BRT REALTY TRUST
Form 10-Q
February 08, 2011

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

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

For the quarterly period ended December 31, 2010

OR

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

Commission File Number 001-07172

BRT REALTY TRUST

(Exact name of Registrant as specified in its charter)

Massachusetts (State or other jurisdiction of incorporation or organization)	**13-2755856** (I.R.S. Employer Identification No.)
60 Cutter Mill Road, Great Neck, NY (Address of principal executive offices)	**11021** (Zip Code)

516-466-3100

(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ý No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes o No o

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

Large accelerated filer o	Accelerated filer ý	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

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

Yes o   No ý

Indicate the number of shares outstanding of each of the issuer's classes of stock, as of the latest practicable date.

14,070,949 Shares of Beneficial Interest,
$3 par value, outstanding on February 7, 2011

Part 1 FINANCIAL INFORMATION

Item 1. Financial Statements

BRT REALTY TRUST AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(Dollars in thousands, except share data)

	December 31, 2010 (Unaudited)	September 30, 2010
ASSETS		
Real estate loans		
Earning interest	$ 36,876	$ 17,263
Non-earning interest	35,143	35,143
	72,019	52,406
Deferred fee income	(522)	(245)
Allowance for possible losses	(3,165)	(3,165)
	68,332	48,996
Purchase money mortgage loans	5,340	5,340
Real estate properties net of accumulated depreciation of $1,981 and $1,806	56,739	55,843
Investment in unconsolidated ventures	779	775
Cash and cash equivalents	37,051	58,497
Available-for-sale securities at market	10,072	10,270
Other assets	6,198	6,545
Total Assets	$ 184,511	$ 186,266
LIABILITIES AND EQUITY		
Liabilities:		
Junior subordinated notes	$ 40,965	$ 40,815
Mortgages payable	12,547	12,557
Accounts payable and accrued liabilities	1,340	1,332
Deposits payable	1,938	1,723
Total Liabilities	56,790	56,427
Commitments and contingencies		
Equity:		
BRT Realty Trust shareholders' equity:		
Preferred shares, $1 par value:		
Authorized 10,000 shares, none issued		
Shares of beneficial interest, $3 par value:		
Authorized number of shares, unlimited, 15,001 and 15,148 issued	45,003	45,445
Additional paid-in capital	171,311	172,268
Accumulated other comprehensive income net unrealized gain on available-for-sale securities	1,543	1,594
Retained deficit	(83,897)	(83,389)
	(11,364)	(11,364)

Cost of 1,438 treasury shares of beneficial interest				
Total BRT Realty Trust shareholders' equity		122,596		124,554
Non-controlling interests		5,125		5,285
Total Equity		127,721		129,839
Total Liabilities and Equity	$	184,511	$	186,266

See accompanying notes to consolidated financial statements.

BRT REALTY TRUST AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

(Dollars in thousands, except share data)

	Three Months Ended December 31, 2010	Three Months Ended December 31, 2009
Revenues:		
Interest on real estate loans	$ 1,062	$ 445
Interest on purchase money mortgage loans	94	350
Loan fee income	243	102
Rental revenue from real estate properties	854	877
Other, primarily investment income	199	107
Total revenues	2,452	1,881
Expenses:		
Interest on borrowed funds	657	716
Advisor's fees, related party	221	193
Provision for loan loss		3,165
Foreclosure related professional fees	190	21
General and administrative including $202 and $242 to related party	1,431	1,428
Operating expenses relating to real estate properties	916	824
Amortization and depreciation	188	185
Total expenses	3,603	6,532
Total revenues less total expenses	(1,151)	(4,651)
Equity in earnings of unconsolidated ventures	49	75
Gain on sale of available-for-sale securities	421	1,586
Loss from continuing operations	(681)	(2,990)
Discontinued operations:		
Loss from operations		(406)
Impairment charges		(745)
Gain on sale of real estate assets		1,253
Discontinued operations		102
Net loss	(681)	(2,888)
Less net loss attributable to non controlling interests	173	367
Net loss attributable to common shareholders	$ (508)	$ (2,521)
Basic and diluted per share amounts attributable to common shareholders:		
Loss from continuing operations	$ (.04)	$ (.20)
Discontinued operations		.01
Basic and diluted loss per share	$ (.04)	$ (.19)
Amounts attributable to BRT Realty Trust:		
Loss from continuing operations	$ (508)	$ (2,623)
Discontinued operations		102

Net loss	$ (508)	$ (2,521)
Weighted average number of common shares outstanding:		
Basic and diluted	13,977,706	13,214,700

See accompanying notes to consolidated financial statements.

BRT REALTY TRUST AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF EQUITY

(Unaudited)

(Dollars in thousands, except share data)

	Shares of Beneficial Interest	Additional Paid-In Capital	Accumulated Other Comprehensive Income	Retained Deficit	Treasury Shares	Non Controlling Interest	Total
Balances, September 30, 2010	$ 45,445	$ 172,268	$ 1,594	$ (83,389)	$ (11,364)	$ 5,285	$ 129,839
Compensation expense restricted stock		208					208
Contributions from non-controlling Interests						349	349
Distributions to non-controlling interests						(52)	(52)
Purchase of minority interest		(429)				(284)	(713)
Shares repurchased (147,387)	(442)	(736)					(1,178)
Net loss				(508)		(173)	(681)
Other comprehensive loss net unrealized loss on available-for-sale securities (net of reclassification adjustment for gains of $398 included in net loss)			(51)				(51)
Comprehensive loss							(732)
Balances, December 31, 2010	$ 45,003	$ 171,311	$ 1,543	$ (83,897)	$ (11,364)	$ 5,125	$ 127,721

See accompanying notes to consolidated financial statements.

BRT REALTY TRUST AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

(Dollars in Thousands)

	Three Months Ended December 31,	
	2010	**2009**
Cash flows from operating activities:		
Net loss	$ (681)	$ (2,888)
Adjustments to reconcile net loss to net cash used in operating activities:		
Provision for loan loss		3,165
Impairment charges		745
Amortization and depreciation	237	233
Amortization of deferred fee income	(243)	(102)
Accretion of junior subordinated notes principal	150	142
Amortization of securities discount	(18)	(18)
Amortization of restricted stock	208	218
Gain on sale of real estate assets from discontinued operations		(1,253)
Gain on sale of available for sale securities	(421)	(1,586)
Equity in earnings of unconsolidated joint ventures	(49)	(75)
Distribution of earnings of unconsolidated joint ventures	45	50
Increase in straight line rent	(32)	(157)
Increases and decreases from changes in other assets and liabilities:		
(Increase) decrease in interest and dividends receivable	(67)	412
Decrease in prepaid expenses	477	

$59,582 $56,285

Net

34Sales

Cost of Sales	(45,379)	(43,077)
Gross Profit	14,203	13,208
Selling, General and Administrative Expenses	(12,407)	(9,386)
Income from Operations	1,796	3,822
Other Income (Expense)		
Interest expense	(524)	(411)
Interest income	8	19
Other, net	193	50
Total Other Income (Expense), Net	(323)	(342)
Income Before Income Taxes	1,473	3,480
Income taxes	(398)	(961)
Net Income	1,075	2,519
Retained Earnings		

Balance at beginning of year	121,388	116,917
Cash dividends declared and treasury stock issuances	(1,207)	(1,238)
Retained Earnings – October 31	$121,256	$ 118,198
Net Income Per Share		
Basic Common	$0.16	$ 0.38
Basic Class B	$0.12	$ 0.30
Diluted	$0.15	$ 0.35
Average Shares Outstanding		
Basic Common	5,114	5,086
Basic Class B	1,920	1,897
Diluted	7,100	7,123

The accompanying notes are an integral part of the condensed consolidated financial statements.

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

	For the Three Months Ended October 31, 2011	2010
Net Income	$1,075	$2,519
Other Comprehensive Income:		
Unrealized loss on marketable securities	(1)	(5)
Pension and postretirement benefits	57	58
Cumulative translation adjustment	(193)	26
Total Comprehensive Income	$938	$2,598

The accompanying notes are an integral part of the condensed consolidated financial statements.

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

	For the Three Months Ended October 31,	
CASH FLOWS FROM OPERATING ACTIVITIES	2011	2010
Net Income	$1,075	$2,519
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	2,345	2,054
Amortization of investment discount	12	4
Non-cash stock compensation expense	167	124
Excess tax benefits for share-based payments	(30)	(118)
Deferred income taxes	29	37
Provision for bad debts	25	38
Gain on the sale of fixed assets	(2)	(16)
(Increase) Decrease in:		
Accounts receivable	(2,102)	(897)
Inventories	(3,033)	(1,273)
Prepaid expenses	715	(394)
Other assets	(295)	20
Increase (Decrease) in:		
Accounts payable	449	55
Accrued expenses	539	(2,830)
Deferred compensation	(81)	(179)
Other liabilities	564	392
Total Adjustments	(698)	(2,983)
Net Cash Provided by (Used in) Operating Activities	377	(464)
CASH FLOWS FROM INVESTING ACTIVITIES		
Capital expenditures	(1,611)	(1,638)
Proceeds from sale of property, plant and equipment	10	110
Purchases of investment in short-term securities	(2,465)	(5,999)
Dispositions of investment in short-term securities	9,900	8,000
Net Cash Provided by Investing Activities	5,834	473
CASH FLOWS FROM FINANCING ACTIVITIES		
Principal payments on notes payable	(2,100)	(1,500)
Dividends paid	(1,130)	(1,043)
Purchase of treasury stock	—	(511)
Proceeds from issuance of treasury stock	31	109
Proceeds from issuance of common stock	48	185
Excess tax benefits for share-based payments	30	118
Other, net	(102)	8
Net Cash Used in Financing Activities	(3,223)	(2,634)
Effect of exchange rate changes on cash and cash equivalents	127	(38)

Net Increase (Decrease) in Cash and Cash Equivalents	3,115	(2,663)
Cash and Cash Equivalents, Beginning of Year	17,885	18,762
Cash and Cash Equivalents, October 31	$21,000	$16,099

The accompanying notes are an integral part of the condensed consolidated financial statements.

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

1. BASIS OF STATEMENT PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) for interim financial information and with instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. The financial statements and the related notes are condensed and should be read in conjunction with the consolidated financial statements and related notes for the year ended July 31, 2011 included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission (“SEC”).

The unaudited condensed consolidated financial statements include the accounts of the parent company and its subsidiaries. All significant intercompany transactions are eliminated.

The unaudited condensed consolidated financial statements reflect all adjustments, consisting of normal recurring accruals, which are, in the opinion of management, necessary for a fair presentation of the statements contained herein. Operating results for the three months ended October 31, 2011 are not necessarily an indication of the results that may be expected for the fiscal year ending July 31, 2012.

The preparation of the unaudited condensed consolidated financial statements in conformity with U.S. GAAP requires the use of estimates and assumptions related to the reporting of assets, liabilities, revenues, expenses and related disclosures. Estimates are revised periodically. Actual results could differ from these estimates.

Under the terms of our sales agreements with customers, we recognize revenue when risk of loss and title are transferred. An invoice is generated upon shipment that sets the fixed and determinable price. Promotional reserves are provided for sales incentives made directly to consumers and customers and are netted against sales. Sales returns and allowances are not material. Selling, general and administrative expenses include salaries, wages and benefits associated with staff outside the manufacturing and distribution functions, all marketing related costs, any miscellaneous trade spending expenses not required to be included in net sales, research and development costs, depreciation and amortization related to assets outside the manufacturing and distribution process and all other non-manufacturing and non-distribution expenses.

We evaluate our allowance for doubtful accounts utilizing a combination of a historical experience and a periodic review of our accounts receivable aging and specific customer account analysis. A customer account is determined to be uncollectible when we have completed our internal collection procedures, including termination of shipments, direct customer contact and formal demand of payment. We maintain and monitor a list of customers whose creditworthiness has diminished.

As part of our overall operations, we mine sorbent materials on property that we either own or lease. 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 that is then 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 as prepaid expense and amortize the pre-production overburden removal costs associated with opening a new mine.

We perform ongoing reclamation activities during the normal course of our overburden removal . As overburden is removed from a pit, it is hauled to previously mined pits and used to refill older sites. This process allows us to continuously reclaim older pits and dispose of overburden simultaneously, therefore minimizing the liability for the reclamation function.

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 can be offset against future royalties due upon extraction of the mineral are also capitalized. All exploration related costs are expensed as incurred.

2. NEW ACCOUNTING PRONOUNCEMENTS

Recently Adopted Accounting Standards

In January 2010, the FASB issued guidance under ASC 820-10, Fair Value Measurements and Disclosures: Improving Disclosures about Fair Value Measurements, that requires new disclosures related to Level 3 fair value measurements. This guidance was effective for this Quarterly Report on Form 10-Q for the quarter ending October 31, 2011; however, no new disclosures were required since we have no financial assets or liabilities with Level 3 fair value measurements.

Recently Issued Accounting Standards

In May 2011, the FASB issued guidance under ASC 820, Fair Value Measurement: Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. These amendments clarify FASB's intent about the application of existing fair value measurement and disclosure requirements and change a particular principle or requirement for measuring fair value or disclosing information about fair value measurements. We are currently evaluating the impact this Statement will have on our Consolidated Financial Statements beginning with our Quarterly Report on Form 10-Q for the quarter ending April 30, 2012.

In June 2011, the FASB issued guidance under ASC 220, Comprehensive Income: Presentation of Comprehensive Income, that requires presentation of the components of net income and other comprehensive income either in one continuous statement, referred to as the Statement of Comprehensive Income, or in two separate consecutive statements. The requirements eliminate the current option to report other comprehensive income and its components in the Statement of Stockholders' Equity. The components recognized in net income or other comprehensive income under current accounting guidance will not change. The presentation requirements will be adopted beginning with our Quarterly Report on Form 10-Q for the quarter ending October 31, 2012 and will be applied retrospectively.

In September 2011, the FASB issued guidance under ASC 350, Testing Goodwill for Impairment, that provides the option to first assess qualitative factors to determine if the annual two-step test of goodwill for impairment must be performed. If, based on the qualitative assessment of events or circumstances, an entity determines it is not more likely than not that the goodwill fair value is less than its carrying amount, then it is not necessary to perform the two-step impairment test. However, if an entity concludes otherwise, then the two-step impairment test must be performed to identify potential impairment and to measure the amount of goodwill impairment, if any. We are currently evaluating the impact this Statement will have on our annual goodwill impairment testing for our 2013 fiscal year beginning August 1, 2012.

3. INVENTORIES

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

	October 31, 2011	July 31, 2011
Finished goods	$13,239	$11,041
Packaging	4,506	4,251
Other	4,518	3,938
	$22,263	$19,230

Inventories are valued at the lower of cost (first-in, first-out) or market. Inventory costs include the cost of raw materials, packaging supplies, labor and other overhead costs. We perform a quarterly 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 allowance not only considers specific items, but also takes into consideration the overall value of the inventory as of the balance sheet date. The inventory obsolescence reserve values at October 31, 2011 and July 31, 2011 were $346,000 and $326,000, 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 one of three categories based on the lowest level of input that is significant to the fair value measurement. The categories in the hierarchy are as follows:

Level 1:	Financial assets and liabilities whose values are based on quoted market prices in active markets for identical assets or liabilities.
Level 2:	Financial assets and liabilities whose values are based on: 1) Quoted prices for similar assets or liabilities in active markets. 2) Quoted prices for identical or similar assets or liabilities in markets that are not active. 3) Valuation models whose inputs are observable, directly or indirectly, for substantially the full term of the asset or liability.
Level 3:	Financial assets and liabilities whose values are based on valuation techniques that require inputs that are unobservable. These inputs may reflect estimates of the assumptions that market participants would use in valuing the financial assets and liabilities.

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

	Fair Value at October 31, 2011 (in thousands)		
	Total	Level 1	Level 2
Assets			
Cash equivalents	$5,089	$5,089	$—
Marketable equity securities	73	73	—
Cash surrender value of life insurance	4,073	—	4,073

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

Marketable equity securities were valued using quoted market prices in active markets and as such are classified as Level 1 in the fair value hierarchy. These securities represent stock we own in one publicly traded company and are included in other noncurrent assets on the condensed Consolidated Balance Sheets.

Cash surrender value of life insurance is classified as Level 2. The value was determined by the underwriting insurance company's valuation models, which take into account the passage of time, mortality tables, interest rates, cash values for paid-up additions and dividend accumulations. The cash surrender value represents the guaranteed value we would receive upon surrender of these policies held on key employees as of October 31, 2011. The cash surrender value of life insurance is included in other noncurrent assets on the condensed Consolidated Balance Sheets.

The investment in short-term securities on the Consolidated Balance Sheets includes U.S. Treasury securities, certificates of deposit and debt securities. We have the ability to hold our investment in short-term securities to maturity and intend to do so; therefore, these investments were reported at amortized cost on the Consolidated Balance sheets, which approximated fair value as of October 31, 2011. These balances are excluded from the above table.

Accounts receivable and accounts payable balances on the Consolidated Balance Sheets approximate their fair values at October 31, 2011 due to the short maturity and nature of those balances; therefore, these balances are excluded from the above table.

The carrying value of notes payable approximated their fair values at October 31, 2011 and are not included in the above table. The estimated fair value of notes payable, including current maturities, was approximately $31,582,000 as of October 31, 2011.

We apply fair value techniques on a non-recurring basis associated with: (1) valuing potential impairment loss related to goodwill and indefinite-lived intangible assets and (2) valuing potential impairment loss related to long-lived assets.

5. PENSION AND OTHER POSTRETIREMENT BENEFITS

The components of net periodic pension benefits cost of our defined benefit plan were as follows:

	PENSION PLAN (in thousands) For the Three Months Ended October 31,	
	2011	2010
Components of net periodic pension benefit cost:		
Service cost	$359	$285
Interest cost	403	375
Expected return on plan assets	(371)	(318)
Net amortization	80	83
	$471	$425

We have funded the plan based upon actuarially determined contributions that take into account the normal cost and the minimum and maximum contribution requirements of various regulations. We did not make a contribution to our pension plan during the first quarter ended October 31, 2011. We intend to make a contribution to the pension plan during the current fiscal year approximately equal to the annual actuarial determined cost. We currently estimate this amount to be approximately $1,100,000. 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.

Our plan covering postretirement health benefits is an unfunded plan. The components of the net periodic postretirement health benefit cost were as follows:

	POSTRETIREMENT HEALTH BENEFITS (in thousands) For the Three Months Ended October 31,	
	2011	2010
Components of net periodic postretirement benefit cost:		
Service cost	$26	$20
Interest cost	26	27
Amortization of net transition obligation	4	4
Net actuarial loss	8	7
	$64	$58

Assumptions used in the previous calculations were as follows:

	PENSION PLAN		POSTRETIREMENT HEALTH BENEFITS	
	Three Months Ended October 31,			
	2011	2010	2011	2010
Discount rate for net periodic benefit cost	5.25 %	6.00 %	5.25 %	6.00 %
Rate of increase in compensation levels	4.00 %	4.00 %	—	—
Long-term expected rate of return on assets	7.50 %	7.50 %	—	—
Measurement date	7/31/2011	7/31/2010	7/31/2011	7/31/2010

Census date	8/1/2010	8/1/2009	8/1/2010	8/1/2009

The medical cost trend assumption for postretirement health benefits was a graded rate starting at 8.5% and decreasing to an ultimate rate of 5% in 0.5% annual increments.

6. SEGMENT REPORTING

We have two operating segments: Retail and Wholesale Products and Business to Business Products. These segments are managed separately because each business has different customer characteristics. 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, 2011.

We do not rely on any operating 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, primarily salaries, wages and benefits, purchased services, rent, utilities and depreciation and amortization associated with corporate functions such as research and development, information systems, finance, legal, human resources and customer service. Corporate expenses also include the estimated annual incentive plan bonus accrual.

	Assets	
	October 31, 2011	July 31, 2011
	(in thousands)	
Business to Business Products	$43,941	$40,635
Retail and Wholesale Products	82,519	81,049
Unallocated Assets	46,058	51,709
Total Assets	$172,518	$173,393

	For the Three Months Ended October 31,			
	Net Sales		Operating Income (Loss)	
	2011	2010	2011	2010
	(in thousands)			
Business to Business Products	$20,934	$19,045	$7,440	$5,288
Retail and Wholesale Products	38,648	37,240	(1,219)	3,066
Total Net Sales/Operating Income (Loss)	$59,582	$56,285	6,221	8,354
Less:				
Corporate Expenses			4,232	4,482
Interest Expense, net of Interest Income			516	392
Income before Income Taxes			1,473	3,480
Income Taxes			(398)	(961)
Net Income			$1,075	$2,519

7. STOCK-BASED COMPENSATION

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

Stock Options

Our 1995 Long Term Incentive Plan (the “1995 Plan”) provided for grants of both incentive and non-qualified stock options principally at an option price per share of 100% of the fair market value of our Class A Common Stock or, if no Class A Common Stock is outstanding, our Common Stock (“Stock”) on the date of grant. Stock options were generally granted with a five-year vesting period and a 10-year term. The stock options generally vest 25% two years after the grant date and 25% in each of the three following anniversaries of the grant date. This plan expired for purposes of issuing new grants on August 5, 2005. All stock issued from option exercises under this plan was from authorized but unissued stock. All restricted stock issued was from treasury stock.

The Oil-Dri Corporation of America 2006 Long Term Incentive Plan ("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 non-employee 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. Option grants covering 25,000 shares have been issued to our outside directors with a vesting period of one year and option grants covering 32,500 shares have been issued to employees with vesting similar to the vesting described above under the 1995 Plan. In addition, 237,115 restricted shares have been issued under the 2006 Plan.

The Oil-Dri Corporation of America Outside Director Stock Plan (the "Directors' Plan") provides for grants of stock options to our directors at an option price per share of 100% of the fair market value of Common Stock on the date of grant. Stock options have been granted to our directors for a 10-year term with a one year vesting period. There are 12,500 stock options outstanding as of October 31, 2011 and no stock options are available for future grants under this plan. All stock issued under this plan was from treasury stock.

No stock options were granted in the first three months of fiscal years 2012 or 2011. Changes in our stock options during the first three months of fiscal 2012 were as follows:

	Number of Shares (in thousands)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (in thousands)
Options Outstanding, July 31, 2011	189	$11.10	2.8	$1,882
Exercised	(13)	$5.26		$172
Options outstanding, October 31, 2011	176	$11.51	2.7	$1,505
Options exercisable, October 31, 2011	171	$11.35	2.7	$1,490

The amount of cash received from the exercise of stock options during the first quarter of fiscal 2012 was $66,000 and the related tax benefit was $47,000. The amount of cash received from the exercise of stock options during the first quarter of fiscal 2011 was $294,000 and the related tax benefit was $154,000.

Restricted Stock

Our 1995 Plan and 2006 Plan both provide for grants of restricted stock. The vesting schedule under the 1995 Plan has varied, but has generally been three years or less. Grants issued under the 2006 Plan to date have vesting periods between two and five years.

Under the 2006 Plan, 8,000 restricted shares of Common Stock were granted in the first three months of fiscal 2012. In the first three months of fiscal 2011, 129,933 restricted shares of Class B Stock and 2,000 restricted shares of Common Stock were granted.

Included in our stock-based compensation expense in the first quarter of fiscal years 2012 and 2011 was $164,000 and $121,000, respectively, related to unvested restricted stock.

Changes in our restricted stock outstanding during the first three months of fiscal 2012 were as follows:

	Restricted Shares	Weighted Average Grant

	(in thousands)	Date Fair Value
Unvested restricted stock at July 31, 2011	139	$21.54
Vested	(25)	$21.82
Granted	8	$19.79
Canceled	(5)	$19.61
Unvested restricted stock at October 31, 2011	117	$21.44

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 year ended July 31, 2011. 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, 2011.

OVERVIEW

We develop, manufacture and market sorbent products principally produced from clay minerals and, to a lesser extent, other sorbent materials. Our principal products include cat litter, industrial and automotive absorbents, bleaching clay and clarification aids, agricultural chemical carriers, animal health and nutrition 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 customer 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 segments, the Retail and Wholesale Products Group and the Business to Business Products Group, as described in Note 6 of the unaudited condensed consolidated financial statements.

RESULTS OF OPERATIONS

THREE MONTHS ENDED OCTOBER 31, 2011 COMPARED TO
THREE MONTHS ENDED OCTOBER 31, 2010

Consolidated net sales for the three months ended October 31, 2011 were $59,582,000, an increase of 6% from net sales of $56,285,000, for the three months ended October 31, 2010. Net income for the first quarter of fiscal 2012 was $1,075,000, a decrease of 57% from net income of $2,519,000 in the first quarter of fiscal 2011. Diluted net income per share for the first quarter of fiscal 2012 was $0.15 compared to $0.35 for the first quarter of fiscal 2011.

Consolidated net sales for the first quarter of fiscal 2012 improved due to selling price increases and a favorable product sales mix, defined as a greater proportion of sales from higher priced products. Consolidated net income for the first quarter of fiscal 2012 was negatively impacted by higher advertising, packaging and freight costs. Freight costs increased due to higher diesel fuel prices. Packaging costs increased due to fluctuations in the resin and paper markets. The Retail and Wholesale Products Group's segment operating income decreased due to higher advertising costs for our new Fresh & Light cat litter. The Business to Business Products Group segment operating income increased primarily due to higher sales.

BUSINESS TO BUSINESS PRODUCTS GROUP

Net sales of the Business to Business Products Group for the first quarter of fiscal 2012 were $20,934,000, an increase of $1,889,000, or 10%, from net sales of $19,045,000 in the first quarter of fiscal 2011. A higher average net selling price outweighed a 2% decrease in tons sold for the Group. Net sales of fluid purification products increased approximately 14% with 8% more tons sold. This increase was driven primarily by sales to additional edible oil processing sites of existing customers. Sales growth also occurred for existing petroleum and recycled motor oil customers. These increases outweighed a decline in sales due to the loss of a biodiesel production customer. Net sales of animal health and nutrition products increased approximately 33% compared to the first quarter of fiscal 2011. Sales of both our enterosorbent and traditional animal health products increased in certain foreign markets, including those markets for which we implemented new distribution processes late in fiscal 2011. Net sales of agricultural products were even with the first quarter of fiscal 2011 and our co-packaged traditional coarse cat litter net sales decreased 2%.

The Business to Business Products Group's segment operating income for the first quarter of fiscal 2012 was \$7,440,000, an increase of \$2,152,000, or 41%, from operating income of \$5,288,000 in the first quarter of fiscal 2011. The increase in segment operating income was driven by the sales increase described above. Lower material costs offset higher freight and packaging costs per ton. Material costs decreased approximately 9% due to a reduction in the cost of fuel used in manufacturing which exceeded an increase in non-fuel manufacturing costs. Freight costs increased approximately 19% due primarily to higher diesel fuel prices. Packaging costs also increased 14% due to fluctuations in the price of paper and resin. See further discussion of manufacturing costs under Consolidated Results below. Selling, general and administrative expenses for the Group were down 3% compared to the first quarter of fiscal 2011 due primarily to reduced advertising and promotion costs for our animal health and nutrition products.

RETAIL AND WHOLESALE PRODUCTS GROUP

Net sales of the Retail and Wholesale Products Group for the first quarter of fiscal 2012 were $38,648,000, an increase of $1,408,000, or 4%, from net sales of $37,240,000 in the first quarter of fiscal 2011. The benefits of higher net selling prices and a favorable product sales mix outweighed a 3% decrease in tons sold for the Group. Net sales increased for our cat litter and industrial absorbents products, but decreased for our foreign subsidiaries, as described under Foreign Operations below. Overall cat litter net sales increased approximately 4% due to a higher net selling price and a favorable product sales mix, which outweighed a 4% decrease in tons sold. Branded cat litter sales increased approximately 33% with 22% more tons sold. This increase was due primarily to the introduction of our new Cat's Pride Fresh & Light scoopable product, combined with higher sales of our established Cat's Pride scoopable products. The increase in sales of branded cat litter was partially offset by approximately 18% lower net sales of private label cat litter. The decrease in private cat litter was primarily due to the continued decline of the coarse cat litter market as a whole, loss of a customer and targeted inventory reductions by another customer. Industrial absorbents net sales increased approximately 8% compared to the first quarter of fiscal 2011 due primarily to price increases implemented earlier during fiscal 2012 than during fiscal 2011.

The Retail and Wholesale Products Group reported a segment operating loss for the first quarter of fiscal 2012 of $1,219,000, a decrease of $4,285,000, or 140%, from operating income of $3,066,000 in the first quarter of fiscal 2011. The decrease was primarily due to increased advertising for our new cat litter product. In addition, the Group's combined packaging, freight, and materials costs per ton increased 10% compared to the first quarter of fiscal 2011. Packaging costs increased 20% due to fluctuations in the price of paper and resin. Freight costs increased approximately 11% due primarily to higher diesel fuel prices. Material costs increased approximately 5% due primarily to increased purchases of fragrances, additives and other materials for the production of scoopable cat litters. This increase more than offset the lower cost of fuel used in manufacturing. See further discussion of manufacturing costs under Consolidated Results below.

Selling, general and administrative expenses for the Group were up 114% compared to the first quarter of fiscal 2011 due primarily to increased advertising expenditures described above. We expect to invest heavily in marketing activities throughout the new product introduction in fiscal 2012. We anticipate such spending thereafter will be higher than historic levels.

CONSOLIDATED RESULTS

Our consolidated gross profit as a percentage of net sales for the first quarter of fiscal 2012 was 24%, which was slightly higher than the 23% reported in the first quarter of fiscal 2011. Gross profit was positively impacted by a greater proportion of sales from higher margin products; however, this positive impact was partially offset by higher packaging and freight costs. The increase in packaging and freight costs are described in the operating segment discussions above. Overall material costs were flat as a 10% decrease in the cost of fuel used in our manufacturing processes was offset by a 3% increase in non-fuel manufacturing cost per ton. The increase in non-fuel manufacturing cost per ton produced was driven primarily by higher depreciation expense and increased manufacturing of products that required purchased additives, fragrances and other materials. We primarily use natural gas, and to a lesser extent fuel oil and coal, in our manufacturing processes to operate kilns that dry our clay. As described in Item 3. Quantitative and Qualitative Disclosures About Market Risk below, we have contracted for a portion of our planned fuel needs for fiscal 2012.

Selling, general and administrative expenses as a percentage of net sales for the first quarter of fiscal 2012 was 21%, compared to 17% for the first quarter of fiscal 2011. The discussions of the Groups' operating income above describe the fluctuation in the selling, general and administrative expenses that were allocated to the operating segments, including approximately $3,000,000 higher advertising costs in the Retail and Wholesale Products Group. We believe that during fiscal 2012 advertising and promotional expenditures will exceed the additional contribution from our new Fresh & Light products and therefore negatively impact earnings for the year. Accordingly, we expect our consolidated earnings for fiscal 2012 will be less than fiscal 2011. The remaining unallocated corporate expenses in the first quarter of fiscal 2012 included a lower estimated annual incentive plan bonus accrual. The incentive bonus expense was based on performance targets that are established for each fiscal year.

Interest expense was $113,000 higher for the first quarter of fiscal 2012 compared to the same period in fiscal 2011 due primarily to new debt issued in the second quarter of fiscal 2011. Interest income was slightly lower in the first quarter of fiscal 2012 compared to the first quarter of fiscal 2011.

Net other income was $143,000 higher for the first quarter of fiscal 2012 compared to the first quarter of fiscal 2011 due to an accrual for regulatory expenses in fiscal 2011.

Our effective tax rate was 27% of pre-tax income in the first quarter of fiscal 2012 compared to the 28% effective tax rate for the full year of fiscal 2011. The effective tax rate for fiscal 2012 is based on the projected composition and level of our taxable income for the year.

FOREIGN OPERATIONS

Net sales by our foreign subsidiaries during the first three months of fiscal 2012 were $2,859,000, a decrease of 6% from net sales of $3,049,000 during the first three months of fiscal 2011. Net sales by our foreign subsidiaries represented 5% of our consolidated net sales during the first three months of both fiscal 2012 and 2011. Net sales declined 8% for our Canadian subsidiary and increased 2% for our United Kingdom subsidiary. Sales measured in our United Kingdom subsidiary's functional currency, the British Pound, were flat. The sales increase reported in U.S. Dollars was the result of fluctuations in currency exchange rates which resulted in higher comparable sales values after translation. Our Canadian subsidiary sales were down for both cat litter and industrial lite sorbent products.

For the first three months of fiscal 2012, our foreign subsidiaries reported a net loss of $158,000, compared to a net loss of $205,000 reported in the first three months of fiscal 2011. The decrease in the net loss was due primarily to restructuring of our United Kingdom manufacturing operations.

Identifiable assets of our foreign subsidiaries as of October 31, 2011 were $9,712,000 compared to $9,283,000 as of October 31, 2010. The increase is primarily due to higher cash and cash equivalents and accounts receivable, which were partially offset by lower inventories and a reduction in net fixed assets.

LIQUIDITY AND CAPITAL RESOURCES

Our principal capital requirements include funding working capital needs, purchasing real estate, equipment and facilities, funding new product development and investing in infrastructure and potential acquisitions. During the quarter, we principally used cash generated from operations and from previous debt issuances to fund these requirements. We also have the ability to borrow under our credit facilities; however, we have not borrowed under the credit agreement in recent years. Cash and cash equivalents increased $3,115,000 during the first three months of fiscal 2012 to $21,000,000 at October 31, 2011.

The following table sets forth certain elements of our unaudited condensed consolidated statements of cash flows (in thousands):

	Three Months Ended	
	October 31, 2011	October 31, 2010
Net cash provided by (used in) operating activities	$377	$(464)
Net cash provided by investing activities	5,834	473
Net cash used in financing activities	(3,223)	(2,634)
Effect of exchange rate changes on cash and cash equivalents	127	(38)
Net increase (decrease) in cash and cash equivalents	$3,115	$(2,663)

Net cash provided by operating activities

Net cash provided by operations was $377,000 for the first three months of fiscal 2012 compared to cash used in operations of $464,000 for the first three months of fiscal 2011. The change was due primarily to working capital fluctuations. For the first three months of fiscal years 2012 and 2011, the primary components of working capital that impacted operating cash flows were as follows:

Accounts receivable, less allowance for doubtful accounts, increased $2,077,000 in the first three months of fiscal 2012 due to higher sales in the first quarter of fiscal 2012 compared to the fourth quarter of fiscal 2011. Accounts receivable, less allowance for doubtful accounts, increased $859,000 in the first three months of fiscal 2011 due to higher sales in the first quarter of fiscal 2011 compared to sales in the fourth quarter of fiscal 2010. The change in both periods is also subject to timing of sales and collections and the payment terms provided to various customers.

Inventories increased $3,033,000 in the first three months of fiscal 2012 compared to an increase of $1,273,000 in the same period in fiscal 2011. Finished goods, packaging and additive inventories increased in the first three months of fiscal 2012 due to increased stocking of both our new scoopable cat litter and agricultural products to meet forecasted needs. In the first three months of fiscal 2011, finished goods and packaging inventories increased to meet the requirements of higher sales and due to higher costs.

Prepaid expenses decreased $715,000 in the first three months of fiscal 2012 and increased $394,000 in the first three months of fiscal 2011. A decrease in deferred advertising costs in the first three months of fiscal 2012 outweighed an increase in prepaid insurance due to the payment of insurance premiums. The increase in the first three months of fiscal 2011 was the result of higher prepaid insurance.

Other assets increased $295,000 in the first three months of fiscal 2012 and decreased $20,000 in the first three months of fiscal 2011. The change in other assets for both periods included the effect of currency exchange rate fluctuations on non-cash assets held by our foreign subsidiaries. The change in the relative value of the U.S. Dollar to both the British Pound and the Canadian Dollar resulted in an increase in other assets in the first three months of fiscal 2012 compared to a decrease in the same period in fiscal 2011.

Accounts payable increased $449,000 in the first three months of fiscal 2012 compared to an increase of $55,000 in the first three months of fiscal 2011. Trade payables increased in both fiscal 2012 and fiscal 2011 due to normal fluctuations in the timing of payments. The increase in fiscal 2011 was partially offset by a lower income tax accrual.

Accrued expenses increased $539,000 in the first three months of fiscal 2012 and decreased $2,830,000 in the first three months of fiscal 2011. Accrued trade promotions and advertising increased in the first three months of fiscal 2012 due to marketing programs for our new cat litter. Accrued salaries included the bonus accrual, which in the first quarters of both fiscal 2012 and 2011 decreased by the payout of the prior fiscal year's bonus accrual and increased by the current fiscal years' first three month bonus accrual. The bonus paid out in fiscal 2011 was substantially greater than the bonus paid out in fiscal 2012. In addition, the bonus amount accrued for the first three months of fiscal 2012 was less than the amount accrued for the same period in fiscal 2011. Accrued freight varied in both years due to the timing of payments and shipments at quarter-end. Other accrued expenses for both fiscal years included a reduction in interest payable due to scheduled debt payments.

Deferred compensation decreased $81,000 in the first three months of fiscal 2012 compared to a decrease of $179,000 in the first three months of fiscal 2011. In the first three months of both fiscal 2012 and 2011, scheduled payouts exceeded employee deferrals and interest earned on accumulated deferred compensation balances.

Other liabilities increased $564,000 in the first three months of fiscal 2012 compared to an increase of $392,000 in the first three months of fiscal 2011. Postretirement benefits accruals increased in both periods. The change in other liabilities also included the effect of currency exchange rate fluctuations on the liabilities of our foreign subsidiaries. The change in the relative value of the U.S. Dollar to both the British Pound and the Canadian Dollar resulted in an increase in other liabilities in the first three months of fiscal 2011 compared to a decrease in the same period of fiscal 2011.

Net cash provided by investing activities

Cash provided by investing activities was $5,834,000 in the first three months of fiscal 2012 compared to $473,000 in the first three months of fiscal 2011. Dispositions of investment securities exceeded purchases by $7,435,000 in the first three months of fiscal 2012 and by $2,001,000 in the first three months of fiscal 2011. Purchases and dispositions of investment securities in both periods are subject to variations in the timing of investment maturities. Cash used for capital expenditures was $1,611,000 in the first three months of fiscal 2012 and $1,638,000 for the same period in fiscal 2011.

Net cash used in financing activities

Cash used in financing activities was $3,223,000 in the first three months of fiscal 2012 compared to $2,634,000 in the first three months of fiscal 2011. Payments on long-term debt in the first three months of fiscal 2012 were $2,100,000 compared to $1,500,000 in the first three months of fiscal 2011. Dividend payments in the first three months of fiscal 2012 of $1,130,000 were higher than the $1,043,000 paid during the same period of fiscal 2011 due to a dividend rate increase. There were no purchases of treasury stock in the first three months of fiscal 2012 compared to $511,000 in the first three months of fiscal 2011. Proceeds from issuance of Common Stock and treasury stock in connection with stock option exercises were $79,000 and $294,000 in the first three months of fiscal 2012 and 2011, respectively.

Other

Total cash and investment balances held by our foreign subsidiaries of $2,413,000 at October 31, 2011 were higher than the October 31, 2010 balances of $1,858,000 due to fluctuations in working capital. During the first quarter of fiscal 2012, our foreign subsidiaries' accounts receivable decreased and current liabilities increased.

We have a $15,000,000 unsecured revolving credit agreement with Harris N.A. ("Harris") which will expire on December 31, 2011. The credit agreement provides that we may select a variable rate based on either 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 Harris. At October 31, 2011, the variable rates would have been 3.25% for Harris' prime-based rate or 1.40% for LIBOR-based rate. The credit agreement contains restrictive covenants that, among other things and under various conditions (including a limitation on capital expenditures), 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 this credit facility during the three months ended October 31, 2011 and 2010 and we were in compliance with its covenants. While there can be no assurance regarding the terms, timing or consummation of any successor agreement, on or before the expiration of this agreement on December 31, 2011, we expect to enter into a successor credit arrangement with Harris N.A. or another financing source under terms and conditions reasonably acceptable to us; however, future developments in the financial and credit markets could limit our ability to draw on or to enter into any such credit arrangement.

As of October 31, 2011 we had remaining authority to repurchase 366,877 shares of common stock under a repurchase plan approved by the Board of Directors. These repurchases may be made on the open market (pursuant to Rule 10b5-1 plans or otherwise) or in negotiated transactions and the timing and amount of shares repurchased will be determined by our management.

We believe that cash flow from operations, availability under our revolving credit facility and current cash and investment balances will provide adequate cash funds for foreseeable working capital needs, capital expenditures and debt service obligations for at least the next 12 months. We believe we will have adequate cash funds whether or not a successor credit agreement is obtained as discussed above. We expect cash requirements for capital expenditures in fiscal 2012 to be lower than in fiscal 2011 due to completion of projects at our manufacturing facilities related to new products; however, we intend to spend significantly for product promotion activities throughout the new product introduction in fiscal 2012 and we anticipate such spending thereafter will be higher than historic levels. Our capital requirements are subject to change as business conditions warrant and opportunities arise. Our ability to fund operations, to make planned capital expenditures, to make scheduled debt payments and to remain in compliance with all of the financial covenants under debt agreements, including, but not limited to, the credit agreement, depends on our future operating performance, which, in turn, is subject to prevailing economic conditions and to financial, business and other factors. The timing and size of any new business ventures or acquisitions that we complete may also impact our cash requirements.

The tables in the following subsection summarize our contractual obligations and commercial commitments at October 31, 2011 for the time frames indicated.

CONTRACTUAL OBLIGATIONS AND COMMERCIAL COMMITMENTS

	Payments Due by Period				
Contractual Obligations	Total	Less Than 1 Year	1 – 3 Years	4 – 5 Years	After 5 Years
Long-Term Debt	$31,200,000	$3,800,000	$8,500,000	$6,566,000	$12,334,000
Interest on Long-Term Debt	6,229,000	1,451,000	2,180,000	1,367,000	1,231,000
Capital Leases	20,000	20,000	—	—	—
Operating Leases	10,128,000	2,868,000	3,105,000	2,050,000	2,105,000
Unconditional Purchase Obligations	601,000	601,000	—	—	—
Total Contractual Cash Obligations	$48,178,000	$8,740,000	$13,785,000	$9,983,000	$15,670,000

We plan to make a contribution to our defined benefit pension plan in fiscal 2012 of approximately $1,100,000. 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.

The unconditional purchase obligations in the table above include forward purchase contracts we have entered into for a portion of our natural gas fuel needs for fiscal 2012. As of October 31, 2011, the remaining purchase obligations were $601,000 for 160,000 MMBtu for fiscal 2012. These contracts were entered into in the normal course of business and no contracts were entered into for speculative purposes.

	Amount of Commitment Expiration Per Period				
	Total	Less Than 1 Year	1 – 3 Years	4 – 5 Years	After 5 Years
Other Commercial Commitments	$34,083,000	$32,683,000	$1,400,000	$—	—

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 conformity with accounting principles generally accepted in the United States. 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 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, 2011.

Recently Adopted Accounting Standards

In January 2010, the FASB issued guidance under ASC 820-10, Fair Value Measurements and Disclosures: Improving Disclosures about Fair Value Measurements, that requires new disclosures related to Level 3 fair value measurements. This guidance was effective for this Quarterly Report on Form 10-Q for the quarter ending October 31, 2011; however, no new disclosures were required since we have no financial assets or liabilities with Level 3 fair value measurements.

Recently Issued Accounting Standards

In May 2011, the FASB issued guidance under ASC 820, Fair Value Measurement: Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. These amendments clarify FASB's intent about the application of existing fair value measurement and disclosure requirements and change a particular principle or requirement for measuring fair value or disclosing information about fair value measurements. We are currently evaluating the impact this Statement will have on our Consolidated Financial Statements beginning with our Quarterly Report on Form 10-Q for the quarter ending April 30, 2012.

In June 2011, the FASB issued guidance under ASC 220, Comprehensive Income: Presentation of Comprehensive Income, that requires presentation of the components of net income and other comprehensive income either in one continuous statement, referred to as the Statement of Comprehensive Income, or in two separate consecutive statements. The requirements eliminate the current option to report other comprehensive income and its components in the Statement of Stockholders' Equity. The components recognized in net income or other comprehensive income under current accounting guidance will not change. The presentation requirements will be adopted beginning with our Quarterly Report on Form 10-Q for the quarter ending October 31, 2012 and will be applied retrospectively.

In September 2011, the FASB issued guidance under ASC 350, Testing Goodwill for Impairment, that provides the option to first assess qualitative factors to determine if the annual two-step test of goodwill for impairment must be performed. If, based on the qualitative assessment of events or circumstances, an entity determines it is not more likely than not that the goodwill fair value is less than its carrying amount, then it is not necessary to perform the two-step impairment test. However, if an entity concludes otherwise, then the two-step impairment test must be performed to identify potential impairment and to measure the amount of goodwill impairment, if any. We are currently evaluating the impact this Statement will have on our annual goodwill impairment testing for our 2013 fiscal year beginning August 1, 2012.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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

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

We are exposed to market risk as it relates to the investments that make up our 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. We have contracted for a portion of our anticipated fuel needs using forward purchase contracts to mitigate the volatility of our kiln fuel prices. As of October 31, 2011, we have purchased natural gas contracts representing approximately 11% of our planned kiln fuel needs for fiscal 2012. All contracts are related to the normal course of business and no contracts are entered into for speculative purposes.

The tables below provide information about our natural gas purchase contracts, which are sensitive to changes in commodity prices, specifically natural gas prices. For the purchase contracts outstanding at October 31, 2011, the table presents the notional amounts in MMBtu's, the weighted average contract prices, and the total dollar contract amount, which will mature by July 31, 2012. The Fair Value was determined using the "Most Recent Settle" price for the "Henry Hub Natural Gas" option contract prices as listed by the New York Mercantile Exchange on November 30, 2011.

Commodity Price Sensitivity
Natural Gas Future Contracts
For the Nine Months Ending July 31, 2012

	Expected 2012 Maturity	Fair Value
Natural Gas Future Volumes (MMBtu)	160,000	—
Weighted Average Price (Per MMBtu)	$3.76	—
Contract Amount ($ U.S., in thousands)	$600.8	$558.5

Factors that could influence the fair value of the natural gas contracts, include, but are not limited to, the creditworthiness of our natural gas suppliers, the overall general economy, developments in world events, and the general demand for natural gas by the manufacturing sector, seasonality and the weather patterns throughout the United States and the world. Some of these same events have allowed us to mitigate the impact of the natural gas contracts by the continued, and in some cases expanded, use of recycled oil in our manufacturing processes. Accurate estimates of the impact that these contracts may have on our financial results are difficult to make due to the inherent uncertainty of future fluctuations in option contract prices in the natural gas options market.

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) 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”), Chief Financial Officer (“CFO”) and Chief Accounting Officer ("CAO"). Based upon the controls evaluation, our CEO, CFO and CAO 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, CFO and CAO, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the fiscal quarter ended October 31, 2011 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, CFO and CAO, do not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all error and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system’s objectives will be met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of controls effectiveness to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

PART II – OTHER INFORMATION

Items 1, 1A, 2, 3 and 4 of this Part II are either inapplicable or are answered in the negative and are omitted pursuant to the instructions to Part II.

ITEM 5. OTHER INFORMATION

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 the recently proposed Item 106 of Regulation S-K is included in Exhibit 99.1 to this quarterly report.

ITEM 6. EXHIBITS

Exhibit No.	Description	SEC Document Reference
10.1	Letter Agreement, dated as of October 10, 2011, between Oil-Dri Corporation of America and Steven Jay Adolph.*	Filed herewith.
11	Statement re: Computation of Earnings per Share.	Filed herewith.
31	Certifications pursuant to Rule 13a – 14(a).	Filed herewith.
32	Certifications pursuant to Section 1350 of the Sarbanes-Oxley Act of 2002.	Furnished herewith.
99.1	Mine Safety Disclosure	Filed herewith.
101.INS	XBRL Taxonomy Instance Document	Furnished herewith.
101.SCH	XBRL Taxonomy Extension Schema Document	Furnished herewith.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	Furnished herewith.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	Furnished herewith.
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document	Furnished herewith.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase	Furnished herewith.

* Management contract or compensatory plan or arrangement.

SIGNATURES

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

OIL-DRI CORPORATION OF AMERICA
(Registrant)

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

BY /s/ Jeffrey M. Libert
Jeffrey M. Libert
Vice President and Chief Financial Officer

BY /s/ Daniel T. Smith
Daniel T. Smith
Vice President, Chief Accounting Officer and Controller

Dated: December 8, 2011

EXHIBITS

Exhibit No.	Description
10.1	Letter Agreement, dated as of October 10, 2011, between Oil-Dri Corporation of America and Steven Jay Adolph.*
11	Statement re: Computation of Earnings per Share.
31	Certifications pursuant to Rule 13a – 14(a).
32	Certifications pursuant to Section 1350 of the Sarbanes-Oxley Act of 2002.
99.1	Mine Safety Disclosure
101.INS	XBRL Taxonomy Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

* Management contract or compensatory plan or arrangement.

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 (312) 321-1515 or by e-mail to info@oildri.com.