ADVANCED ENVIRONMENTAL RECYCLING TECHNOLOGIES INC
Form 10-Q
November 02, 2011

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

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2011

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 1-10367

Advanced Environmental Recycling Technologies, Inc.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	71-0675758 (I.R.S. Employer Identification No.)
914 N. Jefferson Street Springdale, Arkansas (Address of principal executive offices)	72764 (Zip Code)

(479) 756-7400
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate 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 check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the 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 [ ] (Do not check if a smaller reporting company)	Smaller reporting company [X]

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. As of October 31, 2011, the number of shares outstanding of the Registrant's Class A common stock, which is the class registered under the Securities Exchange Act of 1934, 88,015,632 was and the number of shares outstanding of the Registrant's Class B Common Stock was 1,465,530.

ADVANCED ENVIRONMENTAL RECYCLING TECHNOLOGIES, INC.

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PART I — FINANCIAL INFORMATION

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

ADVANCED ENVIRONMENTAL RECYCLING TECHNOLOGIES, INC.

BALANCE SHEETS
(in thousands, except share and per share data)

Assets	December 31, 2010	September 30, 2011 (unaudited)
Current assets:		
Cash	$ 1,655	$ 701
Restricted cash	866	421
Trade accounts receivable, net of allowance of $110 at December 31, 2010 and $272 at September 30, 2011	2,497	1,379
Inventories	8,169	11,095
Prepaid expenses	645	615
Total current assets	13,832	14,211
Land, buildings and equipment:		
Land	1,989	1,989
Buildings and leasehold improvements	17,802	17,813
Machinery and equipment	52,232	51,077
Transportation equipment	757	757
Office equipment	2,260	2,343
Construction in progress	459	853
Total land, buildings and equipment	75,499	74,832
Less accumulated depreciation	39,635	41,868
Net land, buildings and equipment	35,864	32,964
Other assets:		
Debt issuance costs, net of accumulated amortization of $1,748 at December 31, 2010 and $66 at September 30, 2011	2,731	685
Debt service reserve fund	43	-
Other assets, net of accumulated amortization of $486 at December 31, 2010 and $0 at September 30, 2011	1,017	758
Total other assets	3,791	1,443
Total assets	$ 53,487	$ 48,618

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

ADVANCED ENVIRONMENTAL RECYCLING TECHNOLOGIES, INC.

BALANCE SHEETS
(in thousands, except share and per share data)

Liabilities and Stockholders' Deficit	December 31, 2010	September 30, 2011 (unaudited)
Current liabilities:		
Accounts payable – trade	$ 11,711	$ 5,671
Accounts payable – related parties	1,510	577
Current maturities of long-term debt	7,622	1,702
Current maturities of capital lease obligations	203	182
Accruals related to expected settlement of class action lawsuit	5,079	3,355
Other accrued liabilities	6,586	3,585
Working capital line of credit	7,829	6,579
Notes payable	2,045	82
Total current liabilities	42,585	21,733
Long-term debt, less current maturities	23,313	21,517
Capital lease obligations, less current maturities	199	51
Long-term debt and capital lease obligatons	23,512	21,568
Accrued dividends on convertible preferred stock	1,739	-
Series E cumulative convertible preferred stock, $0.01 par value; 30,000 shares authorized, 0 shares issued and outstanding at December 31, 2010 and 20,524 shares issued and outstanding at September 30, 2011, including accrued unpaid dividends of $670	-	21,194
Stockholders' deficit:		
Preferred stock, $0.01 par value; 5,000,000 shares authorized, 748,772 shares issued and outstanding at December 31, 2010 and 0 shares issued and outstanding at September 30, 2011; aggregate liquidation preference of $19,768 at December 31, 2010	7	-
Class A common stock, $0.01 par value; 525,000,000 shares authorized; 48,800,531 shares issued and outstanding at December 31, 2010 and 87,963,907 at September 30, 2011	488	880
Class B convertible common stock, $0.01 par value; 7,500,000 shares authorized; 1,465,530 shares issued and outstanding at December 31, 2010 and September 30, 2011	15	15
Warrants outstanding; 3,787,880 at December 31, 2010	1,533	-
Additional paid-in capital	53,209	53,347
Accumulated deficit	(69,601)	(70,119)
Total stockholders' deficit	(14,349)	(15,877)

Total liabilities and stockholders' deficit	$ 53,487	$ 48,618

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

ADVANCED ENVIRONMENTAL RECYCLING TECHNOLOGIES, INC.

STATEMENTS OF OPERATIONS
(unaudited)
(in thousands, except share and per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2011	2010	2011
Net sales	$ 16,165	$ 17,831	$ 55,786	$ 50,464
Cost of goods sold	13,958	14,812	44,425	42,226
Gross margin	2,207	3,019	11,361	8,238
Selling and administrative costs	2,900	2,771	9,009	8,609
(Gain) loss from fixed asset disposition	-	-	(6)	74
Operating income (loss)	(693)	248	2,358	(445)
Other expenses:				
Gain on recapitalization	-	-	-	3,029
Other income (expense)	-	(178)	-	26
Net interest expense	(1,172)	(728)	(2,951)	(2,326)
Income (loss) before dividends	(1,865)	(658)	(593)	284
Dividends on preferred stock	(198)	(313)	(593)	(802)
Net income (loss) applicable to common stock	$ (2,063)	$ (971)	$ (1,186)	$ (518)
Loss per share of common stock (basic and diluted)	$ (0.04)	$ (0.01)	$ (0.02)	$ (0.01)
Weighted average common shares outstanding (basic and diluted)	49,743,426	89,429,437	49,643,495	79,379,744

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

ADVANCED ENVIRONMENTAL RECYCLING TECHNOLOGIES, INC.

STATEMENTS OF CASH FLOWS
(unaudited)
(in thousands)

	Nine Months Ended September 30,	
	2010	2011
Cash flows from operating activities:		
Net loss applicable to common stock	$ (1,186)	$ (518)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Gain from restructuring	-	(3,029)
Depreciation and amortization	4,722	4,369
Dividends on preferred stock	593	802
Accrued interest converted to long term debt	-	882
Issuance of stock for payment of expenses	-	105
Increase in accounts receivable allowance	401	162
Gain (loss) from fixed asset disposition	(6)	74
Increase in cash restricted for interest costs	(413)	-
Changes in other assets	65	(2,052)
Changes in current assets and current liabilities	1,843	(7,046)
Net cash provided by (used in) operating activities	6,019	(6,251)
Cash flows from investing activities:		
Change in restricted cash	-	1,968
Purchases of land, buildings and equipment	(2,311)	(1,680)
Proceeds from disposition of equipment	6	12
Net cash provided by (used in) investing activities	(2,305)	300
Cash flows from financing activities:		
Net payments on line of credit	-	(1,250)
Payments on notes	(2,485)	(277)
Payments on capital lease obligations	(185)	(166)
Proceeds from issuance of notes	-	8,023
Proceeds from Arkansas ARRA grant	-	190
(Increase) decrease in cash restricted for payment of debt and construction costs	(480)	(1,523)
Net cash provided by (used in) financing activities	(3,150)	4,997
Increase (decrease) in cash	564	(954)
Cash, beginning of period	243	1,655
Cash, end of period	$ 807	$ 701

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

NOTES TO FINANCIAL STATEMENTS

Note 1: Unaudited Information

Advanced Environmental Recycling Technologies, Inc. (the Company or “AERT”) has prepared the financial statements included herein without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). However, all adjustments have been made to the accompanying financial statements which are, in the opinion of the Company’s management, necessary for a fair presentation of the Company’s operating results with the exception of the adjustments to report the recapitalization transactions described in Note 8, all adjustments are of a normal recurring nature. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented herein not misleading. It is recommended that these financial statements be read in conjunction with the financial statements and the notes thereto included in the Company’s latest annual report on Form 10-K.

Note 2: Description of the Company

Advanced Environmental Recycling Technologies, Inc., founded in 1988, recycles polyethylene plastic and develops, manufactures, and markets composite building materials that are used in place of traditional wood or plastic products for exterior applications in building and remodeling homes and for certain other industrial or commercial building purposes. The Company’s products are made primarily from approximately equal amounts of waste wood fiber, which has been cleaned, sized and reprocessed, and recycled polyethylene plastics which have been cleaned, processed, and reformulated utilizing our patented and proprietary technologies. Its products have been extensively tested, and are sold by leading national companies such as BlueLinx Corporation (“BlueLinx”), Lowe’s Companies, Inc. (“Lowe’s”) and Therma-Tru Corporation. The Company’s products are primarily used in renovation and remodeling by consumers, homebuilders, and contractors as an exterior environmentally responsible (“Green”) building alternative for decking, railing, and trim products.

On May 13, 2010, the Company changed its distributor for ChoiceDek® products from Weyerhaeuser Company, previously its largest customer, to BlueLinx. The change came primarily as a result of the strengths that BlueLinx has in distributing to Lowe’s. All ChoiceDek® products are sold by the distributor exclusively to Lowe’s.

The Company currently manufactures all of its composite products at extrusion facilities in Springdale, Arkansas. The Company operates a plastic recycling, blending and storage facility in Lowell, Arkansas, where it also leases warehouses and land for inventory storage. In February 2010, the Company commenced operations at its Watts, Oklahoma recycling facility, which currently recycles polyethylene plastic scrap in order to reduce the Company’s costs of recycled plastics. The Company expects to also use the Watts facility to recycle plastic for sales to third parties in the future.

Note 3: Statements of Cash Flows

In order to determine net cash provided by operating activities, net loss has been adjusted by, among other things, changes in current assets and current liabilities, excluding changes in cash, current maturities of long-term debt and current notes payable. Those changes, shown as an (increase) decrease in current assets and an increase (decrease) in current liabilities, are as follows for the nine months ended September 30 (in thousands):

	2010 (unaudited)	2011 (unaudited)
Receivables	$ 3,391	$ 956

Inventories	(3,982)	(2,926)
Prepaid expenses and other	748	30
Accounts payable – trade and related parties	3,832	(4,160)
Accrued liabilities	(2,146)	(946)
	$ 1,843	$ (7,046)
Cash paid for interest, net of amounts capitalized of $260 in 2010 and $0 in 2011	$ 1,622	$ 686

Supplemental Disclosures of Non-Cash Investing and Financing Activities (in thousands):

	2010 (unaudited)	2011 (unaudited)
Notes payable for financing insurance policies	995	227
Note payable for equipment	56	
Class A common stock issued in payment of accounts payable	50	
Dividends on preferred stock transfer to equity		2,540
Forgiven related party loan guarantee fees		731
Accrued interest exchanged for equity/notes		2,237
Class A common stock issued in exchange for accrued liabilities		105
Accrued interest converted to long term debt		882
Exchange of debt for new debt and Series E Cumulative Convertible Stock		32,620

Note 4: Significant Accounting Policies

Revenue Recognition Policy

The Company recognizes revenue when the title and risk of loss have passed to the customer, there is persuasive evidence of an arrangement, delivery has occurred or services have been rendered, the sales price is determinable and collectability is reasonably assured. The Company typically recognizes revenue at the time product is shipped or when segregated and billed under a bill and hold arrangement. Sales are recorded net of discounts, rebates and returns, which were $3.0 million and $2.6 million for the nine months ended September 30, 2010 and 2011, respectively.

Estimates of expected sales discounts are calculated by applying the appropriate sales discount rate to all unpaid invoices that are eligible for the discount. The Company's sales prices are determinable given that its sales discount rates are fixed and given the predictability with which customers take sales discounts.

Shipping and Handling

The Company records shipping fees billed to customers in net sales and records the related expenses in cost of goods sold.

Inventories

Inventories are stated at the lower of cost (first-in, first-out method) or market. Material, labor, and factory overhead necessary to produce the inventories are included in their cost. Inventories consisted of the following (in thousands):

	December 31, 2010	September 30, 2011 (unaudited)
Parts and supplies	$ 1,188	$ 981
Raw materials	3,462	6,010
Work in process	1,310	2,209
Finished goods	2,209	1,895
	$ 8,169	$ 11,095

Accounts Receivable

Accounts receivable are carried at original invoice amounts less an estimated reserve made for returns and discounts based on a review of historical rates of returns and expected discounts to be taken. The carrying amount of accounts receivable is reduced, if needed, by a valuation allowance that reflects management's best estimate of the amounts that will not be collected. Management individually reviews all overdue accounts receivable balances and, based on an assessment of current creditworthiness, estimates the portion, if any, of the balance that will not be collected. Management provides for probable uncollectible amounts through a charge to earnings and a credit to an allowance account based on its assessment of the current status of the individual accounts. Balances that remained outstanding after management has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to trade accounts receivable. Recoveries of trade receivables previously written off are recorded when received.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Concentration Risk

The Company's revenues are derived principally from national and regional building products distributors and BlueLinx, the Company's primary decking customer. The ChoiceDek® brand of decking products sold to BlueLinx are in turn sold exclusively to Lowe's. BlueLinx is also one of the Company's MoistureShield® decking customers. The Company extends unsecured credit to its customers. The Company's concentration in the building materials industry has the potential to impact its exposure to credit risk because changes in economic or other conditions in the construction industry may similarly affect the Company's customers. The Company derived most of its revenue prior to May 2010 from Weyerhaeuser, its distributor of ChoiceDek® products prior to the change to BlueLinx. Since the change, the Company has derived approximately 70% of its revenue from BlueLinx.

Share-Based Payments

The Company measures the cost of employee and director service received in exchange for an award of equity instruments based on the grant-date fair value of the award and recognizes that cost in the financial statements. Compensation cost is recognized as the awards vest. Since 2005, the Company has used restricted stock awards as its exclusive form of stock-based compensation. On March 18, 2011, with the change of control, all stock awards were vested.

Note 5: Income Taxes

As of September 30, 2011, the Company had net operating loss carryforwards that are available to eliminate taxable income for the nine months ended September 30, 2011 and reduce future taxable income. The net operating loss carryforwards will expire in 2011 through 2029, if not utilized. As there is insufficient certainty that the Company will be able to generate adequate future taxable income to enable it to realize its net operating loss carryforwards prior to expiration, the Company carries a valuation allowance to recognize its deferred tax assets only to the extent of its deferred tax liabilities. As a result, no income tax provision has been recorded for the quarter and nine months ended September 30, 2011. In March 2011, H.I.G. AERT, LLC acquired a controlling interest in the Company (see Note 8), which will result in a significant restriction on the utilization of the Company's net operating loss carryforwards.

Based upon a review of its income tax filing positions, the Company believes that its positions would be sustained upon an audit and does not anticipate any adjustments that would result in a material change to its financial position. Therefore, no reserves for uncertain income tax positions have been recorded. The Company recognizes interest related to income taxes as interest expense and penalties as operating expenses.

The Company is no longer subject to income tax examinations by tax authorities for years before 2007, except in the State of Texas, for which the 2006 tax year is still subject to examination. The Company is not currently the subject of any income tax examinations by any tax authorities.

Note 6: Losses Per Share

The Company utilizes the two-class method for computing and presenting earnings per share. The Company currently has one class of common stock (the "Common Stock") and one class of cumulative participating preferred stock, Series

E (the “Preferred Stock”). Pursuant to the Series E Designation, holders of the Series E Preferred Stock are entitled to receive per share dividends equal to 6% per annum of the stated value of $1,000 per share of Series E Preferred Stock when declared by the Company’s Board of Directors. In addition, holders of the Series E Preferred Stock are entitled to participate in any dividends declared on shares of the Company’s Common Stock on an as-converted basis. Therefore, the Preferred Stock is considered a participating security requiring the two-class method for the computation and presentation of net income per share – basic.

The two-class computation method for each period segregates basic earnings per common and participating share into two categories: distributed earnings per share (i.e., the Preferred Stock stated dividend) and undistributed earnings per share, which allocates earnings after subtracting the Preferred Stock dividend to the total of weighted average common shares outstanding plus equivalent converted common shares related to the Preferred Stock. Basic earnings per common and participating share exclude the effect of Common Stock equivalents, and are computed using the two-class computation method.

In computing diluted EPS, only potential common shares that are dilutive—those that reduce earnings per share or increase loss per share—are included. The exercise of options or conversion of convertible securities is not assumed if the result would be antidilutive, such as when a loss from continuing operations is reported. As a result, if there is a loss from continuing operations, diluted EPS would be computed in the same manner as basic EPS is computed, even if an entity has net income after adjusting for discontinued operations, an extraordinary item or the cumulative effect of an accounting change. The company incurred losses from continuing operations for the three and nine months ended September 30, 2011. Therefore, basic EPS and diluted EPS were computed in the same manner for those periods.

	Qtr ended September 30, 2011	Nine months ended September 30, 2011
Net Loss	$ (657,578)	$ 283,848
Preferred Stock dividend	$ (313,209)	$ (801,464)
Net loss applicable to common stock	$ (970,787)	$ (517,616)
Per Share information:		
Basic earnings per common and participating share:		
Distributed earnings per share:		
Common	$ 0	$ 0
Preferred	$ 0	$ 0
Earned Unpaid earnings per share		
Preferred	$ 15.26	$ 39.05
Loss per share:		
Common	$ (0.01)	$ (0.01)
Basic weighted average common shares:		
Common weighted average number of shares	89,429,437	78,379,744
Participating preferred shares	273,655,320	196,626,415
Total weighted average number of shares	363,084,757	352,035,064

Although not included in a diluted EPS calculation due to being antidilutive, the Company had potentially dilutive securities outstanding at September 30, 2010 and 2011. The following schedule presents antidilutive securities for the quarters and nine months ended September 30, 2010 and 2011.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2011	2010	2011
Options	1,049,000	525,000	1,049,000	525,000
Warrants	3,787,880	-	3,787,880	-
Restricted common stock	2,030,000	-	2,030,000	-
Series D preferred stock	7,487,720	-	7,487,720	-
Series E preferred stock	-	273,655,322	-	273,655,322

Although these financial instruments were not included due to being antidilutive, such financial instruments may become dilutive and would then need to be included with future calculations of diluted EPS.

Note 7: Debt

Line of Credit

The maturity date of the Company's line of credit agreement with Liberty Bank of Arkansas was extended multiple times in 2010, and again in 2011 to a maturity date of March 15, 2012. The Company is currently working to restructure or replace the line, which had a balance of $6.6 million at September 30, 2011. The line is secured by inventory, accounts receivable, chattel paper, general intangibles and other current assets, as well as by fixtures and equipment, and bears an interest rate that was reduced in October 2010 from 9% to 7.5%. The full amount of the line is guaranteed as to payment by Marjorie Brooks, Joe Brooks, the Company's chairman and chief executive officer, and by Steve Brooks, the Company's chief operating officer. Mrs. Brooks is collateralized by a subordinate lien on all of our assets subject to certain priority liens, and receives a fee as compensation for her guaranty.

The line of credit facility includes a debt service coverage ratio, current ratio, accounts payable ageing covenant, debt to equity ratio, and accounts receivable aging covenants, and customary restrictions on dividends and the incurrence of additional debt or liens, among other matters. The Company has not been in compliance with certain covenants. However, in connection with the recapitalization described below, Liberty Bank agreed that it would not declare an event of default or make a demand for payment through November 30, 2011.

Note 8: Recapitalization

On March 18, 2011, the Company consummated related recapitalization transactions (the “Transactions”) with H.I.G. AERT, L.L.C., an affiliate of H.I.G. Capital L.L.C. (“H.I.G.”) and with other existing preferred stockholders, pursuant to which, among other things, H.I.G. exchanged $32,620,816 of its secured debt in the Company, including interest accrued through March 17, 2011, for a combination of new debt and equity. Prior to the consummation of the Transactions, H.I.G. was the sole owner of four distinct obligations representing the Company’s debt: (i) $6,806,656 of principal plus accrued interest owed under that certain Promissory Note, dated July 1, 2009, issued by the Company in favor of H.I.G.; (ii) $13,281,084 of principal plus accrued interest owed under the Adair County Industrial Authority Solid Waste Recovery Facilities Revenue Bonds issued in 2007; (iii) $10,436,409 of principal plus accrued interest owed under the City of Springdale Arkansas, Industrial Development Refunding Revenue Bonds issued in 2008; and (iv) $2,096,667 of principal plus accrued interest owed under the Secured Promissory Note (“2010 Note”) issued on December 20, 2010. Items (i)-(iv) above are collectively referred to herein as the “Prior Debt.” Stephens, Inc. was retained by the Company before finalization of H.I.G. recapitalization to issue a fairness opinion.

In connection with the consummation of the Transactions, the Company entered into a Securities Exchange Agreement with H.I.G. (the “Exchange Agreement”), and a Credit Agreement with H.I.G. (the “Credit Agreement”), each dated March 18, 2011. Pursuant to the Exchange Agreement and the Credit Agreement, in exchange for the Prior Debt and H.I.G. making approximately $6.9 million in additional new capital available to the Company, H.I.G. was issued (i) a Series A Term Note (“Series A Note”) in the aggregate principal amount of $10,000,000, (ii) a Series B Senior Term Note (“Series B Note”, and collectively with the Series A Note, the “Notes”) in the aggregate principal amount of $9,000,000 (or such lesser amount as is actually borrowed thereunder), and (iii) 20,524.149 shares of Series E Convertible Preferred Stock, par value $0.01 per share, of the Company (the “Series E Preferred Stock”). As a result, upon consummation of the Transactions (including the Series D Exchange Agreement described hereunder), H.I.G. holds $17,596,667 outstanding principal amount of senior secured debt of the Company and owns approximately 80% of the outstanding common equity securities of the Company on a fully diluted, as converted basis. Pursuant to the Exchange Agreement, until such time as H.I.G. no longer owns at least 20% of the Company’s outstanding Common Stock on a fully diluted basis, H.I.G. has the right to purchase securities in any subsequent issuance or sale of securities by the Company in an amount equal to the greater of (i) H.I.G.’s ownership percentage as of the business day prior to its receipt of notice of the proposed issuance or sale by the Company or (ii) 51%.

Management has the responsibility to determine the fair value of the Company’s Series E Cumulative Preferred stock issued through the recapitalization. The Series E stock was evaluated using a discounted cash flow analysis and comparables of similar public trading companies and private transactions. Based on this analysis, management has assigned the state (liquidation) value as the fair value estimate of the Series E cumulative preferred stock.

Notes Payable

Pursuant to the Credit Agreement, the Company issued to H.I.G. the Notes, which are secured by a grant of a security interest in all of the Company’s assets in accordance with the terms of a Security Agreement, Patent Security Agreement, Copyright Security Agreement and Trademark Security Agreement, each dated March 18, 2011. The Series A Note matures six years after the closing of the Transactions (the “Closing”) and, at the Company’s option, either (i) bears cash interest at 8.0% per annum or (ii) bears cash interest at 4.0% per annum, plus a rate of interest equal to 4.0% per annum payable in kind and added to the outstanding principal amount of the Series A Note (with the latter option only being available for the first 24 months following the Closing, after which the Series A Note will bear cash interest at 8.0% per annum). Currently, interest payments are not being made on this note but being rolled into the outstanding principle of the note. H.I.G. and Liberty Bank of Arkansas ("Liberty") concurrently entered into an Amended Intercreditor Agreement pursuant to which H.I.G. has priority vis-a-vis Liberty with respect to its lien on all assets of the Company other than inventory, accounts receivable, deposit accounts, and receipts, revenues, cash and income derived from such inventory and accounts receivable and certain real estate, and Liberty has priority vis-à-vis H.I.G. with respect to its lien on all inventory, accounts receivable, deposit accounts, and receipts, revenues, cash and income derived from such inventory and accounts receivable and certain real estate.

Upon the Closing, H.I.G. converted the $2,000,000 principal amount of the 2010 Note and accrued interest thereon into borrowings under the Series B Note. In addition, an additional $5.5 million was funded and drawn under the Series B Note at Closing. Currently, interest payments are not being made on this note but being rolled into the outstanding principle of the note. The Company drew down $1.0 million of additional Series B note on May 23, 2011 to help fund operations. The remaining principal balance is available to be drawn down from time to time in the future upon request by the Company, subject to H.I.G.'s approval in its sole discretion. The Series B Note matures six years after the Closing and, at the Company's option, either (i) bears cash interest at 10.0% per annum or (ii) bears cash interest at 4.0% per annum, plus a rate of interest equal 6.0% per annum payable in kind and added to the outstanding principal amount of the Series B Term Note. The Series B Note ranks pari passu to the Series A Note.

The Credit Agreement contains provisions requiring mandatory payments upon the Notes equal to 50% of the Company's "Excess Cash Flow" (as defined in the Credit Agreement) and equal to 100% of proceeds from most non-ordinary course asset dispositions, additional debt issuances or equity issuances (subject to certain exceptions in each case or as H.I.G. otherwise agrees), and contains covenant restrictions on the incurrence of additional debt, liens, leases or equity issuances (subject to certain exceptions in each case or as H.I.G. otherwise agrees).

Guaranty Agreement

In connection with the execution of the Credit Agreement, Marjorie S. Brooks entered into a Second Amended and Restated Guaranty Agreement in favor of H.I.G., dated March 18, 2011 (the "H.I.G. Guaranty"), pursuant to which Mrs. Brooks agreed to guarantee the Company's obligations under the Credit Agreement up to a maximum guaranteed amount of $6,000,000 (plus certain potential expenses), replacing a prior guaranty Mrs. Brooks had agreed to with respect to certain of the Prior Debt. In consideration for Mrs. Brooks entering into the H.I.G. Guaranty and continuing to perform her obligations under a January 16, 2006 Guaranty Agreement, as amended, in favor of Liberty (the "Liberty Guaranty"), the Company entered into a Guaranty Fee Agreement with Mrs. Brooks, dated March 18, 2011 (the "Guaranty Fee Agreement"), pursuant to which the Company agreed to pay to Mrs. Brooks (i) for as long as the Liberty Guaranty remains in effect, a guaranty fee equal to 4.0% per annum multiplied by the average daily balance of the Company's obligations under its Loan Agreement with Liberty, as amended, for the month in which the fee is calculated, and (ii) for so long as the H.I.G. Guaranty remains in effect, a guaranty fee equal to 4.0% per annum multiplied by the lesser of $6,000,000 and the average daily balance of the Company's outstanding obligations under the Credit Agreement for the month in which the fee is calculated. Mrs. Brooks agreed to accept a payment of $313,124 on or before July 31, 2011 in full satisfaction of previously accrued and unpaid guaranty fees, subject to the terms and conditions set forth in the Guaranty Fee Agreement. Previously accrued loan guarantee fees of $731,000 payable to Mrs. Brooks were cancelled in connection with the restructuring transaction.

The $313,124 payment was not made by the Company on or before July 31, 2011 with the result that the Credit Agreement Guaranty can be terminated by Mrs. Brooks upon delivery of a written notice to the Administrative Agent and AERT revoking and/or terminating the Credit Agreement Guaranty. This payment has also not been made for the September 30, 2011 period as well.

Advisory Services Agreement

The Company also on March 18, 2011 entered into an Advisory Services Agreement between H.I.G. Capital, L.L.C., an affiliate of H.I.G., and the Company (the "Advisory Services Agreement") that provides for an annual monitoring fee between $250,000 and $500,000 (the "Monitoring Fee") and reimbursement of all other out of pocket fees and expenses incurred by H.I.G. Capital, L.L.C.. In addition, pursuant to the terms of the Advisory Services Agreement, H.I.G. Capital, L.L.C. will be entitled to a financial advisory fee and a supplemental management fee in connection with any acquisition, disposition or material public or private debt or equity financing of the Company, in each case which has been introduced, arranged, managed and/or negotiated by H.I.G. Capital, L.L.C. or its affiliates. H.I.G. Capital, L.L.C. was paid a $500,000 transaction fee under the Advisory Services Agreement in connection with the recapitalization.

Series E Cumulative Convertible Preferred Stock

Pursuant to the Exchange Agreement, the Company issued 20,524.149 shares of newly authorized Series E Preferred Stock to H.I.G. at the Closing. The Series E Preferred Stock was authorized by the filing of a Certificate of Designations, Preferences and Rights of the Series E Convertible Preferred Stock of the Company filed on March 17, 2011 with the Delaware Secretary of State (the "Series E Designation"). Pursuant to the Series E Designation, holders of the Series E Preferred Stock are entitled to receive per share dividends equal to 6% per annum of the stated value of $1,000 per share of Series E Preferred Stock when declared by the Company's Board of Directors. In addition, holders of the Series E Preferred Stock are entitled to participate in any dividends declared on shares of the Company's Common Stock on an as-converted basis. Shares of the Series E Preferred Stock and all accrued dividends thereon are convertible at any time at the holder's election into shares of the Company's Class A Common Stock (the "Conversion Shares") at a conversion price of $0.075 per share, subject to customary anti-dilution adjustments. The Series E Preferred Stock ranks senior to all other equity securities of the Company. Holders of the Series E Preferred Stock have the right to vote their ownership interests in the Series E Preferred Stock on an as-converted basis. In addition, holders of the Series E Preferred Stock also have the right to elect four of the Company's seven directors for as long as there remain outstanding shares of Series E Preferred Stock representing at least 20% of the outstanding shares of Common Stock on an as-converted basis. If the outstanding shares of Series E Preferred Stock at any time represent less than 20% of the outstanding shares of Common Stock on an as-converted basis, the holders of the Series E Preferred Stock will have the right to elect one of the Company's seven directors. The Series E Designation contains customary protective voting provisions and other rights customarily granted to holders of preferred equity securities.

Also, on March 18, 2011, the Company and H.I.G. entered into a Registration Rights Agreement under which, among other things, the Company granted to H.I.G. certain demand and "piggyback" registration rights with regard to its Conversion Shares and Series D Converted Shares. The Registration Rights Agreement provides for the payment of reasonable expenses in connection with such registrations (including the payment of fees of counsel up to $10,000 for each registration statement) and contains other customary provisions.

In order to satisfy its obligations under the Exchange Agreement with regard to the reservation of the Conversion Shares, the Company was contractually obligated to present for stockholder approval an amendment to the Company's Certificate of Incorporation to authorize 400,000,000 additional shares of the Company's Class A Common Stock which was subsequently voted on July 14, 2011 with stockholder approval (See Note 10). On March 18, 2011, the Company, H.I.G., all of the prior Series D Preferred Stockholders, certain management stockholders and certain other stockholders, including Marjorie S. Brooks, entered into a Voting Agreement undertaking to vote in favor of such increase in authorized capital stock.

The Series E convertible Preferred Stock is not redeemable except under certain conditions which may be out of the control of the Company. An event of default under the Series A and B Term notes, for example, the failure to meet specified financial covenants, may trigger a redemption right to the holders of the Series E Convertible Preferred stockholders. As a result, the carrying value of the Series E Convertible Preferred Stock is reported in temporary equity.

The initial conversion price of the Series E Preferred Stock is fixed and will remain the conversion price subject to the anti-dilution adjustments described below. The conversion price of the Series E Preferred Stock is subject to customary weighted-average anti-dilution adjustments, which will be made (subject to certain exceptions) in the event that AERT:

- pays dividends or other distributions on the common stock in shares of common stock;
- subdivides, splits or combines the shares of common stock;
- subject to certain exceptions and limitations, issues options, rights or warrants entitling the holders to purchase common stock at less than the then-current market price (as defined in the certificate of designations for the Series E Preferred Stock);
- issues or sells any securities that are convertible into or exercisable or exchangeable for common stock and the lowest price per share for which one share of common stock is issuable upon the conversion, exercise or exchange thereof is less than the then-current market price;
- makes changes to the terms of outstanding options, warrants, or convertible securities (including those that were outstanding as of March 18, 2011, the original issue date of the Series E Preferred Stock) and that would result in a dilutive effect on the Series E Preferred Stock; in general, in such event the adjustment shall be calculated as if the changed terms had been in effect from the initial issuance of such securities and such securities issued before March 18, 2011 shall be treated as if newly issued as of the date of such change; provided that no adjustment will be made in such case if such adjustment would result in an increase in the conversion price then in effect; and
- takes any action that would result in dilution of the Series E Preferred Stock but is not specifically provided for in the Series E Preferred Stock certificate of designations (including granting of stock appreciation rights, phantom stock rights or other rights with equity features), in which case the Company's Board of Directors shall in good faith determine and implement an appropriate adjustment in the conversion price so as to protect the rights of the holders of the Series E Preferred Stock, subject to certain qualifications.

Series D Preferred Stock and Warrant Exchange For Class A Common Stock

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On March 18, 2011, immediately prior to the closing under the Exchange Agreement and Credit Agreement, the Company and the holders of the Company's Series D Preferred Stock consummated the transactions contemplated by a Series D Preferred Stock Exchange Agreement ("Series D Exchange Agreement"), under which 748,772 shares of Series D Preferred Stock and Warrants exercisable for 3,787,880 shares of the Company's Common Stock were exchanged for 36,313,377 shares of the Company's Class A Common Stock (the "Series D Converted Shares"), equal to approximately 10% of the outstanding common shares of the Company on a fully diluted basis. At the date of the Series D Preferred Stock Exchange, HIG owned 315,273 shares of Series D Preferred Stock and 1,515,155 warrants exercisable for shares of the Company Class A common stock.

The Company also terminated the Series D Preferred Stock Purchase Agreement, the Series D Preferred Stock Registration Rights Agreement and the Warrants issued in connection with the Series D Preferred Stock purchase transaction, and terminated all rights and obligations of the parties thereunder except for any indemnification rights and obligations under the Series D Preferred Stock Registration Rights Agreement. No early termination penalties were paid or incurred by the Company in connection with such terminations.

The Company issued (i) 36,313,377 shares of Common Stock to seven existing Series D Preferred Stockholders, including H.I.G., in exchange for (A) all of the previously outstanding 748,772 shares of Series D Preferred Stock and (B) Warrants exercisable for an aggregate of 3,787,880 shares of Common Stock, and (ii) 20,524.149 shares of Series E Preferred Stock to H.I.G. in exchange for a portion of the Prior Debt held by H.I.G. All of such issuances in clauses (i) and (ii) above were done on an unregistered private placement basis pursuant to Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 thereunder and pursuant to the exemption for exchanges with existing stockholders under Section 3(a)(9) of the Securities Act of 1933, as amended.

All of the Series D Preferred Stock of the Company was retired and the contractual rights associated with it were extinguished and, pursuant to the Board designation rights conferred upon the Series E Preferred Stock, the rights of holders of Common Stock with respect to the election of directors was materially limited.

H.I.G. acquired Series E Preferred Stock and Series D Converted Shares with the right to vote on an as-converted basis shares representing approximately 78.9% of the voting rights associated with outstanding voting capital stock immediately following the Transactions and with the right under the Series E Designation to designate four out of seven directors, representing a majority of the Board of Directors. As of the date of this Current Report, Michael Phillips is the only H.I.G. affiliate serving on the Board. However, it is anticipated that new directors will be appointed to the Board in accordance with the Series E Preferred Stock voting rights in the upcoming months.

In preparation for the recapitalization transactions, on March 16, 2011, the Board approved the Series E Designation, which was filed with the Delaware Secretary of State on March 17, 2011, as an amendment to the Company's Certificate of Incorporation.

In connection with the recapitalization, the Company also amended its bylaws to implement the changes to the Board of Directors size, composition and structure contemplated by such Series E Designation.

The recapitalization agreements have been accounted for as a troubled debt restructuring (ASC 470-60). The term notes, Series E Convertible Preferred Stock and Class A common stock issued have an estimated fair value of $45,383,000. The sum of cash proceeds and the recorded value of debt, accrued interest, Series D Preferred Stock, Warrants and certain other liabilities exchanged totaled $48,128,000, resulting in a gain on troubled debt restructuring of $3,029,000.

Note 9: Commitments and Contingencies

Class Action Lawsuits

The U.S. District Court, Western District of Washington (Seattle Division) approved a class action settlement in January 2009 related to a purported class action lawsuit seeking to recover on behalf of purchasers of ChoiceDek® composite decking for damages allegedly caused by mold and mildew stains on their decks. The settlement includes decking material purchased from January 1, 2004 through December 31, 2007, along with decking material purchased after December 31, 2007 that was manufactured before October 1, 2006, the date a mold inhibitor was introduced in the manufacturing process.

At September 30, 2011, AERT had a total remaining balance in accrued expenses of $3.4 million associated with the settlement of the class action lawsuit. In 2008, the Company accrued an estimated $2.9 million for resolving claims. In the third quarter of 2009, the Company increased its estimate of costs to be incurred in resolving claims under the settlement by $5.1 million. The estimate was revised due to events that occurred and information that became available after the second quarter of 2009 concerning primarily the number of claims received. The deadline for submitting new claims has now passed. The claim resolution process will have an annual net cost limitation to AERT of $2.0 million until the claim resolution process is completed.

Other Matters

AERT is involved from time to time in litigation arising from the normal course of business that is not disclosed in its filings with the SEC. In management's opinion, this litigation is not expected to materially impact the Company's results of operations or financial condition.

Note 10: Subsequent Event

On October 20, 2011, Advanced Environmental Recycling Technologies, Inc. (“AERT”) and H.I.G. AERT, LLC (“H.I.G.”), an affiliate of H.I.G. Capital, LLC, amended certain Credit Agreement terms dated as of March 18, 2011. This amended Credit Agreement (the “Second Amendment”) will increase the Series B Term Loan Commitment by $5,000,000 to an aggregate commitment of $14,000,000. Concurrent with the amendment AERT received a $2,000,000 advance under the terms of the agreement.

Upon entering into the modified agreement, Liberty Bank and H.I.G. agreed that the incurrence by the Company of the indebtedness relating to the H.I.G Credit Agreement shall not constitute a default or event of default under the Liberty Bank Loan Documents (as defined in the Intercreditor Agreement).

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Three Months Ended September 30, 2010 Compared to Three Months Ended September 30, 2011

The following table sets forth selected information from our statements of operations (in thousands).

	Three Months Ended September 30,		
	2010	2011	% Change
Net sales	$ 16,165	$ 17,831	10.3 %
Cost of goods sold	13,958	14,812	6.1 %
% of net sales	86.3 %	83.1 %	
Gross margin	2,207	3,019	*
% of net sales	13.7 %	16.9 %	
Selling and administrative costs	2,900	2,771	-4.4 %
% of net sales	17.9 %	15.5 %	
Operating income (loss)	(693)	248	-135.8 %
% of net sales	-4.3 %	1.4 %	
Net other expense	-	(178)	
Net interest expense	(1,172)	(728)	-37.9 %
Loss before dividends	(1,865)	(658)	-64.7 %
% of net sales	-11.5 %	-3.7 %	
Dividends on preferred stock	(198)	(313)	58.1 %
Net loss applicable to common stock	$ (2,063)	$ (971)	-52.9 %
% of net sales	-12.8 %	-5.4 %	

* Not meaningful as a percentage change.

Net Sales

Third quarter 2011 sales were up 10.3% from third quarter 2010 sales due primarily to increased MoistureShield® sales of $1.7 million. This increase was due in part to the addition of new customers.

Cost of Goods Sold and Gross Margin

Cost of goods sold was higher in the third quarter of 2011 compared to the third quarter of 2010 due to increased sales. As a percentage of sales, cost of goods sold decreased by 3.2 percentage points, reflecting lower overhead due primarily to reduced headcount and lowered employee insurance cost and lower property insurance.

Selling and Administrative Costs

Selling and administrative costs were down $0.1 million in the third quarter of 2011 compared to the third quarter of 2010. The decrease was due primarily to reduced administration expense, reduced headcount and employee health insurance costs. These reductions were offset by increased advertising and promotional expenses.

Earnings

An operating income of $0.2 million was generated in the third quarter of 2011 compared to $0.7 million loss in the third quarter of 2010. This increase is due to higher sales volume. Interest costs decreased by $0.4 million in the third quarter of 2011 due primarily to the H.I.G. recapitalization.

Our net loss was reduced by $1.1 million for the third quarter 2011 as compared to the third quarter 2010. This reduction is due to higher sales, reduced selling and administrative costs, reduced interest costs offset by an increase in other expense and higher raw material costs.

Nine Months Ended September 30, 2010 Compared to Nine Months Ended September 30, 2011

The following table sets forth selected information from our statements of operations (in thousands).

	Nine Months Ended September 30,		
	2010	2011	% Change
Net sales	$55,786	$50,464	-9.5 %
Cost of goods sold	44,425	42,226	-4.9 %
% of net sales	79.6 %	83.7 %	
Gross margin	11,361	8,238	-27.5 %
% of net sales	20.4 %	16.3 %	
Gain (loss) from fixed asset disposition	6	(74)	
Selling and administrative costs	9,009	8,609	-4.4 %
% of net sales	16.1 %	17.1 %	
Operating income (loss)	2,358	(445)	*
% of net sales	4.2 %	-0.9 %	
Gain on recapitalization	-	3,029	*
Other income	-	26	*
Net interest expense	(2,951)	(2,326)	-21.2 %
Income (loss) before dividends	(593)	284	-147.9 %
% of net sales	-1.1 %	0.6 %	
Dividends on preferred stock	(593)	(802)	35.2 %
Net loss applicable to common stock	$(1,186)	$(518)	-56.3 %
% of net sales	-2.1 %	-1.0 %	

* Not meaningful as a percentage change.

Net Sales

Net sales for the first nine months of 2011 were down 9.5% from the first nine months of 2010 due primarily to reduced ChoiceDek® sales to BlueLinx of $9.2 million who lowered their inventory levels. This reduction was partially offset by increased MoistureShield® sales of $3.7 million with the addition of new customers.

Cost of Goods Sold and Gross Margin

Cost of goods sold was lower in the first nine months of 2011 compared to the first nine months of 2010 due to reduced sales. As a percentage of sales, cost of goods sold increased by 4.1 percentage points, reflecting increased raw material costs.

Selling and Administrative Costs

Selling and administrative costs were down $0.4 million in the first nine months of 2011 compared to the first nine months of 2010. This decrease is primarily due to reduced headcount and employee health insurance, reduced administration costs, reduced property taxes, reduced depreciation of our ERP system which is now fully depreciated, offset by a onetime cost of deferred equity compensation relating to the employee stock awards becoming fully vested as a result of the change in control and additional spending on commissions, advertising, promotional material and additional research and development testing. The primary components of selling and administrative costs are compensation and benefits, advertising and promotion, depreciation, travel, professional fees, and commissions.

Earnings

An operating loss of $0.4 million was incurred in the first nine months of 2011 compared to an operating profit of $2.4 million the first nine months of 2010. This was due primarily to a lower gross margin of $3.1 million due to lower sales volume and higher material costs offset by reduced selling and administrative costs and lower interest expense.

Net loss was down $0.7 million due primarily to a lower gross margin of $3.1 million offset by a gain of $3.0 million as a result of the H.I.G. recapitalization, and a lower selling and administrative cost of $0.4 million.

Liquidity and Capital Resources

The $4.5 million net cash realized from the March 18, 2011 H.I.G. recapitalization (see Note 8) was used to pay down aged payables while the $1 million provided by H.I.G. on May 23, 2011 and the $2 million provided by H.I.G. in the fourth quarter of 2010 were used to maintain operations.

We can improve on liquidity by decreasing our overhead costs, negotiating longer payment terms with vendors and increasing profitability within our product sector. We have also reduced accounts payable and accrued liabilities by more than $6.4 million through the restructuring.

Our Junction, TX facility is unused and if sold could provide an additional source of cash, though the expected value does not exceed $1.0 million.

On October 20, 2011, AERT and HIG amended their Credit Agreement whereby the Company has $3.4 million available to be drawn, as needed, on the Series B Senior Term Note with H.I.G.

Cash Flows

Cash Flows from Operations

Cash used in operations in the first nine months of 2011 was $6.3 million as compared to cash provided by operations of $6.0 million in the first nine months of 2010. The $6.3 million of cash used in operations for the first nine months of 2011 was primarily due to the change in current assets and current liabilities. (See Note 3) The largest constituent of the $12.4 million reduction in cash from operating activities was $8.9 million increase in working capital. However, due to the recapitalization, accounts payable was reduced, which had a positive effect on current liabilities.

The changes in our revenue and cost of raw materials significantly impact the Company's liquidity. We are in the remodeling industry that has been depressed as a result of the reduction in home prices in recent years. We expect this industry to improve within the next 12 months and have a positive impact on our sales; however, our business is dependent upon the economy and we cannot accurately predict cyclical economic changes and their impact on consumer buying. The Company has significant customer concentration, with one customer representing approximately 70% of our revenue. A loss of this customer, or a major reduction in their business would cause a significant reduction in our liquidity.

The change in current assets and current liabilities was primarily due to the reduction of accounts payable facilitated by the H.I.G. recapitalization and increased inventories. The accounts payable and accrued liabilities reduction of $5.1 million represented the reduction of severely aged payables. Our sales volume is highly seasonal due to the nature of the product we provide. During the latter portion of the year, the Company experiences fluctuations in its ability to generate cash flows from sales. However, we provide discounts and incentives to our customers during these periods to help influence our sales volume.

We believe that the 2011 first nine months sales reduction over the prior year is not permanent and expect that revenue will recover sufficiently to generate sufficient income to meet our cash and liquidity requirements over the next twelve months. However, we cannot be certain about future events and may require additional financing, temporary or permanent, to continue operations. The Company is committed to reducing overhead costs and purchases through continuous monitoring and departmental budget constraints. Our initiative is to continue to utilize our Watts facility to reduce our raw materials costs and market the product created from the processes at this facility.

Cash Flows from Investing Activities

Cash provided by investing activities for the first nine months of 2011 was $0.3 million compared to cash used in investing activities of $2.3 million in the first nine months of 2010. This increase in cash was due to a release in restricted cash of $2.0 million and $0.6 million lower capital expenditures for the construction of our Watts plastic recycling facility.

Cash Flows from Financing Activities

Cash provided by financing activities was $5.0 million in the first nine months of 2011 compared to cash used in financing activities of $3.2 million in the first nine months of 2010. The $8.2 million change in cash from financing activities was primarily due to $8.0 million proceeds from H.I.G. notes and the State of Oklahoma note. The reduction of $2.2 million in payments of notes in the first nine months ended September 30, 2011 compared to nine months ended September 30, 2010 was primarily due to payment of Allstate notes in 2010. In addition, the first nine months ended September 30, 2011included $1.3 million in principal payments to Liberty bank and $1.5 million in restricted cash for payment of debt construction costs related to additions to Watts equipment, both reflected as a decrease in cash.

Working Capital

At September 30, 2011, we had a working capital deficit of $7.5 million compared to a working capital deficit of $28.8 million at December 31, 2010. The decrease in our deficit in 2011 was primarily the result of the H.I.G. recapitalization. Components of working capital that fluctuated significantly include accounts payable, current maturities of long term debt, and accrued liabilities. As we continue to pay down the line of credit and reduce the class action lawsuit accrual, the working capital deficit will reduce.

Buildings and Equipment

The changes in our property, plant and equipment in the first nine months of 2011 are due primarily to fixed asset additions to our Watts recycling facility offset by an increase in accumulated depreciation due to normal depreciation for the period.
Property additions and betterments include capitalized interest, construction and costs and property purchases. Provision for depreciation of buildings and equipment is provided on a straight-line basis over the estimated useful lives of the assets. Gains or losses on sales or other dispositions of property are credited or charged to income in the period incurred. Repairs and maintenance costs are charged to income in the period incurred, unless it is determined that the useful life of the respective asset has been extended.

For purposes of testing impairment, we group our long-lived assets at the same level for which there are identifiable cash flows independent of other asset groups. Currently, there is only one level of aggregation for our assets. We assess the impairment of long-lived assets, primarily consisting of property, plant, and equipment related to the extrusion and rendering of plastic materials, whenever events or circumstances indicate that the carrying value may not be recoverable. The Company believes the assets which most significantly drive the cash-flow-generating capacity at our facilities are the assets resulting in property, plant and equipment. As stated in Note 2 of our 10-K, buildings and equipment are stated at cost and depreciated over the estimated useful life of each asset using the straight-line method. Estimated useful lives are: buildings — 15 to 30 years, leasehold improvements — 2 to 6 years, transportation equipment — 3 to 5 years, office equipment — 3 to 6 years, and machinery and equipment — 3 to 10 years. We assess the impairment of long-lived assets, consisting of property, plant, and equipment, whenever events or circumstances indicate that the carrying value may not be recoverable.

Examples of such events or circumstances include:

- an asset group's inability to continue to generate income from operations and positive cash flow in future periods;
- loss of legal ownership or title to an asset;
- significant changes in our strategic business objectives and utilization of the asset(s); and
- the impact of significant negative industry or economic trends.

Based on our last evaluation as of May 31, 2011, undiscounted estimated future cash flows substantially exceeded the carrying value of the asset group.

Recoverability of assets to be held and used in operations is measured by a comparison of the carrying amount of our assets to the undiscounted future net cash flows expected to be generated by the assets. The factors used to evaluate the future net cash flows, while reasonable, require a high degree of judgment and the results could vary if the actual results are materially different than the forecasts. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less selling costs.

We also periodically review the lives assigned to our assets to ensure that our initial estimates do not exceed any revised estimated periods from which we expect to realize cash flows from the asset. If a change were to occur in any of the above-mentioned factors or estimates, the likelihood of a material change in our reported results would increase.

We have an ongoing policy to review our buildings and equipment for obsolescence and damage on a regular basis. Several facilities containing fixed assets were evaluated for depreciation and asset write down as of May 31, 2011. The total write-down for the second quarter combined assets was approximately $2 million with a total net book value of $0.08 million.

Debt

In addition to the H.I.G. transaction on March 18, 2011, as discussed above, we continue to explore financing options, including various financial assistance programs sponsored by state and federal governments.

Line of Credit

The maturity date of the Company’s line of credit agreement with Liberty Bank of Arkansas was extended multiple times in 2010, and again in 2011 to a maturity date of March 15, 2012. The Company is currently working to restructure or replace the line, which had a balance of $6.6 million at September 30, 2011. The line is secured by inventory, accounts receivable, chattel paper, general intangibles and other current assets, as well as by fixtures and equipment, and bears an interest rate that was reduced in October 2010 from 9% to 7.5%. The full amount of the line is guaranteed as to payment by Marjorie Brooks, by Joe Brooks, the Company’s chairman and chief executive officer, and by Steve Brooks, the Company’s chief operating officer. Mrs. Brooks guarantee is collateralized by a subordinate lien on all of our assets subject to certain priority liens. She receives a fee as compensation for her guaranty.

Oklahoma Energy Program Loan

On July 14, 2010, we entered into a loan agreement with the Oklahoma Department of Commerce (ODOC) whereby ODOC agreed to a 15-year, $3.0 million loan to AERT at a fixed interest rate of 3%. The loan is being made pursuant to the American Recovery and Reinvestment Act State Energy Program for the State of Oklahoma, and is funding the second phase of AERT’s new recycling facility in Watts, Oklahoma. Payments on the loan were scheduled to commence on the earlier of project completion or July 1, 2011, however, an extension was granted on June 29, 2011 whereby payments will begin on January 1, 2012.

ODOC, under award number 14215 SSEP09, advanced $2.1 million to AERT in 2010 and 2011. As of September 30, 2011, a total of $1.7 million has been spent on contract labor, contract materials, and equipment. In addition, as of September 30, 2011, matching funds of $7.0 million have been contributed (in-kind) to the project by AERT.

Debt Covenants

Our line of credit contains certain financial covenants:

Liberty Bank Line of Credit Debt Covenants	September 30, 2011	Compliance
Long-term debt service coverage ratio for last four quarters of at least 2.00 to 1.00	2.6	Yes
Current ratio of not less than 1.00 to 1.00	0.7	No - Waived
Not more than 10% of accounts payable in excess of 75 days past invoice date	3.8%	Yes
Not more than 20% of accounts receivable in excess of 90 days past invoice date	1.4%	Yes

The current ratio has been evaluated and the Company has determined that this covenant will not be met for future periods. The Company is requesting financing proposals from various lenders to refinance the asset based lending facility to repay amounts due under the existing facility. It is expected that the new credit facility would have covenants that would be attainable by the Company. If the Company is unsuccessful with the above course of action, we will attempt to renegotiate the facility with the existing lender to agree on covenants which can be met. In the event that we are unsuccessful in negotiating terms, then the bank could either renew or exercise rights to call on the guarantor or demand payment.

H.I.G. Long Term Debt

On March 18, 2011, the Company consummated related recapitalization transactions (the “Transactions”) with H.I.G. AERT, L.L.C., an affiliate of H.I.G. Capital L.L.C. (“H.I.G.”) and with other existing preferred stockholders, pursuant to which, among other things, H.I.G. exchanged $32,620,816 of its secured debt in the Company, including interest accrued through March 17, 2011, for a combination of new debt and equity. Prior to the consummation of the Transactions, H.I.G. was the sole owner of four distinct obligations representing the Company’s debt: (i) $6,806,656 of principal plus accrued interest owed under that certain Promissory Note, dated July 1, 2009, issued by the Company in favor of H.I.G.; (ii) $13,281,084 of principal plus accrued interest owed under the Adair County Industrial Authority Solid Waste Recovery Facilities Revenue Bonds issued in 2007; (iii) $10,436,409 of principal plus accrued interest owed under the City of Springdale Arkansas, Industrial Development Refunding Revenue Bonds issued in 2008; and (iv) $2,096,667 of principal plus accrued interest owed under the Secured Promissory Note (“2010 Note”) issued on December 20, 2010. Items (i)-(iv) above are collectively referred to herein as the “Prior Debt.”

In connection with the consummation of the Transactions, the Company entered into a Securities Exchange Agreement with H.I.G. (the "Exchange Agreement"), and a Credit Agreement with H.I.G. (the "Credit Agreement"), each dated March 18, 2011. Pursuant to the Exchange Agreement and the Credit Agreement, in exchange for the Prior Debt and H.I.G. making approximately $6.9 million in additional new capital available to the Company, H.I.G. was issued (i) a Series A Term Note ("Series A Note") in the aggregate principal amount of $10,000,000, (ii) a Series B Senior Term Note ("Series B Note", and collectively with the Series A Note, the "Notes") in the aggregate principal amount of $9,000,000 (or such lesser amount as is actually borrowed thereunder), and (iii) 20,524.149 shares of Series E Convertible Preferred Stock, par value $0.01 per share, of the Company (the "Series E Preferred Stock"). As a result, upon consummation of the Transactions (including the Series D Exchange Agreement described hereunder), H.I.G. holds $17,596,667 outstanding principal amount of senior secured debt of the Company and owns approximately 80% of the outstanding common equity securities of the Company on a fully diluted, as converted basis. Pursuant to the Exchange Agreement, until such time as H.I.G. no longer owns at least 20% of the Company's outstanding Common Stock on a fully diluted basis, H.I.G. has the right to purchase securities in any subsequent issuance or sale of securities by the Company in an amount equal to the greater of (i) H.I.G.'s ownership percentage as of the business day prior to its receipt of notice of the proposed issuance or sale by the Company or (ii) 51%.

Pursuant to the Credit Agreement, the Company issued to H.I.G. the Notes, which are secured by a grant of a security interest in all of the Company's assets in accordance with the terms of a Security Agreement, Patent Security Agreement, Copyright Security Agreement and Trademark Security Agreement, each dated March 18, 2011. The Series A Note matures six years after the closing of the Transactions (the "Closing") and, at the Company's option, either (i) bears cash interest at 8.0% per annum or (ii) bears cash interest at 4.0% per annum, plus a rate of interest equal to 4.0% per annum payable in kind and added to the outstanding principal amount of the Series A Note (with the latter option only being available for the first 24 months following the Closing, after which the Series A Note will bear cash interest at 8.0% per annum). H.I.G. and Liberty Bank of Arkansas ("Liberty") concurrently entered into an Amended Intercreditor Agreement pursuant to which H.I.G. has priority vis-a-vis Liberty with respect to its lien on all assets of the Company other than inventory, accounts receivable, deposit accounts, and receipts, revenues, cash and income derived from such inventory and accounts receivable and certain real estate, and Liberty has priority vis-à-vis H.I.G. with respect to its lien on all inventory, accounts receivable, deposit accounts, and receipts, revenues, cash and income derived from such inventory and accounts receivable and certain real estate.

Upon the Closing, H.I.G. converted the $2,000,000 principal amount of the 2010 Note and accrued interest thereon into borrowings under the Series B Note. In addition, an additional $5,500,000 was funded and drawn under the Series B Note at Closing. The company drew down $1,000,000 on May 23, 2011, to help fund operations. The remaining principal balance is available to be drawn down from time to time in the future upon request by the Company, subject to H.I.G.'s approval in its sole discretion. The Series B Note matures six years after the Closing and, at the Company's option, either (i) bears cash interest at 10.0% per annum or (ii) bears cash interest at 4.0% per annum, plus a rate of interest equal 6.0% per annum payable in kind and added to the outstanding principal amount of the Series B Term Note. The Series B Note ranks pari passu to the Series A Note.

The Credit Agreement contains provisions requiring mandatory payments upon the Notes equal to 50% of the Company's "Excess Cash Flow" (as defined in the Credit Agreement) and equal to 100% of proceeds from most non-ordinary course asset dispositions, additional debt issuances or equity issuances (subject to certain exceptions in each case or as H.I.G. otherwise agrees), and contains covenant restrictions on the incurrence of additional debt, liens, leases or equity issuances (subject to certain exceptions in each case or as H.I.G. otherwise agrees).

Uncertainties, Issues and Risks

There are many factors that could adversely affect AERT's business and results of operations. These factors include, but are not limited to, general economic conditions, decline in demand for our products, business or industry changes, government rules and regulations, environmental concerns, litigation, new products / product transition, product obsolescence, competition, acts of war, terrorism, public health issues, concentration of customer base, loss of a significant customer, availability of raw material (plastic) at a reasonable price, management's failure to execute effectively, inability to obtain adequate financing (i.e. working capital), equipment breakdowns, low stock price, and fluctuations in quarterly performance.

Forward-Looking Information

An investment in our securities involves a high degree of risk. Prior to making an investment, prospective investors should carefully consider the following factors, among others, and seek professional advice. In addition, this Form 10-Q contains certain "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. Such forward-looking statements, which are often identified by words such as "believes", "anticipates", "expects", "estimates", "should", "may", "will" and similar expressions, represent our expectations o beliefs concerning future events. Numerous assumptions, risks, and uncertainties could cause actual results to differ materially from the results discussed in the forward-looking statements. Prospective purchasers of our securities should carefully consider the information contained herein or in the documents incorporated herein by reference.

The foregoing discussion contains certain estimates, predictions, projections and other forward-looking statements (within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934) that involve various risks and uncertainties. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect management's current judgment regarding the direction of the business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, or other future performance suggested herein. Some important factors (but not necessarily all factors) that could affect the sales volumes, growth strategies, future profitability and operating results, or that otherwise could cause actual results to differ materially from those expressed in any forward-looking statement include the following: market, political or other forces affecting the pricing and availability of plastics and other raw materials; accidents or other unscheduled shutdowns affecting us, our suppliers' or our customers' plants, machinery, or equipment; competition from products and services offered by other enterprises; our ability to refinance short-term indebtedness; state and federal environmental, economic, safety and other policies and regulations, any changes therein, and any legal or regulatory delays or other factors beyond our control; execution of planned capital projects; weather conditions affecting our operations or the areas in which our products are marketed; adverse rulings, judgments, or settlements in litigation or other legal matters. We undertake no obligation to publicly release the result of any revisions to any such forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

Item 4. Controls and Procedures.

Our Chief Executive Officer, Joe G. Brooks, who is our principal executive officer, and our Chief Financial Officer, J. R. Brian Hanna, who is our principal financial and accounting officer, have reviewed and evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of September 30, 2011. Based upon this evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that, as of September 30, 2011, the end of the period covered by this report, AERT's disclosure controls and procedures are effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by AERT in the reports that it files or submits under the Exchange Act and are effective in ensuring that information required to be disclosed by AERT in the reports that it files or submits under the Exchange Act is accumulated and communicated to AERT's management, including AERT's Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

During the quarter ended September 30, 2011, there have been no changes in our internal controls over financial reporting that have materially affected, or that are reasonably likely to materially affect, our internal controls over financial reporting.

PART II – OTHER INFORMATION.

Item 1. Legal Proceedings – (See Note 10: Commitments and Contingencies)

Item 6. Exhibits.

The exhibits listed in the accompanying Index to Exhibits are filed and incorporated by reference as part of this report.

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, thereunto duly authorized.

ADVANCED ENVIRONMENTAL
RECYCLING TECHNOLOGIES, INC.

By: /s/ Joe G. Brooks

Joe G. Brooks,
Chairman and Chief Executive Officer
(principal executive officer)

/s/ J. R. Brian Hanna

J. R. Brian Hanna,
Chief Financial Officer & Principal Accounting Officer

Date: November 1, 2011

Index to Exhibits

Exhibit Number	Description
31.1	Certification per Sarbanes-Oxley Act of 2002 (Section 302) by the Company's chairman and chief executive officer.
31.2	Certification per Sarbanes-Oxley Act of 2002 (Section 302) by the Company’s chief financial and accounting officer.
32.1	Certification per Sarbanes-Oxley Act of 2002 (Section 906) by the Company's chairman and chief executive officer.
32.2	Certification per Sarbanes-Oxley Act of 2002 (Section 906) by the Company's chief financial and accounting officer.