

EXHIBIT B

IN THE COURT OF COMMON PLEAS OF ALLEGHENY COUNTY,
PENNSYLVANIA

KIMBALL J. BRADLEY, an adult individual,	)	CIVIL DIVISION
)	
Plaintiff,)	
	)	No.
v.)	
	)	COMPLAINT
HERBERT BENNET CONNER, an adult)	
individual,)	
)	
Defendant.	)	Filed on Behalf of Plaintiff:
)	
	)	KIMBALL J. BRADLEY
)	
	)	Counsel of Record for This Party:
)	
	)	Stephen J. Del Sole, Esquire
	)	PA ID# 73460
)	
	)	DEL SOLE CAVANAUGH STROYD LLC
	)	The Waterfront Building
	)	200 First Avenue, Suite 300
	)	Pittsburgh, PA 15222
	)	Tel: (412) 261-2393
	)	Fax: (412) 261-2110
)	
)	
	)	JURY TRIAL DEMANDED
)	
)	
)	
)	

IN THE COURT OF COMMON PLEAS OF ALLEGHENY COUNTY,
PENNSYLVANIA

KIMBALL J. BRADLEY, an adult individual,)	CIVIL DIVISION
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Defendant.)	
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)	
)	

NOTICE

You have been sued in court. If you wish to defend against the claims set forth in the following pages, you must take action within twenty (20) days after this complaint and notice are served, by entering a written appearance personally or by attorney and filing in writing with the court your defenses or objections to the claims set forth against you. You are warned that if you fail to do so the case may proceed without you and a judgment may be entered against you by the court without further notice for any money claimed in the complaint or for any other claim or relief requested by the plaintiff. You may lose money or property or other rights important to you.

YOU SHOULD TAKE THIS PAPER TO YOUR LAWYER AT ONCE. IF YOU DO NOT HAVE A LAWYER, GO TO OR TELEPHONE THE OFFICE SET FORTH BELOW. THIS OFFICE CAN PROVIDE YOU WITH INFORMATION ABOUT HIRING A LAWYER.

IF YOU CANNOT AFFORD TO HIRE A LAWYER, THIS OFFICE MAY BE ABLE TO PROVIDE YOU WITH INFORMATION ABOUT AGENCIES THAT MAY OFFER LEGAL SERVICES TO ELIGIBLE PERSONS AT A REDUCED FEE OR NO FEE.

Lawyers Referral Service
The Allegheny County Bar Association
436 Seventh Avenue
400 Koppers Building
Pittsburgh, Pennsylvania 15219
Telephone: (412) 261-6161

IN THE COURT OF COMMON PLEAS OF ALLEGHENY COUNTY,
PENNSYLVANIA

KIMBALL J. BRADLEY, an adult individual)	CIVIL DIVISION
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Plaintiff,)	No.
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)	
)	
Defendant.)	
)	
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)	

COMPLAINT

Plaintiff, Kimball J. Bradley, by and through his undersigned counsel, Del Sole Cavanaugh Stroyd, LLC, files the within Complaint and states the following in support:

PARTIES

1. Plaintiff Kimball J. Bradley (“Mr. Bradley”) is an adult individual who resides in Allegheny County, Pennsylvania.
2. Defendant Herbert Bennet Conner (“Defendant Connor”) is an adult individual who resides in Westmoreland County, Pennsylvania.

JURISDICTION AND VENUE

3. Plaintiff is a resident of Allegheny County, Pennsylvania. Further, Mr. Bradley’s causes of action against Defendant Connor arose in Allegheny County because Defendant Connor published his defamatory statements in Allegheny County, Pennsylvania and because Mr. Bradley suffered damages in Allegheny County, Pennsylvania.

FACTUAL BACKGROUND

4. Mr. Bradley is the Chairman, President and Chief Executive Officer (“CEO”) of Reunion Industries, Inc. (“Reunion”), a Delaware corporation with its principal place of business located at 11 Stanwix Street, Suite 1400, Pittsburgh, Allegheny County, Pennsylvania 15222. Prior to serving as CEO, Mr. Bradley served as Reunion’s Chief Operating Officer (“COO”).

5. Mr. Bradley, with his family, owns a controlling interest in Reunion.

6. Reunion is a manufacturing conglomerate with various operating divisions, including: CP Industries (“CPI”), Hanna Cylinders (“Hanna”) and Shanghai Klomp Metal Products Company, Ltd. (“Metal Products Co”).

7. CPI is the world’s leading producer of large diameter seamless steel pressure vessels used in the transportation and storage of many compressed gasses. CPI’s customers include industrial gas producers and suppliers, the alternate fuel vehicle industry, chemical and petrochemical processing facilities, US Navy shipbuilders and NASA. Its vessels are used by industries such as aerospace, industrial controls, nuclear propulsion systems and oil and gas exploration and production.

8. Hanna manufactures and markets a line of high precision hydraulic & pneumatic cylinders, actuators, and accumulators at facilities in Chicago, Illinois and Milwaukee, Wisconsin. Hanna’s specialty is custom cylinders, small quantities packaged by its distributors with valves, pumps, and controls as complete fluid power systems. These products are used in a wide variety of industrial and mobile machinery and equipment requiring the application of force in a controlled and repetitive process.

9. Metal Products Co offers its customers complete and comprehensive services including design, estimating, engineering, manufacturing and fabrication of steel bar grating

products and related services to support industrial, commercial and institutional applications in the Peoples Republic of China and the surrounding region.

10. Defendant Conner has been a licensed attorney in the Commonwealth of Pennsylvania since 1968. Beginning in 1988 and continuing through 2003, Defendant Conner had a professional attorney-client relationship with Reunion and Mr. Bradley.

11. Throughout the time period of the attorney/client relationship between Defendant Connor and Reunion/Mr. Bradley, Defendant Conner, personally and/or the law firms in which he was a partner or a shareholder, represented Reunion and Mr. Bradley in numerous, sensitive business and personal legal matters.

12. Indeed, as is evidenced by the substantial fees that were paid to Defendant Connor, Reunion and Mr. Bradley were significant clients of the Defendant. From 1988 through 2003, Reunion and/or the Bradley family paid the Defendant in excess of \$4,000,000.00 in legal fees. A summary of the legal fees paid by Reunion to the Defendant is attached hereto as Exhibit "A".

13. As a result of the attorney/client relationship between Defendant Connor and Reunion/Mr. Bradley, Defendant Connor, gained confidential and proprietary information concerning Reunion's and Mr. Bradley's professional and personal affairs.

14. At the time of the acts that form the basis of the claims set forth herein, Reunion was publicly traded on the NASDAQ exchange under the ticker symbol "RUN."

15. The internet service provider Yahoo! maintains a website finance channel which includes the "Yahoo! Finance bulletin board". Each publicly traded company has its own designated bulletin board. Each bulletin board provides its members a forum to post messages

over the internet regarding specific publicly traded companies. Anyone with internet access can view the postings on the individual bulletin boards.

16. Beginning in August 2005 and continuing through March 2006, Defendant Connor, using the alias "pun2dex," posted numerous messages on the Yahoo! Finance bulletin board designated for Reunion which defame Plaintiff and present him in a false light.

17. Defendant Conner a/k/a pun2dex willfully, without justification and without privilege published or caused to be published to other persons on the internet, including specifically the Yahoo! Finance bulletin board designated for Reunion, messages that falsely and maliciously impugn the character, integrity and professional ability of the Plaintiff.

18. Defendant Conner's attacks began with false accusations concerning financial issues of Reunion and the not-so-subtle assertion that the company was distressed allegedly due to the poor management of Mr. Bradley. In August of 2005, he stated: "As badly as this company is run, there is no shutdown. Richard Conway (of Lc Capital Masters) is in and will be heard. The company has fresh cash and is buying raw material. It will show an operating profit this quarter primarily due to the sales in China by its CPI sub. So long as the bond holders sit still, there could be some upside." Posted August 10, 2005.

19. In subsequent postings, Mr. Conner amplified his rhetoric and continued to make false accusations that the cause of the purported financial distress of Reunion was due to malfeasance of the senior management, i.e., Mr. Bradley. Mr. Conner's defamatory statements also implied some sinister relationship between the Board of Directors of Reunion and the Bradleys and even went so far as to encourage a lawsuit against the company and/or the Bradleys by falsely stating:

- “[Reunion] operates with a lockbox. It has no choice but to pay down the Bank debt. The Bondholders are stuck. The Bank takes all the excess cash and leaves only enough to buy material for production. Leadership is lacking, but well paid anyway. Check the identity of the majority ownership in relation to the CEO and COO. I do not know how the outside directors sleep. There is a large lawsuit looming if someone should have the energy to file it.” Posted September 1, 2005.
- “Richard Conway is running Reunion. At last someone with an IQ. He paid hard cash. The banks have been backed off and RUN will report around 20 cents, if it so chooses in October, not from operations, but debt reduction. They can now buy raw steel and make product. The Oneida division will be sold and the cylinder and pressure vessel business will be advanced. Conway will have a \$4.00 stock in 18 months.” Posted September 20, 2005.

20. Defendant Conner also published statements that falsely implied that he had inside knowledge that the Board of Directors of Reunion was “concerned” about liability, stating: “I have followed the company for a very long time and read the filings. The Board is becoming concerned since Worldcom, in light of Sarbox, and well they should....” Posted September 21, 2005.

21. Mr. Conner’s references to “Worldcom” and “Sarbox” necessarily suggest that he has “inside” knowledge that some improper or illegal activities had occurred which, in fact, is false.

22. Through additional postings at or about the same time, again through his alias “pun2dex”, Mr. Conner identified Mr. Bradley specifically. Those postings implied that Mr. Bradley is professionally incompetent and connected Mr. Bradley to all the purported financial

issues faced by Reunion and the alleged concern of the Board arising out of alleged improper or illegal activities. Mr. Conner falsely stated: “Kimball Bradley is still called COO, C E Bradley is still CEO, but the latter is CEO in paycheck only, and will soon be resigning at the request of Mr. Conway. The only way out for [Reunion] is to do what Conway suggests. Look for him to buy the junk bonds, reduce and control the debt and spur the growth of the profitable divisions. Check LC Capital Masters and Lampe, Conway Fund Group. Run needs management with a higher IQ than club handicap, with Conway, they get one, even if K. Bradley stays in as COO or even moves to CEO. He will not be calling the shots, except on the Golf Course.” Posted September 21, 2005.

23. It is axiomatic that an attorney has a continuing duty of loyalty and fidelity to clients and former clients. Nevertheless, from January through March of 2006, Defendant Conner proceeded to publish posting after posting improperly attacking Mr. Bradley personally and professionally. Defendant Conner, through his postings, falsely stated that Mr. Bradley had failed as a manager, was unqualified for his position in the company, was overpaying himself, was not performing his job duties, was to blame for Reunion’s decrease in market capitalization, had used significant company funds for personal purposes, and more. Defendant Conner made the following false and defamatory postings concerning Mr. Bradley:

- “... the story is all of failure since the young Bradley took over and will not stop until he is long gone. Until that day, this company and this stock will bounce a little, but is going nowhere.” Posted January 1, 2006.
- “If you are intent on paying salaries, you must sell something in the context of this company. Check the President, who is a member of the YPO. That means he was unable to be employed anywhere else, so his father made him president of this

company so he could hang out with other young guys who were born on third base and think they hit a triple. This company is going nowhere. The next big thing will be a revolt of the bondholders or the banks. The shareholders will not be happy.” Posted January 24, 2006.

- “Our leader will never consider stepping aside to allow someone with the drive and intellect to run the company, so long as he has no other job prospects and strong cash needs. Instead of figuring out a way to make the company profitable, he sells assets to keep his check coming in. Go to GHIN.COM in Pennsylvania for Kimball Bradley and you will quickly see where the energy of management is spent, and only a small fraction of the rounds are posted so as not to upset his father. What a waste. The bondholders would be well advised to call his bluff, take control and get someone in who will put the company right. There are only a few assets left to sell, and at Kimball's age he will need to sell them all just to pay his caddies.” Posted January 25, 2006.
- “The market cap on RUN is \$9,500,000.00. Check what the company was worth when current [sic] management took over. Even at that number you could not sell the stock and hold the current stock price. What a waste. How do those people sleep at night? Subtract the debt from a reasonable enterprise evaluation and you are below zero. A monkey could do better.” Posted February 10, 2006.
- “There is a [sic] apparent disconnect between blind optimism and business sense. A manager should get out of his office and go to customers, visit the plants and find new markets, new products and new businesses to bring a company above the profit line. He does not refinance a sea of debt over a five year reign, sell the divisions that

earn a profit, add no new ones, shrink the revenue and raise his own salary, while buying a stadium box for his personal use with company funds, leave the office by 3:00 pm every weekday, work no weekends or evenings and pine for a job that makes 'real money'. This guy is rearranging the deckchairs on the Titanic, and only on a part time basis at that, while he works on his golfing handicap. We write in the hope that the board will wakeup and find a real CEO. Will recognize that it has a duty to the shareholders and not to an incompetnat [sic] young boy who cannot find a job on his own. At Worldcom each boardmember was required to pay 20% of his personal net worth to the shareholders because they ignored guys like me. It will happen again.” Posted February 22, 2006.

- “This is just more rearranging of the deck chairs on the Titanic. K Bradley probably thinks he did something meriting a huge bonus or perhaps a pay increase, but look at what has happened since he became COO. Straight down for revenues, profits and share price. I agree he probably can't sleep at night, but he should still put in a full day, although with his ability, the company would do better without him. Still, Dad likes him, so he gets promoted, GO Figure. After all the comments about YPO, I did some research and have concluded that they are a circle of jerks or a circle jerk. Our Boy fits right in.” Posted March 9, 2006.

24. Defendant Connor’s false and defamatory statements were seen and read by persons in Pennsylvania and throughout the world who use the internet and specifically persons who access the Yahoo! Finance bulletin board designated for Reunion. Those individuals presumably have a greater interest in the activities of Reunion and its senior management and, as such, are more impressionable and susceptible to influence through misrepresentations

concerning Reunion and its senior management, such as the type published by Defendant Conner.

25. Defendant Conner anonymously published the defamatory statements described herein under an alias in an attempt to deceive the recipients about his true identity so as to avoid detection and the ethical and legal consequences of his false statements concerning his former client.

COUNT I

Kimball J. Bradley v. Herbert Bennett Conner DEFAMATION

26. Paragraphs 1 through 25 of this Complaint are incorporated herein by reference as though the same were set forth at length below.

27. Defendant Conner's posts on the Yahoo! Finance bulletin (the "Posts"), as fully described above, are defamatory because they: a) tend to harm Mr. Bradley's reputation so as to lower him in the estimation of the community and to deter third parties from associating or dealing with him; b) tend to blacken Mr. Bradley's reputation and expose him to public hatred, contempt and ridicule; and c) unequivocally, maliciously and falsely impute to Mr. Bradley a want of integrity in the conduct of his business.

28. Defendant Connor's Posts were published to persons in Pennsylvania and throughout the world who use the internet and specifically persons who access the Yahoo! Finance bulletin board designated for Reunion.

29. Defendant Connor's Posts explicitly refer to Mr. Bradley.

30. The readers of Defendant Connor's Posts understood their defamatory meaning and understood them as intended to be applied to Mr. Bradley.

31. As a direct and proximate result of Defendant Connor's Posts, Mr. Bradley has suffered injury to his reputation and has been exposed to hatred, contempt and ridicule.

32. The defamatory statements in Defendant Connor's Posts reflected on the Plaintiff's fitness to conduct business and as such constitute defamation per se.

33. The defamatory statements in Defendant Connor's Posts were made to multiple recipients via the internet and, as such, each publication is a separate and distinct act of defamation on the part of Defendant Connor.

34. The defamatory statements in Defendant Connor's Posts were intended and designed solely and specifically to impugn the character of Mr. Bradley and to harass, embarrass, humiliate and to otherwise inflict reputational damage to him. Defendant Connor's malicious behavior, therefore, constitutes outrageous, wanton and willful conduct sufficient for the award of punitive damages.

WHEREFORE, Plaintiff Kimball J. Bradley respectfully requests this Honorable Court to enter judgment in his favor and against Defendant Herbert Bennet Conner in a sum in excess of the jurisdictional limits of the Arbitration Division of this Honorable Court, plus punitive damages, interest and costs of suit and any other such relief that this Honorable Court deems appropriate.

COUNT II

Kimball J. Bradley v. Herbert Bennett Conner
FALSE LIGHT

35. Paragraphs 1 through 34 of this Complaint are incorporated herein by reference as though the same were set forth at length below.

36. Defendant Connor's Posts state that Mr. Bradley is incompetent and derelict in his duties. These statements are false.

37. Defendant Connor placed the Posts on the Yahoo! Finance bulletin board designated for RUN on the Yahoo! Website finance channel. The false statements were therefore communicated to so many people that they became public knowledge.

38. The false statements placed Mr. Bradley in a false light.

39. The false light in which Mr. Bradley was placed would be highly offensive to a reasonable person.

40. Defendant Connor knew of or acted in reckless disregard as to the falsity of the statements and the false light in which Mr. Bradley would be placed as a result of the Postings.

41. Plaintiff has been publicly humiliated, embarrassed and harassed by the false statements.

42. Such behavior constitutes outrageous, wanton and willful conduct sufficient for the award of punitive damages.

WHEREFORE, Plaintiff Kimball J. Bradley respectfully requests this Honorable Court to enter judgment in his favor and against Defendant Herbert Bennet Conner in a sum in excess of the jurisdictional limits of the Arbitration Division of this Honorable Court, plus punitive damages, interest and costs of suit and any other such relief that this Honorable Court deems appropriate.

DEL SOLE CAVANAUGH STROYD LLC

By: 
Stephen J. Del Sole
Pa. I.D. No. 73460

The Waterfront Building
200 First Avenue, Suite 300
Pittsburgh, PA 15222

Attorneys for Plaintiff

EXHIBIT "A"PAYMENTS TO DEFENDANT CONNER

<u>Paid to:</u>	<u>Year</u>	<u>Amount</u>
Herbert B. Conner/Dickie McCamey	1988	\$25,007.00
	1989	242,865.00
	1990	208,177.00
	1991	209,573.00
	1992	224,908.65
	1993	127,340.43
	1994	187,437.03
	1995	168,447.43
	1996	97,852.97
	1997	27,238.00
	1998	338.10
		<u>1,519,184.61</u>
Herbert B. Conner/Buchanan Ingersoll	1995	1,008,616.00 **
	1996	50,045.82
	1997	109,419.63
	1998	76,593.65
	1999	735,741.07
	2000	513,944.05
	2001	150,969.30
	2002	45,471.07
	2003	7,500.00
	2004	0.00
	2005	0.00
		<u>2,698,300.59</u>
Combined Total		<u><u>\$4,217,485.20</u></u>

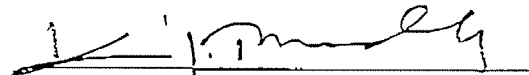
** \$900,000.00 of the fees paid in 1995 was for Defendant Conner's work in the Ormet litigation.

VERIFICATION

I, Kimball J. Bradley, have read the foregoing Complaint and verify that the statements therein are true and correct to the best of my knowledge, information and belief.

This verification is made subject to the penalties of 18 Pa. C.S.A. § 4904 relating to unsworn falsification to authorities, which provides that if a person knowingly makes false statements, he may be subject to criminal penalties.

Date: 7-23-07



Kimball J. Bradley

SHERIFF RETURN

Case No : GD-07-017747
Case Description : Bradley vs Conner
Defendant : Herbert Bennet Conner
Service Address : 131 Tyburn Lane Ligonier, PA 15658 Westmoreland
Writ Description : COMPLAINT
Issue Date : 8/17/2007

Service Status : Served - Defendant(s) Personally Served
Served Upon : HERBERT BENNET CONNER
Served By : S 10
Served on : Thursday, September 06, 2007 at 10:14
Service Method : Deputize

Kimball J. Bradley

vs

Herbert Bennet Conner

IN THE COURT OF COMMON PLEAS OF ALLEGHENY COUNTY, PENNSYLVANIA

KIMBALL J. BRADLEY,

Plaintiff,

v.

HERBERT BENNET CONNER,

Defendant.

CIVIL DIVISION

No. GD 07-017747

PRAECIPE FOR APPEARANCE

Filed on Behalf of Defendant
Herbert Bennett Conner

Counsel of Record for This Party:

Dennis St. J. Mulvihill, Esquire

PA I.D. #16411

Bruce E. Rende, Esquire

PA I.D. #52714

Erin J. Wengryn, Esquire

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JURY TRIAL DEMANDED.

IN THE COURT OF COMMON PLEAS OF ALLEGHENY COUNTY, PENNSYLVANIA

KIMBALL J. BRADLEY,

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v.

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Defendant.

CIVIL DIVISION

No. GD 07-017747

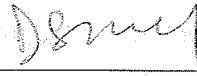
PRAECIPE FOR APPEARANCE

TO: PROTHONOTARY

Please enter the appearance of ROBB LEONARD MULVIHILL, Dennis St. J. Mulvihill, Esquire, Bruce E. Rende, Esquire, and Erin J. Wengryn, Esquire, as Attorneys on behalf of Defendant, Herbert Bennett Conner, in the above-captioned case.

Respectfully submitted,

ROBB LEONARD MULVIHILL

By: 

Dennis St. J. Mulvihill, Esquire
Bruce E. Rende, Esquire
Erin J. Wengryn, Esquire
Attorney for Defendant
Herbert Bennett Conner

No. GD 07-017747

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing PRAECIPE FOR APPEARANCE was mailed by First Class U.S. mail, postage prepaid, to the following counsel of record this 3rd day of October, 2007:

Stephen J. Del Sole, Esquire
DEL SOLE CAVANAUGH STROYD LLC
The Waterfront Building
200 First Avenue, Suite 300
Pittsburgh, PA 15222



Dennis St. J. Mulvihill, Esquire
Bruce E. Rende, Esquire
Erin J. Wengryn, Esquire