

Edgar Filing: SCHNITZER STEEL INDUSTRIES INC - Form 8-K

SCHNITZER STEEL INDUSTRIES INC

Form 8-K

February 18, 2003

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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 14, 2003

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SCHNITZER STEEL INDUSTRIES, INC.

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(Exact name of registrant as specified in charter)

Oregon	0-22496	93-0341923
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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

3200 N.W. Yeon Ave. P.O. Box 10047 Portland, Oregon	97296-0047
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(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (503) 224-9900

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NO CHANGE

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(Former name or former address, if changed since last report.)

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Item 2. Acquisition or Disposition of Assets.

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On February 14, 2003, the Company's wholly-owned subsidiary, Norprop, Inc. ("Norprop"), closed its acquisition of all of the stock of Pick and Pull Auto Dismantling, Inc., which is Norprop's 50% partner in Pick-N-Pull Auto Dismantlers, a California general partnership (the "Joint Venture"). In addition, Norprop purchased all of the membership interests in Pick-N-Pull Auto Dismantlers, Stockton, LLC ("Stockton"), which is not part of the Joint Venture, but operates the single largest volume Pick-N-Pull store. Both of these entities were acquired from Bob Spence, who has managed the business of the Joint Venture.

The Joint Venture stores together with Stockton ("Pick-N-Pull") are one of the country's leading self service used auto parts and auto dismantling networks with 17 locations in northern California, two locations in Nevada, and one location in each of Texas, Utah, Illinois and Indiana. For the year ended December 31, 2002, Pick-N-Pull had revenues of \$61.3 million.

The operating income and earnings before interest taxes depreciation and amortization (EBITDA) attributable to the acquired stock and membership interest for the year ended December 31, 2002 were approximately \$9.9 million and \$11.8 million, respectively, after eliminating the Company's previous ownership interest in the Joint Venture and the interests of minority partners in certain of the Joint Venture's stores.

The cash purchase price paid in the transaction was \$71.4 million. In addition, Norprop assumed approximately \$12.4 million of net debt (approximately \$9.1 million of which represents net amounts currently owed to the Company), making for a total purchase price of approximately \$83.8 million. The agreement provides for a purchase price adjustment approximately one year after closing based upon the operating results of the acquired business.

The cash paid in the transaction was funded from the Company's available cash balances and borrowings under its bank credit facility. The amount of consideration paid was determined in arms-length negotiations between the Company and Mr. Spence.

### Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

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#### (a) Financial Statements of Business Acquired.

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Audited Balance Sheets of Pick-N-Pull as of December 31, 2002 and 2001, and related audited Statements of Operations, Stockholders' Equity and Cash Flows of Pick-N-Pull for each of the years in the three-year period ended December 31, 2002.

The foregoing financial statements are not included in this report and will be filed by amendment to this report on or before April 30, 2003.

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#### (b) Pro Forma Financial Information.

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Pro forma Balance Sheet as of November 30, 2002 and pro forma Statements of Operations for the year ended August 31, 2002 and the three-month period ended November 30, 2002.

The foregoing pro forma financial statements are not included in this report and will be filed by amendment to this report on or

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before April 30, 2003.

(c) Exhibits.

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2.1 Stock and Membership Interest Purchase Agreement dated January 8, 2003 among Bob Spence, Pick and Pull Auto Dismantling, Inc., Pick-N-Pull Auto Dismantlers, Pick-N-Pull Auto Dismantlers, Stockton, LLC and Norprop, Inc. Filed as Exhibit 2.1 to the Company's Form 10-Q for the quarter ended November 30, 2002 and incorporated herein by reference.

## 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 hereunto duly authorized.

SCHNITZER STEEL INDUSTRIES, INC.

Date: February 18, 2003

By: /s/ Barry A. Rosen

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Barry A. Rosen  
Vice President, Finance and Chief  
Financial Officer

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## INDEX TO EXHIBITS

EXHIBIT  
NUMBER

DESCRIPTION

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The following schedules and exhibits to the Stock and Membership Interest Purchase Agreement have been omitted and will be provided to the Securities and Exchange Commission upon request:

Schedule 4.1	Capitalization
Schedule 4.2	Organization
Schedule 4.3	Authorization
Schedule 4.4	Subsidiaries
Schedule 4.5	Financial Statements
Schedule 4.6	Absence of Certain Changes or Events
Schedule 4.7	Title to Assets
Schedule 4.8	Condition of Tangible Assets

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Schedule 4.9	Contracts and Commitments
Schedule 4.10	No Conflict or Violation
Schedule 4.11	Consents and Approvals
Schedule 4.12	Litigation
Schedule 4.13	Labor Matters
Schedule 4.14	Liabilities
Schedule 4.15	Compliance with Law
Schedule 4.16	Brokers
Schedule 4.17	Other Agreements to Sell Assets
Schedule 4.18	Proprietary Rights
Schedule 4.19	Status of Contracts
Schedule 4.20	Employee Benefit Plans
Schedule 4.21	Transactions with Seller
Schedule 4.22	Tax Matters
Schedule 4.23	Employment Agreements and Compensation
Schedule 4.24	Insurance
Schedule 4.25	Receivables
Schedule 4.26	Inventories
Schedule 4.27	Purchase Commitments and Outstanding Bids
Schedule 4.28	Payments
Schedule 4.29	Environmental
Schedule 4.30	Warranties and Liability
Schedule 4.31	Permits and Licenses

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Schedule 4.32	Undisclosed Liabilities
Schedule 4.33	Bank Accounts
Schedule 4.34	Records
Schedule 4.35	Misstatements or Omissions
Schedule 6.2	Guarantees of Seller
Schedule 6.3	Certain Prohibited Transactions
Exhibit A	Wire Transfer Instructions
Exhibit B	Form of Spence Employment Agreement
Exhibit C	Form of Reddy Employment Agreement
Exhibit D	Form of Escrow Agreement

