GORMAN RUPP CO
Form 10-Q
November 03, 2010

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

þ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended September 30, 2010

OR

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

Commission File Number 1-6747

The Gorman-Rupp Company

(Exact name of registrant as specified in its charter)

Ohio	34-0253990
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
600 South Airport Road, Mansfield, Ohio	44903
(Address of principal executive offices)	(Zip Code)

Registrant s telephone number, including area code (419) 755-1011

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 þ No o

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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes o No o

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

Large accelerated filer o	Accelerated filer þ	Non-accelerated filer o	Smaller reporting company o

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

Common shares, without par value, outstanding at November 2, 2010. 16,788,535

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The Gorman-Rupp Company and Subsidiaries
Three and Nine Months September 30, 2010 and 2009

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PART I. FINANCIAL INFORMATION
ITEM 1 FINANCIAL STATEMENTS (UNAUDITED)

THE GORMAN-RUPP COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

(Thousands of dollars, except per share amounts)	Three Months Ended September 30, 2010	Three Months Ended September 30, 2009	Nine Months Ended September 30, 2010	Nine Months Ended September 30, 2009
Net sales	$ 73,953	$ 64,096	$ 212,119	$ 204,039
Cost of products sold	55,298	47,996	160,729	156,804
Gross profit	18,655	16,100	51,390	47,235
Selling, general and administrative expenses	9,401	8,373	26,535	26,151
Operating income	9,254	7,727	24,855	21,084
Other income	115	142	252	1,051
Other expense	(112)	(64)	(640)	(260)
Income before income taxes	9,257	7,805	24,467	21,875
Income taxes	3,102	2,628	8,159	7,325
Net income	$ 6,155	$ 5,177	$ 16,308	$ 14,550
Earnings per share	$ 0.37	$ 0.31	$ 0.98	$ 0.87
Cash dividends paid per share	$ 0.105	$ 0.100	$ 0.315	$ 0.300
Weighted average shares outstanding	16,688,535	16,710,535	16,703,030	16,708,546

See notes to condensed consolidated financial statements.

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THE GORMAN-RUPP COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

(Thousands of dollars)	Unaudited September 30, 2010	December 31, 2009
Assets		
Current assets:		
Cash and cash equivalents	$ 40,607	$ 44,403
Short-term investments	1,513	1,505
Accounts receivable net	49,644	37,239
Inventories net	39,287	40,506
Deferred income taxes and other current assets	5,517	7,747
Total current assets	136,568	131,400
Property, plant and equipment	210,001	208,571
Less accumulated depreciation	102,466	100,048
Property, plant and equipment net	107,535	108,523
Deferred income taxes and other assets	10,081	9,149
Total assets	$ 254,184	$ 249,072
Liabilities and shareholders equity		
Current liabilities:		
Accounts payable	$ 12,299	$ 8,972
Short-term debt		15,000
Payroll and related liabilities	9,674	6,909
Commissions payable	7,975	4,348
Accrued expenses	9,615	7,946
Total current liabilities	39,563	43,175
Income taxes payable	971	971
Retirement benefits	1,930	5,044
Postretirement benefits	22,982	22,270

Total liabilities	65,446	71,460
The Gorman-Rupp Company shareholders equity		
Common shares, without par value:		
Authorized 35,000,000 shares		
Outstanding 16,688,535 shares in 2010 and 16,710,535 in 2009 (after deducting treasury shares of 623,683 in 2010 and 601,683 in 2009) at stated capital amount	5,093	5,100
Retained earnings	193,354	182,875
Accumulated other comprehensive loss	(10,440)	(11,070)
The Gorman-Rupp Company shareholders equity	188,007	176,905
Noncontrolling interest	731	707
Total shareholders equity	188,738	177,612
Total liabilities and shareholders equity	$ 254,184	$ 249,072

See notes to condensed consolidated financial statements.

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THE GORMAN-RUPP COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Nine Months Ended September 30,	
(Thousands of dollars)	2010	2009
Cash flows from operating activities:		
Net income	$ 16,308	$ 14,550
Adjustments to reconcile net income attributable to net cash provided by operating activities:		
Depreciation and amortization	7,751	6,288
Changes in operating assets and liabilities:		
Accounts receivable	(12,405)	8,934
Inventories	1,219	11,524
Accounts payable	3,328	(4,897)
Commissions payable	3,628	(100)
Accrued expenses and other	2,796	7,577
Net cash provided by operating activities	22,625	43,876
Cash flows from investing activities:		
Capital additions net	(5,607)	(33,838)
Proceeds from sale of product line		1,315
Change in short-term investments	(8)	(1,500)
Net cash used for investing activities	(5,615)	(34,023)
Cash flows from financing activities:		
Cash dividends	(5,261)	(5,011)
Proceeds from bank borrowings		24,806
Payments to bank for borrowings	(15,000)	
Purchase of common shares for treasury net	(574)	
Net cash (used for) provided by financing activities	(20,835)	19,795
Effect of exchange rate changes on cash	29	795
Net (decrease) increase in cash and cash equivalents	(3,796)	30,443
Cash and cash equivalents:		
Beginning of year	44,403	23,793

September 30,	$	40,607	$	54,236

See notes to condensed consolidated financial statements.

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PART I

ITEM 1. NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE A BASIS OF PRESENTATION OF FINANCIAL STATEMENTS

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and in accordance with the instructions to Form 10-Q and do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. The consolidated financial statements include the accounts of the Company and its wholly and majority-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated. 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 three and nine months ended September 30, 2010 are not necessarily indicative of results that may be expected for the year ending December 31, 2010. For further information, refer to the consolidated financial statements and notes thereto included in the Company s Annual Report on Form 10-K for the year ended December 31, 2009. The Company has evaluated the existence of subsequent events through the filing date of this Form 10-Q.

NEW ACCOUNTING PRONOUNCEMENTS

There have been no recent accounting pronouncements or changes in accounting pronouncements during the nine months ended September 30, 2010, as compared to the recent accounting pronouncements described in the Company s Annual Report on Form 10-K for the year ended December 31, 2009, that are of significance or potential significance to the Company.

NOTE B INVENTORIES

Inventories are stated at the lower of cost or market. The costs for substantially all inventories are determined using the last-in, first-out (LIFO) method, with the remainder determined using the first-in, first-out (FIFO) method. An actual valuation of inventory under the LIFO method is made at the end of each year based on the inventory levels and costs at that time. Interim LIFO calculations are based on management s estimate of expected year-end inventory levels and costs and are subject to the final year-end LIFO inventory valuation.

The major components of inventories are as follows (net of LIFO reserves):

(Thousands of dollars)	September 30, 2010	December 31, 2009
Raw materials and in-process	$ 20,314	$ 22,087
Finished parts	16,334	16,026
Finished products	2,639	2,393
Total inventories	$ 39,287	$ 40,506

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PART I CONTINUED

ITEM 1. NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) CONTINUED

NOTE C PRODUCT WARRANTIES

A liability is established for estimated future warranty and service claims based on historical claims experience, specific product failures and sales volume. The Company expenses warranty costs directly to cost of products sold. Changes in the Company s product warranty liability are as follows:

	September 30,	
(Thousands of dollars)	2010	2009
Balance at beginning of year	$ 1,863	$ 2,048
Warranty costs accrued	754	1,503
Expenses	(1,173)	(1,643)
Balance at end of period	$ 1,444	$ 1,908

NOTE D COMPREHENSIVE INCOME

Comprehensive income and its components, net of tax, are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Thousands of dollars)	2010	2009	2010	2009
Net income	$ 6,155	$ 5,177	$ 16,308	$ 14,550
Changes in cumulative foreign currency translation adjustments	1,370	1,242	(139)	1,740
Pension and OPEB adjustments	254	471	769	1,412
Total comprehensive income attributable to The Gorman-Rupp Company	$ 7,779	$ 6,890	$ 16,938	$ 17,702

NOTE E INCOME TAXES

The Company follows the provisions of ASC 740 Income Taxes. Accordingly, the Company recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit.

The amount of unrecognized tax benefits as of January 1, 2010 of $1.5 million includes $876,000 which, if ultimately recognized, will reduce the Company s annual effective tax rate.

At September 30, 2010, the balance of unrecognized tax benefits had increased to approximately $1,513,000. The change in the current year is related to a $109,000 increase in current year tax positions, a $7,000 increase in prior period positions, a $12,000 decrease related to settlements with taxing authorities, and a $52,000 decrease related to the lapse of the applicable statute of limitations.

The September 30, 2010 balance of unrecognized tax benefits includes $942,000 which, if ultimately realized, will reduce the Company s annual effective tax rate.

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PART I CONTINUED

ITEM 1. NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) CONTINUED

NOTE E INCOME TAXES CONTINUED

The statute of limitations in several jurisdictions will expire in the next 12 months. The Company has unrecognized tax benefits of $62,000 which would be recognized if the statute of limitations expires without the relevant taxing authority examining the applicable returns.

The Company is subject to income taxes in the U.S. federal jurisdiction, and various states and foreign jurisdictions. Tax regulations within each jurisdiction are subject to the interpretation of the related tax laws and regulations and require significant judgment to apply. Except as noted below, the Company is no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for the years before 2006.

The Company was examined by the Canadian Revenue Agency for tax years ending 2004 2006 related to inter-company royalty payments. The Company received a final assessment during the first quarter 2009 and has filed a Competent Authority Appeal with both U.S. and Canadian Competent Authorities to eliminate double tax treatment. Under the most recent U.S.-Canadian tax protocol, Competent Authority assessments should achieve symmetry under binding arbitration. Any adjustment resulting from Competent Authority resolution of the examination is not expected to have a material impact on the consolidated financial position or future consolidated results of operations of the Company.

The Company recognizes interest and penalties related to unrecognized tax benefits in income tax expense for all periods presented. The Company had accrued approximately $391,000 for the payment of interest and penalties at January 1, 2010. An additional accrual of interest and penalties of approximately $59,000 was recorded for the nine months ended September 30, 2010.

NOTE F PENSION AND OTHER POSTRETIREMENT BENEFITS

The Company sponsors a defined benefit pension plan covering substantially all employees hired prior to January 1, 2008. Additionally, the Company sponsors a defined contribution pension plan at one location not participating in the defined benefit pension plan. A 401(k) plan that includes a graduated Company match is also available. The Company also sponsors a non-contributory defined benefit health care plan that provides health benefits to substantially all retirees and their spouses.

For substantially all United States employees hired after January 1, 2008, an enhanced 401(k) plan is available instead of the Company s defined benefit pension plan. Benefits are based on age and years of service with the Company. Employees hired prior to January 1, 2008 are not affected by the change.

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PART I CONTINUED

ITEM 1. NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) CONTINUED

NOTE F PENSION AND OTHER POSTRETIREMENT BENEFITS CONTINUED

The following table presents the components of net periodic benefit cost:

	Pension Benefits Nine Months Ended September 30,		Postretirement Benefits Nine Months Ended September 30,	
(Thousands of dollars)	2010	2009	2010	2009
Service cost	$ 2,041	$ 2,064	$ 829	$ 907
Interest cost	2,366	2,553	943	1,181
Expected return on plan assets	(3,321)	(2,652)		
Unrecognized actuarial (gain) loss	1,182	1,580	(428)	(169)
Recognized actuarial (gain) loss			(2)	
Benefit cost	$ 2,268	$ 3,545	$ 1,342	$ 1,919

NOTE G SUBSEQUENT EVENT

On September 24, 2010, the Company entered into an unsecured loan agreement for an amount of $35.0 million which matures in November 2011, subject to extension, with interest at LIBOR plus 75 basis points, adjustable and payable monthly.

On October 1, 2010, the Company borrowed $35.0 million under the above mentioned unsecured loan agreement to capitalize a new subsidiary, National Pump Company, for the purpose of acquiring the assets and assumption of certain liabilities of National Pump Company, LLC for approximately $40 million. National Pump Company manufactures vertical turbine line shaft and submersible pumps as well as centrifugal pumps, high pressure booster pumps and packaged pump station systems for industrial water supply, agricultural irrigation supply and municipal water supply. Additionally it provides specialty pumps for petroleum, mining and OEM applications. National Pump Company generated approximately $33 million in revenue during 2009. The addition of National Pump Company broadens the Company s portfolio of pumping solutions and complements our established markets.

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Executive Overview

The Gorman-Rupp Company is a leading designer, manufacturer and marketer of pumps and related equipment (pump and motor controls) for use in water, wastewater, construction, industrial, petroleum, original equipment, agriculture, fire protection, heating, ventilating and air conditioning (HVAC), military and other liquid-handling applications. The Company attributes its success to product quality, application and performance combined with delivery and service, and attempts to continually develop initiatives to improve performance in these key areas.

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PART I CONTINUED

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS CONTINUED

Starting in the fourth quarter of 2008 and continuing into 2009, demand for most of our products slowed due to the global economic recession. The Company responded to these challenging business conditions by adjusting cost structures to lower operating levels and realigning production plans to match current demand. During the three and nine months ended September 30, 2010, the Company experienced improved incoming orders and financial results with earnings largely driven by solid operating performance in what is still an unpredictable environment. The Company experienced increased overtime compensation during the third quarter of 2010 due to expanding customer demand for some products and is considering hiring additional full-time employees in the remainder of the year. Customer order growth continues to be encouraging, but the Company remains cautious until full economic recovery becomes more evident.

Third Quarter 2010 Compared to Third Quarter 2009

Net Sales

	Three Months Ended September 30,			
(Thousands of dollars)	2010	2009	$ Change	% Change
Net sales	$ 73,953	$ 64,096	$ 9,857	15.4%

The increase in net sales during the quarter was due principally to increases in the international fire protection market of $3.2 million, the municipal market of $4.1 million, the construction and rental market of $2.7 million and the industrial market of $2.0 million. Partially offsetting these increases were decreased sales in the OEM market of $2.3 million.

Cost of Products Sold

	Three Months Ended September 30,			
(Thousands of dollars)	2010	2009	$ Change	% Change
Cost of products sold	$ 55,298	$ 47,996	$ 7,302	15.2%
% of Net sales	*74.8%*	*74.9%*		

The increase in cost of products sold was primarily due to higher sales volume which resulted in additional material costs of $5.2 million, including higher LIFO expense of $1.3 million versus the third quarter 2009 which benefited from a $1.0 million liquidation of LIFO quantities due to reduced inventory levels. Compensation and payroll taxes increased $1.3 million principally due to overtime compensation associated with meeting increased customer demand for our products. In addition, depreciation expense increased $421,000 primarily due to the consolidation and expansion of the Mansfield, Ohio facilities (the Mansfield facilities).

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PART I CONTINUED
ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS CONTINUED

Selling, General and Administrative Expenses (SG&A)

(Thousands of dollars)	Three Months Ended September 30, 2010	2009	$ Change	% Change
Selling, general and administrative expenses (SG&A)	$ 9,401	$ 8,373	$ 1,028	12.3%
% of Net sales	*12.7%*	*13.1%*		

The increase in SG&A expenses is principally due to increases in travel and advertising expenses of $434,000 related to additional participation in trade shows and professional fees of $287,000 related to the business acquisition of National Pump Company on October 1, 2010 and software consulting fees. In addition, profit sharing expense increased $234,000 related to higher operating income.

Net Income

(Thousands of dollars)	Three Months Ended September 30, 2010	2009	$ Change	% Change
Income before income taxes	$ 9,257	$ 7,805	$ 1,452	18.6%
% of Net sales	*12.5%*	*12.2%*		
Income taxes	$ 3,102	$ 2,628	$ 474	18.0%
Effective tax rate	*33.5%*	*33.7%*		
Net income	$ 6,155	$ 5,177	$ 978	18.9%
% of Net sales	*8.3%*	*8.1%*		
Earnings per share	$ 0.37	$ 0.31	$ 0.06	19.4%

Nine Months 2010 Compared to Nine Months 2009

Net Sales

(Thousands of Dollars)	Nine Months Ended September 30, 2010	2009	$ Change	% Change
Net sales	$ 212,119	$ 204,039	$ 8,080	4.0%

The increase in sales in the first nine months of 2010 compared to the same period last year was due principally to increases in the international fire protection market of $7.0 million, the municipal market of $2.7 million, the construction and rental market of $4.4 and the industrial market of $3.1 million. Partially offsetting these increases were decreases in the OEM market of $5.2 million and the domestic fire protection market of $3.1 million.

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PART I CONTINUED

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS CONTINUED

The backlog at September 30, 2010 was $104.6 million compared to $85.2 million at September 30, 2009, representing a 23% increase primarily due to an increase of orders in custom pump applications, the municipal market, the rental market and the international fire protection market, partially offset by a decline in orders for the OEM market.

Cost of Products Sold

	Nine Months Ended September 30,			
(Thousands of Dollars)	2010	2009	$ Change	% Change
Cost of products sold	$ 160,729	$ 156,804	$ 3,925	2.5%
% of Net sales	*75.8%*	*76.9%*		

The increase in cost of products sold was due in part to higher sales volume which resulted in additional material costs of $4.1 million, including higher LIFO expense of $2.1 million versus the first nine months of 2009 which benefited from a $2.1 million liquidation of LIFO quantities due to reduced inventory levels. Comparable volume increases influenced manufacturing costs in addition to increases in depreciation expense of $1.4 million primarily due to the consolidation and expansion of the Mansfield facilities, and overtime compensation of $1.2 million associated with meeting increased customer demand for our products. Partially offsetting these increases were decreases in pension expense of $1.0 million as a result of lower amortization expense due to the rebound in equity markets during 2009, warranty expense of $749,000 primarily due to improved claims experience, healthcare expense of $588,000 due to reduced medical costs for active employees and postretirement expense of $333,000 due to reduced medical costs for retired employees.

Selling, General, and Administrative Expenses (SG&A)

	Nine Months Ended September 30,			
(Thousands of Dollars)	2010	2009	$ Change	% Change
Selling, general, and administrative expenses (SG&A)	$ 26,535	$ 26,151	$ 384	1.5%
% of Net sales	*12.5%*	*12.8%*		

The increase in SG&A expenses is principally due to increases in profit sharing expense of $425,000 related to higher operating income and travel and advertising expenses of $396,000 related to additional participation in trade shows. Partially offsetting these increases were decreases in healthcare expense of $416,000 due to reduced medical costs and professional fees of $118,000 resulting from reduced legal fees.

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PART I CONTINUED
ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS CONTINUED

Other Income

	Nine Months Ended September 30,			
(Thousands of Dollars)	2010	2009	$ Change	% Change
Other income	$ 252	$ 1,051	$ (799)	(76.0)%
% of Net sales	*0.1%*	*0.5%*		

The decrease in other income is primarily due to a gain recognized on the sale of a product line in 2009 of $435,000 and reduced gain on disposal of assets of $247,000.

Other Expense

	Nine Months Ended September 30,			
(Thousands of Dollars)	2010	2009	$ Change	% Change
Other expense	$ 640	$ 260	$ 380	146.2%
% of Net sales	*0.3%*	*0.1%*		

The increase in other expense is due to losses on disposal of assets of $264,000 primarily related to the former Mansfield Division facilities and higher foreign currency exchange rate losses of $224,000 related primarily to the decrease in the value of the Euro during the current period.

Net Income

	Nine Months Ended September 30,			
(Thousands of Dollars)	2010	2009	$ Change	% Change
Income before income taxes	$ 24,467	$ 21,875	$ 2,592	11.8%
% of Net sales	*11.5%*	*10.7%*		
Income taxes	$ 8,159	$ 7,325	$ 834	11.4%
Effective tax rate	*33.3%*	*33.5%*		
Net income	$ 16,308	$ 14,550	$ 1,758	12.1%
% of Net sales	*7.7%*	*7.1%*		
Earnings per share	$ 0.98	$ 0.87	$ 0.11	12.6%

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PART I CONTINUED

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS CONTINUED

Liquidity and Capital Resources

	Nine Months Ended September 30,	
(Thousands of dollars)	2010	2009
Net cash provided by operating activities	$ 22,625	$ 43,876
Net cash used for investing activities	(5,615)	(34,023)
Net cash (used for) provided by financing activities	(20,835)	19,795

The Company s principal funding source generally is its cash generated from operations. As operations continued to improve from last year s severe recession, higher sales resulted in increased accounts receivable, accounts payable and commissions payable during the first nine months of 2010. Inventories did not yet increase in line with sales due to lead times required for replenishment.

Investing activities for the nine months ended September 30, 2010 primarily consisted of remaining capital expenditures related to the Mansfield facilities of $2.8 million and other net capital expenditures of $2.8 million for a total of $5.6 million, a decrease of $29.0 million compared to the same period last year. Total capital expenditures of approximately $57.4 million for the new Mansfield facilities, substantially completed in 2009, have been incurred as of September 30, 2010. Non-building capital expenditures are expected to be approximately $4 to $6 million for each of 2010 and 2011.

Financing activities for the nine months ended September 30, 2010 consisted principally of the re-payment of the outstanding balance of $15.0 million on short-term debt used to partially finance the Mansfield facilities, and payments for dividends of $5.3 million. The ratio of current assets to current liabilities was 3.5 to 1 at September 30, 2010 and 3.0 to 1 at December 31, 2009.

The Company believes that cash on hand, combined with cash provided by operations and line of credit arrangements with banks, will continue to be sufficient to meet cash requirements, including capital expenditures and the payment of dividends. While the Company currently expects to continue its history of paying regular quarterly dividends, any future dividends will be reviewed individually and declared by our Board of Directors at its discretion, dependent on our assessment of the Company s financial condition and business outlook at the applicable time.

Critical Accounting Policies

Our critical accounting policies are described in Item 7, *Management s Discussion and Analysis of Financial Condition and Results of Operations*, and in the notes to our Consolidated Financial Statements for the year ended December 31, 2009 contained in our Fiscal 2009 Annual Report on Form 10-K. Any new accounting policies or updates to existing accounting policies as a result of new accounting pronouncements have been discussed in the notes to our Consolidated Financial Statements in this Quarterly Report on Form 10-Q. The application of our critical accounting policies may require management to make judgments and estimates about the amounts reflected in the Consolidated Financial Statements. Management uses historical experience and all available information to make these estimates and judgments, and different amounts could be reported using different assumptions and estimates.

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PART I CONTINUED

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS CONTINUED

Safe Harbor Statement

In connection with the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, The Gorman-Rupp Company provides the following cautionary statement: Certain statements in this section and elsewhere herein contain various forward-looking statements and include assumptions concerning The Gorman-Rupp Company s operations, future results and prospects. These forward-looking statements are based on current expectations about important economic, political, and technological factors, among others, and are subject to risk and uncertainties, the absence of which could cause the actual results or events to differ materially from those set forth in or implied by the forward-looking statements and related assumptions.

Such factors include the following: (1) continuation of the current and projected future business environment, including interest rates and capital and consumer spending; (2) competitive factors and competitor responses to Gorman-Rupp initiatives; (3) successful development and market introductions of anticipated new products; (4) stability of government laws and regulations, including taxes; (5) stable governments and business conditions in emerging economies; (6) successful penetration of emerging economies; and (7) continuation of the favorable environment to make acquisitions, domestic and foreign, including regulatory requirements and market values of candidates.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES OF MARKET RISK

The Company s foreign operations do not involve material risks due to their relative size, both individually and collectively. The Company is not exposed to material market risks as a result of its diversified export sales. Export sales generally are denominated in U.S. Dollars and made on open account or under letters of credit.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company maintains a set of disclosure controls and procedures designed to ensure that information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. The Company s disclosure controls and procedures are also designed to ensure that information required to be disclosed in Company reports filed under the Exchange Act of 1934 is accumulated and communicated to the Company s Management, including the principal executive officer and the principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

An evaluation was carried out under the supervision and with the participation of the Company s Management, including the principal executive officer and the principal financial officer, of the effectiveness of the design and operation of the Company s disclosure controls and procedures as of the end of the period covered by this report on Form 10-Q. Based on that evaluation, the principal executive officer and the principal financial officer have concluded that the Company s disclosure controls and procedures were effective as of September 30, 2010.

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PART I CONTINUED

ITEM 4. CONTROLS AND PROCEDURES CONTINUED

Changes in Internal Control Over Financial Reporting

There have been no changes in the Company s disclosure controls and procedures that occurred during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting. Subsequent to the date of the evaluation, there have been no significant changes in the Company s disclosure controls and procedures that could significantly affect the Company s internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

There are no material changes from the legal proceedings previously reported in the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

ITEM 1A. RISK FACTORS

There are no material changes from the risk factors previously reported in the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

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ITEM 6. EXHIBITS

(a) Exhibits

Exhibits 3 and 4	(articles of incorporation) are incorporated herein by this reference from Exhibits (3) and (4) of the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2007.
Exhibits 3, 4 and 10	(by-laws; instruments defining the rights of security holders, including indentures; and material contracts) are incorporated herein by this reference from Exhibits (3), (4) and (10) of the Company s Annual Report on Form 10-K for the year ended December 31, 2005.
Exhibit 31.1	Certification of Jeffrey S. Gorman, Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 31.2	Certification of Wayne L. Knabel, Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 32	Certification pursuant to 18 U.S.C Section 1350, as adopted Pursuant to Section 906 of The Sarbanes-Oxley Act of 2002.

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.

The Gorman-Rupp Company
(Registrant)

Date: November 3, 2010

By: /s/ Wayne L. Knabel

Wayne L. Knabel
Chief Financial Officer