

Edgar Filing: REUNION INDUSTRIES INC - Form 8-K

REUNION INDUSTRIES INC  
Form 8-K  
May 07, 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) May 7, 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 April 29, 2009 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: May 7, 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: MARCH 2009  
 -----

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 APR. 27, 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  
MARCH 2009  
-----

CASE NO. 07-50727 (AHWS)  
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Cash - beginning of period excluding	\$ 4,959,814	
Plus: Collections on receivables		1,238,078
Plus: Miscellaneous/Titan receipts		89,873
Less: Disbursements		
Net payroll		307,737
Payroll taxes		127,429
Titan disbursements		18,484
Other operating		1,479,470
Income Tax payments		-
Reorganization:		
Professional fees		-
U.S. Trustee fees		-
	Total	1,933,120
		-----
Cash - end of period	\$ 4,354,645	=====

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REUNION INDUSTRIES, INC.  
 MONTHLY OPERATING REPORT - 1  
 BANK RECONCILIATION  
 AS OF MARCH 31, 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	\$ (25,782) =====	\$ (1,500) =====	\$ (40,549) =====	\$ 0 =====
BANK BALANCE	\$ 155	\$ 0	\$ 18,804	\$ 710
Deposits in transit				
Outstanding checks	(25,937)	(1,500)	(59,353)	(710)
Other - explain below	-----	-----	-----	-----
Adj. Bank Balance	\$ (25,782) =====	\$ (1,500) =====	\$ (40,549) =====	\$ 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 MARCH 31, 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 =====	\$2,736,422 =====	\$1,516,372 =====
BANK BALANCE	\$ 7,224	\$2,736,422	\$1,516,372
Deposits in transit	0		
Outstanding checks	(7,224)		
Other - explain below	-----	-----	-----
Adj. Bank Balance	\$ 0 =====	\$2,736,422 =====	\$1,516,372 =====

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

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REUNION INDUSTRIES, INC.  
 MONTHLY OPERATING REPORT - 1  
 BANK RECONCILIATION  
 AS OF MARCH 31, 2009  
 -----

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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	\$ 33,181 =====	\$ 0 =====	\$ 54,999 =====	\$ 81,502 =====
BANK BALANCE	\$ 253,849	\$ 10,723	\$ 72,444	\$ 96,698
Deposits in transit				
Outstanding checks	(220,668)	(10,723)	(17,445)	(15,196)
Other - explain below	-----	-----	-----	-----

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Adj. Bank Balance	\$ 33,181	\$ 0	\$ 54,999	\$ 81,502
	=====	=====	=====	=====

("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 Mar-09 -----	Adjusted Post Petition to 31-Mar-09 -----
Net Sales	\$ 1,020	\$ 36,265
Cost of Sales:		
Standard Cost	711	26,544
Variances & Other	161	3,471



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		-----	-----
Gross Profit	148		6,250
Operating Expenses:			
Marketing		49	1,433
General & Admin	329		6,104
		-----	-----
Operating Profit		(230)	(1,287)
Other Income (Expense)	32		39,418
Equity in China JV	35		1,051
Reorganization exp:			
Professional fees		-	(339)
U.S. Trustee fees		-	(71)
Other			
Adequate Protection Paym't Exp.	-	(450)	
Interest Expense - excluding Adequate Protection Payments	(16)		(4,969)
		-----	-----
Profit before tax		(179)	33,353
Income Tax		0	(1,300)
		-----	-----
Net Income		\$ (179)	\$ 32,053
		=====	=====

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)

		Adjusted	
	26-Nov-07	28-Feb-09	31-Mar-09
	-----	-----	-----
ASSETS:			
Cash and Equivalents	\$ 754	\$ 4,960	\$ 4,355

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Net Receivables	7,166	2,110	1,888
Net Inventory	12,369	2,461	2,817
Other Current Assets	3,029	1,453	1,469
	-----	-----	-----
Current	23,318	10,984	10,529
Net Property	6,300	3,427	3,444
Goodwill	10,994		1,491
CSV policies	2,200	2,003	1,990
Interest in China JV	3,009	4,025	4,060
	-----	-----	-----
Total	\$ 45,821	\$ 21,930	\$ 21,514
	=====	=====	=====
LIABILITIES & EQUITY:			
Current Maturities of Debt	\$ 0	\$ 0	\$ 0
Trade Payables	3,305	3,092	1,084
Accrued Income Taxes	0	1,311	1,311
Accrued Interest	544		1,688
Customer Deposits	4,424		0
Accrued Other	4,272	5,167	6,931
	-----	-----	-----
Current	12,545	11,258	11,020
Secured Debt and interest	53,418	500	500
Other Liabilities	3,101		1,183
	-----	-----	-----
Total Liabilities	69,064	12,941	12,704
Total Equity	(23,243)	8,989	8,810
	-----	-----	-----
Total	\$ 45,821	\$ 21,930	\$ 21,514
	=====	=====	=====

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REUNION INDUSTRIES, INC.  
MONTHLY OPERATING REPORT - 4  
SUMMARY OF UNPAID POST PETITION TAXES AND DEBTS  
AS OF MARCH 31, 2009  
-----

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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

-----

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:

-----

	Days Past Due						
		0-30	31-60	61-90	Over 91		Total
Accounts Payable	\$ 563	\$ 163	\$ 50	\$ 0	\$ 308	\$ 1,084	
Wages Payable	94					94	
Taxes Payable	0					0	
Rent-Building	0					0	
Adequate Protection Paymts	0					0	
Professional Fees	0		71		5	76	
Amounts due Insiders	3	4	4	4	126	141	
Total	\$ 660	\$ 167	\$ 125	\$ 4	\$ 439	\$ 1,395	
	=====	====	====	====	=====	=====	

Explanations:

Wages represent hourly wages earned in the last half of March that were paid in April.

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  
 MARCH 2009  
 -----

CASE NO. 07-50727 (AHWS)  
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DATE PAID -----	HANNA -----	HQ -----	TOTAL
MARCH			
02			0
03			0
04			0
05			0
06	11,256		11,256
09			0
10			0
11			0
12	11,444	12,610	24,054
13	18,602		18,602
16			0
17			0
18			0
19	11,617		11,617
20			0
23			0
24			0
25			0
26	11,602		11,602
27	18,541	12,716	31,257
30			0
31			0
TOTAL	----- 83,062 =====	----- 25,326 =====	----- 108,388 =====

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REUNION INDUSTRIES, INC. CASE NO. 07-50727 (AHWS)  
 MONTHLY OPERATING REPORT - 4 page 3/3  
 PA., IL, IN AND WI WITHHOLDING TAX AND SUTA PAYMENTS  
 MARCH 2009  
 -----

DATE PAID -----	HANNA -----	HQ -----	TOTAL -----
MARCH			
02			0
03			0
04			0
05			0
06	2,552		2,552
09			0
10			0
11			0
12	2,601	1,713	4,314
13	2,820		2,820
16			0
17			0
18			0
19	2,573		2,573
20			0
23			0
24			0
25			0
26	2,549		2,549
27	2,520	1,713	4,233

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30			0
31			0
	-----	-----	-----
TOTAL	15,615	3,426	19,041
	=====	=====	=====

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REUNION INDUSTRIES, INC.  
MONTHLY OPERATING REPORT - 5  
ACCOUNTS RECEIVABLE AND TAXES AGING  
AS OF MARCH 31, 2009

CASE NO. 07-50727 (AHWS)

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

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TRADE ACCOUNTS RECEIVABLE RECONCILIATION:

-----		
Trade Receivables - beg of month		\$ 2,232
Plus: Invoiced during the month	1,009	
Less: Amounts collected		(1,238)
Less: Credits/Adjustments		(1)
		-----
Trade Receivables - end of month		\$ 2,002
		=====

ACCOUNTS RECEIVABLE AGINGS:

-----		
0-30		\$ 969
31-60		598
61-90		311
91+		124
		-----
Total trade receivables		2,002
Non-trade receivables		12
Less: Reserve for bad debts		(126)
		-----
Net Receivables - per balance sheet		\$ 1,888
		=====

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.  
 MONTHLY OPERATING REPORT - 6  
 PAYMENTS TO INSIDERS and PROFESSIONALS and  
 STATUS OF SECURED NOTES, LEASES AND ADEQUATE PROTECTION PAYMENTS  
 MARCH 2009

CASE NO. 07-50727 (AHWS)

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	PAID THIS		TOTAL
		PERIOD AMOUNT	POST PETITION	
<b>INSIDERS:</b>				
Thomas N. Amonett	Director fees	\$ 0	\$ 19,500	
Charles E. Bradley	Director fees	\$ 9,833	\$157,328	
Thomas L. Cassidy	Director fees	\$ 0	\$ 19,500	
Thomas Certo	Director fees	\$ 1,500	\$ 4,500	
David E. Jackson	Director fees	\$ 1,500	\$ 24,000	
Joseph C. Lawyer	Director fees	\$ 4,625	\$ 74,000	
John G. Poole	Director fees	\$ 5,000	\$ 80,000	
Kimball J. Bradley, CEO	Salary	\$32,627	\$522,032	
John M. Froehlich, CFO	Salary	\$18,255	\$292,080	
Thomas J. Vogel, VP	Salary	\$ 0	\$169,200	

**PROFESSIONALS:**

	DATE OF COURT ORDER	AMOUNT APPROVED	PAID THIS		TOTAL AND DATE	INCURRED UNPAID	TOTAL
			PERIOD	PAID TO AMOUNT			
Reid and Riege, PC	11/28/07	\$ 545,036	\$ 0	\$ 545,036	\$75,592		

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

NAME OF CREDITOR	MONTHLY PAYM'TS		PAID DURING	POST PETITION UNPAID
	DUE	MONTH		
<b>SECURED NOTES: (Principal in default)</b>				
<b>ADEQUATE PROTECTION PAYMENTS:</b>				
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  
MARCH 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.

	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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