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inventory, intellectual property and other intangibles. Certain assets of the Division were retained by Green, including, but not limited to, certain of the Division's accounts receivable existing at the consummation of the sale to Benko (the "Closing").

The purchase price paid by Benko in consideration for the assets acquired pursuant to the APA was One Million Eight Hundred Thirty-Seven Thousand Seven Hundred Fourteen and Sixty-Four One-Hundredths (\$1,837,714.64) Dollars, consisting of (a) a payment to Green at Closing of Eight Hundred Eighty Thousand Sixty-Nine and Two One-Hundredths (\$880,069.02) Dollars; (b) Eight Hundred Thirty-Six Thousand Seven Hundred Eighty-Three and Thirty-Five One-Hundredths (\$836,783.35) Dollars payable pursuant to the terms of a Promissory Note ("Note 1"), dated February 2, 2005, payable in various amounts over a twenty-one (21) month period commencing as of the Closing; and (c) One Hundred Twenty Thousand Eight Hundred Sixty-Two and Twenty-Seven One-Hundredths (\$120,862.27) Dollars payable pursuant to the terms of a Promissory Note (collectively with Note 1, the "Notes"), dated February 2, 2005, payable in various amounts over a four (4) month period commencing as of the Closing. Benko agreed to pay additional consideration on an annual basis for the two (2) successive twelve (12) month periods commencing as of the Closing, dependent on certain sales by Benko, subject to certain other conditions. In addition, Benko assumed certain of Green's contractual obligations. Pursuant to the APA, and subject to certain conditions, Benko has the option to return, and Green must purchase, certain delinquent Purchased Receivables. The obligations of Benko under the APA and the Notes are guaranteed by each of a principal shareholder and an affiliate of Benko, and partially secured by certain collateral.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

- 2.1 Asset Purchase Agreement, dated as of February 2, 2005, between Green Manufacturing, Inc. and Benko Products, Inc.*
- 2.2 Promissory Note, dated February 2, 2005, made payable in the original principal amount of Eight Hundred Thirty-Six Thousand Seven Hundred Eighty-Three and Thirty-Five One-Hundredths (\$836,783.35) Dollars to the order of Green Manufacturing, Inc.
- 2.3 Promissory Note, dated February 2, 2005, made payable in the original principal amount of One Hundred Twenty Thousand Eight Hundred Sixty-Two and Twenty-Seven One-Hundredths (\$120,862.27) Dollars to the order of Green Manufacturing, Inc.
- 99.1 Press Release, dated February 3, 2005, issued by P & F Industries, Inc.

* Pursuant to Rule 601(b)(2) of Regulation S-K, certain exhibits and schedules have been omitted from this filing. The Registrant agrees to furnish to the Securities and Exchange Commission on a supplemental basis a copy of any omitted exhibit or schedule.

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SIGNATURES

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

P & F INDUSTRIES, INC.

Date: February 3, 2005

/s/ Joseph A. Molino, Jr.

Joseph A. Molino, Jr.
Vice President and
Chief Financial Officer