

Edgar Filing: REUNION INDUSTRIES INC - Form 8-K

REUNION INDUSTRIES INC  
Form 8-K  
February 07, 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) February 7, 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 January 23, 2008 with the Bankruptcy Court and 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: February 7, 2008  
-----

REUNION INDUSTRIES, INC.  
(Registrant)

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

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

- 2 ?

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CASE NAME: REUNION INDUSTRIES, INC.  
CASE NUMBER: 07-50727  
JUDGE: A.H.W.SHIFF

UNITED STATES BANKRUPTCY COURT

DISTRICT OF CONNECTICUT

BRIDGEPORT DIVISION

MONTHLY OPERATING REPORT

MONTH ENDING: DEC , 2007

IN ACCORDANCE WITH TITLE 28, SECTION 1746, OF THE UNITED STATES CODE, I  
DECLARE UNDER PENALTY OF PERJURY THAT I HAVE EXAMINED THE FOLLOWING  
MONTHLY OPERATING REPORT (ACCRUAL BASIS-1 THROUGH ACCRUAL BASIS-7) AND  
THE ACCOMPANYING ATTACHMENTS AND, TO THE BEST OF MY KNOWLEDGE, THESE  
DOCUMENTS ARE TRUE, CORRECT AND COMPLETE. DECLARATION OF THE PREPARER  
(OTHER THAN RESPONSIBLE PARTY): IS BASED ON ALL INFORMATION OF WHICH  
PREPARER HAS ANY KNOWLEDGE.

RESPONSIBLE PARTY:

\s\ JOHN M. FROEHLICH

-----  
ORIGINAL SIGNATURE OF RESPONSIBLE PARTY

JOHN M. FROEHLICH

-----  
PRINTED NAME OF RESPONSIBLE PARTY

PREPARER:

-----  
ORIGINAL SIGNATURE OF RESPONSIBLE PARTY

-----  
PRINTED NAME OF RESPONSIBLE PARTY

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REUNION INDUSTRIES, INC.  
 ACCRUAL BASIS - 1  
 COMPARITIVE BALANCE SHEET  
 AS OF THE PERIODS SHOWN  
 -----

CASE NO. 07-50727 (AHWS)

(\$ amounts in thousands)

## ASSETS:

Cash and Equivalents	\$ 754	\$ 1,121	
Net Receivables	7,166		
Net Inventory	12,369		
Other Current Assets	3,029		2,624

Current		23,318	23,962
---------	--	--------	--------

Net Property	6,300	6,262	
Goodwill			10,994
CSV policies			2,200
Interest in China JV	3,009	3,046	

Total	\$ 45,821	\$ 46,458	
	=====	=====	

## LIABILITIES & EQUITY:

Current Maturities of Debt	\$ 0	\$ 0	
Trade Payables	3,305	3,629	
Accrued Income Taxes	0	11	
Accrued Interest	544		562
Customer Deposits	4,424	3,337	
Accrued Other	4,272	3,439	

Current	12,545	10,978	
---------	--------	--------	--

Secured Debt and interest	53,418		55,840
Other Liabilities	3,101	3,133	

Total Liabilities	69,064	69,951	
-------------------	--------	--------	--

Total Equity	(23,243)	(23,493)	
--------------	----------	----------	--

Total	\$ 45,821	\$ 46,458	
	=====	=====	

REUNION INDUSTRIES, INC.  
ACCRUAL BASIS - 2  
INCOME STATEMENT  
FOR THE POST PETITION PERIOD ENDED DECEMBER 31, 2007  
-----

CASE NO. 07-50727 (AHWS)

(\$ amounts in thousands)

Net Sales

Cost of Sales:

Standard Cost

Variances & Other

Gross Profit

Operating Expenses:

Marketing

General & Admin

Operating Profit

Other Income (Expense)

Equity in China JV

Reorganization exp:

Professional fees

U.S. Trustee fees

Other

Adequate Protection Paym't Exp.

(100)

Interest Expense - excluding Adequate

Protection Payments

(628)

Profit before tax

Income Tax

Net Income

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REUNION INDUSTRIES, INC.  
ACCRUAL BASIS - 3  
CASH RECEIPTS AND DISBURSEMENTS  
POST-PETITION THRU DECEMBER 31, 2007  
-----

CASE NO. 07-50727 (AHWS)

Cash - beginning of period excluding lock-boxes	
Plus: DIP borrowings	
Less: Disbursements	
Net payroll	
Payroll taxes	560,633
Steel purchases - CPI	
Other operating	
Reorganization:	
Professional fees	
U.S. Trustee fees	
Adequate Protection Payments	
Total	
Less: Outstanding checks	
Cash - end of period	

NOTE:

Cash above does not include amounts in the lock-box accounts for CPI and Hanna as these lock-box receipts are sent directly to Wachovia Bank under the DIP financing facility.

MEMO ONLY ITEMS:

Cash Receipts-book:	
Receivable collections	\$ 3,475,188
Non-receivable receipts	130,515
Receipts transferred to DIP bank	(3,771,640)

MEMO ONLY: Net activity

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DIP bank interest/fees charged directly

\$ 271,412

REUNION INDUSTRIES, INC.

CASE NO. 07-50727 (AHWS)

ACCRUAL BASIS - 4

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AGINGS OF RECEIVABLES/PAYABLES AND TAX STATUS  
POST-PETITION THRU DECEMBER 31, 2007  
-----

ACCOUNTS RECEIVABLE AGINGS:

0-30

31-60

61-90

91+

Total

Est. uncollectible

Receivables-net

ACCOUNTS PAYABLE:

0-30

31-60

61-90

91+

Total

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## NON-PAYROLL TAXES:

Sales  
Excise  
Real Property  
Personal Property

PAYROLL TAXES - See attached pages

REUNION INDUSTRIES, INC.

CASE NO. 07-50727 (AHWS)

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ACCRUAL BASIS - 4

FIT/FICA TAX PAYMENTS and FUTA 940 TAX PAYMENTS

POST-PETITION THRU DECEMBER 31, 2007

-----

DATE PAID	REFERENCE NUMBER		CPI	HANNA
11/27	941 00386033	4,743.76	20,011.68	
11/29	941 00775324			18,250.47
11/30	941 00053575	43,959.84		
12/01				
12/02				
12/03				
12/04				
12/05	941 00617959			19,921.99
12/06				
12/07				
12/08				
12/09				
12/10				
12/11	941 00380219	4,269.30	18,380.79	
12/12				
12/13	941 00526758	43,216.22		
12/14				
12/15				
12/16				
12/17				
12/18	941 00930019			16,084.00
12/19				
12/20				
12/21				
12/22				
12/23				
12/24				
12/25				
12/26	941 00954619	51,812.54	18,416.76	



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12/27			
12/28			
12/29			
12/30			
12/31	941 00536988		20,388.85
			-
TOTAL		148,001.66	131,454.5
			=

REUNION INDUSTRIES, INC.

CASE NO. 07-50727 (AHWS)

ACCRUAL BASIS - 4

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PENNSYLVANIA, NORTH CAROLINA AND OHIO WITHHOLDING TAX

POST-PETITION THRU DECEMBER 31, 2007

DATE PAID	REFERENCE NUMBER	CPI	HANNA
11/27			
11/28			
11/29			
11/30			
12/01			
12/02			
12/03			
12/04			
12/05	PA 01277	5,219.61	
12/06			
12/07			
12/08			

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12/09		
12/10		
12/11		
12/12		
12/13		
12/14		
12/15		
12/16		
12/17		
12/18		
12/19 PA 62181	5,168.43	
12/20		
12/21		
12/22		
12/23		
12/24		
12/25		
12/26		
12/27		
12/28		
12/29		
12/30		
12/31		
TOTAL		10,388.04 =====

REUNION INDUSTRIES, INC.

CASE NO. 07-50727 (AHWS)

ACCRUAL BASIS - 4

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ILLINOIS, INDIANA, WISCONSIN AND NEW YORK WITHHOLDING TAX

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POST-PETITION THRU DECEMBER 31, 2007

DATE PAID	REFERENCE NUMBER		CPI	HANNA
11/27				
11/28				
11/29	IL 64398	1,950.18		
11/30	WI 31803449918	938.06		
12/01				
12/02				
12/03				
12/04				
12/05	IL 01204			
12/06				
12/07				
12/08				
12/09				
12/10				
12/11				
12/12	IL 02440			
12/13				
12/14	WI 33403478663			829.54
12/15				
12/16				
12/17				
12/18	IL 62049			
12/19				
12/20	IN 01244			
12/21				
12/22				
12/23				
12/24				
12/25				
12/26				
12/27	IL 05414			
12/28				
12/29				
12/30				
12/31	WI 34803507275		487.38	
TOTAL			0.00	

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REUNION INDUSTRIES, INC.  
ACCRUAL BASIS - 5

CASE NO. 07-50727 (AHWS)

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The debtor in possession must complete the reconciliation below for each bank account, including all general, payroll and tax account, as well as all savings and investment accounts, money market accounts, certificate of deposit, government obligations, etc. Accounts with restricted funds should be identified by placing an asterisk next to the account number. Attach additional sheets if necessary.

## BANK RECONCILIATIONS

A. BANK  
B. ACCOUNT NUMBER  
C. PURPOSE (TYPE)

1. BALANCE PER BANK STATEMENT		\$160,688	
2. ADD: TOTAL DEPOSITS NOT CREDITED	-		-
3. SUBTRACT: OUTSTANDING CHECKS		120,688	
4. OTHER RECONCILING ITEMS			467,585
5. MONTH END BALANCE PER BOOKS		\$507,585	
6. NUMBER OF LAST CHECK WRITTEN		30180	

## INVESTMENT ACCOUNTS

BANK ACCOUNT NAME & NUMBER

PURCHASE

-----  
7. PNC - 2161326  
8.  
9.  
10.  
11. TOTAL INVESTMENT

## CASH

12. CURRENCY ON HAND

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13. TOTAL CASH END OF MONTH

REUNION INDUSTRIES, INC.  
ACCRUAL BASIS - 5

CASE NO. 07-50727 (AHWS)

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The debtor in possession must complete the reconciliation below for each bank account, including all general, payroll and tax account, as well as all savings and investment accounts, money market accounts, certificate of deposit, government obligations, etc. Accounts with restricted funds should be identified by placing an asterisk next to the account number. Attach additional sheets if necessary.

BANK RECONCILIATIONS

A. BANK  
B. ACCOUNT NUMBER  
C. PURPOSE (TYPE)

1. BALANCE PER BANK STATEMENT	\$ 1,123
2. ADD: TOTAL DEPOSITS NOT CREDITED	
3. SUBTRACT: OUTSTANDING CHECKS	1,123
4. OTHER RECONCILING ITEMS	
5. MONTH END BALANCE PER BOOKS	\$ 0
6. NUMBER OF LAST CHECK WRITTEN	

INVESTMENT ACCOUNTS

BANK ACCOUNT NAME & NUMBER

PURCHASE

7.

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8.  
9.  
10.  
11. TOTAL INVESTMENT

CASH

12. CURRENCY ON HAND  
13. TOTAL CASH END OF MONTH

REUNION INDUSTRIES, INC.  
ACCRUAL BASIS - 5

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The debtor in possession must complete the reconciliation below for each bank account, including all general, payroll and tax account, as well as all savings and investment accounts, money market accounts, certificate of deposit, government obligations, etc. Accounts with restricted funds should be identified by placing an asterisk next to the account number. Attach additional sheets if necessary.

BANK RECONCILIATIONS

A. BANK  
B. ACCOUNT NUMBER  
C. PURPOSE (TYPE)  
-----

1. BALANCE PER BANK STATEMENT	\$ 84,504
2. ADD: TOTAL DEPOSITS NOT CREDITED	
3. SUBTRACT: OUTSTANDING CHECKS	84,504

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4. OTHER RECONCILING ITEMS  
5. MONTH END BALANCE PER BOOKS \$ 0  
6. NUMBER OF LAST CHECK WRITTEN

## INVESTMENT ACCOUNTS

BANK ACCOUNT NAME & NUMBER -----	PURCHASE -----
-------------------------------------	-------------------

7.  
8.  
9.  
10.  
11. TOTAL INVESTMENT

## CASH

12. CURRENCY ON HAND  
13. TOTAL CASH END OF MONTH

REUNION INDUSTRIES, INC.  
ACCRUAL BASIS - 5

CASE NO. 07-50727 (AHWS)

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The debtor in possession must complete the reconciliation below for each bank account, including all general, payroll and tax account, as well as all savings and investment accounts, money market accounts, certificate of deposit, government obligations, etc. Accounts with restricted funds should be identified by placing an asterisk next to the account number. Attach additional sheets if necessary.

## BANK RECONCILIATIONS

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A. BANK  
B. ACCOUNT NUMBER  
C. PURPOSE (TYPE)

1. BALANCE PER BANK STATEMENT	\$ 203,010
2. ADD: TOTAL DEPOSITS NOT CREDITED	
3. SUBTRACT: OUTSTANDING CHECKS	
4. OTHER RECONCILING ITEMS	
5. MONTH END BALANCE PER BOOKS	\$ 203,010
6. NUMBER OF LAST CHECK WRITTEN	

INVESTMENT ACCOUNTS

BANK ACCOUNT NAME & NUMBER  
-----

PURCHASE  
-----

7.  
8.  
9.  
10.  
11. TOTAL INVESTMENT

CASH

12. CURRENCY ON HAND  
  
13. TOTAL CASH END OF MONTH

REUNION INDUSTRIES, INC.  
ACCRUAL BASIS - 5

CASE NO. 07-50727 (AHWS)

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The debtor in possession must complete the reconciliation below for each bank account, including all general, payroll and tax account, as well as all savings



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and investment accounts, money market accounts, certificate of deposit, government obligations, etc. Accounts with restricted funds should be identified by placing an asterisk next to the account number. Attach additional sheets if necessary.

### BANK RECONCILIATIONS

- A. BANK
- B. ACCOUNT NUMBER
- C. PURPOSE (TYPE)

1. BALANCE PER BANK STATEMENT	\$	0
2. ADD: TOTAL DEPOSITS NOT CREDITED		
3. SUBTRACT: OUTSTANDING CHECKS		
4. OTHER RECONCILING ITEMS		
5. MONTH END BALANCE PER BOOKS	\$	0
6. NUMBER OF LAST CHECK WRITTEN		

### INVESTMENT ACCOUNTS

BANK ACCOUNT NAME & NUMBER

PURCHASE

-----

-----

- 7.
- 8.
- 9.
- 10.
- 11. TOTAL INVESTMENT

### CASH

- 12. CURRENCY ON HAND
- 13. TOTAL CASH END OF MONTH

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REUNION INDUSTRIES, INC.  
ACCRUAL BASIS - 6  
PAYMENTS TO INSIDERS and PROFESSIONALS  
POST PETITION THRU DECEMBER 31, 2007

CASE NO. 07-50727 (AHWS)

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NAME				
-----				
INSIDERS:				
-----				
Thomas N. Amonett			Director fees	
Thomas L. Cassidy			Director fees	
David E. Jackson			Director fees	
Joseph C. Lawyer			Director fees	
John G. Poole				
Kimball J. Bradley,	CEO	Salary		
John M. Froehlich,	CFO	Salary		
Thomas J. Vogel,	VP		Salary	

PROFESSIONALS:

-----

REUNION INDUSTRIES, INC.  
ACCRUAL BASIS - 6  
POST PETITION STATUS OF SECURED NOTES  
LEASES AND ADEQUATE PROTECTION PAYMENTS  
AT DECEMBER 31, 2007  
-----

CASE NO. 07-50727 (AHWS)

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NAME OF CREDITOR  
-----

SECURED NOTES: (Principal in default)  
ADEQUATE PROTECTION PAYMENTS:  
Steel Partners  
Paradigm Capital  
U.S. Bank, as Trustee

LEASES  
-----

KWA Properties  
IPC REIT - Stanwix Street Assoc  
US Bancorp  
Total Equipment Co  
Hyster Capital  
Equipco

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REUNION INDUSTRIES, INC.  
ACCRUAL BASIS - 7

CASE NO. 07-50727 (AHWS)

QUESTIONNAIRE  
-----

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?
3. ARE ANY POSTPETITION RECEIVABLES (ACCOUNTS, NOTES, OR LOANS) DUE FROM  
RELATED PARTIES?
4. HAVE ANY PAYMENTS BEEN MADE ON PREPETITION LIABILITIES THIS  
REPORTING PERIOD?
5. HAVE ANY POSTPETITION LOANS BEEN RECEIVED BYU THE DEBTOR FROM ANY PARTY? X
6. ARE ANY POSTPETITION PAYROLL TAXES PAST DUE?
7. ARE ANY POSTPETITION STATE OR FEDERAL INCOME TAXES PAST DUE?
8. ARE ANY POSTPETITION REAL ESTATE TAXES PAST DUE?
9. ARE ANY OTHER POSTPETITION TAXES PAST DUE?
10. ARE ANY AMOUNTS OWED TO POSTPETITION CREDITORS DELINQUENT?
11. HAVE ANY PREPETITION TAXES BEEN PAID DURING THE REPORTING PERIOD?
12. ARE ANY WAGE PAYMENTS PAST DUE?

IF THE ANSWER TO ANY OF TH EABOVE QUESTIONS IS "YES" PROVIDE A DETAILED  
EXPLANATION OF EACH ITEM. ATTACH ADDITIONAL SHEETS IF NECESSARY.

5. Loans from Wachovia Bank re: DIP Financing
11. FIT/FICA withholdings from prepetition payrolls

INSURANCE  
-----

1. ARE WORKER'S COMPENSATION, GENERAL LIABILITY AND OTHER NECESSARY  
INSURANCE COVERAGES IN EFFECT?
2. ARE ALL PREMIUM PAYMENTS PAID CURRENT?
3. PLEASE ITEMIZE POLICIES BELOW. SEE PAGE 2

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IF THE ANSWER TO ANY OF THE ABOVE QUESTIONS IS "NO" OR IF ANY POLICIES HAVE BEEN CANCELED OR NOT RENEWED DURING THIS REPORTING PERIOD, PROVIDE AN EXPLANATION BELOW. ATTACH ADDITIONAL SHEET IF NECESSARY.

TYPE OF POLICY

-----

SEE PAGE 2-----

REUNION INDUSTRIES, INC.  
ADDENDUM TO ACCRUAL BASIS - 7  
ITEMIZED INSURANCE POLICIES

CASE NO. 07-50727 (AHWS)  
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### CARRIER

Lexington Insurance

Liberty Surplus Insurance Corp

General Liability

American Intern'l Specialty

Umbrella Liability

Insurance Co. of PA

National Union Fire Ins.

Kidnap&Ransom/Ext

American Home Assurance Co

Crime

American Home Assurance Co

Workers' Compensation

National Union Fire Insurance

D&O Liability

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PAYMENTS - all current:

-----

For April thru March Policies:

Down payment made and balance financed with Westfield Bank  
Nine Installments payment

For D&O policy:

Down payment made and balance financed with Westfield Bank  
Nine Installments payment

19293.000/451396.1