

Edgar Filing: REUNION INDUSTRIES INC - Form 10-Q/A

REUNION INDUSTRIES INC
Form 10-Q/A
October 06, 2004

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-1004

FORM 10-Q/A
(Amendment No. 1)

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
----- EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2004

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
----- EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 01-15739

REUNION INDUSTRIES, INC.

(Exact name of Registrant as specified in its charter)

DELAWARE

(State of Incorporation)

06-1439715

(I.R.S. Employer Identification 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)

Indicate by check mark whether the Registrant (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of
1934 during the preceding 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

At April 30, 2004, 16,278,579 shares of common stock, par value \$.01 per
share, were outstanding.

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Reunion Industries, Inc. (the "Company", "Reunion Industries" or "Reunion") hereby amends its Quarterly Report on Form 10-Q for the quarter period ended March 31, 2004 (the "Form 10-Q") as follows:

PART I. FINANCIAL INFORMATION, Item 1. Financial Statements

1. The following sentence is hereby added after the third sentence of the second paragraph under the caption "Going Concern" in Note 1 of Notes to Condensed Consolidated Financial Statements on page 7 of the Form 10-Q:

The Company would also consider selling assets to meets its obligations.

2. The last sentence of the second paragraph of Note 2 ("Recent Developments") of Notes to Condensed Consolidated Financial Statements on page 9 of the Form 10-Q is hereby deleted and the following (including the table) is substituted in its place:

The Settlement resulted in a \$3.1 million gain on debt extinguishment, calculated as follows:

Description	Payable (Receivable)	Accruals	Totals
-----	-----	-----	-----
SFSC note receivable	\$ (310,000)	\$ (155,059)	\$ (465,059)
Reserve for interest receivable	-	100,771	100,771
SFSC collateral fee	-	690,041	690,041
SFSC credit support fee	-	293,943	293,943
SFSC note payable	2,998,398	1,501,047	4,499,445
SFSC note payable	500,000	289,948	789,948
SFSC note payable	100,000	53,288	153,288
SFSC note payable by assignment	1,017,112	280,166	1,297,278
	-----	-----	-----
Totals	\$4,305,510	\$3,054,145	7,359,655
	=====	=====	
Less: Note payable under settlement agreement			(4,290,000)

Gain on SFSC litigation settlement			\$3,069,655
			=====

- 2 -

PART I. FINANCIAL INFORMATION, Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

1. In the section captioned "RESULTS OF OPERATIONS," the last sentence of the second paragraph under the sub-caption "Gain on Debt Extinguishment" (which paragraph appears on page 20 of the Form 10-Q) is hereby deleted, and the following (including the table) is substituted in its place:

The settlement resulted in a \$3.1 million gain on debt extinguishment, calculated as follows:

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Description	Payable (Receivable)	Accruals	Totals
SFSC note receivable	\$ (310,000)	\$ (155,059)	\$ (465,059)
Reserve for interest receivable	-	100,771	100,771
SFSC collateral fee	-	690,041	690,041
SFSC credit support fee	-	293,943	293,943
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SFSC note payable	500,000	289,948	789,948
SFSC note payable	100,000	53,288	153,288
SFSC note payable by assignment	1,017,112	280,166	1,297,278
Totals	\$4,305,510	\$3,054,145	7,359,655
Less: Note payable under settlement agreement			(4,290,000)
Gain on SFSC litigation settlement			\$3,069,655

2. In the section captioned "FACTORS THAT COULD AFFECT FUTURE RESULTS," the following sentence is hereby added after the third sentence of the second paragraph under the sub-caption "Reunion is a going concern" (which paragraph appears on page 26 of the Form 10-Q):

The Company would also consider selling assets to meet its obligations.

- 3 -

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

Date: October 6, 2004

REUNION INDUSTRIES, INC.
(Registrant)

By: /s/ Charles E. Bradley, Sr.

Charles E. Bradley, Sr.
Chairman and Chief
Executive Officer

By: /s/ John M. Froehlich

John M. Froehlich
Executive Vice President, Finance
and Chief Financial Officer
(chief financial and accounting officer)

- 4 -

