

Edgar Filing: REUNION INDUSTRIES INC - Form 8-K

REUNION INDUSTRIES INC  
Form 8-K  
October 10, 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)      October 10, 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 September 30, 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: October 10, 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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# Edgar Filing: REUNION INDUSTRIES INC - Form 8-K

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

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

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

Reporting Period: AUGUST 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 SEPT. 24, 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  
AUGUST 2008  
-----

CASE NO. 07-50727 (AHWS)  
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Cash - beginning of period excluding	\$ 7,170,684	
Plus: Collections on receivables		1,707,097
Plus: Miscellaneous/Titan receipts/China Dividend	662,421	
Less: Disbursements		
Net payroll		367,068
Payroll taxes	132,416	
Titan disbursements	49,143	
Other operating		1,212,047
Secured debt payments		0
Reorganization:		
Professional fees		110,804
U.S. Trustee fees		0
		-----
Total		1,871,478
Increase(Decrease) in outstanding checks	(95,231)	-----
Cash - end of period	\$ 7,763,955	=====

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REUNION INDUSTRIES, INC.  
MONTHLY OPERATING REPORT - 1  
BANK RECONCILIATION  
AS OF AUGUST 31, 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	\$562,489 =====	\$ 0 =====	\$ 31,170 =====	\$ 0 =====
BANK BALANCE	\$584,385	\$ 0	\$ 68,430	\$ 710
Deposits in transit	0			
Outstanding checks	(21,896)	-	(37,260)	(710)
Other - explain below	See Note 1 -----	-----	-----	-----
Adj. Bank Balance	\$562,489 =====	\$ 0 =====	\$ 31,170 =====	\$ 0 =====

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

EXPLANATION OF OTHER:

Note 1: Bank balance includes \$544,385 in an overnight deposit account.

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REUNION INDUSTRIES, INC.  
MONTHLY OPERATING REPORT - 1  
BANK RECONCILIATION  
AS OF AUGUST 31, 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 =====	\$4,580,223 =====	\$1,500,000 =====	\$250,000 =====
BANK BALANCE	\$ 5,955	\$4,580,223	\$1,500,000	\$250,000
Deposits in transit	0			
Outstanding checks	(5,955)			
Other - explain below	-----	-----	-----	-----
Adj. Bank Balance	\$ 0 =====	\$4,580,223 =====	\$1,500,000 =====	\$250,000 =====

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

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REUNION INDUSTRIES, INC.  
MONTHLY OPERATING REPORT - 1  
BANK RECONCILIATION  
AS OF AUGUST 31, 2008  
-----

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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	\$ 547,211 =====	\$ 0 =====	\$131,930 =====	\$ 160,932 =====
BANK BALANCE	\$ 748,067	\$ 0	\$133,865	\$ 163,730
Deposits in transit				
Outstanding checks	(200,856)		(1,935)	(2,798)
Other - explain below	-----	-----	-----	-----

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Adj. Bank Balance	\$ 547,211	\$ 0	\$131,930	\$ 160,932
	=====	=====	=====	=====

("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 Aug-08 -----	Post Petition to 31-Aug-08 -----
Net Sales	\$ 1,437	\$ 27,997
Cost of Sales:		
Standard Cost	1,108	20,462



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Variances & Other		204	1,985
		-----	-----
Gross Profit	125	5,550	
Operating Expenses:			
Marketing		47	857
General & Admin	237	2,883	
		-----	-----
Operating Profit		(159)	1,810
Other Income (Expense)	0	40,154	
Equity in China JV	73	658	
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	550	(3,272)	
		-----	-----
Profit before tax		464	38,589
Income Tax		0	0
		-----	-----
Net Income		\$ 464	\$ 38,589
		=====	=====

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

CASE NO. 07-50727 (AHWS)

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

26-Nov-07

31-Jul-08

31-Aug-08

ASSETS:

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Cash and Equivalents	\$	754		\$	7,171		\$	7,764
Net Receivables		7,166			2,838			2,621
Net Inventory		12,369			2,049			1,884
Other Current Assets		3,029			2,026			2,076
			-----			-----		
Current		23,318			14,084			14,345
Net Property		6,300			3,218			3,210
Goodwill			10,994				1,491	1,491
CSV policies		2,200			2,195			2,195
Interest in China JV		3,009			3,594			3,667
			-----				-----	
Total	\$	45,821		\$	24,582		\$	24,908
			=====				=====	
LIABILITIES & EQUITY:								
Current Maturities of Debt	\$	0		\$	0		\$	0
Trade Payables		3,305			2,803			2,730
Accrued Income Taxes		0			11			11
Accrued Interest			544				641	647
Customer Deposits			4,424				0	0
Accrued Other		4,272			4,307			4,236
			-----				-----	
Current		12,545			7,762			7,624
Secured Debt and interest		53,418			500			500
Other Liabilities			3,101				1,206	1,206
			-----				-----	
Total Liabilities		69,064			9,468			9,330
Total Equity		(23,243)			15,114			15,578
			-----				-----	
Total	\$	45,821		\$	24,582		\$	24,908
			=====				=====	

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REUNION INDUSTRIES, INC.  
MONTHLY OPERATING REPORT - 4  
SUMMARY OF UNPAID POST PETITION TAXES AND DEBTS  
AS OF AUGUST 31, 2008  
-----

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

## TAXES:

-----

		Beg Liability	Accrued Paid	Liability	End
		-----	-----	-----	-----
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  
August 2008 - paid in September. \$ 52

## DEBTS:

-----

		Days Past Due					
		Current	0-30	31-60	61-90	Over 91	Total
		-----	-----	-----	-----	-----	-----
Accounts Payable	\$ 271	\$ 109	\$ 24	\$ 0	\$ 2,326		\$ 2,730
Wages Payable	78						78
Taxes Payable	0						0
Rent-Building	0						0
Adequate Protection Paymts	0						0
Professional Fees	0	0	28	45	0		73
Amounts due Insiders	4	4	6	22	78		114
		-----	-----	-----	-----	-----	-----
Total	\$ 353	\$ 113	\$ 58	\$ 67	\$ 2,404		\$ 2,995
		=====	=====	=====	=====	=====	=====

## Explanations:

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

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  
AUGUST 2008  
-----

CASE NO. 07-50727 (AHWS)  
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DATE PAID ----	REF ---	HANNA -----	HQ -----	TOTAL
AUGUST				
01	941	18,294.39	10,905.09	29,199.48
04				0.00
05	941	15,342.52		15,342.52
06				0.00
07				0.00
08				0.00
11				0.00
12	941	10,488.55		10,488.55
13				0.00
14				0.00
15				0.00
18				0.00
19	941	35,588.38	10,875.98	46,464.36
20				0.00
21				0.00
22				0.00
25				0.00
26	941	17,247.11		17,247.11
27				0.00
28				0.00
29				0.00
30				0.00
TOTAL		96,960.95	21,781.07	118,742.02
		=====	=====	=====

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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  
 AUGUST 2008  
 -----

DATE PAID ----	STATE -----	HANNA -----	HQ -----	TOTAL -----
AUGUST				
01				0.00
04	PA & IL	1,633.76	1,167.82	2,801.58
05				0.00
06	IL	1,536.47		1,536.47
07				0.00
08				0.00
11				0.00
12				0.00
13	IL	1,069.64		1,069.64
14				0.00
15	WI	897.80		897.80
18				0.00
19				0.00
20	IL, PA, IN	3,328.07	1,242.89	4,570.96
21				0.00
22				0.00
25				0.00
26				0.00
27	IL	1,698.68		1,698.68
28				0.00
29	WI	1,099.12		1,099.12
30				

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	-----	-----	-----
TOTAL	11,263.54	2,410.71	13,674.25
	=====	=====	=====

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REUNION INDUSTRIES, INC.  
MONTHLY OPERATING REPORT - 5  
ACCOUNTS RECEIVABLE AND TAXES AGING  
AS OF AUGUST 31, 2008  
-----  
(\$ Amounts in 000's)

CASE NO. 07-50727 (AHWS)

TRADE ACCOUNTS RECEIVABLE RECONCILIATION:

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Trade Receivables - beg of month		\$ 2,964	
Plus: Invoiced during the month	1,521		
Less: Amounts collected		(1,707)	
Less: Credits/Adjustments		(37)	
			-----
Trade Receivables - end of month		\$ 2,741	=====

## ACCOUNTS RECEIVABLE AGINGS:

0-30		\$ 1,468	
31-60		808	
61-90		328	
91+		137	
			-----
Total trade receivables		2,741	
Non-trade receivables		22	
Less: Reserve for bad debts		(142)	
			-----
Net Receivables - per balance sheet		\$ 2,621	=====

## TAXES PAYABLE

Taxes from late Aug. payrolls - paid in Sept.	\$ 52		===
---	-------	--	-----

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## STATUS OF SECURED NOTES, LEASES AND ADEQUATE PROTECTION PAYMENTS AUGUST 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 PERIOD	POST PETITION	TOTAL
-----	-----	-----	-----	-----	-----
INSIDERS:					
-----					
Thomas N. Amonett	Director fees	\$ 1,500		\$ 13,500	
Charles E. Bradley	Director fees	\$ 9,833	\$ 88,497		
Thomas L. Cassidy	Director fees	\$ 1,500		\$ 13,500	
David E. Jackson	Director fees	\$ 1,500		\$ 13,500	
Joseph C. Lawyer	Director fees	\$ 4,625		\$ 41,625	
John G. Poole	Director fees	\$ 5,000	\$ 45,000		
Kimball J. Bradley, CEO	Salary	\$32,627	\$293,643		
John M. Froehlich, CFO	Salary	\$18,255	\$164,295		
Thomas J. Vogel, VP	Salary	\$ 9,350	\$ 84,150		

## PROFESSIONALS:

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	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	\$ 110,804	\$ 348,229	\$73,542		

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

-----

NAME OF CREDITOR	MONTHLY PAYM'TS DUE	MONTH	PAID DURING	POST PETITION
-----	-----	-----	UNPAID	-----
SECURED NOTES: (Principal in default)				
ADEQUATE PROTECTION PAYMENTS:				
U.S. Bank, as Trustee	\$ 0	\$ 0	\$ 0	\$ 0

## LEASES

-----

KWA Properties	\$ 70,198	\$ 70,198	\$ 0	0
IPC REIT - Stanwix Street Assoc	\$ 9,362	\$ 9,362	\$ 0	0
US Bancorp	\$ 2,890	\$ 2,890	\$ 0	0



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