

Edgar Filing: REUNION INDUSTRIES INC - Form 8-K

REUNION INDUSTRIES INC  
Form 8-K  
November 14, 2008

=====

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-1004

FORM 8-K

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

Date of Report (Date of earliest event reported) November 14, 2008  
-----

REUNION INDUSTRIES, INC.

-----  
(Exact name of registrant as specified in its charter)

DELAWARE	01-15739	06-1439715
-----	-----	-----
(State of Incorporation)	(Commission File No.)	(IRS Employer ID No.)

11 STANWIX STREET, SUITE 1400  
PITTSBURGH, PENNSYLVANIA 15222

-----  
(Address of principal executive offices, including zip code)

(412) 281-2111

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

NOT APPLICABLE

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

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the

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Exchange Act (17 CFR 240.13e-4(c))

=====  
Item 8.01 - Other Events

As previously reported, on November 26, 2007 Reunion Industries, Inc. ("Reunion") filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Connecticut, Bridgeport Division (the "Bankruptcy Court"). Reunion continues to operate as "debtor-in-possession" in that proceeding under the jurisdiction of the Bankruptcy Court and in accordance with the applicable provisions of the Bankruptcy Code. Attached to and made a part of this Report is Reunion's Monthly Operating Report that was filed on October 24, 2008 with the Bankruptcy Court and the United States Trustee pursuant to Rule 2015 of the Federal Rules of Bankruptcy Procedure.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned, hereunto duly authorized.

Date: November 14, 2008  
-----

REUNION INDUSTRIES, INC.  
(Registrant)

By: /s/ John M. Froehlich  
-----

John M. Froehlich  
Executive Vice President  
of Finance and Chief  
Financial Officer

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UNITED STATES BANKRUPTCY COURT  
BRIDGEPORT DIVISION - DISTRICT OF CONNECTICUT  
MONTHLY OPERATING REPORT

In re REUNION INDUSTRIES, INC.  
-----

Case No. 07-50727(AHWS)  
-----

Reporting Period: SEPTEMBER 2008  
-----

Federal Tax I.D. # 06-1439715  
-----

CORPORATE MONTHLY OPERATING REPORT

REQUIRED DOCUMENTS	Form No.	Document	Explanation Attached	Attached
Schedule of Cash Receipts and Disbursements		MOR-1	YES	N/A
Bank Reconciliations	MOR-1 (CON'T)		YES	N/A
Statement of Operations	MOR-2		YES	N/A
Balance Sheet	MOR-3		YES	N/A
Status of Post-petition Taxes	MOR-4		YES	N/A
Summary of Unpaid Post-petition Debts		MOR-4	YES	N/A
Accounts Receivable	MOR-5		YES	N/A
Taxes Reconciliation & Aging	MOR-5		YES	N/A
Payments -Insiders/Professionals	MOR-6		YES	N/A
Post Petition Status of Secured Notes, Leases Payable	MOR-6		YES	N/A
Debtor Questionnaire	MOR-7		YES	N/A

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

Authorized Individual \s\ JOHN M. FROEHLICH, CFO Date OCT. 22, 2008  
-----

Authorized individual must be an officer, director or shareholder if debtor is a corporation.

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REUNION INDUSTRIES, INC.  
 MONTHLY OPERATING REPORT - 1  
 CASH RECEIPTS AND DISBURSEMENTS  
 SEPTEMBER 2008  
 -----

CASE NO. 07-50727 (AHWS)  
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Cash - beginning of period excluding	\$ 7,763,955	
Plus: Collections on receivables		1,701,368
Plus: Miscellaneous/Titan receipts/China Dividend	356,124	
Less: Disbursements		
Net payroll		336,492
Payroll taxes		157,661
Titan disbursements		37,289
Other operating		1,228,964
Income Tax payments		472,444
Reorganization:		
Professional fees		28,349
U.S. Trustee fees		0
		-----
	Total	2,261,199
Increase(Decrease) in outstanding checks	80,896	-----
Cash - end of period	\$ 7,479,352	=====

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REUNION INDUSTRIES, INC.  
 MONTHLY OPERATING REPORT - 1  
 BANK RECONCILIATION  
 AS OF SEPTEMBER 30, 2008  
 -----

CASE NO. 07-50727 (AHWS)  
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BANK TYPE ACCOUNT NUMBER	PNC BANK OPERATING 2161326	PNC BANK PAYROLL 2184149	PNC BANK HEALTHCARE 2880718	PNC BANK PENSION 10382890
Balance per books	\$421,095 =====	\$ 0 =====	\$ 0 =====	\$ 0 =====
BANK BALANCE	\$531,227	\$ 0	\$ 41,530	\$ 710
Deposits in transit	(24,645)		24,645	
Outstanding checks	(85,487)	-	(66,175)	(710)
Other - explain below	See Note 1 -----	-----	-----	-----
Adj. Bank Balance	\$421,095 =====	\$ 0 =====	\$ 0 =====	\$ 0 =====

("Adj. Bank Balance" must equal "Balance per books".)

EXPLANATION OF OTHER:

Note 1: Bank balance includes \$454,227 in an overnight deposit account.

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REUNION INDUSTRIES, INC.  
 MONTHLY OPERATING REPORT - 1  
 BANK RECONCILIATION  
 AS OF SEPTEMBER 30, 2008  
 -----

CASE NO. 07-50727 (AHWS)  
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BANK TYPE ACCOUNT NUMBER	PNC BANK PENSION 1011567058	PNC BANK COLLATERAL 1019820572	PNC BANK CARVE-OUT 1019820847	PNC BANK SEGREGATED 1019821057
Balance per books	\$ 0 =====	\$4,588,974 =====	\$1,502,469 =====	\$250,461 =====
BANK BALANCE	\$ 5,728	\$4,588,974	\$1,502,469	\$250,461
Deposits in transit	0			
Outstanding checks	(5,728)			
Other - explain below	-----	-----	-----	-----
Adj. Bank Balance	\$ 0 =====	\$4,588,974 =====	\$1,502,469 =====	\$250,461 =====

("Adj. Bank Balance" must equal "Balance per books".)

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REUNION INDUSTRIES, INC.  
 MONTHLY OPERATING REPORT - 1  
 BANK RECONCILIATION  
 AS OF SEPTEMBER 30, 2008  
 -----

CASE NO. 07-50727 (AHWS)  
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BANK TYPE ACCOUNT NUMBER	FIFTH THIRD OPERATING 7512940417	FIFTH THIRD PAYROLL 1065629	Chase Operating 1690008469	Chase Royalty 1820765236
Balance per books	\$ 504,677 =====	\$ 0 =====	\$ 90,031 =====	\$ 121,645 =====
BANK BALANCE	\$ 689,585	\$ 0	\$ 96,270	\$ 124,701
Deposits in transit				
Outstanding checks	(184,908)		(6,239)	(3,056)
Other - explain below	-----	-----	-----	-----

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Adj. Bank Balance	\$ 504,677	\$ 0	\$ 90,031	\$ 121,645
	=====	=====	=====	=====

("Adj. Bank Balance" must equal "Balance per books".)

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REUNION INDUSTRIES, INC.  
 MONTHLY OPERATING REPORT - 2  
 INCOME STATEMENT  
 FOR THE PERIODS INDICATED

CASE NO. 07-50727 (AHWS)

-----  
 (\$ amounts in thousands)

	Month of Sep-08 -----	Post Petition to 30-Sep-08 -----
Net Sales	\$ 1,375	\$ 29,372
Cost of Sales:		
Standard Cost	1,044	21,506



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Variances & Other		165	2,150
		-----	-----
Gross Profit	166	5,716	
Operating Expenses:			
Marketing		46	903
General & Admin	281	3,164	
		-----	-----
Operating Profit		(161)	1,649
Other Income (Expense)	32	40,186	
Equity in China JV	54	712	
Reorganization exp:			
Professional fees		0	(260)
U.S. Trustee fees		0	(51)
Other			
Adequate Protection Paym't Exp.	0	(450)	
Interest Expense - excluding Adequate Protection Payments	24	(3,248)	
		-----	-----
Profit before tax		(51)	38,538
Income Tax		0	0
		-----	-----
Net Income		\$ (51)	\$ 38,538
		=====	=====

NOTE: Other income (expense) above primarily reflects the gain on the sale of the Company's CP Industries division in April of 2008.

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REUNION INDUSTRIES, INC.  
MONTHLY OPERATING REPORT - 3  
COMPARITIVE BALANCE SHEET  
AS OF THE PERIODS SHOWN  
-----  
(\$ amounts in thousands)

CASE NO. 07-50727 (AHWS)

26-Nov-07

31-Aug-08

30-Sep-08

ASSETS:

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Cash and Equivalents	\$	754	\$	7,764	\$	7,479
Net Receivables		7,166		2,621		2,340
Net Inventory		12,369		1,884		1,940
Other Current Assets		3,029		2,076		2,110
		-----		-----		-----
Current		23,318		14,345		13,869
Net Property		6,300		3,210		3,193
Goodwill		10,994		1,491		1,491
CSV policies		2,200		2,195		2,195
Interest in China JV		3,009		3,667		3,721
		-----		-----		-----
Total	\$	45,821	\$	24,908	\$	24,469
		=====		=====		=====
LIABILITIES & EQUITY:						
Current Maturities of Debt	\$	0	\$	0	\$	0
Trade Payables		3,305		2,730		2,663
Accrued Income Taxes		0		11		11
Accrued Interest		544		647		647
Customer Deposits		4,424		0		0
Accrued Other		4,272		4,236		4,497
		-----		-----		-----
Current		12,545		7,624		7,818
Secured Debt and interest		53,418		500		500
Other Liabilities		3,101		1,206		624
		-----		-----		-----
Total Liabilities		69,064		9,330		8,942
Total Equity		(23,243)		15,578		15,527
		-----		-----		-----
Total	\$	45,821	\$	24,908	\$	24,469
		=====		=====		=====

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REUNION INDUSTRIES, INC.  
MONTHLY OPERATING REPORT - 4  
SUMMARY OF UNPAID POST PETITION TAXES AND DEBTS  
AS OF SEPTEMBER 30, 2008  
-----

CASE NO. 07-50727 (AHWS)  
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(\$ Amounts in 000's)

TAXES:

-----

		Beg Liability	Accrued Paid	End Liability
		-----	-----	-----
NON-PAYROLL TAXES:				
Sales		\$ 0		\$ 0
Excise	\$ 0			\$ 0
Real Property	\$ 0			\$ 0
Personal Property		\$ 0		\$ 0

PAYROLL TAXES - See attached pages 2 to 3

-----

Amount due for payrolls in the last half of September 2008 - paid in October.	\$ 35
--	-------

DEBTS:

-----

	Current	Days Past Due				Total
		0-30	31-60	61-90	Over 91	
	-----	-----	-----	-----	-----	-----
Accounts Payable	\$ 325	\$ 105	\$ 28	\$ 0	\$ 2,205	\$ 2,663
Wages Payable	104					104
Taxes Payable	0					0
Rent-Building	0					0
Adequate Protection Paymts	0					0
Professional Fees	0	0	0	45	0	45
Amounts due Insiders	4	4	4	6	100	118
	-----	-----	-----	-----	-----	-----
Total	\$ 433	\$ 109	\$ 32	\$ 51	\$ 2,305	\$ 2,930
	=====	====	====	====	=====	=====

Explanations:

Wages represent hourly wages earned in the last half of September that were paid in October.

Professional fees are due Reid and Riege and are awaiting Bankruptcy Court approval.

Amounts due insiders represent post petition interest on note and guaranty fees.

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REUNION INDUSTRIES, INC.  
 MONTHLY OPERATING REPORT - 4  
 FIT/FICA TAX PAYMENTS and FUTA 940 TAX PAYMENTS  
 SEPTEMBER 2008  
 -----

CASE NO. 07-50727 (AHWS)  
 page 2/3

DATE PAID	REF	HANNA	HQ	TOTAL
----	---	-----	-----	
SEPTEMBER				
02				0.00
03	941	36,358.89	10,847.97	47,206.86
04				0.00
05				0.00
08				0.00
09	941	15,405.36		15,405.36
10				0.00
11				0.00
12				0.00
15				0.00
16	941	16,364.98		16,364.98
17	941	19,505.16	10,875.99	30,381.15
18				0.00
19				0.00
22				0.00
23	941	16,871.06		16,871.06
24				0.00
25				0.00
26				0.00
29				0.00
30	941	17,112.52		17,112.52
		-----	-----	-----
TOTAL		121,617.97	21,723.96	143,341.93
		=====	=====	=====

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REUNION INDUSTRIES, INC. CASE NO. 07-50727 (AHWS)  
 MONTHLY OPERATING REPORT - 4 page 3/3  
 PA., ILLINOIS, INDIANA AND WISCONSIN WITHHOLDING TAX PAYMENTS  
 SEPTEMBER 2008  
 -----

DATE PAID	STATE	HANNA	HQ	TOTAL
-----	-----	-----	-----	-----
SEPTEMBER				
02				0.00
03	PA		1,167.82	1,167.82
04	IL	3,398.87		3,398.87
05				0.00
08				0.00
09				0.00
10	IL	1,542.14		1,542.14
11				0.00
12				0.00
15	WI	970.59		970.59
16				0.00
17	IL	1,616.27		1,616.27
18	PA		1,167.82	1,167.82
19	IN, IL	1,733.08	68.54	1,801.62
22				0.00
23				0.00
24	IL	1,696.64		1,696.64
25				0.00
26				0.00
29				0.00
30	WI	957.63		957.63
		-----	-----	-----

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TOTAL	11,915.22	2,404.18	14,319.40
	=====	=====	=====

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REUNION INDUSTRIES, INC.  
MONTHLY OPERATING REPORT - 5  
ACCOUNTS RECEIVABLE AND TAXES AGING  
AS OF SEPTEMBER 30, 2008

CASE NO. 07-50727 (AHWS)

-----  
(\$ Amounts in 000's)

TRADE ACCOUNTS RECEIVABLE RECONCILIATION:  
-----

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Trade Receivables - beg of month		\$ 2,741	
Plus: Invoiced during the month	1,447		
Less: Amounts collected		(1,701)	
Less: Credits/Adjustments		(33)	-----
Trade Receivables - end of month		\$ 2,454	=====

ACCOUNTS RECEIVABLE AGINGS:

-----			
0-30		\$ 1,329	
31-60		702	
61-90		261	
91+		162	-----
Total trade receivables		2,454	
Non-trade receivables		25	
Less: Reserve for bad debts		(139)	-----
Net Receivables - per balance sheet		\$ 2,340	=====

TAXES PAYABLE

-----			
Taxes from late Sept. payrolls - paid in Oct.		\$ 35	===

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SEPTEMBER 2008

Of the total disbursements shown on MOR-1, list the amount paid to insiders and to professionals. For payments to insiders, identify the type of compensation paid.

NAME	TYPE OF PAYM'T	PERIOD AMOUNT	PAID THIS	POST PETITION	TOTAL
INSIDERS:					
Thomas N. Amonett	Director fees	\$ 1,500		\$ 15,000	
Charles E. Bradley	Director fees	\$ 9,833	\$ 98,330		
Thomas L. Cassidy	Director fees	\$ 1,500		\$ 15,000	
David E. Jackson	Director fees	\$ 1,500		\$ 15,000	
Joseph C. Lawyer	Director fees	\$ 4,625		\$ 46,250	
John G. Poole	Director fees	\$ 5,000	\$ 50,000		
Kimball J. Bradley, CEO	Salary	\$32,627	\$326,270		
John M. Froehlich, CFO	Salary	\$18,255	\$182,550		
Thomas J. Vogel, VP	Salary	\$ 9,350	\$ 93,500		

PROFESSIONALS:

	DATE OF COURT ORDER	AMOUNT APPROVED	PAID THIS PERIOD	PAID TO AMOUNT	TOTAL AND DATE	INCURRED UNPAID	TOTAL
Reid and Riege, PC	11/28/07	\$ 421,771	\$ 28,349	\$ 376,578	\$45,193		

POST PETITION STATUS OF SECURED NOTES, LEASES AND ADEQUATE PROTECTION PAYMENTS:

NAME OF CREDITOR	MONTHLY PAYM'TS DUE	PAID DURING PETITION	POST PETITION UNPAID
SECURED NOTES: (Principal in default)			
ADEQUATE PROTECTION PAYMENTS:			
U.S. Bank, as Trustee	\$ 0	\$ 0	\$ 0
LEASES			
KWA Properties	\$ 70,198	\$ 70,198	\$ 0
IPC REIT - Stanwix Street Assoc	\$ 9,362	\$ 9,362	\$ 0
US Bancorp	\$ 2,890	\$ 2,890	\$ 0



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REUNION INDUSTRIES, INC.  
 MONTHLY OPERATING REPORT - 7  
 DEBTOR QUESTIONNAIRE  
 SEPTEMBER 2008  
 -----

CASE NO. 07-50727 (AHWS)

Must be completed each month. If the answer to any of the questions is "Yes", provide a detailed explanation of each item. Attach additional sheets if necessary.

	YES	N
	---	---
1. HAVE ANY ASSETS BEEN SOLD OR TRANSFERRED OUTSIDE THE NORMAL COURSE OF BUSINESS THIS REPORTING PERIOD?		
2. HAVE ANY FUNDS BEEN DISBURSED FROM ANY ACCOUNT OTHER THAN A DEBTOR IN POSSESSION ACCOUNT THIS REPORTING PERIOD?	X	
3. IS THE DEBTOR DELINQUENT IN THE TIMELY FILING OF ANY POST-PETITION TAX RETURNS?		
4. ARE WORKERS' COMPENSATION, GENERAL LIABILITY OR OTHER NECESSARY INSURANCE COVERAGES EXPIRED OR CANCELLED, OR HAS THE DEBTOR RECEIVED NOTICE OF EXPIRATION OR CANCELLATION OF SUCH POLICIES?	X	
5. IS THE DEBTOR DELINQUENT IN PAYING ANY INSURANCE PREMIUM PAYMENT?	X	
6. HAVE ANY PAYMENTS BEEN MADE ON PREPETITION LIABILITIES THIS REPORTING PERIOD?		
7. ARE ANY POSTPETITION RECEIVABLES (ACCOUNTS, NOTES, OR LOANS) DUE FROM RELATED PARTIES?		
8. ARE ANY POSTPETITION PAYROLL TAXES PAST DUE?	X	
9. ARE ANY POSTPETITION STATE OR FEDERAL INCOME TAXES PAST DUE?	X	
10. ARE ANY POSTPETITION REAL ESTATE TAXES PAST DUE?		
11. ARE ANY OTHER POSTPETITION TAXES PAST DUE?	X	
12. HAVE ANY PREPETITION TAXES BEEN PAID DURING THE REPORTING PERIOD?	X	
13. ARE ANY AMOUNTS OWED TO POSTPETITION CREDITORS DELINQUENT?	X	
14. ARE ANY WAGE PAYMENTS PAST DUE?		
15. HAVE ANY POSTPETITION LOANS BEEN RECEIVED BY THE DEBTOR FROM ANY PARTY?		
16. IS THE DEBTOR DELINQUENT IN PAYING ANY U.S. TRUSTEE FEES?	X	
17. IS THE DEBTOR DELINQUENT WITH ANY COURT ORDERED PAYMENTS TO ATTORNEYS OR OTHER PROFESSIONALS?	X	
18. HAVE THE OWNERS OF SHAREHOLDERS RECEIVED ANY COMPENSATION OUTSIDE OF THE NORMAL COURSE OF BUSINESS?	X	

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