

DISCLOSURE CONTROLS AND PROCEDURES OF CLARCOR INC.

Objectives

These Disclosure Controls and Procedures have been designed with the objective of ensuring that:

- ✓ corporate disclosure is accurate in all material respects and includes all material information required to make the statements included in the disclosure, in the light of the circumstances under which they are made, not misleading;
- ✓ corporate disclosure is recorded, processed, summarized and reported within the time periods specified in applicable disclosure rules;
- ✓ information is accumulated and communicated to the Chief Executive Officer, the Chief Financial Officer and the members of the Disclosure Committee and, where appropriate, to the Audit Committee, to allow timely decisions regarding disclosure; and
- ✓ the Chief Executive Office and Chief Financial Officer can evaluate the effectiveness of these Disclosure Controls and Procedures within 90 days prior to the filing of each Annual Report on Form 10-K or Quarterly Report on Form 10-Q filed by the Company.

Disclosure Subject to Disclosure Controls and Procedures

For purposes of these Disclosure Controls and Procedures, the phrase “corporate disclosure” means:

- ✓ all disclosure required to be filed or furnished by the Company with the SEC pursuant to the requirements of the Securities Act or the Exchange Act, including information potentially subject to disclosure under the requirements of Regulation S-X or Regulation S-K and further material information, if any, as may be required to make the required statements, in the light of the circumstances under which they are made, not misleading;
- ✓ all disclosure filed or furnished by the Company pursuant to the rules of New York Stock Exchange;
- ✓ except to the extent the Disclosure Committee otherwise determines, all other disclosure distributed by the Company to its stockholders, security analysts or the media; and
- ✓ all press releases announcing historical earnings or announcing, affirming or revising projected earnings and other material press releases as the Disclosure Committee specifies.

Disclosure Committee

The Disclosure Committee shall report to the Audit Committee and shall consist of the Chief Executive Officer, the Chief Financial Officer, the controller (the principal accounting officer), the general counsel and the internal audit director. The Disclosure Committee shall select one of its members to act as Chairman of the Disclosure Committee.

The Disclosure Committee shall be responsible for considering the materiality of information and determining disclosure obligations on a timely basis.

The Disclosure Committee shall administer the process by which corporate disclosure is reviewed for compliance and accuracy generally, subject to the requirements set forth below under "Disclosure Review."

The Disclosure Committee shall resolve disputes as to corporate disclosure in consultation with the Chief Executive Officer, the Chief Financial Officer and the General Counsel and shall notify the Chairman of the Audit Committee of any such disputes. Any such dispute that cannot be so resolved shall be resolved by the Audit Committee.

The Disclosure Committee shall, after consultation with the Chief Executive Officer and the Chief Financial Officer, identify officers and other employees who will be requested to provide written certifications in support of the certifications that the Chief Executive Officer and Chief Financial Officer are required to deliver pursuant to Exchange Act Rules 13a-14 or 15d-14 or Section 906 of the Sarbanes-Oxley Act.

Disclosure Review

All corporate disclosure shall be subject to review and comment by the Chief Executive Officer, the Chief Financial Officer and the Disclosure Committee and, with respect to any particular document or class of documents, such other persons as the Disclosure Committee shall determine.

One or more in-person or telephone meetings of the Disclosure Committee shall be held to discuss each Annual Report on Form 10-K, each Quarterly Report on Form 10-Q and any other material corporate disclosure.

Additional requirements for review of specific types of corporate disclosure are as follows:

Corporate Disclosure:	Additional Reviewers:
Annual Report on Form 10-K Proxy Materials Annual Report to Stockholders	Disclosure Requirements Monitor Internal auditor Independent auditor Internal auditor External legal counsel Audit Committee Compensation Committee Board of Directors
Quarterly Report on Form 10-Q Press release concerning quarterly and annual results	Disclosure Requirements Monitor Independent auditor Audit Committee

other Exchange Act filings
other New York Stock Exchange filings

Disclosure Requirements Monitor
Independent auditor
Internal Auditor

Each reviewer should be given an opportunity to review and comment on revised drafts of the corporate disclosure that are intended to reflect that reviewer's comments.

A reviewer should be given an opportunity to review and inquire about comments made by others.

Disclosure Requirements Monitor

The primary objective of the Disclosure Requirements Monitor (initially, the Company's General Counsel) is to ensure that participants in the preparation of corporate disclosure understand applicable disclosure requirements. To that end, the Disclosure Requirements Monitor shall:

- ✓ be responsible for understanding and monitoring changes in the legal requirements governing corporate disclosure;
- ✓ work with others involved in the preparation of corporate disclosure to help them understand applicable disclosure requirements;
- ✓ periodically review applicable disclosure requirements (emphasizing any changes in those requirements since the last such review) with participants in the preparation of corporate disclosure, reminding each that, while it is natural to base new disclosure on historical disclosure, it is important that historical disclosure be read with a critical eye before it is reused; and
- ✓ review all disclosure required to be filed or furnished by the Company with the SEC pursuant to the requirements of the Securities Act and the Exchange Act for "compliance as to form."

The Disclosure Requirements Monitor need not be an officer or employee of the Company and need not serve as a member of the Disclosure Committee. However, for purposes of privilege and to facilitate good faith reliance by others on the judgment of the Disclosure Requirements Monitor, the Disclosure Requirements Monitor should be an attorney with experience in securities law disclosure issues.

If the Disclosure Requirements Monitor does not have an understanding of generally accepted accounting principles and financial statements, the Disclosure Committee shall designate a person so qualified to assist the Disclosure Requirements Monitor and all others involved in the preparation of corporate disclosure in connection with matters relating to the Company's financial statements.

Audit Committee Meetings Relating to Periodic Reports

The Audit Committee will review each Annual Report on Form 10-K and Quarterly Report on Form 10-Q and a current draft of the document to be reviewed will be distributed in advance of the meeting to all participants. At each such meeting:

- ✓ the Audit Committee will conduct a review and discussion of the Form 10-K or Form 10-Q with the Chief Executive Officer, the Chief Financial Officer, the General Counsel, the Internal Audit Director and such other members of management and the Company's outside advisors as the Audit Committee, the Chief Executive Officer or the Chief Financial Officer deem necessary or advisable;
- ✓ the Chief Executive Officer and the Chief Financial Officer will review the activities taken pursuant to these Disclosure Controls and Procedures with respect to the Form 10-K or Form 10-Q; and
- ✓ the Chief Executive Officer and the Chief Financial Officer will report on their most recently completed evaluation of the effectiveness of these Disclosure Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

The Chief Executive Officer and the Chief Financial Officer shall conduct an evaluation of these Disclosure Controls and Procedures within 90 days prior to the filing of each Annual Report on Form 10-K and Quarterly Report on Form 10-Q. The evaluation shall address whether:

- ✓ the Company has failed to timely file any mandated corporate disclosure;
- ✓ the Company has received comments or an inquiry from the SEC relating to its corporate disclosure or notice of any SEC investigation or third-party claim relating to its corporate disclosure;
- ✓ these Disclosure Controls and Procedures have been implemented substantially as contemplated;
- ✓ there were any disputes requiring resolution by either the Disclosure Committee or the Audit Committee;
- ✓ after consulting with the Disclosure Committee, they are aware of any participant in the preparation of corporate disclosure failing to satisfy in all material respects his or her obligations under these Disclosure Controls and Procedures; and
- ✓ the Disclosure Committee required that action be taken to remedy any deficiencies in the written process reports prepared by Disclosure Reporters.

The evaluation shall also address such other matters as the Audit Committee may require or as the Chief Executive Officer and the Chief Financial Officer deem necessary or advisable.

As adopted by the Board of Directors on December 15, 2003