by Statement on Auditing Standards No. 61, Communication with Audit Committees, as amended. In addition, the Audit Committee has discussed with Grant Thornton LLP, their independence from the Company and its management, including the matters in the written disclosures required by Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors (and the Board approved) that the audited financial statements be included in the Company's Annual Report on SEC Form 10-K for the year ended December 31, 2013, for filing with the Securities and Exchange Commission.

AUDIT COMMITTEE

Kurtis D. Gramley (Chairman)

Stephen L. Gordon

David G. Bozanich

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Executive Compensation

Avalon is a controlled company as defined by the NYSE Amex company guide because over 50% of the voting power is held by Mr. Klingle. During 2013, Mr. Klingle was the Chairman of the Board and Chief Executive Officer and Mr. Coxson was Chief Financial Officer. Both were members of the Compensation Committee. As such, the members of the Company's Compensation Committee are not all independent. Although the Company's executive compensation program is established by the Compensation Committee, the Compensation Committee and the Board of Directors, as a whole, discuss the reasonableness of the amounts of compensation received by the Chief Executive Officer and the other executive officers.

The Company maintains a cash compensation program which is designed to motivate, retain and attract management and is comprised of base salary and discretionary bonuses. The purpose of the base salary is to create a secure base of cash compensation for executives that is competitive with the market. Executive salaries do not follow a preset schedule or formula. For the most part, increases in compensation of the Chief Executive Officer and other executive officers are dependent upon discretionary bonuses approved by the Board of Directors.

The Compensation Committee discusses and reviews base salaries and discretionary bonuses for all of the executive officers, including Mr. Klingle, the Chief Executive Officer, based upon an evaluation of each individual's performance, any change in responsibilities and their potential to contribute to the success of the Company. No specific weights have been assigned to those factors. Mr. Kenneth McMahon, Chief Executive Officer of American Waste Management Services, Inc. ("AWMS"), received a discretionary bonus, based upon eight percent of the income before taxes of the waste management and brokerage company.

With regard to individual performance of executive officers, other than the Chief Executive Officer, the Compensation Committee relies to a large extent on the Chairman of the Board and Chief Executive Officer's evaluation of each individual executive officer's performance.

In November 2013, the Board of Directors voted not to make a discretionary contribution to the Company's 401(k) Profit sharing Plan for the year ended December 31, 2013.

Section 162(m) of the Internal Revenue Code addresses the nondeductibility for federal income tax purposes of certain compensation in excess of \$1 million paid to an employee during the taxable year. As it is highly unlikely that any executive officer or other employee of the Company will be awarded compensation in excess of \$1 million in the foreseeable future, the Compensation Committee has not established a policy with respect to the nondeductibility of such employee compensation.

The Compensation Committee believes that the Chief Executive Officer, as well as, the other executive officers of the Company, are dedicated to achieving significant improvements in the Company's long-term financial performance and that the compensation policies, plans and programs implemented by the Company contribute to achieving those results.

COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS**Compensation of Executive Officers**

The following information sets forth the compensation of all individuals serving as the Company's Principal Executive Officer during 2013 and the Company's two most highly compensated executive officers, other than the Chief Executive Officer, who were serving as executive officers as of December 31, 2013; in each case for services rendered in all capacities to the Company and/or its subsidiaries during the fiscal year ended December 31, 2013.

Summary Compensation Table (1)

Name and Principal Position	Year	Salary	Bonus	Option Awards	Total
Ronald E. Klinge Chairman of the Board	2013	\$210,000	\$115,000	—	\$325,000
and Chief Executive Officer	2012	210,000	110,000	—	320,000
Kenneth J. McMahon Chief Executive Officer, American Waste Management Services, Inc.	2013	130,000	292,461	—	422,461
	2012	130,000	272,084	—	402,084
Timothy C. Coxson Chief Financial Officer, Treasurer and Secretary	2013	165,000	35,000	—	200,000
	2012	165,000	30,000	—	195,000

(1) Includes salary and/or bonuses deferred pursuant to Section 401(k) of the Internal Revenue Code.

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The following table represents the outstanding equity awards for each named officer at December 31, 2013:

Outstanding Equity Awards at Fiscal Year-End

Option Awards

Stock Awards

Name	Number of securities underlying unexercised options (2) (#) exercisable	Number of securities underlying unexercised options (1) (#) unexercisable	Equity Incentive plan awards:	Option exercise price (\$)	Option Expiration date	Market value of shares or units that have not vested (#) (\$)	Equity incentive plan awards:	Market value of unearned shares, units or other rights that have not vested (#)	Equity incentive awards:
			Number of securities underlying unexercised options (#)				Number of unearned shares, units or other rights that have not vested (#)		Market or payout value of unearned shares, units or other rights that have not vested (\$)
Timothy C. Coxson	36,000	54,000	—	\$2.89	03/10/21	—	—	—	—

Kenneth J. McMahon	60,000	90,000	—	\$2.48	02/28/20	—	—	—	—
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- (1) See Note 8 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2013 filed with the SEC for information regarding the stock options granted under the 2009 Long-term Incentive Plan.

- (2) 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 table below represents the period and predetermined stock price needed for vesting.

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

PROPOSAL #2

ADVISORY VOTE ON EXECUTIVE COMPENSATION

The Dodd-Frank Wall Street Reform and Consumer Protection Act, enacted in July 2010, requires that we provide our shareholders with the opportunity to vote to approve the compensation of our named executive officers as disclosed in this proxy statement in accordance with the compensation disclosure rules of the SEC.

This advisory vote, commonly referred to as a “say-on-pay” advisory vote, is not binding on the Company, our Board of Directors or our Compensation Committee. The vote on this resolution is not intended to address any specific element of compensation, but rather relates to the overall compensation of our named executive officers, as disclosed in this proxy statement in accordance with the compensation disclosure rules of the SEC. To the extent there is any significant vote against our named executive officers’ compensation as disclosed in this proxy statement, our Compensation Committee and Board of Directors will consider our shareholders’ concerns and evaluate whether any actions are necessary to address those concerns.

The affirmative vote of a majority of the votes cast in person or by proxy at the annual meeting is required to approve, on an advisory basis, the compensation of our named executive officers as disclosed in this proxy statement.

Accordingly, we ask our shareholders to vote on the following resolution at our 2014 annual meeting of shareholders:

RESOLVED, that the Company’s shareholders approve, on an advisory basis, the compensation of the Named Executive Officers, as disclosed in the Company’s Proxy Statement for the 2014 Annual Meeting of Shareholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission including the Summary Compensation Table and other related tables and disclosures.

The Board of Directors unanimously recommends a vote FOR the approval, on an advisory basis, of the compensation of our named executive officers disclosed in this proxy statement.

Compensation of Directors

Each of the Company's directors who is not an officer or employee of the Company is entitled to receive a retainer fee of \$20,000 per year for Board of Directors membership and a fee of \$1,000 for attendance at each Board of Directors meeting (\$500 for a committee meeting held on a separate day). Officers and employees who serve as directors are not compensated for their services as directors. In accordance with the Avalon Holdings Corporation 2009 Long-Term Incentive Plan, non-employee directors are entitled to receive grants of options to purchase shares of Class A Common Stock as determined by the Board of Directors. All directors are reimbursed for expenses incurred in attending Board of Directors meetings and committee meetings.

Director Compensation

Name	Fees earned or paid in cash (\$)	Stock awards (\$)	Option awards (1) (\$)	Non-equity incentive plan compensation (\$)	Nonqualified deferred compensation earnings (\$)	All other compensation (\$)	Total (\$)
Kurtis D. Gramley	\$ 24,000	—	—	—	—	—	\$ 24,000
Stephen L. Gordon	\$ 24,000	—	—	—	—	—	\$ 24,000
David G. Bozanich	\$ 24,000	—	—	—	—	—	\$ 24,000

At December 31, 2013, Mr. Gramley and Mr. Gordon each had 36,000 exercisable option awards outstanding and (1)54,000 unexercisable option awards outstanding at an exercise price of \$2.48. Mr. Bozanich had 36,000 exercisable option awards outstanding and 54,000 unexercisable option awards outstanding at an exercise price of \$2.89.

Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options,	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity
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	warrants and rights		compensation plans
			(excluding securities reflected
			in column (a)) (1)
Equity compensation plan approved by security holders	760,000	\$2.63	540,000

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The SEC requires disclosure of any transactions with related parties in which the amount exceeds \$120,000. As defined by the SEC, the term related parties include any director, executive officer, nominee for director or any immediate family member of the director or executive officer, which includes child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law.

On July 18, 2013 Avalon, through a wholly owned subsidiary, received two permits to drill, construct and operate two salt water injection wells. In August 2013, Avalon created a new Ohio limited liability company, AWMS Holdings, LLC, to act as a holding company to form and own a series of wholly owned subsidiaries that will own and operate salt water injection wells and facilities (together the “facilities”). AWMS Holdings, LLC, will offer investment opportunities to accredited investors by selling membership units of AWMS Holdings, LLC through private placement offerings. The monies received from these offerings, along with internally contributed capital, will be used to construct the facilities necessary for the operation of salt water injection wells. American Water Management Services, LLC, a wholly owned subsidiary of Avalon, will manage the operations, be responsible for the marketing and sales function and make all the decisions regarding the well operations for a percentage of the gross revenues. 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 American Water Management Services, LLC, the financial statements of AWMS Holdings, LLC and subsidiaries will be included in the Avalon consolidated financial statements.

In October 2013, AWMS Holdings, LLC 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.

Mr. Gramley and Mr. Gordon, who are each a current director and nominee for director of the Company and are considered related parties, have purchased membership units in AWMS Holdings, LLC totaling \$400,000 and \$200,000, respectively.

INDEPENDENT PUBLIC ACCOUNTANTS

The appointment of an independent public accountant is approved annually by the Board of Directors based on the recommendation of the Audit Committee. Grant Thornton LLP has served as independent public accountant of the Company since 1999. Representatives of Grant Thornton LLP will be present at the Annual Meeting of Shareholders and will be given an opportunity to make a statement if they desire to do so and will respond to appropriate questions from shareholders.

The aggregate fees billed to the Company for the year ended December 31, 2013 and 2012 by Grant Thornton LLP are as follows:

	Year Ended	
	December 31,	
	2013	2012
Audit fees	\$ 112,477	\$ 112,403
Audit-related fees	\$ 9,315	\$ 9,057
Tax fees	\$ —	\$ —
All other fees	\$ —	\$ —

The amount shown for “Audit fees” also includes fees relating to quarterly reviews of unaudited financial statements. In 2013 and 2012 the amount shown for “audit-related fees” relate to the audit of the Company’s 401(k) profit sharing plan.

PRE-APPROVAL POLICY REGARDING INDEPENDENT AUDITORS

It is the Audit Committee’s policy to pre-approve all audit and non-audit services performed by Avalon’s independent auditors, Grant Thornton LLP. The Audit Committee pre-approved all services provided by Grant Thornton LLP in 2013.

**COMPLIANCE WITH SECTION 16(a) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors, its executive officers and persons holding more than 10 percent of a class of the Company's equity securities, to file with the Commission, the NYSE Amex and the Company, initial reports of ownership and reports of changes in ownership of Common Stock and other equity securities of the Company. These officers, directors and greater than 10 percent shareholders are required by the Commission's regulations to furnish the Company with copies of all Section 16(a) forms they file.

To the Company's knowledge, based solely on review of the copies of such reports furnished to the Company, all such Section 16(a) reports are filed.

ANNUAL REPORT TO SHAREHOLDERS

The Company has enclosed its Annual Report to Shareholders for the Company and its subsidiaries for the year ended December 31, 2013, including financial statements reflecting the financial position and results of operations of the Company and its subsidiaries for that year. The Annual Report is not deemed to have been filed with the Commission and such report is not incorporated in this Proxy Statement nor is it part of this proxy solicitation.

SHAREHOLDER PROPOSALS

Any shareholder proposals which are intended to be presented at the 2015 Annual Meeting of Shareholders must be received by the Secretary of the Company at our principal executive offices no later than November 25, 2014. Such proposals must meet the requirements of the Commission to be eligible for inclusion in the Company's 2015 Proxy Materials.

FORM 10-K REPORT

The Company filed its Annual Report on Form 10-K for the year ended December 31, 2013, with the Commission on or about March 25, 2014. A copy of the Form 10-K report, including any financial statements and schedules, and a list describing any exhibits not contained therein, may be obtained without charge by any shareholder. The exhibits are available upon payment of nominal charges which approximate the Company's cost of reproduction of the exhibits. Written requests for copies of the Form 10-K report or exhibits should be directed to the Secretary, Avalon Holdings Corporation, One American Way, Warren, Ohio 44484-5555.

OTHER MATTERS

The Board of Directors does not know of any matters or business to be presented for action at the meeting other than as set forth above. The enclosed proxy does, however, confer discretionary authority upon the persons named therein, or their substitutes, to take action with respect to any other matter that may properly be brought before the meeting or any adjournment thereof.

SOLICITATION OF PROXIES

The enclosed form of proxy is solicited by the Board of Directors and the proxies named therein have been designated by the Board of Directors. Shares represented by the proxy, when properly executed, will be voted at the meeting and, where a choice has been specified, such shares will be voted in accordance with such specification. If no specification is indicated, the proxies will be voted for the election of the nominees named herein as directors, in favor of the Board recommendations and on other matters presented for a vote in accordance with the judgment of the persons acting under the proxies. The cost of preparing, printing, assembling and mailing will be paid by the Company. In addition to the solicitation of proxies by mail, officers, directors, or other employees of the Company, as yet undesignated, and without additional remuneration, may solicit proxies personally or by other appropriate means, if deemed advisable. The Company will request brokers, banks and other nominees to send proxy material to, and if voting by mail obtain

proxies from, the beneficial owners of Common Stock held of record by them and it will reimburse such persons for their expenses in so doing.

Your prompt action in voting your proxy will be greatly appreciated. It is hoped that you will attend the meeting. Whether or not you plan to attend the annual meeting, we urge you to cast your vote. You can vote via the internet, by telephone or by returning the proxy card. If you are voting by returning the proxy card, a self-addressed envelope, which requires no additional postage if mailed in the United States, is enclosed. If you have more than one shareholder account, you are receiving a proxy for each account. Please vote all proxies you receive.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Timothy C. Coxson

Timothy C. Coxson

Secretary
Warren, Ohio

March 25, 2014
