

OIL DRI CORP OF AMERICA  
Form DEF 14A  
November 05, 2014

DEFINITIVE PROXY STATEMENT

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant  
Filed by a Party other than the Registrant

Check the appropriate box:  
Preliminary Proxy Statement                      Soliciting Material Under Rule 14a-12  
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Definitive Proxy Statement  
Definitive Additional Materials

Oil-Dri Corporation of America  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):  
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- 1) Amount previously paid:
- 2) Form, Schedule or Registration Statement No.:
- 3) Filing Party:
- 4) Date Filed:

November 5, 2014

Dear Stockholder:

The Board of Directors and all of us on the management team cordially invite you to attend the 2014 Annual Meeting of Stockholders on Tuesday, December 9, 2014, at 9:30 a.m., local time, at The Standard Club, 320 South Plymouth Court, Chicago, Illinois 60604-3802.

The matters expected to be acted on in the meeting are described in the attached Proxy Statement. We are recommending a slate of eight directors to be elected to our Board of Directors. Their biographies and qualifications appear in the Proxy Statement. In addition, we ask that you ratify the appointment of Grant Thornton LLP as our independent auditor for the fiscal year ending July 31, 2015. We are also asking for your approval, on an advisory basis, of the compensation of the named executive officers disclosed in this Proxy Statement. Included with the Proxy Statement is a copy of our Annual Report on Form 10-K for fiscal year 2014. We encourage you to read our Form 10-K. It includes information on our operations, markets, products and services, as well as our audited consolidated financial statements.

Immediately following adjournment of the Annual Meeting, we will review the results of the past year and look at some of the potential opportunities that lie ahead.

We look forward to seeing you at the Annual Meeting. Whether or not you plan to attend, you can be sure your shares are represented at the meeting by promptly submitting your completed proxy by Internet, by telephone or by mailing your proxy card in the enclosed envelope provided for this purpose.

Sincerely,

DANIEL S. JAFFEE  
*President and Chief Executive Officer*

**Table of Contents**

|  |    |
|--|----|
| <u>NOTICE OF ANNUAL MEETING OF STOCKHOLDERS</u>                                      | ii |
| <u>GENERAL INFORMATION</u>   | 1  |
| <u>Commonly Asked Questions and Answers</u>  | 1  |
| <u>PROPOSALS</u>   | 6  |
| <u>1. Election of Directors</u>  | 6  |
| <u>2. Ratification of Appointment of Independent Auditor</u>                         | 11 |
| <u>3. Advisory Vote on Executive Compensation</u>                                    | 12 |
| <u>4. Other Matters</u>  | 13 |
| <u>CORPORATE GOVERNANCE MATTERS</u>  | 14 |
| <u>Controlled Company Status</u>   | 14 |
| <u>Director Independence</u>   | 14 |
| <u>Executive Sessions of Non-Management Directors</u>                                | 14 |
| <u>Board of Directors Committee Membership and Meetings</u>                          | 15 |
| <u>Compensation Committee Interlocks and Insider Participation</u>                   | 16 |
| <u>Director Nominations</u>  | 17 |
| <u>Board Leadership Structure and Role in Risk Oversight</u>                         | 18 |
| <u>Communication with the Board of Directors</u>                                     | 19 |
| <u>Director Compensation</u>   | 19 |
| <u>Director Compensation Table</u>   | 20 |
| <u>Directors' Option Awards Outstanding Table</u>                                    | 20 |
| <u>Corporate Governance Guidelines and Code of Ethics</u>                            | 21 |
| <u>Certain Relationships and Related Party Transactions</u>                          | 21 |
| <u>Report of the Audit Committee of the Board of Directors</u>                       | 22 |
| <u>EXECUTIVE OFFICERS</u>  | 23 |
| <u>EXECUTIVE COMPENSATION</u>  | 24 |
| <u>Compensation Discussion and Analysis</u>  | 24 |
| <u>Tax and Accounting Implications</u>   | 33 |
| <u>Report of the Compensation Committee of the Board of Directors</u>                | 34 |
| <u>Summary Compensation Table</u>  | 35 |
| <u>Change in Pension Value and Nonqualified Deferred Compensation Earnings Table</u> | 36 |
| <u>All Other Compensation Table</u>  | 36 |
| <u>Grants of Plan-Based Awards during Fiscal 2014</u>                                | 37 |
| <u>Outstanding Equity Awards at Fiscal 2014 Year End</u>                             | 38 |
| <u>Option Exercises and Stock Vested for Fiscal 2014</u>                             | 39 |
| <u>Pension Benefits for Fiscal 2014</u>  | 39 |
| <u>Nonqualified Deferred Compensation for Fiscal 2014</u>                            | 41 |
| <u>Equity Compensation Plans</u>   | 42 |
| <u>Benefits upon Termination or Change in Control</u>                                | 42 |
| <u>STOCK OWNERSHIP</u>   | 44 |
| <u>Principal Stockholders</u>  | 44 |
| <u>Security Ownership of Management</u>  | 47 |
| <u>Section 16(a) Beneficial Ownership Reporting Compliance</u>                       | 48 |

**OIL-DRI CORPORATION OF AMERICA**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**To be held on December 9, 2014**

To the Stockholders of

Oil-Dri Corporation of America:

The 2014 Annual Meeting of Stockholders of Oil-Dri Corporation of America, a Delaware corporation, will be held at 9:30 a.m., local time, on Tuesday, December 9, 2014, at The Standard Club, located at 320 South Plymouth Court, Chicago, Illinois 60604-3802.

The meeting will be held for the following purposes:

1. To elect eight directors;
2. To ratify the appointment of Grant Thornton LLP as the Company's independent auditor for the fiscal year ending July 31, 2015;
3. To approve, on an advisory basis, the compensation of the named executive officers disclosed in this Proxy Statement; and
4. To transact such other business as may properly come before the meeting and any adjournment thereof.

Our Board of Directors has determined that only holders of record of outstanding shares of Common Stock and Class B Stock at the close of business on Friday, October 17, 2014, are entitled to notice of, and to vote at, the meeting and any adjournment thereof.

Your vote is very important. Whether or not you intend to be present at the meeting, you are encouraged to vote. Please follow the instructions on the enclosed proxy card for voting by Internet, telephone or mail.

For further information relating to the meeting, please see the following pages.

By Order of the Board of Directors,

**DOUGLAS A. GRAHAM**  
*Secretary*

Chicago, Illinois

November 5, 2014

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be held on Tuesday, December 9, 2014:** The Company's 2014 Proxy Statement and its 2014 Annual Report on Form 10-K are available at: <http://www.oildri.com/investors/>.

**OIL-DRI CORPORATION OF AMERICA**

**410 North Michigan Avenue**

**Suite 400**

**Chicago, Illinois 60611-4213**

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**PROXY STATEMENT**

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**GENERAL INFORMATION**

We are mailing you this Proxy Statement and the accompanying proxy for the first time on or about November 5, 2014. Our Board of Directors is soliciting your proxy for use at the 2014 Annual Meeting of Stockholders to be held at 9:30 a.m., local time, on Tuesday, December 9, 2014, at The Standard Club, located at 320 South Plymouth Court, Chicago, Illinois 60604-3802, notice of which accompanies this Proxy Statement, and at any adjournment of the meeting. Whenever we refer in this Proxy Statement to the “2014 Annual Meeting,” we are also referring to any meeting that results from an adjournment of the 2014 Annual Meeting. Except as otherwise indicated herein or as the context otherwise requires, references to the “Company,” “we,” “us” or “our” refer to Oil-Dri Corporation of America.

**Commonly Asked Questions and Answers**

**1.**

**Why am I receiving these materials?**

This Proxy Statement is being delivered to all stockholders of record as of the close of business on October 17, 2014 in connection with the solicitation of proxies on behalf of our Board of Directors for use at the 2014 Annual Meeting on December 9, 2014. Although our Annual Report on Form 10-K and Proxy Statement are being delivered together, our Form 10-K should not be deemed to be part of this Proxy Statement.

**2.**

**Who is entitled to vote at the 2014 Annual Meeting?**

Our Board of Directors has established the close of business on Friday, October 17, 2014, as the record date for the 2014 Annual Meeting. Only stockholders of record at the close of business on the record date are entitled to receive notice of, and to vote at, the 2014 Annual Meeting.

Holders of Common Stock are entitled to one vote per share and holders of Class B Stock are entitled to ten votes per share (on a non-cumulative basis for each director to be elected when voting for the election of directors) and vote together without regard to class (except that any amendment to our Certificate of Incorporation changing the number

of authorized shares or adversely affecting the rights of holders of Common Stock or Class B Stock requires the separate approval of the affected class as well as the approval of both classes voting together). Holders of Class B Stock are entitled to convert any and all of their shares into Common Stock on a share-for-share basis at any time. Shares of Class B Stock are also subject to mandatory conversion under certain circumstances. As of the record date, 5,015,442 shares of Common Stock and 2,064,994 shares of Class B Stock were outstanding.



3.

**What proposals are being voted on at the 2014 Annual Meeting?**

Stockholders are being asked to vote upon the following items of business at the 2014 Annual Meeting:

1. the election of eight directors, each to hold office for a one-year term ending at our 2015 Annual Meeting of Stockholders;
2. the ratification of the appointment of Grant Thornton LLP (“Grant Thornton”) as our independent auditor for the fiscal year ending July 31, 2015; and
3. the approval, on an advisory basis, of the named executive officer compensation disclosed in this Proxy Statement; and to transact such other business as may properly come before the 2014 Annual Meeting. Our Board of Directors knows of no other items of business that will be presented for consideration at the 2014 Annual Meeting other than those described in this Proxy Statement. In addition, no stockholder proposal or nomination was received prior to the deadline specified in our Amended and Restated By-Laws, so no such matters may be brought to a vote at the 2014 Annual Meeting.

**4. What are the voting recommendations of the Company’s Board of Directors?**

Our Board of Directors recommends that you vote your shares as follows:

- “FOR” the election of each of the eight nominees to the Board of Directors;
- “FOR” the ratification of the appointment of Grant Thornton as the Company’s independent auditor for the fiscal year ending July 31, 2015; and
- “FOR” the approval of the compensation of the named executive officers disclosed in this Proxy Statement.

**5. How do I cast my vote?**

If you are a stockholder of record, you may vote in several different ways:

*In person at the 2014 Annual Meeting*

You may vote in person at the 2014 Annual Meeting. You may also be represented by another person at the meeting by executing a proxy properly designating that person.

*By mail*

You may vote by completing, signing, dating and returning the enclosed proxy card(s) in the postage-paid envelope we have provided.

*By telephone*

You may vote by calling the telephone number on your proxy card. Please have your proxy card in hand when you call and use any touch-tone phone to transmit your voting instructions. Telephone voting for stockholders of record will be available until 11:59 p.m., Eastern Time, on December 8, 2014.

*By Internet*

You may vote using the Internet by submitting your voting instructions at [www.proxyvote.com](http://www.proxyvote.com). You should have your proxy card available when you go online. If you vote on the Internet, you may also request electronic delivery of future proxy materials. Internet voting for stockholders of record will be available until 11:59 p.m., Eastern Time, on

December 8, 2014.

2

If you are the beneficial owner of shares held in “street name” (through a brokerage account or in another nominee form), you must provide instructions to your bank, broker or other nominee as to how your shares should be voted. Your bank, broker or other nominee will usually provide you with the appropriate voting instruction form at the time you receive this Proxy Statement. The availability of telephone and Internet voting for beneficial owners of shares held in “street name” will depend on your bank, broker or other nominee. We recommend that you follow the voting instructions on the materials you receive from that entity. To vote in person at the 2014 Annual Meeting, you must obtain a legal proxy from your bank, broker or other nominee and present it to the Inspector of Election with your ballot. Your shares may be voted even if you do not provide voting instructions. Banks, brokers and nominees generally have the authority under New York Stock Exchange (“NYSE”) rules to vote on “routine matters.” The proposal to ratify the appointment of our independent auditor is considered a routine matter, while the election of directors and the approval of the non-binding advisory vote on the compensation of the named executive officers disclosed in this Proxy Statement are considered non-routine matters.

Unless you decide to change your vote, use only one method to send us your vote. If you vote by telephone or by Internet, you do not have to return your proxy card or voting instruction form; however, even if you plan to attend the 2014 Annual Meeting, we recommend that you vote your shares in advance so that your vote will be counted if you later decide not to attend the meeting.

If no contrary instruction is indicated in the proxy, each proxy will be voted “FOR” the election of the eight nominees to our Board of Directors named below, “FOR” the ratification of the appointment of Grant Thornton as our independent auditor for the fiscal year ending July 31, 2015, and “FOR” the approval of the compensation of the named executive officers disclosed in this Proxy Statement. In their discretion, the named proxy holders are authorized to vote on any other matters that may properly come before the 2014 Annual Meeting.

#### **6. Can I change my vote?**

Yes, if you vote by proxy, you may revoke that proxy at any time before it is voted at the 2014 Annual Meeting. If you are the stockholder of record, you may do this by:

- voting again on the Internet or by telephone prior to 11:59 p.m., Eastern Time, on December 8, 2014;
  - signing another proxy card with a later date and delivering it to Broadridge Financial Solutions, Inc., 51 Mercedes Way, Edgewood, New York 11717, prior to the 2014 Annual Meeting; or
  - attending the 2014 Annual Meeting in person and delivering your proxy or casting a ballot.
- If your shares are held in “street name” and you have instructed your bank, broker or other nominee to vote your shares, you may revoke those instructions by following the directions received from your bank, broker or other nominee to change those instructions.

#### **7. What constitutes a quorum at the 2014 Annual Meeting?**

A majority of all outstanding shares of Common Stock and Class B Stock entitled to vote at the 2014 Annual Meeting constitutes a quorum, which is the minimum number of shares that must be present or represented by proxy at the 2014 Annual Meeting to transact business. Abstentions and broker non-votes will be counted for purposes of determining whether a quorum is present as long as one routine matter is being voted on at the 2014 Annual Meeting. The proposal to ratify the appointment of our independent auditor is considered a routine matter. Generally, broker non-votes occur when brokerage firms return proxies for which no voting instructions have been received from beneficial owners and the broker does not have discretionary authority to vote on the proposal. Once a share is represented for any purpose at the 2014 Annual Meeting, it will be deemed present for quorum purposes for the remainder of the meeting (including any meeting resulting from an adjournment of the 2014 Annual Meeting, unless a new record date is set).



**8. How many votes are needed to approve the proposals?**

A director may only be elected by a plurality of votes cast. Accordingly, we count proxies and ballots marked for all nominees listed (including executed proxies not marked regarding the election of directors, which will be voted for all listed nominees), or those voting for some but not all nominees that specify votes withheld for one or more designated nominees, to determine the total number of votes cast for each nominee. The eight nominees who receive the largest number of votes will be elected. Shares for which authority is withheld to vote for director nominees and broker non-votes have no effect on the outcome of the election of directors.

An affirmative majority of the votes present at the 2014 Annual Meeting or represented by proxy is necessary for ratification of the appointment of Grant Thornton as our independent auditor for the fiscal year ending July 31, 2015 and for the approval of the non-binding advisory vote on the compensation of the named executive officers disclosed in this Proxy Statement. Any abstention by those present or represented by proxy has the same legal effect as a vote against these two proposals. Because the proposal for ratification of the appointment of Grant Thornton as our independent auditor for the fiscal year ending July 31, 2015 is considered a routine matter under the rules of the NYSE, banks, brokers and other nominees are able to vote on this matter even if no voting instructions are provided by the beneficial owner. Therefore, broker non-votes will have no effect on the outcome of such proposal. Broker non-votes are deemed not to have been entitled to vote at the meeting and therefore will have no effect on the outcome on the non-binding advisory vote on the compensation of the named executive officers.

**9. Who will count the vote?**

We have retained Broadridge Financial Solutions, Inc. (“Broadridge”) to tabulate the vote and act as Inspector of Election. Information about Broadridge is available at [www.broadridge.com](http://www.broadridge.com). Proxies and ballots that identify the votes of individual stockholders are kept confidential from the Company’s management and directors. Only Broadridge, as the proxy tabulator and Inspector of Election, has access to the ballots, proxy cards and voting instruction forms. Broadridge will disclose information taken from the ballots, proxy cards and voting instruction forms only in the event of a proxy contest or as otherwise required by law.

**10. Where can I find the voting results of the 2014 Annual Meeting?**

We intend to announce preliminary voting results at the 2014 Annual Meeting. Within four business days following the adjournment of the 2014 Annual Meeting, we intend to disclose the final voting results of each proposal being voted on at the 2014 Annual Meeting in a Current Report on Form 8-K.

**11. How does a stockholder propose actions for consideration at next year’s annual meeting of stockholders?**

For your proposal to be considered for inclusion in our proxy statement for next year’s annual meeting, we must receive your written proposal no later than July 8, 2015. Your proposal should be addressed to the Corporate Secretary, Oil-Dri Corporation of America, 410 North Michigan Avenue, Suite 400, Chicago, Illinois 60611-4213. In addition, be aware that your proposal must comply with Securities and Exchange Commission (“SEC”) regulations regarding inclusion of stockholder proposals in company-sponsored proxy materials and other applicable laws. Although our Board of Directors will consider all proposals, it has the right to omit any proposals it is not required to include. For you to raise a proposal (including director nominations) at next year’s annual meeting that will not be included in our proxy statement, we must receive written notice of the proposal between July 8, 2015 and August 7, 2015 (assuming the meeting is held not more than 30 days from December 9, 2015). All such proposals should be addressed to the Corporate Secretary, Oil-Dri Corporation of America, 410 North Michigan Avenue, Suite 400, Chicago, Illinois 60611-4213. In addition, the proposal must satisfy all of the other requirements set forth in our Amended and Restated By-Laws and all applicable laws.

**12. Can I receive future proxy solicitations online?**

Yes, you can consent to receiving all future proxy statements, proxy cards and annual reports via e-mail or the Internet. If you choose this option, you will not receive paper copies of these stockholder communications in the mail. To sign up for electronic delivery, follow the instructions on the enclosed proxy card under the heading “ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS” to indicate that you agree to receive or access stockholder communications electronically in future years. If you hold your shares through a bank, broker or other nominee, contact that entity for information as to whether and how you can elect electronic delivery.

**13. Can I receive future proxy statements, annual reports and certain other stockholder information in a single package per household?**

If your household received more than one copy of the Company's Annual Report on Form 10-K and Proxy Statement, and you wish to reduce the number you receive, check the "yes" box on the enclosed proxy card next to the statement "Please indicate if you consent to receive certain future investor communications in a single package per household." By checking this box, you are consenting to the mailing of proxy statements, annual reports and certain other stockholder information in a single package per household. Please note that each registered stockholder in your household will need to consent to this option in order for the household delivery to take effect for such stockholder's mailings. Despite signing up for household delivery of certain stockholder mailings, the Company will continue to separately mail a proxy card for each registered stockholder account.

You may revoke your consent at any time by calling 800-542-1061 or writing to Broadridge Financial Solution, Attn: Householding Department, 51 Mercedes Way, Edgewood, NY 11717. If you revoke your consent, the Company will begin sending you individual copies of these documents within 30 days after receipt of your revocation notice.

**14. How is the Company complying with the SEC's e-proxy rules?**

Pursuant to "e-proxy" rules adopted by the SEC, we are providing access to this Proxy Statement and our Annual Report on Form 10-K (collectively, "proxy materials") by sending you this full set of proxy materials as well as a proxy card and by notifying you of the availability of our proxy materials on the Internet. SEC rules allow companies to avoid sending to their stockholders paper copies of their proxy materials if, instead, they furnish the proxy materials over the Internet and mail to their stockholders a Notice of Internet Availability of Proxy Materials. Companies, however, are not required to use a Notice of Internet Availability of Proxy Materials under e-proxy rules and, in lieu of doing so, may continue to send stockholders a full set of their proxy materials. In connection with the 2014 Annual Meeting, we have elected to continue using the full-set delivery option; however, any stockholder who has previously consented to receive electronic delivery of proxy materials will continue to receive the materials electronically. We plan to continue to monitor cost, stockholder participation and similar considerations as we assess the available options for distribution of our proxy materials in connection with future stockholder meetings.

**15. Who may solicit proxies?**

Our directors, officers and employees may solicit proxies on behalf of our Board of Directors via mail, telephone, facsimile, e-mail and personal contact. Our directors, officers and employees will receive no additional compensation for soliciting proxies.

**16. Who pays for the cost of this proxy solicitation?**

We will bear the cost of this proxy solicitation, including reimbursing banks, brokers and other nominees for reasonable expenses of sending out proxy materials to beneficial stockholders.

**17. Why did I receive more than one package of proxy materials?**

This means that you have multiple accounts holding shares of Common Stock or Class B Stock. These may include accounts with our transfer agent, Computershare Investor Services, and accounts with a bank, broker or other nominee. Please complete, sign, date and return (or vote via the Internet or telephone with respect to) each proxy card and voting instruction form that you receive with each package of proxy materials to ensure that all of your shares are voted.

**18. What if I have additional questions not addressed here?**

You may call Investor Relations at (312) 321-1515, or e-mail Investor Relations at [info@oildri.com](mailto:info@oildri.com).

## PROPOSALS

### 1. Election of Directors

The Company proposes that the following eight individuals be elected to our Board of Directors. Each nominee currently serves as a director. In connection with the nominations of Richard M. Jaffee, J. Steven Cole and Allan H. Selig, our Board of Directors, as permitted under our Corporate Governance Guidelines, waived our age 75 service limit, as described under “Corporate Governance Matters – Director Nominations” below. If any nominee should be unable or unwilling to serve, which is not now contemplated, the proxy holders may, but will not be bound to, vote for a substitute nominee.

### **THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR”**

### **THE ELECTION OF THE FOLLOWING NOMINEES AS DIRECTORS.**

Richard M. Jaffee          Age 78          Director since 1958

*Chairman of the Board of the Company*

Mr. Jaffee received a degree from the University Of Wisconsin School Of Business in 1957. He received an honorary Doctor of Humane Letters degree from the Illinois Institute of Technology in 2001 and an honorary Doctor of Humane Letters degree from Rush University in 2013. He earned his CPA certificate from the State of Illinois in 1957 and worked briefly for the public accounting firm of Touche Niven, et al. After service as an officer in the United States Army, he joined the Company in 1958, becoming its president in 1960, a position he held until 1995. He served as Chief Executive Officer of the Company from 1962 until 1997. Mr. Jaffee retired as an employee of the Company in 2001. He has served as Chairman of the Board of the Company since 1962. Mr. Jaffee served as director of Harris Financial Corp., a subsidiary of Bank of Montreal, until his retirement from that board in May 2006. Harris Financial Corp. provides banking and related services to the Company on customary terms. From January 2008 to November 2013, Mr. Jaffee served as Chairman of the Board of Trustees of Rush University Medical Center and Chairman of its Executive Committee. He continues to serve on the Board of Trustees, the Executive Committee and other Rush board committees. He is a life trustee of the Illinois Institute of Technology, the Museum of Science and Industry and the Chicago History Museum. Mr. Jaffee has served on an SEC advisory committee on smaller public companies and on an advisory committee to the Chicago Federal Reserve. Mr. Jaffee is the father of Daniel S. Jaffee, who is a director and our President and Chief Executive Officer and who is also a nominee for director. Mr. Jaffee is also the father-in-law of Thomas F. Cofsky, one of our executive officers.

Mr. Jaffee brings to our Board of Directors more than 50 years of experience with the Company. He therefore has significant knowledge of all aspects of the Company’s business and the sorbent minerals industry. Mr. Jaffee also has had extensive experience in compliance with securities law and regulations. He was Chief Executive Officer of the Company at the time of its initial public offering and until 1997. He has also served on advisory committees to the SEC and the Chicago Federal Reserve. In his current roles with the Board of Trustees of Rush University Medical Center, he continues to be involved in board governance and oversight.



Daniel S. Jaffee      Age 50      Director since 1992

*President and Chief Executive Officer of the Company*

Mr. Jaffee graduated from Georgetown University in 1986. Mr. Jaffee joined the Company in 1987 after a year with Price Waterhouse. He was a product manager in the Industrial and Agricultural divisions of the Company until 1989. In 1990, he became Chief Financial Officer of the Company, a position he held until 1995. From 1990 to 1995, he also held group vice presidential positions in the areas of Canadian and domestic operations, finance, management, information systems and consumer products. Mr. Jaffee became President of the Company in 1995 and Chief Executive Officer in 1997. He was Chief Operating Officer from 1995 to 1997. Mr. Jaffee received an M.B.A. from the Kellogg Graduate School of Management of Northwestern University in 2004. Mr. Jaffee's civic activities include serving as a member of the Board of Directors of the Anti-Cruelty Society of Chicago and as a Trustee of the Chicago History Museum and involvement with Georgetown University. Mr. Jaffee is the son of Richard M. Jaffee, who is the Chairman of our Board of Directors and who is also a nominee for director. Mr. Jaffee is also the brother-in-law of Thomas F. Cofsky, one of our executive officers.

Mr. Jaffee's individual qualifications include extensive strategic Company and sorbent minerals industry experience gained through his long service to the Company in various operational, management and executive positions. His deep knowledge of the sorbent minerals industry is augmented by the special perspective he brings to the Board as a third generation family stockholder. In addition, he is actively involved in the local community in an advisory role for several not-for-profit organizations, adding to his perspective on effective management and strategy for the long-term success of the Company.

J. Steven Cole      Age 80      Director since 1981

*President, Cole & Associates*

Mr. Cole graduated from the University of Wisconsin in 1957. After serving as an officer in the United States Army, he received a master's degree from the American Graduate School for International Business following graduate studies at the University of Michigan. He began his career at Abbott Laboratories in 1962. Later, he joined G.D. Searle and Company, where he became Vice President of the Asian and Canadian Divisions, a position he held until 1986. In 1986, Mr. Cole joined A.H. Robins Company, where he was a senior vice president responsible for all international operations until 1990. In 1990, he joined SAV-A-LIFE Systems, Inc., a firm selling specialty products to the dental and medical professions, where he served as President until 1994 and then Chairman of the Board until 2000. In 1990, Mr. Cole also became president of Cole & Associates, an international consulting firm. Mr. Cole is also a director of Aculux, Inc., IV Diagnostics, Inc. and Ocularis Inc.

Mr. Cole's individual qualifications include broad experience in international business and product development. Mr. Cole's expertise includes past leadership of various divisions of multi-national corporations with direct responsibility for international operations. In addition, Mr. Cole has served in a corporate governance role at another public company and is an "audit committee financial expert" within the meaning of SEC rules. He is an accomplished advisor to many companies and organizations, providing leadership in product development, general management and technical development and has contributed to efforts dedicated to reducing trade barriers to global businesses through his active involvement with trade associations.



Joseph C. Miller      Age 72      Director since 1989

*Vice Chairman of the Board of the Company*

*Independent Consultant*

Mr. Miller graduated from the West Virginia University School of Business in 1964. After serving as an officer in the United States Army, he joined Republic Steel Corporation in 1966. Mr. Miller served as president of Lowes, Inc., Inland Distributing and Whiteford Transportation Systems. He joined the Company in 1989 as Vice President of Corporate Planning and Marketing. He served as Group Vice President for Sales, Marketing and Distribution from 1990 to 1993. Mr. Miller was Senior Vice President for the Consumer, Industrial & Environmental and Transportation Groups of the Company from 1993 to 1995. He became Vice Chairman of the Board in 1995. Mr. Miller was an employee of the Company until 2000, when he became an independent consultant specializing in strategic planning. Mr. Miller is a member of the board of advisors of Global Access Point, Deluxe Sheet Metal, Inc., Kamterter Products, L. L. C. and Union Station Properties.

Mr. Miller's individual qualifications include his leadership experience as chief executive and chief operating officer of several corporations, including prior sorbent minerals industry experience. In addition, he brings to the Board skills gained through his 11 years of employment with the Company in various operational, management and executive positions. He also serves on the advisory boards of several other companies and offers additional perspective gained through his experience as a strategic planning consultant.

Michael A. Nemeroff      Age 51      Director since 2006

*President and Chief Executive Officer, Vedder Price P.C.*

Mr. Nemeroff received a bachelor's degree from the State University of New York at Binghamton in 1985 and earned a J.D. from George Washington University in 1988. He joined the law firm of Vedder Price P.C. ("Vedder Price") in 1988 and has been the Chairman of the firm's Finance & Transaction Group and an equity shareholder since 1995. Since 1998, he has served on the firm's Board of Directors. Since 2005, Mr. Nemeroff has served as President and CEO of Vedder Price and a member of the Executive Committee of the firm's Board of Directors. Vedder Price regularly provides services to the Company. Mr. Nemeroff serves as a legal advisor to the G100, an elite international organization of leading Chief Executive Officers from Fortune 500 publicly traded corporations. He also serves as an Executive Committee and Board of Directors member of Chicago Children's Choir, a not-for-profit organization making a difference in the lives of children through musical excellence, and as a Trustee of the Chicago History Museum.

Mr. Nemeroff's individual qualifications include his expertise as a corporate and transactional attorney advising clients on corporate governance, mergers and acquisitions and executive compensation as well as the financial underpinnings of these complex practice areas. In addition, Mr. Nemeroff brings to the Board risk management, finance and business operations experience gained in the various management positions he has held at Vedder Price, including his nine years as President and Chief Executive Officer of that international law firm.

Allan H. Selig      Age 80      Director since 1969

*Commissioner of Major League Baseball*

*President and Chairman of the Board, Selig Lease Company*

Mr. Selig received a bachelor's degree from the University of Wisconsin in 1956. After two years in the United States Army, Mr. Selig joined Selig Ford, Inc. He served as president of Selig Ford (which became Selig Chevrolet in 1982) from 1959 until 1990. Since 1970, he has served as Chairman of the Board and President of Selig Lease Company. Mr. Selig became President and Chief Executive Officer of the Milwaukee Brewers Baseball Club, Inc. in 1970 and served in that capacity until 1998, when he was elected to the position of Commissioner of Major League Baseball. He also served as Chairman of the Executive Council of Major League Baseball from 1992 to 1998. Mr. Selig is a director of Marcus Corporation and a director emeritus of the Green Bay Packers. In addition, he is a director of the Greater Milwaukee Committee, the Milwaukee Club, the University of Wisconsin Foundation and Ixonia Bancshares, Inc. and a trustee of the Boys and Girls Clubs of Greater Milwaukee. He is a founder and vice chairman of Athletes for Youth and co-founder of the Child Abuse Prevention Fund.

Mr. Selig's individual qualifications include sound judgment, integrity and business management skills gained through his management of several businesses, including his long tenure as Commissioner of Major League Baseball and as chief executive of the Milwaukee Brewers Baseball Club and his family's automobile businesses. Mr. Selig's unique ability to manage by consensus brought change and growth in baseball despite economic and political challenges both inside and outside of baseball. In addition, Mr. Selig is a community leader and an active advisor to several philanthropic organizations.

Paul E. Suckow      Age 67      Director since 2005

*Business Fellow and Adjunct Professor,*

*Finance and Economics, Villanova University*

Mr. Suckow received a B.S. degree in economics from Bradley University in 1969 and earned an M.B.A. with a concentration in finance from Western Illinois University in 1973. He began his career in finance in 1973 with American National Insurance Company as a securities analyst. In 1975, he became a trust investment officer with First Hutchings-Sealy National Bank. From 1978 to 1981, he was Vice President, Investments, for Sun Insurance Services and from 1981 to 1985, Vice President and Portfolio Manager for Delaware Investment Advisers. From 1985 to 1992, Mr. Suckow was Executive Vice President and Director of Fixed Income Securities for Oppenheimer Management Corporation, and from 1993 to 1999, he served as Executive Vice President and Chief Investment Officer-Fixed Income for Delaware Investment Advisers, Inc. In 1999, he retired from the investment management industry and began a teaching career as a business fellow and adjunct professor of finance and economics at Villanova University. Since 1978, he has been a Chartered Financial Analyst and is a member of the CFA Institute.

Mr. Suckow's individual qualifications include his financial literacy evidenced by his position as an adjunct professor of finance and economics and his many years of service in the financial and insurance services industries. In addition, Mr. Suckow has served on the advisory boards of many corporations and is an "audit committee financial expert" within the meaning of SEC rules.

Lawrence E. Washow      Age 61      Director since 2013

*Chairman, First Bauxite Corporation*

*Board Member and Partner of Eudora Global, LLC*

Mr. Washow received a bachelor's degree from Miami University in Oxford, Ohio in 1975 and earned an M.B.A. from Kellogg Graduate School of Management of Northwestern University in 1981. Mr. Washow began his career at American Colloid Company (which subsequently became a subsidiary of AMCOL International Corporation, which is now Mineral Technologies Inc.) in the Personnel Department in 1978 and was thereafter promoted to Industrial Relations Manager. In 1986, he was picked to build and lead Chemdal International, a stand-alone subsidiary of AMCOL International Corporation. Mr. Washow became Chief Operating Officer of AMCOL International Corporation in 1998 and President and Chief Executive Officer of AMCOL International Corporation in 2000 and served in these positions and as a director of AMCOL International Corporation until 2010. In 2011, Mr. Washow began as a board member and now serves as Chairman of First Bauxite Corporation and as a board member and Partner of Eudora Global, LLC. He recently joined the Advisory Board of S&B Minerals.

Mr. Washow's individual qualifications include his extensive global experience in minerals, mining, manufacturing and distribution. In addition, Mr. Washow is an "audit committee financial expert" within the meaning of SEC rules and brings to the Board his strong business acumen and broad experience in management, operations, public company governance and compliance obtained through the leadership positions, including president, chief executive officer and board member that he has held with public corporations.

## 2. Ratification of Appointment of Independent Auditor

The Audit Committee of the Board of Directors appointed Grant Thornton as the Company's independent auditor for the fiscal year ending July 31, 2015 at its meeting on October 7, 2014, and has further directed that we submit the appointment of the independent auditor for ratification by the stockholders at the 2014 Annual Meeting. Grant Thornton audited the Company's consolidated financial statements for the fiscal year ended July 31, 2014. A representative of Grant Thornton is expected to be present at the 2014 Annual Meeting and will have an opportunity to make a statement if he or she so desires and will be available to respond to appropriate questions.

Stockholder ratification of the appointment of Grant Thornton as the Company's independent auditor is not required by the Company's Amended and Restated By-Laws or otherwise; however, our Board of Directors is submitting the appointment of Grant Thornton to stockholders for ratification as a matter of responsible corporate practice. If the stockholders fail to ratify the appointment, our Audit Committee will reconsider whether to retain that firm. Even if the appointment is ratified, our Audit Committee in its discretion may direct the appointment of a different independent auditor at any time during the year if our Audit Committee determines that such a change would be in the best interests of the Company and its stockholders. Our Audit Committee used such discretion during the fiscal year ended July 31, 2014 to appoint Grant Thornton to replace PricewaterhouseCoopers LLP ("PwC") as the Company's independent auditor effective on March 17, 2014.

### **THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" RATIFICATION OF THE APPOINTMENT OF GRANT THORNTON LLP AS INDEPENDENT AUDITOR.**

#### **Auditor Fees**

The aggregate fees (including reimbursed expenses) for professional services billed by PwC and Grant Thornton to us in the fiscal years ended July 31, 2014 ("fiscal 2014") and 2013 ("fiscal 2013") were as follows:

| Type of Fees           | 2014<br>(Grant<br>Thornton) | 2014<br>(PwC) | 2013<br>(PwC) |
|------------------------|-----------------------------|---------------|---------------|
| Audit fees (1)         | \$278,139                   | \$437,768     | \$737,849     |
| Audit-related fees (2) | —                           | \$88,115      | —             |
| Tax fees (3)           |                             |               |               |
| Tax compliance         | —                           | \$268,313     | \$320,661     |
| Tax planning           | —                           | \$39,356      | \$17,994      |
| Total                  | \$278,139                   | \$833,552     | \$1,076,504   |

(1) Audit fees consist of fees for professional services provided in connection with the audit of our annual financial statements and review of our quarterly financial statements and audit services provided in connection with other statutory or regulatory filings.

(2) PwC's audit-related fees in fiscal 2014 were fees related to the Company's transition to Grant Thornton as its independent auditor and the acquisition of certain assets of MFM Industries, Inc. (the "MFM Acquisition"). See our Annual Report on Form 10-K for fiscal year 2014 for further information on the MFM Acquisition.





(3) Tax fees consist of fees for tax compliance and statutory filing preparation (“tax compliance”) and fees for tax planning and advice, both international and domestic (“tax planning”). The tax compliance services consisted primarily of the preparation of original and amended tax returns, claims for refunds and support during any income tax audit or inquiry. The tax planning services consisted primarily of research and advice regarding the effect of new tax laws and regulations.

### **Pre-Approval of Independent Auditor Services**

No services specifically prohibited by the Sarbanes-Oxley Act of 2002 will be provided to the Company by the independent auditor. Permitted services must be pre-approved by the Audit Committee of our Board of Directors. PwC, the former independent auditor of the Company, and Grant Thornton did not render any services relating to financial information systems design and implementation for fiscal 2014. None of the services described above were approved pursuant to the de minimus exception provided by Rule 2-01(c)(7)(i)(C) of SEC Regulation S-X.

### **3. Advisory Vote on Executive Compensation**

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) requires that we provide our stockholders with the opportunity to vote to approve or not approve, on an advisory basis, the compensation of our Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”) and three other executive officers (collectively, “named executive officers”) as defined by Item 402 of Regulation S-K (“Item 402”). This vote is not intended to address any particular element of our executive compensation, but relates to the information disclosed in the Compensation Discussion and Analysis that is part of the Executive Compensation section of this Proxy Statement (“Compensation Discussion and Analysis”) as well as the compensation tables and related narrative disclosures provided pursuant to Item 402. This is an advisory vote, which means it is non-binding on the Company, our Board of Directors and our Compensation Committee. Although the vote is non-binding, the Compensation Committee will consider the outcome of the vote when making future executive compensation decisions.

As described in detail in the Compensation Discussion and Analysis, our executive compensation program is designed to attract, retain and motivate the executives we need to carry out our strategic plan, mission, goals and values. We seek to align pay and performance by making a meaningful portion of the named executive officers’ incentive compensation at-risk, dependent on achievement of an annual corporate performance target shared by all employees. Additionally, our compensation practices ensure that our programs are aligned with our corporate goals and values. These practices are detailed in the Compensation Discussion and Analysis and include the following:

- We employ all our employees, including the named executive officers, “at will” without any employment contracts. None of our employees, including the named executive officers, are entitled to any payment or accelerated benefit upon change in control of the Company unless benefits are provided for in compensation plans that apply to all participants.
- We do not have a prospective severance plan that covers any of our employees, including the named executive officers.
- We do not pay the tax liability associated with reimbursements for the relatively modest perquisites we provide the named executive officers (i.e., no gross-ups).
- All U.S.-based salaried employees, including the named executive officers, receive equivalent benefits and those benefits are similar to the benefits provided to our hourly-paid manufacturing employees.

Accordingly, we are asking our stockholders to vote “FOR” the adoption of the following resolution:

“RESOLVED, that the stockholders approve, on an advisory basis, the compensation of the Company’s named executive officers, as disclosed in this Proxy Statement pursuant to Item 402 of Regulation S-K in the Compensation Discussion and Analysis, the compensation tables, and related narrative and tabular disclosures.”

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” APPROVAL OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE EXECUTIVE COMPENSATION SECTION OF THIS PROXY STATEMENT.**

#### 4. Other Matters

At this time, our Board of Directors is not aware of any matters not referred to herein that might be presented for action at the 2014 Annual Meeting; however, if any other business should properly come before the meeting, votes may be cast in respect to such matters in accordance with the best judgment of the person or persons acting under the proxies.

## CORPORATE GOVERNANCE MATTERS

### Controlled Company Status

Our Board of Directors has determined that the Company is a “controlled company” within the meaning of the NYSE Corporate Governance Standards. This determination is based on the fact that Class B Stock having more than 50% of the aggregate voting power of our Common Stock and Class B Stock is owned by Jaffee Investment Partnership, L.P., a Delaware limited partnership of which Richard M. Jaffee, his spouse Shirley H. Jaffee and Daniel S. Jaffee are general partners. The remaining three general partners are all children of Richard M. and Shirley H. Jaffee. Richard M. Jaffee has eight of the 20 total votes of the general partners and his spouse also has eight votes.

As a “controlled company” we are entitled to rely on exemptions from the NYSE Corporate Governance Standards that would otherwise require the Company to: (a) have a board of directors the majority of which is comprised of independent directors; (b) have a nominating/corporate governance committee comprised entirely of independent directors; and (c) have a compensation committee comprised entirely of independent directors. We have elected to rely on all three of these exemptions.

### Director Independence

Our Board of Directors has determined that the directors listed below are independent from our management within the meaning of the SEC’s rules and the NYSE Corporate Governance Standards:

J. Steven Cole Paul E. Suckow  
Allan H. Selig Lawrence E. Washow

While our Board of Directors has not adopted any categorical standards for independence, in making these determinations the Board of Directors noted that none of Messrs. Cole, Selig, Suckow and Washow:

- (a) receives direct compensation from the Company other than director annual retainers and meeting fees paid to current directors;
- (b) has any relationship with the Company or a third party that would preclude independence under the NYSE Corporate Governance Standards; or
- (c) has any other material relationship with the Company and its management.

In the last three years, we have not made any contributions in excess of \$1 million or 2% of our consolidated gross revenues to any tax-exempt organization in which an independent director serves as an executive officer.

### Executive Sessions of Non-Management Directors

Non-management directors meet in executive sessions of our Board of Directors in which management directors (Messrs. Richard M. and Daniel S. Jaffee) and other members of management do not participate. These sessions are scheduled for non-management directors at all regular meetings of our Board of Directors. Under our Corporate Governance Guidelines, the chairman of our Audit Committee (currently Mr. Suckow) presides at all executive sessions of non-management and independent directors unless otherwise determined by the directors attending any given executive session.

## Board of Directors Committee Membership and Meetings

The following table sets forth the current membership of the committees of our Board of Directors.

| <b>Name</b>                          | <b>Audit Compensation Executive</b> |    |    |
|--------------------------------------|-------------------------------------|----|----|
| J. Steven Cole                       | X                                   |    | X  |
| Daniel S. Jaffee                     |                                     |    | X  |
| Richard M. Jaffee                    |                                     |    | X* |
| Joseph C. Miller                     |                                     | X  |    |
| Michael A. Nemeroff                  |                                     | X  |    |
| Allan H. Selig                       |                                     | X* |    |
| Paul E. Suckow                       | X*                                  |    |    |
| Lawrence E. Washow                   | X                                   |    |    |
| Number of Meetings<br>in Fiscal 2014 | L                                   | I  | H  |

\* Chairman

During fiscal 2014, our Board of Directors held five meetings. Each director attended 100% of the aggregate number of meetings of our Board of Directors and each director (other than Mr. Cole) attended 100% of the aggregate number of meetings of the committees on which he served. Mr. Cole attended 75% of the aggregate number of meetings of our Audit Committee.

***Audit Committee***

The Audit Committee Charter sets out the duties and responsibilities of our Audit Committee. Those duties include, without limitation:

- selection and appointment of the independent auditor, review of its independence and of other services provided by it, and of the fees and other arrangements regarding its services;
- review with the independent auditor and management of the scope of the audit, and of significant financial reporting issues and judgments;
- review with the independent auditor and management of the annual audited financial statements and of the quarterly financial statements and press releases;
- review with the independent auditor and management of the quality and adequacy of internal controls; and
- preparation of the report required by SEC rules to be included in this Proxy Statement.

A copy of our Audit Committee Charter is available on our website at [www.oildri.com](http://www.oildri.com) and will be provided without charge to any person upon request submitted to Investor Relations, Oil-Dri Corporation of America, 410 North Michigan Avenue, Suite 400, Chicago, Illinois 60611-4213.

Our Board of Directors has determined that each member of our Audit Committee meets the independence and experience requirements of the NYSE. Our Board of Directors also has determined that each member of our Audit Committee is an “audit committee financial expert” within the meaning of SEC rules and that each member meets the accounting or related financial management expertise standard required by NYSE rules.

### *Compensation Committee*

Our Compensation Committee is responsible for review and general oversight of our compensation programs, including all programs in which our executive officers participate. Specifically, our Compensation Committee is responsible for:

- determining the compensation, including benefits, of our CEO after reviewing the recommendation of the Chairman of the Board;
- determining the reasonableness of and approving the compensation of our other executive officers as recommended by our CEO (subject to our CEO's authority to make changes in compensation under certain circumstances during the course of a fiscal year);
- reviewing and approving the reasonableness of performance measures and payout ranges under our annual incentive plan as these relate to our executive officers (subject to our CEO's authority to make changes to such performance measures and payout ranges under certain circumstances during the course of a fiscal year) and setting payout ranges for our CEO;
- administration of our equity incentive plans with assistance from our human resources staff and granting awards under those plans to employees, including our executive officers, and to non-employee directors; and
- making recommendations to our Board of Directors or stockholders on compensation-related matters.

In carrying out these responsibilities, our Compensation Committee acts on recommendations from and consults with the Chairman of the Board and our CEO. During fiscal 2014, our Compensation Committee did not retain an executive compensation consultant. Additional details of our processes and procedures for considering and determining executive compensation are in the Compensation Discussion and Analysis.

In conjunction with the Company's management, our Compensation Committee has also assessed the Company's compensation policies and practices for its employees as they relate to the Company's risk management and risk-taking incentives. Our Compensation Committee has concluded that the Company's compensation policies and practices for its employees do not create risks or risk-taking incentives that are reasonably likely to have a material adverse effect on the Company.

As allowed by a "controlled company" exemption from the NYSE Corporate Governance Standards, our Compensation Committee is not comprised entirely of independent directors; two members, Messrs. Miller and Nemeroff, have not been determined by our Board of Directors to be independent directors. As also allowed by this "controlled company" exemption, our Compensation Committee does not have a written charter.

Two members of our Compensation Committee, Messrs. Selig and Miller, are non-employee directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and are authorized to act independently with respect to awards made under our equity incentive plans to individuals subject to Section 16 of that act, including our executive officers and directors.

### Compensation Committee Interlocks and Insider Participation

With the exception of Mr. Miller, who served as an officer of the Company from 1989 to 2000, none of the members of our Compensation Committee is or ever has been an executive officer or employee of the Company. Mr. Nemeroff, a member of our Compensation Committee, is President and Chief Executive Officer of Vedder Price P.C., a law firm that regularly provides services to the Company. There are no Compensation Committee interlocks as defined by SEC rules.



### *Executive Committee*

Our Executive Committee has all of the powers and authority of our Board of Directors in the management of our business and other affairs, subject only to any limitations provided for in our Certificate of Incorporation and Amended and Restated By-Laws (each as amended from time to time) or imposed by applicable law or the NYSE Corporate Governance Standards. Our Executive Committee does not have a written charter. Our Executive Committee did not hold any meetings during fiscal 2014 and historically has only exercised its authority to act on behalf of the Board of Directors in limited circumstances.

### Director Nominations

As allowed by a “controlled company” exemption from the NYSE Corporate Governance Standards, we do not have a standing nominating committee or other committee of our Board of Directors performing a similar function. As a “controlled company,” and with five of our eight current directors having served on our Board of Directors for at least 10 years, the Board of Directors believes it is appropriate for the Company not to have a nominating committee. It has been our practice, as reflected in our Corporate Governance Guidelines, that our Chairman, Richard M. Jaffee, recommends to the entire Board of Directors candidates for nomination to the Board of Directors. Directors Richard M. Jaffee, Daniel S. Jaffee, Joseph C. Miller and Michael A. Nemeroff, who have not been determined by the Board of Directors to be independent, participate along with the independent directors in the nominating process. Our Board of Directors may also solicit ideas for possible candidates from a number of sources, including our executives, individuals personally known to members of the Board of Directors and executive search firms.

Our Corporate Governance Guidelines provide that a director who would be 75 years of age or older at the time of election may not stand for re-election unless our Board of Directors postpones or otherwise waives the age 75 service limit as to that director. At its October 16, 2014 meeting, our Board of Directors granted such a waiver with respect to Richard M. Jaffee, our Chairman, J. Steven Cole and Allan H. Selig, chairman of our Compensation Committee. Our Board of Directors considered a waiver of the age 75 service limit in these cases appropriate and in the best interests of the Company in light of Messrs. Jaffee’s, Cole’s and Selig’s valuable expertise and experience.

We will consider recommendations from stockholders of potential candidates for service on our Board of Directors. Stockholder recommendations of candidates for possible nomination to our Board of Directors must be in writing and must be given either by personal delivery or by United States mail, postage prepaid, to our Corporate Secretary no later than 90 days prior to the anniversary of the date we first mailed our proxy materials for the preceding year’s annual meeting. The recommendation must set forth the candidate’s name, age, business address and residence address; the candidate’s principal occupation or employment; the number of shares of our Common Stock that are beneficially owned by the candidate; a description of all arrangements or understandings between the stockholder making such recommendation and the candidate and any other person or persons (naming such person or persons) pursuant to which the recommendation is being made by the stockholder; detailed biographical data and qualifications and information regarding any potential conflicts of interest that might prevent or otherwise limit the candidate from serving as an effective member of our Board of Directors; and any other information relating to such candidate that would be required to be disclosed in solicitations of proxies for elections of directors, or would otherwise be required, pursuant to SEC rules. The recommendation must also include the name and address, as they appear in our stock records, of the stockholder making the recommendation; the class and number of shares of our stock beneficially owned by the stockholder and the date such shares were acquired by the stockholder; any material interest of the stockholder in such nomination; any other information that would be required to be provided by a proponent of a stockholder proposal pursuant to SEC rules; and a statement from the recommending stockholder in support of the candidate, references for the candidate and an indication of the candidate’s willingness to serve, if elected.





These director candidate recommendation materials must be sent to the Corporate Secretary at Oil-Dri Corporation of America, 410 North Michigan Avenue, Suite 400, Chicago, Illinois 60611-4213. Properly submitted stockholder recommendations will be given the same consideration and evaluated with the same criteria as internal recommendations.

In evaluating candidates for director, our Board of Directors seeks directors who will best represent the long-term interests of our stockholders. The view of our Board of Directors is that all directors should possess the highest personal and professional ethics, integrity and values. In evaluating the suitability of the candidates, the Board of Directors takes into consideration such factors as it deems appropriate. These factors may include, among other things, issues of character, judgment, independence, age, expertise, diversity of experience, absence of conflicts of interest, length of service and other commitments. Our Board of Directors evaluates these factors, among others, and considers each individual candidate in the context of the current perceived needs of our Board of Directors as a whole and of committees of the Board of Directors. Although we do not have a formal diversity policy, our Board of Directors considers diversity in evaluating candidates for membership to the Board of Directors. As outlined in our Corporate Governance Guidelines, the Board's objective in choosing candidates is to assemble membership for each committee of the Board of Directors and our Board of Directors as a whole that represents diverse viewpoints that will guide the Company effectively in pursuit of its strategic goals.

#### Board Leadership Structure and Role in Risk Oversight

Our Board of Directors does not have a policy regarding the separation of the roles of Chairman of the Board and Chief Executive Officer. Currently the roles are separate, but have been combined in the past. Under our Corporate Governance Guidelines, we believe that this issue is simply a part of the larger succession planning process and that it is in the best interests of the Company for the Board of Directors to make a specific determination whenever either office becomes vacant. Our Board of Directors receives regular reports from our CEO, COO, CFO and other members of our senior management regarding areas of significant risk to the Company, including operational, strategic, legal, regulatory and financial risks. Certain risks that are under the purview of a committee are monitored by that committee, which then reports to the full Board of Directors as appropriate. For example, our internal audit function, which identifies and manages a wide area of risk company-wide, reports to the Audit Committee and senior management, who in turn report significant developments to the full Board of Directors. In addition, under its charter, the Audit Committee discusses with management and our independent auditor our risk assessment and risk management policies, as well as our major financial risk exposures and the steps taken to monitor and control such exposures. Similarly, our human resources staff, which identifies and manages compensation risk company-wide, reports to the Compensation Committee and senior management, who in turn report significant developments to the full Board of Directors.

### Communication with the Board of Directors

Our annual meeting of stockholders provides an opportunity each year for stockholders to ask questions of, or otherwise communicate directly with, members of our Board of Directors. It has been our practice, as reflected in our Corporate Governance Guidelines, that all directors attend in person each annual meeting of stockholders. All but one of the members of the Board of Directors attended the 2013 annual meeting in person.

In addition, any stockholder or other interested party may communicate in writing with our Board of Directors, our Audit Committee, our non-management directors, or a particular director by sending a letter addressed to: Board of Directors, Audit Committee, Non-Management Directors or a particular director at Oil-Dri Corporation of America, c/o Corporate Secretary, 410 North Michigan Avenue, Suite 400, Chicago, Illinois 60611-4213. Stockholders may also report concerns anonymously in this manner.

### Director Compensation

We seek to provide a competitive compensation program to attract and retain quality non-employee directors. The compensation received by our non-employee directors, other than Richard M. Jaffee (whose consulting agreement is described in the following paragraph), consists of an annual cash retainer of \$18,000 for calendar year 2013 and \$20,000 for calendar year 2014 and a \$3,000 fee for each Board or committee meeting attended in person (\$1,500 for attendance by phone). In addition, Mr. Suckow received an annual cash retainer of \$12,000 for calendar year 2013 and \$15,000 for calendar year 2014 as chairman of our Audit Committee and Mr. Selig received an annual cash retainer of \$6,000 for calendar year 2013 and \$7,500 for calendar year 2014 as chairman of our Compensation Committee. Employee directors do not receive additional compensation for their service on our Board of Directors. Mr. Miller also receives a pension benefit under our pension plan earned during his years of service as an employee. Directors are also reimbursed for expenses incurred in connection with attendance at meetings.

We have a consulting agreement with Richard M. Jaffee, Chairman of our Board of Directors, that was originally entered into in October 1989 and has since been amended four times. The initial term of the agreement (as amended) expired on January 31, 2011; however, pursuant to the terms thereof, it automatically renews for successive one-year periods thereafter unless either party gives the other at least 90 days' prior written notice of termination. No termination notice has been given by either party and thus the current renewal term of the agreement expires on January 31, 2016. Under the terms of the agreement, Mr. Jaffee performs all assignments given him from time to time by our Board of Directors or our CEO. He receives an annual consulting fee of \$240,000; he does not receive a retainer or any meeting fees as director. We also provide him with an office and administrative support. In addition, we provide lifetime coverage to Mr. Jaffee and his spouse under our medical plan at no cost to them. This coverage is secondary to the coverage provided to them by Medicare. Because we have a self-insured medical plan, our cost for this coverage is the amount of any actual medical claims we pay. We also pay Mr. Jaffee an annuity of \$45,725 annually that he earned during an earlier five years (2001 to 2006) of his consulting agreement. All directors are eligible to defer cash compensation that they receive from the Company into our executive deferred compensation plan. Mr. Jaffee chose to defer the full amount of his consulting fees and his annuity into our executive deferred compensation plan in fiscal 2014. Mr. Jaffee also receives a pension benefit under our pension plan earned during his years of service as an employee.

The following table sets forth information about compensation paid to our directors for their service in fiscal 2014.

Director Compensation Table

| Name                 | Fees Earned or Paid in Cash (\$) | Stock Awards (\$) | Option Awards (\$)(1) | Non-Equity Incentive Compensation (\$) | Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)(2) | All Other Compensation (\$) | Total (\$) |
|----------------------|----------------------------------|-------------------|-----------------------|--|---|-----------------------------|------------|
| Richard M. Jaffee    | —                                | —                 | —                     | —                                      | \$ 49,187   | \$ 240,000                  | \$ 289,187 |
| Daniel S. Jaffee (3) | —                                | —                 | —                     | —                                      | —   | —                           | —          |
| J. Steven Cole       | \$42,500                         | —                 | —                     | —                                      | —   | —                           | \$42,500   |
| Joseph C. Miller     | \$36,500                         | —                 | —                     | —                                      | —   | —                           | \$36,500   |
| Michael A. Nemeroff  | \$36,500                         | —                 | —                     | —                                      | —   | —                           | \$36,500   |
| Allan H. Selig       | \$41,000                         | —                 | —                     | —                                      | —   | —                           | \$41,000   |
| Paul E. Suckow       | \$59,000                         | —                 | —                     | —                                      | —   | —                           | \$59,000   |
| Lawrence E. Washow   | \$45,500                         | —                 | —                     | —                                      | —   | —                           | \$45,500   |

(1) There were no option awards to directors in fiscal 2014. Option awards outstanding as of July 31, 2014 are shown in the Directors' Option Awards Outstanding Table below.

(2) The amount shown consists of earnings in excess of 120% of the applicable federal rate on the aggregate balances in our executive deferred compensation plan in which Richard M. Jaffee, Chairman of our Board of Directors, participates. A portion of the aggregate balances in this plan earns a rate of return of 2.5% in excess of Moody's Annual Average of Yields on Aaa bonds, while the remainder earns a return equal to our long-term cost of borrowing plus 1%. No director other than Mr. Jaffee has elected to participate in this plan. In fiscal 2014, Mr. Jaffee received distributions of \$76,349 from his account in this plan associated with deferrals he made while an employee and officer of the Company.

(3) Directors who are also employees do not receive additional compensation for their service on our Board of Directors. See the Summary Compensation Table that is a part of the Executive Compensation section of this Proxy Statement for information regarding Mr. Jaffee's compensation as our President and Chief Executive Officer.

Directors' Option Awards Outstanding Table

As of July 31, 2014, our directors held the following options to purchase shares of our Common Stock.

| Name                | Number of Shares |
|---------------------|------------------|
| Michael A. Nemeroff | 12,500           |
| Paul E. Suckow      | 12,500           |

### Corporate Governance Guidelines and Code of Ethics

We have adopted Corporate Governance Guidelines and a Code of Ethics and Business Conduct. The Code of Ethics and Business Conduct applies to all our employees, officers and directors. The Corporate Governance Guidelines and the Code of Ethics and Business Conduct are available on our website at [www.oildri.com](http://www.oildri.com). We will also provide without charge a copy of either or both documents to any person upon request submitted to Investor Relations, Oil-Dri Corporation of America, 410 North Michigan Avenue, Suite 400, Chicago, Illinois 60611-4213, telephone (312) 321-1515. As allowed by a “controlled company” exemption from the NYSE Corporate Governance Standards, we do not have a corporate governance committee.

### Certain Relationships and Related Party Transactions

Our policy concerning related party transactions is included in our Code of Ethics and Business Conduct. It provides that every employee, officer and director has an obligation to conduct business in a manner that avoids actual or potential conflicts of interest with the Company. Our Code of Ethics and Business Conduct explains what may constitute a conflict of interest, including transactions in which an employee, officer, director or a member of his or her family receives personal benefits as a result of his or her position with the Company; transactions between the Company and an employee, officer, director or family member or a firm in which an employee, director or family member has a significant ownership interest; loans to, or guarantees of obligations of, employees, directors or family members; or the acceptance of gifts or special consideration related to our business. All employees or directors who have any influence on transactions involving purchases, sales, contracts or leases are required by our Code of Ethics and Business Conduct to disclose to a senior officer of the Company or to our general counsel the existence of any actual or potential conflict of interest. Each transaction is then evaluated at an appropriate management level to determine if it is in the best interest (or not contrary to the best interest) of the Company, taking into account factors such as whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the related person’s interest in the transaction. In addition, under our contract approval policy, all contracts obligating the Company to make an individual payment or aggregate payments greater than \$100,000 must be reviewed and approved by our CEO.

As a “company controlled” by the family of its founder, from time to time we employ family members of current and former employees or directors, but only if they are at least as qualified as other applicants. All offers of employment made to family members of current employees must be approved by our CEO.

We employ Karen Jaffee Cofsky on a part-time basis as Vice President of Compensation and Benefits. She is the daughter of Richard M. Jaffee, the Chairman of our Board of Directors. She is also the spouse of Thomas F. Cofsky and the sister of Daniel S. Jaffee, both of whom are named executive officers of the Company. Mrs. Cofsky’s compensation is based on her education, experience and the responsibilities of her position.

Michael A. Nemeroff, a member of our Board of Directors and of its Compensation Committee, is the President and Chief Executive Officer as well as a director of Vedder Price P.C., a law firm that regularly provides services to the Company. During fiscal 2014, we paid Vedder Price P.C. \$286,816 for services provided to the Company.

## Report of the Audit Committee of the Board of Directors

The Audit Committee is a standing committee of the Board of Directors comprised solely of independent directors in compliance with the NYSE Corporate Governance Standards. In accordance with its written charter (which is available on our website at [www.oildri.com](http://www.oildri.com)), the Audit Committee assists the Board of Directors in fulfilling its responsibility for monitoring the integrity of our accounting, auditing, financial reporting and internal controls practices, and our compliance with legal and regulatory requirements.

Our management is primarily responsible for our financial statements and reporting process, including our accounting and financial reporting principles, internal control over financial reporting and disclosure controls and procedures. Grant Thornton LLP, our independent registered public accounting firm, is responsible for auditing our consolidated financial statements in accordance with the auditing standards of the Public Company Accounting Oversight Board (United States) and for issuing a report on those statements. Grant Thornton LLP is also responsible for expressing an opinion on the effectiveness of our internal control over financial reporting. The Audit Committee oversees the financial reporting process on behalf of the Board of Directors. The Audit Committee relies on the expertise and knowledge of our management, internal auditors and independent auditor in carrying out its oversight responsibilities.

The Audit Committee reviewed and discussed our audited consolidated financial statements and related footnotes for fiscal 2014 and our independent auditor's report on those financial statements with our management and internal audit manager.

The Audit Committee discussed with Grant Thornton LLP the matters required to be discussed by Statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1. AU Section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T.

The Audit Committee has received the written disclosures and the letter from Grant Thornton LLP required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor's communications with the Audit Committee concerning independence and has discussed with Grant Thornton LLP its independence.

Based on the foregoing, the Audit Committee recommended to the Board of Directors that our audited consolidated financial statements for fiscal 2014 be included in our Annual Report on Form 10-K for fiscal 2014 filed with the SEC.

### AUDIT COMMITTEE

Paul E. Suckow, Chairman  
J. Steven Cole  
Lawrence E. Washow

## EXECUTIVE OFFICERS

The following table gives certain information with respect to our current executive officers.

| <b>Name</b>           | <b>Principal Occupation for Last Five Years</b>  | <b>Age</b> |
|-----------------------|--|------------|
| Daniel S. Jaffee (1)  | President and Chief Executive Officer of the Company since 1997.   | 50         |
| Daniel T. Smith       | Vice President, Chief Financial Officer of the Company since June 2012; Vice President, Chief Accounting Officer and Controller of the Company from February 2011 to May 2012; Vice President and Controller of the Company from 2001 to February 2011.  | 55         |
| Thomas F. Cofsky (2)  | Vice President, Manufacturing of the Company since October 2011; Vice President of Manufacturing and Logistics of the Company from 1999 to October 2011.   | 54         |
| Douglas A. Graham     | Vice President, General Counsel and Secretary of the Company since March 2011; General Counsel of the Company since February 2011; Assistant General Counsel at Commonwealth Edison Company from January 2008 to February 2011.  | 51         |
| Mark E. Lewry         | Chief Operating Officer of the Company since April 2014; Group President, The Marmon Group/A Berkshire Hathaway Company from July 2011 to April 2013; President and CEO, Conwed Plastics from 2003 to 2011.  | 56         |
| Paul D. Ziemnisky Jr. | Vice President, General Manager, Consumer Packaged Goods of the Company since October 2013; General Manager, Consumer Packaged Goods of the Company since September 2013; Senior Vice President of Marketing, Lehigh Group, a division of Jarden Corporation from September 2010 to June 2013; Senior Marketing Director at Rust-Oleum Corporation from June 2008 to September 2010. | 44         |

All of our executive officers are appointed annually (other than Mr. Lewry, who was appointed in April 2014) and serve at the pleasure of our Board of Directors.

(1) Of the persons in this table, only Daniel S. Jaffee is also a director. Daniel S. Jaffee is the son of our Chairman of the Board, Richard M. Jaffee, and the brother-in-law of Thomas F. Cofsky, an executive officer of the Company.

(2) Thomas F. Cofsky is Daniel S. Jaffee's brother-in-law and the son-in-law of our Chairman of the Board, Richard M. Jaffee.

## EXECUTIVE COMPENSATION

### Compensation Discussion and Analysis

This Compensation Discussion and Analysis presents an overview of our compensation program, focusing on the elements of compensation awarded or paid to our executive officers, including the named executive officers. This Compensation Discussion and Analysis, the compensation tables and related narrative and tabular disclosures refer to the named executive officers for fiscal 2014, as defined by Item 402 of Regulation S-K. Our current executive officers, which include the named executive officers, are listed on the preceding page.

### **Executive Summary**

Our executive compensation program is designed to attract and retain skilled executives and maintain a strong link between corporate financial performance and pay by rewarding achievement of company-wide goals. Our compensation philosophy and objectives emphasize teamwork and close collaboration between executive officers. We employ all executives at-will, without written employment agreements or a prospective severance plan. We provide modest perquisites that are designed to help executives fulfill their duties to the Company. None of our employees, including the named executive officers, are entitled to any payment or accelerated benefit upon change in control of the Company unless benefits are provided for in compensation plans that apply to all participants. We emphasize our core values and belief in teamwork by focusing on one corporate financial target for all salaried employees in our annual incentive plan. The annual incentive plan also involves communication to employees of expectations for the Company's performance and links Company performance and annual compensation. As a result, our annual incentive plan provides an opportunity for essentially all salaried employees (including our executive officers) to earn a performance-based cash incentive award. Through such broad-based participation, each salaried employee recognizes that he or she can contribute to our success. Finally, our compensation program provides equivalent benefits for all U.S.-based salaried employees and similar benefits for hourly-paid manufacturing employees.

### ***Fiscal 2014***

Our fiscal 2014 corporate financial performance failed to meet the threshold for payment of a performance-based cash incentive award. However, our annual incentive plan gives our CEO the discretion to adjust the performance measures, targets and payout ranges used for incentive purposes if our CEO determines such change is desirable in the interest of equitable treatment of our employees and the Company as a result of, among other things, extraordinary or nonrecurring events, a corporate reorganization or any other change in circumstances or event; provided, however, that in no event may any employee receive a bonus greater than 200% of target under the plan. Due to a variety of factors, including the Company's top-line financial performance in fiscal 2014 and the occurrence of certain events (e.g., the integration of our acquisition of MFM private label cat litter assets, the opening of our China subsidiary, and the expansion of our lightweight branded cat litter products), and after consulting with our CFO, our Chairman of the Board and each member of our Compensation Committee, our CEO used such discretionary authority for fiscal 2014 to pay a bonus under our annual incentive plan of approximately 25% of the total dollar amount of the overall target bonus pool for all employees. At its September 18, 2014 meeting, for the reasons set forth above (among others), our Compensation Committee set the cash incentive bonus paid to our CEO to \$2,000.

Our fiscal 2014 corporate financial performance did not meet the threshold level for earning executive deferred bonus awards listed below. Our adjusted, pre-tax, pre-bonus income resulted in no executive deferred bonus awards to our executive officers and no bonus-based stock awards to our CEO and Vice President of Manufacturing. Annual cash and executive deferred bonus awards are shown in the Summary Compensation Table in the column captioned “Non-Equity Incentive Plan Compensation.”

During fiscal 2014, we made equity incentive awards to our CEO, Daniel S. Jaffee, to our Vice President of Manufacturing, Thomas F. Cofsky, to our Chief Operating Officer, Mark E. Lewry, and to Vice President, Paul D. Ziemnisky Jr., under the terms of our 2006 Long Term Incentive Plan. At its October 16, 2013 meeting, our Compensation Committee made the following two equity awards: (i) an award of 6,390 restricted shares of Class B Stock to Mr. Jaffee, which is equal to the executive deferred bonus award he would have received had he not chosen to be excluded from that portion of our annual incentive plan for fiscal 2013, and (ii) an award of 3,791 restricted shares of Class B Stock to Mr. Cofsky, which is equal to the executive deferred bonus award he would have received had he not chosen to be excluded from that portion of our annual incentive plan for fiscal 2013. All of such restricted shares of Class B Stock awarded to Messrs. Jaffee and Cofsky will “cliff” vest in full on July 31, 2016, provided that Messrs. Jaffee and Cofsky (as applicable) are employed by us on that date. On October 16, 2013, Mr. Ziemnisky received an award of 10,000 restricted shares of Common Stock, all of which will “cliff” vest in full on October 16, 2018, provided Mr. Ziemnisky is employed by us on that date. On April 7, 2014, Mr. Lewry received an award of 12,000 restricted shares of Common Stock, all of which will “cliff” vest in full on April 7, 2019, provided Mr. Lewry is employed by us on that date. No other equity awards were made to our named executive officers during fiscal 2014.

At its September 18, 2014 meeting, our Compensation Committee also conducted its annual review of our CEO’s performance. The review included a report by the Chairman of our Board of Directors on our CEO’s performance in fiscal 2014, a review of the total direct compensation our CEO received in fiscal 2014 (base salary, cash incentive and stock awards) and company-wide compensation data. Based on such review, our Compensation Committee did not change our CEO’s base salary for fiscal year 2015.

### **Compensation Philosophy and Objectives**

Our compensation philosophy is to provide total compensation opportunities, which include base salary, bonus and a full benefits package, that allow us to attract, retain and motivate the people we need to carry out our strategic plan, mission, goals and values. Our Compensation Committee oversees our philosophies and practices in the area of compensation and benefits (generally with regard to all employees and specifically with regard to our executive officers). Our Compensation Committee ensures that the total compensation paid to our executive officers is fair and reasonable.

### **Compensation Policy**

Our compensation policy is to provide our executive officers and other salaried employees with compensation opportunities that:

Are competitive with companies of comparable size;

Align compensation with the Company’s overall performance by including annual incentive opportunities based on Company performance or other pre-determined performance goals and employees’ levels of responsibility; and

Provide longer-term incentives to executive officers and other senior managers to remain with the Company and contribute to our growth.



When comparing our executive compensation with pertinent market data, we refer to publicly available salary surveys prepared and published by several large consulting firms and other information reflecting a broad range of entities. The surveys we review provide broad-based compensation data for a vast range of positions. We review these surveys and information to obtain a general understanding of current compensation practices for specific positions. On occasion, we also consult with our outside legal counsel whose expertise is in the area of executive compensation. We do not, however, target our executive officers' compensation at a certain level or percentage based on other companies' compensation arrangements. Based on our review of these sources, we believe that our compensation policy approximates the median of the marketplace in base salary and the 70<sup>th</sup> percentile in total cash compensation, if full target bonus is paid under our annual incentive plan.

### **Overview of Executive Compensation Program and Components**

Our compensation program generally provides equivalent benefits for all U.S.-based salaried employees and similar benefits for hourly-paid manufacturing employees. We provide additional compensation for our senior managers, including our executive officers, designed to reward performance and provide retirement benefits commensurate with the executives' earnings during their working lives. For fiscal 2014, the principal components of compensation for our executive officers were:

Base salary;  
Annual performance-based cash incentive compensation;  
Deferred performance-based cash incentive compensation;  
Retirement benefits; and  
Health and welfare benefits and perquisites.

**Base Salary:** Prior to the beginning of each fiscal year, our human resources staff presents to our Compensation Committee, for its review and approval, proposed merit increase guidelines and proposed shifts in the mid-points of all salary ranges and any proposed change in salary ranges for the upcoming fiscal year.

Our Compensation Committee determines the base salary and other compensation to be paid to our CEO for the upcoming year and reviews and approves our CEO's goals and objectives for that year. In connection with its review and determination, our Compensation Committee considers the input of the Chairman of our Board of Directors, who conducts a detailed review of the performance of our CEO at the end of each fiscal year and presents that review to our Compensation Committee at its first regular meeting of each fiscal year. At that time, the Chairman of our Board of Directors also presents his recommendation for any change in base salary or other compensation components for our CEO and his recommendation for our CEO's goals and objectives for the upcoming year.

Our Compensation Committee determines the reasonableness of and approves the compensation of our other executive officers as recommended by our CEO. In connection with such determinations, our CEO reviews the performance of, and proposes salary increases for, all managers who reported to him or to our Chief Operating Officer ("COO") during the fiscal year, including executive officers other than himself. Any increases are generally based upon the individual's performance during the previous year and/or any significant change in responsibilities for the upcoming year. Our Compensation Committee reviews the reasonableness of any proposed changes in base salary and the total compensation package provided to our executive officers. In conducting its review and making its determinations, our Compensation Committee reviews a three-year history of base salary, cash incentive bonus targets and payouts, and gains on equity awards, prepared by our human resources staff. During the fiscal year, our CEO may change the base salary of the managers who report to him or our COO, including our executive officers, without prior approval of our Compensation Committee, due to significant changes in the individual's responsibilities, to be competitive in the market or for other business reasons. Our CEO exercised this authority during fiscal 2014 as shown below.



During fiscal 2014, changes in base salary for the named executive officers were as follows:

| Name                  | Type of Change        | \$ of<br>Change<br>(1) | % of<br>Change<br>(2) |
|-----------------------|-----------------------|------------------------|-----------------------|
| Daniel S. Jaffee (3)  | Merit Increase        | \$25,000               | 4.76 %                |
| Daniel T. Smith       | Merit/Market Increase | \$ 15,000              | 7.14 %                |
| Thomas F. Cofsky      | Merit Increase        | \$4,000                | 1.60 %                |
| Mark E. Lewry         | None                  | —                      | —                     |
| Paul D. Ziemnisky Jr. | None                  | —                      | —                     |

(1) The “\$ of Change” is the difference in dollars between the base salary in effect at July 31, 2013 (the end of fiscal 2013) and the base salary in effect at the end of fiscal 2014. Not all of the salary adjustments were effective at the beginning of fiscal 2014; some were effective later in the fiscal year.

(2) The “% of Change” is the dollar change as a percent of base salary in effect at the end of fiscal 2013.

(3) As noted above, our Compensation Committee determines the base salary and other compensation to be paid to our CEO.

**Annual and Deferred Incentive Compensation:** Our annual incentive plan provides for a target bonus equal to a percentage of each eligible employee’s annual base salary. This percentage is generally determined by salary grade, which reflects the level of responsibility and expected contribution of the employee’s position to our financial results. For employees in the higher salary grades (including our executive officers), a larger proportion of their compensation takes the form of at-risk incentive compensation than is the case for employees in the lower salary grades. For some of these employees, there is also an opportunity to earn an executive deferred bonus award. As part of its annual review of executive compensation, our Compensation Committee sets the bonus opportunity as a percent of base salary for our CEO and determines the reasonableness of the bonus opportunity proposed by our CEO for our other executive officers.

**Annual Incentive Compensation:** Our annual incentive plan provides for the possibility of awards based on corporate financial performance. This measure serves to unite all salaried employees to work together to improve the Company’s performance. Generally, if we meet our corporate financial performance target, full target bonus is paid to each eligible exempt employee. If we fail to meet our corporate financial performance target but meet certain financial performance thresholds, a bonus of less than 100% of target bonus may be paid. If we exceed our corporate financial performance target, bonuses above 100% of target may be paid; however, no employee can receive a bonus greater than 200% of target under this plan. Non-exempt employees would earn 100% of target bonus at the threshold level and at the other applicable levels. In addition, our annual incentive plan gives our CEO the discretion to adjust the performance measures, targets and payout ranges used for incentive purposes if our CEO determines such change is desirable in the interest of equitable treatment of our employees and the Company as a result of, among other things, extraordinary or nonrecurring events, a corporate reorganization or any other change in circumstances or event; provided, however, that in no event may any employee receive a bonus greater than 200% of target under the plan. Due to a variety of factors, including the Company’s top-line financial performance in fiscal 2014 and the occurrence of certain events (e.g., the integration of our acquisition of MFM private label cat litter assets, the opening of our China subsidiary, and the expansion of our lightweight branded cat litter products), and after consulting with our CFO, our Chairman of the Board and each member of our Compensation Committee, our CEO used such discretionary authority for fiscal 2014 to pay a bonus under our annual incentive plan of approximately 25% of the total dollar amount of the overall target bonus pool for all employees.



**Deferred Incentive Compensation:** Our annual incentive plan also provides the opportunity for our senior managers, including our executive officers, to earn an executive deferred bonus award. This award is designed to reward and retain talented executives. Payment of executive deferred bonus awards is deferred until the vesting date established for each fiscal year's award. The annual incentive plan also provides for payout of executive deferred bonus awards upon death, retirement, disability or a change in control of the Company. We have established bookkeeping accounts for all executive deferred bonus awards, which earn interest at a rate equal to our long-term cost of borrowing plus 1%. At the request of each of our CEO and our Vice President of Manufacturing, neither was eligible for an executive deferred bonus award for fiscal 2014. All of our other executive officers were eligible. Executive deferred bonuses, if awarded for fiscal 2014 performance, would be deferred and paid in full at the end of three years (July 31, 2017) provided the executive is still employed by us at that time. Our annual incentive plan gives our CEO the discretion to adjust the performance measures, targets and payout ranges used for executive deferred bonus purposes if our CEO determines such change is desirable in the interest of equitable treatment of our employees and the Company as a result of, among other things, extraordinary or nonrecurring events, a corporate reorganization or any other change in circumstances or event; provided, however, that in no event may any employee receive a bonus greater than 200% of target under the plan. Our adjusted, pre-tax, pre-bonus income for fiscal 2014 resulted in no executive deferred bonus awards to our executive officers.

**Operation of the Annual Incentive Plan:** At the beginning of each fiscal year, our CEO presents to our Compensation Committee his proposal for the performance measures that will determine the calculation of the incentive bonus for that year, along with specific performance targets and payout ranges. Our CFO, Vice President of Human Resources and Vice President of Compensation and Benefits may each participate in this presentation as well. Our Compensation Committee reviews these performance measures, targets and payout ranges and determines their reasonableness as they relate to the total compensation of our executive officers.

For fiscal 2014, the performance measure under the annual incentive plan was our adjusted pre-tax, pre-bonus income as compared with pre-tax, pre-bonus income specified in our fiscal 2014 annual incentive plan. Our adjusted pre-tax, pre-bonus income for fiscal 2014 was determined by adjusting pre-tax income as shown in our fiscal 2014 audited consolidated financial statements as follows: (i) adding the entire amount of annual incentive plan bonus, both cash and executive deferred, awarded for fiscal 2014; and (ii) subtracting the amortization for prior years' executive deferred bonus awards. As a result of these adjustments, the financial performance measure under the annual incentive plan takes into consideration the full amount of any executive deferred bonus in the fiscal year for which it is awarded, rather than amortizing that bonus over its vesting period.

Under that performance measure and after the effect of the adjustments described above, exempt employees, including our executive officers, would earn bonuses as shown below:

|           | Adjusted Pre-Tax<br>Pre-Bonus<br>Income | % of<br>Target<br>Bonus<br>Earned |
|-----------|---|-----------------------------------|
| Threshold | \$ 16,857,000                           | 25 %                              |
| Target    | \$ 22,801,000                           | 100 %                             |
| Maximum   | \$ 30,319,000                           | 200 %                             |

Additional targets were also specified. If performance fell between two of the specified targets, the target bonus payment percentage would be prorated. No executive deferred bonus was to be awarded unless 95% of target bonus was earned. Non-exempt employees would earn 100% of target bonus if payout were made at any of the levels listed above.



The bonus opportunity for fiscal 2014 as a percent of base salary for the named executive officers is shown below:

|                       | <b>Bonus Opportunity as a % of Base Salary</b> |                     |        |        |                   |                    |                    |                   |                    |                    |
|-----------------------|--|---------------------|--------|--------|-------------------|--------------------|--------------------|-------------------|--------------------|--------------------|
|                       | <b>Threshold</b>                               |                     |        |        | <b>Target</b>     |                    |                    | <b>Maximum</b>    |                    |                    |
|                       | <b>Cash Only (1)</b>                           | <b>Deferred (2)</b> |        |        | <b>Cash Bonus</b> | <b>Defer Bonus</b> | <b>Total Bonus</b> | <b>Cash Bonus</b> | <b>Defer Bonus</b> | <b>Total Bonus</b> |
| Daniel S. Jaffee (3)  | 12.50%   | 37.50%              | N/A    | 37.50% | 50.00%            | N/A                | 50.00%             | 100.00%           | N/A                | 100.00%            |
| Daniel T. Smith       | 8.75%  | 26.25%              | 15.00% | 41.25% | 35.00%            | 20.00%             | 55.00%             | 70.00%            | 40.00%             | 110.00%            |
| Thomas F. Cofsky (3)  | 10.00%   | 30.00%              | N/A    | 30.00% | 40.00%            | N/A                | 40.00%             | 80.00%            | N/A                | 80.00%             |
| Mark E. Lewry (4)     | 10.00%   | 30.00%              | N/A    | 30.00% | 40.00%            | N/A                | 40.00%             | 80.00%            | N/A                | 80.00%             |
| Paul D. Ziemnisky Jr. | 8.75%  | 26.25%              | 11.25% | 37.50% | 35.00%            | 15.00%             | 50.00%             | 70.00%            | 30.00%             | 100.00%            |

(1) The threshold for payment of a cash bonus was adjusted pre-tax, pre-bonus income corresponding to the achievement of 84% of our fiscal 2014 annual incentive plan. That achievement level would result in payment of 25% of target cash bonus. No executive deferred bonus would be awarded at that level of performance.

(2) The threshold for earning of an executive deferred bonus award was adjusted pre-tax, pre-bonus income corresponding to the achievement of 95% of our fiscal 2014 annual incentive plan. That achievement level would result in an award of 75% of target bonus for both cash and executive deferred bonuses.

(3) At the request of each of Messrs. Jaffee and Cofsky, neither was eligible for an executive deferred bonus award for fiscal 2014.

(4) Mr. Lewry became eligible for an executive deferred bonus effective August 1, 2014.

Our fiscal 2014 corporate financial performance did not meet the threshold for payment of a performance-based cash incentive award. Therefore, our adjusted, pre-tax, pre-bonus income resulted in no cash incentive bonuses being paid to eligible exempt employees, including our executive officers. However, as described above, for fiscal 2014, our CEO used the discretionary authority granted to him under our annual incentive plan to pay a bonus of approximately 25% of the total dollar amount of the overall target bonus pool for all employees. Similarly, at its September 18, 2014 meeting, our Compensation Committee set the cash incentive bonus paid to our CEO to \$2,000. In addition, our fiscal 2014 corporate financial performance did not meet the threshold level for earning executive deferred bonus awards.

Annual cash and executive deferred bonus awards are shown in the Summary Compensation Table in the column captioned "Non-Equity Incentive Plan Compensation."

In addition to the discretionary authority of our CEO described above to adjust the performance measures, targets and payout ranges for our employees generally, our CEO may also exercise discretion in determining the incentive bonus to be paid under the annual incentive plan to any employee, including our executive officers (except himself), by:

Increasing or decreasing any participant's percent of corporate financial performance bonus earned by up to 25 percentage points, subject to limitations specified in the annual incentive plan. For example, if according to the corporate financial performance measure 75% of the corporate financial performance bonus has been earned, our CEO may adjust an individual participant's percent of corporate financial performance bonus earned to as little as 50% or as much as 100%.

Adjusting individual executive deferred bonus awards downward or upward, based on the participant's individual performance and/or the performance of the participant's department or division.

Awarding a bonus under the annual incentive plan of up to 25% of the total dollar amount of the overall target bonus pool for all exempt employees (and up to 100% of the total dollar amount of the overall target bonus pool for all non-exempt employees) if the Company fails to achieve the minimum performance otherwise required for payment of an award.

At its September 18, 2014 meeting, our Compensation Committee also reviewed the annual incentive plan performance measure and targets suggested by our CEO for the fiscal year beginning August 1, 2014 ("fiscal 2015"). The performance measure continues to be corporate financial performance as measured by achievement of target pre-tax, pre-bonus income as specified in the fiscal 2015 annual incentive plan. Annual incentive plan target pre-tax, pre-bonus income for fiscal 2015 will be determined by adjusting pre-tax income as shown in our fiscal 2015 audited consolidated financial statements in the same manner as described above for fiscal 2014.

**Retirement Benefits:** We seek to retain highly qualified executives, including our executive officers, and reward them for their service, by providing the following retirement benefit plans:

Defined benefit pension plan;  
Supplemental executive retirement plan ("SERP");  
Defined contribution retirement plan; and  
Executive deferred compensation plan.

Retirement benefits under these plans are funded by a combination of employer and employee contributions as described below, thus encouraging employees to take an active part in saving for their own retirement years.

**Defined benefit pension plan:** All U.S.-based employees participate in our Company-funded defined benefit pension plan. For salaried employees, the pension plan provides for pension benefits based on credited years of service and certain cash compensation (principally, base salary and commissions) earned during the highest paid consecutive five years during the last 10 years of employment. Our hourly-paid manufacturing employees also participate, but with a different pension benefit formula.

**SERP:** Our SERP provides benefits that would have been provided under our pension plan absent the Internal Revenue Code of 1986, as amended (the "Code"), limitations on benefits and on compensation for purposes of calculating benefits, offset by the actual pension benefits. Benefits under the SERP will be paid from our general assets. All employees whose pension plan benefits are limited by the Code will participate in the SERP. Currently, our CEO is the only participant.

**Defined contribution retirement plan:** All U.S.-based employees are eligible to participate in our 401(k) retirement savings plan. Employees may contribute from 2% to 50% of eligible compensation on a tax-deferred basis, subject to Code limits. We make a matching contribution of \$0.50 for each \$1.00 of the first 4% of compensation that employees contribute. For employees that were hired prior to May 1, 2012, our matching contribution is immediately vested. For employees that were hired on or after May 1, 2012, the Company's matching contribution vests in accordance with the following schedule:



| <u>Years of Service</u> | <u>Vested Percentage of Company's Matching Contribution</u> |
|-------------------------|---|
| 1 but less than 2       | 20%   |
| 2 but less than 3       | 40%   |
| 3 but less than 4       | 60%   |
| 4 but less than 5       | 80%   |
| 5 or more               | 100%  |

If an employee is subject to the above vesting schedule and retires on or after such employee's 65th birthday, the unvested portion, if any, of the Company's matching contribution becomes vested.

**Executive deferred compensation plan:** We provide an executive deferred compensation plan to assist executives and non-employee directors in saving for retirement or other financial needs. All executive officers are eligible to participate in this plan. Participating executives may defer up to 50% of base salary and 100% of annual incentive bonus into the plan. We make no contributions. Executives' deferrals earn interest at a rate equal to our long-term cost of borrowing plus 1%.

***Retirement Benefits for the Named Executive Officers shown in the Tables:***

**Summary Compensation Table:** The actuarial change in pension and SERP benefits and earnings in excess of 120% of the applicable federal rate on deferred compensation plan balances are included in the "Change in Pension Value and Nonqualified Deferred Compensation Earnings" column of the Summary Compensation Table. Our contribution to the 401(k) retirement savings plan is included in the "All Other Compensation" column of that table.

**Pension Benefits Table:** The present value of the accumulated benefits under the pension plan and the SERP is shown in the "Present Value of Accumulated Benefits" column of the Pension Benefits Table.

**Nonqualified Deferred Compensation Table:** Contributions by the named executive officers to our executive deferred compensation plan are shown in the "Executive Contributions in Last Fiscal Year" column of the Nonqualified Deferred Compensation Table. Earnings on balances in that plan are included in the "Aggregate Earnings in Last Fiscal Year" column of that table.

**Other Benefits:** We provide health and welfare benefits, including medical and dental coverage and life and long-term disability insurance, which are available to our executive officers on the same terms as they are available to other employees. These benefits help us attract and retain talented employees and provide assistance to current employees and their families.

We provide limited perquisites to the named executive officers to assist them in carrying out their duties. These perquisites may include a car allowance and paid parking. The value of these benefits is included in the "All Other Compensation" column of the Summary Compensation Table.

**Employment and Severance Arrangements:** We do not generally enter into written employment or prospective severance agreements with our executive officers, nor do we have a prospective severance plan that covers any of our executive officers. Currently, our only provisions for benefits upon termination of employment or change in control are in existing compensation plans and apply to all participants in those plans. For example, our equity incentive plans

contain provisions for immediate vesting of benefits upon change in control, retirement, disability or death. The Benefits Upon Termination or Change in Control Table contains additional information concerning benefits upon the termination of employment of the named executive officers.

**Long-Term Equity Incentives:** We favor performance-based cash incentives under our annual incentive plan over the use of equity incentive compensation. We continue to recognize, however, that long-term equity incentive compensation can be important in attracting and retaining key employees and outside directors, as evidenced by restricted stock grants extended to our two recent executive hires, Messrs. Lewry and Ziemnisky. Equity incentives for our CEO consist of a multi-year equity award as well as an annual restricted stock equity award that mirrors the value of the earned executive deferred bonus portion of the annual incentive for other executive officers.

At its September 18, 2014 meeting, our Compensation Committee stated its current intention to grant to our CEO, Daniel S. Jaffee, at a meeting following the end of fiscal 2015, an award of restricted shares of Class B Stock under the terms of our 2006 Long Term Incentive Plan, if he would have received an executive deferred bonus award as a result of our corporate financial performance in fiscal 2015 had he been a participant in that portion of our annual incentive plan. (As was the case in fiscal years 2008 through 2014, Mr. Jaffee has requested that he not be eligible for an executive deferred bonus award in fiscal 2015.) If corporate financial performance for fiscal 2015 meets the performance threshold for an award, an award may be granted for fiscal 2015 performance. If an award is granted, we anticipate that the number of restricted shares awarded would be determined by dividing the amount, if any, of an executive deferred bonus award each executive would have received under our annual incentive plan for fiscal 2015, had they each been participants in that portion of our annual incentive plan, by the average closing sale price of our Common Stock for the 30 trading days preceding the date of the grant (or other similar measure determined to be appropriate by our Compensation Committee).

**Equity Grant Practices:** We have a formal equity grant policy, adopted by our Board of Directors in 2007 and amended in 2012, which provides that equity awards generally should be made by our Compensation Committee at a regularly scheduled meeting or by our CEO under limited authority granted to him. Our CEO may make grants of either stock options or restricted stock, but the total number of either stock options or shares of restricted stock that our CEO may grant is limited, and the maximum employee award is designated by the employee's salary grade. Our CEO may generally make awards only four times each year, during the two-week period beginning the third business day following our quarterly earnings release. If the grant date is not an NYSE trading day, then the grant date will be the immediately preceding NYSE trading day.

Prior to the adoption of our formal policy, in the case of grants made by our Compensation Committee, the grant date has been determined in accordance with the requirements of Financial Accounting Standards Board Accounting Standards Codification Topic 718 ("ASC 718"). The exercise price has always been the closing sale price of our Common Stock on the date of grant.

**Stock Ownership Guidelines:** We do not have guidelines or requirements for stock ownership by our executive officers or our directors. See "Security Ownership of Management" below for information on beneficial ownership of our Common Stock and Class B Stock by our directors and executive officers.

## Tax and Accounting Implications

**Limitation on Tax Deductibility:** Section 162(m) of the Code limits to \$1 million the tax deduction we may take for compensation paid to our CEO and the other named executive officers unless the compensation is “performance-based” and paid under a formal compensation plan that meets the Code’s requirements. Currently, certain awards made by our Compensation Committee do not qualify for the “performance-based” exception to the limitation on deductibility. Historically, Section 162(m) has not had a material effect on our compensation philosophy, tax planning or financial reporting. To maintain flexibility, however, we have no policy requiring that all compensation paid to the named executive officers be fully deductible.

**Nonqualified Deferred Compensation:** We intend that all of our benefit plans comply with Section 409A of the Code. We amended and restated all of our benefit plans that include deferred compensation elements in compliance with Section 409A. We believe we have been operating in good faith with Section 409A since its January 1, 2005 effective date.

**Accounting for Stock-Based Compensation:** We account for stock-based payments under our equity incentive plans in accordance with ASC 718.

Report of the Compensation Committee of the Board of Directors

The Compensation Committee reviewed and discussed with our management the foregoing Compensation Discussion and Analysis. Based on that review and discussion, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

COMPENSATION COMMITTEE

Allan H. Selig, Chairman

Joseph C. Miller

Michael A. Nemeroff

## Summary Compensation Table

The following table summarizes the total compensation earned by the named executive officers for services provided to the Company during the years detailed below.

| Name and Principal Position   | Fiscal Year | Salary (\$) | Bonus (\$) | Stock Awards (\$)<br>(1) | Option Award (\$)<br>(1) | Incentive Plan Compensation (\$)<br>(2) | Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)<br>(3) | All Other Compensation (\$)<br>(4) | Total (\$)  |
|---|-------------|-------------|------------|--------------------------|--------------------------|---|---|------------------------------------|-------------|
| Daniel S. Jaffee<br>President and Chief Executive Officer                             | 2014        | \$550,000   | —          | —                        | —                        | \$ 2,000                                | \$ 244,325  | \$ 58,449                          | \$854,774   |
|   | 2013        | \$525,000   | —          | \$249,543                | —                        | \$ 525,000                              | \$ (51,153 )  | \$ 69,081                          | \$1,317,471 |
|   | 2012        | \$500,000   | —          | \$89,447                 | —                        | \$ 250,000                              | \$ 314,058  | \$ 76,933                          | \$1,230,438 |
| Daniel T. Smith<br>Vice President, Chief Financial Officer                            | 2014        | \$212,500   | —          | —                        | —                        | \$ 2,000                                | \$ 34,331   | \$ 14,482                          | \$263,313   |
|   | 2013        | \$201,667   | —          | \$26,300                 | —                        | \$ 221,833                              | \$ 2,874  | \$ 7,594                           | \$460,268   |
|   | 2012        | \$181,667   | —          | —                        | —                        | \$ 82,059                               | \$ 45,844   | \$ 5,429                           | \$314,999   |
| Thomas F. Cofsky<br>Vice President of Manufacturing                                   | 2014        | \$253,667   | —          | —                        | —                        | \$ 2,000                                | \$ 97,365   | \$ 21,776                          | \$374,808   |
|   | 2013        | \$249,167   | —          | \$133,102                | —                        | \$ 199,333                              | \$ (10,414 )  | \$ 20,868                          | \$592,056   |
|   | 2012        | \$238,525   | —          | \$96,258                 | —                        | \$ 95,410                               | \$ 131,425  | \$ 16,804                          | \$578,422   |
| Mark E. Lewry (5)<br>Chief Operating Officer  | 2014        | \$101,154   | —          | \$403,080                | —                        | \$ 2,000                                | \$ 1,788  | \$ 4,395                           | \$512,417   |
| Paul D. Ziemnisky Jr. (6)<br>Vice President, General Manager, Consumer Packaged Goods | 2014        | \$189,404   | —          | \$351,100                | —                        | \$ 2,000                                | \$ 7,445  | \$ 9,200                           | \$559,149   |

(1) The amounts reported reflect the grant date fair value of awards computed in accordance with ASC 718. For stock awards, the grant date fair value is the number of shares granted multiplied by the closing price of our Common Stock on the award date. For option awards, the grant date fair value is the number of shares granted multiplied by the Black Scholes value. The assumptions used in the Black Scholes calculation are disclosed in the notes to our audited consolidated financial statements included in our Annual Report on Form 10-K for fiscal 2014. The grant date fair value of an award reflects the accounting expense and may not represent the actual value that will be realized. There were no new option awards to the named executive officers during fiscal 2014.

(2) The 2014 amounts reflect a \$2,000 discretionary cash award and 0% of executive deferred bonuses under our annual incentive plan for fiscal 2014. Cash bonuses earned are paid following completion of the specified fiscal year. Executive deferred bonuses are awarded based on performance during the specified fiscal year and generally

vest (become payable) according to a vesting schedule established by our Compensation Committee for each fiscal year's award as described under "Compensation Discussion and Analysis – Annual and Deferred Incentive Compensation."

(3) The amounts shown in this column for fiscal 2014 are described in the following table:

Change in Pension Value and Nonqualified Deferred Compensation Earnings Table

| Name                  | Change in Pension Value<br>(\$)<br>(A) | Nonqualified Deferred Compensation Earnings<br>(\$)<br>(B) | Total     |
|-----------------------|--|--|-----------|
| Daniel S. Jaffee      | \$235,003                              | \$ 9,322   | \$244,325 |
| Daniel T. Smith       | \$26,698                               | \$ 7,633   | \$34,331  |
| Thomas F. Cofsky      | \$89,273                               | \$ 8,092   | \$97,365  |
| Mark E. Lewry         | \$1,788                                | — (C)  | \$1,788   |
| Paul D. Ziemnisky Jr. | \$7,445                                | —(C)   | \$7,455   |

(A) The amounts shown include the change in the actuarial present value of benefits under our pension plan during the fiscal year. For Daniel S. Jaffee, the amount shown also includes the change in the actuarial present value of benefits under our SERP.

(B) The amount shown for Daniel S. Jaffee represents earnings from our executive deferred compensation plan that exceed 120% of the applicable federal rate. The amounts shown for Messrs. Cofsky and Smith each represent earnings from our executive deferred compensation plan and, for Mr. Smith, also include earnings from the executive deferred bonus portion of our annual incentive plan that exceed 120% of the applicable federal rate.

(C) The amounts shown for Messrs. Lewry and Ziemnisky are zero because they did not elect to defer any compensation into our executive deferred compensation plan and did not have any earnings on prior year awards from the executive deferred bonus portion of our annual incentive plan.

(4) The amounts shown in this column for fiscal 2014 are described in the following table:

All Other Compensation Table

| Name                  | Perquisites<br>(\$)<br>(A) | Dividends on Unvested Restricted Stock<br>(\$)<br>(B) | Interest Earned on Executive Deferred Bonus<br>(\$)<br>(C) | 401(k) Plan Company Matching Contributions<br>(\$) | Post-Termination Compensation<br>(\$) | Total<br>(\$) |
|-----------------------|----------------------------|---|--|--|---------------------------------------|---------------|
| Daniel S. Jaffee      | \$11,759                   | \$37,648  | —  | \$9,042  | —                                     | \$58,449      |
| Daniel T. Smith       | \$2,700                    | \$760   | \$4,250  | \$6,772  | —                                     | \$14,482      |
| Thomas F. Cofsky      | \$10,747                   | \$3,812   | —  | \$7,217  | —                                     | \$21,776      |
| Mark E. Lewry         | \$365                      | \$2,280   | —  | (D) \$1,750  | —                                     | \$4,395       |
| Paul D. Ziemnisky Jr. | —                          | \$5,700   | —  | (D) \$3,500  | —                                     | \$9,200       |



(A) Perquisites for the named executive officers generally consist of auto allowances, paid parking, airline executive club memberships, remote internet access costs and periodical subscriptions. The amounts shown reflect the actual cost to us for providing these perquisites. The perquisites received by Daniel S. Jaffee consisted of the following which were paid by the Company: \$6,300 auto allowance, \$3,900 for parking, \$400 for airline executive club membership, \$884 for remote internet access and related fees and \$275 for periodical subscriptions. The perquisites received by Thomas F. Cofsky consisted of the following which were paid by the Company: \$6,300 auto allowance, \$3,900 for parking and \$547 for remote internet access and related fees.

(B) Amounts shown represent dividend payments on unvested shares of restricted stock held by the named executive officers that are reportable as either dividend or ordinary income.

(C) Executive deferred bonuses awarded under our annual incentive plan earn interest at a rate equal to our long-term cost of borrowing plus 1% as described above under “Compensation Discussion and Analysis – Annual and Deferred Incentive Compensation.” The amounts shown are the interest earned on all unvested executive deferred bonus awards that do not exceed 120% of the applicable federal rate, regardless of the fiscal year in which the awards were earned. For earnings that exceed 120% of the applicable federal rate, see the column titled “Nonqualified Deferred Compensation Earnings” in the table to footnote (3) of this Summary Compensation Table.

(D) The amounts shown for Messrs. Lewry and Ziemnisky are zero because neither has yet been awarded executive deferred bonuses under our annual incentive plan.

(5) Mr. Lewry joined the Company on March 31, 2014. Upon joining the Company, Mr. Lewry received an award of 12,000 restricted shares of Common Stock, all of which will “cliff” vest on April 7, 2019, provided that Mr. Lewry is employed by the Company on that date.

(6) Mr. Ziemnisky joined the Company on September 5, 2013. Upon joining the Company, Mr. Ziemnisky received an award of 10,000 restricted shares of Common Stock, all of which will “cliff” vest on October 16, 2018, provided that Mr. Ziemnisky is employed by the Company on that date.

#### Grants of Plan-Based Awards during Fiscal 2014

The following table discloses certain information regarding grants of plan-based awards to the named executive officers during fiscal 2014.

| Name                  | Estimated Future Payouts Under Non-Equity Incentive Plan Awards<br>(1) |                     |                 |                     |                 |                     | Equity Plan Awards (2) |   |   |
|-----------------------|--|---------------------|-----------------|---------------------|-----------------|---------------------|------------------------|---|---|
|                       | Threshold  |                     | Target          |                     | Maximum         |                     | Grant Date             | All Other Stock Awards: Number of Shares of Stock (#) | Grant of Restricted Stock Awards: Fair Value of Stock Award (3) |
|                       | Cash Bonus (\$)  | Deferred Bonus (\$) | Cash Bonus (\$) | Deferred Bonus (\$) | Cash Bonus (\$) | Deferred Bonus (\$) |                        |   |   |
| Daniel S. Jaffee      | \$68,750   | —                   | \$275,000       | —                   | \$550,000       | —                   | —                      | —   | —   |
| Daniel T. Smith       | \$18,594   | \$31,875            | \$74,375        | \$42,500            | \$148,750       | \$85,000            | —                      | —   | —   |
| Thomas F. Cofsky      | \$25,367   | —                   | \$101,467       | —                   | \$202,933       | —                   | —                      | —   | —   |
| Mark E. Lewry         | \$10,115   | —                   | \$40,462        | —                   | \$80,923        | —                   | 4/7/2014               | 12,000 (4)  | \$403,080   |
| Paul D. Ziemnisky Jr. | \$16,573   | \$21,308            | \$66,291        | \$28,411            | \$132,583       | \$56,821            | 10/16/2013             | 10,000 (5)  | \$351,100   |

(1) The amounts represent the potential range of cash bonus awards and executive deferred bonus awards targeted for fiscal 2014 performance under our annual incentive plan. The actual amounts of cash and executive

deferred bonuses awarded for fiscal 2014 are disclosed in the Summary Compensation Table in the column captioned “Non-Equity Incentive Plan Compensation.” For a discussion of the performance metrics applicable to these awards, see “Compensation Discussion and Analysis – Annual and Deferred Incentive Compensation – Operation of the Annual Incentive Plan” above.

- (2) Granted by our Compensation Committee under our 2006 Long Term Incentive Plan as described in “Compensation Discussion and Analysis – Long-Term Equity Incentives” above.
- (3) Amount represents the total fair value of restricted stock granted in fiscal 2014 under ASC 718.
- (4) Restricted shares of Common Stock awarded on April 7, 2014 scheduled to vest on April 7, 2019.
- (5) Restricted shares of Common Stock awarded on October 16, 2013 scheduled to vest on October 16, 2018.

### Outstanding Equity Awards at Fiscal 2014 Year End

The following table provides information on the unexercised stock options and unvested restricted stock held by the named executive officers as of July 31, 2014.

| Name                  | Option Awards   |   | Option Exercise Price (\$) | Option Expiration Date | Stock Awards  |   |
|-----------------------|---|---|----------------------------|------------------------|---|---|
|                       | Number of Securities Underlying Unexercised Options (#) Exercisable | Number of Securities Underlying Unexercised Options (#) Unexercisable |                            |                        | Number of Shares or Units of Stock That Have Not Vested (#) | Market Value of Shares or Units of Stock That Have Not Vested (\$)(1) |
| Daniel S. Jaffee      | —   | —   | —                          | —                      | 50,000 (2)  | \$1,458,500   |
|                       |   |   |                            |                        | 3,906 (3)   | \$113,938   |
|                       |   |   |                            |                        | 1,100 (3)   | \$32,087  |
|                       |   |   |                            |                        | 6,390 (4)   | \$186,396   |
| Daniel T. Smith       | —   | —   | —                          | —                      | 1,000 (5)   | \$29,170  |
| Thomas F. Cofsky      | —   | —   | —                          | —                      | 2,344 (6)   | \$68,374  |
|                       |   |   |                            |                        | 3,791 (7)   | \$110,583   |
| Mark E. Lewry         | —   | —   | —                          | —                      | 12,000 (8)  | \$350,040   |
| Paul D. Ziemnisky Jr. | —   | —   | —                          | —                      | 10,000 (9)  | \$291,700   |

(1) Market value for our Class B Stock and Common Stock has been calculated using the closing sale price of our Common Stock on July 31, 2014, the last trading day of fiscal 2014, which was \$29.17.

(2) Restricted shares of Class B Stock awarded on October 6, 2010, of which 25,000 shares vested on October 6, 2014, and an additional 25,000 shares are scheduled to vest on October 6, 2015.

(3) Restricted shares of Class B Stock awarded on October 9, 2012, scheduled to vest on July 31, 2015.

(4) Restricted shares of Class B Stock awarded on October 16, 2013, scheduled to vest on July 31, 2016.

(5) Restricted shares of Common Stock awarded on April 1, 2013, scheduled to vest on April 1, 2015.

(6) Restricted shares of Class B Stock awarded on October 9, 2012, scheduled to vest on July 31, 2015.

38

- (7) Restricted shares of Class B Stock awarded on October 16, 2013, scheduled to vest on July 31, 2016.
- (8) Restricted shares of Common Stock awarded on April 7, 2014 scheduled to vest on April 7, 2019.
- (9) Restricted shares of Common Stock awarded on October 16, 2013 scheduled to vest on October 16, 2018.

#### Option Exercises and Stock Vested for Fiscal 2014

The following table provides information for the named executive officers on:

the number of shares of the Company's stock acquired and the value received from stock option exercises during fiscal 2014; and  
the number of restricted shares of the Company's stock that vested and the value received upon vesting during fiscal 2014.

The shares acquired and vested by Mr. Jaffee and Mr. Cofsky were shares of Class B Stock.

| Name                     | Option Awards                                   | Value Realized on       | Stock Awards                                   | Value Realized            |
|--------------------------|---|-------------------------|--|---------------------------|
|                          | Number of Shares<br>Acquired on Exercise<br>(#) | Exercise<br>(\$)<br>(1) | Number of Shares<br>Acquired on Vesting<br>(#) | on Vesting<br>(\$)<br>(1) |
| Daniel S. Jaffee         | —   | —                       | 25,000   | \$854,750                 |
| Daniel T. Smith          | —   | —                       | —  | —                         |
| Thomas F.<br>Cofsky      | —   | —                       | 2,000  | \$66,420                  |
| Mark E. Lewry            | —   | —                       | —  | —                         |
| Paul D.<br>Ziennisky Jr. | —   | —                       | —  | —                         |

(1) The Value Realized on Exercise represents the difference between the market price of our Common Stock on the date of exercise and the grant price, multiplied by the number of shares acquired. The Value Realized on Vesting represents the market price of our Common Stock on the date of vesting multiplied by the number of shares vested.

#### Pension Benefits for Fiscal 2014

**Defined benefit pension plan:** All U.S.-based employees participate in our non-contributory, tax-qualified, defined benefit pension plan once they reach age 21 and complete one year of service. For salaried employees, including the named executive officers, the pension plan provides for pensions based on credited years of service (capped at 30 years) and Final Average Compensation.

The normal form of benefit is a life annuity with five years certain, payable at normal retirement age. The standard form of payment for a participant who is married is a 50% joint and survivor annuity. Other forms of benefit are available. Each form of benefit has approximately the same relative value. The formula for computation of the normal form of benefit is:

$$\begin{aligned} &0.55\% \text{ of Final Average Compensation} \\ &+0.55\% \text{ of Final Average Compensation that exceeds} \\ &\quad \text{Social Security Covered Compensation} \\ &\text{Multiplied by years of credited service} \end{aligned}$$

Final Average Compensation is the monthly average of the participant's compensation paid during the highest paid consecutive five years during the last 10 years of employment. Compensation for pension plan purposes consists of certain cash compensation, principally base salary and commissions. Social Security Covered Compensation is the average of the taxable wage bases in effect for each calendar year in the 35-year period ending with the year the participant attains Social Security retirement age.

A participant's right to an accrued benefit becomes non-forfeitable after five years of vesting service. Normal retirement age under the plan is age 65, or the date a participant completes five years of vesting service, if later. Salaried participants who have 10 years of service can receive actuarially reduced early retirement benefits as early as age 55. The present value of the accumulated benefit is the same regardless of whether a participant begins to receive benefits at age 65 or at an earlier age. We do not subsidize early retirement benefits.

If a married participant with a non-forfeitable benefit dies prior to commencement of benefit payments, the participant's spouse will be entitled to a survivor annuity equal to the amount the spouse would have been entitled to receive under a 50% joint and survivor annuity.

**SERP:** Our SERP provides benefits that would have been provided under our pension plan absent Code limitations on benefits and on compensation for purposes of calculating benefits, offset by the actual pension benefits. All employees whose pension plan benefits are limited by those Code limitations may participate in the SERP. Currently, Daniel S. Jaffee, our CEO, is the only participant. Benefits provided under the SERP are paid in five equal annual installments beginning six months after the participant's separation from service; however, if upon termination of employment the present value of the participant's accumulated benefits does not exceed \$50,000, payment will be made in a lump sum, as soon as administratively feasible after the first day of the calendar month that follows six months of separation from service.

The following table shows the present value of the accumulated benefits under the pension plan and under the SERP for each of the named executive officers. No payments were made to any named executive officer under the pension plan or the SERP during fiscal 2014.

| Name             | Plan Name    | Number<br>of Years<br>of<br>Credited<br>Service<br>(#)<br>(1) | Present Value<br>of<br>Accumulated<br>Benefits<br>(\$)<br>(2) |
|------------------|--------------|---|---|
| Daniel S. Jaffee | Pension Plan | 26.75   | \$ 404,133  |
|                  | SERP         | 26.75   | \$ 472,766  |
| Daniel T. Smith  | Pension Plan | 13.79   | \$ 125,313  |

|                       |              |       |            |
|-----------------------|--------------|-------|------------|
| Thomas F. Cofsky      | Pension Plan | 27.33 | \$ 396,465 |
| Mark E. Lewry         | Pension Plan | 0.33  | \$ 1,788   |
| Paul D. Ziemnisky Jr. | Pension Plan | 0.90  | \$ 7,445   |

(1) Credited service is actual years of employment with the Company.



(2) The assumed retirement age used to calculate the actuarial present value for each named executive officer's accumulated benefits is age 65, the age at which each named executive officer would be eligible to receive unreduced benefits. The other assumptions used are the same as those used to prepare the pension disclosures in the notes to our audited consolidated financial statements included in our Annual Report on Form 10-K for fiscal year ended July 31, 2014.

#### Nonqualified Deferred Compensation for Fiscal 2014

We provide an executive deferred compensation plan in which all executive officers and other senior managers are eligible to participate. Participating executives may defer up to 50% of base salary and 100% of annual cash incentive bonus into the plan. The Company makes no contributions. Executives' deferrals earn interest at a rate equal to our long-term cost of borrowing plus 1%. Participants are entitled to receive a distribution from their account balances at the earlier of the end of their elected deferral period or upon death or termination of employment prior to age 55. Accounts are distributed in a single lump sum, or in certain circumstances, annual installments over a period of up to 15 years as elected by the participant. In the event of an unforeseen emergency, a participant may apply to the administrative committee of the plan for payment of an amount from the participant's account balance sufficient to satisfy the emergency need. The plan will terminate upon a change in control of the Company. Immediately prior to such a change in control, or as soon as possible following a change in control, each participant will be paid his account balance. Our executive deferred compensation plan is unfunded and subject to the claims of our creditors.

The following table shows contributions, earnings and balances in our executive deferred compensation plan for the named executive officers during fiscal 2014.

| Name                  | Executive Contributions in Last Fiscal Year<br>(\$)<br>(1) | Registrant Contributions in Last Fiscal Year<br>(\$)<br>(2) | Aggregate Earnings                 | Aggregate Withdrawals/<br>Distributions<br>(\$) | Aggregate                               |
|-----------------------|--|---|------------------------------------|---|---|
|                       |  |   | in Last Fiscal Year<br>(\$)<br>(3) |   | Balance at Last Fiscal Year End<br>(\$) |
| Daniel S. Jaffee      | —  | —   | \$ 36,541                          | \$ 61,089                                       | \$ 697,769                              |
| Daniel T. Smith       | —  | —   | \$ 24,287                          | —   | \$ 478,470                              |
| Thomas F. Cofsky      | \$ 31,000  | —   | \$ 31,824                          | \$ 14,420                                       | \$ 640,967                              |
| Mark E. Lewry         | —  | —   | —                                  | —   | —                                       |
| Paul D. Ziemnisky Jr. | —  | —   | —                                  | —   | —                                       |

(1) The amounts in this column are voluntary deductions from salary and cash incentive awards by the named executive officers.

(2) We make no contribution to the executive deferred compensation plan.

(3) We credit the accounts under the terms of the plan with an interest rate that is equal to our long-term cost of borrowing plus 1%. The amounts shown include the following amounts exceeding 120% of the applicable federal rate and reported as compensation to the following named executive officers in the Summary Compensation Table: Mr. Jaffee \$9,322, Mr. Smith \$6,185 and Mr. Cofsky \$8,093.

## Equity Compensation Plans

The following table provides information about our equity compensation plans and stock that may be issued upon the exercise of options and rights that have been or may be granted to employees or members of our Board of Directors under those plans as of July 31, 2014.

| Plan Category   | Number of Shares of Stock to be Issued Upon Exercise of Outstanding Options | Weighted Average Exercise Price of Outstanding Options | Number of Shares of Stock Remaining Available for Future Issuance Under Equity Compensation Plans (excluding those listed in the first column) |
|---|---|--|--|
| Equity Compensation Plan Approved by our Stockholders (1) | 44,500 Common Stock (2)   | \$ 15.43   | 552,304 (3)  |

(1) This plan is our 2006 Long Term Incentive Plan.

(2) Under this plan, awards made to members of the Jaffee family are for shares of Class B Stock. There were no awards to the Jaffee family outstanding as of July 31, 2014. Awards made to other employees or non-employee directors are for shares of Common Stock.

(3) Prior to issuance of awards under this plan, it is not possible to determine whether awards will be for shares of Common Stock or shares of Class B Stock. Awards made to members of the Jaffee family will be for shares of Class B Stock. Awards made to other employees or non-employee directors will be for shares of Common Stock.

## Benefits upon Termination or Change in Control

The following summaries and table set forth potential payments to the named executive officers upon termination of their employment or a change in control of the Company. None of the named executive officers meet the qualifications for normal or early retirement benefits, so those termination scenarios are not shown.

We do not have a prospective severance plan that covers any of the named executive officers and generally have no employment or prospective severance agreements with the named executive officers.

Our only other provisions for benefits upon termination of employment or change in control are in existing compensation plans and apply to all participants in those plans.

Our annual incentive plan provides for immediate vesting and payment, as allowed by law, of a participant's executive deferred bonus award account upon the participant's death, disability, retirement with age plus years of service equal to 80 years, or change in control of the Company.

Our 2006 Long Term Incentive Plan and the agreements issued under it provide for immediate vesting of restricted stock and immediate vesting and exercisability of stock options upon a participant's death, disability or a change in control of the Company. Upon retirement with age plus years of service equal to 80 years, all stock options become immediately vested and exercisable. Upon any of these termination events, the participant, or his beneficiary in the case of the participant's death, may exercise any outstanding stock options for a period of three years or until their expiration dates, whichever occurs first.



The table below does not include amounts payable to the named executive officers under plans that are generally available on the same basis to all of our salaried employees, such as payments under the pension plan, the 401(k) plan, the life insurance plan, the disability insurance plan and payment of prorated annual incentive compensation. For information regarding pension plan benefits see “Pension Benefits for Fiscal 2014” above.

The table also does not include balances under our executive deferred compensation plan. Those balances and the circumstances under which the named executive officers may receive distributions from that plan are disclosed in the Nonqualified Deferred Compensation Table and the introduction to that table.

Unless otherwise noted, the amounts shown assume that each named executive officer’s employment terminated on July 31, 2014, the last day of our most recently completed fiscal year, and when applicable, the closing sale price of our Common Stock on July 31, 2014, the last trading day of fiscal 2014, which was \$29.17.

| Name                                 | Annual Incentive Plan       |     | 2006 Long Term Incentive Plan | Total (\$)  |
|--------------------------------------|-----------------------------|-----|-------------------------------|-------------|
|                                      | Deferred Bonus Account (\$) | (1) |                               |             |
| Daniel S. Jaffee                     |                             |     |                               |             |
| Change in Control, Death, Disability | —                           |     | \$1,790,921                   | \$1,790,921 |
| Daniel T. Smith                      |                             |     |                               |             |
| Change in Control, Death, Disability | \$112,267                   |     | \$29,170                      | \$141,437   |
| Thomas F. Cofsky                     |                             |     |                               |             |
| Change in Control, Death, Disability | —                           |     | \$178,958                     | \$178,958   |
| Mark E. Lewry                        |                             |     |                               |             |
| Change in Control, Death, Disability | —                           |     | \$350,040                     | \$350,040   |
| Paul D. Ziemnisky Jr.                |                             |     |                               |             |
| Change in Control, Death, Disability | —                           |     | \$291,700                     | \$291,700   |

(1) The amounts shown reflect each named executive officer’s balance in his executive deferred bonus account of our annual incentive plan. As explained above, our annual incentive plan provides for immediate vesting and payment, as allowed by law, of a participant’s executive deferred bonus award account upon the participant’s death, disability, retirement with age plus years of service equal to 80 years, or change in control of the Company.

(2) The amounts shown represent, as of July 31, 2014: (a) the market price of any unvested shares of restricted stock; and/or (b) the excess of the market price of the shares of stock underlying unvested stock options over the option exercise price. As of July 31, 2014, none of the named executive officers had any unvested stock options. As explained above, previously unvested shares of restricted stock and stock options become immediately vested upon the events listed.

## STOCK OWNERSHIP

## Principal Stockholders

The following table sets forth information as of October 17, 2014, except as noted below, regarding beneficial ownership of our Common Stock and Class B Stock by each person or group known to us to hold more than five percent of either class. See “Security Ownership of Management” below for information on beneficial ownership of our Common Stock and Class B Stock by our directors and executive officers.

| Name and Address of Beneficial Owner   | Title of Class | Amount and Nature of Beneficial Ownership (1)            |           |  |   |  |   |
|--|----------------|--|-----------|--|---|--|---|
|  |                | Number of Shares of<br>Common Stock and<br>Class B Stock |           | Percentage<br>of<br>Outstanding<br>Stock of<br>Class |   | Percentage of<br>Aggregate<br>Voting Power of<br>Common Stock and<br>Class B Stock |   |
| Richard M. Jaffee (2)(3)<br>410 N. Michigan Avenue<br>Chicago, IL 60611                                | Common Stock   | —  |           | —  |   | —  |   |
|  | Class B Stock  | 409,558  | (4)(5)(6) | 19.83  | % | 15.96  | % |
| Daniel S. Jaffee (2)<br>410 N. Michigan Avenue<br>Chicago, IL 60611                                    | Common Stock   | —  |           | —  |   | —  |   |
|  | Class B Stock  | 268,118  | (6)(7)    | 12.98  | % | 10.45  | % |
| Jaffee Investment Partnership, L.P. (3)<br>410 N. Michigan Avenue<br>Chicago, IL 60611                 | Common Stock   | —  |           | —  |   | —  |   |
|  | Class B Stock  | 1,250,000  | (5)       | 60.53  | % | 48.70  | % |
| Dimensional Fund Advisors LP<br>Palisades West, Building One<br>6300 Bee Cave Road<br>Austin, TX 78746 | Common Stock   | 356,907  | (8)       | 7.12   | % | 1.39   | % |
|  | Class B Stock  | —  |           | —  |   | —  |   |
| GAMCO Asset Management Inc. et al.<br>One Corporate Center<br>Rye, NY 10580                            | Common Stock   | 875,729  | (9)       | 17.46  | % | 3.41   | % |
|  | Class B Stock  | —  |           | —  |   | —  |   |
| Renaissance Technologies LLC<br>800 Third Avenue<br>New York, NY 10022                                 | Common Stock   | 380,225  | (10)      | 7.58   | % | 1.48   | % |
|  | Class B Stock  | —  |           | —  |   | —  |   |
| T. Rowe Price Associates, Inc.<br>100 East Pratt Street<br>Baltimore, MD 21202                         | Common Stock   | 620,206  | (11)      | 12.37  | % | 2.42   | % |
|  | Class B Stock  | —  |           | —  |   | —  |   |

- (1) Beneficial ownership is determined according to SEC rules and generally includes any shares over which a person possesses sole or shared power to vote or to direct the disposition of a security as well as any shares that such person has the right to acquire within 60 days of October 17, 2014, including through the exercise of options or other rights or the conversion of another security. Unless otherwise indicated, all beneficial ownership in this table indicates sole voting and investment power. The applicable percentage ownership for each person listed below is based upon 5,015,442 shares of Common Stock and 2,064,994 shares of Class B Stock outstanding as of the close of business on October 17, 2014. Shares of Common Stock and Class B Stock subject to options, warrants or other rights that are exercisable or convertible within 60 days after October 17, 2014, are deemed outstanding for the purpose of calculating the percentage ownership of the person holding those options, warrants or other rights but are not treated as outstanding for the purpose of calculating the percentage ownership of any other person.
- (2) Daniel S. Jaffee is Richard M. Jaffee's son.
- (3) By virtue of their direct and indirect ownership of shares of our stock, Richard M. Jaffee and Jaffee Investment Partnership, L.P. may be deemed to be control persons of the Company under federal securities laws.
- (4) Consists of 290,895 shares held in a revocable trust of which Richard M. Jaffee is the grantor and, during his lifetime, the trustee and sole beneficiary, and 118,538 shares held in a revocable trust of which his spouse is the grantor and, during her lifetime, the trustee and sole beneficiary, and 125 shares held in joint tenancy with his spouse.
- (5) Jaffee Investment Partnership, L.P. is managed by its general partners, generally acting by a majority vote. Two of the general partners, Richard M. Jaffee and his spouse Shirley H. Jaffee, each have eight votes. Each of the remaining four general partners, Daniel S. Jaffee, Karen Jaffee Cofsky, Susan Jaffee and Nancy E. Jaffee, all children of Richard M. and Shirley H. Jaffee, have one vote. Richard M. Jaffee, as the managing general partner, might be deemed to have, but disclaims, beneficial ownership of the partnership's shares, which are not reflected in his share ownership shown in this table.
- (6) Does not include shares beneficially owned by Jaffee Investment Partnership, L.P.
- (7) Consists of 262,366 shares of Class B Stock directly owned by Daniel S. Jaffee (36,396 of which are restricted shares), 2 shares of Class B Stock owned by his spouse, 5,625 shares of Class B Stock he owns as trustee for his children and 125 shares of Class B Stock held in joint tenancy with his spouse. Of the 36,396 restricted shares of Class B Stock: (a) 25,000 shares become non-forfeitable on October 6, 2015; (b) 5,006 shares become non-forfeitable on July 31, 2015; and (c) 6,390 shares become non-forfeitable on July 31, 2016.
- (8) Information is as provided by the reporting persons in a Schedule 13G/A filed with the SEC on February 10, 2014. Based on such Schedule 13G/A, Dimensional Fund Advisors LP ("Dimensional"), a registered investment adviser, furnishes investment advice to four investment companies registered under the Investment Company Act of 1940 and serves as investment manager to certain other commingled group trusts and separate accounts. These investment companies, trusts and accounts are the "Funds." In certain cases, subsidiaries of Dimensional may act as adviser or sub-adviser to certain Funds. Although such Schedule 13G/A identifies Dimensional as having sole voting power over 354,548 shares of Common Stock and sole dispositive power over 356,907 shares of Common Stock, it notes that in its role as investment advisor, sub-adviser and/or manager, neither Dimensional nor its subsidiaries possesses investment and/or voting power over the shares of Common Stock owned by the Funds, and may be deemed to be the beneficial owner of those shares under applicable SEC rules; however, all of these shares are owned by the Funds, and Dimensional disclaims beneficial ownership of such shares.

(9) Information is as provided by the reporting persons in a Schedule 13D/A filed with the SEC on June 11, 2012. Such Schedule 13D/A filed by Gabelli Funds, LLC (“Gabelli Funds”), GAMCO Asset Management, Inc. (“GAMCO”), Teton Advisors, Inc. (“Teton Advisors”), GGCP, Inc., GAMCO Investors, Inc. (“GBL”) and Mario J. Gabelli reports: (a) 165,500 shares of Common Stock beneficially owned by Gabelli Funds; (b) 583,839 shares of Common Stock beneficially owned by GAMCO; and (c) 126,390 shares of Common Stock beneficially owned by Teton Advisors. The Schedule 13D/A reports that each such entity has sole voting and sole dispositive power over the shares reported as beneficially owned by it, except that: (i) Gabelli Funds has sole dispositive and voting power with respect to the shares held by such funds so long as the aggregate voting interest of all joint filers does not exceed 25% of their total voting interest in the Company; (ii) GAMCO does not have the authority to vote 1,500 of the reported shares; (iii) in certain circumstances, proxy voting committees of each fund may have voting power over the reported shares; and (iv) the power of Mario J. Gabelli, GBL and GGCP, Inc. is indirect with respect to securities beneficially owned directly by other reporting persons.

(10) Information is as provided by the reporting persons in a Schedule 13G/A filed with the SEC on February 13, 2014. Such Schedule 13G/A filed by Renaissance Technologies LLC, an investment adviser (“RTC”), and Renaissance Technologies Holdings Corporation, majority owner of RTC (“RTHC”), reports that RTC and RTHC have sole voting and sole dispositive power over 380,225 shares of Common Stock.

(11) Information is as provided by the reporting persons in a Schedule 13G/A filed with the SEC on February 14, 2014. Such Schedule 13G/A filed by T. Rowe Price Associates, Inc., a registered investment adviser (“Price Associates”), and T. Rowe Price Small-Cap Value Fund, Inc. reports that Price Associates held sole voting power over 30,940 shares of Common Stock and sole dispositive power over 620,206 shares of Common Stock, and T. Rowe Price Small-Cap Value Fund, Inc. held sole voting power over 589,266 shares of Common Stock. Price Associates expressly disclaims that it is, in fact, the beneficial owner of such securities.

## Security Ownership of Management

The following table shows the number of shares of Common Stock and Class B Stock beneficially owned as of October 17, 2014 by our directors, by the named executive officers and by our directors and named executive officers as a group.

| Name of Beneficial Owner (1)                          | Number of Shares of Common Stock | Percentage of Outstanding Common Stock | Number of Shares of Class B Stock (2) |
|---|----------------------------------|--|---------------------------------------|
| Richard M. Jaffee (3)                                 | — (4)                            |  | (4)                                   |
| Daniel S. Jaffee                                      | — (4)                            |  | (4)                                   |
| Thomas F. Cofsky (3)                                  | 586 (5)                          | *                                      | 63,453 (6)                            |
| J. Steven Cole  | 25,800 (7)                       | *                                      | —                                     |
| Joseph C. Miller                                      | 19,034 (8)                       | *                                      | —                                     |
| Michael A. Nemeroff                                   | 20,401 (9)                       | *                                      | —                                     |
| Allan H. Selig  | 21,000                           | *                                      | —                                     |
| Paul E. Suckow  | 18,500 (9)                       | *                                      | —                                     |
| Lawrence E. Washow                                    | 5,000                            | *                                      | —                                     |
| Daniel T. Smith                                       | 2,515 (10)                       | *                                      | —                                     |
| Mark E. Lewry   | 12,000 (11)                      | *                                      | —                                     |
| Paul D. Ziemnisky Jr.                                 | 10,000 (12)                      |  | —                                     |
| All Directors and Named Executive Officers as a Group | 134,836 (13)                     | 2.68 %                                 | 741,129 (14)                          |

\* Does not exceed 1%

(1) Beneficial ownership is determined according to SEC rules and generally includes any shares over which a person possesses sole or shared power to vote or to direct the disposition of a security as well as any shares that such person has the right to acquire within 60 days of October 17, 2014, including through the exercise of options or other rights or the conversion of another security. Unless otherwise indicated, the individuals listed in this table have sole voting and investment power with respect to the shares owned by them, and such shares are not subject to any pledge. The applicable percentage ownership for each person listed is based upon 5,015,442 shares of Common Stock and 2,064,994 shares of Class B Stock outstanding as of the close of business on October 17, 2014. Shares of Common Stock and Class B Stock subject to options, warrants or other rights that are exercisable or convertible within 60 days after October 17, 2014, are deemed outstanding for the purpose of calculating the percentage ownership of the person holding those options, warrants or other rights, but are not treated as outstanding for the purpose of calculating the percentage ownership of any other person.

(2) Except for Richard M. Jaffee, Daniel S. Jaffee and Thomas F. Cofsky, none of our directors or executive officers, including the named executive officers, own any shares of Class B Stock.

(3) Thomas F. Cofsky is Richard M. Jaffee's son-in-law.

(4) For information regarding the shares beneficially owned by Richard M. Jaffee and Daniel S. Jaffee, see the table under "Principal Stockholders" above and the notes thereto.





- (5) Consists of 512 shares of Common Stock owned by Mr. Cofsky and 74 shares of Common Stock owned by his spouse.
- (6) Consists of 10,835 shares of Class B Stock directly owned by Thomas F. Cofsky (6,135 of which are restricted shares), 42,867 shares of Class B Stock owned by his spouse, 9,375 shares of Class B Stock his spouse owns as trustee for their children, and 376 shares of Class B Stock held in joint tenancy with his spouse. Of the 6,135 restricted shares of Class B Stock, (a) 2,344 are scheduled to “cliff” vest in full on July 31, 2015 and (b) 3,791 are scheduled to “cliff” vest in full on July 31, 2016.
- (7) Consists of 24,500 shares of Common Stock owned by Mr. Cole and 1,300 shares of Common Stock owned by his spouse.
- (8) Includes 16,525 shares of Common Stock held by Mr. Miller as trustee for the benefit of his spouse.
- (9) Includes 12,500 shares of Common Stock that this director has the right to acquire within 60 days of October 17, 2014, pursuant to stock options.
- (10) Includes 1,000 restricted shares of Common Stock awarded on April 2, 2013, scheduled to vest on April 1, 2015.
- (11) Consists of 12,000 restricted shares of Common Stock awarded on April 7, 2014, scheduled to vest on April 7, 2019.
- (12) Consists of 10,000 restricted shares of Common Stock awarded on October 16, 2013, scheduled to vest on October 16, 2018.
- (13) Includes 25,000 shares of Common Stock constituting all such shares that our directors and named executive officers have the right to acquire within 60 days of October 17, 2014, pursuant to stock options (including the shares of Common Stock that may be acquired as described in the notes above). Also includes 23,000 restricted shares of Common Stock: (a) 1,000 of which become non-forfeitable on April 1, 2015; (b) 12,000 of which become non-forfeitable on April 7, 2019 and (c) 10,000 of which become non-forfeitable on October 16, 2018. The number of shares of Common Stock owned beneficially by our directors and named executive officers as a group represents approximately 2.68% of the number of outstanding shares of Common Stock and approximately 0.52% of the aggregate voting power of the Common Stock and Class B Stock.
- (14) Includes 42,531 restricted shares of Class B Stock: (a) 25,000 of which become non-forfeitable on October 6, 2015; (b) 7,350 of which become non-forfeitable on July 31, 2015; and (c) 10,181 of which become non-forfeitable on July 31, 2016. Does not include shares beneficially owned by Jaffee Investment Partnership, L.P. For information regarding the shares held by the partnership, see the table under “Principal Stockholders” above and the notes thereto. The number of shares of Class B Stock owned beneficially by our directors and named executive officers as a group represents approximately 35.89% of the number of outstanding shares of Class B Stock and approximately 28.85% of the aggregate voting power of the Common Stock and Class B Stock.

#### Section 16(a) Beneficial Ownership Reporting Compliance

Under SEC rules, our directors, executive officers and beneficial owners of more than 10% of the Company’s Common Stock or Class B Stock are required to file reports of their ownership and changes in that ownership with the SEC. Based solely on our review of copies of these reports and representations of the reporting persons, we believe that

during the fiscal year ended July 31, 2014, all reportable transactions were reported and all required reports were timely filed with the SEC.