UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 10-Q

(Mark One)

x Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the Quarterly Period Ended October 31, 2014

or

o 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 001-12622

OIL-DRI CORPORATION OF AMERICA
(Exact name of the registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	36-2048898 (I.R.S. Employer Identification No.)
410 North Michigan Avenue, Suite 400 Chicago, Illinois (Address of principal executive offices)	60611-4213 (Zip Code)

The registrant's telephone number, including area code: (312) 321-1515

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 at least the past 90 days.

Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes x No o

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

Large accelerated filer o   Accelerated filer x   Non-accelerated filer o   Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes o No x

Indicate the number of shares outstanding of each of the issuer’s classes of common stock as of October 31, 2014.

Common Stock – 5,014,942 Shares and Class B Stock – 2,064,994 Shares

CONTENTS

PART I – FINANCIAL INFORMATION

		Page
Item 1:	Financial Statements	3
Item 2:	Management's Discussion and Analysis of Financial Condition and Results Of Operations	15
Item 3:	Quantitative and Qualitative Disclosures About Market Risk	21
Item 4:	Controls and Procedures	22
	PART II – OTHER INFORMATION	
Item 4:	Mine Safety Disclosures	23
Item 6:	Exhibits	23
	Signatures	24

FORWARD-LOOKING STATEMENTS

Certain statements in this report, including, but not limited to, those under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" and those statements elsewhere in this report and other documents that we file with the Securities and Exchange Commission ("SEC"), contain forward-looking statements that are based on current expectations, estimates, forecasts and projections about our future performance, our business, our beliefs and our management's assumptions. In addition, we, or others on our behalf, may make forward-looking statements in press releases or written statements, or in our communications and discussions with investors and analysts in the normal course of business through meetings, webcasts, phone calls and conference calls. Words such as "expect," "outlook," "forecast," "would," "could," "should," "project," "intend," "plan," "continue," "believe," "seek," "estimate," "anticipate," "may," "assume," and variations of such words and similar expressions are intended to identify such forward-looking statements, which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995.

Such statements are subject to certain risks, uncertainties and assumptions that could cause actual results to differ materially, including those described in Item 1A, Risk Factors, of our Annual Report on Form 10-K for the fiscal year ended July 31, 2014. Should one or more of these or other risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, intended, expected, believed, estimated, projected or planned. Investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Except to the extent required by law, we do not have any intention or obligation to update publicly any forward-looking statements after the distribution of this report, whether as a result of new information, future events, changes in assumptions or otherwise.

TRADEMARK NOTICE

Cat's Pride, Fresh & Light and Oil-Dri are registered trademarks of Oil-Dri Corporation of America.

PART I - FINANCIAL INFORMATION

ITEM 1. Financial Statements

OIL-DRI CORPORATION OF AMERICA & SUBSIDIARIES
Condensed Consolidated Balance Sheets
(in thousands, except share and per share amounts)

ASSETS	(unaudited) October 31, 2014	July 31, 2014
Current Assets		
Cash and cash equivalents	**$ 8,406**	$ 16,230
Restricted cash	**100**	129
Short-term investments	**1,901**	2,640
Accounts receivable, less allowance of $722 and $707 at October 31, 2014 and July 31, 2014, respectively	**31,893**	30,997
Inventories	**24,332**	24,483
Deferred income taxes	**1,570**	1,570
Prepaid repairs expense	**3,585**	3,722
Prepaid expenses and other assets	**2,574**	3,745
Total Current Assets	**74,361**	83,516
Property, Plant and Equipment		
Cost	**203,820**	199,095
Less accumulated depreciation and amortization	**(125,608)**	(124,199)
Total Property, Plant and Equipment, Net	**78,212**	74,896
Other Assets		
Goodwill	**9,034**	9,034
Trademarks and patents, net of accumulated amortization of $303 and $420 at October 31, 2014 and July 31, 2014, respectively	**694**	660
Debt issuance costs, net of accumulated amortization of $383 and $522 at October 31, 2014 and July 31 2014, respectively	**219**	243
Licensing agreements and non-compete agreements, net of accumulated amortization of $1,192 and $1,145 at October 31, 2014 and July 31, 2014, respectively	**108**	155
Customer list, net of accumulated amortization of $1,097 at October 31, 2014 and $764 at July 31, 2014, respectively	**6,688**	7,020
Deferred income taxes	**4,285**	4,448
Other	**7,126**	6,232
Total Other Assets	**28,154**	27,792
Total Assets	**$ 180,727**	$ 186,204

The accompanying notes are an integral part of the condensed Consolidated Financial Statements.

OIL-DRI CORPORATION OF AMERICA & SUBSIDIARIES
Condensed Consolidated Balance Sheets
(in thousands, except share and per share amounts)

LIABILITIES & STOCKHOLDERS' EQUITY	(unaudited) October 31, 2014	July 31, 2014
Current Liabilities		
Current maturities of notes payable	**$ 3,483**	$ 3,500
Accounts payable	**5,599**	7,352
Dividends payable	**1,313**	1,311
Accrued expenses:		
Salaries, wages and commissions	**3,527**	4,448
Trade promotions and advertising	**2,842**	2,182
Freight	**2,446**	2,504
Other	**6,733**	8,203
Total Current Liabilities	**25,943**	29,500
Noncurrent Liabilities		
Notes payable	**15,417**	18,900
Deferred compensation	**9,528**	9,267
Pension and postretirement benefits	**22,531**	22,273
Other	**1,961**	1,956
Total Noncurrent Liabilities	**49,437**	52,396
Total Liabilities	**75,380**	81,896
Stockholders' Equity		
Common Stock, par value $.10 per share, issued 7,932,093 shares at October 31, 2014 and 7,917,393 shares at July 31, 2014	**793**	792
Class B Stock, par value $.10 per share, issued 2,389,735 shares at October 31, 2014 and 2,394,735 shares at July 31, 2014	**239**	239
Additional paid-in capital	**33,403**	33,130
Restricted unearned stock compensation	**(2,120)**	(2,225)
Retained earnings	**136,846**	136,039
Accumulated other comprehensive income:		
Unrealized gain on marketable securities	—	114
Pension and postretirement benefits	**(8,533)**	(8,632)
Cumulative translation adjustment	**170**	255
Total accumulated other comprehensive loss	**(8,363)**	(8,263)
Less Treasury Stock, at cost (2,917,151 Common and 324,741 Class B shares at October 31, 2014 and 2,915,651 Common and 324,741 Class B shares at July 31, 2014)	**(55,451)**	(55,404)
Total Stockholders' Equity	**105,347**	104,308
Total Liabilities & Stockholders' Equity	**$ 180,727**	$ 186,204

The accompanying notes are an integral part of the condensed Consolidated Financial Statements.

OIL-DRI CORPORATION OF AMERICA & SUBSIDIARIES
Condensed Consolidated Statements of Income and Retained Earnings
(in thousands, except for per share amounts)

	(unaudited) For the Three Months Ended October 31, 2014	2013
Net Sales	$ **66,044**	$ 63,546
Cost of Sales	**(52,275)**	(47,046)
Gross Profit	**13,769**	16,500
Selling, General and Administrative Expenses	**(10,609)**	(12,158)
Income from Operations	**3,160**	4,342
Other Income (Expense)		
Interest expense	**(382)**	(424)
Interest income	**3**	10
Other, net	**84**	(35)
Total Other Income (Expense), Net	**(295)**	(449)
Income Before Income Taxes	**2,865**	3,893
Income taxes	**(745)**	(1,006)
Net Income	**2,120**	2,887
Retained Earnings:		
Balance at beginning of period	**136,039**	132,750
Cash dividends declared and treasury stock issuances	**(1,313)**	(1,255)
Balance at end of period	$ **136,846**	$ 134,382
Net Income Per Share		
Basic Common	$ **0.32**	$ 0.44
Basic Class B	$ **0.24**	$ 0.33
Diluted	$ **0.30**	$ 0.41
Average Shares Outstanding		
Basic Common	**4,948**	4,955
Basic Class B	**2,009**	1,992
Diluted	**7,016**	6,973

The accompanying notes are an integral part of the condensed Consolidated Financial Statements.

OIL-DRI CORPORATION OF AMERICA & SUBSIDIARIES
Condensed Consolidated Statements of Comprehensive Income
(in thousands of dollars)

	(unaudited)	
	For the Three Months Ended October 31,	
	2014	**2013**
Net Income	**$ 2,120**	$ 2,887
Other Comprehensive Income (Loss):		
Unrealized loss on marketable securities	**(114)**	(8)
Pension and postretirement benefits (net of tax)	**99**	57
Cumulative translation adjustment	**(85)**	(67)
Other Comprehensive (Loss)	**(100)**	(18)
Total Comprehensive Income	**$ 2,020**	$ 2,869

The accompanying notes are an integral part of the condensed Consolidated Financial Statements.

OIL-DRI CORPORATION OF AMERICA & SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(in thousands)

	(unaudited) For the Three Months Ended October 31,	
CASH FLOWS FROM OPERATING ACTIVITIES	**2014**	**2013**
Net Income	**$ 2,120**	$ 2,887
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	**2,920**	2,231
Amortization of investment net discount	**(1)**	(1)
Non-cash stock compensation expense	**308**	241
Excess tax benefits for share-based payments	**(10)**	(13)
Deferred income taxes	**72**	37
Provision for bad debts and cash discounts	**44**	20
Loss (Gain) on the sale of fixed assets	**33**	(13)
Gain on sale of marketable securities	**(105)**	—
(Increase) Decrease in assets:		
Accounts receivable	**(940)**	(604)
Inventories	**151**	(1,621)
Prepaid expenses	**1,308**	(496)
Other assets	**(1,173)**	(4)
Increase (Decrease) in liabilities:		
Accounts payable	**(1,632)**	367
Accrued expenses	**(2,000)**	(4,313)
Deferred compensation	**261**	251
Pension and postretirement benefits	**357**	277
Other liabilities	**35**	102
Total Adjustments	**(372)**	(3,539)
Net Cash Provided by (Used in) Operating Activities	**1,748**	(652)
CASH FLOWS FROM INVESTING ACTIVITIES		
Capital expenditures	**(5,717)**	(3,382)
Proceeds from sale of property, plant and equipment	**15**	14
Advance payment for acquisition	**—**	(800)
Restricted cash	**29**	—
Purchases of short-term investments	**(700)**	(5,272)
Dispositions of short-term investments	**1,440**	8,545
Proceeds from sale of marketable securities	**108**	—
Net Cash Used in Investing Activities	**(4,825)**	(895)
CASH FLOWS FROM FINANCING ACTIVITIES		
Principal payments on notes payable	**(3,500)**	(3,500)
Dividends paid	**(1,311)**	(1,236)
Proceeds from issuance of treasury stock	**—**	39
Proceeds from issuance of common stock	**15**	12
Excess tax benefits for share-based payments	**10**	13
Net Cash Used in Financing Activities	**(4,786)**	(4,672)
Effect of exchange rate changes on cash and cash equivalents	**39**	(40)
Net Decrease in Cash and Cash Equivalents	**(7,824)**	(6,259)
Cash and Cash Equivalents, Beginning of Period	**16,230**	24,035
Cash and Cash Equivalents, End of Period	**$ 8,406**	$ 17,776

The accompanying notes are an integral part of the condensed Consolidated Financial Statements.

OIL-DRI CORPORATION OF AMERICA & SUBSIDIARIES
Notes To Condensed Consolidated Financial Statements
(Unaudited)

1. BASIS OF STATEMENT PRESENTATION

The accompanying unaudited condensed Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information and in compliance with instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. The financial statements and the related notes are condensed and should be read in conjunction with the Consolidated Financial Statements and related notes for the year ended July 31, 2014 included in our Annual Report on Form 10-K filed with the SEC.

The unaudited condensed Consolidated Financial Statements include the accounts of Oil-Dri Corporation of America and its subsidiaries. All significant intercompany transactions are eliminated. Except as otherwise indicated herein or as the context otherwise requires, references to "Oil-Dri," the "Company," "we," "us" or "our" refer to Oil-Dri Corporation of America and its subsidiaries.

The unaudited condensed Consolidated Financial Statements reflect all adjustments, consisting of normal recurring accruals, which are, in the opinion of management, necessary for a fair presentation of the statements contained herein. Operating results for the three months ended October 31, 2014 are not necessarily an indication of the results that may be expected for the fiscal year ending July 31, 2015.

The preparation of the unaudited condensed Consolidated Financial Statements in conformity with U.S. GAAP requires the use of estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses and related disclosures. Estimates and assumptions are revised periodically. Actual results could differ from these estimates.

We recognize revenue when risk of loss and title are transferred under the terms of our sales agreements with customers at a fixed and determinable price and collection of payment is probable. Trade promotion reserves are provided for sales incentives made directly to consumers, such as coupons, and sales incentives made to customers, such as slotting, discounts based on sales volume, cooperative marketing programs and other arrangements. Such trade promotion costs are netted against sales. Sales returns and allowances are not material.

Selling, general and administrative expenses include salaries, wages and benefits associated with staff outside the manufacturing and distribution functions, all advertising and marketing-related costs, any miscellaneous trade spending expenses not required to be included in net sales, research and development costs, depreciation and amortization related to assets outside the manufacturing and distribution process and all other non-manufacturing and non-distribution expenses.

We record an allowance for doubtful accounts based on our historical experience and a periodic review of our accounts receivable, including a review of the overall aging of accounts and analysis of specific customer accounts. A customer account is determined to be uncollectible when we have completed our internal collection procedures, including termination of shipments, direct customer contact and formal demand of payment.

We mine sorbent materials on property that we either own or lease as part of our overall operations. A significant part of our overall mining cost is incurred during the process of removing the overburden (non-usable material) from the mine site, thus exposing the sorbent material used in a majority of our production processes. These stripping costs are treated as a variable inventory production cost and are included in cost of sales in the period they are incurred. We defer and amortize the pre-production overburden removal costs associated with opening a new mine.

Additionally, it is our policy to capitalize the purchase cost of land and mineral rights, including associated legal fees, survey fees and real estate fees. The costs of obtaining mineral patents, including legal fees and drilling expenses, are also capitalized. Pre-production development costs on new mines and any prepaid royalties that may be offset against future royalties due upon extraction of the minerals are also capitalized. All exploration related costs are expensed as incurred.

We perform ongoing reclamation activities during the normal course of our overburden removal. As overburden is removed from a mine site, it is hauled to previously mined sites and is used to refill older sites. This process allows us to continuously reclaim older mine sites and dispose of overburden simultaneously, thereby minimizing the costs associated with the reclamation process.

2. NEW ACCOUNTING PRONOUNCEMENTS

Recently Adopted Accounting Standards

The tangible property regulations ("repair regulations") released by the Internal Revenue Service in September 2013 under Sections 162(a) and 263(a) of the Internal Revenue Code were effective for our tax year beginning August 1, 2014. The repair regulations provide guidance regarding the timing of deductions and the capitalization of amounts paid to acquire, produce or improve tangible property. We are currently evaluating our accounting policies to ensure compliance with the requirements of the repair regulations.

Recently Issued Regulations

In May 2014, the FASB issued guidance under ASC 250, *Revenue from Contract with Customers*, which establishes a single comprehensive revenue recognition model for all contracts with customers and will supersede most existing revenue guidance. This guidance requires entities to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to receive in exchange. Transition options include either a full or modified retrospective approach and early adoption is not permitted. This guidance will be effective at the beginning of our first quarter of fiscal 2017. We are currently evaluating the impact of the adoption of these requirement on our Consolidated Financial Statements.

In August 2014, the FASB issued guidance under ASC 205, *Presentation of Financial Statements - Going Concern*, which defines management's responsibility to evaluate whether there is substantial doubt about an organization's ability to continue as a going concern and to provide related footnote disclosures. This guidance will be effective for our fiscal year ended July 31, 2017. We are currently evaluating the impact of the adoption of these requirement on our Consolidated Financial Statements.

3. INVENTORIES

The composition of inventories is as follows (in thousands):

	October 31, 2014	July 31, 2014
Finished goods	**$ 13,659**	$ 14,326
Packaging	**5,443**	5,402
Other	**5,230**	4,755
Total Inventories	**$ 24,332**	$ 24,483

Inventories are valued at the lower of cost (first-in, first-out) or market. Inventory costs include the cost of raw materials, packaging supplies, labor and other overhead costs. We perform a detailed review of our inventory items to determine if an obsolescence reserve adjustment is necessary. The review surveys all of our operating facilities and sales groups to ensure that both historical issues and new market trends are considered. The obsolescence reserve not only considers specific items, but also takes into consideration the overall value of the inventory as of the balance sheet date. The inventory obsolescence reserve values at October 31, 2014 and July 31, 2014 were $484,000 and $390,000, respectively.

4. FAIR VALUE MEASUREMENTS

Fair value is defined 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. The inputs used to measure fair value are prioritized into categories based on the lowest level of input that is significant to the fair value measurement. The categories in the hierarchy are as follows:

Level 1: Financial assets and liabilities whose values are based on quoted market prices in active markets for identical assets or liabilities.

Level 2: Financial assets and liabilities whose values are based on:

1) Quoted prices for similar assets or liabilities in active markets.
2) Quoted prices for identical or similar assets or liabilities in markets that are not active.
3) Valuation models whose inputs are observable, directly or indirectly, for substantially the full term of the asset or liability.

Level 3: Financial assets and liabilities whose values are based on valuation techniques that require inputs that are unobservable. These inputs may reflect estimates of the assumptions that market participants would use in valuing the financial assets and liabilities.

The following table summarizes our financial assets and liabilities that were measured at fair value by level within the fair value hierarchy:

	Fair Value at October 31, 2014 (in thousands)		Fair Value at July 31, 2014 (in thousands)	
	Total	**Level 1**	**Total**	**Level 1**
Assets				
Cash equivalents	$ 336	$ 336	$ 5,728	$ 5,728
Marketable equity securities	—	—	117	117

Cash equivalents were classified as Level 1 of the fair value hierarchy because they were valued using quoted market prices in active markets. These cash instruments are primarily money market mutual funds and are included in cash and cash equivalents on the condensed Consolidated Balance Sheets.

Marketable equity securities were valued using quoted market prices in active markets and as such are classified as Level 1 in the fair value hierarchy. We owned stock in one publicly traded company at July 31, 2014, which was included in other assets on the condensed Consolidated Balance Sheets. We decided to sell this stock in the first quarter of fiscal 2015 after the company whose stock we owned was acquired by another company.

Short-term investments on the condensed Consolidated Balance Sheets included U.S. Treasury securities and certificates of deposit. We intend and have the ability to hold our short-term investments to maturity; therefore, these investments were reported at amortized cost on the condensed Consolidated Balance Sheets, which approximated fair value as of October 31, 2014 and July 31, 2014. These balances are excluded from the above table.

Accounts receivable and accounts payable balances on the condensed Consolidated Balance Sheets approximated their fair values at October 31, 2014 and July 31, 2014 due to the short maturity and nature of those balances; therefore, these balances are excluded from the above table.

Prepaid expenses and other assets on the condensed Consolidated Balance Sheets included a receivable related to our acquisition of certain assets of MFM Industries Inc. ("MFM") in the second quarter of fiscal 2014. The receivable represents the estimated amount due to us upon the sale of the real property retained by MFM. As of October 31, 2014, MFM was awaiting finalization of an agreement to sell the land to a third party. Our receivable was reduced by $141,000 to a balance of $114,500 during the first quarter of fiscal 2015 to reflect the current estimate of the value we will receive from this pending land sale. This receivable is excluded from the above table.

Notes payable on the condensed Consolidated Balance Sheets are carried at the face amount of future maturities and are excluded from the above table. The estimated fair value of notes payable, including current maturities, was $20,020,000 and $23,940,000 as of October 31, 2014 and July 31, 2014, respectively. Our debt does not trade on a daily basis in an active market, therefore the fair value estimate is based on market observable borrowing rates currently available for debt with similar terms and average maturities and is classified as Level 2.

We apply fair value techniques on a non-recurring basis associated with: (1) valuing potential impairment loss related to goodwill, trademarks and other indefinite-lived intangible assets and (2) valuing potential impairment loss related to long-lived assets. See Note 5 for further information about goodwill and other intangible assets.

5. GOODWILL AND OTHER INTANGIBLE ASSETS

Intangible amortization expense was $420,000 and $88,000 in the first quarter of fiscal 2015 and 2014, respectively. Estimated intangible amortization for the remainder of fiscal 2015 is $1,188,000. Estimated intangible amortization for the next five fiscal years is as follows (in thousands):

2016	$	1,416
2017	$	1,188
2018	$	979
2019	$	792
2020	$	621

We have one acquired trademark recorded at $376,000 that was determined to have an indefinite life and is not amortized.

Our annual goodwill impairment analysis was performed in the first quarter of fiscal 2015 and did not indicate any impairment.

6. PENSION AND OTHER POSTRETIREMENT BENEFITS

The components of net periodic pension and postretirement health benefit costs were as follows:

	Pension Benefits (in thousands)	
	For the Three Months Ended October 31,	
	2014	**2013**
Service cost	**$ 432**	$ 360
Interest cost	**468**	436
Expected return on plan assets	**(470)**	(429)
Amortization of:		
Prior service costs	**2**	3
Other actuarial loss	**150**	78
Net periodic benefit cost	**$ 582**	$ 448

	Postretirement Health Benefits (in thousands)	
	For the Three Months Ended October 31,	
	2014	**2013**
Service cost	**$ 33**	$ 30
Interest cost	**27**	29
Amortization of:		
Net transition obligation	**—**	4
Prior service costs	**(2)**	(1)
Other actuarial loss	**9**	7
Net periodic benefit cost	**$ 67**	$ 69

The postretirement health plan is an unfunded plan. We pay insurance premiums and claims from our assets.

The pension plan is funded based upon actuarially determined contributions that take into account the amount deductible for income tax purposes, the normal cost and the minimum contribution required and the maximum contribution allowed under applicable regulations. We contributed $230,000 to our pension plan during the first quarter ended October 31, 2014. We estimate contributions will be $1,626,000 for the remainder of fiscal 2015. See Item 3. "Quantitative and Qualitative Disclosures About Market Risk" for a discussion of the potential impact of financial market fluctuations on pension plan assets and future funding contributions.

Assumptions used in the previous calculations were as follows:

	Pension Benefits		Postretirement Health Benefits	
	For the Three Months Ended October 31,			
	2014	**2013**	**2014**	**2013**
Discount rate for net periodic benefit cost	**4.28%**	4.80%	**3.87%**	4.80%
Rate of increase in compensation levels	**3.50%**	3.50%	**—**	—
Long-term expected rate of return on assets	**7.50%**	7.50%	**—**	—

The medical cost trend assumption for postretirement health benefits was 7.5%. The graded trend rate is expected to decrease to an ultimate rate of 5.0% in fiscal 2024.

7. OPERATING SEGMENTS

We have two operating segments: (1) Retail and Wholesale Products Group and (2) Business to Business Products Group. These operating segments are managed separately and each segment's major customers have different characteristics. The Retail and Wholesale Products Group customers include mass merchandisers, wholesale clubs, drugstore chains, pet specialty retail outlets, dollar stores, retail grocery stores, distributors of industrial cleanup and automotive products, environmental service companies and sports field product users. The Business to Business Products Group customers include: processors and refiners of edible oils, petroleum-based oils and biodiesel fuel; manufacturers of animal feed and agricultural chemicals; distributors of animal health and nutrition products; and marketers of consumer products.

Our operating segments are also our reportable segments. Net sales and operating income for each segment are provided below. Revenues by product line are not provided because it would be impracticable to do so. The accounting policies of the segments are the same as those described in Note 1 of the Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended July 31, 2014.

We do not rely on any segment asset allocations and we do not consider them meaningful because of the shared nature of our production facilities; however, we have estimated the segment asset allocations below for those assets for which we can reasonably determine. The unallocated asset category is the remainder of our total assets. The asset allocation is estimated and is not a measure used by our chief operating decision maker about allocating resources to the operating segments or in assessing their performance. The corporate expenses line includes certain unallocated expenses, including primarily salaries, wages and benefits, purchased services, rent, utilities and depreciation and amortization associated with corporate functions such as research and development, information systems, finance, legal, human resources and customer service. Corporate expenses also include the estimated annual incentive plan bonus accrual.

	Assets	
	October 31, 2014	**July 31, 2014**
	(in thousands)	
Business to Business Products	**$ 55,018**	$ 53,823
Retail and Wholesale Products	**97,777**	95,712
Unallocated Assets	**27,932**	36,669
Total Assets	**$ 180,727**	$ 186,204

	For the Three Months Ended October 31,			
	Net Sales		Income	
	2014	2013	2014	2013
	(in thousands)			
Business to Business Products	**$ 23,648**	$ 23,915	**$ 6,871**	$ 7,651
Retail and Wholesale Products	**42,396**	39,631	**886**	1,275
Total Sales	**$ 66,044**	$ 63,546		
Corporate Expenses			**(4,597)**	(4,584)
Income from Operations			**3,160**	4,342
Total Other Expense, Net			**(295)**	(449)
Income before Income Taxes			**2,865**	3,893
Income Taxes			**(745)**	(1,006)
Net Income			**$ 2,120**	$ 2,887

8. STOCK-BASED COMPENSATION

We determine the fair value of stock options and restricted stock issued under our long term incentive plans as of the grant date. We recognize the related compensation expense over the period from the date of grant to the date when the award is no longer contingent on the employee providing additional service to the Company.

The Oil-Dri Corporation of America 2006 Long Term Incentive Plan (the “2006 Plan”) permits the grant of stock options, stock appreciation rights, restricted stock, restricted stock units, performance awards and other stock-based and cash-based awards. Our employees and outside directors are eligible to receive grants under the 2006 Plan. The total number of shares of stock subject to grants under the 2006 Plan may not exceed 937,500. Stock options have been granted to our outside directors with a vesting period of one year and stock options granted to employees generally vest 25% two years after the grant date and in each of the three following anniversaries of the grant date. In addition, restricted shares have been issued under the 2006 Plan as described in the restricted stock section below.

Stock Options

A summary of stock option transactions as of October 31, 2014 is shown below:

	Number of Shares (in thousands)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (in thousands)
Options outstanding and exercisable, July 31, 2014	44	$ 15.43	1.9	$ 611
Exercised	(1)	$ 15.37		$ 13
Options outstanding and exercisable, October 31, 2014	43	$ 15.43	1.7	$ 642

The amount of cash received from the exercise of stock options during the first quarter of fiscal 2015 was $15,000 and the related tax benefit was $3,000. The amount of cash received from the exercise of stock options during the first quarter of fiscal 2014 was $51,000 and the related tax benefit was $24,000.

No stock options were granted in the first three months of either fiscal 2015 or 2014.

Restricted Stock

All of our non-vested restricted stock as of October 31, 2014 was issued under the 2006 Plan with vesting periods between two years and five years.

Under the 2006 Plan, 9,000 and 22,000 restricted shares of Common Stock were granted in the first quarter of fiscal years 2015 and 2014, respectively. Also in the first quarter of fiscal 2014, 10,000 shares of Common Class B Stock were granted.

Included in our stock-based compensation expense in the first quarter of fiscal years 2015 and 2014 was $308,000 and $241,000, respectively, related to non-vested restricted stock.

A summary of restricted stock transactions under the plan is shown below:

	Restricted Shares (in thousands)	Weighted Average Grant Date Fair Value
Non-vested restricted stock outstanding at July 31, 2014	122	$ 27.31
Granted	9	$ 28.54
Vested	(25)	$ 21.82
Forfeitures	(2)	$ 31.15
Non-vested restricted stock outstanding at October 31, 2014	104	$ 28.68

9. ACCUMULATED OTHER COMPREHENSIVE INCOME

The following table summarizes the changes in accumulated other comprehensive income by component as of October 31, 2014 (in thousands):

	Unrealized Gain (Loss) on Marketable Securities	Pension and Postretirement Health Benefits	Cumulative Translation Adjustment	Total Accumulated Other Comprehensive Income
Balance as of July 31, 2014	$ 114	$ (8,632)	$ 255	$ (8,263)
Other comprehensive loss before reclassifications, net of tax	(9)	—	(85)	(94)
Amounts reclassified from accumulated other comprehensive income, net of tax	(105) a)	99 b)	—	(6)
Net current-period other comprehensive income (loss), net of tax	(114)	99	(85)	(100)
Balance as of October 31, 2014	$ —	$ (8,533)	$ 170	$ (8,363)

a) Amount is included in the condensed Consolidated Statements of Income on the Other, net line item.

b) Amount is net of tax expense of $60,000. Amounts are included in the components of net periodic benefit cost for the pension and postretirement health plans. See Note 6 for further information.

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

The following discussion and analysis of our financial condition and results of operations should be read together with the financial statements and the related notes included herein and our Consolidated Financial Statements, accompanying notes and Management's Discussion and Analysis of Financial Condition and Results of Operations contained in our Annual Report on Form 10-K for the fiscal year ended July 31, 2014. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from the results discussed in the forward-looking statements. Factors that might cause a difference include, but are not limited to, those discussed under "Forward-Looking Statements" and Item 1A, Risk Factors, of our Annual Report on Form 10-K for the fiscal year ended July 31, 2014.

OVERVIEW

We develop, mine, manufacture and market sorbent products principally produced from clay minerals and, to a lesser extent, other clay-like sorbent materials. Our principal products include agricultural and horticultural chemical carriers, animal health and nutrition products, cat litter, fluids purification and filtration bleaching clays, industrial and automotive floor absorbents and sports field products. Our products are sold to two primary customer groups, including customers who resell our products as originally produced to the end consumer and those who use our products as part of their production process or use them as an ingredient in their final finished product. We have two reportable operating segments based on the different characteristics of our two primary customer groups: Retail and Wholesale Products Group and Business to Business Products Group, as described in Note 7 of the notes to condensed Consolidated Financial Statements.

RESULTS OF OPERATIONS

THREE MONTHS ENDED OCTOBER 31, 2014 COMPARED TO THREE MONTHS ENDED OCTOBER 31, 2013

CONSOLIDATED RESULTS

Consolidated net sales for the three months ended October 31, 2014 were $66,044,000, an increase of 4% from net sales of $63,546,000 for the three months ended October 31, 2013. Consolidated net income for the first quarter of fiscal 2015 was $2,120,000, compared to $2,887,000 for the first quarter of fiscal 2014. Operating income declined for both our Retail and Wholesale Products Group and our Business to Business Products Group. Diluted net income per share was $0.30 for the first quarter of fiscal 2015, compared to $0.41 for the first quarter of fiscal 2014.

Consolidated net sales for the first quarter of fiscal 2015 improved due to higher sales volume for cat litter and industrial absorbent products in our Retail and Wholesale Products Group, which more than offset lower sales in our Business to Business Products Group.

Our consolidated gross profit as a percentage of net sales for the first quarter of fiscal 2015 was 21%, which was lower than the 26% reported for the first quarter of fiscal 2014. Gross profit declined due primarily to the mix of products sold, including the increased sales of private label cat litter, and higher packaging costs, as described by operating segment below. Material costs were comparable to the prior year due primarily to a 5% decline in the cost of natural gas used to operate kilns that dry our clay, which offset an increase in non-fuel manufacturing cost per ton, including labor, benefits and depreciation.

Selling, general and administrative expenses as a percentage of net sales for the first quarter of fiscal 2015 were 16%, compared to 19% for the first quarter of fiscal 2014. The discussion of the segments' operating incomes below describes the change in the selling, general and administrative expenses that were allocated to the operating segments, particularly lower advertising costs in the Retail and Wholesale Products Group. The remaining unallocated corporate expenses in the first quarter of fiscal 2015 included a lower estimated annual incentive bonus accrual. The incentive bonus expense was based on performance targets that were established for the fiscal year.

Interest expense was $42,000 lower for the first quarter of fiscal 2015 compared to the same period in fiscal 2014 due primarily to a reduction of notes payable.

Our effective tax rate was 26% of pre-tax income in the first quarter of fiscal 2015, the same as in the first quarter of fiscal 2014.

BUSINESS TO BUSINESS PRODUCTS GROUP

Net sales of the Business to Business Products Group for the first quarter of fiscal 2015 were $23,648,000, a decrease of $267,000, or 1%, from net sales of $23,915,000 for the first quarter of fiscal 2014. The net sales decline resulted from 7% fewer tons sold, which was partially offset by higher average net selling prices. Net sales of fluid purification products were approximately 6% lower due primarily to reduced sales to edible oil producers. Our co-packaged traditional coarse cat litter net sales were also down 10% compared to the first quarter of the prior year. Partially offsetting these declines were higher sales of products used by agricultural chemical carrier producers. Sales of our animal health and nutrition products also increased in foreign markets.

The Business to Business Products Group's operating income for the first quarter of fiscal 2015 was $6,871,000, a decrease of $780,000, or 10%, from operating income of $7,651,000 in the first quarter of fiscal 2014. Operating income was negatively impacted by the reduced sales described above, by 13% higher packaging costs and by 8% higher freight costs. Packaging costs increased due to the mix of products sold. The freight cost increase is attributed to the temporary utilization of additional railcars. See further discussion of manufacturing costs in "Consolidated Results" above.

Selling, general and administrative expenses for the Business to Business Products Group increased 3% compared to the first quarter of fiscal 2014 due primarily to additional personnel, including staff at our new subsidiary in China, Amlan Trading (Shenzhen) Company, Ltd.

RETAIL AND WHOLESALE PRODUCTS GROUP

Net sales of the Retail and Wholesale Products Group for the first quarter of fiscal 2015 were $42,396,000, an increase of $2,765,000, or 7.0%, from net sales of $39,631,000 for the first quarter of fiscal 2014. Net sales for our cat litter and industrial absorbent products increased; however, sales declined for our Canadian and United Kingdom foreign subsidiaries. Our foreign subsidiaries are discussed under "Foreign Operations" below. Overall cat litter net sales increased approximately 8% due to 18% higher sales volume. Private label cat litter sales increased approximately 50% due primarily to additional sales from the acquisition of MFM in the second quarter of fiscal 2014. Our branded cat litter net sales decrease of approximately 13% was attributed primarily to increased trade spending for our Cat's Pride Fresh & Light products (trade spending is reported as a reduction of sales) and lower sales of our other Cat's Pride products. Net sales of clay and nonclay-based industrial absorbent products increased approximately 9% compared to the first quarter of fiscal 2014.

The Retail and Wholesale Products Group reported operating income of $886,000 for the first quarter of fiscal 2015, a decrease of $389,000, or 31%, from operating income of $1,275,000 for the first quarter of fiscal 2014. The increased proportion of total cat litter sales derived from private label cat litter, which generally has a lower gross profit than branded cat litter, diminished operating income. This unfavorable sales mix more than offset the benefit of the increased sales discussed above and the lower selling general and administrative expenses discussed below. Higher packaging costs due to rising prices for plastics commodities used for many of our cat litter products were primarily offset by lower freight and material costs.

Selling, general and administrative expenses for the Retail and Wholesale Products Group were 27% lower compared to the first quarter of fiscal 2014 due to reduced advertising expense, which was partially offset by additional amortization of intangible assets related to the MFM acquisition in the second quarter of fiscal 2014.

FOREIGN OPERATIONS

Net sales by our foreign subsidiaries during the first quarter of fiscal 2015 were $3,121,000, a 5% increase compared to net sales of $2,978,000 during the first quarter of fiscal 2014. The net sales increase was attributed to sales by our new China subsidiary, which more than offset lower sales in our Canada and United Kingdom subsidiaries. Net sales by our foreign subsidiaries represented approximately 5% of our consolidated net sales during the first quarter of both fiscal years 2015 and 2014.

Our foreign subsidiaries reported a net loss of $242,000 for the first quarter of fiscal 2015 compared to a net loss of $117,000 for the first quarter of fiscal 2014. The net loss increased due primarily to foreign currency exchange losses, an unfavorable product sales mix at our United Kingdom subsidiary and a reported loss at our new China subsidiary.

LIQUIDITY AND CAPITAL RESOURCES

Our principal capital requirements include funding working capital needs, purchasing and upgrading equipment, facilities and real estate, funding new product development and investing in infrastructure, repurchasing Common Stock, paying dividends and business acquisitions. During the first three months of fiscal 2015, we principally used cash generated from operations and from previous debt issuances to fund these requirements. We also have the ability to borrow under our credit facilities; however, we have not borrowed under the credit agreement in recent years. Cash and cash equivalents decreased $7,824,000 during the first three months of fiscal 2015 to $8,406,000 as of October 31, 2014.

The following table sets forth certain elements of our condensed Consolidated Statements of Cash Flows (in thousands):

	For the Three Months Ended October 31,	
	2014	**2013**
Net cash provided by operating activities	**$ 1,748**	$ (652)
Net cash used in investing activities	**(4,825)**	(895)
Net cash used in financing activities	**(4,786)**	(4,672)
Effect of exchange rate changes on cash and cash equivalents	**39**	(40)
Net decrease in cash and cash equivalents	**$ (7,824)**	$ (6,259)

Net cash provided by operating activities

In addition to net income, as adjusted for depreciation and amortization and other non-cash operating activities, the primary sources and uses of operating cash flows for the first three months of fiscal years 2015 and 2014, were as follows:

Accounts receivable, less allowance for doubtful accounts, increased $896,000 in the first three months of fiscal 2015 compared to an increase of $604,000 in the first three months of fiscal 2014. Sales in the first quarter of fiscal 2015 were higher than in the first quarter of fiscal 2014. The change in both periods is also subject to the timing of sales and collections and the payment terms provided to various customers.

Inventories decreased $151,000 in the first three months of fiscal 2015 compared to an increase of $1,621,000 in the same period in fiscal 2014. Finished goods inventory was down in the first three months of fiscal 2015 due primarily to fewer tons in inventory; however, this decrease was mostly offset by an increase in additives inventories. In the first three months of fiscal 2014, finished goods, packaging and additives inventories were up primarily due to higher costs and production projections for certain products.

Prepaid expenses decreased $1,308,000 in the first three months of fiscal 2015 compared to an increase of $496,000 in the first three months of fiscal 2014. The decrease in the first three months of fiscal 2015 was due primarily to a reclassification of prepaid rents and royalties to other long-term assets and a decrease in prepaid income taxes. These decreases were partially offset by an increase in prepaid insurance. The prepaid expenses increase in the first three months of fiscal 2014 was due primarily to an increase in prepaid insurance. Prepaid insurance increased in both periods due to the timing of insurance premium payments.

Other assets increased $1,173,000 in the first three months of fiscal 2015 compared to an increase of $4,000 in the first three months of fiscal 2014. The increase in the first three months of fiscal 2015 was due primarily to the reclassification of prepaid rents and royalties from current prepaid expenses. The cash surrender value of life insurance on key employees also increased in both periods.

Accounts payable decreased $1,632,000 in the first three months of fiscal 2015 compared to an increase of $367,000 in the first three months of fiscal 2014. Trade payables varied in both periods due to timing of payments, fluctuations in the cost of goods and services we purchased and production volume levels. Payables related to freight decreased significantly in the first three months of fiscal 2015 due in part to various vendor payment terms. In the first three months of fiscal 2014, an increase in trade accounts payable was partially offset by a decrease in accrued income taxes.

Accrued expenses decreased $2,000,000 in the first three months of fiscal 2015 compared to a decrease of $4,313,000 in the first three months of fiscal 2014. The purchase of plant equipment previously under a capital lease decreased accrued expense in the first three months of fiscal 2015. Accrued salaries included the discretionary incentive bonus accrual, which in the first three months of both fiscal 2015 and 2014 decreased by the payout of the prior fiscal year's bonus and increased by a lesser amount for the fiscal year's first three months' accrual. Accrued trade promotions and advertising in the first three months of both fiscal 2015 and 2014 varied due to the timing of marketing programs. Similar to accounts payable, accrued plant expenses fluctuated due to timing of payments, cost fluctuations for goods and services we purchased and our production levels.

Deferred compensation increased $261,000 in the first three months of fiscal 2015 compared to an increase of $251,000 in the first three months of fiscal 2014. Deferred compensation balances in both periods were reduced by scheduled payouts and were increased by employee deferrals and interest earned on accumulated balances.

Pension and other postretirement liabilities increased $357,000 in the first three months of fiscal 2015 compared to an increase of $277,000 in the first three months of fiscal 2014. The liability increase for both periods was determined based on actuarial estimates using various assumptions. See Note 6 of the notes to condensed Consolidated Financial Statements for further discussion of our postretirement benefit obligations.

Other liabilities increased $35,000 in the first three months of fiscal 2015 compared to an increase of $102,000 in the first three months of fiscal 2014. A reclassification of the uncertain tax positions accrual to long-term contributed to the increase for the first three months of fiscal 2014.

Net cash used in investing activities

Cash used in investing activities was $4,825,000 in the first three months of fiscal 2015 compared to net cash used in investing activities of $895,000 in the first three months of fiscal 2014. Cash used for capital expenditures of $5,717,000 and $3,382,000 in the first three months of fiscal 2015 and 2014, respectively, was primarily for business growth projects and equipment replacement at our manufacturing facilities. Disposition of investment securities exceeded purchases by $740,000 and $3,273,000 in the first three months of fiscal 2015 and 2014, respectively. Purchases and dispositions of investment securities in both periods are subject to variations in the timing of investment maturities. In addition, during the first three months of fiscal 2014 $800,000 was deposited in escrow related to the acquisition of MFM that was pending as of October 31, 2013.

Net cash used in financing activities

Cash used in financing activities was $4,786,000 in the first three months of fiscal 2015 compared to cash used in financing activities of $4,672,000 in the first three months of fiscal 2014. Scheduled payments on long-term debt in the first three months of fiscal 2015 and 2014 were both $3,500,000. Dividend payments in the first three months of fiscal 2015 were $1,311,000 compared to $1,236,000 paid during the same period of fiscal 2014 due to a dividend increase.

Other

Total cash and investment balances held by our foreign subsidiaries of $1,376,000 as of October 31, 2014 were slightly higher than the October 31, 2013 balances of $1,327,000. See further discussion in “Foreign Operations” above.

On December 4, 2014, we signed a fourth amendment to our credit agreement with BMO Harris Bank N.A. (“BMO Harris”) which was scheduled to expire on December 31, 2014. The new agreement will expire on December 4, 2019 and provides for a $25,000,0000 unsecured revolving credit agreement, including a maximum of $5,000,000 for foreign letters of credit. The remaining terms are substantially unchanged from our previous agreement with BMO Harris, including the provision that we may select a variable rate based on either the BMO Harris’ prime rate or a LIBOR-based rate, plus a margin which varies depending on our debt to earnings ratio, or a fixed rate as agreed between us and BMO Harris. At October 31, 2014, the variable rates would have been 3.25% for BMO Harris’ prime-based rate or 1.55% for LIBOR-based rate. The credit agreement contains restrictive covenants that, among other things and under various conditions, limit our ability to incur additional indebtedness or to dispose of assets. The agreement also requires us to maintain a minimum fixed coverage ratio and a minimum consolidated net worth. We did not borrow under the credit agreement during the three months ended October 31, 2014 and 2013, and we were in compliance with its covenants.

As of October 31, 2014, we had remaining authority to repurchase 309,613 shares of Common Stock under a repurchase plan approved by our Board of Directors. These repurchases may be made on the open market (pursuant to Rule 10b5-1 plans or otherwise) or in negotiated transactions. The timing and amount of shares repurchased will be determined by our management.

We believe that cash flow from operations, availability under our current revolving credit facility, current cash and investment balances and our ability to obtain other financing, if necessary, will provide adequate cash funds for foreseeable working capital needs, capital expenditures at existing facilities, dividend payments and debt service obligations for at least the next 12 months. We believe cash requirements for capital expenditures in fiscal 2015 will be comparable to fiscal 2014 due to projects at our manufacturing facilities. Our cash requirements are subject to change as business conditions warrant and opportunities arise. We continually evaluate our liquidity position and anticipated cash needs, as well as the financing options available to obtain additional cash reserves. Our ability to fund operations, to make planned capital expenditures, to make scheduled debt payments and to remain in compliance with all financial covenants under debt agreements, including, but not limited to, the current credit agreement, depends on our future operating performance, which, in turn, is subject to prevailing economic conditions and to financial, business and other factors. The timing and size of any new business ventures or acquisitions that we complete may also impact our cash requirements.

The tables in the following subsection summarize our contractual obligations and commercial commitments (in thousands) as of October 31, 2014 for the time-frames indicated.

CONTRACTUAL OBLIGATIONS AND COMMERCIAL COMMITMENTS

	Payments Due by Period				
Contractual Obligations	**Total**	**Less Than 1 Year**	**1 – 3 Years**	**4 – 5 Years**	**After 5 Years**
Notes Payable	$ 18,900	$ 3,483	$ 6,167	$ 6,167	$ 3,083
Interest on Notes Payable	2,598	756	1,109	611	122
Operating Leases	6,533	2,108	2,583	1,197	645
Total Contractual Cash Obligations	$ 28,031	$ 6,347	$ 9,859	$ 7,975	$ 3,850

We made total contributions to our defined benefit pension plan of $230,000 during the first three months of fiscal 2015. We estimate contributions of approximately $1,626,000 will be made during the remainder of fiscal 2015. We have not presented this obligation for future years in the table above because the funding requirement can vary from year to year based on changes in the fair value of plan assets and actuarial assumptions. See “Item 3. Quantitative and Qualitative Disclosures About Market Risk” below for a discussion of the potential impact of financial market fluctuations on pension plan assets and future funding contributions.

	Amount of Commitment Expiration Per Period				
	Total	**Less Than 1 Year**	**1 – 3 Years**	**4 – 5 Years**	**After 5 Years**
Other Commercial Commitments	$ 29,345	$ 29,345	$ —	$ —	$ —

The other commercial commitments in the table above represent open purchase orders, including blanket purchase orders, for items such as packaging, additives and pallets used in the normal course of operations. The expected timing of payments for these obligations is estimated based on current information. Timing of payments and actual amounts paid may be different depending on the time of receipt of goods or services, or changes to agreed-upon amounts for some obligations.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

This discussion and analysis of financial condition and results of operations is based on our unaudited condensed Consolidated Financial Statements, which have been prepared in accordance with U.S. GAAP for interim financial information and in compliance with instructions to Form 10-Q and Article 10 of Regulation S-X. The preparation of these financial statements requires the use of estimates and assumptions related to the reporting of assets, liabilities, revenues, expenses and related disclosures. In preparing these financial statements, we have made our best estimates and judgments of certain amounts included in the financial statements. Estimates and assumptions are revised periodically. Actual results could differ from these estimates. See the information concerning our critical accounting policies included under “Management’s Discussion of Financial Condition and Results of Operations” in our Annual Report on Form 10-K for the fiscal year ended July 31, 2014.

Recently Adopted Accounting Standards

The tangible property regulations ("repair regulations") released by the Internal Revenue Service in September 2013 under Sections 162(a) and 263(a) of the Internal Revenue Code were effective for our tax year beginning August 1, 2014. The repair regulations provide guidance regarding the timing of deductions and the capitalization of amounts paid to acquire, produce or improve tangible property. We are currently evaluating our accounting policies to ensure compliance with the requirements of the repair regulations.

Recently Issued Regulations

In May 2014, the FASB issued guidance under ASC 250, *Revenue from Contract with Customers*, which establishes a single comprehensive revenue recognition model for all contracts with customers and will supersede most existing revenue guidance. This guidance requires entities to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to receive in exchange. Transition options include either a full or modified retrospective approach and early adoption is not permitted. This guidance will be effective at the beginning of our first quarter of fiscal 2017. We are currently evaluating the impact of the adoption of these requirement on our Consolidated Financial Statements.

In August 2014, the FASB issued guidance under ASC 205, *Presentation of Financial Statements - Going Concern*, which defines management's responsibility to evaluate whether there is substantial doubt about an organization's ability to continue as a going concern and to provide related footnote disclosures. This guidance will be effective for our fiscal year ended July 31, 2017. We are currently evaluating the impact of the adoption of these requirement on our Consolidated Financial Statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to interest rate risk and employ policies and procedures to manage our exposure to changes in the market risk of our cash equivalents and short-term investments. We believe that the market risk arising from holdings of our financial instruments is not material.

We are exposed to foreign currency fluctuation risk, primarily U.S. Dollar/British Pound, U.S. Dollar/Euro and U.S. Dollar/Canadian Dollar, as it relates to certain accounts receivables and to our foreign operations. We are also subject to translation exposure of our foreign subsidiaries' financial statements. In recent years, our foreign subsidiaries have not generated a substantial portion of our consolidated sales or net income. In addition, a small portion of our consolidated accounts receivable are denominated in foreign currencies. In the first three months of fiscal 2015 we did not enter into any hedge contracts in an attempt to offset any adverse effect of changes in currency exchange rates. We believe that the overall foreign currency fluctuation risk is not material to our Consolidated Financial Statements.

We are exposed to market risk as it relates to the investments of plan assets under our defined benefit pension plan. The fair value of these assets is subject to change due to fluctuations in the financial markets. A lower asset value may increase our pension expense and may increase the amount of future funding contributions.

We are exposed to regulatory risk in the fluid purification, animal health and agricultural markets, principally as a result of the risk of increasing regulation of the food chain throughout the world, but particularly in the United States and Europe. We actively monitor developments in this area, both directly and through trade organizations of which we are a member.

We are exposed to commodity price risk with respect to fuel. Factors that could influence the cost of natural gas used in the kilns to dry our clay include the creditworthiness of our natural gas suppliers, the overall general economy, developments in world events, general supply and demand for natural gas, seasonality and the weather patterns throughout the United States and the world. We monitor fuel market trends and, consistent with our past practice, we may contract for a portion of our anticipated fuel needs using forward purchase contracts to mitigate the volatility of our kiln fuel prices. We have not purchased any natural gas contracts for our planned kiln fuel needs for fiscal 2015. We continue to purchase natural gas at spot rates on a month to month basis.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Management conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")) as of the end of the period covered by this Quarterly Report on Form 10-Q. The controls evaluation was conducted under the supervision and with the participation of management, including our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"). Based upon the controls evaluation, our CEO and CFO have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified by the SEC, and that such information is accumulated and communicated to management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the fiscal quarter ended October 31, 2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls

Our management, including the CEO and CFO, do not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of controls effectiveness to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

PART II – OTHER INFORMATION

Items 1, 1A, 2, 3 and 5 of this Part II are either inapplicable or are answered in the negative and are omitted pursuant to the instructions to Part II.

ITEM 4. MINE SAFETY DISCLOSURES

Our mining operations are subject to regulation by the Mine Safety and Health Administration under authority of the Federal Mine Safety and Health Act of 1977, as amended. Information concerning mine safety violations or other regulatory matters required by section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K is included in Exhibit 95 to this Quarterly Report on Form 10-Q.

ITEM 6. EXHIBITS

Exhibit No.	Description	SEC Document Reference
10.1	Fourth Amendment, dated as of December 4, 2014 to Credit Agreement dated as of January 27, 2006.	Filed herewith.
11	Statement re: Computation of Earnings per Share.	Filed herewith.
31	Certifications pursuant to Rule 13a–14(a).	Filed herewith.
32	Certifications pursuant to Section 1350 of the Sarbanes-Oxley Act of 2002.	Furnished herewith.
95	Mine Safety Disclosures	Filed herewith.
101.INS	XBRL Taxonomy Instance Document	Filed herewith.
101.SCH	XBRL Taxonomy Extension Schema Document	Filed herewith.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	Filed herewith.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith.
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document	Filed herewith.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase	Filed herewith.

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.

OIL-DRI CORPORATION OF AMERICA
(Registrant)

BY /s/ Daniel S. Jaffee
Daniel S. Jaffee
President and Chief Executive Officer

BY /s/ Daniel T. Smith
Daniel T. Smith
Vice President and Chief Financial Officer

Dated: December 5, 2014

EXHIBITS

Exhibit No.	Description
10.1	Fourth Amendment, dated as of December 4, 2014 to Credit Agreement dated as of January 27, 2006.
11	Statement re: Computation of Earnings per Share.
31	Certifications pursuant to Rule 13a–14(a).
32	Certifications pursuant to Section 1350 of the Sarbanes-Oxley Act of 2002.
95	Mine Safety Disclosures
101.INS	XBRL Taxonomy Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

Note: Stockholders may receive copies of the above listed exhibits, without fee, by written request to Investor Relations, Oil-Dri Corporation of America, 410 North Michigan Avenue, Suite 400, Chicago, Illinois 60611-4213, by telephone at (312) 321-1515 or by e-mail to info@oildri.com.

Exhibit 10.1:

FOURTH AMENDMENT TO CREDIT AGREEMENT

This Fourth Amendment to Credit Agreement (the *"Fourth Amendment"*) dated as of December 4, 2014, between Oil-Dri Corporation of America (the *"Company"*) and BMO Harris Bank N.A. (the *"Bank"*).

PRELIMINARY STATEMENTS

A. The Company, the Domestic Subsidiaries of the Company, and the Bank are parties to a Credit Agreement dated as of January 27, 2006 (as amended and restated from time to time, the *"Credit Agreement"*). All capitalized terms used herein without definition shall have the same meanings herein as such terms are defined in the Credit Agreement.

B. The Company and the Bank have agreed to amend the Credit Agreement under the terms and conditions set forth in this Fourth Amendment.

SECTION 1. AMENDMENTS.

Upon satisfaction of the conditions precedent contained in Section 3 below, the Credit Agreement shall be and hereby is amended as follows:

1.1. The second sentence of Section 1.1 of the Credit Agreement (Revolving Credit) shall be amended and restated in its entirety to read as follows:

The Revolving Credit may be utilized by the Company in the form of loans (individually a *"Loan"* and collectively the *"Loans"*) and Letters of Credit, *provided* that (a) the aggregate principal amount of Loans and Letters of Credit outstanding at any one time shall not exceed $25,000,000 (the *"Revolving Credit Commitment",* as such amount may be reduced pursuant to Section 3.4 hereof) and (b) as provided in Section 1.3(a), the aggregate amount of Letters of Credit issued and outstanding hereunder shall not at any one time exceed the U.S. Dollar Equivalent of $5,000,000.

1.2. The fourth sentence of Section 1.1 of the Credit Agreement (Revolving Credit) shall be amended and restated in its entirety to read as follows:

The Loans shall be made against and evidenced by a single promissory note of the Company in the form (with appropriate insertions) attached hereto as Exhibit A (the *"Note"*) payable to the order of the Bank in the principal amount of $25,000,000.

1.3. The definition of *"Termination Date"* set forth in Section 4.1 of the Credit Agreement (Definitions) shall be amended and restated in its entirety to read as follows:

"Termination Date" means December 4, 2019, or such earlier date on which the Revolving Credit Commitment is terminated in whole pursuant to Section 3.4, 8.2 or 8.3 hereof.

1.4. Section 4.1 of the Credit Agreement (Definitions) is hereby further amended by adding in appropriate alphabetical order definitions of *"Commodity Exchange Act," "Excluded Swap Obligation," "Qualified ECP Guarantor,"* and *"Swap Obligation"*, each of which shall read as follows:

"Commodity Exchange Act" means the Commodity Exchange Act (7 U.S.C. § 1 et seq.), as amended from time to time, and any successor statute.

"*Excluded Swap Obligation*" means, with respect to any Guarantor, any Swap Obligation if, and to the extent that, all or a portion of the guarantee of such Guarantor of, or the grant by such Guarantor of a security interest to secure, such Swap Obligation (or any Guarantee thereof) is or becomes illegal under the Commodity Exchange Act or any rule, regulation or order of the Commodity Futures Trading Commission (or the application or official interpretation of any thereof) by virtue of such Guarantor's failure for any reason not to constitute an "eligible contract participant" as defined in the Commodity Exchange Act and the regulations thereunder at the time the guarantee of such Guarantor or the grant of such security interest becomes effective with respect to such related Swap Obligation. If a Swap Obligation arises under a master agreement governing more than one swap, such exclusion shall apply only to the portion of such Swap Obligation that is attributable to swaps for which such guarantee or security interest is or becomes illegal.

"*Qualified ECP Guarantor*" means, in respect of any Swap Obligation, each Guarantor that has total assets exceeding $10,000,000 at the time the relevant guarantee or grant of the relevant security interest becomes effective with respect to such Swap Obligation or such other person as constitutes an "eligible contract participant" under the Commodity Exchange Act or any regulations promulgated thereunder and can cause another person to qualify as an "eligible contract participant" at such time by entering into a keepwell under Section 1a(18)(A)(v)(II) of the Commodity Exchange Act.

"*Swap Obligation*" means, with respect to any Guarantor, any obligation to pay or perform under any agreement, contract or transaction that constitutes a "swap" within the meaning of Section 1a(47) of the Commodity Exchange Act.

1.5. Subsection (h) of Section 7.9 of the Credit Agreement (Acquisitions, Investments, Loans, Advances and Guaranties) shall be amended and restated in its entirety to read as follows:

(h) Acquisitions of all or any substantial part of the assets or business of any other Person or division thereof engaged in the same or any related business, or of a majority of the voting stock of such a Person, *provided* that (i) no Default or Event of Default exists or would exist after giving effect to such Acquisition, (ii) the board of directors or other governing body of such Person whose Property, or voting stock or other interests in which, are being so acquired has approved the terms of such Acquisition, (iii) the Company shall have delivered to the Bank prior written notice of such Acquisition and, if a new Subsidiary results from such Acquisition, an updated Schedule 5.2, (iv) the sum of (1) the aggregate amount expended by the Company and its Subsidiaries as consideration for such Acquisition (and in any event (x) including as such consideration, any Indebtedness for Borrowed Money assumed or incurred as a result of such acquisition, and (y) excluding as such consideration, any equity securities issued by the Company as consideration for such Acquisition) and (2) the aggregate amount expended as consideration (including Indebtedness for Borrowed Money and excluding equity securities as aforesaid) for all other Acquisitions permitted under this Section 7.9(h) after November 1, 2014, on a cumulative basis does not exceed $45,000,000 in the aggregate, and (v) where the aggregate amount expended as consideration (including Indebtedness for Borrowed Money and excluding equity securities as aforesaid) for such Acquisition equals or exceeds $20,000,000, the Company shall have furnished to the Bank at such time reasonable details as to such Acquisition (including sources and uses of funds), historical financial information and pro forma financial forecasts of the Company on a consolidated basis after giving effect to the Acquisition and covenant compliance calculations reasonably satisfactory to the Bank (and, within 60 days after the date of any such Acquisition where the aggregate amount expended as consideration (including Indebtedness for Borrowed Money and excluding equity securities as aforesaid) for such Acquisition equals or exceeds $20,000,000, the Company shall provide the Bank a summary integration plan for the business being acquired); and

1.6. The first sentence of Section 9.1 of the Credit Agreement (The Guarantees) is hereby amended by adding a new proviso at the end thereof that shall read as follows:

; *provided, however,* that, with respect to any Guarantor, Obligations consisting of Hedging Liability guaranteed by such Guarantor shall exclude all Excluded Swap Obligations.

1.7. Section 9 of the Credit Agreement (The Guarantees) is hereby amended by adding a new Section 9.8 at the end thereof that shall read as follows:

Section 9.9. Keepwell. Each Qualified ECP Guarantor hereby jointly and severally, absolutely, unconditionally and irrevocably undertakes to provide such funds or other support as may be needed from time to time by the Company and each other Guarantor to honor all of its obligations under this Guaranty in respect of Swap Obligations (provided, however, that each Qualified ECP Guarantor shall only be liable under this Section for the maximum amount of such liability that can be hereby incurred without rendering its obligations under this Section, or otherwise under this Guaranty, voidable under applicable law relating to fraudulent conveyance or fraudulent transfer, and not for any greater amount). The obligations of each Qualified ECP Guarantor under this Section shall remain in full force and effect until discharged in accordance with Section 9.3. Each Qualified ECP Guarantor intends that this Section constitute, and this Section shall be deemed to constitute, a "keepwell, support, or other agreement" for the benefit of the Company and each other Guarantor for all purposes of Section 1a(18)(A)(v)(II) of the Commodity Exchange Act.

1.8. Exhibit A to the Credit Agreement shall be amended and restated in its entirety to read as set forth on Annex A attached hereto and made a part hereof.

1.9. Schedule 5.2 to the Credit Agreement (Subsidiaries) shall be amended and restated in its entirety to read as set forth on Schedule 5.2 attached hereto and made a part hereof. To the extent the Company failed to timely notify the Bank of the formation or acquisition of one or more Subsidiaries now listed on Schedule 5.2 as required by Section 7.16 of the Credit Agreement, the Bank hereby waives any Default or Event of Default arising from such non-compliance with Section 7.16 but only for periods ending prior to the date hereof. This waiver is limited to the matter and for the period expressly set forth above.

SECTION 2. REPRESENTATIONS.

In order to induce the Bank to execute and deliver this Fourth Amendment, the Company hereby represents and warrants to the Bank that, after giving effect to the amendments and waiver set forth in Section 1 above, (a) each of the representations and warranties set forth in Section 5 of the Credit Agreement is true and correct on and as of the date of this Fourth Amendment as if made on and as of the date hereof and as if each reference therein to the Credit Agreement referred to the Credit Agreement as amended hereby and (b) no Default or Event of Default exists under the Credit Agreement or shall result after giving effect to this Fourth Amendment.

SECTION 3. CONDITIONS PRECEDENT.

This Fourth Amendment shall become effective upon satisfaction of the following conditions precedent:

3.1. The Company and the Bank shall have executed and delivered this Fourth Amendment, and each Guarantor shall have executed and delivered its consent to this Fourth Amendment in the space provided for that purpose below.

3.2. The Bank shall have received a duly executed replacement Note of the Company in the form attached hereto as Annex A.

3.3. The Bank shall have received copies of resolutions of the Board of Directors (or similar governing body, including any executive committee of any such Board) of the Company and each Guarantor authorizing the execution, delivery and performance of this Fourth Amendment and the other Loan Documents to which it is a party and the consummation of the transactions contemplated hereby and thereby, together with specimen signatures of the persons authorized to execute such documents on each Person's behalf, all certified in each instance by its Secretary or Assistant Secretary.

3.4. The Bank shall have received a current good standing certificate for the Company and each Guarantor from the jurisdiction where it is organized.

3.5. The Bank shall have received the favorable written opinion of counsel to the Company and the Guarantors.

3.6. Legal matters incident to the execution and delivery of this Fourth Amendment and the replacement Note shall be satisfactory to the Bank and its counsel.

SECTION 4. MISCELLANEOUS.

4.1. Except as specifically amended herein, the Credit Agreement shall continue in full force and effect in accordance with its original terms. Reference to this specific Fourth Amendment need not be made in the Credit Agreement, the Note, or any other instrument or document executed in connection therewith, or in any certificate, letter or communication issued or made pursuant to or with respect to the Credit Agreement, any reference in any of such items to the Credit Agreement being sufficient to refer to the Credit Agreement as amended hereby.

4.2. The Company agrees to pay on demand all costs and expenses of or incurred by the Bank in connection with the negotiation, preparation, execution and delivery of this Fourth Amendment and the replacement Note.

4.3. This Fourth Amendment may be executed in any number of counterparts, and by the different parties on different counterpart signature pages, all of which taken together shall constitute one and the same agreement. Any of the parties hereto may execute this Fourth Amendment by signing any such counterpart and each of such counterparts shall for all purposes be deemed to be an original. Delivery of executed counterparts of this Fourth Amendment by facsimile transmission or by e-mail transmission of a portable document format file (also known as a “PDF” file) shall be effective as an original. This Fourth Amendment shall be governed by, and construed in accordance with, the internal laws of the State of Illinois.

[SIGNATURE PAGES TO FOLLOW]

This Fourth Amendment to Credit Agreement is dated as of the date first above written.

OIL-DRI CORPORATION OF AMERICA

By /s/ Daniel Smith
Name: Daniel T. Smith
Title: Vice President, Chief Financial Officer

BMO HARRIS BANK N.A.

By /s/ Steven M. Marks
Name S.M. Marks
Title Managing Director

GUARANTORS' ACKNOWLEDGMENT, CONSENT, AND REAFFIRMATION

Each of the undersigned has heretofore guaranteed the due and punctual payment of all present and future Obligations pursuant to Section 9 of the Credit Agreement and hereby consents to the amendment to the Credit Agreement as set forth above (including, without limitation, the amendments set forth in Section 1.5 and 1.6 above) and confirms that all of the obligations of the undersigned thereunder remain in full force and effect. Each of the undersigned further agrees that the consent of the undersigned to any further amendments to the Credit Agreement shall not be required as a result of this consent having been obtained. Each of the undersigned acknowledges that the Bank is relying on the assurances provided for herein and entering into this Fourth Amendment and maintaining credit outstanding to the Company under the Credit Agreement as so amended.

OIL-DRI CORPORATON OF GEORGIA

By /s/ Daniel Smith
Name: Daniel T. Smith
Title: Vice President

OIL-DRI PRODUCTION COMPANY

By /s/ Daniel Smith
Name: Daniel T. Smith
Title: Vice President

MOUNDS PRODUCTION COMPANY, LLC

By Mounds Management, Inc.
Its Managing Member

By /s/ Daniel Smith
Name: Daniel T. Smith
Title: Vice President

MOUNDS MANAGEMENT, INC.

By /s/ Daniel Smith
Name: Daniel T. Smith
Title: Vice President

BLUE MOUNTAIN PRODUCTION COMPANY

By /s/ Daniel Smith
Name: Daniel T. Smith
Title: Vice President

AMLAN INTERNATIONAL

By /s/ Daniel Smith
Name: Daniel T. Smith
Title: Vice President

TAFT PRODUCTION COMPANY

By /s/ Daniel Smith
Name: Daniel T. Smith
Title: Vice President

ANNEX A

EXHIBIT A
REVOLVING NOTE

Chicago, Illinois

$25,000,000.00 December 4, 2014

On the Termination Date, for value received, the undersigned, Oil-Dri Corporation of America, a Delaware corporation (the *"Company"*), hereby promises to pay to the order of BMO Harris Bank N.A. (the *"Bank"*) at its main office at 111 West Monroe Street, Chicago, Illinois, the principal sum of Twenty Five Million and no/100 Dollars ($25,000,000), or (ii) such lesser amount as may at the time of the maturity hereof, whether by acceleration or otherwise, be the aggregate unpaid principal amount of all Loans owing from the Company to the Bank under the Revolving Credit provided for in the Credit Agreement hereinafter mentioned.

This Note evidences Loans made or to be made to the Company by the Bank under the Revolving Credit provided for under that certain Credit Agreement dated as of January 27, 2006, between the Company and the Bank (said Credit Agreement, as the same may be amended, modified or restated from time to time, being referred to herein as the *"Credit Agreement"*); and the Company hereby promises to pay interest at the office described above on such Loans evidenced hereby at the rates and at the times and in the manner specified therefor in the Credit Agreement.

This Note is issued by the Company under the terms and provisions of the Credit Agreement, and this Note and the holder hereof are entitled to all of the benefits provided for thereby or referred to therein, to which reference is hereby made for a statement thereof. This Note may be declared to be, or be and become, due prior to its expressed maturity and voluntary prepayments may be made hereon, all in the events, on the terms and with the effects provided in the Credit Agreement. All capitalized terms used herein without definition shall have the same meanings herein as such terms are defined in the Credit Agreement.

This Note issued on the date hereof is issued in replacement of and substitution for, but not in novation of, the Revolving Note issued on January 27, 2006, in favor of the Bank (the *"Replaced Note"*), and the Loans evidenced by the Replaced Note are continuing and are evidenced by this Note.

[SIGNATURE PAGE TO FOLLOW]

The Company hereby promises to pay all costs and expenses (including reasonable attorneys' fees) suffered or incurred by the holder hereof in collecting this Note or enforcing any rights in any collateral therefor. The Company hereby waives presentment for payment and demand. This Note shall be construed in accordance with, and governed by, the internal laws of the State of Illinois without regard to principles of conflicts of laws.

Oil-Dri Corporation of America

By /s/ Daniel Smith
Name: Daniel T. Smith
Title: Vice President, Chief Financial Officer

SCHEDULE 5.2

SUBSIDIARIES

NAME	JURISDICTION OF ORGANIZATION	PERCENTAGE OWNERSHIP	TYPE
Oil-Dri Corporation of Georgia	Georgia	100%	Significant
Oil-Dri Production Company	Mississippi	100%	Insignificant
Mounds Management, Inc. (formerly known as Oil-Dri Transportation Co.)	Delaware	100%	Insignificant
Oil-Dri (U.K.) Limited	United Kingdom	100%	Insignificant
Amlan International	Nevada	100%	Insignificant
ODC Acquisition Corp.	Illinois	100%	Insignificant; Inactive
Oil-Dri SARL	Switzerland	100%	Insignificant
Oil-Dri Canada ULC	Vancouver, British Columbia	100% (by Oil-Dri SARL)	Insignificant
Blue Mountain Production Company	Mississippi	100% (by Oil-Dri Canada ULC)	Insignificant
Mounds Production Company, LLC	Illinois	75% (by Mounds Management, Inc.) and 25% (by Blue Mountain Production Company)	Significant
Taft Production Company	Delaware	100%	Insignificant
Amlan Trading (Shenzhen) Company, Ltd.	People's Republic of China	100%	Insignificant

Exhibit 11:

OIL-DRI CORPORATION OF AMERICA AND SUBSIDIARIES
Computation of Earnings Per Share
(in thousands, except per share amounts)

	For the Three Months Ended October 31,			
	2014		2013	
Net income available to stockholders	**$**	**2,120**	$	2,887
Less: Distributed and undistributed earnings allocated to non-vested stock		**(31)**		(41)
Earnings available to common shareholders	**$**	**2,089**	$	2,846
Shares Calculation				
Average shares outstanding - Basic Common		**4,948**		4,955
Average shares outstanding - Basic Class B Common		**2,009**		1,992
Potential Common Stock relating to stock options and non-vested restricted stock		**59**		26
Average shares outstanding - Assuming dilution		**7,016**		6,973
Net Income Per Share: Basic Common	**$**	**0.32**	$	0.44
Net Income Per Share: Basic Class B Common	**$**	**0.24**	$	0.33
Net Income Per Share: Diluted	**$**	**0.30**	$	0.41

Exhibit 31:

CERTIFICATIONS PURSUANT TO RULE 13A -14(A) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED
Certification of Principal Executive Officer
(Section 302 of the Sarbanes-Oxley Act of 2002)

I. I, Daniel S. Jaffee, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Oil-Dri Corporation of America (the "registrant");

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 (the registrant's fourth fiscal quarter in the case of an annual report) 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 (or persons performing the equivalent functions):

   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.

Date: December 5, 2014

By: /s/ Daniel S. Jaffee

Daniel S. Jaffee

President and Chief Executive Officer

Certification of a Principal Financial Officer
(Section 302 of the Sarbanes-Oxley Act of 2002)

I. I, Daniel T. Smith, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Oil-Dri Corporation of America (the “registrant”);

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 (the registrant’s fourth fiscal quarter in the case of an annual report) 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 (or persons performing the equivalent functions):

    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.

Date:	December 5, 2014
By:	/s/ Daniel T. Smith
	Daniel T. Smith
	Vice President and Chief Financial Officer

Exhibit 32:

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

Certification

Pursuant to 18 U.S.C. Section 1350, the undersigned officer of Oil-Dri Corporation of America (the "Company") hereby certifies that to the best of my knowledge the Company's Quarterly Report on Form 10-Q for the quarter ended October 31, 2014 (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

Dated: December 5, 2014

/s/ Daniel S. Jaffee

Name: Daniel S. Jaffee
Title: President and Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

The foregoing certification is being furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Section 1350, Chapter 63 of Title 18, United States Code) and is not being filed as part of the Report or as a separate disclosure document.

Certification

Pursuant to 18 U.S.C. Section 1350, the undersigned officer of Oil-Dri Corporation of America (the "Company") hereby certifies that to the best of my knowledge the Company's Quarterly Report on Form 10-Q for the quarter ended October 31, 2014 (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

Dated: December 5, 2014

/s/ Daniel T. Smith

Name: Daniel T. Smith
Title: Vice President and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

The foregoing certification is being furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Section 1350, Chapter 63 of Title 18, United States Code) and is not being filed as part of the Report or as a separate disclosure document.

Exhibit 95

MINE SAFETY DISCLOSURES

Under section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K, each operator of a coal or other mine is required to include certain mine safety information in its periodic reports filed with the Securities and Exchange Commission. The table below includes this mine safety information for each mine facility owned and operated by Oil-Dri Corporation of America, or its subsidiaries, for the quarter ended October 31, 2014. Due to timing and other factors, our data may not agree with the mine data retrieval system maintained by the Mine Safety and Health Administration ("MSHA"). The columns in the table represent the total number of, and the proposed dollar assessment for, violations, citations and orders issued by MSHA during the period upon periodic inspection of our mine facilities in accordance with the referenced sections of the Federal Mine Safety and Health Act of 1977, as amended (the "Mine Act"), described as follows:

Section 104 Significant and Substantial Violations: Total number of violations of mandatory health or safety standards that could significantly and substantially contribute to the cause and effect of a coal or other mine safety or health hazard.

Section 104(b) Orders: Total number of orders issued due to a failure to totally abate, within the time period prescribed by MSHA, a violation previously cited under section 104, which results in the issuance of an order requiring the mine operator to immediately withdraw all persons from the mine.

Section 104(d) Citations and Orders: Total number of citations and orders issued for unwarrantable failure of the mine operator to comply with mandatory health and safety standards. The violation could significantly and substantially contribute to the cause and effect of a safety and health hazard, but the conditions do not cause imminent danger.

Section 110(b)(2) Flagrant Violations: Total number of flagrant violations defined as a reckless or repeated failure to make reasonable efforts to eliminate a known violation of a mandatory health or safety standard that substantially and proximately caused, or reasonably could have been expected to cause, death or serious bodily injury.

Section 107(a) Imminent Danger Orders: Total number of orders issued when an imminent danger is identified which requires all persons to be withdrawn from area(s) in the mine until the imminent danger and the conditions that caused it cease to exist.

Total Dollar Value of Proposed MSHA Assessments: Each issuance of a citation or order by MSHA results in the assessment of a monetary penalty. The total dollar value presented includes any contested penalties.

Legal Actions Pending, Initiated or Resolved: Total number of cases pending legal action before the Federal Mine Safety and Health Review Commission as of the last day of the reporting period or the number of such cases initiated or resolved during the reporting period.

							Legal Actions		
Mine location	Section 104 “Significant and Substantial” Violations (#)	Section 104(b) Orders (#)	Section 104(d) Citations and Orders (#)	Section 110(b)(2)Flagrant Violations (#)	Section 107(a) Imminent Danger Orders (#)	Total Dollar Value of Proposed MSHA Assessments ($)	Pending as of Last Day of Period (#)	Initiated During Period (#)	Resolved During Period (#)
Ochlocknee, Georgia	—	—	—	—	—	—	5	—	—
Ripley, Mississippi	—	—	—	—	—	—	4	—	—
Mounds, Illinois	1	—	—	—	—	2,056	1	1	—
Blue Mountain, Mississippi	1	—	—	—	—	902	3	—	—
Taft, California	—	—	—	—	—	—	2	—	—

We had no mining-related fatalities at any of our facilities during the three months ended October 31, 2014. During this period we also received no written notices from MSHA under section 104(e) of the Mine Act of (i) a pattern of violations of mandatory health or safety standards that are of such nature as could have significantly and substantially contributed to the cause and effect of coal or other mine health or safety hazards; or (ii) the potential to have such a pattern. All legal actions pending and initiated during the period were contests of proposed penalties.