Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
GRAHAM ENTERPRISE 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1992

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
GRAHAM ENTERPRISE, INC.

P.O. BOX 777
MUNDELEIN, IL 60060

P.O. BOX 777
MUNDELEIN, IL 60060

2b Employer Identification Number (EIN)
36-3728266

2c Sponsor's telephone number
847-837-0785

2d Business code (see instructions)
447100

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2010	JOHN GRAHAM
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
GRAHAM ENTERPRISE, INC.

P.O. BOX 777
MUNDELEIN, IL 60060

3b Administrator's EIN
36-3728266

3c Administrator's telephone number
847-837-0785

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:
a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	143
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	112
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	25
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	137
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	137
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	137
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	10
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2J 2K 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)		**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		**A** (Insurance Information)
(4)	X	**C** (Service Provider Information)
(5)		**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).	2009
Department of Labor Employee Benefits Security Administration	▶ File as an attachment to Form 5500.	This Form is Open to Public Inspection.
Pension Benefit Guaranty Corporation		

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
GRAHAM ENTERPRISE 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GRAHAM ENTERPRISE, INC.

D Employer Identification Number (EIN)
36-3728266

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FGMK, LLC

2801 LAKESIDE DRIVE
THIRD FLOOR
BANNOCKBURN, IL 60015

36-2929601

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	9000	Yes [ ] No [X]	Yes [ ] No [X]		Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN;
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN;
c Position:	
d Address:	**e** Telephone:

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
GRAHAM ENTERPRISE 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GRAHAM ENTERPRISE, INC.

D Employer Identification Number (EIN)
36-3728266

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	53386	37602
(2) Participant contributions	1b(2)		2464
(3) Other	1b(3)		4581
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	75803	144527
(2) U.S. Government securities	1c(2)	22272	19920
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		24665
(B) Common	1c(4)(B)	2336125	3497975
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	544705	830505
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	3032291	4562239
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	3032291	4562239

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	362602	
	(B) Participants	2a(1)(B)	172518	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		535120
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	167	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		167
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	157588	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		157588
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		878072
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1570947
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	27745	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		27745
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	12538	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	244	
(4) Other	2i(4)	472	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		13254
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		40999
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		1529948
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [X] Unqualified (2) [ ] Qualified (3) [ ] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [ ] Yes [X] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: FGMK (2) EIN: 36-2929601

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		400000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
GRAHAM ENTERPRISE 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GRAHAM ENTERPRISE, INC.

D Employer Identification Number (EIN)
36-3728266

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 36-3892043

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

GRAHAM ENTERPRISE 401(k)
PROFIT SHARING PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2009

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2009

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FGMK, LLC
One Source
Infinite Solutions™

Certified
Public Accountants
and Consultants

INDEPENDENT AUDITOR'S REPORT

To the Trustees and Participants
Graham Enterprise 401(k) Profit Sharing Plan

We have audited the accompanying statement of net assets available for benefits of Graham Enterprise 401(k) Profit Sharing Plan (the "Plan") as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures of the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Graham Enterprise 401(k) Profit Sharing Plan as of December 31, 2009 and 2008, and the changes in its net assets available for benefits for the year ended December 31, 2009, in conformity with accounting principles generally accepted in the United States.

Our audit was conducted for the purpose of forming an opinion on the 2009 basic financial statements taken as a whole. The supplemental schedule of assets held for investment purposes at end of year as of December 31, 2009 is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. This supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects to the basic financial statements as a whole.

FGMK, LLC

Bannockburn, Illinois
September 28, 2010

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GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2009 AND 2008

	2009	2008
ASSETS		
Investments, at fair value:		
U.S. Government securities	$ 19,920	$ 22,272
Money market funds	144,527	75,803
Common stocks and bonds	3,497,975	2,320,970
Preferred stocks	24,665	15,155
Mutual funds	830,505	544,705
	4,517,592	2,978,905
Contributions receivable:		
Employer	37,602	53,386
Participant	2,464	-
	40,066	53,386
Accrued interest receivable	4,581	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 4,562,239	$ 3,032,291

The accompanying notes are an integral part of these statements.

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2009

ADDITIONS	
Investment income:	
Net appreciation in fair value of investments	$ 878,072
Interest, dividends and other income	157,755
	1,035,827
Contributions:	
Employer	362,602
Participant	172,518
	535,120
	1,570,947
DEDUCTIONS	
Benefits paid to participants	27,745
Administrative expenses	13,254
	40,999
INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	1,529,948
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	3,032,291
End of year	$ 4,562,239

The accompanying notes are an integral part of this statement.

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1 – DESCRIPTION OF PLAN

The following description of the Graham Enterprise 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General. The Plan is a defined contribution plan with salary reduction contributions covering all full-time employees of Graham Enterprise, Inc. (the "Company", "Employer" and "Plan Administrator"). Employees become a participant at age twenty-one years or older, and on an entry date has one year of service with 1,000 hours of service.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Contributions. Contributions to the Plan include (i) salary reduction contributions authorized by participants, (ii) Employer Safe-Harbor Matching contributions, (iii) Employer discretionary contributions, and (iv) rollovers from new participants in another qualified plan.

Each participant may authorize the Employer to contribute into the Plan on a pre-tax basis a portion of their salary. The contribution is subject to a maximum amounts established by the Internal Revenue Code. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

Participants electing to make a salary reduction contribution are eligible to share in the Employer safe-harbor matching contribution.

Employer discretionary contributions are credited to participants who have 500 hours of service or more.

Participant Accounts. One or more accounts may be established under the Plan with respect to each participant for the purpose of accounting for the portion of the total trust fund held for that participant's benefit. Separate accounts are maintained for (i) salary reduction contributions, (ii) Employer safe-harbor matching contributions, (iii) Employer discretionary contributions and (iv) rollover contributions. Each participant's account is credited with an allocation of (i) the various contributions, (ii) Plan earnings, and (iii) forfeitures are allocated based on compensation integrated with the social security taxable wage base amount, as defined. Earnings allocations are based on a participants balance as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested balance.

A participant does not have the right to direct the Plan Trustees in the investment of a participant's interest in the Plan.

Vesting. Participants are immediately vested (100%) in their, (i) salary reduction contributions, (ii) Employer safe harbor contributions and (iii) rollover contributions plus actual earnings thereon.

Vesting in the Employer discretionary contribution portion of their accounts plus earnings thereon is based on a participant having at least 1,000 hours of service during the Plan year. A participant vests 20% with two years of service and is 100% vested after six years of credited service. If the Plan is top heavy the vesting is the same. A participant becomes fully vested in the portion attributable to the Employer discretionary contribution if employment is terminated because of death, permanent disability or normal retirement.

Participant Loans. The Plan does not permit participant loans.

Forfeitures. A terminated participant's nonvested account balance is forfeited in the Plan year following such participant's fifth consecutive one-year break in service. Forfeitures are reallocated to participants as additional employer contributions. Reallocated forfeitures were $8,871 for the year ended December 31, 2009.

Party-in-Interest Transactions. Various administrative, legal and accounting services are performed by Employer personnel on behalf of the Plan for which no charges are made to the Plan. The Employer's management has no plans to obtain reimbursement of these expenses from the Plan.

(Continued)

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

NOTES TO THE FINANCIAL STATEMENTS
(Continued)

NOTE 1 – DESCRIPTION OF PLAN (Concluded)

Payments of Benefits. Benefits representing the vested portion of a participants balance are payable upon retirement, permanent disability or death. Benefits representing the vested portion of a participant's accounts whose employment has terminated are payable on any reasonable practical date following termination.

Distributions may be made as an eligible rollover to an IRA, an eligible rollover to another plan, a lump sump payment or substantially equal installments, paid at least annually over the participant's life expectancy.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting. The accompanying financial statements have been prepared on the accrual method of accounting.

Use of Estimates. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires the plan administrator to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition. Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the plan's gains and losses on investments bought and sold as well as held during the year.

All of the Plan's investments are held with UBS Financial Services, Inc.

Payments of Benefits. Benefits are recorded when paid.

Operating Expenses. All indirect expenses of maintaining the Plan are paid by the Company.

NOTE 3 – INVESTMENTS

The Plan's investments are held in an account with a major securities broker. The Plan's $184,069 investment in Microsoft Corp represented more than 5% of the Plan's net assets as of December 31, 2009. None of the investments held as of December 31, 2008 represented 5% or more of the Plan's net assets.

NOTE 4 – FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board ("FASB") *Accounting Standards Codification* ("ASC") 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1. Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

(Continued)

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

NOTES TO THE FINANCIAL STATEMENTS
(Continued)

NOTE 4 – FAIR VALUE MEASUREMENTS (Concluded)

Level 2. Inputs to the valuation methodology include the following:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3. Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used as of December 31, 2009 and 2008.

Mutual Funds and Money Market Funds. Valued at the net asset value of shares held by the Plan at year end.

Common Stocks, Corporate Bonds and U.S. Government Securities. Valued at the closing price reported on the active market on which the individual securities are traded.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the plan administrator believes the valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008.

	Assets at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
U.S. Government securities	$ 19,920	$ -	$ -	$ 19,920
Money market funds	144,527	-	-	144,527
Common stocks and bonds	3,497,975	-	-	3,497,975
Preferred stocks	24,665	-	-	24,665
Mutual funds	830,505	-	-	830,505
Total investment assets at fair value	$ 4,517,592	$ -	$ -	$ 4,517,592

	Assets at Fair Value as of December 31, 2008			
	Level 1	Level 2	Level 3	Total
U.S. Government securities	$ 22,272	$ -	$ -	$ 22,272
Money market funds	75,803	-	-	75,803
Common stocks and bonds	2,320,970	-	-	2,320,970
Preferred stocks	15,155	-	-	15,155
Mutual funds	544,705	-	-	544,705
Total investment assets at fair value	$ 2,978,905	$ -	$ -	$ 2,978,905

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

NOTES TO THE FINANCIAL STATEMENTS
(Concluded)

NOTE 5 – PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In event of Plan termination, participants will become 100% vested in their accounts.

NOTE 6 – TAX STATUS

The Company has adopted a Correll Co. (the "Custodian") Nonstandardized Profit Sharing Prototype Plan with Section 401(k) provisions. The Custodian received an opinion letter from the Internal Revenue Service dated March 31, 2008, which states that the prototype document satisfies the applicable provisions of the Code. This opinion letter was obtained in conjunction with the IRS restatement cycle requirements. The Plan itself has not received a determination letter from the IRS. Although the Plan has been amended since receiving the opinion letter, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code.

NOTE 7 – RISKS AND UNCERTAINTIES

The Plan provides for various investment options. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statement of net assets available for plan benefits.

NOTE 8 – SUBSEQUENT EVENTS

The Company's management has evaluated all known subsequent events from December 31, 2009 through September 28, 2010, the date the accompanying financial statements were available to be issued, and is not aware of any material subsequent events occurring during this period.

SUPPLEMENTARY INFORMATION

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR
FORM 5500, SCHEDULE H, PART IV, LINE 4i

DECEMBER 31, 2009

EMPLOYER IDENTIFICATION NUMBER: 36-3728266

PLAN NUMBER: 001

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	UBS Financial Services, Inc.	3M Companies, 1,093 shares common stock	$ 84,529	$ 90,357
	UBS Financial Services, Inc.	Abbott Laboratories, Inc, 5 shares common stock	206	270
	UBS Financial Services, Inc.	Alcatel-Lucent, 429 shares common stock	21,950	1,424
	UBS Financial Services, Inc.	Allstate Corp, 1,154 shares common stock	44,017	34,666
	UBS Financial Services, Inc.	American Express Co., 1,054 shares common stock	47,209	42,708
	UBS Financial Services, Inc.	Ameriprise Financial Inc., 100 shares common stock	2,190	3,882
	UBS Financial Services, Inc.	Amgen Inc, 1,400 shares common stock	36,300	79,198
	UBS Financial Services, Inc.	AOL Inc, 31 shares common stock	3,174	722
	UBS Financial Services, Inc.	Applied Materials, 1,902 shares common stock	17,114	26,514
	UBS Financial Services, Inc.	AT&T Inc., 2,094 shares common stock	61,913	58,695
	UBS Financial Services, Inc.	Bank of America Corp, 3,764 shares common stock	88,408	56,686
	UBS Financial Services, Inc.	Barclays PLC ADR, 1,000 shares common stock	40,612	17,600
	UBS Financial Services, Inc.	Black & Decker Corporation, 1,292 shares common stock	61,687	83,760
	UBS Financial Services, Inc.	Boston Scientific Corp, 1,600 shares common stock	18,290	14,400
	UBS Financial Services, Inc.	BP PLC, 1,071 shares common stock	45,357	62,086
	UBS Financial Services, Inc.	Bristol Meyers Squibb Company, 2,073 shares common stock	44,625	52,343
	UBS Financial Services, Inc.	Burlington Northern Santa Fe Corporation, 1,016 shares common stock	79,180	100,198
	UBS Financial Services, Inc.	Carnival Corp, 1,119 shares common stock	43,430	35,461
	UBS Financial Services, Inc.	Charter Communications Inc., 7,750 shares common stock	33,602	-
	UBS Financial Services, Inc.	Cisco Systems Inc., 2,000 shares common stock	57,495	47,880
	UBS Financial Services, Inc.	Citigroup Inc., 1,241 shares common stock	47,532	4,108
	UBS Financial Services, Inc.	Clorox Company, 1,280 shares common stock	76,718	78,080
	UBS Financial Services, Inc.	Coca Cola Company, 1,406 shares common stock	60,756	80,142
	UBS Financial Services, Inc.	Colgate Palmolive Company, 507 shares common stock	36,632	41,650
	UBS Financial Services, Inc.	Comcast Corp., 727 shares common stock	28,821	12,257
	UBS Financial Services, Inc.	ConAgra Foods, Inc., 1,851 shares common stock	45,878	42,666
	UBS Financial Services, Inc.	Covidien Ltd., 255 shares common stock	4,575	12,212
	UBS Financial Services, Inc.	Deere and Company, 1,018 shares common stock	37,254	55,064
	UBS Financial Services, Inc.	Dow Chemical, 1,187 shares common stock	47,781	32,797
	UBS Financial Services, Inc.	Du Pont De Nemours, 1,539 shares common stock	64,896	51,818
	UBS Financial Services, Inc.	Duke Energy Holding Corp, 1,788 shares common stock	21,377	30,771
	UBS Financial Services, Inc.	El Paso Corp., 1,017 shares common stock	15,862	9,997
	UBS Financial Services, Inc.	Fairpoint Communications, Inc., 20 shares common stock	168	1
	UBS Financial Services, Inc.	Fifth Third Bancorp, 2,750 shares common stock	24,740	26,813
	UBS Financial Services, Inc.	General Electric Co., 2,286 shares common stock	72,057	34,587
	UBS Financial Services, Inc.	Great Plains Energy Inc., 1,377 shares common stock	35,505	26,700
	UBS Financial Services, Inc.	Hewlett Packard Company, 1,023 shares common stock	22,965	52,695
	UBS Financial Services, Inc.	Home Depot Inc., 1,670 shares common stock	60,669	48,313
	UBS Financial Services, Inc.	Infineon Technologies Adr, 2,000 shares common stock	25,181	11,134
	UBS Financial Services, Inc.	ING Groep NV NL, 1,118 shares common stock	34,210	10,968
	UBS Financial Services, Inc.	Intel Corp, 4,495 shares common stock	52,053	91,698
		Subtotal to page 9	$ 1,646,918	$ 1,563,321

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR
FORM 5500, SCHEDULE H, PART IV, LINE 4i

DECEMBER 31, 2009

EMPLOYER IDENTIFICATION NUMBER: 36-3728266

PLAN NUMBER: 001

(Continued)

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
		Subtotal from page 8	$ 1,646,918	$ 1,563,321
	UBS Financial Services, Inc.	International Business Machines, 836 shares common stock	77,431	109,432
	UBS Financial Services, Inc.	Johnson & Johnson, 1,441 shares common stock	76,096	92,815
	UBS Financial Services, Inc.	Kroger Company, 1,506 shares common stock	32,581	30,918
	UBS Financial Services, Inc.	Lincoln National Corporation, 1,112 shares common stock	43,440	27,667
	UBS Financial Services, Inc.	Marsh & McLennan COS Inc., 2,139 shares common stock	69,644	47,229
	UBS Financial Services, Inc.	Masco Corp, 1,212 shares common stock	32,997	16,738
	UBS Financial Services, Inc.	McDonald's Corp, 400 shares common stock	25,488	24,976
	UBS Financial Services, Inc.	Medtronic, Inc., 1,906 shares common stock	51,297	83,826
	UBS Financial Services, Inc.	Merck & Co., 1,879 shares common stock	67,141	68,659
	UBS Financial Services, Inc.	Microsoft Corp, 6,039 shares common stock	95,042	184,069
	UBS Financial Services, Inc.	Monsanto Co., 1,653 shares common stock	29,901	135,133
	UBS Financial Services, Inc.	Motorola Inc., 4,240 shares common stock	71,164	32,902
	UBS Financial Services, Inc.	Novartis AG Sponsor ADR, 1,200 shares common stock	46,489	65,316
	UBS Financial Services, Inc.	Penney, JC Co., 3 shares common stock	120	80
	UBS Financial Services, Inc.	PepsiCo, Inc., 1,906 shares common stock	66,006	115,885
	UBS Financial Services, Inc.	Pfizer Inc., 1,916 shares common stock	51,137	34,852
	UBS Financial Services, Inc.	Proctor & Gamble Co., 1,023 shares common stock	64,509	62,024
	UBS Financial Services, Inc.	Qwest Communications Intl. Inc., 2,345 shares common stock	46,344	9,872
	UBS Financial Services, Inc.	Smurfit Stone Container Corp, 1,000 shares common stock	16,963	275
	UBS Financial Services, Inc.	Spectra Energy Corp, 889 shares common stock	15,165	18,233
	UBS Financial Services, Inc.	Takeda Pharmaceutical Co. Ltd., 700 shares common stock	45,013	28,805
	UBS Financial Services, Inc.	Teco Energy, Inc, 1,875 shares common stock	37,652	30,413
	UBS Financial Services, Inc.	Tele norte Leste Participacoes, 1,000 shares common stock	14,415	21,420
	UBS Financial Services, Inc.	Time Warner Cable Inc., 87 shares common stock	15,373	3,601
	UBS Financial Services, Inc.	Time Warner Inc., 351 shares common stock	43,724	10,228
	UBS Financial Services, Inc.	Travelers Cos Inc., 2,387 shares common stock	101,551	119,016
	UBS Financial Services, Inc.	Tronox Inc. CL B, 120 shares common stock	1,158	46
	UBS Financial Services, Inc.	Tyco Electronics Ltd., 257 shares common stock	4,248	6,309
	UBS Financial Services, Inc.	Tyco International Ltd., 256 shares common stock	5,659	9,134
	UBS Financial Services, Inc.	Verizon Communications, Inc., 1,211 shares common stock	41,161	40,120
	UBS Financial Services, Inc.	Vodafone Group PLC New Spon ADR, 2,112 shares common stock	52,911	48,766
	UBS Financial Services, Inc.	Walgreen Co., 2,045 shares common stock	50,325	75,092
	UBS Financial Services, Inc.	Weyerhaeuser Co., 1,186 shares common stock	58,541	51,164
	UBS Financial Services, Inc.	Barclays Bank PLC SP ADR, 1,000 shares preferred stock	25,000	22,090
	UBS Financial Services, Inc.	General Motors Corp, 500 shares preferred stock	12,500	2,575
	UBS Financial Services, Inc.	Cohen & Steers Quality Income Realty Fund Inc	141,406	56,797
	UBS Financial Services, Inc.	Cohen & Steers REIT & Preferred Income Fund	59,322	29,343
	UBS Financial Services, Inc.	DWS Global Commodities Stock Fund Inc	62,458	46,353
	UBS Financial Services, Inc.	UBS Dynamic Alpha Fund Class A	142,234	101,763
		Subtotal to page 10	$ 3,540,524	$ 3,427,257

GRAHAM ENTERPRISE 401(k) PROFIT SHARING PLAN

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR
FORM 5500, SCHEDULE H, PART IV, LINE 4i

DECEMBER 31, 2009

EMPLOYER IDENTIFICATION NUMBER: 36-3728266

PLAN NUMBER: 001

(Concluded)

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
		Subtotal from page 9	$ 3,540,524	$ 3,427,257
	UBS Financial Services, Inc.	Eaton Vance Tax Advantaged Dividend Income Fund	50,718	40,618
	UBS Financial Services, Inc.	Eaton Vance Tax Advantaged Global Div Income Fund	58,792	40,558
	UBS Financial Services, Inc.	Eaton Vance Tax Managed Buy Write Opportunities Fund	57,327	48,416
	UBS Financial Services, Inc.	Eaton Vance Tax Managed Global Diversified Equity Income Fund	65,304	45,843
	UBS Financial Services, Inc.	UBS Global Allocation Fund Class A	150,305	128,084
	UBS Financial Services, Inc.	John Hancock Bank & Thrift Opportunities Fund	31,432	13,254
	UBS Financial Services, Inc.	John Hancock Preferred Income Fund	41,344	30,831
	UBS Financial Services, Inc.	John Hancock Preferred Income Fund III	38,658	26,483
	UBS Financial Services, Inc.	John Hancock Tax Advantaged Dividend Income Fund	56,077	41,796
	UBS Financial Services, Inc.	Managed High Yield Plus Fund	118,963	34,966
	UBS Financial Services, Inc.	AIM Select Real Estate Income Fund Class A	42,931	25,255
	UBS Financial Services, Inc.	Templeton Dragon Fund Inc	66,693	120,145
	UBS Financial Services, Inc.	TINT Treasury Interest Payment, maturity date 5/15/22, $35,000 maturity value	8,694	19,920
	UBS Financial Services, Inc.	Alcoa Inc Call@M/WT+12.5BP NTS, maturity date 2/1/17, 5.55%, $15,000 maturity value	12,036	14,915
	UBS Financial Services, Inc.	Marathon Oil Corp MW@+20BP BE, maturity date 10/1/17, 6.00%, $20,000 maturity value	17,959	21,156
	UBS Financial Services, Inc.	Nisource Finance CL@M/H+30BP NTS, maturity date 3/15/18, 6.40%, $20,000 maturity value	20,446	20,787
	UBS Financial Services, Inc.	Merrill Lynch & Co Inc NTS, maturity date 4/25/18, 6.875%, $20,000 maturity value	20,351	21,549
	UBS Financial Services, Inc.	Dow Chemical Co NTS SER MW B/E, maturity date 5/15/18, 5.70%, $20,000 maturity value	17,087	20,317
	UBS Financial Services, Inc.	Xerox Corp NTS B/E, maturity date 5/15/18, 6.35%, $20,000 maturity value	17,887	20,863
	UBS Financial Services, Inc.	Intl Paper Co MW+ 50BP, maturity date 5/15/19, 9.375%, $10,000 maturity value	11,303	12,292
	UBS Financial Services, Inc.	Anheuser Busch Co Inc, maturity date 5/15/23, 5.35%, $20,000 maturity value	19,045	18,387
	UBS Financial Services, Inc.	GE Capital Internotes NTS Callable, maturity date 9/15/25, 6.10%, $20,000 maturity value	20,619	20,069
	UBS Financial Services, Inc.	Bank of Amer Corp NTS, maturity date 8/15/16, 5.75%, $15,000 maturity value	14,648	15,098
	UBS Financial Services, Inc.	American Express Co NTS, maturity date 8/28/17, 6.15%, $20,000 maturity value	38,474	41,804
	UBS Financial Services, Inc.	CSX Corp Call@M/W+30BP, maturity date 3/15/18, 6.25%, $15,000 maturity value	14,589	16,152
	UBS Financial Services, Inc.	Intl Paper Co, maturity date 6/15/18, 7.95%, $10,000 maturity value	9,708	11,534
	UBS Financial Services, Inc.	Merrill Lynch Global NTS, maturity date 11/15/18, 6.875%, $15,000 maturity value	15,514	16,082
	UBS Financial Services, Inc.	Alcoa Inc Call@M/W+15BP, maturity date 2/23/19, 5.72%, $25,000 maturity value	21,561	24,171
	UBS Financial Services, Inc.	Dow Chemical Co NTS Call@M/W+50BP, maturity date 5/15/19, 8.55%, $15,000 maturity value	16,610	17,897
	UBS Financial Services, Inc.	New Jersey Bell Tel Co, maturity date 6/1/22, 8.00%, $15,000 maturity value	17,467	16,566
			4,633,066	4,373,065
	UBS Financial Services, Inc.	Cash	19	19
	UBS Financial Services, Inc.	RMA Money Market Portfolio	144,508	144,508
			144,527	144,527
			$ 4,777,593	$ 4,517,592

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

Graham Enterprise, Inc. 401(k) Profit Sharing Plan
December 31, 2009
001
36-3728266

(b)	(c)	(e)	(f)
Identity of Issue	**Description of Investment**	**Cost**	**Current Value**
UBS Financial Services, Inc.	RMA Money Market	144,519	144,519
UBS Financial Services, Inc.	AT & T Inc.	61,913	58,695
UBS Financial Services, Inc.	Black & Decker Corp	61,687	83,760
UBS Financial Services, Inc.	Bristol Myers Squibb Co	44,625	52,343
UBS Financial Services, Inc.	Burlington Nthn Santa Fe Cop	79,180	100,198
UBS Financial Services, Inc.	Clorox Cox	76,718	78,080
UBS Financial Services, Inc.	Coca Cola Co. Com	60,756	80,142
UBS Financial Services, Inc.	Golgate Palmolive Co.	36,632	41,650
UBS Financial Services, Inc.	Deere and Co	37,254	55,064
UBS Financial Services, Inc.	Dow Chemical	47,781	32,797
UBS Financial Services, Inc.	Du Pont De Nemours	64,896	51,818
UBS Financial Services, Inc.	Fairpoint Communications, Inc.	168	1
UBS Financial Services, Inc.	Hewlett Packard Co.	22,965	52,695
UBS Financial Services, Inc.	Home Depot Inc.	60,669	48,313
UBS Financial Services, Inc.	Infineon Technologies ADR	25,181	11,134
UBS Financial Services, Inc.	Lincoln Natl Corp IND	43,440	27,667
UBS Financial Services, Inc.	Marsh & Mclennan Cos Inc.	69,644	47,229
UBS Financial Services, Inc.	McDonalds Corp	25,488	24,976
UBS Financial Services, Inc.	Motorola, Inc.	71,164	32,902
UBS Financial Services, Inc.	Takeda Pharmaceutical Co Ltd	45,013	28,805
UBS Financial Services, Inc.	Tele Norte Leste Participacoes	14,415	21,420
UBS Financial Services, Inc.	Travelers Cos Inc/The	101,551	119,016
UBS Financial Services, Inc.	Tronox Inc Cl B	1,158	46
UBS Financial Services, Inc.	Verizon Communications Inc.	41,161	40,120
UBS Financial Services, Inc.	Vodafone Group PLC New Spon	52,911	48,766
UBS Financial Services, Inc.	Walgreen Co.	50,325	75,092
UBS Financial Services, Inc.	DWS Global Commodities Stock	62,458	46,353
UBS Financial Services, Inc.	Eaton Vance Tax Advantaged	109,512	81,176
UBS Financial Services, Inc.	Eaton Vance Tax Managed Buy	57,327	48,416
UBS Financial Services, Inc.	Eaton Vance Tax Managed Global	65,304	45,843
UBS Financial Services, Inc.	John Hancock Tax Advantaged	56,077	41,796
UBS Financial Services, Inc.	Alcoa Inc Call@M/W	12,036	14,915
UBS Financial Services, Inc.	American Express Co NTS	85,683	84,512
UBS Financial Services, Inc.	Marathon Oil Corp	17,959	21,156
UBS Financial Services, Inc.	Nisource Finance Cl@M/H	20,446	20,787
UBS Financial Services, Inc.	Merrill Lynch & Co Inc.	20,351	21,549
UBS Financial Services, Inc.	Dow Chemical Co NTS	33,697	38,214
UBS Financial Services, Inc.	Xerox Corp NTS B/E	17,887	20,863
UBS Financial Services, Inc.	Intl Paper Co	21,011	23,826
UBS Financial Services, Inc.	Anheuser Busch Cos Inc	19,045	18,387
UBS Financial Services, Inc.	GE Capital Internotes	20,619	20,069
UBS Financial Services, Inc.	John Hancock Prefferred Income	80,003	57,314
UBS Financial Services, Inc.	Barclays Bank PLC SP Adr	25,000	22,090
UBS Financial Services, Inc.	Dynamic Allpha Fund	142,234	101,763
UBS Financial Services, Inc.	Cohen & Steers Reit &	59,322	29,342
UBS Financial Services, Inc.	Global Allocation	150,305	128,084
UBS Financial Services, Inc.	Accured interest	2,620	2,620
UBS Financial Services, Inc.	Abbott Labs	21,950	1,424
UBS Financial Services, Inc.	Allstate Corp	44,017	34,666
UBS Financial Services, Inc.	Ameriprise Fianacial Inc	2,190	3,882
UBS Financial Services, Inc.	Amgen Inc.	36,300	79,198
UBS Financial Services, Inc.	AOL Inc	3,174	722
UBS Financial Services, Inc.	Applied Materials Inc.	17,114	26,514
UBS Financial Services, Inc.	Bank of Amer Corp	103,056	71,784
UBS Financial Services, Inc.	Barclays PLC ADR	40,612	17,600

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

Graham Enterprise, Inc. 401(k) Profit Sharing Plan
December 31, 2009
001
36-3728266

UBS Financial Services, Inc.	Boston Scientific Corp	18,290	14,400
UBS Financial Services, Inc.	BP PLC Spon Adr	45,357	62,086
UBS Financial Services, Inc.	Carnival Corp New	43,430	35,461
UBS Financial Services, Inc.	Charter Communications Inc	33,602	0
UBS Financial Services, Inc.	Cisco Systems Inc.	57,495	47,880
UBS Financial Services, Inc.	Citigroup Inc.	47,532	4,108
UBS Financial Services, Inc.	Comcast Corp New Cl A	28,821	12,257
UBS Financial Services, Inc.	Conagra Food Inc	45,878	42,666
UBS Financial Services, Inc.	Covidien PLC	4,575	12,212
UBS Financial Services, Inc.	Duke Energy holding Corp New	21,377	30,771
UBS Financial Services, Inc.	El Paso Corp	15,862	9,997
UBS Financial Services, Inc.	Fifth Third Bancorp	24,740	26,813
UBS Financial Services, Inc.	Genl Electric Co	72,057	34,587
UBS Financial Services, Inc.	Great Plain Energy Inc	35,505	26,700
UBS Financial Services, Inc.	ING Groep N V Spon Adr	34,210	10,968
UBS Financial Services, Inc.	Intl Corp	52,053	91,698
UBS Financial Services, Inc.	Intl Business Mach	77,431	109,432
UBS Financial Services, Inc.	Johnson & Johnson Com	76,096	92,815
UBS Financial Services, Inc.	Kroger Company	32,581	30,918
UBS Financial Services, Inc.	Masco Corp	32,997	16,738
UBS Financial Services, Inc.	Medtronic Inc	51,297	83,826
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UBS Financial Services, Inc.	Monsanto Co New	29,901	135,133
UBS Financial Services, Inc.	Novartis Ag Spon Adr	46,489	65,316
UBS Financial Services, Inc.	Pennny JC Co Inc.	120	80
UBS Financial Services, Inc.	Pepsico Inc.	66,006	115,885
UBS Financial Services, Inc.	Pfizer Inc	51,137	34,852
UBS Financial Services, Inc.	Procter & Gamble Co	64,509	62,024
UBS Financial Services, Inc.	Qwest Communications Intl Inc	46,344	9,872
UBS Financial Services, Inc.	Smurfit Stone Container Corp	16,963	275
UBS Financial Services, Inc.	Spectra Energy Corp	15,165	18,233
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UBS Financial Services, Inc.	Time Warner Inc New	43,724	10,228
UBS Financial Services, Inc.	Tyco Electronics Ltd	4,248	6,309
UBS Financial Services, Inc.	Tyco Intl Ltd	5,659	9,134
UBS Financial Services, Inc.	Weyerhaeuser Co	58,541	51,164
UBS Financial Services, Inc.	3M Co	84,529	90,358
UBS Financial Services, Inc.	Cohen & Steers Quality Income	141,406	56,797
UBS Financial Services, Inc.	John Hancock Bank & Thrift	31,432	13,254
UBS Financial Services, Inc.	Templeton Dragon Fund Inc.	66,693	120,145
UBS Financial Services, Inc.	Aim Select Real Estate	42,931	25,255
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UBS Financial Services, Inc.	Merrill Lynch Global NTS	15,514	16,082
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UBS Financial Services, Inc.	New Jersey Bell Tel C	17,467	16,566
UBS Financial Services, Inc.	Managed High Yield Plus Fund	118,963	34,966
UBS Financial Services, Inc.	General Motors Corp	12,500	2,575
UBS Financial Services, Inc.	Tint Trsy Interst Payment	8,694	19,920