

GORMAN RUPP CO  
Form 10-Q  
November 02, 2007

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

**☐ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
For the Quarterly Period Ended September 30, 2007  
OR**

**○ 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.)

305 Bowman Street, 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  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.

Large accelerated filer  Accelerated filer  Non-accelerated filer

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

Common shares, without par value, outstanding at September 30, 2007. 13,363,004

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**The Gorman-Rupp Company and Subsidiaries**  
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CONDENSED CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)**

(Thousands of dollars, except per share amounts)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2007	2006	2007	2006
Net sales	\$ 74,629	\$ 70,833	\$ 228,737	\$ 205,825
Cost of products sold	58,362	54,243	178,306	158,698
Gross Profit	16,267	16,590	50,431	47,127
Selling, general and administrative expenses	8,342	8,179	25,068	23,928
Operating Income	7,925	8,411	25,363	23,199
Other income	575	387	1,643	1,041
Other expense	(68)	(26)	(93)	(37)
Income Before Income Taxes	8,432	8,772	26,913	24,203
Income taxes	2,957	2,160	9,808	7,554
Net Income	\$ 5,475	\$ 6,612	\$ 17,105	\$ 16,649
Basic and Diluted Earnings Per Share	\$ 0.41	\$ 0.50	\$ 1.28	\$ 1.25
Dividends Paid Per Share	\$ 0.120	\$ 0.112	\$ 0.360	\$ 0.336
Average Shares Outstanding	13,363,004	13,360,004	13,361,015	13,357,518

*See notes to condensed consolidated financial statements.*

**Table of Contents****THE GORMAN-RUPP COMPANY AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS**

(Thousands of dollars)	Unaudited September 30, 2007	December 31, 2006
Assets		
Current Assets:		
Cash and cash equivalents	\$ 23,425	\$ 12,654
Short-term investments	5,581	4,201
Accounts receivable net	47,121	45,135
Inventories net	50,230	50,299
Deferred income taxes and other current assets	8,116	7,829
 Total Current Assets	 134,473	 120,118
Property, plant and equipment	151,730	141,901
Less allowances for depreciation	95,440	89,550
 Property, Plant and Equipment Net	 56,290	 52,351
Deferred income taxes and other assets	18,035	15,071
 Total Assets	 \$ 208,798	 \$ 187,540
Liabilities and Shareholders' Equity		
Current Liabilities:		
Accounts payable	\$ 12,444	\$ 10,417
Payrolls and related liabilities	4,270	3,557
Accrued expenses	18,025	13,672
 Total Current Liabilities	 34,739	 27,646
Income taxes payable	1,569	
Retirement benefits	668	4,185
Postretirement benefits	28,547	27,567
 Total Liabilities	 65,523	 59,398

Minority Interest	523	
Shareholders' Equity		
Common shares, without par value:		
Authorized - 35,000,000 shares in 2007 and 14,000,000 in 2006;		
Outstanding - 13,363,004 shares in 2007 and 13,360,004 in 2006 (after		
deducting treasury shares of 487,347 in 2007 and 490,347 in 2006) at stated		
capital amount	5,098	5,097
Retained earnings	147,407	135,268
Accumulated other comprehensive loss	(9,753)	(12,223)
Total Shareholders' Equity	142,752	128,142
Total Liabilities and Shareholders' Equity	\$ 208,798	\$ 187,540

*See notes to condensed consolidated financial statements.*

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

(Thousands of dollars)	Nine Months Ended September 30,	
	2007	2006
<b>Cash Flows From Operating Activities:</b>		
Net income	\$ 17,105	\$ 16,649
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	5,474	4,991
Changes in operating assets and liabilities	5,119	(2,217)
<b>Net Cash Provided by Operating Activities</b>	<b>27,698</b>	<b>19,423</b>
<b>Cash Flows From Investing Activities:</b>		
Capital additions, net	(8,151)	(4,485)
Change in short-term investments	(1,380)	(2,553)
Payment for acquisition, net of cash acquired	(3,693)	
<b>Net Cash Used for Investing Activities</b>	<b>(13,224)</b>	<b>(7,038)</b>
<b>Cash Flows From Financing Activities:</b>		
Net Cash Used for Financing Activities, cash dividends	(4,810)	(4,488)
Effect of exchange rate changes on cash	1,107	240
<b>Net Increase in Cash and Cash Equivalents</b>	<b>10,771</b>	<b>8,137</b>
<b>Cash and Cash Equivalents:</b>		
Beginning of year	12,654	6,755
September 30,	\$ 23,425	\$ 14,892

*See notes to condensed consolidated financial statements.*

**Table of Contents****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, 2007 are not necessarily indicative of results that may be expected for the year ending December 31, 2007. 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, 2006.

**NEW ACCOUNTING PRONOUNCEMENTS**

In July 2006, the FASB issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" an interpretation of FASB Statement No. 109 (FIN 48). FIN 48 prescribes a recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return, and also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The Company adopted FIN 48 effective January 1, 2007.

**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.

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

<i>(Thousands of dollars)</i>	September 30, 2007	December 31, 2006
Raw materials and in-process	\$ 26,157	\$ 22,423
Finished parts	21,145	23,491
Finished products	2,928	4,385
Total inventories	\$ 50,230	\$ 50,299



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CONTINUED****NOTE C PRODUCT WARRANTIES**

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

<i>(Thousands of dollars)</i>	Nine Months Ended September 30,	
	2007	2006
Balance at beginning of year	\$ 1,216	\$ 1,277
Warranty costs	2,253	1,508
Settlements	(1,910)	(1,456)
Balance at end of quarter	\$ 1,559	\$ 1,329

**NOTE D COMPREHENSIVE INCOME**

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

<i>(Thousands of dollars)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
Net income	\$ 5,475	\$ 6,612	\$ 17,105	\$ 16,649
Changes in cumulative foreign currency translation adjustment	1,096	(89)	2,049	19
Pension benefit adjustments	140		421	
Total comprehensive income	\$ 6,711	\$ 6,523	\$ 19,575	\$ 16,668

**NOTE E INCOME TAXES**

The Company adopted the provisions of FASB Interpretation 48, *Accounting for Uncertainty in Income Taxes*, on January 1, 2007. Previously, the Company had accounted for tax contingencies in accordance with Statement of Financial Accounting Standards 5, *Accounting for Contingencies*. As required by Interpretation 48, which clarifies Statement 109, *Accounting for Income Taxes*, 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. For tax positions meeting the more-likely-than-not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority. At the adoption date, the Company applied Interpretation 48 to all tax positions for which the statute of limitations remained open. As a result of the implementation of Interpretation 48, the Company recognized an increase of approximately \$260,000 in the liability for unrecognized tax benefits, which was accounted for as a reduction to the January 1, 2007 balance of retained earnings.

The amount of unrecognized tax benefits as of January 1, 2007 was \$1.2 million. That amount includes \$939,000 of unrecognized tax benefits which, if ultimately recognized, 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**

At September 30, 2007 the balance of unrecognized tax benefits had increased to approximately \$1.64 million. The increase in the current quarter is related to a \$103,000 increase in prior period tax positions. The September 30, 2007 balance of unrecognized tax benefits includes \$1.3 million of unrecognized tax benefits which, if ultimately realized, will reduce the Company's annual effective tax rate.

The Company has entered into Voluntary Disclosure programs in two taxing jurisdictions. The Company has recorded unrecognized tax benefits of approximately \$64,000 related primarily to tax filing issues in those states. The Company anticipates that the resolution of these unrecognized tax benefits will occur within the next 12 months.

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. With few exceptions, 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 2003.

The Company recognizes interest and penalties related to unrecognized tax benefits in income tax expense for all periods presented. The Company had accrued approximately \$172,000 for the payment of interest and penalties at January 1, 2007. An additional accrual of interest and penalties of approximately \$131,000 was recorded for the nine months ended September 30, 2007.

The increase in the effective tax rate of 10.5 percentage points during the third quarter of 2007 compared to the same period in 2006 was primarily due to reductions in estimated state tax liabilities in 2006 and non-recurring federal research and development tax credits realized in 2006.

**NOTE F PENSION AND OTHER POSTRETIREMENT BENEFITS**

The Company sponsors a defined benefit pension plan covering substantially all employees. The Company also sponsors a non-contributory defined benefit health care plan that provides health benefits to substantially all retirees and their spouses. (See Note F Pensions and Other Postretirement Benefits for the year ended December 31, 2006 included in the Form 10-K.)

During the quarter ended September 30, 2007, the Company authorized an amendment to the defined benefit pension plan in which employees hired after December 31, 2007 will no longer be eligible to participate in the plan. For employees hired after December 31, 2007, the Company authorized an amendment to enhance the 401(k) plan by adopting an age and years of service based contribution and an increased Company match. The existing pension plan and 401(k) plan will remain in place for those employed before January 1, 2008.

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CONTINUED**

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

<i>(Thousands of dollars)</i>	Pension Benefits		Postretirement Benefits	
	Nine Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
Service cost	\$ 1,859	\$ 1,677	\$ 939	\$ 894
Interest cost	2,012	1,872	1,207	1,282
Expected return on plan assets	(2,564)	(2,143)		
Amortization of loss	691	768		197
Benefit cost	\$ 1,998	\$ 2,174	\$ 2,146	\$ 2,373

**NOTE G ACQUISITIONS**

In April, 2007 the Company's wholly owned subsidiary, The Gorman-Rupp International Company, purchased a 90% controlling equity interest in Wavo Pompen B.V. for consideration (net of cash acquired) of approximately \$4.1 million, of which \$3.7 million has been paid as of September 30, 2007. The acquisition was financed with cash from the Company's treasury. The allocation of the purchase price to the business acquired is preliminary and will be finalized pending completion of a fair value appraisal process. The acquisition of Wavo Pompen B.V. offers the Company an expanded European presence and is a continuation of the implementation of its international growth strategy.

**NOTE H FLOOD INSURANCE RECOVERIES**

In August 2007, the Company's Mansfield Division assembly facility was damaged by flooding as a result of a flash flood of an adjacent creek. As of September 30, 2007, the Company incurred costs and damages related to the flood of \$3.4 million. These costs included the write-off of inventory and long-lived assets, repair of property damage and other clean-up costs. The Company maintains insurance coverage, including flood insurance, which provides for reimbursement of losses resulting from property damage, loss of product and business interruption. Although the Company's insurance policy carries a \$500,000 deductible, the Company expects to be fully covered for losses as a result of the flood as accounted for in accordance with FASB Statement No. 5, *Accounting for Contingencies*, and FASB Interpretation No. 30, *Accounting for Involuntary Conversions of Nonmonetary Assets to Monetary Assets*. As of September 30, 2007, the Company received a partial payment of \$1.0 million and has recorded a receivable of \$2.4 million for insurance recoveries.

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

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 and are subject to risk and uncertainties. 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 identifying important economic, political, and technological factors, among others, 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.

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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 regulation, 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.

**Third Quarter 2007 Compared to Third Quarter 2006****Net Sales**

<i>(Thousands of Dollars)</i>	Three Months Ended September 30,			% Change
	2007	2006	\$ Change	
Net sales	\$ 74,629	\$ 70,833	\$ 3,796	5.4%

The Company had record third quarter net sales of \$74,629,000, representing a 5.4% increase from the third quarter of 2006. The increase in net sales for the third quarter of 2007 was principally due to increased product sales in the fire protection, government and international markets, partially offset by decreased centrifugal pump sales. Gorman-Rupp Europe B.V., acquired in April 2007, had net sales of \$1,400,000 in the third quarter 2007.

**Cost of Products Sold**

<i>(Thousands of Dollars)</i>	Three Months Ended September 30,			% Change
	2007	2006	\$ Change	
Cost of products sold	\$ 58,362	\$ 54,243	\$ 4,119	7.6%
<i>% of Net sales</i>	<i>78.2%</i>	<i>76.6%</i>		

The 7.6% increase in cost of products sold in the third quarter of 2007 compared to 2006 was primarily due to the product mix and higher sales volume, which resulted in increased cost of material of \$3,100,000. Manufacturing costs included increases in healthcare costs of \$357,000 due to increased claims and higher medical costs and warranty costs of \$260,000 due to estimates related to the higher sales volume and historical claim experience. In addition, depreciation expense increased \$249,000 as a result of machinery and equipment purchased in 2007. As a percent of net sales, gross margins were 21.8% in 2007 and 23.4% in 2006 resulting in a decline of 160 basis points.

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	Three Months Ended September 30,		\$ Change	% Change
	2007	2006		
Selling, general, and administrative expenses (SG&A)	\$8,342	\$8,179	\$163	2.0%
<i>% of Net sales</i>	<i>11.2%</i>	<i>11.5%</i>		

The 2.0% increase in SG&A expenses is primarily due to increases in salaries and payroll taxes as a result of the filling of vacant positions and normal salary increases. The 30 basis points decrease in percentages of SG&A expenses in 2007 compared to 2006 was principally due to the additional sales volume.

**Other Income***(Thousands of Dollars)*

	Three Months Ended September 30,		\$ Change	% Change
	2007	2006		
Other income	\$575	\$387	\$188	48.6%
<i>% of Net sales</i>	<i>0.8%</i>	<i>0.5%</i>		

The 48.6% increase in other income is principally due to increased interest income related to interest earned on higher cash balances on hand.

**Net Income***(Thousands of Dollars)*

	Three Months Ended September 30,		\$ Change	% Change
	2007	2006		
Income before income taxes	\$8,432	\$8,772	\$ (340)	(3.9)%
<i>% of Net sales</i>	<i>11.3%</i>	<i>12.4%</i>		
Income taxes	\$2,957	\$2,160	\$ 797	36.9%
<i>Effective tax rate</i>	<i>35.1%</i>	<i>24.6%</i>		
Net income	\$5,475	\$6,612	\$(1,137)	(17.2)%
<i>% of Net sales</i>	<i>7.3%</i>	<i>9.3%</i>		
Earnings per share	\$ 0.41	\$ 0.50	\$ (0.09)	(18.0)%

Income before income taxes for the third quarter 2007 was \$8,432,000 compared to \$8,772,000 for the same period in 2006, a decrease of \$340,000 or 3.9%. Income taxes were \$2,957,000 compared to \$2,160,000 for the same period of 2006, an increase of \$797,000 or 36.9%. The increase in the effective tax rate of 10.5 percentage points was primarily due to reductions in estimated state tax liabilities in 2006 and non-recurring federal research and development tax

credits realized in 2006.

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Net income for the third quarter 2007 was \$5,475,000 compared to \$6,612,000 for the same period in 2006, a decrease of \$1,137,000 or 17.2%. As a percent of net sales, net income was 7.3% for 2007 and 9.3% for 2006. The Company had earnings per share of \$0.41 for the quarter compared to \$0.50 for the same period in 2006, a decrease of \$0.09 per share.

**Nine Months 2007 Compared to Nine Months 2006****Net Sales***(Thousands of Dollars)*

	Nine Months Ended September 30,		\$ Change	% Change
	2007	2006		
Net sales	\$228,737	\$205,825	\$22,912	11.1%

The record sales for the nine months, representing an 11.1% increase over the nine months ended September 30, 2007, were principally due to sales of \$14,000,000 as a result of pumps supplied by Patterson Pump Company, a wholly-owned subsidiary, for a flood control project in New Orleans, and increased product sales in the construction, rental, government and fire protection markets totaling approximately \$10,000,000.

The record backlog at September 30, 2007 was \$123,700,000 compared to the backlog of \$84,400,000 at September 30, 2006, representing a 46.6% increase from a year ago and 13.0% higher than the backlog of \$109,500,000 at December 31, 2006. The increase in the backlog is primarily due to increased orders of fabricated components for the power generation market and increased orders in the fire protection, government, and municipal markets.

**Cost of Products Sold***(Thousands of Dollars)*

	Nine Months Ended September 30,		\$ Change	% Change
	2007	2006		
Cost of products sold	\$178,306	\$		