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OIL DRI CORP OF AMERICA

Form ARS

November 05, 2014

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Additional Information.

(a) ***Agreements, Regulatory Requirements and Legal Proceedings.***

(1) **None.**

(2) **The Company is required to comply with federal and state securities laws and tender offer rules.**

(3) **Not applicable.**

(4) **Not applicable.**

(5) **None.**

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(b) ***Other Material Information. None.***

**Item 12. Exhibits.**

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- (a)(1)(i) Offer to Purchase dated November 16, 2009.
- (a)(1)(ii) Form of Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).
- (a)(2) None.
- (a)(3) None.
- (a)(4) None.
- (a)(5) Press Release dated November 16, 2009.
- (b)(1) Credit Agreement, dated as of June 9, 2008, among Scientific Games International, Inc., as borrower, the Company, as a guarantor, the several lenders from time to time parties thereto, and JPMorgan Chase Bank, N.A., as administrative agent, J.P. Morgan Securities Inc. and Banc of America Securities LLC, as joint lead arrangers and joint bookrunners, Bank of America, N.A. and UBS Securities LLC, as co-syndication agents, and ING Capital LLC and Bank of Tokyo Mitsubishi UFJ Trust Company, as co-documentation agents. Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 13, 2008, and incorporated herein by reference.
- (b)(2) Amendment, dated as of March 27, 2009, among Scientific Games International, Inc., as borrower, the Company, as guarantor, the several lenders from time to time parties thereto and JPMorgan Chase Bank, N.A., as administrative agent, which amended the Credit Agreement, dated as of June 9, 2008, among such parties. Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 2, 2009, and incorporated herein by reference.
- (b)(3) Second Amendment, dated as of September 30, 2009, among Scientific Games International, Inc., as borrower, the Company, as guarantor, the several lenders from time to time party thereto and JPMorgan Chase Bank, N.A., as administrative agent, which amended the Credit Agreement, dated as of June 9, 2008 and amended as of March 27, 2009, among such parties. Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 2, 2009, and incorporated herein by reference.
- (b)(4) Third Amendment, dated as of October 13, 2009, among Scientific Games International, Inc., as borrower, the Company, as guarantor, the several lenders from time to time parties thereto and JPMorgan Chase Bank, N.A., as administrative agent, which amended the Credit Agreement, dated as of June 9, 2008 and amended as of March 27, 2009 and September 30, 2009, among such parties. Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 19, 2009, and incorporated herein by reference.
- (d)(1) 1992 Equity Incentive Plan, as amended and restated. Previously filed as Exhibit 10.33 to the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 1998, and incorporated herein by reference.
- (d)(2) 1995 Equity Incentive Plan, as amended. Previously filed as Exhibit 10.14 to the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 1997, and incorporated herein by reference.
- (d)(3) 1997 Incentive Compensation Plan, as amended and restated. Previously filed as Exhibit 10.14 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2001, and incorporated herein by reference.
- (d)(4) 2003 Incentive Compensation Plan, as amended and restated. Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 19, 2009, and incorporated herein by reference.
- (d)(5) 2002 Employee Stock Purchase Plan, as amended and restated. Previously filed as Exhibit 10.14 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2005, and incorporated herein by reference.



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- (d)(6) Stockholders Agreement, dated September 6, 2000, by and among the Company, MacAndrews & Forbes Holdings Inc. (formerly known as Mafco Holdings Inc.) ( MacAndrews ) (as successor in interest under the agreement to Cirmatica Gaming S.A.) and Ramius Securities, LLC. Previously filed as Exhibit 10.38 to the Company's Quarterly Report on Form 10-Q for the quarter ended July 31, 2000, and incorporated herein by reference.
- (d)(7) Supplemental Stockholders Agreement, dated June 26, 2002, by and among the Company and MacAndrews (as successor in interest to Cirmatica Gaming S.A.). Previously filed as Exhibit 4.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, and incorporated herein by reference.
- (d)(8) Letter Agreement, dated as of October 10, 2003, by and between the Company and MacAndrews further supplementing the Stockholders Agreement. Previously filed as Exhibit 3 to the Schedule 13D jointly filed by MacAndrews and SGMS Acquisition Corporation on November 26, 2003), and incorporated herein by reference.
- (d)(9) Letter Agreement dated February 15, 2007 between the Company and MacAndrews & Forbes Holdings Inc. Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 16, 2007, and incorporated herein by reference.
- (d)(10) Indenture, dated as of December 23, 2004, among the Company, as issuer, the subsidiary guarantors party thereto, and Wells Fargo, National Association, as Trustee, relating to the 0.75% Convertible Senior Subordinated Notes Due 2024. Previously filed as Exhibit 4.2 to the Company's Current Report on Form 8-K filed on December 30, 2004, and incorporated herein by reference.
- (d)(11) Indenture, dated as of May 21, 2009, among the Company as issuer, Scientific Games Corporation, as a guarantor, the additional guarantors party thereto, and The Bank of Nova Scotia Trust Company, as trustee, relating to the 9.25% Senior Subordinated Notes Due 2019. Previously filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed on May 27, 2009, and incorporated herein by reference.
- (d)(12) Registration Rights Agreement, dated November 5, 2009, among Scientific Games International, Inc., the Company, the subsidiary guarantors party thereto, and J.P. Morgan Securities Inc., Banc of America Securities LLC, Credit Suisse Securities (USA) LLC and Goldman, Sachs & Co., as representatives for the initial purchasers named therein. Previously filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed on November 12, 2009, and incorporated herein by reference.
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- (d)(14) Indenture, dated as of December 23, 2004, among the Company, as issuer, the subsidiary guarantors party thereto, and Wells Fargo, National Association, as trustee, relating to the 6.25% Senior Subordinated Notes Due 2012. Previously filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed on December 30, 2004, and incorporated herein by reference.
- (d)(15) International Swaps and Derivative Association, Inc. Confirmation, dated December 23, 2004, between JPMorgan Chase Bank, National Association, and the Company with respect to Warrants (the JPMorgan Confirmation ). Previously filed as Exhibit 4.3 to the Company's Current Report on Form 8-K filed on December 30, 2004, and incorporated herein by reference.
- (d)(16) International Swaps and Derivative Association, Inc. Confirmation, dated December 23, 2004, between Bear Stearns International Limited and the Company with respect to Warrants (the Bear Confirmation ). Previously filed as Exhibit 4.4 to the Company's Current Report on Form 8-K filed on December 30, 2004, and incorporated herein by reference.



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- (d)(17) Amendment dated December 23, 2004 to the JPMorgan Confirmation. Previously filed as Exhibit 4.5 to the Company's Current Report on Form 8-K filed on December 30, 2004, and incorporated herein by reference.
- (d)(18) Amendment dated December 23, 2004 to the Bear Confirmation. Previously filed as Exhibit 4.6 to the Company's Current Report on Form 8-K filed on December 30, 2004, and incorporated herein by reference.
- (g) None.
- (h) None.

**Item 13. Information Required by Schedule 13E-3.**



Not Applicable.

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 16, 2009

**SCIENTIFIC GAMES CORPORATION**

By: /s/ Jeffrey S. Lipkin  
Jeffrey S. Lipkin  
Vice President and Chief Financial Officer

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EXHIBIT INDEX

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- (g) None.
- (h) None.