SYNALLOY CORP
Form 10-Q
August 11, 2006

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

FORM 10-Q

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

For the Quarterly Period Ended July 1, 2006

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

For the Transition Period From _____ to ____
Commission file number 0-19687

SYNALLOY CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	**57-0426694**
(State or other jurisdiction of incorporation or organization)	*(IRS Employer Identification Number)*
2155 West Croft Circle Spartanburg, South Carolina	**29302**
(Address of principal executive offices)	*(Zip code)*

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yesx No __

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer" and "large accelerated filer" in Rule 12b-2 of the Exchange Act.

Larger accelerated Filer __ Accelerated filer __ Non-accelerated filerx

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).
Yes __ Nox

The number of shares outstanding of the registrant's common stock as of July 1, 2006 was 6,127,044

1

Synalloy Corporation

Index

PART I. FINANCIAL INFORMATION

PART II. OTHER INFORMATION

Item 1. FINANCIAL STATEMENTS
Synalloy Corporation

Condensed Consolidated Balance Sheets		**July 1, 2006**		**Dec 31, 2005**
		(Unaudited)		(Note)
Assets				
Current assets				
Cash and cash equivalents	$	426	$	2,379
Accounts receivable, less allowance				
for doubtful accounts		20,429,002		21,862,852
Inventories				
Raw materials		11,822,493		10,366,091
Work-in-process		8,955,626		8,560,707
Finished goods		6,746,204		5,555,529
Total inventories		27,524,323		24,482,327
Deferred income taxes		1,599,000		1,219,000
Prepaid expenses and other current assets		125,956		427,728
Total current assets		49,678,707		47,994,286
Cash value of life insurance		2,663,514		2,639,514
Property, plant & equipment, net of accumulated				
depreciation of $40,801,000 and $39,347,000		19,450,266		18,697,760
Deferred charges and other assets		1,620,985		1,650,622
Total assets	$	73,413,472	$	70,982,182
Liabilities and Shareholders' Equity				
Current liabilities				
Current portion of long-term debt	$	466,667	$	466,667
Accounts payable		10,510,265		11,191,861
Accrued expenses		4,833,364		5,846,899
Current portion of environmental reserves		154,415		104,199
Income taxes payable		1,431,725		1,720,702
Total current liabilities		17,396,436		19,330,328
Long-term debt		10,755,077		8,090,554
Environmental reserves		611,000		611,000
Deferred compensation		506,087		541,962
Deferred income taxes		2,468,000		3,112,000
Shareholders' equity				
Common stock, par value $1 per share - authorized				
12,000,000 shares; issued 8,000,000 shares		8,000,000		8,000,000
Capital in excess of par value		38,861		-
Retained earnings		49,508,568		47,329,620
Less cost of Common Stock in treasury:				
1,872,956 and 1,892,160 shares		(15,870,557)		(16,033,282)
Total shareholders' equity		41,676,872		39,296,338

Total liabilities and shareholders' equity	$	73,413,472	$	70,982,182

Note: The balance sheet at December 31, 2005 has been derived from the audited consolidated financial statements at that date.

See accompanying notes to condensed consolidated financial statements.

3

Synalloy Corporation
Condensed Consolidated Statements of Operations

(Unaudited)	Three Months Ended July 1, 2006	Three Months Ended July 2, 2005	Six Months Ended July 1, 2006	Six Months Ended July 2, 2005
Net sales	$ 36,728,508	$ 31,484,323	$ 72,891,980	$ 64,811,787
Cost of goods sold	31,459,968	27,222,930	63,623,755	55,411,839
Gross profit	5,268,540	4,261,393	9,268,225	9,399,948
Selling, general and administrative expense	2,716,861	2,581,335	5,469,172	5,350,974
Operating income	2,551,679	1,680,058	3,799,053	4,048,974
Other (income) and expense				
Interest expense	199,889	216,363	346,942	450,672
Other, net	(50)	(22,847)	(589)	(31,739)
Income from continuing operations before income taxes	2,351,840	1,486,542	3,452,700	3,630,041
Provision for income taxes	854,000	443,000	1,257,000	1,089,000
Net income from continuing operations	1,497,840	1,043,542	2,195,700	2,541,041
Loss from discontinued operations	-	(12,159)	-	(73,413)
Benefit from income taxes	-	(1,000)	-	(22,000)
Net loss from discontinued operations	-	(11,159)	-	(51,413)
Net income	$ 1,497,840	$ 1,032,383	$ 2,195,700	$ 2,489,628
Net income (loss) per basic common share:				
Income from continuing operations	$ .24	$ .17	$ .36	$ .42
Loss from discontinued operations	-	-	-	($.01)
Net income	$ .24	$ .17	$ .36	$ .41
Net income (loss) per diluted common share:				
Income from continuing operations	$ .24	$ .17	$ .35	$ .41
Loss from discontinued operations	-	-	-	($.01)

Net income	$ .24	$ .17	$ .35	$ .40
Average shares outstanding				
Basic	6,122,679	6,053,999	6,115,834	6,040,018
Dilutive effect from stock options	112,720	149,301	111,853	136,849
Diluted	6,235,399	6,203,300	6,227,687	6,176,867

See accompanying notes to condensed consolidated financial statements.

Synalloy Corporation
Condensed Consolidated Statements of Cash Flows

(Unaudited)	Six Months Ended July 1, 2006	July 2, 2005
Operating activities		
Net income	$ 2,195,700	$ 2,489,628
Adjustments to reconcile net income to net cash (used in) provided by operating activities:		
Loss from discontinued operations, net of tax	-	51,413
Depreciation expense	1,454,288	1,434,436
Amortization of deferred charges	27,462	19,200
Deferred income taxes	(1,024,000)	(491,000)
Provision for losses on accounts receivable	225,588	304,261
Gain on sale of property, plant and equipment	-	(3,350)
Cash value of life insurance	(24,000)	(24,000)
Environmental reserves	50,216	(522,672)
Issuance of treasury stock for director fees	81,226	125,005
Employee stock option compensation	37,812	-
Changes in operating assets and liabilities:		
Accounts receivable	1,208,262	(4,012,367)
Inventories	(3,041,996)	4,638,074
Other assets and liabilities	(131,929)	(95,908)
Accounts payable	(681,596)	605,014
Accrued expenses	(1,013,535)	1,834,655
Income taxes payable	(288,977)	1,327,578
Net cash (used in) provided by continuing operating activities	(925,479)	7,679,967
Net cash provided by discontinued operating activities	-	3,982,643
Net cash (used in) provided by operating activities	(925,479)	11,662,610
Investing activities		
Purchases of property, plant and equipment	(2,206,794)	(993,404)
Proceeds from sale of property, plant and equipment	-	3,350
Proceeds from note receivable	400,000	-
Net cash used in investing activities	(1,806,794)	(990,054)
Financing activities		
Net proceeds from (payments on) long-term debt	2,664,523	(7,063,552)
Proceeds from exercised stock options	65,797	105,318
Net cash provided by (used in) continuing operations financing activities	2,730,320	(6,958,234)
Net cash used in discontinued operations financing activities	-	(4,000,000)
Net cash provided by (used in) financing activities	2,730,320	(10,958,234)

Decrease in cash and cash equivalents		(1,953)		(285,678)
Cash and cash equivalents at beginning of period		2,379		292,350
Cash and cash equivalents at end of period	$	426	$	6,672

See accompanying notes to condensed consolidated financial statements.

Synalloy Corporation
Notes to Condensed Consolidated Financial Statements
(Unaudited)

July 1, 2006

NOTE 1 -- BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the six-month period ended July 1, 2006, are not necessarily indicative of the results that may be expected for the year ending December 30, 2006. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's annual report on Form 10-K for the period ended December 31, 2005.

In June 2006, the Financial Accounting Standards Board (“FASB”) issued Interpretation (“FIN”) No. 48, “Accounting for Uncertainty in Income Taxes—an interpretation of FASB Statement No. 109.” This Interpretation prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return, and provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. This Interpretation is effective for fiscal years beginning after December 15, 2006.

NOTE 2 -- RECLASSIFICATION

For comparison purposes, certain amounts in the 2005 financial statements have been reclassified to conform to the 2006 presentation. These reclassifications had no effect on net income or shareholders’ equity as previously reported.

NOTE 3 -- INVENTORIES

Inventories are stated at the lower of cost (first-in, first-out method) or market.

NOTE 4 -- SALE OF ASSETS AND DISCONTINUED OPERATIONS

The Company completed the movement of Organic Pigments’ operations from Greensboro, NC to Spartanburg, SC in the first quarter of 2006, recording plant relocation costs of $213,000 in administrative expense in the quarter. The Greensboro plant was closed in the first quarter of 2006 and on August 9, 2006, the Company sold the property for a net sales price of $790,000. The property has a net book value of $222,000 as of July 1, 2006, and the Company is expected to record a gain on the sale of approximately $568,000 in the third quarter of 2006.

The Company sold certain of the assets associated with the Blackman Uhler, LLC dye business effective January 31, 2005. The sale has been completed and relevant operations were transferred to the purchaser by the end of the first quarter of 2005. The operations of the Colors Segment are reported as discontinued operations in the 2005 financial statements.

6

Synalloy Corporation
Notes to Condensed Consolidated Financial Statements
(Unaudited)

July 1, 2006

NOTE 5 -- DEFERRED CHARGES AND OTHER ASSETS

Included in Deferred Charges and Other Assets is $1,355,000 of goodwill representing the excess of cost over fair value of net assets of businesses acquired and is included in the Specialty Chemicals Segment. The amount recorded is evaluated annually for impairment.

NOTE 6 -- SEGMENT INFORMATION

	Three Months Ended		Year to Date	
	July 1, 2006	**July 2, 2005**	**July 1, 2006**	**July 2, 2005**
Net sales				
Specialty Chemicals Segment	$ 12,545,000	$ 11,194,000	$ 25,433,000	$ 22,832,000
Metals Segment	24,184,000	20,290,000	47,459,000	41,980,000
	$ 36,729,000	$ 31,484,000	$ 72,892,000	$ 64,812,000
Segment income				
Specialty Chemicals Segment	$ 787,000	$ 243,000	$ 1,588,000	$ 991,000
Metals Segment	2,292,000	1,911,000	3,412,000	4,060,000
	3,079,000	2,154,000	5,000,000	5,051,000
Unallocated expenses				
Corporate	527,000	474,000	988,000	1,002,000
Plant relocation costs	-	-	213,000	-
Interest expense	200,000	216,000	347,000	451,000
Other (income) expense	-	(23,000)	(1,000)	(32,000)
Income from continuting operations before income tax	$ 2,352,000	$ 1,487,000	$ 3,453,000	$ 3,630,000

NOTE 7 -- STOCK OPTIONS

Effective January 1, 2006, the Company adopted SFAS No. 123 (revised 2004), "Share-Based Payment," ("SFAS 123R"), which was issued by the FASB in December 2004, using the modified prospective application as permitted under SFAS 123R. Accordingly, prior period amounts have not been restated. Under this application, the Company is required to record compensation expense for all awards granted after the date of adoption and for the unvested portion of previously granted awards that remain outstanding at the date of adoption. Prior to the adoption of SFAS 123R, the Company used the intrinsic value method as prescribed by APB No. 25 and thus recognized no compensation expense for options granted with exercise prices equal to the fair market value of the Company's common stock on the date of grant.

Synalloy Corporation
Notes to Condensed Consolidated Financial Statements
(Unaudited)

July 1, 2006

The Company has three stock option plans in effect at July 1, 2006. A summary of plan activity for 2006 is as follows:

	Weighted Average Exercise Price	Options Outstanding	Weighted Average Contractual Term	Intrinsic Value of Options
			(in years)	
Outstanding at December 31, 2005	$ 9.64	331,550		$ 740,000
Granted		-		
Exercised				
First quarter	$ 4.65	(4,800)		$ 46,000
Second quarter	$ 5.54	(7,850)		$ 58,000
First six months	$ 5.20	(12,650)		$ 104,000
Cancelled				
First quarter		-		
Second quarter	$ 4.65	(8,000)		
First six months	$ 4.65	(8,000)		
Expired				
First quarter		-		
Second quarter	$ 18.88	(14,500)		
First six months	$ 18.88	(14,500)		
Outstanding at July 1, 2006	$ 9.51	296,400	9.5	$ 1,196,000
Exercisable options	$ 9.41	240,544	3.6	$ 1,024,000
Options expected to vest	$ 9.96	55,856	8.6	$ 172,000

At July 1, 2006, there were 207,100 options available for grant under the plans. The weighted average fair value on the grant date of all options outstanding on July 1, 2006 was $766,000. All options that were outstanding on July 1, 2006 were fully vested except for 80,000 granted on February 3, 2005 with an exercise price of $9.96 per share.

Synalloy Corporation
Notes to Condensed Consolidated Financial Statements
(Unaudited)

July 1, 2006

The compensation cost that has been charged against income before taxes for the unvested options was approximately $19,000 and $38,000 for the three and six months ended July 1, 2006, respectively. As of July 1, 2006, there was $271,000 of total unrecognized compensation cost related to non-vested stock options granted under the Company's stock option plans which is expected to be recognized over a period of 4 years. The fair value of the unvested options computed under SFAS 123R, was estimated at the time the options were granted using the Black-Scholes option pricing model, and are being recognized over the vesting period of the options. The following weighted-average assumptions were used for 2005: risk-free interest rate of five percent; volatility factors of the expected market price of the Company’s Common Shares of .659; an expected life of the option of seven years. The dividend yield used in the calculation was zero percent. The weighted average fair value on the date of grant was $6.77. The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options which have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions including the expected stock price volatility.

The following illustrates the effect on net income available to common stockholders if the Company had applied the fair value recognition provisions of SFAS 123 in the six months ended July 2, 2005:

	Second Quarter July 2, 2005	Year to Date July 2, 2005
Net income reported	$ 1,032,000	$ 2,490,000
Compensation expense, net of tax	(74,000)	(143,000)
Pro forma net income	$ 959,000	$ 2,347,000
Basic income per share	$ .17	$ .41
Compensation expense, net of tax	($.01)	($.02)
Pro forma basic income per share	$ .16	$ .39
Diluted income per share	$ .17	$ .40
Compensation expense, net of tax	($.01)	($.02)
Pro forma diluted income per share	$ .16	$ .38

9

Synalloy Corporation

Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations

The following is management's discussion of certain significant factors that affected the Company during the quarter ended July 1, 2006.

Consolidated sales for the quarter and first six months of 2006 were up, increasing 17 and 13 percent compared to the same periods one year ago. For the second quarter of 2006, the Company experienced a 45 percent increase in net earnings to $1,498,000, or $.24 per share. This compares to net earnings of $1,032,000, or $.17 per share in 2005's second quarter. The Company generated net earnings for the first six months of 2006 of $2,196,000, or $.35 per share, compared to net earnings of $2,490,000, or $.40 per share in the first six months of 2005 which included a net loss from discontinued operations of $51,000, or $.01 per share.

The Specialty Chemicals Segment continued the strong performance it experienced in the first quarter delivering sales increases of 12 and 11 percent in the second quarter and first six months of 2006, respectively, over the same periods last year. Segment income improved significantly to $787,000 in the second quarter more than tripling the $243,000 earned in the second quarter of 2005. For the first six months of 2006, the Segment earned $1,588,000 which was 60 percent higher than the $991,000 earned last year. The increase in revenues came primarily from adding several new products over the past three quarters, coupled with increased selling prices to pass on higher energy related costs. The Segment completed the relocation of its pigment operations from Greensboro, NC to Spartanburg, SC at the end of the first quarter of 2006 and experienced the positive impact of consolidating the two operations throughout the second quarter. The combination of the cost synergies from the relocation and increase in revenues produced the significant income improvement. The Segment continues to make progress on the development of the fire retardant business discussed in previous quarters. On February 16, 2006 the U.S. Consumer Products Safety Commission released its final approval for new flammability standards for mattresses. These standards will be implemented on July 1, 2007. It is expected that mattress manufacturers will begin to ramp up their production late in 2006 to assure compliance with the implementation date of July 1, 2007, and management expects the demand for our fire retardant products to increase and grow into significant volumes consistent with this expected increase in mattress manufacturers' production. Based on current conditions and management's expectations, the Company expects this Segment to continue to operate profitably.

Sales in the Metals Segment increased 19 and 13 percent for the second quarter and six months of 2006, respectively, from the same periods a year earlier. The increases resulted from 28 and 22 percent higher unit volumes for the quarter and six months, partially offset by six and seven percent declines in average selling prices, respectively, compared to the same periods last year. Operating income increased 20 percent to $2,292,000 for the second quarter and declined 16 percent to $3,412,000 for the first six months of 2006 compared to the same periods last year. The noteworthy increase in second quarter unit volumes resulted from management's success in regaining market share in pipe sales and from much higher production of piping systems for energy and water treatment customers. The significant increase in second quarter operating income came mostly from piping systems as the result of the much improved operating level. Pipe sales produced a modest increase in spite of significantly less profits from the effect of stainless steel surcharges. Surcharges are assessed each month by the stainless steel producers to cover the change in their costs of certain raw materials. The Company in turn, passes on the surcharge in the sales prices charged to its customers. Under the Company's first-in-first-out inventory method, cost of goods sold is charged for the surcharges that were in effect three or more months prior to the month of sale. Accordingly, if surcharges are in an upward trend, reported profits will benefit. Conversely, when surcharges go down, profits are reduced. During

10

Synalloy Corporation

Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations - continued

the second quarter of 2005, surcharges were significantly higher than they were in the prior several months with an accompanying significant benefit to profits. The second quarter of 2006 also benefited from surcharges, but to a much lesser extent than a year earlier. The same factors affected the six months with the primary difference being the large surcharge benefit in 2005 compared to a loss from this source in 2006. The monthly change in surcharges makes it more difficult to manage the inventory and can lead to large swings in reported profitability on a quarterly basis. Management evaluates performance of the commodity pipe product group after eliminating the surcharge effects, and on this basis the operating performance in the first six months of 2006 was actually better than a year earlier. Piping systems' backlog as of the end of the second quarter of 2006 continues to remain at an excellent level at $22,100,000 compared to $18,000,000 at the end of the second quarter of 2005. Not reflected in the backlog amount are three projects totaling approximately $14,000,000 booked in July in the water treatment and energy industries that should be completed in 2007 and 2008. Piping systems' backlog should continue to provide a level of sales for piping systems to operate profitably over the next several quarters. The Segment continues to be successful in penetrating new markets, such as projects in the LNG and waste water treatment industries, where management believes there is significant growth potential, with more than 80 percent of the backlog coming from these sources. The favorable trend in surcharges currently in effect should provide opportunities to improve profits from pipe sales over the third quarter. Based on current conditions and management's expectations, the Company believes this Segment will continue to operate profitably.

The Company completed the movement of Organic Pigments' (OP) operations from Greensboro, NC to Spartanburg, closed the Greensboro plant, and recorded a $213,000 loss in selling, general and administrative expense for the move in the first quarter of 2006. On August 9, 2006, the Company sold the property for a net sales price of $790,000. The property has a net book value of $222,000 as of July 1, 2006, and the Company is expected to record a gain on the sale of approximately $568,000 in the third quarter of 2006.

Consolidated selling and administrative expense for the second quarter and first six months of 2006 increased $135,000, or five percent, and $118,000, or two percent, respectively, compared to the same periods of last year, and the expense was unchanged as a percent of sales at eight percent for the quarter and six months for both 2006 and 2005. The dollar increase for the quarter resulted principally from higher profit incentives incurred in the second quarter of this year. This increase was offset in the first six months as a result of the OP relocation costs incurred in the first quarter of 2006 discussed above, offset by lower incentives recorded in the first quarter of 2006 compared to higher incentives recorded in the first quarter of 2005. The Company provided income taxes at an effective tax rate of 36.4 percent in the first six months of 2006 compared to 30 percent in the same period last year. The lower rate used in 2005 resulted from reevaluating accruals for certain income tax contingencies provided for in previous years.

At the end of 2004, the Company sold certain of the assets associated with the Blackman Uhler, LLC (BU) dye business effective January 31, 2005, and relevant operations were transferred to the purchaser by the end of the first quarter of 2005. The operations of the Colors Segment are being reported as discontinued operations in the first six months of 2005 which came primarily from payments of severance to terminated employees.

Synalloy Corporation

Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations - continued

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995

This Form 10-Q 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" 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, customer delays or difficulties in the production of products, 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 and other risks detailed from time-to-time in Synalloy's Securities and Exchange Commission filings. Synalloy Corporation assumes no obligation to update the information included in this Form 10-Q.

Item 4. 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 quarterly report, were effective.

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

PART II: OTHER INFORMATION

Item 1A. Risk Factors.

There has been no material change in the risk factors as previously disclosed in the Company's Form 10-K filed for the period ended December 31, 2005.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

During the second quarter ended July 1, 2006, 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.

Synalloy Corporation

Date Issued	Class of Purchasers	Number of Shares Issued	Aggregate Exercise Price
4/24/2006	Officers and Employees	2,400	$11,160
5/4/2006	Officers and Employees	3,200	$14,880
5/4/2006	Officers and Employees	2,250	$17,438
		7,850	$43,478

Item 5. Other Information

A. The Annual Meeting of Shareholders was held April 27, 2006 at the Company's Bristol Metals subsidiary, Bristol, Tennessee.

B. The following individuals were elected as directors at the Annual Meeting:

Name	Votes For	Votes Withheld
Sibyl N. Fishburn	5,063,599	40,913
James G. Lane, Jr.	4,784,112	320,400
Ronald H. Braam	5,072,516	11,996
Craig C. Bram	5,093,810	11,145
Carroll D. Vinson	5,072,665	31,847
Murray H. Wright	5,087,987	16,525

Item 6. Exhibits

	The following exhibits are included herein:
31	Rule 13a-14(a)/15d-14(a) Certifications of Chief Executive Officer and Chief Financial Officer
32	Certifications Pursuant to 18 U.S.C. Section 1350
	The Company filed a Form 8-K on April 24, 2006 pursuant to Items 2.02 and

9.01.

13

Synalloy Corporation

SIGNATURES

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

	SYNALLOY CORPORATION	
		(Registrant)
Date: August 11, 2006	By:	**/s/ Ronald H. Braam** Ronald H. Braam President and Chief Executive Officer
Date: August 11, 2006	By:	**/s/ Gregory M. Bowie** Gregory M. Bowie Vice President Finance and Chief Financial Officer