Consolidated Income Statement and Supplemental Information

Reconciliation Excluding the 2004 Restructuring Program and Other Items

For the Three Months Ended September 30, 2008 and 2007

(in Millions Except Per Share Amounts) (Unaudited)

			20	008		2007								
	As	Reported	Restructuring		Excluding Restructuring		Asl	As Reported		cturing	Other Items (a)		Restru	cluding cturing & er Items
Net sales	\$	3,988.0	\$	-	\$	3,988.0	\$	3,528.2	\$	-	\$	-	\$	3,528.2
Cost of sales		1,751.8		11.1		1,740.7		1,544.6		37.4		-		1,507.2
Gross profit		2,236.2		(11.1)		2,247.3		1,983.6		(37.4)		-		2,021.0
Gross profit margin		56.1%				56.4%		56.2%						57.3%
Selling, general and administrative expenses		1,415.4		20.9		1,394.5		1,277.7		11.8		-		1,265.9
Other (income) expense, net		52.4		15.2		37.2		37.1		1.9		15.4		19.8
Operating profit		768.4		(47.2)		815.6		668.8		(51.1)		(15.4)		735.3
Operating profit margin		19.3%				20.5%		19.0%						20.8%
Interest expense, net		22.9		-		22.9		38.5		-		-		38.5
Income before income taxes		745.5		(47.2)		792.7		630.3		(51.1)		(15.4)		696.8
Provision for income taxes		245.6		(16.0)		261.6		210.2		(14.8)		(5.4)		230.4
Effective tax rate		32.9%				33.0%		33.3%						33.1%
Net income		499.9		(31.2)		531.1		420.1		(36.3)		(10.0)		466.4
Earnings per common share														
Basic Diluted	\$ \$	0.98 0.94	\$ \$	(0.06) (0.05)	\$ \$	1.04 0.99	\$ \$	0.81 0.77	\$ \$	(0.07) (0.07)	\$ \$	(0.02) (0.02)	\$ \$	0.90 0.86
Average common shares outstanding														
Basic		505.5		505.5		505.5		509.9		509.9		509.9		509.9
Diluted		534.3		534.3		534.3		542.4		542.4		542.4		542.4

(a) See Table 3 "Supplemental Consolidated Income Statement Information - Other Items" for details.

Note: Basic and diluted earnings per share for the "As Reported" and "Excluding Restructuring & Other Items" are computed independently for each quarter and the year to date period presented. As a result of changes in shares outstanding during the year and rounding, the sum of the quarters' earnings per share may not necessarily equal the earnings per share for the year to date period. In addition, the impact of "Restructuring" and "Other Items" on the basic and diluted earnings per share may not necessarily equal the earnings per share if calculated independently as a result of rounding.

Consolidated Income Statement and Supplemental Information

Reconciliation Excluding the 2004 Restructuring Program and Other Items

For the Nine Months Ended September 30, 2008 and 2007

(in Millions Except Per Share Amounts) (Unaudited)

		2008						2007								
	As	Reported	Rest	ructuring		xcluding tructuring	As	Reported	Rest	Restructuring Other Items (a)		Restr	xcluding ucturing & ner Items			
Net sales	\$	11,665.8	\$	-	\$	11,665.8	\$	10,147.5	\$	-	\$	(2.1)	\$	10,149.6		
Cost of sales		5,090.0		48.0		5,042.0		4,443.3		103.8		(1.1)		4,340.6		
Gross profit		6,575.8		(48.0)		6,623.8		5,704.2		(103.8)		(1.0)		5,809.0		
Gross profit margin		56.4%				56.8%		56.2%						57.2%		
Selling, general and administrative expenses		4,187.0		54.8		4,132.2		3,671.6		32.9		-		3,638.7		
Other (income) expense, net		129.7		21.7		108.0		55.1		15.7		(20.6)		60.0		
Operating profit		2,259.1		(124.5)		2,383.6		1,977.5		(152.4)		19.6		2,110.3		
Operating profit margin		19.4%				20.4%		19.5%						20.8%		
Interest expense, net		82.0		-		82.0		121.6		-		-		121.6		
Income before income taxes		2,177.1		(124.5)		2,301.6		1,855.9		(152.4)		19.6		1,988.7		
Provision for income taxes		716.9		(42.6)		759.5		533.4		(44.5)		(65.8)		643.7		
Effective tax rate		32.9%				33.0%		28.7%						32.4%		
Net income		1,460.2		(81.9)		1,542.1		1,322.5		(107.9)		85.4		1,345.0		
Earnings per common share Basic Diluted	\$ \$	2.84 2.72	\$ \$	(0.16) (0.15)	\$ \$	3.00 2.87	\$ \$	2.55 2.43	\$ \$	(0.21) (0.20)	\$ \$	0.17 0.16	\$ \$	2.59 2.47		
Average common shares outstanding	Ŧ	2	Ŧ	()	Ŧ		Ŧ		Ŧ	()	Ŧ		-			
Basic Diluted		507.2 536.7		507.2 536.7		507.2 536.7		511.2 544.4		511.2 544.4		511.2 544.4		511.2 544.4		
Difuted		330.7		330.7		330.7		344.4		344.4		344.4		344.4		

(a) See Table 3 "Supplemental Consolidated Income Statement Information - Other Items" for details.

Note: Basic and diluted earnings per share for the "As Reported" and "Excluding Restructuring & Other Items" are computed independently for each quarter and the year to date period presented. As a result of changes in shares outstanding during the year and rounding, the sum of the quarters' earnings per share may not necessarily equal the earnings per share for the year to date period. In addition, the impact of "Restructuring" and "Other Items" on the basic and diluted earnings per share may not necessarily equal the earnings per share if calculated independently as a result of rounding.

Supplemental Consolidated Income Statement Information

Other Items

For the Three and Nine Months Ended September 30, 2007

(in Millions Except Per Share Amounts) (Unaudited)

		Three Months Ended September 30, 2007											
		in on ch Sale	Vol	Product untary ecall		Γax tments*	Pe	FAS 88 ension harges		al Other tems			
Net sales	\$	-	\$	-	\$	-	\$	-	\$	-			
Cost of sales		-		-		-		-		-			
Gross profit		-		-		-		-		-			
Selling, general and administrative expenses		-		-		-		-		-			
Other (income) expense, net		-		-		-		15.4		15.4			
Operating profit		-		-		-		(15.4)		(15.4)			
Interest expense, net		-		-		-		-		-			
Income before income taxes		-		-		-		(15.4)		(15.4)			
Provision for income taxes		-		-		-		(5.4)		(5.4)			
Net income		-		-		-		(10.0)		(10.0)			
Earnings per common share													
Basic Diluted	\$ \$	-	\$ \$	-	\$ \$	-	\$ \$	(0.02) (0.02)	\$ \$	(0.02) (0.02)			

			Nine Mon	ths Ende	d September	r 30, 20	07	
	ain on Ich Sale	Hill's Product Voluntary Recall		Tax Adjustments*		SFAS 88 Pension Charges		al Other tems
Net sales	\$ -	\$	(2.1)	\$	-	\$	-	\$ (2.1)
Cost of sales	-		(1.1)		-		-	(1.1)
Gross profit	-		(1.0)		-		-	(1.0)
Selling, general and administrative expenses	-		-		-		-	-
Other (income) expense, net	(48.6)		12.6		-		15.4	(20.6)
Operating profit	48.6		(13.6)		-		(15.4)	19.6
Interest expense, net	-		-		-		-	-
Income before income taxes	48.6		(13.6)		-		(15.4)	19.6
Provision for income taxes	18.9		(5.4)		(73.9)		(5.4)	(65.8)
Net income	29.7		(8.2)		73.9		(10.0)	85.4
Earnings per common share								
Basic	\$ 0.06	\$	(0.02)	\$	0.15	\$	(0.02)	\$ 0.17
Diluted	\$ 0.05	\$	(0.01)	\$	0.14	\$	(0.02)	\$ 0.16

* Reduction of tax loss carryforward valuation allowances in Brazil of \$94.6, partially offset by tax provisions for the recapitalization of certain overseas subsidiaries.

Condensed Consolidated Balance Sheets

As of September 30, 2008, December 31, 2007 and September 30, 2007

(Dollars in Millions) (Unaudited)

	September 30, 2008			cember 31, 2007	Sep	otember 30, 2007
Cash and cash equivalents	\$	634.7	\$	428.7	\$	628.4
Receivables, net		1,761.1		1,680.7		1,758.0
Inventories		1,306.0		1,171.0		1,167.0
Other current assets		385.4		338.1		382.4
Property, plant and equipment, net		3,047.2		3,015.2		2,831.7
Other assets, including goodwill and intangibles		3,420.8		3,478.3		3,316.2
Total assets	\$	10,555.2	\$	10,112.0	\$	10,083.7
Total debt	\$	3,517.9		3,515.9		3,608.2
Other current liabilities		3,022.3		2,868.7		2,927.0
Other non-current liabilities		1,547.1		1,441.2		1,526.4
Total liabilities		8,087.3		7,825.8		8,061.6
Total shareholders' equity		2,467.9		2,286.2		2,022.1
Total liabilities and shareholders' equity	\$	10,555.2	\$	10,112.0	\$	10,083.7
Supplemental Balance Sheet Information						
Debt less cash and marketable securities*	\$	2,861.5	\$	3,064.6	\$	2,927.0
Working capital % of sales		2.6%		2.2%		2.4%

* Marketable securities of \$21.7, \$22.6 and \$52.8 as of September 30, 2008, December 31, 2007 and September 30, 2007, respectively, are included in Other current assets.

Condensed Consolidated Statements of Cash Flows

For the Nine Months Ended September 30, 2008 and 2007

(Dollars in Millions) (Unaudited)

	2008	2007
Or and the statistics		
Operating Activities Net income	\$ 1460.2	\$ 1,322.5
	\$ 1,460.2	\$ 1,522.5
Adjustments to reconcile net income to net cash provided by operations:	(26.2)	$(2, \epsilon)$
Restructuring, net of cash	(36.3) 260.9	(3.6) 246.4
Depreciation and amortization	200.9	(48.6)
Gain before tax on sale of non-core product lines	82.3	(48.0) 93.1
Stock-based compensation expense Deferred income taxes	82.5 37.5	(60.2)
	57.5	(00.2)
Cash effects of changes in: Receivables	(121.5)	(167.0)
Inventories	(131.5)	(167.0)
	(175.9) 162.3	(118.4) 364.8
Accounts payable and other accruals Other non-current assets and liabilities	102.5 97.5	9.7
Net cash provided by operations	1,757.0	1,638.7
Investing Activities		
Capital expenditures	(392.4)	(327.1)
Sale of property and non-core product lines	47.3	106.0
Payment for acquisitions, net of cash acquired	-	(26.5)
Other	4.1	(56.0)
Net cash used in investing activities	(341.0)	(303.6)
Financing Activities		
Principal payments on debt	(1,424.5)	(1,635.9)
Proceeds from issuance of debt	1,447.3	1,530.4
Dividends paid	(606.8)	(550.4)
Purchases of treasury shares	(833.0)	(866.6)
Proceeds from exercise of stock options and excess tax benefits	223.9	313.7
Net cash used in financing activities	(1,193.1)	(1,208.8)
	(16.0)	10 (
Effect of exchange rate changes on Cash and cash equivalents	(16.9)	12.0
Net increase in Cash and cash equivalents	206.0	138.9
Cash and cash equivalents at beginning of period	428.7	489.5
Cash and cash equivalents at end of period	\$ 634.7	\$ 628.4
Supplemental Cash Flow Information		
Free cash flow before dividends (Net cash provided by operations less capital exp		
Net cash provided by operations	\$ 1,757.0	\$ 1,638.7
Less: Capital expenditures	(392.4)	(327.1)
Free cash flow before dividends	\$ 1,364.6	\$ 1,311.6

Income taxes paid

Segment Information

For the Three and Nine Months Ended September 30, 2008 and 2007

(Dollars in Millions) (Unaudited)

	11100 1110	onths Ended mber 30,	Nine Months Ended September 30,			
	2008	2007	2008	2007		
Net sales						
Oral, Personal and Home Care						
North America	\$ 717.8	\$ 687.7	\$ 2,142.4	\$ 2,021.6		
Latin America	1,081.3	893.7	3,091.9	2,544.9		
Europe/South Pacific	948.0	875.3	2,814.7	2,501.8		
Greater Asia/Africa	717.3	607.2	2,042.5	1,726.0		
Total Oral, Personal and Home Care	\$ 3,464.4	\$ 3,063.9	\$ 10,091.5	\$ 8,794.3		
Pet Nutrition	523.6	464.3	1,574.3	1,353.2		
Total Net sales	\$ 3,988.0	\$ 3,528.2	\$ 11,665.8	\$ 10,147.5		

		nded),	Nine Months Ended September 30,					
		2008		2007		2008		2007
Operating profit								
Oral, Personal and Home Care								
North America	\$	163.5	\$	171.0	\$	497.4	\$	484.8
Latin America		312.4		250.2		886.9		742.4
Europe/South Pacific		205.5		199.9		600.0		565.7
Greater Asia/Africa		115.9		90.8		326.7		259.2
Total Oral, Personal and Home Care	\$	797.3	\$	711.9	\$	2,311.0	\$	2,052.1
Pet Nutrition		133.3		116.9		390.6		354.5
Corporate		(162.2)		(160.0)		(442.5)		(429.1)
Total Operating Profit	\$	768.4	\$	668.8	\$	2,259.1	\$	1,977.5

The Company evaluates segment performance based on several factors, including Operating profit. The Company uses Operating profit as a measure of operating segment performance because it excludes the impact of corporate-driven decisions related to interest expense and income taxes. Corporate operations include restructuring and related implementation costs, stock-based compensation related to stock options and restricted stock awards, research and development costs, Corporate overhead costs and gains and losses on sales of non-core product lines and assets.

For the three months ended September 30, 2008 and 2007, Corporate operating expenses include \$47.2 and \$51.1 of charges related to the Company's 2004 Restructuring Program, respectively. For the nine months ended September 30, 2008 and 2007, Corporate operating expenses include \$124.5 and \$152.4 of charges related to the Company's 2004 Restructuring Program, respectively. Additionally, Corporate operating expenses for the three and nine months ended September 30, 2007 were increased by SFAS 88 pension charges of \$15.4. For the nine months ended September 30, 2007, Corporate operating expenses were reduced by a \$48.6 gain related to the sale of the Company's household bleach business in Latin America.

As a result of a limited voluntary recall of Hill's product in March 2007, Pet Nutrition Net sales for the nine months ended September 30, 2007 were reduced by \$2.1 and Corporate operating expenses increased by \$13.6.

Geographic Sales Analysis

Percentage Changes - Third Quarter 2008 vs 2007

September 30, 2008

(Unaudited)

				COMPONENTS OF SALES CHANGE THIRD QUARTER							COMPONENTS OF SALES CHAI NINE MONTHS		
Region	3rd Qtr Sales Change <u>As Reported</u>	3rd Qtr Sales Change <u>Ex-Divestment</u>	3rd Qtr Organic <u>Sales Change</u>	Ex-Divested <u>Volume</u>	Pricing Coupons Consumer & Trade <u>Incentives</u>	Exchange	9 Months Sales Change <u>As Reported</u>	9 Months Sales Change <u>Ex-Divestment</u>	9 Months Organic <u>Sales Change</u>	Ex-Divested <u>Volume</u>	Pricing Coupons Consumer & Trade <u>Incentives</u>	<u>Exchange</u>	
Total Company	13.0%	13.0%	9.5%	3.0%	6.5%	3.5%	15.0%	15.0%	9.0%	4.5%	4.5%	6.0%	
Europe/South Pacific	8.5%	8.5%	1.5%	1.0%	0.5%	7.0%	12.5%	12.5%	1.5%	1.5%	0.0%	11.0%	
Latin America	21.0%	21.0%	15.5%	4.5%	11.0%	5.5%	21.5%	22.0%	15.0%	6.5%	8.5%	7.0%	
Greater Asia/Africa	18.0%	19.0%	16.5%	11.5%	5.0%	2.5%	18.5%	19.0%	13.5%	9.5%	4.0%	5.5%	
Total International	15.5%	16.0%	11.0%	5.5%	5.5%	5.0%	17.5%	17.5%	9.5%	5.0%	4.5%	8.0%	
North America	4.5%	4.5%	4.5%	1.0%	3.5%	0.0%	6.0%	6.0%	5.0%	3.0%	2.0%	1.0%	
Total CP Products	13.0%	13.0%	9.0%	4.0%	5.0%	4.0%	15.0%	15.0%	8.5%	4.5%	4.0%	6.5%	
Hill's	13.0%	13.0%	11.0%	(4.0%)	15.0%	2.0%	16.5%	16.5%	12.0%	2.0%	10.0%	4.5%	