

ENNIS, INC.  
Form 10-Q  
January 09, 2015  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 10-Q**

(Mark One)

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the Quarterly Period Ended November 30, 2014**

**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 1-5807**

**ENNIS, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Texas**  
**(State or Other Jurisdiction of**  
**Incorporation or Organization)**

**75-0256410**  
**(I.R.S. Employer**  
**Identification No.)**

**2441 Presidential Pkwy., Midlothian, Texas**  
**(Address of Principal Executive Offices)**

**76065**  
**(Zip code)**

**(972) 775-9801**

**(Registrant's Telephone Number, Including Area Code)**

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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one).

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Large accelerated Filer  Accelerated filer  x  
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No  x

As of January 5, 2015, there were 25,746,836 shares of the Registrant's common stock outstanding.

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	<b>November 30, 2014</b>	<b>February 28, 2014</b>
<b>Assets</b>		
Current assets		
Cash	\$ 14,668	\$ 5,316
Accounts receivable, net of allowance for doubtful receivables of \$3,975 at November 30, 2014 and \$3,672 at February 28, 2014	63,178	63,695
Prepaid expenses	9,396	8,152
Prepaid income taxes	1,356	623
Inventories	125,181	130,095
Deferred income taxes	6,262	6,262
Assets held for sale	195	
<b>Total current assets</b>	<b>220,236</b>	<b>214,143</b>
Property, plant and equipment, at cost		
Plant, machinery and equipment	160,839	160,229
Land and buildings	82,323	81,555
Other	23,539	23,403
<b>Total property, plant and equipment</b>	<b>266,701</b>	<b>265,187</b>
Less accumulated depreciation	179,045	173,622
<b>Net property, plant and equipment</b>	<b>87,656</b>	<b>91,565</b>
Goodwill	60,241	115,207
Trademarks and trade names	26,901	62,898
Other intangible assets, net	46,278	48,877
Deferred finance charges, net	261	373
Other assets	3,144	3,284
<b>Total assets</b>	<b>\$ 444,717</b>	<b>\$ 536,347</b>

*See accompanying notes to consolidated financial statements.*



**Table of Contents****ENNIS, INC. AND SUBSIDIARIES****UNAUDITED CONSOLIDATED BALANCE SHEETS***(Dollars in thousands, except for par value and share amounts)*

	<b>November 30, 2014</b>	<b>February 28, 2014</b>
<b>Liabilities and Shareholders Equity</b>		
Current liabilities		
Accounts payable	\$ 21,180	\$ 22,062
Accrued expenses		
Employee compensation and benefits	15,171	16,520
Taxes other than income	891	445
Income taxes payable	1,785	338
Other	2,519	2,512
<b>Total current liabilities</b>	<b>41,546</b>	<b>41,877</b>
Long-term debt	101,500	105,500
Liability for pension benefits	2,735	1,915
Deferred income taxes	8,035	22,904
Other liabilities	1,343	1,216
<b>Total liabilities</b>	<b>155,159</b>	<b>173,412</b>
<b>Commitments and contingencies</b>		
<b>Shareholders equity</b>		
Preferred stock \$10 par value, authorized 1,000,000 shares; none issued		
Common stock \$2.50 par value, authorized 40,000,000 shares; issued 30,053,443 shares at November 30 and February 28, 2014	75,134	75,134
Additional paid-in capital	121,466	122,517
Retained earnings	184,317	251,137
Accumulated other comprehensive loss:		
Foreign currency translation, net of taxes	(1,986)	(915)
Minimum pension liability, net of taxes	(11,498)	(11,498)
<b>Total accumulated other comprehensive loss</b>	<b>(13,484)</b>	<b>(12,413)</b>
<b>Treasury stock</b>	<b>(77,875)</b>	<b>(73,440)</b>
<b>Total shareholders equity</b>	<b>289,558</b>	<b>362,935</b>

Total liabilities and shareholders equity	\$ 444,717	\$ 536,347
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*See accompanying notes to consolidated financial statements.*



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## ENNIS, INC. AND SUBSIDIARIES

## UNAUDITED CONSOLIDATED STATEMENTS OF EARNINGS

*(Dollars in thousands, except share and per share amounts)*

	Three months ended November 30,		Nine months ended November 30,	
	2014	2013	2014	2013
Net sales	\$ 146,971	\$ 136,550	\$ 439,998	\$ 410,304
Cost of goods sold	110,455	98,791	329,906	300,091
Gross profit margin	36,516	37,759	110,092	110,213
Selling, general and administrative	23,817	22,340	67,436	65,628
Impairment of goodwill and trademarks	93,324		93,324	
Gain from disposal of assets	(15)	(15)	(19)	(270)
Income (loss) from operations	(80,610)	15,434	(50,649)	44,855
Other income (expense)				
Interest expense	(472)	(342)	(1,499)	(809)
Other, net	347	(253)	61	(149)
	(125)	(595)	(1,438)	(958)
Earnings (loss) before income taxes	(80,735)	14,839	(52,087)	43,897
Provision for income taxes	(9,556)	5,490	1,044	16,241
Net earnings (loss)	\$ (71,179)	\$ 9,349	\$ (53,131)	\$ 27,656
Weighted average common shares outstanding				
Basic	25,753,345	26,126,437	25,926,157	26,107,307
Diluted	25,753,345	26,156,861	25,926,157	26,129,849
Per share amounts				
Net earnings (loss) - basic	\$ (2.76)	\$ 0.36	\$ (2.05)	\$ 1.06
Net earnings (loss) - diluted	\$ (2.76)	\$ 0.36	\$ (2.05)	\$ 1.06
Cash dividends per share	\$ 0.175	\$ 0.175	\$ 0.525	\$ 0.350

*See accompanying notes to consolidated financial statements.*



Table of Contents**ENNIS, INC. AND SUBSIDIARIES****UNAUDITED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME***(Dollars in thousands)*

	<b>Three months ended November 30,</b>		<b>Nine months ended November 30,</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
Net earnings (loss)	\$ (71,179)	\$ 9,349	\$ (53,131)	\$ 27,656
Foreign currency translation adjustment, net of deferred taxes	(1,606)	244	(1,071)	(685)
Comprehensive income (loss)	\$ (72,785)	\$ 9,593	\$ (54,202)	\$ 26,971

*See accompanying notes to consolidated financial statements.*

**Table of Contents****ENNIS, INC. AND SUBSIDIARIES****UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS***(Dollars in thousands)*

	<b>Nine months ended November 30, 2014      2013</b>	
<b>Cash flows from operating activities:</b>		
Net earnings (loss)	\$ (53,131)	\$ 27,656
<b>Adjustments to reconcile net earnings (loss) to net cash provided by operating activities:</b>		
Depreciation	7,815	7,266
Amortization of deferred finance charges	112	112
Amortization of trade names, customer lists, and patent	4,249	2,815
Impairment of goodwill and trademarks	93,324	
Gain from disposal of assets	(19)	(270)
Bad debt expense	725	2,816
Stock based compensation	1,012	1,159
Deferred income taxes	(14,212)	
<b>Changes in operating assets and liabilities, net of the effects of acquisitions:</b>		
Accounts receivable	2,379	124
Prepaid expenses	(1,563)	2,706
Inventories	6,055	(7,836)
Other assets	140	110
Accounts payable and accrued expenses	(1,435)	391
Other liabilities	127	(39)
Liability for pension benefits	820	1,561
<b>Net cash provided by operating activities</b>	<b>46,398</b>	<b>38,571</b>
<b>Cash flows from investing activities:</b>		
Capital expenditures	(1,624)	(4,043)
Purchase of businesses, net of cash acquired	(10,844)	(61,857)
Proceeds from disposal of plant and property	82	988
<b>Net cash used in investing activities</b>	<b>(12,386)</b>	<b>(64,912)</b>
<b>Cash flows from financing activities:</b>		
Borrowings on debt	11,000	63,000
Repayment of debt	(15,000)	(25,000)
Dividends	(13,689)	(9,175)
Purchase of treasury stock	(6,552)	(2)
Proceeds from exercise of stock options	54	89
<b>Net cash provided by (used in) financing activities</b>	<b>(24,187)</b>	<b>28,912</b>

Effect of exchange rate changes on cash	(473)	(287)
Net change in cash	9,352	2,284
Cash at beginning of period	5,316	6,232
Cash at end of period	\$ 14,668	\$ 8,516

*See accompanying notes to consolidated financial statements.*

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**ENNIS, INC. AND SUBSIDIARIES**

**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE PERIOD ENDED NOVEMBER 30, 2014**

**1. Significant Accounting Policies and General Matters**

**Basis of Presentation**

These unaudited consolidated financial statements of Ennis, Inc. and its subsidiaries (collectively referred to as the Company, Registrant, Ennis, or we, us, or our ) for the period ended November 30, 2014 have been prepared in accordance with generally accepted accounting principles for interim financial reporting. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements and should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended February 28, 2014, from which the accompanying consolidated balance sheet at February 28, 2014 was derived. All intercompany balances and transactions have been eliminated in consolidation. In the opinion of management, all adjustments considered necessary for a fair presentation of the interim financial information have been included and are of a normal recurring nature. In preparing the financial statements, the Company is required to make estimates and assumptions that affect the disclosure and reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company evaluates these estimates and judgments on an ongoing basis, including those related to bad debts, inventory valuations, property, plant and equipment, intangible assets, pension plan, accrued liabilities, and income taxes. The Company bases estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances. The results of operations for any interim period are not necessarily indicative of the results of operations for a full year.

**Recent Accounting Pronouncements**

In May 2014, the Financial Accounting Standards Board issued Accounting Standards Update No. 2014-09, *Revenue from Contracts with Customers (Topic 606)* ( ASU No. 2014-09 ), which requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which it expects to be entitled in exchange for those goods or services. ASU No. 2014-09 supersedes most existing revenue recognition guidance in U.S. GAAP. This guidance is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period, and early application is not permitted. The guidance permits the use of either the retrospective or cumulative effect transition method. The Company is evaluating the effect that ASU No. 2014-09 will have on its consolidated financial statements and related disclosures.

**2. Accounts Receivable and Allowance for Doubtful Receivables**

Accounts receivable are reduced by an allowance for an estimate of amounts that are uncollectible. Substantially all of the Company's receivables are due from customers in North America. The Company extends credit to its customers based upon its evaluation of the following factors: (i) the customer's financial condition, (ii) the amount of credit the customer requests, and (iii) the customer's actual payment history (which includes disputed invoice resolution). The Company does not typically require its customers to post a deposit or supply collateral. The Company's allowance for doubtful receivables is based on an analysis that estimates the amount of its total customer receivable balance that is not collectible. This analysis includes assessing a default probability to customers' receivable balances, which is influenced by several factors including (i) current market conditions, (ii) periodic review of customer credit

worthiness, and (iii) review of customer receivable aging and payment trends.

The Company writes off accounts receivable when they become uncollectible, and payments subsequently received on such receivables are credited to the allowance in the period the payment is received. Credit losses from continuing operations have consistently been within management's expectations.

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**ENNIS, INC. AND SUBSIDIARIES**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE PERIOD ENDED NOVEMBER 30, 2014**

**2. Accounts Receivable and Allowance for Doubtful Receivables-continued**

The following table presents the activity in the Company's allowance for doubtful receivables for the three and nine months ended November 30, 2014 and November 30, 2013 (in thousands):

	<b>Three months ended</b>		<b>Nine months ended</b>	
	<b>November 30,</b>		<b>November 30,</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
Balance at beginning of period	\$ 3,584	\$ 3,748	\$ 3,672	\$ 3,952
Bad debt expense	494	618	725	2,816
Recoveries	10	9	29	28
Accounts written off	(113)	(484)	(451)	(2,905)
Balance at end of period	\$ 3,975	\$ 3,891	\$ 3,975	\$ 3,891

**3. Inventories**

The Company uses the lower of last-in, first-out (LIFO) cost or market to value certain of its business forms inventories and the lower of first-in, first-out (FIFO) cost or market to value its remaining forms and apparel inventories. The Company regularly reviews inventories on hand, using specific aging categories, and writes down the carrying value of its inventories for excess and potentially obsolete inventories based on historical usage and estimated future usage. In assessing the ultimate realization of its inventories, the Company is required to make judgments as to future demand requirements. As actual future demand or market conditions may vary from those projected by the Company, adjustments to inventories may be required.

The following table summarizes the components of inventories at the different stages of production as of the dates indicated (in thousands):

	<b>November 30,</b>	<b>February 28,</b>
	<b>2014</b>	<b>2014</b>
Raw material	\$ 17,775	\$ 16,400
Work-in-process	8,705	14,386
Finished goods	98,701	99,309



\$ 125,181      \$ 130,095

#### **4. Acquisitions**

On October 3, 2014, the Company acquired the assets of Hoosier Data Forms for \$0.2 million in cash plus the assumption of certain trade payables. Management considers this acquisition immaterial and has omitted further discussion.

On June 16, 2014, the Company acquired the assets of Sovereign Business Forms, and its related entities, TRI-C Business Forms, Inc., Falcon Business Forms, Inc., Forms Manufacturers, Inc., Mutual Graphics, Inc., and Curtis Business Forms, Inc. (the businesses) for \$10.6 million in cash plus the assumption of certain trade liabilities. In addition, if certain financial metrics are met, up to an additional \$1.0 million is available to be earned over the next 4 years under an earn-out provision. The cash portion of the purchase price was funded by borrowing under the Company's line of credit facility. The businesses, which generated approximately \$27.1 million in sales during the 2013 calendar year, will continue to operate under their respective brand names. For the three and nine months ended November 30, 2014, the businesses added \$6.7 million and \$13.0, respectively, in sales and added \$0.9 million and \$2.0, respectively, in earnings (pre-tax). The acquisition expanded the geographic locations of producing business forms for the Company.

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**ENNIS, INC. AND SUBSIDIARIES**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE PERIOD ENDED NOVEMBER 30, 2014**

**4. Acquisitions-continued**

The preliminary allocation of the purchase price was based upon a preliminary valuation and our estimates and assumptions are subject to change within the purchase price allocation period (generally one year from the acquisition date). The primary areas of the purchase price allocation that are not yet finalized relate to the valuation on intangible assets acquired and an earn-out agreement with a former owner. The following is a summary of the preliminary purchase price allocations for Sovereign Business Forms (in thousands):

Accounts receivable	\$ 2,477
Inventories	1,305
Other assets	653
Property, plant & equipment	3,300
Customer lists	1,550
Trade names	1,403
Goodwill	945
Accounts payable	(1,000)
	<b>\$ 10,633</b>

On September 27, 2013, the Company acquired the assets of the Custom Envelope Division ( CED ), part of the Custom Resale Group of Cenveo, Inc., for \$47.25 million in cash plus the assumption of certain trade liabilities. The cash portion of the purchase price was funded by borrowing under the Company's line of credit facility. The CED assets are comprised of the Wisco® ( Wisco ) brand, which is produced at an owned facility in Tullahoma, TN, and the National Imprint Corporation® ( National Imprint® , NIC ) brand, which is produced in a leased facility in Claysburg, PA. Wisco produces and folds various types of envelopes, and NIC is an imprinter of envelopes. Both of these products are sold through print distributors and will continue to be operated under the Wisco and NIC brand names at their respective locations. Wisco and NIC had sales in excess of \$40 million for the twelve month period ended December 31, 2012. For the three and nine months ended November 30, 2014, the businesses added \$10.2 million and \$29.8 million, respectively, in sales and added \$1.7 million and \$4.7 million, respectively, in earnings (pre-tax). The acquisition expanded and strengthened the envelope product line for the Company.

The following is a summary of the purchase price allocations for Wisco and NIC (in thousands):

Accounts receivable	\$ 3,331
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Inventories	2,391
Other assets	581
Property, plant & equipment	4,889
Customer lists	26,400
Trade names	3,600
Goodwill	9,462
Accounts payable and accrued liabilities	(3,404)
	\$ 47,250

On September 30, 2013, the Company acquired the assets of the businesses operating under the trade name of Folder Express® from Wright Printing Company for \$14.6 million in cash plus the assumption of certain trade payables. The cash portion of the purchase price was funded by borrowing under the Company's line of credit facility. The businesses produce folders and specialty folders for music stores and public schools. The businesses had combined sales of approximately \$20 million during the twelve month period ended December 31, 2012 and will continue to

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## ENNIS, INC. AND SUBSIDIARIES

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE PERIOD ENDED NOVEMBER 30, 2014

**4. Acquisitions-continued**

operate under the Folder Express and related brand names. For the three and nine months ended November 30, 2014, the businesses added \$4.1 million and \$13.3 million, respectively, in sales and added \$0.3 million and \$1.3 million, respectively, in earnings (pre-tax). The acquisition expands the Company's geographic presence in folder products.

The following is a summary of the purchase price allocations for Folder Express (in thousands):

Accounts receivable	\$ 1,171
Inventories	2,102
Other assets	196
Property, plant & equipment	1,617
Customer lists	5,920
Trade name	1,520
Goodwill	2,574
Accounts payable and accrued liabilities	(493)
	<b>\$ 14,607</b>

The results of operations for Wisco, NIC, Folder Express and Sovereign Business Forms are included in the Company's consolidated financial statements from the dates of acquisition. The following table represents certain operating information on a pro forma basis as though all operations had been acquired as of March 1, 2012, after the estimated impact of adjustments such as amortization of intangible assets, interest expense, interest income, and related tax effects (in thousands, except per share amounts):

	<b>Three months ended</b>		<b>Nine months ended</b>	
	<b>November 30,</b>		<b>November 30,</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
Pro forma net sales	\$ 146,971	\$ 148,541	\$ 447,341	\$ 467,111
Pro forma net earnings (loss)	(71,179)	10,072	(53,000)	31,414
Pro forma earnings (loss) per share - diluted	(2.76)	0.39	(2.04)	1.20

The pro forma results are not necessarily indicative of what would have occurred if the acquisitions had been in effect for the periods presented.

## **5. Goodwill and Other Intangible Assets**

Goodwill represents the excess of the purchase price over the fair value of net assets of acquired businesses and is not amortized. Goodwill and indefinite-lived intangibles are evaluated for impairment on an annual basis as of November 30 of each year, or more frequently if impairment indicators arise, using a fair-value-based test that compares the fair value of the asset to its carrying value. Goodwill and other intangible assets are tested for impairment at a reporting unit level, which the Company has determined is at the Print Segment and Apparel Segment level. The impairment test for goodwill uses a two-step approach. Step one compares the fair value of the reporting unit to which goodwill is assigned to its carrying amount. If the carrying amount exceeds its estimated value, a potential impairment is indicated and step two is performed. Step two compares the carrying amount of the reporting unit's goodwill to its implied fair value. In calculating the implied fair value of reporting unit goodwill, the fair value of the reporting unit is allocated to all of the assets and liabilities, including unrecognized intangible assets of that reporting unit based on their fair values, similar to the allocation that occurs in a business combination. The excess of the fair value of a reporting unit over the amount assigned to its other assets and liabilities is the implied fair value of goodwill. If the carrying value of goodwill exceeds its implied fair value, an impairment charge is recognized in an amount equal to that excess. If the implied fair value of goodwill exceeds the carrying amount, goodwill is not impaired. During the initial preparation of the annual first step impairment analysis, there were indicators

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## ENNIS, INC. AND SUBSIDIARIES

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE PERIOD ENDED NOVEMBER 30, 2014

5. Goodwill and Other Intangible Assets-continued

that an impairment may exist with respect to the Company's Apparel Segment. Therefore, the execution of the formal impairment analysis with respect to the Company's Apparel Segment was accelerated. During the preparation of the impairment analysis on the Apparel Segment it was determined that an estimated impairment charge of \$93.3 million was required to the Apparel Segment's recorded goodwill and trademarks, or approximately 88% of the carrying value of such recorded goodwill and trademarks prior to such impairment charge, to reduce the carrying values of those assets to their estimated fair values. While the impairment analysis process is substantially complete and the impairment expense recorded is based on the best information currently available, the Company will finalize the analysis during the fourth quarter and adjust the estimate if necessary. The impairment charge was primarily driven by the depressed market environment and the resulting impact on the Apparel Segment's expected future cash flows. The Company must make assumptions regarding estimated future cash flows and other factors to determine the fair value of the respective assets in assessing the recoverability of its goodwill and other intangibles. If these estimates or the related assumptions change, the Company may be required to record additional impairment charges relating to these assets in the future. No impairment indicators were noted during the initial preparation of the first step of the impairment analysis relating to the Print Segment, and therefore the formal impairment analysis for that reporting unit will be completed during the fourth quarter as well.

The cost of intangible assets is based on fair values at the date of acquisition. Intangible assets with determinable lives are amortized on a straight-line basis over their estimated useful life (between 1 and 15 years). Trademarks and trade names with indefinite lives are evaluated for impairment on an annual basis, or more frequently if impairment indicators arise. The Company assesses the recoverability of its definite-lived intangible assets primarily based on its current and anticipated future undiscounted cash flows.

The carrying amount and accumulated amortization of the Company's intangible assets at each balance sheet date are as follows (in thousands):

<b>As of November 30, 2014</b>	<b>Weighted Average Remaining Life (in years)</b>	<b>Gross Carrying Amount</b>	<b>Accumulated Amortization</b>	<b>Net</b>
<b>Amortized intangible assets</b>				
Trade names		\$ 1,234	\$ 1,234	\$
Customer lists	9.7	71,857	25,993	45,864
Patent	3.2	773	359	414

Total	9.7	\$ 73,864	\$ 27,586	\$ 46,278
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**As of February 28, 2014**

<b>Amortized intangible assets</b>				
Trade names		\$ 1,234	\$ 1,234	\$
Customer lists	7.1	70,207	21,840	48,367
Patent	4.0	773	263	510
Total	7.1	\$ 72,214	\$ 23,337	\$ 48,877

	<b>November 30, 2014</b>	<b>February 28, 2014</b>
<b>Non-amortizing intangible assets</b>		
Trademarks and trade names	\$ 26,901	\$ 62,898

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**ENNIS, INC. AND SUBSIDIARIES**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE PERIOD ENDED NOVEMBER 30, 2014**

**5. Goodwill and Other Intangible Assets-continued**

Aggregate amortization expense for the nine months ended November 30, 2014 and November 30, 2013 was \$4.2 million and \$2.8 million, respectively.

The Company's estimated amortization expense for the next five fiscal years ending in February of the stated calendar year is as follows (in thousands):

2016	5,656
2017	5,656
2018	5,417
2019	4,954
2020	4,548

Changes in the net carrying amount of goodwill as of the dates indicated are as follows (in thousands):

	<b>Print Segment Total</b>	<b>Apparel Segment Total</b>	<b>Total</b>
Balance as of March 1, 2013	\$ 47,260	\$ 74,549	\$ 121,809
Goodwill acquired	12,024		12,024
Goodwill impairment		(18,626)	(18,626)
Balance as of February 28, 2014	59,284	55,923	115,207
Goodwill acquired	957		957
Goodwill impairment		(55,923)	(55,923)
Balance as of November 30, 2014	\$ 60,241	\$	\$ 60,241

During the fiscal year ended February 28, 2014, \$12.0 million was added to goodwill related to the acquisition of the Wisco, NIC and Folder Express assets. The adjustment of (\$18.6) million reflects an impairment charge related to goodwill recorded in connection with the acquisition of Alstyle Apparel. During the nine months ended November 30, 2014, \$12,000 was added to goodwill related to the adjustment of the fair values of certain Wisco assets, \$945,000 was added to goodwill related to the acquisition of the Sovereign Business Forms assets, and an adjustment of (\$55.9) million reflects an impairment charge related to goodwill recorded in connection with the acquisition of Alstyle



Apparel.

## 6. Other Accrued Expenses

The following table summarizes the components of other accrued expenses as of the dates indicated (in thousands):

	<b>November 30, 2014</b>	<b>February 28, 2014</b>
Accrued taxes	\$ 359	\$ 362
Accrued legal and professional fees	675	964
Accrued interest	196	193
Accrued utilities	112	130
Accrued acquisition related obligations	129	146
Accrued credit card fees	314	248
Other accrued expenses	734	469
	<b>\$ 2,519</b>	<b>\$ 2,512</b>

Table of Contents**ENNIS, INC. AND SUBSIDIARIES****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS****FOR THE PERIOD ENDED NOVEMBER 30, 2014****7. Long-Term Debt**

Long-term debt consisted of the following as of the dates indicated (in thousands):

	<b>November 30, 2014</b>	<b>February 28, 2014</b>
Revolving credit facility	\$ 101,500	\$ 105,500

On September 19, 2013, the Company entered into the Third Amendment and Consent to Second Amended and Restated Credit Agreement (the Agreement) with a syndicate of lenders led by Bank of America, N.A. (the Facility). The Amendment amends and restates the financial covenant relating to Minimum Tangible Net Worth. The amended covenant requires a Minimum Tangible Net Worth of \$100 million, with step-ups equal to 25% of consolidated net income. The Facility provides the Company access to \$150.0 million in revolving credit, which the Company may increase to \$200.0 million in certain circumstances, and matures on August 18, 2016. The Facility bears interest at the London Interbank Offered Rate (LIBOR) plus a spread ranging from 1.0% to 2.25% (LIBOR + 1.5% or 1.7% at November 30, 2014 and 1.49% at November 30, 2013), depending on the Company's ratio of total funded debt to the sum of net earnings plus interest, tax, depreciation, amortization and impairment (Adjusted EBITDA). As of November 30, 2014, the Company had \$101.5 million of borrowings under the revolving credit line and \$2.8 million outstanding under standby letters of credit arrangements, leaving the Company availability of approximately \$45.7 million. The Facility contains financial covenants, including restrictions on capital expenditures, acquisitions, asset dispositions, and additional debt, as well as other customary covenants, such as a minimum tangible equity level and the total funded debt to EBITDA ratio. The Company was in compliance with these covenants as of November 30, 2014. The Facility is secured by substantially all of the Company's domestic assets as well as all capital securities of each of the Company's U.S. subsidiaries and 65% of all capital securities of each of the Company's direct foreign subsidiaries.

**8. Shareholders' Equity**

Changes in shareholders' equity accounts for the nine months ended November 30, 2014 are as follows (in thousands, except share amounts):

Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock		Total
Shares	Amount	Capital	Earnings	(Loss)	Shares	Amount	Total
30,053,443	\$ 75,134	\$ 122,517	\$ 251,137	\$ (12,413)	(4,131,276)	\$ (73,440)	\$ 362,935

<b>Balance</b>				
<b>March 1, 2014</b>				
Net loss		(53,131)		(53,131)
Foreign currency translation, net of deferred tax of \$656		(1,071)		(1,071)
Dividends declared (\$.525 per share)		(13,689)		(13,689)
Stock based compensation	1,012			1,012
Exercise of stock options and restricted stock grants	(2,063)		119,061	2,117
Stock repurchases			(466,371)	(6,552)
				54
				(6,552)

<b>Balance</b>								
<b>November 30, 2014</b>								
	30,053,443	\$ 75,134	\$ 121,466	\$ 184,317	\$ (13,484)	(4,478,586)	\$ (77,875)	\$ 289,558

On October 20, 2008, the Board of Directors authorized the repurchase of up to \$5.0 million of the Company's common stock through a stock repurchase program. Under the board-approved repurchase program, share purchases may be made from time to time in the open market or through privately negotiated transactions depending on market conditions, share price, trading volume and other factors, and such purchases, if any, will be made in accordance with applicable insider trading and other securities laws and regulations. These repurchases may be commenced or suspended at any time or from time to time without prior notice. On April 20, 2012, the Board increased the authorized amount available to repurchase the Company's shares by an additional \$5.0 million, bringing the total available to repurchase the Company's common stock to approximately \$9.0 million as of that date. On December 19, 2014, the Board increased the authorized amount available to repurchase the Company's shares by an additional \$10.0 million, bringing the total available to repurchase the Company's common stock to approximately \$10.6 million currently. During the three and nine months ended November 30, 2014 the Company

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**ENNIS, INC. AND SUBSIDIARIES**

**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE PERIOD ENDED NOVEMBER 30, 2014**

**8. Shareholders Equity-continued**

repurchased 327,739 and 466,290 shares, respectively, of common stock at an average price of \$13.73 and \$14.05 per share, respectively. There have been a total of 682,192 common shares repurchased under the program since its inception at an average price of \$13.76 per share. Unrelated to the stock repurchase program, the Company purchased 81 shares of common stock from non-officer employees during the nine months ended November 30, 2014 at an average price of \$14.15 per share.

**9. Stock Option Plan and Stock Based Compensation**

The Company grants stock options and restricted stock to key executives and managerial employees and non-employee directors. At November 30, 2014, the Company had one stock option plan, the 2004 Long-Term Incentive Plan of Ennis, Inc., as amended and restated as of June 30, 2011, formerly the 1998 Option and Restricted Stock Plan amended and restated as of May 14, 2008 (the Plan). The Company has 775,767 shares of unissued common stock reserved under the Plan for issuance as of November 30, 2014. The exercise price of each stock option granted under the Plan equals a referenced price of the Company's common stock as reported on the New York Stock Exchange on the date of grant, and an option's maximum term is ten years. Stock options and restricted stock may be granted at different times during the year and vest ratably over various periods, from grant date up to five years. The Company uses treasury stock to satisfy option exercises and restricted stock awards.

The Company recognizes compensation expense for stock options and restricted stock grants on a straight-line basis over the requisite service period. For the three months ended November 30, 2014 and November 30, 2013, the Company included in selling, general and administrative expenses, compensation expense related to share based compensation of \$0.3 million (\$0.2 million net of tax), and \$0.4 million (\$0.2 million net of tax), respectively. For the nine months ended November 30, 2014 and November 30, 2013, the Company included in selling, general and administrative expenses, compensation expense related to share based compensation of \$1.0 million (\$0.6 million net of tax), and \$1.2 million (\$0.7 million net of tax), respectively.

Stock Options

The Company had the following stock option activity for the nine months ended November 30, 2014:

Number of Shares <i>(exact quantity)</i>	Weighted Average Exercise Price	Weighted Average Remaining Contractual	Aggregate Intrinsic Value(a) <i>(in thousands)</i>
---	--	---	---

			<b>Life (in years)</b>	
Outstanding at March 1, 2014	369,405	\$ 15.86	6.0	\$ 416
Granted	31,418	15.78		
Terminated	(20,000)	16.21		
Exercised	(6,000)	8.94		
Outstanding at November 30, 2014	374,823	\$ 15.95	5.9	\$ 184
Exercisable at November 30, 2014	295,063	\$ 16.16	5.3	\$ 184

- (a) Intrinsic value is measured as the excess fair market value of the Company's common stock as reported on the New York Stock Exchange over the applicable exercise price.

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**ENNIS, INC. AND SUBSIDIARIES**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE PERIOD ENDED NOVEMBER 30, 2014**

**9. Stock Option Plan and Stock Based Compensation-continued**

The following is a summary of the assumptions used and the weighted average grant-date fair value of the stock options granted during the nine months ended November 30, 2014 and November 30, 2013:

	<b>November 30,</b>	
	<b>2014</b>	<b>2013</b>
Expected volatility	29.25%	30.41%
Expected term (years)	3	3
Risk free interest rate	0.91%	0.35%
Dividend yield	4.11%	4.63%
Weighted average grant-date fair value	\$ 2.70	\$ 1.96

A summary of the stock options exercised and tax benefits realized from stock based compensation is presented below (in thousands):

	<b>Three months ended</b>		<b>Nine months ended</b>	
	<b>November 30,</b>		<b>November 30,</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
Total cash received	\$	\$ 44	\$ 54	\$ 89
Income tax benefits				
Total grant-date fair value		8	9	16
Intrinsic value		44	36	90

A summary of the status of the Company's unvested stock options at February 28, 2014, and changes during the nine months ended November 30, 2014 is presented below:

	<b>Number of Options</b>	<b>Weighted Average Grant Date Fair Value</b>
Unvested at March 1, 2014	112,211	\$ 2.89

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New grants	31,418	2.70
Vested	(63,869)	3.27
Forfeited		
Unvested at November 30, 2014	79,760	\$ 2.51

As of November 30, 2014, there was \$0.1 million of unrecognized compensation cost related to unvested stock options granted under the Plan. The weighted average remaining requisite service period of the unvested stock options was 1.5 years. The total fair value of shares underlying the options vested during the nine months ended November 30, 2014 was \$0.9 million.

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**ENNIS, INC. AND SUBSIDIARIES**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE PERIOD ENDED NOVEMBER 30, 2014**

**9. Stock Option Plan and Stock Based Compensation-continued***Restricted Stock*

The Company had the following restricted stock grant activity for the nine months ended November 30, 2014:

	<b>Number of Shares</b>	<b>Weighted Average Grant Date Fair Value</b>
Outstanding at March 1, 2014	180,902	\$ 15.77
Granted	85,807	15.78
Terminated		
Vested	(113,061)	16.42
Outstanding at November 30, 2014	153,648	\$ 15.30

As of November 30, 2014, the total remaining unrecognized compensation cost related to unvested restricted stock granted under the Plan was approximately \$1.6 million. The weighted average remaining requisite service period of the unvested restricted stock awards was 1.7 years. As of November 30, 2014, the Company's outstanding restricted stock had an underlying fair value at date of grant of \$2.4 million.

**10. Pension Plan**

The Company and certain subsidiaries have a noncontributory defined benefit retirement plan (the "Pension Plan"), covering approximately 8% of aggregate employees. Benefits are based on years of service and the employee's average compensation for the highest five compensation years preceding retirement or termination.

Pension expense is composed of the following components included in cost of goods sold and selling, general and administrative expenses in the Company's consolidated statements of earnings (in thousands):

<b>Three months ended November 30,</b>	<b>Nine months ended November 30,</b>
--	---



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	2014	2013	2014	2013
<b>Components of net periodic benefit cost</b>				
Service cost	\$ 281	\$ 315	\$ 842	\$ 946
Interest cost	611	601	1,835	1,802
Expected return on plan assets	(964)	(872)	(2,892)	(2,617)
<b>Amortization of:</b>				
Prior service cost	(36)	(37)	(108)	(109)
Unrecognized net loss	381	514	1,143	1,539
Net periodic benefit cost	\$ 273	\$ 521	\$ 820	\$ 1,561

The Company is required to make contributions to the Pension Plan. These contributions are required under the minimum funding requirements of ERISA. Due to the recent enactment of the Moving Ahead for Progress in the 21<sup>st</sup> Century Act (MAP-21) in July 2012, plan sponsors can calculate the discount rate used to measure the Pension Plan liability using a 25-year average of interest rates plus or minus a corridor. Prior to MAP-21, the discount rate used in measuring the pension liability was based on the 24-month average of interest rates. As a result of the enactment, which effectively raises the discount rates mandated for determining the value of a pension plan's benefit liability and annual cost of accruals, the Company's minimum required contribution to the Pension Plan is zero for the Pension Plan year ending February 28, 2015. However, the Company expects to make a cash contribution to the Pension Plan of between \$2.0 million and \$3.0 million during fiscal year 2015. The Company contributed \$3.0 million to the Pension Plan during fiscal year 2014.

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## ENNIS, INC. AND SUBSIDIARIES

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE PERIOD ENDED NOVEMBER 30, 2014

**11. Earnings (loss) per Share**

Basic earnings (loss) per share have been computed by dividing net earnings by the weighted average number of common shares outstanding during the applicable period. Diluted earnings per share reflect the potential dilution that could occur if stock options or other contracts to issue common shares were exercised or converted into common stock.

For the three and nine months ended November 30, 2013, 172,543 and 172,543 shares, respectively, related to stock options were not included in the diluted earnings per share computation because their exercise price exceeded the average fair market value of the Company's stock. The following table sets forth the computation for basic and diluted earnings per share for the periods indicated:

	Three months ended November 30,		Nine months ended November 30,	
	2014	2013	2014	2013
Basic weighted average common shares outstanding	25,753,345	26,126,437	25,926,157	26,107,307
Effect of dilutive options		30,424		22,542
Diluted weighted average common shares outstanding	25,753,345	26,156,861	25,926,157	26,129,849
Per share amounts:				
Net earnings basic	\$ (2.76)	\$ 0.36	\$ (2.05)	\$ 1.06
Net earnings diluted	\$ (2.76)	\$ 0.36	\$ (2.05)	\$ 1.06
Cash dividends	\$ 0.175	\$ 0.175	\$ 0.525	\$ 0.350

**12. Segment Information and Geographic Information**

The Company operates in two segments the Print Segment and the Apparel Segment.

The Print Segment, which represented 66% and 65% of the Company's consolidated net sales for the three and nine months ended November 30, 2014, is in the business of manufacturing, designing, and selling business forms and other printed business products primarily to distributors located in the United States. The Print Segment operates 56 manufacturing plants throughout the United States in 22 strategically located states. Approximately 96% of the business products manufactured by the Print Segment are custom and semi-custom products, constructed in a wide

variety of sizes, colors, number of parts and quantities on an individual job basis depending upon the customers specifications.

The products sold include snap sets, continuous forms, laser cut sheets, tags, labels, envelopes, integrated products, jumbo rolls and pressure sensitive products in short, medium and long runs under the following labels: Ennis<sup>®</sup>, Royal Business Forms<sup>®</sup>, Block Graphics<sup>®</sup>, Specialized Printed Forms<sup>®</sup>, 360° Custom Labels<sup>SM</sup>, ColorWorx<sup>®</sup>, Enfusion<sup>®</sup>, Uncompromised Check Solutions<sup>®</sup>, VersaSeal<sup>®</sup>, Witt Printing<sup>®</sup>, B&D Litho<sup>®</sup>, Genforms<sup>®</sup>, PrintGraphics<sup>SM</sup>, Calibrated Forms<sup>®</sup>, PrintXcel<sup>SM</sup>, Printegra<sup>®</sup>, Curtis Business Forms<sup>SM</sup>, Falcon Business Forms<sup>SM</sup>, Forms Manufacturers<sup>SM</sup>, Mutual Graphics<sup>SM</sup> and TRI-C Business Forms<sup>SM</sup>. The Print Segment also sells the Adams-McClure<sup>®</sup> brand (which provides Point of Purchase advertising for large franchise and fast food chains as well as kitting and fulfillment); the Admore<sup>®</sup> and Folder Express<sup>®</sup> brands (which provide presentation folders and document folders); Ennis Tag & Label<sup>SM</sup> (which provides custom printer high performance labels and custom and stock tags); Atlas Tag & Label<sup>®</sup> (which provides custom and stock tags and labels); Trade Envelopes<sup>®</sup> and Block Graphics<sup>®</sup>, Wisco<sup>®</sup> and National Imprint Corporation<sup>®</sup> (which provide custom and imprinted envelopes) and Northstar<sup>®</sup> and General Financial Supply<sup>®</sup> (which provide financial and security documents).

The Print Segment sells predominantly through private printers and independent distributors. Northstar also sells direct to a small number of customers. Northstar has continued its focus with large banking organizations on a direct basis (where a distributor is not acceptable or available to the end-user) and has acquired several of the top 25 banks in the United States as customers and is actively working on other large banks within the top 25 tier of banks in the United States. Adams-McClure sales are generally provided through advertising agencies. Assets in this segment increased in 2014 primarily as a result of the Company's acquisition of Wisco, NIC and Folder Express.

**Table of Contents****ENNIS, INC. AND SUBSIDIARIES****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS****FOR THE PERIOD ENDED NOVEMBER 30, 2014****12. Segment Information and Geographic Information-continued**

The Apparel Segment, which accounted for 34% and 35% of the Company's consolidated net sales for the three and nine months ended November 30, 2014, consists of Alstyle Apparel. This group is primarily engaged in the production and sale of activewear including t-shirts, fleece goods, and other wearables. Alstyle sales are seasonal, with sales in the first and second quarters generally being the highest. Substantially all of the Apparel Segment sales are to customers in the United States.

Corporate information is included to reconcile segment data to the consolidated financial statements and includes assets and expenses related to the Company's corporate headquarters and other administrative costs.

Segment data for the three and nine months ended November 30, 2014 and November 30, 2013 were as follows (in thousands):

	<b>Print Segment</b>	<b>Apparel Segment</b>	<b>Corporate</b>	<b>Consolidated Totals</b>
<b>Three months ended November 30, 2014:</b>				
Net sales	\$ 97,652	\$ 49,319	\$	\$ 146,971
Depreciation	1,599	928	67	2,594
Amortization of identifiable intangibles	1,046	367		1,413
Impairment of goodwill and trademarks		93,324		93,324
Segment earnings (loss) before income tax	17,100	(93,218)	(4,617)	(80,735)
Segment assets	229,111	196,467	19,139	444,717
Capital expenditures	615	63	19	697
<b>Three months ended November 30, 2013:</b>				
Net sales	\$ 89,671	\$ 46,879	\$	\$ 136,550
Depreciation	1,502	956	56	2,514
Amortization of identifiable intangibles	858	367		1,225
Segment earnings (loss) before income tax	16,040	3,014	(4,215)	14,839
Segment assets	224,233	317,314	16,050	557,597
Capital expenditures	1,002	850	18	1,870
<b>Nine months ended November 30, 2014:</b>				
Net sales	\$ 283,917	\$ 156,081	\$	\$ 439,998
Depreciation	4,790	2,824	201	7,815
Amortization of identifiable intangibles	3,149	1,100		4,249

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Impairment of goodwill and trademarks		93,324		93,324
Segment earnings (loss) before income tax	50,877	(91,131)	(11,833)	(52,087)
Segment assets	229,111	196,467	19,139	444,717
Capital expenditures	1,365	229	30	1,624
<b>Nine months ended November 30, 2013:</b>				
Net sales	\$ 250,063	\$ 160,241	\$	\$ 410,304
Depreciation	4,240	2,888	138	7,266
Amortization of identifiable intangibles	1,715	1,100		2,815
Segment earnings (loss) before income tax	43,094	13,283	(12,480)	43,897
Segment assets	224,233	317,314	16,050	557,597
Capital expenditures	2,355	1,033	655	4,043

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**ENNIS, INC. AND SUBSIDIARIES**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE PERIOD ENDED NOVEMBER 30, 2014**

**12. Segment Information and Geographic Information-continued**

Identifiable long-lived assets by country include property, plant, and equipment, net of accumulated depreciation. The Company attributes revenues from external customers to individual geographic areas based on the country where the sale originated. Information about the Company's operations in different geographic areas as of and for the three and nine months ended is as follows (in thousands):

	United States	Canada	Mexico	Total
<b>Three months ended November 30, 2014:</b>				
Net sales to unaffiliated customers				
Print Segment	\$ 97,652	\$	\$	\$ 97,652
Apparel Segment	44,873	4,104	342	49,319
	\$ 142,525	\$ 4,104	\$ 342	\$ 146,971

<b>As of November 30, 2014</b>				
Identifiable long-lived assets				
Print Segment	\$ 43,541	\$	\$	\$ 43,541
Apparel Segment	104	60	40,348	40,512
Corporate	3,603			3,603
	\$ 47,248	\$ 60	\$ 40,348	\$ 87,656

<b>Three months ended November 30, 2013:</b>				
Net sales to unaffiliated customers				
Print Segment	\$ 89,671	\$	\$	\$ 89,671
Apparel Segment	42,157	4,567	155	46,879
	\$ 131,828	\$ 4,567	\$ 155	\$ 136,550

<b>As of November 30, 2013</b>				
Identifiable long-lived assets				
Print Segment	\$ 45,022	\$	\$	\$ 45,022
Apparel Segment	168	44	44,941	45,153
Corporate	3,821			3,821

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\$ 49,011 \$ 44 \$ 44,941 \$ 93,996

**Nine months ended November 30, 2014:**

Net sales to unaffiliated customers

Print Segment \$ 283,917 \$ \$ \$ 283,917

Apparel Segment 140,837 14,095 1,149 156,081

\$ 424,754 \$ 14,095 \$ 1,149 \$ 439,998

**Nine months ended November 30, 2013:**

Net sales to unaffiliated customers

Print Segment \$ 250,063 \$ \$ \$ 250,063

Apparel Segment 144,576 15,339 326 160,241

\$ 394,639 \$ 15,339 \$ 326 \$ 410,304

**13. Supplemental Cash Flow Information**

Net cash flows from operating activities reflect cash payments for interest and income taxes as follows (in thousands):

	<b>Nine months ended November 30,</b>	
	<b>2014</b>	<b>2013</b>
Interest paid	\$ 1,495	\$ 774
Income taxes paid	\$ 14,484	\$ 12,535

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For the nine months ended November 30, 2014 and 2013, we recognized a provision for income taxes of \$1.0 million and \$16.0 million, respectively. The following is a reconciliation of the statutory federal and state tax rates to our projected annual effective rate at November 30, 2014 and 2013.

	<b>November 30,</b>	
	<b>2014</b>	<b>2013</b>
Federal statutory rate	35.0%	35.0%
State statutory rate, net of Federal tax effect	(1.5)	3.5
Differences in taxable (loss) income from GAAP income	2.1	(1.5)
Impairment of goodwill	(37.6)	
<b>Effective Tax Rate</b>	<b>(2.0)%</b>	<b>37.0%</b>

**15. Concentrations of Risk**

Financial instruments that potentially subject the Company to a concentration of credit risk principally consist of cash and trade receivables. Cash is placed with high-credit quality financial institutions. The Company believes its credit risk with respect to trade receivables is limited due to industry and geographic diversification. As disclosed on the Consolidated Balance Sheets, the Company maintains an allowance for doubtful receivables to cover the Company's estimate of credit losses associated with accounts receivable.

The Company, for quality and pricing reasons, purchases its paper, cotton and yarn products from a limited number of suppliers. To maintain its high standard of color control associated with its apparel products, the Company purchases its dyeing chemicals from limited sources. While other sources may be available to the Company to purchase these products, they may not be available at the cost or at the quality the Company has come to expect.

For the purposes of the Consolidated Statements of Cash Flows, the Company considers cash to include cash on hand and in bank accounts. The Federal Deposit Insurance Corporation ( FDIC ) insures accounts up to \$250,000. At November 30, 2014, cash balances included \$12.2 million that was not federally insured because it represented amounts in individual accounts above the federally insured limit for each such account. This at-risk amount is subject to fluctuation on a daily basis. While management does not believe there is significant risk with respect to such deposits, we cannot be assured that we will not experience losses on our deposits. At November 30, 2014, the Company had \$0.9 million in Canadian and \$0.7 million in Mexican bank accounts.

**16. Subsequent Events**



On December 19, 2014, the Board of Directors of Ennis, Inc. declared a 17 ½ cents per share quarterly dividend to be payable on February 2, 2015 to shareholders of record on January 7, 2015. The Board also authorized an additional \$10.0 million to be available to the Company's Share Repurchase Program.

On January 5, 2015, the Company announced the completion of the acquisition of Kay Toledo Tag and Special Service (collectively Kay Toledo) for \$16.0 million in a stock purchase transaction that closed December 31, 2014. An additional \$1.0 million is available to earn over the next 3 years under an earn-out provision if certain financial metrics are met. Kay Toledo has locations in Toledo, Ohio and Neenah, Wisconsin through Special Service Partners. Experts in the digital printing and customer shore-run printing, Kay Toledo Tag produces tags, labels, tickets and commercial printing. Kay Toledo has \$25.0 million in sales and sells through distributors and resellers. The Company will have 5 tag facilities in Texas, Iowa, Ohio and Wisconsin. The Company used its line of credit facility to fund the cash portion of the purchase price.

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**ENNIS, INC. AND SUBSIDIARIES**

**FORM 10-Q**

**FOR THE PERIOD ENDED NOVEMBER 30, 2014**

**Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**Overview**

Ennis, Inc. (formerly Ennis Business Forms, Inc.) was organized under the laws of Texas in 1909. Ennis, Inc. and its subsidiaries print and manufacture a broad line of business forms and other business products (the Print Segment) and also manufacture a line of activewear (the Apparel Segment) for distribution throughout North America. The Print Segment distributes business products and forms throughout the United States primarily through independent dealers. This distributor channel encompasses independent print distributors, commercial printers, direct mail, fulfillment companies, payroll and accounts payable software companies, and advertising agencies, among others. The Apparel Segment produces and sells activewear, including t-shirts, fleece goods, and other wearables. Distribution of our activewear throughout the United States, Canada and Mexico is primarily through sales representatives. The distributor channel encompasses activewear wholesalers and screen printers. We offer a great selection of high-quality activewear apparel with a wide variety of styles and colors in sizes ranging from toddler to 6XL. The apparel line features a wide variety of tees and fleece.

On June 16, 2014, we acquired the assets of Sovereign Business Forms, and its related entities, TRI-C Business Forms, Inc., Falcon Business Forms, Inc., Forms Manufacturers, Inc., Mutual Graphics, Inc., and Curtis Business Forms, Inc. (the businesses) for \$10.6 million in cash plus the assumption of certain trade liabilities. In addition, if certain financial metrics are met, up to an additional \$1.0 million is available to earn over the next 4 years under an earn-out provision. The cash portion of the purchase price was funded by borrowing under our line of credit facility. The businesses produce snap sets, continuous forms and checks, laser forms, cut sheet forms and checks, and imprinted envelopes. Sovereign Business Forms generated approximately \$27.1 million in sales for the twelve month period ended December 31, 2013 and will continue to operate under their respective brand names.

On September 27, 2013, we acquired the assets of the Custom Envelope Division (CED), part of the Custom Resale Group of Cenveo, Inc., for \$47.25 million in cash plus the assumption of certain trade liabilities. The cash portion of the purchase price was funded by borrowing under our line of credit facility. The CED assets are comprised of the Wisco® brand (Wisco), which is produced at an owned facility in Tullahoma, TN, and the National Imprint Corporation (NIC) and National Imprint Corporation® brand, which is produced in a leased facility in Claysburg, PA. Wisco produces and folds various types of envelopes, and NIC is an imprinter of envelopes. Both of these products are sold through print distributors and will continue to be operated under the Wisco and NIC brand names at their respective locations. Wisco and NIC had sales in excess of \$40 million for the twelve month period ended December 31, 2012.

On September 30, 2013, we acquired the assets of the businesses operating under the trade name of Folder Express® from Wright Printing Company for \$14.6 million in cash plus the assumption of certain trade payables. The cash portion of the purchase price was funded by borrowing under our line of credit facility. The businesses produce folders and specialty folders for music stores and public schools. The businesses had combined sales of approximately \$20 million during the twelve month period ended December 31, 2012 and will continue to be operated under the

Folder Express and other brand names.

### **Business Segment Overview**

Our management believes we are the largest provider of business forms, labels, tags, envelopes, and presentation folders to independent distributors in the United States and are also one of the largest providers of blank t-shirts in North America to the activewear market. We operate in two reportable segments: Print and Apparel. For additional financial information concerning segment reporting, please see Note 12 of the Notes to the Consolidated Financial Statements beginning on page 18.

### **Print Segment**

The Print Segment, which represented 66% and 65% of our consolidated net sales for the three and nine months ended November 30, 2014, is in the business of manufacturing, designing and selling business forms and other printed business products

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primarily to distributors located in the United States. The Print Segment operates 56 manufacturing plants throughout the United States in 22 strategically located states. Approximately 96% of the business products manufactured by the Print Segment are custom and semi-custom products, constructed in a wide variety of sizes, colors, number of parts and quantities on an individual job basis depending upon the customers' specifications.

The products sold include snap sets, continuous forms, laser cut sheets, tags, labels, envelopes, integrated products, jumbo rolls and pressure sensitive products in short, medium and long runs under the following labels: Ennis<sup>®</sup>, Royal Business Forms<sup>®</sup>, Block Graphics<sup>®</sup>, Specialized Printed Forms<sup>®</sup>, 360° Custom Labels<sup>SM</sup>, ColorWorx<sup>®</sup>, Enfusion<sup>®</sup>, Uncompromised Check Solutions<sup>®</sup>, VersaSeal<sup>®</sup>, Witt Printing<sup>®</sup>, B&D Litho<sup>®</sup>, Genforms<sup>®</sup>, PrintGraphics<sup>SM</sup>, Calibrated Forms<sup>®</sup>, PrintXcel<sup>SM</sup>, Printegra<sup>®</sup>, Curtis Business Forms<sup>SM</sup>, Falcon Business Forms<sup>SM</sup>, Forms Manufacturers<sup>SM</sup>, Mutual Graphics<sup>SM</sup> and TRI-C Business Forms<sup>SM</sup>. The Print Segment also sells the Adams-McClure<sup>®</sup> brand (which provides Point of Purchase advertising for large franchise and fast food chains as well as kitting and fulfillment); the Admore<sup>®</sup> and Folder Express<sup>®</sup> brands (which provide presentation folders and document folders); Ennis Tag & Label<sup>SM</sup> (which provides custom printed high performance labels and custom and stock tags); Atlas Tag & Label<sup>®</sup> (which provides custom and stock tags and labels); Trade Envelopes<sup>®</sup> and Block Graphics<sup>®</sup>, Wisco<sup>®</sup> and National Imprint Corporation<sup>®</sup> (which provide custom and imprinted envelopes) and Northstar<sup>®</sup> and General Financial Supply<sup>®</sup> (which provide financial and security documents).

The Print Segment sells predominantly through printers and independent distributors. Northstar also sells direct to a small number of customers, generally large banking organizations (where a distributor is not acceptable or available to the end-user), as does Adams-McClure, where sales are generally through advertising agencies.

The printing industry generally sells its products either through sales made predominantly to end users, a market dominated by a few large manufacturers, such as R.R. Donnelley, Standard Register, and Cenveo, or, like the Company, through a variety of independent distributors and distributor groups. While it is not possible, because of the lack of adequate public statistical information, to determine the Company's share of the total business products market, management believes the Company is the largest producer of business forms, labels, tags, envelopes, and presentation folders in the United States distributing primarily through independent dealers.

There are a number of competitors that operate in this segment, ranging in size from single employee-owner operations to multi-plant organizations. We believe our strategic locations and buying power permit us to compete on a favorable basis within the distributor market on competitive factors, such as service, quality, and price.

Distribution of business forms and other business products throughout the United States is primarily done through independent dealers, including business forms distributors, direct mail, commercial printers, payroll and accounts payable software companies, and advertising agencies.

Raw materials of the Print Segment principally consist of a wide variety of weights, widths, colors, sizes, and qualities of paper for business products purchased from a number of major suppliers at prevailing market prices.

Business products usage in the printing industry is generally not seasonal. General economic conditions and contraction of the traditional business forms industry are the predominant factors in quarterly volume fluctuations.

***Our Print Business Challenges*** - In our Print Segment, we are engaged in an industry undergoing significant changes. Technology advances have made electronic distribution of documents, internet hosting, digital printing and print-on-demand valid, cost-effective alternatives to traditional custom printed documents and customer communications. We face highly competitive conditions in an already over-supplied, price-competitive industry. Our challenges in the Print Segment of our business include the following:

**Transformation of our portfolio of products** While traditional business documents are essential in order to conduct business, many are being replaced or devalued with advances in digital technologies, causing steady declines in demand for a portion of our current product line. Transforming our product offerings in order to continue to provide innovative, valuable solutions to our customers on a proactive basis will require us to make investments in new and existing technology and to develop key strategic business relationships, such as print-on-demand services and product offerings that assist customers in their transition to digital

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business environments. In addition, we will continue to look for new market opportunities and niches, such as the addition of our envelope offerings, healthcare wristbands, secure document solutions, innovative in-mold label offerings and long-run integrated products with high color web printing that provide us with an opportunity for growth and differentiate us from our competition.

**Excess production capacity and price competition within our industry** Paper mills continue to adjust production capacity through downtime and closures to attempt to keep supply in line with demand. Due to the limited number of paper mills, paper prices have been and are expected to remain fairly volatile. We have generally been able to pass through increased paper costs, although this can often take several quarters due to the custom nature of our products and/or contractual relationships with some of our customers. We will continue to focus our efforts on effectively managing and controlling our product costs to minimize these effects on our operational results, primarily through the use of forecasting models and production and costing models.

**Continued economic uncertainties and weather related issues** Decreased demand due to economic uncertainties and intensified price competition resulted in a decline in our revenue during the past several fiscal years above historical averages. Unusual weather related issues during the fourth quarter of fiscal year 2014 caused our sales to be less than forecasted. We continue to focus on customer retention, expanding our growth targeted products and continuing to develop new market niches.

**Apparel Segment**

The Apparel Segment represented 34% and 35% of our consolidated net sales for the three and nine months ended November 30, 2014, and operates under the name of Alstyle Apparel ( Alstyle ). Alstyle markets high quality knitted activewear (including t-shirts, tank tops, and fleece) across all market segments. The main products of Alstyle are standardized shirts manufactured in a variety of sizes and colors. Approximately 98% of Alstyle's revenues are derived from t-shirt sales and approximately 90% of their sales are sold domestically. Alstyle's branded product lines are sold mainly under the AAA<sup>®</sup> and Murina<sup>®</sup> brands.

Effective July 2011, Alstyle began operations in an owned manufacturing facility located in Agua Prieta, Mexico. Previously Alstyle operated in a leased manufacturing facility located in Anaheim, CA. Alstyle has three cut and sew facilities in Mexico (Agua Prieta, Ensenada and Hermosillo). In addition to its own cut and sew facilities, Alstyle may also use outsourced manufacturers from time to time to supplement a portion of its cut and sew needs. After sewing and packaging is completed, the product is shipped to one of Alstyle's nine distribution centers located across the United States, Canada, and Mexico.

Alstyle utilizes a customer-focused internal sales team comprised of twenty-four sales representatives assigned to specific geographic territories in the United States, Canada, and Mexico. Sales representatives are assigned performance objectives for their respective territories and are provided financial incentives for achievement of their target objectives. Sales representatives are responsible for developing business with large accounts and spend a majority of their time in the field.

Alstyle employs a staff of customer service representatives that handle call-in orders from smaller customers. Sales personnel sell directly to Alstyle's customer base, which consists primarily of screen printers, embellishers, retailers, and mass marketers.

A majority of Alstyle's sales are branded products, with the remainder being customers' private label products. Generally, sales to screen printers and mass marketers are driven by price and the availability of products, which directly impacts our inventory level requirements. Sales in the private label business are characterized by slightly higher customer loyalty.

Alstyle's most popular styles are produced based on demand management forecasts to service at-once business and to level production schedules. Alstyle offers same-day shipping and uses third-party carriers to ship products to its customers.

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Alstyle's sales are seasonal, with sales in the first and second fiscal quarters generally being the highest. The apparel industry is characterized by rapid shifts in fashion, consumer demand and competitive pressures, resulting in both price and demand volatility. However, the imprinted activewear market to which Alstyle sells is generally event driven. Blank t-shirts can be thought of as walking billboards promoting movies, concerts, sports teams, and image brands. Still, the demand for any particular product varies from time to time based largely upon changes in consumer preferences and general economic conditions affecting the apparel industry.

The apparel industry is comprised of numerous companies who manufacture and sell a wide range of products. Alstyle is primarily involved in the activewear market and produces t-shirts and outsources products such as fleece and some fashion basics from other countries like China, Pakistan, Central America and other foreign sources to sell to its customers through its sales representatives. Alstyle competes with many branded and private label manufacturers of knit apparel in the United States, Canada, and Mexico, some of which are larger in size and have greater financial resources than Alstyle. Alstyle competes on the basis of price, quality, service, and delivery. Alstyle's strategy is to provide the best value to its customers by delivering a consistent, high-quality product at a competitive price. Alstyle's competitive disadvantage is that its brand name, Alstyle Apparel, is not as well-known as the brand names of its largest competitors, such as Gildan, Hanes, and Fruit of the Loom. While it is not possible to calculate precisely, because of the lack of adequate public statistical information, management believes that Alstyle is one of the top five providers of blank t-shirts in North America.

Raw materials of the Apparel Segment principally consist of cotton and polyester yarn purchased from a number of major suppliers at prevailing market prices, although we purchased 40% of our cotton and yarn during the current period from one supplier.

***Our Apparel Business Challenges*** - In our apparel segment industry, our market niche is highly competitive and commodity driven. In the past, the domestic apparel industry was generally dominated by a limited number of companies. However, due to changes in regulations and trade agreements in the last few years, this industry has become more globalized and our core competition has now extended to other parts of the world, particularly Asia and Central America. While the domestic economic environment has improved somewhat in the last few years which has led to increased demand, demand remains overall rather lethargic and globalization has led to increased pricing pressures and direct importation by many screen-printers and big-box suppliers products that were once sourced domestically.

In addition, many retailers have started to pre-approve many manufacturers. This has allowed screen-printers and big-box suppliers to use any supplier on a retailer's pre-approved list without having to take full responsibility for the quality of products being shipped to the stores. As such, the overall quality of the product has become of lesser concern to screen-printers and big-box suppliers. Alstyle believes their products to be some of the highest in the industry with respect to quality and color consistency. However, such quality comes at a cost which has become more difficult to recoup in today's market. However, it appears lately that some retailers are starting to become more concerned with the quality of garments in their stores. If these concerns continue and lead to improvements in the pre-approval process and in-store inspections, such changes could benefit Alstyle in the future.



In order to find their niche to survive in a highly competitive and globalized environment, some of our customers and their customers have moved to alternative fabrics to differentiate themselves from others. While some smaller garments producers are well set to change quickly as market demand changes on fabrics and colors, such changes are not best for large manufactures like Alstyle. However, Alstyle is currently working very diligently on dealing with such changes in fabrics and fashions, which come with inherent risks.

The unusual domestic winter weather conditions at the end of last fiscal year negatively impacted the already weak retail landscape, and definitely contributed to the softness in our Apparel sales during the current fiscal year. While we did see some improvement during the second and third quarter as our volume was up, the overall domestic retail environment continues to be weak and extremely challenging from both a volume and pricing perspective.

**Cotton prices** Our business can be affected by dramatic movements in cotton prices. The cost incurred for materials, i.e., yarn, thread, etc. is capitalized into inventory and impacts the Company's operating results as inventory is sold, which could take six months or longer after the materials are purchased, depending on inventory turns. Consequently, increases or decreases in cotton costs

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can have a significant impact on the Company's operational results for many quarters. A reduction in the spot price of cotton added additional complexities to an already competitive marketplace during fiscal year 2013. The divergence between the current cost of cotton and the cost residing in most manufacturers' finished goods inventories was at historical levels, creating market valuation issues for some and sale side pressure for others. We lock in the cost of yarn from our primary suppliers in an attempt to protect our business from the volatility of the market price of cotton. The divergence between the cost of cotton in our finished goods inventory and the current price of cotton is now in line with historical measurements. However, the positive impact of lower cotton costs on our operational results in fiscal year 2013, which help offset the negative impact of lower selling prices, has all but abated. Therefore, continued downward pressure on selling prices due to competitive pricing pressures may negatively impact our reported operating margins, unless offset by operational improvements. In addition, other input costs (i.e., dye and other chemicals cost, etc.), have started to increase over comparable periods, which will also negatively impact our reported margins without an increase in selling price. Cotton prices, while initially increasing during the start of our fiscal year, have been declining over the past several months. However, until these lower costs can make their way through our inventory, which based upon our current inventory cycle would be around 5 months, these lower costs will not have a potentially positive impact on our operational performance. In fact, if these lower commodity prices put even more of a strain on selling prices, they could have quite the opposite impact on our operational performance.

**Agua Prieta manufacturing facility** The manufacturing facility in Agua Prieta, Mexico ( AP ) became operational in July 2011, and all production has now been transitioned from our Anaheim, CA ( Anaheim ) facility to the AP facility. Production levels at the plant are running at required levels to satisfy demand, but well below originally estimated levels due to lower revenues, resulting from market softness, economic conditions and the previous non-competitive cost position of our finished goods inventory during fiscal year 2013. In addition, from time-to-time we have had disruptions in our labor/utility services which impacted our manufacturing through-put. While we do not foresee any obstacles to increasing production levels to coincide with increases in demand, current market conditions have limited our ability to do so. Without increases in production levels we will not be able to realize the expected production efficiencies nor cost savings originally associated with this plant, which could impact our ability to reach margins once envisioned.

**Continued economic uncertainties** The economic climate in which we operate continues to be volatile and challenging both domestically and internationally. While the domestic economy has recovered somewhat, the recovery has not been as broad-based as recoveries in the past. Unemployment still remains relatively high, and the disposable income of the majority of the population remains restrained. We saw a significant drop in our sales during the latter half of fiscal year 2012 due to competitive pricing pressures, which we attribute to softness in the market. During fiscal years 2013 and 2014 the marketplace continued to be extremely competitive, with prices continuing to be driven lower as manufacturers tried to maintain certain volume levels. These challenging times resulted in us taking an impairment charge to the value of our apparel assets on several occasions. We have recently introduced some new sales programs and entered into some new sales channels which we think should allow us to grow our revenue and improve our operating results. However, we continue to see the same challenging environment during the remainder of this fiscal year and well into our next fiscal year, as competitors continue to announce potential discounting programs to maintain marketshare. As a result we determined that an additional impairment charge of

\$93.3 million to the carrying value of our Apparel Segment's recorded goodwill and intangible assets was required to be taken. While we feel we are in a better position today than in years past to deal with these challenges, if our operating results continue to be below expectations and the current challenging retail environment continues, we may be required to take further impairment charges in future fiscal years.

**Cautionary Statements Regarding Forward-Looking Statements**

You should read this discussion and analysis in conjunction with our Consolidated Financial Statements and the related notes appearing elsewhere in this Report. All of the statements in this Report, other than historical facts, are forward-looking statements, including, without limitation, the statements made in the Management's Discussion and Analysis of Financial Condition and Results of Operations, particularly under the caption Overview. As a general matter, forward-looking statements are those focused upon anticipated events or trends, expectations, and beliefs relating to matters that are not historical in nature. The words could, should,

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feel, anticipate, aim, preliminary, expect, believe, estimate, intend, intent, plan, will, foresee, negative thereof or variations thereon, and similar expressions identify forward-looking statements.

The Private Securities Litigation Reform Act of 1995 provides a safe harbor for these forward-looking statements. In order to comply with the terms of the safe harbor, Ennis, Inc. notes that forward-looking statements are subject to known and unknown risks, uncertainties and other factors relating to its operations and business environment, all of which are difficult to predict and many of which are beyond the control of Ennis, Inc. These known and unknown risks, uncertainties and other factors could cause actual results to differ materially from those matters expressed in, anticipated by or implied by such forward-looking statements.

These statements reflect the current views and assumptions of management with respect to future events. Ennis, Inc. does not undertake, and hereby disclaims, any duty to update these forward-looking statements, even though its situation and circumstances may change in the future. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date of this report. The inclusion of any statement in this report does not constitute an admission by Ennis, Inc. or any other person that the events or circumstances described in such statement are material.

We believe these forward-looking statements are based upon reasonable assumptions. All such statements involve risks and uncertainties, and as a result, actual results could differ materially from those projected, anticipated or implied by these statements. Such forward-looking statements involve known and unknown risks, including but not limited to, general economic, business and labor conditions and the potential impact on our operations; our ability to implement our strategic initiatives and control our operational costs; dependence on a limited number of key suppliers; our ability to recover the rising cost of raw materials and other costs (i.e., energy, freight, labor, benefit costs, etc.) in markets that are highly price competitive and volatile; our ability to get our utilities to meet our projected demand; our ability to timely or adequately respond to technological changes in the industry; the impact of the Internet and other electronic media on the demand for forms and printed materials; the impact of foreign competition, tariffs, trade regulations and import restrictions; changes in economic, political and social instability relating to our foreign operations; customer credit risk; competitors pricing strategies; a decline in business volume and profitability could result in an impairment in our reported goodwill negatively impacting our operational results (see below); our ability to retain key management personnel; our ability to identify, manage or integrate acquisitions; and changes in government regulations. In addition to the factors indicated above, you should carefully consider the risks described in and incorporated by reference herein and in the risk factors in our Annual Report on Form 10-K for the fiscal year ended February 28, 2014 before making an investment in our common stock.

**Critical Accounting Policies and Estimates**

In preparing our consolidated financial statements, we are required to make estimates and assumptions that affect the disclosures and reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. We evaluate our estimates and judgments on an ongoing basis, including those related to allowance for doubtful receivables, inventory valuations, property, plant

and equipment, intangible assets, pension plan obligations, accrued liabilities and income taxes. We base our estimates and judgments on historical experience and on various other factors that we believe to be reasonable under the circumstances. Actual results may differ materially from these estimates under different assumptions or conditions. We believe the following accounting policies are the most critical due to their effect on our more significant estimates and judgments used in preparation of our consolidated financial statements.

We maintain a defined benefit retirement plan (the Pension Plan ) for employees. Included in our financial results are Pension Plan costs that are measured using actuarial valuations. The actuarial assumptions used may differ from actual results. As our Pension Plan assets are invested in marketable securities, fluctuations in market values could potentially impact our funding status and associated liability recorded.

Amounts allocated to intangibles (amortizable and non-amortizable) and goodwill are determined based on valuation analysis for our acquisitions. Amortizable intangibles are amortized over their expected useful lives. We evaluate these amounts periodically

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(at least once a year) to determine whether a triggering event has occurred during the year that would indicate potential impairment.

We exercise judgment in evaluating our indefinite and long-lived assets for impairment. We assess the impairment of indefinite-lived assets that include goodwill, trademarks and trade names at least annually or earlier if events or changes in circumstances indicate that the carrying value may not be recoverable. Such circumstances include: (1) a significant adverse change in legal factors or the business environment, or (2) other adverse changes in the assessment of future operations of the reporting unit. We test impairment at the reporting unit level, which we have determined is at the Print Segment and Apparel Segment level. In testing whether there is an impairment to goodwill we use a two-step approach. In step one, we compare the fair value of the reporting unit to which goodwill is assigned to its carrying value. If the estimated fair value of a reporting unit exceeds its carrying amount, then we conclude that no goodwill impairment has occurred and step two is not required. If the carrying amount of a reporting unit exceeds its estimated fair value, a potential impairment is indicated, and step two is performed. In step two, we compare the carrying amount of the reporting unit's goodwill to its implied fair value. In calculating the implied fair value of reporting unit's goodwill, the fair value of the reporting unit is allocated to all of the other assets and liabilities, including unrecognized intangible assets, of that reporting unit based on their fair values, similar to the allocation that occurs in a business combination. The excess of the fair value of a reporting unit over the amount assigned to its other assets and liabilities is the implied fair value of goodwill. If the carrying value of goodwill exceeds its implied fair value, an impairment charge is recognized in an amount equal to that excess. If the implied fair value of goodwill exceeds the carrying amount, goodwill is not impaired.

In estimating the fair value of reporting units, we make estimates and judgments about future cash flows and market valuations using a combination of income and market approaches, as appropriate. We primarily rely upon a discounted cash flow analysis, an income-based approach, which includes assumptions for, among others, discount rates, cash flow projections, growth rates and terminal value rates, all of which require various significant estimates and judgments. This type of analysis contains uncertainties because it requires management to make assumptions and apply judgment to estimate industry economic factors and the profitability of future business strategies. It is our policy to conduct impairment testing based on our current business strategy in light of present industry and economic conditions, as well as our future expectations. We have not made material changes in the accounting methodology we use to assess goodwill impairment during the past three years. Changes in the estimates, assumptions and other qualitative factors used to conduct goodwill impairment tests, including future cash flow projections, could indicate that our goodwill is impaired in future periods and result in a potentially material impairment of goodwill. During the preparation of the annual impairment analysis there were indicators that an impairment may exist with respect to the Company's Apparel Segment. Therefore, the execution of the formal impairment analysis with respect to the Company's Apparel Segment was accelerated. During the preparation of the impairment testing analysis on the Apparel Segment, it was determined that an estimated impairment charge of \$55.9 million was required to the Apparel Segment's recorded goodwill, or 100% of the recorded value of such goodwill prior to such impairment charge, to reduce the carrying value to its estimated fair value.

To test impairment of acquired indefinite-lived intangible assets (i.e. trademarks and trade names), the fair values are estimated and compared to their carrying values. We recognize an impairment charge when the estimated fair value of the intangible asset is less than the carrying value. We estimate the fair value of trademarks and trade names based on an income-based approach the relief from royalty method. This methodology assumes that, in lieu of ownership, a third party would be willing to pay a royalty in order to exploit the related benefits of these types of assets. This approach is dependent on a number of factors, including estimates of future growth and trends, royalty rates in the category of intellectual property, discount rates and other variables. For the indefinite-lived trademark/trade name impairment analysis conducted with respect to our Apparel Segment for fiscal year 2015, we concluded that we needed to take an estimated non-cash impairment charge of \$37.4 million to trademarks related to our Apparel Segment, or approximately 74% of the recorded value of such trademarks prior to such impairment charge.

While our impairment analysis process is substantially complete with respect to our Apparel Segment and the impairment expense recorded is based on the best information currently available, we will finalize the analysis during the fourth quarter and adjust the estimate if necessary. During the same time period, we will also complete the impairment analysis of our Print Segment as no impairment indicators were noted during our initial review.

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We believe our businesses will generate sufficient undiscounted cash flow to more than recover the investments we have made in property, plant and equipment, as well as the goodwill and other intangibles recorded as a result of our acquisitions, as adjusted, absent some unforeseen occurrences or triggering events.

Revenue is generally recognized upon shipment of products. Net sales consist of gross sales invoiced to customers, less certain related charges, including discounts, returns and other allowances. Returns, discounts and other allowances have historically been insignificant. In some cases and upon customer request, we print and store custom print product for customer specified future delivery, generally within twelve months. In this case, risk of loss from obsolescence passes to the customer, the customer is invoiced under normal credit terms and revenue is recognized when manufacturing is complete. Approximately \$3.8 million and \$10.3 million of revenue were recognized under these agreements during the three and nine months ended November 30, 2014, respectively, as compared to \$3.6 million and \$10.4 million during the three and nine months ended November 30, 2013, respectively.

We maintain an allowance for doubtful receivables to reflect estimated losses resulting from the inability of customers to make required payments. On an on-going basis, we evaluate the collectability of accounts receivable based upon historical collection trends, current economic factors, and the assessment of the collectability of specific accounts. We evaluate the collectability of specific accounts using a combination of factors, including the age of the outstanding balances, evaluation of customers' current and past financial condition and credit scores, recent payment history, current economic environment, discussions with our sales managers, and discussions with the customers directly.

Our inventories are valued at the lower of cost or market. We regularly review inventory values on hand, using specific aging categories, and write down inventory deemed obsolete and/or slow-moving based on historical usage and estimated future usage to its estimated market value. As actual future demand or market conditions may vary from those projected by management, adjustments to inventory valuations may be required.

As part of the process of preparing our consolidated financial statements, we are required to estimate our income taxes in each jurisdiction in which we operate. This process involves estimating our actual current tax exposure together with assessing temporary differences resulting from different treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included in our consolidated balance sheets. We must then assess the likelihood that our deferred tax assets will be recovered based on our history of earnings expectations for future taxable income, including taxable income in prior carry-back years, as well as future taxable income. To the extent we believe that recovery is not likely, we must establish a valuation allowance. To the extent we establish a valuation allowance, we must include an expense within the tax provision in the consolidated statements of earnings. In the event that actual results differ from these estimates, our provision for income taxes could be materially impacted.

In addition to the above, we also have to make assessments as to the adequacy of our accrued liabilities, more specifically our liabilities recorded in connection with our workers compensation and health insurance, as these plans are self-funded. To help us in this evaluation process, we routinely get outside third-party assessments of our potential liabilities under each plan.



In view of such uncertainties, investors should not place undue reliance on our forward-looking statements since such statements speak only as of the date when made. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

**Results of Operations**

The discussion that follows provides information which we believe is relevant to an understanding of our results of operations and financial condition. The discussion and analysis should be read in conjunction with the accompanying consolidated financial statements and notes thereto, which are incorporated herein by reference. This analysis is presented in the following sections:

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*Consolidated Summary* this section provides an overview of our consolidated results of operations for the three and nine months ended November 30, 2014 and November 30, 2013.

*Segment Operating Results* this section provides an analysis of our net sales, gross profit margin and operating income by segment.

*Consolidated Summary*

Condensed Statements of Earnings - Data (Dollars in thousands)	Three Months Ended November 30,				Nine Months Ended November 30,			
	2014		2013		2014		2013	
Products sold	\$ 146,971	100.0%	\$ 136,550	100.0%	\$ 439,998	100.0%	\$ 410,304	
Cost of goods sold	110,455	75.2	98,791	72.3	329,906	75.0	300,091	
Gross profit margin	36,516	24.8	37,759	27.7	110,092	25.0	110,213	
General and administrative	23,817	16.2	22,340	16.4	67,436	15.3	65,628	
Amortization of goodwill and trademarks	93,324	63.5			93,324	21.2		
Gain on disposal of assets	(15)		(15)		(19)		(270)	
(Loss) from operations	(80,610)	(54.9)	15,434	11.3	(50,649)	(11.5)	44,855	
Expense, net	(125)	(0.1)	(595)	(0.4)	(1,438)	(0.3)	(958)	
(Loss) before income taxes	(80,735)	(55.0)	14,839	10.9	(52,087)	(11.8)	43,897	
Benefit for income taxes	(9,556)	(6.6)	5,490	4.1	1,044	0.2	16,241	
Net earnings (loss)	\$ (71,179)	(48.4)%	\$ 9,349	6.8%	\$ (53,131)	(12.0)%	\$ 27,656	
<b>Pre-impairment Earnings (Dollars in thousands)</b>								
(Loss) from operations - GAAP	\$ (80,610)	(54.9)%	\$ 15,434	11.3%	\$ (50,649)	(11.5)%	\$ 44,855	
Amortization charge	(93,324)	(63.5)			(93,324)	(21.2)		
(Loss) from operations, pre-impairment	12,714	8.6	15,434	11.3	42,675	9.7	44,855	
Expense, net	(125)	(0.1)	(595)	(0.4)	(1,438)	(0.3)	(958)	
(Loss) before income taxes	12,589	8.5	14,839	10.9	41,237	9.4	43,897	
Benefit for income taxes	4,657	3.1	5,490	4.1	15,257	3.5	16,241	

ings, pre-impairment	\$ 7,932	5.4%	\$ 9,349	6.8%	\$ 25,980	5.9%	\$ 27,656
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### Three months ended November 30, 2014 compared to three months ended November 30, 2013

*Net Sales.* Our consolidated net sales were \$147.0 million for the quarter ended November 30, 2014, compared to \$136.6 million for the same quarter last year, or an increase of 7.6%. Print sales increased by 8.9% on a comparable quarter basis, from \$89.7 million to \$97.7 million. Our apparel sales, on a comparable quarter basis, increased from \$46.9 million to \$49.3 million, or 5.1%. Our apparel volume, which is continuing to be impacted by marketplace pricing pressures was up 2.2% for the period. This increase in volume was improved by a 2.9% increase in our average selling price per unit.

*Cost of Goods Sold.* Our manufacturing costs increased by \$11.7 million, from \$98.8 million for the three months ended November 30, 2013 to \$110.5 million for the three months ended November 30, 2014, or 11.8%. Our consolidated gross profit margin ( margin ) decreased from 27.7% to 24.8% for the quarter ended November 30, 2013 and November 30, 2014, respectively. Our print margin decreased from 30.8% to 30.2%, and our Apparel margin decreased from 21.7% to 14.2% due to higher input and higher manufacturing costs due to lower production volumes.

*Selling, general and administrative expense.* For the three months ended November 30, 2014, our selling, general and administrative expenses were \$23.8 million, or 16.2% of sales, compared to \$22.3 million, or 16.4% of sales for the three months ended November 30, 2013. Although our selling, general and administrative expenses increased on a dollar basis, due to recent print acquisitions, they decreased on a percentage of sales basis. We would expect these costs will continue to improve as we are to further integrate our print acquisitions into our operating systems/environment.

*Impairment of goodwill and trademarks.* The goodwill impairment charge was primarily driven by marketplace pricing pressures and a challenging retail environment which has negatively impacted the forecasted cash flows of our Apparel Segment. During the preparation of the annual impairment analysis there were indicators that an impairment may exist with respect to the Company's Apparel Segment. Therefore, the execution of the formal impairment analysis with respect to the Company's Apparel Segment was accelerated into the third

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quarter. As a result, after conducting our annual impairment testing relating to our Apparel Segment, we determined that an estimated impairment charge of \$93.3 million, or approximately 88% (comprised of a \$55.9 million, or 100% charge to goodwill and a \$37.4 million, or approximately 74% charge to trademarks) was required to reduce the carrying values of their reporting unit assets to their fair values. While our impairment analysis process is substantially complete with respect to our Apparel Segment and the impairment expense recorded is based on the best information currently available, we will finalize the analysis during the fourth quarter and adjust the estimate if necessary. During the same time period, we will also complete the impairment analysis of our Print Segment as no impairment indicators were noted during our initial review.

*Gain from disposal of assets.* The gain of \$15,000 during the current quarter related primarily to the sale of manufacturing equipment. The gain of \$15,000 for the three months ended November 30, 2013 related primarily to the sale of miscellaneous manufacturing equipment.

*Income from operations.* Our income (loss) from operations for the three months ended November 30, 2014 was \$(80.6) million or (54.9)% of sales, as compared to \$15.4 million, or 11.3% of sales for the three months ended November 30, 2013. The decrease in our income (loss) from operations during the three months ended November 30, 2014 resulted primarily from the non-cash impairment charge of \$93.3 million to goodwill and trademarks. Excluding the impairment charge, our Non-GAAP income from operations would have been \$12.7 million, or 8.7% of sales.

*Other income and expense.* Interest expense increased from \$0.3 million for the three months ended November 30, 2013 to \$0.5 million for the three months ended November 30, 2014. The increase in our interest expense during the quarter related to the increased level of debt outstanding which related to the funding of our various print acquisitions.

*Provision for income taxes.* Our effective tax rate for the three months ended November 30, 2014 was 11.8% as compared to 37.0% for the three months ended November 30, 2013. The decrease in our effective tax rate for the quarter ending November 30, 2014 was due to a non-deductible goodwill impairment charge of \$55.9 million and a trademarks impairment charge of \$37.4 million.

*Net earnings.* Due to the above factors, our net earnings (loss) for the three months ended November 30, 2014 were \$(71.2) million, or (48.4)% of sales, as compared to \$9.3 million, or 6.8% of sales for the three months ended November 30, 2013. Our basic and diluted earnings (loss) per share were \$(2.76) per share for the three months ended November 30, 2014, as compared to \$0.36 per share for the three months ended November 30, 2013. Excluding the impairment charge, our Non-GAAP earnings for the quarter would have been approximately \$7.9 million, or \$0.31 per diluted share.

**Nine months ended November 30, 2014 compared to nine months ended November 30, 2013**

*Net Sales.* For the nine month period, our net consolidated sales increased from \$410.3 million to \$440.0 million, or 7.2%. Our print sales, bolstered by the impact of recent acquisitions, increased \$33.8 million, or 13.5%, from \$250.1 million to \$283.9 million for the nine month period. Our apparel sales, which continue to be negatively impacted by

marketplace pricing pressures, decreased by \$4.1 million, or 2.6%, from \$160.2 million to \$156.1 million.

*Cost of Goods Sold.* Our manufacturing costs increased by \$29.8 million from \$300.1 million, or 73.1% of sales for the nine months ended November 30, 2013 to \$329.9 million, or 75.0% of sales for the comparable period this year. Overall our margin decreased from 26.9% to 25.0% for the nine months ended November 30, 2013 and 2014, respectively. Our print margin increased during the period from 30.2% to 30.6%, while our apparel margin decreased from 21.7% to 14.8% due to higher input and manufacturing costs due to lower production volumes and lower selling prices.

*Selling, general and administrative expense.* For the nine months ended November 30, 2014, our selling, general and administrative expenses were \$67.4 million compared to \$65.6 million for the nine months ended November 30, 2013. The increase

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in these expenses on a dollar basis related primarily to our recent print acquisitions. However, while these expenses increased in a dollar basis, on a percentage of sales basis, they decreased from 16.0% to 15.3% due to our continued effort to eliminate redundant costs at these recent acquisitions. In addition, due to the continuing improvement in the overall aging of our receivables, we have been able to reduce our bad debt expense for the period by \$2.1 million.

*Impairment of goodwill and trademarks.* The goodwill impairment charge was primarily driven by marketplace pricing pressures and a challenging retail environment which has negatively impacted the forecasted cash flows of our Apparel Segment. During the preparation of the annual impairment analysis there were indicators that an impairment may exist with respect to the Company's Apparel Segment. Therefore, the execution of the formal impairment analysis with respect to the Company's Apparel Segment was accelerated. As a result, after conducting our annual impairment testing relating to our Apparel Segment, we determined that an estimated impairment charge of \$93.3 million, or approximately 88% (comprised of a \$55.9 million, or 100% charge to goodwill and a \$37.4 million, or approximately 74% charge to trademarks) was required to reduce the carrying values of those reporting unit assets to their fair values. While our impairment analysis process is substantially complete with respect to our Apparel Segment and the impairment expense recorded is based on the best information currently available, we will finalize the analysis during the fourth quarter and adjust the estimate if necessary. During the same time period, we will also complete the impairment analysis of our Print Segment as mentioned earlier.

*Gain from disposal of assets.* The gain from disposal of assets of \$19,000 for the nine months ended November 30, 2014 related primarily to the sale of manufacturing equipment. The gain from disposal of assets of \$270,000 for the nine months ended November 30, 2013 related primarily to the sale of our print facility located in San Antonio, Texas as well as the sale of miscellaneous manufacturing equipment.

*Income from operations.* Our income (loss) from operations for the nine months ended November 30, 2014 was \$(50.6) million, or (11.5)% of sales compared to \$44.9 million, or 10.9% of sales for the same period last year, or a decrease of \$95.5 million, or 212.7%. The decrease in our income (loss) from operations during the nine months ended November 30, 2014 resulted primarily from the non-cash impairment charge of \$93.3 million to goodwill and trademarks. Excluding the impairment charge, our Non-GAAP income from operations would have been \$42.7 million, or 9.7% of sales.

*Other income and expense.* Our interest expense increased from \$0.8 million for the nine months ended November 30, 2013 to \$1.5 million for the nine months ended November 30, 2014. The increase in our interest expense during the period related to the increased level of debt outstanding which related to the funding of our print acquisitions.

*Provision for income taxes.* Our effective tax rate for the nine months ended November 30, 2014 was (2.0)% as compared to 37.0% for the three months ended November 30, 2013. The decrease in our effective tax rate for the quarter ending November 30, 2014 was due to a non-deductible goodwill impairment charge of \$55.9 million and a trademarks impairment charge of \$37.4 million.

*Net earnings.* Due to the above factors, our net earnings (loss) for the nine months ended November 30, 2014 were \$(53.1) million, or (12.0) % of sales, compared to \$27.7 million, or 6.7% of sales for the nine months ended November 30, 2013. Our basic earnings (loss) per share for the nine months ended November 30, 2014 was \$(2.05) per share compared to \$1.06 per share for the nine months ended November 30, 2013. Our diluted earnings (loss) per share for the nine months ended November 30, 2014 was \$(2.05) per share compared to \$1.06 per share for the nine months ended November 30, 2013. Excluding the impairment charge, our Non-GAAP earnings for the period would have been approximately \$26.0 million, or \$1.00 per diluted share.

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*Segment Operating Results*

Net Sales by Segment (in thousands)	Three months ended		Nine months ended	
	November 30,		November 30,	
	2014	2013	2014	2013
Print	\$ 97,652	\$ 89,671	\$ 283,917	\$ 250,063
Apparel	49,319	46,879	156,081	160,241
Total	\$ 146,971	\$ 136,550	\$ 439,998	\$ 410,304

**Print Segment.** Our net print sales, which represented 66% and 65% of our consolidated sales for the three and nine months ended November 30, 2014, were approximately \$97.7 million and \$283.9 million, respectively, compared to \$89.7 million and \$250.1 million for the three and nine months ended November 30, 2013, respectively, an increase of \$8.0 million or 8.9% for the quarter and an increase of \$33.8 million or 13.5% for the period. Our recent print acquisitions impacted our print sales during the quarter by \$12.3 million and \$47.3 million for the period. These increases were offset by sales declines at our other print locations of 4.8% for the quarter and 5.4% for the period due to normal print attrition and overall weak general economic environment.

**Apparel Segment.** Our net apparel sales, which represented 34% and 35% of our consolidated sales for the three and nine months ended November 30, 2014, were approximately \$49.3 million and \$156.1 million, respectively, compared to \$46.9 million and \$160.2 million for the three and nine months November 30, 2013, respectively, an increase of \$2.4 million, or 5.1% for the quarter and a decrease of \$4.1 million, or 2.6% for the period. For the quarter our volume was up 2.2% and our selling price was up 2.9% in comparison to prior year. For the year, our volume was basically flat, but our selling price was down 2.6% in comparison to prior year. Apparel Segment sales continue to be impacted by a rather anemic domestic retail environment, competitor's pricing pressures, and continued international competition due to relaxed import restrictions. We have recently introduced new sales programs and entered into new sales channels which we think should allow us to grow our revenue and improve our operating results. However, whether or not we will be successful in these endeavors is unknown at this point.

Gross Profit by Segment (in thousands)	Three months ended		Nine months ended	
	November 30,		November 30,	
	2014	2013	2014	2013
Print	\$ 29,504	\$ 27,585	\$ 86,944	\$ 75,481
Apparel	7,012	10,174	23,148	34,732



Total	\$ 36,516	\$ 37,759	\$ 110,092	\$ 110,213
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**Print Segment.** Our print gross profit margin for the three and nine months ended November 30, 2014 was \$29.5 million and \$86.9 million respectively, as compared to \$27.6 million and \$75.5 million for the three and nine months ended November 30, 2013, respectively. For the quarter, print margin decreased from 30.8% to 30.2% compared to the same quarter last year, and increased from 30.2% to 30.8% compared to the same period last year. This is due primarily to our continued elimination of redundant costs associated with prior year acquisitions as we convert them onto our computer systems and into our production processes.

**Apparel Segment.** Our apparel gross profit margin for the three and nine months ended November 30, 2014 was \$7.0 million and \$23.1 million, respectively, as compared to \$10.2 million and \$34.7 million for the three and nine months ended November 30, 2013, respectively. As a percent of sales, our apparel margin was 14.2% and 14.8% for the three and nine months ended November 30, 2014, respectively, as compared to 21.7% and 21.7% for the three and nine months ended November 30, 2013, respectively. Our apparel margin continues to be negatively impacted by higher input costs, lower selling prices due to marketplace selling pressures, and lower manufacturing efficiencies due to lower production volumes and the introduction of new manufactured products, where the production efficiencies are not at the same level as mature products, relating to the new sales initiatives.

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Profit by Segment (in thousands)	Three months ended		Nine months ended	
	November 30, 2014	2013	November 30, 2014	2013
Print	\$ 17,100	\$ 16,040	\$ 50,877	\$ 43,094
Apparel	(93,218)	3,014	(91,131)	13,283
Total	(76,118)	19,054	(40,254)	56,377
Less corporate expenses	4,617	4,215	11,833	12,480
<b>Earnings (loss) before income taxes</b>	<b>\$ (80,735)</b>	<b>\$ 14,839</b>	<b>\$ (52,087)</b>	<b>\$ 43,897</b>

**Print Segment.** Our print profit for the three and nine months ended November 30, 2014 was \$17.1 million and \$50.9 million, respectively, as compared to \$16.0 million and \$43.1 million for the three and nine months ended November 30, 2013, respectively. As a percent of sales, our print profits decreased slightly from 17.9% to 17.5% for the comparable quarters and increased from 17.2 % to 17.9% compared to the same period last year due to improving operational performance of our prior year acquisitions.

**Apparel Segment.** During the third quarter ending November 30, 2014, we recorded an estimated non-cash impairment charge of \$93.3 million, or approximately 88% (comprised of a \$55.9 million, or 100% charge to goodwill and a \$37.4 million, or approximately 74% charge to trademarks). Our Apparel Segment profits, absent this charge for the three and nine months, would have been \$0.1 million and \$2.2 million, respectively. As a percent of sales, our Apparel Segment pre-impairment profits were 0.2% and 1.4% of sales for the three and nine months ending November 30, 2014, respectively. Our Apparel Segment continues to be impacted by the rather weak domestic retail environment, marketplace pricing pressures, and increased international competition due to relaxed import restrictions.

Liquidity and Capital Resources

(Dollars in thousands)	November 30, 2014	February 28, 2014
Working Capital	\$ 178,690	\$ 172,266
Cash	\$ 14,668	\$ 5,316

**Working Capital.** Our working capital increased approximately \$6.4 million or 3.7%, from \$172.3 million at February 28, 2014 to \$178.7 million at November 30, 2014. Our current ratio, calculated by dividing our current assets by our current liabilities, increased from 5.1 to 1.0 at February 28, 2014 to 5.3 to 1.0 at November 30, 2014. The increase in our working capital related primarily to the increase in our cash of approximately \$9.4 million and an increase in our prepaid items of approximately \$2.0 million. These increases were offset by a decrease in our inventory of \$4.9 million.

<i>(Dollars in thousands)</i>	<b>Nine months ended November 30,</b>	
	<b>2014</b>	<b>2013</b>
Net Cash provided by operating activities	\$ 46,398	\$ 38,571
Net Cash used in investing activities	\$ (12,386)	\$ (64,912)
Net Cash provided by (used in) financing activities	\$ (24,187)	\$ 28,912

***Cash flows from operating activities.*** Cash provided by operating activities increased by \$7.8 million from \$38.6 million for the nine months ended November 30, 2013 to \$46.4 million for the nine months ended November 30, 2014. Our increased operational cash flows in comparison to the comparable period last year was primarily due to the impact of apparel inventory on our operating cash. Last year our apparel inventory used approximately \$7.8 million in cash, while this year it provided \$6.1 million. In addition, our accounts receivable during the current period provided approximately \$2.3 million more than the comparable period last year. These increases were offset by decreases of \$4.3 million in our prepaid expenses, \$1.8 million in accounts payable and accrued expenses, and \$0.7 million in our liability for pension benefits.

***Cash flows from investing activities.*** Cash used in investing activities decreased \$52.5 million from \$64.9 million to \$12.4 million for the nine months ended November 30, 2013 and 2014, respectively. This was primarily due to \$51.0 million less cash used in our print acquisitions in the current period as well as \$2.4 million less cash used for capital expenditures.

***Cash flows from financing activities.*** We used \$53.1 million more in cash this period, than during the same period last year. We used \$25.0 million in cash last year to pay down our debt as opposed to only \$15.0 million this year. In addition, we borrowed \$63.0 million on our line of credit last year as opposed to only borrowing \$11.0 million this year. We also used \$4.5 million more in cash this year to pay dividends and \$6.6 million more to repurchase our common stock under our stock repurchase program. The reduction in the payment of dividends in the comparable period last year was due to the action taken by the Board, whereby, due to tax law uncertainties, the Board of Directors felt it appropriate to advance the payment of the normal January 2013 and May 2013 dividend payments into December 2012.

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**Credit Facility.** On September 19, 2013, we entered into the Third Amendment and Consent to Second Amended and Restated Credit Agreement (the Agreement) with a syndicate of lenders led by Bank of America, N.A. (the Facility). The Amendment amends and restates the financial covenant relating to Minimum Tangible Net Worth. The amended covenant requires a Minimum Tangible Net Worth of \$100 million, with step-ups equal to 25% of consolidated net income. The Facility provides us access to \$150.0 million in revolving credit, which we may increase to \$200.0 million in certain circumstances, and matures on August 18, 2016. The Facility bears interest at the London Interbank Offered Rate (LIBOR) plus a spread ranging from 1.0% to 2.25% (LIBOR + 1.5% or 1.7% at November 30, 2014 and 1.49% at November 30, 2013), depending on our ratio of total funded debt to the sum of net earnings plus interest, tax, depreciation, amortization and impairment (Adjusted EBITDA). As of November 30, 2014, we had \$101.5 million of borrowings under the revolving credit line and \$2.8 million outstanding under standby letters of credit arrangements, leaving us availability of approximately \$45.7 million. The Facility contains financial covenants, restrictions on capital expenditures, acquisitions, asset dispositions, and additional debt, as well as other customary covenants, such as our minimum tangible equity level and total funded debt to Adjusted EBITDA ratio. We were in compliance with all these covenants as of November 30, 2014. The Facility is secured by substantially all of our domestic assets as well as all capital securities of each of the Company's U.S. subsidiaries and 65% of all capital securities of each of the Company's direct foreign subsidiaries.

It is anticipated that the available line of credit is sufficient to cover working capital requirements for the foreseeable future, should it be required.

**Pension Plan** We are required to make contributions to our Pension Plan. These contributions are required under the minimum funding requirements of the Employee Retirement Income Security Act of 1974 (ERISA). Due to the recent enactment of the Moving Ahead for Progress in the 21<sup>st</sup> Century Act (MAP-21) in July 2012, which effectively raises the discount rates mandated for determining the value of a plan's benefit liability and annual cost of accruals, our minimum required contribution to the Pension Plan is zero for the Pension Plan year ending February 28, 2015. However, we expect to make a cash contribution to the Pension Plan of between \$2.0 million and \$3.0 million during fiscal year 2015. We made contributions of \$3.0 million to our Pension Plan during fiscal 2014. As our Pension Plan assets are invested in marketable securities, fluctuations in market values could potentially impact our funding status, associated liabilities recorded and future required minimum contributions. At November 30, 2014, we had an unfunded pension liability recorded on our balance sheet of \$2.7 million.

**Inventories** We believe our inventory levels are sufficient to satisfy our customer demands and we anticipate having adequate sources of raw materials to meet future business requirements. We have long-term contracts in effect with paper and yarn suppliers that govern prices, but do not require minimum purchase commitments. Certain of our rebate programs do, however, require minimum purchase volumes. Management anticipates meeting the required volumes.

**Capital Expenditures** We expect our capital requirements for our current fiscal year, exclusive of capital required for possible acquisitions, will be within our historical levels of between \$4.0 million and \$5.0 million. To date we have spent approximately \$1.6 million on capital expenditures. We expect to fund these expenditures through existing cash flows.



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We rely on our cash flows generated from operations and the borrowing capacity under our Facility to meet cash requirements of our business. The primary cash requirements of our business are payments to vendors in the normal course of business, capital expenditures, debt repayments and related interest payments, contributions to our pension plan, and the payment of dividends to our shareholders. We expect to generate sufficient cash flows from operations supplemented by our Facility as required to cover our operating and capital requirements for the foreseeable future.

***Contractual Obligations & Off-Balance Sheet Arrangements*** There have been no significant changes in our contractual obligations since February 28, 2014 that have, or are reasonably likely to have, a material impact on our results of operations or financial condition. We had no off-balance sheet arrangements in place as of November 30, 2014.

**Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

**Market Risk**

***Interest Rates***

We are exposed to interest rate risk on short-term and long-term financial instruments carrying variable interest rates. We may from time to time utilize interest rate swaps to manage overall borrowing costs and reduce exposure to adverse fluctuations in interest rates. We do not use derivative instruments for trading purposes. Our variable rate financial instruments, consisting of the outstanding credit facility, totaled \$101.5 million at November 30, 2014. The annual impact on our results of operations of a one-point interest rate change on the outstanding balance of the variable rate financial instruments as of November 30, 2014 would be approximately \$1.0 million.

***Foreign Exchange***

We have global operations and thus make investments and enter into transactions in various foreign currencies. The value of our consolidated assets and liabilities located outside the United States (translated at period end exchange rates) and income and expenses (translated using average rates prevailing during the period), generally denominated in Pesos and Canadian Dollars, are affected by the translation into our reporting currency (the U.S. Dollar). Such translation adjustments are reported as a separate component of consolidated statements of comprehensive income. In future periods, foreign exchange rate fluctuations could have an increased impact on our reported results of operations. A sensitivity analysis to changes in the value of the U.S. dollar on foreign currency denominated investments and monetary assets and liabilities indicated that if the U.S. dollar uniformly strengthened by 10% against all currency exposures of the Company at November 30, 2014, the decrease in fair value and results of operations would be approximately \$0.2 million.

This market risk discussion contains forward-looking statements. Actual results may differ materially from this discussion based upon general market conditions and changes in domestic and global financial markets.

**Item 4. CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures.** A review and evaluation were carried out under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended (the Exchange Act )) as of the end of the period covered by this Quarterly Report on Form 10-Q, pursuant to Exchange Act Rule 13a-15. Based upon that review and evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that our disclosure controls and procedures as of November 30, 2014 are effective to ensure that information required to be disclosed by us in the reports filed or submitted by us under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and include controls and procedures designed to ensure that information required to be disclosed by us in such reports is accumulated and communicated to our management, including our principal executive and financial officers as appropriate to allow timely decisions regarding required

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disclosure. Due to the inherent limitations of control systems, not all misstatements may be detected. Those inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple errors or mistakes. Additionally, controls could be circumvented by the individual acts of some persons or by collusion of two or more people. Our controls and procedures can only provide reasonable, not absolute, assurance that the above objectives have been met.

There were no changes in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Exchange Act Rule 13a-15 that occurred during our fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting ended November 30, 2014.

**PART II. OTHER INFORMATION**

**Item 1. Legal Proceedings**

There are no material pending proceedings, other than ordinary routine litigation incidental to the business, to which the Company or any of its subsidiaries is a party or of which any of their property is subject.

**Item 1A. Risk Factors**

There have been no material changes in our Risk Factors as previously discussed in our Annual Report on Form 10-K for the year ended February 28, 2014.

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

Under the Company's stock repurchase plan which was approved by our Board of Directors on October 20, 2008, the Company was authorized to repurchase up to \$5.0 million of the Company's common stock. On April 20, 2012, the Board increased the authorized amount available to repurchase our shares by an additional \$5.0 million, bringing the total to \$10.0 million. As of November 30, 2014, the Company has repurchased 682,192 shares under the repurchase program since its inception at an average price per share of \$13.76, leaving approximately \$0.6 million available to purchase shares under the program. Unrelated to the stock repurchase program, the Company purchased 81 shares of common stock from non-officer employees during the nine months ended November 30, 2014 at an average price of \$14.15 per share.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly	Maximum Amount that May Yet Be Used to Purchase Shares
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	<b>Announced Program</b>		<b>Under the Program(1)</b>	
September 1, 2014 - September 30, 2014	68,781	\$ 13.09	68,700	\$ 4,210,596
October 1, 2014 - October 31, 2014	259,039	\$ 13.90	259,039	\$ 610,497
November 1, 2014 - November 30, 2014		\$		\$ 610,497
<b>Total</b>	327,820	\$ 13.73	327,739	\$ 610,497

(1) On December 19, 2014, the Board increased the authorized amount available to repurchase the Company's shares by an additional \$10.0 million, leaving approximately \$10.6 million now available under the repurchase program.

**Items 3, 4 and 5 are not applicable and have been omitted**

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The following exhibits are filed as part of this report.

Exhibit Number	Description
Exhibit 3.1(a)	Restated Articles of incorporation, as amended through June 23, 1983 with attached amendments dated June 20, 1985, July 31, 1985 and June 16, 1988, incorporated herein by reference to Exhibit 5 to the Registrant's Annual Report on Form 10-K for the fiscal year ended February 28, 1993 (File No. 001-05807).
Exhibit 3.1(b)	Amendment to Articles of Incorporation, dated June 17, 2004, incorporated herein by reference to Exhibit 3.1(b) to the Registrant's Annual Report on Form 10-K for the fiscal year ended February 28, 2007 (File No. 001-05807).
Exhibit 3.2	Third Amended and Restated Bylaws of Ennis, inc., dated April 17, 2014, incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K files on April 21, 2014 (File No. 001-05807).
Exhibit 10.1	Third Amendment and Consent to Second Amended and Restated Credit Agreement between Ennis, inc., each of the other co-borrowers who are parties, Bank of America, N.A. as Administrative Agent, Swing Line Lender and L/C Issuer, Regions Bank, as Syndication Agent, Comerica Bank, as Documentation Agent and the other lenders who are parties, dated as of September 20, 2013 herein incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K file on September 20, 2013 (File No. 001-05807).
Exhibit 10.2	2004 Long-Term Incentive Plan, as amended and restated effective June 30, 2011, incorporated herein by reference to Appendix A of the Registrant's Form DEF 14A files on May 26, 2011.
Exhibit 10.3	Amended and Restated Chief Executive Officer Employment Agreement between Ennis, inc. and Keith S. Walters, effective as of December 19, 2008, herein incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K file on January 20, 2009 (File No. 001-05807).
Exhibit 10.4	Amended and Restated Executive Employment Agreement between Ennis, inc. and Michael D. Magill, effective as of December 19, 2008, herein incorporated by reference to Exhibit 10.2 to the Registrant's Form 8-K file on January 20, 2009 (File No. 001-05807).
Exhibit 10.5	Amended and Restated Executive Employment Agreement between Ennis, inc. and Ronald M. Graham, effective as of December 19, 2008, herein incorporated by reference to Exhibit 10.3 to the Registrant's Form 8-K file on January 20, 2009 (File No. 001-05807).
Exhibit 10.6	

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Amended and Restated Executive Employment Agreement between Ennis, inc. and Richard L. Travis, Jr., effective as of December 19, 2008, herein incorporated by reference to Exhibit 10.4 to the Registrant's Form 8-K file on January 20, 2009 (File No. 001-05807).

- Exhibit 10.7 Amended and Restated Executive Employment Agreement between Ennis, inc. and Irshad Ahmad, effective as of December 19, 2008, herein incorporated by reference to Exhibit 10.5 to the Registrant's Form 8-K file on January 20, 2009 (File No. 001-05807).
- Exhibit 31.1 Certification Pursuant to Rule 13a-14(a) of Chief Executive Officer.\*
- Exhibit 31.2 Certification Pursuant to Rule 13a-14(a) of Chief Financial Officer.\*
- Exhibit 32.1 Section 1350 Certification of Chief Executive Officer.\*\*

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**ENNIS, INC. AND SUBSIDIARIES**

**FORM 10-Q**

**FOR THE PERIOD ENDED NOVEMBER 30, 2014**

Exhibit Number	Description
Exhibit 32.2	Section 1350 Certification of Chief Financial Officer.**
Exhibit 101	The following information from Ennis, Inc.'s Quarterly Report on Form 10-Q for the quarter ended November 30, 2014, filed on January 9, 2015, formatted in XBRL: (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Earnings, (iii) Consolidated Statements of Comprehensive Income, (iv) Consolidated Statements of Cash Flows, and (v) the Notes to Consolidated Financial Statements, tagged as blocks of text and in detail.

\* Filed herewith

\*\* Furnished herewith

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**ENNIS, INC. AND SUBSIDIARIES**  
**FORM 10-Q**  
**FOR THE PERIOD ENDED NOVEMBER 30, 2014**

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.

ENNIS, INC.

Date: January 9, 2015

/s/ Keith S. Walters  
Keith S. Walters  
Chairman, Chief Executive Officer and President

Date: January 9, 2015

/s/ Richard L. Travis, Jr.  
Richard L. Travis, Jr.  
V.P. Finance and CFO, Treasurer and Principal  
Financial and Accounting Officer

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Exhibit 32.2

Section 1350 Certification of Chief Financial Officer.\*\*

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