MILLER HERMAN INC
Form 10-Q
October 06, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

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

For Quarter Ended August 28, 2010 Commission File No. 001-15141F

HERMAN MILLER, INC.

A Michigan Corporation ID No. 38-0837640

855 East Main Avenue, Zeeland, MI 49464-0302 Phone (616) 654 3000

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, and (2) has been subject to such filing requirements for the past 90 days.
Yes [X] 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 (§ 229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes [X] 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 definition of “large accelerated filer,” “accelerated filer,” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.
Large accelerated filer [X] Accelerated filer [_] Non-accelerated filer [_] 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]

Common Stock Outstanding at October 1, 2010 - 57,090,876 shares

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HERMAN MILLER, INC. FORM 10-Q
FOR THE QUARTER ENDED AUGUST 28, 2010
INDEX

	Page No.
Part I — Financial Information	
Item 1 Condensed Consolidated Balance Sheets — August 28, 2010, and May 29, 2010	3
Condensed Consolidated Statements of Operations — Three Months Ended August 28, 2010, and August 29, 2009	4
Condensed Consolidated Statements of Cash Flows — Three Months Ended August 28, 2010, and August 29, 2009	5
Notes to Condensed Consolidated Financial Statements	6
Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations	27
Item 3 Quantitative and Qualitative Disclosures about Market Risk	35
Item 4 Controls and Procedures	37
Part II — Other Information	
Item 1 Legal Proceedings	38
Item 1A Risk Factors	38
Item 2 Unregistered Sales of Equity Securities and Use of Proceeds	38
Item 3 Defaults upon Senior Securities	39
Item 4 Reserved	39
Item 5 Other Information	39
Item 6 Exhibits	39
Signatures	40

HERMAN MILLER, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Dollars in Millions Except Share Data)
(Unaudited)

	August 28, 2010	May 29, 2010
ASSETS		
Current Assets:		
Cash and cash equivalents	$138.8	$134.8
Marketable securities	11.0	12.1
Accounts receivable, net	163.0	144.7
Inventories:		
Finished goods	40.4	32.9
Work in process	10.2	8.9
Raw materials	16.7	16.1
Total inventories	67.3	57.9
Prepaid expenses and other	47.5	45.2
Total current assets	427.6	394.7
Property and equipment, at cost	730.6	724.1
Less — accumulated depreciation	(558.2)	(548.9)
Net property and equipment	172.4	175.2
Other Assets:		
Goodwill and indefinite-lived intangibles	133.2	132.6
Other amortizable intangibles, net	25.0	25.0
Other noncurrent assets	43.3	43.1
Total other assets	201.5	200.7
Total Assets	$801.5	$770.6
LIABILITIES & SHAREHOLDERS' EQUITY		
Current Liabilities:		
Unfunded checks	$6.4	$4.3
Current maturities of long-term debt	100.0	100.0
Accounts payable	104.4	96.3
Accrued compensation and benefits	42.3	41.1
Unearned revenue	12.6	10.1
Accrued income tax and other taxes	9.9	6.5
Other accrued liabilities	65.2	54.7
Total current liabilities	340.8	313.0
Long-term Liabilities:		
Long-term debt, less current maturities	201.0	201.2
Pension and post-retirement benefits	127.5	124.2
Other liabilities	34.0	52.1
Total long-term liabilities	362.5	377.5
Total Liabilities	703.3	690.5
Shareholders' Equity:		
Preferred stock, no par value (10,000,000 shares authorized, none issued)	—	—
Common stock, $0.20 par value (240,000,000 shares authorized)	11.4	11.4

Additional paid-in capital	56.4	55.9
Retained earnings	167.3	152.4
Accumulated other comprehensive loss	(133.5)	(136.2)
Key executive deferred compensation plans	(3.4)	(3.4)
Total Shareholders' Equity	98.2	80.1
Total Liabilities and Shareholders' Equity	$801.5	$770.6

See accompanying notes to condensed consolidated financial statements

HERMAN MILLER, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Dollars in Millions, Except Per Share Data)
(Unaudited)

	Three Months Ended	
	August 28, 2010	August 29, 2009
Net Sales	$380.7	$324.0
Cost of Sales	257.1	216.5
Gross Margin	123.6	107.5
Operating Expenses	93.5	90.8
Restructuring and Other Related Expenses	0.9	2.6
Operating Earnings	29.2	14.1
Other Expenses (Income):		
Interest expense	5.0	5.9
Other, net	1.0	(0.1)
Earnings Before Income Taxes	23.2	8.3
Income Tax Expense (Credit)	7.1	(0.1)
Net Earnings	$16.1	$8.4
Earnings Per Share — Basic	$0.28	$0.15
Earnings Per Share — Diluted	$0.22	$0.14
Dividends Declared, Per Share	$0.0220	$0.0220

See accompanying notes to condensed consolidated financial statements

4

HERMAN MILLER, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in Millions)
(Unaudited)

	Three Months Ended	
	August 28, 2010	August 29, 2009
Cash Flows from Operating Activities:		
Net earnings	$16.1	$8.4
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	9.9	10.8
Stock-based compensation	0.8	1.2
Pension expense	3.3	3.2
Restructuring and other related expenses	0.9	2.6
Contingent consideration adjustment	(5.3)	(1.2)
Excess tax benefit due to stock options	0.3	0.4
Other, net	0.6	(2.4)
(Increase) Decrease in current assets	(30.7)	36.4
Increase (Decrease) in current liabilities	14.2	(32.6)
Increase (Decrease) in non-current liabilities	(0.1)	0.4
Net Cash Provided by Operating Activities	10.0	27.2
Cash Flows from Investing Activities:		
Notes receivable, net	—	(6.7)
Marketable security sales	1.3	—
Capital expenditures	(5.8)	(5.8)
Acquisitions, net of cash	—	(30.4)
Other, net	(1.2)	(0.5)
Net Cash Used for Investing Activities	(5.7)	(43.4)
Cash Flows from Financing Activities:		
Net long-term debt repayments	—	(75.0)
Dividends paid	(1.2)	(1.2)
Excess tax benefit due to stock options	(0.3)	(0.4)
Common stock issued	0.5	0.6
Common stock repurchased and retired	(0.6)	(0.7)
Net Cash Used for Financing Activities	(1.6)	(76.7)
Effect of Exchange Rate Changes on Cash and Cash Equivalents	1.3	0.3
Net Increase (Decrease) in Cash and Cash Equivalents	4.0	(92.6)
Cash and Cash Equivalents, Beginning of Period	134.8	192.9
Cash and Cash Equivalents, End of Period	$138.8	$100.3

See accompanying notes to condensed consolidated financial statements

HERMAN MILLER, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PRESENTATION

The condensed consolidated financial statements have been prepared by Herman Miller, Inc. ("the company"), without audit, in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. Management believes the disclosures made in this document are adequate with respect to interim reporting requirements.

In the opinion of management, the accompanying unaudited condensed consolidated financial statements, taken as a whole, contain all adjustments which are of a normal recurring nature necessary to present fairly the financial position of the company as of August 28, 2010, and the results of its operations and cash flows for the interim periods presented. Operating results for the three-month period ended August 28, 2010, are not necessarily indicative of the results that may be expected for the year ending May 28, 2011. It is suggested that these condensed consolidated financial statements be read in conjunction with the financial statements and notes thereto included in the company's Form 10-K filing for the year ended May 29, 2010. Certain prior year information has been reclassified to conform to the current year presentation.

2. NEW ACCOUNTING STANDARDS

In April 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update(ASU) No. 2010-13, Compensation-Stock Compensation (Topic 718)-Effect of Denominating the Exercise Price of a Share-Based Payment Award in the Currency of the Market in Which the Underlying Equity Security Trades - a consensus of the FASB Emerging Issues Task Force. The amendments in this Update are effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2010. Earlier application is permitted. The company does not expect the provisions of ASU 2010-13 to have a material effect on the financial position, results of operations or cash flows of the company.

In December 2009, the FASB issued ASU 2009-16, Transfers and Servicing (Topic 860)-Accounting for Transfers of Financial Assets. ASU 2009-16 revises previous authoritative guidance related to accounting for transfers of financial assets, and requires more disclosures about transfers of financial assets, including securitization transactions, and where entities have continuing exposure to the risks related to transferred financial assets. The company adopted the disclosure requirements of ASU 2009-16 in the first quarter of fiscal 2011.

In December 2009, the FASB issued ASU No. 2009-17, Consolidations (Topic 810)-Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities. ASU 2009-17 changes how a reporting entity determines when an entity that is insufficiently capitalized or is not controlled through voting (or similar rights) should be consolidated. ASU 2009-17 also requires a reporting entity to provide additional disclosures about its involvement with variable interest entities including the effect on financial statements and any significant changes in risk exposure due to that involvement. The company adopted the disclosure requirements of ASU 2009-17 in the first quarter of fiscal 2011.

3. FISCAL YEAR

The company's fiscal year ends on the Saturday closest to May 31. Fiscal 2011, the year ending May 28, 2011, and fiscal 2010, the year ending May 29, 2010, each contain 52 weeks. The first three months of fiscal 2011 and fiscal 2010 each contained 13 weeks.

4. FOREIGN CURRENCY TRANSLATION

The functional currency for significant foreign subsidiaries is the local currency. The cumulative effect of translating the balance sheet accounts from the functional currency into the United States dollar using period-end exchange rates and translating revenue and expense accounts using average exchange rates for the period is reflected as a component of “Accumulated other comprehensive loss” in the Condensed

Consolidated Balance Sheets. The financial statement impact resulting from remeasuring all foreign currency transactions into the appropriate functional currency, which was included in “Other Expenses (Income)” in the Condensed Consolidated Statements of Operations, was a net loss of $0.9 million for the three month period ended August 28, 2010. For the three month period ending August 29, 2009, the financial statement impact was a net loss of $0.1 million.

5. COMPREHENSIVE INCOME

Comprehensive income consists of net earnings, foreign currency translation adjustments, pension and post-retirement liability adjustments and unrealized holding gain (loss) on “available-for-sale” securities. Comprehensive income was $18.8 million and $9.3 million for the three months ended August 28, 2010, and August 29, 2009, respectively. The following table presents the components of “Accumulated other comprehensive loss” for the period indicated.

(In millions)	Foreign Currency Translation Adjustments	Pension and Post-Retirement Liability Adjustments (net of tax)	Unrealized Holding Period Gain (Loss) (net of tax)	Total Accumulated Other Comprehensive Loss
Balance, May 29, 2010	$(12.3)	$(123.8)	$(0.1)	$(136.2)
Other comprehensive income for the three months ended August 28, 2010	2.6	—	0.1	2.7
Balance, August 28, 2010	$(9.7)	$(123.8)	$—	$(133.5)

6. COMMON STOCK AND EARNINGS PER SHARE

The following table reconciles the numerators and denominators used in the calculations of basic and diluted earnings per share (EPS).

	Three Months Ended	
	August 28, 2010	August 29, 2009
Numerators:		
Numerator for basic EPS, net earnings (In millions)	$16.1	$8.4
Income from adjustments to contingent consideration that can be settled in common stock at the company's option, net of tax (In millions)	(3.3)	(0.7)
Numerator for diluted EPS, net earnings (In millions)	$12.8	$7.7
Denominators:		
Denominator for basic EPS, weighted-average common shares outstanding	56,976,466	55,164,729
Potentially dilutive shares resulting from stock plans and contingent consideration issued for acquisition	888,555	1,684,900
Denominator for diluted EPS	57,865,021	56,849,629

Options to purchase 2,702,551 and 2,768,468 shares of common stock for the three months ended August 28, 2010 and August 29, 2009, respectively, have not been included in the denominator for the computation of diluted earnings per share because they were anti-dilutive.

The company grants restricted stock and restricted stock units to certain key employees which are included in the denominator for diluted EPS. Each restricted stock unit represents one equivalent share of the company's common stock to be awarded, free of restrictions, after the vesting period. However, these shares do not entitle participants to the rights of shareholders of common stock, such as voting rights, and they are forfeitable at all times prior to the vesting date. Dividend-equivalent awards are credited and accumulate quarterly and are forfeitable at all times until vested.

On June 24, 2009 the company acquired Nemschoff Chairs, LLC (Nemschoff) and established liabilities for contingent consideration related to the acquisition. This contingent consideration may be settled in cash or stock at the discretion of the company and, therefore, any income or loss associated with adjustments to these liabilities is excluded from the numerator when computing diluted earnings per share. The number of shares required to settle the contingent consideration are included in the denominator of potentially dilutive shares.

7. STOCK-BASED COMPENSATION

The company accounts for stock-based compensation in accordance with the fair value recognition provisions of FASB ASC Topic 718, Compensation-Stock Compensation (“ASC Topic 718”). Compensation costs related to the company's stock-based compensation plans resulted in an expense of $0.8 million and $1.2 million for the three month periods ending August 28, 2010 and August 29, 2009, respectively. The related excess income tax benefit was $0.3 million and $0.4 million for the respective three-month periods.

Stock-based compensation expense recognized in the Condensed Consolidated Statements of Operations for the three months ended August 28, 2010 and August 29, 2009 has been reduced for estimated forfeitures, as it is based on awards ultimately expected to vest. ASC Topic 718 requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Forfeitures are estimated based on historical experience.

Stock Option Plans

The company has stock option plans under which options to purchase the company's stock are granted to employees and non-employee directors and officers at a price not less than the market price of the company's common stock on the date of grant. Under the current award program, all options become exercisable between one year and three years from date of grant and expire two to ten years from date of grant. The options are subject to graded vesting with the related compensation expense recognized on a straight-line basis over the requisite service period.

The company estimated the fair value of employee stock options on the date of grant using the Black-Scholes model. In determining these values, the following weighted-average assumptions were used for the periods indicated.

	Three Months Ended			
	August 28, 2010		August 29, 2009	
Risk-free interest rates [1]	2.03	%	2.84	%
Expected term of options [2]	5.5 years		5.5 years	
Expected volatility [3]	42	%	41	%
Dividend yield [4]	0.51	%	0.56	%
Weighted-average grant-date fair value of stock options:				
Granted with exercise prices equal to the fair market value of the stock on the date of grant	$6.787		$6.236	

(1) Represents the U.S. Treasury yield over the same period as the expected option term.
(2) Represents the period of time that options granted are expected to be outstanding. Based on analysis of historical option

8

exercise activity, the company has determined that all employee groups typically exhibit similar exercise and post-vesting termination behavior.
(3) Amount is determined based on analysis of historical price volatility of the company's common stock over a period equal to the expected term of the options. The company also utilizes a market-based or “implied volatility” measure, on exchange-traded options in the company's common stock, as a reference in determining this assumption.
(4) Represents the company's estimated cash dividend yield over the expected term of options.

Restricted Stock Grants
The company periodically grants restricted common stock to certain key employees. Shares are granted in the name of the employee, who has all the rights of a shareholder, subject to certain restrictions on transferability and risk of forfeiture. The grants are subject to either cliff-based or graded vesting over a period not to exceed five years, and are subject to forfeiture if the employee ceases to be employed by the company for certain reasons. After the vesting period, the risk of forfeiture and restrictions on transferability lapse. The company recognizes the related compensation expense on a straight-line basis over the requisite service period.

Restricted Stock Units
The company grants restricted stock units to certain key employees. This program provides that the actual number of restricted stock units awarded is based on the value of a portion of the participants long-term incentives compensation divided by the fair market value of the company stock on the date of grant. In some years the awards have been partially tied to the company's financial performance for the year in which the grant was based. The awards generally cliff-vest after a three-year service period, with prorated vesting under certain circumstances and continued vesting into retirement. Each restricted stock unit represents one equivalent share of the company's common stock to be awarded, free of restrictions, after the vesting period. Compensation expense related to these awards is recognized over the requisite service period, which includes any applicable performance period. Dividend equivalent awards are granted quarterly. The units do not entitle participants the rights of shareholders of common stock, such as voting rights until shares are issued after the vesting period.

Performance Share Units
The company has previously granted performance share units to certain key employees, none of which were granted prior to fiscal 2008. The number of units initially awarded was based on the value of a portion of the participant's long-term incentive compensation, divided by the fair value of the company's common stock on the date of grant. Each unit represents one equivalent share of the company's common stock. The number of common shares ultimately issued in connection with these performance share units is determined based on the company's financial performance over the related three-year service period. Compensation expense is determined based on the grant-date fair value and the number of common shares projected to be issued, and is recognized over the requisite service period.

Employee Stock Purchase Program
Under the terms of the company's Employee Stock Purchase Plan, four million shares of authorized common stock were reserved for purchase by plan participants at 85.0 percent of the market price. The company recognizes pre-tax compensation expense related to the market value discount.

8. SUPPLEMENTAL CASH FLOW INFORMATION

The company holds cash equivalents as part of its cash management function. Cash equivalents include money market funds, time deposit investments and treasury bills with original maturities of less than three months. All cash equivalents are high-credit quality financial instruments and the amount of credit exposure to any one financial institution or instrument is limited.

Cash payments for income taxes and interest were as follows.

	Three Months Ended	
(In millions)	August 28, 2010	August 29, 2009
Income taxes paid (refunded), net	$0.6	$(3.7)
Interest paid	$6.3	$6.3

9. FAIR VALUE MEASUREMENTS

The company follows the provisions of ASC Topic 820, Fair Value Measurements and Disclosures, for financial assets and liabilities, and for its non-financial assets and liabilities. In the first quarter of fiscal 2009, neither had a material impact on the company's consolidated financial statements. ASC Topic 820 provides a comprehensive framework for measuring the fair value of assets and liabilities and related disclosures about fair value measurements. Specifically, this Topic sets forth a definition of fair value, and establishes a hierarchy prioritizing the use of inputs in valuation techniques. This Topic defines levels within the hierarchy as follows:

- Level 1— Financial instruments with unadjusted, quoted prices listed on active market exchanges.
- Level 2 — Financial instruments lacking unadjusted, quoted prices from active market exchanges, including over-the-counter traded financial instruments. Financial instrument values are determined using prices for recently traded financial instruments with similar underlying terms and direct or indirect observational inputs, such as interest rates and yield curves at commonly quoted intervals.
- Level 3 — Financial instruments not actively traded on a market exchange and there is little, if any, market activity. Values are determined using significant unobservable inputs or valuation techniques.

The following describes the methods the company uses to estimate the fair value of financial assets and liabilities, to which there have been no significant changes in the current period:

Available-for-sale securities — The company's Level 2 available-for-sale marketable securities primarily include asset-backed debt securities and corporate debt securities and are valued using quoted prices for similar securities.

Interest rate swap agreements and foreign currency forward contracts — The company's Level 2 interest rate swap agreements and foreign currency forward contracts values are determined using a market approach based on rates obtained from active markets.

Foreign currency exchange contracts — The company's Level 2 foreign currency exchange contracts are valued using an approach based on foreign currency exchange rates obtained from active markets. The estimated fair value of forward currency exchange contracts is based on month-end spot rates as adjusted by market-based current activity.

The following tables set forth financial assets and liabilities measured at fair value in the Condensed Consolidated Balance Sheets and the respective pricing levels to which the fair value measurements are

classified within the fair value hierarchy as of August 28, 2010 and May 29, 2010.

(In millions)	Fair Value Measurements as of August 28, 2010
Financial Assets	Quoted Prices With Other Observable Inputs (Level 2)
Available-for-sale marketable securities:	
Asset-backed securities	$0.8
Corporate securities	4.3
Government obligations	5.3
Mortgage-backed securities	0.6
Interest rate swap agreements	1.0
Foreign currency forward contracts	0.1
Deferred compensation plan	2.0
Total	$14.1

(In millions)	Fair Value Measurements as of May 29, 2010
Financial Assets	Quoted Prices With Other Observable Inputs (Level 2)
Available-for-sale marketable securities:	
Asset-backed securities	
Asset-backed securities	$0.8
Corporate securities	5.1
Government obligations	5.3
Mortgage-backed securities	0.9
Interest rate swap agreements	1.2
Deferred compensation plan	1.9
Total	$15.2

The following is a summary of the carrying and market values of the company's marketable securities as of the respective dates.

	August 28, 2010			
(In millions)	Cost	Unrealized Gain	Unrealized Loss	Market Value
Asset-backed securities	$0.8	$—	$—	$0.8
Corporate securities	4.2	0.1	—	4.3
Government obligations	5.3	—	—	5.3
Mortgage-backed securities	0.7	—	(0.1)	0.6
Total	$11.0	$0.1	$(0.1)	$11.0

	May 29, 2010			
(In millions)	Cost	Unrealized Gain	Unrealized Loss	Market Value
Asset-backed securities	$0.8	$—	$—	$0.8
Corporate securities	5.1	—	—	5.1
Government obligations	5.3	—	—	5.3
Mortgage-backed securities	1.0	0.1	(0.2)	0.9
Total	$12.2	$0.1	$(0.2)	$12.1

The company's portfolio of marketable securities is primarily comprised of investment grade fixed-income securities and market-indexed equity based mutual funds. These investments are held by the company's wholly-owned insurance captive and are considered “available-for-sale” as defined in ASC Topic 320, Investments-Debt and Equity Securities (“ASC Topic 320”). Accordingly, they have been recorded at fair market value based on quoted market prices, with the resulting net unrealized holding gains or losses reflected, net of tax, as a component of “Accumulated other comprehensive loss” in the Condensed Consolidated Balance Sheets (see Note 5).

Net investment income recognized in the Condensed Consolidated Statements of Operations resulting from these investments was negligible and $0.1 million for the periods ending August 28, 2010 and August 29, 2009, respectively.

Topic 320 provides guidance on determining when an investment is other-than-temporarily impaired. The company reviews its fixed income and equity investment portfolio for any unrealized losses that would be deemed other-than-temporary and require the recognition of an impairment loss in income. If the cost of an investment exceeds its fair value, the company evaluates, among other factors, general market conditions, the duration and extent to which the fair value is less than its cost, the company's intent to hold the investments, and whether it is more likely than not that the company will be required to sell the investments before recovery of their amortized cost basis. The company also considers the type of security, related industry and sector performance, as well as published investment ratings and analyst reports, to evaluate its portfolio. Once a decline in fair value is determined to be other-than-temporary, an impairment charge is recorded and a new cost basis in the investment is established. If conditions within individual markets, industry segments, or macro-economic environments deteriorate, the company could incur future impairments. In the fourth quarter of fiscal 2009, the company determined that equity investment losses of $0.6 million represented an other-than-temporary impairment and, accordingly, these losses were recognized in the Consolidated Statement of Operations. In the second quarter of fiscal 2010, the company determined that certain debt securities had other-than-temporarily impaired assets in the amount of $0.8

million. Of these losses, $0.4 million were determined to be credit-related and were, therefore, recognized in the Consolidated Statement of Operations, “Other Expenses (Income): Other, net” line item. The remainder of the impairment is recognized as a component of accumulated other comprehensive loss.

The following is a summary of the credit loss component of the company's debt securities that have been written down for other-than-temporary-impairment (OTTI) with the credit loss component recognized in earnings and the remaining impairment loss related to all other factors recognized in accumulated other comprehensive loss:

(In millions)	
Balance, May 29, 2010	$0.2
Additions:	
Credit losses for which OTTI was not previously recognized	—
Additional increases to the amount related to credit loss for which OTTI was previously recognized	—
Subtractions:	
Realized gains recorded previously as credit losses	(0.2)
Balance, August 28, 2010	$—

Maturities of debt securities included in marketable securities as of August 28, 2010, are as follows.

(In millions)	Cost	Market Value
Due within one year	$2.0	$2.0
Due after one year through five years	8.8	8.9
Due after five years through ten years	0.2	0.1
Due after ten years	—	—
Total	$11.0	$11.0

Investments that are in unrealized loss positions as of August 28, 2010 are as follows:

(In millions)	Aggregate Unrealized Loss	Aggregate Fair Value	Number of Investments in Unrealized Loss Position
Less than one year	$—	$—	—
Greater than one year	$(0.1)	$0.1	3

10. OPERATING SEGMENTS

The company is comprised of two primary operating segments as defined by ASC Topic 280, Segment Reporting: North American Furniture Solutions and non-North American Furniture Solutions.

The North American Furniture Solutions segment includes the operations associated with the design, manufacture, and sale of furniture products for work-related settings, including office, education, and healthcare environments, throughout the United States, Canada, and Mexico. The business associated with the company's owned contract furniture dealers is also included in the North American Furniture Solutions segment. The non-North American Furniture Solutions segment includes the operations associated with the design, manufacture, and sale of furniture products, primarily for work-related settings, outside of North

13

America.

The company also reports an “Other” category consisting primarily of its North American Home and startup businesses and certain unallocated corporate expenses. North American Home includes the operations associated with the design, manufacture and sale of furniture products for residential settings in the United States, Canada, and Mexico. The start-up businesses are discrete operations, such as Convia, Inc., or activities aimed at developing innovative products to serve current and new markets. This category also includes restructuring and impairment costs.

The performance of the operating segments is evaluated by the company's management using various financial measures. The following is a summary of certain key financial measures for the respective fiscal periods indicated:

	Three Months Ended	
(In millions)	August 28, 2010	August 29, 2009
Net Sales:		
North American Furniture Solutions	$311.1	$269.7
Non-North American Furniture Solutions	58.7	41.8
Other	10.9	12.5
Total	$380.7	$324.0
Depreciation and Amortization:		
North American Furniture Solutions	$9.1	$9.6
Non-North American Furniture Solutions	0.8	0.8
Other	—	0.4
Total	$9.9	$10.8
Operating Earnings (Loss):		
North American Furniture Solutions	$27.6	$21.4
Non-North American Furniture Solutions	1.3	(1.6)
Other	0.3	(5.7)
Total	$29.2	$14.1
Capital Expenditures:		
North American Furniture Solutions	$5.0	$5.6
Non-North American Furniture Solutions	0.8	0.2
Other	—	—
Total	$5.8	$5.8

(In millions)	August 28, 2010	May 29, 2010
Total Assets:		
North American Furniture Solutions	$646.3	$620.7
Non-North American Furniture Solutions	140.9	131.2
Other	14.3	18.7
Total	$801.5	$770.6
Goodwill:		
North American Furniture Solutions	$104.7	$104.6
Non-North American Furniture Solutions	5.3	4.8
Other	—	—
Total	$110.0	$109.4

The accounting policies of the reportable operating segments are the same as those of the company. Additionally, the company employs a methodology for allocating corporate costs and assets with the underlying objective of this methodology being to allocate corporate costs according to the relative usage of the underlying resources and to allocate corporate assets according to the relative expected benefit. The company has determined that allocation based on relative net sales is most appropriate for all expenses. The majority of corporate costs are allocated to the operating segments; however, certain costs generally considered the result of isolated business decisions are not subject to allocation and are evaluated separately from the rest of the regular ongoing business operations. For example, restructuring charges that are reflected in operating earnings are allocated to the "Other" category.

11. GOODWILL AND INDEFINITE-LIVED INTANGIBLES

We account for our goodwill and indefinite-lived assets in accordance with ASC Topic 350, Intangibles-Goodwill and Other. Goodwill and other indefinite-lived assets included in the Consolidated Balance Sheet consist of the following as of August 28, 2010 and May 29, 2010:

(In millions)	Goodwill	Indefinite-lived Intangible Assets	Total Goodwill and Indefinite-lived Intangible Assets
Balance, May 29, 2010	$109.4	$23.2	$132.6
Currency-related adjustments	0.6	—	0.6
Balance, August 28, 2010	$110.0	$23.2	$133.2

12. OTHER AMORTIZABLE INTANGIBLES, NET

The company's amortizable intangible assets consist primarily of patents, trademarks, customer relationships, intellectual property rights, and non-compete agreements. As of August 28, 2010, the combined gross carrying value and accumulated amortization was $35.9 million and $10.9 million, respectively. As of May 29, 2010, these amounts totaled $35.2 million and $10.2 million, respectively. The company amortizes these assets over their remaining useful lives using the straight-line method over periods ranging from 5 to 17 years.

Amortization expense related to intangible assets totaled approximately $0.7 million for the three month periods ending August 28, 2010, and August 29, 2009.

Estimated amortization expense for intangible assets as of August 28, 2010, for each of the succeeding fiscal years is as follows:

(In millions)		
	Remaining 2011	$1.9
	2012	$2.4
	2013	$2.4
	2014	$2.2
	2015	$1.9

13. LONG TERM DEBT

In January 2008, the company issued a total of $200 million in senior unsecured private placement notes. Notes in the principal amount of $150 million bear interest at 6.42 percent and are due in January 2018. The remaining $50 million in private placement notes bear interest at 5.94 percent and are due in January 2015. Related interest payments are due semi-annually.

During the first quarter of fiscal 2010 we renegotiated the syndicated revolving line of credit, reducing our availability from $250 million to $150 million, while giving us additional covenant flexibility. This facility expires in June 2012 and outstanding borrowings bear interest at rates based on the prime rate, federal funds rate, LIBOR, or negotiated rates as outlined in the agreement. Interest is payable periodically throughout the period a borrowing is outstanding. As of August 28, 2010 and May 29, 2010, total usage against this facility was $9.6 million and $11.2 million respectively, all of which related to outstanding letters of credit.

In March 2001, the company sold publicly registered debt securities totaling $175 million. These senior notes mature on March 15, 2011 and bear an annual interest rate of 7.125 percent, with interest payments due semi-annually. During the first quarter of fiscal 2010, we completed the repurchase of $75 million of the registered debt securities. In addition to improving our covenant metrics this action reduced our interest expense run rate by approximately $1.3 million per quarter.

Our senior notes and the unsecured senior revolving credit facility restrict, without prior consent, our borrowings, capital leases, and the sale of certain assets. In addition, we have agreed to maintain certain financial performance ratios, which include a maximum leverage ratio covenant, which is measured by the ratio of debt to trailing four quarter adjusted EBITDA (as defined in the credit agreement) and is required to be less than 3.5:1, and a minimum interest coverage ratio, which is measured by the ratio of trailing four quarter EBITDA to trailing four quarter interest expense (as defined in the credit agreement) and is required to be greater than 4:1. Adjusted EBITDA is generally defined in the credit agreement to adjust EBITDA by certain items which include non-cash, share-based compensation, non-recurring restructuring costs, adjustments to contingent consideration liabilities and extraordinary items. At August 28, 2010 and May 29, 2010, we were in compliance with all applicable restrictions and performance ratios and anticipate remaining so for the foreseeable future.

The company previously entered into a fixed-to-floating interest rate swap agreement, which expires on

16

March 15, 2011, that effectively converted $50 million of fixed-rate debt securities to a floating-rate basis. The fair value of this swap instrument, which is based upon expected LIBOR rates over the remaining term of the instrument, was approximately $1.0 million at August 28, 2010, and is reflected as an addition to long-term debt and an offsetting addition to non-current assets in the Condensed Consolidated Balance Sheets. As of May 29, 2010, the fair value of approximately $1.2 million is reflected as an addition to long-term debt and an offsetting addition to other non-current assets. The floating interest rate for this agreement is based on the six-month LIBOR, set in-arrears at the end of each semi-annual period, which is estimated to be 3.3 percent and 3.8 percent at August 28, 2010 and May 29, 2010, respectively. The interest rate resets during the second and fourth quarter of each fiscal year; the company does not anticipate future rate changes to have a material impact on the consolidated financial statements.

As of August 28, 2010, a total of $50.0 million of the company's outstanding debt was effectively converted to a variable-rate basis as a result of the remaining interest rate swap arrangement. This swap is a fair-value hedge and qualifies for hedge-accounting treatment using the “short-cut” method under the provisions of the FASB ASC Topic 815, Derivatives and Hedging (“ASC Topic 815”). Under this accounting treatment, the change in the fair value of the interest rate swap is equal to the change in value of the related hedged debt and, as a result, there is no net effect on earnings. This agreement requires the company to pay floating-rate interest payments in return for receiving fixed-rate interest payments that coincide with the semi-annual payments to the debt holders at the same date.

The counterparty to this swap instrument is a large financial institution which the company believes is of high-quality creditworthiness. While the company may be exposed to potential losses due to the credit risk of non-performance by this counterparty, such losses are not anticipated. The impact of the swap arrangement on interest expense was a reduction of $0.5 million for the three-month periods ending August 28, 2010, and August 29, 2009.

14. GUARANTEES, INDEMNIFICATIONS, AND CONTINGENCIES

Product Warranties

The company provides warranty coverage to the end-user for parts and labor on products sold. The standard length of warranty is 12 years; however, this varies depending on the product classification. The company does not sell or otherwise issue warranties or warranty extensions as stand-alone products. Reserves have been established for the various costs associated with the company's warranty program and are included in the Condensed Consolidated Balance Sheets under “Other accrued liabilities.” General warranty reserves are based on historical claims experience and other currently available information. These reserves are adjusted once an issue is identified and the actual cost of correction becomes known or can be estimated.

(In millions)	Three Months Ended	
	August 28, 2010	August 29, 2009
Accrual Balance — beginning	$16.0	$15.4
Accrual for warranty matters	3.3	2.9
Settlements and adjustments	(3.3)	(2.9)
Accrual Balance — ending	$16.0	$15.4

Other Guarantees

The company is periodically required to provide performance bonds in order to do business with certain customers. These arrangements are common and generally have terms ranging between one and three years. The bonds are required to provide assurances to customers that the products and services they have purchased will be installed and/or provided properly and without damage to their facilities. The bonds are provided by various bonding agencies; however, the company is ultimately liable for claims that may occur against them. As of August 28, 2010, the company had a maximum financial exposure related to performance bonds totaling approximately $19.9 million. The company has no history of claims, nor is it aware of

circumstances that would require it to pay under any of these arrangements. The company also believes that the resolution of any claims that might arise in the future, either individually or in the aggregate, would not materially affect the company's financial statements. Accordingly, no liability has been recorded as of August 28, 2010 and May 29, 2010.

The company has entered into standby letter of credit arrangements for the purpose of protecting various insurance companies against default on the payment of certain premiums and claims. A majority of these arrangements are related to the company's wholly-owned captive insurance company. As of August 28, 2010, the company had a maximum financial exposure from these standby letters of credit totaling approximately $9.6 million. The company has no history of claims, nor is it aware of circumstances that would require it to perform under any of these arrangements and believes that the resolution of any claims that might arise in the future, either individually or in the aggregate, would not materially affect the company's financial statements. Accordingly, no liability has been recorded as of August 28, 2010 and May 29, 2010.

Contingencies

The company leases a facility in the U.K. under an agreement that will expire in June 2011. Under the terms of the lease, the company is required to perform the maintenance and repairs necessary to address the general dilapidation of the facility. The ultimate cost of this provision to the company is dependent on a number of factors including, but not limited to, the future use of the facility by the lessor and whether the company chooses and is permitted to renew the lease term. The company has estimated the cost of these maintenance and repairs to be between $0 and $3 million, depending on the outcome of future plans and negotiations. As a result, an estimated liability of $1.1 million has been recorded as a liability reflected under the caption “Other accrued liabilities” in the Condensed Consolidated Balance Sheets at both August 28, 2010, and May 29, 2010.

The company has an additional lease obligation in the U.K. until May 2014 for a facility that it previously exited. The estimated liability of $1.6 million and $1.5 million is reflected under the caption “Other liabilities” in the Condensed Consolidated Balance Sheets at August 28, 2010 and May 29, 2010, respectively.

The company, for a number of years, has sold various products to the United States Government under General Services Administration (“GSA”) multiple award schedule contracts. Under the terms of these contracts, the GSA is permitted to audit the company's compliance with the GSA contracts. The company has occasionally noted errors in complying with contract provisions. From time to time the company has notified the GSA of known instances of non-compliance (whether favorable or unfavorable to the company) once such circumstances are identified and investigated. The company does not believe that any of the errors brought to the GSA's attention will adversely affect its relationship with the GSA. Currently there are no GSA post-award audits either scheduled or in process. Management does not expect resolution of potential future audits to have a material adverse effect on the company's consolidated financial statements.

The company is also involved in legal proceedings and litigation arising in the ordinary course of business. In the opinion of management, the outcome of such proceedings and litigation currently pending will not materially affect the company's consolidated financial statements.

15. INCOME TAXES

The effective tax rates for the three months ended August 28, 2010 and August 29, 2009, were 30.8 percent and (0.7) percent, respectively. The company's United States federal statutory rate is 35.0 percent. The effective rate in the current year is below the statutory rate primarily due to the manufacturing deduction under the American Jobs Creation Act of 2004 (AJCA) and foreign tax credits recognized related to a dividend paid. The effective tax rate in the prior year was below the statutory rate primarily due to the reduction of uncertain tax benefits reserve following the closure of an Internal Revenue Service (IRS) audit for the fiscal years 2005 through 2008.

The company has income tax accruals associated with uncertain tax benefits totaling $2.1 million and $3.9

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million as of August 28, 2010 and August 29, 2009, respectively. In July 2009, the IRS closed its examination of the fiscal years 2005 through 2008. With the closure of the audit, the company recognized a $2.9 million tax benefit from adjusting such reserves through the first quarter of fiscal 2010.

The company recognizes interest and penalties related to uncertain tax benefits through income tax expense in its statement of operations. Interest and penalties recognized in the company's Condensed Consolidated Statements of Operations during the three-month periods ended August 28, 2010 and August 29, 2009 were negligible. As of August 28, 2010 and August 29, 2009, the company's recorded liability for potential interest and penalties related to uncertain tax benefits totaled $0.8 million and $1.0 million respectively.

The company is subject to periodic audits by domestic and foreign tax authorities. Currently, the company is undergoing routine periodic audits in both domestic and foreign tax jurisdictions. It is reasonably possible that the amounts of unrecognized tax benefits could change in the next 12 months as a result of new positions that may be taken on income tax returns, settlement of tax positions and the closing of statutes of limitation. It is not expected that any of the changes will be material to the company's Consolidated Statement of Operations.

In fiscal 2010 the company has closed the audits of fiscal years 2005 to 2009 with the Internal Revenue Service under the Compliance Assurance Process (CAP). For the majority of the remaining tax jurisdictions, the company is no longer subject to state and local, or non-U.S. income tax examinations by tax authorities for fiscal years before 2007.

16. EMPLOYEE BENEFIT PLANS

The following tables summarize the costs of the company's employee pension and other post-retirement plans for the periods indicated.

(In millions)	Three Months Ended			
	Pension Benefits		Other Post-Retirement Benefits	
	August 28, 2010	August 29, 2009	August 28, 2010	August 29, 2009
Domestic:				
Service cost	$1.7			