BLAIR CORP
Form 10-Q
August 09, 2004

United States
Securities and Exchange Commission
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the period Ended June 30, 2004 Commission File Number 1-878

BLAIR CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of incorporation or organization)

25-0691670
(I.R.S. Employer Identification No.)

220 HICKORY STREET, WARREN, PENNSYLVANIA
(Address of principal executive offices)

16366-0001
(Zip Code)

(814) 723-3600
(Registrant's telephone number, including area code)

Not applicable
(Former name, former address and former fiscal year, if changed since last report)

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

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act.) YES X NO

As of August 4, 2004 the registrant had outstanding 8,185,871 shares of its common stock without nominal or par value.

PART I. FINANCIAL INFORMATION

ITEM I. FINANCIAL STATEMENTS (UNAUDITED)

BLAIR CORPORATION AND SUBSIDIARIES

June 30, 2004

Blair Corporation and Subsidiaries

Consolidated Balance Sheets

	(Unaudited) June 30 2004	December 31 2003
Assets		
Current assets:		
Cash and cash equivalents	$46,142,095	$ 36,380,049
Customer accounts receivable, less allowances for doubtful accounts and returns of $44,127,826 in 2004 and $47,473,108 in 2003	146,288,947	154,660,076
Inventories: (Note G)		
Merchandise	67,372,216	65,990,631
Advertising and shipping supplies	8,764,062	19,610,207
	76,136,278	85,600,838
Deferred income taxes (Note V)	15,477,000	12,211,000
Prepaid expenses	2,613,863	2,200,191
Assets held for sale (Note Y)	1,368,526	1,368,526
Total current assets	288,026,709	292,420,680
Property, plant, and equipment:		
Land	692,144	692,144
Buildings and leasehold improvements	65,609,738	65,559,992
Equipment	74,246,667	72,979,845
Construction in progress	1,022,678	1,386,067

	141,571,227	140,618,048
Less allowances for depreciation	91,184,363	88,107,320
	50,386,864	52,510,728
Trademarks	452,043	488,164
Other long-term assets	432,433	556,231
Total assets	$339,298,049	$345,975,803

See accompanying notes.

Blair Corporation and Subsidiaries

Consolidated Balance Sheets - continued

	(Unaudited) June 30 2004	December 31 2003
Liabilities and Stockholders' Equity		
Current liabilities:		
Notes payable (Note Q)	$15,000,000	$15,000,000
Trade accounts payable	26,753,255	35,129,055
Advance payments from customers	2,135,188	2,286,055
Accrued expenses (Note R)	13,422,386	17,732,395
Accrued federal and state taxes	4,846,695	3,997,935
Current portion of capital lease obligations (Note S)	303,729	378,632
Total current liabilities	62,461,253	74,524,072
Capital lease obligations, less current portion (Note S)	17,883	101,622
Deferred income taxes (Note V)	2,393,000	2,549,000
Stockholders' equity:		
Common stock without par value:		
Authorized 12,000,000 shares issued 10,075,440 shares (including shares held in treasury) -- stated value	419,810	419,810
Additional paid-in capital	13,488,871	14,134,983
Retained earnings	299,630,497	296,397,999
Accumulated other comprehensive (loss) income	(20,028)	(20,016)

	313,519,150	310,932,776
Less 1,880,319 shares in 2004 and 1,962,439 shares in 2003 of common stock in treasury -- at cost	37,097,422	39,514,841
Less receivable and deferred compensation from stock plans	1,995,815	2,616,826
	274,425,913	268,801,109
Total liabilities and stockholders' equity	$339,298,049	$345,975,803

See accompanying notes.

Blair Corporation and Subsidiaries

Consolidated Statements of Income

	(Unaudited) Three Months Ended June 30		(Unaudited) Six Months End June 30	
	2004	2003	2004	
Net sales	$126,992,907	$154,344,950	$255,634,986	$291,
Other income (Note W)	11,843,045	9,874,658	24,411,042	19,
	138,835,952	164,219,608	280,046,028	311,
Cost and expenses:				
Cost of goods sold	58,273,544	72,765,263	121,778,005	140,
Advertising	33,648,915	41,491,211	69,008,539	80,
General and administrative	32,693,912	34,879,262	66,494,754	66,
Provision for doubtful accounts	6,051,437	8,355,839	13,591,296	16,
Interest	80,818	95,380	166,055	
	130,748,626	157,586,955	271,038,649	303,
Income before income taxes	8,087,326	6,632,653	9,007,379	7,
Income taxes (Note V)	3,076,000	2,532,000	3,425,000	2,
Net income	$ 5,011,326	$ 4,100,653	$ 5,582,379	$ 4,

Basic earnings per share based on weighted average shares outstanding (Note T)	$ .62	$ .51	$.69
Diluted earnings per share based on weighted average shares outstanding and assumed conversions (Note T)	$ .61	$ .51	$.69

See accompanying notes.

Blair Corporation and Subsidiaries

Consolidated Statements of Stockholders' Equity

	(Unaudited) Three Months Ended June 30		(Unaudited) Six Months End June 30
	2004	2003	2004
Common Stock	$ 419,810	$ 419,810	$ 419,810
Additional Paid-in Capital:			
Balance at beginning of period	13,955,055	14,333,503	14,134,983
Issuance of 3,750 and 4,500 shares for the three months ended June 30, 2004 and 2003 and 4,050 and 4,800 shares for the six months ended June 30, 2004 and 2003 of common stock to non-employee directors	(9,767)	(14,558)	(24,358)
Forfeitures of 3,850 and 650 shares for the three months ended June 30, 2004 and 2003 and 6,000 and 2,400 shares for the six months ended June 30, 2004 and 2003 of common stock under Omnibus Stock and Employee Stock Purchase Plans	2,379	(7,537)	(23,523)
Exercise of 65,503 and 2,336 shares for the three months ended June 30, 2004 and 2003 and 84,070 and 13,004 shares for the six months ended June 30, 2004 and 2003 of non-qualified stock options under Omnibus Stock Plan	(623,796)	(4,733)	(800,231)
Tax benefit on exercise of non-qualified stock options	165,000	5,000	202,000

Balance at end of period	13,488,871	14,311,675	13,488,871	
Retained Earnings:				
Balance at beginning of period	295,797,115	285,854,604	296,397,999	2
Net income	5,011,326	4,100,653	5,582,379	
Cash dividends (Note U)	(1,177,944)	(1,160,033)	(2,349,881)	
Balance at end of period	299,630,497	288,795,224	299,630,497	2
Accumulated Other Comprehensive Loss:				
Balance at beginning of period	(70,741)	(2,493)	(20,016)	
Foreign currency translation	50,713	(16,069)	(12)	
Balance at end of period	(20,028)	(18,562)	(20,028)	
Treasury Stock:				
Balance at beginning of period	(38,987,570)	(40,995,507)	(39,514,841)	(
Issuance of 3,750 and 4,500 shares for the three months ended June 30, 2004 and 2003 and 4,050 and 4,800 shares for the six months ended June 30, 2004 and 2003 of common stock to non-employee directors	107,344	120,938	126,509	
Forfeitures of 3,850 and 650 shares for the three months ended June 30, 2004 and 2003 and 6,000 and 2,400 shares for the six months ended June 30, 2004 and 2003 of common stock under Omnibus Stock and Employee Stock Purchase Plans	(92,212)	(11,063)	(115,585)	
Exercise of 65,503 and 2,336 shares for the three months ended June 30, 2004 and 2003 and 84,070 and 13,004 shares for the six months ended June 30, 2004 and 2003 of non-qualified stock options under Omnibus Stock Plan	1,875,016	44,678	2,406,495	
Balance at end of period	(37,097,422)	(40,840,954)	(37,097,422)	(

See accompanying notes.

Blair Corporation and Subsidiaries

Consolidated Statements of Stockholders' Equity - continued

	(Unaudited) Three Months Ended June 30		(Unaudite Six Months E June 30
	2004	2003	2004

Receivable and Deferred Compensation from Stock Plans:				
Balance at beginning of period	(2,327,827)	(2,677,235)	(2,616,826)	
Forfeitures of 3,850 and 650 shares for the three months ended June 30, 2004 and 2003 and 6,000 and 2,400 shares for the six months ended June 30, 2004 and 2003 of common stock under Omnibus Stock and Employee Stock Purchase Plans	24,386	4,943	35,518	
Amortization of deferred compensation, net of forfeitures	75,849	42,175	118,888	
Executive officer restricted stock awards	184,897	-0-	327,891	
Applications of dividends and cash repayments	46,880	49,087	138,714	
Balance at end of period	(1,995,815)	(2,581,030)	(1,995,815)	
Total stockholders' equity	$274,425,913	$260,086,163	$274,425,913	$
Comprehensive Income:				
Net income	$ 5,011,326	$ 4,100,653	$ 5,582,379	$
Adjustment from foreign currency translation	50,713	(16,069)	(12)	
Comprehensive income	$ 5,062,039	$ 4,084,584	$ 5,582,367	$

See accompanying notes.

Blair Corporation and Subsidiaries

Consolidated Statements of Cash Flows

	(Unaudited) Six Months Ended June 30	
	2004	2003
Operating activities		
Net income	$ 5,582,379	$ 4,600,842
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation	4,379,150	4,746,311
Amortization	168,335	175,526
Impairment of assets held for sale	-0-	300,773
Provision for doubtful accounts	13,591,295	16,248,098
Provision for deferred income taxes	(3,422,000)	(4,509,000)

Tax benefit on exercise of non-qualified stock options	202,000	29,000
Compensation expense (net of forfeitures) for stock awards	539,742	245,447
Changes in operating assets and liabilities providing (using) cash:		
Customer accounts receivable	(5,220,099)	(13,720,874)
Inventories	9,464,560	10,008,915
Prepaid expenses and other assets	(422,204)	52,394
Trade accounts payable	(8,375,476)	(12,588,410)
Advance payments from customers	(150,867)	108,146
Accrued expenses	(4,310,728)	(4,996,129)
Federal and state taxes	849,833	(1,411,068)
Net cash provided by (used in) operating activities	12,875,920	(710,029)
Investing activities		
Purchases of property, plant, and equipment	(2,254,530)	(3,976,372)
Net cash used in investing activities	(2,254,530)	(3,976,372)
Financing activities		
Principal repayments on capital lease obligations	(158,642)	(173,558)
Dividends paid	(2,349,881)	(2,317,465)
Exercise of non-qualified stock options	1,606,265	222,368
Repayments of notes receivable from stock plans	44,310	3,405
Net cash used in financing activities	(857,948)	(2,265,250)
Effect of exchange rate changes on cash	(1,396)	(33,583)
Net increase (decrease) in cash	9,762,046	(6,985,234)
Cash and cash equivalents at beginning of year	36,380,049	49,975,503
Cash and cash equivalents at end of period	$46,142,095	$42,990,269

See accompanying notes.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

BLAIR CORPORATION AND SUBSIDIARIES

June 30, 2004

NOTE A - BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements of Blair Corporation and its wholly-owned subsidiaries have been prepared 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. All adjustments that were considered necessary for a fair presentation have been included. These adjustments were of a normal recurring nature. Operating results for the six months ended June 30, 2004 are not necessarily indicative of the results that may be expected for the year ending December 31, 2004. For further information refer to the financial statements and footnotes included in the Company's annual report on Form 10-K for the year ended December 31, 2003.

As of June 30, 2003 the Company formed a new wholly-owned subsidiary, Allegheny Trail Corporation, to launch a wholesale business targeted primarily at outdoor sporting goods and recreational retailers. Allegheny Trail offers a core product line of men's and women's outdoor apparel basics at entry-level price points allowing retailers to be more competitive with major brands.

On August 20, 2003 The Company commenced operations of a new wholly-owned subsidiary, JLB Service Bank. The establishment of JLB Service Bank enables the Company to manage its credit portfolio in a more cost-effective and efficient manner. The bank's products involve the extension of credit on an unsecured basis to individuals who are customers of Blair Corporation to facilitate their purchases of Blair's merchandise. As of June 30, 2004, JLB Service Bank's total assets represented 1.59% of the total consolidated assets of the Company. Gross revenue of JLB Service Bank was .96% and .97% of the Company's consolidated gross revenue for the three months and six months ended June 30, 2004.

NOTE B - REVENUE RECOGNITION

Sales (cash, Blair Credit, or third party credit card) are recorded when the merchandise is shipped to the customer, in accordance with the provisions of Staff Accounting Bulletin No. 101, Revenue Recognition in Financial Statements. Blair credit sales are made under Easy Payment Plan sales arrangements. Monthly, a provision for doubtful accounts is charged against income based on management's estimate of realization. Any recoveries of bad debts previously written-off are credited back against the allowance for doubtful accounts in the period received. As reported in the balance sheet, the carrying amount, net of allowances for doubtful accounts and returns, for customer accounts receivable on Blair credit sales approximates fair value.

The Company records internally incurred shipping and handling costs in cost of sales.

Finance charges on time payment accounts are recognized on an accrual basis of accounting. The increase in finance charges compared to the second quarter of 2003 and six months ended June 30, 2003 primarily resulted from increased finance charge revenues associated with the Blair Credit activities of JLB Service Bank.

NOTE C - USE OF ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

NOTE D - CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of available cash, money market securities, and other investments with a maturity of three months or less when purchased. Amounts reported in the Consolidated Balance Sheets approximate fair values.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

BLAIR CORPORATION AND SUBSIDIARIES

June 30, 2004

NOTE E - RETURNS
A provision for anticipated returns is recorded monthly as a percentage of gross sales based upon historical experience. This provision is charged directly against gross sales to arrive at net sales as reported in the consolidated statements of income. Actual returns are charged against the allowance for returns, which is netted against accounts receivable in the balance sheet. The provision for returns charged against income for the three months ended and the six months ended June 30, 2004 amounted to $18,979,002 and $39,585,559, respectively. The provision for returns charged against income for the three months ended and the six months ended June 30, 2003 amounted to $23,471,572 and $44,185,310, respectively. Management believes these provisions are adequate based upon the relevant information presently available. However, changes in facts or circumstances could result in additional adjustment to the Company's provisions.

NOTE F - DOUBTFUL ACCOUNTS
A provision for doubtful accounts is recorded monthly as a percentage of gross credit sales based upon experience of delinquencies (accounts over 30 days past due) and charge-offs (accounts removed from accounts receivable for non-payment) and current credit market conditions. Management believes these provisions are adequate based upon the relevant information presently available. However, changes in facts or circumstances could result in additional adjustment to the Company's provisions.

NOTE G - INVENTORIES
Inventories are valued at the lower of cost or market. Cost of merchandise inventories is determined principally on the last-in, first-out (LIFO) method. If the FIFO method had been used, merchandise inventories would have increased by approximately $4,488,000 at both June 30, 2004 and December 31, 2003. Cost of advertising and shipping supplies is determined on the first-in, first-out (FIFO) method. Advertising and shipping supplies include printed advertising material and related mailing supplies for promotional mailings which are generally scheduled to occur within two months. These direct response advertising costs are then expensed over the period of expected future benefit, generally nine weeks. The Company has a reserve for slow moving and obsolete inventory amounting to $2,181,000 at June 30, 2004, $3,600,000 at December 31, 2003 and $3,940,000 at June 30, 2003. The closing of the Starbrick Outlet Store in January 2004 resulted in $2.4 million of write-downs in the first quarter 2004. These write-downs primarily were provided for in the December 31, 2003 obsolescence reserve. Due to the nonrecurring nature of the write-downs related to the closing of the Starbrick Outlet Store, the obsolescence reserve at June 30, 2004 is considerably lower than the reserve at December 31, 2003 on similar levels of inventory.

NOTE H - PROPERTY, PLANT AND EQUIPMENT
Property, plant and equipment is stated on the basis of cost. Depreciation has been provided principally by the straight-line method using rates, which are estimated to be sufficient to amortize the cost of the assets over their period of usefulness. Amortization of assets recorded under capital lease obligations

is included with depreciation expense. Maintenance and repairs are charged to expense as incurred.

NOTE I - TRADEMARKS
Trademarks are stated on the basis of cost. All trademarks are being amortized by the straight-line method for a period of 15 years. Amortization expense amounted to $18,061 for the three months ended and $36,122 for the six months ended in 2004 and 2003, respectively.

NOTE J - ASSET IMPAIRMENT
The Company analyzes its long-lived and intangible assets for events and circumstances that might indicate that the assets may be impaired and the undiscounted net cash flows estimated to be generated by those assets are less than their carrying amounts. There are no indications of impairment present at June 30, 2004.

NOTE K - EMPLOYEE BENEFITS
The Company's employee benefits include a profit sharing and retirement feature available to all eligible employees. Contributions are dependent on net income of the Company and recognized on an accrual basis of accounting. The contributions to the plan charged against income for the three months ended and six months ended June 30, 2004 amounted to $511,340 and $570,237, and for the three months ended and six months ended June 30, 2003 amounted to $463,487 and $518,389, respectively.

NOTE K - EMPLOYEE BENEFITS - continued

As part of the same benefit plan, the Company has a contributory savings feature whereby all eligible employees may contribute up to 25% of their annual base salaries. The Company's matching contribution to the plan is based upon a percentage formula as set forth in the plan agreement. The Company's matching contributions to the plan charged against income for the three months ended and six months ended June 30, 2004 amounted to $512,461 and $858,379, and for the three months ended and six months ended June 30, 2003 amounted to $551,667 and $1,107,172, respectively.

NOTE L - FINANCIAL INSTRUMENTS
The carrying amounts of cash, customer accounts receivable, accounts payable, and accrued liabilities approximate fair value due to the short-term maturities of these assets and liabilities. The interest rates on the Company's securitized and revolving credit facilities are adjusted regularly to reflect current market rates. Accordingly, the carrying amounts of the Company's borrowings also approximate fair value.

NOTE M- NEW ACCOUNTING PRONOUNCEMENTS
Effective January 1, 2002, the Company adopted the provisions of SFAS No.

142, Goodwill and Other Intangible Assets. Statement No. 142 requires testing of goodwill and intangible assets with indefinite lives for impairment rather than amortizing them. The adoption of this statement in the first quarter of 2002 had no impact on the Company's financial results.

Effective January 1, 2002, the Company implemented SFAS No. 143, Accounting for Asset Retirement Obligations which addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the related asset retirement costs. The statement requires that the fair value of a liability for an asset retirement obligation be recognized in the period in which it is incurred and capitalized as part of the carrying amount of the long-lived asset. When a liability is initially recorded, the entity capitalizes the cost by increasing the carrying value of the related long-lived asset. Over time, the liability is accreted to its present value each period, and the capitalized cost is depreciated over the useful life of the related asset. Upon settlement of the liability, a gain or loss is recorded. The adoption of this statement did not have an effect on the Company.

SFAS No. 145, Rescission of FASB No. 4, 44 and 64, Amendment of FASB Statement No. 13, and Technical Corrections, and FASB Interpretation No. 45, Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others were adopted by the Company effective January 1, 2003. The adoption of these standards did not have a material impact on the Company's results of operations or financial condition.

In October 2001, the FASB issued SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets which supersedes SFAS No. 121 Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of. Although retaining many of the provisions of SFAS No. 121, SFAS No. 144 establishes a uniform accounting model for long-lived assets to be disposed. The Company's adoption of this statement in the first quarter of 2002 did not have an impact on the Company's financial results for 2002. During 2003, the provisions of this statement impacted the accounting treatment of the planned sale of the Blair Outlet Store in Erie, Pennsylvania. (See Note Y)

In June 2002,the FASB issued SFAS No. 146, Accounting for Costs Associated with Exit or Disposal Activities when the liability is incurred and not as a result of an entity's commitment to an exit plan. The statement is effective for exit or disposal activities initiated after December 31, 2002. The adoption of SFAS No. 146 in the first quarter of 2003 did not have an impact on the Company's financial results. During 2004 and 2003, the provisions of this statement impacted the accounting treatment of the voluntary separation of employees due to the closing of the Blair Outlet Stores in Warren, Pennsylvania and Erie, Pennsylvania. (See Note Z)

NOTE M- NEW ACCOUNTING PRONOUNCEMENTS - continued

The Company adopted SFAS No. 148, Accounting For Stock-Based Compensation Transition and Disclosure an amendment of SFAS No. 123, Accounting For Stock-Based Compensation effective the year ended December 31, 2002. It provides alternative methods for a voluntary change to the fair value based method of accounting for stock-based employee compensation and requires prominent disclosure about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. The Company's adoption of SFAS No. 148 in 2002 enhanced stock-based employee compensation disclosures and had no effect on the method of accounting followed by the Company.

In April 2003, the FASB issued SFAS No. 149 Amendment of Statement 133 on Derivative Instruments and Hedging Activities. This statement amends and clarifies financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts and for hedging activities under SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities. This statement is generally effective for contracts entered into or modified after June 30, 2003. The Company adopted the new statement effective July 1, 2003. The Company has historically not utilized derivative instruments, and as a result, the adoption of this statement has had no impact on the financial statements of the Company.

In May 2003, the FASB issued SFAS No. 150, Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity. This statement establishes standards for how an issuer classifies and measures in its statement of financial position certain financial instruments with characteristics of both liabilities and equity. This statement is effective for financial instruments entered into or modified after May 31, 2003, and otherwise at the beginning of the Company's third quarter 2003. The effective dates of certain provisions of SFAS No. 150 have been deferred. The Company believes the adoption of this standard will not have a material impact on its results of operations or financial condition.

As of December 31, 2003, the Company adopted FASB Interpretation No. 46 R, Consolidation of Variable Interest Entities, revised in December 2003. The adoption of this statement has had no impact on the financial statements of the Company.

NOTE N - STOCK COMPENSATION
In accordance with the provisions of Statement of Financial Accounting Standards No. 123 (SFAS No. 123) the Company has elected to continue applying the provisions of Accounting Principles Board Opinion No. 25 and related interpretations in accounting for its stock-based compensation plans. Accordingly, the Company does not recognize compensation expense for stock options when the stock option price at the grant date is equal to or greater than the fair market value of the stock at that date.

Stock activity in the second quarter of 2004 and 2003 generally includes transactions pertaining to stock awarded to non-employee directors as well as stock awarded and forfeited via the Company's Omnibus Stock and Employee Stock Purchase Plans. Activity is accounted for by comparing the market value of the awards, as required by the Plans, to the cost of the treasury shares used for these transactions. The difference is booked to additional paid-in capital.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

BLAIR CORPORATION AND SUBSIDIARIES

June 30, 2004

NOTE N - STOCK COMPENSATION - continued

The following illustrates the pro forma effect on net income and earnings per share if the Company had applied the fair value recognition provisions of SFAS No. 123:

	Pro Forma			
	Three Months Ended June 30		Six Months Ended June 30	
	2004	2003	2004	2003
Net income as reported	$5,011,326	$4,100,653	$5,582,379	$4,600,842
Add: Total stock-based employee compensation expense recorded for all awards, net of related tax effects	173,488	56,033	325,322	112,227
Deduct: Total stock-based employee compensation expense determined under fair value method for all awards, net of related tax effects	355,227	251,983	718,276	421,262
Pro forma net income	$4,829,587	$3,904,703	$5,189,425	$4,291,807
Earnings per share:				
Basic - as reported	$.62	$.51	$.69	$.57
Basic - pro forma	$.60	$.48	$.64	$.53
Diluted - as reported	$.61	$.51	$.69	$.57
Diluted - pro forma	$.60	$.48	$.64	$.53

Pro forma information regarding net income and earnings per share is required by SFAS No. 123, and has been determined as if the Company had accounted for its stock options under the fair value method of SFAS No. 123. The fair value for these options was estimated at the date of grant using a Black-Scholes option pricing model with the following weighted-average assumptions: risk-free interest rates of 3.49%, 4.95% and 5.20% for stock options issued 4/15/03, 4/15/02 and 4/16/01, respectively; dividend yields of 2.54%, 3.11% and 3.50% for stock options issued 4/15/03, 4/15/02 and 4/16/01, respectively; volatility factors of the expected market price of the Company's common stock of .540, .564 and .547 for stock options issued 4/15/03, 4/15/02 and 4/16/01, respectively; and a weighted-average expected life of 7 years for the stock options issued 4/15/03, 4/15/02 and 4/16/01. The per share fair value of the options granted was determined to be $10.63, $8.83 and $7.40 for stock options issued 4/15/03, 4/15/02 and 4/16/01, respectively.

NOTE O - RECLASSIFICATIONS

Certain amounts in the prior year financial statements have been reclassified to conform with the current year presentation.

NOTE P - CONTINGENCIES
The Company is involved in certain items of litigation, arising in the normal course of business. While it cannot be predicted with certainty, management believes that the outcome will not have a material effect on the Company's financial condition or results of operations.

NOTE Q - FINANCING ARRANGEMENTS
The Company maintains two facilities that collectively provide $100 million of credit. As of June 30, 2004 the Company was in compliance with all debt covenants.

The syndicated revolving credit facility (the "Credit Agreement") provides $30 million of commitments and is secured by inventory and certain other assets of the Company and its subsidiaries. The Company is required to meet certain covenants that relate to tangible net worth, maintaining a defined leverage ratio and fixed charge coverage ratio, and complying with certain indebtedness restrictions. At June 30, 2004, the

NOTE Q - FINANCING ARRANGEMENTS - continued

Company had no borrowings (loans) outstanding on this credit facility and had letters of credit totaling$24.7 million outstanding, which reduces the amount of borrowings available, under the Credit Agreement. Outstanding letters of credit totaled $20.9 million at December 31, 2003, and $14.8 million at June 30, 2003. The Credit Agreement is scheduled to expire December 20, 2004. The Company has begun discussions with the lenders to renew or extend the facility.

The Company also maintains a securitization of up to $100 million in accounts receivable. At the present time, $70 million of the $100 million is available to the Company. The Company sells all right, title and interest in and to certain of its accounts receivable to Blair Factoring Company, a wholly-owned subsidiary. Blair Factoring Company is a separate, bankruptcy remote, special purpose entity that entered into a Receivables Purchase Agreement with PNC Bank, National Association, as administrator, and certain conduit purchasers. The Company's consolidated financial statements reflect all the accounts of Blair Factoring Company, including the receivables and secured borrowings. Transactions entered into under the Receivables Purchase Agreement are considered secured borrowings and collateral transactions under the provisions of Statement of Financial Accounting Standards No. 140 Accounting for Transfers and Servicing of Financial Assets and Extinguishment of Liabilities. The securitization requires certain performance standards for the Company's accounts receivable portfolio in addition to complying with the covenants in the Credit Agreement. At June 30, 2004, December 31, 2003, and June 30, 2003, the Company had $15 million outstanding, the minimum amount required to be outstanding, under the Receivables Purchase Agreement, all of which was classified as short-term. At June 30, 2004 and June 30, 2003, the weighted average interest rate was 1.91% and 2.01%, respectively. Interest paid for the three months and six months ended June 30, 2004 was approximately $71,000 and $146,000, and for the three months and six months ended June 30, 2003 was approximately $78,000 and $149,000, respectively. The securitization has a scheduled termination date of April 7, 2006.

NOTE R - ACCRUED EXPENSES

Accrued expenses consists of:

	June 30 2004	December 31 2003
Employee Compensation	$ 8,375,824	$12,395,998
Contribution to profit sharing and retirement plan	570,237	1,436,117
Health insurance	1,007,330	1,148,038
Voluntary Separation Program	610,361	762,106
Taxes, other than taxes on income	975,900	814,574
Other accrued items	1,882,734	1,175,562
	$13,422,386	$17,732,395

NOTE S - LEASES

Capital Leases

The Company leases certain data processing and telephone equipment under agreements that expire in various years through 2007. The following is a schedule by year of future minimum capital lease payments required under capital leases that have initial or remaining noncancelable lease terms in excess of one year as of June 30, 2004:

2004	$209,600
2005	114,581
2006	11,146
2007	1,858
	337,185
Less amount representing interest	(15,573)
Present value of minimum lease payments	321,612
Less current portion	(303,729)
Long-term portion of capital lease obligation	$ 17,883

Operating Leases

The Company leases certain data processing, office and telephone equipment under agreements that expire in various years through 2008. The Company has also entered into several lease agreements for buildings, expiring in various years through 2012.

The following is a schedule by years of future minimum rental payments required under operating leases that have initial or remaining noncancelable lease terms in excess of one year as of June 30, 2004:

2004	$1,584,996
2005	2,872,794
2006	2,220,572
2007	1,464,762
2008	1,033,009
Thereafter	3,084,713
	$12,260,846

NOTE T - EARNINGS PER SHARE AND WEIGHTED AVERAGE SHARES OUTSTANDING

The following table sets forth the computations of basic and diluted earnings per share as required by Statement of Financial Accounting Standards No. 128:

	Three Months Ended June 30		Six Months Ended June 30	
	2004	2003	2004	2003
Numerator:				
Net income	$5,011,326	$4,100,653	$5,582,379	$4,600,842
Denominator:				
Weighted-average shares outstanding	8,162,820	8,117,915	8,142,365	8,112,012
Contingently issueable shares- Omnibus Stock Purchase Plan	(70,786)	(61,811)	(70,786)	(61,811)
Denominator for basic earnings per share	8,092,034	8,056,104	8,071,579	8,050,201
Effect of dilutive securities:				
Employee stock options	74,906	23,107	67,982	27,246
Denominator for diluted earnings per share	8,166,940	8,079,211	8,139,561	8,077,447
Basic earnings per share	$.62	$.51	$.69	$.57
Diluted earnings per share	$.61	$.51	$.69	$.57

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

BLAIR CORPORATION AND SUBSIDIARIES

June 30, 2004

NOTE U - DIVIDENDS DECLARED

2-21-03	$.15 per share	2-13-04	$.15 per share
4-15-03	.15	4-29-04	.15
7-15-03	.15	7-20-04	.15
10-21-03	.15		

Blair Corporation has declared a dividend for 283 consecutive quarters.

For the three months and six months ended June 30, 2004 the company declared dividends of $1,224,789 and $2,444,284, of which $1,177,944 and $2,349,881 was paid directly to shareholders and charged to retained earnings. For the three months and six months ended June 30, 2003 the company declared dividends of $1,219,495 and $2,414,767, of which $1,160,033 and $2,317,465 was paid directly to shareholders and charged to retained earnings. The remaining dividends declared for the three months and six months ended June 30, 2004 , $46,845 and $94,403, and the three months and six months ended June 30, 2003 , $59,462 and $97,302, were associated with the shares of stock held by the company according to the provisions of the restricted stock awards. These remaining dividends were applied against the receivable from stock plans and were charged to compensation in the financial statements.

NOTE V - INCOME TAXES

The liability method is used in accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax basis of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse.

The components of income tax expense are as follows:

	Three Months Ended June 30		Six MonthsEnded June 30	
	2004	2003	2004	2003
Currently payable:				
Federal	$ 4,160,000	$ 3,595,000	$5,942,000	$ 6,253,000
Foreign	12,000	195,000	42,000	320,000
State	660,000	437,000	863,000	762,000
	4,832,000	4,227,000	6,847,000	7,335,000
Deferred	(1,756,000)	(1,695,000)	(3,422,000)	(4,509,000)
	$ 3,076,000	$ 2,532,000	$ 3,425,000	$ 2,826,000

The differences between total tax expense and the amount computed by applying the statutory federal income tax rate of 35% to income before income taxes are as follows:

	Three Months Ended June 30		Six Months Ended June 30	
	2004	2003	2004	2003

Statutory rate applied to pretax income	$2,830,564	$2,321,429	$3,152,583	$2,599,395
State income taxes, net of federal tax benefit	235,300	155,350	226,200	146,250
Other items	10,136	55,221	46,217	80,355
	$3,076,000	$2,532,000	$3,425,000	$2,826,000

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

BLAIR CORPORATION AND SUBSIDIARIES

June 30, 2004

NOTE V - INCOME TAXES -continued

The Company has approximately $3.5 million of a Pennsylvania net operating loss carry forward that can be used to offset future Pennsylvania Taxable Income. A deferred tax asset has been established based on the $3.5 million net operating loss available to be carried forward. The deferred tax asset is offset by a valuation allowance because it is uncertain as to whether the Company will generate sufficient income in the State of Pennsylvania in the future to absorb the net operating loss before they expire in 2011.

Components of the provision for deferred income tax benefit are as follows:

	Three Months Ended June 30		Six Months Ended June 30	
	2004	2003	2004	2003
Advertising costs	$2,617,000	$1,630,000	$4,211,000	$2,745,000
Provision for doubtful accounts	(556,000)	134,000	(581,000)	314,000
Provision for estimated returns	(878,000)	(386,000)	(229,000)	636,000
Severance costs	(21,000)	(59,000)	(59,000)	(62,000)
Depreciation	43,000	493,000	156,000	765,000
Inventory writedown	184,000	(189,000)	(541,000)	(23,000)
Deferred stock compensation	126,000	(14,000)	170,000	(28,000)
Other items - net	241,000	86,000	295,000	162,000
	$1,756,000	$1,695,000	$3,422,000	$4,509,000

Components of the deferred tax asset and liability under the liability method as of June 30, 2004 and December 31, 2003 are as follows:

	June 30 2004	December 31 2003
Current net deferred tax asset:		
Doubtful accounts	$13,541,000	$14,122,000

Returns allowance	2,077,000	2,306,000
Inventory obsolescence	833,000	1,374,000
Inventory costs	(372,000)	(372,000)
Vacation pay	1,881,000	1,798,000
Advertising costs	(3,331,000)	(7,542,000)
State net operating loss	103,000	196,000
Other items	848,000	525,000
Total deferred tax assets	15,580,000	12,407,000
State valuation allowance	(103,000)	(196,000)
Deferred tax assets, net of valuation allowance	$15,477,000	$12,211,000
Long-term deferred tax liability		
Property, plant and equipment	$ 2,393,000	$ 2,549,000

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

BLAIR CORPORATION AND SUBSIDIARIES

June 30, 2004

NOTE W - OTHER INCOME

Other income consists of:

	Three Months Ended		Six Months Ended	
	2004	2003	2004	2003
Finance charges on time payment accounts	$10,420,614	$8,578,328	$21,132,902	$17,313,575
Commissions earned	332,568	342,328	1,136,421	564,979
Other items	1,089,863	954,002	2,141,719	1,784,449
	$11,843,045	$9,874,658	$24,411,042	$19,663,003

Finance charges on time payment accounts are recognized on an accrual basis of accounting. The higher finance charges primarily resulted from increased finance charge revenues associated with the establishment of JLB Service Bank on August 20, 2003.

NOTE X - BUSINESS SEGMENT AND CONCENTRATION OF BUSINESS RISK

The Company operates as one segment in the business of selling women's and men's fashion wearing apparel and accessories and home furnishing items. Specifically, the segment includes the Womenswear, Menswear, Home, Crossing Pointe, Stores and Allegheny Trail product lines. Allegheny Trail was added in the third quarter of 2003. The Stores product line was added in the first quarter of 2004 reflecting a reclassification within the segment from the other product lines to this product line. The Company expects to discontinue its 4 year old Crossing Pointe catalog title in early 2005. The Company's segment reporting is consistent with the presentation made to the Company's chief operating decision-maker. The Company's customer base is comprised of individuals throughout the United States and is diverse in both geographic and demographic terms. Advertising is done mainly by means of catalogs, direct mail letters and the internet, which offer the Company's merchandise.

Sales of the women's and men's fashion wearing apparel and accessories accounted for 87% of total sales through the three months and six months ended June 30, 2004 and 89% and 88% of total sales through the three months and six months ended June 30, 2003, respectively. Home products accounted for the remaining sales volume.

NOTE Y - LONG-LIVED ASSETS CLASSIFIED AS HELD FOR SALE

In January 2003, the Company made the decision to close its liquidation outlet store located in Erie, Pennsylvania. This closure was effective at the close of business on March 28, 2003. The Company intends to sell the building and believes that the sale will be completed in 2004. Assets Held for Sale of $1,368,526 at June 30, 2004 and December 31, 2003 consist of the net book value of the land, land improvements and building. The carrying value of the asset was reduced in 2003 as a result of the level of interest in the asset.

NOTE Z - VOLUNTARY SEPARATION PROGRAM

In the first quarter of 2004, the Company accrued and charged to expense $67,000 in separation costs. The costs were charged to General and Administrative Expense in the income statement. The one-time $67,000 charge represents severance pay, related payroll taxes and medical benefits due the 33 eligible employees who accepted the voluntary separation program offered in connection with closing the Company's Outlet Store located in Warren, Pennsylvania on January 16, 2004. As of the end of the first quarter of 2004, $67,000 had been paid. This liability is considered satisfied.

In the first quarter of 2003, the Company accrued and charged to expense $75,000 in separation costs. The costs were charged to General and Administrative Expense in the income statement. The one-time $75,000 charge represents severance pay, related payroll taxes and medical benefits due the 32 eligible employees who accepted the voluntary separation program offered in connection with closing the Company's Outlet Store located in Erie, Pennsylvania on March 28, 2003. As of the end of the second quarter of 2003, $53,000 had been paid. This liability is considered satisfied and resulted in $22,000 being taken back to income in the second quarter of 2003.

NOTE Z - VOLUNTARY SEPARATION PROGRAM - continued

In the first quarter of 2001, the Company accrued and charged to expense $2.5 million in separation costs. The costs were charged to General and Administrative Expense in the income statement. The one-time $2.5 million charge represents severance pay, related payroll taxes and medical benefits due the 56 eligible employees who accepted the voluntary separation program rather than relocate or accept other positions in the Company. The program was offered to eligible employees of the Blair Mailing Center from which the merchandise returns operations have been relocated and the mailing operations have been outsourced. As of the end of the second quarter of 2004, $1.9 million of the $2.5 million has been paid.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
BLAIR CORPORATION AND SUBSIDIARIES

June 30, 2004

Results of Operations

Comparison of Second Quarter 2004 and Second Quarter 2003

Net income for the three months ended June 30, 2004 was $5.0 million, or $.62 per basic share and $.61 per diluted share, compared to net income of $4.1 million, or $.51 per basic and diluted share, for the three months ended June 30, 2003. Results for the second quarter of 2004 reflect a planned decrease in net sales offset primarily by enhanced efficiencies of core operations and the Company's focus on profitability and enhancing shareholder value.

Net sales for the second quarter of 2004 totaled $127.0 million and were 17.7% lower ($27.4 million) than net sales for the second quarter of 2003. The number of advertising mailings and incoming orders decreased in the second quarter of 2004 as compared to the second quarter of 2003. This reflects the Company's strategic decision to focus on more targeted mailings for greater efficiency and optimized yield. Gross sales revenue generated per advertising dollar increased almost 1% in the second quarter of 2004 compared to the second quarter of 2003. The total number of orders shipped decreased 16.5% and the average order size decreased 1.8% in the second quarter of 2004 as compared to the second quarter of 2003. The provision for returned merchandise as a percentage of gross sales decreased slightly (68 basis points) in the second quarter of 2004 as compared to the second quarter of 2003. Management attributes this favorable change to improved product quality and fit

Other income increased 19.9% from $9.9 million to $11.8 million in the second quarter of 2004 over the second quarter of 2003. Increased finance charges were primarily responsible for the higher other income. The higher finance charges resulted primarily from increased finance charge revenues associated with the Blair Credit activities of JLB Service Bank.

Cost of goods sold decreased $14.5 million (19.9%) to $58.3 million in the second quarter of 2004 as compared to the second quarter of 2003. Cost of goods sold as a percentage of net sales decreased to 45.9% in the second quarter of 2004 from 47.1% in the second quarter of 2003. The decrease can be attributed primarily to reduced customer returns, and to a lesser extent, lower overall shipping and liquidation costs in the second quarter of 2004 as compared to the second quarter of 2003.

Advertising expenses in the second quarter of 2004 decreased $7.8 million (18.9%) to $33.6 million from the second quarter of 2003. The Company's more targeted mailings lead to strategic decreases in catalog and letter mailings. The catalog reduction includes the reduction in Crossing Pointe mailings as a result of the Company's decision to discontinue circulation of its 4 year old Crossing Pointe title in early 2005.

The total number of catalog mailings released in the second quarter of 2004 was 7.0 million or 12.3% less than in the second quarter of 2003. The total number of prospect catalog mailings decreased 3.1 million (17.7%) in the second quarter of 2004 as compared to the second quarter of 2003.

The total number of letter mailings released in the second quarter of 2004 decreased by 47.8% (8.3 million) as compared to the second quarter of 2003.

Total circulation of the co-op and media advertising programs decreased 62.0% (103.1 million pieces) in the second quarter of 2004 as compared to the second quarter of 2003.

The Company launched e-commerce sites for Blair www.blair.com, and Crossing Pointe www.crossingpointe.com, in the third quarter of 2000. In the second quarter of 2004, the Company generated $21.9 million in e-commerce sales demand as compared to $22.8 million in the second quarter of 2003, a 3.9% decrease. The decrease is primarily attributable to the reduction in Crossing Pointe e-commerce promotions as a result of the company's decision to discontinue this catalog title in early 2005.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

BLAIR CORPORATION AND SUBSIDIARIES

June 30, 2004

Results of Operations - Continued

Comparison of Second Quarter 2004 and Second Quarter 2003 - Continued

General and administrative expense decreased 6.3% ($2.2 million) in the second quarter of 2004 as compared to the second quarter of 2003. The lower general and administrative expense in the second quarter of 2004 was primarily attributable to reduced variable employee costs associated with lower sales volume. As a percent of net sales, general and administrative expenses were 25.7% for the quarter ended June 30, 2004 compared to 22.6% for the quarter ended June 30, 2003. The increase in percentage of net sales is primarily attributable to increased professional services.

The provision for doubtful accounts decreased $2.3 million from $8.4 million to $6.1 million or 27.6% in the second quarter of 2004 as compared to the second quarter of 2003. The decrease is primarily the result of a 12.8% decrease in credit sales. The estimated bad debt rate used in the second quarter of 2004 was 87 basis points lower than the bad debt rate used in the second quarter of 2003.

The estimated bad debt rate has decreased primarily due to reduced credit offers to both Blair and Crossing Pointe prospects as well as improved delinquency and charge-off experience. Prospect credit offers traditionally result in higher bad debts.

The provision for doubtful accounts is based on current expectations (consumer credit and economic trends, etc.), sales mix (prospect/customer) and current and prior years' experience, especially delinquencies (accounts over 30 days past due) and actual charge-offs (accounts removed from accounts receivable for non-payment). At June 30, 2004, the delinquency rate of open accounts receivable was 133 basis points lower than at June 30, 2003. The charge-off rate for the second quarter of 2004 was 7 basis points lower than the charge-off rate for the second quarter of 2003.

Recoveries of bad debts previously charged off have been credited back against the allowance for doubtful accounts. The allowance for doubtful accounts as a percentage of delinquent accounts at June 30, 2004 is 6.2% greater than the allowance for doubtful accounts as a percentage of delinquent accounts at June 30, 2003. The increase is attributable to improved delinquencies.

At this time, the Company feels that the allowance for doubtful accounts is sufficient to cover the charge-offs from the current customer accounts receivable portfolio. Also, credit granting, collection and behavior models continue to be updated and improved, and, along with expanding database capabilities, provide valuable credit-marketing opportunities and improve the ability to forecast doubtful accounts.

Interest expense decreased $14,562 (15.3%) in the second quarter of 2004 compared to the second quarter of 2003. Interest expense results primarily from the Company's required borrowings under the Receivables Purchase Agreement. Interest rates have been lower in the second quarter of 2004.

Income taxes as a percentage of income before income taxes were 38.0% in the second quarter of 2004 and 38.2% in the second quarter of 2003. The federal income tax rate was 35% in both years. The slight change in the total income tax rate was caused by a change in the Company's effective state income tax rate.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

BLAIR CORPORATION AND SUBSIDIARIES

June 30, 2004

Results of Operations - continued

Comparison of Six Month Periods Ended June 30, 2004 and June 30, 2003

Net income for the six months ended June 30, 2004 increased 21.3% to $5.6 million, or $.69 per basic and diluted share, as compared to $4.6 million, or $.57 per basic and diluted share, for the six months ended June 30, 2003.

Results for the first six months of 2004 reflect a planned decrease in net sales offset primarily by enhanced efficiencies of core operations and the Company's focus on profitability and enhancing shareholder value

Net sales for the first six months of 2004 decreased $35.7 million to $255.6 million or 12.3% less than net sales for the first six months of 2003. The decrease in net sales was primarily attributable to the Company's strategic decision to focus on more targeted mailings for greater efficiency and optimized yield. Gross sales revenue generated per advertising dollar increased approximately 2% in the first six months of 2004 as compared to the first six months of 2003. The provision for returned merchandise as a percentage of gross mail order sales increased slightly (10 basis points) in the first six months of 2004 as compared to the first six months of 2003.

Other income increased approximately $4.7 million or 24.1% to $24.4 million in the first six months of 2004 as compared to the first six months of 2003. Increased finance charges and commissions were primarily responsible for the higher other income. The higher finance charges resulted primarily from increased finance charge revenues associated with the establishment of JLB Service Bank on August 20, 2003. The higher commissions resulted from increased continuity program activity.

Cost of goods sold decreased $18.8 million or 13.4% to $121.8 million in the first six months of 2004 as compared to the same period in 2003. As a percentage of net sales, cost of goods sold decreased to 47.6% in the first six months of 2004 from 48.3% in the first half 2003. The decrease in cost of goods sold can be attributed primarily to lower overall shipping and liquidation costs in the first half of 2004 as compared to the first half of 2003.

Advertising expenses in the first six months of 2004 decreased $11.1 million or 13.8% to $69.0 million. The Company's more targeted mailings lead to strategic decreases in catalog and letter mailings. The catalog reduction includes the reduction in Crossing Pointe mailings as a result of the Company's decision to discontinue circulation of its 4 year old Crossing Pointe title in early 2005.

The total number of catalog mailings released in the first six months of 2004 was 3.7 million or 3.4% less than those released in the first six months of 2003. The total number of prospect catalog mailings decreased 4.5 million (12.6%) in the first six months of 2004 as compared to the first six months of 2003.

The total number of letter mailings released in the first six months of 2004 was 15.9 million or 47.6% less than those released in the first six months of 2003.

Total circulation of the co-op and media advertising programs decreased 112.5 million pieces or 24.0% in the first six months of 2004 as compared to the first six months of 2003.

The Company launched e-commerce sites for Blair www.blair.com and Crossing Pointe www.crossingpointe.com in the third quarter of 2000. In the first six months of 2004, the Company generated $45.6 million in e-commerce gross sales demand, an increase of 9.4% over the first six months of 2003.

General and administrative expense for the first six months of 2004 is comparable the first six months of 2003 at $66.5 million. Reduced variable employee costs associated with lower sales volume served to lower general and administrative expense in the first six months of 2004. Offsetting the labor related

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

BLAIR CORPORATION AND SUBSIDIARIES

June 30, 2004

Results of Operations - continued

Comparison of Six Month Periods Ended June 30, 2004 and June 30, 2003 - continued

reduction in general and administrative expenses was an increase in professional fees. The increased professional fees primarily reflect costs associated with the engagement of McKinsey & Company, a national marketing and strategy consulting firm, to assist the Company in conducting a comprehensive consumer, brand and strategy study aimed at enhancing shareholder value.

The provision for doubtful accounts decreased $2.6 million from $16.2 million to $13.6 million or 16.4% for the first six months of 2004 compared to the same period in 2003. The estimated bad debt rate used in the first six months of 2004 was approximately 8% or 65 basis points lower than the bad debt rate used in the first six months of 2003. The estimated bad debt rate has decreased primarily due to reduced credit offers to both Blair and Crossing Pointe prospects as well as improved delinquency and charge-off experience. Prospect credit offers traditionally result in higher bad debts.

The provision for doubtful accounts is based on current expectations (consumer credit and economic trends, etc.), sales mix (prospect/customer) and current and prior years' experience, especially delinquencies (accounts over 30 days past due) and actual charge-offs (accounts removed from accounts receivable for non-payment). At June 30, 2004, the delinquency rate of open accounts receivable was approximately 10% or 133 basis points lower than at June 30, 2003. The charge-off rate for the first six months of 2004 was 2% or 2 basis points lower than the charge-off rate for the first six months of 2003.

Recoveries of bad debts previously charged off have been credited back against the allowance for doubtful accounts. The allowance for doubtful accounts as a percentage of delinquent accounts at June 30, 2004 is 6.2% greater than the allowance for doubtful accounts as a percentage of delinquent accounts at June 30, 2003. The increase is attributable to reduced delinquencies.

At this time, the Company feels that the allowance for doubtful accounts is sufficient to cover the charge-offs from the current customer accounts receivable portfolio. Also, credit granting, collection and behavior models continue to be updated and improved, and, along with expanding database capabilities, provide valuable credit-marketing opportunities and improve the ability to forecast doubtful accounts.

Interest expense decreased approximately $19,000 to $166,055 or 10.2% in the first six months of 2004 as compared to the first six months of 2003. Interest expense results primarily from the Company's required borrowings under the Receivables Purchase Agreement. Interest rates have been lower in the first six months of 2004.

Income taxes as a percentage of income before income taxes were 38.0% in the first six months of 2004 and 38.1% in the first six months of 2003. The federal income tax rate was 35% in both years. The small difference in the total income tax rate was caused by a change in the Company's effective state income tax rate.

Liquidity and Sources of Capital

The Company maintains two facilities that collectively provide $100 million of credit. As of June 30, 2004 the Company was in compliance with all debt covenants.

The syndicated revolving credit facility (the "Credit Agreement") provides $30 million of commitments and is secured by inventory and certain other assets of the Company and its subsidiaries. The Company is required to meet certain covenants that relate to tangible net worth, maintaining a defined leverage ratio and fixed charge coverage ratio, and complying with certain indebtedness restrictions. At June 30, 2004, the Company had no borrowings (loans) outstanding on this credit facility and had letters of credit totaling $24.7 million outstanding, which reduces the amount of borrowings available, under the Credit Agreement. Outstanding letters of credit totaled $20.9 million at December 31, 2003, and $14.8 million at June 30, 2003. The Credit Agreement is scheduled to expire December 20, 2004. The Company has begun discussions with the lenders to renew or extend the facility.

The Company also maintains a securitization of up to $100 million in accounts receivable. At the present time, $70 million of the $100 million is available to the Company. The Company sells all right, title and interest in and to certain of its accounts receivable to Blair Factoring Company, a wholly-owned subsidiary. Blair Factoring Company is a separate, bankruptcy remote, special purpose entity that entered into a Receivables Purchase Agreement with PNC Bank, National Association, as administrator, and certain conduit purchasers. The Company's consolidated financial statements reflect all the accounts of Blair Factoring Company, including the receivables and secured borrowings. Transactions entered into under the Receivables Purchase Agreement are considered secured borrowings and collateral transactions under the provisions of Statement of Financial Accounting Standards No. 140 Accounting for Transfers and Servicing of Financial Assets and Extinguishment of Liabilities. The securitization requires certain performance standards for the Company's accounts receivable portfolio in addition to complying with the covenants in the Credit Agreement. At June 30, 2004, December 31, 2003, and June 30, 2003, the Company had $15 million outstanding, the minimum amount required to be outstanding, under the Receivables Purchase Agreement, all of which was classified as short-term. At June 30, 2004 and June 30, 2003, the weighted average interest rate was 1.91% and 2.01%, respectively. Interest paid for the three months and six months ending June 30, 2004 was approximately $71,000 and $146,000, and for the three months and six months ending June 30, 2003 was approximately $78,000 and $149,000, respectively. The securitization has a scheduled termination date of April 7, 2006.

The following table and narrative highlight significant changes in cash and cash equivalents for the six months ended June 30, 2004 and 2003.

	Six Months Ended June 30		
	2004	2003	Increase/ (decrease)
Net cash provided by (used in) operating activities	$12,875,920	$ (710,029)	$13,585,949
Net cash (used in) investing activities	(2,254,530)	(3,976,372)	1,721,842
Net cash (used in) financing activities	(857,948)	(2,265,250)	1,407,302
Effect of exchange rate changes in cash	(1,396)	(33,583)	32,187
Net (decrease) in cash and cash equivalents	$ 9,762,046	$(6,985,234)	$16,747,280

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

BLAIR CORPORATION AND SUBSIDIARIES

June 30, 2004

Liquidity and Sources of Capital - continued

Net cash provided by operating activities increased by $13.6 million during the six months ended June 30, 2004 as compared to the same period in fiscal 2003. This increase is primarily attributable to lower payables and accrual balances ($8.0 million) resulting from generally lower cost and expenses. Costs and expenses for the six month period ended June 30, 2004 were $271.0 million; $32.6 million lower than the same period in 2003. In addition, the 2004 six month period generated a favorable change in accounts receivable of $8.4 million; a $5.8 million improvement over the comparable period in 2003.

The net cash flow used in investing activities was lower by $1.7 million due to lower level of capital expenditures. In 2003, the company was in the final stages of a modernization and expansion program of its fulfillment complex.

The $1.4 million increase in net cash flows used in financing activities for the six months ended June 30, 2004 over the comparable period in 2003, is primarily due to higher proceeds from exercised stock options.

Anticipated cash requirements during 2004 are primarily to fund capital expenditures and pay dividends. The Company expects to fund 2004 cash requirements with cash generated from operations.

The Company was in compliance with all debt covenants as of June 30, 2004. The Company believes it has adequate financial resources to support anticipated short-term and long-term capital needs and commitments.

Merchandise inventory turnover was 3.1 at June 30, 2004, 3.4 at December 31, 2003 and 3.6 at June 30, 2003. Merchandise inventory as of June 30, 2004 was 2.1% higher than at December 31, 2003 and 29.4% higher than at June 30, 2003. The increase in merchandise inventories is primarily the result of the company's efforts to improve initial and final merchandise fill rates thereby positively impacting profitability and customer service levels.

The merchandise inventory levels are net of the Company's reserve for inventory obsolescence. The reserve totaled $2.2 million at June 30, 2004, $3.6 million at December 31, 2003 and $3.9 million at June 30, 2003. Inventory write-offs and write-downs (reductions to below cost) charged against the reserve for obsolescence were $4.7 million in the first six months of 2004 and $2.4 million in the first six months of 2003. The closing of the Starbrick Outlet Store in January 2004, accounts for $2.4 million of the write-downs in the first six months 2004. These write-downs were provided for in the December 31, 2003 obsolescence reserve. Due to the nonrecurring nature of the write-downs related to the closing of the Starbrick Outlet Store, the obsolescence reserve at June 30, 2004 is considerably lower than the reserve at December 31, 2003 on similar levels of inventory. However, management believes that the amount of the reserve for obsolescence is appropriate. A monthly provision for obsolete inventory is added to the reserve and expensed to cost of goods sold, based on the levels of merchandise inventory and merchandise purchases.

An operating segment is identified as a component of an enterprise for which separate financial information is available for evaluation by the chief decision-maker, or decision-making group, in deciding on how to allocate resources and assess performance. The Company operates as one business segment consisting of the Womenswear, Menswear, Home, Crossing Pointe, Allegheny Trail and Store product lines. Allegheny Trail was added in the third quarter of 2003. The Store product line was added in the first quarter of 2004. It was previously included in the Womenswear, Menswear, Home and Crossing Pointe product lines.

The reduction in Crossing Pointe net sales is the result of reduced circulation in the first six months of 2004 compared to the first six months of 2003. The Company expects to discontinue its 4 year old Crossing Pointe catalog title in early 2005.

The Store product line shows a decrease of $4.4 million in merchandise inventory when comparing the June 30, 2004 balance to the June 30, 2003 balance. This is due to the closing of the Starbrick Outlet Store in January, 2004.

BLAIR CORPORATION AND SUBSIDIARIES

June 30, 2004

Liquidity and Sources of Capital - continued

The following tables illustrate the percent of net sales and merchandise inventory that each product line represents.

Product Line	6/30/04 Net Sales (in millions)	Percent of Total Net Sales	6/30/03 Net Sales (in millions)	Percent of Total Net Sales
Womenswear	$162.3	63.6%	$185.7	63.7%
Menswear	44.6	17.4%	47.1	16.1%
Home	33.6	13.2%	35.0	12.0%
Crossing Pointe	13.1	5.1%	20.8	7.2%
Stores	1.4	.5%	2.8	1.0%
Allegheny Trail	.6	.2%	N/A	N/A
Total	$255.6	100.0%	$291.4	100%

Product Line	6/30/04 Merchandise Inventory (in millions)	6/30/03 Merchandise Inventory (in millions)
Womenswear	$41.8	$29.1
Menswear	9.2	6.8
Home	9.2	4.5
Crossing Pointe	4.0	6.8
Stores	.5	4.9
Allegheny Trail	2.7	N/A
Total	$67.4	$52.1

The Company looks upon its credit granting (Blair Credit) as a marketing advantage. Blair Credit customers, on average, buy more, buy more often and are more loyal than cash and credit card customers. The Company has determined that the benefit from the increased sales volume achieved by offering Blair Credit is significant and more than outweighs the cost of the credit program. The cost of the credit program is comparable to the discount rates of third party credit cards. The Company's gross credit sales decreased 9.3% in the first six months 2004 as compared to first six months 2003 in line with the strategic decision to focus on more targeted mailings for greater efficiency and optimized yield.

On August 20, 2003 the Company commenced operations of a new wholly-owned subsidiary, JLB Service Bank. The establishment of JLB Service Bank enables the Company to manage its credit portfolio in a more cost-effective and efficient manner. The bank's products involve the extension of credit on an unsecured basis to individuals who are customers of Blair Corporation to facilitate their purchases of Blair merchandise. As of June 30, 2004, JLB Service Bank's total assets represented 1.59% of total consolidated assets of the Company. Gross revenue of JLB Service Bank was .96% of the Company's consolidated gross revenue for the six months ended, June 30, 2004.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

BLAIR CORPORATION AND SUBSIDIARIES

June 30, 2004

Liquidity and Sources of Capital - continued

The Company has added new facilities, modernized its existing facilities and acquired new cost-saving equipment during the last several years. Capital expenditures for property, plant and equipment totaled $2.3 million during the first six months 2004, compared to $4.0 million during the first six months 2003.

Upon review of the Company's inventory liquidation strategy, the Company made the following decisions. In January 2004, the Company closed its outlet store located in Warren, Pennsylvania. This closure was effective at the close of business on January 16, 2004. The Company is considering alternative uses for the building. On March 28, 2003, the Company closed its outlet store located in Erie, Pennsylvania. The Company intends to sell the building and believes that the sale will be completed by December 31, 2004. Evolvement of the Company's inventory liquidation strategy into more rapid and profitable methods of disposing obsolete and excess inventory led to these decisions. Over the past three years, package insertions, telephone upsell promotions, sale catalogs and the growing e-commerce channel have proven to be more successful and profitable in moving inventory than the traditional outlet sales process. The $1,368,526 shown as Assets Held for Sale at both June 30, 2004 and December 31, 2003 consists of the net book value of the land, land improvements and building of the Erie outlet store.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Contractual Obligations

The Company has contractual obligations consisting of capital leases for data processing and telephone equipment, operating leases for buildings, data processing, office and telephone equipment and a line of credit securitization for general liquidity which requires a minimum borrowing level.

		Payments Due By Period			
Contractual Obligations	Total	Less than 1 year	1 - 3 years	4 - 5 years	More than 5 years
Capital Lease Obligations	$ 337,185	$ 209,600	$ 127,585	$ -0-	$ -0-
Operating leases	12,260,846	1,584,996	6,558,128	1,975,688	2,142,034
Unconditional					

Purchase Obligations- Outstanding Letters of Credit	24,700,000	24,700,000	-0-	-0-	-0-
Line of Credit- Securitization	15,000,000	15,000,000	-0-	-0-	-0-
Total	$52,298,031	$41,494,596	$6,685,713	$1,975,688	$2,142,034

The Company has commercial commitments consisting of a revolving credit facility of $30 million and a receivables securitization of $70 million.

Other Commercial Commitments	Total Amounts Committed	Amount of Commitment Expiration Per Period: Less than 1 year	1 - 3 years	4 - 5 years	After 5 years
Line of Credit- Revolving effective 7/25/03	$ 30,000,000	$30,000,000	$ -0-	$ -0-	-0-
Line of Credit- Securitization effective 4/9/03	70,000,000	-0-	70,000,000	-0-	-0-
Total	$100,000,000	$30,000,000	$70,000,000	$ -0-	$ -0-

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

BLAIR CORPORATION AND SUBSIDIARIES

June 30, 2004

Contractual Obligations - continued

If an event of default should occur, payments and/or maturity of the lines of credit could be accelerated. The Company is not in default and does not expect to be in default of any of the provisions of the credit facilities. (See "Liquidity and Sources of Capital" for details of the Company's credit facilities).

The Company recently declared a quarterly dividend of $.15 per share payable on September 15, 2004. The Company has declared dividends for 283 consecutive quarters. It is the Company's intent to continue paying dividends; however, the Company will evaluate its dividend practice on an ongoing basis. (See "Future Considerations").

Critical Accounting Policies

Preparation of the Company's financial statements requires the application of a number of accounting policies which are described in "Note 1, Significant Accounting Policies" in the "Notes to Consolidated Financial Statements" in the Company's 2003 10-K. The critical accounting policies, which if interpreted differently under different conditions or circumstances could result in material changes to the reported results, deal with properly valuing accounts receivable and inventory. Properly valuing accounts receivable and inventory requires establishing proper reserve and allowance levels, specifically the allowances for doubtful accounts and returns and the reserve for inventory obsolescence. The Company's senior financial management and the Company's auditors (Ernst & Young) review the critical accounting policies and estimates with the Audit Committee of the Board of Directors.

The Company's revenue recognition policy is as follows: Sales (cash, Blair Credit, or third party credit card) are recorded when the merchandise is shipped to the customer in accordance with the provisions of Staff Accounting Bulletin No. 101, Revenue Recognition in Financial Statements.

Finance charges on time payment accounts are recognized on an accrual basis of accounting.

The allowance for doubtful accounts and related items, provision for doubtful accounts and Blair Credit, are discussed in "Results of Operations," "Liquidity and Sources of Capital" and "Future Considerations." A change in the bad debt rate would cause changes in the provision for doubtful accounts and the allowance for doubtful accounts. Based on the Company's 2003 level of credit sales and finance charges, net income would change by approximately $2.5 million, or $.32 per share, from a one percentage point change in the bad debt rate.

The allowance for returns is a deduction from customer accounts receivable. A monthly provision for anticipated returns is recorded as a percentage of gross sales, based upon historical experience. The provision is charged against gross sales to arrive at net sales, and actual returns are charged against the allowance for returns. Returns are generally more predictable as they settle within two-to-three months, but are impacted by season, new products and/or product lines, type of sale (cash, credit card, Blair Credit) and sales mix (prospect/customer). The Company feels that the allowance for returns is sufficient to cover the returns that will occur after June 30, 2004 from sales prior to July 1, 2004. A change in the returns rate would cause changes in the provision for returns and the allowance for returns. Based on the Company's 2003 level of sales, net income would change by approximately $2.0 million, or $.26 per share, from a one percentage point change in the returns rate.

The reserve for inventory obsolescence and related items, inventory levels and write-downs, are discussed in "Liquidity and Sources of Capital" and "Future Considerations". The Company feels that the reserve for inventory obsolescence is sufficient to cover the write-offs that will occur in future years on merchandise in inventory as of June 30, 2004. A change in the obsolescence rate would cause changes in cost of goods sold and the reserve for inventory obsolescence . Based on the Company's 2003 level of merchandise subject to obsolescence, net income would change by approximately $1.9 million, or $.24 per share, from a one percentage point change in the obsolescence rate.

The Company's advertising expense policy is as follows: Advertising and shipping supply inventories include printed advertising material and related mailing supplies for promotional mailings, which are generally scheduled to occur within two months. These direct-response advertising costs are then expensed

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

BLAIR CORPORATION AND SUBSIDIARIES

June 30, 2004

Critical Accounting Policies - continued

over the period of expected future benefit, generally nine weeks.

At June 30, 2004, the Company had total gross deferred tax assets of $15.5 million. These assets relate principally to asset valuation reserves including bad debts, returns and inventory obsolescence. Based on recent historical earnings performance and current projections, management believes that a valuation allowance is not required against these deferred tax assets, except for the valuation allowance against state net operating losses, which was provided due to its uncertainty of realization based upon the state's net operating loss carryforward rules.

Impact of Inflation and Changing Prices

Although inflation has moderated in our economy, the Company is continually seeking ways to cope with its impact. To the extent permitted by competition, increased costs are passed on to customers by selectively increasing selling prices over a period of time. Historically, profit margins have been pressured by postal and paper rate increases. Paper rates have moderated over the reporting period. Postal rates increased on January 10, 1999, on January 7, 2001, on July 1, 2001 and again on June 30, 2002. Based on recent public communications by the United States Postal Service, it is anticipated that postal rates will not increase again until 2006. The Company spent approximately $103.8 million for postage and delivery services in 2003.

The Company principally uses the LIFO method of accounting for its merchandise inventories. Under this method, the cost of products sold reported in the financial statements approximates current costs and thus reduces distortion in reported income due to increasing costs. However, the Company has been experiencing consistent to declining merchandise costs and the LIFO reserve has fallen to $4.5 million at June 30, 2004 and at December 31, 2003 from $5.7 million at June 30, 2003.

Property, plant and equipment are continuously being expanded and updated. Major projects are discussed under "Liquidity and Sources of Capital". Assets acquired in prior years will be replaced at higher costs but this will take place over many years. New assets, when acquired, will result in higher depreciation charges, but in many cases, due to technological improvements, savings in operating costs should result. The charges to operations for depreciation represent the allocation of historical costs incurred over past years and are significantly less than if they were based on the current cost of productive capacity being used.

Accounting Pronouncements

Effective January 1, 2002, the Company adopted the provisions of SFAS No. 142, Goodwill and Other Intangible Assets. Statement No. 142 requires testing of goodwill and intangible assets with indefinite lives for impairment rather than amortizing them. The adoption of this statement in the first quarter of 2002 had no impact on the Company's financial results.

Effective January 1, 2002, the Company implemented SFAS No. 143, Accounting for Asset Retirement Obligations which addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the related asset retirement costs. The statement requires that the fair value of a liability for an asset retirement obligation be recognized in the period in which it is incurred and capitalized as part of the carrying amount of the long-lived asset. When a liability is initially recorded, the entity capitalizes the cost by increasing the carrying value of the related long-lived asset. Over time, the liability is accreted to its present value each period, and the capitalized cost is depreciated over the useful life of the related asset. Upon settlement of the liability, a gain or loss is recorded. The adoption of this statement did not have an effect on the Company.

SFAS No. 145, Rescission of FASB No. 4, 44 and 64, Amendment of FASB Statement No. 13, and Technical Corrections, and FASB Interpretation No. 45, Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others were adopted by the Company effective January 1, 2003. The adoption of these standards did not have a material impact on the Company's results of operations or financial condition.

In October 2001, the FASB issued SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets which supersedes SFAS No. 121 Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of. Although retaining many of the provisions of SFAS No. 121, SFAS No. 144 establishes a uniform accounting model for long-lived assets to be disposed. The Company's adoption of this statement in the first quarter of 2002 did not have an impact on the Company's financial results for 2002. During 2003, the provisions of this statement impacted the accounting treatment of the planned sale of the Blair Outlet Store in Erie, Pennsylvania. (See Note Y)

In June 2002, the FASB issued SFAS No. 146, Accounting for Costs Associated with Exit or Disposal Activities when the liability is incurred and not as a result of an entity's commitment to an exit plan. The statement is effective for exit or disposal activities initiated after December 31, 2002. The adoption of SFAS No. 146 in the first quarter of 2003 did not have an impact on the Company's financial results. During 2004 and 2003, the provisions of this statement impacted the accounting treatment of the voluntary separation of employees due to the closing of the Blair Outlet Stores in Warren, Pennsylvania and Erie, Pennsylvania. (See Note Z)

The Company adopted SFAS No. 148, Accounting For Stock-Based Compensation Transition and Disclosure an amendment of SFAS No. 123, Accounting For Stock-Based Compensation effective the year ended December 31, 2002. It provides alternative methods for a voluntary change to the fair value based method of accounting for stock-based employee compensation and requires prominent disclosure about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. The Company's adoption of SFAS No. 148 in 2002 enhanced stock-based employee compensation disclosures and had no effect on the method of accounting followed by the Company.

In April 2003, the FASB issued SFAS No. 149 Amendment of Statement 133 on Derivative Instruments and Hedging Activities. This statement amends and clarifies financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts and for hedging activities under SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities. This statement is generally effective for contracts entered into or modified after June 30, 2003. The Company adopted the new statement effective July 1, 2003. The Company has historically not utilized derivative instruments and, as a result, the adoption of this statement has had no impact on the financial statements of the Company.

In May 2003, the FASB issued SFAS No. 150, Accounting for Certain Financial Instruments with Characteristics of Both Liabilities and Equity. This statement establishes standards for how an issuer classifies and measures in its statement of financial position certain financial instruments with characteristics of both liabilities and equity. This statement is effective for financial instruments entered into or modified after May 31, 2003, and otherwise at the beginning of the Company's third quarter. The effective dates of certain provisions of SFAS No. 150 have been deferred. The Company believes the adoption of this standard will not have a material impact on its results of operations or financial condition.

As of December 31, 2003, the Company adopted FASB Interpretation No. 46 R, Consolidation of Variable Interest Entities, revised in December 2003. The adoption of this statement has had no impact on the financial statements of the Company.

Future Considerations

The Company is faced with the ever-present challenge of maintaining and expanding its customer file. This involves the acquisition of new customers (prospects), the conversion of new customers to established customers (active repeat buyers) and the retention and/or reactivation of established customers.

These actions are vital in growing the business but are being negatively impacted by increased operating costs, a declining labor pool, increased competition in the retail sector, high levels of consumer debt, varying consumer response rates and an uncertain economy. The preceding factors can also negatively impact the Company's ability to properly value accounts receivable and inventories by making it more difficult to establish proper reserve and allowance levels, specifically, the allowances for doubtful accounts and returns and the reserve for inventory obsolescence.

The Company's marketing strategy includes targeting customers in the "40 to 75, low-to-moderate income" market. Success of the Company's marketing strategy requires investment in database management, digital asset management, campaign management, financial and operating systems, prospecting programs, catalog marketing, new product lines, telephone call centers, e-commerce, fulfillment operations and credit management. Management believes that these investments should improve Blair Corporation's position in new and existing markets and provide opportunities for future earnings growth.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

BLAIR CORPORATION AND SUBSIDIARIES

June 30, 2004

Future Considerations - continued

The Company announced on May 3, 2004, that they will discontinue circulation of its four year-old Crossing Pointe Catalog title beginning in 2005 and is presently evaluating the opportunity for maintaining a web based Crossing Pointe business. The Company's intention is to more fully focus new business development efforts on the core Blair brand and its proven appeal to significant market segments. The decision to focus on core operations is based in part on the historical success of the Blair brand and an extensive consumer and brand strategy study undertaken by the Company as part of its efforts to enhance profitability and shareholder value. The Company does not anticipate that this decision will have a negative effect on 2004 profitability, but does expect it to benefit 2005 performance.

Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995

Forward-looking statements in this report, including without limitation, statements relating to the Company's plans, strategies, objectives, expectations, intentions and adequacy of resources, are made pursuant to the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995. Words such as "believes", "anticipates", "plans", "expects", and similar expressions are intended to identify forward-looking statements. Any statements contained in this report that are not statements of historical fact may be deemed to be forward-looking statements. Such forward-looking statements are included in, but not limited to, the following sections of the report:

- The paragraph on the provision for doubtful accounts in the Results of Operations, Comparison of Second Quarter 2004 and Second Quarter 2003.

- The paragraph on the provision for doubtful accounts in the Results of Operations, Comparison of Six Month Periods Ended June 30, 2004 and June 30, 2003.

- Liquidity and Sources of Capital.

- Critical Accounting Policies.

- The Impact of Inflation and Changing Prices.

- Future Considerations.

Investors are cautioned that such forward-looking statements involve risks and uncertainties which could cause actual results to differ materially from those in the forward-looking statements, including without limitation the following: (i) the Company's plans, strategies, objectives, expectations and intentions are subject to change at any time at the discretion of the Company; (ii) the Company's plans and results of operations will be affected by the Company's ability to manage its growth, accounts receivable and inventory; (iii) external factors such as, but not limited to, changes in consumer response rates, changes in consumer credit trends, success of new business lines and increases in postal, paper and printing costs; and (iv) other risks and uncertainties indicated from time to time in the Company's filings with the Securities and Exchange Commission.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The carrying amounts of cash, customer accounts receivable, accounts payable, and accrued liabilities approximate fair value due to the short-term maturities of these assets and liabilities. The interest rates on the Company's securitized and revolving credit facilities are adjusted regularly to reflect current market rates. Accordingly, the carrying amounts of the Company's borrowings also approximate fair value.

The Company is subject to market interest rate risk from exposure to changes in interest rates based upon its financing, investing and cash management activities. The Company utilizes variable-rate debt to manage its exposure to changes in interest rates. The Company does not expect changes in interest rates to have a material adverse effect on its income or cash flow in 2004. A change of one percentage point in the interest rate would cause a change in interest expense, based on the Company's levels of debt for the years 2003 and 2004, of approximately $150,000 in each year.

BLAIR CORPORATION AND SUBSIDIARIES

June 30, 2004

ITEM 4. CONTROLS AND PROCEDURES

As of the end of the period covered by this report, based on an evaluation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934), each of the Chief Executive Officer and the Chief Financial Officer of the Company has concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in its Exchange Act reports is recorded, processed, summarized and reported within the applicable time periods specified by the SEC's rules and forms.

There were no significant changes in the Company's internal controls or in any other factors that could significantly affect those controls subsequent to the date of the most recent evaluation of the Company's internal controls by the Company, including any corrective actions with regard to any significant deficiencies or material weaknesses.

PART II. OTHER INFORMATION

BLAIR CORPORATION AND SUBSIDIARIES

June 30, 2004

Item 1. Legal Proceedings

The Company is from time to time a party to ordinary routine litigation incidental to various aspects of its operations. Management is not currently aware of any litigation that will have a material adverse impact on the Company's financial condition or results of operations.

Item 2. Changes in Securities and Use of Proceeds

Not Applicable.

Item 3. Defaults Upon Senior Securities

Not Applicable.

Item 4. Submission of Matters to a Vote of Security Holders

(a) The Company's Annual Meeting of Stockholders was held April 29, 2004.

(b) At the Annual Meeting of Stockholders, all of the Company's directors were elected at said meeting, as follows:

Steven M. Blair	5,916,736 Votes For,	1,446,404 Votes Withheld
Robert D. Crowley	5,924,019 Votes For,	1,439,121 Votes Withheld
Harriet Edelman	7,046,825 Votes For,	316,315 Votes Withheld
Cynthia A. Fields	7,098,120 Votes For,	265,020 Votes Withheld
Bryan J. Flanagan	5,887,879 Votes For,	1,475,261 Votes Withheld
John O. Hanna	7,014,588 Votes For,	348,552 Votes Withheld
Craig N. Johnson	7,022,388 Votes For,	340,752 Votes Withheld
Murray K. McComas	5,608,374 Votes For,	1,754,766 Votes Withheld
Thomas P. McKeever	5,916,840 Votes For,	1,446,300 Votes Withheld
Ronald L. Ramseyer	7,067,603 Votes For,	295,537 Votes Withheld
Michael A. Schuler	7,052,361 Votes For,	310,779 Votes Withheld
John E. Zawacki	5,841,005 Votes For,	1,522,135 Votes Withheld

Since all of the directors of the Company were elected at the Annual Meeting of Stockholders, there are no directors whose term of office as a director continued after the meeting.

(c) The following other matters were voted upon at the meeting, and the following number of affirmative votes and negative votes were cast with respect to each such matter:

The reappointment by the Company's Board of Directors of the firm of Ernst & Young LLP as independent certified public accountants to examine the financial statements and perform the annual audit of the Company for the year ending December 31, 2004 was ratified. This matter received 7,252,677 affirmative votes, 104,534 negative votes and 5,929 votes withheld.

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PART II. OTHER INFORMATION - Continued

BLAIR CORPORATION AND SUBSIDIARIES

June 30, 2004

Item 5. Other Information

Not Applicable.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

3.1 Restated Certificate of Incorporation(1)
3.2 Amended and Restated Bylaws of Blair Corporation (2)
4 Specimen Common Stock Certificate(3)
10.1 Stock Accumulation and Deferred Compensation Plan for Directors(4)
10.2 Blair Corporation 2000 Omnibus Stock Plan(5)
10.3 Blair Credit Agreement(6)
10.4 Amendment No. 2 to Credit Agreement(7)
11 Statement regarding computation of per share earnings(8)
31.1 Section 302 Certification-CEO
31.2 Section 302 Certification-CFO
32.1 Section 906 Certification-CEO
32.2 Section 906 Certification-CFO

(b) Reports on Form 8-K

The following Forms 8-K were furnished pursuant to Item 12 of Form 8-K and are therefore not deemed to be, nor intended by the Company to be, "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liability of that section:

On April 23, 2004 the Company furnished a Form 8-K announcing its earnings for the three months ended March 31, 2004.

On May 4, 2004 the Company furnished a Form 8-K announcing its intention to more fully focus new business development efforts on the core Blair brand and its proven appeal to significant market segments. As part of this effort, the Company will discontinue circulation of its 4 year-old Crossing Pointe catalog title in early 2005.

(1) Incorporated by reference to Exhibit A to the Quarterly Report on Form 10-Q of the Company filed with the SEC on August 10, 1995 (SEC File No. 1-878).

(2) Incorporated herein by reference to Exhibit 3.2 to the Companies Quarterly Report on Form 10-Q filed with the SEC on August 14, 2003 (SEC File No. 1-878).

(3) Incorporated by reference to Exhibit 4.1 to the Form S-8 Registration Statement filed with the SEC on July 19, 2000 (SEC File No. 333-41770).

(4) Incorporated herein by reference to Exhibit A to the Company's Proxy Statement filed with the SEC on March 20, 1998 (SEC File No. 1-878).

(5) Incorporated herein by reference to Exhibit A to the Company's Proxy Statement filed with the SEC on March 17, 2000 (SEC File No. 1-878).

(6) Incorporated herein by reference to Exhibit 99.1 to the Company's Form 8-K filed with the SEC on January 9, 2002 (SEC File No. 1-878).

(7) Incorporated by reference to Exhibit 10.4 to the Quarterly Report on Form 10-Q of the Company filed with the SEC on August 8, 2003 (SEC File No. 1-878). Certain schedules to the agreement have been omitted.

(8) Incorporated by reference to Note T of the financial statements included herein. On July 23, 2004 the Company furnished a Form 8-K announcing its earnings for the quarter and six months ended June 30, 2004.

SIGNATURE

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 hereunto duly authorized.

BLAIR CORPORATION

(Registrant)

Date: August 9, 2004

By JOHN E. ZAWACKI

JOHN E. ZAWACKI
President and Chief
Executive Officer

By BRYAN J. FLANAGAN

BRYAN J. FLANAGAN
Senior Vice President and
Chief Financial Officer

By MICHAEL R. DELPRINCE

MICHAEL R. DELPRINCE
Controller

[Certifications to follow]

Exhibit 31.1

CERTIFICATION

I, John E. Zawacki, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Blair Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2004

JOHN E. ZAWACKI

JOHN E. ZAWACKI
President and
Chief Executive Officer

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Exhibit 31.2

CERTIFICATION

I, Bryan J. Flanagan, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Blair Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2004

BRYAN J. FLANAGAN

BRYAN J. FLANAGAN
Senior Vice President and
Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Blair Corporation (the "Company") on Form 10-Q for the period ended June 30, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John E. Zawacki, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: August 9, 2004

JOHN E. ZAWACKI

JOHN E. ZAWACKI
President and
Chief Executive Officer

A signed original of this written statement required by Section 906, or other document authentication, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by section 906, has been provided to Blair Corporation and will be retained by Blair Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

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Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Blair Corporation (the "Company") on Form 10-Q for the period ended June 30, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Bryan J. Flanagan, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: August 9, 2004

BRYAN J. FLANAGAN

BRYAN J. FLANAGAN
Senior Vice President and
Chief Financial Officer

A signed original of this written statement required by Section 906, or other document authentication, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by section 906, has been provided to Blair Corporation and will be retained by Blair Corporation and furnished to the Securities and Exchange Commission or its staff upon request.