FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

(Mark one)

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

For Quarterly Period Ended September 30, 2001

OR

[ ] 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 1-8462

GRAHAM CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE	16-1194720
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
20 FLORENCE AVENUE, BATAVIA, NEW YORK	14020
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including Area Code - 716-343-2216

(Former name, former address and former fiscal year, if changed since last report.)

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 _____

As of November 9, 2001, there were outstanding 1,635,142 shares of common stock, $.10 per share.

GRAHAM CORPORATION AND SUBSIDIARIES

FORM 10-Q

SEPTEMBER 30, 2001

PART I - FINANCIAL INFORMATION

Unaudited consolidated financial statements of Graham Corporation (the Company) and its subsidiaries as of September 30, 2001 and for the three month and six month periods then ended are presented on the following pages. The financial statements have been prepared in accordance with the company's usual accounting policies, are based in part on approximations and reflect all normal and recurring adjustments which are, in the opinion of management, necessary to a fair presentation of the results of the interim periods.

This part also includes management's discussion and analysis of the Company's financial condition as of September 30, 2001 and its results of operations for the three and six month periods then ended.

GRAHAM CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

<TABLE>
<CAPTION>

<S>	September 30, 2001 <C>	March 31, 2001 <C>
Assets		
Current Assets:		
Cash and equivalents	$ 719,000	$ 226,000
Investments	994,000	4,905,000
Trade accounts receivable	8,985,000	7,954,000
Inventories	6,970,000	9,383,000
Domestic and foreign income taxes receivable	113,000	449,000
Deferred income tax asset	833,000	1,021,000
Prepaid expenses and other current assets	475,000	529,000
	19,089,000	24,467,000
Property, plant and equipment, net	9,877,000	10,013,000
Deferred income tax asset	2,278,000	2,113,000
Other assets	4,000	15,000
	$31,248,000	$36,608,000

</TABLE>

GRAHAM CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS (concluded)

<TABLE>
<CAPTION>

<S>	September 30, 2001 <C>	March 31, 2001 <C>
Liabilities and Shareholders' Equity		
Current liabilities:		
Short-term debt	$ 941,000	$ 4,164,000
Current portion of long-term debt	94,000	126,000
Accounts payable	2,311,000	4,968,000
Accrued compensation	2,702,000	2,225,000
Accrued expenses and other liabilities	885,000	893,000
Customer deposits	1,530,000	929,000
	8,463,000	13,305,000
Long-term debt	156,000	682,000
Accrued compensation	676,000	706,000
Deferred income tax liability	33,000	31,000
Other long-term liabilities	11,000	11,000
Accrued pension liability	1,645,000	1,516,000
Accrued postretirement benefits	3,264,000	3,220,000
Total liabilities	14,248,000	19,471,000
Shareholders' equity:		
Preferred Stock, $1 par value - Authorized, 500,000 shares		
Common stock, $.10 par value - Authorized, 6,000,000 shares Issued 1,703,465 shares on September 30, 2001 and 1,697,645 on March 31, 2001	170,000	170,000
Capital in excess of par value	4,619,000	4,575,000
Retained earnings	16,323,000	16,583,000
Accumulated other comprehensive loss	(2,109,000)	(2,188,000)
	19,003,000	19,140,000
Less:		
Treasury Stock	(1,161,000)	(1,161,000)
Notes receivable from officers and directors	(842,000)	(842,000)
Total shareholders' equity	17,000,000	17,137,000
	$31,248,000	$36,608,000

</TABLE>

GRAHAM CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS AND RETAINED EARNINGS

<TABLE>
<CAPTION>

<S>	Three Months ended September 30, 2001 <C>	Three Months ended September 30, 2000 <C>	Six Months ended September 30, 2001 <C>	Six Months ended September 30, 2000 <C>
Net Sales	$14,082,000	$11,726,000	$23,663,000	$20,010,000
Cost and expenses:				
Cost of products sold	10,996,000	8,812,000	18,978,000	15,237,000
Selling, general and administrative	2,545,000	2,444,000	4,977,000	4,751,000
Interest expense	32,000	66,000	105,000	140,000

	13,573,000	11,322,000	24,060,000	20,128,000
Income (Loss) before income taxes	509,000	404,000	(397,000)	(118,000)
Provision (Benefit) for income taxes	160,000	137,000	(137,000)	(31,000)
Net income (loss)	349,000	267,000	(260,000)	(87,000)
Retained earnings at beginning of period	15,974,000	16,544,000	16,583,000	16,898,000
Loss on issuance of treasury stock		(510,000)		(510,000)
Retained earnings at end of period	$16,323,000	$16,301,000	$16,323,000	$16,301,000
Per Share Data:				
Basic:				
Net income (loss)	$.21	$.17	$(.16)	$(.06)
Diluted:				
Net income (loss)	$.21	$.16	$(.16)	$(.06)

</TABLE>

GRAHAM CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

<TABLE>
<CAPTION>

	Six Months Ended September 30, 2001	2000
<S>	<C>	<C>
Operating activities:		
Net loss	$ (260,000)	$ (87,000)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	490,000	479,000
Gain on sale of property, plant and equipment	(10,000)	(55,000)
Loss on sale of investments	28,000	
(Increase) Decrease in operating assets:		
Accounts receivable	(964,000)	334,000
Inventory, net of customer deposits	3,069,000	1,229,000
Prepaid expenses and other current and non-current assets	60,000	(91,000)
Increase (Decrease) in operating liabilities:		
Accounts payable, accrued compensation, accrued expenses and other liabilities	(2,229,000)	(2,065,000)
Accrued compensation, accrued pension liability, and accrued postemployment benefits	143,000	200,000
Domestic and foreign income taxes	307,000	369,000
Deferred income taxes	44,000	(15,000)
Total adjustments	938,000	385,000
Net cash provided by operating activities	678,000	298,000

</TABLE>

GRAHAM CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (concluded)

	Six Months Ended September 30, 2001	2000
Investing activities:		
Purchase of property, plant and equipment	(365,000)	(786,000)
Proceeds from sale of property, plant and equipment	140,000	293,000
Purchase of investments	(994,000)	
Proceeds from sale of investments	4,877,000	
Net cash provided (used) by investing activities	3,658,000	(493,000)
Financing activities:		
Decrease in short-term debt	(3,256,000)	(850,000)
Proceeds from issuance of long-term debt	4,785,000	8,934,000
Principal repayments on long-term debt	(5,417,000)	(8,922,000)
Issuance of common stock	44,000	23,000
Sale of treasury stock		12,000
Net cash used by financing activities	(3,844,000)	(803,000)
Effect of exchange rate on cash	1,000	(14,000)
Net increase (decrease) in cash and equivalents	493,000	(1,012,000)
Cash and equivalents at beginning of period	226,000	1,110,000
Cash and equivalents at end of period	$ 719,000	$ 98,000

GRAHAM CORPORATION AND SUBSIDIARIES
NOTES TO FINANCIAL INFORMATION
SEPTEMBER 30, 2001

NOTE 1 - INVENTORIES

Major classifications of inventories are as follows:

<TABLE>
<CAPTION>

	9/30/01	3/31/01

<S>	<C>	<C>
Raw materials and supplies	$ 1,842,000	$ 1,996,000
Work in process	7,188,000	11,243,000
Finished products	1,757,000	1,880,000
	10,787,000	15,119,000
Less - progress payments	3,817,000	5,736,000
	$ 6,970,000	$ 9,383,000

</TABLE>

NOTE 2 - EARNINGS PER SHARE:

Basic earnings per share is computed by dividing net income by the weighted average number of common shares outstanding for the period. Diluted earnings per share is calculated by dividing net income by the weighted average number of common and, when applicable, potential common shares outstanding during the period. A reconciliation of the numerators and denominators of basic and diluted earnings per share is presented below:

<TABLE>
<CAPTION>

	Three months ended September 30,		Six months ended September 30,	
	2001	2000	2001	2000
<S>	<C>	<C>	<C>	<C>
Basic earnings (loss) per share				
Numerator:				
Net income (loss)	$ 349,000	$ 267,000	$(260,000)	$ (87,000)
Denominator:				
Weighted common shares outstanding	1,635,000	1,590,000	1,633,000	1,547,000
Share equivalent units (SEU) outstanding	11,000	11,000	11,000	11,000
Weighted average shares and SEU's outstanding	1,646,000	1,601,000	1,644,000	1,558,000
Basic earnings (loss) per share	$.21	$.17	$(.16)	$(.06)

</TABLE>

NOTE 2 - EARNINGS PER SHARE (concluded):

<TABLE>
<CAPTION>

	Three months ended September 30,		Six months ended September 30,	
	2001	2000	2001	2000
<S>	<C>	<C>	<C>	<C>
Diluted earnings (loss) per share				
Numerator:				
Net income (loss)	$ 349,000	$ 267,000	$(260,000)	$ (87,000)
Denominator:				
Weighted average shares and SEU's outstanding	1,646,000	1,601,000	1,644,000	1,558,000
Stock options outstanding	19,000	17,000		
Weighted average common and potential common shares outstanding	1,665,000	1,618,000	1,644,000	1,558,000
Diluted earnings (loss) per share	$.21	$.16	$(.16)	$(.06)

</TABLE>

Options to purchase shares of common stock which totaled 138,800 and 85,500 for the three months ended September 30, 2001 and 2000, respectively, were not included in the computation of diluted earnings per share as the effect would be antidilutive due to the options' exercise price being greater than the average market price of the common shares.

All options to purchase shares of common stock at various exercise prices were excluded from the computation of diluted loss per share for the six month period in fiscal year 2002 and 2001 as the effect would be antidilutive due to the net losses for the periods.

NOTE 3 - CASH FLOW STATEMENT

Actual interest paid was $116,000 and $142,000 for the six months ended September 30, 2001 and 2000, respectively. In addition, actual income taxes refunded were $517,000 and $385,000 for the six months ended September 30, 2001 and 2000, respectively.

Non-cash activities during the six months ended September 30, 2001 and 2000 included capital expenditures totaling $70,000 and $2,000, respectively, which were financed through the issuance of capital leases.

NOTE 4 - COMPREHENSIVE INCOME

Total comprehensive income was $427,000 and $180,000 for the three months ended September 30, 2001 and 2000, respectively. Other comprehensive income (loss) for the three months ended September 30, 2001 and 2000 included foreign currency translation adjustments of $78,000 and $(87,000), respectively. Total comprehensive loss for the six months ended September 30, 2001 and 2000 was $181,000 and $296,000, respectively. Other comprehensive income (loss) for the six months ended September 30, 2001 and 2000 included foreign currency translation adjustments of $79,000 and $(209,000), respectively.

NOTE 5 - SEGMENT INFORMATION

The Company's business consists of two operating segments based upon geographic area. The United States segment designs and manufactures heat transfer and vacuum equipment and the operating segment located in the United Kingdom manufactures vacuum equipment. Operating segment information is presented below:

	Three Months Ended September 30, 2001	Three Months Ended September 30, 2000	Six Months Ended September 30, 2001	Six Months Ended September 30, 2000
Sales from external customers				
U.S.	$12,153,000	$11,071,000	$20,629,000	$18,484,000
U.K.	1,929,000	655,000	3,034,000	1,526,000
Total	$14,082,000	$11,726,000	$23,663,000	$20,010,000
Intersegment sales				
U.S.		$ 9,000		$ 18,000
U.K.	$ 247,000	575,000	$ 516,000	769,000
Total	$ 247,000	$ 584,000	$ 516,000	$ 787,000
Segment net income (loss)				
U.S.	$ 122,000	$ 271,000	$ (427,000)	$ (133,000)
U.K.	191,000	(1,000)	109,000	(34,000)
Total segment net income (loss)	$ 313,000	$ 270,000	$ (318,000)	$ (167,000)

NOTE 5 - SEGMENT INFORMATION (concluded)

The segment net income (loss) above is reconciled to the consolidated totals as follows:

	Three Months Ended September 30, 2001	Three Months Ended September 30, 2000	Six Months Ended September 30, 2001	Six Months Ended September 30, 2000
Total segment net income (loss)	$ 313,000	$ 270,000	$ (318,000)	$ (167,000)
Eliminations	36,000	(3,000)	58,000	80,000
Net income (loss)	$ 349,000	$ 267,000	$ (260,000)	$ (87,000)

GRAHAM CORPORATION
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
September 30, 2001

Results of Operations

Sales increased 20% in the second quarter of fiscal year 2002 compared to 2001. Sales for the second quarter increased 10% in the United States and 77% in the United Kingdom compared to 2001. Sales for the six months ended September 30, 2001 exceeded sales for the same period last year by 11% and 55% in the United States and the United Kingdom, respectively. The increases in sales in the United States are a reflection of the significant volume of new orders. The greater sales levels in the United Kingdom are due to an increase in dry pump sales and improved production schedules as the company experienced delays during the second quarter of last year.

Cost of sales as a percent of sales for the second quarter 2002 increased slightly to 78% compared to 75% a year ago. In the United States, cost of sales as a percent of sales was 82% compared to 77% for the same quarter last year. In the United Kingdom, cost of sales as a percent of sales for the quarter was 63% compared to 68% last year. For the six months, cost of sales as a percent of sales climbed to 80% compared to 76% in fiscal year 2001. For the six month period in the United States, the cost of sales percentage was 84% compared to 78% for the same period last year while in the United Kingdom it declined from 71% to 66%. The increases in the

United States are due to the competitiveness experienced in the market place. The United Kingdom percentages are a reflection of product mix, including spare part sales and engineering fees which carry favorable profit margins.

For the three month and six month periods, selling, general and administrative expenses increased 4% and 5% respectively, from the same periods in fiscal year 2001. Selling, general and administrative expenses as a percent of sales for the quarters ended September 30, 2001 and 2000 were 18% and 21%, respectively. For the six month period, selling, general and administrative expenses decreased to 20% from 24% last year. The increased expenses are primarily attributable to costs incurred for marketing the dry pump in the United Kingdom. However, selling, general and administrative expenses as a percent of sales have declined due to the increase in sales levels for the current quarter and year-to-date compared to the same periods last year.

Interest expense for the second quarter and six-month period of the current year decreased 50% and 25%, respectively, compared to the prior year. These decreases are reflective of the significant paydown of outstanding debt in the United States during the first quarter of fiscal year 2002.

The effective income tax rates for the second quarter and six month period in fiscal year 2002 were 31% and 35%, respectively, compared with the 2001 effective tax rates of 34% and 26% for the same periods.

Financial Condition

The financial condition of the Company has remained stable and strong during fiscal year 2002. Working capital of $10,626,000 at September 30, 2001 compares to $11,162,000 at March 31, 2001. This working capital decrease reflects a decline in current assets of $5,378,000 and a decrease in current liabilities of $4,842,000. The decrease in current assets related primarily to significant declines in investments and inventory. During the first quarter the investments were sold to pay off debt. Inventory has been reduced during the first half of the year as a result of significant sales volumes. The decrease in current liabilities reflects the paydown of short-term debt and a decline in accounts payable which is related to lower inventory levels. The current ratio at September 30, 2001 is 2.3 compared to 1.8 at March 31, 2001.

Net cash provided from operating activities for the six months was $678,000. Net loss, adjusted for depreciation and amortization, provided for $230,000 of operating cash. The reduction in inventory provided operating cash of $3,069,000. Net cash provided by investing activities for the first half of the year of $3,658,000 resulted primarily from the sale of the investments. The proceeds from the sale were utilized to pay down short-term debt. Capital expenditures were $365,000 compared to $786,000 for the same period last year. There were no major commitments for capital expenditures as of September 30, 2001.

Management expects that the cash flow from operations and lines of credit will provide sufficient resources to fund the fiscal year 2002 cash requirements.

Total long-term debt decreased $558,000 due to paydowns on the United States line of credit, as well as scheduled payments on capital leases. The long-term debt to equity ratio of 1% at September 30, 2001 compares to 5% at fiscal year end 2001. The total liabilities to assets ratio is 46% compared to 53% at March 31, 2001.

New Orders and Backlog

New orders for the second quarter were $17,552,000 compared to $11,524,000 for the same period last year. Prior to intercompany eliminations, new orders in the United States were $17,045,000 compared to $10,267,000 for the same period in fiscal 2001. New orders in the United Kingdom were $881,000 compared to $1,585,000 for the same quarter last year.

For the first half of the fiscal year new orders were $36,738,000 compared to $23,948,000 for the comparable six month period of fiscal 2001. Prior to eliminations, new orders in the United States were $34,587,000 for the six month period compared to $22,028,000 for the same period last year and new orders in the United Kingdom were $2,613,000 compared to $2,684,000 in fiscal 2001. The current level of new order activity is due to significant orders obtained from a single customer for rectangular

New Orders and Backlog (concluded)

condensers to be used in the power industry. These orders are part of a power plant construction program in which the customer is participating. As a result, the Company anticipates order intake for this product to continue at the current level with estimated shipment of the related units through 2005.

Backlog of unfilled orders at September 30, 2001 is $41,611,000, the highest in the Company's history. This compares to $28,180,000 at this time a year ago and $28,458,000 at March 31, 2001. Prior to eliminations, current backlog in the United States of $39,500,000 compares to $25,544,000 at March 31, 2001 and $27,214,000 at September 30, 2000. Current backlog in the United Kingdom of $2,521,000 compares to $3,366,000 at March 31, 2001 and $1,486,000 at September 30, 2000. The improved backlog is reflective of the recent order activity. The current backlog, with the exception of approximately $16,000,000, is scheduled to be shipped during the next twelve months and represents orders from traditional markets in the Company's established product lines.

Quantitative and Qualitative Disclosures about Market Risk

The Company is exposed to changes in interest rates, foreign currency exchange rates and equity prices which may adversely impact its results of operations and financial position. The Company is exposed to interest rate risk primarily through its borrowing activities. Risk associated with interest rate fluctuations on debt is managed by holding interest bearing debt to the absolute minimum and assessing the risks and benefits for incurring long-term debt. Based upon variable rate debt outstanding at September 30, 2001, a 1% change in interest rates would impact annual interest expense by $9,000.

Over the past three years, Graham's international consolidated sales exposure approximates 44% of annual sales. Operating in world markets involves exposure to movements in currency exchange rates. Currency movements can affect sales in several ways. Foremost, the ability to competitively compete for orders against competition having a relatively weaker currency. Business lost due to this cannot be quantified. Secondly, redemption value of sales can be adversely impacted. The substantial portion of Graham's sales are collected in U.S. dollars. The Company enters into forward foreign exchange agreements to hedge its exposure against unfavorable changes in foreign currency values on significant sales contracts negotiated in foreign currencies.

Foreign operations produced net income in the second quarter and year-to-date of $191,000 and $109,000, respectively. As currency exchange rates change, translations of the income statements of our U.K. business into U.S. dollars affects year-over-year comparability of operating results. The Company does not hedge translation risks because cash flows from U.K. operations are mostly reinvested in the U.K. A 10% change in foreign exchange rates would impact the second quarter and year-to-date results by approximately $19,000 and $11,000, respectively.

Quantitative and Qualitative Disclosures about Market Risk (concluded)

The Company has a Long-Term Incentive Plan which provides for awards of share equivalent units (SEU) for outside directors based upon the Company's performance. The outstanding SEU's are recorded at fair market value thereby exposing the Company to equity price risk. Gains and losses recognized due to market price changes are included in the quarterly results of operations. Based upon the SEU's outstanding at September 30, 2001 and 2000 and the respective quarter end market price per share, a 50% to 100% change in the respective quarter end market price of the Company's common stock would positively or negatively impact the Company's second quarter operating results by $44,000 to $87,000 for 2002 and $62,000 to $123,000 for 2001. In the second quarter of 2002, the income, net of taxes, recorded due to the decrease in the stock price was $29,000. Assuming required net income of $500,000 to award SEU's is met and SEU's are granted to the five outside directors in accordance with the plan over the next five years, based upon the September 30, 2001 market price of the Company's stock of $8.15 per share, a 50% to 100% change in the stock price would positively or negatively impact the Company's operating results by $94,000 to $187,000 in 2003, $99,000 to $197,000 in 2004 and $104,000 to

$207,000 in 2005, 2006 and 2007.

Forward Looking
- ---------------

Certain statements contained in this document, that are not historical facts, constitute "Forward-Looking Statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements, in general, predict, forecast, indicate or imply future results, performance or achievements and generally use words so indicative. The Company wishes to caution the reader that numerous important factors which involve risks and uncertainties, including but not limited to economic, competitive, governmental and technological factors affecting the Company's operations, markets, products, services and prices, and other factors discussed in the Company's filing with the Securities and Exchange Commission, in the future, could affect the Company's actual results and could cause its actual consolidated results to differ materially from those expressed in any forward-looking statement made by, or on behalf of, the Company.

GRAHAM CORPORATION AND SUBSIDIARIES
FORM 10-Q
SEPTEMBER 30, 2001
PART II - OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K.

a. See index to exhibits.

b. No reports on Form 8-K were filed during the quarter ended September 30, 2001.

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.

GRAHAM CORPORATION

/s/J. R. Hansen

J. R. Hansen
Vice President Finance and
Administration / CFO (Principal
Accounting Officer)

Date 11/9/01

INDEX OF EXHIBITS

(2) Plan of acquisition, reorganization, arrangement, liquidation or succession

Not applicable.

(4) Instruments defining the rights of security holders, including indentures

(a) Equity securities

The instruments defining the rights of the holders of Registrant's equity securities are as follows:

Certificate of Incorporation, as amended of Registrant (filed as Exhibit 3(a) to the Registrant's annual report on Form 10-K for the fiscal year ended December 31, 1989, and incorporated herein by reference.)

By-laws of registrant, as amended (filed as Exhibit 3.2(ii) to the Registrant's annual report on Form 10-K for the fiscal year ended March 31, 1998, and is incorporated herein by referenced.)

Stockholder Rights Plan of Graham Corporation (filed as Item 5 to Registrant's current report filed on Form 8-K on August 23, 2000 and Registrant's Form 8-A filed on September 15, 2000, and incorporated herein by reference.)

(b) Debt securities

Not applicable.

(10) Material Contracts

1989 Stock Option and Appreciation Rights Plan of Graham Corporation (filed on the Registrant's Proxy Statement for its 1990 Annual Meeting of Stockholders and incorporated herein by reference.)

1995 Graham Corporation Incentive Plan to Increase Shareholder Value (filed on the Registrant's Proxy Statement for its 1996 Annual Meeting of Stockholders and incorporated herein by reference.)

2000 Graham Corporation Incentive Plan to Increase Shareholder Value (filed on the Registrant's Proxy Statement for its 2001 Annual Meeting of Stockholders and incorporated herein by reference.)

Graham Corporation Outside Directors' Long-Term Incentive Plan (filed as Exhibit 10.3 to the Registrant's annual report on Form 10-K for the fiscal year ended March 31, 1998, and is incorporated herein by reference.)

Employment Contracts between Graham Corporation and Named Executive Officers (filed as Exhibit 10.4 to the Registrant's annual report on Form 10-K for the fiscal year ended March 31, 1998, and is incorporated herein by reference.)

Senior Executive Severance Agreements with Named Executive Officers (filed as Exhibit 10.5 to the Registrant's annual report on Form 10-K for the fiscal year ended March 31, 1998, and is incorporated herein by reference.)

Long-Term Stock Ownership Plan of Graham Corporation (filed on the Registrant's Proxy Statement for its 2000 Annual Meeting of Stockholders and incorporated herein by reference.)

(11) Statement re-computation of per share earnings

Computation of per share earnings is included in Note 2 of the Notes to Financial Information.

(15) Letter re-unaudited interim financial information

Not applicable.

(18) Letter re-change in accounting principles

Not Applicable.

(19) Report furnished to security holders

None.

(22) Published report regarding matters submitted to vote of security holders

The 2000 Annual Meeting of Stockholders of Graham Corporation was held on July 27.

The individuals named below were reelected to serve on the Company's Board of Directors:

	Votes For	Votes Withheld
Jerald D. Bidlack	1,544,794	24,521
Philip S. Hill	1,540,023	29,292

Helen H. Berkeley, Alvaro Cadena, H. Russel Lemcke and Cornelius S. Van Rees all continue as directors of the Company.

Index to Exhibits (cont.)

The proposal to approve the 2000 Graham Corporation Incentive Plan to Increase Shareholder Value was approved with 643,025 shares voting for, 84,870 shares voting against, and 5,593 shares abstaining.

The appointment of Deloitte & Touche LLP as independent auditors was ratified, with 1,545,470 shares voting for, 16,875 shares voting against, and 6,970 shares abstaining.

(23) Consents of experts and counsel

Not applicable.

(24) Power of Attorney

Not applicable.

(99) Additional exhibits

None.