

Edgar Filing: REUNION INDUSTRIES INC - Form 8-K

REUNION INDUSTRIES INC  
Form 8-K  
January 30, 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) January 30, 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 January 22, 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: January 30, 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: DECEMBER 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 JAN. 24, 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  
 DECEMBER 2008  
 -----

CASE NO. 07-50727 (AHWS)  
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Cash - beginning of period excluding	\$ 6,542,557	
Plus: Collections on receivables		1,504,232
Plus: Miscellaneous/Titan receipts		112,155
Less: Disbursements		
Net payroll		348,272
Payroll taxes		148,325
Titan disbursements		37,268
Other operating		1,342,554
Income Tax payments		150,000
Reorganization:		
Professional fees		168,458
U.S. Trustee fees		-
		-----
	Total	2,194,877
Increase(Decrease) in outstanding checks	(54,638)	-----
Cash - end of period	\$ 5,909,429	=====

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REUNION INDUSTRIES, INC.  
 MONTHLY OPERATING REPORT - 1  
 BANK RECONCILIATION  
 AS OF DECEMBER 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	\$ 35,756 =====	\$ 0 =====	\$ (4,069) =====	\$ 0 =====
BANK BALANCE	\$ 60,772	\$ 0	\$ 3,776	\$ 710
Deposits in transit				
Outstanding checks	(25,016)	-	(7,845)	(710)
Other - explain below	-----	-----	-----	-----
Adj. Bank Balance	\$ 35,756 =====	\$ 0 =====	\$ (4,069) =====	\$ 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 DECEMBER 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
Balance per books	\$ 0 =====	\$3,895,447 =====	\$1,511,722 =====
BANK BALANCE	\$ 6,205	\$3,895,447	\$1,511,722
Deposits in transit	0		
Outstanding checks	(6,205)		
Other - explain below	-----	-----	-----
Adj. Bank Balance	\$ 0 =====	\$3,895,447 =====	\$1,511,722 =====

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

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

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	\$ 296,077 =====	\$ 0 =====	\$ 87,605 =====	\$ 127,601 =====
BANK BALANCE	\$ 470,925	\$ 0	\$ 98,516	\$ 130,329
Deposits in transit				
Outstanding checks	(174,848)	(10,911)	(2,728)	
Other - explain below	-----	-----	-----	-----

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Adj. Bank Balance	\$ 296,077	\$ 0	\$ 87,605	\$ 127,601
	=====	=====	=====	=====

("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 Dec-08 -----	Post Petition to 31-Dec-08 -----
Net Sales	\$ 990	\$ 32,956
Cost of Sales:		
Standard Cost	739	24,177



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Variances & Other		259	2,867
		-----	-----
Gross Profit	(8)	5,912	
Operating Expenses:			
Marketing		47	1,050
General & Admin	528	4,295	
		-----	-----
Operating Profit		(583)	567
Other Income (Expense)	(190)	39,849	
Equity in China JV	66	944	
Reorganization exp:			
Professional fees		-	(339)
U.S. Trustee fees		-	(71)
Other			
Adequate Protection Paym't Exp.	-	(450)	
Interest Expense - excluding Adequate Protection Payments	(522)	(3,781)	
		-----	-----
Profit before tax		(1,229)	36,719
Income Tax		0	0
		-----	-----
Net Income		\$ (1,229)	\$ 36,719
		=====	=====

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

30-Nov-08

31-Dec-08

ASSETS:

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Cash and Equivalents	\$	754	\$	6,542	\$	5,909
Net Receivables		7,166		2,349		1,805
Net Inventory		12,369		1,947		2,002
Other Current Assets		3,029		2,296		3,753
		-----		-----		-----
Current		23,318		13,134		13,469
Net Property		6,300		3,484		3,472
Goodwill		10,994			1,491	1,491
CSV policies		2,200		2,195		2,003
Interest in China JV		3,009		3,887		2,462
		-----		-----		-----
Total	\$	45,821	\$	24,191	\$	22,897
		=====		=====		=====
LIABILITIES & EQUITY:						
Current Maturities of Debt	\$	0	\$	0	\$	0
Trade Payables		3,305		2,732		2,768
Accrued Income Taxes		0		11		11
Accrued Interest		544			660	665
Customer Deposits		4,424			0	0
Accrued Other		4,272		4,735		4,826
		-----		-----		-----
Current		12,545		8,138		8,270
Secured Debt and interest		53,418		500		500
Other Liabilities		3,101			624	427
		-----		-----		-----
Total Liabilities		69,064		9,262		9,197
Total Equity		(23,243)		14,929		13,700
		-----		-----		-----
Total	\$	45,821	\$	24,191	\$	22,897
		=====		=====		=====

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

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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

-----

Amount due for payrolls in the last half of December 2008 - paid in January.	\$ 53
---	-------

DEBTS:

-----

	Current	Days Past Due				Total
		0-30	31-60	61-90	Over 91	
	-----	-----	-----	-----	-----	-----
Accounts Payable	\$ 359	\$ 184	\$ 40	\$ 0	\$ 2,185	\$ 2,768
Wages Payable	133					133
Taxes Payable	0					0
Rent-Building	0					0
Adequate Protection Paymts	0					0
Professional Fees	71	0	5	0	0	76
Amounts due Insiders	4	4	4	4	114	130
	-----	-----	-----	-----	-----	-----
Total	\$ 568	\$ 188	\$ 49	\$ 4	\$ 2,299	\$ 3,107
	=====	=====	=====	=====	=====	=====

Explanations:

Wages represent hourly wages earned in the last half of December that were paid in January.

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  
 DECEMBER 2008  
 -----

CASE NO. 07-50727 (AHWS)  
 page 2/3

DATE PAID	REF	HANNA	HQ	TOTAL
----	---	-----	-----	-----
DECEMBER				
01	941	36,092	10,995	47,087
02				0
03				0
04				0
05				0
08				0
09	941	12,965		12,965
10				0
11				0
12				0
15				0
16	941	14,655		14,655
17	941	18,426	11,060	29,486
18				0
19				0
22				0
23	941	13,855		13,855
24				0
26	941	15,345		15,345
29				0
30				0
31				0
		-----	-----	-----
TOTAL		111,338	22,055	133,393
		=====	=====	=====

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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  
 DECEMBER 2008  
 -----

DATE PAID	STATE	HANNA	HQ	TOTAL
----	-----	-----	-----	-----
DECEMBER				
01	PA		1,168	1,168
02	IL	3,383		3,383
03				0
04				0
05				0
08				0
09				0
10	IL	1,332		1,332
11				0
12				0
15	WI	836		836
16				0
17	IL	1,473		1,473
18	PA		1,250	1,250
19	IL, IN	1,670	65	1,735
22				0
23				0
24	IL	1,401		1,401
26				0
29	IL	1,506		1,506
30				0
31	WI	848		848

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	-----	-----	-----
TOTAL	12,449	2,483	14,932
	=====	=====	=====

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REUNION INDUSTRIES, INC.  
MONTHLY OPERATING REPORT - 5  
ACCOUNTS RECEIVABLE AND TAXES AGING  
AS OF DECEMBER 31, 2008  
-----

CASE NO. 07-50727 (AHWS)

(\$ Amounts in 000's)

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TRADE ACCOUNTS RECEIVABLE RECONCILIATION:

-----		
Trade Receivables - beg of month		\$ 2,461
Plus: Invoiced during the month	1,011	
Less: Amounts collected		(1,504)
Less: Credits/Adjustments		(15)
		-----
Trade Receivables - end of month		\$ 1,953
		=====

ACCOUNTS RECEIVABLE AGINGS:

-----		
0-30		\$ 974
31-60		785
61-90		107
91+		87
		-----
Total trade receivables		1,953
Non-trade receivables		0
Less: Reserve for bad debts		(148)
		-----
Net Receivables - per balance sheet		\$ 1,805
		=====

TAXES PAYABLE

-----		
Taxes from December payrolls - paid in Jan.	\$ 53	
		===

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PAYMENTS TO INSIDERS and PROFESSIONALS and  
 STATUS OF SECURED NOTES, LEASES AND ADEQUATE PROTECTION PAYMENTS  
 DECEMBER 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 POST PETITION	TOTAL
<b>INSIDERS:</b>				
Thomas N. Amonett	Director fees	\$ 1,500		\$ 19,500
Charles E. Bradley	Director fees	\$ 9,833	\$127,829	
Thomas L. Cassidy	Director fees	\$ 1,500		\$ 19,500
David E. Jackson	Director fees	\$ 1,500		\$ 19,500
Joseph C. Lawyer	Director fees	\$ 4,625		\$ 60,125
John G. Poole	Director fees	\$ 5,000	\$ 65,000	
Kimball J. Bradley, CEO	Salary	\$32,627	\$424,151	
John M. Froehlich, CFO	Salary	\$18,255	\$237,315	
Thomas J. Vogel, VP	Salary	\$ 9,350	\$169,200	

**PROFESSIONALS:**

NAME	DATE OF COURT ORDER	AMOUNT APPROVED	PAID THIS PERIOD AMOUNT	TOTAL PAID TO AND DATE	TOTAL INCURRED UNPAID
Reid and Riege, PC	11/28/07	\$ 545,036	\$ 168,458	\$ 545,036	\$75,592

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

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