

GRAHAM CORP  
Form 8-K  
March 02, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 8-K  
CURRENT REPORT**

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

Date of Report (Date of earliest event reported): February 24, 2006

**Graham Corporation**

(Exact name of Registrant as specified in its charter)

**Delaware**

**1-8462**

**16-1194720**

(State or other  
jurisdiction of  
incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**20 Florence Avenue, Batavia, New York**

**14020**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (585) 343-2216

**N/A**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On February 24, 2006, Graham Corporation (the Company ) entered into a First Amendment (the Amendment ) to that certain Amended and Restated Credit Facility Agreement (the Credit Facility Agreement ) with Bank of America, N.A. dated July 12, 2005. The Amendment: (i) increases the Company s letter of credit sub-limit from \$8,000,000 to \$10,000,000; (ii) increases the amount that the Company may pay in dividends each year from \$500,000 to \$600,000; (iii) increases the amount of Common Stock the Company may repurchase each year from \$500,000 to \$600,000; and (iv) permits the Company to make up to \$2,500,000 in loans to and investments in a wholly-owned Chinese subsidiary. The Amendment does not effect any other terms, provisions or conditions of the Credit Facility Agreement.

The Company entered into the Amendment both to support increasing overseas orders for its products and services and to assist it in capitalizing a wholly-owned Chinese subsidiary. A copy of the Amendment is attached to this Current Report as Exhibit 4.1.

**Item 9.01. Financial Statements and Exhibits.**

(c) *Exhibits.* The following is attached as an exhibit to this Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
4.1	First Amendment, dated as of February 24, 2006, to Credit Facility Agreement between Graham Corporation and Bank of America, N.A. dated as of July 12, 2005.

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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.

**Graham Corporation**

Date: March 2, 2006

By: /s/ J. Ronald Hansen

J. Ronald Hansen  
Vice President Finance & Administration  
and Chief Financial Officer