

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Form 10-Q

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

For the quarterly period ended September 30, 2012

Or

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

For the transition period
from _____ to _____

Commission File No. 111596

PERMA-FIX ENVIRONMENTAL SERVICES, INC.

(Exact name of registrant as specified in its charter)

Delaware

58-1954497

(State or other jurisdiction of incorporation or organization)

(IRS Employer Identification Number)

8302 Dunwoody Place, Suite 250, Atlanta, GA

30350

(Address of principal executive offices)

(Zip Code)

(770) 587-9898

(Registrant's telephone number)

N/A

(Former name, former address and former fiscal year, if changed since last report)

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 T 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 T 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 definition 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 T

Non-accelerated Filer

Smaller reporting company

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

Indicate the number of shares outstanding of each of the issuer's classes of Common Stock, as of the close of the latest practical date.

<u>Class</u>	<u>Outstanding at November 1, 2012</u>
<u>Common Stock, \$.001 Par Value</u>	<u>56,200,315</u>
	<u>shares of registrant's</u>
	<u>Common Stock</u>

PERMA-FIX ENVIRONMENTAL SERVICES, INC.

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PART I - FINANCIAL INFORMATION
ITEM 1. – Financial Statements

PERMA-FIX ENVIRONMENTAL SERVICES, INC.
Consolidated Balance Sheets
(Unaudited)

(Amounts in Thousands, Except for Share and per Share Amounts)	September 30, 2012	December 31, 2011
ASSETS		
Current assets:		
Cash	\$ 2,753	\$ 12,055
Restricted cash	35	1,535
Accounts receivable, net of allowance for doubtful accounts of \$803 and \$228, respectively	14,981	19,106
Unbilled receivables - current	8,694	9,871
Retainage receivable	399	912
Inventories	443	573
Prepaid and other assets	6,078	5,104
Deferred tax assets - current	2,187	2,426
Current assets related to discontinued operations	526	693
Total current assets	36,096	52,275
Property and equipment:		
Buildings and land	26,338	26,026
Equipment	34,665	34,283
Vehicles	661	818
Leasehold improvements	11,624	11,529
Office furniture and equipment	2,128	2,081
Construction-in-progress	334	764
	75,750	75,501
Less accumulated depreciation and amortization	(39,263)	(35,666)
Net property and equipment	36,487	39,835
Property and equipment related to discontinued operations	1,614	1,650
Intangibles and other long term assets:		
Permits	16,814	16,854
Goodwill	29,288	27,063
Other intangible assets - net	3,787	4,258
Unbilled receivables – non-current	363	424
Finite risk sinking fund	21,262	19,354
Deferred tax asset, net of liabilities	1,211	1,295
Other assets	1,586	1,595
Total assets	<u>\$ 148,508</u>	<u>\$ 164,603</u>

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

PERMA-FIX ENVIRONMENTAL SERVICES, INC.
Consolidated Balance Sheets, Continued
(Unaudited)

(Amounts in Thousands, Except for Share and per Share Amounts)	September 30, 2012	December 31, 2011
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 9,026	\$ 13,117
Accrued expenses	7,184	9,533
Disposal/transportation accrual	1,759	1,957
Unearned revenue	4,256	6,260
Billings in excess of costs and estimated earnings	1,920	3,226
Current liabilities related to discontinued operations	1,718	2,197
Current portion of long-term debt	3,636	3,906
Total current liabilities	29,499	40,196
Accrued closure costs	11,332	11,937
Other long-term liabilities	658	610
Long-term liabilities related to discontinued operations	1,953	1,775
Long-term debt, less current portion	12,803	15,537
Total long-term liabilities	26,746	29,859
Total liabilities	56,245	70,055
Commitments and Contingencies		
Preferred Stock of subsidiary, \$1.00 par value; 1,467,396 shares authorized, 1,284,730 shares issued and outstanding, liquidation value \$1.00 per share plus accrued and unpaid dividends	1,285	1,285
Stockholders' Equity:		
Preferred Stock, \$.001 par value; 2,000,000 shares authorized, no shares issued and outstanding	—	—
Common Stock, \$.001 par value; 75,000,000 shares authorized, 56,186,121 and 56,068,248 shares issued, respectively; 56,147,911 and 56,030,038 shares outstanding, respectively	56	56
Additional paid-in capital	102,710	102,411
Accumulated deficit	(12,271)	(9,505)
Accumulated other comprehensive loss	—	(3)
Less Common Stock in treasury, at cost; 38,210 shares	(88)	(88)
Total Perma-Fix Environmental Services, Inc. stockholders' equity	90,407	92,871
Non-controlling interest	571	392
Total stockholders' equity	90,978	93,263
Total liabilities and stockholders' equity	\$ 148,508	\$ 164,603

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

PERMA-FIX ENVIRONMENTAL SERVICES, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

(Amounts in Thousands, Except for Per Share Amounts)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Net revenues	\$ 29,128	\$ 32,787	\$ 101,180	\$ 85,315
Cost of goods sold	24,694	21,486	88,720	62,935
Gross profit	4,434	11,301	12,460	22,380
Selling, general and administrative expenses	4,198	4,022	13,825	10,829
Research and development	502	357	1,390	1,019
Loss on disposal of property and equipment	18	—	15	—
(Loss) income from operations	(284)	6,922	(2,770)	10,532
Other income (expense):				
Interest income	10	14	31	40
Interest expense	(223)	(99)	(642)	(458)
Interest expense-financing fees	(23)	(22)	(84)	(178)
Other	9	5	10	8
(Loss) income from continuing operations before taxes	(511)	6,820	(3,455)	9,944
Income tax (benefit) expense	(168)	2,399	(1,126)	3,504
(Loss) income from continuing operations, net of taxes	(343)	4,421	(2,329)	6,440
Loss from discontinued operations, net of taxes	(61)	(187)	(258)	(7)
Gain on disposal of discontinued operations, net of taxes	—	1,777	—	1,777
Net (loss) income	(404)	6,011	(2,587)	8,210
Less: net income attributable to non-controlling interest	21	—	179	—
Net (loss) income attributable to Perma-Fix Environmental Services, Inc. common stockholders	<u>\$ (425)</u>	<u>\$ 6,011</u>	<u>\$ (2,766)</u>	<u>\$ 8,210</u>
Net (loss) income per common share attributable to Perma-Fix Environmental Services, Inc. stockholders - basic:				
Continuing operations	\$ (.01)	\$.08	\$ (.04)	\$.12
Discontinued operations	\$ —	\$ —	\$ (.01)	\$ —
Disposal of discontinued operations	\$ —	\$.03	\$ —	\$.03
Net (loss) income per common share	<u>\$ (.01)</u>	<u>\$.11</u>	<u>\$ (.05)</u>	<u>\$.15</u>
Net (loss) income per common share attributable to Perma-Fix Environmental Services, Inc. stockholders - diluted:				
Continuing operations	\$ (.01)	\$.08	\$ (.04)	\$.12
Discontinued operations	\$ —	\$ —	\$ (.01)	\$ —
Disposal of discontinued operations	\$ —	\$.03	\$ —	\$.03
Net (loss) income per common share	<u>\$ (.01)</u>	<u>\$.11</u>	<u>\$ (.05)</u>	<u>\$.15</u>
Number of common shares used in computing net (loss) income per share:				
Basic	56,140	55,174	56,099	55,137
Diluted	56,140	55,174	56,099	55,142

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

PERMA-FIX ENVIRONMENTAL SERVICES, INC.
Consolidated Statements of Comprehensive (Loss) Income
(Unaudited)

(Amounts in Thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Net (loss) income	\$ (404)	\$ 6,011	\$ (2,587)	\$ 8,210
Other comprehensive income:				
Foreign currency translation gain	1	—	3	—
Total other comprehensive income	1	—	3	—
Comprehensive (loss) income	(403)	6,011	(2,584)	8,210
Comprehensive income attributable to non-controlling interest	21	—	179	—
Comprehensive (loss) income attributable to Perma-Fix Environmental Services, Inc. common stockholders	<u>\$ (424)</u>	<u>\$ 6,011</u>	<u>\$ (2,763)</u>	<u>\$ 8,210</u>

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

PERMA-FIX ENVIRONMENTAL SERVICES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Nine Months Ended September 30,	
(Amounts in Thousands)	2012	2011
Cash flows from operating activities:		
Net (loss) income	\$ (2,587)	\$ 8,210
Less: (loss) income on discontinued operations	(258)	1,770
	(2,329)	6,440
Adjustments to reconcile net (loss) income to cash (used in) provided by operations:		
Depreciation and amortization	4,522	3,503
Amortization of debt discount	12	131
Amortization of fair value of customer contracts	(3,156)	—
Deferred tax (benefit) expense	(1,262)	1,709
Provision for bad debt and other reserves	50	22
Loss on disposal of plant, property and equipment	15	—
Foreign exchange gain	3	—
Issuance of common stock for services	164	159
Stock-based compensation	135	262
Changes in operating assets and liabilities of continuing operations, net of effect from business acquisitions:		
Accounts receivable	4,061	(8,513)
Unbilled receivables	1,000	2,545
Prepaid expenses, inventories and other assets	2,330	982
Accounts payable, accrued expenses and unearned revenue	(11,396)	6,864
Cash (used in) provided by continuing operations	(5,851)	14,104
Cash used in discontinued operations	(458)	(741)
Cash (used in) provided by operating activities	(6,309)	13,363
Cash flows from investing activities:		
Purchases of property and equipment	(412)	(1,995)
Change in restricted cash, net	1,500	(40)
Proceeds from sale of plant, property and equipment	121	—
Payment to finite risk sinking fund	(1,908)	(1,918)
Cash used in investing activities of continuing operations	(699)	(3,953)
Cash (used in) provided by investing activities of discontinued operations	(2)	5,376
Cash (used in) provided by investing activities	(701)	1,423
Cash flows from financing activities:		
Net borrowings of revolving credit	—	(2,019)
Principal repayments of long term debt	(2,831)	(2,763)
Proceeds from finite risk financing	565	685
Cash used in financing activities of continuing operations	(2,266)	(4,097)
Principal repayments of long term debt for discontinued operations	(26)	(149)
Cash used in financing activities	(2,292)	(4,246)
(Decrease) increase in cash	(9,302)	10,540
Cash at beginning of period	12,055	101
Cash at end of period	\$ 2,753	\$ 10,641
Supplemental disclosure:		
Interest paid	\$ 717	\$ 563
Income taxes paid	470	551
Non-cash investing and financing activities:		
Warrants extension for debt modification	—	36

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

PERMA-FIX ENVIRONMENTAL SERVICES, INC.
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(Unaudited) For the nine months ended September 30, 2012

(Amounts in Thousands, Except for Share Amounts)	<u>Common Stock</u>		Additional Paid-In Capital	Common Stock Held In Treasury	Accumulated Other Comprehensive (Loss) Income	Non-Controlling Interest in Subsidiary	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount						
Balance at December 31, 2011	<u>56,068,248</u>	<u>\$ 56</u>	<u>\$ 102,411</u>	<u>\$ (88)</u>	<u>\$ (3)</u>	<u>\$ 392</u>	<u>\$ (9,505)</u>	<u>\$ 93,263</u>
Net income (loss)	—	—	—	—	—	179	(2,766)	(2,587)
Foreign currency translation adjustment	—	—	—	—	3	—	—	3
Issuance of Common Stock for services	117,873	—	164	—	—	—	—	164
Stock-Based Compensation	—	—	135	—	—	—	—	135
Balance at September 30, 2012	<u>56,186,121</u>	<u>\$ 56</u>	<u>\$ 102,710</u>	<u>\$ (88)</u>	<u>\$ —</u>	<u>\$ 571</u>	<u>\$ (12,271)</u>	<u>\$ 90,978</u>

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

PERMA-FIX ENVIRONMENTAL SERVICES, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

September 30, 2012
(Unaudited)

Reference is made herein to the notes to consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2011.

1. Basis of Presentation

The consolidated financial statements included herein have been prepared by the Company (which may be referred to as we, us or our), without an audit, pursuant to the rules and regulations of the Securities and Exchange Commission (“the Commission”). Certain information and note disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles (“GAAP”) in the United States of America have been condensed or omitted pursuant to such rules and regulations, although the Company believes the disclosures which are made are adequate to make the information presented not misleading. Further, the consolidated condensed financial statements reflect, in the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position and results of operations as of and for the periods indicated. The results of operations for the nine months ended September 30, 2012 are not necessarily indicative of results to be expected for the fiscal year ending December 31, 2012.

It is suggested that these consolidated condensed financial statements be read in conjunction with the consolidated financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

Reclassifications

Certain prior period amounts have been reclassified to conform with the current period presentation.

2. Summary of Significant Accounting Policies

Our accounting policies are as set forth in the notes to consolidated financial statements referred to above.

Recently Adopted Accounting Standards

In May 2011, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2011-04 (“ASU 2011-04”), “Fair Value Measurement (Topic 820) - Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs.” ASU 2011-04 improves comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. generally accepted accounting principles and International Financial Reporting Standards (“IFRSs”). ASU 2011-04 changes certain fair value measurement principles and enhances the disclosure requirements particularly for level 3 fair value measurements. The amendments in this guidance are to be applied prospectively, and are effective for interim and annual periods beginning after December 15, 2011. We adopted ASU 2011-04 January 1, 2012.

In June 2011, the FASB issued ASU No. 2011-05, “Comprehensive Income (Topic 220) - Presentation of Comprehensive Income”, and in December 2011, the FASB issued ASU No. 2011-12, “Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income.” Both ASUs amend guidance for the presentation of comprehensive income. The amended guidance requires an entity to present components of net income and other comprehensive income in one continuous statement, referred to as the statement of comprehensive income, or in two separate, but consecutive statements. Although the new guidance changes the presentation of comprehensive income, there are no changes to the components that are recognized in net income or other comprehensive income under existing guidance. Both ASUs were effective for interim and annual periods beginning after December 15, 2011 with early adoption permitted. These ASUs changed our financial statement presentation of comprehensive income but did not impact our net income, financial position, or cash flows. Upon adoption on January 1, 2012, we elected to present comprehensive income in two separate but consecutive statements as part of the condensed financial statements included in this Quarterly Report on Form 10-Q.

Recent Accounting Standards

In July 2012, the FASB issued ASU 2012-02, “Testing Indefinite-Lived Intangible Assets for Impairment” (“ASU 2012-02”) which amends the guidance in Accounting Standards Codification (“ASC”) Topic 350 “Intangibles – Goodwill and Other – General Intangibles Other than Goodwill” (“ASC 350-30”) on testing indefinite-lived intangible assets, other than goodwill, for impairment. Under ASU 2012-02, an entity testing an indefinite-lived intangible asset for impairment has the option of performing a qualitative assessment before calculating the fair value of the asset. If the entity determines, on the basis of qualitative factors, that the fair value of the indefinite-lived intangible asset is not more likely than not impaired, the entity would not need to calculate the fair value of the asset. The ASU does not revise the requirement to test indefinite-lived intangible assets annually for impairment. These provisions are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012, although early adoption is permitted. The Company does not expect that the adoption of this ASU will have a material impact on the Company’s consolidated financial statements.

3. Business Acquisition

On October 31, 2011, we completed the acquisition of all of the issued and outstanding shares of capital stock of Safety and Ecology Holdings Corporation (“SEHC”) and its subsidiaries, Safety & Ecology Corporation (“Safety & Ecology”), SEC Federal Services Corporation, Safety and Ecology Corporation Limited (“SECL” – a United Kingdom operation) and SEC Radcon Alliance, LLC (“SECRA”, which we own 75%), (collectively, “SEC”) pursuant to that certain Stock Purchase Agreement, dated July 15, 2011 (“Purchase Agreement”), between the Company, Homeland Capital Security Corporation (“Homeland”) and SEHC. SEC is an international provider of environmental, hazardous and radiological remediation infrastructure upgrades and nuclear energy services. SEC provides remediation of nuclear materials for the U.S. government and other commercial customers. We acquired SEC for a total consideration of approximately \$17,885,000 determined as follows:

- (i) cash consideration of approximately \$14,885,000, after certain working capital closing adjustments. This cash consideration was reduced by approximately \$1,000,000 total consideration for our Common Stock purchased from us by certain security holders of Homeland as discussed below;
- (ii) \$2,500,000 unsecured, non-negotiable promissory note (the “Note”), bearing an annual rate of interest of 6%, payable in 36 monthly installments, which Note provides that we have the right to prepay such at any time without interest or penalty. We prepaid \$500,000 of the principal amount of the Note within 10 days of closing of the acquisition. Subject to certain limitations, the Note may be subject to offset of amounts Homeland owes us for indemnification for breach of, or failure to perform, certain terms and provisions of the Purchase Agreement under certain terms and conditions (see below regarding certain indemnification claims that the Company is asserting). Under the terms of the Note, in the event of a continuing event of default under the Note, Homeland has the option to convert the unpaid portion of the Note into our restricted shares of Common Stock equal to the quotient determined by dividing the principal amount owing under the Note and all accrued and unpaid interest thereon, plus certain expenses, by the average of the closing prices per share of our Common Stock as reported by the primary national securities exchange or automatic quotation system on which our Common Stock is traded during the 30 consecutive trading day period ending on the trading day immediately prior to receipt by us of Homeland’s written notice of its election to receive our Common Stock as a result of the event of default that is continuing; provided that the number of shares of our Common Stock to be issued to Homeland under the Note in the event of a continuing event of default plus the number of shares of our Common Stock issued to the Management Investors, as discussed below, shall not exceed 19.9% of the voting power of all of our voting securities issued and outstanding as of the date of the Purchase Agreement; and

- (iii) the sum of \$2,000,000 deposited in an escrow account to satisfy any claims that we may have against Homeland for indemnification pursuant to the Purchase Agreement and the Escrow Agreement, dated October 31, 2011 (“Escrow Agreement”). Homeland and SEHC further agreed that if certain conditions were not met by December 31, 2011, relating to a certain contract, then the Company could withdraw \$1,500,000 from the amount deposited into the escrow. On January 10, 2012, we received \$1,500,000 from the escrow as certain conditions were not met under this certain contract as of December 31, 2011, leaving a balance of \$500,000 in the escrow account. (See below for a discussion of the Company’s claim for the remaining \$500,000 balance in the escrow).

Pursuant to the terms of the Purchase Agreement, upon closing of the Purchase Agreement, certain security holders of Homeland (“Management Investors”) purchased 813,007 restricted shares of our Common Stock for a total consideration of approximately \$1,000,000, or \$1.23 a share, which was the average of the closing prices of our Common Stock as quoted on the Nasdaq during the 30 trading days ending on the trading day immediately prior to the closing of the acquisition. The purchase of the Company’s Common Stock was pursuant to a private placement under Section 4(2) of the Securities Act of 1933, as amended (the “Act”) or Rule 506 of Regulation D promulgated under the Act.

Subsequent to the closing, we have discovered that, in addition to the above described \$1,500,000 claim (which we received from the escrow account in January 2012), it will require in excess of \$7,000,000 more than represented by Homeland under the Purchase Agreement to complete a fixed cost contract entered into by SEC prior to closing and that the covenant made by Homeland in the Purchase Agreement that SEC’s consolidated GAAP liabilities would not exceed \$15,000,000 at closing was incorrect, as SEC’s consolidated GAAP liabilities were approximately \$24,000,000 as of the closing. As a result, we have placed Homeland on notice of these claims and have provided notice to the escrow agent of Homeland’s breach.

Homeland has denied our claims that it has breached its representations and warranties as to the fixed cost contract and is reviewing our claim that it breached its covenant that SEC’s consolidated GAAP liabilities would not exceed \$15,000,000 at closing. Thus, the remaining \$500,000 held in escrow is being retained in escrow as disputed claims until our claims are resolved.

We are currently negotiating with Homeland as to the above described claims, and if we are unable to resolve these claims in a satisfactory manner, we will consider taking whatever action we deem necessary to protect our interest.

The Purchase Agreement limits the aggregate amount of Homeland’s liability to us to (a) \$3,000,000 for indemnification claims relating to breaches of Homeland’s representations and warranties, except claims relating to any fundamental warranty are limited to the \$24,500,000 as stated in the original purchase agreement; and (b) \$4,900,000 for indemnification claims relating to breaches of Homeland’s covenants or agreements under the Purchase Agreement. Fundamental warranty includes, but is not limited to, intentional or willful misrepresentation or warranty and intentional or willful breach of any covenant.

The acquisition was accounted for using the purchase method of accounting, in accordance with FASB Accounting Standards Codification (“ASC”) 805 – “Business Combinations.” The consideration for the acquisition was attributed to net assets on the basis of the fair values of assets acquired and liabilities assumed as of October 31, 2011. The excess of the cost of the acquisition over the estimated fair values of the net tangible assets and intangible assets on the acquisition date, which amounted to \$13,119,000, was allocated to goodwill which is not amortized but subject to an annual impairment test. The Company has not yet finalized the allocation of the purchase price to the net assets acquired in this acquisition. As such, the estimated purchase price allocation is preliminary and subject to further revision. The following table summarizes the preliminary purchase price allocation of the fair values of the assets acquired and liabilities assumed as of September 30, 2012:

(Amounts in thousands)

Current assets	\$ 22,458
Property, plant and equipment	2,135
Intangible assets	4,204
Goodwill	13,119
Total assets acquired	<u>41,916</u>
Current liabilities	(15,860)
Customer contracts	(5,710)
Non-current liabilities	(2,091)
Total liabilities acquired	<u>(23,661)</u>
Non-controlling interest	(370)
Total consideration	<u>\$ 17,885</u>

The following table summarizes the preliminary components of tangible assets acquired:

(Amounts in thousands)	Preliminary Fair Value	Weighted Average Estimated Useful Life
Vehicles	\$ 583	5.0 years
Lab equipment	1,235	7.0 years
Office furniture and equipment	317	4.0 years
Total tangible assets	<u>\$ 2,135</u>	

The results of operations of SEC have been included in the Company's consolidated financial statements from the date of the closing of the acquisition, which was October 31, 2011. SEC contributed revenues of approximately \$11,307,000 and net loss of \$831,000 and revenues of \$47,235,000 and net loss of \$2,907,000 for the three and nine months ended September 30, 2012, respectively. The Company has incurred approximately \$680,000 in acquisition-related costs, of which approximately \$69,000 was incurred during the nine months ended September 30, 2011. These costs are included in selling, general and administrative expenses in the Company's consolidated statement of operations. The following unaudited pro forma financial information presents the combined results of operations of combining SEC and Perma-Fix as though the acquisition had occurred as of the beginning of the periods presented below, which is January 1, 2011. The pro forma financial information does not necessarily represent the results of operations that would have occurred had SEC and Perma-Fix been a single company during the periods presented, nor does Perma-Fix believe that the pro forma financial information presented is necessarily representative of future operating results. As the acquisition was a stock transaction, none of the goodwill related to SEC is deductible for tax purposes.

(Amounts in Thousands, Except per Share Data)

	Three Months Ended September 30, 2011 (unaudited)	Nine Months Ended September 30, 2011 (unaudited)
Net revenues	\$ 52,507	\$ 156,919
Net income from continuing operations	\$ 5,223	\$ 6,424
Net income per share from continuing operations- basic	\$.09	\$.12
Net income per share from continuing operations- diluted	\$.09	\$.12

4. Other Intangible Assets

The following table summarizes information relating to the Company's other intangible assets:

	September 30, 2012				December 31, 2011		
	Useful Lives (Years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
<u>Intangibles (amount in thousands)</u>							
Patent	8-18	\$ 448	\$ (98)	\$ 350	\$ 402	\$ (77)	\$ 325
Software	3	382	(100)	282	158	(66)	92
Non-compete agreement	5	265	(49)	216	265	(9)	256
Customer contracts	0.5	565	(565)	-	445	(144)	301
Customer relationships	12	3,370	(431)	2,939	3,370	(86)	3,284
Total		<u>\$ 5,030</u>	<u>\$ (1,243)</u>	<u>\$ 3,787</u>	<u>\$ 4,640</u>	<u>\$ (382)</u>	<u>\$ 4,258</u>

Intangible assets recorded as a result of the acquisition of SEC on October 31, 2011 included a non-compete agreement, customer relationships, customer contracts, and software (\$4,000) which were recorded at fair market value of approximately \$4,204,000 (see "Note 3 – Business Acquisition" for the purchase price allocation of SEC). The intangible assets acquired are amortized on a straight-line basis over their useful lives with the exception of customer relationships which are being amortized using an accelerated method.

The following table summarizes the expected amortization over the next five years for our definite-lived intangible assets noted above and includes the only one definite-lived permit, which is at our DSSI facility. This permit of approximately \$545,000 was capitalized in 2009 in connection with the authorization issued by the U.S. EPA to commercially store and dispose of radioactive PCBs. This permit is being amortized over a ten year period in accordance with its estimated useful life.

Year	Amount (In thousands)
2012 (remaining)	\$ 159
2013	575
2014	519
2015	471
2016	429
	<u>\$ 2,153</u>

Amortization expense relating to intangible assets for the Company was (\$111,000) and \$901,000 for the three and nine months ended September 30, 2012, respectively, and \$49,000 and \$113,000 for the three and nine months ended September 30, 2011, respectively. The negative amortization expense for the quarter ended September 30, 2012 was attributed to the re-evaluation of a customer contract acquired as part of the SEC acquisition. The increase in amortization expense for the nine months ended September 30, 2012 was attributed primarily to amortization of intangible assets acquired related to the SEC acquisition.

5. Stock Based Compensation

FASB ASC 718, “Compensation – Stock Compensation” (“ASC 718”) requires all stock-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values.

The Company has certain stock option plans under which it awards incentive and non-qualified stock options to employees, officers, and outside directors. Stock options granted to employees have either a ten year contractual term with one-fifth yearly vesting over a five year period or a six year contractual term with one-third yearly vesting over a three year period. Stock options granted to outside directors have a ten year contractual term with vesting period of six months.

On September 13, 2012, we granted an aggregate of 60,000 options from the Company’s 2003 Outside Directors Stock Plan to our five re-elected directors at our Annual Meeting of Stockholders. The options granted were for a contractual term of ten years with vesting period of six months. The exercise price of the options was \$1.10 per share which was equal to our closing stock price the day preceding the grant date, pursuant to the 2003 Outside Directors Stock Plan.

The Company estimates fair value of stock options using the Black-Scholes valuation model. Assumptions used to estimate the fair value of stock options granted include the exercise price of the award, the expected term, the expected volatility of the Company’s stock over the option’s expected term, the risk-free interest rate over the option’s expected term, and the expected annual dividend yield. The fair value of the options granted during the nine months ended September 30, 2012 and 2011 and the related assumptions used in the Black-Scholes option model used to value the options granted were as follows:

	<u>Outside Director Stock Options Granted</u>	
	<u>September 30, 2012</u>	<u>September 30, 2011</u>
Weighted-average fair value per share	\$.71	\$.94
Risk -free interest rate ⁽¹⁾	1.75%	2.29%
Expected volatility of stock ⁽²⁾	56.74%	57.48%
Dividend yield	None	None
Expected option life ⁽³⁾	10.0 years	10.0 years

	<u>Employee Stock Options Granted</u>
	<u>During Nine Months Ended September 30, 2011</u>
Weighted-average fair value per share	\$.89
Risk -free interest rate ⁽¹⁾	1.92%
Expected volatility of stock ⁽²⁾	60.02%
Dividend yield	None
Expected option life ⁽³⁾	6.0 years

⁽¹⁾ The risk-free interest rate is based on the U.S. Treasury yield in effect at the grant date over the expected term of the option.

⁽²⁾ The expected volatility is based on historical volatility from our traded Common Stock over the expected term of the option.

⁽³⁾ The expected option life is based on historical exercises and post-vesting data.

As of September 30, 2012, we had an aggregate of 1,818,500 employee stock options outstanding (from the 1993 Non-Qualified Stock Option Plan, 2004 and 2010 Stock Option Plans, and a Non-Qualified Stock Option Agreement), of which 1,368,500 are vested. The weighted average exercise price of the 1,368,500 outstanding and fully vested employee stock options is \$2.09 with a remaining weighted contractual life of 1.78 years. Additionally, we had an aggregate of 856,000 outstanding director stock options (from the 1992 and 2003 Outside Directors Stock Plans), of which 796,000 are vested. The weighted average exercise price of the 796,000 outstanding and fully vested director stock options is \$2.13 with a remaining weighted contractual life of 4.64 years.

The following table summarizes stock-based compensation recognized for the three and nine months ended September 30, 2012 and 2011 for our employee and director stock options.

Stock Options	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2012	2011	2012	2011
Employee Stock Options	\$ 34,000	\$ 53,000	\$ 106,000	\$ 205,000
Director Stock Options	4,000	17,000	29,000	57,000
Total	<u>\$ 38,000</u>	<u>\$ 70,000</u>	<u>\$ 135,000</u>	<u>\$ 262,000</u>

We recognize stock-based compensation expense using a straight-line amortization method over the requisite period, which is the vesting period of the stock option grant. ASC 718 requires that stock based compensation expense be based on options that are ultimately expected to vest. ASC 718 requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. We have generally estimated forfeiture rates based on historical trends of actual forfeitures. When actual forfeitures vary from our estimates, we recognize the difference in compensation expense in the period the actual forfeitures occur or when options vest. As of September 30, 2012, we have approximately \$341,000 of total unrecognized compensation cost related to unvested options, of which \$55,000 is expected to be recognized in the remainder of 2012, \$152,000 in 2013, \$96,000 in 2014, with the remaining \$38,000 in 2015.

6. Capital Stock and Stock Options

During the nine months ended September 30, 2012, we issued 117,873 shares of our Common Stock under our 2003 Outside Directors Stock Plan to our outside directors as compensation for serving on our Board of Directors. Effective second quarter of 2012, we increased the quarterly fees paid to each of our outside directors from \$6,500 to \$8,000 for serving as a member of our Board of Directors. The Audit Committee Chairman receives an additional quarterly fee of \$5,500 due to the position's additional responsibility. In addition, our Research and Development Committee Chairman receives an additional quarterly fee of \$1,000 due to the additional time commitment to the position. Each board member is also paid \$1,000 for each board meeting attendance as well as \$500 for each telephonic conference call. As a member of the Board of Directors, each director elects to receive either 65% or 100% of the director's fee in shares of our Common Stock. The number of shares received is calculated based on 75% of the fair market value of our Common Stock determined on the business day immediately preceding the date that the quarterly fee is due. The balance of each director's fee, if any, is payable in cash.

The summary of activity of the Company's total stock options under the Company's Stock Plans and a Non-Qualified Stock Option Agreement as of September 30, 2012 as compared to September 30, 2011, and changes during the periods then ended, are presented below. The Company's Plans consist of the 1993 Non-Qualified Stock Option Plan, the 2004 and 2010 Stock Option Plans, and the 1992 and 2003 Outside Directors Stock Plans:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Options outstanding January 1, 2012	3,039,833	\$ 1.98		
Granted	60,000	1.10		
Exercised	—	—		\$ —
Forfeited/Expired	(425,333)	1.90		
Options outstanding End of Period ⁽¹⁾	<u>2,674,500</u>	1.97	3.7	\$ —
Options Exercisable at September 30, 2012 ⁽²⁾	<u>2,164,500</u>	\$ 2.10	2.8	\$ —
Options Vested and expected to be vested at September 30, 2012	<u>2,674,500</u>	\$ 1.97	3.7	\$ —

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Options outstanding January 1, 2011	2,755,525	\$ 2.09		
Granted	390,000	1.53		
Exercised	—	—		\$ —
Forfeited/Expired	(303,692)	1.84		
Options outstanding End of Period ⁽³⁾	<u>2,841,833</u>	2.04	3.4	\$ —
Options Exercisable at September 30, 2011 ⁽⁴⁾	<u>2,365,166</u>	\$ 2.13	2.9	\$ —
Options Vested and expected to be vested at September 30, 2011	<u>2,841,833</u>	\$ 2.04	3.4	\$ —

⁽¹⁾Options with exercise prices ranging from \$1.10 to \$2.95

⁽²⁾Options with exercise prices ranging from \$1.41 to \$2.95

⁽³⁾Options with exercise prices ranging from \$1.41 to \$2.98

⁽⁴⁾Options with exercise prices ranging from \$1.42 to \$2.98

7. Earnings (Loss) Per Share

Basic earnings (loss) per share excludes any dilutive effects of stock options, warrants, and convertible preferred stock. In periods where they are anti-dilutive, such amounts are excluded from the calculations of dilutive earnings per share.

The following is a reconciliation of basic net income (loss) per share to diluted net income (loss) per share for the three and nine months ended September 30, 2012 and 2011:

(Amounts in Thousands, Except for Per Share Amounts)	Three Months Ended September 30, (Unaudited)		Nine Months Ended September 30, (Unaudited)	
	2012	2011	2012	2011
<u>(Loss) income per share from continuing operations attributable to Perma-Fix Environmental Services, Inc. common stockholders</u>				
(Loss) income from continuing operations	\$ (364)	\$ 4,421	\$ (2,508)	\$ 6,440
Basic (loss) income per share	\$ (.01)	\$.08	\$ (.04)	\$.12
Diluted (loss) income per share	\$ (.01)	\$.08	\$ (.04)	\$.12
<u>Loss per share from discontinued operations attributable to Perma-Fix Environmental Services, Inc. common stockholders</u>				
Loss from discontinued operations	\$ (61)	\$ (187)	\$ (258)	\$ (7)
Basic loss per share	\$ —	\$ —	\$ (.01)	\$ —
Diluted loss per share	\$ —	\$ —	\$ (.01)	\$ —
<u>Income per share from disposal of discontinued operations attributable to Perma-Fix Environmental Services, Inc. common stockholders</u>				
Gain on disposal of discontinued operations	\$ —	\$ 1,777	\$ —	\$ 1,777
Basic income per share	\$ —	\$.03	\$ —	\$.03
Diluted income per share	\$ —	\$.03	\$ —	\$.03
Weighted average common shares outstanding – basic	56,140	55,174	56,099	55,137
Potential shares exercisable under stock option plans	—	—	—	5
Potential shares upon exercise of Warrants	—	—	—	—
Weighted average shares outstanding – diluted	56,140	55,174	56,099	55,142
Potential shares excluded from above weighted average share calculations due to their anti-dilutive effect include:				
Upon exercise of options	2,674	2,842	2,614	2,602
Upon exercise of Warrants	—	150	—	150

8. Long Term Debt

Long-term debt consists of the following at September 30, 2012 and December 31, 2011:

(Amounts in Thousands)	September 30, 2012	December 31, 2011
Revolving Credit facility dated October 31, 2011, borrowings based upon eligible accounts receivable, subject to monthly borrowing base calculation, variable interest paid monthly at option of prime rate (3.25% at September 30, 2012) plus 2.0% or London InterBank Offer Rate ("LIBOR") plus 3.0%, balance due October 31, 2016. Effective interest rate for first nine months of 2012 was 6.9%. ^{(1) (2)}	\$ —	\$ —
Term Loan dated October 31, 2011, payable in equal monthly installments of principal of \$190, balance due in October 31, 2016, variable interest paid monthly at option of prime rate plus 2.5% or LIBOR plus 3.5%. Effective interest rate for nine months of 2012 was 3.9%. ^{(1) (2)}	14,095	15,810
Promissory Note dated April 18, 2011, payable in monthly installments of principal of \$83 starting May 8, 2011, balance due April 8, 2012, variable interest paid monthly at LIBOR plus 4.5%, with LIBOR at least 1.5%. ^{(3) (4) (5)}	—	318
Promissory Note dated September 28, 2010, payable in 36 monthly equal installments of \$40, which includes interest and principal, beginning October 15, 2010, interest accrues at annual rate of 6.0%. ⁽⁵⁾	467	798
Promissory Note dated October 31, 2011, payable in monthly installments of \$76, which includes interest and principal, starting November 15, 2011, interest accrues at annual rate of 6.0%, balance due May 15, 2014. ^{(5) (6)}	1,773	2,363
Various capital lease and promissory note obligations , payable 2012 to 2015, interest at rates ranging from 5.0% to 7.8%.	184	259
	<u>16,519</u>	<u>19,548</u>
Less current portion of long-term debt	3,636	3,906
Less long-term debt related to assets held for sale	80	105
	<u>\$ 12,803</u>	<u>\$ 15,537</u>

⁽¹⁾ Our Revolving Credit facility is collateralized by our accounts receivable and our Term Loan is collateralized by our property, plant, and equipment.

⁽²⁾ On October 31, 2011, the Company entered into an "Amended and Restated Revolving Credit, Term Loan and Security Agreement" with PNC Bank. Under the original credit facility with PNC dated December 22, 2000, as amended, variable interest was determined based on the options as noted; however, variable interest under the LIBOR option provided for a minimum floor base of 1.0% for both our Revolving Credit and Term Loan from January 1, 2011 to October 30, 2011.

⁽³⁾ Original promissory note dated May 8, 2009 of \$3,000,000 was modified on April 18, 2011, with principal balance of approximately \$990,000. See "Promissory Notes and Installment Agreements" below for terms of original and amended promissory notes and the final payment made on the note.

⁽⁴⁾ Net of debt discount of (\$0) and (\$117,000) for September 30, 2012 and December 31, 2011, respectively. See "Promissory Notes and Installment Agreements" below for additional information.

⁽⁵⁾ Uncollateralized note.

⁽⁶⁾ Promissory note entered into in connection with acquisition of SEC on October 31, 2011. See "Promissory Notes and Installment Agreements" below for further information regarding the Company's application of the \$500,000 principal prepayment made on the note against the principal installments effective beginning with the July 15, 2012 payment.

Revolving Credit and Term Loan Agreement

On October 31, 2011, in connection with the acquisition of SEC, we entered into an Amended and Restated Revolving Credit, Term Loan and Security Agreement, dated October 31, 2011 (“Amended Loan Agreement”), with PNC, replacing our previous Loan Agreement with PNC. The Amended Loan Agreement provides us with the following credit facilities:

- up to \$25,000,000 revolving credit facility (“Revolving Credit”), subject to the amount of borrowings based on a percentage of eligible receivables. The revolving credit advances are subject to limitations of an amount up to the sum of (a) up to 85% of Commercial Receivables aged 90 days or less from invoice date, (b) up to 85% of Commercial Broker Receivables aged up to 120 days from invoice date, (c) up to 85% of acceptable Government Agency Receivables aged up to 150 days from invoice date, and (d) up to 50% of acceptable unbilled amounts aged up to 60 days, less (e) reserves the Agent reasonably deems proper and necessary;
- a term loan (“Term Loan”) of \$16,000,000, which requires monthly installments of approximately \$190,000 (based on a seven-year amortization); and
- equipment line of credit up to \$2,500,000, subject to certain limitations.

The Amended Loan Agreement terminates as of October 31, 2016, unless sooner terminated.

We have the option of paying an annual rate of interest due on the revolving credit facility at prime plus 2% or London Inter Bank Offer Rate (“LIBOR”) plus 3% and the term loan and equipment credit facilities at prime plus 2.5% or LIBOR plus 3.5%.

As a condition of the Amended Loan Agreement, we paid the remaining balance due under the term loan under our previous Loan Agreement, totaling approximately \$3,833,000, using our credit facilities under the Amended Loan Agreement. In connection with the Amended Loan Agreement, we paid PNC a fee of \$217,500 and incurred other direct costs of approximately \$298,000 (of which \$33,000 was incurred in the first six months of 2012), all of which are being amortized over the term of the Amended Loan Agreement as interest expense – financing fees. As a result of the termination of the original Loan Agreement with PNC, we recorded approximately \$91,000 during the fourth quarter of 2011 in loss on extinguishment of debt in accordance with ASC 470-50, “Debt – Modifications and Extinguishments.” As of September 30, 2012, the excess availability under our revolving credit was \$11,478,000, based on our eligible receivables.

Pursuant to the Amended Loan Agreement, we may terminate the Amended Loan Agreement upon 90 days’ prior written notice and upon payment in full of our obligations under the Amended Loan Agreement. We agreed to pay PNC 1.0% of the total financing in the event we pay off our obligations on or before October 31, 2012 and 0.5% of the total financing if we pay off our obligations after October 31, 2012, but prior to or on October 31, 2013. No early termination fee shall apply if we pay off our obligations under the Amended Loan Agreement after October 31, 2013.

Promissory Notes and Installment Agreements

The Company had a promissory note dated May 8, 2009, with William N. Lampson and Diehl Rettig (collectively, the “Lenders”) for \$3,000,000, which was amended on April 18, 2011 (“Amended Note”). Pursuant to the Amended Note, the remaining principal balance on the promissory note of approximately \$990,000 was repaid in twelve monthly principal payments of approximately \$82,500 plus accrued interest, starting May 8, 2011, with interest payable at the same rate of the original loan, which was LIBOR plus 4.5%, with LIBOR at least 1.5%. The Lenders were former shareholders of Nuvotec USA, Inc. (“Nuovtec”) (now known as (“n/k/a”) Perma-Fix Northwest, Inc. (“PFNW”)) prior to our acquisition of PFNW and Pacific EcoSolution, Inc. (“PEcoS”) (n/k/a Perma-Fix Northwest Richland, Inc. (“PFNWR”)) and are also stockholders of the Company, having received shares of our Common Stock in connection with our acquisition of PFNW and PFNWR. As consideration of the Company receiving the loan dated May 8, 2009, we issued a Warrant to Mr. Lampson and a Warrant to Mr. Diehl to purchase up to 135,000 and 15,000 shares, respectively, of the Company’s Common Stock at an exercise price of \$1.50 per share. We also issued to them an aggregate of 200,000 shares of the Company’s Common Stock, with Mr. Lampson receiving 180,000 shares and Mr. Rettig receiving 20,000 shares. In connection with the April 18, 2011 Amended Note, the expiration date of the Warrants were extended to May 8, 2012 from May 8, 2011 (Mr. Rettig is deceased; accordingly, the amended Warrant and the note payments were held by and paid to his personal representative/estate). The Company made the final payment on the note in April 2012. The Warrants as discussed above were not exercised and expired on May 8, 2012. The debt discount recorded in connection with the Warrants and Common Stock was fully amortized by April 2012.

In connection with the acquisition of SEC, we entered into a \$2,500,000 unsecured, non-negotiable promissory note (the "Note") on October 31, 2011, bearing an annual rate of interest of 6%, payable in 36 monthly installments, with Homeland. The Note provides that we have the right to prepay such at any time without interest or penalty. We prepaid \$500,000 of the principal amount of the Note within 10 days of closing of the acquisition. Under certain conditions, the Note is subject to offset of amounts Homeland owes us under certain terms and provisions of the Purchase Agreement and the Note. Our monthly payments consist of approximately \$76,000 (which includes interest) starting November 15, 2011. The \$500,000 principal prepayment is being applied by us against the principal installments of the Note over eight payments starting with the July 15, 2012 payment. We have paid in a timely manner the interest payment each month under the Note. Due to certain claims that we are pursuing against Homeland for breach of certain representations and covenant, as discussed previously, we are reviewing our options regarding our obligations under the Note.

The promissory note payable to SEC includes an embedded conversion option ("Conversion Option") that can be exercised upon default, whereby Homeland has the option to convert the unpaid portion of the Note into a number of whole shares of our restricted Common Stock. The number of shares of our restricted Common Stock to be issuable under the Conversion Option is determined by the principal amount owing under the Note at the time of default plus all accrued and unpaid interest divided by the average of the closing price per share of our Common Stock as reported by the primary national securities exchange on which our Common Stock is traded during the 30 consecutive trading day period ending on the trading day immediately prior to receipt by us of Homeland's written notice of its election to receive our Common Stock as a result of the event of default by us, with the number of shares of our Common Stock issuable upon such default subject to certain limitations. We concluded that the Conversion Option had and continues to have nominal value as of September 30, 2012. We will continue to monitor the fair value of the Conversion Option on a regular basis.

On September 28, 2010, the Company entered into a promissory note in the principal amount of \$1,322,000, with the former shareholders of Nuvotec in connection with an earn-out amount that we are required to pay upon meeting certain conditions for each earn-out measurement year ended June 30, 2008 to June 30, 2011, as a result of our acquisition of PFNW and PFNWR. Interest is accrued at an annual interest rate of 6%. The promissory note provides for 36 equal monthly payments of approximately \$40,000, consisting of interest and principal, starting October 15, 2010. The promissory note may be prepaid at any time without penalty. See further details of the earn-out amount in "Note 9 - Commitments and Contingencies - Earn-Out Amount."

9. Commitments and Contingencies

Hazardous Waste

In connection with our waste management services, we handle both hazardous and non-hazardous waste, which we transport to our own, or other, facilities for destruction or disposal. As a result of disposing of hazardous substances, in the event any cleanup is required, we could be a potentially responsible party ("PRP") for the costs of the cleanup notwithstanding any absence of fault on our part.

Legal Matters

In the normal course of conducting our business, we are involved in various litigations. We are not a party to any litigation or governmental proceeding which our management believes could result in any judgments or fines against us that would have a material adverse effect on our financial position, liquidity or results of future operations.

Earn-Out Amount

In connection with the acquisition of PFNW and PFNWR in June 2007, we were required to pay to those former shareholders of Nuvotec an earn-out amount upon meeting certain conditions for each measurement year ended June 30, 2008 to June 30, 2011, with the aggregate of the full earn-out amount not to exceed \$4,552,000, pursuant to the Merger Agreement, as amended (“Agreement”). As of June 30, 2012, an aggregate earn-out amount of \$3,896,000 has been paid as follows: (i) \$2,574,000 in cash; and (ii) we issued a promissory note, dated September 28, 2010, in the principal amount of \$1,322,000, as discussed above. The total \$3,896,000 in earn-out amount paid to date or to be paid pursuant to the promissory note excludes approximately an aggregate \$656,000 in Offset Amount, which represents an indemnification obligation (as defined by the Merger Agreement) which is payable or may be payable to the Company by the former shareholders of Nuvotec. Pursuant to the Merger Agreement, the aggregate amount of any Offset Amount may total up to \$1,000,000, except an Offset Amount is unlimited as to indemnification relating to liabilities for taxes, misrepresentation or inaccuracies with respect to the capitalization of Nuvotec or PEcoS or for willful or reckless misrepresentation of any representation, warranty or covenant. The \$656,000 Offset Amount represents approximately \$93,000 relating to an excise tax issue and a refund request from a PEcoS customer in connection with services for waste treatment prior to our acquisition of PFNWR and PFNW and an anticipated Offset Amount of \$563,000 in connection with the receipt of nonconforming waste at the PFNWR facility prior to our acquisition of PFNWR and PFNW. We are currently involved in litigation with the party that delivered the nonconforming waste to the facility prior to our acquisition of PFNWR and PFNW.

Insurance

The Company has a 25-year finite risk insurance policy entered into in June 2003 with Chartis, a subsidiary of American International Group, Inc. (“AIG”), which provides financial assurance to the applicable states for our permitted facilities in the event of unforeseen closure. Prior to obtaining or renewing operating permits, we are required to provide financial assurance that guarantees to the states that in the event of closure, our permitted facilities will be closed in accordance with the regulations. The policy, as amended, provides for a maximum allowable coverage of \$39,000,000 and has available capacity to allow for annual inflation and other performance and surety bond requirements. We have made all of the required payments for this finite risk insurance policy, as amended, of which the last two payments (\$1,073,000 and \$1,054,000) were made in the first quarter of 2012. Fourteen payments totaling \$18,305,000 have been made for this policy of which \$14,472,000 has been deposited into a sinking fund account which represents a restricted cash account; \$2,883,000 represented full/terrorism premium; and \$950,000 represented fee payable to Chartis. As of September 30, 2012, our financial assurance coverage amount under this policy totaled approximately \$37,524,000. We have recorded \$15,375,000 in our sinking fund related to the policy noted above in other long term assets on the accompanying balance sheets, which includes interest earned of \$904,000 on the sinking fund as of September 30, 2012. Interest income for the three and nine months ended September 30, 2012, was approximately \$7,000 and \$23,000, respectively. On the fourth and subsequent anniversaries of the contract inception, we may elect to terminate this contract. If we so elect, Chartis is obligated to pay us an amount equal to 100% of the sinking fund account balance in return for complete releases of liability from both us and any applicable regulatory agency using this policy as an instrument to comply with financial assurance requirements.

In August 2007, we entered into a second finite risk insurance policy for our PFNWR facility with Chartis. The policy provided an initial \$7,800,000 of financial assurance coverage with an annual growth rate of 1.5%, which at the end of the four year term policy, provides maximum coverage of \$8,200,000. We have made all of the required payments on this policy, totaling \$7,158,000, of which \$5,700,000 has been deposited into a sinking fund account and \$1,458,000 represented premium. As of September 30, 2012, we have recorded \$5,887,000 in our sinking fund related to this policy in other long term assets on the accompanying balance sheets, which includes interest earned of \$187,000 on the sinking fund as of September 30, 2012. Interest income for the three and nine months ended September 30, 2012 totaled approximately \$3,000 and \$6,000, respectively. We have the option to renew this policy annually at the end of the four year term which requires an annual fee of \$46,000. As of September 30, 2012, we have renewed this policy for a second year. All other terms of the policy remain substantially unchanged.

10. Discontinued Operations and Divestitures

Our discontinued operations consist of our Perma-Fix of South Georgia, Inc. (“PFSG”) facility which met the held for sale criteria under ASC 360, “Property, Plant, and Equipment” on October 6, 2010. Our discontinued operations also encompass our Perma-Fix of Fort Lauderdale, Inc. (“PFFL”), Perma-Fix of Orlando, Inc. (“PFO”), Perma-Fix of Maryland, Inc. (“PFMD”), Perma-Fix of Dayton, Inc. (“PFD”), and Perma-Fix Treatment Services, Inc. (“PFTS”) facilities, which were divested on August 12, 2011, October 14, 2011, January 8, 2008, March 14, 2008, and May 30, 2008, respectively. Our discontinued operations also includes two previously closed locations, Perma-Fix of Michigan, Inc. (“PFMI”) and Perma-Fix of Memphis, Inc. (“PFM”), which were approved as discontinued operations by our Board of Directors effective October 4, 2004, and March 12, 1998, respectively.

On August 12, 2011, we completed the sale of our wholly-owned subsidiary, PFFL, pursuant to the terms of a Stock Purchase Agreement dated June 13, 2011. In consideration for the sale of 100% of the capital stock of PFFL, the buyer paid us \$5,500,000 in cash at closing. The cash consideration was subject to certain working capital adjustments within one hundred twenty days after closing. As of September 30, 2012, expenses related to the sale of PFFL totaled approximately \$160,000, of which all have been paid (\$3,000 was paid during the first quarter of 2012). As of September 30, 2012, the gain on the sale of PFFL totaled approximately \$1,707,000 (net of taxes of \$1,067,000), which included a working capital adjustment of \$185,000 recorded during the fourth quarter of 2011. The gain was recorded during the year ended December 31, 2011.

On October 14, 2011, we completed the sale of our wholly-owned subsidiary, PFO, pursuant to the terms of an Asset Purchase Agreement dated August 12, 2011. In consideration for such assets, the buyer paid us \$2,000,000 in cash at the closing and assumed certain liabilities of PFO. The cash consideration was subject to certain working capital adjustments within one hundred twenty days after closing. As of September 30, 2012, expenses related to the sale of PFO totaled approximately \$37,000, of which all have been paid (\$17,000 was paid during the first quarter of 2012). As of September 30, 2012, loss on the sale of PFO totaled approximately \$198,000 (net of taxes of \$209,000), which was recorded during the fourth quarter of 2011. No working capital adjustment has been made on the sale of PFO.

We continue to market our PFSG facility for sale. As required by ASC 360, based on our internal financial valuations, we concluded that no tangible asset impairments existed for PFSG as of September 30, 2012. No intangible asset exists at PFSG.

The following table summarizes the results of discontinued operations for the three and nine months ended September 30, 2012 and 2011. The operating results of discontinued operations are included in our Consolidated Statements of Operations as part of our “Loss from discontinued operations, net of taxes.”

(Amounts in Thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Net revenues	\$ 533	\$ 1,266	\$ 1,749	\$ 6,433
Interest expense	\$ (8)	\$ (18)	\$ (26)	\$ (55)
Operating loss from discontinued operations ⁽¹⁾	\$ (61)	\$ (187)	\$ (258)	\$ (7)
Gain on disposal of discontinued operations ⁽²⁾	\$ —	\$ 1,777	\$ —	\$ 1,777
(Loss) income from discontinued operations	\$ (61)	\$ 1,590	\$ (258)	\$ 1,770

⁽¹⁾ Net of tax benefit of \$37,000 and tax benefit of \$133,000 for the three and nine months ended September 30, 2012, respectively, and net of tax benefit of \$101,000 and tax benefit of \$4,000 for the corresponding periods of 2011.

⁽²⁾ Net of taxes of \$812,000 for each of the three and nine months ended September 30, 2011, respectively.

Assets related to discontinued operations total \$2,140,000 and \$2,343,000 as of September 30, 2012 and December 31, 2011, respectively, and liabilities related to discontinued operations total \$3,671,000 and \$3,972,000 as of September 30, 2012 and December 31, 2011, respectively.

The following table presents the major classes of asset and liabilities of discontinued operations that are classified as held for sale as of September 30, 2012 and December 31, 2011. The held for sale assets and liabilities may differ at the closing of a sale transaction from the reported balances as of September 30, 2012:

(Amounts in Thousands)	September 30, 2012	December 31, 2011
Accounts receivable, net ⁽¹⁾	\$ 432	\$ 385
Inventories	30	25
Other assets	13	22
Property, plant and equipment, net ⁽²⁾	1,614	1,650
Total assets held for sale	<u>\$ 2,089</u>	<u>\$ 2,082</u>
Accounts payable	\$ 249	\$ 190
Accrued expenses and other liabilities	535	577
Note payable	80	105
Environmental liabilities	1,496	1,497
Total liabilities held for sale	<u>\$ 2,360</u>	<u>\$ 2,369</u>

⁽¹⁾ net of allowance for doubtful accounts of \$47,000 and \$48,000 as of September 30, 2012 and December 31, 2011, respectively.

⁽²⁾ net of accumulated depreciation of \$60,000 and \$62,000 as of September 30, 2012 and December 31, 2011, respectively.

The following table presents the major classes of assets and liabilities of discontinued operations that are not held for sale as of September 30, 2012 and December 31, 2011:

<u>(Amounts in Thousands)</u>	September 30, 2012	December 31, 2011
Other assets	\$ 51	\$ 261
Total assets of discontinued operations	<u>\$ 51</u>	<u>\$ 261</u>
Accrued expenses and other liabilities	\$ 1,012	\$ 1,083
Accounts payable	15	15
Environmental liabilities	284	505
Total liabilities of discontinued operations	<u>\$ 1,311</u>	<u>\$ 1,603</u>

The environmental liabilities for our discontinued operations consist of remediation projects currently in progress at PFMI, PFM, PFD, and PFSG. These remediation projects principally entail the removal/remediation of contaminated soil, and in some cases, the remediation of surrounding ground water. All of the remedial clean-up projects were an issue for years prior to our acquisition of the facility and were recognized pursuant to a business combination and recorded as part of the purchase price allocation to assets acquired and liabilities assumed. The environmental liability for PFD was retained by the Company upon the sale of PFD in March 2008 and pertains to the remediation of a leased property which was separate and apart from the property on which PFD's facility was located. The reduction of approximately \$222,000 in environmental liabilities from the December 31, 2011 balance of \$2,002,000 reflects payment on remediation projects.

"Accrued expenses and other liabilities" (not held for sale) for our discontinued operations include a pension payable at PFMI of \$359,000 as of September 30, 2012. The pension plan withdrawal liability is a result of the termination of the union employees of PFMI. The PFMI union employees participated in the Central States Teamsters Pension Fund ("CST"), which provides that a partial or full termination of union employees may result in a withdrawal liability, due from PFMI to CST. The recorded liability is based upon a demand letter received from CST in August 2005 that provided for the payment of \$22,000 per month over an eight year period. This obligation is recorded as a long-term liability, with a current portion of \$244,000 that we expect to pay over the next year.

11. Operating Segments

In accordance with ASC 280, "Segment Reporting", we define an operating segment as a business activity:

- from which we may earn revenue and incur expenses;
- whose operating results are regularly reviewed by the Chief Operating Officer to make decisions about resources to be allocated to the segment and assess its performance; and
- for which discrete financial information is available.

We currently have two reporting segments, which are based on a service offering approach. This however, excludes corporate headquarters, which does not generate revenue, and our discontinued operations, which includes all facilities as discussed in "Note 10 – Discontinued Operations and Divestitures."

Our reporting segments are defined as follows:

TREATMENT SEGMENT, which includes:

- nuclear, low-level radioactive, mixed (waste containing both hazardous and low-level radioactive constituents), hazardous and non-hazardous waste treatment, processing and disposal services primarily through four uniquely licensed and permitted treatment and storage facilities; and
- research and development activities to identify, develop and implement innovative waste processing techniques for problematic waste streams.

SERVICES SEGMENT, which includes:

- On-site waste management services to commercial and government customers;
- Technical services, which include:
 - o professional radiological measurement and site survey of large government and commercial installations using advance methods, technology and engineering;
 - o integrated Occupational Safety and Health services including industrial hygiene (“IH”) assessments; hazardous materials surveys, e.g., exposure monitoring; lead and asbestos management/abatement oversight; indoor air quality evaluations; health risk and exposure assessments; health & safety plan/program development, compliance auditing and training services; and Occupational Safety and Health Administration (“OSHA”) citation assistance;
 - o global technical services providing consulting, engineering, project management, waste management, environmental, and decontamination and decommissioning field, technical, and management personnel and services to commercial and government customers; and
 - o augmented engineering services (through our Schreiber, Yonley & Associates subsidiary – “SYA”) providing consulting environmental services to industrial and government customers:
 - including air, water, and hazardous waste permitting, air, soil and water sampling, compliance reporting, emission reduction strategies, compliance auditing, and various compliance and training activities; and
 - engineering and compliance support to other segments.
- A company owned equipment calibration and maintenance laboratory that services, maintains, calibrates, and sources (i.e.rental) of health physics, IH and customized nuclear, environmental, and occupational safety and health (“NEOSH”) instrumentation;
- Nuclear services, which include:
 - o technology-based services including engineering, decontamination and decommissioning (“D&D”), specialty services and construction, logistics, transportation, processing and disposal;
 - o remediation of nuclear licensed and federal facilities and the remediation cleanup of nuclear legacy sites. Such services capability includes: project investigation; radiological engineering; partial and total plant D&D; facility decontamination, dismantling, demolition, and planning; site restoration; site construction; logistics; transportation; and emergency response.

The table below presents certain financial information of our operating segments as of and for the three and nine months ended September 30, 2012 and 2011 (in thousands).

Segment Reporting for the Quarter Ended September 30, 2012

	Treatment	Services	Segments Total ⁽³⁾	Corporate ⁽²⁾	Consolidated Total
Revenue from external customers	\$ 11,405	\$ 17,723	\$ 29,128 ⁽³⁾	\$ —	\$ 29,128
Intercompany revenues	265	50	315	—	—
Gross profit	3,097	1,337	4,434	—	4,434
Interest income	—	—	—	10	10
Interest expense	2	4	6	217	223
Interest expense-financing fees	—	—	—	23	23
Depreciation and amortization	1,104	(44)	1,060	19	1,079
Segment profit (loss)	1,351	83	1,434	(1,777)	(343)
Segment assets ⁽¹⁾	78,558	37,655	116,213	32,295 ⁽⁴⁾	148,508
Expenditures for segment assets	24	1	25	—	25
Total long-term debt	97	7	104	16,335	16,439

Segment Reporting for the Quarter Ended September 30, 2011

	Treatment	Services	Segments Total ⁽³⁾	Corporate ⁽²⁾	Consolidated Total
Revenue from external customers	\$ 20,150	\$ 12,637	\$ 32,787 ⁽³⁾	\$ —	\$ 32,787
Intercompany revenues	629	43	672	—	—
Gross profit	8,979	2,322	11,301	—	11,301
Interest income	—	—	—	14	14
Interest expense	5	1	6	93	99
Interest expense-financing fees	—	—	—	22	22
Depreciation and amortization	1,127	9	1,136	35	1,171
Segment profit (loss)	5,270	1,204	6,474	(2,053)	4,421
Segment assets ⁽¹⁾	96,444	3,260	99,704	38,635 ⁽⁴⁾	138,339
Expenditures for segment assets	325	—	325	22	347
Total long-term debt	171	13	184	5,378 ⁽⁵⁾	5,562

Segment Reporting for the Nine Months Ended September 30, 2012

	Treatment	Services	Segments Total ⁽³⁾	Corporate ⁽²⁾	Consolidated Total
Revenue from external customers	\$ 34,284	\$ 66,896	\$ 101,180 ⁽³⁾	\$ —	\$ 101,180
Intercompany revenues	1,423	167	1,590	—	—
Gross profit	6,904	5,556	12,460	—	12,460
Interest income	—	—	—	31	31
Interest expense	7	9	16	626	642
Interest expense-financing fees	—	—	—	84	84
Depreciation and amortization	3,359	1,108	4,467	55	4,522
Segment profit (loss)	2,515	1,008	3,523	(5,852)	(2,329)
Segment assets ⁽¹⁾	78,558	37,655	116,213	32,295 ⁽⁴⁾	148,508
Expenditures for segment assets	266	142	408	4	412
Total long-term debt	97	7	104	16,335	16,439

Segment Reporting for the Nine Months Ended September 30, 2011

	Treatment	Services	Segments Total ⁽³⁾	Corporate ⁽²⁾	Consolidated Total
Revenue from external customers	\$ 50,116	\$ 35,199	\$ 85,315 ⁽³⁾	\$ —	\$ 85,315
Intercompany revenues	1,423	199	1,622	—	—
Gross profit	15,911	6,469	22,380	—	22,380
Interest income	—	—	—	40	40
Interest expense	69	2	71	387	458
Interest expense-financing fees	—	—	—	178	178
Depreciation and amortization	3,406	28	3,434	69	3,503
Segment profit (loss)	8,649	3,509	12,158	(5,718)	6,440
Segment assets ⁽¹⁾	96,444	3,260	99,704	38,635 ⁽⁴⁾	138,339
Expenditures for segment assets	1,984	1	1,985	10	1,995
Total long-term debt	171	13	184	5,378 ⁽⁵⁾	5,562

- (1) Segment assets have been adjusted for intercompany accounts to reflect actual assets for each segment.
- (2) Amounts reflect the activity for corporate headquarters not included in the segment information.
- (3) The following customers accounted for 10% or more of the total revenues generated from continuing operations for the three and nine months ended September 30, 2012 and the corresponding period of 2011: (1) Revenues from CH Plateau Remediation Company (“CHPRC”) totaled \$6,036,000 or 20.1% and \$18,669,000 or 18.3% for the three and nine months ended September 30, 2012, respectively, and \$19,570,000 or 59.7% and \$50,403,000 or 59.1% for the corresponding period of 2011, respectively; and (2) Revenues generated directly from the U.S. Department of Energy (“DOE”) accounted for \$4,604,000 or 15.8% and \$24,012,000 or 23.7% for the three and nine months ended September 30, 2012, respectively, and \$0 or 0% and \$0 or 0% for the corresponding period of 2011, respectively. The increase in revenue generated directly from the DOE was attributable to the acquisition of SEC in October 31, 2011.
- (4) Amount includes assets from discontinued operations of \$2,140,000 and \$4,196,000 as of September 30, 2012 and 2011, respectively.
- (5) Net of debt discount of (\$22,000) in connection with Warrants and Common Stock issued on May 8, 2009 in connection with a \$3,000,000 promissory note entered into by the Company and Mr. William Lampson and Mr. Diehl Rettig on May 8, 2009. The promissory note and the Warrants were modified on April 18, 2011. The promissory note was paid off and the debt discount became fully amortized in April 2012.

12. Income Taxes

The Company uses an estimated annual effective tax rate, which is based on expected annual income, statutory tax rates and tax planning opportunities available in the various jurisdictions in which the Company operates, to determine its quarterly provision for income taxes.

We had an income tax benefit of \$168,000 and income tax expense of \$2,399,000 for continuing operations for the three months ended September 30, 2012 and the corresponding period of 2011, respectively, and income tax benefit of \$1,126,000 and income tax expense of \$3,504,000 for the nine months ended September 30, 2012 and the corresponding period of 2011, respectively. The Company’s effective tax rates were approximately 32.9% and 35.2% for the three months ended September 30, 2012 and 2011, respectively, and 32.6% and 35.2% for the nine months ended September 30, 2012 and 2011, respectively.

The provision for income taxes is determined in accordance with ASC 740, “Income Taxes”. Deferred income tax assets and liabilities are recognized for future tax consequences attributed to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred income tax assets and liabilities are measured using enacted income tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Any effect on deferred income tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company regularly assesses the likelihood that the deferred tax asset will be recovered from future taxable income. The Company considers projected future taxable income and ongoing tax planning strategies, then records a valuation allowance to reduce the carrying value of the net deferred income tax assets to an amount that is more likely than not to be realized.

13. Subsequent Event

On November 7, 2012, we entered into an Amendment to our Amended and Restated Revolving Credit, Term Loan and Security Agreement, dated October 31, 2011 (“Amended Loan Agreement”). This Amendment provided for the exclusion of approximately \$700,000 in costs related to the acquisition and \$1,600,000 cost incurred resulting from fair value of percentage of completion contract in connection with the acquisition of SEC, in calculating the fixed charge ratio commencing September 30, 2012. The minimum fixed charge coverage ratio of 1.25 to 1.0 for the four quarter period endings as of the each of the fiscal quarters remains unchanged. As a condition of this Amendment, we agreed to pay PNC a fee of \$15,000. All other terms of the Amended Loan Agreement remain principally unchanged.

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

Forward-looking Statements

Certain statements contained within this report may be deemed "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (collectively, the "Private Securities Litigation Reform Act of 1995"). All statements in this report other than a statement of historical fact are forward-looking statements that are subject to known and unknown risks, uncertainties and other factors, which could cause actual results and performance of the Company to differ materially from such statements. The words "believe," "expect," "anticipate," "intend," "will," and similar expressions identify forward-looking statements. Forward-looking statements contained herein relate to, among other things,

- demand for our services subject to fluctuations due to variety of factors;
- funding by the federal government;
- goals;
- ability to improve operations and liquidity;
- economic conditions;
- receivables are normally considered collectible within twelve month;
- we anticipate meeting our financial covenants in remaining 2012;
- ability to close and remediate certain contaminated sites for projected amounts over the projected periods;
- fluctuation of cash balances;
- ability to fund expenses to remediate sites from funds generated internally;
- collectability of our receivables;
- adoption of programs by federal or state government mandating a substantial reduction in greenhouse gas emissions;
- capital expenditures;
- ability to fund budgeted capital expenditures during 2012 through our operations and lease financing;
- our cash flows from operations and our available liquidity from our line of credit are sufficient to service the Company's current obligations;
- continue to take steps to improve our operations and liquidity and to invest working capital into our facilities to fund capital additions to our segments;
- due to the continued uncertainty in the economy and changes within the environmental insurance market, we have no guarantee that we will be able to obtain similar insurance in future years, or that the cost of such insurance will not increase materially;
- we could be subject to fines, penalties or other liabilities or could be adversely affected by existing or subsequently enacted laws or regulations;
- as our operations and activities expand, there could be an increase in potential litigation;
- our inability to continue under existing contracts that we have with the federal government (directly or indirectly as a subcontractor) could have a material adverse effect on our operations and financial condition;
- investment of working capital;
- seasonality and the government's budget process;
- process backlog;
- funding of any repurchases of our common stock;
- contracts with the federal government;
- treatment processes we utilize offer a cost saving alternative to more traditional remediation and disposal methods offered by certain of our competitors;
- despite our aggressive compliance and auditing procedure for disposal of wastes, we could further be notified, in the future, that we are a PRP at a remedial action site, which could have a material adverse effect;
- negotiating with Homeland with regard to claims; and
- we could be deemed responsible for part for the cleanup of certain properties and be subject to fines and civil penalties in connection with violations of regulatory requirements.

While the Company believes the expectations reflected in such forward-looking statements are reasonable, it can give no assurance such expectations will prove to have been correct. There are a variety of factors, which could cause future outcomes to differ materially from those described in this report, including, but not limited to:

- general economic conditions;
- material reduction in revenues;
- ability to meet PNC covenant requirements;
- inability to collect in a timely manner a material amount of receivables;
- increased competitive pressures;
- the ability to maintain and obtain required permits and approvals to conduct operations;
- the ability to develop new and existing technologies in the conduct of operations;
- the ability to maintain and obtain closure and operating insurance requirements;
- ability to retain or renew certain required permits;
- discovery of additional contamination or expanded contamination at any of the sites or facilities leased or owned by us or our subsidiaries which would result in a material increase in remediation expenditures;
- delays at our third party disposal site can extend collection of our receivables greater than twelve months;
- changes in federal, state and local laws and regulations, especially environmental laws and regulations, or in interpretation of such;
- potential increases in equipment, maintenance, operating or labor costs;
- management retention and development;
- financial valuation of intangible assets is substantially more/less than expected;
- the requirement to use internally generated funds for purposes not presently anticipated;
- inability to continue to be profitable on an annualized basis;
- the inability of the Company to maintain the listing of its Common Stock on the NASDAQ;
- terminations of contracts with federal agencies or subcontracts involving federal agencies, or reduction in amount of waste delivered to the Company under the contracts or subcontracts;
- renegotiation of contracts involving the federal government;
- disposal expense accrual could prove to be inadequate in the event the waste requires re-treatment; and
- factors set forth in “Special Note Regarding Forward-Looking Statements” contained in our 2011 Form 10-K.

Overview

As previously reported, as a result of the acquisition on October 31, 2011, of all of the issued and outstanding shares of capital stock of Safety and Ecology Holdings Corporation (“SEHC”) and its subsidiaries, Safety & Ecology Corporation (“Safety & Ecology”), SEC Federal Services Corporation, Safety and Ecology Corporation Limited (“SECL” – a United Kingdom operation) and SEC Radcon Alliance, LLC (“SECRA”, which we own 75%), (collectively, “SEC”), pursuant to that certain Stock Purchase Agreement, dated July 15, 2011 (“Purchase Agreement”), between the Company, Homeland Capital Security Corporation (“Homeland”) and SEHC, we made structural and reporting changes to our internal organization and changes to our operating segments to create better consistency, greater coordination and enhanced communication. This restructuring aligns the internal management and functional support assets based on company service offerings. Such restructuring also provides a functionally supported matrix management approach which better supports resource allocation by our chief operating decision maker and optimizes performance assessment. These changes resulted in our new reporting segments: Treatment Segment (“Treatment”) and the Services Segment (“Services”). The Treatment Segment is comprised of treatment, processing, and disposal services of nuclear, low-level radioactive, mixed (waste containing both hazardous and low-level radioactive constituents), hazardous and non-hazardous waste. The Services Segment is comprised of on-site waste management, technical, and consulting services. As such, the reporting of financial results and pertinent discussions below are tailored to the two newly re-aligned reportable segments. All of the historical segment numbers presented in the Form 10-Q have been recast to conform to this change in reportable segments.

Revenue decreased \$3,659,000 or 11.2% from \$32,787,000 for the three months ended September 30, 2011 to \$29,128,000 for the three months ended September 30, 2012. Revenue for the three months ended September 30, 2012 included revenue of \$11,307,000 generated from SEC which was acquired on October 31, 2011. Excluding revenue from this acquisition, revenue decreased \$14,966,000 or 45.6% from the three months ended September 30, 2011 to September 30, 2012. Treatment Segment revenue decreased \$8,745,000 or 43.4% primarily due to lower waste volume. Services Segment revenue decreased \$6,221,000 or 49.2% primarily due to reduced revenue from the CH Plateau Remediation Company (“CHPRC”) subcontract (“CHPRC subcontract”), a cost plus award fee subcontract. We were awarded the CHPRC subcontract in the second quarter of 2008 by CHPRC, a general contractor to the U.S. Department of Energy (“DOE”). This subcontract entails performing a portion of facility operations and waste management activities for the DOE Hanford, Washington Site. The revenue reduction was the result of a reduction in workforce which occurred during September 30, 2011 under the CHPRC subcontract.

Gross profit decreased \$6,867,000 or 60.8%, which included gross profit of \$192,000 from the SEC acquisition. Excluding gross profit from SEC, remaining gross profit decreased approximately \$7,059,000 or 62.5% primarily due to decreased gross profit from our Treatment Segment resulting from lower waste volume and decreased gross profit under the CHPRC subcontract. Selling, General, and Administrative (“SG&A”) expenses increased \$176,000 which included SG&A expenses of \$1,023,000 of SEC. Excluding SG&A expense of SEC, remaining SG&A decreased \$847,000 or 21.1%.

Our working capital at September 30, 2012 was \$6,597,000, a decrease of \$5,482,000 from a working capital position of \$12,079,000 at December 31, 2011.

Outlook

We believe demand for our services will be subject to fluctuations due to a variety of factors beyond our control, including the current economic conditions that drive both commercial and government clients to reduce spending. Our operations depend, in large part, upon governmental funding, particularly funding levels at the DOE. In addition, our governmental contracts and subcontracts relating to activities at governmental sites are generally subject to termination or renegotiation on 30 days notice at the government’s option. Significant reductions in the level of governmental funding due to the completion of most stimulus funded projects and federal spending reductions from uncertain budgets resulting from temporary continuing resolutions could have a material adverse impact on our business, financial position, results of operations and cash flows.

Results of Operations

The reporting of financial results and pertinent discussions are tailored to two reportable segments: The Treatment and Services Segments.

Consolidated (amounts in thousands)	Three Months Ended September 30,				Nine Months Ended September 30,			
	2012	%	2011	%	2012	%	2011	%
Net revenues	\$ 29,128	100.0	\$ 32,787	100.0	\$ 101,180	100.0	\$ 85,315	100.0
Cost of goods sold	24,694	84.8	21,486	65.5	88,720	87.7	62,935	73.8
Gross profit	4,434	15.2	11,301	34.5	12,460	12.3	22,380	26.2
Selling, general and administrative	4,198	14.4	4,022	12.3	13,825	13.7	10,829	12.7
Research and development	502	1.7	357	1.1	1,390	1.4	1,019	1.2
Loss on disposal of property and equipment	18	—	—	—	15	—	—	—
(Loss) income from operations	(284)	(.9)	6,922	21.1	(2,770)	(2.8)	10,532	12.3
Interest income	10	—	14	—	31	—	40	—
Interest expense	(223)	(.7)	(99)	(.3)	(642)	(.6)	(458)	(.5)
Interest expense-financing fees	(23)	(.1)	(22)	—	(84)	—	(178)	(.2)
Other	9	—	5	—	10	—	8	—
(Loss) income from continuing operations								
before taxes	(511)	(1.7)	6,820	20.8	(3,455)	(3.4)	9,944	11.6
Income tax (benefit) expense	(168)	(.5)	2,399	7.3	(1,126)	(1.1)	3,504	4.1
(Loss) income from continuing operations	\$ (343)	(1.2)	\$ 4,421	13.5	\$ (2,329)	(2.3)	\$ 6,440	7.5

Summary – Three and Nine Months Ended September 30, 2012 and 2011

Consolidated revenues decreased \$3,659,000 for the three months ended September 30, 2012, compared to the three months ended September 30, 2011, as follows:

(In thousands)	2012	% Revenue	2011	% Revenue	Change	% Change
Treatment						
Government waste	\$ 8,738	30.0	\$ 16,445	50.2	\$ (7,707)	(46.9)
Hazardous/non-hazardous	604	2.1	673	2.1	(69)	(10.3)
Other nuclear waste	2,063	7.1	3,032	9.2	(969)	(32.0)
Total	11,405	39.2	20,150	61.5	(8,745)	(43.4)
Services						
Nuclear services	5,792	19.9	11,936	36.4	(6,144)	(51.5)
Technical services	624	2.1	701	2.1	(77)	(11.0)
Acquisition 10/31/11 (SEC) ⁽¹⁾	11,307	38.8	—	—	11,307	100.0
Total	17,723	60.8	12,637	38.5	5,086	40.2
Total	\$ 29,128	100.0	\$ 32,787	100.0	\$ (3,659)	(11.2)

⁽¹⁾ Includes approximately \$9,710,000 relating to services generated by the federal government, either directly (as prime contractor) or indirectly as a subcontractor to the federal government.

Net Revenue

The Treatment Segment revenue decreased \$8,745,000 or 43.4% for the three months ended September 30, 2012 over the same period in 2011. Revenue from government generators decreased \$7,707,000 or 46.9% primarily due to lower waste volume. Revenue from hazardous and non-hazardous waste decreased primarily due to lower average priced waste. Other nuclear waste revenue decreased approximately \$969,000 or 32.0% primarily due to a large commercial contract which completed in 2011 and did not reoccur in 2012. The decrease was also attributable to lower waste volumes. Services Segment revenue increased \$5,086,000 or 40.2% in the three months ended September 30, 2012 from the corresponding period of 2011 primarily due to the revenue of \$11,307,000 generated by SEC which was acquired on October 31, 2011. Excluding the revenue of SEC, Services Segment revenue decreased \$6,221,000, or 49.2%, primarily due to reduced revenue in the nuclear services area. This decrease was primarily from the CHPRC subcontract which is a cost plus award fee subcontract. The reduction in revenue of \$6,144,000 or 51.5% under this subcontract from \$11,936,000 for the three months ended September 30, 2011 to \$5,792,000 for the three months ended September 30, 2012, was primarily the result of a reduction in workforce which occurred in September 2011 under this subcontract. The remaining revenue decrease of \$77,000 within the Services Segment resulted primarily from decreased external billed labor hours in our technical services area.

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Consolidated revenues increased \$15,865,000 for the nine months ended September 30, 2012, as compared to the nine months ended September 30, 2011, as follows:

(In thousands)	2012	% Revenue	2011	% Revenue	Change	% Change
Treatment						
Government waste	\$ 25,333	25.0	\$ 38,681	45.3	\$ (13,348)	(34.5)
Hazardous/non-hazardous	2,189	2.2	2,521	3.0	(332)	(13.2)
Other nuclear waste	6,762	6.7	8,914	10.4	(2,152)	(24.1)
Total	34,284	33.9	50,116	58.7	(15,832)	(31.6)
Services						
Nuclear services	17,803	17.6	33,275	39.0	(15,472)	(46.5)
Technical services	1,858	1.8	1,924	2.3	(66)	(3.4)
Acquisition 10/31/11 (SEC) ⁽¹⁾	47,235	46.7	—	—	47,235	100.0
Total	66,896	66.1	35,199	41.3	31,697	90.1
Total	<u>\$ 101,180</u>	<u>100.0</u>	<u>\$ 85,315</u>	<u>100.0</u>	<u>\$ 15,865</u>	18.6

⁽¹⁾ Includes approximately \$42,930,000 relating to services generated by the federal government, either directly (as prime contractor) or indirectly as a subcontractor to the federal government.

Net Revenue

The Treatment Segment realized a revenue decrease of \$15,832,000 or 31.6% for the nine months ended September 30, 2012 over the same period in 2011. Revenue from government generators decreased \$13,348,000 or 34.5% primarily due to lower waste volume. Revenue from hazardous and non-hazardous waste was down \$332,000 or 13.2% primarily due to lower waste volume and lower average priced waste. Other nuclear waste revenue decreased approximately \$2,152,000 or 24.1% primarily due to a large commercial contract which completed in 2011 and did not reoccur in 2012. Lower waste volume also contributed to the reduction in revenue. Services Segment revenue increased \$31,697,000 or 90.1% in the nine months ended September 30, 2012 from the corresponding period of 2011 primarily due to the revenue of \$47,235,000 generated by SEC which was acquired on October 31, 2011. Excluding the revenue of SEC, Services Segment revenue decreased \$15,538,000 or 44.1% primarily due to reduced revenue in the nuclear services area. This decrease was primarily from the CHPRC subcontract which is a cost plus award fee subcontract. The reduction in revenue of \$15,472,000 or 46.5% under this subcontract from \$33,275,000 for the nine month ended September 30, 2011 to \$17,803,000 for the nine months ended September 30, 2012, was primarily the result of a reduction in workforce which occurred in September 2011 under this subcontract. The remaining revenue decrease of \$66,000 within the Services Segment resulted primarily from decreased external billed labor hours which were partially offset by higher vendor pass-through in our technical services area.

Cost of Goods Sold

Cost of goods sold increased \$3,208,000 for the quarter ended September 30, 2012, as compared to the quarter ended September 30, 2011, as follows:

(In thousands)	2012	%	2011	%	Change
		Revenue		Revenue	
Treatment	\$ 8,308	72.8	\$ 11,171	55.4	\$ (2,863)
Services	5,271	82.2	10,315	81.6	(5,044)
Acquisition 10/31/11 (SEC)	11,115	98.3	—	—	11,115
Total	<u>\$ 24,694</u>	<u>84.8</u>	<u>\$ 21,486</u>	<u>65.5</u>	<u>\$ 3,208</u>

Cost of goods sold for the Treatment Segment decreased \$2,863,000, or 25.6%, primarily due to reduced revenue, revenue mix, and reduction in certain fixed costs. We saw reduction in costs throughout all categories within the costs of goods sold. We continue to see reduction in salaries and payroll related expenses as we continue to manage headcount to streamline our operations, however, healthcare costs increased despite the reduction in headcount. Also, we saw significant reductions in incentive/bonus due to reduced profitability. Excluding the cost of goods sold of SEC (which is under our Services Segment), the Services Segment cost of goods sold decreased \$5,044,000 or 48.9%, which included the cost of goods sold of approximately \$4,749,000 related to the CHPRC subcontract. Cost of goods sold for the CHPRC subcontract was approximately \$9,782,000 for the three months ended September 30, 2011. The decrease in cost of goods sold for the CHPRC subcontract of \$5,033,000 or 51.5% was consistent with the decrease in revenue for the CHPRC subcontract. The remaining decrease in Services Segment cost of goods sold of \$11,000 or 2.1% was primarily due to lower salaries and payroll related expenses resulting from reduced headcount. This decrease was partially offset by higher material and supplies costs. Included within cost of goods sold is depreciation and amortization expense of \$1,000,000 and \$1,118,000 for the three months ended September 30, 2012, and 2011, respectively.

Cost of goods sold increased \$25,785,000 for the nine months ended September 30, 2012, as compared to the nine months ended September 30, 2011, as follows:

(In thousands)	2012	%	2011	%	Change
		Revenue		Revenue	
Treatment	\$ 27,380	79.9	\$ 34,205	68.3	\$ (6,825)
Services	15,632	79.5	28,730	81.6	(13,098)
Acquisition 10/31/11 (SEC)	45,708	96.8	—	—	45,708
Total	<u>\$ 88,720</u>	<u>87.7</u>	<u>\$ 62,935</u>	<u>73.8</u>	<u>\$ 25,785</u>

Cost of goods sold for the Treatment Segment decreased \$6,825,000 or 20.0% primarily due to reduced revenue, revenue mix and reduction in certain fixed costs. Costs were lower throughout most categories within costs of goods sold. Salaries and payroll related expenses continue to decrease as we continue to manage headcount to streamline our operations; however, healthcare costs increased despite the reduction in headcount. We also saw significant reduction in incentive/bonus due to reduced profitability. Excluding the cost of goods sold of SEC of \$45,708,000 which we acquired on October 31, 2011 and is under our Services Segment, the remaining Services Segment cost of goods sold decreased \$13,098,000 or 45.6%, which included the cost of goods sold of approximately \$14,118,000 related to the CHPRC subcontract. Cost of goods sold for the CHPRC subcontract was approximately \$27,102,000 for the nine months ended September 30, 2011. The decrease in cost of goods sold for the CHPRC subcontract of \$12,984,000 or 47.9% was consistent with the decrease in revenue for the CHPRC subcontract. The remaining decrease in Services Segment cost of goods sold of \$114,000 or 7.0% was primarily due to lower salaries and payroll related expenses resulting from reduced headcount in our engineering group. The reduced cost was partially offset by higher material and supplies costs. Included within cost of goods sold is depreciation and amortization expense of \$4,322,000 and \$3,379,000 for the nine months ended September 30, 2012, and 2011, respectively. The increase in depreciation and amortization expense in 2012 was attributed primarily to amortization of intangible assets acquired related to the SEC acquisition.

Gross Profit

Gross profit for the quarter ended September 30, 2012, decreased \$6,867,000 over 2011, as follows:

(In thousands)	2012	%	2011	%	Change
		Revenue		Revenue	
Treatment	\$ 3,097	27.2	\$ 8,979	44.6	\$ (5,882)
Services	1,145	17.8	2,322	18.4	(1,177)
Acquisition 10/31/11 (SEC)	192	1.7	—	—	192
Total	<u>\$ 4,434</u>	<u>15.2</u>	<u>\$ 11,301</u>	<u>34.5</u>	<u>\$ (6,867)</u>

The Treatment Segment gross profit decreased \$5,882,000 or 65.5% due to a decrease in revenue. Gross margin decreased to 27.2% from 44.6% primarily due to lower revenue from lower waste volume and the impact of fixed costs. Excluding the gross profit of SEC (which is under our Services Segment), the Services Segment gross profit decreased \$1,177,000 or 50.7% primarily due to gross profit decrease of \$1,111,000 or 51.6% for the CHPRC subcontract. Gross profit for the CHPRC was \$1,043,000 and \$2,154,000 for the three months ended September 30, 2012 and the corresponding period of 2011, respectively. The decrease in gross profit for the CHPRC subcontract was reflective of the revenue decrease under this subcontract. Gross margin of 18.0% under this CHPRC subcontract for both periods was in accordance with the cost plus contract fee provisions. The remaining Services Segment gross profit decrease of \$66,000 or 39.3% was primarily due to lower revenue from reduced external labor hours.

Gross profit for the nine months ended September 30, 2012, decreased \$9,920,000 over 2011, as follows:

(In thousands)	2012	%	2011	%	Change
		Revenue		Revenue	
Treatment	\$ 6,904	20.1	\$ 15,911	31.7	\$ (9,007)
Services	4,029	20.5	6,469	18.4	(2,440)
Acquisition 10/31/11 (SEC)	1,527	3.2	—	—	1,527
Total	<u>\$ 12,460</u>	<u>12.3</u>	<u>\$ 22,380</u>	<u>26.2</u>	<u>\$ (9,920)</u>

The Treatment Segment gross profit decreased \$9,007,000 or 56.6% due to decreased revenue and gross margin decreased to 20.1% from 31.7% due to lower revenue from lower waste volume and the impact of fixed costs. Excluding the gross profit of SEC (which is under our Services Segment), the Services Segment gross profit decreased \$2,440,000 or 37.7% primarily due to gross profit decrease of \$2,488,000 or 40.3% under the CHPRC subcontract. The gross profit decreased of \$2,488,000 or 40.3% under the CHPRC subcontract to \$3,685,000 for the nine months ended September 30, 2012 from \$6,173,000 for the corresponding period of 2011 was reflective of the revenue decrease under this subcontract. The gross margin of 20.7% and 18.6% for the same period, respectively, was in accordance with the contract fee provisions. The remaining Services Segment gross profit increase of \$48,000 or 16.2% was primarily due to lower salaries and payroll related expenses from lower headcount in our engineering group within the Segment.

Selling, General and Administrative

Selling, general and administrative ("SG&A") expenses increased \$176,000 for the three months ended September 30, 2012, as compared to the corresponding period for 2011, as follows:

(In thousands)	2012	% Revenue	2011	% Revenue	Change
Administrative	\$ 1,528	—	\$ 1,917	—	\$ (389)
Treatment	958	8.4	1,164	5.8	(206)
Services	689	10.7	941	7.4	(252)
Acquisition 10/31/11 (SEC)	1,023	9.0	—	—	1,023
Total	<u>\$ 4,198</u>	<u>14.4</u>	<u>\$ 4,022</u>	<u>12.3</u>	<u>\$ 176</u>

The decrease in administrative SG&A was primarily the result of significantly lower incentive/bonus (\$245,000) due to reduced profitability with the remaining attributed to lower subcontract service costs, lower travel costs, and lower general cost. The lower cost was partially offset by higher salaries and payroll related expenses due to additional headcount resulting from centralization of accounting functions from the SEC operations to the corporate office as part of the Company's consolidation process related to the acquisition. The increase in headcount at the corporate office was offset by headcount reductions at our SEC operations. Treatment SG&A was lower primarily due to lower commission/incentive expense, lower bad debt expense, and lower general expenses throughout all categories resulting from the Company's effort to streamline costs. The lower cost was partially offset by higher outside service and health claim expenses. The decrease in Services SG&A (excluding SEC acquisition) was primarily due to lower salaries and payroll related expenses and lower general expenses. The lower cost was partially offset by higher health claim expenses.

SG&A expenses increased \$2,996,000 for the nine months ended September 30, 2012, as compared to the corresponding period for 2011, as follows:

(In thousands)	2012	% Revenue	2011	% Revenue	Change
Administrative	\$ 5,053	—	\$ 5,092	—	\$ (39)
Treatment	3,109	9.1	3,454	6.9	(345)
Services	2,076	10.6	2,283	6.5	(207)
Acquisition 10/31/11 (SEC)	3,587	7.6	—	—	3,587
Total	<u>\$ 13,825</u>	<u>13.7</u>	<u>\$ 10,829</u>	<u>12.7</u>	<u>\$ 2,996</u>

The decrease in administrative SG&A was primarily the result of significantly lower incentive/bonus (\$365,000) due to reduced profitability, lower legal and consulting expenses (\$261,000) as higher costs were incurred in 2011 in connection with the acquisition of SEC, and lower general costs. This lower cost was offset by higher salaries and payroll related expenses and healthcare costs (increase of approximately \$421,000) due to additional headcount resulting from centralization of accounting functions from the SEC operations to the corporate office as part of the Company's consolidation process related to the acquisition. The increase in headcount at the corporate office was offset by headcount reduction at our SEC operations. In addition, we wrote off approximately \$117,000 in costs related to our shelf registration statement on Form S-3 which expired on June 26, 2012. The Company did not sell any shares of our Common Stock from the registration statement. Treatment SG&A was lower primarily due to lower commission/incentive expense, lower bad debt expense, and lower general expenses. The lower cost was partially offset by higher outside service expense and higher health claim costs. The decrease in Services SG&A (excluding SEC acquisition) was primarily due to the same reasons as noted previously for the three months ended September 30, 2012. Included in SG&A expenses is depreciation and amortization expense of \$200,000 and \$124,000 for the nine months ended September 30, 2012 and 2011, respectively.

Research and Development

Research and development costs increased \$145,000 and \$371,000 for the three and nine months ended September 30, 2012, respectively, as compared to the corresponding period of 2011. The increases for the three and nine months were primarily due to increased lab and payroll costs from more research and development projects.

Interest Expense

Interest expense increased \$124,000 and \$184,000 for the three and nine months ended September 30, 2012, respectively, as compared to the corresponding period of 2011.

(In thousands)	Three Months			Nine Months		
	2012	2011	Change	2012	2011	Change
PNC interest	\$ 168	\$ 58	\$ 110	\$ 478	\$ 266	\$ 212
Other	55	41	14	164	192	(28)
Total	<u>\$ 223</u>	<u>\$ 99</u>	<u>\$ 124</u>	<u>\$ 642</u>	<u>\$ 458</u>	<u>\$ 184</u>

The increase in interest expense for the three months ended September 30, 2012, as compared to the corresponding period of 2011 was primarily due to higher interest from a higher Term Loan balance resulting from our Amended and Restated Revolving Credit Term Loan and Security Agreement (“Amended Loan Agreement”) that we entered into with PNC on October 31, 2011. In addition, we incurred higher interest resulting from higher average revolver balance during the quarter. We had no revolver balance during the third quarter of 2011. The increase for the nine months ended September 30, 2012, as compared to the corresponding period of 2011 was primarily due to higher interest from higher Term Loan balance as mentioned above. In addition, we incurred higher interest resulting from the \$2,500,000 note we entered into with Homeland resulting from the acquisition of SEC on October 31, 2011. The higher interest expense was partially offset by lower interest on our revolver resulting from lower average balance and lower interest expense resulting from the payoff of the shareholder note in June 2011 in connection with the acquisition of PFNWR.

Interest Expense- Financing Fees

Interest expense-financing fees increased approximately \$1,000 and decreased approximately \$94,000 for the three and nine months ended September 30, 2012, respectively, as compared to the corresponding period of 2011. The small increase for the three months ended September 30, 2012 as compared to the corresponding period of 2011 was primarily due to higher financing fees amortized in connection with the Amended Loan Agreement dated October 31, 2011 entered between the Company and PNC Bank. This higher fee was offset by lower financing fees resulting from fully amortized debt discount. In the third quarter of 2011, we incurred financing fees amortized from debt discount resulting from extending the exercise date of Warrants from May 8, 2011 to May 8, 2012. The Warrants were issued as consideration for a \$3,000,000 loan the Company entered into on May 8, 2009. The loan was amended on April 18, 2011. The decrease for the nine months ended September 30, 2012 as compared to the corresponding period of 2011 was primarily due to debt discount which became fully amortized as financing fees in April 2012 in connection with the issuance of 200,000 shares of the Company’s Common Stock and two Warrants to purchase up to 150,000 shares of the Company’s Common Stock as consideration for the Company receiving the loan as mentioned above. This decrease in interest expense-financing fees was partially offset by higher financing fees resulting from the Amended Loan Agreement as mentioned above.

Income Tax Expense

We had an income tax benefit of \$168,000 and income tax expense of \$2,399,000 for continuing operations for the three months ended September 30, 2012 and the corresponding period of 2011, respectively, and income tax benefit of \$1,126,000 and income tax expense of \$3,504,000 for the nine months ended September 30, 2012 and the corresponding period of 2011, respectively. The Company’s effective tax rates were approximately 32.9% and 35.2% for the three months ended September 30, 2012 and 2011, respectively, and 32.6% and 35.2% for the nine months ended September 30, 2012 and 2011, respectively. We estimate our tax liability based on our estimated annual effective tax rate, which is based on our expected annual income, statutory tax rates and tax planning opportunities available in the various jurisdictions in which we operate.

Discontinued Operations and Divestitures

Our discontinued operations consist of our Perma-Fix of South Georgia, Inc. (“PFSG”) facility which met the held for sale criteria under ASC 360, “Property, Plant, and Equipment” on October 6, 2010. Our discontinued operations also encompass our Perma-Fix of Fort Lauderdale, Inc. (“PFFL”), Perma-Fix of Orlando, Inc. (“PFO”), Perma-Fix of Maryland, Inc. (“PFMD”), Perma-Fix of Dayton, Inc. (“PFD”), and Perma-Fix Treatment Services, Inc. (“PFTS”) facilities, which were divested on August 12, 2011, October 14, 2011, January 8, 2008, March 14, 2008, and May 30, 2008, respectively. Our discontinued operations also includes two previously closed locations, Perma-Fix of Michigan, Inc. (“PFMI”) and Perma-Fix of Memphis, Inc. (“PFM”), which were approved as discontinued operations by our Board of Directors effective October 4, 2004, and March 12, 1998, respectively.

On August 12, 2011, we completed the sale of our wholly-owned subsidiary, PFFL, pursuant to the terms of a Stock Purchase Agreement dated June 13, 2011. In consideration for the sale of 100% of the capital stock of PFFL, the buyer paid us \$5,500,000 in cash at closing. The cash consideration was subject to certain working capital adjustments within one hundred twenty days after closing. As of September 30, 2012, expenses related to the sale of PFFL totaled approximately \$160,000, of which all have been paid (\$3,000 was paid during the first quarter of 2012). As of September 30, 2012, the gain on the sale of PFFL totaled approximately \$1,707,000 (net of taxes of \$1,067,000), which included a working capital adjustment of \$185,000 recorded during the fourth quarter of 2011. The gain was recorded during the year ended December 31, 2011.

On October 14, 2011, we completed the sale of our wholly-owned subsidiary, PFO, pursuant to the terms of an Asset Purchase Agreement dated August 12, 2011. In consideration for such assets, the buyer paid us \$2,000,000 in cash at the closing and assumed certain liabilities of PFO. The cash consideration was subject to certain working capital adjustments within one hundred twenty days after closing. As of September 30, 2012, expenses related to the sale of PFO totaled approximately \$37,000, of which all have been paid (\$17,000 was paid during the first quarter of 2012). As of September 30, 2012, loss on the sale of PFO totaled approximately \$198,000 (net of taxes of \$209,000), which was recorded during the fourth quarter of 2011. No working capital adjustment has been made on the sale of PFO.

We continue to market our PFSG facility for sale. As required by ASC 360, based on our internal financial valuations, we concluded that no tangible asset impairments existed for PFSG as of September 30, 2012. No intangible asset exists at PFSG.

Our discontinued operations had net revenue of \$533,000 and \$1,749,000 for the three and nine months ended September 30, 2012, as compared to \$1,266,000 and \$6,433,000 for the corresponding period of 2011. We had net loss of \$61,000 and net loss of \$258,000 for our discontinued operations for the three and nine months ended September 30, 2012, respectively, as compared to net income of \$1,590,000 and net income of \$1,770,000 for the three and nine months ended September 30, 2011, respectively. Our net income for the three and nine months ended September 30, 2011 included a gain on disposal of \$1,777,000 (net of taxes of \$812,000) from the divestiture of PFFL as mentioned above.

Assets and liabilities related to discontinued operations total \$2,140,000 and \$3,671,000 as of September 30, 2012, respectively and \$2,343,000 and \$3,972,000 as of December 31, 2011, respectively.

Liquidity and Capital Resources

Our capital requirements consist of general working capital needs, scheduled principal payments on our debt obligations and capital leases, remediation projects and planned capital expenditures. Our capital resources consist primarily of cash generated from operations, funds available under our revolving credit facility and proceeds from issuance of our Common Stock. Our capital resources are impacted by changes in accounts receivable as a result of revenue fluctuation, economic trends, collection activities, and the profitability of the segments.

At September 30, 2012, we had cash of \$2,753,000. The following table reflects the cash flow activities during the first nine months of 2012:

(In thousands)	2012
Cash used in operating activities of continuing operations	\$ (5,851)
Cash used in operating activities of discontinued operations	(458)
Cash used in investing activities of continuing operations	(699)
Cash used in investing activities of discontinued operations	(2)
Cash used in financing activities of continuing operations	(2,266)
Principal repayment of long-term debt for discontinued operations	(26)
Decrease in cash	<u>\$ (9,302)</u>

As of September 30, 2012, we were in a positive cash position. We attempt to move all excess cash into a Money Market Sweep account in order to maximize the interest earned. When we are in a net borrowing position, we attempt to move all excess cash balances immediately to the revolving credit facility, so as to reduce debt and interest expense. We utilize a centralized cash management system, which includes a remittance lock box and is structured to accelerate collection activities and reduce cash balances, as idle cash is moved without delay to the revolving credit facility or the Money Market account, if applicable. The cash balance at September 30, 2012, primarily represents cash provided by operations (including cash balance of our non-controlling interest which is not subject to our borrowing availability) and minor petty cash and local account balances used for miscellaneous services and supplies.

Operating Activities

Cash totaled \$2,753,000 at September 30, 2012, a decrease of \$9,302,000 from the December 31, 2011 balance of \$12,055,000. Our cash at December 31, 2011 was relatively high due to a number of waste shipments received, invoiced and collected prior to year end. A large amount of this waste was not processed and was therefore carried as unearned revenue at year end. Conversely, waste shipments have been slow in the first nine months of 2012, particularly during the first half of 2012, while we processed our backlog of waste, generating revenue but utilizing cash flow for processing expenses. Cash balance will continue to fluctuate depending on the timing of waste shipments, the contractual timing of invoicing these shipments and the time it takes to collect on these invoices.

Accounts Receivable, net of allowances for doubtful accounts, totaled \$14,981,000 at September 30, 2012, a decrease of \$4,125,000 from the December 31, 2011 balance of \$19,106,000. The decrease was primarily due to reduction in invoicing due to decreased revenue. In addition, cash collection also contributed to the reduction in accounts receivables.

As of September 30, 2012, unbilled receivables totaled \$9,057,000, a decrease of \$1,238,000 from the December 31, 2011 balance of \$10,295,000. Treatment unbilled receivables decreased \$1,391,000 from \$7,542,000 as of December 31, 2011 to \$6,151,000 as of September 30, 2012. Services Segment unbilled receivables (which are all current) increased \$153,000 from a balance of \$2,753,000 as of December 31, 2011 to \$2,906,000 as of September 30, 2012. The delays in processing invoices usually take several months to complete and the related receivables are normally considered collectible within twelve months. However, as we have historical data in our Treatment Segment to review the timing of these delays, we realize that certain issues, including, but not limited to delays at our third party disposal site, can extend collection of some of these receivables greater than twelve months. Therefore, we have segregated the unbilled receivables between current and long term. The current portion of the unbilled receivables as of September 30, 2012 was \$8,694,000, a decrease of \$1,177,000 from the balance of \$9,871,000 as of December 31, 2011. The long term portion as of September 30, 2012 was \$363,000, a decrease of \$61,000 from the balance of \$424,000 as of December 31, 2011.

As of September 30, 2012, total consolidated accounts payable was \$9,026,000, a decrease of \$4,091,000 from the December 31, 2011 balance of \$13,117,000. The decrease was primarily due to payment of our vendor invoices from cash collected. We continue to manage payment terms with our vendors to maximize our cash position throughout both segments.

Accrued expenses as of September 30, 2012, totaled \$7,184,000, a decrease of \$2,349,000 over the December 31, 2011 balance of \$9,533,000. Accrued expenses are made up of accrued compensation, interest payable, insurance payable, certain tax accruals, and other miscellaneous accruals. The decrease was primarily the payment of fiscal year end 2011 bonus/incentives. In addition, monthly payments for the Company's general insurance policies and our closure policy for our treatment operations attributed to the decrease in accrued expenses. This decrease was offset by the renewal of the Company's general insurance policies in September 2012.

Our working capital was \$6,597,000 (which included working capital of our discontinued operations) as of September 30, 2012, as compared to a working capital of \$12,079,000 as of December 31, 2011. Our working capital was negatively impacted by the reduction in our cash used to pay our final two payments of our closure policies into the sinking fund (which is a long term asset), payment of the Company's bonus/incentive for fiscal year 2011, and payments of our long term debt. Our working capital was positively impacted by the reduction of our unearned revenue.

Investing Activities

Our purchases of capital equipment for the nine months ended September 30, 2012 totaled approximately \$412,000. These expenditures were for improvements to operations within both Segments. These capital expenditures were funded by the cash provided by operating activities. We have budgeted approximately \$2,681,000 for 2012 capital expenditures for our segments to expand our operations into new markets, reduce the cost of waste processing and handling, expand the range of wastes that can be accepted for treatment and processing, and to maintain permit compliance requirements. Certain of these budgeted projects are discretionary and may either be delayed until later in the year or deferred altogether. We have traditionally incurred actual capital spending totals for a given year less than the initial budget amount. The initiation and timing of projects are also determined by financing alternatives or funds available for such capital projects.

The Company has a 25-year finite risk insurance policy entered into in June 2003 with Chartis, a subsidiary of American International Group, Inc. ("AIG"), which provides financial assurance to the applicable states for our permitted facilities in the event of unforeseen closure. Prior to obtaining or renewing operating permits, we are required to provide financial assurance that guarantees to the states that in the event of closure, our permitted facilities will be closed in accordance with the regulations. The policy, as amended, provides for a maximum allowable coverage of \$39,000,000 and has available capacity to allow for annual inflation and other performance and surety bond requirements. We have made all of the required payments for this finite risk insurance policy, as amended, of which the last two payments (\$1,073,000 and \$1,054,000) were made in the first quarter of 2012. Fourteen payments totaling \$18,305,000 have been made for this policy of which \$14,472,000 has been deposited into a sinking fund account which represents a restricted cash account; \$2,883,000 represented full/terrorism premium; and \$950,000 represented fee payable to Chartis. As of September 30, 2012, our financial assurance coverage amount under this policy totaled approximately \$37,524,000. We have recorded \$15,375,000 in our sinking fund related to the policy noted above in other long term assets on the accompanying balance sheets, which includes interest earned of \$904,000 on the sinking fund as of September 30, 2012. Interest income for the three and nine months ended September 30, 2012, was approximately \$7,000 and \$23,000, respectively. On the fourth and subsequent anniversaries of the contract inception, we may elect to terminate this contract. If we so elect, Chartis is obligated to pay us an amount equal to 100% of the sinking fund account balance in return for complete releases of liability from both us and any applicable regulatory agency using this policy as an instrument to comply with financial assurance requirements.

In August 2007, we entered into a second finite risk insurance policy for our PFNWR facility with Chartis. The policy provided an initial \$7,800,000 of financial assurance coverage with an annual growth rate of 1.5%, which at the end of the four year term policy, provides maximum coverage of \$8,200,000. We have made all of the required payments on this policy, totaling \$7,158,000, of which \$5,700,000 has been deposited into a sinking fund account and \$1,458,000 represented premium. As of September 30, 2012, we have recorded \$5,887,000 in our sinking fund related to this policy in other long term assets on the accompanying balance sheets, which includes interest earned of \$187,000 on the sinking fund as of September 30, 2012. Interest income for the three and nine months ended September 30, 2012 totaled approximately \$3,000 and \$6,000, respectively. We have the option to renew this policy annually at the end of the four year term which requires an annual fee of \$46,000. As of September 30, 2012, we have renewed this policy for a second year. All other terms of the policy remain substantially unchanged.

Financing Activities

On October 31, 2011, in connection with the acquisition of SEC, we entered into an Amended and Restated Revolving Credit, Term Loan and Security Agreement, dated October 31, 2011 (“Amended Loan Agreement”), with PNC, replacing our previous Loan Agreement with PNC. The Amended Loan Agreement provides us with the following credit facilities:

- up to \$25,000,000 revolving credit facility (“Revolving Credit”), subject to the amount of borrowings based on a percentage of eligible receivables. The revolving credit advances are subject to limitations of an amount up to the sum of (a) up to 85% of Commercial Receivables aged 90 days or less from invoice date, (b) up to 85% of Commercial Broker Receivables aged up to 120 days from invoice date, (c) up to 85% of acceptable Government Agency Receivables aged up to 150 days from invoice date, and (d) up to 50% of acceptable unbilled amounts aged up to 60 days, less (e) reserves the Agent reasonably deems proper and necessary;
- a term loan (“Term Loan”) of \$16,000,000, which requires monthly installments of approximately \$190,000 (based on a seven-year amortization); and
- equipment line of credit up to \$2,500,000, subject to certain limitations.

The Amended Loan Agreement terminates as of October 31, 2016, unless sooner terminated.

We have the option of paying an annual rate of interest due on the revolving credit facility at prime plus 2% or London Inter Bank Offer Rate (“LIBOR”) plus 3% and the term loan and equipment credit facilities at prime plus 2.5% or LIBOR plus 3.5%.

As a condition of the Amended Loan Agreement, we paid the remaining balance due under the term loan under our previous Loan Agreement, totaling approximately \$3,833,000 using our credit facilities under the Amended Loan Agreement. In connection with the Amended Loan Agreement, we paid PNC a fee of \$217,500 and incurred other direct costs of approximately \$298,000 (of which \$33,000 and \$9,000 was incurred in the first six months of 2012), all of which are being amortized over the term of the Amended Loan Agreement as interest expense – financing fees. As a result of the termination of the original Loan Agreement with PNC, we recorded approximately \$91,000 during the fourth quarter of 2011 in loss on extinguishment of debt in accordance with ASC 470-50, “Debt – Modifications and Extinguishments.” As of September 30, 2012, the excess availability under our revolving credit was \$11,478,000, based on our eligible receivables.

Pursuant to the Amended Loan Agreement, we may terminate the Amended Loan Agreement upon 90 days’ prior written notice and upon payment in full of our obligations under the Amended Loan Agreement. We agreed to pay PNC 1.0% of the total financing in the event we pay off our obligations on or before October 31, 2012 and 0.5% of the total financing if we pay off our obligations after October 31, 2012, but prior to or on October 31, 2013. No early termination fee shall apply if we pay off our obligations under the Amended Loan Agreement after October 31, 2013.

Our credit facility with PNC Bank contains certain financial covenants, along with customary representations and warranties. A breach of any of these financial covenants, unless waived by PNC, could result in a default under our credit facility triggering our lender to immediately require the repayment of all outstanding debt under our credit facility and terminate all commitments to extend further credit. On November 7, 2012, we entered into an Amendment to our Amended and Restated Revolving Credit, Term Loan and Security Agreement, dated October 31, 2011 (“Amended Loan Agreement”). This Amendment provided for the exclusion of approximately \$700,000 in certain costs related to the acquisition and \$1,600,000 cost incurred resulting from fair value of percentage of completion contract in connection with the acquisition of SEC, in calculating the fixed charge ratio commencing September 30, 2012. The minimum fixed charge coverage ratio of 1.25 to 1.0 for the four quarter period endings as of the each of the fiscal quarters remains unchanged. As a condition of this Amendment, we agreed to pay PNC a fee of \$15,000. All other terms of the Amended Loan Agreement remain principally unchanged.

We met our financial covenants in each of the quarters in 2011 and 2012, and we expect to meet our financial covenants in remaining 2012. The following table illustrates the most significant financial covenants under our credit facility and reflects the quarterly compliance required by the terms of our senior credit facility as of September 30, 2012:

(Dollars in thousands)	Quarterly Requirement	1st Quarter Actual	2nd Quarter Actual	3rd Quarter Actual
PNC Credit Facility				
Fixed charge coverage ratio	1:25:1	3:55:1	2:73:1	1:42:1
Minimum tangible adjusted net worth	\$ 30,000	\$ 65,010	\$ 64,261	\$ 61,691

In connection with the acquisition of SEC, we entered into a \$2,500,000 unsecured, non-negotiable promissory note (the “Note”) on October 31, 2011, bearing an annual rate of interest of 6%, payable in 36 monthly installments, with Homeland. The Note provides that we have the right to prepay such at any time without interest or penalty. We prepaid \$500,000 of the principal amount of the Note within 10 days of closing of the acquisition. Subject to certain limitations, the Note is subject to offset of amounts Homeland owes us under certain terms and provisions of the Purchase Agreement and the Note. Our monthly payments consist of approximately \$76,000 (which includes interest) starting November 15, 2011. The \$500,000 principal prepayment is being applied by us against the principal installments of the Note over eight payments starting with the July 15, 2012 payment. We have paid in a timely manner the interest payment each month under the Note. Due to certain claims that we believe we have against Homeland for breach of certain representations and covenant, as discussed herein (see “Known Trends and Uncertainties – Homeland Capital Security Corporation (“Homeland”) for discussion of the certain claims), we are reviewing our options regarding our obligations under the Note.

The Company had a promissory note dated May 8, 2009, with William N. Lampson and Diehl Rettig (collectively, the “Lenders”) for \$3,000,000, which was amended on April 18, 2011 (“Amended Note”). Pursuant to the Amended Note, the remaining principal balance on the promissory note of approximately \$990,000 was repaid in twelve monthly principal payments of approximately \$82,500 plus accrued interest, starting May 8, 2011, with interest payable at the same rate of the original loan, which was LIBOR plus 4.5%, with LIBOR at least 1.5%. The Lenders were former shareholders of Nuvotec USA, Inc. (“Nuovtec”) (now known as (“n/k/a”) Perma-Fix Northwest, Inc. (“PFNW”)) prior to our acquisition of PFWN and Pacific EcoSolution, Inc. (“PEcoS”) (n/k/a Perma-Fix Northwest Richland, Inc. (“PFNWR”)) and are also stockholders of the Company, having received shares of our Common Stock in connection with our acquisition of PFWN and PFNWR. As consideration of the Company receiving the loan dated May 8, 2009, we issued a Warrant to Mr. Lampson and a Warrant to Mr. Diehl to purchase up to 135,000 and 15,000 shares, respectively, of the Company’s Common Stock at an exercise price of \$1.50 per share. We also issued to them an aggregate of 200,000 shares of the Company’s Common Stock, with Mr. Lampson receiving 180,000 shares and Mr. Rettig receiving 20,000 shares. In connection with the April 18, 2011 Amended Note, the expiration date of the Warrants were extended to May 8, 2012 from May 8, 2011 (Mr. Rettig is deceased; accordingly, the amended Warrant and the note payments were held by and paid to his personal representative/estate). The Company made the final payment on the note in April 2012. The Warrants as discussed above were not exercised and expired on May 8, 2012. The debt discount recorded in connection with the Common Stock and Warrants was fully amortized by April 2012.

In connection with the acquisition of PFNW and PFNWR in June 2007, we were required to pay to those former shareholders of Nuvotec an earn-out amount upon meeting certain conditions for each measurement year ended June 30, 2008 to June 30, 2011, with the aggregate of the full earn-out amount not to exceed \$4,552,000, pursuant to the Merger Agreement, as amended (“Agreement”). As of June 30, 2012, an aggregate earn-out amount of \$3,896,000 has been paid as follows: (i) \$2,574,000 in cash; and (ii) we issued a promissory note, dated September 28, 2010, in the principal amount of \$1,322,000, as discussed above. The total \$3,896,000 in earn-out amount paid to date or to be paid pursuant to the promissory note excludes approximately an aggregate \$656,000 in Offset Amount, which represents an indemnification obligation (as defined by the Merger Agreement) which is payable or may be payable to the Company by the former shareholders of Nuvotec. Pursuant to the Merger Agreement, the aggregate amount of any Offset Amount may total up to \$1,000,000, except an Offset Amount is unlimited as to indemnification relating to liabilities for taxes, misrepresentation or inaccuracies with respect to the capitalization of Nuvotec or PEcoS or for willful or reckless misrepresentation of any representation, warranty or covenant. The \$656,000 Offset Amount represents approximately \$93,000 relating to an excise tax issue and a refund request from a PEcoS customer in connection with services for waste treatment prior to our acquisition of PFNWR and PFNW and an anticipated Offset Amount of \$563,000 in connection with the receipt of nonconforming waste at the PFNWR facility prior to our acquisition of PFNWR and PFNW. We are currently involved in litigation with the party that delivered the nonconforming waste to the facility prior to our acquisition of PFNWR and PFNW.

On October 7, 2011, the Company’s Board of Directors authorized a repurchase program of up to \$3,000,000 of the Company’s Common Stock. The Company may purchase Common Stock through open market and privately negotiated transactions at prices deemed appropriate by management. The timing, the amount of repurchase transactions and the prices paid for the stock under this program will depend on market conditions as well as corporate and regulatory limitations, including blackout period restrictions. The Board approved the repurchase plan in consideration of the Company’s improved cash position and current market volatility. We plan to fund any repurchases under this program through our internal cash flow and/or borrowing under our line of credit. As of the date of this report, we have not repurchased any of our Common Stock under the program as we continue to evaluate this repurchase program within our internal cash flow and/or borrowings under our line of credit based on what is in our best interest and the best interest of our stockholders.

In summary, we continue to take steps to improve our operations and liquidity and to invest working capital into our facilities to fund capital additions in our Segments. Although there are no assurances, we believe that our cash flows from operations and our available liquidity from the amended and restated line of credit are sufficient to service the Company’s current obligations and the current obligations resulting from the acquisition of SEHC and its subsidiaries.

Contractual Obligations

The following table summarizes our contractual obligations at September 30, 2012, and the effect such obligations are expected to have on our liquidity and cash flow in future periods (in thousands):

Contractual Obligations	Total	Payments due by period			
		2012	2013- 2015	2016 - 2017	After 2017
Long-term debt	\$ 16,204	\$ 1,126	\$ 8,411	\$ 6,667	\$ —
Interest on fixed rate long-term debt ⁽¹⁾	142	41	101	—	—
Interest on variable rate debt ⁽²⁾	1,739	150	1,358	231	—
Operating leases	3,925	238	2,397	1,116	174
Pension withdrawal liability ⁽³⁾	359	58	301	—	—
Environmental contingencies ⁽⁴⁾	1,780	77	1,481	144	78
Total contractual obligations	<u>\$ 24,149</u>	<u>\$ 1,690</u>	<u>\$ 14,049</u>	<u>\$ 8,158</u>	<u>\$ 252</u>

⁽¹⁾ The Company entered into a promissory note dated September 28, 2010, in the principal amount of \$1,322,000 at an annual interest rate of 6.0%, with the former shareholders of Nuvotec (n/k/a "PFNW") in connection with an earn-out amount that we are required to pay upon meeting certain conditions for each measurement year between June 30, 2008 to June 30, 2011, as a result of our acquisition of PFNW and PFNWR. Also, in connection with the acquisition of SEHC and its subsidiaries on October 31, 2011, the Company entered into a promissory note in the principal amount of \$2,500,000 at an annual interest rate of 6%, with Homeland. The Company prepaid \$500,000 of the principal within 10 days of the closing of the acquisition. The \$500,000 principal prepayment is being applied by us against the principal installments of the Note over eight payments starting with the July 15, 2012 payment. See "Liquidity and Capital Resources – Financing Activities" for further information on these promissory notes.

⁽²⁾ We have variable interest rates on our Term Loan and Revolving Credit of 2.5% and 2.0%, respectively, over the prime rate of interest, or variable interest rates on our Term Loan and Revolving Credit of 3.5% and 3.0%, respectively, over LIBOR. Our calculation of interest on our Term Loan and Revolving Credit was estimated using the more favorable LIBOR option of approximately 4.0% and 3.5% (assuming LIBOR of .5%), respectively, in years 2012 to October 31, 2016. See "Liquidity and Capital Resources – Financing Activities" for further information on the Amended and Restated Revolving Credit, Term Loan and Security Agreement entered into with PNC Bank on October 31, 2011.

⁽³⁾ The pension withdrawal liability is the estimated liability to us upon termination of our union employees at our discontinued operation, PFMI and remains the financial obligations of the Company. See Discontinued Operations earlier in this section for discussion on our discontinued operations.

⁽⁴⁾ The environmental contingencies and related assumptions are discussed further in the Environmental Contingencies section of this Management's Discussion and Analysis, and are based on estimated cash flow spending for these liabilities. The environmental contingencies noted here are for PFMI, PFM, PFSG, and PFD. The environmental liability, as it relates to the remediation of the EPS site assumed by the Company as a result of the original acquisition of the PFD facility, was retained by the Company upon the sale of PFD in March 2008.

Critical Accounting Estimates

In preparing the consolidated financial statements in conformity with generally accepted accounting principles in the United States of America, management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, as well as, the reported amounts of revenues and expenses during the reporting period. We believe the following critical accounting policies affect the more significant estimates used in preparation of the consolidated financial statements:

Revenue Recognition Estimates. We utilize a performance based methodology for purposes of revenue recognition in our Treatment Segment. As we accept more complex waste streams in this segment, the treatment of those waste streams become more complicated and time consuming. We have continued to enhance our waste tracking capabilities and systems, which has enabled us to better match the revenue earned to the processing phases achieved using a proportional performance method. The major processing phases are receipt, treatment/processing and shipment/final disposition. Upon receiving mixed waste we recognize a certain percentage (ranging from 7.5% to 33%) of revenue as we incur costs for transportation, analytical and labor associated with the receipt of mixed waste. As the waste is processed, shipped and disposed of we recognize the remaining revenue and the associated costs of transportation and burial. We review and evaluate our revenue recognition estimates and policies on an annual basis.

For our Services Segment, revenues on services are performed under time and material, fixed price, and cost-reimbursement contracts. Revenues and costs associated with fixed price contracts are recognized using the percentage of completion (efforts expended) method. We estimate our percentage of completion based on attainment of project milestones. Revenues and costs associated with time and material contracts are recognized as revenue when earned and costs are incurred.

Under cost reimbursement contracts, we are reimbursed for costs incurred plus a certain percentage markup for indirect costs, in accordance with contract provision. Costs incurred in excess of contract funding may be renegotiated for reimbursement. We also earn a fee based on the approved costs to complete the contract. We recognize this fee using the proportion of costs incurred to total estimated contract costs.

Contract costs include all direct labor, material and other non-labor costs and those indirect costs related to contract support, such as depreciation, fringe benefits, overhead labor, supplies, tools, repairs and equipment rental. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined. Changes in job performance, job conditions and estimated profitability, including those arising from contract penalty provisions and final contract settlements may result in revisions to costs and income and are recognized in the period in which the revisions are determined.

Consulting revenues are recognized as services are rendered. The services provided are based on billable hours and revenues are recognized in relation to incurred labor and consulting costs. Out of pocket costs reimbursed by customers are also included in revenues.

The liability, "billings in excess of costs and estimated earnings", represents billings in excess of revenues recognized and accrued costs to jobs.

Allowance for Doubtful Accounts. The carrying amount of accounts receivable is reduced by an allowance for doubtful accounts, which is a valuation allowance that reflects management's best estimate of the amounts that are uncollectible. We regularly review all accounts receivable balances that exceed 60 days from the invoice date and, based on an assessment of current credit worthiness, estimate the portion, if any, of the balances that are uncollectible. Specific accounts that are deemed to be uncollectible are reserved at 100% of their outstanding balance. The remaining balances aged over 60 days have a percentage applied by aging category (5% for balances 61-90 days, 20% for balances 91-120 days and 40% for balances over 120 days aged), based on a historical valuation, that allows us to calculate the total reserve required. This allowance was approximately 0.2% of revenue for 2011 and 1.2%, of accounts receivable as of December 31, 2011. Additionally, this allowance was approximately 0.8% of revenue for the nine months ended September 30, 2012 and 5.1%, of accounts receivable as of September 30, 2012.

Intangible Assets. Intangible assets relating to acquired businesses consist primarily of the cost of purchased businesses in excess of the estimated fair value of net identifiable assets acquired, or goodwill, and the recognized value of the permits required to operate the business. We continually reevaluate the propriety of the carrying amount of permits and goodwill to determine whether current events and circumstances warrant adjustments to the carrying value. We test each Reporting Unit's goodwill and permits, separately, for impairment, annually as of October 1. Our annual impairment test as of October 1, 2011 and 2010 resulted in no impairment of goodwill and permits. Our October 1, 2011 and 2010 impairment tests were performed based on our previous two reporting units: 1) Nuclear reporting unit, which included all of our treatment operations and operation under our CHPRC subcontract, and 2) Engineering reporting unit, which included our SYA subsidiary operations. The methodology utilized in performing this test estimates the fair value of our operating segments using a discounted cash flow valuation approach. Those cash flow estimates incorporate assumptions that marketplace participants would use in their estimates of fair value. The most significant assumptions used in the discounted cash flow valuation regarding each of the Reporting Unit's fair value in connection with goodwill valuations are: (1) detailed five year cash flow projections, (2) the risk adjusted discount rate, and (3) the expected long-term growth rate. The primary drivers of the cash flow projection in 2011 included sales revenue and projected margin which are based on our current revenue and projected government funding as it relates to our existing government contracts. The risk adjusted discount rate represents the weighted average cost of capital and is established based on (1) the 20 year risk-free rate, which is impacted by events external to our business, such as investor expectation regarding economic activity, (2) our required rate of return on equity, and (3) the current after tax rate of return on debt.

As a result of the acquisition of SEC on October 31, 2011, during the fourth quarter of 2011, the Company made structural and reporting changes to its internal organization and changes to its operating segments to create better consistency, greater coordination and enhanced communication. This restructuring aligns the internal management and functional support assets based on company service offerings and better reflects how our chief operating decision maker allocates resources and assesses performance. These changes resulted in four reporting units: (1) SYA reporting unit - our SYA subsidiary operations; (2) SEC reporting unit - our SEC operations; (3) Treatment reporting unit - our treatment operations; and (4) CHPRC reporting unit - our operations under the CHPRC subcontract. We reassigned approximately \$3,637,000 of the \$14,840,000 goodwill from our previous Nuclear reporting unit to our CHPRC reporting unit using a relative fair value approach in accordance to ASC 350, "Intangibles - Goodwill and Other" as a result of the change in reporting units. As a result of the restructuring of our reporting units, we concluded that we had an interim triggering event, and, therefore, we performed an interim goodwill impairment test for our treatment reporting unit as of October 1, 2011 which did not result in any impairment. We will perform all future goodwill impairment analyses on the new four reporting units. During the third quarter 2012, we reassigned approximately \$2,488,000 of the \$3,637,000 goodwill from the CHPRC reporting unit back to the Treatment reporting unit to correct our initial calculation completed during the fourth quarter of 2011. We did not amend our filings as this correction had no impact on our Consolidated Balance Sheet, Consolidated Statement of Operations or our cash flows. We will perform goodwill impairment analyses on the four reporting units as of October 1, 2012.

Intangible assets that have definite useful lives are amortized using the straight-line method over the estimated useful lives and are excluded from our annual intangible asset valuation review conducted as of October 1. We amortize intangible asset of customer relationships using an accelerated method.

Property and Equipment

Property and equipment expenditures are capitalized and depreciated using the straight-line method over the estimated useful lives of the assets for financial statement purposes, while accelerated depreciation methods are principally used for income tax purposes. Generally, annual depreciation rates range from ten to forty years for buildings (including improvements and asset retirement costs) and three to seven years for office furniture and equipment, vehicles, and decontamination and processing equipment. Leasehold improvements are capitalized and amortized over the lesser of the term of the lease or the life of the asset. Maintenance and repairs are charged directly to expense as incurred. The cost and accumulated depreciation of assets sold or retired are removed from the respective accounts, and any gain or loss from sale or retirement is recognized in the accompanying consolidated statements of operations. Renewals and improvement, which extend the useful lives of the assets, are capitalized. We include within buildings, asset retirement obligations, which represents our best estimates of the cost to close, at some undetermined future date, our permitted and/or licensed facilities.

Accrued Closure Costs. Accrued closure costs represent a contingent environmental liability to clean up a facility in the event we cease operations in an existing facility. The accrued closure costs are estimates based on guidelines developed by federal and/or state regulatory authorities under Resource Conservation and Recovery Act ("RCRA"). Such costs are evaluated annually and adjusted for inflationary factors and for approved changes or expansion to the facilities. Increases or decreases in accrued closure costs resulting from changes or expansions at the facilities are determined based on specific RCRA guidelines applied to the requested change. This calculation includes certain estimates, such as disposal pricing, external labor, analytical costs and processing costs, which are based on current market conditions.

Accrued Environmental Liabilities. We have four remediation projects currently in progress. The current and long-term accrual amounts for the projects are our best estimates based on proposed or approved processes for clean-up. The circumstances that could affect the outcome range from new technologies that are being developed every day to reduce our overall costs, to increased contamination levels that could arise as we complete remediation which could increase our costs, neither of which we anticipate at this time. In addition, significant changes in regulations could adversely or favorably affect our costs to remediate existing sites or potential future sites, which cannot be reasonably quantified. In connection with the sale of our PFD facility in March 2008, the Company retained the environmental liability for the remediation of an independent site known as EPS. This liability was assumed by the Company as a result of the original acquisition of the PFD facility. The environmental liabilities of PFM, PFMI, and PFD remain the financial obligations of the Company. The environmental liabilities of PFSG are classified as held for sale within our discontinued operations.

Disposal/Transportation Costs. We accrue for waste disposal based upon a physical count of the waste at each facility at the end of each accounting period. Current market prices for transportation and disposal costs are applied to the end of period waste inventories to calculate the disposal accrual. Costs are calculated using current costs for disposal, but economic trends could materially affect our actual costs for disposal. As there are limited disposal sites available to us, a change in the number of available sites or an increase or decrease in demand for the existing disposal areas could significantly affect the actual disposal costs either positively or negatively.

Stock-Based Compensation. We account for stock-based compensation in accordance with ASC 718, "Compensation – Stock Compensation". ASC 718 establishes accounting standards for entity exchanges of equity instruments for goods or services. It also addresses transactions in which an entity incurs liabilities in exchange for goods or services that are based on the fair value of the entity's equity instruments or that may be settled by the issuance of those equity instruments. ASC 718 requires all stock-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. The Company uses the Black-Scholes option-pricing model to determine the fair-value of stock-based awards which requires subjective assumptions. Assumptions used to estimate the fair value of stock options granted include the exercise price of the award, the expected term, the expected volatility of the Company's stock over the option's expected term, the risk-free interest rate over the option's expected term, and the expected annual dividend yield. The Company's expected term represents the period that stock-based awards are expected to be outstanding and is determined based on historical experience of similar awards, giving consideration to the contractual terms of the stock-based awards, vesting schedules, and post-vesting data. Our computation of expected volatility is based on the Company's historical volatility from our traded Common Stock over the expected term of the option grants. The interest rate for periods within the expected term of the award is based on the U.S. Treasury yield curve in effect at the time of grant.

We recognize stock-based compensation expense using a straight-line amortization method over the requisite period, which is the vesting period of the stock option grant. ASC 718 requires that stock-based compensation expense be based on options that are ultimately expected to vest. ASC 718 requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. We have generally estimated forfeiture rate based on historical trends of actual forfeiture. When actual forfeitures vary from our estimates, we recognize the difference in compensation expense in the period the actual forfeitures occur or when options vest. Forfeiture rates are evaluated, and revised as necessary.

Income Taxes. The provision for income tax is determined in accordance with ASC 740, "Income Taxes". As part of the process of preparing our consolidated financial statements, we are required to estimate our income taxes in each of the jurisdictions in which we operate. We record this amount as a provision or benefit for taxes. This process involves estimating our actual current tax exposure, including assessing the risks associated with tax audits, and assessing temporary differences resulting from different treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities. We periodically assess the likelihood that our deferred tax assets will be recovered from future taxable income and, provide a valuation allowance to the extent that we believe recovery is not likely.

Foreign Operation

On October 31, 2011, we acquired Safety & Ecology Corporation Limited ("SECL" - a United Kingdom corporation), a subsidiary of SEHC. The financial results of SECL are included in the consolidated financial statements of the Company within the Services Segment. The financial results of SECL are translated into U.S. dollars using exchange rates in effect at period-end for assets and liabilities and average exchange rates during the period for result of operations. The related translation adjustments are reported as a separate component of stockholders' equity.

Known Trends and Uncertainties

The DOE and U.S. Department of Defense ("DOD") represent major customers for our Treatment and Services Segments. For our Treatment Segment, in conjunction with the federal government's September 30 fiscal year-end, the Treatment Segment historically experienced seasonably large shipments during the third quarter, leading up to this government fiscal year-end, as a result of incentives and other quota requirements. Correspondingly, for a period of approximately three months following September 30, this segment generally slows down, as the government budgets are still being finalized, planning for the new year is occurring, and we enter the holiday season. This trend generally continues into the first quarter of the new year as government entities evaluate their spending priorities. Because government spending is contingent upon its annual budget and allocation of funding, we cannot provide assurance that we will not have large fluctuations in the quarters in the near future.

Our Services Segment generally experiences a seasonal slowdown during the winter months as heavy construction projects are typically performed in the early Spring to late Fall months, winter weather conditions delay work at project sites, and our technical services experience reduced activities and related billable hours throughout the November and December holiday period.

Economic Conditions. With much of our segments' customer base being government or prime contractors treating government waste, economic upturns or downturns have not historically had a significant impact on the demand for our services.

We believe demand for our services will be subject to fluctuations due to a variety of factors beyond our control, including the current economic conditions that drive both commercial and government clients to reduce spending. Our operations depend, in large part, upon governmental funding, particularly funding levels at the DOE. In addition, our governmental contracts and subcontracts relating to activities at governmental sites are generally subject to termination or renegotiation on 30 days notice at the government's option. Significant reductions in the level of governmental funding due to the completion of most stimulus funded projects and federal spending reductions from uncertain budgets resulting from temporary continuing resolutions could have a material adverse impact on our business, financial position, results of operations and cash flows.

Legal Matters:

PFNWR

PFNWR has filed suit against Philotechnics, Ltd. (“Philo”) asserting contract breach and seeking specific performance of the “return-of-waste clause” in the brokerage contract entered into prior to our acquisition of PFNWR, as to certain non-conforming waste Philo delivered for treatment from Philo’s customer, El du Pont de Nemours and Company (“DuPont”), to the PFNWR facility, before PFNWR acquired the facility. Our complaint seeks an order that Philo: (A) specifically perform its obligations under the contract’s “return-of-waste” clause by physically taking custody of and by removing the nonconforming waste, (B) pay PFNWR all additional costs of maintaining and managing the waste, and (C) pay PFNWR the cost to treat and dispose of the nonconforming waste so as to allow PFNWR to compliantly dispose of that waste offsite. See “Liquidity and Capital Resources – Financing Activities” of the “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, discussing an Offset Amount offsetting against the earn-out amount relating to the claims contained in this lawsuit.

Significant Customers. Our segments have significant relationships with the federal government, and continue to enter into contracts, directly as the prime contractor or indirectly as a subcontractor, with the federal government. The contracts that we are a party to with the federal government or with others as a subcontractor to the federal government generally provide that the government may terminate or renegotiate the contracts on 30 days notice, at the government’s election. Our inability to continue under existing contracts that we have with the federal government (directly or indirectly as a subcontractor) could have a material adverse effect on our operations and financial condition.

We performed services relating to waste generated by the federal government, either directly as a prime contractor or indirectly as a subcontractor (including the customers as discussed below) to the federal government, representing approximately \$24,240,000 or 83.2% and \$86,066,000 or 85.1% of our total revenue from continuing operations during the three and nine months ended September 30, 2012, respectively, as compared to \$28,381,000 or 86.6% and \$71,956,000 or 84.3% of our total revenue from continuing operations during the corresponding period of 2011, respectively.

The following customers accounted for 10% or more of the total revenues generated from continuing operations for the three and nine months ended September 30, 2012, respectively, and the corresponding period of 2011, respectively: (1) Revenues from CHPRC totaled \$6,036,000 or 20.1% and \$18,669,000 or 18.3% for the three and nine months ended September 30, 2012, respectively, as compared to \$19,570,000 or 59.7% and \$50,403,000 or 59.1% for the corresponding period of 2011, respectively; and (2) Revenues generated directly from the DOE accounted for \$4,604,000 or 15.8% and \$24,012,000 and 23.7% for the three and nine months ended September 30, 2012, respectively, as compared to \$0 and 0% and \$0 and 0% for the corresponding period of 2011, respectively. The increase in revenue generated directly from the DOE was attributed primarily from the acquisition of SEC in October 31, 2011. Revenue generated from CHPRC includes revenue generated from the CHPRC subcontract (a cost plus award fee subcontract) at our Services Segment and three waste processing contracts at our Treatment Segment).

Homeland Capital Security Corporation (“Homeland”).

At the closing of the acquisition of SEC on October 31, 2011, we deposited \$2,000,000, which represented a portion of the purchase price, in an escrow account to satisfy certain claims that we have or may have against Homeland for indemnification pursuant to the Agreement. Homeland and SEHC further agreed that if certain conditions were not met by December 31, 2011, relating to a certain contract, then we could withdraw \$1,500,000 from the amount deposited by the Company in escrow. As previously reported, on January 10, 2012, we received from the escrow the \$1,500,000, leaving a balance of \$500,000 in the escrow account.

Subsequent to the closing, we have discovered it will require in excess of \$7,000,000 more than represented by Homeland under the Purchase Agreement to complete a fixed cost contract entered into by SEC prior to closing and that the covenant made by Homeland in the Purchase Agreement that SEC’s consolidated GAAP liabilities would not exceed \$15,000,000 at closing was incorrect, as SEC’s consolidated GAAP liabilities were approximately \$24,000,000 as of the closing. As a result, we have placed Homeland on notice of these claims and have provided notice to the escrow agent of Homeland’s breach.

Homeland has denied our claims that it has breached its representations and warranties as to the fixed cost contract and is reviewing our claim that it breached its covenant that SEC's consolidated GAAP liabilities would not exceed \$15,000,000 at closing. Thus, the remaining \$500,000 held in escrow is being retained in escrow as disputed claims until our claims are resolved.

As a portion of the purchase price under the Agreement, we issued to Homeland a \$2,500,000 unsecured Promissory Note, dated October 31, 2011, bearing an annual rate of interest of 6%, payable in 36 monthly installments, with Homeland. The Note provides that we have the right to prepay such at any time without interest or penalty. We prepaid \$500,000 of the principal amount of the Note within 10 days of closing of the acquisition. As previously stated, the \$500,000 principal prepayment is being applied by us against the principal installments of the Note over eight payments starting with the July 15, 2012 payment. We have paid in a timely manner the interest payment each month under the Note. Due to certain claims that we believe we have against Homeland for breach of certain representations and covenant, we are reviewing our options regarding our obligations under the Note.

We are currently negotiating with Homeland as to the above described claims, and if we are unable to resolve these claims in a satisfactory manner, we will consider taking whatever action we deem necessary to protect our interest.

The Purchase Agreement limits the aggregate amount of Homeland's liability to us to (a) \$3,000,000 for indemnification claims relating to breaches of Homeland's representations and warranties, except claims relating to any fundamental warranty are limited to the \$24,500,000 as stated in the original purchase agreement; and (b) \$4,900,000 for indemnification claims relating to breaches of Homeland's covenants or agreements under the Purchase Agreement. Fundamental warranty includes, but is not limited to, intentional or willful misrepresentation or warranty and intentional or willful breach of any covenant.

Insurance. We maintain insurance coverage similar to, or greater than, the coverage maintained by other companies of the same size and industry, which complies with the requirements under applicable environmental laws. We evaluate our insurance policies annually to determine adequacy, cost effectiveness, and desired deductible levels. Due to the continued uncertainty in the economy and changes within the environmental insurance market, we have no guarantees that if Chartis does not provide insurance coverage that we will be able to obtain similar insurance in future years, or that the cost of such insurance will not increase materially.

Climate Change. Climate change is receiving ever increasing attention from scientists and legislators alike. The debate is ongoing as to the extent to which our climate is changing, the potential causes of this change and its potential impacts. Some attribute global warming to increased levels of greenhouse gases, including carbon dioxide, which has led to significant legislative and regulatory efforts to limit greenhouse gas emissions.

Presently there are no federally mandated greenhouse gas reduction requirements in the United States. However, there are a number of legislative and regulatory proposals to address greenhouse gas emissions, which are in various phases of discussion or implementation. The outcome of federal and state actions to address global climate change could result in a variety of regulatory programs including potential new regulations. Any adoption by federal or state governments mandating a substantial reduction in greenhouse gas emissions could increase costs associated with our operations. Until the timing, scope and extent of any future regulation becomes known, we cannot predict the effect on our financial position, operating results and cash flows.

Environmental Contingencies

We are engaged in the waste management services segment of the pollution control industry. As a participant in the on-site treatment, storage and disposal market and the off-site treatment and services market, we are subject to rigorous federal, state and local regulations. These regulations mandate strict compliance and therefore are a cost and concern to us. Because of their integral role in providing quality environmental services, we make every reasonable attempt to maintain complete compliance with these regulations; however, even with a diligent commitment, we, along with many of our competitors, may be required to pay fines for violations or investigate and potentially remediate our waste management facilities.

We routinely use third party disposal companies, who ultimately destroy or secure landfill residual materials generated at our facilities or at a client's site. We, compared to certain of our competitors, dispose of significantly less hazardous or industrial by-products from our operations due to rendering material non-hazardous, discharging treated wastewaters to publicly-owned treatment works and/or processing wastes into saleable products. In the past, numerous third party disposal sites have improperly managed waste and consequently require remedial action; consequently, any party utilizing these sites may be liable for some or all of the remedial costs. Despite our aggressive compliance and auditing procedures for disposal of wastes, we could further be notified, in the future, that we are a PRP at a remedial action site, which could have a material adverse effect.

We have budgeted for 2012, \$1,138,000 in environmental remediation expenditures to comply with federal, state and local regulations in connection with remediation of certain contaminants at our facilities. Our facilities where the remediation expenditures will be made are the Leased Property in Dayton, Ohio (EPS), a former RCRA storage facility as operated by the former owners of PFD, PFM's facility in Memphis, Tennessee, PFSG's facility in Valdosta, Georgia, and PFMI's facility in Brownstown, Michigan. The environmental liability of PFD (as it relates to the remediation of the EPS site assumed by the Company as a result of the original acquisition of the PFD facility) was retained by the Company upon the sale of PFD in March 2008. All of the reserves are within our discontinued operations. While no assurances can be made that we will be able to do so, we expect to fund the expenses to remediate these sites from funds generated internally.

At September 30, 2012, we had total accrued environmental remediation liabilities of \$1,780,000 of which \$490,000 is recorded as a current liability, which reflects a decrease of \$76,000 from the December 31, 2011, balance of \$2,002,000. The net decrease represents payments on remediation projects. The September 30, 2012, current and long-term accrued environmental balance is recorded as follows (in thousands):

	Current Accrual	Long-term Accrual	Total
PFD	\$ 80	\$ 92	\$ 172
PFM	41	17	58
PFSG	363	1,133	1,496
PFMI	6	48	54
Total Liability	<u>\$ 490</u>	<u>\$ 1,290</u>	<u>\$ 1,780</u>

Item 3. Quantitative and Qualitative Disclosures about Market Risks

The Company is exposed to certain market risks arising from adverse changes in interest rates, primarily due to the potential effect of such changes on our variable rate loan arrangements with PNC. The interest rates payable to PNC are based on a spread over prime rate or a spread over LIBOR. As of September 30, 2012, the Company had approximately \$14,095,000 in variable rate borrowings. Assuming a 1% change in the average interest rate as of September 30, 2012, our interest cost would change by approximately \$140,950. As of September 30, 2012, we had no interest swap agreement outstanding.

We consider our direct exposure to foreign exchange rate fluctuation to be minimal. The Company has a small foreign operation (Safety & Ecology Corporation Limited ("SECL") - a United Kingdom corporation) located in Blaydon On Tyne, England, which we acquired on October 31, 2011. As of September 30, 2012, SECL's assets were \$64,000 or .04% of the total consolidated assets of the Company and had generated revenues of approximately \$123,000 in U.S. dollars for the nine months ended September 30, 2012 (which represented 0.1% of our total revenue for continuing operations for the nine months ended September 30, 2012); therefore, increases or decreases to the value of the U.S dollar relative to the British pound would not have a material impact to our financial results.

Item 4. Controls and Procedures

(a) *Evaluation of disclosure controls, and procedures.*

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our periodic reports filed with the Securities and Exchange Commission (the "Commission") is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission and that such information is accumulated and communicated to our management. As of the end of the period covered by this report, we carried out an evaluation with the participation of our Principal Executive Officer and Principal Financial Officer. Based on this recent assessment, our Principal Executive Officer and Principal Financial Officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended) were effective, as of September 30, 2012.

(b) *Changes in internal control over financial reporting.*

There was no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) in the nine months ended September 30, 2012 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

There are no additional material legal proceedings pending against us and/or our subsidiaries not previously reported by us in Item 3 of our Form 10-K for the year ended December 31, 2011 and our Form 10-Qs for the quarters ended March 31, 2012 and June 30, 2012, which are incorporated herein by reference. In addition, there has been no material developments with regards to the proceedings as previously disclosed in our Form 10-K for the year ended December 31, 2011 and Form 10Qs for quarters ended March 30, 2012 and June 30, 2012.

Item Risk Factors

1A.

There has been no other material change from the risk factors previously disclosed in our Form 10-K for the year ended December 31, 2011.

Item 6. Exhibits

(a) **Exhibits**

4.1	First Amendment to Amended and Restated Revolving Credit, Term Loan and Security Agreement, dated November 7, 2012, between the Company and PNC Bank, National Association.
10.1	Subcontract between CH2M Hill Plateau Remediation Company, Inc. and East Tennessee Material and Energy Corporation, dated May 27, 2008, incorporated by reference from Exhibit 10.4 to the Company's Form 10-Q for the quarter ended June 30, 2010.
31.1	Certification by Dr. Louis F. Centofanti, Chief Executive Officer of the Company pursuant to Rule 13a-14(a) or 15d-14(a).
31.2	Certification by Ben Naccarato, Chief Financial Officer of the Company pursuant to Rule 13a-14(a) or 15d-14(a).
32.1	Certification by Dr. Louis F. Centofanti, Chief Executive Officer of the Company furnished pursuant to 18 U.S.C. Section 1350.
32.2	Certification by Ben Naccarato, Chief Financial Officer of the Company furnished pursuant to 18 U.S.C. Section 1350.
101.INS	XBRL Instance Document*
101.SCH	XBRL Taxonomy Extension Schema Document*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document*
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document*
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document*

*Pursuant to Rule 406T of Regulation S-T, the Interactive Data File in Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purpose of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

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, hereunto duly authorized.

PERMA-FIX ENVIRONMENTAL SERVICES

Date: November 8, 2012

By: /s/ Dr. Louis F. Centofanti
Dr. Louis F. Centofanti
Chairman of the Board
Chief Executive Officer

Date: November 8, 2012

By: /s/ Ben Naccarato
Ben Naccarato
Chief Financial Officer and Chief Accounting
Officer



FIRST AMENDMENT TO AMENDED AND RESTATED REVOLVING CREDIT,
TERM LOAN AND SECURITY AGREEMENT

THIS FIRST AMENDMENT TO AMENDED AND RESTATED REVOLVING CREDIT, TERM LOAN AND SECURITY AGREEMENT, dated as of November 7, 2012 (this "Amendment"), relating to the Credit Agreement referenced below, is by and among PERMA-FIX ENVIRONMENTAL SERVICES, INC., a Delaware corporation (the "Borrower"), the lenders identified on the signature pages hereto (the "Lenders"), and PNC Bank, National Association, a national banking association, as agent for the Lenders (in such capacity, the "Agent"). Terms used herein but not otherwise defined herein shall have the meanings provided to such terms in the Credit Agreement.

WITNESSETH

WHEREAS, a credit facility has been extended to the Borrower pursuant to the terms of that certain Amended and Restated Revolving Credit, Term Loan and Security Agreement dated as of October 31, 2011 (as amended and modified from time to time, the "Credit Agreement") among the Borrower, the Lenders identified therein, and PNC Bank, National Association, as agent for the Lenders;

WHEREAS, the Borrower has requested certain modifications to the Credit Agreement;

WHEREAS, the Required Lenders have agreed to the requested modifications on the terms and conditions set forth herein;

NOW, THEREFORE, IN CONSIDERATION of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Amendment. The definition of "Fixed Charge Coverage Ratio" set forth in Section 1.2 of the Credit Agreement is amended to read as follows:

"Fixed Charge Coverage Ratio" shall mean and include, with respect to any fiscal period, the ratio of (a) EBITDA for such period minus Unfinanced Capital Expenditures made during such period minus cash taxes paid by Borrower during such period minus any cash dividends or distributions made by Borrower during such period to (b) all Senior Debt Payments during such period. For purposes of calculating the Fixed Charge Coverage Ratio, commencing on September 30, 2012 \$700,000 of non-recurring costs relating to the Acquisition and \$1,600,000 in Fair Value Purchase Accounting adjustments relating to the final purchase price of the Acquisition shall be deducted from the numerator."

2. Conditions Precedent. This Amendment shall be effective as of the date hereof upon satisfaction of each of the following conditions precedent:

- (a) the execution of this Amendment by the Borrower, the Required Lenders and the Agent; and

(b) receipt by the Agent of a \$15,000 amendment fee.

3. Representations and Warranties. The Borrower hereby represents and warrants in connection herewith that as of the date hereof (after giving effect hereto) (i) the representations and warranties set forth in Article V of the Credit Agreement are true and correct in all material respects (except those which expressly relate to an earlier date), and (ii) no Default or Event of Default has occurred and is continuing under the Credit Agreement.

4. Acknowledgments, Affirmations and Agreements. The Borrower (i) acknowledges and consents to all of the terms and conditions of this Amendment and (ii) affirms all of its obligations under the Credit Agreement and the Other Documents.

5. Credit Agreement. Except as expressly modified hereby, all of the terms and provisions of the Credit Agreement remain in full force and effect.

6. Expenses. The Borrower agrees to pay all reasonable costs and expenses in connection with the preparation, execution and delivery of this Amendment, including the reasonable fees and expenses of the Agent's legal counsel.

7. Counterparts. This Amendment may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original. It shall not be necessary in making proof of this Amendment to produce or account for more than one such counterpart.

8. Governing Law. This Amendment shall be deemed to be a contract under, and shall for all purposes be construed in accordance with, the laws of the State of New York.

IN WITNESS WHEREOF, each of the parties hereto has caused a counterpart of this Amendment to be duly executed and delivered as of the date first above written.

BORROWER:

PERMA-FIX ENVIRONMENTAL SERVICES, INC.

By: /s/Ben Naccarato

Name: Ben Naccarato

Title: CFO

AGENT AND LENDER:

PNC BANK, NATIONAL ASSOCIATION,
in its capacity as Agent and as Lender

By: /s/Alex M. Council IV

Name: Alex M. Council

Title: Vice President



EXHIBIT 31.1

CERTIFICATIONS

I, Louis F. Centofanti, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Perma-Fix Environmental Services, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of the internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 8, 2012

/s/ Louis F. Centofanti

Louis F. Centofanti
Chairman of the Board
Chief Executive Officer



EXHIBIT 31.2

CERTIFICATIONS

I, Ben Naccarato, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Perma-Fix Environmental Services, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of the internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 8, 2012

/s/ Ben Naccarato

Ben Naccarato
Vice President and
Chief Financial Officer



EXHIBIT 32.1

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Perma-Fix Environmental Services, Inc. ("PESI") on Form 10-Q for the quarter ended September 30, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Form 10-Q"), I, Dr. Louis F. Centofanti, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Form 10-Q fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. §78m or §78o(d)); and
- (2) The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 8, 2012

/s/ Louis F. Centofanti

Dr. Louis F. Centofanti
President and
Chief Executive Officer

This certification is furnished to the Securities and Exchange Commission solely for purpose of 18 U.S.C. §1350 subject to the knowledge standard contained therein, and not for any other purpose.



EXHIBIT 32.2

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Perma-Fix Environmental Services, Inc. ("PESI") on Form 10-Q for the quarter ended September 30, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Form 10-Q"), I, Ben Naccarato, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Form 10-Q fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. §78m or §78o(d)); and
- (2) The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 8, 2012

/s/ Ben Naccarato

Ben Naccarato

Vice President and Chief Financial Officer

This certification is furnished to the Securities and Exchange Commission solely for purpose of 18 U.S.C. §1350 subject to the knowledge standard contained therein, and not for any other purpose.

