

**CLARCOR INC.
INSIDER TRADING POLICY**

**Adopted March 31, 2008
Revised September 29, 2009**

Introduction

This Policy governs the exercise of CLARCOR Inc. (“CLARCOR” or the “Company”) options and the purchase and sale of CLARCOR securities by people affiliated with the Company. The Policy is intended to ensure compliance with applicable laws and ethical business practices.

Applicability

This Policy applies to directors, officers and employees of CLARCOR and its subsidiaries. The Policy also applies to former directors, officers or employees of CLARCOR or its subsidiaries for so long as they possess “Material Non-Public Information” about CLARCOR (discussed below). All of these people are referred to in this Policy as “Company Personnel”.

This Policy also applies to the spouses, minor children and anyone living in the same household as Company Personnel; partnerships in which any Company Personnel is a general partner; trusts for which any Company Personnel is the trustee; and estates for which any Company Personnel is the executor. In most circumstances, these individuals and entities will be deemed to be the same as Company Personnel for purposes of analyzing transactions in CLARCOR securities. That means that if Company Personnel would be prohibited from purchasing or selling CLARCOR securities, these individuals and entities would also be prohibited.

Finally, for purposes of this Policy, gifts, pledges and other transfers of CLARCOR securities are treated the same as “sales”.

Insiders

Certain portions of the Policy apply only to Company Personnel who are “Insiders”. Other portions apply to all Company Personnel.

An “Insider” is any of the following:

- A director of CLARCOR Inc.
- An officer or “director”-level employee of CLARCOR Inc.
- A President (or its foreign equivalent, e.g., General Manager) of a CLARCOR subsidiary
- A Vice President of:
 - Baldwin Filters, Inc.,
 - CLARCOR Air Filtration Products, Inc.,
 - J.L. Clark, Inc.
 - Perry Equipment Corporation, Facet USA, Inc. or the combined “Peco/Facet” operation
 - Total Filtration Services, Inc.

In addition, the CLARCOR Legal Department may designate any Company Personnel as an “Insider” on a temporary or permanent basis if the Legal Department determines that the circumstances so warrant. (This may occur, for example, while the Company is pursuing or negotiating an important acquisition, and the Legal Department believes that it is prudent to deem additional corporate employees as being “Insiders” until the acquisition is announced publicly.)

Any Company Personnel having any question as to whether they are an “Insider” should contact the CLARCOR Legal Department.

Ultimate Responsibility and Consequences

Compliance with this Policy is ultimately an individual’s responsibility. Any Company Personnel having any questions about this Policy or its applicability in respect of a particular transaction should contact the CLARCOR Legal Department.

This Policy may require Company Personnel to forego a proposed transaction in CLARCOR securities, which may result in economic loss, the failure to realize profit and the unintended expiration of stock options. It also may require Company Personnel to forego a transaction even if the transaction seems fair, reasonable or independently justifiable (such as a need to raise money in a personal emergency or to prevent stock options from expiring). All Company Personnel should be aware that in addition to losing employment with the Company, there may be severe civil and criminal penalties for a failure to comply with this Policy, up to and including imprisonment.

Material Non-Public Information

A critical term used throughout this Policy is “Material Non-Public Information.” Subject to a few exceptions discussed in more detail below, Company Personnel may not buy or sell shares of CLARCOR when they possess Material Non-Public Information.

“Material Non-Public Information” is positive or negative information (i.e., “good news” or “bad news”) about CLARCOR that (1) is unavailable to the public, and (2) a reasonable investor would consider important in deciding whether to buy or sell CLARCOR securities. Common examples are:

- projections of future revenues or earnings
- potential restatements of earnings
- a pending or proposed acquisition or divestiture
- important litigation (threat of, impending filing or resolution/settlement)
- significant new products or discoveries
- signing or terminating a significant contract
- changes in senior management or board composition
- a change in dividend policy
- the gain or loss of a substantial customer or supplier
- impending bankruptcy or financial liquidity problems
- investigations into potential wrongdoing

It is often difficult to determine whether one possesses Material Non-Public Information. This is especially true when the information applies only to a particular subsidiary of CLARCOR and it is difficult to assess the implications on the Company as a whole. Information regarding a small

subsidiary may not constitute Material Non-Public Information, while the same information about a larger subsidiary might. Any Company Personnel who are unsure about whether they possess Material Non-Public Information in a given instance SHOULD NOT buy or sell CLARCOR shares (including in connection with stock option exercises) without first contacting the CLARCOR Legal Department for guidance.

When Does Information Become “Public”?

CLARCOR keeps the public informed of significant information by making periodic filings with the Securities and Exchange Commission and by issuing press releases over the business wires. Even after a filing or press release has been made, however, Company Personnel still must wait until the market has had a reasonable time to “digest” the information before it is considered “Public”. Although there is no exact rule, Company practice is generally to wait two full business days after the Company makes a filing with the Securities and Exchange Commission or issues a press release before considering the information to be “Public”. For example, if the Company issues a press release at 9:00 am on a Tuesday, you could feel comfortable trading at 9:00 am on Thursday.

Other Restrictions Related to Material Non-Public Information

In addition to not purchasing or selling CLARCOR securities while possessing Material Non-Public Information, Company Personnel may not disclose Material Non-Public Information to any person who does not require such information for the lawful performance of his or her employment obligations. Any Company Personnel who are unsure whether a disclosure of Material Non-Public Information is required in a given instance should pre-clear the disclosure with the CLARCOR Legal Department.

Company Personnel may not provide recommendations or express opinions concerning transactions in the securities of the Company (or any other company) on the basis of Material Non-Public Information. This is known as “tipping” and includes anonymously posting information on Internet chat rooms or message boards. Company Personnel who engage in “tipping” activities may be subject to severe civil or criminal penalties *even if they do not personally profit* from any subsequent securities transactions.

Other Companies

Company Personnel may not trade in the securities of any other company upon becoming aware of Material Nonpublic Information about the other company during the course of their relationship with CLARCOR or its subsidiaries. For example, Company Personnel may not trade in the securities of a CLARCOR vendor or supplier, or a company with which CLARCOR may be negotiating a major transaction, while in possession of Material Nonpublic Information about that company.

Hindsight

Any securities transaction that becomes subject to scrutiny will be analyzed after-the-fact with the benefit of hindsight. Consequently, before engaging in any transaction, Company Personnel should carefully consider how the authorities and others might view the transaction looking backwards in time. Even the appearance of an improper transaction should be avoided to preserve the Company’s reputation for adhering to the highest standards of conduct.

Exempt Transactions

There are certain transactions that may occur *even if* a person possesses Material Non-Public Information, including the following:

(1) Award payouts to Company Personnel under CLARCOR equity-based compensation plans (e.g., awards or vesting of stock options or restricted stock units).

(2) Automatic payroll deductions to purchase CLARCOR shares under a CLARCOR benefit plan such as the Employee Stock Purchase Plan or 401(k) plan, if done pursuant to a contribution election made when an individual was not aware of Material Non-Public Information. Additionally, Company Personnel may not change their investment decisions while they possess Material Non-Public Information.

(3) Reinvestments of dividends paid on Company securities under the Company's dividend reinvestment plan, so long as the individual was not in possession of Material Non-Public Information at the time he or she elected to participate in the plan. Company Personnel may not change their reinvestment decisions (for example, increase or decrease the amount of dividends that are reinvested) while they possess Material Non-Public Information.

(4) Any purchase or sale of CLARCOR shares made pursuant to a plan that complies with SEC Rule 10b5-1 (this exception only applies to Insiders and presumes that they entered into the plan when they did not possess any Material Non-Public Information).

(5) Stock option exercises where (i) the exercising person pays the exercise price and taxes in cash or by exchanging (swapping) CLARCOR shares that he or she already owns, and (ii) the person does not sell any of the shares that he or she acquires until a later Window Period (and subject to the rules regarding such sales set forth in this Policy).

(6) Any transaction specifically approved in writing in advance by CLARCOR's General Counsel.

Prohibition on Trading in Options and Other Speculative Transactions

Unless otherwise approved in writing by the Company's General Counsel, Company Personnel may not engage in any transaction in which they may profit from short-term speculative swings in the value of CLARCOR shares. This includes engaging in "short sales" (selling borrowed securities which the seller hopes can be purchased at a lower price in the future) and using "put" or "call" options or other similar products.

Window Periods

To limit the possibility of inadvertent or apparent violations of insider trading rules by Insiders, the Company has established periods of time known as "Window Periods" which affect the way that Insiders may transact in CLARCOR shares and exercise stock options. Window Periods begin on the third business day following CLARCOR's release of its quarterly results, and, except for the Window Period following the January release (covering the prior fourth quarter and whole fiscal year), end six weeks later. The Window Period following the January release ends three weeks later.

CLARCOR's General Counsel may modify the length of these Window Periods on a permanent or temporary basis; for example if the law so requires or if he or she determines that the circumstances so warrant. The Legal Department may also institute special "blackout periods" during which Insiders are prohibited from transacting in CLARCOR securities.

This remainder of this Policy is presented in question and answer format, and is divided between Non-Insiders and Insiders. All questions and concerns about this Policy should be directed to the CLARCOR Legal Department.

A. **Non-Insiders**

When may Non-Insiders buy or sell CLARCOR shares?

Non-Insiders may buy or sell CLARCOR shares at any time, unless: (1) the person possesses Material Non-Public Information about CLARCOR or its subsidiaries; or (2) the trade is prohibited by law.

When may Non-Insiders exercise options for CLARCOR shares?

Non-Insiders may exercise their options at any time, and all exercises are subject to the terms of applicable equity incentive plans of CLARCOR and the terms of an individual's option grant agreement.

How does the possession of Material Non-Public information affect Non-Insiders regarding option exercises?

Non-Insiders may exercise options even if they possess Material Non-Public information about CLARCOR or its subsidiaries; however, they may not sell any of the shares that they acquire if and while they possess Material Non-Public Information about CLARCOR or its subsidiaries. This includes selling shares to cover the exercise or strike price or to pay taxes associated with the exercise (which is the way that most people exercise their options).

As a practical matter, therefore, the only way that Non-Insiders may exercise options while in possession of Material Non-Public Information about CLARCOR or its subsidiaries is when they pay the exercise price and taxes in cash or by exchanging (swapping) shares of CLARCOR that they already own (i.e., shares unrelated to the option exercise). Even then, they must retain the acquired option shares until they no longer possess Material Non-Public Information about CLARCOR or its subsidiaries.

B. **Insiders**

When may Insiders buy or sell CLARCOR shares?

Other than purchases or sales made under a validly adopted 10b5-1 Plan (discussed below), Insiders may buy or sell CLARCOR shares only during a Window Period. Even then, Insiders may not buy or sell CLARCOR shares if: (1) they possess Material Non-Public Information about CLARCOR or its subsidiaries; (2) the trade is prohibited by law, or (3) they are notified by the CLARCOR Legal Department that a special no-trade "blackout" period for Insiders has commenced.

In addition, if an Insider is a director or an “executive officer” of CLARCOR under Section 16 of the Securities Exchange Act of 1934 (“Section 16”, and such individuals “Section 16 Officers”), he or she may not buy or sell CLARCOR shares unless the trade is pre-cleared by the Company’s General Counsel.

If an Insider has any question about whether he or she is a Section 16 Officer, please contact the CLARCOR Legal Department.

What about transactions made pursuant to a Rule 10b5-1 Plan?

If an Insider adopts a valid plan to buy or sell CLARCOR shares in accordance with SEC Rule 10b5-1 (a “10b5-1 Plan”), he or she may buy or sell CLARCOR shares pursuant to such 10b5-1 Plan without regard to the existence of a Window Period or his or her possession of Material Non-Public Information at the time of the trade. All 10b5-1 Plans and the structure, initiation, operation, amendment and termination thereof must (i) comply with applicable law and any CLARCOR internal policies governing such plans and (ii) be approved in writing by the General Counsel of CLARCOR. The General Counsel of CLARCOR shall be entitled to enact, modify and terminate CLARCOR’s internal policies governing 10b5-1 Plans.

Even if an Insider adopts a 10b5-1 Plan, if he or she is a director or a Section 16 Officer, he or she must still comply with the short-swing trading liability and reporting obligations under Section 16 (i.e., the timely filing of Forms 3, 4 and 5 with the SEC) and Rule 144 of the Securities Act of 1933.

When may Insiders exercise options for CLARCOR shares?

Insiders may exercise options outside of a Window Period or during a Window Period, as provided for below.

Outside of a Window Period

Insiders may exercise options outside of a Window Period, provided that they clear the exercise with CLARCOR’s General Counsel first. However, they may not sell any CLARCOR shares in connection with the option exercise (e.g., to cover the exercise or strike price or to pay taxes) or and they may not sell any CLARCOR shares that they obtain as a result of the exercise until a subsequent Window Period.

As a practical matter, therefore, the only way that Insiders may exercise stock options outside of a Window Period is when they pay the exercise price and taxes in cash or by exchanging (swapping) shares of CLARCOR that they already own (i.e., shares unrelated to the option exercise). They must hold the shares that they obtain until a later Window Period, and any sale of these shares must be in accordance with the rules above related to an Insider’s purchase or sale of CLARCOR shares (i.e., without possessing Material Non-Public Information).

Inside of a Window Period

Insiders may exercise stock options inside of a Window Period, and, as long as they do not possess Material Non-Public information about CLARCOR or its subsidiaries, they may sell some or all of the shares that they acquire, including to cover the exercise or strike price or to pay taxes associated with the exercise. However, if Insiders do possess Material Non-Public Information about CLARCOR or its subsidiaries, they may not sell any of the shares that they acquire. This includes selling shares to cover the exercise or strike price or to pay taxes associated with the exercise.

As a practical matter, therefore, the only way that Insiders may exercise options during a Window Period while in possession of Material Non-Public Information about CLARCOR or its subsidiaries is when they pay the exercise price and taxes in cash or by exchanging (swapping) shares of CLARCOR that they already own (i.e., shares unrelated to the option exercise). Even then, any subsequent sale of the acquired option shares must also be in accordance with the rules above related to an Insider's purchase or sale of CLARCOR shares (i.e., during a Window Period and without possessing Material Non-Public Information).

Do CLARCOR directors and Section 16 Officers have special reporting obligations?

Yes. Section 16 imposes various reporting obligations and additional trading restrictions on directors and Section 16 Officers. Directors and Section 16 Officers are responsible for understanding these obligations and restrictions, and the Legal Department will normally provide such individuals with a memo summarizing these obligations and restrictions upon their becoming directors or Section 16 Officers.

In addition, profits made by directors and Section 16 Officers from short-swing transactions – transactions involving a purchase and a sale or a sale and a purchase within a six-month period – belong to CLARCOR pursuant to Section 16. In computing the amount of profit, the highest sale price and the lowest purchase price are matched, regardless of whether the same shares were traded or if the director or Section 16 Officer suffered a net loss from trades within the period. The recovery for short-swing profits belongs to CLARCOR and cannot be waived and, under certain circumstances, stockholders may bring these actions.

Moreover, under Section 16, directors and Section 16 Officers may not sell any equity security of CLARCOR (other than an exempted security) if they do not own the security (a “short sale”) or if they fail to timely deliver a security that they do own.

Effectiveness and Amendments

This Policy shall be effective as of its approval by the Company's Board of Directors on the date first indicated above, and thereafter may be amended by resolution of the Board of Directors or a validly authorized committee thereof. Notwithstanding the foregoing, the Company's Chief Executive Officer and General Counsel may, by written approval signed by both of them, grant waivers of this Policy to Company Personnel other than themselves in specific instances, so long as such waivers do not purport to authorize an action prohibited by law. This Policy and any future amendments shall be posted on the Company's website.