

NORD RESOURCES CORP
Form 10-Q/A
September 17, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q/A
Amendment No. 1

QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **March 31, 2009**

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

For the transition period from _____ to _____

Commission File Number: **1-08733**

NORD RESOURCES CORPORATION

(Exact name of small business issuer as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or organization)

85-0212139

(I.R.S. Employer Identification No.)

One West Wetmore Road, Suite 203

Tucson, Arizona

(Address of principal executive offices)

85705

(Zip Code)

(520) 292-0266

Issuer's telephone number

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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 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 the definitions of large accelerated filer, accelerated filer, non-accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) 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

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State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date. **69,639,255 shares of common stock as of April 27, 2009.**

Transitional Small Business Disclosure Format (check one): Yes [] No [X]

NORD RESOURCES CORPORATION

**Quarterly Report On Form 10-Q
For The Quarterly Period Ended
March 31, 2009**

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EXPLANATORY NOTE

This amendment to our quarterly report on Form 10-Q is being filed in response to guidance that we have received from staff at the Securities and Exchange Commission. The key revisions that are included in this amendment consist of enhanced disclosure in the following notes to our unaudited condensed consolidated interim financial statements for the quarter ended March 31, 2009: Note 3 – *Mine Development Costs* (formerly, *Pre-Commercial Production Costs*); Note 6 – *Long-Term Debt*; and Note 8 – *Derivative Instruments*.

All other financial and other information in the originally filed Form 10-Q for the reported period, including our unaudited condensed consolidated balance sheets, unaudited condensed consolidated statements of operations, unaudited condensed consolidated statements of changes in stockholders' equity and unaudited condensed consolidated statements of cash flows, remain unchanged.

This Form 10-Q/A does not reflect events occurring after the filing of the original Form 10-Q, or modify or update the disclosure therein in any way other than as required to reflect the amendments set forth herein. Readers are cautioned to review our Company's Exchange Act filings subsequent to the filing of the original Form 10-Q, including, without limitation our current reports on Form 8-K.

Pursuant to SEC rules, included as Exhibits 31.1, 31.2, 32.1 and 32.2 to this Form 10-Q/A are currently dated certifications of our Company's Chief Executive Officer and Chief Financial Officer.

FORWARD-LOOKING STATEMENTS

This quarterly report on Form 10-Q contains forward-looking statements that involve risks and uncertainties. Forward-looking statements in this quarterly report include, among others, statements regarding our capital needs, business plans and expectations. Such forward-looking statements involve risks and uncertainties regarding the market price of copper, availability of funds, government regulations, permitting, common share prices, operating costs, capital costs, outcomes of ore reserve development, recoveries and other factors. Forward-looking statements are made, without limitation, in relation to operating plans, property exploration and development, availability of funds, environmental reclamation, operating costs and permit acquisition. Any statements contained herein that are not statements of historical facts may be deemed to be forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as may , will , should , expect , plan , intend , anticipate , estimate , predict , potential or continue , the negative of such terms or other comparable terminology. Actual event results may differ materially. In evaluating these statements, you should consider various factors, including the risks outlined in our annual report on Form 10-K for the year ended December 31, 2008, this quarterly report on Form 10-Q, and, from time to time, in other reports that we file with the Securities and Exchange Commission (the SEC). These factors may cause our actual results to differ materially from any forward-looking statement. Given these uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

PART I FINANCIAL INFORMATION**Item 1. Financial Statements**

The following unaudited condensed consolidated interim financial statements of Nord Resources Corporation and its wholly-owned subsidiary Cochise Aggregates and Materials, Inc. (sometimes collectively referred to as we, us or our Company) are included in this quarterly report on Form 10-Q:

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<u>Condensed Consolidated Balance Sheets as of March 31, 2009 (unaudited) and December 31, 2008</u>	<u>F-1</u>
<u>Unaudited Condensed Consolidated Statements of Operations for the three months ended March 31, 2009 and 2008</u>	<u>F-3</u>
<u>Unaudited Condensed Consolidated Statement of Changes in Stockholders' Equity for the three months ended March 31, 2009</u>	<u>F-4</u>
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It is the opinion of management that the interim condensed consolidated financial statements for the three months ended March 31, 2009 and March 31, 2008 include all adjustments necessary in order to ensure that the condensed consolidated financial statements are not misleading. These condensed consolidated financial statements reflect all adjustments, which are, in the opinion of management, necessary to present fairly the financial position, results of operations and cash flows for the interim periods presented in accordance with accounting principles generally accepted in the United States of America. Except where noted, these interim condensed consolidated financial statements follow the same accounting policies and methods of their application as our Company's December 31, 2008 annual consolidated financial statements. All adjustments are of a normal recurring nature. These interim condensed consolidated financial statements should be read in conjunction with our Company's December 31, 2008 annual consolidated financial statements.

**NORD RESOURCES CORPORATION AND SUBSIDIARY
CONDENSED CONSOLIDATED BALANCE SHEETS
MARCH 31, 2009 AND DECEMBER 31, 2008**

	March 31,	December
	2009	31,
	(Unaudited)	2008
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 2,498,647	\$ 4,465,245
Accounts receivable	6,988	320,493
Inventories	1,791,074	221,271
Current portion of derivative contracts	6,059,497	9,604,405
Prepaid expenses and other	515,622	360,901
Total Current Assets	10,871,828	14,972,315
Property and Equipment, at cost:		
Property and equipment	45,991,906	4,657,929
Less accumulated depreciation and amortization	(1,890,845)	(1,614,405)
	44,101,061	3,043,524
Construction in progress	-	36,944,454
Net Property and Equipment	44,101,061	39,987,978
Other Assets:		
Restricted cash and marketable securities	686,476	2,220,138
Derivative contracts, less current portion	3,151,830	9,549,697
Debt issuance costs, net of accumulated amortization	953,609	877,249
Total Other Assets	4,791,915	12,647,084
Total Assets	\$ 59,764,804	\$ 67,607,377

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

NORD RESOURCES CORPORATION AND SUBSIDIARY
CONDENSED CONSOLIDATED BALANCE SHEETS
MARCH 31, 2009 AND DECEMBER 31, 2008
(Continued)

	March 31, 2009 (Unaudited)	December 31, 2008
LIABILITIES AND STOCKHOLDERS EQUITY (DEFICIT)		
Current Liabilities:		
Accounts payable	\$ 6,350,838	\$ 9,694,716
Accrued expenses	1,185,976	887,438
Current portion of deferred revenue	310,222	-
Current maturities of accrued interest	270,613	265,442
Current maturities of long term debt	5,000,000	6,666,667
Current maturities of derivative contracts	274,351	299,717
Current maturities of capital lease obligation	15,808	7,995
Total Current Liabilities	13,407,808	17,821,975
Long Term Liabilities:		
Derivative contracts, less current maturities	120,772	137,367
Long term debt, less current maturities	20,000,000	18,333,333
Capital lease obligation, less current maturities	41,063	45,015
Deferred revenue, less current portion	4,639,778	-
Accrued interest, less current maturities	1,082,454	729,965
Accrued reclamation costs	146,110	144,256
Other	39,184	47,103
Total Long Term Liabilities	26,069,361	19,437,039
Total Liabilities	39,477,169	37,259,014
Commitments and contingencies		
Stockholders Equity:		
Common stock: \$.01 par value, 100,000,000 shares authorized, 69,639,255 and 69,493,635 shares issued and outstanding as of March 31, 2009 and December 31, 2008, respectively	696,392	694,936
Additional paid in capital	110,230,067	109,940,000
Accumulated deficit	(99,357,892)	(100,013,216)
Accumulated other comprehensive income	8,719,068	19,726,643
Total Stockholders Equity	20,287,635	30,348,363
Total Liabilities and Stockholders Equity	\$ 59,764,804	\$ 67,607,377

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

NORD RESOURCES CORPORATION AND SUBSIDIARY
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2009 AND 2008
(Unaudited)

	2009	2008
Net sales	\$ 1,417,419	\$ 1,540,154
Costs applicable to sales (exclusive of depreciation, depletion and amortization shown separately below)	991,662	797,316
General and administrative expenses (includes stock based compensation of \$185,523 and \$210,822, respectively)	783,372	1,405,183
Depreciation, depletion and amortization	184,409	53,852
Loss from operations	(542,024)	(716,197)
Other income (expense):		
Interest expense	(135,423)	(75,116)
Other expenses	(2,681)	-
Miscellaneous income	1,335,452	116,766
Total other income	1,197,348	41,650
Income (loss) before income taxes	655,324	(674,547)
Provision for income taxes	-	-
Net income (loss)	\$ 655,324	\$ (674,547)
Net income (loss) per basic and diluted share of common stock:		
Weighted average number of basic common shares outstanding	69,773,292	66,859,687
Basic earnings (loss) per share of common stock	\$ 0.01	\$ (0.01)
Weighted average number of diluted common shares outstanding	70,462,737	66,859,687
Diluted earnings (loss) per share of common stock	\$ 0.01	\$ (0.01)

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

NORD RESOURCES CORPORATION AND SUBSIDIARY
CONDENSED CONSOLIDATED STATEMENT OF
CHANGES IN STOCKHOLDERS EQUITY
FOR THE THREE MONTHS ENDED MARCH 31, 2009
(Unaudited)

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Com- prehensive Gain	Total Stockholders Equity
Balance at December 31, 2008	69,493,635	\$ 694,936	\$ 109,940,000	\$ (100,013,216)	\$ 19,726,643	\$ 30,348,363
Comprehensive loss:						
Net income	-	-	-	655,324	-	655,324
Unrealized mark to market adjustment of cash flow hedges, net	-	-	-	-	(9,900,814)	(9,900,814)
Net realized gains from cash flow hedges	-	-	-	-	933,246	933,246
Effective portion of copper hedges transferred to net sales	-	-	-	-	(572,966)	(572,966)
Effective portion of copper hedges transferred to capitalized pre- production costs	-	-	-	-	(271,897)	(271,897)
Ineffective portion of copper hedges transferred to						

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miscellaneous income	-	-	-	-	(1,261,239)	(1,261,239)
Effective portion of interest rate swap transferred to interest expense	-	-	-	-	66,095	66,095
Comprehensive loss	-	-	-	-	-	(10,352,251)
Compensation expense from issuance of stock options	-	-	153,023	-	-	153,023
Exercise of stock options	66,668	666	5,334	-	-	6,000
Common stock issued for deferred stock units	78,952	790	(790)	-	-	-
Issuance of warrants to Nedbank	-	-	100,000	-	-	100,000
Compensation expense from issuance of deferred stock units	-	-	32,500	-	-	32,500
Balance at March 31, 2009	69,639,255	\$ 696,392	\$ 110,230,067	\$ (99,357,892)	\$ 8,719,068	\$ 20,287,635

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

NORD RESOURCES CORPORATION AND SUBSIDIARY
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2009 AND 2008
(Unaudited)

	2009	2008
Cash Flows From Operating Activities:		
Net income (loss)	\$ 655,324	\$ (674,547)
Adjustments to reconcile net income (loss) to net cash used by operating activities:		
Depreciation, depletion and amortization	184,409	53,852
Accretion expense on accrued reclamation costs	1,854	3,279
Amortization of debt issuance costs	59,943	59,944
Issuance of stock options for services rendered	153,023	178,322
Issuance of deferred stock units for services rendered	32,500	32,500
Gain on sale of hedges-effective portion	(572,966)	-
Gain on the sale of hedges-ineffective portion	(1,261,239)	-
Proceeds from settlement of effective hedges	285,017	-
Changes in assets and liabilities:		
Accounts receivable	313,505	(216,255)
Inventories	(1,418,132)	(246,924)
Other assets	(154,721)	(520,818)
Accounts payable	51,098	1,038,989
Accrued expenses	298,538	(240,474)
Other liabilities	(7,919)	-
Net Cash Used By Operating Activities	(1,379,766)	(532,132)
Cash Flows From Investing Activities:		
Decrease in restricted cash and marketable securities	1,533,662	-
Proceeds from sale of ineffective hedges	714,324	-
Capital expenditures	(7,750,447)	(520,888)
Construction in progress	-	(6,694,330)
Net Cash Used By Investing Activities	(5,502,461)	(7,215,218)
Cash Flows From Financing Activities:		
Proceeds from issuance of notes payable	-	7,000,000
Debt issuance costs	(36,303)	-
Proceeds from exercise of options	6,000	-
Principal payments on capital leases	(4,068)	(12,316)
Proceeds from sale of royalty interest	4,950,000	-
Net Cash Provided By Financing Activities	4,915,629	6,987,684
Net Decrease in Cash and Cash Equivalents	(1,966,598)	(759,666)
Cash and Cash Equivalents at Beginning of Period	4,465,245	3,368,910
Cash and Cash Equivalents at End of Period	\$ 2,498,647	\$ 2,609,244

Supplemental Disclosure of Cash Flow Information:

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Cash paid during the year for:

Interest	\$	75,480	\$	14,876
Income taxes		-		-

Supplemental Disclosure of Non-cash Investing and Financing Activities:

Stock options issued for purchase of property