

CLARCOR INC
Form 10-Q
June 17, 2011

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 May 28, 2011

OR

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

For the transition period from _____ to _____

Commission File Number 1-11024

CLARCOR Inc.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

36-0922490
(I.R.S. Employer
Identification No.)

840 Crescent Centre Drive, Suite 600, Franklin, Tennessee 37067
(Address of principal executive offices)

Registrant's telephone number, including area code:

615-771-3100

No Change

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

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

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

As of May 28, 2011, there were 50,410,377 common shares with a par value of \$1 per share were outstanding.

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Part I. FINANCIAL INFORMATION

Item 1. Financial Statements

CLARCOR Inc.

CONSOLIDATED CONDENSED STATEMENTS OF EARNINGS

(Dollars in thousands, except per share data)

(Unaudited)

| | Quarter Ended | | Six Months Ended | |
|--|-----------------|-----------------|------------------|-----------------|
| | May 28, 2011 | May 29, 2010 | May 28, 2011 | May 29, 2010 |
| Net sales | \$288,533 | \$257,869 | \$534,253 | \$473,000 |
| Cost of sales | 189,071 | 173,026 | 353,838 | 318,352 |
| Gross profit | 99,462 | 84,843 | 180,415 | 154,648 |
| Selling and administrative expenses | 50,682 | 48,631 | 100,344 | 95,540 |
| Operating profit | 48,780 | 36,212 | 80,071 | 59,108 |
| Other income (expense): | | | | |
| Interest expense | (221 |) (114 |) (265 |) (237 |
| Interest income | 239 | 95 | 276 | 116 |
| Other, net | (228 |) (205 |) (428 |) (597 |
| | (210 |) (224 |) (417 |) (718 |
| Earnings before income taxes | 48,570 | 35,988 | 79,654 | 58,390 |
| Provision for income taxes | 15,689 | 12,053 | 24,852 | 19,648 |
| Net earnings | 32,881 | 23,935 | 54,802 | 38,742 |
| Net (earnings) loss attributable to noncontrolling interests | (73 |) (50 |) (113 |) 9 |
| Net earnings attributable to CLARCOR Inc. | \$32,808 | \$23,885 | \$54,689 | \$38,751 |
| Net earnings per share attributable to CLARCOR Inc.: | | | | |
| Basic | \$0.65 | \$0.47 | \$1.08 | \$0.76 |
| Diluted | \$0.64 | \$0.47 | \$1.07 | \$0.76 |
| Weighted average number of shares outstanding: | | | | |
| Basic | 50,594,963 | 50,716,443 | 50,581,731 | 50,661,061 |
| Diluted | 51,282,383 | 51,042,817 | 51,284,811 | 50,902,545 |
| Dividends paid per share | \$0.1050 | \$0.0975 | \$0.2100 | \$0.1950 |

See Notes to Consolidated Condensed Financial Statements

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CLARCOR Inc.
CONSOLIDATED CONDENSED BALANCE SHEETS
(Dollars in thousands)
(Unaudited)

| | May 28, 2011 | November 27, 2010 |
|---|-----------------|----------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 121,943 | \$ 117,022 |
| Restricted cash | 877 | 708 |
| Accounts receivable, less allowance for losses of \$11,296 and \$11,428, respectively | 198,953 | 188,186 |
| Inventories | 207,341 | 182,384 |
| Deferred income taxes | 24,956 | 25,081 |
| Income taxes receivable | — | 7,324 |
| Prepaid expenses and other current assets | 6,349 | 5,568 |
| Total current assets | 560,419 | 526,273 |
| Plant assets, at cost, less accumulated depreciation of \$287,054 and \$275,372, respectively | | |
| Assets held for sale | 2,000 | 2,000 |
| Goodwill | 237,163 | 228,105 |
| Acquired intangibles, less accumulated amortization | 101,499 | 91,174 |
| Deferred income taxes | — | 1,000 |
| Other noncurrent assets | 13,457 | 12,684 |
| Total assets | \$ 1,099,004 | \$ 1,042,411 |
| LIABILITIES | | |
| Current liabilities: | | |
| Current portion of long-term debt | \$ 95 | \$ 146 |
| Accounts payable and accrued liabilities | 144,053 | 160,206 |
| Income taxes | 5,678 | 3,105 |
| Total current liabilities | 149,826 | 163,457 |
| Long-term debt, less current portion | 17,270 | 17,331 |
| Long-term pension and postretirement healthcare benefits liabilities | 66,651 | 66,124 |
| Deferred income taxes | 30,650 | 31,266 |
| Other long-term liabilities | 18,253 | 5,138 |
| Total liabilities | 282,650 | 283,316 |
| Contingencies | | |
| Redeemable noncontrolling interests | 1,456 | 1,568 |
| SHAREHOLDERS' EQUITY | | |
| Capital stock | 50,410 | 50,335 |
| Capital in excess of par value | 35,183 | 33,698 |
| Accumulated other comprehensive loss | (23,407 |) (35,041 |
| Retained earnings | 751,550 | 707,478 |
| Total CLARCOR Inc. equity | 813,736 | 756,470 |

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| | | |
|--|-------------|-------------|
| Noncontrolling interests | 1,162 | 1,057 |
| Total shareholders' equity | 814,898 | 757,527 |
| Total liabilities and shareholders' equity | \$1,099,004 | \$1,042,411 |

See Notes to Consolidated Condensed Financial Statements

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CLARCOR Inc.

CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS

(Dollars in thousands)

(Unaudited)

| | Six Months Ended | |
|--|------------------|-----------------|
| | May 28, 2011 | May 29, 2010 |
| Cash flows from operating activities: | | |
| Net earnings | \$54,802 | \$38,742 |
| Depreciation | 13,956 | 13,805 |
| Amortization | 2,750 | 2,423 |
| Other noncash items | (175 |) (102 |
| Net loss on disposition of plant assets | 31 | — |
| Stock-based compensation expense | 3,700 | 3,362 |
| Excess tax benefit from stock-based compensation | (2,041 |) (1,722 |
| Change in short-term investments | — | 32,171 |
| Change in assets and liabilities, excluding short-term investments | (33,867 |) (18,708 |
| Net cash provided by operating activities | 39,156 | 69,971 |
| Cash flows from investing activities: | | |
| Restricted cash | 172 | (28 |
| Business acquisitions, net of cash acquired | (10,455 |) — |
| Additions to plant assets | (9,271 |) (11,257 |
| Proceeds from disposition of plant assets | 233 | — |
| Proceeds from insurance claims | — | 557 |
| Other, net | — | 153 |
| Net cash used in investing activities | (19,321 |) (10,575 |
| Cash flows from financing activities: | | |
| Net payments under multicurrency revolving credit agreement | — | (35,000 |
| Borrowings under long-term debt | — | 354 |
| Payments on long-term debt | (1,797 |) (73 |
| Sale of capital stock under stock option and employee purchase plans | 5,820 | 3,963 |
| Purchase of treasury stock | (8,892 |) — |
| Excess tax benefit from stock-based compensation | 2,041 | 1,722 |
| Cash dividends paid | (10,618 |) (9,870 |
| Net cash used in financing activities | (13,446 |) (38,904 |
| Net effect of exchange rate changes on cash | (1,468 |) (4,108 |
| Net change in cash and cash equivalents | 4,921 | 16,384 |
| Cash and cash equivalents, beginning of period | 117,022 | 59,277 |
| Cash and cash equivalents, end of period | \$121,943 | \$75,661 |
| Cash paid during the period for: | | |
| Interest | \$70 | \$1,076 |
| Income taxes, net of refunds | \$13,785 | \$24,426 |

See Notes to Consolidated Condensed Financial Statements

CLARCOR Inc.

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(Dollars in thousands, except per share data)

(Unaudited)

1. CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

Basis of Presentation

The Consolidated Condensed Statements of Earnings and the Consolidated Condensed Statements of Cash Flows for the periods ended May 28, 2011 and May 29, 2010 and the Consolidated Condensed Balance Sheet as of May 28, 2011 have been prepared by CLARCOR Inc. ("CLARCOR" or "the Company") without audit. The Consolidated Condensed Financial Statements have been prepared on the same basis as those in the Company's Annual Report on Form 10-K for the fiscal year ended November 27, 2010 ("2010 Form 10-K"). The November 27, 2010 Consolidated Condensed Balance Sheet data was derived from the Company's year-end audited Consolidated Financial Statements as presented in the 2010 Form 10-K but does not include all disclosures required by accounting principles generally accepted in the United States of America ("U.S. GAAP"). In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations and cash flows have been made. The results of operations for the period ended May 28, 2011, are not necessarily indicative of the operating results for the full year. The information included in this Form 10-Q should be read in conjunction with the audited Consolidated Financial Statements and accompanying notes included in the Company's 2010 Form 10-K.

Inventories

Inventories are valued at the lower of cost or market primarily determined on the first-in, first-out ("FIFO") method of inventory costing, which approximates current cost. Inventories are summarized as follows:

| | May 28, 2011 | November 27, 2010 |
|-------------------|-----------------|----------------------|
| Raw materials | \$77,089 | \$67,011 |
| Work in process | 29,278 | 26,219 |
| Finished products | 100,974 | 89,154 |
| | \$207,341 | \$182,384 |

New Accounting Guidance

In October 2009, the Financial Accounting Standards Board ("FASB") issued guidance on revenue arrangements with multiple deliverables effective for the Company's 2011 fiscal year, although early adoption is permitted. The guidance revises the criteria for separating, measuring, and allocating arrangement consideration to each deliverable in a multiple element arrangement. The guidance requires companies to allocate revenue using the relative selling price of each deliverable, which must be estimated if the company does not have a history of selling the deliverable on a stand-alone basis or third-party evidence of selling price. The impact of adopting this guidance on November 28, 2010 was not material to the Consolidated Condensed Financial Statements.

In December 2010, the FASB issued guidance to modify the steps a company performs in preparing its goodwill impairment test. The guidance deals specifically with reporting units having zero or negative carrying amounts. For those reporting units, a company is required to perform the second step of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. In determining whether it is more likely than not that a goodwill impairment exists, a company should consider whether there are any adverse qualitative factors indicating that an

impairment may exist. The Company does not expect the adoption of this guidance on December 4, 2011 to have a material impact on the Consolidated Condensed Financial Statements.

In December 2010, the FASB issued guidance which amends the pro forma disclosure requirements for business combinations and specifies that if a public company presents comparative financial statements, the company should disclose revenue and earnings of the combined entity as though business combinations occurring during the year had occurred as of the beginning of the comparable prior annual reporting period only. The guidance also expands the pro forma disclosure requirements to include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings. The Company does not expect the adoption of this guidance on December 4, 2011 to have a material impact on the Consolidated Condensed Financial Statements.

CLARCOR Inc.

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(Dollars in thousands, except per share data)

(Unaudited)

In May 2011, the FASB issued guidance amending fair value measurement and disclosure requirements in order to align U.S. GAAP and International Financial Reporting Standards ("IFRS"). Consequently, the amendments change the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements. Some of the amendments clarify the intent about the application of existing fair value measurement requirements, while other amendments change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. The Company does not expect the adoption of this guidance on February 27, 2012 to have a material impact on the Consolidated Condensed Financial Statements.

2. BUSINESS ACQUISITIONS, INVESTMENTS AND REDEEMABLE NONCONTROLLING INTERESTS

Business Acquisitions

On December 29, 2010, the Company acquired 100% of the outstanding membership interests in TransWeb LLC ("TransWeb"), a privately-owned manufacturer of media used in a variety of end-use applications, including respirators and heating, ventilation and air conditioning ("HVAC") filters. Founded in 1996 and based in Vineland, New Jersey, TransWeb has supplied media to a subsidiary of the Company for several years. TransWeb was acquired to expand the Company's technology capabilities in the area of media development and to enhance the product offerings of the Company's filtration operating companies. TransWeb's results are included in the Industrial/Environmental Filtration segment from the date of acquisition. Net sales and Operating profit attributable to TransWeb for the quarter ended May 28, 2011 were \$2,518 and \$140, respectively. Net sales and Operating profit attributable to TransWeb for the six months ended May 28, 2011 were \$4,893 and \$474, respectively.

The base purchase price to acquire TransWeb was \$30,017, excluding cash acquired. Of the base purchase price, the Company withheld payment of \$17,000 pending resolution of 3M litigation, which funds may be used by the Company in connection with the same (see Note 11). A contingent liability for a potential earn-out payment to one of the former owners of \$1,018, recorded at fair value by applying the income approach, was also recognized and is included in Other long-term liabilities in the Consolidated Condensed Balance Sheets. The Company assumed existing long term debt of \$1,544, which was immediately repaid in connection with the closing. The Company paid the balance of the purchase price with available cash.

The following condensed balance sheet is based on the fair values of the assets acquired and liabilities assumed as of the acquisition date.

| | | |
|--|--------|---|
| Cash | \$14 | |
| Accounts receivable | 1,153 | |
| Inventory | 1,045 | |
| Other current assets | 93 | |
| Plant assets | 7,291 | |
| Goodwill | 7,976 | |
| Other acquired intangibles | 13,000 | |
| Other assets | 100 | |
| Total assets acquired | 30,672 | |
| Accounts payable and accrued liabilities | (641 |) |

Net assets acquired

\$30,031

The fair value of the assets acquired includes accounts receivable, which are trade receivables. The Company does not anticipate any amounts to be uncollectible. The goodwill of \$7,976, which is deductible for income tax purposes, represents the excess of cost over the fair value of the net tangible and intangible assets acquired. Factors that contributed to a purchase price resulting in the recognition of goodwill included TransWeb's strategic fit with the Company's products and services as well as the ability to enhance the Company's product offerings.

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CLARCOR Inc.

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(Dollars in thousands, except per share data)

(Unaudited)

The fair value of the identifiable intangible assets and their respective lives are shown in the following table.

| Identifiable Intangible Asset | Value | Estimated Useful Life |
|-------------------------------|----------|-----------------------|
| Customer relationships | \$8,500 | 12 years |
| Developed technology | 3,500 | 12 years |
| Trade names and trademarks | 900 | Indefinite |
| Non-compete agreements | 100 | 2 years |
| Total fair value | \$13,000 | |

The acquisition-date estimated fair value of the contingent consideration payment of \$1,018 was recorded as a component of the consideration transferred in exchange for the equity interests of TransWeb in accordance with accounting guidance. The contingent liability for the earn-out payment will continue to be accounted for and measured at fair value until the contingency is settled during fiscal year 2016. The fair value measurement of the contingent liability is based on significant inputs not observed in the market and thus represents a Level 3 measurement as defined by accounting literature (see [Note 6](#)). The fair value of the contingent consideration was estimated using a probability-weighted discounted cash flow model with a discount rate of 11.9%. The contingent consideration payment is revalued to its current fair value at each reporting date. Any increase or decrease in the fair value, as a result of changes in significant inputs such as the discount rate, the discount period or other factors used in the calculation, is recognized in Selling and administrative expenses in the Consolidated Condensed Statements of Earnings in the period the estimated fair value changes.

Assuming this transaction had been made at the beginning of each of the periods presented, the consolidated pro-forma results would not be materially different from the results as reported. The Company incurred costs of \$134 related to the acquisition of TransWeb which are included in Selling and administrative expenses in the Consolidated Condensed Statements of Earnings.

Investments

Effective May 1, 2008, the Company acquired a 30% share in BioProcessH2O LLC (“BPH”), a Rhode Island-based manufacturer of industrial waste water and water reuse filtration systems, for \$4,000. Under the terms of the agreement with BPH, the Company has the right, but not the obligation, to acquire additional ownership shares and eventually complete ownership of the company over several years at a price based on, among other factors, BPH’s operating income. The investment, with a carrying amount of \$3,351 and \$3,266, at May 28, 2011 and November 27, 2010, respectively, included in Other noncurrent assets in the Consolidated Condensed Balance Sheets, is being accounted for under the equity method of accounting. The carrying amount is adjusted each period to recognize the Company’s share of the earnings or losses of BPH, included in Other, net in the Consolidated Condensed Statements of Earnings, based on the percentage of ownership, as well as the receipt of any dividends. During the six months ended May 28, 2011, the Company did not receive any dividends from BPH. During the six months ended May 29, 2010, the Company received dividends of \$382 from BPH. The equity investment is periodically reviewed for indicators of impairment.

The Company also owns a 15% share in BioProcess Algae LLC (“Algae”), a Delaware-based company developing technology to grow and harvest algae which can be used to consume carbon dioxide and also be used as a renewable energy source. The investment, with a carrying amount of \$398 and \$398, at May 28, 2011 and November 27, 2010,

respectively, included in Other noncurrent assets, is being accounted for under the cost method of accounting. Under the cost method, the Company recognizes dividends as income when received and reviews the cost basis of the investment for impairment if factors indicate that a decrease in value of the investment has occurred. The Company has not received any dividends from Algae.

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CLARCOR Inc.

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(Dollars in thousands, except per share data)

(Unaudited)

Redeemable Noncontrolling Interests

In March 2007, the Company acquired an 80% ownership share in Sinfa SA ("SINFA"), a manufacturer of automotive and heavy-duty engine filters based in Casablanca, Morocco. As part of the purchase agreement, the Company and the noncontrolling owners each have an option to require the purchase of the remaining 20% ownership shares by the Company after December 31, 2012 which would result in SINFA becoming a wholly owned subsidiary. The remaining 20% of SINFA owned by the noncontrolling owners has been reported as Redeemable noncontrolling interests and classified as mezzanine equity in the Consolidated Condensed Balance Sheets. The Redeemable noncontrolling interests will be accreted to the redemption price, through equity, at the point at which the redemption becomes probable. The Company has not recorded any accretion to date.

3. INCENTIVE PLANS AND STOCK-BASED COMPENSATION

On March 23, 2009, the shareholders of CLARCOR approved the 2009 Incentive Plan, which replaced the 2004 Incentive Plan. The 2009 Incentive Plan allows the Company to grant stock options, restricted stock unit awards, restricted stock, performance awards and other awards to officers, directors and key employees of up to 3,800,000 shares during a ten-year period that ends in December 2019. Upon share option exercise or restricted stock unit award conversion, the Company issues new shares unless treasury shares are available. The key provisions of the Company's stock-based incentive plans are described in Note N of the Company's Consolidated Financial Statements included in the 2010 Form 10-K.

Stock Options

Nonqualified stock options are granted at exercise prices equal to the market price of CLARCOR common stock at the date of grant, which is the date the Company's Board of Directors approves the grant and the participants receive it. The Company's Board of Directors determines the vesting requirements for stock options at the time of grant and may accelerate vesting. In general, options granted to key employees vest 25% per year beginning at the end of the first year; therefore, they become fully exercisable at the end of four years. Vesting may be accelerated in the event of retirement, disability or death of a participant or change in control of the Company. Options granted to non-employee directors vest immediately. All options expire ten years from the date of grant unless otherwise terminated.

The following table summarizes information related to stock options during the quarter and six months ended May 28, 2011 and May 29, 2010.

| | Quarter Ended | | Six Months Ended | |
|--|-----------------|-----------------|------------------|-----------------|
| | May 28, 2011 | May 29, 2010 | May 28, 2011 | May 29, 2010 |
| Pre-tax compensation expense | \$977 | \$752 | \$2,850 | \$2,530 |
| Deferred tax benefits | (359 |) (249 |) (1,047 |) (851 |
| Excess tax benefits associated with tax deductions over the amount of compensation expense recognized in the consolidated condensed financial statements | 1,384 | 1,631 | 2,041 | 1,783 |

CLARCOR Inc.

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(Dollars in thousands, except per share data)

(Unaudited)

The following table summarizes activity with respect to stock options granted by the Company and includes options granted under the 1994 Incentive Plan, the 2004 Incentive Plan and the 2009 Incentive Plan.

| | Shares Granted Under Incentive Plans | Weighted Average Exercise Price |
|-------------------------------------|--|---------------------------------------|
| Outstanding at beginning of year | 3,229,410 | \$29.07 |
| Granted | 492,250 | \$43.01 |
| Exercised | (322,872) |) \$24.35 |
| Surrendered | (9,475) |) \$36.24 |
| Outstanding at May 28, 2011 | 3,389,313 | \$31.52 |
| Options exercisable at May 28, 2011 | 2,425,351 | \$29.18 |

At May 28, 2011, there was \$5,589 of unrecognized compensation cost related to option awards which the Company expects to recognize over a weighted-average period of 2.61 years.

The following table summarizes information about the Company's outstanding and exercisable options at May 28, 2011.

| Range of Exercise Prices | Options Outstanding | | | Options Exercisable | | | | |
|-----------------------------|---------------------|--|--------------------|--|-----------|--|--------------------|--|
| | Number | Weighted Average Exercise Price | Intrinsic Value | Weighted Average Remaining Life in Years | Number | Weighted Average Exercise Price | Intrinsic Value | Weighted Average Remaining Life in Years |
| \$11.50 - \$13.75 | 32,300 | \$13.05 | \$943 | 0.48 | 32,300 | \$13.05 | \$943 | 0.48 |
| \$16.01 - \$22.80 | 465,434 | \$19.74 | 10,475 | 2.05 | 465,434 | \$19.74 | 10,475 | 2.05 |
| \$25.31 - \$34.40 | 1,916,307 | \$30.59 | 22,354 | 5.95 | 1,457,200 | \$29.98 | 17,874 | 5.26 |
| \$35.11 - \$38.23 | 486,322 | \$36.18 | 2,953 | 6.54 | 410,067 | \$36.12 | 2,512 | 6.54 |
| \$42.86 - \$44.07 | 488,950 | \$43.01 | — | 9.58 | 60,350 | \$44.06 | — | 9.83 |
| | 3,389,313 | \$31.52 | \$36,725 | 5.97 | 2,425,351 | \$29.18 | \$31,804 | 4.91 |

The following table summarizes information about stock option exercises during the quarter and six months ended May 28, 2011 and May 29, 2010.

| | Quarter Ended | | Six Months Ended | |
|---|-----------------|-----------------|------------------|-----------------|
| | May 28, 2011 | May 29, 2010 | May 28, 2011 | May 29, 2010 |
| Fair value at issuance of options exercised | \$1,495 | \$1,671 | \$2,111 | \$1,742 |
| Total intrinsic value of options exercised | 4,510 | 4,474 | 6,558 | 4,893 |
| Cash received upon exercise of options | 3,046 | 3,184 | 5,237 | 3,424 |
| Tax benefit realized from exercise of options, net | 1,380 | 1,624 | 2,035 | 1,776 |
| Addition to capital in excess of par value due to exercise of stock options | 3,244 | 4,035 | 5,994 | 4,407 |

CLARCOR Inc.

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(Dollars in thousands, except per share data)

(Unaudited)

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions by grant year.

| | Six Months Ended | | | |
|---|------------------|-----------------|--|---|
| | May 28, 2011 | May 29, 2010 | | |
| Weighted average fair value per option at the date of grant for options granted | \$11.73 | \$8.72 | | |
| Risk-free interest rate | 2.52 | % 2.76 | | % |
| Expected dividend yield | 0.95 | % 1.25 | | % |
| Expected volatility factor | 25.53 | % 26.28 | | % |
| Expected option term in years | 6.4 | 5.7 | | |

The expected option term in years selected for options granted during each period presented represents the period of time that the options are expected to be outstanding based on historical data of option holder exercise and termination behavior. Expected volatilities are based upon historical volatility of the Company's monthly stock closing prices over a period equal to the expected life of each option grant. The risk-free interest rate is selected based on yields from U.S. Treasury zero-coupon issues with a remaining term approximately equal to the expected term of the options being valued. Expected dividend yield is based on the estimated dividend yield determined on the date of issuance.

Restricted Stock Unit Awards

The Company's restricted stock unit awards are considered nonvested share awards. The restricted stock unit awards require no payment from the employee. Compensation cost is recorded based on the market price of the stock on the grant date and is recorded equally over the vesting period of four years. During the vesting period, officers and key employees receive compensation equal to the amount of dividends declared on common shares they would have been entitled to receive had the shares been issued. Upon vesting, employees may elect to defer receipt of their shares. There were 103,390 and 108,800 vested and deferred shares at May 28, 2011 and November 27, 2010, respectively.

The following table summarizes information related to restricted stock unit awards during the quarter and six months ended May 28, 2011 and May 29, 2010.

| | Quarter Ended | | Six Months Ended | |
|--|-----------------|-----------------|------------------|-----------------|
| | May 28, 2011 | May 29, 2010 | May 28, 2011 | May 29, 2010 |
| Pre-tax compensation expense | \$118 | \$99 | \$850 | \$832 |
| Deferred tax benefits | (43 |) (32 |) (312 |) (280 |
| Excess tax (expense) benefit associated with tax deductions under the amount of compensation expense recognized in the consolidated condensed financial statements | (44 |) (36 |) 83 | (61 |
| Fair value of shares vested | 7 | — | 905 | 742 |

CLARCOR Inc.

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(Dollars in thousands, except per share data)

(Unaudited)

The following table summarizes the restricted stock unit awards.

| | Units | Weighted Average Grant Date Fair Value |
|--------------------------------|---------|---|
| Nonvested at beginning of year | 70,894 | \$33.23 |
| Granted | 29,467 | \$42.86 |
| Vested | (26,937 |) \$33.60 |
| Nonvested at May 28, 2011 | 73,424 | \$36.96 |

The Company has recognized \$1,640 of compensation cost prior to May 28, 2011 related to nonvested restricted stock unit awards. As of May 28, 2011, there was \$1,085 of total unrecognized compensation cost related to nonvested restricted stock unit awards that the Company expects to recognize during fiscal years 2011 through 2014.

4. COMPREHENSIVE EARNINGS

Total comprehensive earnings and its components are as follows:

| Quarter Ended | Other Comprehensive Earnings, Net of Tax: | | | |
|---|---|---|-------------------------------------|---|
| | Net Earnings | Foreign Currency and Other Adjustments | Pension Liability Adjustments | Total Comprehensive Earnings (Loss) |
| May 28, 2011 | | | | |
| CLARCOR Inc. | \$32,808 | \$4,605 | \$678 | \$38,091 |
| Non-redeemable noncontrolling interests | 54 | 1 | — | 55 |
| Redeemable noncontrolling interests | 19 | (119 |) — | (100 |
| | \$32,881 | \$4,487 | \$678 | \$38,046 |
| May 29, 2010 | | | | |
| CLARCOR Inc. | \$23,885 | \$(6,558 |) \$656 | \$17,983 |
| Non-redeemable noncontrolling interests | 48 | — | — | 48 |
| Redeemable noncontrolling interests | 2 | — | — | 2 |
| | \$23,935 | \$(6,558 |) \$656 | \$18,033 |

CLARCOR Inc.

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(Dollars in thousands, except per share data)

(Unaudited)

| | Other Comprehensive Earnings, Net of Tax: | | | |
|---|---|---|-------------------------------------|---|
| | Net Earnings (Loss) | Foreign Currency and Other Adjustments | Pension Liability Adjustments | Total Comprehensive Earnings (Loss) |
| Six Months Ended | | | | |
| May 28, 2011 | | | | |
| CLARCOR Inc. | \$54,689 | \$9,428 | \$2,206 | \$66,323 |
| Non-redeemable noncontrolling interests | 106 | 1 | — | 107 |
| Redeemable noncontrolling interests | 7 | (119 |) — | (112 |
| | \$54,802 | \$9,310 | \$2,206 | \$66,318 |
| May 29, 2010 | | | | |
| CLARCOR Inc. | \$38,751 | \$(13,927 |) \$1,279 | \$26,103 |
| Non-redeemable noncontrolling interests | 93 | (3 |) — | 90 |
| Redeemable noncontrolling interests | (102 |) 53 | — | (49 |
| | \$38,742 | \$(13,877 |) \$1,279 | \$26,144 |

The components of the ending balances of Accumulated other comprehensive loss are as follows:

| | May 28, 2011 | November 27, 2010 |
|---------------------------------------|-----------------|----------------------|
| Pension liability, gross | \$(54,644 |) \$(58,191 |
| Tax effect of pension liability | 19,808 | 21,149 |
| Pension liability, net of tax | (34,836 |) (37,042 |
| Translation adjustments, gross | 11,584 | 2,156 |
| Tax effect of translation adjustments | (155 |) (155 |
| Translation adjustments, net of tax | 11,429 | 2,001 |
| Accumulated other comprehensive loss | \$(23,407 |) \$(35,041 |

5. GOODWILL AND ACQUIRED INTANGIBLES ASSETS

The following table reconciles the activity for goodwill by segment for the six months ended May 28, 2011. All goodwill is stated on a gross basis, as the Company has not recorded any impairment charges against goodwill.

| | Engine/Mobile Filtration | Industrial/ Environmental Filtration | Packaging | Total |
|----------------------------------|-----------------------------|--|-----------|-----------|
| November 27, 2010 | \$21,634 | \$206,471 | \$— | \$228,105 |
| Acquisition | — | 7,976 | — | 7,976 |
| Currency translation adjustments | 766 | 316 | — | 1,082 |
| May 28, 2011 | \$22,400 | \$214,763 | \$— | \$237,163 |

CLARCOR Inc.

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(Dollars in thousands, except per share data)

(Unaudited)

The following table summarizes acquired intangibles by segment. Other acquired intangibles include parts manufacturer regulatory approvals, developed technology, patents and non-compete agreements.

| | Engine/Mobile Filtration | Industrial/ Environmental Filtration | Packaging | Total |
|--------------------------------------|-----------------------------|--|-----------|-----------|
| May 28, 2011 | | | | |
| Trademarks, gross - indefinite lived | \$603 | \$41,922 | \$— | \$42,525 |
| Trademarks, gross - finite lived | 317 | 488 | — | 805 |
| Accumulated amortization | (67 |) (295 |) — | (362 |
| Trademarks, net | \$853 | \$42,115 | \$— | \$42,968 |
| Customer relationships, gross | \$4,221 | \$42,693 | \$— | \$46,914 |
| Accumulated amortization | (1,452 |) (12,022 |) — | (13,474 |
| Customer relationships, net | \$2,769 | \$30,671 | \$— | \$33,440 |
| Other acquired intangibles, gross | \$243 | \$39,623 | \$— | \$39,866 |
| Accumulated amortization | (243 |) (14,532 |) — | (14,775 |
| Other acquired intangibles, net | \$— | \$25,091 | \$— | \$25,091 |
| Total | \$3,622 | \$97,877 | \$— | \$101,499 |

The following table summarizes estimated amortization expense for the next five fiscal years.

| | |
|------------------|---------|
| Fiscal year 2011 | \$5,653 |
| Fiscal year 2012 | 5,800 |
| Fiscal year 2013 | 5,729 |
| Fiscal year 2014 | 5,523 |
| Fiscal year 2015 | 5,290 |

6. FAIR VALUE MEASUREMENTS

Fair Value Measurements

The Company measures certain assets and liabilities at fair value as discussed throughout the notes to its quarterly and annual financial statements. Fair value is the exchange price that would be received for an asset or paid to transfer a liability, an exit price, in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. Fair value measurements are categorized in a hierarchy based upon the observability of inputs used in valuation techniques. Observable inputs are the highest level and reflect market data obtained from independent sources, while unobservable inputs are the lowest level and reflect internally developed market assumptions.

CLARCOR Inc.

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(Dollars in thousands, except per share data)

(Unaudited)

The Company classifies fair value measurements by the following hierarchy:

Level 1 – Quoted active market prices for identical assets

Level 2 – Significant other observable inputs, such as quoted prices for similar (but not identical) instruments in active markets, quoted prices for identical or similar instruments in markets which are not active and model determined valuations in which all significant inputs or significant value-drivers are observable in active markets

Level 3 – Significant unobservable inputs, such as model determined valuations in which one or more significant inputs or significant value-drivers are unobservable

Assets or liabilities that have recurring measurements are shown below:

| | Fair Value Measurements at Reporting Date | | | |
|---|---|---------|---------|---------|
| | Total | Level 1 | Level 2 | Level 3 |
| May 28, 2011 | | | | |
| Restricted trust, included in Other noncurrent assets | | | | |
| Mutual fund investments - equities | \$959 | \$959 | \$— | \$— |
| Mutual fund investments - bonds | 364 | 364 | — | — |
| Cash and equivalents | 10 | 10 | — | — |
| Total restricted trust | \$1,333 | \$1,333 | \$— | \$— |
| TransWeb contingent earn-out, included in Other long-term liabilities | | | | |
| | \$1,018 | \$— | \$— | \$1,018 |
| November 27, 2010 | | | | |
| Restricted trust, included in Other noncurrent assets | | | | |
| Mutual fund investments - equities | \$879 | \$879 | \$— | \$— |
| Mutual fund investments - bonds | 357 | 357 | — | — |
| Cash and equivalents | 22 | 22 | — | — |
| Total restricted trust | \$1,258 | \$1,258 | \$— | \$— |

The restricted trust, which is used to fund certain payments for the Company's U.S. combined nonqualified pension plans, consists of actively traded equity and bond funds. The TransWeb contingent earn-out payment was established in connection with the acquisition of TransWeb (see [Note 2](#)). There were no changes in the fair value determination methods or significant assumptions used in those methods during the six months ended May 28, 2011. There were no transfers between Level 1 and Level 2 during the six months ended May 28, 2011. There were no material changes in the fair value of the TransWeb contingent earn-out payment during the six months ended May 28, 2011.

Fair Values of Financial Instruments

The fair values of the Company's financial instruments, which are cash and cash equivalents, restricted cash, accounts receivable and the restricted trust, approximated the carrying values of those financial instruments at both May 28, 2011 and November 27, 2010. An expected present value technique is used to estimate the fair value of long-term debt. A fair value estimate of \$16,717 and \$16,892 for long-term debt at May 28, 2011 and November 27, 2010, respectively, is based on the current interest rates available to the Company for debt with similar remaining maturities. The carrying value for the long-term debt at May 28, 2011 and November 27, 2010 is \$17,365 and

\$17,477, respectively.

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CLARCOR Inc.

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(Dollars in thousands, except per share data)

(Unaudited)

7. ACCOUNTS PAYABLE, ACCRUED LIABILITIES AND GUARANTEES

Accounts payable and accrued liabilities at May 28, 2011 and November 27, 2010 were as follows:

| | May 28, 2011 | November 27, 2010 |
|---|-----------------|----------------------|
| Accounts payable | \$66,815 | \$64,630 |
| Accrued salaries, wages and commissions | 13,322 | 31,497 |
| Compensated absences | 8,627 | 8,172 |
| Accrued insurance liabilities | 11,970 | 11,473 |
| Customer deposits | 10,058 | 7,732 |
| Other accrued liabilities | 33,261 | 36,702 |
| | \$144,053 | \$160,206 |

Warranties are recorded as a liability on the balance sheet and as charges to current expense for estimated normal warranty costs and, if applicable, for specific performance issues known to exist on products already sold. The expenses estimated to be incurred are provided at the time of sale and adjusted as needed, based primarily upon experience.

Changes in the Company's warranty accrual, which is included in Other accrued liabilities, are as follows:

| | Six Months Ended | |
|---|------------------|-----------------|
| | May 28, 2011 | May 29, 2010 |
| Balance at beginning of period | \$3,499 | \$3,989 |
| Accruals for warranties issued during the period | 258 | 242 |
| Adjustments related to pre-existing warranties | (12 |) 41 |
| Settlements made during the period | (441 |) (502 |
| Other adjustments, including currency translation | (35 |) (384 |
| Balance at end of period | \$3,269 | \$3,386 |

The Company has letters of credit totaling \$25,802 and \$23,189 as of May 28, 2011 and November 27, 2010, respectively, issued to various government agencies, primarily related to industrial revenue bonds, and to insurance companies and other commercial entities in support of its obligations. The Company believes that no payments will be required resulting from these obligations.

In the ordinary course of business, the Company also provides routine indemnifications and other guarantees whose terms range in duration and are often not explicitly defined. The Company does not believe these will have a material impact on the results of operations or financial condition of the Company.

8. LONG-TERM DEBT AND INTEREST RATE AGREEMENT

On December 18, 2007, the Company entered into a five-year multicurrency revolving credit agreement ("Credit Facility") with a group of financial institutions under which it may borrow up to \$250,000 under a selection of

currencies and rate formulas. The Credit Facility interest rate is based upon, at the Company's election, either a defined Base Rate or the London Interbank Offered Rate ("LIBOR") plus or minus applicable margins. Commitment fees, letter of credit fees and other fees are also payable as provided in the Credit Facility. At May 28, 2011, there were no borrowings outstanding on the Credit Facility. The Credit Facility includes a \$75,000 letter of credit subline, against which \$16,012 and \$16,031 in letters of credit had been issued at May 28, 2011 and November 27, 2010, respectively.

CLARCOR Inc.

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(Dollars in thousands, except per share data)

(Unaudited)

The Company's significant accounting policies for derivative instruments are described in Note A of the 2010 Form 10-K. On January 2, 2008, the Company entered into a fixed rate interest swap agreement to manage its interest rate exposure on certain amounts outstanding under the Credit Facility. The interest rate agreement expired January 1, 2010. The interest rate agreement provided for the Company to receive interest at floating rates based on LIBOR and pay a 3.93% fixed interest rate plus an applicable margin on a notional amount of \$100,000. Payments pursuant to the interest rate agreement were settled on a net basis quarterly. Hedge accounting was not applied to the fixed rate interest swap agreement and therefore, unrealized gains or losses were recorded in interest expense in the Consolidated Condensed Statements of Earnings. Periodic settlement payments or receipts were recorded as a component of cash flows from operating activities in the Consolidated Condensed Statements of Cash Flows.

The following table reflects the net settlement payments on the fixed rate interest swap agreement for the quarter and six months ended May 29, 2010.

| Derivatives Not Designated as Hedging Instruments | Location | Amount |
|--|--------------------------------------|----------------------------------|
| | | Quarter Ended May 29, 2010 |
| Fixed rate interest swap agreement unrealized losses | Interest expense | \$— |
| Fixed rate interest swap agreement net settlement payments | Cash flows from operating activities | — |
| | | Six Months Ended May 29, 2010 |
| Fixed rate interest swap agreement unrealized losses | Interest expense | \$— |
| Fixed rate interest swap agreement net settlement payments | Cash flows from operating activities | 961 |

9. PENSION AND OTHER POSTRETIREMENT PLANS

The Company provides various retirement benefits, including defined benefit plans and postretirement healthcare plans covering certain current and retired employees in the U.S. and abroad. Components of net periodic benefit cost and Company contributions for these plans were as follows:

| | Quarter Ended | | Six Months Ended | |
|--|-----------------|-----------------|------------------|-----------------|
| | May 28, 2011 | May 29, 2010 | May 28, 2011 | May 29, 2010 |
| Pension Benefits: | | | | |
| Components of net periodic benefit cost: | | | | |
| Service cost | \$492 | \$527 | \$984 | \$1,055 |
| Interest cost | 2,014 | 2,031 | 4,024 | 4,070 |
| Expected return on plan assets | (1,923) | (1,777) | (3,843) | (3,562) |
| Amortization of unrecognized: | | | | |
| Prior service cost | (99) | (99) | (198) | (198) |
| Net actuarial loss | 1,266 | 1,199 | 2,423 | 2,400 |
| Net periodic benefit cost | 1,750 | 1,881 | 3,390 | 3,765 |
| Settlement cost | — | — | 1,368 | — |

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| | | | | |
|--------------------|---------|---------|---------|---------|
| Total benefit cost | \$1,750 | \$1,881 | \$4,758 | \$3,765 |
| Cash contributions | \$204 | \$93 | \$2,242 | \$186 |

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CLARCOR Inc.

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(Dollars in thousands, except per share data)

(Unaudited)

During the first quarter of 2011, the Company recorded settlement costs in connection with the retirement of one of its former executive officers.

| | Quarter Ended | | Six Months Ended | |
|--|-----------------|-----------------|------------------|-----------------|
| | May 28, 2011 | May 29, 2010 | May 28, 2011 | May 29, 2010 |
| Postretirement Healthcare Benefits: | | | | |
| Components of net periodic benefit income: | | | | |
| Interest cost | \$6 | \$8 | \$12 | \$16 |
| Amortization of unrecognized: | | | | |
| Prior service cost | (31 |) (31 |) (62 |) (62 |
| Net actuarial gain | (32 |) (32 |) (64 |) (64 |
| Net periodic benefit income | \$(57 |) \$(55 |) \$(114 |) \$(110 |
| Cash contributions | \$30 | \$39 | \$60 | \$78 |

The Company's policy is to contribute to its qualified U.S. and non-U.S. pension plans at least the minimum amount required by applicable laws and regulations, to contribute to the U.S. combined nonqualified plans when required for benefit payments, and to contribute to the postretirement healthcare benefit plan an amount equal to the benefit payments. The Company, from time to time, makes voluntary contributions in excess of the minimum amount required as economic conditions warrant. The Company expects to contribute up to \$15,400 to its U.S. qualified plans, \$2,194 to its U.S. combined nonqualified plans, \$403 to its non-U.S. plan and \$121 to its postretirement healthcare benefit plan to pay benefits during 2011.

In addition to the plan assets related to its qualified plans, the Company has also funded \$1,333 and \$1,258 at May 28, 2011 and November 27, 2010, respectively, into a restricted trust for its U.S. combined nonqualified plans (see [Note 6](#)). This trust is included in Other noncurrent assets in the Consolidated Condensed Balance Sheets.

10. INCOME TAXES

The following is a reconciliation of the beginning and ending amount of gross unrecognized tax benefits for uncertain tax positions, including positions which impact only the timing of tax benefits.

| | Six Months Ended | |
|---|------------------|-----------------|
| | May 28, 2011 | May 29, 2010 |
| Balance at beginning of period | \$1,806 | \$2,161 |
| Additions (reductions) for current period tax positions | 246 | (39 |
| Additions for prior period tax positions | — | 39 |
| Changes in interest and penalties | 43 | (5 |
| Balance at end of period | \$2,095 | \$2,156 |

At May 28, 2011, the amount of unrecognized tax benefit, that would impact the effective tax rate if recognized, was \$1,931. The Company recognizes interest and penalties related to unrecognized benefits in income tax expense. At May 28, 2011, the Company had \$514 accrued for the payment of interest and penalties.

Due to the various jurisdictions in which the Company files tax returns and the uncertainty regarding the timing of settlements it is possible that there could be other significant changes in the amount of unrecognized tax benefits in the next twelve months; however, the amount cannot be estimated.

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CLARCOR Inc.

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(Dollars in thousands, except per share data)

(Unaudited)

The Company is regularly audited by federal, state and foreign tax authorities. The Internal Revenue Service has completed its audits of the Company's U.S. income tax returns through fiscal year 2009. With few exceptions, the Company is no longer subject to income tax examinations by state or foreign tax jurisdictions for years prior to 2004.

11. CONTINGENCIES

Legal Contingencies

From time to time, the Company is subject to lawsuits, investigations and disputes (some of which involve substantial claimed amounts) arising out of the conduct of its business, including matters relating to commercial transactions, product liability, intellectual property and other matters. Items included in these other matters are discussed below. The Company believes recorded reserves in its Consolidated Condensed Financial Statements are adequate in light of the probable and reasonably estimable outcomes of the items discussed below and other lawsuits, investigations and disputes arising out of the conduct of the Company's business. Any recorded liabilities were not material to the Company's financial position, results of operation or liquidity and the Company does not currently believe that any pending claims or litigation, including those identified below, will materially affect its financial position, results of operation or liquidity.

Donaldson

On May 15, 2009, Donaldson Company, Inc. ("Donaldson") filed a lawsuit in the U.S. Federal District Court for the District of Minnesota, alleging that certain "ChannelFlow®" engine/mobile filters manufactured and sold by a subsidiary of the Company infringe one or more patents held by Donaldson. Through this lawsuit Donaldson seeks various remedies, including injunctive relief and monetary damages of an unspecified amount. Management believes that the products in question do not infringe the asserted patents and that such patents are invalid. The Company is vigorously defending the action.

Antitrust/Qui Tam

On March 31, 2008, S&E Quick Lube, a filter distributor, filed suit in U.S. District Court for the District of Connecticut alleging that virtually every major North American engine filter manufacturer, including the Company's subsidiary, Baldwin Filters, Inc. (the "Defendant Group"), engaged in a conspiracy to fix prices, rig bids and allocate U.S. customers for aftermarket filters. This suit is a purported class action on behalf of direct purchasers of filters from the Defendant Group. Parallel purported class actions, including on behalf of indirect purchasers of filters, have been filed by other plaintiffs against the Defendant Group in a variety of jurisdictions in the United States and Canada.

In addition, the Attorney General of the State of Florida and the County of Suffolk, New York have filed complaints against the Defendant Group based on these same allegations, and the Attorney General of the State of Washington requested various documents, information and cooperation, which the Company has agreed to provide.

In late 2010, William Burch, a former employee of two other defendants in the Defendant Group, brought an action under the United States False Claims Act and similar state statutes on behalf of the governments of the United States and approximately twenty individual states against the Defendant Group, based on these same allegations (the "Qui Tam Action"). On March 1, 2011, Mr. Burch voluntarily dismissed Baldwin Filters, Inc. from this action, without

prejudice, based on certain representations by Baldwin. As such, Baldwin Filters, Inc. is no longer a defendant in the Qui Tam Action.

Finally, the Company understands that the Antitrust Division of the Department of Justice (“DOJ”) was investigating the allegations raised in these suits and issued subpoenas in connection with that investigation. The Company was not contacted by the DOJ in connection with the DOJ investigation and was not the subject of any subpoena. Public reports indicate that the DOJ officially closed its investigation in January 2010 and took no action against any filter manufacturer.

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CLARCOR Inc.

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(Dollars in thousands, except per share data)

(Unaudited)

All of the U.S cases, including the actions brought by and/or on behalf of governmental entities, have been consolidated into a single multi-district litigation in the Northern District of Illinois. The Company believes all of these lawsuits and the claims made therein to be without merit and is vigorously defending them.

In response to a request by the DOJ, the District Court issued an order on April 14, 2011, staying the proceedings for 90 days, during which time the Company understands the DOJ is investigating potential wrongdoing by persons unaffiliated with the Company or any member of the Defendant Group.

TransWeb/3M

On May 21, 2010, 3M Company and 3M Innovative Properties (“3M”) brought a lawsuit against TransWeb in the United States District Court for the District of Minnesota, alleging that certain TransWeb products infringe certain 3M patents. Shortly after receiving service of process in this litigation, TransWeb filed its own complaint against 3M in the United States District Court for the District of New Jersey, seeking a declaratory judgment that the asserted patents are invalid and that the products in question do not infringe. 3M withdrew its Minnesota action, and the parties are currently litigating the matter in New Jersey. The litigation in question was filed and underway before the Company acquired TransWeb in December 2010, but the Company assumed the risk of this litigation as a result of the acquisition. The Company intends to vigorously defend the action and pursue related claims. In this regard, on June 3, 2011, TransWeb filed a Second Amended Complaint against 3M, (i) seeking declaratory judgment that the asserted 3M patents are invalid, the TransWeb products in question do not infringe, and the 3M patents are unenforceable due to inequitable conduct by 3M in obtaining the patents, (ii) alleging patent infringement by 3M of a patent held by TransWeb, and (iii) alleging antitrust violations by 3M in connection with the personal respirator market. The Company acquired TransWeb in December 2010 (see Note 2). Of the base purchase price, the Company withheld payment of \$17,000 pending resolution of the 3M litigation, which funds may be used by the Company in connection with the same. Any litigation related amounts incurred in excess of the amount withheld will be expensed and paid by the Company. The Company currently does not anticipate total litigation related amounts to exceed the amount withheld. During the quarter and six months ended May 28, 2011, the Company applied legal charges of \$1,165 and \$1,924, respectively, against the withheld payment, leaving a remaining balance of \$15,076. At May 28, 2011, \$3,748 is included in Other accrued liabilities (see Note 7) and \$11,328 is included in Other long-term liabilities in the accompanying Consolidated Condensed Balance Sheets.

Other

Additionally, the Company is party to various proceedings relating to environmental issues. The U.S. Environmental Protection Agency and/or other responsible state agencies have designated the Company as a potentially responsible party, along with other companies, in remedial activities for the cleanup of waste sites under the federal Superfund statute. Although it is not certain what future environmental claims, if any, may be asserted, the Company currently believes that its potential liability for known environmental matters is not material. However, environmental and related remediation costs are difficult to quantify for a number of reasons, including the number of parties involved, the difficulty in determining the nature and extent of the contamination at issue, the length of time remediation may require, the complexity of the environmental regulation and the continuing advancement of remediation technology. Applicable federal law may impose joint and several liability on each potentially responsible party for the cleanup.

In addition to the matters cited above, the Company is involved in legal actions arising in the normal course of business. The Company records provisions with respect to identified claims or lawsuits when it is probable that a

liability has been incurred and the amount of the loss can be reasonably estimated. Claims and lawsuits are reviewed quarterly and provisions are taken or adjusted to reflect the status of a particular matter. No such provisions have been taken in respect of the Donaldson, antitrust or TransWeb legal proceedings referred to above.

Other Contingencies

In the event of a change in control of the Company, termination benefits are likely to be required for certain executive officers and other employees.

CLARCOR Inc.

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(Dollars in thousands, except per share data)

(Unaudited)

12. EARNINGS PER SHARE AND TREASURY STOCK TRANSACTIONS

Diluted earnings per share reflect the impact of outstanding stock options as if exercised during the periods presented using the treasury stock method. The following table provides a reconciliation of the numerators and denominators utilized in the calculation of basic and diluted earnings per share.

| | Quarter Ended | | Six Months Ended | |
|---|-----------------|-----------------|------------------|-----------------|
| | May 28, 2011 | May 29, 2010 | May 28, 2011 | May 29, 2010 |
| Weighted average number of shares outstanding | 50,594,963 | 50,716,443 | 50,581,731 | 50,661,061 |
| Dilutive effect of stock-based arrangements | 687,420 | 326,374 | 703,080 | 241,484 |
| Weighted average number of diluted shares outstanding | 51,282,383 | 51,042,817 | 51,284,811 | 50,902,545 |
| Net earnings attributable to CLARCOR Inc. | \$32,808 | \$23,885 | \$54,689 | \$38,751 |
| Basic earnings per share | \$0.65 | \$0.47 | \$1.08 | \$0.76 |
| Diluted earnings per share | \$0.64 | \$0.47 | \$1.07 | \$0.76 |

The following table provides additional information regarding the calculation of earnings per share and treasury stock transactions.

| | Quarter Ended | | Six Months Ended | |
|---|-----------------|-----------------|------------------|-----------------|
| | May 28, 2011 | May 29, 2010 | May 28, 2011 | May 29, 2010 |
| Per share weighted average exercise price of antidilutive options | \$44.07 | \$36.30 | \$44.07 | \$36.16 |
| Number of antidilutive options with exercises prices greater than the average market price excluded from the computation of dilutive earnings per share | 60,000 | 455,987 | 60,000 | 512,287 |
| Common stock repurchased and retired pursuant to the Company's \$250,000 stock repurchase program | \$6,945 | \$— | \$8,892 | \$— |
| Number of shares repurchased and retired pursuant to the Company's \$250,000 stock repurchase program | 160,000 | — | 205,000 | — |

As of May 28, 2011, there was approximately \$224,830 available under the Company's \$250,000 stock repurchase program for future purchases.

CLARCOR Inc.

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(Dollars in thousands, except per share data)

(Unaudited)

13. SEGMENT INFORMATION

The Company operates in three principal product segments: Engine/Mobile Filtration, Industrial/Environmental Filtration and Packaging. Net sales represent sales to unaffiliated customers as reported in the Consolidated Condensed Statements of Earnings. Intersegment sales were not material. Unallocated amounts consist of interest expense, interest income and other non-operating income and expense items. Assets are those assets used in each business segment. Corporate assets consist of cash, deferred income taxes, corporate facility and equipment and various other assets that are not specific to an operating segment. The Company operates as a consolidated entity, including cooperation between segments, cost allocating and sharing of certain assets. As such, the Company makes no representation, that if operated on a standalone basis, these segments would report net sales, operating profit and other financial data reflected below.

| | Quarter Ended | | Six Months Ended | |
|-------------------------------------|-----------------|-----------------|------------------|----------------------|
| | May 28, 2011 | May 29, 2010 | May 28, 2011 | May 29, 2010 |
| Net sales: | | | | |
| Engine/Mobile Filtration | \$131,276 | \$113,434 | \$242,604 | \$209,862 |
| Industrial/Environmental Filtration | 133,499 | 117,566 | 245,618 | 219,593 |
| Packaging | 23,758 | 26,869 | 46,031 | 43,545 |
| | \$288,533 | \$257,869 | \$534,253 | \$473,000 |
| Operating profit: | | | | |
| Engine/Mobile Filtration | \$29,592 | \$23,643 | \$50,794 | \$41,505 |
| Industrial/Environmental Filtration | 16,179 | 10,371 | 23,427 | 14,654 |
| Packaging | 3,009 | 2,198 | 5,850 | 2,949 |
| | 48,780 | 36,212 | 80,071 | 59,108 |
| Other expense, net | (210 |) (224 |) (417 |) (718 |
| Earnings before income taxes | \$48,570 | \$35,988 | \$79,654 | \$58,390 |
| Identifiable assets: | | | May 28, 2011 | November 27, 2010 |
| Engine/Mobile Filtration | | | \$329,444 | \$292,196 |
| Industrial/Environmental Filtration | | | 692,682 | 650,530 |
| Packaging | | | 42,199 | 40,450 |
| Corporate | | | 34,679 | 59,235 |
| | | | \$1,099,004 | \$1,042,411 |

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The information presented in this discussion should be read in conjunction with other financial information provided in the Consolidated Condensed Financial Statements and Notes thereto. Except as otherwise set forth herein, references to particular years refer to our applicable fiscal year. The analysis of operating results focuses on our three reportable business segments: Engine/Mobile Filtration, Industrial/Environmental Filtration and Packaging.

EXECUTIVE SUMMARY

Management Discussion Snapshot
(In millions except per share data)

| | Second Quarter | | | | | First Six Months | | | | |
|--|----------------|---------|--------|------|----|------------------|---------|--------|------|----|
| | 2011 | 2010 | Change | | | 2011 | 2010 | Change | | |
| | | | \$ | % | | | | \$ | % | |
| Net sales | \$288.5 | \$257.9 | \$30.6 | 12 | % | \$534.3 | \$473.0 | \$61.3 | 13 | % |
| Cost of sales | 189.1 | 173.0 | 16.1 | 9 | % | 353.8 | 318.4 | 35.4 | 11 | % |
| Gross profit | 99.5 | 84.8 | 14.7 | 17 | % | 180.4 | 154.6 | 25.8 | 17 | % |
| Selling and administrative expenses | 50.7 | 48.6 | 2.1 | 4 | % | 100.3 | 95.5 | 4.8 | 5 | % |
| Operating profit | 48.8 | 36.2 | 12.6 | 35 | % | 80.1 | 59.1 | 21.0 | 35 | % |
| Other (expense) | (0.2) | (0.2) | — | | | (0.4) | (0.7) | 0.3 | | |
| Provision for income taxes | 15.7 | 12.1 | 3.6 | 30 | % | 24.9 | 19.6 | 5.3 | 26 | % |
| Net earnings attributable to CLARCOR | 32.8 | 23.9 | 8.9 | 37 | % | 54.7 | 38.8 | 15.9 | 41 | % |
| Weighted average diluted shares | 51.3 | 51.0 | 0.3 | — | % | 51.3 | 50.9 | 0.4 | 1 | % |
| Diluted earnings per share attributable to CLARCOR | \$0.64 | \$0.47 | \$0.17 | 36 | % | \$1.07 | \$0.76 | \$0.31 | 41 | % |
| Percentages: | | | | | | | | | | |
| Gross margin | 34.5 | % 32.9 | % | 1.6 | pt | 33.8 | % 32.7 | % | 1.1 | pt |
| Selling and administrative percentage | 17.6 | % 18.9 | % | -1.3 | pt | 18.8 | % 20.2 | % | -1.4 | pt |
| Operating margin | 16.9 | % 14.0 | % | 2.9 | pt | 15.0 | % 12.5 | % | 2.5 | pt |
| Effective tax rate | 32.3 | % 33.5 | % | -1.2 | pt | 31.2 | % 33.6 | % | -2.4 | pt |
| Net earnings margin | 11.4 | % 9.3 | % | 2.1 | pt | 10.2 | % 8.2 | % | 2.0 | pt |

Second Quarter

Our strong financial performance in the second quarter of 2011 compared with the second quarter of 2010 was primarily the result of the \$30.6 million, or 12%, increase in net sales. Net sales were higher in each of our reporting segments with the exception of our Packaging segment, where the year-over-year comparison was negatively impacted by a no margin \$4.6 million tooling and equipment sale to one of our customers in the second quarter of

2010. Excluding this tooling and equipment sale, net sales at our Packaging segment increased \$1.4 million, or 6%, as a result of continued strength in the smokeless tobacco, confection, spice and decorated flat sheet metal markets. The \$17.9 million, or 16%, increase in our Engine/Mobile Filtration segment was driven by strong heavy-duty engine filter sales in most of our end-markets both domestically and internationally. The \$15.9 million, or 14%, increase in net sales in our Industrial/Environmental Filtration segment was the result of a 16% increase in our international markets and a 12% increase in our domestic market.

Our 34.5% gross margin percentage in the second quarter of 2011 was 1.6 percentage points higher than the second quarter of 2010 and was our highest second quarter gross margin percentage in almost twenty years. Approximately 0.7 percentage points of the overall increase was the result of our 12% increase in net sales and our ability to leverage fixed manufacturing costs. In addition, the second quarter gross margin percentage comparison from this year to last year was influenced by the no margin \$4.6 million tooling and equipment sale in the second quarter of 2010, which reduced gross margin percentage by 0.6 percentage points in last year's second quarter.

Selling and administrative expenses as a percentage of net sales declined 1.3 percentage points as we were able to leverage the 12% increase in net sales while increasing selling and administrative expenses only 4%. The \$2.1 million increase in selling and administrative expenses was primarily driven by incremental costs necessary to support our growth both in the U.S. and overseas.

First Six Months

Similar to the second quarter comparison, our strong financial performance in the first six months of 2011 compared with the first six months of 2010 was primarily the result of the \$61.3 million, or 13%, increase in net sales. Net sales were higher in each of our reporting segments even with the impact of the no margin \$4.6 million tooling and equipment sale to one of our customers in the Packaging segment in the second quarter of 2010.

Our 33.8% gross margin percentage in the first six months of 2011 was 1.1 percentage points higher than the first six months of 2010. Approximately 0.8 percentage points of the overall increase in gross margin percentage was the result of our 13% increase in net sales and our ability to leverage fixed manufacturing costs. In addition, our first six months 2010 gross margin percentage was negatively impacted by 0.3 percentage points due to the no margin \$4.6 million tooling and equipment sale at our Packaging segment.

Selling and administrative expenses as a percentage of net sales declined 1.4 percentage points as we were able to leverage the 13% increase in net sales while increasing selling and administrative expenses only 5%. The \$4.8 million increase in selling and administrative expenses included a \$1.3 million increase in legal costs related to on-going litigation, a \$0.8 million increase in pension cost primarily due to the retirement of one of our executive officers and a \$0.9 million increase due to selling and administrative expenses at TransWeb. The remaining increase is related to incremental costs necessary to support our growth both in the U.S. and overseas.

Other Items

Other significant items impacting the comparison between the quarters and the first six months presented are as follows:

Acquisitions

The acquisition of TransWeb in the first quarter of 2011 increased our 2011 net sales and operating profit as follows:

| (Dollars in Millions) | Second Quarter | First Six Months |
|-----------------------|-------------------|---------------------|
| Net sales | \$2.5 | \$4.9 |
| Operating profit | 0.1 | 0.5 |

The TransWeb operating profit in the first six months of 2011 was negatively influenced by a \$0.2 million write-up of inventory pursuant to purchase accounting. There were no acquisitions in 2010.

Foreign Exchange

The average exchange rate for foreign currencies versus the U.S. dollar favorably impacted our translated U.S. dollar value of net sales and operating profit as follows:

| (Dollars in Millions) | Second Quarter | First Six Months |
|-----------------------|-------------------|---------------------|
| Net sales | \$5.1 | \$5.4 |
| Operating profit | 0.9 | 1.1 |

Other income (expense)

Net interest expense

Net interest expense did not materially change from the second quarter of 2010 to the second quarter of 2011. Net interest expense increased \$0.1 million in the first six months of 2011 compared with the first six months of 2010.

| (Dollars in Millions) | Second Quarter | | First Six Months | | |
|---------------------------------------|----------------|--------|------------------|--------|---|
| | 2011 | 2010 | 2011 | 2010 | |
| Average outstanding on line of credit | — | \$10.0 | — | \$15.8 | |
| Interest rate on line of credit | 0.6 | %0.6 | % 0.6 | %0.6 | % |

Foreign currency gains and losses

Foreign currency losses included in other income (expense) increased \$0.2 million in the second quarter of 2011 versus the second quarter of 2010. Foreign currency losses remained consistent at approximately \$0.4 million in each the first six months of 2011 versus the first six months of 2010. Much of the net foreign currency loss was caused by the translation of cash accounts at foreign subsidiaries denominated in currencies other than functional currencies.

Provisions for income taxes

The 32.3% effective tax rate in the second quarter of 2011 was 1.2 percentage points lower than the second quarter of 2010 due to the recognition of the research and experimentation tax credit in the second quarter of 2011 which was not recognized in the second quarter of 2010, a higher domestic production activities deduction ("DPAD") in the second quarter of 2011 and a higher mix of earnings in foreign jurisdictions with tax rates lower than the U.S. in the second quarter of 2011. The 31.2% effective tax rate in the first six months of 2011 was 2.4 percentage points lower than the first six months of 2010 largely due to the same items impacting the second quarter comparison in addition to a \$0.7 million benefit recognized in the first quarter of 2011 related to the extension of the research and experimentation tax credit in December 2010. Effectively, we recognized a majority of our full year 2010 research and experimentation tax credit in the first quarter of 2011.

Shares outstanding

Average diluted shares outstanding increased 0.3 million in the second quarter of 2011 and 0.4 million in the first six months of 2011 compared with the same periods in 2010. These increases primarily resulted from an increase in the dilutive effects of outstanding stock options due to higher average stock prices.

SEGMENT ANALYSIS

| (Dollars in millions) | Second Quarter | | | | First Six Months | | | | |
|-------------------------------------|----------------|------------|-----------|------------|------------------|------------|-----------|------------|---|
| | 2011 | % Total | 2010 | % Total | 2011 | % Total | 2010 | % Total | |
| Net sales: | | | | | | | | | |
| Engine/Mobile Filtration | \$131.3 | 46 | % \$113.4 | 44 | % \$242.6 | 45 | % \$209.9 | 44 | % |
| Industrial/Environmental Filtration | 133.5 | 46 | % 117.6 | 46 | % 245.6 | 46 | % 219.6 | 46 | % |
| Packaging | 23.7 | 8 | % 26.9 | 10 | % 46.1 | 9 | % 43.5 | 10 | % |
| | \$288.5 | 100 | % \$257.9 | 100 | % \$534.3 | 100 | % \$473.0 | 100 | % |
| Operating profit: | | | | | | | | | |
| Engine/Mobile Filtration | \$29.6 | 61 | % \$23.6 | 65 | % \$50.8 | 63 | % \$41.5 | 70 | % |
| Industrial/Environmental Filtration | 16.2 | 33 | % 10.4 | 29 | % 23.4 | 29 | % 14.7 | 25 | % |
| Packaging | 3.0 | 6 | % 2.2 | 6 | % 5.9 | 8 | % 2.9 | 5 | % |
| | \$48.8 | 100 | % \$36.2 | 100 | % \$80.1 | 100 | % \$59.1 | 100 | % |
| Operating margin: | | | | | | | | | |
| Engine/Mobile Filtration | 22.5 | % | 20.8 | % | 20.9 | % | 19.8 | % | |
| Industrial/Environmental Filtration | 12.1 | % | 8.8 | % | 9.5 | % | 6.7 | % | |
| Packaging | 12.7 | % | 8.2 | % | 12.7 | % | 6.8 | % | |
| | 16.9 | % | 14.0 | % | 15.0 | % | 12.5 | % | |

Engine/Mobile Filtration Segment

| (Dollars in millions) | Second Quarter | | | | First Six Months | | | | | |
|-----------------------|----------------|---------|--------|-----|------------------|---------|---------|--------|-----|----|
| | 2011 | 2010 | Change | | 2011 | 2010 | Change | | | |
| Net sales | \$131.3 | \$113.4 | \$17.9 | 16 | % | \$242.6 | \$209.9 | \$32.7 | 16 | % |
| Operating profit | 29.6 | 23.6 | 6.0 | 25 | % | 50.8 | 41.5 | 9.3 | 22 | % |
| Operating margin | 22.5 | % 20.8 | % | 1.7 | pt | 20.9 | % 19.8 | % | 1.1 | pt |

Our Engine/Mobile Filtration segment primarily sells after-market filters for heavy-duty trucks and off-highway vehicles, locomotives and automobiles. The largest market included in this segment is Baldwin branded engine filters for heavy-duty trucks.

The net sales increases for our Engine/Mobile Filtration segment in the second quarter and first six months of 2011 as compared to the same prior year periods are detailed in the following table:

| (Dollars in millions) | Second Quarter | First Six Months |
|--------------------------------------|----------------|------------------|
| 2010 | \$113.4 | \$209.9 |
| U.S. net sales | 9.1 | 16.6 |
| Foreign net sales (including export) | 5.9 | 12.4 |
| Foreign exchange | 2.9 | 3.7 |
| Net increase | 17.9 | 32.7 |
| 2011 | \$131.3 | \$242.6 |

The net increases in U.S. net sales for the Engine/Mobile Filtration segment in the second quarter and the first six months of 2011 as compared to the same prior year periods are detailed as follows:

| (Dollars in millions) | Second Quarter | First Six Months |
|----------------------------|----------------|------------------|
| Heavy-duty engine filters | \$7.5 | \$14.0 |
| Locomotive filters | 1.0 | 1.5 |
| Other | 0.6 | 1.1 |
| Increase in U.S. net sales | \$9.1 | \$16.6 |

Our sales of heavy-duty engine filters in the U.S. continue to be positively influenced by continued strength in the U.S. trucking industry. Heavy-duty truck tonnage in the U.S. was approximately 5% higher through our first five fiscal months of 2011 compared with the same period in 2010. Our U.S. sales of locomotive filters increased approximately 7% in the first six months of 2011 compared to the same prior year period due to the continuing recovery in U.S. rail activity. According to the Association of American Railroads, approximately 40,000 freight cars were removed from storage during the first five months of calendar year 2011. As of the beginning of May 2011, 18.2% of the U.S. freight car fleet was in storage, down from a peak of 31.9% in July 2009.

The increase in net sales (adjusted for changes in foreign currency) outside the U.S. was driven by increases in sales in China, including a \$3.4 million, or 43%, increase in the second quarter and a \$8.1 million, or 56%, increase in the first six months, compared to the 2010 comparable periods. Our sales in China continue to be positively impacted by market growth and penetration. The remainder foreign net sales increases were spread through many geographic markets.

The increase in operating profit in the Engine/Mobile Filtration segment in both the second quarter and first six months of 2011 compared with the same periods in 2010 was primarily the result of higher heavy-duty engine filter sales. Our operating margin increased as we were able to leverage our fixed manufacturing and administrative costs. Gross margin was down slightly in the second quarter and the first six months of 2011 compared with the same periods in 2010 as higher material costs as a percentage of sales were mostly offset by our ability to leverage fixed manufacturing costs. A customer price increase was initiated in the second quarter of 2011 to offset the impact of these higher material costs going forward. Although selling and administrative expenses decreased as a percentage of net sales, total selling and administrative expenses increased to support our continued growth both domestically and abroad. We estimate that the change in average foreign exchange rates positively influenced the translated U.S. dollar value of operating profit by \$0.5 million for the second quarter of 2011 and by \$0.8 million for the first six months of

2011 compared with the same periods in the prior year.

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Industrial/Environmental Filtration Segment

| (Dollars in millions) | Second Quarter | | | | First Six Months | | | | | |
|-----------------------|----------------|---------|--------|-----|------------------|---------|---------|--------|-----|----|
| | 2011 | 2010 | Change | | 2011 | 2010 | Change | | | |
| | | | \$ | % | | | \$ | % | | |
| Net sales | \$133.5 | \$117.6 | \$15.9 | 14 | % | \$245.6 | \$219.6 | \$26.0 | 12 | % |
| Operating profit | 16.2 | 10.4 | 5.8 | 56 | % | 23.4 | 14.7 | 8.7 | 60 | % |
| Operating margin | 12.1 | % 8.8 | % | 3.3 | pt | 9.5 | % 6.7 | % | 2.8 | pt |

Our Industrial/Environmental Filtration segment sells a large variety of filtration products to various end-markets. Included in this market are air filters, natural gas vessels and replacement filters, aviation fuel filters and filter systems, and other markets including oil drilling, aerospace, fibers and resins and dust collector systems.

The net sales increases for our Industrial/Environmental Filtration segment in the second quarter and first six months of 2011 as compared to the same prior year periods are detailed in the following table:

| (Dollars in millions) | Second Quarter | First Six Months |
|--------------------------------------|----------------|------------------|
| 2010 | \$117.6 | \$219.6 |
| U.S. net sales | 10.6 | 18.1 |
| Foreign net sales (including export) | 3.0 | 6.3 |
| Foreign exchange | 2.3 | 1.6 |
| Net increase | 15.9 | 26.0 |
| 2011 | \$133.5 | \$245.6 |

The net increases in U.S. net sales for the Industrial/Environmental Filtration segment in the second quarter and the first six months of 2011 as compared to the same prior year periods are detailed as follows:

| (Dollars in millions) | Second Quarter | First Six Months |
|--|----------------|------------------|
| TransWeb acquisition | \$2.0 | \$3.9 |
| Aviation - vessels and aftermarket filters | 2.4 | 3.9 |
| Air filtration | 1.7 | 4.1 |
| Filter sales through Total Filtration Services ("TFS") | 1.5 | 2.7 |
| Dust collector systems | 1.5 | 1.7 |
| Natural gas - vessels and aftermarket filters | 1.0 | 0.2 |
| Aerospace, oil drilling and other industrial filters | (0.2) | 1.2 |
| Other | 0.7 | 0.4 |
| Increase in U.S. net sales | \$10.6 | \$18.1 |

The increases and decreases in our U.S. net sales as set forth above were driven by the following factors:

U.S. net sales pursuant to the TransWeb acquisition for the first six months of 2011 include only five months since the acquisition was completed at the end of December 2010. TransWeb also had foreign net sales of \$0.5 million in the second quarter and \$1.0 million in the first six months of 2011.

The increase in U.S. net sales of aviation vessels and after-market filters in the second quarter and first six months of 2011 was across commercial, military and industrial markets as we have seen higher sales activity driven by the

general improvement in the U.S. economy.

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The increase in U.S. net sales of air filtration products in the second quarter and first six months of 2011 was due to a combination of an improvement in the U.S. economy, the introduction of new product offerings, an increase in market share and a customer price increase implemented at the beginning of the second quarter of 2011.

The increase in U.S. net sales at TFS in the second quarter and first six months of 2011 was the result of increased filter sales to a variety of markets including aerospace, automotive, chemical and general industrial.

- The increase in U.S. net sales of dust collector systems for both the second quarter and the first six months of 2011 was a result of higher sales in kitchen emission systems.

The increase in U.S. net sales in the natural gas market in the second quarter of 2011 compared, to the same period in 2010, was split between higher vessel, replacement filter and other sales. The slight increase in U.S. net sales in the first six months of 2011 compared to the same period last year was primarily the result of a reduction in vessel sales more than offset by an increase in replacement filter and other sales as we continue to focus on the growth of our after-market filter business. The reduction in vessel sales was driven by both a reduction in volume and price as fewer natural gas pipelines are being built due to the lower price of natural gas.

The decline in U.S. net sales in the aerospace, oil drilling and other industrial markets in the second quarter of 2011, compared to the same period in 2010, was primarily due to a reduction in filter sales to the oil drilling market. The increase in U.S. net sales to the aerospace, oil drilling and other industrial markets in the first six months of 2011, compared to the same period last year, was the result of higher sales across many markets including sales of wire mesh filters to the fibers and plastics industries.

The increase in foreign net sales for the second quarter and the first six months of 2011 was driven by an increase in natural gas vessels and after-market filter sales in Canada and Malaysia. We have increased our resources in both the Canadian and Asian natural gas markets over the past year. In addition, incremental sales of coke removal systems in the German market in both the second quarter and first six months of 2011 contributed to the foreign net sales increase.

The increase in operating profit at our Industrial/Environmental Filtration segment in the second quarter and the first six months of 2011 was primarily driven by the increase in net sales and our ability to leverage fixed costs. The 3.3 percentage point improvement in operating margin in the second quarter was driven by a 1.6 percentage point increase in gross margin percentage and a 1.7 percentage point reduction in selling and administrative expenses as a percentage of net sales. The 1.6 percentage point improvement in gross margin percentage was a result of a combination of customer price increases initiated in the second quarter, material efficiencies and our ability to leverage fixed manufacturing costs. The 2.8 percentage point improvement in operating margin in the first six months of 2011 was due to 1.9 percentage point reduction in selling and administrative expense as a percentage of net sales as we were able to leverage the higher sales level. In addition, gross margin percentage increased 0.9 percentage point based upon the same drivers of the second quarter improvement. We estimate that the change in average foreign exchange rates positively influenced the translated U.S. dollar value of operating profit by \$0.4 million for the second quarter of 2011 and by \$0.3 million for the first six months of 2011 compared with the same periods in the prior year.

Packaging Segment

| (Dollars in millions) | Second Quarter | | | | First Six Months | | | | | |
|-----------------------|----------------|--------|---------|--------|------------------|--------|--------|--------|--|--|
| | 2011 | 2010 | Change | | 2011 | 2010 | Change | | | |
| | | | \$ | % | | | \$ | % | | |
| Net sales | \$23.7 | \$26.9 | \$(3.2) | (12)% | \$46.1 | \$43.5 | \$2.6 | 6% | | |
| Operating profit | 3.0 | 2.2 | 0.8 | 37% | 5.9 | 2.9 | 3.0 | 98% | | |
| Operating margin | 12.7% | 8.2% | | 4.5 pt | 12.7% | 6.8% | | 5.9 pt | | |

Our Packaging segment manufactures and markets consumer and industrial packaging products.

The decline in our net sales at our Packaging segment in the second quarter of 2011 was the result of a no margin \$4.6 million tooling and equipment sale to one of our customers in the second quarter of 2010. Excluding the impact of this tooling and equipment sale, net sales increased \$1.4 million, or 6%, in the second quarter of 2011 compared with the same period last year and \$7.1 million, or 18%, in the first six months of 2011 compared with the first six months of 2010. These net sales increases were the result of strength in several of our end-markets including smokeless tobacco, confection, spice and decorated flat sheet metal. Sales of packaging to the smokeless tobacco industry accounted for \$0.5 million of the net sales increase in the second quarter and \$3.1 million for the first six months of 2011. Included in 2011 second quarter and the first six month net sales was \$0.5 million received from a customer for the transfer of one of our product patents. Operating profit increased primarily due to our ability to leverage fixed manufacturing and administrative costs with this increase in net sales.

FINANCIAL CONDITION

Liquidity and Capital Resources

Our financial position remains strong with adequate cash resources and sufficient borrowing capacity under our line of credit. In the first quarter of 2008, we entered into a five-year multicurrency revolving credit agreement (“Credit Facility”) with a group of financial institutions under which we may borrow up to \$250.0 million under a selection of currencies and rate formulas. We believe the financial institutions that are party to this arrangement have adequate capital resources and will be able to fund future borrowings under the Credit Facility. At our election, the interest rate is based upon either a defined base rate or the LIBOR interest rate plus or minus applicable margins. At the end of the second quarter of 2011, the LIBOR interest rate plus margin was 0.6%. At the end of the second quarter of 2011, there were no amounts outstanding on the Credit Facility. However, we had \$16.0 million outstanding on a \$75.0 million letter of credit subline. Accordingly, we had \$234.0 million available for further borrowing at the end of the second quarter of 2011.

Cash and cash equivalents and restricted cash increased \$5.1 million to \$122.8 million at the end of the second quarter of 2011 from \$117.7 million at fiscal year-end 2010. Of the \$122.8 million of cash at the end of the second quarter of 2011, approximately \$78.9 million was held at entities outside the U.S. Although we plan to use this cash at our non-U.S. entities, if we repatriated this cash to the U.S., we could incur significant tax expense. Cash and cash equivalents are held by financial institutions throughout the world. We regularly review the credit worthiness of these institutions and believe our funds at these institutions are not at significant risk. The current ratio of 3.7 at the end of the second quarter of 2011 was greater than the current ratio of 3.2 at fiscal year-end 2010. The increase in the current ratio was the result of a \$16.1 million decrease in current liabilities primarily due to a reduction in the amount accrued for company-wide incentive compensation from year-end 2010.

Total long-term debt of \$17.4 million at the end of the second quarter of 2011 included \$15.8 million outstanding on industrial revenue bonds and \$1.6 million of other long-term debt. At the end of the second quarter of 2011 and at fiscal year-end 2010, we were in compliance with all financial covenants as included in the Credit Facility. We expect to be in compliance with these covenants in the foreseeable future. The ratio of total debt to total capitalization (defined as long-term debt plus total shareholders' equity) was 2.1% at the end of the second quarter of 2011 compared to 2.3% at fiscal year-end 2010.

We had 50.4 million shares of common stock outstanding at the end of the second quarter of 2011, an increase of 0.1 million from fiscal year-end 2010. Shares issued pursuant to stock incentive plans were partially offset by shares repurchased in the second quarter of 2011. Shareholders' equity increased to \$814.9 million at the end of the second quarter of 2011 compared to \$757.5 million at fiscal year-end 2010. This \$57.4 million increase resulted mainly from additional net earnings of \$54.8 million, items related to stock compensation and option activity pursuant to incentive plans of \$10.4 million, pension amounts affecting accumulated other comprehensive loss of \$2.2 million and currency translation adjustments of \$9.4 million partially offset by stock repurchases of \$8.9 million and dividend payments of \$10.6 million.

Net cash provided by operating activities decreased \$30.8 million to \$39.2 million in the first six months of 2011 from \$70.0 million in the first six months of 2010. This decrease was driven primarily by an increase in cash used for changes in working capital of \$15.1 million and an \$32.2 million decrease in cash flow from changes in short-term investments offset by additional net earnings of \$16.1 million. The \$32.2 million cash inflow from the reduction in short-term investments in the first six months of 2010 was the result of converting our short-term investments into cash. The additional cash outflow for working capital was driven by payments in the first quarter of 2011 for our 2010 company-wide incentive compensation plan.

Net cash used in investing activities increased \$8.7 million to \$19.3 million in the first six months of 2011 compared with \$10.6 million in the first six months of 2010. This increase was primarily due to \$10.5 million in cash paid pursuant to the TransWeb acquisition in the first quarter of 2011 offset by a \$1.9 million reduction in amounts paid for additions to plant assets.

Net cash used in financing activities decreased \$25.5 million in the first six months of 2011 compared with the first six months of 2010 primarily as the result the \$35.0 million pay down of the Credit Facility in the first six months of 2010 offset by a \$8.9 million outflow in the first six months of 2011 for the purchase of treasury stock.

We believe that our current operations will continue to generate cash and that sufficient borrowings under the Credit Facility will remain available to fund current operating needs, pay dividends, invest in the development of new products and filter media, fund planned capital expenditures and expansion of current facilities, provide for interest payments and required principal payments related to debt agreements, fund pension plan contributions and repurchase common stock. We also continue to assess acquisition opportunities in related filtration businesses that would expand our market base, distribution coverage or product offerings. Any such acquisitions potentially would affect operating cash flows and require changes in our debt and capitalization. In addition, capital market disruptions may affect the cost or availability of future borrowings. We have no material long-term purchase commitments. We will also continue to assess repurchases of our common stock. We repurchased 0.2 million shares of our common stock for \$8.9 million in the first six months of 2011 at an approximate average price of \$43.38. At the end of the second quarter of 2011, there was approximately \$224.8 million available for future repurchases under the current authorization of \$250.0 million approved by the Board of Directors in June 2010. Future repurchases may be made after considering cash flow requirements for internal growth, capital expenditures, acquisitions, interest rates and the market price of our common stock.

At the end of the second quarter of 2011, our liability for uncertain income tax provisions was \$2.1 million, including interest and penalties. Due to the high degree of uncertainty regarding the timing of potential future cash outflows associated with these liabilities, we are unable to make a reasonably reliable estimate of the amount and period in which these remaining liabilities might be paid.

Off-Balance Sheet Arrangements

Our off-balance sheet arrangements relate to various operating leases as discussed in Note H to the Consolidated Financial Statements in our 2010 Form 10-K. We had no variable interest entity or special purpose entity agreements during the first six months of 2011 or fiscal 2010.

OTHER MATTERS

Critical Accounting Policies

Our critical accounting policies, including the assumptions and judgments underlying them, are disclosed in our 2010 Form 10-K in Management's Discussion and Analysis of Financial Condition and Results of Operations. There have been no material changes in our critical accounting policies set forth in our 2010 Form 10-K. These policies have been consistently applied in all material respects. While the estimates and judgments associated with the application of these policies may be affected by different assumptions or conditions, we believe the estimates and judgments associated with the reported amounts are appropriate in the circumstances.

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Environmental Matters and Climate Change and Energy Legislation and Regulation

Our operations are subject to U.S. and non-U.S. environmental laws and regulations governing emissions to air; discharges to water; the generation, handling, storage, transportation, treatment and disposal of waste materials; and the cleanup of contaminated properties. Currently, we believe that any potential environmental liabilities with respect to our former or existing operations are not material, but there is no assurance that we will not be adversely impacted by such liabilities, costs or claims in the future, either under present laws and regulations or those that may be adopted or imposed in the future.

Foreign, federal, state and local regulatory and legislative bodies have proposed various legislative and regulatory measures relating to climate change, regulating greenhouse gas emissions and energy policies. Due to the uncertainty in the regulatory and legislative processes, as well as the scope of such requirements and initiatives, we cannot currently determine the effect such legislation and regulation may have on our operations.

The potential physical impacts of climate change on our operations are also highly uncertain and would vary depending on type of physical impact and geographic location. Climate change physical impacts could include changing temperatures, water shortages, changes in weather and rainfall patterns, and changing storm patterns and intensities. The occurrence of one or more natural disasters, whether due to climate change or naturally occurring, such as tornadoes, hurricanes, earthquakes and other forms of severe weather in the U.S. or in a country in which we operate or in which our suppliers or customers are located could adversely impact our operations and financial performance. Such events could result in:

- physical damage to and complete or partial closure of one or more of our manufacturing facilities
- temporary or long-term disruption in the supply of raw materials from our suppliers
- disruption in the transport of our products to customers and end users
- delay in the delivery of our products to our customers

Recent Relevant Accounting Pronouncements

A discussion of recent relevant accounting pronouncements is included in [Note 1](#) to the Consolidated Condensed Financial Statements.

Outlook

We are pleased with our financial results in the first six months as we continued our top line growth and expansion of operating margins in each of our reporting segments. Based upon our ability to execute our growth and cost reduction strategies going forward, we are raising our 2011 diluted earnings per share guidance to be in the range of \$2.25 to \$2.40, an increase of \$0.05 from our previous guidance of \$2.20 to \$2.35. While we are confident in our ability to execute in the third and fourth quarters, there is some uncertainty in the U.S. and global economies in the second half of the year. We believe our updated guidance is achievable with weakening but still expanding economic growth. However, our updated guidance does not consider a major economic disruption in the remainder of the year such as a “double-dip” recession in the U.S.

Updated projected sales growth and operating margin by segment and on a consolidated basis are as follows:

| | 2011 Estimated Sales Growth | 2011 Estimated Operating Margin |
|--|--------------------------------|------------------------------------|
|--|--------------------------------|------------------------------------|

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| | | |
|-------------------------------------|----------------|----------------|
| Engine/Mobile Filtration | 14.5% to 16.0% | 20.5% to 22.0% |
| Industrial/Environmental Filtration | 13.0% to 14.0% | 10.0% to 11.0% |
| Packaging | -5.0% to -2.0% | 9.0% to 11.0% |
| CLARCOR | 12.0% to 13.5% | 14.7% to 16.0% |

We expect 2011 cash from operations will be between \$120 million and \$130 million, capital expenditures will be between \$25 and \$35 million and our effective tax rate will range between 31.0% and 32.0%. Our 2011 updated guidance includes the impact of the TransWeb acquisition.

Forward-Looking Information is Subject to Risk and Uncertainty

This Second Quarter 2011 Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements made in this Form 10-Q, other than statements of historical fact, are forward-looking statements. You can identify these statements from use of the words “may,” “should,” “could,” “potential,” “continue,” “plan,” “forecast,” “estimate,” “project,” “believe,” “intent,” “anticipate,” “expect,” “target,” “is likely,” “will,” or the negative of these terms, and similar expressions. These statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements may include, among other things:

- statements and assumptions relating to future growth, earnings, earnings per share and other financial performance measures, as well as management’s short-term and long-term performance goals;
- statements relating to the anticipated effects on results of operations or financial condition from recent and expected developments or events, including acquisitions;
- statements relating to our business and growth strategies;
- projected diluted earnings per share, sales growth or operating margin for the Company or any business segment for any particular period; and
- any other statements or assumptions that are not historical facts.

We believe that our expectations are based on reasonable assumptions. However, these forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause our actual results, performance or achievements, or industry results, to differ materially from our expectations of future results, performance or achievements expressed or implied by these forward-looking statements. These factors include, but are not only limited to, risks associated with: (1) world and U.S. economic factors and the ongoing economic uncertainty impacting the United States of America and many other regions of the world, (2) reductions in sales volume and orders, (3) our customers’ financial condition, (4) currency fluctuations, particularly increases or decreases in the U.S. dollar against other currencies, (5) commodity price increases and/or limited availability of raw materials and component products, including steel, (6) compliance costs associated with environmental laws and regulations, (7) political factors, (8) our international operations, (9) highly competitive markets, (10) governmental laws and regulations, including the impact of the economic stimulus and financial reform measures being implemented by governments around the world, (11) the implementation of new information systems, (12) potential global events resulting in instability and unpredictability in the world’s markets, including financial bailouts of sovereign nations, political changes, military and terrorist activities, health outbreaks and other factors, (13) changes in accounting standards or adoption of new accounting standards, (14) adverse effects of natural disasters, and (15) other factors described in more detail in the “Risk Factors” section of our 2010 Form 10-K. In addition, our past results of operations do not necessarily indicate our future results. Our future results may differ materially from our past results as a result of various risks and uncertainties, including these and other risk factors detailed from time to time in our filings with the Securities and Exchange Commission.

You should not place undue reliance on any forward-looking statements. These statements speak only as of the date of this Second Quarter 2011 Form 10-Q. Except as otherwise required by applicable laws, we undertake no obligation to publicly update or revise any forward-looking statements or the risks described in this Second Quarter 2011 Form 10-Q, whether as a result of new information, future events, changed circumstances or any other reason after the date of this Second Quarter 2011 Form 10-Q.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Our interest expense on long-term debt is sensitive to changes in interest rates. In addition, changes in foreign currency exchange rates may affect assets, liabilities and commitments that are to be settled in cash and are denominated in foreign currencies. Market risks are also discussed in our 2010 Form 10-K in “Item 7A. Quantitative and Qualitative Disclosures about Market Risk”. There have been no material changes to the disclosure regarding market risk set forth in our 2010 Form 10-K.

Item 4. Controls and Procedures

We have established disclosure controls and procedures which are designed to ensure that information required to be disclosed in reports filed or submitted under the Securities Exchange Act of 1934 (“Exchange Act”) is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms. Our management, with the participation of Norman E. Johnson, Chairman of the Board and Chief Executive Officer, and David J. Fallon, Chief Financial Officer and Chief Accounting Officer, evaluated the effectiveness of our disclosure controls and procedures as of May 28, 2011.

Based on their evaluation, such officers concluded that our disclosure controls and procedures pursuant to Rules 13a–15(e) of the Exchange Act were effective as of May 28, 2011, in achieving the objectives for which they were designed. No change in our internal control over financial reporting occurred during our most recent fiscal quarter ended May 28, 2011, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Part II. OTHER INFORMATION

Item 1. Legal Proceedings

The information required by this Item is incorporated by reference from Note 11 included in Part I, Item 1 of this Second Quarter 2011 Form 10-Q.

Item 1A. Risk Factors

There have been no material changes to the risk factors disclosed in “Item 1A. Risk Factors” in our 2010 Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On June 22, 2010, our Board of Directors approved a three-year, \$250 million stock repurchase program. Pursuant to the authorization, we may purchase shares from time to time in the open market or through privately negotiated transactions through June 22, 2013. We have no obligation to repurchase shares under the authorization, and the timing, actual number and values of shares to be purchased will depend on our stock price and market conditions. As set forth in the table below, we repurchased 160,000 shares of our common stock during the fiscal quarter ended May 28, 2011. The amount of \$224,830,422 remained available for purchase under such program at the end of the second quarter of 2011.

COMPANY PURCHASES OF EQUITY SECURITIES

| Period | (a) Total number of shares purchased | (b) Average price paid per share | (c) Total number of shares purchased as part of the Company's publicly announced plan | (d) Maximum approximate dollar value of shares that may yet be purchased under the Plan |
|--|--|---|---|---|
| February 27, 2011 through March 31, 2011 | 62,500 | \$42.84 | 62,500 | \$ 229,098,806 |
| April 1, 2011 through April 30, 2011 | 47,500 | \$44.13 | 47,500 | \$ 227,002,411 |
| May 1, 2011 through May 28, 2011 | 50,000 | \$43.44 | 50,000 | \$ 224,830,422 |
| Total | 160,000 | | 160,000 | |

Item 6. Exhibits

a. Exhibits:

- * 31.1 Certification of Norman E. Johnson pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- * 31.2 Certification of David J. Fallon pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- * 32 Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- ** 101.INS XBRL Instance Document ++
- ** 101.SCH XBRL Taxonomy Extension Schema Document ++
- ** 101.CAL XBRL Taxonomy Extension Calculation Linkbase ++
- ** 101.DEF XBRL Taxonomy Extension Definition Linkbase ++
- ** 101.LAB XBRL Taxonomy Extension Label Linkbase ++
- ** 101.PRE XBRL Taxonomy Extension Presentation Linkbase ++

* Filed herewith.

** Submitted electronically with this 2011 Quarterly Report on Form 10-Q.

++ XBRL information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934, and is not subject to liability under those sections, is not part of any registration statement or prospectus to which it relates and is not incorporated or deemed to be incorporated by reference into any registration statement, prospectus or other document.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CLARCOR Inc.
(Registrant)

June 17, 2011
(Date)

By /s/ Norman E. Johnson
Norman E. Johnson
Chairman of the Board and Chief Executive Officer

June 17, 2011
(Date)

By /s/ David J. Fallon
David J. Fallon
Chief Financial Officer and Chief Accounting Officer