

CRANE CO /DE/

FORM 10-Q (Quarterly Report)

Filed 05/06/08 for the Period Ending 03/31/08

| | |
|-------------|---|
| Address | CRANE CO. 100 FIRST STAMFORD PLACE STAMFORD, CT 06902 |
| Telephone | 203-363-7300 |
| CIK | 0000025445 |
| Symbol | CR |
| SIC Code | 3490 - Miscellaneous Fabricated Metal Products |
| Industry | Misc. Fabricated Products |
| Sector | Technology |
| Fiscal Year | 12/31 |

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-Q

Mark One:

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

For the Quarterly Period Ended March 31, 2008

OR

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

For the Transition Period from _____ to _____

Commission File Number: 1-1657

CRANE CO.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

13-1952290

(I.R.S. Employer
Identification No.)

100 First Stamford Place, Stamford, CT

(Address of principal executive offices)

06902

(Zip Code)

Registrant's telephone number, including area code: 203-363-7300

(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 period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares outstanding of the issuer's classes of common stock as of April 30, 2008

Common stock, \$1.00 Par Value – 59,650,061 shares

Part I - Financial Information

Item 1. Financial Statements

Crane Co. and Subsidiaries
Condensed Consolidated Statements of Operations
(in thousands, except per share data)
(Unaudited)

| | Three Months Ended March 31, | |
|-------------------------------------|---------------------------------|------------------|
| | 2008 | 2007 |
| Net sales | \$678,868 | \$628,217 |
| Operating costs and expenses: | | |
| Cost of sales | 452,531 | 423,683 |
| Selling, general and administrative | 150,988 | 136,135 |
| Operating profit | <u>75,349</u> | <u>68,399</u> |
| Other income (expense): | | |
| Interest income | 2,284 | 1,313 |
| Interest expense | (6,505) | (6,868) |
| Miscellaneous - net | 330 | 1,813 |
| | <u>(3,891)</u> | <u>(3,742)</u> |
| Income before income taxes | 71,458 | 64,657 |
| Provision for income taxes | <u>23,080</u> | <u>21,012</u> |
| Net income | <u>\$ 48,378</u> | <u>\$ 43,645</u> |
| Basic net income per share: | <u>\$ 0.81</u> | <u>\$ 0.72</u> |
| Diluted net income per share: | <u>\$ 0.79</u> | <u>\$ 0.71</u> |
| Average basic shares outstanding | 60,040 | 60,209 |
| Average diluted shares outstanding | 60,955 | 61,207 |
| Dividends per share | \$ 0.18 | \$ 0.15 |

See Notes to Condensed Consolidated Financial Statements.

Crane Co. and Subsidiaries
Condensed Consolidated Balance Sheets
(in thousands, except share and per share data)
(Unaudited)

| | March 31, 2008 | December 31, 2007 |
|---|---------------------------|---------------------------|
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 294,728 | \$ 283,370 |
| Accounts receivable, net | 373,792 | 345,176 |
| Current insurance receivable - asbestos | 33,600 | 33,600 |
| Inventories, net: | | |
| Finished goods | 112,608 | 109,337 |
| Finished parts and subassemblies | 40,734 | 39,108 |
| Work in process | 53,335 | 51,923 |
| Raw materials | 137,886 | 127,351 |
| Inventories, net | 344,563 | 327,719 |
| Other current assets | 57,735 | 47,757 |
| Total current assets | 1,104,418 | 1,037,622 |
| Property, plant and equipment: | | |
| Cost | 764,922 | 749,968 |
| Less: accumulated depreciation | 472,893 | 460,285 |
| Property, plant and equipment, net | 292,029 | 289,683 |
| Long-term insurance receivable - asbestos | 293,940 | 306,557 |
| Long-term deferred tax assets | 199,373 | 220,370 |
| Other assets | 124,584 | 128,360 |
| Intangible assets, net | 124,202 | 128,150 |
| Goodwill | 769,106 | 766,550 |
| Total assets | <u>\$2,907,652</u> | <u>\$2,877,292</u> |

See Notes to Condensed Consolidated Financial Statements.

Crane Co. and Subsidiaries
Condensed Consolidated Balance Sheets
(in thousands, except share and per share data)
(Unaudited)

| | <u>March 31,</u> <u>2008</u> | <u>December 31,</u> <u>2007</u> |
|---|---------------------------------|------------------------------------|
| Liabilities and shareholders' equity | | |
| Current liabilities: | | |
| Notes payable and current maturities of long-term debt | \$ 9,613 | \$ 548 |
| Accounts payable | 197,936 | 177,978 |
| Current asbestos liability | 84,000 | 84,000 |
| Accrued liabilities | 221,450 | 230,295 |
| U.S. and foreign taxes on income | 2,291 | 731 |
| Total current liabilities | <u>515,290</u> | <u>493,552</u> |
| Long-term debt | 398,345 | 398,301 |
| Accrued pension and postretirement benefits | 54,095 | 52,233 |
| Long-term deferred tax liability | 32,593 | 31,880 |
| Long-term asbestos liability | 928,098 | 942,776 |
| Other liabilities | 60,271 | 65,353 |
| Total liabilities | <u>1,473,402</u> | <u>1,490,543</u> |
| Minority interest | 8,469 | 8,394 |
| Commitments and contingencies (Note 8) | | |
| Shareholders' equity: | | |
| Preferred shares, par value \$.01; 5,000,000 shares authorized | — | — |
| Common stock, par value \$1.00; 200,000,000 shares authorized, 72,426,139 shares issued | 72,426 | 72,426 |
| Capital surplus | 150,042 | 148,513 |
| Retained earnings | 876,075 | 845,864 |
| Accumulated other comprehensive income | 174,762 | 154,077 |
| Treasury stock | (362,814) | (336,077) |
| Total shareholders' equity | <u>910,491</u> | <u>884,803</u> |
| Total liabilities and shareholders' equity | <u>\$ 2,907,652</u> | <u>\$ 2,877,292</u> |
| Common stock issued | <u>72,426,139</u> | <u>72,426,139</u> |
| Less: Common stock held in treasury | <u>(12,815,141)</u> | <u>(12,264,788)</u> |
| Common stock outstanding | <u>59,610,998</u> | <u>60,161,351</u> |

See Notes to Condensed Consolidated Financial Statements.

Crane Co. and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(in thousands)
(Unaudited)

| | Three Months Ended March 31, | |
|--|---------------------------------|--------------------|
| | 2008 | 2007 |
| Operating activities: | | |
| Net income | \$ 48,378 | \$ 43,645 |
| Income from joint venture | — | (1,017) |
| Depreciation and amortization | 14,983 | 15,576 |
| Stock-based compensation expense | 3,615 | 4,304 |
| Deferred income taxes | 6,097 | (9,819) |
| Cash used for working capital | (29,834) | (25,648) |
| (Payments) receipts for asbestos-related fees and costs, net of insurance recoveries | (2,061) | 21,180 |
| Other | 2,951 | (11,332) |
| Total provided by operating activities | 44,129 | 36,889 |
| Investing activities: | | |
| Capital expenditures | (9,080) | (6,963) |
| Proceeds from disposition of capital assets | 676 | 11,032 |
| Payment for acquisitions, net of cash acquired | (85) | (5) |
| Proceeds from divestiture | 506 | — |
| Total (used for) provided by investing activities | (7,983) | 4,064 |
| Financing activities: | | |
| Equity: | | |
| Dividends paid | (10,795) | (9,050) |
| Reacquisition of shares on the open market | (40,000) | (40,001) |
| Stock options exercised - net of shares reacquired | 3,556 | (387) |
| Excess tax benefit from stock-based compensation | 107 | 690 |
| Debt: | | |
| Repayments of long-term debt | — | (67) |
| Net increase in short-term debt | 9,037 | 1,800 |
| Total used for financing activities | (38,095) | (47,015) |
| Effect of exchange rates on cash and cash equivalents | 13,307 | 1,376 |
| Increase (decrease) in cash and cash equivalents | 11,358 | (4,686) |
| Cash and cash equivalents at beginning of period | 283,370 | 138,607 |
| Cash and cash equivalents at end of period | <u>\$294,728</u> | <u>\$133,921</u> |
| Detail of cash used for working capital: | | |
| Accounts receivable | \$ (24,382) | \$ (27,080) |
| Inventories | (15,171) | (14,003) |
| Other current assets | (592) | 508 |
| Accounts payable | 19,427 | 10,531 |
| Accrued liabilities | (10,365) | (2,437) |
| U.S. and foreign taxes on income | 1,249 | 6,833 |
| Total | \$ (29,834) | \$ (25,648) |
| Supplemental disclosure of cash flow information: | | |
| Interest paid | \$ 5,918 | \$ 6,330 |
| Income taxes paid | \$ 15,268 | \$ 20,848 |

See Notes to Condensed Consolidated Financial Statements.

Item 1. Financial Statements

Notes to Condensed Consolidated Financial Statements (Unaudited)

1. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial reporting and the instructions to Form 10-Q and, therefore, reflect all adjustments which are, in the opinion of management, necessary for a fair statement of the results for the interim periods presented. These interim consolidated financial statements should be read in conjunction with the Consolidated Financial Statements and Notes to Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2007.

2. Recent Accounting Pronouncements

In September 2006, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 157, "Fair Value Measurements" ("SFAS 157"). This statement defines fair value, establishes a framework for measuring fair value under generally accepted accounting principles and expands disclosure about fair value measurements. In February 2008, the FASB issued Staff Positions No. SFAS 157-1 and No. SFAS 157-2 which delayed the effective date of SFAS No. 157 for one year for certain non-financial assets and non-financial liabilities and removed certain leasing transactions from its scope. The Company adopted SFAS 157 effective January 1, 2008 for financial assets and financial liabilities measured on a recurring basis (see Note 13, "Fair Value Measurements"). The Company is currently evaluating the provisions of SFAS 157-1 and SFAS 157-2 to determine the potential impact, if any, these staff positions will have on the Company's financial statements when they are applicable beginning in the first quarter of 2009.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 141(R), "Business Combinations" ("SFAS 141(R)"). SFAS No. 141(R) establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree and recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase. SFAS No. 141(R) also sets forth the disclosures required to be made in the financial statements to evaluate the nature and financial effects of the business combination. SFAS No. 141(R) is effective for fiscal years beginning after December 15, 2008. The effects of the adoption of this standard in 2009 will be prospective.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 160, "Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51" ("SFAS No. 160"). SFAS No. 160 establishes accounting and reporting standards that require that the ownership interests in subsidiaries held by parties other than the parent be clearly identified, labeled, and presented in the consolidated statement of financial position within equity, but separate from the parent's equity; the amount of consolidated net income attributable to the parent and to the noncontrolling interest be clearly identified and presented on the face of the consolidated statement of income; and changes in a parent's ownership interest while the parent retains its controlling financial interest in its subsidiary be accounted for consistently. SFAS No. 160 also requires that any retained noncontrolling equity investment in the former subsidiary be initially measured at fair value when a subsidiary is deconsolidated. SFAS No. 160 also sets forth the disclosure requirements to identify and distinguish between the interests of the parent and the interests of the noncontrolling owners. SFAS No. 160 is effective for fiscal years beginning after December 15, 2008. The Company has not yet determined the anticipated effect, if any, of the adoption of this standard in 2009.

3. Segment Results

Financial information by reportable segment is set forth below:

| <i>(in thousands)</i> | Three Months Ended March 31, | |
|--------------------------------|---------------------------------|-------------------|
| | 2008 | 2007 |
| <u>Net Sales</u> | | |
| Aerospace & Electronics | \$ 158,451 | \$ 148,392 |
| Engineered Materials | 82,773 | 87,748 |
| Merchandising Systems | 113,504 | 97,364 |
| Fluid Handling | 288,500 | 262,951 |
| Controls | 35,640 | 31,762 |
| Total | <u>\$ 678,868</u> | <u>\$ 628,217</u> |
| <u>Operating Profit (Loss)</u> | | |
| Aerospace & Electronics | \$ 15,995 | \$ 21,026 |
| Engineered Materials | 11,654 | 16,038 |
| Merchandising Systems | 14,138 | 9,631 |
| Fluid Handling | 44,762 | 31,141 |
| Controls | 1,300 | 2,346 |
| Corporate | (12,500) | (11,783) |
| Total | 75,349 | 68,399 |
| Interest income | 2,284 | 1,313 |
| Interest expense | (6,505) | (6,868) |
| Miscellaneous - net | 330 | 1,813 |
| Income before income taxes | <u>\$ 71,458</u> | <u>\$ 64,657</u> |

| | As of | |
|-------------------------|--------------------|----------------------|
| | March 31, 2008 | December 31, 2007 |
| <u>Assets</u> | | |
| Aerospace & Electronics | \$ 468,080 | \$ 466,673 |
| Engineered Materials | 310,401 | 305,384 |
| Merchandising Systems | 362,567 | 348,914 |
| Fluid Handling | 906,089 | 868,873 |
| Controls | 83,256 | 84,390 |
| Corporate | 777,259 | 803,058 |
| Total | <u>\$2,907,652</u> | <u>\$2,877,292</u> |

4. Net Income Per Share

The Company's basic earnings per share calculations are based on the weighted average number of common shares outstanding during the period. Diluted net income per share gives effect to all dilutive potential common shares outstanding during the period.

| <i>(in thousands, except per share data)</i> | Three Months Ended | |
|--|--------------------|----------|
| | March 31, | |
| | 2008 | 2007 |
| Net Income | \$48,378 | \$43,645 |
| Average basic shares outstanding | 60,040 | 60,209 |
| Effect of dilutive stock options | 915 | 998 |
| Average diluted shares outstanding | 60,955 | 61,207 |
| Basic net income per share | \$ 0.81 | \$ 0.72 |
| Diluted net income per share | \$ 0.79 | \$ 0.71 |

Certain options granted under the Company's Stock Incentive Plan and the Non-Employee Director Stock Compensation Plan were not included in the computation of diluted earnings per share in the three-month periods ended March 31, 2008 and 2007 because they would not have had a dilutive effect (1.4 million average options for the first quarter of 2008 and 1.3 million average options for the first quarter of 2007).

5. Comprehensive Income

Total comprehensive income for the three months ended March 31, 2008 and 2007 is as follows:

| <i>(in thousands)</i> | Three Months Ended | |
|--|--------------------|----------|
| | March 31, | |
| | 2008 | 2007 |
| Net income | \$48,378 | \$43,645 |
| Foreign currency translation adjustments | 20,685 | 5,463 |
| Comprehensive income | \$69,063 | \$49,108 |

6. Goodwill and Intangible Assets

Changes to goodwill are as follows:

| <i>(in thousands)</i> | Three Months Ended | Year Ended |
|--------------------------------|--------------------|----------------------|
| | March 31, 2008 | December 31, 2007 |
| Balance at beginning of period | \$ 766,550 | \$ 704,736 |
| Additions | 190 | 46,406 |
| Divestitures | — | (634) |
| Translation | 2,366 | 16,042 |
| Balance at end of period | <u>\$ 769,106</u> | <u>\$ 766,550</u> |

Changes to intangible assets are as follows:

| <i>(in thousands)</i> | Three Months Ended | Year Ended |
|-------------------------------------|--------------------|----------------------|
| | March 31, 2008 | December 31, 2007 |
| Balance at beginning of period, net | \$ 128,150 | \$ 122,744 |
| Additions | — | 19,409 |
| Translation | 453 | 3,886 |
| Amortization expense | (4,401) | (17,889) |
| Balance at end of period, net | <u>\$ 124,202</u> | <u>\$ 128,150</u> |

A summary of intangible assets is as follows:

| <i>(in thousands)</i> | March 31, 2008 | | December 31, 2007 | |
|------------------------------------|------------------|-----------------------------|-------------------|-----------------------------|
| | Gross Asset | Accumulated Amortization | Gross Asset | Accumulated Amortization |
| Intellectual property rights | \$ 93,451 | \$ 45,020 | \$ 92,286 | \$ 43,720 |
| Customer relationships and backlog | 85,204 | 24,971 | 85,204 | 17,448 |
| Drawings | 10,825 | 9,797 | 10,825 | 9,681 |
| Other | 22,343 | 7,833 | 23,784 | 13,100 |
| Total | <u>\$211,823</u> | <u>\$ 87,621</u> | <u>\$212,099</u> | <u>\$ 83,949</u> |

Amortization expense for these intangible assets is currently estimated to be approximately \$13.6 million in 2009, \$12.5 million in 2010, \$11.7 million in 2011, \$9.4 million in 2012 and \$8.6 million in 2013. Included within intangible assets is \$18.9 million of intangibles with indefinite useful lives, consisting of trade names which are not being amortized in accordance with the guidance of Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets".

7. Accrued Liabilities

Accrued liabilities consist of:

| <i>(in thousands)</i> | <u>March 31, 2008</u> | <u>December 31, 2007</u> |
|---------------------------|---------------------------|------------------------------|
| Employee related expenses | \$ 86,937 | \$ 94,044 |
| Warranty | 31,211 | 32,218 |
| Other | <u>103,302</u> | <u>104,033</u> |
| Total | <u>\$221,450</u> | <u>\$ 230,295</u> |

8. Commitments and Contingencies

Asbestos Liability

Information Regarding Claims and Costs in the Tort System

As of March 31, 2008, the Company was a defendant in cases filed in various state and federal courts alleging injury or death as a result of exposure to asbestos. Activity related to asbestos claims during the periods indicated was as follows:

| | <u>Three Months Ended March 31,</u> | | <u>Year Ended December 31,</u> |
|------------------|---|---------------|------------------------------------|
| | <u>2008</u> | <u>2007</u> | <u>2007</u> |
| Beginning claims | 80,999 | 85,941 | 85,941 |
| New claims | 1,041 | 1,095 | 3,417 |
| Settlements | (337) | (529) | (1,441) |
| Dismissals | (600) | (623) | (6,918) |
| Ending claims * | <u>81,103</u> | <u>85,884</u> | <u>80,999</u> |

* Does not include 36,347 maritime actions that were filed in the United States District Court for the Northern District of Ohio and transferred to the Eastern District of Pennsylvania pursuant to an order by the Federal Judicial Panel on Multi-District Litigation ("MDL"). These claims have been placed on the inactive docket of cases that are administratively dismissed without prejudice in the MDL.

Of the 81,103 pending claims as of March 31, 2008, approximately 25,000 claims were pending in New York, approximately 24,000 claims were pending in Mississippi, approximately 9,000 claims were pending in Texas and approximately 3,500 claims were pending in Ohio, all jurisdictions in which legislation or judicial orders restrict the types of claims that can proceed to trial on the merits.

Since the termination of the comprehensive master settlement agreement ("MSA") on January 24, 2005, the Company has been resolving claims filed against it in the tort system. The Company has not re-engaged in discussions with representatives of current or future asbestos claimants with respect to such a comprehensive settlement. While the Company believes that federal legislation to establish a trust fund to compensate asbestos claimants is the most appropriate solution to the asbestos litigation problem, there is substantial uncertainty regarding whether this will occur and, if so, when and on what terms. The Company remains committed to exploring all feasible alternatives available to resolve its asbestos liability in a manner consistent with the best interests of the Company's shareholders.

Substantially all of the claims the Company resolves are concluded through settlements. The Company tried the Joseph Norris asbestos claim (the "Norris Claim") to verdict in California, however, and received an adverse jury verdict on September 15, 2006. On October 10, 2006, the court entered judgment on this verdict against the Company in the amount of \$2.15 million, together with interest thereon at the rate of 10% per annum until paid. The Company does not believe that the verdict was supported by the evidence. The Company appealed the judgment, and on March 11, 2008, the California Court of Appeal, Second District, delivered its opinion affirming the judgment. The Company has filed a petition for review by the California Supreme Court.

During the fourth quarter of 2007 and the first quarter of 2008, the Company tried several cases resulting in defense verdicts by the jury or directed verdicts for the defense by the court. However, on March 14, 2008, the Company received an adverse verdict in the James Baccus claim in Philadelphia, Pennsylvania, with compensatory damages of \$2.45 million and additional damages of \$11.9 million. The Company has filed a post-trial motion asserting numerous errors in the trial proceedings, and no judgment has been entered on the trial verdict. The Company intends to pursue all available rights to appeal the verdict.

The gross settlement and defense costs incurred (before insurance recoveries and tax effects) for the Company in the three-month period ended March 31, 2008 and 2007 totaled \$22.5 million and \$21.1 million, respectively. In contrast to the recognition of settlement and defense costs that reflect the current level of activity in the tort system, cash payments and receipts generally lag the tort system activity by several months or more, and may show some fluctuation from quarter to quarter. Cash payments of settlement amounts are not made until all releases and other required documentation are received by the Company, and reimbursements of both settlement amounts and defense costs by insurers may be uneven due to insurer payment practices, transitions from one insurance layer to the next excess layer and the payment terms of certain reimbursement agreements. The Company's total pre-tax cash receipts/payments for settlement and defense costs, including payments from insurers, in the three-month period ended March 31, 2008 and 2007 totaled a \$2.1 million net payment and \$21.2 million net receipt (reflecting the January 2007 receipt of \$31.5 million in previously escrowed funds from Equitas), respectively. Detailed below are the comparable amounts for the periods indicated.

| <i>(in millions)</i> | Three Months Ended March 31, | | Year Ended December 31, | Cumulative to Date Through March 31, 2008 |
|-------------------------------------|---|----------------|------------------------------------|--|
| | 2008 | 2007 | 2007 | |
| Settlement costs incurred (1) | \$ 12.1 | \$ 11.2 | \$ 41.6 | \$ 136.2 |
| Defense costs incurred (1) | 10.4 | 9.9 | 45.9 | 172.8 |
| Total costs incurred | \$ 22.5 | \$ 21.1 | \$ 87.5 | \$ 309.0 |
| Pre-tax cash payments/(receipts)(2) | \$ 2.1 | (\$21.2) | \$ 10.2 | \$ 138.0 |

(1) Before insurance recoveries and tax effects.

(2) Net of payments received from insurers, including a \$31.5 million payment from Equitas in January 2007. Amounts include certain legal fees and expenses related to the terminated MSA in 2005.

The amounts shown for settlement and defense costs incurred, and cash payments, are not necessarily indicative of future period amounts, which may be higher or lower than those reported.

Effects on the Condensed Consolidated Financial Statements

The Company has retained the firm of Hamilton, Rabinovitz & Associates, Inc. ("HR&A"), a nationally recognized expert in the field, to assist management in estimating the Company's asbestos liability in the tort system. HR&A reviews information provided by the Company concerning claims filed, settled and dismissed, amounts paid in settlements and relevant claim information such as the nature of the asbestos-related disease asserted by the claimant, the jurisdiction where filed and the

time lag from filing to disposition of the claim. The methodology used by HR&A to project future asbestos costs is based largely on the Company's experience during the two full preceding calendar years (and additional quarterly periods to the estimate date) for claims filed, settled and dismissed. The Company's experience is then compared to the results of previously conducted epidemiological studies estimating the number of individuals likely to develop asbestos-related diseases. Those studies were undertaken in connection with national analyses of the population of workers believed to have been exposed to asbestos. Using that information, HR&A estimates the number of future claims that would be filed against the Company, as well as the related settlement or indemnity costs that would be incurred to resolve those claims. This methodology has been accepted by numerous courts. After discussions with the Company, HR&A augments its liability estimate for the costs of defending asbestos claims in the tort system using a forecast from the Company which is based upon discussions with its defense counsel. Based on this information, HR&A compiles an estimate of the Company's asbestos liability for pending and future claims, based on claim experience over the past two to three years and covering claims expected to be filed through the indicated period. Although the methodology used by HR&A will also show claims and costs for subsequent periods (up to and including the endpoint of the asbestos studies referred to above), management believes that the level of uncertainty regarding the various factors used in estimating future asbestos costs is too great to provide for reasonable estimation of the number of future claims, the nature of such claims or the cost to resolve them for years beyond the indicated estimate.

In the Company's view, the forecast period used to provide the best estimate for asbestos claims and related liabilities and costs is a judgment based upon a number of trend factors, including the number and type of claims being filed each year, the jurisdictions where such claims are filed and the effect of any legislation or judicial orders in such jurisdictions restricting the types of claims that can proceed to trial on the merits and the likelihood of any comprehensive asbestos legislation at the federal level. In addition, the dynamics of asbestos litigation in the tort system have been significantly affected over the past five to ten years by the substantial number of companies that have filed for bankruptcy protection, thereby staying any asbestos claims against them until the conclusion of such proceedings, and the establishment of a number of post-bankruptcy trusts for asbestos claimants, which are estimated to hold \$25 billion for payments to current and future claimants. These trend factors have both positive and negative effects on the dynamics of asbestos litigation in the tort system and the related best estimate of the Company's asbestos liability, and these effects do not move in a linear fashion but rather change over multi-year periods. Accordingly, the Company's management monitors these trend factors over time and periodically assesses whether an alternative forecast period is appropriate.

Liability Estimate. With the assistance of HR&A, effective as of September 30, 2007, the Company updated and extended its estimate of the asbestos liability, including the costs of settlement or indemnity payments and defense costs relating to currently pending claims and future claims projected to be filed against the Company through 2017. The Company's previous estimate was for asbestos claims filed through 2011. As a result of this updated estimate, the Company recorded an additional liability of \$586 million as of September 30, 2007. The Company's decision to take this action at such date was based on several factors. First, the number of asbestos claims being filed against the Company has moderated substantially over the past several years, and in the Company's opinion, the outlook for asbestos claims expected to be filed and resolved in the forecast period is reasonably stable. Second, these claim trends are particularly true for mesothelioma claims, which constitute only 5% of the Company's total pending asbestos claims. Over the past five years, mesothelioma claims account for approximately 89% of the Company's aggregate settlement and defense costs. Third, federal legislation that would significantly change the nature of asbestos litigation failed to pass in 2006, and in the Company's opinion, the prospects for such legislation at the federal level are remote. Fourth, there have been significant actions taken by certain state legislatures and courts over the past several years that have reduced the number and types of claims that can proceed to trial, which has been a significant factor in stabilizing the asbestos claim activity. Fifth, the Company has now entered into coverage-in-place agreements with a majority of its excess insurers, which enables the Company to project a more stable relationship between settlement and defense costs paid by the Company and reimbursements from its insurers. Taking all of these factors into account, the Company believes that it can reasonably estimate the asbestos liability for pending claims and future claims to be filed through 2017. While it is probable that the Company will incur additional charges for asbestos liabilities and defense costs in excess of the amounts currently provided, the Company does not believe that any such amount can be reasonably estimated beyond 2017. Accordingly, no accrual has been recorded for any costs which may be incurred for claims made subsequent to 2017.

Management has made its best estimate of the costs through 2017 based on the analysis by HR&A completed in October 2007. A liability of \$1,055 million was recorded as of September 30, 2007 to cover the estimated cost of asbestos claims now pending or subsequently asserted through 2017, of which approximately 68% is attributable to settlement and defense costs for future claims projected to be filed through 2017. The liability is reduced when cash payments are made in respect of settled claims and defense costs. The liability was \$1,012 million as of March 31, 2008. It is not possible to forecast when cash payments related to the asbestos liability will be fully expended; however, it is expected such cash payments will continue for a number of years past 2017, due to the significant proportion of future claims included in the estimated asbestos liability and the lag time between the date a claim is filed and when it is resolved.

Estimation of the Company's ultimate exposure for asbestos-related claims is subject to significant uncertainties, as there are multiple variables that can affect the timing, severity and quantity of claims. The Company cautions that its estimated liability is based on assumptions with respect to future claims, settlement and defense costs based on recent experience during the last few years that may not prove reliable as predictors. A significant upward or downward trend in the number of claims filed, depending on the nature of the alleged injury, the jurisdiction where filed and the quality of the product identification, or a significant upward or downward trend in the costs of defending claims, could change the estimated liability, as would substantial adverse verdicts at trial. A legislative solution or a revised structured settlement transaction could also change the estimated liability.

Insurance Coverage and Receivables. Prior to 2005, a significant portion of the Company's settlement and defense costs were paid by its primary insurers. With the exhaustion of that primary coverage, the Company began negotiations with its excess insurers to reimburse the Company for a portion of its settlement and defense costs as incurred. To date, the Company has entered into agreements providing for such reimbursements, known as "coverage-in-place", with nine of its excess insurer groups, and on March 3, 2008, the Company reached agreement with certain London Market Insurance Companies, North River Insurance Company and TIG Insurance Company, confirming the aggregate amount of available coverage under certain London policies and setting forth a schedule for future reimbursement payments to the Company based on aggregate indemnity and defense payments made. In addition, with three of its excess insurer groups, the Company entered into policy buyout agreements, settling all asbestos and other coverage obligations for an agreed sum, totaling \$46.8 million in aggregate. The Company is in discussions with or expects to enter into additional coverage-in-place agreements with other of its excess insurers whose policies are expected to respond to the aggregate costs included in the updated liability estimate. Under such coverage-in-place agreements, an insurer's policies remain in force and the insurer undertakes to provide coverage for the Company's present and future asbestos claims on specified terms and conditions that address, among other things, the share of asbestos claims costs to be paid by the insurer, payment terms, claims handling procedures and the expiration of the insurer's obligations. Reimbursements from such insurers for past and ongoing settlement and defense costs allocable to their policies have been made as coverage-in-place and other agreements are reached with such insurers. All of these agreements include provisions for mutual releases, indemnification of the insurer and, for coverage-in-place, claims handling procedures.

The same factors that affect developing estimates of probable settlement and defense costs for asbestos-related liabilities also affect estimates of the probable insurance payments, as do a number of additional factors. These additional factors include the financial viability of the insurance companies, the method by which losses will be allocated to the various insurance policies and the years covered by those policies, how settlement and defense costs will be covered by the insurance policies and interpretation of the effect on coverage of various policy terms and limits and their interrelationships. In addition, the timing and amount of reimbursements will vary because the Company's insurance coverage for asbestos claims involves multiple insurers, with different policy terms and certain gaps in coverage. In addition to consulting with legal counsel on these insurance matters, the Company retained insurance consultants to assist management in the estimation of probable insurance recoveries based upon the aggregate liability estimate described above and assuming the continued viability of all solvent insurance carriers. After considering the foregoing factors and consulting with legal counsel and such insurance consultants, the Company

determined its probable insurance reimbursement rate for the aggregate liability recorded as of September 30, 2007 to be 33%. An asset of \$351 million was recorded as of September 30, 2007 representing the probable insurance reimbursement for such claims. The asset is reduced as reimbursements and other payments from insurers are received. The asset was \$328 million as of March 31, 2008.

Uncertainties. Many uncertainties exist surrounding asbestos litigation, and the Company will continue to evaluate its estimated asbestos-related liability and corresponding estimated insurance reimbursement as well as the underlying assumptions and process used to derive these amounts. These uncertainties may result in the Company incurring future charges or increases to income to adjust the carrying value of recorded liabilities and assets, particularly if the number of claims and settlement and defense costs change significantly or if legislation or another alternative solution is implemented; however, the Company is currently unable to estimate such future changes. Although the resolution of these claims may take many years, the effect on results of operations and financial position in any given period from a revision to these estimates could be material.

Other Contingencies

Environmental Matters

For environmental matters, the Company records a liability for estimated remediation costs when it is probable that the Company will be responsible for such costs and they can be reasonably estimated. Generally, third party specialists assist in the estimation of remediation costs. The environmental remediation liability at December 31, 2007 is substantially all for the former manufacturing site in Goodyear, Arizona (the "Site") discussed below.

The Site was operated by UniDynamics/Phoenix, Inc. ("UPI"), which became an indirect subsidiary of the Company in 1985 when the Company acquired UPI's parent company, UniDynamics Corporation. UPI manufactured explosive and pyrotechnic compounds, including components for critical military programs, for the U.S. government at the Site from 1962 to 1993, under contracts with the Department of Defense and other government agencies and certain of their prime contractors. No manufacturing operations have been conducted at the Site since 1994. The Site was placed on the National Priorities List in 1983, and is now part of the Phoenix-Goodyear Airport North Superfund site. In 1990, the U.S. Environmental Protection Agency ("EPA") issued administrative orders requiring UPI to design and carry out certain remedial actions, which UPI has done. Groundwater extraction and treatment systems have been in operation at the Site since 1994. A soil vapor extraction system was in operation from 1994 to 1998, was restarted in 2004, and is currently in operation. On July 26, 2006, the Company entered into a consent decree with the EPA with respect to the Site providing for, among other things, a work plan for further investigation and remediation activities at the Site and certain financial assurances. The Company recorded a liability in 2004 for estimated costs through 2014 after reaching substantial agreement on the scope of work with the EPA. During the fourth quarter 2007, the Company and its technical advisors determined that changing groundwater flow rates and contaminant plume direction at the Site required additional extraction systems as well as modifications and upgrades of the existing systems. In consultation with its technical advisors, the Company prepared a forecast of the expenditures required for these new and upgraded systems as well as the costs of operation over the forecast period through 2014. Taking these additional costs into consideration, the Company's estimated liability for the costs of such activities through 2014 was \$41.5 million as of December 31, 2007. The liability was \$39.1 million as of March 31, 2008, which is included in accrued liabilities and other liabilities in the Company's consolidated balance sheet.

On July 31, 2006, the Company entered into a consent decree with the U.S. Department of Justice ("DOJ") on behalf of the Department of Defense and the Department of Energy pursuant to which, among other things, the U.S. Government reimburses the Company for 21 percent of qualifying costs of investigation and remediation activities at the Site. The Company has a receivable of \$7.0 million as of March 31, 2008 representing the amount of expected reimbursements during the forecast period.

The EPA and the DOJ have alleged that one of the Company's subsidiaries (Crane Composites, Inc.) is in violation of certain Clean Air Act regulations and a Clean Air Act operating permit at a manufacturing facility located in Channahon, Illinois. The allegations originated from a neighbor's complaint in late 2003 about an odor emanating from the facility. The Company has cooperated with EPA's investigation, which now includes representatives of the Illinois state environmental agencies, and is in the late stage of discussions with the EPA, the state authorities and the DOJ in an effort to resolve the dispute regarding emission, as well as their claim for a civil penalty relative to the alleged violations. The DOJ has demanded a civil penalty in the amount of \$1.2 million. While the Company believes that it has not violated its Clean Air Act operating permit or the regulations in question, it recognizes that the cost and risk associated with a protracted litigation with the U.S. Government could be avoided through a reasonable settlement. The Company intends to continue discussions with the state authorities, the DOJ and the EPA in an effort to find a mutually acceptable resolution.

Other Proceedings

The Company has been defending two separate lawsuits brought by customers alleging failure of the Company's fiberglass-reinforced plastic material in recreational vehicle sidewalls manufactured by such customers. The first lawsuit went to trial in January 2008, resulting in an award of \$3.2 million in compensatory damages on two out of seven claims. The jury found in the Company's favor on the remaining five claims, rejecting, among others, the plaintiff's claim for punitive damages. The parties are awaiting a ruling from the trial judge on one equitable claim and an affirmative defense, which were not presented to the jury. The Company expects the court to issue its ruling and final judgment shortly.

The other lawsuit is nearing completion of fact and expert discovery and a trial is expected to take place in late 2008 or early 2009. The aggregate damages sought in this lawsuit are approximately \$9.5 million in direct costs allegedly incurred by the plaintiffs, as well as other consequential losses allegedly suffered. The Company continues to believe that it has valid defenses to the claims raised in this lawsuit.

The Company has given notice of these lawsuits to its insurance carriers and will seek coverage for any liability in accordance with the applicable policies.

The Company is also defending a series of five separate lawsuits, which have now been consolidated, revolving around a fire that occurred in May 2003 at a chicken processing plant located near Atlanta, Georgia that destroyed the plant. The aggregate damages demanded by the plaintiff are in excess of \$50 million. These lawsuits contend that certain fiberglass-reinforced plastic material manufactured by the Company that was installed inside the plant was unsafe in that it acted as an accelerant, causing the fire to spread rapidly, resulting in the total loss of the plant and property. The suits are in the early stages of pre-trial discovery and the Company believes that it has valid defenses to the underlying claims raised in these lawsuits. The Company has given notice of these lawsuits to its insurance carriers, and will seek coverage for any resulting losses. Based on a review of its coverage, however, the Company has determined that it is facing a potential \$25 million gap in insurance coverage, for the layer of insurance which would have provided protection for losses above \$25 million but below \$50 million. The Company has initiated certain actions aimed at closing the gap in insurance coverage. If the plaintiffs in these lawsuits were to prevail at trial and be awarded the full extent of their claimed damages, and the gap in coverage was not closed, the resulting liability could have a material adverse effect on the Company's results of operations and cash flows in the periods affected.

A number of other lawsuits, claims and proceedings have been or may be asserted against the Company relating to the conduct of its business, including those pertaining to product liability, patent infringement, commercial, employment, employee benefits, environmental and stockholder matters. While the outcome of litigation cannot be predicted with certainty, and some of these other lawsuits, claims or proceedings may be determined adversely to the Company, the Company does not believe that the disposition of any such other pending matters is likely to have a material adverse effect on its financial condition or liquidity, although the resolution in any reporting period of one or more of these matters could have a material adverse effect on the Company's results of operations and cash flows for that period.

9. Pension and Other Postretirement Benefit Plans

The components of net periodic cost are as follows:

| | <u>Three Months Ended March 31,</u> | | | |
|------------------------------------|-------------------------------------|-----------------|--------------------------------------|---------------|
| | <u>2008</u> | <u>2007</u> | <u>2008</u> | <u>2007</u> |
| <i>(in thousands)</i> | <u>Pension Benefits</u> | | <u>Other Postretirement Benefits</u> | |
| Service cost | \$ 4,240 | \$ 4,228 | \$ 38 | \$ 40 |
| Interest cost | 8,512 | 8,397 | 253 | 268 |
| Expected return on plan assets | (11,170) | (10,408) | — | — |
| Amortization of prior service cost | 129 | 177 | (21) | (21) |
| Amortization of net loss (gain) | 151 | 295 | (32) | (76) |
| Net periodic cost | <u>\$ 1,862</u> | <u>\$ 2,689</u> | <u>\$ 238</u> | <u>\$ 211</u> |

During the first three months of 2008, the Company contributed \$1.5 million to its defined benefit plans and \$0.2 million to its other postretirement benefit plans. The Company expects, based on current actuarial calculations, to contribute approximately \$11.1 million to its domestic and foreign defined benefit plans and \$2.4 million to its other postretirement benefit plans in 2008. The Company contributed \$5.2 million to its defined benefit plans and \$2.0 million to its other postretirement benefit plans in 2007. However, cash contributions for the remainder of 2008 and subsequent years will depend on a number of factors, including the impact of the Pension Protection Act signed into law in 2006, changes in minimum funding requirements, long-term interest rates, the investment performance of plan assets and changes in employee census data affecting the Company's projected benefit obligations.

10. Income Taxes

The Company calculated its income tax provision for the three months ended March 31, 2008 in accordance with the requirements of Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes," Accounting Principles Board Opinion No. 28, "Interim Financial Reporting," FASB Interpretation No. 18, "Accounting for Income Taxes in Interim Periods" and FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes."

The Company's effective tax rate of 32.3% for the three months ended March 31, 2008 is lower than the Company's effective tax rate of 32.5% for the three months ended March 31, 2007 primarily as a result of lower enacted statutory tax rates in 2008 in certain non-U.S. taxing jurisdictions and lower state taxes in 2008. These items were partially offset by the statutory expiration of the U.S. federal research tax credit as of December 31, 2007.

The Company's effective tax rate for the three months ended March 31, 2008 is lower than the statutory U.S. federal tax rate primarily as a result of earnings in foreign jurisdictions taxed at rates lower than the U.S. statutory rate and the U.S. federal tax benefit on domestic manufacturing activities. These items were partially offset by state taxes, net of the U.S. federal tax benefit and current U.S. taxation of certain foreign-sourced income taxed at rates lower than the U.S. statutory tax rate.

During the three months ended March 31, 2008, there was an increase of approximately \$0.3 million in the Company's gross unrecognized tax benefits as a result of tax positions taken during the current period.

During the three months ended March 31, 2008, the total amount of unrecognized tax benefits that, if recognized, would affect the Company's effective tax rate increased by approximately \$0.3 million.

The Company recognizes interest related to uncertain tax positions in its income tax expense. During the three months ended March 31, 2008, the total amount of interest expense related to unrecognized tax benefits recognized in the consolidated statement of operations was approximately \$0.1 million. At March 31, 2008 and December 31, 2007, the total amount of accrued interest expense related to unrecognized tax benefits recorded in the consolidated balance sheet was approximately \$0.6 million and \$0.5 million, respectively.

The Company regularly assesses the potential outcomes of both ongoing examinations and future examinations for the current and prior years in order to ensure the Company's provision for income taxes is adequate. The Company believes that adequate accruals have been provided for all open years.

The Company's income tax returns are subject to examination by the Internal Revenue Service ("IRS") as well as other state and non-U.S. taxing authorities. In May 2007, the IRS completed its examination of the Company's 2005 federal income tax return. Therefore, only the Company's 2006 federal tax return, which it filed in September 2007, has not yet been examined by the IRS.

With few exceptions, the Company is no longer subject to U.S. state and local or non-U.S. income tax examinations by taxing authorities for years before 2003. At this time, the Company is currently under audit by various state and non-U.S. taxing authorities. As of March 31, 2008, it is reasonably possible that the Company's unrecognized tax benefits will decrease by approximately \$0.3 million during the next twelve months as a result of the closure of the aforementioned audits.

11. Long-Term Debt and Notes Payable

The following table summarizes the Company's debt as of March 31, 2008 and December 31, 2007:

| <i>(in thousands)</i> | Three Months Ended | |
|-------------------------------|---------------------------|---|
| | March 31, 2008 | Year Ended December 31, 2007 |
| Long-term debt consists of: | | |
| 5.50% notes due 2013 | \$ 199,211 | \$ 199,175 |
| 6.55% notes due 2036 | 199,034 | 199,026 |
| Other | 100 | 100 |
| Total Long-term debt | \$ 398,345 | \$ 398,301 |
| Short-term debt consists of : | | |
| Money Market Credit Line | \$ 8,900 | \$ — |
| Other borrowings | 713 | 548 |
| Total Short-term debt | \$ 9,613 | \$ 548 |

12. Supplemental Cash Flows Information

In the first quarter of 2007, the Company sold its corporate aircraft, generating proceeds of approximately \$11 million (classified as cash provided from investing activities), and used these proceeds as the initial payment on an operating lease for a used but newer aircraft replacement (classified as cash used in operating activities).

13. Fair Value Measurements

The Company adopted SFAS 157 effective January 1, 2008 for financial assets and liabilities measured on a recurring basis. On February 6, 2008, the FASB deferred the effective date of SFAS 157 for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis. SFAS 157 defines fair value, establishes a framework for measuring fair value and generally accepted accounting principles and expands disclosures about fair value measurements. This standard applies in situations where other accounting pronouncements either permit or require fair value measurements. SFAS 157 does not require any new fair value measurements.

Fair value is defined in SFAS 157 as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements are to be considered from the perspective of a market participant that holds the asset or owes the liability. SFAS 157 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The standard describes three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices in active markets for identical or similar assets and liabilities.

Level 2: Quoted prices for identical or similar assets and liabilities in markets that are not active or observable inputs other than quoted prices in active markets for identical or similar assets and liabilities.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The Company has forward contracts outstanding with related receivables of \$1.0 million and payables of \$0.9 million as of March 31, 2008 which are reported at fair value using Level 2 inputs.

The carrying value of the Company's other financial assets and liabilities, including cash, accounts receivable, accounts payable and short-term loans payable approximate fair value, without being discounted, due to the short periods during which these amounts are outstanding.

The Company adopted Statement of Financial Accounting Standards No. 159, "Fair Value Option of Financial Assets and Financial Liabilities" ("SFAS 159") effective January 1, 2008. This statement provides companies with an option to report selected financial assets and liabilities at fair value. The Company did not elect the fair value option for any of such eligible financial assets or financial liabilities as of March 31, 2008.

14. Foundry Restructuring

During the fourth quarter of 2007, the Company announced and commenced implementation of a restructuring program designed to further enhance operating margins in the Fluid Handling segment. The planned actions include ceasing the manufacture of malleable iron and bronze fittings at the Company's foundry operating facilities in the United Kingdom and Canada, respectively, and exiting both facilities and transferring production to China (the "Foundry Restructuring"). The Foundry Restructuring is expected to be substantially completed by the end of 2008. The program primarily includes workforce reduction expenses and facility exit costs, all of which are expected to be cash costs. The Company expects to incur total pre-tax charges, upon program completion, of approximately \$14 million. Included in this amount, in December 2007, the Company recognized workforce reduction charges of approximately \$9 million. Also in December 2007, pursuant to this program, the Company sold its foundry facility in the United Kingdom, generating a pre-tax gain of approximately \$28 million.

The following table summarizes the accrual balances related to the Foundry Restructuring:

| <i>(in thousands)</i> | December 31, | | March 31, | |
|-----------------------|-----------------|---------------|-----------------|-----------------|
| | 2007 | Expense | Payments | 2008 |
| Severance | \$ 6,855 | \$ 19 | \$ (13) | \$ 6,861 |
| Other | 1,966 | 192 | (142) | 2,016 |
| Total | <u>\$ 8,821</u> | <u>\$ 211</u> | <u>\$ (155)</u> | <u>\$ 8,877</u> |

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

This Quarterly Report on Form 10-Q contains information about us, some of which includes “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements other than historical information or statements about our current condition. You can identify forward-looking statements by the use of terms such as “believes,” “contemplates,” “expects,” “may,” “could,” “should,” “would,” or “anticipates,” other similar phrases, or the negatives of these terms.

We have based the forward-looking statements relating to our operations on our current expectations, estimates and projections about us and the markets we serve. We caution you that these statements are not guarantees of future performance and involve risks and uncertainties. In addition, we have based many of these forward-looking statements on assumptions about future events that may prove to be inaccurate. Accordingly, our actual outcomes and results may differ materially from what we have expressed or forecast in the forward-looking statements. There are a number of other factors that could cause actual results or outcomes to differ materially from those addressed in the forward-looking statements. Such factors are detailed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2007 filed with the Securities and Exchange Commission and are incorporated by reference herein.

Reference herein to “Crane”, “we”, “us”, and, “our” refer to Crane Co. and its subsidiaries unless the context specifically states or implies otherwise. References to “core business” or “core sales” in this report include sales from acquired businesses starting from and after the first anniversary of the acquisition, but exclude currency effects. Amounts in the following discussion are presented in millions, except employee, share and per share data, or unless otherwise stated.

Overview

We are a diversified manufacturer of highly engineered industrial products. Our business consists of five segments: Aerospace & Electronics, Engineered Materials, Merchandising Systems, Fluid Handling and Controls. Our primary markets are aerospace, defense electronics, recreational vehicle, transportation, automated merchandising, chemical, pharmaceutical, oil, gas and power, nuclear, building services and utilities.

Our strategy is to grow the earnings of niche businesses with leading market shares, acquire companies that offer strategic fits with existing businesses, aggressively pursue operational and strategic linkages among our businesses, build a performance culture that stresses continuous improvement and a committed management team whose interests are directly aligned with those of the shareholders and maintain a focused, efficient corporate structure.

Results from Operations

First quarter of 2008 compared with first quarter of 2007

| (in millions) | Three Months Ended | | Change | |
|----------------------------|--------------------|-----------------|-----------------|--------------|
| | 2008 | 2007 | | |
| Net sales | \$678.9 | \$628.2 | \$50.7 | 8.1% |
| Operating profit | \$ 75.3 | \$ 68.4 | \$ 6.9 | 10.1% |
| Operating margin | 11.1% | 10.9% | | |
| Other income (expense): | | | | |
| Interest income | \$ 2.3 | \$ 1.3 | \$ 1.0 | 76.9% |
| Interest expense | (6.5) | (6.9) | 0.4 | 5.8 |
| Miscellaneous - net | 0.3 | 1.8 | (1.5) | (83.3) |
| | <u>\$ (3.9)</u> | <u>\$ (3.8)</u> | <u>\$ (0.1)</u> | <u>2.6%</u> |
| Provision for income taxes | \$ 23.1 | \$ 21.0 | \$ 2.1 | 10.0% |
| Net income | <u>\$ 48.4</u> | <u>\$ 43.6</u> | <u>\$ 4.8</u> | <u>11.0%</u> |

First quarter 2008 sales increased \$50.7 million, or 8%, over the first quarter of 2007. Core business sales for the first quarter contributed approximately 3% growth, or \$16.9 million. Acquired businesses (the composite panel business of Owens Corning and the Mobile Rugged business of Kontron America, Inc.) contributed 1% growth, or \$10.3 million. The impact of currency translation on sales increased reported sales by approximately 4%, or \$23.5 million, as the U.S. dollar was weaker against other major currencies in the first quarter of 2008 compared to the first quarter of 2007. Net sales related to operations outside the U.S. for the three-month periods were 39.2% and 36.3% of total net sales for the quarters ended March 31, 2008 and 2007, respectively.

Operating profit margins were 11.1% in the first quarter 2008 compared to 10.9% in the comparable period of 2007. The increase over the prior year period was largely attributable to improved performance in our Fluid Handling and Merchandising Systems businesses, partially offset by weaker performance in our Engineered Materials and Aerospace & Electronics segments.

Other income (expense) in the first quarter of 2007 included approximately \$1.0 million of equity joint venture income related to the Industrial Motions Control Holding LLC ("IMC") joint venture that was sold in the fourth quarter of 2007.

Our effective tax rate was 32.3% for the three months ended March 31, 2008 compared to 32.5% for the three months ended March 31, 2007. The tax rate was lower primarily due to lower enacted statutory tax rates in 2008 in certain non-U.S. taxing jurisdictions and lower state taxes in 2008. These items were partially offset by the statutory expiration of the U.S. federal research tax credit as of December 31, 2007.

Order backlog at March 31, 2008 totaled \$768.7 million, 6% higher than the backlog of \$726.8 million at March 31, 2007 and 7% higher than \$719.6 million at December 31, 2007.

Segment Results

All comparisons below refer to the first quarter 2008 versus the first quarter 2007, unless otherwise specified.

Aerospace & Electronics

| <i>(in millions)</i> | First Quarter | | Change | |
|----------------------|---------------|---------|---------|---------|
| | 2008 | 2007 | | |
| Sales | \$158.5 | \$148.4 | \$10.1 | 6.8% |
| Operating Profit | \$ 16.0 | \$ 21.0 | \$(5.0) | (23.8%) |
| Profit Margin | 10.1% | 14.2% | | |

The first quarter 2008 sales increase of \$10.1 million reflected a sales increase of \$11.1 million in the Aerospace Group and a decrease of \$1.0 million in the Electronics Group. The segment's operating profit decreased \$5.0 million, or 23.8%, in the first quarter of 2008 when compared to the period in the prior year. The decline in operating profit was driven by substantially higher engineering expense in the Aerospace Group, which was \$24 million in the first quarter of 2008, compared to \$14 million in the first quarter of 2007. This increase in engineering expense is related to the development of new products, primarily for the Boeing 787 and Airbus A400M programs. We expect a higher level of engineering expense through 2008 resulting, in part, from the delay in the delivery of the Boeing 787 aircraft and corresponding software and hardware testing and modifications, as well as design changes related to the interface of subsystems with other suppliers. Tighter expense controls and potential claim reimbursements are expected to partially offset the unfavorable impact of the continued development expenses on this program.

Aerospace Group sales of \$101.5 million increased \$11.1 million, or 12%, from \$90.4 million in the prior year period. This increase is attributable to continued strong demand in the aerospace industry. Operating profit declined by \$5.0 million in the first quarter of 2008, compared to the first quarter of 2007 which was due to the aforementioned \$10.0 million increase in engineering expenses, partially offset by higher original equipment manufacturer and aftermarket sales volume. In addition, the first quarter of 2007 included a \$1.1 million unfavorable impact related to a pump connector recall.

Electronics Group sales of \$57.1 million decreased \$1.0 million, or 2%, due primarily to lower sales in our Power Solutions business. Operating profit remained approximately equal to the first quarter of 2007.

The Aerospace & Electronics segment backlog was \$407.4 million at March 31, 2008, compared with \$405.8 million at March 31, 2007 and \$392.8 million at December 31, 2007.

Engineered Materials

| <i>(in millions)</i> | First Quarter | | Change | |
|----------------------|---------------|--------|---------|---------|
| | 2008 | 2007 | | |
| Sales | \$82.8 | \$87.7 | \$(5.0) | (5.7%) |
| Operating Profit | \$11.7 | \$16.0 | \$(4.4) | (27.3%) |
| Profit Margin | 14.1% | 18.3% | | |

First quarter 2008 sales decreased \$5.0 million, or 5.7%, reflecting substantially lower volumes when compared to the prior year period. Core business sales were down \$13.7 million, or 16%, related to lower volumes to our traditional recreational vehicle and transportation and building products customers, partially offset by \$8.7 million of sales related to the September 2007 acquisition of the composite panel business of Owens Corning. Operating profit in 2008 decreased 27.3%, resulting from the lower core business sales, higher raw material costs, and costs associated with the integration of the composite panel business acquisition.

The Engineered Materials segment backlog was \$15.9 million at March 31, 2008, compared with \$17.4 million at March 31, 2007 and \$14.8 million at December 31, 2007.

Merchandising Systems

| <i>(in millions)</i> | First Quarter | | Change | |
|----------------------|---------------|--------|--------|-------|
| | 2008 | 2007 | | |
| Sales | \$113.5 | \$97.4 | \$16.1 | 16.5% |
| Operating Profit | \$ 14.1 | \$ 9.6 | \$ 4.5 | 46.9% |
| Profit Margin | 12.5% | 9.9% | | |

First quarter 2008 sales increased \$16.1 million, or 16.5%, including \$10.9 million (11.2%) of core sales, representing growth in both the Vending and Payment Solutions product lines, and favorable foreign currency translation of \$5.2 million (5.3%). The Vending Solutions sales increase, representing the majority of the increase, was led by the successful introduction of the BevMax III glass front vender. Operating profit for the segment improved by \$4.5 million over the first quarter of 2007, or 46.9%, due primarily to the successful leverage gained from the comparable quarter sales increase, as well as the absence of integration expenses and related production inefficiencies associated with the Vending Solutions group's 2006 acquisitions.

The Merchandising Systems segment backlog was \$42.5 million at March 31, 2007, compared with \$33.2 million at March 31, 2007 and \$34.1 million at December 31, 2007.

Fluid Handling

| <i>(in millions)</i> | First Quarter | | Change | |
|----------------------|---------------|---------|--------|-------|
| | 2008 | 2007 | | |
| Sales | \$288.5 | \$263.1 | \$25.5 | 9.7% |
| Operating Profit | \$ 44.8 | \$ 31.1 | \$13.6 | 43.7% |
| Profit Margin | 15.5% | 11.8% | | |

First quarter 2008 sales increased \$25.5 million, or 9.7%, including \$11.7 million (4%) of core sales and favorable foreign currency translation of \$17.2 million (7%), offset by sales from divested businesses of \$3.4 million (1%). Segment operating profit increased \$13.6 million, or 43.7%, over the 2007 first quarter. The operating profit increase was broad-based across all major business units in the segment, reflecting continued strong global demand in the chemical, pharmaceutical and energy industries, coupled with throughput efficiencies and pricing discipline. We expect that operating margins during the balance of 2008 will be slightly lower due to spending associated with continued growth initiatives, such as costs associated with the previously announced closure of two foundries, expansion plans in China, new product development efforts and increasing our nuclear valve capacity.

The Fluid Handling segment backlog was \$268.3 million at March 31, 2008, compared with \$237.1 million at March 31, 2007 and \$242.6 million at December 31, 2007.

Controls

| <i>(in millions)</i> | First Quarter | | Change | |
|----------------------|---------------|--------|---------|---------|
| | 2008 | 2007 | | |
| Sales | \$35.6 | \$31.8 | \$ 3.9 | 12.3% |
| Operating Profit | \$ 1.3 | \$ 2.3 | \$(1.0) | (44.5%) |
| Profit Margin | 3.6% | 7.4% | | |

The first quarter 2008 sales increase of \$3.9 million reflects \$4.9 million of sales related to the August 2007 acquisition of the Mobile Rugged Business division of Kontron America, Inc. Core segment sales and operating profit were impacted by delays in customer projects and by the remaining integration costs associated with the Mobile Rugged Business acquisition.

The Controls segment backlog was \$34.5 million at March 31, 2008, compared with \$33.2 million at March 31, 2007 and \$35.3 million at December 31, 2007.

Liquidity and Capital Resources

Operating Activities

Cash provided by operating activities, a key source of our liquidity, was \$44.1 million for the first quarter of 2008, an increase of \$7.2 million, or 20%, as compared to the first quarter of 2007. This increase was due to earnings growth and lower tax payments during the current year first quarter; in addition, in the first quarter of 2007, we used \$11.0 million of proceeds from the sale of its corporate aircraft as the initial payment on an operating lease for a used, but newer aircraft replacement. These favorable changes were partially offset by \$2.1 million of net asbestos payments in the first quarter of 2008, compared to \$21.2 million of net asbestos receipts in the period last year (reflecting the receipt of \$31.5 million in previously escrowed funds from Equitas Limited), as well as the impact of increased operating working capital requirements, which used approximately \$4.2 million more cash in the first quarter of 2008 compared to the first quarter of 2007.

Investing Activities

Cash flows relating to investing activities consist primarily of cash used for acquisitions (there were no acquisitions during the first quarter of 2008 or 2007) and capital expenditures and cash flows from divestitures of businesses or assets. Cash used in investing activities was \$8.0 million in the first quarter of 2008, compared to approximately \$4.1 million of net cash provided by investing activities in the comparable period of 2007. Our investing activities in the first quarter of 2007 included the sale of our corporate aircraft, which generated \$11.0 million of proceeds. Capital expenditures of \$9.1 million for the first quarter of 2008 increased approximately \$2.1 million from the first quarter of 2007. Capital expenditures are made primarily for increasing capacity, replacing equipment, supporting new product development and improving information systems.

Financing Activities

Financing cash flows consist primarily of proceeds from the issuance of debt and common stock, and financing uses of cash consist primarily of repayments of indebtedness, repurchases of common stock and payments of dividends to shareholders. Cash used in financing activities was \$38.1 million during the first quarter of 2008, compared to \$47.0 million used during the first quarter of 2007. The decrease in cash used in financing activities was primarily due to an increase in short term debt during the first quarter of 2008 and, to a lesser extent, net proceeds received from employee stock option exercises.

Recent Accounting Pronouncements

Information regarding new accounting pronouncements is included in Note 2 to the Condensed Consolidated Financial Statements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no material changes in the information called for by this item since the disclosure in our Annual Report on Form 10-K for the year ended December 31, 2007.

Item 4. Controls and Procedures

Disclosure Controls and Procedures . The Company's Chief Executive Officer, who is also Acting Chief Financial Officer, has evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the end of the period covered by this quarterly report. The Company's disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company in the reports that are filed or submitted under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Based on this evaluation, the Company's Chief Executive Officer and Acting Chief Financial Officer has concluded that these controls are effective as of the end of the period covered by this quarterly report.

Changes in Internal Control over Financial Reporting . During the fiscal quarter ended March 31, 2008, there have been no changes in the Company's internal control over financial reporting, identified in connection with our evaluation thereof, that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

Part II – Other Information

Item 1. Legal Proceedings

Discussion of legal matters is incorporated by reference from Part 1, Item 1, Note 8, “Commitments and Contingencies”, of this document, and should be considered an integral part of Part II, Item 1, “Legal Proceedings”.

Item 1A. Risk Factors

There has been no significant change to the risk factors disclosed in the Company’s Annual Report on Form 10-K for the year ended December 31, 2007.

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

c) Share Repurchases

| | Total number of shares repurchased | Average price paid per share | Total number of shares purchased as part of publicly announced plans or programs | Maximum number (or approximate dollar value) of shares that may yet be purchased under the plans or programs |
|---------------------|--|---------------------------------------|---|--|
| January 1-31, 2008 | — | — | — | — |
| February 1-29, 2008 | 581,300 | \$42.34 | — | — |
| March 1-31, 2008 | 376,270 | 40.89 | — | — |
| Total | <u>957,570</u> | <u>\$41.77</u> | <u>—</u> | <u>—</u> |

The table above only includes the open-market repurchases of the Company’s common stock in the first quarter of 2008. The Company also routinely receives shares of its common stock from option holders as payment for stock option exercises and the resultant withholding taxes due on such exercises.

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

- a) The Annual Meeting of Shareholders was held on April 21, 2008.
- b) The following four Directors were elected to serve for three years until the Annual Meeting in 2011.

Mr. E. Thayer Bigelow

Mr. Philip R. Lochner, Jr.

Mr. Ronald F. McKenna

Mr. Charles J. Queenan, Jr.

The following Directors’ terms of office continue following the Annual Meeting: Ms. Karen E. Dykstra, Mr. Richard S. Forte, Mr. William E. Lipner, Mr. James L. L. Tullis, Mr. Donald G. Cook, Mr. R. S. Evans, Mr. Eric C. Fast, and Mr. Dorsey R. Gardner

c) The following four Directors were elected to serve for three years until the Annual Meeting in 2011.

| | |
|-----------------------------|------------|
| Mr. E. Thayer Bigelow | |
| Votes for | 50,785,685 |
| Votes withheld | 2,938,737 |
| Mr. Philip R. Lochner, Jr. | |
| Votes for | 52,508,924 |
| Votes withheld | 1,215,498 |
| Mr. Ronald F. McKenna | |
| Votes for | 52,575,385 |
| Votes withheld | 1,149,037 |
| Mr. Charles J. Queenan, Jr. | |
| Votes for | 48,026,941 |
| Votes withheld | 5,697,481 |

The shareholders approved the selection of Deloitte & Touche LLP as independent auditors for the Company for 2008.

| | |
|---------------|------------|
| Votes for | 53,183,548 |
| Votes against | 473,209 |
| Abstained | 67,665 |

The shareholders rejected a shareholder's proposal concerning the adoption of the MacBride Principles in reference to the Company's operations in Northern Ireland.

| | |
|------------------|------------|
| Votes for | 5,200,467 |
| Votes against | 40,603,298 |
| Abstained | 2,988,067 |
| Broker non-votes | 4,932,590 |

Item 6. Exhibits

| | |
|--------------|---|
| Exhibit 10.1 | Benefit Equalization Plan, effective February 25, 2008 |
| Exhibit 10.2 | EVA Incentive Compensation Plan for Operating Units, effective April 21, 2008 |
| Exhibit 31.1 | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) |
| Exhibit 31.2 | Certification of Acting Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) |
| Exhibit 32.1 | Certification of Chief Executive Officer pursuant to Rule 13a-14(b) or 15d-14(b) |
| Exhibit 32.2 | Certification of Acting Chief Financial Officer pursuant to Rule 13a-14(b) or 15d-14(b) |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CRANE CO.
REGISTRANT

Date
May 6, 2008

By /s/ Eric C. Fast
Eric C. Fast
President and Chief
Executive Officer

Date
May 6, 2008

By /s/ Eric C. Fast
Eric C. Fast
Acting Chief Financial Officer

Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
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CRANE CO.

PENSION BENEFIT EQUALIZATION PLAN

Adopted February 25, 2008

PREAMBLE

On February 25, 2008, Crane Co., a Delaware corporation (the “Company”), established this nonqualified deferred compensation plan referred to as the Crane Co. Pension Benefit Equalization Plan (the “Plan”) for the benefit of designated employees of the Company.

It is intended that the Plan be exempt from the reporting, disclosure, participation, vesting, funding and fiduciary responsibility requirements of Title I of the Employee Retirement Income Security Act of 1974 because it is an unfunded plan maintained by an employer for the purpose of providing benefits for a select group of management or highly compensated employees.

ARTICLE I DEFINITIONS

The following words and phrases when used in the Plan shall have the meanings indicated in this Article I. Unless indicated otherwise, references herein to articles and sections are to articles and sections of the Plan.

“Accrued Benefit” has the same meaning as set forth in the Pension Plan.

“Actuarial Equivalent” has the same meaning as set forth in the Pension Plan.

“Beneficiary” means the Participant’s surviving spouse or such other individual entitled to receive a survivor or death benefit with respect to the Participant’s Accrued Benefit under the Pension Plan.

“Board” means the Board of Directors of the Company.

“Code” means the Internal Revenue Code of 1986, as amended.

“Committee” means a committee appointed by the Board to act as the Plan Administrator of the Plan. If a Committee is not appointed, then the Board shall be the Committee.

“Company” means Crane Co., and any entity that acquires or succeeds to all or substantially all of the Company’s business or assets and any successor to any such entity.

“ERISA” means the Employee Retirement Income Security Act of 1974, as amended, and the regulations thereunder.

“Participant” means an employee of the Company who is designated for participation in accordance with Section 2.1.

“Pension Plan” means the Pension Plan for All Eligible Employees of Crane Co., as effective January 1, 2003 and as amended from time to time, and any successor defined benefit plan.

“Plan” means this Crane Co. Pension Benefit Equalization Plan, as set forth herein and as amended from time to time.

“Retirement Benefit” means the applicable Single Life Annuity benefit described in Article III.

“Retirement Shares” is defined in Section 3.1 of the Plan.

“Separation from Service” means a Participant’s death, disability, retirement or other termination of employment with the Company and its subsidiaries; provided, however, that, for purposes of this definition, the employment relationship is treated as continuing intact while the Participant is on military leave, sick leave, or other bona fide leave of absence (such as temporary employment by the government) if the period of such leave does not exceed six months, or if longer, so long as the Participant’s right to reemployment with the Company is provided either by statute or by contract. If the period of leave exceeds six months and the Participant’s right to reemployment is not provided either by statute or by contract, the employment relationship is deemed to terminate on the first date immediately following such six-month period. The term “Separation from Service” shall be interpreted and applied in accordance with Section 409A of the Code and any regulations or other guidance thereunder.

“Single Life Annuity” means, with respect to a Participant, a form of payment under which the benefit is paid in monthly installments commencing as set forth in Section 4.1 and continuing for the lifetime of the Participant.

“Term Certain Life Annuity” means, with respect to a Participant, a form of payment that is the Actuarial Equivalent of a Participant’s Retirement Benefit and under which the benefit is paid in monthly installments commencing as set forth in Section 4.1 and continuing for the longer of (a) the lifetime of the Participant or (b) a specified term, denoted as a number of months equivalent to either 5 years, 10 years or 15 years. In the event that the Participant dies before having received payment for the specified term, the remaining installment payments that would have been paid to the Participant had the Participant survived to the end of the specified term shall be payable to such Participant’s Beneficiary.

“50% Joint and Survivor Annuity” means, with respect to a Participant, a form of payment that is the Actuarial Equivalent of a Participant’s Retirement Benefit and under which the benefit is paid in monthly installments commencing as set forth in Section 4.1 and continuing for the lifetime of the Participant, with 50% of such amount being paid to the Participant’s Beneficiary for so long as the Beneficiary survives after the Participant’s death.

“75% Joint and Survivor Annuity” means, with respect to a Participant, a form of payment that is the Actuarial Equivalent of a Participant’s Retirement Benefit and under which the benefit is paid in monthly installments commencing as set forth in Section 4.1 and continuing for the lifetime of the Participant, with 75% of such amount being paid to the Participant’s Beneficiary for so long as the Beneficiary survives after the Participant’s death.

“100% Joint and Survivor Annuity” means, with respect to a Participant, a form of payment that is the Actuarial Equivalent of a Participant’s Retirement Benefit and under which the benefit is paid in monthly installments commencing as set forth in Section 4.1 and continuing for the lifetime of the Participant, with 100% of such amount being paid to the Participant’s Beneficiary for so long as the Beneficiary survives after the Participant’s death.

ARTICLE II PARTICIPATION AND DISTRIBUTION ELECTIONS

- 2.1 Participation. The Participants in the Plan shall consist of the individuals set forth on the attached Schedule A, and such other employees of the Company who are selected by the Committee from time to time for participation. After the Committee approves participation for an individual, the Company shall provide the individual with a notice of participation.
- 2.2 Initial Distribution Elections.
- (a) General Rule. Within thirty (30) days of commencing participation in the Plan, or at such later date and under such conditions as may be permitted under Section 409A of the Code and any guidance of the Internal Revenue Service thereunder, the Participant may elect, in such form or by such method as may be authorized by the Committee, (i) a form of distribution of the Participant’s Retirement Benefit in one of the optional forms of benefit described in Section 4.1(c) instead of the normal form of distribution as set forth in Section 4.1(b), and (ii) to designate a different commencement date, subject to compliance with Section 409A’s payment date requirements, for payment of the Participant’s Retirement Benefit than the date specified in Section 4.1(a).
 - (b) New Payment Elections by December 31, 2008. Notwithstanding the provisions of Section 2.2(a), a Participant may file the election described in Section 2.2(a) at any time on or before December 31, 2008 and such election shall be immediately effective; provided, that no election made under this Section 2.2(b) shall (i) affect any payment that would otherwise be made under the terms of the Plan during the 2008 calendar year, or (ii) cause any payment that would otherwise be payable later than the 2008 calendar year to be made during the 2008 calendar year.

2.3 Subsequent Elections.

A Participant may elect, in such form or by such method as may be authorized by the Committee, (a) to change the form of payment provided under Section 4.1(b) or as previously-elected by the Participant in accordance with Section 4.1(c), and (b) to change the commencement date provided under Section 4.1(a) or as previously-elected by the Participant to a later commencement date; provided, however, that, except as may be otherwise permitted by the Committee consistent with the requirements of Section 409A of the Code and any guidance of the Internal Revenue Service thereunder, any election by a Participant under (b) above to change the commencement date of his or her Retirement Benefit shall be subject to the following requirements: (i) the election must not take effect until at least 12 months after the date on which the election is made; (ii) the commencement date elected must be at least 5 years later than the commencement date otherwise applicable under Section 4.1 (a) or the existing election; and (iii) the election may not be made less than 12 months prior to the commencement date otherwise applicable under Section 4.1(a) or the existing election.

ARTICLE III RETIREMENT AND DEATH BENEFITS

3.1 Normal Retirement Benefit

A Participant who has a Separation from Service for any reason other than death shall receive a Retirement Benefit, payable at the time and in the form set forth in Article IV, equal to (i), reduced by (ii) and (iii), where:

- (i) equals the Participant's monthly Accrued Benefit, in the form of a Single Life Annuity, as of the Participant's Separation from Service, determined in accordance with the provisions of the Pension Plan but without applying the limitations imposed by Sections 401(a)(17) and 415 of the Code;
- (ii) equals the Participant's monthly Accrued Benefit, in the form of a Single Life Annuity, as of the Participant's Separation from Service, determined in accordance with the provisions of the Pension Plan; and
- (iii) equals the credited value of certain shares of the Company's common stock, which were awarded to the Participant for service prior to the Effective Date of this Plan and subject to certain forfeiture and other restrictions (the "Retirement Shares"), as set forth opposite such Participant's name in the attached Schedule B; provided, however, that if, on or prior to the date the Participant's Retirement Benefit is determined hereunder, the Participant forfeits

some or all of such Retirement Shares under the terms of the applicable award agreements, the amount of the credited value attributed to the Participant for such Retirement Shares under Schedule B shall be reduced by the Committee in an appropriate and equitable manner to reflect such forfeiture.

3.2 Death Benefit

If a Participant dies prior to commencing a distribution of the Participant's Retirement Benefit, the Participant's Beneficiary shall receive a death benefit under this Plan in lieu of any benefit payable under Section 3.1. Such death benefit shall be payable at the time and in the form set forth in Article IV and shall be equal to one-half (1/2) of the Retirement Benefit calculated under Section 3.1 and determined as of the date of the Participant's death, or if the Participant had incurred a Separation from Service prior to his or her death, the date of such Separation from Service.

3.3 Assumptions

For purposes of the Plan, all actuarial calculations shall be based on the same actuarial assumptions and methods used for purposes of the Pension Plan at the time such calculations are performed.

**ARTICLE IV
TIMING AND FORM OF RETIREMENT BENEFIT**

4.1 Timing and Form of Payment

- (a) Timing of Distribution. Unless the Participant has elected, in accordance with Article II, a different commencement date, the Participant's Retirement Benefit under Section 3.1 shall be paid or commenced as soon as practicable on the later of (a) the first day of the seventh calendar month following the month that includes the date of the Participant's Separation from Service, and (b) the first day of the month following the month in which the Participant attains age sixty-five (65).
- (b) Normal Form of Benefit. Unless the Participant has elected, in accordance with Article II, an optional form of distribution provided under Section 4.1(c), and subject to the provisions of Section 4.2, the applicable Retirement Benefit shall be paid as a Single Life Annuity.
- (c) Optional Forms of Benefit. In accordance with the election requirements of Article II, a Participant may file a written election to receive the Participant's Retirement Benefit in one of the following optional forms in lieu of the Single Life Annuity set forth in Section 4.1(b):
 - (i) a 100% Joint and Survivor Annuity;

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- (ii) a 75% Joint and Survivor Annuity;
 - (iii) a 50% Joint and Survivor Annuity; or
 - (iv) a Term Certain Life Annuity, with a specified term of either 5 years, 10 years or 15 years.

4.2 Death Benefit.

A benefit paid under Section 3.2 as a result of the death of a Participant shall commence as soon as practicable following the Participant's death. Such death benefit shall be paid in a Single Life Annuity to the Participant's Beneficiary.

4.3 Certain Accelerated Payments. Notwithstanding the foregoing, the provisions of Section 4.1 shall not be applicable to a payment that becomes due under the following circumstances:

(a) QDROs

The time or schedule of a payment of a vested Retirement Benefit to an individual other than the Participant may be accelerated as may be necessary to fulfill the requirements of a domestic relations order (as defined in Code Section 414(p)(1)(B)).

(b) Payments Upon Income Inclusion Under Section 409A

The time or schedule of a payment of a vested Retirement Benefit to a Participant may be accelerated if at any time the Plan fails to meet the requirements of Section 409A of the Code and regulations and other guidance promulgated thereunder; provided, however, that any such payment shall not exceed the amount required to be included in income as a result of the failure to comply with the requirements of Section 409A of the Code and the regulations and other guidance.

4.4. Vesting

A Participant shall have a fully vested interest in the Participant's Retirement Benefit to the same extent and at the same time as the Participant attains full vesting of the Participant's Accrued Benefit under the terms of the Pension Plan. To the extent a Participant is not vested in the Participant's Retirement Benefit as of the date of the Participant's Separation from Service in accordance with this provision, such Retirement Benefit shall be forfeited and the Participant shall have no further right or interest in such Retirement Benefit.

4.5 Effect of Separation from Service

If the Participant incurs a Separation from Service for any reason, the Participant shall cease to accrue any additional benefits under this Plan or to be an active participant in the Plan. The Participant's reemployment with the Company following commencement of the Participant's Retirement Benefit hereunder shall have no effect on payment of the Participant's Retirement Benefit.

**ARTICLE V
ADMINISTRATION**

5.1 Committee

- (a) Responsibilities. The Plan shall be administered by the Committee. The Committee (and its delegates) shall have full discretionary authority to interpret and administer the Plan, make factual findings and determine the amount, if any, payable to any person under the Plan. The Committee's (and its delegates) decision in any matter involving the interpretation and application of this Plan shall be final and binding on all parties; provided that the Committee may override any decision of a delegate within thirty business days of such decision. The Committee, the Company or any employee, officer or director of the Company or any of its affiliates shall not be liable for any action or determination made in good faith with respect to the Plan or the rights of any person under the Plan.
- (b) Authority of Members. The Committee may authorize one or more of their number to execute or deliver any instrument, make any payment or perform any other act that the Plan authorizes or requires the Committee to do, including, without limitation, the retention of counsel and other agents as it may require in carrying out the provisions of the Plan.
- (c) Authority to Delegate. Any responsibility or authority assigned to the Committee under this Article V may be delegated to any other person or persons, by name or in the case of a delegation to an employee of the Company or any of its affiliates by title or position with the Company, consistent with the by-laws or other procedures of the Committee, provided that such delegation is revocable by the Committee at any time, in its discretion.
- (d) Records and Expenses. The Committee or its designees shall keep such records as may be necessary for the administration of the Plan and shall furnish such periodic information to Participants as it deems necessary or desirable, in the sole discretion of the Committee. All expenses of administering the Plan shall be paid by the Company and shall not affect a Participant's right to, or the amount of, benefits.

5.2 Claims Procedures

- (a) General. All claims for benefits under the Plan shall be submitted to, and within 90 days thereafter decided in writing by, the Committee. If the Committee determines that an extension of time for processing the claim

is required, the Committee may extend the date by which a decision is required to 180 days after the claim is submitted provided that the Committee provides written notice of the extension to the claimant prior to the termination of the initial 90-day period, including the special circumstances requiring an extension of time and the date by which the Committee expects to render a decision.

- (b) Information Provided Upon Denial of a Claim . Written notice of the decision on each claim shall be furnished reasonably promptly to the claimant. If the claim is wholly or partially denied, such written notice shall set forth (i) the specific reason or reasons for the denial, (ii) reference to the specific Plan provisions on which the denial is based, (iii) a description of any additional material or information necessary for the claimant to perfect the claim and an explanation of why such material or information is necessary, and (iv) a description of the Plan's review procedures and the time limits applicable to such procedures, including a statement of the claimant's right to bring a civil action under Section 502(a) of ERISA, as amended, following the denial of a claim on review.
- (c) Appeals Procedure . A claimant may request a review by the Committee of a decision denying a claim in writing within 60 days following receipt of the denial. All such reviews shall be decided in writing by the Committee within 60 days after receipt of the request for review. If the Committee determines that an extension of time for processing the review is required, the Committee may extend the date by which a decision is required to 120 days after the request for review is submitted provided that the Committee provides written notice of the extension to the claimant prior to the termination of the initial 60-day period, including the special circumstances requiring an extension of time and the date by which the Committee expects to render a decision.
- (d) Review of Denied Claim . In connection with a review of a denied claim for benefits, a claimant shall (i) have the opportunity to submit written comments, documents, records, and other information relating to the claim for benefits, and (ii) be provided, upon request, reasonable access to, and copies of all documents, records, and other information relevant to the claimant's claim for benefits. The review of a denied claim shall take into account all comments, documents, records, and other information submitted by the claimant related to the claim, without regard to whether such information was submitted or considered in the initial review of the claim. If a claim is denied upon review, the written notice of the denial shall specify (i) the specific reason or reasons for the denial, (ii) reference to the specific Plan provisions upon which the denial is based, and (iii) a statement that the claimant is entitled to receive, upon request and free of charge, reasonable access to, and copies of, all documents, records and other information relevant to the claimant's claim for benefits.

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- (e) Authorized Representative. The claimant may, at his or her own expense, have an authorized representative to act on the claimant's behalf in pursuing a benefit claim or appeal of the denial of the benefit. In order for a representative to be recognized as acting on behalf of the claimant, the claimant must provide in writing to the Committee the name, address and phone number of the claimant's authorized representative and a statement that the representative is authorized to act in the claimant's behalf concerning the claim for benefit, and if applicable, an appeal of the denial of the benefit.
 - (f) Limitations on Claims, Overpayments. No legal action with respect to a Participant's or Beneficiary's claim for benefits under the Plan may be commenced later than one year after the date of the final determination regarding the Participant's or Beneficiary's claim as provided under this Section. If there has been an overpayment of a benefit to a Participant or Beneficiary, such person, upon receipt of a written notice and explanation, shall promptly return the amount of the overpayment to the Company.

ARTICLE VI FUNDING

The Plan is an unfunded arrangement. No portion of any funds of the Company or any of its subsidiaries shall be required to be set apart for a Participant or Beneficiary. The rights of a Participant or Beneficiary to the payment of the Retirement Benefit shall be limited to those of a general, unsecured creditor of the Company who has a claim equal to the value of the Participant's Retirement Benefit. Retirement Benefits shall be payable from the general assets of the Company, and/or from any grantor trust or other funding vehicle that the Company, in its discretion, may establish consistent with the tax deferral objective of this Plan; provided, however, that no Participant or Beneficiary shall at any time have any right to all or any portion of the assets of or associated with any such trust or other funding vehicle.

ARTICLE VII AMENDMENT AND TERMINATION

7.1 Amendment

The Committee shall have the right to amend the Plan for any reason, at any time and from time to time. No amendment of the Plan shall cause, without the Participant's written consent, a reduction in the vested Retirement Benefit to which the Participant or the Participant's Beneficiary would have been entitled as of the effective date of such amendment under the terms of this Plan absent such amendment. Furthermore, no amendment may result in an acceleration of benefit payment (except as may be permitted by Section 409A of the Code).

7.2 Termination

The Company may, by action of the Board, terminate the Plan subject to the following provisions:

Upon termination of the Plan, Retirement Benefits accrued and vested as of the date of termination of the Plan shall be held, administered and distributed in accordance with the terms and conditions of the Plan as in effect on the date of Plan termination, except that: Retirement Benefits under the Plan may be distributed prior to the time required under Article V if all nonqualified deferred compensation arrangements sponsored by the Company and any company required to be aggregated with the Company under Section 414 (b) and (c) of the Code that are treated, together with the Plan, as one arrangement under Section 409A of the Code, are terminated, subject to the following requirements: (i) no payments other than payments that would be payable under the terms of the Plan and such other arrangements if the termination had not occurred are made within 12 months of the termination of the Plan and such other arrangements, (ii) all payments under the Plan and such other arrangements are made within 24 months of the date of such termination, and (iii) neither the Company nor any company required to be aggregated with the Company under Section 414(b) or (c) of the Code adopts a new arrangement that would, with the Plan or any such other terminated arrangement, be treated as a single arrangement under Section 409A of the Code, at any time within three (3) years following the date of termination of the Plan and such other arrangements.

**ARTICLE VIII
GENERAL PROVISIONS**

8.1 Payments to Minors and Incompetents

If the Participant or any Beneficiary entitled to receive any benefits hereunder is a minor or is deemed by the Board or is adjudged to be legally incapable of giving valid receipt and discharge for such benefits, they will be paid to such person or institution as the Board may designate or to a duly appointed guardian. Such payment shall, to the extent made, be deemed a complete discharge of any such payment under the Plan.

8.2 No Contract

This Plan shall not be deemed a contract of employment with the Participant, and no provision hereof shall affect the right of the Company to terminate the Participant's employment.

8.3 Non-Alienation of Benefits

No amount payable to, or held under the Plan for the account of, the Participant or any Beneficiary shall be subject, in any manner, to anticipation, alienation,

sale, transfer, assignment, pledge, encumbrance or charge, and any attempt to so anticipate, alienate, sell, transfer, assign, pledge, encumber or charge the same shall be void. No amount payable to, or held under the Plan for the account of, the Participant shall be subject to any legal process of levy or attachment.

8.4 Income Tax Withholding

The Company may withhold from any payments hereunder such amount as it may be required to withhold under applicable federal, state or other income tax law, and transmit such withheld amounts to the appropriate taxing authority. In lieu thereof, the Company shall have the right, to the extent permitted by law, to withhold the amount of such taxes from any other sums due from the Company to the Participant upon such terms and conditions as the Committee may prescribe.

8.5 Governing Law

The provisions of the Plan shall be interpreted, construed and administered under the laws of the State of New York applicable to contracts entered into and performed in such state, without regard to the choice of law provisions thereof and to the extent that ERISA and other federal laws do not apply.

8.6 Captions

The captions contained in the Plan are inserted only as a matter of convenience and for reference and in no way define, limit, enlarge or describe the scope or intent of the Plan or in any way affect the construction of any provision of the Plan.

8.7 Severability

If any provision of the Plan is held invalid or unenforceable, its invalidity or unenforceability will not affect any other provision of the Plan, and the Plan will be construed and enforced as if such provision had not been included.

8.8 Notices

The Participant shall be responsible for furnishing the Committee with the current and proper address for the mailing of notices and delivery of agreements and payments. Any notice required or permitted to be given shall be deemed given if directed to the person to whom addressed at such address and mailed by regular United States first class mail, postage prepaid. If any item mailed to such address is returned as undeliverable to the addressee, mailing shall be suspended until the Participant furnishes the proper address.

8.9 Binding Nature; Assignability

This Plan shall be binding upon the successors and assigns of the Company. The rights or obligations of the Company under this Plan may be assigned or transferred pursuant to a merger or consolidation in which the Company is not the continuing entity, or a sale, liquidation or other disposition of all or substantially all of the assets of the Company, provided that the assignee or transferee is the successor to all or substantially all of the assets of the Company and assumes the liabilities, obligations and duties of the Company under this Plan, either contractually or as a matter of law.

8.10 Gender, Singular and Plural

All pronouns and variations thereof shall be deemed to refer to the masculine, feminine, or neuter, as the identity of the person(s) requires. As the context may require, the singular may be read as the plural and the plural as the singular.

8.11 409A Compliance

The Plan is intended to comply with the requirements of Section 409A of the Code. Consistent with that intent, the Plan shall be interpreted in a manner consistent with Section 409A and in the event that any provision that is necessary for the Plan to comply with Section 409A is determined by the Board, in its sole discretion, to have been omitted, such omitted provision shall be deemed included herein and is hereby incorporated as part of the Plan.

IN WITNESS WHEREOF, the Company has caused this instrument to be executed by its duly authorized officer as of the 25th day of February, 2008.

CRANE CO.

By: /s/ Augustus I. duPont

Title: Vice President, General Counsel and Secretary

CRANE CO.

Pension Benefit Equalization Plan

Schedule A

The following individuals are the participants of the Plan as of the Effective Date:

Augustus I. duPont
Bradley L. Ellis
Eric C. Fast
Elise M. Kopczick
Thomas M. Noonan

CRANE CO.

Pension Benefit Equalization Plan

Schedule B

**Credits for Retirement Shares Awarded to Participants
Prior to the Effective Date of the Pension Benefit Equalization Plan**

| <u>Participant</u> | <u>Credited Value of Retirement Shares (\$)*</u> |
|--------------------|--|
| Augustus I. duPont | 5,214.00 |
| Bradley L. Ellis | 2,141.21 |
| Eric C. Fast | 16,527.63 |
| Elise M. Kopczick | 7,356.46 |
| Thomas M. Noonan | 2,337.61 |

* Subject to reduction by the Committee to reflect forfeiture of some or all of such credited retirement shares under the terms of the applicable award agreements.

CRANE CO.

EVA INCENTIVE COMPENSATION PLAN FOR OPERATING UNITS

PURPOSE OF PLAN: To maximize shareholder value by aligning management's interests with those of shareholders and rewarding management for sustainable and continuous improvement in EVA (Economic Value Added).

ELIGIBILITY: Business Unit Presidents, Key Executives as designated and approved, including discretionary pools where appropriate.

ADMINISTRATION: The plan is administered by the Corporation's Chief Executive Officer and Vice President-Human Resources and approved by the Management Organization and Compensation Committee of the Board of Directors. Awards are calculated and recommended on year-end audited results.

THE PLAN CONCEPTS: The plan is designed using the concept of Economic Value Added (EVA). Economic Value Added is defined as the difference between the return on capital and the cost of that capital multiplied by the amount of capital invested. The key elements of this plan are:

- Cost of Capital (C*)
- Return on Capital (R)
- Capital Employed (C)
- Net Operating Profit After Tax (NOPAT)
- Economic Value Added (EVA). $EVA = (R - C^*) \times C$
- Base EVA
- Bonus Bank Account – one-third to one-half paid out each year (paid at 70% the first year in the pool and 50% for the second Year)

1. Actual results are compared to prior year (not Plan).
2. Return on capital invested is compared to a cost of capital.

3. Bonus awards earned in a given year are put into a “Bank” with one-third to one-half of the bank being paid out each year (70% for a participant’s first year in the pool and 50% in the second year).

The participants and their percentage allocation are developed by the Business Unit President based upon their determination of each individual’s relative value to the Business Units’ success or, at his/her discretion, based upon a peer evaluation of each participant as to how the bonus pool should be allocated. The final percentage awarded into each individual’s bank will be determined by the Business Unit Executive based on the individual’s performance for the year as well as his relative performance compared to the other participants in that Business Unit. All awards are reviewed and approved by Corporate prior to distribution.

CURRENT BONUS POOL FORMULA :

| | <u>If Prior Year EVA was</u> | |
|---|------------------------------|-----------------|
| | <u>Positive</u> | <u>Negative</u> |
| • Units under \$30MM sales & distribution | 15/10% | 25/0% |
| • All other Units | 10/6% | 15/0% |

Note: The Chief Executive Officer may modify the formula for particular Units, subject to approval of the Management Organization and Compensation Committee.

BONUS POOL CALCULATION: The bonus pool is generated by applying a formula to the EVA calculated. If a Unit’s prior year EVA was:

- Positive – the current year’s formula is 15% or 10% of the change in EVA (positive or negative) plus 10% or 6% of any positive EVA in the current year.
- Negative – the current year’s formula is 25% or 15% of the change in EVA (positive or negative).

BANK AND PAY-OUT CALCULATIONS: The EVA award is added to the individual’s bank account and then a portion of the account balance is paid out in cash to the participant.

The pay-out will range from one-third to one-half of the bank account at the discretion of the Chief Executive Officer, subject to approval by the Management Organization and Compensation Committee; provided that for a new participant the payout will be 70% in the first year and 50% in the second year. The remainder of the bank account balance represents the individual's "equity" in the account.

Each year the Company will add interest income to a positive equity balance at the rate of six percent. No interest will be charged on a negative equity balance.

DISPOSITION OF THE EQUITY BALANCE : Certain events may occur that change the status of the plan and/or the employee's right to participate in the plan. The following is an outline of what would happen to any positive equity balance upon a particular event:

| <u>EVENT</u> | <u>DISPOSITION OF EQUITY BALANCE</u> |
|---|---|
| • terminate/quit | • lose equity balance |
| • removed from plan/demotion | • equity balance paid out over next two years |
| • Unit sold by Crane Co. | • receive in cash |
| • retire ⁽¹⁾ /death/disabled | • receive in cash |
| • Unit spun off | • don't receive. Continued |
| • Crane Co. acquired | • receive in cash |
| • transfer to another Business Unit | • equity balance transfers with participant |

⁽¹⁾ Retirement is defined as normal retirement – age 65

RIGHT TO AMEND AND MODIFY : EVA is the way we measure our business performance and establish the funds available (positive or negative) to recognize the results. As we have seen, formula driven plans are not perfect and, from time to time, need to be modified by me and the Management

Organization and Compensation Committee of the Board of Directors to achieve the desired result of enhancing shareholder value for Crane Co. We, therefore, must reserve the right to make changes in the overall plan, and/or by Business Unit, and/or by individual participants.

/s/ Eric C. Fast

Eric C. Fast

EVA incentive compensation plan for operating units

CERTIFICATION

I, Eric C. Fast, certify that:

- (1) I have reviewed this Quarterly Report on Form 10-Q of Crane Co.;
- (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 report;
- (4) The registrant's other certifying officer 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) 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
 - d) 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 officer 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 the registrant's board of directors:
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control 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.

By /s/ Eric C. Fast

President and Chief Executive Officer

May 6, 2008

CERTIFICATION

I, Eric C. Fast, certify that:

- (1) I have reviewed this Quarterly Report on Form 10-Q of Crane Co.;
- (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 report;
- (4) The registrant's other certifying officer 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) 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
 - d) 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 officer 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 the registrant's board of directors:
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control 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.

By /s/ Eric C. Fast
Acting Chief Financial Officer
May 6, 2008

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
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 Crane Co. (the "Registrant") on Form 10-Q for the quarter ended March 31, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Eric C. Fast, President and Chief Executive Officer of the Registrant, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, hereby certify to the best of my knowledge 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 results of operations of the Registrant.

This Certification accompanies this Quarterly Report on Form 10-Q and shall not be treated as having been filed as part of this Quarterly Report on Form 10-Q.

By /s/ Eric C. Fast

Eric C. Fast
President and Chief Executive Officer
May 6, 2008

CERTIFICATION OF CHIEF FINANCIAL OFFICER
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 Crane Co. (the "Registrant") on Form 10-Q for the quarter ended March 31, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Eric C. Fast, Acting Chief Financial Officer of the Registrant, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, hereby certify to the best of my knowledge 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 results of operations of the Registrant.

This Certification accompanies this Quarterly Report on Form 10-Q and shall not be treated as having been filed as part of this Quarterly Report on Form 10-Q.

By /s/ Eric C. Fast
Eric C. Fast
Acting Chief Financial Officer
May 6, 2008