

Edgar Filing: REUNION INDUSTRIES INC - Form 8-K

REUNION INDUSTRIES INC  
Form 8-K  
September 22, 2009

-----  
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) September 22, 2009  
-----

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 July 28, 2009 with the Bankruptcy Court and the United States Trustee pursuant to Rule 2015 of the Federal Rules of Bankruptcy Procedure.

Additionally, in accord with a previously reported authorization by the Company's Board of Directors, during the second quarter of this year, the Company acquired 74,900 shares of its common stock in open market transactions. The average cost per share acquired was \$0.22.

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: July 23, 2009  
-----

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: JUNE 2009  
 -----

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

CORPORATE MONTHLY OPERATING REPORT

REQUIRED DOCUMENTS	FORM NO.	DOCUMENT ATTACHED	DOCUMENT ATTACHED	EXPLANATION
Schedule of Cash Receipts and Disbursements	MOR-1	YES	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 JULY 22, 2009  
 -----

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  
 JUNE 2009  
 -----

CASE NO. 07-50727 (AHWS)  
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Cash - beginning of period excluding	\$ 1,752,461	
Plus: Collections on receivables		1,362,631
Plus: Miscellaneous/Titan receipts		441,079
Less: Disbursements		
Net payroll		317,110
Payroll taxes		127,338
Titan disbursements		28,536
Other operating		888,960
Income Tax payments		0
Reorganization:		
Professional fees		50,000
U.S. Trustee fees - quarterly		0
		-----
	Total	1,411,944
		-----
Cash - end of period	\$ 2,144,227	=====

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REUNION INDUSTRIES, INC.  
MONTHLY OPERATING REPORT - 1  
BANK RECONCILIATION  
AS OF JUNE 30, 2009  
-----

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	\$ 95,024 =====	\$ (3,083) =====	\$ 5,726 =====	\$ 0 =====
BANK BALANCE	\$ 199,096	\$ 0	\$ 52,540	\$ 710
Deposits in transit				
Outstanding checks	(104,072)	(3,083)	(46,814)	(710)
Other - explain below	-----	-----	-----	-----
Adj. Bank Balance	\$ 95,024 =====	\$ (3,083) =====	\$ 5,726 =====	\$ 0 =====

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

EXPLANATION OF OTHER:

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REUNION INDUSTRIES, INC.  
 MONTHLY OPERATING REPORT - 1  
 BANK RECONCILIATION  
 AS OF JUNE 30, 2009  
 -----

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
Balance per books	\$ 0 =====	\$ 79,427 =====	\$1,517,058 =====
BANK BALANCE	\$ 5,892	\$ 79,427	\$1,517,058
Deposits in transit	0		
Outstanding checks	(5,892)		
Other - explain below			
Adj. Bank Balance	\$ 0 =====	\$ 79,427 =====	\$1,517,058 =====

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

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REUNION INDUSTRIES, INC.  
 MONTHLY OPERATING REPORT - 1  
 BANK RECONCILIATION  
 AS OF JUNE 30, 2009  
 -----

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	\$ 296,995 =====	\$ (8,995) =====	\$ 47,153 =====	\$ 114,922 =====
BANK BALANCE	\$ 592,325	\$ 0	\$ 47,945	\$ 118,415
Deposits in transit				
Outstanding checks	(295,330)	(8,995)	(792)	(3,493)

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Other - explain below

	-----	-----	-----	-----
Adj. Bank Balance	\$ 296,995	\$ (8,995)	\$ 47,153	\$ 114,922
	=====	=====	=====	=====

("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 Jun-09 -----	Adjusted Post Petition 30-Jun-0 -----
Net Sales	\$ 1,053	\$ 39,793
Cost of Sales:		



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Standard Cost	747	29,093	
Variances & Other		293	4,273
		-----	-----
Gross Profit	13	6,427	
Operating Expenses:			
Marketing		47	1,558
General & Admin	258	6,785	
		-----	-----
Operating Profit		(292)	(1,916)
Other Income (Expense)	29	40,243	
Equity in China JV	29	1,140	
Reorganization exp:			
Professional fees		0	(591)
U.S. Trustee fees		0	(81)
Adequate Protection Paym't Exp.	0	(450)	
Interest (Expense) - excluding Adequate Protection Payments	(29)	(4,912)	
		-----	-----
Profit before tax		(263)	33,433
Income Tax		0	(1,300)
		-----	-----
Net Income		\$ (263)	\$ 32,133
		=====	=====

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-May-09

30-Jun-09

-----

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ASSETS:

Cash and Equivalents	\$ 754	\$ 1,752	\$ 2,144
Net Receivables	7,166	2,242	1,924
Net Inventory	12,369	2,453	2,412
Other Current Assets	3,029	1,786	1,630
	-----	-----	-----
Current	23,318	8,233	8,110
Net Property	6,300	3,408	3,383
Goodwill	10,994	1,491	1,491
CSV policies	2,200	1,990	1,990
Interest in China JV	3,009	4,120	4,149
	-----	-----	-----
Total	\$ 45,821	\$ 19,242	\$ 19,123
	=====	=====	=====
LIABILITIES & EQUITY:			
Current Maturities of Debt	\$ 0	\$ 0	\$ 0
Trade Payables	3,305	1,334	933
Accrued Income Taxes	0	11	11
Accrued Interest	544	1,690	1,262
Customer Deposits	4,424	0	0
Accrued Other	4,272	5,870	6,860
	-----	-----	-----
Current	12,545	8,905	9,066
Secured Debt and interest	53,418	0	0
Other Liabilities	3,101	1,184	1,184
	-----	-----	-----
Total Liabilities	69,064	10,089	10,250
Total Equity	(23,243)	9,153	8,873
	-----	-----	-----
Total	\$ 45,821	\$ 19,242	\$ 19,123
	=====	=====	=====

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AS OF JUNE 30, 2009

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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 page 2

-----

Payroll taxes in 2009 are being immediately paid to the Company's payroll service company who will pay and file the Company's payroll taxes.

DEBTS:

-----

	Current	Days Past Due				Total
		0-30	31-60	61-90	Over 91	
	-----	-----	-----	-----	-----	-----
Accounts Payable	\$ 438	\$ 211	\$ 46	\$ 0	\$ 238	\$ 933
Wages Payable	99					99
Taxes Payable	0					0
Rent-Building	0					0
Adequate Protection Paymts	0					0
Professional Fees	0	0	202			202
Amounts due Insiders	0	0	3 3	138		144
	-----	-----	-----	-----	-----	-----
Total	\$ 537	\$ 211	\$ 251	\$ 3	\$ 376	\$ 1,378
	=====	=====	=====	=====	=====	=====

Explanations:

Wages represent hourly wages earned in the last half of June that were paid in July.

Professional fees are due Reid and Riege.

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

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REUNION INDUSTRIES, INC.  
MONTHLY OPERATING REPORT - 4

CASE NO. 07-50727 (AHWS)  
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FIT/FICA TAX PAYMENTS and FUTA 940 TAX PAYMENTS AND  
ALL STATE AND LOCAL WITHHOLDING TAX AND SUTA PAYMENTS  
JUNE 2009  
-----

DATE PAID ----	HANNA -----	HQ -----	TOTAL
01			0
02			0
03			0
04			0
05	12,841		12,841
08			0
09			0
10			0
11			0
12	13,060	8,429	21,489
15	24,177		24,177
16			0
17			0
18			0
19	13,597		13,597
22			0
23			0
24			0
25			0
26	12,3771	18,634	31,011
29	24,223		24,223
30			0
TOTAL	----- 100,275 =====	----- 27,063 =====	----- 127,338 =====

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REUNION INDUSTRIES, INC.  
MONTHLY OPERATING REPORT - 5  
ACCOUNTS RECEIVABLE AND TAXES AGING  
AS OF JUNE 30, 2009  
-----  
(\$ Amounts in 000's)

CASE NO. 07-50727 (AHWS)

TRADE ACCOUNTS RECEIVABLE RECONCILIATION:  
-----

Trade Receivables - beg of month		\$ 2,353	
Plus: Invoiced during the month	1,063		
Less: Amounts collected		(1,363)	
Less: Credits/Adjustments		(15)	
			-----
Trade Receivables - end of month		\$ 2,038	=====

ACCOUNTS RECEIVABLE AGINGS:  
-----

0-30		\$ 978
31-60		841

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61-90	177
91+	42
	-----
Total trade receivables	2,038
Non-trade receivables	21
Less: Reserve for bad debts	(135)
	-----
Net Receivables - per balance sheet	\$ 1,924
	=====

TAXES PAYABLE \$ -  
-----

Payroll taxes in 2009 are being immediately paid to the Company's payroll service company who will pay and file the Company's payroll taxes.

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REUNION INDUSTRIES, INC. CASE NO. 07-50727 (AHWS)  
MONTHLY OPERATING REPORT - 6  
PAYMENTS TO INSIDERS and PROFESSIONALS and  
STATUS OF SECURED NOTES, LEASES AND ADEQUATE PROTECTION PAYMENTS  
JUNE 2009

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	\$ 0		\$ 19,500	
Charles E. Bradley	Director fees	\$ 9,833	\$186,827		
Thomas L. Cassidy	Director fees	\$ 0		\$ 19,500	
Thomas Certo	Director fees	\$ 1,500	\$ 9,000		
David E. Jackson	Director fees	\$ 1,500		\$ 28,500	
Joseph C. Lawyer	Director fees	\$ 4,625		\$ 87,875	

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John G. Poole	Director fees	\$ 5,000	\$ 95,000
Kimball J. Bradley, CEO	Salary	\$32,627	\$619,913
John M. Froehlich, CFO	Salary	\$ 0	\$328,590
Thomas J. Vogel, VP	Salary	\$ 0	\$169,200

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	\$ 846,323	\$ 50,000	\$ 644,811	\$201,512	

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
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  
JUNE 2009  
-----

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.

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	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?		
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	