

Oil-Dri Corp of America  
Form 10-Q  
March 09, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 10-Q

(Mark One)

Quarterly Report Pursuant to Section 13 or 15(d)  
of the

Securities Exchange Act of 1934

For the Quarterly Period Ended January 31, 2018

or

Transition Report Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-12622

OIL-DRI CORPORATION OF AMERICA

(Exact name of the registrant as specified in its charter)

Delaware 36-2048898  
(State or other jurisdiction of incorporation or (I.R.S. Employer  
organization) Identification No.)

410 North Michigan Avenue, Suite 400 60611-4213  
Chicago, Illinois (Zip Code)  
(Address of principal executive offices)

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  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

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|                              |                        |                            |                                |                              |
|------------------------------|------------------------|----------------------------|--------------------------------|------------------------------|
| Large accelerated<br>filer o | Accelerated filer<br>x | Non-accelerated<br>filer o | Smaller reporting<br>company o | Emerging growth<br>company o |
|------------------------------|------------------------|----------------------------|--------------------------------|------------------------------|

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. 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 January 31, 2018.  
Common Stock – 5,138,458 Shares and Class B Stock – 2,178,937 Shares

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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,” “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, 2017. 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

## Condensed Consolidated Balance Sheet

(in thousands, except share and per share amounts)

| ASSETS   | (unaudited)<br>January 31,<br>2018 | July 31,<br>2017 |
|--|------------------------------------|------------------|
| Current Assets   |                                    |                  |
| Cash and cash equivalents  | \$ 9,381                           | \$ 9,095         |
| Short-term investments   | 21,894                             | 23,576           |
| Accounts receivable, less allowance of \$901 and \$748 at January 31, 2018 and July 31, 2017, respectively                     | 32,309                             | 32,750           |
| Inventories  | 22,603                             | 22,615           |
| Prepaid repairs expense  | 3,827                              | 3,890            |
| Prepaid expenses and other assets  | 4,140                              | 2,304            |
| Total Current Assets   | 94,154                             | 94,230           |
| Property, Plant and Equipment  |                                    |                  |
| Cost   | 229,957                            | 224,444          |
| Less accumulated depreciation and amortization   | (145,668 )                         | (140,411 )       |
| Total Property, Plant and Equipment, Net   | 84,289                             | 84,033           |
| Other Assets   |                                    |                  |
| Goodwill   | 9,034                              | 9,034            |
| Trademarks and patents, net of accumulated amortization of \$251 and \$238 at January 31, 2018 and July 31, 2017, respectively | 1,300                              | 1,223            |
|  | 2,715                              | 3,184            |

Customer list, net of  
 accumulated  
 amortization  
 of \$5,070 and  
 \$4,601 at January  
 31, 2018 and July  
 31, 2017,  
 respectively

|                       |        |         |        |         |
|-----------------------|--------|---------|--------|---------|
| Deferred income taxes | 9,106  |         | 14,396 |         |
| Other                 | 4,937  |         | 6,475  |         |
| Total Other Assets    | 27,092 |         | 34,312 |         |
| <br>                  |        |         |        |         |
| Total Assets          | \$     | 205,535 | \$     | 212,575 |

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

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

|  | (unaudited)       |                   |
|--|-------------------|-------------------|
|  | January 31,       | July 31,          |
|  | 2018              | 2017              |
| <b>LIABILITIES &amp; STOCKHOLDERS' EQUITY</b>  |                   |                   |
| <b>Current Liabilities</b>   |                   |                   |
| Current maturities of notes payable  | \$ 3,083          | \$3,083           |
| Accounts payable   | 8,089             | 9,594             |
| Dividends payable  | 1,559             | 1,553             |
| Accrued expenses:  |                   |                   |
| Salaries, wages and commissions  | 5,724             | 7,459             |
| Deferred compensation  | 5,996             | 458               |
| Trade promotions and advertising   | 1,074             | 2,253             |
| Freight  | 950               | 1,606             |
| Other  | 6,859             | 6,948             |
| <b>Total Current Liabilities</b>   | <b>33,334</b>     | <b>32,954</b>     |
| <b>Noncurrent Liabilities</b>  |                   |                   |
| Notes payable, net of unamortized debt issuance costs<br>of \$75 and \$89 at January 31, 2018 and July 31, 2017, respectively                                      | 6,092             | 9,161             |
| Deferred compensation  | 6,281             | 11,537            |
| Pension and postretirement benefits  | 29,392            | 29,161            |
| Other  | 4,174             | 3,725             |
| <b>Total Noncurrent Liabilities</b>  | <b>45,939</b>     | <b>53,584</b>     |
| <b>Total Liabilities</b>   | <b>79,273</b>     | <b>86,538</b>     |
| <b>Stockholders' Equity</b>  |                   |                   |
| Common Stock, par value \$.10 per share, issued 8,049,050 shares at January 31, 2018<br>and 8,015,166 shares at July 31, 2017                                      | 805               | 802               |
| Class B Stock, par value \$.10 per share, issued 2,503,678 shares at January 31, 2018<br>and 2,513,512 shares at July 31, 2017                                     | 250               | 251               |
| Additional paid-in capital   | 37,253            | 36,242            |
| Retained earnings  | 153,571           | 154,735           |
| Accumulated other comprehensive loss:  |                   |                   |
| Pension and postretirement benefits  | (9,909 )          | (10,327 )         |
| Cumulative translation adjustment  | 105               | 35                |
| <b>Total accumulated other comprehensive loss</b>  | <b>(9,804 )</b>   | <b>(10,292 )</b>  |
| Less Treasury Stock, at cost (2,910,592 Common and 324,741 Class B shares at<br>January 31, 2018 and 2,907,370 Common and 324,741 Class B shares at July 31, 2017) | (55,813 )         | (55,701 )         |
| <b>Total Stockholders' Equity</b>  | <b>126,262</b>    | <b>126,037</b>    |
| <b>Total Liabilities &amp; Stockholders' Equity</b>  | <b>\$ 205,535</b> | <b>\$ 212,575</b> |

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





## OIL-DRI CORPORATION OF AMERICA

## Condensed Consolidated Statements of Income and Retained Earnings

(in thousands, except for per share amounts)

|  | (unaudited)        |            |
|--|--------------------|------------|
|  | For the Six Months |            |
|  | Ended January 31,  |            |
|  | 2018               | 2017       |
| Net Sales  | \$ 135,540         | \$ 131,786 |
| Cost of Sales  | (96,931 )          | (91,936 )  |
| Gross Profit   | 38,609             | 39,850     |
| Selling, General and Administrative Expenses         | (29,936 )          | (31,217 )  |
| Income from Operations                               | 8,673              | 8,633      |
| Other Income (Expense)                               |                    |            |
| Interest expense                                     | (400 )             | (489 )     |
| Interest income                                      | 119                | 16         |
| Other, net   | 518                | (237 )     |
| Total Other Income (Expense), Net                    | 237                | (710 )     |
| Income Before Income Taxes                           | 8,910              | 7,923      |
| Income Tax Expense                                   | (6,956 )           | (1,664 )   |
| Net Income   | 1,954              | 6,259      |
| Retained Earnings:                                   |                    |            |
| Balance at beginning of period                       | 154,735            | 149,945    |
| Cash dividends declared and treasury stock issuances | (3,118 )           | (2,964 )   |
| Balance at End of Period                             | \$ 153,571         | \$ 153,240 |
| Net Income Per Share                                 |                    |            |
| Basic Common   | \$0.29             | \$0.93     |
| Basic Class B Common                                 | \$0.22             | \$0.70     |
| Diluted Common                                       | \$0.26             | \$0.86     |
| Average Shares Outstanding                           |                    |            |
| Basic Common   | 5,030              | 5,011      |
| Basic Class B Common                                 | 2,097              | 2,077      |
| Diluted Common                                       | 7,215              | 7,145      |
| Dividends Declared Per Share                         |                    |            |
| Basic Common   | \$0.4600           | \$0.4400   |
| Basic Class B Common                                 | \$0.3460           | \$0.3300   |

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

OIL-DRI CORPORATION OF AMERICA

Condensed Consolidated Statements of Comprehensive Income

(in thousands of dollars)

(unaudited)  
For the Six  
Months Ended  
January 31,  
2018 2017

Net Income \$1,954 \$6,259

Other Comprehensive Income:

Pension and postretirement benefits (net of tax) 418 578

Cumulative translation adjustment 70 49

Other Comprehensive Income 488 627

Total Comprehensive Income \$2,442 \$6,886

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

OIL-DRI CORPORATION OF AMERICA

Condensed Consolidated Statements of Income and Retained Earnings  
(in thousands, except for per share amounts)

|  | (unaudited)   |           |
|--|---------------|-----------|
|  | For the Three |           |
|  | Months Ended  |           |
|  | January 31,   |           |
|  | 2018          | 2017      |
| Net Sales                                    | \$68,894      | \$65,174  |
| Cost of Sales                                | (49,254 )     | (46,049 ) |
| Gross Profit                                 | 19,640        | 19,125    |
| Selling, General and Administrative Expenses | (14,883 )     | (13,538 ) |
| Income from Operations                       | 4,757         | 5,587     |
| Other Income (Expense)                       |               |           |
| Interest expense                             | (199 )        | (238 )    |
| Interest income                              | 65            | 8         |
| Other, net                                   | 448           | (113 )    |
| Total Other Income (Expense), Net            | 314           | (343 )    |
| Income Before Income Taxes                   | 5,071         | 5,244     |
| Income Tax Expense                           | (6,167 )      | (994 )    |
| Net (Loss) Income                            | (1,096 )      | 4,250     |
| Net (Loss) Income Per Share                  |               |           |
| Basic Common                                 | \$(0.17 )     | \$0.63    |
| Basic Class B                                | \$(0.12 )     | \$0.47    |
| Diluted Common                               | \$(0.15 )     | \$0.58    |
| Average Shares Outstanding                   |               |           |
| Basic Common                                 | 5,035         | 5,019     |
| Basic Class B                                | 2,104         | 2,088     |
| Diluted Common                               | 7,139         | 7,155     |
| Dividends Declared Per Share                 |               |           |
| Basic Common                                 | \$0.2300      | \$0.2200  |
| Basic Class B                                | \$0.1730      | \$0.1650  |

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

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

|  | (unaudited)   |         |
|--|---------------|---------|
|  | For the Three |         |
|  | Months Ended  |         |
|  | January 31,   |         |
|  | 2018          | 2017    |
| Net (Loss) Income                                | \$(1,096)     | \$4,250 |
| Other Comprehensive Income:                      |               |         |
| Pension and postretirement benefits (net of tax) | 237           | 309     |
| Cumulative translation adjustment                | 144           | 63      |
| Other Comprehensive Income                       | 381           | 372     |
| Total Comprehensive (Loss) Income                | \$(715 )      | \$4,622 |

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

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

|   | (unaudited)  |           |
|---|--------------|-----------|
|   | For the Six  |           |
|   | Months Ended |           |
|   | January 31,  |           |
|   | 2018         | 2017      |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                                       |              |           |
| Net Income  | \$1,954      | \$6,259   |
| Adjustments to reconcile net income to net cash provided by operating activities: |              |           |
| Depreciation and amortization   | 6,413        | 6,389     |
| Amortization of investment net discount   | (57 )        | (5 )      |
| Stock-based compensation  | 770          | 777       |
| Excess tax benefits for share-based payments                                      | —            | (207 )    |
| Deferred income taxes   | 5,312        | 354       |
| Provision for bad debts and cash discounts  | 155          | 131       |
| Loss on the sale of fixed assets  | 31           | 276       |
| Life insurance benefits   | (334 )       | —         |
| (Increase) Decrease in assets:  |              |           |
| Accounts receivable   | 362          | (1,829 )  |
| Inventories   | 75           | 11        |
| Prepaid expenses  | (51 )        | (3,784 )  |
| Other assets  | 55           | (156 )    |
| Increase (Decrease) in liabilities:   |              |           |
| Accounts payable  | (743 )       | 852       |
| Accrued expenses  | (3,637 )     | (1,698 )  |
| Deferred compensation   | 268          | 487       |
| Pension and postretirement benefits   | 649          | 1,001     |
| Other liabilities   | 407          | 235       |
| Total Adjustments   | 9,675        | 2,834     |
| Net Cash Provided by Operating Activities   | 11,629       | 9,093     |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>                                       |              |           |
| Capital expenditures  | (6,850 )     | (7,279 )  |
| Proceeds from sale of property, plant and equipment                               | 11           | 2         |
| Purchases of short-term investments   | (24,101)     | (11,555 ) |
| Dispositions of short-term investments  | 25,840       | 14,386    |
| Net Cash Used in Investing Activities   | (5,100 )     | (4,446 )  |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                                       |              |           |
| Principal payments on notes payable   | (3,083 )     | (3,083 )  |
| Dividends paid  | (3,112 )     | (2,956 )  |
| Purchase of treasury stock  | (27 )        | (122 )    |
| Proceeds from issuance of common stock  | —            | 170       |
| Excess tax benefits for share-based payments                                      | —            | 207       |
| Net Cash Used in Financing Activities   | (6,222 )     | (5,784 )  |
| Effect of exchange rate changes on cash and cash equivalents                      | (21 )        | 68        |
| Net Increase (Decrease) in Cash and Cash Equivalents                              | 286          | (1,069 )  |
| Cash and Cash Equivalents, Beginning of Period                                    | 9,095        | 18,629    |

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Cash and Cash Equivalents, End of Period

\$9,381 \$17,560

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

|   | (unaudited)<br>For the Six<br>Months Ended<br>January 31,<br>2018 2017 |         |
|---|--|---------|
| Supplemental disclosure of non-cash investing and financing activities: |  |         |
| Capital expenditures accrued, but not paid                              | \$890  | \$657   |
| Cash dividends declared and accrued, but not paid                       | \$1,559  | \$1,485 |

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

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

1. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited Condensed Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“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 fiscal year ended July 31, 2017 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 and reclassifications which are, in the opinion of management, necessary for a fair presentation of the statements contained herein. In addition, certain prior year reclassifications were made to conform to the current year presentation. Operating results for the three and six months ended January 31, 2018 are not necessarily an indication of the results that may be expected for the fiscal year ending July 31, 2018.

Management Use of Estimates

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 and expenses during the reporting period, as well as the related disclosures. See Note 10 for additional discussion regarding tax legislation enacted by the U.S. government in December 2017, the impact of which may affect the estimates and assumptions used to determine the expected future tax consequences of events recognized in our consolidated financial statements. All of our estimates and assumptions are revised periodically. Actual results could differ from these estimates.

Summary of Significant Accounting Policies

Except as described herein, our significant accounting policies, which are detailed in our Annual Report on Form 10-K for the fiscal year ended July 31, 2017, have not materially changed. However, the unaudited Condensed Consolidated Financial Statements reflect changes required upon adoption of new accounting guidance, as described in Note 2, and the effects of changes from recent U.S. tax legislation, as described in Note 10. The following is a description of certain of our significant accounting policies.

**Revenue Recognition.** 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.** Selling, general and administrative expenses include salaries, wages and benefits associated with staff outside the manufacturing and distribution functions, all 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.

**Trade Receivables.** 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, consideration of customer credit risk and analysis of facts and circumstances about specific customer accounts. A customer account is determined to be uncollectible when it is probable that a loss will be incurred after we have completed our internal collection procedures, including termination of shipments, direct customer contact and formal demand of payment.

**Overburden Removal and Mining Costs.** 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, therefore minimizing the costs associated with the reclamation process.

## 2. NEW ACCOUNTING PRONOUNCEMENTS AND REGULATIONS

### Recently Issued Pronouncements

In May 2014, the Financial Accounting Standards Board (“FASB”) issued guidance under Accounting Standards Codification (“ASC”) 606, Revenue from Contracts with Customers, which establishes a single comprehensive revenue recognition model for all contracts with customers and will supersede most existing revenue guidance. This guidance was subsequently amended several times to further clarify the principles for recognizing revenue. The 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. Oil-Dri’s revenue is generated from the sale of finished goods to customers. Those sales predominantly contain a single delivery obligation. Under Oil-Dri’s current accounting policy, revenue is recognized at a single point in time when ownership, risks and rewards transfer. We are currently in the process of performing a comprehensive evaluation of the revenue requirements, including the impact on how we record certain incentives and advertising arrangements, as well as significant new disclosure requirements. We plan to adopt the standard at the beginning of our first quarter of fiscal year 2019. Transition options to implement this guidance include either a full or modified retrospective approach and early adoption is permitted. We expect to use the modified retrospective implementation method.

In January 2016, the FASB issued guidance under ASC 825, Recognition and Measurement of Financial Assets and Financial Liabilities. This guidance addresses certain aspects of recognition, measurement, presentation and disclosure of financial instruments. The provisions relevant to us at this time require the use of the exit price notion when measuring the fair value of financial instruments for disclosure purposes, as well as eliminates the requirement to disclose the method and significant assumptions used to estimate the fair value in such disclosure. This guidance is effective for our first quarter of fiscal year 2019 and early adoption is generally not permitted. We are currently evaluating the impact of the adoption of this requirement on our Consolidated Financial Statements.

In February 2016, the FASB issued guidance under ASC 842, Leases, which provides that, for leases with a term greater than 12 months, a lessee must recognize in the statement of financial position both a liability to make lease payments and an asset representing its right to use the underlying asset. Other requirements describe expense recognition, as well as financial statement presentation and disclosure. This guidance is effective for our first quarter

of fiscal year 2020 using a modified retrospective approach, which includes a number of optional practical expedients. Early adoption is permitted. We are currently evaluating the impact of the adoption of this requirement on our Consolidated Financial Statements.

In June 2016, the FASB issued guidance under ASC 326, Financial Instruments-Credit Losses, which requires companies to utilize an impairment model for most financial assets measured at amortized cost and certain other financial instruments, which include trade and other receivables, loans and held-to-maturity debt securities, to record an allowance for credit risk based on expected losses rather than incurred losses. In addition, this new guidance changes the recognition method for credit losses on available-for-sale debt securities, which can occur as a result of market and credit risk, as well as additional disclosures. In general, this guidance will require modified retrospective adoption for all outstanding instruments that fall under this guidance. This guidance is effective for our first quarter of fiscal year 2021. We are currently evaluating the impact of the adoption of this requirement on our Consolidated Financial Statements.

In March 2017, the FASB issued guidance under ASC 715, Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost, which requires presenting the service cost component of net periodic benefit cost in the

same income statement line item(s) as other employee compensation costs arising from services rendered during the period. This standard also requires that other components of the net periodic benefit cost be presented separately from the line item(s) that includes service costs and outside of any subtotal of operating income, if one is presented, on a retrospective basis. Additionally, the new guidance limits the components that are eligible for capitalization in assets to only the service cost component. The new guidance is effective for our first quarter of fiscal year 2019, with early adoption permitted. We are currently evaluating the impact of the adoption of this requirement on our Consolidated Financial Statements.

In February 2018, the FASB issued guidance under ASC 220, Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income. Current U.S. GAAP requires deferred tax liabilities and assets to be adjusted for a change in tax laws or rates with the effect included in income from continuing operations, even when the deferred taxes being remeasured were established through other comprehensive income. As a result, a disproportionate tax effect may remain in accumulation other comprehensive income. The new guidance under ASC 220 provides an option to reclassify from accumulated other comprehensive income to retained earnings these stranded tax effects resulting from the Tax Cuts and Jobs Act (the "2017 Tax Act"), which was enacted on December 22, 2017. This guidance is effective for our first quarter of fiscal year 2019, with early adoption permitted. We are currently evaluating the impact of the adoption of this requirement on our Consolidated Financial Statements. See Note 10 for further information about the impact of the 2017 Tax Act.

There have been no other accounting pronouncements issued but not yet adopted by us which are expected to have a material impact on our Consolidated Financial Statements.

#### Recently Adopted Pronouncements

In the first quarter of fiscal year 2018, we adopted the FASB guidance under ASC 718, Compensation-Stock Compensation that simplified several aspects of the accounting for share-based payment transactions, including accounting for income taxes and classification of excess tax benefits in the statement of cash flows. As a result of implementing this guidance, we recognized \$14,000 and \$157,000 of excess tax benefits as a reduction of income tax expense for the second quarter and first six months of fiscal year 2018, respectively, rather than in Stockholders' Equity on the unaudited Condensed Consolidated Balance Sheet, and classified in operating activities on the unaudited Condensed Consolidated Statements of Cash Flows. These changes have been applied prospectively in accordance with the guidance and prior period presentations have not been adjusted. The adoption resulted in approximately a 0% and 2% benefit to our effective tax rate for the second quarter and first six months of fiscal year 2018, respectively. In addition, we excluded the excess tax benefits from the assumed proceeds available to repurchase shares under the treasury stock method for the computation of diluted earnings per share. This change did not have a material impact on our diluted earnings per share for the second quarter or first six months of fiscal year 2018. The guidance allows for a policy election to either use estimated forfeitures or account for them as they occur to determine the amount of compensation cost to be recognized each period. We have elected to continue to account for forfeitures on an estimated basis. No other material changes resulted from the adoption of this standard.

In the first quarter of fiscal year 2018, we adopted the FASB guidance under ASC 740, Balance Sheet Classification of Deferred Taxes, which required deferred tax liabilities and assets to be classified as noncurrent in a classified statement of financial position. Prior periods presented were also restated. We reclassified \$2,787,000 from Total Current Assets to Total Other Assets on the unaudited Condensed Consolidated Balance Sheet as of July 31, 2017.

In the first quarter of fiscal year 2018, we adopted the FASB guidance under ASC 330, Simplifying the Measurement of Inventory. The new guidance required inventory to be measured at the lower of cost and net realizable value, which is defined as the estimated selling price in the ordinary course of business less reasonably predictable costs of completion, disposal and transportation. Adoption of this guidance did not have a material impact on our unaudited Condensed Consolidated Financial Statements.

### 3. INVENTORIES

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

|                   | January 31, July 31, |          |
|-------------------|----------------------|----------|
|                   | 2018                 | 2017     |
| Finished goods    | \$ 14,037            | \$14,704 |
| Packaging         | 5,635                | 4,988    |
| Other             | 2,931                | 2,923    |
| Total Inventories | \$ 22,603            | \$22,615 |

Inventories are valued at the lower of cost (first-in, first-out) or net realizable value. 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 January 31, 2018 and July 31, 2017 were \$1,080,000 and \$619,000, 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 fair value hierarchy are as follows:

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

Level 2: Observable market-based inputs for similar assets or liabilities or valuation models whose inputs are observable, directly or indirectly.

Level 3: Unobservable inputs.

Cash equivalents of \$3,281,000 and \$3,814,000 as of January 31, 2018 and July 31, 2017, respectively, were classified as Level 1. These cash instruments are primarily money market mutual funds and are included in cash and cash equivalents on the unaudited Condensed Consolidated Balance Sheet.

Short-term investments 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, which approximated fair value as of January 31, 2018 and July 31, 2017.

Accounts receivable and accounts payable balances approximated their fair values at January 31, 2018 and July 31, 2017 due to the short maturity and nature of those balances.

Notes payable are reported at the face amount of future maturities. The estimated fair value of notes payable, including current maturities, was \$9,680,000 and \$13,001,000 as of January 31, 2018 and July 31, 2017, 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 at least an annual 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 \$253,000 and \$307,000 in the second quarter of fiscal years 2018 and 2017, respectively. Intangible amortization expense was \$507,000 and \$612,000 for the first six months of fiscal years 2018 and 2017, respectively. Estimated intangible amortization for the remainder of fiscal year 2018 is \$510,000. Estimated intangible amortization for the next five fiscal years is as follows (in thousands):

2019 \$835

2020 \$666

2021 \$482

2022 \$332

2023 \$200

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

We performed our annual goodwill impairment analysis in the fourth quarter of fiscal year 2017 and no impairment was identified. There have been no triggering events that would indicate a new impairment analysis is needed.

## 6. PENSION AND OTHER POSTRETIREMENT BENEFITS

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

|                                | Pension Benefits<br>(in thousands)                      |        |  |         |
|--------------------------------|---|--------|--|---------|
|                                | For the Three<br>Months<br>Ended<br>January 31,<br>2018 |        | For the Six<br>Months Ended<br>January 31,<br>2017 |         |
| Service cost                   | \$438   | \$446  | \$862  | \$913   |
| Interest cost                  | 517   | 474    | 1,014  | 931     |
| Expected return on plan assets | (485 )  | (411 ) | (971 )   | (887 )  |
| Amortization of:               |   |        |  |         |
| Prior service costs            | —   | —      | 1  | 1       |
| Other actuarial loss           | 354   | 485    | 641  | 914     |
| Net periodic benefit cost      | \$824   | \$994  | \$1,547  | \$1,872 |

|                             | Postretirement Health Benefits<br>(in thousands)        |      |  |       |
|-----------------------------|---|------|--|-------|
|                             | For the Three<br>Months<br>Ended<br>January 31,<br>2018 |      | For the Six<br>Months Ended<br>January 31,<br>2017 |       |
| Service cost                | \$25  | \$33 | \$54   | \$63  |
| Interest cost               | 19  | 21   | 43   | 39    |
| Amortization of:            |   |      |  |       |
| Prior service costs         | (1 )  | (1 ) | (3 )   | (3 )  |
| Other actuarial (gain) loss | (5 )  | 14   | —  | 20    |
| Net periodic benefit cost   | \$38  | \$67 | \$94   | \$119 |

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 \$435,000 and \$770,000 to our pension plan during the second quarter and first six months of fiscal year 2018, respectively. We estimate contributions will be \$1,372,000 for the remainder of fiscal year 2018. 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<br>Benefits | Postretirement<br>Health<br>Benefits |
|---------------------|--------------------------------------|
|---------------------|--------------------------------------|



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|   | For the Three and Six Months<br>Ended January 31, |       |       |       |
|---|---|-------|-------|-------|
|   | 2018  | 2017  | 2018  | 2017  |
| Discount rate for net periodic benefit cost | 3.75%   | 3.36% | 3.26% | 2.71% |
| Rate of increase in compensation levels     | 3.50%   | 3.50% | —     | —     |
| Long-term expected rate of return on assets | 7.00%   | 7.00% | —     | —     |

The medical cost trend assumption for postretirement health benefits was 7.20%. The graded trend rate is expected to decrease to an ultimate rate of 4.50% in fiscal year 2036.

## 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, 2017.

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               |           |
|-------------------------------|----------------------|-----------|
|                               | January 31, July 31, |           |
|                               | 2018                 | 2017      |
|                               | (in thousands)       |           |
| Business to Business Products | \$62,698             | \$65,337  |
| Retail and Wholesale Products | 90,071               | 90,508    |
| Unallocated Assets            | 52,766               | 56,730    |
| Total Assets                  | \$205,535            | \$212,575 |

|                                   | For the Six Months Ended January 31, |           |           |           |
|-----------------------------------|--------------------------------------|-----------|-----------|-----------|
|                                   | Net Sales                            |           | Income    |           |
|                                   | 2018                                 | 2017      | 2018      | 2017      |
|                                   | (in thousands)                       |           |           |           |
| Business to Business Products     | \$54,442                             | \$50,734  | \$18,635  | \$17,223  |
| Retail and Wholesale Products     | 81,098                               | 81,052    | 4,787     | 4,480     |
| Total Sales                       | \$135,540                            | \$131,786 |           |           |
| Corporate Expenses                |                                      |           | (14,749 ) | (13,070 ) |
| Income from Operations            |                                      |           | 8,673     | 8,633     |
| Total Other Income (Expense), Net |                                      |           | 237       | (710 )    |
| Income before Income Taxes        |                                      |           | 8,910     | 7,923     |
| Income Tax Expense                |                                      |           | (6,956 )  | (1,664 )  |
| Net Income                        |                                      |           | \$1,954   | \$6,259   |



For the Three Months Ended January  
31,

|                                   | Net Sales      |          | Income (Loss) |          |
|-----------------------------------|----------------|----------|---------------|----------|
|                                   | 2018           | 2017     | 2018          | 2017     |
|                                   | (in thousands) |          |               |          |
| Business to Business Products     | \$27,355       | \$23,261 | \$9,759       | \$7,815  |
| Retail and Wholesale Products     | 41,539         | 41,913   | 2,422         | 4,987    |
| Total Sales                       | \$68,894       | \$65,174 |               |          |
| Corporate Expenses                |                |          | (7,424 )      | (7,215 ) |
| Income from Operations            |                |          | 4,757         | 5,587    |
| Total Other Income (Expense), Net |                |          | 314           | (343 )   |
| Income before Income Taxes        |                |          | 5,071         | 5,244    |
| Income Tax Expense                |                |          | (6,167 )      | (994 )   |
| Net (Loss) Income                 |                |          | \$(1,096)     | \$4,250  |

## 8. STOCK-BASED COMPENSATION

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

No stock options were granted during the first six months of either fiscal year 2017 or 2018. There were no stock options outstanding at the end of fiscal year 2017. The amount of cash received from the exercise of stock options during the first six months of fiscal year 2017 was \$170,000 and the related tax benefit was \$80,000.

### Restricted Stock

All of our non-vested restricted stock as of January 31, 2018 was issued under the 2006 Plan with vesting periods between two years and five years. We determine the fair value of restricted stock as of the grant date. We recognize the related compensation expense over the period from the date of grant to the date the shares vest.

No restricted stock was granted during the second quarter of fiscal year 2018. During the second quarter of fiscal year 2017, 18,000 restricted shares of Common Stock were granted. Stock-based compensation expense related to non-vested restricted stock for the second quarter of fiscal years 2018 and 2017 was \$426,000 and \$346,000, respectively. Stock-based compensation expense related to non-vested restricted stock for the first six months of fiscal years 2018 and 2017 was \$928,000 and \$777,000, respectively.

A summary of restricted stock transactions is shown below:

|  | Restricted<br>Shares<br>(in<br>thousands) | Weighted<br>Average<br>Grant<br>Date Fair<br>Value |
|--|---|--|
| Non-vested restricted stock outstanding at July 31, 2017 | 185                                       | \$ 30.96   |
| Granted  | 24  | \$ 42.76   |

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|   |     |   |          |
|---|-----|---|----------|
| Vested  | (28 | ) | \$ 29.88 |
| Forfeitures   | (3  | ) | \$ 32.74 |
| Non-vested restricted stock outstanding at January 31, 2018 | 178 |   | \$ 32.70 |

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## 9. ACCUMULATED OTHER COMPREHENSIVE (LOSS) INCOME

The following table summarizes the changes in accumulated other comprehensive (loss) income by component as of January 31, 2018 (in thousands):

|  | Pension and<br>Postretirement<br>Health<br>Benefits | Cumulative<br>Translation<br>Adjustment | Total<br>Accumulated<br>Other<br>Comprehensive<br>(Loss) Income |
|--|---|---|---|
| Balance as of July 31, 2017  | \$ (10,327 )  | \$ 35                                   | \$ (10,292 )  |
| Other comprehensive income before reclassifications, net of tax              | —   | 70                                      | 70  |
| Amounts reclassified from accumulated other comprehensive income, net of tax | 418   | a) —                                    | 418   |
| Net current-period other comprehensive income, net of tax                    | 418   | 70                                      | 488   |
| Balance as of January 31, 2018   | \$ (9,909 )   | \$ 105                                  | \$ (9,804 )   |

a) Amount is net of tax expense of \$221,000. Amount is included in the components of net periodic benefit cost for the pension and postretirement health plans. See Note 6 for further information.

## 10. INCOME TAXES

On December 22, 2017, the U.S. government enacted the the 2017 Tax Act. The 2017 Tax Act included a number of changes to existing U.S. tax laws that impact us, most notably a reduction of the U.S. corporate income tax rate and acceleration of depreciation for certain assets placed into service after September 27, 2017, as well as prospective changes, including repeal of the domestic manufacturing deduction and capitalization of research and development expenditures.

Staff Accounting Bulletin No. 118 (“SAB 118”), provided further SEC staff guidance for the application of ASC 740, “Income Taxes,” in the reporting period in which the 2017 Tax Act was signed into law. SAB 118 provides that companies (i) should record the effects of the changes from the 2017 Tax Act for which the accounting is complete (not provisional), (ii) should record provisional amounts for the effects of the changes for which the accounting is not complete, and for which reasonable estimates can be determined, in the period they are identified, and (iii) should not record provisional amounts if reasonable estimates cannot be made for the effects of the changes, and should continue to apply guidance based on the tax law in effect prior to the enactment on December 22, 2017. SAB 118 also established a one-year measurement period (through December 22, 2018) where provisional amounts could be subject to adjustment, and requires certain qualitative and quantitative disclosures related to provisional amounts and accounting during the measurement period.

In accordance with ASC 740 and SAB 118, we remeasured our U.S. net deferred tax assets at the reduced U.S. federal corporate tax rate and recognized a provisional charge of \$5,091,000 as a discrete item in the provision for income taxes for the three and six months ended January 31, 2018. The measurement of deferred income taxes, as shown in Other Assets on the unaudited Condensed Consolidated Balance Sheet, is provisional. The final remeasurement cannot be determined until the underlying temporary differences are known, rather than estimated.

The 2017 Tax Act also reduced the U.S. federal corporate tax rate from 35.0%% to 21.0% for all corporations effective January 1, 2018. For fiscal year companies, the change in law requires the application of a blended rate for each quarter of the fiscal year of enactment. We will apply a blended tax rate of 26.9% for the fiscal year ending July 31, 2018. Thereafter, the applicable statutory rate is 21.0%. In addition, the 2017 Tax Act included a one-time

transition tax on cumulative unrepatriated foreign earnings. Based on information available, we estimate our unrepatriated foreign earnings represent a cumulative loss and therefore no additional income tax expense was recorded related to this provision of the 2017 Tax Act.

We are continuing to analyze the impact of the 2017 Tax Act. As such, our financial results reflect reasonable estimates of items for which the income tax effects of the 2017 Tax Act have not been completed as of January 31, 2018. Adjustments to the provisional charges will be recorded as discrete items in the provision for income taxes in the period in when those adjustments become reasonably estimable and/or the accounting is complete. We will complete our analysis no later than December 22, 2018.

## 11. RELATED PARTY TRANSACTIONS

One member of our Board of Directors is the President and Chief Executive Officer of a customer of ours. That customer was a customer of ours before the board member joined that customer and before he became a member of our Board of Directors. Total net sales to that customer, including sales to subsidiaries of that customer, were \$77,000 and \$100,000 for the second quarters of fiscal years 2018 and 2017, respectively, and were \$163,000 and \$178,000 for the first six months of fiscal years 2018 and 2017, respectively. Outstanding accounts receivable from that customer, and its subsidiaries, were \$16,000 as of January 31, 2018. There were no outstanding amounts due as of July 31, 2017.

One member of our Board of Directors, and of the Compensation Committee of our Board of Directors, is the President and Chief Executive Officer as well as a director and shareholder of a law firm that regularly provides services to us. Total payments to that vendor for fees and cost reimbursements were \$53,000 and \$54,000 for the second quarters of fiscal years 2018 and 2017, respectively, and were \$116,000 and \$68,000 for the first six months of fiscal years 2018 and 2017, respectively. Outstanding accounts payable to that vendor were \$13,000 and \$19,000 as of January 31, 2018 and July 31, 2017, respectively.



## 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, 2017. 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, 2017.

### 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, bleaching clay and fluid purification aids, cat litter, 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

#### SIX MONTHS ENDED JANUARY 31, 2018 COMPARED TO SIX MONTHS ENDED JANUARY 31, 2017

#### CONSOLIDATED RESULTS

Consolidated net sales for the six months ended January 31, 2018 were \$135,540,000, compared to net sales of \$131,786,000 for the six months ended January 31, 2017. Net sales were up for our Business to Business Products Group and were flat for our Retail and Wholesale Products Group. Both operating segments also reported higher operating income, as discussed further below.

Consolidated net income for the first six months of fiscal year 2018 was \$1,954,000, a 69% decrease from net income of \$6,259,000 for the first six months of fiscal year 2017. The reduction in net income was significantly impacted by a one-time \$5,091,000 tax expense adjustment recorded in the second quarter of fiscal 2018 to reflect the impact on deferred income tax assets under the 2017 Tax Act. Diluted net income per share was \$0.26 for the first six months of fiscal year 2018, compared to \$0.86 for the first six months of fiscal year 2017. The tax expense adjustment effectively reduced diluted net income per share by \$0.69 for the first six months of fiscal year 2018.

Consolidated gross profit as a percentage of net sales for the first six months of fiscal year 2018 was 28.5%, compared to 30.2% for the first six months of fiscal year 2017. Gross profit in fiscal year 2018 was negatively impacted by higher natural gas and other manufacturing costs, as well as by increased freight and packaging costs. The cost of natural gas per manufactured ton was approximately 11% higher than the prior year. Other manufacturing costs per ton produced were up approximately 8% compared to the same period in the prior fiscal year, including higher expenses for salaries, wages, repairs and depreciation. Freight costs per ton increased approximately 5% due primarily

to rising rates as demand for freight services exceeded capacity. Packaging costs were approximately 10% higher compared to the prior fiscal year. Significant amounts of our packaging purchases are subject to contractual price adjustments throughout the year based on underlying commodity prices, including both resin and paper-based packaging. The impact of these higher costs was partially offset by increased selling prices and a favorable product sales mix.

Total selling, general and administrative expenses were 4% lower for the first six months of fiscal year 2018 compared to the first six months of fiscal year 2017. The decrease was driven by lower advertising expense in the Retail and Wholesale Products Group. The discussion of the segments' operating incomes below describe the changes in the selling, general and administrative expenses that were allocated to the operating segments. The remaining unallocated corporate expenses in the first six months of fiscal year 2018 included higher costs for research and development, implementation of our new enterprise resource planning software and outside legal fees associated with ongoing litigation, as described further in Part II. Item 1. "Legal Proceedings" of this Quarterly Report on Form 10-Q. These higher corporate expenses were partially offset by a lower estimated annual incentive bonus accrual compared to the prior year. The incentive bonus accruals were based on performance targets established for each fiscal year.

Tax expense for the first six months of fiscal year 2018 was \$6,956,000, compared to \$1,664,000 for the first six months of fiscal year 2017. Excluding the one-time \$5,091,000 tax expense adjustment to reflect the provisions of the 2017 Tax Act, the effective tax rate for the first six months of fiscal year 2018 would have been 21%, the same as the first six months of fiscal year 2017. We used an estimated annual effective tax rate in determining our quarterly provision for income taxes, which is based on expected annual taxable income and the assessment of various tax deductions, including depletion. In addition, the effective tax rate for the first six months of fiscal year 2018 included a reduction of approximately 2% under new accounting guidance for the recognition of excess tax benefits for share-based compensation. See Notes 2 and 10 of the Notes to Condensed Consolidated Financial Statements for more information about new accounting pronouncements and income taxes, respectively.

#### BUSINESS TO BUSINESS PRODUCTS GROUP

Net sales of the Business to Business Products Group for the first six months of fiscal year 2018 were \$54,442,000, an increase of \$3,708,000, or 7%, from net sales of \$50,734,000 for the first six months of fiscal year 2017. Net sales of our traditional and engineered agricultural chemical granules increased approximately 19% due primarily to new customers and higher sales to existing customers. Net sales of our fluids purification products were up approximately 6%. Sales increased due to normal ordering fluctuations of petroleum oil and biodiesel processors. Net sales of our animal health and nutrition products were 2% higher than the first six months of fiscal year 2017, driven by increased sales in Latin America. Lower sales of animal health and nutrition products by our subsidiary in China partially offset this increase, as described in “Foreign Operations” below. Sales of our co-packaged cat litter were down slightly compared to the prior year.

Selling, general and administrative expenses for the Business to Business Products Group were approximately 2% lower due primarily to lower costs to promote our animal health and nutrition products.

The Business to Business Products Group’s operating income for the first six months of fiscal year 2018 was \$18,635,000, an increase of \$1,412,000, or 8%, from operating income of \$17,223,000 for the first six months of fiscal year 2017. Higher sales and lower selling, general and administrative expenses more than offset increased natural gas, manufacturing, freight and packaging costs. See “Consolidated Results” above for further discussion of manufacturing, freight and packaging costs.

#### RETAIL AND WHOLESALE PRODUCTS GROUP

Net sales of the Retail and Wholesale Products Group for the first six months of fiscal year 2018 of \$81,098,000 were essentially flat with net sales of \$81,052,000 for the first six months of fiscal year 2017. Total cat litter net sales were even with the first six months of the prior year. Branded litter sales were negatively impacted by a change in the mix and amount of products sold to a major customer. However, higher e-commerce sales of our branded litter and litter box liners lessened the overall decline. Private label coarse sales declined due primarily to the loss of a customer. Sales of our private label lightweight scoopable litter continued to grow compared to the same quarter of the prior year, due primarily to new distribution and increased sales to current customers.

Net sales of industrial and automotive absorbent products were flat compared to the first six months of fiscal year 2017. Six month sales for our subsidiary in the United Kingdom were higher, while sales for our subsidiary in Canada were slightly lower than the prior year. See “Foreign Operations” below for further discussion about the sales and types of products sold by these foreign subsidiaries.

Selling, general and administrative expenses for the Retail and Wholesale Products Group were 20% lower compared to the first six months of fiscal year 2017. The decrease was driven by approximately \$2,100,000 lower advertising expense to promote our Fresh & Light lightweight cat litter. We plan to continue promoting lightweight litter through

the remainder of fiscal year 2018 and we expect advertising expense for the full year of fiscal year 2018 to be less than in fiscal year 2017.

The Retail and Wholesale Products Group's operating income for the first six months of fiscal year 2018 was \$4,787,000, an increase of \$307,000, or 7%, from operating income of \$4,480,000 for the first six months of fiscal year 2017. The reduction in selling, general and administrative expenses, as discussed above, more than offset increased natural gas, manufacturing, freight and packaging costs. See "Consolidated Results" above for further discussion of manufacturing, freight and packaging costs.

#### FOREIGN OPERATIONS

Foreign operations include our subsidiaries in Canada and the United Kingdom, which are included in the Retail and Wholesale Products Group, and our subsidiary in China, which is included in the Business to Business Products Group. Net sales by our foreign subsidiaries during the first six months of fiscal year 2018 were \$6,047,000, a 7% decrease compared to net sales of \$6,475,000 during the first six months of fiscal year 2017. This decrease was driven by approximately 22% fewer tons of animal health and nutrition products sold by our subsidiary in China, primarily as the result of lower sales to the succeeding business after

the merger of two customers. Partially offsetting these lower sales were increased sales of fluids purification products by our subsidiary in the United Kingdom. Sales by our subsidiary in Canada were essentially even with the same period of the prior year. Net sales by our foreign subsidiaries represented 4% and 5% of our consolidated net sales during the first six months of fiscal years 2018 and 2017, respectively.

Our foreign subsidiaries reported net income of \$635,000 for the first six months of fiscal 2018 compared to net income of \$298,000 for the first six months of fiscal 2017. The improved profitability was driven primarily by both a favorable product sales mix and positive changes in foreign currency exchange rates.

Identifiable assets of our foreign subsidiaries as of January 31, 2018 were \$8,343,000, compared to \$7,822,000 as of January 31, 2017. The increase was due primarily to higher cash, cash equivalents and accounts receivable.

### THREE MONTHS ENDED JANUARY 31, 2018 COMPARED TO THREE MONTHS ENDED JANUARY 31, 2017

#### CONSOLIDATED RESULTS

Consolidated net sales for the three months ended January 31, 2018 were \$68,894,000, compared to \$65,174,000 for the three months ended January 31, 2017. Net sales were up for the Business to Business Products Group, but were down for the Retail and Wholesale Products Group. Second quarter operating income increased for the Business to Business Products Group, but decreased for the Retail and Wholesale Products Group, as discussed further below.

A consolidated net loss of \$1,096,000 was reported for the second quarter of fiscal year 2018, compared to net income of \$4,250,000 for the second quarter of fiscal year 2017. The results for the second quarter of fiscal 2018 were significantly impacted by a one-time \$5,091,000 tax expense adjustment to reflect the impact on deferred income tax assets under the 2017 Tax Act. A diluted net loss per share of \$0.15 was reported for the second quarter of fiscal year 2018, compared to diluted net income per share of \$0.58 for the second quarter of fiscal year 2017. The tax expense adjustment effectively reduced diluted net income per share by \$0.69 for the second quarter of fiscal year 2018.

Consolidated gross profit as a percentage of net sales for the second quarter of fiscal year 2018 was 28.5%, which was slightly lower than the 29.3% for the second quarter of fiscal year 2017. Gross profit was negatively impacted by higher natural gas and other manufacturing costs, as well as by increased freight and packaging costs. The cost per manufactured ton for natural gas used to operate kilns that dry our clay was approximately 11% higher in the second quarter of fiscal year 2018 compared to the second quarter of fiscal year 2017. Other manufacturing costs per ton produced were up approximately 9%, including higher expenses for salaries, wages, benefits, repairs and depreciation. Freight costs per ton increased approximately 10% due primarily to rising rates as demand for freight services exceeded capacity. Packaging costs were approximately 7% higher compared to the second quarter of the prior fiscal year. Significant amounts of our packaging purchases are subject to contractual price adjustments throughout the year based on underlying commodity prices, including both resin and paper-based packaging. The impact of these higher costs was partially offset by increased selling prices and a favorable product sales mix.

Total selling, general and administrative expenses were 10% higher for the second quarter of fiscal year 2018 compared to the second quarter of fiscal year 2017. The discussion below describes the selling, general and administrative expenses allocated to the operating segments, particularly higher advertising expense in the Retail and Wholesale Products Group. The remaining unallocated corporate expenses in the second quarter of fiscal year 2018 included higher costs for research and development, implementation of our new enterprise resource planning software and outside legal fees associated with ongoing litigation, as described further in Part II. Item 1. "Legal Proceedings" of this Quarterly Report on Form 10-Q. These higher corporate expenses were partially offset by a lower estimated annual incentive bonus accrual for the second quarter of fiscal year 2018 compared to the same period of fiscal year

2017. The bonus accruals were based on performance targets established for each fiscal year.

Tax expense for the second quarter of fiscal year 2018 was \$6,167,000, compared to \$994,000 for the second quarter of fiscal year 2017. Excluding the one-time \$5,091,000 tax expense adjustment to reflect the provisions of the 2017 Tax Act, the effective tax rate for the second quarter of fiscal year 2018 would have been 21%, compared to 19% for the same period of the prior year. We used an estimated annual effective tax rate in determining our quarterly provision for income taxes, which is based on expected annual taxable income and the assessment of various tax deductions, including depletion. See Note 10 of the Notes to Condensed Consolidated Financial Statements for more information about income taxes.

## BUSINESS TO BUSINESS PRODUCTS GROUP

Net sales of the Business to Business Products Group for the second quarter of fiscal year 2018 were \$27,355,000, an increase of \$4,094,000, or 18%, from net sales of \$23,261,000 for the second quarter of fiscal year 2017. Net sales of our traditional and engineered granules used as agricultural chemical carriers increased approximately 50% due primarily to new customers and higher sales to existing customers. Net sales of fluids purification products were up approximately 12%, including increased sales to edible oil producers and higher sales to petroleum oil and biodiesel processors due to normal ordering fluctuations. Net sales of our animal health and nutrition products were approximately 15% higher than the second quarter of the prior year, driven primarily by sales in Latin America. Sales of animal health and nutrition products by our subsidiary in China are described in “Foreign Operations” below. Sales of our co-packaged cat litter were slightly lower than the prior year.

Selling, general and administrative expenses for the Business to Business Products Group were 5% higher compared to the second quarter of fiscal year 2017. Expenditures increased for travel and advertising costs to promote our products.

The Business to Business Products Group’s operating income for the second quarter of fiscal year 2018 was \$9,759,000, an increase of \$1,944,000, or 25%, from operating income of \$7,815,000 in the second quarter of fiscal year 2017. Higher sales more than offset increased natural gas, manufacturing, freight, packaging and selling, general and administrative costs. See “Consolidated Results” above for further discussion of manufacturing, freight and packaging costs.

## RETAIL AND WHOLESALE PRODUCTS GROUP

Net sales of the Retail and Wholesale Products Group for the second quarter of fiscal year 2018 were \$41,539,000, a small decrease of \$374,000, or 1%, from net sales of \$41,913,000 for the second quarter of fiscal year 2017. Total cat litter net sales were slightly lower compared to the second quarter of fiscal year 2017. Lower sales of branded litters were partially offset by higher sales of private label litter. Branded litter sales were negatively impacted by a change in the mix and amount of products sold to a major customer. However, growth in e-commerce sales lessened the overall branded litter decline. Sales of our private label lightweight scoopable litter continued to grow compared to the same quarter of the prior year, due primarily to new distribution and increased sales to current customers. Private label coarse sales declined to a lesser extent due to the loss of a customer.

Net sales of industrial and automotive absorbent products were also slightly lower compare to the second quarter of fiscal year 2017. Sales for our subsidiary in the United Kingdom were slightly higher, while sales for our subsidiary in Canada were lower than the second quarter of the prior year. See “Foreign Operations” below for further discussion about the sales and types of products sold by these foreign subsidiaries.

Selling, general and administrative expenses for the Retail and Wholesale Products Group were 27% higher compared to the second quarter of fiscal year 2017. The increase was driven by approximately \$1,100,000 higher advertising expense to promote our Fresh & Light lightweight cat litter. We plan to continue promoting lightweight litter through the remainder of fiscal year 2018; however, we expect advertising expense for the full year of fiscal year 2018 to be less than in fiscal year 2017.

The Retail and Wholesale Products Group's operating income for the second quarter of fiscal year 2018 was \$2,422,000, a decrease of \$2,565,000, or 51%, compared to operating income of \$4,987,000 for the second quarter of fiscal year 2017. The decrease in operating income was driven by increased natural gas, manufacturing, freight and packaging costs, as well as the higher selling, general and administrative expenses discussed above. See “Consolidated

Results” above for further discussion of manufacturing, freight and packaging costs.

#### FOREIGN OPERATIONS

Foreign operations include our subsidiaries in Canada and the United Kingdom, which are included in the Retail and Wholesale Products Group, and our subsidiary in China, which is included in the Business to Business Products Group. Net sales by our foreign subsidiaries during the second quarter of fiscal year 2018 were \$3,110,000, a 6% decrease compared to net sales of \$3,324,000 in the second quarter of fiscal year 2017. This decrease was driven by approximately 13% fewer tons of animal health and nutrition products sold by our subsidiary in China, primarily as the result of lower sales to the succeeding business after the merger of two customers. Sales were also lower for cat litter and industrial absorbent products sold by our subsidiary in Canada. Partially offsetting these lower sales were increased sales of fluids purification products by our subsidiary in the United Kingdom. Net sales by our foreign subsidiaries represented approximately 5% of consolidated net sales during the second quarters of both fiscal years 2018 and 2017.



Our foreign subsidiaries reported net income of \$436,000 for the second quarter of fiscal year 2018 compared to net income of \$267,000 for the second quarter of fiscal year 2017. The improved profitability was driven primarily by both a favorable product sales mix and positive changes in foreign currency exchange rates.

## LIQUIDITY AND CAPITAL RESOURCES

Our principal capital requirements include: funding working capital needs; purchasing and upgrading equipment, facilities, information systems and real estate; supporting new product development; investing in infrastructure; repurchasing Common Stock; paying dividends; and business acquisitions. During the first six months of fiscal year 2018, we principally used cash generated from operations to fund these requirements. We also have the ability to borrow under our revolving credit agreement with BMO Harris Bank N.A. (“BMO Harris”), as described further below, however we have not borrowed under the credit agreement in recent years.

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

|  | For the Six Months<br>Ended January 31, |           |
|--|---|-----------|
|  | 2018                                    | 2017      |
| Net cash provided by operating activities                    | \$11,629                                | \$9,093   |
| Net cash used in investing activities                        | (5,100 )                                | (4,446 )  |
| Net cash used in financing activities                        | (6,222 )                                | (5,784 )  |
| Effect of exchange rate changes on cash and cash equivalents | (21 )                                   | 68        |
| Net increase (decrease) in cash and cash equivalents         | \$286                                   | \$(1,069) |

Net cash provided by operating activities

Both net income and the adjustment to net income for deferred income taxes reflect a one-time, non-cash \$5,091,000 adjustment recorded in the second quarter of fiscal 2018 to reflect the provisions of the 2017 Tax Act. See Note 10 of the Notes to Condensed Consolidated Financial Statements for more information about income taxes.

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 six months of fiscal years 2018 and 2017 were as follows:

Accounts receivable, less allowance for doubtful accounts, decreased \$517,000 in the first six months of fiscal year 2018 compared to an increase of \$1,698,000 in the first six months of fiscal year 2017. The change in accounts receivable balances reflected differences in the level and timing of sales and collections, as well as the payment terms provided to various customers.

Prepaid expenses increased \$51,000 in the first six months of fiscal year 2018 compared to an increase of \$3,784,000 in the first six months of fiscal year 2017. Prepayments of annual insurance premiums and computer software licenses contributed to the increase in both fiscal years. The increase in the first six months of fiscal year 2018 was moderated by a decrease in prepaid advertising expense, but higher prepaid advertising expenses contributed to the increase in the first six months of fiscal year 2017.

Accounts payable decreased \$743,000 in the first six months of fiscal year 2018 compared to an increase of \$852,000 in the first six months of fiscal year 2017. Trade and freight payable varied in both periods due to timing of payments, fluctuations in the cost of goods and services we purchased, production volume levels and vendor payment terms. Current accrued estimated income taxes are also included in accounts payable balances for both years.

Accrued expenses decreased \$3,637,000 in the first six months of fiscal year 2018 compared to a decrease of \$1,698,000 in the first six months of fiscal year 2017. The payout of the prior fiscal year's discretionary incentive bonus drove lower accrued salaries in the first six months of both fiscal years 2018 and 2017. Accrued plant expenses fluctuated in the first six months of both fiscal years due to timing of payments, changes in the cost of goods and services we purchased, production volume levels and vendor payment terms. In addition, accrued trade promotions and advertising varied due to the timing of marketing programs.

#### Net cash used in investing activities

Cash used in investing activities was \$5,100,000 in the first six months of fiscal year 2018 compared to cash used in investing activities of \$4,446,000 in the first six months of fiscal year 2017. Cash used for capital expenditures was \$6,850,000 and \$7,279,000 in the first six months of fiscal years 2018 and 2017, respectively. Capital expenditures in both periods included spending for an

enterprise resource planning system implementation, as well as equipment additions and replacement at our manufacturing facilities. Net dispositions of short-term investments provided cash of \$1,739,000 and \$2,831,000 in the first six months of fiscal years 2018 and 2017, respectively. Purchases and dispositions of investment securities in both periods are impacted by variations in the timing of investment maturities, the operating cash needs of the Company and the availability of investment options.

#### Net cash used in financing activities

Cash used in financing activities was \$6,222,000 in the first six months of fiscal year 2018 compared to cash used in financing activities of \$5,784,000 in the first six months of fiscal year 2017. Scheduled payments on long-term debt were \$3,083,000 in the first six months of both fiscal years 2018 and 2017. Dividend payments in the first six months of fiscal year 2018 were \$3,112,000 compared to \$2,956,000 paid during the same period of fiscal year 2017 due to a dividend increase.

#### Other

Total cash and investment balances held by our foreign subsidiaries of \$2,000,000 as of January 31, 2018 were higher than the January 31, 2017 balances of \$1,653,000. See further discussion in “Foreign Operations” above.

We have a \$25,000,000 unsecured revolving credit agreement with BMO Harris which expires on December 4, 2019. The agreement also provides for a maximum of \$5,000,000 for foreign letters of credit. Under the agreement we may select a variable interest 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 January 31, 2018, the variable rates would have been 4.50% for the BMO Harris prime-based rate or 2.73% for the 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 six months ended January 31, 2018 and 2017, and we were in compliance with its covenants.

As of January 31, 2018, we had remaining authority to repurchase 300,822 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 number of shares repurchased will be determined by our management.

We believe that cash flow from operations, availability under our 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, deferred compensation payouts, dividend payments and debt service obligations for at least the next 12 months. We plan to continue promoting our lightweight products, although we expect advertising expense in fiscal year 2018 to be less than in fiscal year 2017. We anticipate that our capital expenditures in fiscal year 2018 will be higher than in fiscal year 2017, including costs related to our enterprise resource planning software implementation. In addition, approximately \$5,996,000 of deferred compensation is payable within the next year. We do not believe that these increased cash outflows will dramatically impact our cash position; however 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 following tables summarize our contractual obligations and commercial commitments (in thousands) as of January 31, 2018 for the time-frames indicated.

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## CONTRACTUAL OBLIGATIONS AND COMMERCIAL COMMITMENTS

| Contractual Obligations            | Payments Due by Period |                  |             |             |               |
|------------------------------------|------------------------|------------------|-------------|-------------|---------------|
|                                    | Total                  | Less Than 1 Year | 1 – 3 Years | 4 – 5 Years | After 5 Years |
| Notes Payable                      | \$9,250                | \$3,083          | \$6,167     | \$—         | \$—           |
| Interest on Notes Payable          | 733                    | 366              | 367         | —           | —             |
| Operating Leases                   | 15,437                 | 2,099            | 3,105       | 2,024       | 8,209         |
| Total Contractual Cash Obligations | \$25,420               | \$5,548          | \$9,639     | \$2,024     | \$8,209       |

We made total contributions to our defined benefit pension plan of \$770,000 during the first six months of fiscal year 2018. We estimate contributions of approximately \$1,372,000 will be made during the remainder of fiscal year 2018. 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.

| Other Commercial Commitments | Amount of Commitment Expiration Per Period |                  |             |             |               |
|------------------------------|--|------------------|-------------|-------------|---------------|
|                              | Total                                      | Less Than 1 Year | 1 – 3 Years | 4 – 5 Years | After 5 Years |
| Other Commercial Commitments | \$25,263                                   | \$25,263         | \$—         | \$—         | —             |

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, 2017.

### 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 the U.S. Dollar relative to the British Pound, Euro, Canadian Dollar and Chinese Yuan. This risk is related to our foreign subsidiaries' financial results, to certain accounts receivable and to our ability to sell in foreign markets. We are subject to the impact of currency fluctuation upon translation of our foreign subsidiaries' financial statements from local currencies to U.S. Dollars. In recent years, our foreign subsidiaries have not generated a substantial portion of our consolidated net sales or net income. In addition, the portion of our consolidated accounts receivable denominated in foreign currencies has not been significant. Finally, foreign sales of our products may be influenced by the relative strength of the U.S. dollar compared to various other currencies, which makes our products relatively more or less expensive than our foreign competitors' products in local marketplaces. Foreign currency fluctuations had some bearing on our operating results in the first six months of fiscal year 2018; however, historically the overall foreign currency fluctuation risk has not been material to our Consolidated Financial Statements. During the first six months of fiscal year 2018, we did not enter into any hedge contracts to offset any adverse effect of changes in currency exchange rates.

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 and accelerate the timing 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. As of January 31, 2018, we have not purchased any natural gas contracts for our planned kiln fuel needs for the remainder of fiscal year 2018.

#### 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 January 31, 2018 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 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 1. LEGAL PROCEEDINGS

Below is a supplement to the description of the litigation under Item 3, “Legal Proceedings,” in the Annual Report on Form 10-K for the fiscal year ended July 31, 2017.

On February 3, 2015, we brought suit in the United States District Court for the Northern District of Illinois, Eastern Division, against Nestlé Purina PetCare Company (“Nestlé”) seeking monetary damages and injunctive relief based on Nestlé’s alleged infringement of a patent held by us. Discovery in this case is proceeding.

Additionally, Nestlé filed a petition for Inter Partes Review (“IPR”) with the Patent Trial and Appeal Board (“PTAB”) of the United States Patent and Trademark Office to challenge certain of the claims in our patent. The PTAB agreed to consider Nestlé’s petition, but on June 20, 2016, issued an order stating that Nestlé had not shown by a preponderance of the evidence that any of the challenged claims in our patent are unpatentable. In July 2016, Nestlé filed a motion for reconsideration of the PTAB’s decision, which was denied in February 2017. Nestlé timely filed an appeal of the PTAB’s decision to the U.S. Court of Appeals for the Federal Circuit. In November 2017, Nestlé filed a motion in that Court to remand the case to the PTAB for consideration of additional evidence that it claims should have been provided to the PTAB. In December 2017, the Court declined the request for an immediate remand and deferred Nestlé’s motion until the case is assigned to its hearing panel. Briefing is now complete.

Due to the nature and current legal standing of the litigation with Nestlé, we cannot estimate the possible damages, if any, and the total expense associated with the lawsuits. Although no assurances can be given as to the results of the lawsuits, based on the present status, management does not believe that such results will have a material adverse effect on our financial condition or results of operations.

### 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 |
|-------------|--|------------------------|
| 3           | <u>By-Laws of Oil-Dri Corporation of America, as Amended and Restated on December 12, 2017</u> | Filed herewith.        |
| 11          | <u>Statement re: Computation of Earnings per Share.</u>  | Filed herewith.        |
| 31          | <u>Certifications pursuant to Rule 13a-14(a).</u>  | Filed herewith.        |
| 32          | <u>Certifications pursuant to Section 1350 of the Sarbanes-Oxley Act of 2002.</u>              | Furnished herewith.    |
| 95          | <u>Mine Safety Disclosures</u>   | 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  
Chairman, President and Chief Executive Officer

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

Dated: March 9, 2018

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EXHIBITS

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| 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.