

SYNALLOY CORP  
Form 10-K  
March 14, 2012

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K

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

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2011

OR

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

COMMISSION FILE NUMBER 0-19687

SYNALLOY CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

57-0426694

(State of incorporation)

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

775 Spartan Blvd, Suite 102, P.O. Box 5627, Spartanburg, South Carolina 29304

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (864) 585-3605

Securities registered pursuant to Section 12(b) of the Act

Name of each exchange on which registered:

Common Stock, \$1.00 Par

NASDAQ Global Market

Value

(Title of Class)

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes \_\_\_ No X

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes \_\_\_ No X

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 X No\_

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes X No \_\_\_

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ X ]

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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated Filer  Accelerated filer X Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

Based on the closing price as of July 1, 2011 which was the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the common stock held by non-affiliates of the registrant was \$77.5 million. Based on the closing price as of February 27, 2012, the aggregate market value of common stock held by non-affiliates of the registrant was \$74.3 million. The registrant did not have any non-voting common equity outstanding at either date.

The number of shares outstanding of the registrant's common stock as of February 27, 2012 was 6,325,844.

#### Documents Incorporated By Reference

Portions of the Proxy Statement for the 2012 annual shareholders' meeting are incorporated by reference into Part III of this Form 10-K.

Synalloy Corporation  
Form 10-K  
For Period Ended December 31, 2011  
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## Forward-Looking Statements

This Annual Report on Form 10-K includes and incorporates by reference "forward-looking statements" within the meaning of the securities laws. All statements that are not historical facts are "forward-looking statements." The words "estimate," "project," "intend," "expect," "believe," "anticipate," "plan," "outlook," "should," "could," "may" and similar expressions identify forward-looking statements. The forward-looking statements are subject to certain risks and uncertainties, including without limitation those identified below, which could cause actual results to differ materially from historical results or those anticipated. Readers are cautioned not to place undue reliance on these forward-looking statements. The following factors could cause actual results to differ materially from historical results or those anticipated: adverse economic conditions; the impact of competitive products and pricing; product demand and acceptance risks; raw material and other increased costs; raw materials availability; employee relations; ability to maintain workforce by hiring trained employees; customer delays or difficulties in the production of products; financial stability of our customers; environmental issues; unavailability of debt financing on acceptable terms and exposure to increased market interest rate risk; inability to comply with covenants and ratios required by our debt financing arrangements; ability to weather an economic downturn; loss of consumer or investor confidence and other risks detailed from time-to-time in Synalloy's Securities and Exchange Commission filings. Synalloy Corporation assumes no obligation to update any forward-looking information included in this Annual Report on Form 10-K.

## PART I

### Item 1 Business

Synalloy Corporation, a Delaware corporation ("the Company"), was incorporated in 1958 as the successor to a chemical manufacturing business founded in 1945. Its charter is perpetual. The name was changed on July 31, 1967 from Blackman Uhler Industries, Inc. On June 3, 1988, the state of incorporation was changed from South Carolina to Delaware. The Company's executive offices are located at 775 Spartan Boulevard, Suite 102, Spartanburg, South Carolina.

The Company's business is divided into two segments, the Metals Segment and the Specialty Chemicals Segment. The Metals Segment operates as Bristol Metals, LLC ("Bristol"), a wholly-owned subsidiary of Synalloy Metals, Inc., and Ram-Fab, LLC ("Ram-Fab"). Bristol manufactures pipe ("BRISMET") and fabricates piping systems ("BristolFab") from stainless steel and other alloys, and Ram-Fab fabricates piping systems from carbon, chrome, stainless steel and other alloys. The Metals Segment's markets include the chemical, petrochemical, pulp and paper, mining, power generation (including nuclear), water and wastewater treatment, liquid natural gas ("LNG"), brewery, food processing, petroleum, pharmaceutical and other industries. The Specialty Chemicals Segment operates as Manufacturers Chemicals, LLC ("MC"), a wholly-owned subsidiary of Manufacturers Soap and Chemical Company, located in Cleveland, Tennessee and Dalton, Georgia. The Specialty Chemicals Segment produces specialty chemicals and dyes for the carpet, chemical, paper, metals, mining, agricultural, fiber, paint, textile, automotive, petroleum, cosmetics, mattress, furniture, janitorial and other industries.

### General

Metals Segment – This Segment is comprised of two wholly-owned subsidiaries: Synalloy Metals, Inc. which owns 100 percent of Bristol Metals, LLC, located in Bristol, Tennessee; and Ram-Fab, LLC, located in Crossett, Arkansas.

BRISMET manufactures welded pipe, primarily from stainless steel, but also from other corrosion-resistant metals. Pipe is produced in sizes from one-half inch to 120 inches in diameter and wall thickness up to one and one-half inches. Sixteen-inch and smaller diameter pipe is made on equipment that forms and welds the pipe in a continuous process. Pipe larger than 16 inches in diameter is formed on presses or rolls and welded on batch welding equipment. Pipe is normally produced in standard 20-foot lengths. However, BRISMET has unusual capabilities in the production of long length pipe without circumferential welds. This can reduce installation cost for the customer. Lengths up to 60 feet can be produced in sizes up to 16 inches in diameter. In larger sizes BRISMET has a unique ability among domestic producers to make 48-foot lengths in diameters up to 36 inches. Over the past six years, Bristol has made substantial capital improvements to both BRISMET and BristolFab,

expanding and improving capabilities to service markets requiring large diameter pipe and specialty alloy pipe such as water and waste water treatment, LNG, and scrubber applications for the power industry. These improvements include expanding its x-ray facilities which allows simultaneous use of real time and film examination; updating material handling equipment; expanding capabilities for forming large pipe on existing batch equipment, giving BRISMET the capability to produce 36-inch diameter pipe in 48-foot lengths with wall thicknesses of up to one inch; adding a shear that has the capacity of shearing stainless steel plate up to one-inch thick; completing plant expansions that allow the manufacture of pipe up to 42 inches in diameter utilizing more readily available raw materials at lower costs, provide additional manufacturing capacity, and provide improved product handling and additional space for planned equipment additions; and installing automated hydro-testing equipment for pipe up to 72 inches in diameter.

A portion of the pipe produced is further processed into piping systems that conform to engineered drawings furnished by the customers. This allows the customer to take advantage of the high quality and efficiency of BristolFab rather than performing all of the welding at the construction site. BristolFab's pipe fabrication shop can make one and one-half inch diameter cold bends on one-half inch through eight-inch stainless pipe with thicknesses up through schedule 40S. Most BristolFab's piping systems are produced from pipe manufactured by BRISMET.

Ram-Fab's carbon and chrome alloy pipe fabrication enhances the stainless fabrication business of BristolFab, giving the Segment the capability to quote on all types of pipe fabrication projects utilizing any combination of these three material types. Ram-Fab, which was purchased by the Company in 2009, was established over 20 years ago in Crossett, Arkansas and provides affordable, quality pipe fabrication in carbon steel and high chrome alloys. From power plants to refineries to chemical plants, Ram-Fab serves a broad range of customers, both domestic and international. As a carbon steel and high chrome pipe fabrication facility, Ram-Fab is poised to take advantage of the anticipated increase in the construction of power generation plants utilizing coal or natural gas, as well as nuclear. Refinery upgrades and environmental work will also add to the requirements of quality shop-fabricated carbon steel and high chrome systems. Since BRISMET does not manufacture carbon or chrome alloy pipe, these materials are purchased from outside suppliers. During 2010, Ram-Fab completed a capital project to add a temperature and humidity controlled paint facility. Since the majority of its carbon steel fabrication systems requires painting, this increased their production throughput and improved quality.

In order to establish stronger business relationships, only a few raw material suppliers are used. Five suppliers furnish about 84 percent of total dollar purchases of raw materials, with one supplier totaling about 37 percent. However, the Company does not believe that the loss of any of these suppliers would have a materially adverse effect on the Company as raw materials are readily available from a number of different sources, and the Company anticipates no difficulties in fulfilling its requirements.

This Segment's stainless steel products are used principally by customers requiring materials that are corrosion-resistant or suitable for high-purity processes. The largest users are the chemical, petrochemical, pulp and paper, waste water treatment and LNG industries, with some other important industry users being mining, power generation (including nuclear), water treatment, brewery, food processing, petroleum, pharmaceutical and alternative fuels. The Segment's carbon and chrome alloy products are used primarily in the power generation and chemical industries.

Specialty Chemicals Segment – This Segment consists of the Company's wholly-owned subsidiary Manufacturers Soap and Chemical Company (MS&C). MS&C owns 100 percent of MC which is located in Cleveland, Tennessee and Dalton, Georgia and is fully licensed for chemical manufacture. The Segment produces specialty chemicals and dyes for the carpet, chemical, paper, metals, mining, agricultural, fiber, paint, textile, automotive, petroleum, cosmetics, mattress, furniture, janitorial and other industries.



MC, which was purchased by the Company in 1996, produces over 1,100 specialty formulations and intermediates for use in a wide variety of applications and industries. MC's primary product lines focus on the areas of defoamers, surfactants and lubricating agents. Over 20 years ago, MC began diversifying its marketing efforts and expanding beyond traditional textile chemical markets. These three fundamental product lines find their way into a large number of manufacturing businesses. Over the years, the customer list has grown to include end users and chemical companies that supply paper, metal working, surface coatings, water treatment, mining and janitorial applications. MC's capabilities also include the sulfation of fats and oils. These products are used in

a wide variety of applications and represent a renewable resource, animal and vegetable derivatives, as alternatives to more expensive and non-renewable petroleum derivatives. In its Dalton, Georgia facility, MC serves the carpet and rug markets and also focuses on processing aids for wire drawing. MC Dalton blends and sells specialty dyestuffs and resells chemicals and specialty chemicals manufactured in MC's Cleveland plant to its markets out of its leased warehousing facility. The Dalton site also contains a shade matching laboratory and sales offices for the group. Both MC sites have extensive chemical storage and blending capabilities.

MC's strategy has been to focus on industries and markets that have good prospects for sustainability in the U.S. in light of global trends. MC's marketing strategy relies on sales to end users through its own sales force, but it also sells chemical intermediates to other chemical companies and distributors. It also has close working relationships with a significant number of major chemical companies that outsource their production for regional manufacture and distribution to companies like MC. MC has been ISO (International Organization for Standardization) registered since 1995.

The Specialty Chemicals Segment maintains four laboratories for applied research and quality control which are staffed by ten employees.

Most raw materials used by the Segment are generally available from numerous independent suppliers and about 34 percent of total purchases are from its top five suppliers. While some raw material needs are met by a sole supplier or only a few suppliers, the Company anticipates no difficulties in fulfilling its raw material requirements.

Please see Note 13 to the Consolidated Financial Statements, which are included in Item 8 of this Form 10-K, for financial information about the Company's Segments.

#### Sales and Distribution

Metals Segment – The Metals Segment utilizes separate sales organizations for its different product groups. Stainless steel pipe is sold nationwide under the BRISMET trade name through authorized stocking distributors at warehouse locations throughout the country. In addition, large quantity orders are shipped directly from BRISMET's plant to end-user customers. Producing sales and providing service to the distributors and end-user customers are BRISMET's President, one outside sales employee, seven independent manufacturers' representatives and nine inside sales employees. The Metals Segment has one domestic customer that accounted for approximately ten and eleven percent of the Metals Segment's revenues in 2011 and 2010, respectively, and accounted for less than ten percent for 2009. The Segment also has one other domestic customer that accounted for less than ten percent of the Segment's revenues in 2011 and 2010 but was approximately ten percent in 2009. Loss of either of these customers' revenues would have a material adverse effect on both the Metals Segment and the Company.

Fabrication systems are sold nationwide under the BristolFab, Bristol Piping Systems and Ram-Fab trade names by two outside sales employees. They are under the direction of Bristol's President and the Vice President of Fabrication Sales. Fabrication systems are marketed to engineering firms and construction companies or directly to project owners. Orders are normally received as a result of competitive bids submitted in response to inquiries and bid proposals.

Specialty Chemicals Segment – Specialty chemicals are sold directly to various industries nationwide by five full-time outside sales employees and eleven manufacturers' representatives. In addition, the President and other members of the management team of MC devote a substantial part of their time to sales. The Specialty Chemicals Segment has one domestic customer that accounted for approximately 24 percent of the Segment's revenues in 2011 and 2010 and

2009. However, this customer is a large global company, and the purchases by this customer are derived from several different business units that operate autonomously from each other. Even so, loss of this customer's revenues would have a material adverse effect on both the Specialty Chemicals Segment and the Company.

## Competition

Metals Segment – Welded stainless steel pipe is the largest sales volume product of the Metals Segment. Although information is not publicly available regarding the sales of most other producers of this product, management believes that the Company is one of the largest domestic producers of such pipe. This commodity product is highly competitive with eight known domestic producers and imports from many different countries. The largest sales volume among the non-commodity specialized products comes from fabricating stainless, nickel alloys, chrome alloys and carbon piping systems. Management believes the Company is one of the largest producers of such systems. There is also significant competition in the piping systems' markets with 13 known domestic suppliers with similar capabilities as BristolFab and Ram-Fab, along with many other smaller suppliers.

Specialty Chemicals Segment – The Company is the sole producer of certain specialty chemicals manufactured for other companies under processing agreements and also produces proprietary specialty chemicals. The Company's sales of specialty products are insignificant compared to the overall market for specialty chemicals. The market for most of the products is highly competitive and many competitors have substantially greater resources than does the Company. The market for dyes is highly competitive and the Company has less than ten percent of the market for its products.

## Environmental Matters

Environmental expenditures that relate to an existing condition caused by past operations and do not contribute to future revenue generation are expensed. Liabilities are recorded when environmental assessments and/or cleanups are probable and the costs of these assessments and/or cleanups can be reasonably estimated. Changes to laws and environmental issues, including climate change, are made or proposed with some frequency and some of the proposals, if adopted, might directly or indirectly result in a material reduction in the operating results of one or more of our operating units. We are presently unable to foresee the future well enough to quantify such risks. See Note 5 to Consolidated Financial Statements, which are included in Item 8 of this Form 10-K, for further discussion.

## Research and Development Activities

The Company spent approximately \$352,000 in 2011, \$392,000 in 2010 and \$289,000 in 2009 on research and development activities that were expensed in its Specialty Chemicals Segment. Four individuals, all of whom are graduate chemists, are engaged primarily in research and development of new products and processes, the improvement of existing products and processes, and the development of new applications for existing products.

## Seasonal Nature of the Business

The Company's businesses and products are not normally subject to any seasonal impact causing significant variations from one quarter to another.

## Backlogs

The Specialty Chemicals Segment operates primarily on the basis of delivering products soon after orders are received. Accordingly, backlogs are not a factor in this business. The same applies to commodity pipe sales in the Metals Segment. However, backlogs are important in the Metals Segment's fabrication products because they are produced only after orders are received, generally as the result of competitive bidding. Order backlogs for these products were \$22,700,000 at the end of 2011. Approximately 80 percent of the backlog should be completed in 2012. The backlog totaled \$25,300,000 and \$44,300,000 at the 2010 and 2009 respective year ends.

#### Employee Relations

As of December 31, 2011, the Company had 441 employees. The Company considers relations with employees to be satisfactory. The number of employees of the Company represented by unions, all located at the Bristol, Tennessee facility, is 224, or 51 percent of the Company's employees. They are represented by two locals

affiliated with the AFL-CIO and one local affiliated with the Teamsters. Collective bargaining contracts will expire in January 2015, February 2014 and March 2015.

#### Financial Information about Geographic Areas

Information about revenues derived from domestic and foreign customers is set forth in Note 13 to the Consolidated Financial Statements.

#### Available information

The Company electronically files with the Securities and Exchange Commission (SEC) its annual reports on Form 10-K, its quarterly reports on Form 10-Q, its periodic reports on Form 8-K, amendments to those reports filed or furnished pursuant to Section 13(a) of the Securities Exchange Act of 1934 (the "1934 Act"), and proxy materials pursuant to Section 14 of the 1934 Act. The SEC maintains a site on the Internet, [www.sec.gov](http://www.sec.gov), that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The Company also makes its filings available, free of charge, through its Web site, [www.synalloy.com](http://www.synalloy.com), as soon as reasonably practical after the electronic filing of such material with the SEC.

#### Item 1A Risk Factors

There are inherent risks and uncertainties associated with our business that could adversely affect our operating performance and financial condition. Set forth below are descriptions of those risks and uncertainties that we believe to be material, but the risks and uncertainties described are not the only risks and uncertainties that could affect our business. Reference should be made to "Forward-looking Statements" above, and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 7 below.

The cyclical nature of the industries in which our customers operate causes demand for our products to be cyclical, creating uncertainty regarding future profitability. Various changes in general economic conditions affect the industries in which our customers operate. These changes include decreases in the rate of consumption or use of our customers' products due to economic downturns. Other factors causing fluctuation in our customers' positions are changes in market demand, capital spending, lower overall pricing due to domestic and international overcapacity, lower priced imports, currency fluctuations, and increases in use or decreases in prices of substitute materials. As a result of these factors, our profitability has been and may in the future be subject to significant fluctuation.

Product pricing and raw material costs are subject to volatility, both of which may have an adverse effect on our revenues. From time-to-time, intense competition and excess manufacturing capacity in the commodity stainless steel industry have resulted in reduced prices, excluding raw material surcharges, for many of our stainless steel products sold by the Metals Segment. These factors have had and may have an adverse impact on our revenues, operating results and financial condition. Although inflationary trends in recent years have been moderate, during the same period stainless steel raw material costs, including surcharges on stainless steel, have been volatile. While we are able to mitigate some of the adverse impact of rising raw material costs, such as passing through surcharges to customers, rapid increases in raw material costs may adversely affect our results of operations. Surcharges on stainless steel are also subject to rapid declines which can result in similar declines in selling prices causing a possible marketability problem on the related inventory as well as negatively impacting revenues and profitability. While there has been ample availability of raw materials, there continues to be a significant consolidation of stainless steel suppliers throughout the world which could have an impact on the cost and availability of stainless steel in the future. The ability to implement price increases is dependent on market conditions, economic factors, raw material costs,

including surcharges on stainless steel, availability of raw materials, competitive factors, operating costs and other factors, most of which are beyond our control. In addition, to the extent that we have quoted prices to customers and accepted customer orders for products prior to purchasing necessary raw materials, or have existing contracts, we may be unable to raise the price of products to cover all or part of the increased cost of the raw materials.

The Specialty Chemicals Segment uses significant quantities of a variety of specialty and commodity chemicals in its manufacturing processes which are subject to price and availability fluctuations. Any significant variations in the cost and availability of our specialty and commodity materials may negatively affect our business, financial condition or results of operations. The raw materials we use are generally available from numerous independent

suppliers. However, some of our raw material needs are met by a sole supplier or only a few suppliers. If any supplier that we rely on for raw materials ceases or limits production, we may incur significant additional costs, including capital costs, in order to find alternate, reliable raw material suppliers. We may also experience significant production delays while locating new supply sources. Purchase prices and availability of these critical raw materials are subject to volatility. Some of the raw materials used by this Segment are derived from petrochemical-based feedstock, such as crude oil and natural gas, which have been subject to historical periods of rapid and significant movements in price. These fluctuations in price could be aggravated by factors beyond our control such as political instability, and supply and demand factors, including OPEC production quotas and increased global demand for petroleum-based products. At any given time we may be unable to obtain an adequate supply of these critical raw materials on a timely basis, on price and other terms acceptable, or at all. If suppliers increase the price of critical raw materials, we may not have alternative sources of supply. We selectively pass changes in the prices of raw materials to our customers from time-to-time. However, we cannot always do so, and any limitation on our ability to pass through any price increases could affect our financial performance.

We rely upon third parties for our supply of energy resources consumed in the manufacture of our products in both of our Segments. The prices for and availability of electricity, natural gas, oil and other energy resources are subject to volatile market conditions. These market conditions often are affected by political and economic factors beyond our control. Disruptions in the supply of energy resources could temporarily impair the ability to manufacture products for customers. Further, increases in energy costs that cannot be passed on to customers, or changes in costs relative to energy costs paid by competitors, has adversely affected, and may continue to adversely affect, our profitability.

We encounter significant competition in all areas of our businesses and may be unable to compete effectively, which could result in reduced profitability and loss of market share. We actively compete with companies producing the same or similar products and, in some instances, with companies producing different products designed for the same uses. We encounter competition from both domestic and foreign sources in price, delivery, service, performance, product innovation and product recognition and quality, depending on the product involved. For some of our products, our competitors are larger and have greater financial resources than we do. As a result, these competitors may be better able to withstand a change in conditions within the industries in which we operate, a change in the prices of raw materials or a change in the economy as a whole. Our competitors can be expected to continue to develop and introduce new and enhanced products and more efficient production capabilities, which could cause a decline in market acceptance of our products. Current and future consolidation among our competitors and customers also may cause a loss of market share as well as put downward pressure on pricing. Our competitors could cause a reduction in the prices for some of our products as a result of intensified price competition. Competitive pressures can also result in the loss of major customers. If we cannot compete successfully, our business, financial condition and consolidated results of operations could be adversely affected.

The applicability of numerous environmental laws to our manufacturing facilities could cause us to incur material costs and liabilities. We are subject to federal, state, and local environmental, safety and health laws and regulations concerning, among other things, emissions to the air, discharges to land and water, climate changes and the generation, handling, treatment and disposal of hazardous waste and other materials. Under certain environmental laws, we can be held strictly liable for hazardous substance contamination of any real property we have ever owned, operated or used as a disposal site. We are also required to maintain various environmental permits and licenses, many of which require periodic modification and renewal. Our operations entail the risk of violations of those laws and regulations, and we cannot assure you that we have been or will be at all times in compliance with all of these requirements. In addition, these requirements and their enforcement may become more stringent in the future. Although we cannot predict the ultimate cost of compliance with any such requirements, the costs could be material. Non-compliance could subject us to material liabilities, such as government fines, third-party lawsuits or the suspension of non-compliant operations. We also may be required to make significant site or operational modifications at substantial cost. Future developments also could restrict or eliminate the use of or require us to make



modifications to our products, which could have a significant negative impact on our results of operations and cash flows. At any given time, we are involved in claims, litigation, administrative proceedings and investigations of various types involving potential environmental liabilities, including cleanup costs associated with hazardous waste disposal sites at our facilities. We cannot assure you that the resolution of these environmental matters will not have a material adverse effect on our results of operations or cash flows. The ultimate costs and timing of environmental liabilities are difficult to predict. Liability

under environmental laws relating to contaminated sites can be imposed retroactively and on a joint and several basis. We could incur significant costs, including cleanup costs, civil or criminal fines and sanctions and third-party claims, as a result of past or future violations of, or liabilities under, environmental laws. For additional information related to environmental matters, see Note 5 to the Consolidated Financial Statements.

We are dependent upon the continued safe operation of our production facilities which are subject to a number of hazards. In our Specialty Chemicals Segment, these production facilities are subject to hazards associated with the manufacture, handling, storage and transportation of chemical materials and products, including leaks and ruptures, explosions, fires, inclement weather and natural disasters, unscheduled downtime and environmental hazards which could result in liability for workplace injuries and fatalities. In addition, some of our production capabilities are highly specialized, which limits our ability to shift production to another facility in the event of an incident at a particular facility. If a production facility, or a critical portion of a production facility, were temporarily shut down, we likely would incur higher costs for alternate sources of supply for our products. We cannot assure you that we will not experience these types of incidents in the future or that these incidents will not result in production delays or otherwise have a material adverse effect on our business, financial condition or results of operations.

Certain of our employees in the Metals Segment are covered by collective bargaining agreements, and the failure to renew these agreements could result in labor disruptions and increased labor costs. We have 224 employees represented by unions at the Bristol, Tennessee facility, which is 51 percent of our total employees. They are represented by two locals affiliated with the AFL-CIO and one local affiliated with the Teamsters. Collective bargaining contracts will expire in January 2015, February 2014 and March 2015. Although we believe that our present labor relations are satisfactory, our failure to renew these agreements on reasonable terms as the current agreements expire could result in labor disruptions and increased labor costs, which could adversely affect our financial performance.

The limits imposed on us by the restrictive covenants contained in our credit facilities could prevent us from obtaining adequate working capital, making acquisitions or capital improvements, or cause us to lose access to our facilities. Our existing credit facilities contain restrictive covenants that limit our ability to, among other things, borrow money or guarantee the debts of others, use assets as security in other transactions, make investments or other restricted payments or distributions, change our business or enter into new lines of business, and sell or acquire assets or merge with or into other companies. In addition, our credit facilities require us to meet financial ratios which could limit our ability to plan for or react to market conditions or meet extraordinary capital needs and could otherwise restrict our financing activities. Our ability to comply with the covenants and other terms of our credit facilities will depend on our future operating performance. If we fail to comply with such covenants and terms, we will be in default and the maturity of any then outstanding related debt could be accelerated and become immediately due and payable. We may be required to obtain waivers from our lender in order to maintain compliance under our credit facilities, including waivers with respect to our compliance with certain financial covenants. If we are unable to obtain any necessary waivers and the debt under our credit facilities is accelerated, our financial condition would be adversely affected.

We may not have access to capital in the future. We may need new or additional financing in the future to expand our business or refinance existing indebtedness. If we are unable to access capital on satisfactory terms and conditions, we may not be able to expand our business or meet our payment requirements under our existing credit facilities. Our ability to obtain new or additional financing will depend on a variety of factors, many of which are beyond our control. We may not be able to obtain new or additional financing because we may have substantial debt or because we may not have sufficient cash flow to service or repay our existing or future debt. In addition, depending on market conditions and our financial performance, equity financing may not be available on satisfactory terms or at all.

Our existing property and liability insurance coverages contain exclusions and limitations on coverage. We have maintained various forms of insurance, including insurance covering claims related to our properties and risks

associated with our operations. From time-to-time, in connection with renewals of insurance, we have experienced additional exclusions and limitations on coverage, larger self-insured retentions and deductibles and higher premiums, primarily from our Specialty Chemicals operations. As a result, in the future our insurance coverage may not cover claims to the extent that it has in the past and the costs that we incur to procure insurance may increase significantly, either of which could have an adverse effect on our results of operations.

We may not be able to make changes necessary to continue to be a market leader and an effective competitor. We believe that we must continue to enhance our existing products and to develop and manufacture new products with improved capabilities in order to continue to be a market leader. We also believe that we must continue to make improvements in our productivity in order to maintain our competitive position. When we invest in new technologies, processes, or production capabilities, we face risks related to construction delays, cost over-runs and unanticipated technical difficulties. Our inability to anticipate, respond to or utilize changing technologies could have a material adverse effect on our business and our consolidated results of operations.

Our strategy of using acquisitions and dispositions to position our businesses may not always be successful. We have historically utilized acquisitions and dispositions in an effort to strategically position our businesses and improve our ability to compete. We plan to continue to do this by seeking specialty niches, acquiring businesses complementary to existing strengths and continually evaluating the performance and strategic fit of our existing business units. We consider acquisition, joint ventures, and other business combination opportunities as well as possible business unit dispositions. From time-to-time, management holds discussions with management of other companies to explore such opportunities. As a result, the relative makeup of the businesses comprising our Company is subject to change. Acquisitions, joint ventures, and other business combinations involve various inherent risks, such as: assessing accurately the value, strengths, weaknesses, contingent and other liabilities and potential profitability of acquisition or other transaction candidates; the potential loss of key personnel of an acquired business; our ability to achieve identified financial and operating synergies anticipated to result from an acquisition or other transaction; and unanticipated changes in business and economic conditions affecting an acquisition or other transaction.

Our internal controls over financial reporting could fail to prevent or detect misstatements. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Item 1B Unresolved Staff Comments

None.

#### Item 2 Properties

The Company operates the major plants and facilities listed below, all of which are in adequate condition for their current usage. All facilities throughout the Company are believed to be adequately insured. The buildings are of various types of construction including brick, steel, concrete, concrete block and sheet metal. All have adequate transportation facilities for both raw materials and finished products. The Company owns all of these plants and facilities, except the dye blending and warehouse facilities located in Dalton, GA, and the corporate offices located in Spartanburg, SC.

| Location      | Principal Operations   | Building Square Feet | Land Acres |
|---------------|--|----------------------|------------|
| Cleveland, TN | Chemical manufacturing and warehousing facilities                        | 118,000              | 10.5       |
| Bristol, TN   | Manufacturing of stainless steel pipe and stainless steel piping systems | 275,000              | 73.1       |
| Crossett, AR  | Manufacturing carbon and chrome alloy piping systems                     | 133,000              | 19.8       |
| Dalton, GA    |  | 32,000               | 2.0        |

Dye blending and warehouse facilities

(1)

|                 |                            |       |      |
|-----------------|----------------------------|-------|------|
| Spartanburg, SC | Corporate headquarters (1) | 6,000 | -    |
| Augusta, GA     | Chemical manufacturing (2) | -     | 46.0 |

(1) Leased facility.

(2) Plant was closed in 2001 and all structures and manufacturing equipment have been removed.

Item 3 Legal Proceedings

For a discussion of legal proceedings, see Notes 5 and 11 to the Consolidated Financial Statements included in Item 8 of this Form 10-K.

Item 4 Mine Safety Disclosures

Not applicable.

## PART II

## Item 5 Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

The Company had 686 common shareholders of record at February 27, 2012. The Company's common stock trades on the NASDAQ Global Market under the trading symbol SYNL. The Company's credit agreement only restricts the payment of dividends through a minimum tangible net worth covenant. The Company paid a \$0.25 cash dividend on December 5, 2011, a \$0.25 cash dividend on December 8, 2010, a \$0.25 cash dividend on March 22, 2010 and a \$0.10 cash dividend on March 10, 2009. The prices shown below are the high and low sales prices for the common stock for each full quarterly period in the last two fiscal years as quoted on the NASDAQ Global Market.

| Quarter | 2011    |         | 2010   |        |
|---------|---------|---------|--------|--------|
|         | High    | Low     | High   | Low    |
| 1st     | \$15.50 | \$11.29 | \$9.22 | \$7.47 |
| 2nd     | 15.49   | 11.49   | 11.04  | 7.97   |
| 3rd     | 13.80   | 9.19    | 10.15  | 8.25   |
| 4th     | 12.92   | 9.15    | 12.25  | 8.40   |

The information required by Item 201(d) of Regulation S-K is set forth in Part III, item 12 of this Annual Report on Form 10-K.

|                      | 12/06  | 12/07  | 12/08 | 12/09 | 12/10  | 12/11  |
|----------------------|--------|--------|-------|-------|--------|--------|
| Synalloy Corporation | 100.00 | 93.23  | 26.53 | 53.16 | 72.41  | 62.89  |
| Russell 2000         | 100.00 | 98.43  | 65.18 | 82.89 | 105.14 | 100.75 |
| NASDAQ Non-Financial | 100.00 | 111.22 | 65.80 | 99.54 | 117.36 | 118.13 |

This graph and related information shall not be deemed to be "filed" with the Securities and Exchange Commission or "soliciting material" or subject to Regulation 14A, or the liabilities of Section 18 of the Securities Exchange Act of 1934, except to the extent the Company specifically requests that such information be treated as soliciting material or specifically incorporates it by reference into a filing under the Securities Act of 1933 or the Exchange Act.

## Unregistered Sales of Equity Securities

Pursuant to the compensation arrangement with directors discussed under Item 12 "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters" in this Form 10-K, on May 4, 2011, the Company issued to each of its non-employee directors 998 shares of its common stock (an aggregate of 4,990 shares). Additionally, on August 11, 2011, the Company issued to each of its two newly elected non-employee directors 1,124 shares of its common stock. Such shares were issued to the directors in lieu of \$15,000 of their annual cash retainer fees. Issuance of these shares was not registered under the Securities Act of 1933 based on the exemption provided by Section 4(2) thereof because no public offering was involved. During 2011, two non-employee directors resigned/retired from the Board of Directors resulting in the forfeiture of 1,248 shares. The Company also issued 12,290 shares of common stock in 2011 to management and key employees that vested pursuant to the 2005 Stock Awards Plan. Issuance of these shares was not registered under the Securities Act of 1933 based on the exemption provided by Section 4(2) thereof because no public offering was involved. Also during 2011, the Registrant issued shares of common stock to the following classes of persons upon the exercise of options issued pursuant to the Registrant's 1998 Stock Option Plan. Issuance of these shares was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933 because the issuance did not involve a public offering.

| Date Issued | Class of Purchasers    | Number of<br>Shares<br>Issued | Aggregate<br>Exercise<br>Price |
|-------------|------------------------|-------------------------------|--------------------------------|
| 3/7/2011    | Non-Employee Directors | 3,000                         | \$ 14,490                      |
| 5/26/2011   | Officers and Employees | 8,800                         | 87,648                         |
| 6/27/2011   | Officers and Employees | 7,400                         | 73,704                         |
|             |                        | 19,200                        | \$ 175,842                     |

Neither the Company, nor any affiliated purchaser (as defined in Rule 10b-18(a)(3) of the Securities Exchange Act of 1934) on behalf of the Company repurchased any of the Company's securities during the fourth quarter of 2011.



## Item 6 Selected Financial Data

## Selected Financial Data and Other Financial Information

(Dollar amounts in thousands except for per share data)

|   | 2011      | 2010      | 2009      | 2008      | 2007      |
|---|-----------|-----------|-----------|-----------|-----------|
| <b>Operations</b>                               |           |           |           |           |           |
| Net sales                                       | \$170,575 | \$151,121 | \$103,640 | \$167,269 | \$155,704 |
| Gross profit                                    | 21,090    | 15,916    | 9,489     | 18,552    | 25,564    |
| Selling, general & administrative expense       | 12,284    | 9,724     | 8,787     | 9,729     | 10,079    |
| Operating income                                | 8,805     | 6,192     | 702       | 8,823     | 15,485    |
| Net income continuing operations                | 5,797     | 4,034     | 219       | 5,631     | 9,481     |
| Net (loss) income discontinued operations       | -         | -         | (4 )      | 352       | 644       |
| Net income                                      | 5,797     | 4,034     | 215       | 5,983     | 10,125    |
| <b>Financial Position</b>                       |           |           |           |           |           |
| Total assets                                    | 98,916    | 81,375    | 78,252    | 94,666    | 96,621    |
| Working capital                                 | 56,344    | 43,232    | 44,123    | 49,433    | 45,446    |
| Long-term debt, less current portion            | 8,650     | 219       | -         | 9,959     | 10,246    |
| Shareholders' equity                            | 68,619    | 63,875    | 62,721    | 62,867    | 58,140    |
| <b>Financial Ratios</b>                         |           |           |           |           |           |
| Current ratio                                   | 4.1:1     | 4.0:1     | 4.5:1     | 3.7:1     | 2.7:1     |
| Gross profit to net sales                       | 12 %      | 11 %      | 9 %       | 11 %      | 16 %      |
| Long-term debt to capital                       | 11 %      | 0 %       | 0 %       | 14 %      | 15 %      |
| Return on average assets                        | 6 %       | 5 %       | 0 %       | 6 %       | 10 %      |
| Return on average equity                        | 9 %       | 6 %       | 0 %       | 9 %       | 18 %      |
| <b>Per Share Data (income/(loss) – diluted)</b> |           |           |           |           |           |
| Net income continuing operations                | \$0.91    | \$0.64    | \$0.03    | \$0.90    | \$1.51    |
| Net income (loss) discontinued operations       | -         | -         | (0.00 )   | 0.05      | 0.10      |
| Net income                                      | 0.91      | 0.64      | 0.03      | 0.95      | 1.61      |
| Dividends declared and paid                     | 0.25      | 0.50      | 0.10      | 0.25      | 0.15      |
| Book value                                      | 10.85     | 10.16     | 10.01     | 10.06     | 9.32      |
| <b>Other Data</b>                               |           |           |           |           |           |
| Depreciation and amortization                   | \$2,659   | \$2,642   | \$2,402   | \$2,082   | \$1,997   |
| Capital expenditures                            | \$3,185   | \$5,095   | \$1,892   | \$3,059   | \$3,340   |
| Employees at year end                           | 441       | 441       | 466       | 459       | 482       |
| Shareholders of record at year end              | 687       | 704       | 790       | 826       | 834       |
| Average shares outstanding - diluted            | 6,362     | 6,309     | 6,269     | 6,281     | 6,296     |
| <b>Stock Price</b>                              |           |           |           |           |           |
| Price range of common stock                     |           |           |           |           |           |
| High  | \$15.50   | \$12.25   | \$10.49   | \$17.96   | \$47.45   |
| Low   | 9.15      | 7.47      | 3.85      | 3.52      | 14.79     |
| Close   | 10.27     | 12.12     | 9.42      | 5.00      | 17.67     |



## Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations

### Critical Accounting Policies and Estimates

Management's Discussion and Analysis of Financial Condition and Results of Operations discusses the Company's consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, management evaluates its estimates and judgments based on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. Management believes the following critical accounting policies, among others, affect its more significant judgments and estimates used in the preparation of the Company's consolidated financial statements.

#### Allowance for Doubtful Accounts

The Company maintained allowances for doubtful accounts, \$1,203,000 as of December 31, 2011, for estimated losses resulting from the inability of its customers to make required payments and for disputed claims and quality issues. The allowance is based upon a review of outstanding receivables, historical collection information and existing economic conditions. The Company performs periodic credit evaluations of its customers' financial condition and generally does not require collateral. Receivables are generally due within 30 to 45 days. Delinquent receivables are written off based on individual credit evaluations and specific circumstances of the customer.

#### Inventory Reserves

The Company establishes a reserve for estimated obsolescence or unmarketable inventory in an amount equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand and current market conditions. As of December 31, 2011, the Company has \$2,699,000 accrued for inventory obsolescence and market reserves. If actual market conditions are less favorable than those estimated by management, additional inventory reserves may be required.

#### Environmental Reserves

As noted in Note 5 to the Consolidated Financial Statements included in Item 8 of this Form 10-K, the Company has accrued \$640,000 as of December 31, 2011, in environmental remediation costs which, in management's best estimate, are sufficient to satisfy anticipated costs of known remediation requirements as outlined in Note 5. Expenditures related to costs currently accrued are not discounted to their present values and are expected to be made over the next three to four years. However, as a result of the evolving nature of the environmental regulations, the difficulty in estimating the extent and necessary remediation of environmental contamination, and the availability and application of technology, the estimated costs for future environmental compliance and remediation are subject to uncertainties and it is not possible to predict the amount or timing of future costs of environmental matters which may subsequently be determined. Changes in information known to management or in applicable regulations may require the Company to record additional remediation reserves.

#### Impairment of Long-Lived Assets

The Company continually reviews the recoverability of the carrying value of long-lived assets. Long-lived assets are reviewed for impairment when events or changes in circumstances, also referred to as “triggering events”, indicate that the carrying value of a long-lived asset or group of assets (the “Assets”) may no longer be recoverable. Triggering events include: a significant decline in the market price of the Assets; a significant adverse change in the operating use or physical condition of the Assets; a significant adverse change in legal factors or in the business climate impacting the Assets’ value, including regulatory issues such as environmental actions; the generation by the Assets of historical cash flow losses combined with projected future cash flow losses; or the expectation that the Assets will be sold or disposed of significantly before the end of the useful life of the Assets. The Company concluded that there were no indications of impairment requiring further testing during the year ended December 31, 2011.

If the Company concluded that, based on its review of current facts and circumstances, there were indications of impairment, testing of the applicable Assets would be performed. The recoverability of the Assets to be held and used is tested by comparing the carrying amount of the Assets at the date of the test to the sum of the estimated future undiscounted cash flows expected to be generated by those Assets over the remaining useful life of the Assets. In estimating the future undiscounted cash flows, the Company uses projections of cash flows directly associated with, and which are expected to arise as a direct result of, the use and eventual disposition of the Assets. This approach requires significant judgments including the Company's projected net cash flows, which are derived using the most recent available estimate for the reporting unit containing the Assets tested. Several key assumptions would include periods of operation, projections of product pricing, production levels, product costs, market supply and demand, and inflation. If it is determined that the carrying amount of the Assets are not recoverable, an impairment loss would be calculated equal to the excess of the carrying amount of the Assets over their fair value. Assets classified as held for sale are recorded at the lower of their carrying amount or fair value less cost to sell. Assets to be disposed of other than by sale are classified as held and used until the Assets are disposed or use has ceased.

#### Goodwill

The Company has goodwill of \$1,355,000 recorded as part of its 1996 acquisition of Manufacturers Soap and Chemical Company, operating within the Chemicals Segment, and \$1,000,000 recorded as part of its 2009 acquisition of Ram-Fab, Inc., operating within the Metals Segment. Goodwill, which represents the excess of purchase price over fair value of net assets acquired, is tested for impairment at least on an annual basis. The initial step of the goodwill impairment test involves a comparison of the fair value of the reporting unit in which the goodwill is recorded, with its carrying amount. If the reporting unit's fair value exceeds its carrying value, no impairment loss is recognized and the second step, which is a calculation of the impairment, is not performed. However, if the reporting unit's carrying value exceeds its fair value, an impairment charge equal to the difference in the carrying value of the goodwill and the implied fair value of the goodwill is recorded. Implied fair value of goodwill is determined in the same manner as the amount of goodwill recognized in a business combination. That is, the fair value of the reporting unit is allocated to the assets and liabilities of the reporting unit as if it had been acquired in a business combination. The excess of the fair value of the reporting unit over the amounts allocated to assets and liabilities is the implied fair value of goodwill.

In making our determination of fair value of the reporting unit, we rely on the discounted cash flow method. This method uses projections of cash flows from the reporting unit. This approach requires significant judgments including the Company's projected net cash flows, the weighted average cost of capital ("WACC") used to discount the cash flows and terminal value assumptions. We derive these assumptions used in our testing from several sources. Many of these assumptions are derived from our internal budgets, which would include existing sales data based on current product lines and assumed production levels, manufacturing costs and product pricing. We believe that our internal forecasts are consistent with those that would be used by a potential buyer in valuing our reporting units.

The WACC rate is based on an average of the capital structure, cost of capital and inherent business risk profiles of the Company. The assumptions used in our valuation are interrelated. The continuing degree of interrelationship of these assumptions is, in and of itself a significant assumption. Because of the interrelationships among the assumptions, we do not believe it would be meaningful to provide a sensitivity analysis on any of the individual assumptions. However, one key assumption in our valuation model is the WACC. If the WACC, which is used to discount the projected cash flows, were higher, the measure of the fair value of the net assets of the reporting unit would decrease. Conversely, if the WACC were lower, the measure of the fair value of the net assets of the reporting unit would increase. Changes in any of the Company's other estimates could also have a material effect on the estimated future undiscounted cash flows expected to be generated by the reporting unit's assets.

Based on the Company's goodwill impairment test in the fourth quarter of 2011, each reporting unit's fair value exceeded its carrying value, therefore no further testing was required and no impairment loss was recognized.

Liquidity and Capital Resources

Cash flows used in operating activities during 2011 and 2010 totaled \$3,858,000 and \$6,048,000, an improvement in cash flows of \$2,190,000. Cash flows in 2011 were generated from net income totaling

\$8,456,000 before depreciation and amortization expense of \$2,659,000. Cash flows were adversely affected by an \$8,710,000 increase in inventories in 2011, as year-end balances increased, net of reserves, from \$34,353,000 at the end of 2010 to \$43,063,000 at the end of 2011. Substantially all of the increase occurred in the Metals Segment to support higher 2012 sales projections, a sales mix shift to higher cost special alloy products along with the Company deciding to begin stocking select special alloy finished goods products to be responsive to projected customer demands. Accounts receivable increased by \$6,609,000 in 2011, net of reserves, as a result of the higher Metals Segment sales activity during the fourth quarter of 2011 compared to the same period of 2010, combined with an increased number of days sales outstanding for fabrication sales. Higher priced special alloy inventory purchases made during the fourth quarter of 2011 increased the accounts payable balance at the end of 2011 by \$2,369,000 when compared to the 2010 year-end balance. Operating cash flows were favorably affected by higher accrued expenses at the end of 2011 compared to the end of 2010 of \$1,806,000, as profit based incentives increased \$1,019,000 reflecting higher profits earned and advances from customers (prepayments from customers used to purchase raw materials required for piping systems projects) increased \$470,000 in 2011 compared to 2010.

Cash flows used in operating activities during 2010 totaled \$6,048,000 compared to cash flows provided by continuing operations during 2009 of \$19,903,000, or a decline in cash flows of \$25,951,000 from 2009 to 2010. Cash flows provided by discontinued operations for 2009 was \$286,000. Cash flows in 2010 were generated from net income totaling \$6,676,000 before depreciation and amortization expense of \$2,642,000. Cash flows were adversely affected in 2010 by a \$8,849,000 increase in the Company's inventories as inventories increased, net of reserves, from \$25,504,000 at the end of 2009 to \$34,353,000 at the end of 2010. Substantially all of the increase occurred in the Metals Segment to support higher 2011 sales projections. Accounts receivable increased by \$5,932,000 in 2010, net of reserves, reflecting a 46 percent increase in sales in the fourth quarter of 2010 over the fourth quarter of 2009. In addition, accounts payable increased \$4,092,000 in 2010, resulting primarily from the timing of the receipt of and payment for stainless steel raw materials by the Metals Segment at year end. Also negatively impacting cash flows in 2010 was a decline in accrued expenses at the end of 2010 compared to the end of 2009 of \$2,514,000, as advances from customers (prepayments from customers used to purchase raw materials required for piping systems projects) declined \$1,679,000 and a customer product claim was paid during 2010 for \$1,900,000. These amounts were partially offset by higher accruals for profit based incentives of \$552,000 reflecting higher profits earned in 2010 compared to 2009.

In 2011, the Company's current assets increased \$17,132,000 and current liabilities increased \$4,020,000, from the year ended 2010 amounts, which caused working capital for 2011 to increase by \$13,112,000 to \$56,344,000 from the 2010 total of \$43,232,000. The current ratio for the year ended December 31, 2011, increased to 4.1:1 from the 2010 year-end ratio of 4.0:1.

The Company also used cash during 2011 for investing activities to fund capital expenditures of \$3,185,000. Financing activities during 2011 generated \$8,431,000 through net borrowings on long-term debt and the Company paid a \$0.25 dividend on December 5, 2011 amounting to \$1,580,000. The Company expects that along with the existing amount of cash on hand, cash flows from 2012 operations and available borrowings will be sufficient to make debt payments (if any), fund estimated 2012 capital expenditures of \$3,700,000 and have sufficient resources to expand into other business opportunities.

On June 30, 2010, the Company entered into a Credit Agreement with a regional bank to provide a \$20,000,000 line of credit that expires on June 30, 2013. This agreement was amended by the bank on August 19, 2011 to extend the maturity date of the Credit Agreement by one additional year to June 30, 2014. None of the other terms of the credit agreement were modified. The Company's previous debt facility, with a different lender, was going to expire at the end of 2010. Interest on the new Credit Agreement is calculated using the One Month LIBOR Rate, plus a pre-defined spread, which is determined by the Company's Total Funded Debt to EBITDA ratio. Borrowings under the line of

credit are limited to an amount equal to a borrowing base calculation that includes eligible accounts receivable, inventories and cash surrender value of the Company's life insurance. Additionally, the credit facility requires an agreement not to pledge the fixed assets of the Company. Covenants under the debt agreement include maintaining a certain Funded Debt to EBITDA ratio, a minimum tangible net worth, and total liabilities to tangible net worth ratio. The Company is also limited to a maximum amount of capital expenditures per year, which is sufficient for the Company's projected needs. Management does not believe that these covenants and restrictions will have an adverse effect on its operations.



## Results of Operations

### Comparison of 2011 to 2010 - Consolidated

For the fiscal year ending December 31, 2011, the Company generated net earnings of \$5,797,000, or \$0.91 per share, on sales of \$170,575,000, compared to net earnings of \$4,034,000, or \$0.64 per share, on sales of \$151,121,000 in the prior year. The Company generated net earnings of \$1,017,000, or \$0.16 per share, on sales of \$40,241,000 in the fourth quarter of 2011, compared to net earnings of \$1,462,000, or \$0.23 per share, on sales of \$37,639,000 in the fourth quarter of 2010.

Consolidated gross profits increased 33 percent to \$21,090,000 in 2011, compared to \$15,916,000 in 2010, and, as a percent of sales, increased to twelve percent of sales in 2011 compared to eleven percent of sales in 2010. For the fourth quarter of 2011, consolidated gross profits was \$4,783,000, an increase of ten percent from the fourth quarter of 2010 of \$4,336,000. Consolidated gross profits were twelve percent of sales for the fourth quarter of 2011 and 2010. The increases in dollars and in percentage of sales were attributable to the Metals Segment as discussed in the Metals Segment Comparison of 2011 to 2010 below. Consolidated selling, general and administrative expense for 2011 increased by \$2,560,000, compared to 2010, and was seven percent of sales for 2011, up from six percent for 2010. These costs increased \$1,325,000 during the fourth quarter of 2011 compared to the same period of 2010 and increased to nine percent of sales from six percent of sales for the fourth quarters of 2011 and 2010, respectively. The dollar increase for both the year and fourth quarter of 2011 when compared to the same periods of 2010 resulted primarily from an \$850,000 increase in bad debt expense for the Chemicals Segment, an increase in management performance based incentives, the loss of outsourcing reimbursements and higher salaries and wages, employee benefits and contract labor. All of these items will be discussed in greater detail in the respective sections below.

### Comparison of 2010 to 2009 - Consolidated

For 2010, the Company generated net earnings from continuing operations of \$4,034,000, or \$0.64 per share, on sales of \$151,121,000, compared to net earnings from continuing operations of \$219,000, or \$0.03 per share, on sales of \$103,640,000 in the prior year. The Company generated net earnings from continuing operations of \$1,462,000, or \$0.23 per share, on sales of \$37,639,000 in the fourth quarter of 2010, compared to a net loss from continuing operations of \$143,000, or \$0.02 loss per share, on sales of \$25,843,000 in the fourth quarter of 2009. The Company did not have discontinued operations for 2010 but generated a net loss from discontinued operations of \$4,000 which had no effect of earnings per share, and a net loss of \$144,000, or \$0.03 loss per share, for the fiscal year and fourth quarter of 2009, respectively. As a result, the Company earned \$4,034,000, or \$0.64 per share, and \$1,462,000, or \$0.23 per share, for the fiscal year and fourth quarter of 2010, respectively, compared to net earnings of \$215,000, or \$0.03 per share, and a net loss of \$287,000, or \$0.05 loss per share, for the same periods in 2009.

Consolidated gross profits from continuing operations increased 68 percent to \$15,916,000 in 2010, compared to \$9,489,000 in 2009, and as a percent of sales increased to eleven percent of sales in 2010 compared to nine percent of sales in 2009. Most of the improvement in dollars and in percentage of sales was attributable to the Metals Segment as discussed in the Metals Segment Comparison of 2010 to 2009 below. Consolidated selling, general and administrative expense for 2010 increased by \$937,000, compared to 2009, and was six percent and nine percent of sales for 2010 and 2009, respectively. The dollar increase resulted primarily from including a full year of selling and administrative costs for Ram-Fab in 2010 compared to four months in 2009. Also, management incentive bonuses, which are based on profits, increased in 2010 compared to 2009.



Metals Segment—The following table summarizes operating results and backlogs for the three years indicated. Reference should be made to Note 13 to the Consolidated Financial Statements included in Item 8 of this Form 10-K.

| (Amounts in thousands)                      | 2011      |       | 2010        |       | 2009       |       |   |
|---|-----------|-------|-------------|-------|------------|-------|---|
|   | Amount    | %     | Amount      | %     | Amount     | %     |   |
| Net sales                                   | \$127,727 | 100.0 | % \$108,544 | 100.0 | % \$70,891 | 100.0 | % |
| Cost of goods sold                          | 112,445   | 88.0  | % 99,367    | 91.5  | % 66,713   | 94.1  | % |
| Gross profit                                | 15,282    | 12.0  | % 9,177     | 8.5   | % 4,178    | 5.9   | % |
| Selling, general and administrative expense | 6,029     | 4.7   | % 5,403     | 5.0   | % 4,190    | 5.9   | % |
| Operating income (loss)                     | \$9,253   | 7.3   | % \$3,774   | 3.5   | % \$(12 )  | 0.0   | % |
| Year-end backlogs -                         |           |       |             |       |            |       |   |
| Piping systems                              | \$22,743  |       | \$25,300    |       | \$44,300   |       |   |

#### Comparison of 2011 to 2010 – Metals Segment

The Metals Segment sales increased 18 percent for 2011 as compared to 2010 primarily as a result of a twelve percent increase in average selling prices coupled with a five percent increase in unit volumes. Sales for the fourth quarter of 2011 increased nine percent over 2010 results as a result of a 16 percent increase in unit volumes partially offset by a six percent decrease in average selling prices. Gross profit for 2011 increased 67 percent to \$15,282,000, or twelve percent of sales, compared to 2010's year-end total of \$9,177,000, or nine percent of sales. For the fourth quarter of 2011, gross profit was \$3,448,000, or twelve percent of sales, an increase of 17 percent over the fourth quarter of 2010 of \$2,936,000, or eleven percent of sales. The Segment experienced operating income of \$9,253,000, up 145 percent, and \$1,863,000, up 29 percent, for the year and fourth quarter of 2011 compared to \$3,774,000 and \$1,441,000, respectively, for same periods of 2010.

The Segment experienced a favorable product mix in 2011 with higher priced non-commodity unit volume increasing 18 percent while commodity unit volume decreased two percent. The favorable product mix also affected the fourth quarter shipments, with non-commodity unit volumes increasing 33 percent for the quarter while commodity unit volumes increased eight percent. Special alloy product shipments surpassed prior year levels as a result of increased customer projects and distributor restocking. The improved unit volumes for the year and fourth quarter are also the result of increased market share in North America and strong increases in international sales. Pipe manufacturing operating margins strengthened throughout the year due to the favorable product mix while fabrication margins were under pressure from underutilized capacity in the market. Increased fabrication quote activity could indicate a turnaround in their sales and profitability. Operating income increased for the Segment despite nickel prices falling for most of the year. As nickel prices decrease, selling prices are reduced accordingly while material costs reflect the higher priced inventory. Although there is no way to precisely calculate the effect of price level changes on profits, the Company estimates that for the year and fourth quarter of 2011, the Segment experienced a negative effect of \$1,637,000 and \$870,000, respectively. Nickel prices rose in the prior year which resulted in an increase to operating income of \$1,031,000 and \$348,000 for the year and fourth quarter of 2010.

Selling, general and administrative expense increased \$625,000, or twelve percent in 2011 when compared to 2010. This expense category was five percent of sales for both periods. The increase resulted from higher performance-based bonuses for select segment employees combined with increased salaries and wages and employee procurement expenses as additional sales executives were hired for the fabrication product line along with wage increases for senior levels executives as their responsibilities expanded to include the entire metals segment.

Comparison of 2010 to 2009 – Metals Segment

The Metals Segment sales increased 53 percent for the year ended 2010 compared to 2009 from a 50 percent increase in unit volumes combined with a two percent increase in average selling prices. Gross profit for 2010 increased 120 percent to \$9,177,000, or nine percent of sales, from 2009 year end's total of \$4,178,000, or six

percent of sales. Operating income for 2010 was \$3,774,000 compared to an operating loss of \$12,000 for 2009. Sales for the fourth quarter of 2010 increased 60 percent to \$27,573,000 from sales of \$17,272,000 in the fourth quarter of 2009, resulting from an 18 percent increase in unit volumes and a 35 percent increase in average selling prices. The Segment had a gross profit of \$2,936,000, or eleven percent of sales, for the fourth quarter of 2010 compared to a gross profit of \$161,000, or one percent of sales, for the fourth quarter of 2009. The Segment generated operating income of \$1,441,000 in the fourth quarter of 2010 compared to an operating loss of \$985,000 for the fourth quarter of 2009.

The large unit volume improvement for 2010 compared to 2009 was essentially the result of increased commodity pipe sales resulting from an aggressive effort to gain market share combined with a modest increase in non-commodity products. Although sales prices per pound increased about 16 percent for both the commodity and non-commodity products, the change in product mix to a much higher percentage of commodity pipe resulted in the modest overall selling price increase. Operating income for 2010 also reflects a \$500,000 charge during the first quarter for a product claim made by a Metals Segment customer and \$1,100,000 was expensed for this claim in 2009, \$343,000 of which was recorded in the fourth quarter of 2009. Fourth quarter 2010 unit volumes increased as a result of the aforementioned aggressive marketing effort partially offset by lower non-commodity unit sales. Fourth quarter's selling prices, when compared to 2009's fourth quarter, reflects primarily much higher prices for non-commodity products resulting from selling more expensive special alloys. Higher stainless steel prices and a change in product mix to a higher percent of lower-priced commodity pipe also impacted the average selling price. The improvement in fourth quarter operating income came primarily from our fabrication operations. Fabrication's backlog was \$25,300,000 at the end of the fourth quarter of 2010 compared to \$44,300,000 at the end of the fourth quarter of 2009.

Selling, general and administrative expense increased \$1,214,000, or 29 percent in 2010 when compared to 2009, and was five percent of sales compared to six percent of sales for 2010 and 2009, respectively. The dollar increase was attributable to including a full year of Ram-Fab's selling, general and administrative expense during 2010 compared to only four months for 2009 since Ram-Fab was acquired by the Company on August 31, 2009. Also, higher performance based bonuses were earned for 2010 resulting from higher profits for the current year.

Specialty Chemicals Segment—The following tables summarize operating results for the three years indicated. Reference should be made to Note 13 to the Consolidated Financial Statements included in Item 8 of this Form 10-K.

| (Amounts in thousands)                      | 2011     |       | 2010     |       | 2009     |       |
|---|----------|-------|----------|-------|----------|-------|
|   | Amount   | %     | Amount   | %     | Amount   | %     |
| Net sales                                   | \$42,848 | 100.0 | \$42,577 | 100.0 | \$32,749 | 100.0 |
| Cost of goods sold                          | 37,040   | 86.4  | 35,838   | 84.2  | 27,438   | 83.8  |
| Gross profit                                | 5,808    | 13.6  | 6,739    | 15.8  | 5,311    | 16.2  |
| Selling, general and administrative expense | 3,587    | 8.4   | 2,779    | 6.5   | 2,589    | 7.9   |
| Operating income                            | \$2,221  | 5.2   | \$3,960  | 9.3   | \$2,722  | 8.3   |

#### Comparison of 2011 to 2010 – Specialty Chemicals Segment

Sales for the Specialty Chemicals Segment increased one percent for 2011, ending the year at \$42,848,000 compared to \$42,577,000 in 2010. Pounds shipped for the year were eleven percent lower than the prior year. For the fourth quarter of 2011, sales were \$10,267,000, up two percent from 2010's fourth quarter sales of \$10,066,000. Pounds shipped for the quarter were down ten percent from the prior year. The Segment experienced a favorable product mix during the year and fourth quarter of 2011, with increased sales of higher priced products combined with a slightly

higher selling price as the Segment passed along a portion of its raw material cost increases to its customers. Gross profit for the year was \$5,808,000, down 14 percent from the prior year amount of \$6,739,000. As a percent of sales, 2011 gross profit was 14 percent of sales and 2010 was 16 percent of sales. The fourth quarter showed gross profit of \$1,336,000, or 13 percent of sales, and \$1,400,000, or 14 percent of sales, for 2011 and 2010, respectively. The reduction in gross profit for the year and fourth quarter resulted from increased raw material costs and the Segment's desire to maintain / increase market share by not

passing on all of the increased costs to its customers. Operating income for the year decreased 44 percent from the prior year. Operating income for 2011 was \$2,221,000, or five percent of sales, while 2010 recorded \$3,960,000, or nine percent of sales. The Segment showed an operating loss of \$97,000, or one percent of sales, for the fourth quarter of 2011. The fourth quarter of 2010 recorded operating income of \$777,000, or eight percent of sales. During December 2011, the Segment recorded an \$817,000 charge to reserve for the potential uncollectable receivable balances for four customers. The bulk of the charge was for a customer who experienced financial difficulty during the last half of 2011. Management attempted to develop a long-term payment strategy for the customer but was never able to develop a plan suitable to both parties.

Selling, general and administrative expense increased \$808,000 or 29 percent in 2011 when compared to 2010, and increased to eight percent of sales in 2011 compared to seven percent in 2010. For the fourth quarter, selling, general and administrative expense was \$1,433,000 in 2011, an increase of \$809,000 when compared to the same period of 2010. The increase in the reserve for potential uncollectable receivables in December, 2011, as explained in the prior paragraph, resulted in the entire increase.

#### Comparison of 2010 to 2009 – Specialty Chemicals Segment

The Specialty Chemicals Segment sales increased 30 percent for the year ended 2010 compared to 2009. Gross profit for the year ended 2010 increased 28 percent to \$6,739,000, or 16 percent of sales, compared to a gross profit of \$5,311,000, or 16 percent of sales, for 2009. Operating income increased 46 percent to \$3,960,000 for the year ended 2010 compared to \$2,722,000 earned in 2009. Sales increased 17 percent to \$10,066,000 for the fourth quarter of 2010 compared to \$8,571,000 for the fourth quarter of 2009. Gross profit for the fourth quarter of 2010 was \$1,400,000 or 14 percent of sales, which approximated the fourth quarter of 2009's total of \$1,406,000, or 16 percent of sales. Operating income declined one percent to \$777,000 for the fourth quarter of 2010 compared to \$783,000 for the fourth quarter of 2009. The sales gain came from increases in the sulfated product line and additives for dust control and agricultural chemicals. Contract manufacturing also contributed to the sales growth. The declines in gross profit and operating income for the fourth quarter of 2010, when compared to the same period in 2009, were caused primarily by our inability to pass on all of the increases in raw material costs, especially from naturally occurring fats and oils and petroleum derivatives.

Selling, general and administrative expense increased \$190,000 or seven percent in 2010 compared to the 2009 amount, and decreased to seven percent of sales in 2010 from eight percent of sales in 2009. The increase resulted primarily from increased selling commissions from the increase in sales in 2010 compared to 2009 plus higher performance based bonuses for the current year.

#### Unallocated Income and Expense

Reference should be made to Note 13 to the Consolidated Financial Statements, included in Item 8 of this Form 10-K, for the schedule that includes these items.

#### Comparison of 2011 to 2010 – Corporate

Corporate expenses for 2011 were \$2,668,000 or two percent of sales, compared to \$1,541,000 or one percent of sales, for 2010. This represents an increase of \$1,127,000 or 73 percent. The most significant contributor to the increase was higher performance based bonuses for select corporate employees which increased \$622,000 during 2011 compared to 2010. The Company also experienced higher stock option compensation costs and consulting fees, partially offset by lower professional fees. During the second quarter of 2011, the Company relocated its Corporate

Office and the Company was no longer able to provide administrative services to the Spartanburg manufacturing facility which the Company sold in 2009. This resulted in the loss of reimbursement for the costs of providing these functions to the buyer of this facility during 2011 along with higher office rent expense.

Comparison of 2010 to 2009 – Corporate

Corporate expense decreased \$467,000, or 23 percent, to \$1,541,000, or one percent of sales, for 2010, compared to \$2,008,000, or two percent of sales, in 2009. The decrease resulted primarily from a decrease in environmental expenses that were eliminated by the sale of the Spartanburg manufacturing facility at the end of the third quarter of 2009. There was no environmental expense during 2010, compared to \$343,000 in 2009. The remainder of the decrease resulted from lower performance based bonuses for 2010. Higher bonuses were awarded in 2009 due to the Ram-Fab acquisition and manufacturing facility dispositions (See Note 16 and Note 17). Interest expense in 2010 decreased \$165,000 from 2009 as a result of lower outstanding debt balances



during 2010 compared to 2009. Other expense for the prior year reflects a \$150,000 medical settlement with a former employee of the Company's Augusta, Georgia chemical operation which was closed in 2001. No similar charge occurred in the current year.

#### Contractual Obligations and Other Commitments

As of December 31, 2011, the Company's contractual obligations and other commitments were as follows:

| (Amounts in thousands)    | Payment Obligations for the Year Ended |        |        |          |        |       |            |
|---------------------------|--|--------|--------|----------|--------|-------|------------|
|                           | Total                                  | 2012   | 2013   | 2014     | 2015   | 2016  | Thereafter |
| Obligations:              |  |        |        |          |        |       |            |
| Revolving credit facility | \$ 8,650                               | \$ -   | \$ -   | \$ 8,650 | \$ -   | \$ -  | \$ -       |
| Interest payments         | 385                                    | 154    | 154    | 77       | -      | -     | -          |
| Operating leases          | 645                                    | 153    | 148    | 146      | 144    | 54    | -          |
| Purchase obligations      | -                                      | -      | -      | -        | -      | -     | -          |
| Deferred compensation (1) | 478                                    | 72     | 71     | 71       | 21     | 21    | 222        |
| Total                     | \$ 10,158                              | \$ 379 | \$ 373 | \$ 8,944 | \$ 165 | \$ 75 | \$ 222     |

(1) For a description of the deferred compensation obligation, see Note 6 to the Consolidated Financial Statements included in Item 8 of this Form 10-K.

#### Current Conditions and Outlook

The Metals Segment's business is highly dependent on its customers' capital expenditures which have begun to show some improvement. Excess capacity in the pipe manufacturing industry continues to present a difficult operating environment. Stainless steel surcharges, which affect the cost of raw materials and selling prices declined in May 2011 through January 2012 but have been increasing for February and March of 2012. These recent increases should generate customer interest to purchase inventory in the near-term. Rising surcharges should also limit the Segment's exposure to any further inventory losses. We believe we are the largest and most capable domestic producer of non-commodity stainless steel pipe and an effective producer of commodity stainless steel pipe which should serve us well in the long run. Our market position remains strong in the commodity pipe market and we are experiencing a significant upswing in project and special alloy demand both domestically and internationally. We also continue to be optimistic about the fabrication business over the long term. There has been a noticeable increase in fabrication quote requests. Approximately 58 percent of the fabrication current backlog comes from paper and wastewater treatment projects with chemical projects accounting for an additional 21 percent. Fabrication's backlog was \$22,700,000 at December 31, 2011 and \$25,300,000 at January 1, 2011. We expect our fabrication backlog to continue to increase over the next quarter or two as our sales force converts the previously mentioned new inquiries into firm orders. We estimate that approximately 80 percent of the fabrication backlog should be completed over the next twelve months.

Specialty Chemicals Segment's sales continue to show improvement into 2012, building on the trend started in the fourth quarter of 2011. The Company expects sales volumes to continue to improve throughout 2012 as a result of aggressive product pricing. Even though raw material costs have stabilized over the last several months, management expects costs to start increasing beginning late in the first quarter of 2012. The Segment expects that a major defoamer

project will be implemented in 2012, which would have the potential for a significant impact on sales and profitability for 2012. There can, however, be no assurance that this project will be implemented.

Item 7A Quantitative and Qualitative Disclosures about Market Risks

The Company is exposed to market risks from adverse changes in interest rates. Changes in U. S. interest rates affect the interest earned on the Company's cash and cash equivalents as well as interest paid on its indebtedness. Except as described below, the Company does not engage in speculative or leveraged transactions, nor does it hold or issue financial instruments for trading purposes. The Company is exposed to changes in interest rates primarily as a result of its borrowing activities used to maintain liquidity and fund business operations.

Fair value of the Company's debt obligations, which approximated the recorded value, consisted of:

At December 31, 2011

\$8,650,000 under a \$20,000,000 revolving line of credit expiring on June 30, 2014 with a variable interest rate of 1.78 percent.

At January 1, 2011

\$219,000 under a \$20,000,000 revolving line of credit expiring on June 30, 2013 with a variable interest rate of 1.76 percent.

#### Item 8 Financial Statements and Supplementary Data

The Company's consolidated financial statements, related notes, report of management and report of the independent registered public accounting firm follow on subsequent pages of this report.

## Consolidated Balance Sheets

As of December 31, 2011 and January 1, 2011

|   | 2011                 | 2010                 |
|---|----------------------|----------------------|
| <b>Assets</b>   |                      |                      |
| <b>Current assets</b>   |                      |                      |
| Cash and cash equivalents   | \$ 110,138           | \$ 108,902           |
| Accounts receivable, less allowance for doubtful<br>accounts of \$1,203,000 and \$435,000, respectively | 26,582,279           | 19,972,900           |
| <b>Inventories</b>  |                      |                      |
| Raw materials   | 10,120,408           | 12,660,670           |
| Work-in-process   | 12,632,301           | 9,571,811            |
| Finished goods  | 20,310,029           | 12,120,276           |
| Total inventories   | 43,062,738           | 34,352,757           |
| Deferred income taxes   | 2,632,145            | 2,257,000            |
| Prepaid expenses and other current assets   | 2,250,735            | 814,185              |
| Total current assets  | 74,638,035           | 57,505,744           |
| Cash value of life insurance  | 3,092,430            | 3,029,566            |
| Property, plant and equipment, net  | 18,713,524           | 18,191,947           |
| Goodwill  | 2,354,730            | 2,354,730            |
| Deferred charges, net and other non-current assets  | 117,645              | 293,372              |
| <b>Total assets</b>   | <b>\$ 98,916,364</b> | <b>\$ 81,375,359</b> |
| <b>Liabilities and Shareholders' Equity</b>   |                      |                      |
| <b>Current liabilities</b>  |                      |                      |
| Accounts payable  | \$ 13,043,153        | \$ 10,674,077        |
| Accrued expenses  | 5,112,662            | 3,306,291            |
| Current portion of environmental reserves   | 138,000              | 293,456              |
| Total current liabilities   | 18,293,815           | 14,273,824           |
| Long-term debt  | 8,650,431            | 219,275              |
| Environmental reserves  | 502,000              | 643,000              |
| Deferred compensation   | 293,555              | 302,159              |
| Deferred income taxes   | 2,557,662            | 2,062,000            |
| <b>Shareholders' equity</b>   |                      |                      |
| Common stock, par value \$1 per share - authorized<br>12,000,000 shares; issued 8,000,000 shares        | 8,000,000            | 8,000,000            |
| Capital in excess of par value  | 1,153,889            | 942,707              |
| Retained earnings   | 74,198,151           | 69,981,395           |
|   | 83,352,040           | 78,924,102           |
| Less cost of common stock in treasury: 1,674,156 and<br>1,710,591 shares, respectively                  | 14,733,139           | 15,049,001           |
| Total shareholders' equity  | 68,618,901           | 63,875,101           |
| Commitments and contingencies – See Note 11   |                      |                      |

|  |               |               |
|--|---------------|---------------|
| Total liabilities and shareholders' equity | \$ 98,916,364 | \$ 81,375,359 |
|--|---------------|---------------|

See accompanying notes to consolidated financial statements.

## Consolidated Statements of Operations

Years ended December 31, 2011, January 1, 2011 and January 2, 2010

|   | 2011          | 2010          | 2009          |
|---|---------------|---------------|---------------|
| Net sales   | \$170,575,298 | \$151,120,668 | \$103,639,587 |
| Cost of sales   | 149,485,455   | 135,204,721   | 94,150,808    |
| Gross profit  | 21,089,843    | 15,915,947    | 9,488,779     |
| Selling, general and administrative expense             | 12,284,478    | 9,723,590     | 8,786,544     |
| Operating income  | 8,805,365     | 6,192,357     | 702,235       |
| Other (income) and expense                              |               |               |               |
| Interest expense  | 140,784       | 54,240        | 350,400       |
| Change in fair value of interest rate swap              | -             | -             | (131,000)     |
| Other, net  | (85,579)      | (11,706)      | 131,210       |
| Income from continuing operations before income taxes   | 8,750,160     | 6,149,823     | 351,625       |
| Provision for income taxes                              | 2,953,000     | 2,116,000     | 133,000       |
| Net income from continuing operations                   | 5,797,160     | 4,033,823     | 218,625       |
| Income from discontinued operations before income taxes | -             | -             | 36,891        |
| Provision for income taxes                              | -             | -             | 41,000        |
| Net (loss) from discontinued operations                 | -             | -             | (4,109)       |
| Net income  | \$5,797,160   | \$4,033,823   | \$214,516     |
| Net income (loss) per basic common share:               |               |               |               |
| Continuing operations                                   | \$0.92        | \$0.64        | \$0.03        |
| Discontinued operations                                 | -             | -             | (0.00)        |
| Net income  | \$0.92        | \$0.64        | \$0.03        |
| Net income (loss) per diluted common share:             |               |               |               |
| Continuing operations                                   | \$0.91        | \$0.64        | \$0.03        |
| Discontinued operations                                 | -             | -             | (0.00)        |
| Net income  | \$0.91        | \$0.64        | \$0.03        |

See accompanying notes to consolidated financial statements.

## Consolidated Statements of Shareholders' Equity

|   | Common<br>Stock | Capital in<br>Excess of<br>Par Value | Retained<br>Earnings | Cost of<br>Common<br>Stock in<br>Treasury | Total        |
|---|-----------------|--------------------------------------|----------------------|---|--------------|
| Balance at January 3, 2009  | \$8,000,000     | \$752,765                            | \$69,529,995         | \$(15,416,192)                            | \$62,866,568 |
| Net income  |                 |                                      | 214,516              |   | 214,516      |
| Payment of dividends,<br>\$0.10 per share                         |                 |                                      | (631,108 )           |   | (631,108 )   |
| Issuance of 19,042 shares<br>of common stock<br>from the treasury |                 | (106,219 )                           |                      | 167,510                                   | 61,291       |
| Employee stock option<br>and grant compensation                   |                 | 209,475                              |                      |   | 209,475      |
| Balance at January 2, 2010  | 8,000,000       | 856,021                              | 69,113,403           | (15,248,682)                              | 62,720,742   |
| Net income  |                 |                                      | 4,033,823            |   | 4,033,823    |
| Payment of dividends,<br>\$0.50 per share                         |                 |                                      | (3,165,831 )         |   | (3,165,831 ) |
| Issuance of 13,949 shares<br>of common stock<br>from the treasury |                 | (55,220 )                            |                      | 122,707                                   | 67,487       |
| Stock options exercised<br>for 8,884 shares, net                  |                 | (37,908 )                            |                      | 76,974                                    | 39,066       |
| Employee stock option<br>and grant compensation                   |                 | 179,814                              |                      |   | 179,814      |
| Balance at January 1, 2011  | 8,000,000       | 942,707                              | 69,981,395           | (15,049,001)                              | 63,875,101   |
| Net income  |                 |                                      | 5,797,160            |   | 5,797,160    |
| Payment of dividends,<br>\$0.25 per share                         |                 |                                      | (1,580,404 )         |   | (1,580,404 ) |
| Issuance of 18,280 shares<br>of common stock<br>from the treasury |                 | (72,247 )                            |                      | 160,835                                   | 88,588       |
| Stock options exercised<br>for 18,155 shares, net                 |                 | 6,876                                |                      | 155,027                                   | 161,903      |
| Employee stock option<br>and grant compensation                   |                 | 276,553                              |                      |   | 276,553      |
| Balance at December 31, 2011                                      | \$8,000,000     | \$1,153,889                          | \$74,198,151         | \$(14,733,139)                            | \$68,618,901 |

See accompanying notes to consolidated financial statements.

## Consolidated Statements of Cash Flows

Years ended December 31, 2011, January 1, 2011 and January 2, 2010

|  | 2011         | 2010         | 2009         |
|--|--------------|--------------|--------------|
| <b>Operating activities</b>                                    |              |              |              |
| Net income from continuing operations                          | \$ 5,797,160 | \$ 4,033,823 | \$ 218,625   |
| Adjustments to reconcile net income to net cash                |              |              |              |
| (used in) provided by operating activities:                    |              |              |              |
| Depreciation expense   | 2,631,864    | 2,631,785    | 2,331,531    |
| Amortization of deferred charges                               | 26,958       | 10,680       | 70,535       |
| Deferred income taxes  | 120,517      | (116,000 )   | (100,000 )   |
| Provision for losses on accounts receivable                    | 792,719      | 62,617       | 497,576      |
| (Reduction of) provision for losses on inventories             | (599,981 )   | 1,356,057    | (1,604,000 ) |
| Loss (gain) on sale of property, plant and equipment           | 198          | 5,372        | (4,973 )     |
| Cash value of life insurance                                   | (62,864 )    | (69,929 )    | (91,662 )    |
| Environmental reserves   | (296,456 )   | (188,544 )   | (239,000 )   |
| Issuance of treasury stock for director fees                   | 78,704       | 67,487       | 75,010       |
| Employee stock option and grant compensation                   | 276,553      | 179,814      | 209,475      |
| Changes in operating assets and liabilities:                   |              |              |              |
| Accounts receivable  | (7,402,098 ) | (5,994,387 ) | 4,313,283    |
| Inventories  | (8,110,000 ) | (10,204,490) | 17,392,097   |
| Other assets and liabilities                                   | (973,550 )   | (17,103 )    | (618,415 )   |
| Accounts payable   | 2,369,076    | 4,092,446    | (2,053,358 ) |
| Accrued expenses   | 1,806,371    | (2,514,456 ) | (748,568 )   |
| Accrued income taxes   | (312,951 )   | 616,885      | 254,403      |
| Net cash (used in) provided by continuing operating activities | (3,857,780 ) | (6,047,943 ) | 19,902,559   |
| Net cash provided by discontinued operating activities         | -            | -            | 285,972      |
| Net cash (used in) provided by operating activities            | (3,857,780 ) | (6,047,943 ) | 20,188,531   |
| <b>Investing activities</b>                                    |              |              |              |
| Purchases of property, plant and equipment                     | (3,185,129 ) | (5,095,254 ) | (1,892,195 ) |
| Proceeds from sale of property, plant and equipment            | 31,490       | 63,032       | 1,162,119    |
| Acquisition of Ram-Fab, Inc.                                   | -            | -            | (5,707,773 ) |
| Net cash used in continuing investing activities               | (3,153,639 ) | (5,032,222 ) | (6,437,849 ) |
| Sale of Blackman Uhler Specialties, LLC assets, net            | -            | -            | 10,365,757   |
| Sale of Organic Pigments, LLC assets, net                      | -            | -            | 1,441,006    |



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|  |              |              |               |
|--|--------------|--------------|---------------|
| Purchases of property, plant and equipment             | -            | -            | (501,346 )    |
| Net cash provided by discontinued investing activities | -            | -            | 11,305,417    |
| Net cash (used in) provided by investing activities    | (3,153,639 ) | (5,032,222 ) | 4,867,568     |
| Financing activities                                   |              |              |               |
| Net borrowings from (payments on) long-term debt       | 8,431,156    | 219,275      | (10,425,649)  |
| Proceeds from exercised stock options                  | 161,903      | 39,066       | -             |
| Dividends paid   | (1,580,404 ) | (3,165,831 ) | (631,108 )    |
| Net cash provided by (used in) financing activities    | 7,012,655    | (2,907,490 ) | (11,056,757)  |
| Increase (decrease) in cash and cash equivalents       | 1,236        | (13,987,655) | 13,999,342    |
| Cash and cash equivalents at beginning of year         | 108,902      | 14,096,557   | 97,215        |
| Cash and cash equivalents at end of year               | \$ 110,138   | \$ 108,902   | \$ 14,096,557 |

See accompanying notes to consolidated financial statements.

## Notes to Consolidated Financial Statements

### Note 1 Summary of Significant Accounting Policies

#### Description of Business

Synalloy Corporation, a Delaware corporation, was incorporated in 1958 as the successor to a chemical manufacturing business founded in 1945. Its charter is perpetual. The name was changed on July 31, 1967 from Blackman Uhler Industries, Inc. On June 3, 1988, the state of incorporation was changed from South Carolina to Delaware. The Company's executive offices are located at 775 Spartan Boulevard, Suite 102, Spartanburg, South Carolina.

The Company's business is divided into two segments, the Metals Segment and the Specialty Chemicals Segment. The Metals Segment operates as BRISMET, BristolFab and Ram-Fab. BRISMET manufactures pipe, BristolFab fabricates piping systems from stainless steel and other alloys, and Ram-Fab fabricates piping systems from carbon, chrome, stainless steel and other alloys. The Specialty Chemicals Segment operates as Manufacturers Chemicals, LLC and produces specialty chemicals and dyes.

#### Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its subsidiaries, all of which are wholly owned. The Metals Segment is comprised of two wholly-owned subsidiaries: Synalloy Metals, Inc. which owns 100 percent of Bristol Metals, LLC, located in Bristol, Tennessee; and Ram-Fab, LLC, located in Crossett, Arkansas. The Specialty Chemicals Segment consists of the Company's wholly-owned subsidiary Manufacturers Soap and Chemical Company which owns 100 percent of Manufacturers Chemicals, LLC, located in Cleveland, Tennessee and Dalton, Georgia. All significant intercompany transactions have been eliminated.

#### Accounting Period

The Company's fiscal year is the 52 or 53 week period ending the Saturday nearest to December 31. Fiscal year 2011 ended on December 31, 2011, fiscal year 2010 ended on January 1, 2011 and fiscal year 2009 ended on January 2, 2010, each year having 52 weeks.

#### Cash and Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. The Company maintains cash balances at financial institutions with strong credit ratings.

#### Accounts Receivable

Accounts receivable from the sale of products are recorded at net realizable value and the Company generally grants credit to customers on an unsecured basis. Substantially all of the Company's accounts receivables are due from companies located throughout the United States. The Company provides an allowance for doubtful collections and for disputed claims and quality issues. The allowance is based upon a review of outstanding receivables, historical collection information and existing economic conditions. The Company performs periodic credit evaluations of its customers' financial condition and generally does not require collateral. Receivables are generally due within 30 to 45 days. Delinquent receivables are written off based on individual credit evaluations and specific circumstances of the customer.

#### Inventories

Inventories are stated at the lower of cost or market. Cost is determined by the first-in, first-out (FIFO) method. The Company writes down its inventory for estimated obsolescence or unmarketable inventory equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand and current market conditions. As of December 31, 2011 and January 1, 2011, inventory has been reduced by \$2,699,000 and \$3,299,000, respectively, for obsolescence and market reserves.

#### Property, Plant and Equipment

Property, plant and equipment are stated at cost. Depreciation is provided on the straight-line method over the estimated useful life of the assets. Land improvements and buildings are depreciated over a range of ten to 40

years, and machinery, fixtures and equipment are depreciated over a range of three to 20 years. The costs of software licenses are amortized over five years using the straight-line method.

#### Goodwill

Goodwill, representing intangibles arising from the excess of purchase price over fair value of net assets of businesses acquired, is not amortized but is reviewed annually in the fourth quarter for impairment. Deferred charges represent other intangible assets that are amortized over their useful lives. Accumulated amortization of deferred charges as of December 31, 2011 and January 1, 2011 totaled \$27,000 and \$11,000, respectively. The Company continually reviews the recoverability of the carrying value of long-lived assets. The Company also reviews long-lived assets for impairment whenever events or changes in circumstances indicate the carrying amount of such assets may not be recoverable. When the future undiscounted cash flows of the operation to which the assets relate do not exceed the carrying value of the asset, the assets are written down to fair value.

#### Revenue Recognition

Revenue from product sales is recognized at the time ownership of goods transfers to the customer and the earnings process is complete.

#### Shipping Costs

Shipping costs of approximately \$3,088,000, \$2,669,000 and \$1,730,000 in 2011, 2010 and 2009, respectively, are recorded in cost of goods sold.

#### Research and Development Expenses

The Company incurred research and development expense of approximately \$352,000, \$392,000 and \$289,000 in 2011, 2010 and 2009, respectively.

#### Earnings Per Share of Common Stock

Earnings per share of common stock are computed based on the weight average number of shares outstanding during each period. See Note 12.

#### Fair Value of Financial Instruments

The carrying amounts reported in the balance sheet for cash and cash equivalents, trade accounts receivable, cash surrender value of life insurance, investments and borrowings under the Company's line of credit approximate their fair value.

#### Fair Value Disclosures

The Company determines the fair values of its financial instruments maximizing the use of observable inputs and minimizing the use of unobservable inputs when measuring fair value. The Company utilizes three levels of inputs when measuring fair value. Level-1 measurements utilize quoted prices in active markets for identical assets or liabilities. The Company does not currently have any Level-1 financial assets or liabilities. Level-2 measurements utilize observable inputs other than Level-1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs observable or that can be corroborated by observable market data for substantially the full term of the assets or liabilities. The Company has a level-2 asset from its cash value of life insurance having a fair value of \$3,092,000 and \$3,030,000 at December 31, 2011 and January 1, 2011, respectively. Changes in its fair value were recorded in non-current assets with corresponding offsetting entries to selling, general and administrative expense. Level-3 measurements utilize unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. The Company does not currently have any material Level-3 financial assets or liabilities.

#### Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions, primarily for testing goodwill for impairment and for establishing reserves on accounts receivable, inventories and environmental issues, that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

### Concentrations of Credit Risk

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of cash deposits, trade accounts receivable and cash surrender value of life insurance. The cash surrender value of life insurance is the contractual amount on policies maintained with one insurance company. The Company performs a periodic evaluation of the relative credit standing of this company as it relates to the insurance industry. See Note 13.

### Subsequent Events

Management has evaluated subsequent events through the date of filing this Form 10-K.

### Note 2 Property, Plant and Equipment

Property, plant and equipment consist of the following:

|  | 2011                | 2010                |
|--|---------------------|---------------------|
| Land                                       | \$515,105           | \$451,523           |
| Land improvements                          | 681,278             | 635,217             |
| Buildings                                  | 12,224,712          | 11,938,434          |
| Machinery, fixtures and equipment          | 42,747,487          | 42,366,519          |
| Construction-in-progress                   | 2,378,018           | 1,286,579           |
|  | 58,546,600          | 56,678,272          |
| Less accumulated depreciation              | 39,833,076          | 38,486,325          |
| <b>Total property, plant and equipment</b> | <b>\$18,713,524</b> | <b>\$18,191,947</b> |

The Company recorded depreciation expense of \$2,632,000 for both 2011 and 2010 and \$2,332,000 in 2009, respectively.

### Note 3 Long-term Debt

|   | 2011               | 2010             |
|---|--------------------|------------------|
| \$ 20,000,000 Revolving line of credit, due June 30, 2014 | \$8,650,431        | \$219,275        |
| Less current installments                                 | -                  | -                |
| <b>Total long-term debt</b>                               | <b>\$8,650,431</b> | <b>\$219,275</b> |

On June 30, 2010, the Company entered into a Credit Agreement with a regional bank to provide a \$20,000,000 line of credit that was to expire on June 30, 2013. This agreement was amended by the bank on August 19, 2011 to extend the maturity date of the Credit Agreement by one additional year to June 30, 2014. None of the other terms of the debt agreement were modified. The Company's previous debt facility, with a different lender, was to expire at the end of 2010. Interest on the Credit Agreement is calculated using the One Month LIBOR Rate, plus a pre-defined spread, which is determined by the Company's Total Funded Debt to EBITDA ratio. The interest rate at December 31, 2011 and January 1, 2011 was 1.78 and 1.76 percent, respectively. Additionally, the Company is required to pay a fee equal to 0.125 percent on the average daily unused amount of the line of credit on a quarterly basis. Borrowings under the line of credit are limited to an amount equal to a borrowing base calculation that includes eligible accounts receivable, inventories and cash surrender value of the Company's life insurance. Additionally, the credit facility requires an agreement not to pledge the fixed assets of the Company. As of December 31, 2011, the amount available for borrowing was \$20,000,000 of which \$8,650,000 was borrowed, leaving \$11,350,000 of availability. Covenants under

the agreement include maintaining a certain Funded Debt to EBITDA ratio, a minimum tangible net worth, and total liabilities to tangible net worth ratio. In addition, the Company is limited to a maximum amount of capital expenditures per year. At December 31, 2011, the Company was in compliance with its debt covenants. Average borrowings outstanding during fiscal 2011, 2010 and 2009 were \$5,663,000, \$1,079,000 and \$2,721,000 with weighted average interest rates of 1.73 percent, 1.82 percent and 1.95 percent, respectively. The Company made interest payments of \$114,000 in 2011, \$37,000 in 2010 and \$525,000 in 2009.

On February 23, 2006, the Company entered into an interest rate swap contract with its bank with a notional amount of \$4,500,000 pursuant to which the Company received interest at Libor and paid interest at a fixed interest rate of 5.27 percent. The contract ran from March 1, 2006 to December 31, 2010, which equated to the final payment amount and due date of the term loan. The Company paid \$245,000 in December of 2009 and eliminated the swap.

#### Note 4 Accrued Expenses

Accrued expenses consist of the following:

|                                 | 2011               | 2010               |
|---------------------------------|--------------------|--------------------|
| Salaries, wages and commissions | \$2,176,495        | \$1,151,210        |
| Advances from customers         | 1,146,559          | 676,729            |
| Insurance                       | 958,615            | 774,571            |
| Taxes, other than income taxes  | 68,377             | 55,716             |
| Benefit plans                   | 175,943            | 159,783            |
| Interest                        | 4,928              | 13,014             |
| Professional fees               | 225,000            | 141,750            |
| Utilities                       | 6,000              | 11,768             |
| Other accrued items             | 350,745            | 321,750            |
| <b>Total accrued expenses</b>   | <b>\$5,112,662</b> | <b>\$3,306,291</b> |

#### Note 5 Environmental Compliance Costs

At December 31, 2011, the Company had accrued \$640,000 in remediation costs which, in management's best estimate, is sufficient to satisfy anticipated costs of known remediation requirements as outlined below. Expenditures related to costs currently accrued are not discounted to their present values and are expected to be made over the next three to four years. As a result of the evolving nature of the environmental regulations, the difficulty in estimating the extent and remedy of environmental contamination, and the availability and application of technology, the estimated costs for future environmental compliance and remediation are subject to uncertainties and it is not possible to predict the amount or timing of future costs of environmental matters which may subsequently be determined.

Prior to 1987, the Company utilized certain products at its chemical facilities that are currently classified as hazardous materials. Testing of the groundwater in the areas of the former wastewater treatment impoundments at these facilities disclosed the presence of certain contaminants. In addition, several solid waste management units ("SWMUs") at the plant sites have been identified. In 1998 the Company completed a RCRA Facility Investigation at its Spartanburg plant site, and based on the results, completed a Corrective Measures Study in 2000. A Corrective Measures Plan specifying remediation procedures to be performed was submitted in 2000 and the Company received regulatory approval. In prior years remediation projects were completed to clean up ten of 14 SWMUs on the Spartanburg plant site at a cost of approximately \$530,000. The Company completed the cleanup of the remaining four SWMUs in the fourth quarter of 2009 for a cost of approximately \$438,000. On October 2, 2009, the Company entered into an Asset Purchase Agreement and sold the Spartanburg facilities as discussed in Note 17. As part of the Agreement, the Company agreed to complete the SWMU cleanups described above and several unrelated cleanup projects at the site. The purchaser agreed to assume any future unidentified environmental liabilities at the site and pay all future annual monitoring and reporting costs required by the RCRA permit covering the site. The Company has completed all of the RCRA-Permit required cleanup projects.



At the former Augusta plant site, the Company submitted a Baseline Risk Assessment and Corrective Measures Plan for regulatory approval. A Closure and Post-Closure Care Plan was submitted and approved in 2001 for the closure of the surface impoundment (former regulated unit). The Company completed and certified closure of the surface impoundment during 2002. During 2005, the Company completed a preliminary analysis of remedial alternatives to eliminate direct contact with surface soils based on the Baseline Risk Assessment. In 2011, the Company identified a concentration of soil contamination. With the approval of the Georgia Department of

Natural Resources, Environmental Protection Division (“EPD”), the affected soil was removed and the section of the property was backfilled with clean fill material plus selected chemicals to clean any impurities left behind. Based upon the soil remediation performed, the Company filed a Site-Wide Corrective Action Plan with the EPD in December 2011 to terminate the RCRA Permit. The Company has accrued \$565,000 at December 31, 2011, for estimated future remedial and cleanup costs. As part of Asset Purchase Agreement for the Spartanburg facility, the purchaser also agreed to pay for all future annual monitoring and reporting costs at the Augusta facility required by the EPD.

The Company has identified and evaluated two SWMUs at its plant in Bristol, Tennessee that revealed residual groundwater contamination. An Interim Corrective Measures Plan to address the final area of contamination identified was submitted for regulatory approval and was approved in March of 2005. The Company had \$75,000 accrued at December 31, 2011, to provide for estimated future remedial and cleanup costs.

The Company has been designated, along with others, as a potentially responsible party under the Comprehensive Environmental Response, Compensation, and Liability Act, or comparable state statutes, at two waste disposal sites. Notifications for these two sites were received by the Company in November 2007 and February 2008. It is impossible to determine the ultimate costs related to the two sites due to several factors such as the unknown possible magnitude of possible contamination, the unknown timing and extent of the corrective actions which may be required, and the determination of the Company’s liability in proportion to the other parties. At the present time, the Company does not have sufficient information to form an opinion as to whether it has any liability, or the amount of such liability, if any. However, it is reasonably possible that some liability exists.

The Company was also named as one of many potentially responsible parties in a Superfund Site brought by the United States Environmental Protection Agency. Notification for this site was received on September 13, 2010. The Company qualified for a special de minimis party settlement at this Site and upon payment of approximately \$2,000, was able to be released from further consideration.

The Company does not anticipate any insurance recoveries to offset the environmental remediation costs it has incurred. Due to the uncertainty regarding court and regulatory decisions, and possible future legislation or rulings regarding the environment, many insurers will not cover environmental impairment risks, particularly in the chemical industry. Hence, the Company has been unable to obtain this coverage at an affordable price.

#### Note 6 Deferred Compensation

The Company has deferred compensation agreements with certain former officers providing for payments for the longer of ten years or life from age 65. The present value of such vested future payments, \$294,000 at December 31, 2011, has been accrued.

## Note 7 Stock Options, Stock Grants and New Stock Issues

A summary of activity in the Company's stock option plans is as follows:

|                           | Weighted<br>Average<br>Exercise<br>Price | Options<br>Outstanding | Weighted<br>Average<br>Contractual<br>Term<br>(in years) | Intrinsic<br>Value of<br>Options | Options<br>Available |
|---------------------------|--|------------------------|--|----------------------------------|----------------------|
| At January 3, 2009        | \$8.48                                   | 128,243                | 3.7  | \$4,865                          | -                    |
| Cancelled / Expired       | \$7.67                                   | (45,250 )              |  |                                  |                      |
| At January 2, 2010        | \$8.92                                   | 82,993                 | 4.5  | \$76,923                         | -                    |
| Exercised                 | \$4.97                                   | (9,900 )               |  |                                  |                      |
| Cancelled / Expired       | \$9.96                                   | (29,093 )              |  |                                  |                      |
| At January 1, 2011        | \$9.13                                   | 44,000                 | 3.6  | \$131,670                        | -                    |
| 2011 option plan          |  |                        |  |                                  | 350,000              |
| Granted                   | \$11.55                                  | 100,000                |  |                                  | (100,000 )           |
| Exercised                 | \$9.15                                   | (19,200 )              |  |                                  |                      |
| Expired                   | \$9.96                                   | (4,000 )               |  |                                  |                      |
| At December 31, 2011      | \$11.28                                  | 120,800                | 8.0  | 6,448                            | 250,000              |
| Exercisable options       | \$9.96                                   | 20,800                 | 3.1  | 6,448                            |                      |
|                           |  |                        |  | Grant Date<br>Fair Value         |                      |
| Options expected to vest: |  |                        |  |                                  |                      |
| At January 2, 2010        | \$9.96                                   | 15,454                 | 5.1  | \$6.77                           |                      |
| Vested                    | \$9.96                                   | (15,454 )              |  |                                  |                      |
| At January 1, 2011        | \$-                                      | -                      |  | \$-                              |                      |
| Granted                   | \$11.55                                  | 100,000                | 9.1  | 7.93                             |                      |
| Vested                    | \$-                                      | -                      |  | \$-                              |                      |
| At December 31, 2011      | \$11.55                                  | 100,000                |  | \$-                              |                      |

The following table summarizes information about stock options outstanding at December 31, 2011:

| Range of<br>Exercise<br>Prices | Outstanding Stock Options |                                       |  | Exercisable Stock<br>Options |  |
|--------------------------------|---------------------------|---------------------------------------|--|------------------------------|--|
|                                | Shares                    | Weighted Average<br>Exercise<br>Price | Remaining<br>Contractual<br>Life in<br>Years | Shares                       | Weighted<br>Average<br>Exercise<br>Price |
| \$9.96                         | 20,800                    | \$9.96                                | 3.09   | 20,800                       | \$9.96                                   |
| \$11.55                        | 100,000                   | \$11.55                               | 9.07   | -                            | -  |
|                                | 120,800                   |                                       |  | 20,800                       |  |

On January 21, 2011, the Board of Directors of the Company adopted the 2011 Long-Term Incentive Stock Option Plan (the "2011 Plan") which was approved by the Shareholders at the April 28, 2011 Annual Meeting. The 2011 Plan

authorizes the issuance of incentive options for up to 350,000 shares of the Company's common stock. The Company granted options to purchase 100,000 shares of its common stock at an exercise price of \$11.55 to its CEO on January 24, 2011, which may be exercised beginning one year after the date of grant at a rate of 20 percent annually on a cumulative basis, and unexercised options expire ten years from the grant date. The per

share weighted-average fair value of the stock options granted during 2011 was \$7.93. The fair value of the option grant was estimated using the Black-Scholes option-pricing model based on a risk-free interest rate of 3.34 percent, an expected life of ten years, an expected volatility of 0.49 and a dividend yield of 2.10 percent. Prior to the 2011 Plan, the Company had two stock option plans, neither of which have options available for future issuance after April 30, 2008. Under the 1998 Plan covering officers and key employees, options may be exercised beginning one year after date of grant at a rate of 20 percent annually on a cumulative basis, and unexercised options expire ten years from the grant date. Under the 1994 Non-Employee Directors' Plan, options were exercisable at the date of grant. Shares issued under both stock option plans come from shares held in Treasury. The 1998 Plan is an incentive stock option plan, therefore there are no income tax consequences to the Company when an option is granted or exercised. No options were exercised in 2009. In 2011 and 2010, options for 19,200 and 9,900 shares were exercised by employees and directors for an aggregate exercise price of \$176,000 and \$49,000 respectively. The proceeds were generated from cash received of \$162,000 and from the repurchase of 1,045 shares from employees and directors totaling \$14,000 in 2011 and from cash received of \$39,000 and from the repurchase of 1,016 shares from employees and directors totaling \$10,000 in 2010. At the 2011, 2010 and 2009 respective year ends, options to purchase 20,800, 44,000 and 67,539 shares with weighted average exercise prices of \$9.96, \$9.13 and \$8.69, respectively, were fully exercisable. Compensation cost charged against income before taxes for the options was approximately \$111,000 for 2011, \$7,000 for 2010 and \$76,000 for 2009. As of December 31, 2011, there was \$682,000 of unrecognized compensation cost related to unvested stock options granted under the Company's stock option plans.

The Company has a Stock Awards Plan in effect at December 31, 2011. A summary of plan activity for 2009, 2010 and 2011 is as follows:

|                                  | Shares    | Weighted<br>Average<br>Grant Date<br>Fair Value |
|----------------------------------|-----------|---|
| Outstanding at January 3, 2009   | 25,244    | \$21.62   |
| Granted February 12, 2009        | 5,500     | 5.22  |
| Vested                           | (6,382 )  | 21.97   |
| Forfeited or expired             | (1,228 )  | 21.76   |
| Outstanding at January 2, 2010   | 23,134    | 17.62   |
| Granted February 24, 2010        | 51,500    | 7.88  |
| Vested                           | (7,059 )  | 19.30   |
| Forfeited or expired             | (19,235 ) | 8.89  |
| Outstanding at January 1, 2011   | 48,340    | 10.47   |
| Granted January 24, 2011         | 13,420    | 11.55   |
| Granted February 09, 2011        | 13,300    | 13.34   |
| Vested                           | (12,290 ) | 12.81   |
| Forfeited or expired             | (19,198 ) | 9.62  |
| Outstanding at December 31, 2011 | 43,572    | 11.39   |

The Compensation & Long-Term Incentive Committee of the Board of Directors of the Company approves stock grants under the Company's 2005 Stock Awards Plan to certain management employees of the Company. The stock awards vest in 20 percent increments annually on a cumulative basis, beginning one year after the date of grant from shares held in Treasury. In order for the awards to vest, the employee must be in the continuous employment of the Company since the date of the award. Any portion of an award that has not vested is forfeited upon termination of employment. The Company may terminate any portion of the award that has not vested upon an employee's failure to

comply with all conditions of the award or the Plan. An employee is not entitled to any voting rights with respect to any shares not yet vested, and the shares are not transferable. Compensation expense totaling \$332,000, \$406,000 and \$29,000 on the grants issued in 2011, 2010 and 2009, respectively, is being charged against earnings equally net of forfeitures, if any, over a period of 60 months from the dates of the grants, with the offset recorded in Shareholders' Equity. Compensation cost charged against income for the awards was approximately \$165,000, \$105,000 net of income taxes, or \$0.02 per share for 2011, \$174,000, \$110,000 net of income taxes, or \$0.02 per share for 2010 and \$134,000, \$85,000 net of income taxes, or \$0.01

per share, for 2009. As of December 31, 2011, there was \$372,000 of total unrecognized compensation cost related to unvested stock grants under the 2005 Stock Awards Plan.

On May 4, 2011, the Company issued to each of its non-employee directors 998 shares of its common stock from shares held in Treasury (an aggregate of 4,990 shares). Additionally, on August 11, 2011, the Company issued to each of two newly elected non-employee directors 1,124 shares of its common stock from shares held in Treasury. The Company issued 1,531 shares and 2,532 shares to non-employee directors in 2010 and 2009, respectively. Such shares were issued to the directors in lieu of \$15,000 of their annual cash retainer fees. During 2011, two non-employee directors resigned/retired from the Board of Directors resulting in the forfeiture of 1,248 shares.

#### Note 8 Income Taxes

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax liabilities and assets are as follows at the respective year ends:

| (Amounts in thousands)                      | 2011  | 2010    |
|---|-------|---------|
| Deferred tax assets:                        |       |         |
| Inventory valuation reserves                | \$966 | \$1,181 |
| Allowance for doubtful accounts             | 382   | 166     |
| Inventory capitalization                    | 1,601 | 1,039   |
| Environmental reserves                      | 229   | 335     |
| Other                                       | 430   | 212     |
| Total deferred tax assets                   | 3,608 | 2,933   |
| Deferred tax liabilities:                   |       |         |
| Tax over book depreciation and amortization | 2,908 | 2,555   |
| Prepaid expenses                            | 582   | 183     |
| Other                                       | 44    | -       |
| Total deferred tax liabilities              | 3,534 | 2,738   |
| Net deferred tax assets                     | \$74  | \$195   |

Significant components of the provision for (benefit from) income taxes for continuing operations are as follows:

| (Amounts in thousands) | 2011    | 2010    | 2009   |
|------------------------|---------|---------|--------|
| Current:               |         |         |        |
| Federal                | \$2,670 | \$2,039 | \$100  |
| State                  | 162     | 193     | 133    |
| Total current          | 2,832   | 2,232   | 233    |
| Deferred:              |         |         |        |
| Federal                | 108     | (148 )  | (16 )  |
| State                  | 13      | 32      | (84 )  |
| Total deferred         | 121     | (116 )  | (100 ) |
| Total                  | \$2,953 | \$2,116 | \$133  |

The reconciliation of income tax computed at the U. S. federal statutory tax rates to income tax expense for continuing operations is:





| (Amounts in thousands)      | 2011    |      |    | 2010    |      |    | 2009   |      |    |
|-----------------------------|---------|------|----|---------|------|----|--------|------|----|
|                             | Amount  | %    | %  | Amount  | %    | %  | Amount | %    | %  |
| Tax at U.S. statutory rates | \$2,975 | 34.0 | %  | \$2,091 | 34.0 | %  | \$120  | 34.0 | %  |
| State income taxes, net of  |         |      |    |         |      |    |        |      |    |
| Federal tax benefit         | 133     | 1.5  | %  | 148     | 2.4  | %  | 14     | 4.0  | %  |
| Manufacturing exemption     | (162 )  | (1.9 | %) | (160 )  | (2.6 | %) | -      | -    |    |
| Other, net                  | 7       | 0.1  | %  | 37      | 0.6  | %  | (1 )   | (0.1 | %) |
| Total                       | \$2,953 | 33.7 | %  | \$2,116 | 34.4 | %  | \$133  | 37.9 | %  |

Income tax payments of approximately \$3,143,000, \$1,659,000 and \$2,039,000 were made in 2011, 2010 and 2009, respectively. The Company had South Carolina state net operating loss carryforwards of approximately \$39,423,000 at December 31, 2011, which will expire between the years 2017 to 2030, and \$39,179,000 at January 1, 2011. Since the likelihood of recognizing these carryforwards is remote, they have been fully reserved in the financial statements.

The Company and its subsidiaries are subject to U.S. federal income tax as well as income tax of multiple state jurisdictions. The Company has substantially concluded all U.S. federal income tax matters for years through 2007 and substantially all material state and local income tax matters for years through 2005. The Company's federal income tax return for 2007 was examined by the Internal Revenue Service in 2009 and federal income tax and interest liabilities resulting from this examination were not material. The Company's continuing practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accruals for uncertain tax positions including interest and penalties at the end of 2011 or 2010.

#### Note 9 Benefit Plans and Collective Bargaining Agreements

The Company has a 401(k) Employee Stock Ownership Plan covering all non-union employees. Employees may contribute to the Plan up to 100 percent of their salary with a maximum of \$16,500 for 2011. Under the Economic Growth and Tax Relief Reconciliation Act, employees who are age 50 or older may contribute an additional \$5,500 per year for a maximum of \$22,000 for 2011. Contributions by the employees are invested in one or more funds at the direction of the employee; however, employee contributions cannot be invested in Company stock. Contributions by the Company are made in cash and then used by the Plan Trustee to purchase Synalloy stock. The Company contributes on behalf of each eligible participant a matching contribution equal to a percentage which is determined each year by the Board of Directors. For 2011, 2010 and 2009 the maximum was four percent. The matching contribution is allocated weekly. Matching contributions of approximately \$345,000, \$364,000 and \$330,000 were made for 2011, 2010 and 2009, respectively. The Company may also make a discretionary contribution, which if made, would be distributed to all eligible participants regardless of whether they contribute to the Plan. No discretionary contributions were made to the Plan in 2011, 2010 or 2009. The Company also contributes to union-sponsored defined contribution retirement plans. Contributions relating to these plans were approximately \$688,000, \$607,000 and \$474,000 for 2011, 2010 and 2009, respectively.

The Company has three collective bargaining agreements at its Bristol, Tennessee facility. The number of employees of the Company represented by these unions is 224, or 51 percent of the Company's total employees. They are represented by two locals affiliated with the AFL-CIO and one local affiliated with the Teamsters. The Company considers relationships with its union employees to be satisfactory. Collective bargaining contracts will expire in January 2015, February 2014 and March 2015.

#### Note 10 Leases

The Specialty Chemicals Segment leases a warehouse facility in Dalton Georgia, Corporate leases office space in Spartanburg South Carolina and various manufacturing and office equipment at each of its locations, all under operating leases. The amount of future minimum lease payments under the operating leases are as follows: 2012 - \$153,000; 2013 - \$148,000; 2014 - \$146,000; 2015 - \$144,000; and 2016 - \$54,000. Rent expense related to operating leases was \$140,000, \$257,000, \$202,000 in 2011, 2010 and 2009, respectively. The Company does not have any leases that are classified as capital leases for any of the periods presented in the financial statements.

## Note 11 Commitments and Contingencies

The Company is from time-to-time subject to various claims, other possible legal actions for product liability and other damages, and other matters arising out of the normal conduct of the Company's business. The Metals Segment recorded claim expense of \$100,000, \$500,000 and \$1,100,000 for 2011, 2010 and 2009, respectively, for specific customers' product claims. Other than the environmental contingencies discussed in Note 5, management is not currently aware of any other asserted or unasserted matters which could have a significant effect on the financial condition or results of operations of the Company.

## Note 12 Earnings Per Share

The following table sets forth the computation of basic and diluted earnings per share from continuing operations:

|  | 2011        | 2010        | 2009      |
|--|-------------|-------------|-----------|
| Numerator:   |             |             |           |
| Net income from continuing operations                                | \$5,797,160 | \$4,033,823 | \$218,625 |
| Denominator:   |             |             |           |
| Denominator for basic earnings per share - weighted average shares   | 6,313,418   | 6,282,497   | 6,261,805 |
| Effect of dilutive securities:                                       |             |             |           |
| Employee stock options and stock grants                              | 48,670      | 26,701      | 7,625     |
| Denominator for diluted earnings per share - weighted average shares | 6,362,088   | 6,309,198   | 6,269,430 |
| Income per share from continuing operations:                         |             |             |           |
| Basic  | \$0.92      | \$0.64      | \$0.03    |
| Diluted  | \$0.91      | \$0.64      | \$0.03    |

The diluted earnings per share calculations exclude the effect of potentially dilutive shares when the inclusion of those shares in the calculation would have an anti-dilutive effect. The Company had weighted average shares of common stock of 139,484 in 2011, 63,184 in 2010 and 98,502 in 2009, which were not included in the diluted earnings per share calculation as their effect was anti-dilutive.

## Note 13 Industry Segments

The Company operates in two principal industry segments: metals and specialty chemicals. The Company identifies such segments based on products and services. The Metals Segment consists of Synalloy Metals, Inc. a wholly-owned subsidiary which owns 100 percent of Bristol Metals, LLC, and Ram-Fab, LLC, a wholly-owned subsidiary of the Company. The Metals Segment manufactures pipe from stainless steel and other alloys and fabricates piping systems from carbon, chrome, stainless steel and other alloys. The Segment's products, many of which are custom-produced to individual orders and required for corrosive and high-purity processes, are used principally by the chemical, petrochemical, pulp and paper, mining, power generation (including nuclear), water and wastewater treatment, liquid natural gas, brewery, food processing, petroleum, pharmaceutical and other industries. Products include pipe, piping systems and a variety of other components. The Specialty Chemicals Segment consists of Manufacturers Soap and Chemical Company, a wholly owned subsidiary of the Company which owns 100 percent of Manufacturers Chemicals, LLC. The Specialty Chemicals Segment manufactures a wide variety of specialty chemicals and dyes for

the carpet, chemical, paper, metals, mining, agricultural, fiber, paint, textile, automotive, petroleum, cosmetics, mattress, furniture, janitorial and other industries.

Segment operating income is the Segment's total revenue less operating expenses, excluding interest expense and income taxes. Identifiable assets, all of which are located in the United States, are those assets used in operations by each Segment. The Metals Segment's identifiable assets include goodwill of \$1,000,000 in 2011 and 2010, and the Chemicals Segment's identifiable assets include goodwill of \$1,355,000 in 2011 and 2010. Centralized data processing and accounting expenses are allocated to the two Segments based upon estimates

of their percentage of usage. Unallocated corporate expenses include environmental charges of \$8,000 and \$343,000 for 2011 and 2009, respectively. There were no environmental charges during 2010. Corporate assets consist principally of cash, certain investments, and equipment.

The Metals Segment has one domestic customer that accounted for approximately ten and eleven percent of the Metals Segment's revenues in 2011 and 2010, respectively, and less than ten percent for 2009. The Segment also has one other domestic customer that accounted for less than ten percent of the Segment's revenues in 2011 and 2010, respectively, but accounted for approximately ten percent in 2009. Loss of either of these customers' revenues would have a material adverse effect on both the Metals Segment and the Company. The Specialty Chemicals Segment has one domestic customer that accounted for approximately 24 percent of revenues in 2011, 2010 and 2009, respectively. However, this customer is a large global company, and the purchases by this customer are derived from several different business units that operate autonomously from each other. Even so, loss of this customer's revenues would have a material adverse effect on the Specialty Chemicals Segment and the Company.

In order to establish stronger business relationships, the Metals Segment uses only a few raw material suppliers. Five suppliers furnish about 84 percent of total dollar purchases of raw materials, with one supplier totaling about 37 percent. However, the Company does not believe that the loss of any of these suppliers would have a materially adverse effect on the Company as raw materials are readily available from a number of different sources, and the Company anticipates no difficulties in fulfilling its requirements. For the Specialty Chemicals Segment, most raw materials are generally available from numerous independent suppliers and about 34 percent of total purchases are from its top five suppliers. While some raw material needs are met by a sole supplier or only a few suppliers, the Company anticipates no difficulties in fulfilling its raw material requirements.

#### Segment Information:

| (Amounts in thousands)                   | 2011       | 2010       | 2009       |
|--|------------|------------|------------|
| Net sales                                |            |            |            |
| Metals Segment                           | \$ 127,727 | \$ 108,544 | \$ 70,891  |
| Specialty Chemicals Segment              | 42,848     | 42,577     | 32,749     |
|  | \$ 170,575 | \$ 151,121 | \$ 103,640 |
| Operating income (loss)                  |            |            |            |
| Metals Segment                           | \$ 9,253   | \$ 3,774   | \$ (12 )   |
| Specialty Chemicals Segment              | 2,221      | 3,960      | 2,722      |
|  | 11,474     | 7,734      | 2,710      |
| Less unallocated corporate expenses      | 2,668      | 1,541      | 2,008      |
| Operating income                         | 8,806      | 6,193      | 702        |
| Other expense, net                       | 56         | 43         | 350        |
| Pretax income from continuing operations | \$ 8,750   | \$ 6,150   | \$ 352     |
| Identifiable assets                      |            |            |            |
| Metals Segment                           | \$ 72,722  | \$ 56,622  |            |
| Specialty Chemicals Segment              | 18,465     | 17,910     |            |
| Corporate                                | 7,729      | 6,843      |            |
|  | \$ 98,916  | \$ 81,375  |            |
| Depreciation and amortization            |            |            |            |
| Metals Segment                           | \$ 2,073   | \$ 2,067   | \$ 1,805   |
| Specialty Chemicals Segment              | 419        | 416        | 382        |
| Corporate                                | 167        | 159        | 215        |

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|                             |           |           |           |
|-----------------------------|-----------|-----------|-----------|
|                             | \$2,659   | \$2,642   | \$2,402   |
| Capital expenditures        |           |           |           |
| Metals Segment              | \$2,097   | \$3,995   | \$1,416   |
| Specialty Chemicals Segment | 930       | 1,035     | 396       |
| Corporate                   | 158       | 65        | 80        |
|                             | \$3,185   | \$5,095   | \$1,892   |
| Geographic sales            |           |           |           |
| United States               | \$159,820 | \$144,340 | \$101,814 |
| Elsewhere                   | 10,755    | 6,781     | 1,826     |
|                             | \$170,575 | \$151,121 | \$103,640 |

## Note 14 Quarterly Results (Unaudited)

The following is a summary of continuing quarterly operations for 2011 and 2010:

| (Amounts in thousands except for per share data) | First<br>Quarter | Second<br>Quarter | Third<br>Quarter | Fourth<br>Quarter |
|--|------------------|-------------------|------------------|-------------------|
| 2011   |                  |                   |                  |                   |
| Net sales  | \$42,742         | \$41,399          | \$46,193         | \$40,241          |
| Gross profit                                     | 7,098            | 5,579             | 3,630            | 4,783             |
| Net income                                       | 2,500            | 1,709             | 571              | 1,017             |
| Per common share                                 |                  |                   |                  |                   |
| Basic  | 0.40             | 0.27              | 0.09             | 0.16              |
| Diluted  | 0.39             | 0.27              | 0.09             | 0.16              |
| 2010   |                  |                   |                  |                   |
| Net sales  | \$35,201         | \$36,349          | \$41,932         | \$37,639          |
| Gross profit                                     | 2,750            | 4,210             | 4,620            | 4,336             |
| Net income                                       | 82               | 1,078             | 1,412            | 1,462             |
| Per common share                                 |                  |                   |                  |                   |
| Basic  | 0.01             | 0.17              | 0.22             | 0.23              |
| Diluted  | 0.01             | 0.17              | 0.22             | 0.23              |

## Note 15 Interest Rate Swap

The Company used an interest rate swap in which it paid a fixed rate of interest while receiving a variable rate of interest to change the cash flow profile of its variable-rate borrowing to match a fixed rate profile. In 2006, the Company entered into a long-term debt agreement with its bank and paid interest based on a variable interest rate. To mitigate the variability of the interest rate risk, the Company entered into an interest rate swap contract in February of 2006 with the bank, coupled with a third party who paid a variable rate of interest. The interest rate swap had a notional amount of \$4,500,000 pursuant to which the Company received interest at LIBOR and paid interest at a fixed interest rate of 5.27 percent, and ran from March 1, 2006 to December 31, 2010, which equated to the final payment amount and due date of the term loan. Although the swap was expected to effectively offset variable interest in the borrowing, hedge accounting was not utilized. Therefore, changes in its fair value were recorded in current assets or liabilities, as appropriate, with corresponding offsetting entries to other expense. The swap liability was settled in December 2009 with a \$245,000 payment and the contract was terminated.

## Note 16 Purchase of Ram-Fab, Inc.

On August 31, 2009, the Company entered into an Asset Purchase Agreement with Ram-Fab, Inc. to acquire certain assets and assume certain liabilities of its business for a purchase price of \$5,708,000. Ram-Fab, Inc. was a pipe fabricator located in Crossett, Arkansas. The acquisition was for cash and was paid from currently available funds. The purchase price of Ram-Fab, Inc. has been allocated to the assets acquired and liabilities assumed according to their estimated fair values at the time of acquisition. This allocation included accounts receivable of \$1,093,000, inventories of \$2,334,000, other assets of \$33,000, machinery and equipment of \$1,707,000, tax-deductible goodwill of \$1,000,000, and current liabilities of \$459,000. The Company also entered into a Lease Agreement to lease Ram-Fab, Inc.'s property and plant buildings with an option to purchase the property and plant buildings for a purchase price of approximately \$2,000,000 on or before June 1, 2010. The





Company exercised the option and purchased the property and plant on June 1, 2010. Ram-Fab, Inc. had annual sales of approximately \$18,000,000 over the 12 months prior to the acquisition date and was profitable. Historically, its primary business was to fabricate both carbon and stainless steel piping systems. Management's focus has been to expand the carbon fabrication business which is a product line that is strategically important for future growth. Goodwill represents expected synergies as the carbon business complements our stainless steel piping systems' operations generating new opportunities for stainless steel piping systems since many projects require that bidders quote both carbon and stainless steel fabrication. This business operates as Ram-Fab, LLC and has been assigned to our Metals Segment.

#### Note 17 Asset Sale of Certain Specialty Chemicals Segment's Assets and Discontinued Operations

On October 2, 2009, the Company entered into an Asset Purchase Agreement with SantoLubes Manufacturing, LLC ("SM") to sell the specialty chemical business of Blackman Uhler Specialties, LLC ("BU") for a purchase price of \$10,366,000, along with certain property, plant and equipment held by Synalloy Corporation for a purchase price of \$1,130,000, all located at the Spartanburg, SC location. The purchase price of approximately \$11,496,000, paid in cash, was equal to the approximate net book values of the assets sold as of October 3, 2009, the effective date of the sale, and the Company recorded a loss of approximately \$250,000 resulting primarily from transaction fees and other costs related to the transaction. Divesting BU's specialty chemicals business freed up resources and working capital to allow further expansion into the Company's metals businesses. The Company entered into a lease agreement with SM to lease office space in Spartanburg for corporate operations and had also entered into an outsourcing agreement with SM to provide SM with certain accounting and administration functions. During 2011, the Company terminated this office space lease agreement and the outsourcing agreement with SM. BU, along with Organic Pigment, LLC's pigment dispersion business ("OP"), which was sold on March 6, 2009, were both physically located at the Spartanburg facility. OP completed all operating activities at the end of the third quarter. As a result, these two operations, which were included in the Specialty Chemicals Segment, are being reported as discontinued operations. Sales of the two businesses totaled \$3,967,000 for the third quarter of 2009 and \$13,042,000 for the nine months of 2009. The Company has reclassified the operations of these disposed businesses to reflect discontinued operations in the financial statements for each of the years presented.

#### Note 18 Payment of Dividends

On November 10, 2011, the Board of Directors of the Company voted to pay an annual dividend of \$0.25 per share which was paid on December 5, 2011, to holders of record on November 25, 2011 for a total of \$1,580,000. In 2010, the Company paid a \$0.25 cash dividend on December 8, 2010 and a \$0.25 cash dividend on March 22, 2010 for a total of \$3,166,000. Also, in 2009, a \$0.10 cash dividend was paid on March 10, 2009 for a total of \$631,000. The Board presently plans to review at the end of each fiscal year the financial performance and capital needed to support future growth to determine the amount of cash dividend, if any, which is appropriate.

#### Note 19 Subsequent Events

February 9, 2012, the Compensation & Long-Term Incentive Committee of the Board of Directors of the Company approved stock option grants under the Company's 2011 Plan. A total of 36,740 options, with a market price of \$11.35 per share, were granted under the Plan to certain management employees of the Company. The stock options will vest in 20 percent increments annually on a cumulative basis, beginning one year after the date of grant. In order for the options to vest, the employee must be in the continuous employment of the Company since the date of the grant. Any portion of the grant that has not vested will be forfeited upon termination of employment. The Company may

terminate any portion of the grant that has not vested upon an employee's failure to comply with all conditions of the award or the Plan. Shares representing grants that have not yet vested will be held in escrow by the Company. An employee will not be entitled to any voting rights with respect to any shares not yet vested, and the shares are not transferable. Compensation expense totaling \$185,000 will be recorded against earnings equally over the following 60 months from the date of grant with the offset recorded in Shareholders' Equity.

## Report of Management

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America and the financial statements for the years ended December 31, 2011, January 1, 2011 and January 2, 2010 have been audited by Dixon Hughes Goodman LLP, Independent Registered Public Accounting Firm. Management of the Company assumes responsibility for the accuracy and reliability of the financial statements. In discharging such responsibility, management has established certain standards which are subject to continuous review and are monitored through the Company's financial management. The Board of Directors pursues its oversight role for the financial statements through its Audit Committee which consists of independent directors. The Audit Committee meets on a regular basis with representatives of management and Dixon Hughes Goodman LLP.

## Management's Annual Report On Internal Control Over Financial Reporting

Management of the Company is responsible for preparing the Company's annual consolidated financial statements and for establishing and maintaining adequate internal control over financial reporting for the Company. Management has evaluated the effectiveness of the Company's internal control over financial reporting as of December 31, 2011 based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management believes that the Company's internal control over financial reporting as of December 31, 2011 was effective.

The Company's independent registered public accounting firm that audited the Company's consolidated financial statements included in this annual report has issued an attestation report on the effectiveness of the Company's internal control over financial reporting.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders  
of Synalloy Corporation

We have audited the accompanying consolidated balance sheets of Synalloy Corporation and subsidiaries as of December 31, 2011 and January 1, 2011, and the related consolidated statements of operations, shareholders' equity and cash flows for each of the years in the three-year period ended December 31, 2011. Our audit also included the financial statement schedule listed in Item 15(a)2 of Synalloy Corporation and subsidiaries' Annual Report on Form 10-K. We also have audited Synalloy Corporation and subsidiaries' internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Synalloy Corporation and subsidiaries' management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on these financial statements and an opinion on the company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Synalloy Corporation and subsidiaries as of December 31, 2011 and January 1, 2011, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2011 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, Synalloy Corporation and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Also, in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

Charlotte, North Carolina  
March 14, 2012

Item 9 Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None

Item 9A Controls and Procedures

Disclosure Controls and Procedures

Based on the evaluation required by 17 C.F.R. Section 240.13a-15(b) or 240.15d-15(b) of the Company's disclosure controls and procedures (as defined in 17 C.F.R. Sections 240.13a-15(e) and 240.15d-15(e)), the Company's chief executive officer and chief financial officer concluded that such controls and procedures, as of the end of the period covered by this annual report, were effective.

Internal Control over Financial Reporting

Management's Annual Report on Internal Control over Financial Reporting is set forth at the conclusion of the Company's consolidated statements set forth in Item 8 of this Form 10-K.

The Attestation Report of the Company's independent registered public accounting firm on the Company's internal control over financial reporting is included in the Report of Independent Registered Public Accounting Firm set forth in Item 8 of this Form 10-K.

There has been no change in the Company's internal control over financial reporting during the last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B Other Information

Not applicable

PART III

Item 10 Directors, Executive Officers and Corporate Governance

The information set forth under the captions "Proposal 1 - Election of Directors," "Executive Officers," and "Section 16(a) Beneficial Ownership Reporting Compliance" in the Company's definitive proxy statement to be used in connection with its Annual Meeting of Shareholder to be held April 26, 2012 (the "Proxy Statement") is incorporated herein by reference.

Code of Ethics. The Company's Board of Directors has adopted a Code of Ethics that applies to the Company's Chief Executive Officer, Chief Financial Officer and corporate and divisional controllers. The Code of Ethics is available on

the Company's website at [www.synalloy.com](http://www.synalloy.com). Any amendment to, or waiver from, this Code of Ethics will be posted on the Company's website.

**Audit Committee.** The Company has a separately designated standing Audit Committee of the Board of Directors established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934. The members of the Audit Committee are Carroll D. Vinson, Murray H. Wright and James W. Terry.

**Audit Committee Financial Expert.** The Company's Board of Directors has determined that the Company has at least one "audit committee financial expert," as that term is defined by Item 407(d)(5) of Regulation S-K promulgated by the Securities and Exchange Commission, serving on its Audit Committee. Mr. Carroll D. Vinson meets the terms of the definition and is independent, as independence is defined for audit committee members in the rules of the NASDAQ Global Market. Pursuant to the terms of Item 407(d) of Regulation S-K, a person who is determined to be an "audit committee financial expert" will not be deemed an expert for any purpose as a result of being designated or identified as an "audit committee financial expert" pursuant to Item 407(d), and such

designation or identification does not impose on such person any duties, obligations or liability that are greater than the duties, obligations or liability imposed on such person as a member of the Audit Committee and Board of Directors in the absence of such designation or identification. Further, the designation or identification of a person as an "audit committee financial expert" pursuant to Item 407(d) does not affect the duties, obligations or liability of any other member of the Audit Committee or Board of Directors.

#### Item 11 Executive Compensation

The information set forth under the captions "Board of Directors and Committees - Compensation Committee Interlocks and Insider Participation," "Discussion of Executive Compensation," "Corporate Governance – Director Compensation" and "Compensation Committee Report" in the Proxy Statement is incorporated herein by reference.

#### Item 12 Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information set forth under the captions "Beneficial Owners of More Than Five Percent of the Company's Common Stock" and "Security Ownership of Management" in the Proxy Statement is incorporated by reference.

Equity Compensation Plan Information. The following table sets forth aggregated information as of December 31, 2011 about all of the Company's equity compensation plans.

| Plan Category  | Number of securities to be issued upon exercise of outstanding options, warrants and rights (a) | Weighted average price of outstanding options, warrants and rights (b) | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (1) (c) |
|--|---|--|---|
| Equity compensation plans approved by security holders     | 120,800   | \$ 11.28   | 476,300   |
| Equity compensation plans not approved by security holders | -   | -  | -   |
| <b>Total</b>   | <b>120,800</b>  | <b>\$ 11.28</b>  | <b>476,300</b>  |

(1) Represents shares remaining available for issuance under the 2005 Stock Awards Plan and the 2011 Stock Option Plan.

Non-employee directors are paid an annual retainer of \$35,000, and each director has the opportunity to elect to receive \$15,000 of the retainer in restricted stock. For 2011, each director elected to receive \$15,000 of the annual retainer in restricted stock. The number of restricted shares is determined by the average of the high and low stock price on the day prior to the Annual Meeting of Shareholders. For 2011, five non-employee directors each received 998 shares of restricted stock and two newly elected non-employee directors each received 1,124 shares of restricted



stock (an aggregate of 7,238 shares). Issuance of the shares granted to the directors is not registered under the Securities Act of 1933 and the shares are subject to forfeiture in whole or in part upon the occurrence of certain events. During 2011, two non-employee directors resigned/retired from the Board of Directors resulting in the forfeiture of 1,248 shares. The above table does not reflect these shares issued to non-employee directors.

#### Item 13 Certain Relationships and Related Transactions

The information set forth under the captions "Board of Directors and Committees – Related Party Transactions" and "– Director Independence" in the Proxy Statement is incorporated therein by reference.

#### Item 14 Principal Accountant Fees and Services

The information set forth under the captions "Independent Registered Public Accounting Firm - Fees Paid to Independent Registered Public Accounting Firm" and "– Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm" in the Proxy Statement is incorporated herein by reference.

## PART IV

## Item 15 Exhibits and Financial Statement Schedules

(a) The following documents are filed as a part of this report:

1. Financial Statements: The following consolidated financial statements of Synalloy Corporation are included in Part II, Item 8:  
 Consolidated Balance Sheets at December 31, 2011 and January 1, 2011  
 Consolidated Statements of Operations for the years ended December 31, 2011, January 1, 2011 and January 2, 2010  
 Consolidated Statements of Shareholders' Equity for the years ended December 31, 2011, January 1, 2011 and January 2, 2010  
 Consolidated Statements of Cash Flows for the years ended December 31, 2011, January 1, 2011 and January 2, 2010  
 Notes to Consolidated Financial Statements
2. Financial Statements Schedules: The following consolidated financial statements schedule of Synalloy Corporation is included in Item 15:  
 Schedule II - Valuation and Qualifying Accounts for the years ended December 31, 2011, January 1, 2011 and January 2, 2010  
 All other schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions or are inapplicable, and therefore have been omitted.
3. Listing of Exhibits:  
 See "Exhibit Index"

## Schedule II Valuation and Qualifying Accounts

| Column A<br>Description         | Column B<br>Balance at<br>Beginning<br>of Period | Column C<br>Charged to<br>Cost and<br>Expenses | Column D<br>Deductions | Column E<br>Balance at<br>End of<br>Period |
|---------------------------------|--|--|------------------------|--|
| Year ended December 31, 2011    |  |  |                        |  |
| Deducted from asset account:    |  |  |                        |  |
| Allowance for doubtful accounts | \$ 435,000                                       | \$ 793,000                                     | \$ 25,000              | \$ 1,203,000                               |
| Year ended January 1, 2011      |  |  |                        |  |
| Deducted from asset account:    |  |  |                        |  |
| Allowance for doubtful accounts | \$ 355,000                                       | \$ 85,000                                      | \$ 5,000               | \$ 435,000                                 |
| Year ended January 2, 2010      |  |  |                        |  |

Deducted from asset account:

|                                    |            |            |            |            |
|------------------------------------|------------|------------|------------|------------|
| Allowance for doubtful<br>accounts | \$ 816,000 | \$ 498,000 | \$ 959,000 | \$ 355,000 |
|------------------------------------|------------|------------|------------|------------|

Deductions represent uncollected accounts and credit balances written off against reserve, net of recoveries.

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

|                         |                |
|-------------------------|----------------|
| By /s/ Craig C. Bram    | March 13, 2012 |
| Craig C. Bram           | Date           |
| Chief Executive Officer |                |

|   |                |
|---|----------------|
| By /s/ Richard D. Sieradzki                                 | March 13, 2012 |
| Richard D. Sieradzki  | Date           |
| Chief Financial Officer and<br>Principal Accounting Officer |                |

SYNALLOY CORPORATION

Registrant

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

|                           |                |
|---------------------------|----------------|
| By /s/ James G. Lane, Jr. | March 13, 2012 |
| James G. Lane, Jr.        | Date           |
| Chairman of the Board     |                |

|                          |                |
|--------------------------|----------------|
| By /s/ Carroll D. Vinson | March 13, 2012 |
| Carroll D. Vinson        | Date           |
| Director                 |                |

|                         |                |
|-------------------------|----------------|
| By /s/ Murray H. Wright | March 13, 2012 |
| Murray H. Wright        | Date           |
| Director                |                |

|                            |                |
|----------------------------|----------------|
| By /s/ James W. Terry, Jr. | March 13, 2012 |
| James W. Terry, Jr.        | Date           |
| Director                   |                |

|                     |                |
|---------------------|----------------|
| By /s/ Henry L. Guy | March 13, 2012 |
| Henry L. Guy        | Date           |
| Director            |                |

|                                      |                |
|--------------------------------------|----------------|
| By /s/ Craig C. Bram                 | March 13, 2012 |
| Craig C. Bram                        | Date           |
| Chief Executive Officer and Director |                |



## Index to Exhibits

## Exhibit

No.

from

Item 601

of

Regulation

S-K

## Description

|       |   |
|-------|---|
| 3.1   | Restated Certificate of Incorporation of Registrant, as amended, incorporated by reference to Registrant's Form 10-Q for the period ended April 2, 2005   |
| 3.2   | Bylaws of Registrant, as amended, incorporated by reference to Registrant's Form 10-Q for the period ended March 31, 2001 (the "first quarter 2001 Form 10-Q")  |
| 4.1   | Form of Common Stock Certificate, incorporated by reference to the first quarter 2001 Form 10-Q   |
| 10.1  | Synalloy Corporation 1998 Long-Term Incentive Stock Plan, incorporated by reference to the first quarter 2001 Form 10-Q   |
| 10.2  | 2011 Long-Term Incentive Stock Option Plan, incorporated by reference to Registrant's Proxy Statement for the 2011 Annual Meeting of Shareholders   |
| 10.3  | Registrant's Subsidiary and Divisional Management Incentive Plan, as restated, effective January 2, 2006, incorporated by reference to Registrant's Form 10-K for the year ended December 30, 2006  |
| 10.4  | Synalloy Corporation 2005 Stock Awards Plan, incorporated by reference to the Proxy Statement for the 2005 Annual Meeting of Shareholders   |
| 10.5  | Employment Agreement, dated January 1, 2006, between Registrant and Ronald H. Braam, incorporated by reference to Registrant's Form 10-K for the year ended December 30, 2006   |
| 10.6  | Amendment 1 to the Synalloy Corporation 2005 Stock Awards Plan incorporated by reference to Registrant's Form 10-K for the year ended December 29, 2007   |
| 10.7  | Agreement between Registrant's Bristol Metals, LLC. subsidiary and the United Steelworkers of America Local 4586, dated December 10, 2010, incorporated by reference to Registrant's Form 10-K for the year ended January 1, 2011   |
| 10.8  | Agreement between Registrant's Bristol Metals, LLC subsidiary and the United Association of Journeymen and Apprentices of the Plumbing and Pipe Fitting Industry of the United States and Canada Local Union No. 538, dated February 16, 2009, incorporated by reference to Registrant's Form 10-K for the year ended January 1, 2011 |
| 10.9  | Agreement between Registrant's Bristol Metals, LLC subsidiary and the Teamsters Local Union No. 549, dated March 5, 2010, incorporated by reference to Registrant's Form 10-K for the year ended January 1, 2011  |
| 10.10 | Loan Agreement, dated as of June 30, 2010, between Registrant and Branch Banking and Trust ("BB&T"), incorporated by reference to Registrant's Form 10-K for the year ended January 1, 2011   |
| 10.11 | Employment Agreement dated January 24, 2011, between Registrant and Craig C. Bram, incorporated by reference to Registrant's Form 10-K for the year ended January 1, 2011   |
| 10.12 | Amended Employment Agreement dated January 24, 2012, between Registrant and Craig C. Bram   |
| 10.13 | 2011 Short-Term Cash Incentive and Options Plan   |
| 21    | Subsidiaries of the Registrant, incorporated by reference to Registrant's Form 10-K for the year ended January 1, 2011  |

- 31.1 Rule 13a-14(a)/15d-14(a) Certifications of Chief Executive Officer
- 31.2 Rule 13a-14(a)/15d-14(a) Certification of the Chief Financial Officer
- 32 Certifications Pursuant to 18 U.S.C. Section 1350

