
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934
for the Quarterly Period Ended June 30, 2006

Commission File Number 1-9608

NEWELL RUBBERMAID INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

36-3514169
(I.R.S. Employer
Identification No.)

10 B Glenlake Parkway, Suite 300
Atlanta, Georgia 30328
(Address of principal executive offices)
(Zip Code)

(770) 407-3800
(Registrant's telephone number, including area code)

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

Yes ☒ No ☐

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

Large Accelerated Filer ☒ Accelerated Filer ☐ Non-Accelerated Filer ☐

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

Yes ☐ No ☒

Number of shares of common stock outstanding (net of treasury shares) as of June 30, 2006: 276.9 million.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

NEWELL RUBBERMAID INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited) (Amounts in millions, except per share data)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|--------------------------------|-----------|------------------------------|-----------|
| | 2006 | 2005 | 2006 | 2005 |
| Net sales | \$1,696.8 | \$1,548.6 | \$3,102.1 | \$2,811.1 |
| Cost of products sold | 1,122.4 | 1,063.2 | 2,087.2 | 1,974.1 |
| GROSS MARGIN | 574.4 | 485.4 | 1,014.9 | 837.0 |
| Selling, general and administrative expenses | 353.6 | 292.9 | 678.0 | 560.7 |
| Impairment charges | — | 31.4 | — | 31.4 |
| Restructuring costs | 19.8 | 0.3 | 43.3 | 6.8 |
| OPERATING INCOME | 201.0 | 160.8 | 293.6 | 238.1 |
| Nonoperating expenses: | | | | |
| Interest expense, net | 35.6 | 31.1 | 69.3 | 61.9 |
| Other expense, net | 1.0 | 2.2 | 3.7 | 0.4 |
| Net nonoperating expenses | 36.6 | 33.3 | 73.0 | 62.3 |
| INCOME BEFORE INCOME TAXES | 164.4 | 127.5 | 220.6 | 175.8 |
| Income taxes | 28.7 | 40.1 | (33.9) | (7.9) |
| INCOME FROM CONTINUING OPERATIONS | 135.7 | 87.4 | 254.5 | 183.7 |
| Loss from discontinued operations, net of tax | (16.2) | (21.2) | (80.2) | (80.9) |
| NET INCOME | \$ 119.5 | \$ 66.2 | \$ 174.3 | \$ 102.8 |
| Weighted average shares outstanding: | | | | |
| Basic | 274.6 | 274.4 | 274.5 | 274.4 |
| Diluted | 283.6 | 274.7 | 283.5 | 274.7 |
| Earnings (loss) per share: | | | | |
| Basic — | | | | |
| Income from continuing operations | \$ 0.49 | \$ 0.32 | \$ 0.93 | \$ 0.67 |
| Loss from discontinued operations | (0.06) | (0.08) | (0.29) | (0.29) |
| Earnings per common share | \$ 0.44 | \$ 0.24 | \$ 0.63 | \$ 0.37 |
| Diluted — | | | | |
| Income from continuing operations | \$ 0.49 | \$ 0.32 | \$ 0.92 | \$ 0.67 |
| Loss from discontinued operations | (0.06) | (0.08) | (0.28) | (0.29) |
| Earnings per common share | \$ 0.43 | \$ 0.24 | \$ 0.64 | \$ 0.37 |
| Dividends per share | \$ 0.21 | \$ 0.21 | \$ 0.42 | \$ 0.42 |

See Footnotes to Consolidated Financial Statements (Unaudited).

NEWELL RUBBERMAID INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

(Amounts in millions)

| | June 30, 2006 <i>(Unaudited)</i> | December 31, 2005 |
|--|--|----------------------|
| ASSETS | | |
| CURRENT ASSETS: | | |
| Cash and cash equivalents | \$ 116.3 | \$ 115.5 |
| Accounts receivable, net | 1,157.5 | 1,107.7 |
| Inventories, net | 967.8 | 825.1 |
| Deferred income taxes | 131.8 | 109.8 |
| Prepaid expenses and other | 96.6 | 105.7 |
| Current assets of discontinued operations | 209.4 | 209.0 |
| TOTAL CURRENT ASSETS | 2,679.4 | 2,472.8 |
| PROPERTY, PLANT AND EQUIPMENT, NET | 832.4 | 911.8 |
| DEFERRED INCOME TAXES | — | 38.0 |
| GOODWILL | 2,420.0 | 2,304.4 |
| OTHER INTANGIBLE ASSETS, NET | 415.7 | 401.7 |
| OTHER ASSETS | 188.2 | 185.3 |
| NON-CURRENT ASSETS OF DISCONTINUED OPERATIONS | — | 132.5 |
| TOTAL ASSETS | \$ 6,535.7 | \$ 6,446.5 |

See Footnotes to Consolidated Financial Statements (Unaudited).

NEWELL RUBBERMAID INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS (CONTINUED)

(Amounts in millions, except par value)

| | June 30, 2006 (Unaudited) | December 31, 2005 |
|---|---------------------------------|----------------------|
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| CURRENT LIABILITIES: | | |
| Accounts payable | \$ 634.8 | \$ 617.9 |
| Accrued compensation | 130.2 | 144.0 |
| Other accrued liabilities | 667.1 | 685.9 |
| Income taxes payable | 11.3 | 82.6 |
| Notes payable | 20.9 | 4.0 |
| Current portion of long-term debt | 408.6 | 162.8 |
| Current liabilities of discontinued operations | 77.3 | 100.3 |
| TOTAL CURRENT LIABILITIES | 1,950.2 | 1,797.5 |
| LONG-TERM DEBT | 2,245.6 | 2,429.7 |
| DEFERRED INCOME TAXES | 32.1 | — |
| OTHER NONCURRENT LIABILITIES | 579.9 | 570.1 |
| LONG-TERM LIABILITIES OF DISCONTINUED OPERATIONS | — | 6.0 |
| STOCKHOLDERS' EQUITY: | | |
| Common stock, authorized shares, 800.0 at \$1.00 par value | 290.4 | 290.2 |
| Outstanding shares: | | |
| 2006 — 290.4 | | |
| 2005 — 290.2 | | |
| Treasury stock, at cost; | (411.6) | (411.6) |
| Shares held: | | |
| 2006 — 15.7 | | |
| 2005 — 15.7 | | |
| Additional paid-in capital | 472.7 | 453.0 |
| Retained earnings | 1,596.2 | 1,538.3 |
| Accumulated other comprehensive loss | (219.8) | (226.7) |
| TOTAL STOCKHOLDERS' EQUITY | 1,727.9 | 1,643.2 |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | \$ 6,535.7 | \$ 6,446.5 |

See Footnotes to Consolidated Financial Statements (Unaudited).

NEWELL RUBBERMAID INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
(Amounts in millions)

| | Six Months Ended June 30, | |
|---|---------------------------|-----------------|
| | 2006 | 2005 |
| OPERATING ACTIVITIES: | | |
| Net income | \$ 174.3 | \$ 102.8 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 105.1 | 105.8 |
| Deferred income taxes | 10.7 | 12.2 |
| Impairment charges — Continuing operations | — | 31.4 |
| Impairment charges — Discontinued operations | 50.9 | — |
| Noncash restructuring costs | 26.3 | 1.1 |
| Loss (gain) on sale of assets/debt extinguishment | 2.5 | (4.3) |
| Stock-based compensation expense | 15.4 | 2.9 |
| Loss on disposal of discontinued operations | 2.9 | 63.2 |
| Other | (6.7) | (6.8) |
| Changes in current accounts excluding the effects of acquisitions: | | |
| Accounts receivable | (28.5) | (24.3) |
| Inventories | (127.0) | (104.4) |
| Accounts payable | 8.7 | (52.5) |
| Accrued liabilities and other | (151.7) | (69.6) |
| Discontinued operations | 9.2 | 34.4 |
| NET CASH PROVIDED BY OPERATING ACTIVITIES | 92.1 | 91.9 |
| INVESTING ACTIVITIES: | | |
| Acquisitions, net of cash acquired | (46.3) | (35.0) |
| Capital expenditures | (57.2) | (46.0) |
| Disposals of noncurrent assets and sale of businesses | 40.2 | 22.1 |
| NET CASH USED IN INVESTING ACTIVITIES | (63.3) | (58.9) |
| FINANCING ACTIVITIES: | | |
| Proceeds from issuance of debt | 167.2 | 131.7 |
| Payments on notes payable and long-term debt | (82.0) | (335.7) |
| Cash dividends | (116.4) | (115.8) |
| Proceeds from exercised stock options and other | 2.3 | — |
| NET CASH USED IN FINANCING ACTIVITIES | (28.9) | (319.8) |
| Exchange rate effect on cash and cash equivalents | 0.9 | (6.6) |
| INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | 0.8 | (293.4) |
| Cash and cash equivalents at beginning of year | 115.5 | 505.6 |
| CASH AND CASH EQUIVALENTS AT END OF PERIOD | \$ 116.3 | \$ 212.2 |

See Footnotes to Consolidated Financial Statements (Unaudited).

NEWELL RUBBERMAID INC. AND SUBSIDIARIES
FOOTNOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

Footnote 1 — Basis of Presentation and Significant Accounting Policies

The accompanying unaudited consolidated financial statements of Newell Rubbermaid Inc. (collectively with its subsidiaries, the “Company”) have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission, and do not include all the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, the unaudited consolidated financial statements include all adjustments, consisting of only normal recurring accruals, considered necessary for a fair presentation of the financial position and the results of operations. It is suggested that these unaudited consolidated financial statements be read in conjunction with the financial statements and the footnotes thereto included in the Company’s latest Annual Report on Form 10-K.

Seasonal Variations: The Company’s sales and operating income in the first quarter are generally lower than any other quarter during the year, driven principally by reduced volume and the mix of products sold in the quarter.

Stock-Based Compensation: Effective January 1, 2006, the Company adopted the provisions of the Financial Accounting Standards Board (FASB) Statement of Financial Accounting Standards (“SFAS”) No. 123 (revised 2004), “Share-Based Payment” (“SFAS 123(R)”), using the modified prospective method and therefore has not restated results for prior periods. Under this transition method, stock-based compensation expense for 2006 includes compensation expense for all stock-based compensation awards granted prior to, but not yet vested as of January 1, 2006, based on the grant date fair value estimated in accordance with the original provision of SFAS No. 123, “Accounting for Stock-Based Compensation.” Stock-based compensation expense for all awards granted after December 31, 2005 is based on the grant-date fair value estimated in accordance with the provision of SFAS 123(R). The Company recognizes stock-based compensation expense on a straight-line basis over the requisite service period of the award, which is generally five years for stock options and three years for restricted stock. Prior to the adoption of SFAS 123(R), the Company recognized stock-based compensation expense by applying the intrinsic value method in accordance with Accounting Principles Board Opinion No. 25, “Accounting for Stock Issued to Employees” (“APB 25”). See Footnote 12 to the Consolidated Financial Statements (Unaudited) for further discussion on stock-based compensation.

Recent Accounting Pronouncement: In July 2006, the FASB issued Interpretation 48 (“FIN 48”), Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement No. 109, Accounting for Income Taxes. FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise’s financial statements in accordance with FASB Statement No. 109, by defining a criterion that an individual tax position must meet for any part of the benefit of that position to be recognized in an enterprise’s financial statements. The interpretation would require a review of all tax positions accounted for in accordance with FASB Statement No. 109 and apply a more-likely-than-not recognition threshold. A tax position that meets the more-likely-than-not recognition threshold is initially and subsequently measured as the largest amount of tax benefit that is greater than 50 percent likely of being realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. Subsequent recognition, derecognition, and measurement is based on management’s best judgment given the facts, circumstances and information available at the reporting date. The guidance is effective for fiscal years beginning after December 15, 2006, which we intend to adopt on January 1, 2007. We do not expect the adoption of this statement to have a material effect on our financial position or results of operation.

Reclassifications: Certain amounts in prior years have been reclassified to conform to the current year presentation and to reflect the results of discontinued operations. See Footnote 3 for a discussion of discontinued operations.

Footnote 2 — Acquisition of Business

On November 23, 2005, the Company acquired DYMO, a global leader in designing, manufacturing and marketing on-demand labeling solutions, from Esselte AB (“Esselte”). The Company preliminarily allocated the purchase price of \$706 million to the identifiable assets and liabilities. As of June 30, 2006, the Company had not yet settled

contractually the final purchase price adjustments with Esselte. The purchase price allocation was based on management's estimate using the assistance of appraisals at the date of acquisition as follows (*in millions*):

| | |
|------------------------------|-----------------|
| Current assets | \$ 30.2 |
| Property, plant & equipment | 21.8 |
| Goodwill | 623.4 |
| Other intangible assets | 109.1 |
| Other assets | 2.3 |
| Total assets | <u>\$ 786.8</u> |
| Current liabilities | \$ 35.9 |
| Deferred income taxes | 41.7 |
| Other noncurrent liabilities | 3.2 |
| Total liabilities | <u>\$ 80.8</u> |

The preliminary allocation of the purchase price resulted in the recognition of \$623.4 million of goodwill primarily related to the anticipated future earnings and cash flows of the DYMO business including the estimated effects of the integration of this business into the Office Products segment. The transaction resulted in the recognition of \$109.1 million in intangible assets consisting primarily of customer lists, patents, and trademarks. Approximately \$76.1 million were indefinite-lived intangible assets related to trademarks and \$33.0 million related to finite-lived intangible assets that will be amortized over periods of 3 to 10 years.

The transaction summarized above was accounted for as a purchase and the results of operations are included in the Company's Consolidated Financial Statements since the acquisition date. The acquisition costs were allocated to the fair value of the assets acquired and liabilities assumed.

The unaudited consolidated results of operations on a pro forma basis, as though the 2005 acquisition of DYMO had been completed on January 1, 2005, are as follows: (*in millions, except per share amounts*):

| | Three Months Ended June 30, 2005 | Six Months Ended June 30, 2005 |
|-----------------------------------|--|--------------------------------------|
| Net sales | \$ 1,603.9 | \$ 2,925.3 |
| Income from continuing operations | \$ 91.0 | \$ 193.5 |
| Net income | \$ 69.8 | \$ 112.6 |
| Basic earnings per share | | |
| Income from continuing operations | \$ 0.33 | \$ 0.71 |
| Net income | \$ 0.25 | \$ 0.41 |
| Diluted earnings per share | | |
| Income from continuing operations | \$ 0.33 | \$ 0.70 |
| Net income | \$ 0.25 | \$ 0.41 |

These pro forma financial results have been prepared for comparative purposes only and include certain adjustments, such as increased interest expense on acquisition debt. They do not reflect the effect of synergies that are expected to result from integration.

Footnote 3 — Discontinued Operations

The following table summarizes the results of the discontinued operations for the three and six months ended June 30, (*in millions*):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|--------------------------------|-----------|------------------------------|-----------|
| | 2006 | 2005 | 2006 | 2005 |
| Net sales | \$ 78.9 | \$ 140.8 | \$158.4 | \$308.9 |
| Loss from operations of discontinued operations, net of income tax expense of \$2.1 for each of the three months ended June 30, 2006 and 2005, and \$2.7 and \$3.6 for the six months ended June 30, 2006 and 2005, respectively | \$ (14.9) | \$ (6.9) | \$ (77.3) | \$ (17.7) |
| Loss on disposal of discontinued operations, net of income tax benefit of \$0.4 for the three and six months ended June 30, 2006 and zero for the three and six months ended June 30, 2005 | (1.3) | (14.3) | (2.9) | (63.2) |
| Loss from discontinued operations, net of tax | \$ (16.2) | \$ (21.2) | \$ (80.2) | \$ (80.9) |

No amounts related to interest expense have been allocated to discontinued operations.

2006

In June 2006, the Company's Board of Directors committed to a plan to sell the Home Décor Europe business. The business designs, manufactures and sells drapery hardware and window treatments in Europe under Gardinia® and other local brands. The Company is currently in negotiations with prospective buyers. The Company has not entered into any definitive agreement, and any intended sale would be subject to receipt of all applicable regulatory approvals, including consultation proceedings with works councils, trade unions and employee representatives in the affected countries. In the first quarter of 2006, the Company began exploring various options for certain businesses in the Home Fashions segment and obtained a better indication of the businesses' fair value and determined that these businesses had a net book value in excess of their estimated fair value. Due to the apparent decline in value, the Company conducted an impairment test in the first quarter and recorded a \$50.9 million impairment charge to write-off the goodwill of the businesses. The impairment charge is recorded in the loss from operations of discontinued operations for the six months ended June 30, 2006. The intended sale of Home Décor Europe would not affect the Company's North American window furnishings business.

In October 2005, the Company entered into an agreement for the intended sale of its European Cookware business. The Company completed this divestiture on January 1, 2006. This business included the brands Pyrex® (used under exclusive license from Corning Incorporated and its subsidiaries in Europe, the Middle East and Africa only) and Vitri® and was previously included in the Company's Other segment.

2005

In January 2005, the Company entered into an agreement for the intended sale of the Company's Curver business. In June 2005, the Company completed the sale of its Curver business. The Curver business included the Company's European indoor organization and home storage division and was previously reported in the Cleaning & Organization segment.

In connection with this transaction, the Company recorded a total non-cash loss related to the sale of \$62.0 million, including a \$15.0 million loss recorded in the second quarter of 2005. The non-cash loss is reported in the table above as the loss on disposal of discontinued operations.

Footnote 4 — Impairment Charges

In the second quarter of 2005, the Company committed to the disposal of a business in the Cleaning & Organization segment and recognized an impairment charge of \$31.4 million in order to state the assets of this business at their estimated fair values. In the third and fourth quarters of 2005, the Company revised its estimate related to the fair value of this business after winning several line reviews with a key retailer and reversed the full amount of the

impairment charge. In the fourth quarter of 2005, the Company changed its decision to dispose of this business as a result of the aforementioned line review wins and the identification of significant productivity opportunities.

Footnote 5 — Restructuring Costs

In the third quarter of 2005, the Company announced a global initiative referred to as Project Acceleration aimed at strengthening and transforming the Company's portfolio. In connection with Project Acceleration, the Board of Directors of the Company approved a three-year restructuring plan ("the Plan") that commenced in the fourth quarter of 2005. The Plan is designed to reduce manufacturing overhead to achieve best cost positions, and to allow the Company to increase investment in new product development, brand building and marketing. The Plan includes the closure of approximately one-third of the Company's 80 manufacturing facilities (as of September 2005), optimizing the Company's geographic manufacturing footprint. During the first six months of 2006, the Company announced the closure of 15 manufacturing facilities. Through June 30, 2006, the Company has approved approximately \$125 million in restructuring actions related to Project Acceleration and recorded \$94.6 million of costs. The Company expects the remaining costs, primarily severance, associated with plans approved as of June 30, 2006, to be recorded during the third quarter.

The Plan is expected to result in cumulative restructuring costs totaling between \$350 million and \$400 million (\$295 million — \$340 million after tax), with between \$150 million and \$180 million (\$130 million — \$155 million after tax) to be incurred in 2006. Approximately 60% of the costs are expected to be cash. Annualized savings are projected to exceed \$120 million upon conclusion of the program in 2008 with expected savings of approximately \$50 million in 2007.

The table below shows the restructuring costs recognized for restructuring activities for the following periods (*in millions*):

| | Three Months Ended June 30, 2006 | Six Months Ended June 30, 2006 |
|---|--|--------------------------------------|
| Facility and other exit costs | \$ 11.9 | \$ 25.7 |
| Employee severance and termination benefits | 6.7 | 15.4 |
| Exited contractual commitments and other | 1.2 | 2.2 |
| Restructuring costs | <u>\$ 19.8</u> | <u>\$ 43.3</u> |

The facility and other exit costs are primarily related to the impairment of assets associated with vacated facilities and future minimum lease payments.

A summary of the Company's restructuring reserves related to the Plan for the six months ended June 30, 2006, is as follows (*in millions*):

| | |
|---------------------------------|---------------|
| Balance as of January 1, | \$ — |
| Restructuring costs (provision) | 43.3 |
| Costs incurred | <u>(34.7)</u> |
| Balance as of June 30, | <u>\$ 8.6</u> |

A summary of the Company's restructuring reserves for the pre-Acceleration restructuring activities (see the Company's Form 10-K for the fiscal year ended December 31, 2005 for further information) for the six months ended June 30, 2005 is as follows (*in millions*):

| | |
|---------------------------------|----------------|
| Balance as of January 1, | \$ 24.7 |
| Restructuring costs (provision) | 6.8 |
| Costs incurred | <u>(16.8)</u> |
| Balance as of June 30, | <u>\$ 14.7</u> |

Restructuring provisions were determined based on estimates prepared at the time the restructuring actions were approved by management and are periodically updated for changes, and also include amounts recognized as incurred. Cash paid for restructuring activities was \$8.1 million and \$5.8 million for the three months ended June 30, 2006 and 2005, respectively. Cash paid for restructuring activities was \$11.9 million and \$16.4 million for the six months ended June 30, 2006 and 2005, respectively.

The following table depicts the changes in accrued restructuring reserves for the Plan for the six months ended June 30, aggregated by reportable business segment (*in millions*):

| Segment | 12/31/05 Balance | Provision | Costs Incurred | 6/30/06 Balance |
|-------------------------|---------------------|----------------|-------------------|--------------------|
| Cleaning & Organization | \$ — | \$ 16.1 | \$(13.9) | \$ 2.2 |
| Office Products | — | 3.8 | (1.6) | 2.2 |
| Tools & Hardware | — | 4.0 | (2.3) | 1.7 |
| Home Fashions | — | 3.0 | (2.8) | 0.2 |
| Other | — | 15.9 | (13.7) | 2.2 |
| Corporate | — | 0.5 | (0.4) | 0.1 |
| | <u>\$ —</u> | <u>\$ 43.3</u> | <u>\$(34.7)</u> | <u>\$ 8.6</u> |

Footnote 6 — Inventories

Inventories are stated at the lower of cost or market value. The components of inventories, net of LIFO reserves, were as follows (*in millions*):

| | June 30, 2006 | December 31, 2005 |
|------------------------|------------------|----------------------|
| Materials and supplies | \$202.7 | \$ 171.0 |
| Work in-process | 176.7 | 171.5 |
| Finished products | 588.4 | 482.6 |
| | <u>\$967.8</u> | <u>\$ 825.1</u> |

Footnote 7 — Long-Term Debt

The following is a summary of long-term debt (*in millions*):

| | June 30, 2006 | December 31, 2005 |
|--|------------------|----------------------|
| Medium-term notes | \$1,475.0 | \$ 1,475.0 |
| Commercial paper | 270.0 | 202.0 |
| Preferred debt securities | 450.0 | 450.0 |
| Junior convertible subordinated debentures | 436.7 | 436.7 |
| Terminated interest rate swaps | 18.1 | 24.8 |
| Other long-term debt | 4.4 | 4.0 |
| Total Debt | 2,654.2 | 2,592.5 |
| Current portion of long-term debt | (408.6) | (162.8) |
| Long-Term Debt | <u>\$2,245.6</u> | <u>\$ 2,429.7</u> |

Footnote 8 — Employee Benefit and Retirement Plans

The following table presents the components of the Company's pension cost (benefit) for the three months ended June 30, (*in millions*):

| | United States | | International | |
|---|---------------|----------|---------------|--------|
| | 2006 | 2005 | 2006 | 2005 |
| Service cost-benefits earned during the period | \$ 0.8 | \$ 0.5 | \$ 1.9 | \$ 2.1 |
| Interest cost on projected benefit obligation | 12.8 | 12.9 | 6.1 | 6.0 |
| Expected return on plan assets | (14.9) | (16.2) | (6.1) | (5.5) |
| Amortization of: | | | | |
| Prior service cost | 0.3 | 0.3 | — | — |
| Actuarial loss | 1.9 | 1.2 | 1.2 | 1.0 |
| Curtailment & special termination benefit gains | — | 0.2 | — | — |
| Net pension cost (benefit) | \$ 0.9 | \$ (1.1) | \$ 3.1 | \$ 3.6 |

The following table presents the components of the Company's pension cost (benefit) for the six months ended June 30, *(in millions)*:

| | United States | | International | |
|---|---------------|-----------|---------------|--------|
| | 2006 | 2005 | 2006 | 2005 |
| Service cost-benefits earned during the period | \$ 1.5 | \$ 0.9 | \$ 3.7 | \$ 4.2 |
| Interest cost on projected benefit obligation | 25.6 | 25.8 | 12.0 | 12.2 |
| Expected return on plan assets | (29.8) | (32.3) | (12.0) | (11.1) |
| Amortization of: | | | | |
| Prior service cost | 0.6 | 0.5 | — | — |
| Actuarial loss | 3.9 | 2.5 | 2.4 | 2.0 |
| Curtailment & special termination benefit gains | — | (16.2) | — | — |
| Net pension cost (benefit) | \$ 1.8 | \$ (18.8) | \$ 6.1 | \$ 7.3 |

Effective December 31, 2004, the Company froze its defined benefit pension plan for its entire non-union U.S. workforce. As a result of this curtailment, the Company reduced its pension obligation by \$50.3 million and recorded a curtailment gain related to negative prior service cost of \$15.8 million in the first quarter of 2005. The Company replaced the defined benefit pension plan with an additional defined contribution plan, whereby the Company will make additional contributions to the Company sponsored employees' profit sharing plan. The Company recorded \$5.2 million and \$4.4 million in expense for the defined contribution plan for the three months ended June 30, 2006 and 2005, respectively. The Company recorded \$10.5 million and \$9.9 million in expense for the defined contribution plan for the six months ended June 30, 2006 and 2005, respectively. During the first quarter of 2006, the Company paid \$20.9 million to fund the prior year liability associated with the defined contribution plan.

The following table presents the components of the Company's other postretirement benefits expense for the three and six months ended June 30, *(in millions)*:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|-----------------------------|--------|---------------------------|--------|
| | 2006 | 2005 | 2006 | 2005 |
| Service cost-benefits earned during the year | \$ 0.6 | \$ 0.9 | \$ 1.2 | \$ 1.9 |
| Interest cost on projected benefit obligation | 2.5 | 3.7 | 5.0 | 7.5 |
| Amortization of prior service cost | (0.6) | (0.1) | (1.2) | (0.3) |
| Actuarial loss | — | 0.3 | — | 0.5 |
| Net other postretirement benefits expense | \$ 2.5 | \$ 4.8 | \$ 5.0 | \$ 9.6 |

Footnote 9 — Income Taxes

In the second quarter of 2006, the Company determined that it would be able to utilize certain capital loss carryforwards that it previously believed would expire unused. Accordingly, the Company reversed an income tax valuation reserve of \$22.7 million.

During the first quarter of 2006, the Company completed the reorganization of certain legal entities in Europe which resulted in the recognition of an income tax benefit of \$78.0 million.

In January 2005, the Company reached agreement with the Internal Revenue Service (IRS) relating to the appropriate treatment of a specific deduction included in the Company's 2003 U.S. federal income tax return. The Company requested accelerated review of the transaction under the IRS' Pre-Filing Agreement Program that resulted in an affirmative resolution in late January 2005. As a result, the Company recorded a \$58.6 million benefit in income taxes in the first quarter of 2005.

Footnote 10 — Earnings per Share

The calculation of basic and diluted earnings per share for the three and six months ended June 30, is shown below (*in millions, except per share data*):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|-----------------------------|---------|---------------------------|----------|
| | 2006 | 2005 | 2006 | 2005 |
| Numerator for basic earnings per share: | | | | |
| Income from continuing operations | \$ 135.7 | \$ 87.4 | \$ 254.5 | \$ 183.7 |
| Loss from discontinued operations | (16.2) | (21.2) | (80.2) | (80.9) |
| Net income for basic earnings per share | \$ 119.5 | \$ 66.2 | \$ 174.3 | \$ 102.8 |
| Numerator for diluted earnings per share: | | | | |
| Income from continuing operations | \$ 135.7 | \$ 87.4 | \$ 254.5 | \$ 183.7 |
| Effect of convertible preferred securities (2) | 3.6 | — | 7.1 | — |
| Income from continuing operations for diluted earnings per share | 139.3 | 87.4 | 261.6 | 183.7 |
| Loss from discontinued operations | (16.2) | (21.2) | (80.2) | (80.9) |
| Net income for diluted earnings per share | \$ 123.1 | \$ 66.2 | \$ 181.4 | \$ 102.8 |
| Denominator: | | | | |
| Denominator for basic earnings per share — weighted-average shares | 274.6 | 274.4 | 274.5 | 274.4 |
| Dilutive securities (1) | 0.7 | 0.3 | 0.7 | 0.3 |
| Convertible preferred securities (2) | 8.3 | — | 8.3 | — |
| Denominator for diluted earnings per share | 283.6 | 274.7 | 283.5 | 274.7 |
| Basic earnings (loss) per share: | | | | |
| Earnings from continuing operations | \$ 0.49 | \$ 0.32 | \$ 0.93 | \$ 0.67 |
| Loss from discontinued operations | (0.06) | (0.08) | (0.29) | (0.29) |
| Earnings per share | \$ 0.44 | \$ 0.24 | \$ 0.63 | \$ 0.37 |
| Diluted earnings (loss) per share: | | | | |
| Earnings from continuing operations | \$ 0.49 | \$ 0.32 | \$ 0.92 | \$ 0.67 |
| Loss from discontinued operations | (0.06) | (0.08) | (0.28) | (0.29) |
| Earnings per share | \$ 0.43 | \$ 0.24 | \$ 0.64 | \$ 0.37 |

- (1) Dilutive securities include "in the money options" and restricted stock awards. The weighted-average shares outstanding for the three months ended June 30, 2006 and 2005 exclude the dilutive effect of approximately 12.7 million and 10.4 million stock options, respectively, because such options were anti-dilutive. The weighted-average shares outstanding for the six months ended June 30, 2006 and 2005 exclude the dilutive effect of approximately 13.1 million and 10.6 million stock options, respectively, because such options were anti-dilutive.
- (2) The convertible preferred securities are anti-dilutive for the three and six months ended June 30, 2005, and therefore have been excluded from diluted earnings per share. Had the convertible preferred securities been included in the diluted earnings per share calculation, net income would be increased by \$3.6 million and \$7.3 million for the three and six months ended June 30, 2005, respectively. Weighted average shares outstanding would have increased by 8.3 million shares and 8.4 million shares for the three and six months ended June 30, 2005, respectively.

Footnote 11 — Accumulated Other Comprehensive Loss

Accumulated other comprehensive loss is recorded within stockholders' equity and encompasses foreign currency translation adjustments, gains/(losses) on derivative instruments and minimum pension liability adjustments.

The following table displays the components of accumulated other comprehensive loss (*in millions*):

| | Foreign Currency Translation Gain | After-tax Derivatives Hedging Gain (Loss) | After-tax Minimum Pension Liability | Accumulated Other Comprehensive Loss |
|------------------------------|--|--|--|---|
| Balance at December 31, 2005 | \$ 12.8 | \$ 6.8 | \$(246.3) | \$ (226.7) |
| Current year change | 16.8 | (9.9) | — | 6.9 |
| Balance at June 30, 2006 | \$ 29.6 | \$ (3.1) | \$(246.3) | \$ (219.8) |

Comprehensive income amounted to the following for the three and six months ended June 30, (*in millions*):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|--------------------------------|---------|------------------------------|---------|
| | 2006 | 2005 | 2006 | 2005 |
| Net income | \$ 119.5 | \$ 66.2 | \$174.3 | \$102.8 |
| Foreign currency translation gain (loss) | 7.8 | (46.3) | 16.8 | (69.6) |
| After-tax derivatives hedging (loss) gain | (10.9) | 8.0 | (9.9) | 12.5 |
| Comprehensive income | \$ 116.4 | \$ 27.9 | \$181.2 | \$ 45.7 |

Footnote 12 — Stock-Based Compensation

The Company offers stock-based compensation to its employees that include stock options and restricted share awards as follows:

Stock Options

The Company's stock plans include plans adopted in 1993 and 2003. The Company issues both non-qualified and incentive stock options at exercise prices equal to the Company's common stock price on the date of grant with contractual terms of ten years that generally vest over five years.

Restricted Stock

Restricted stock awards are independent of stock option grants and are generally subject to forfeiture if employment terminates prior to vesting. The awards generally cliff-vest three years from the date of grant. Prior to vesting, ownership of the shares cannot be transferred. The restricted stock has the same dividend and voting rights as the common stock. The Company expenses the cost of these awards ratably over the vesting period.

Prior to January 1, 2006, the Company accounted for stock-based compensation under the recognition and measurement provisions of APB 25. Under APB 25, the Company generally recognized compensation expense only for restricted stock. The Company recognized the compensation expense associated with the restricted stock ratably over the associated service period.

Effective January 1, 2006, the Company adopted the provisions of SFAS 123(R), using the modified prospective method, and therefore has not restated the results of prior periods. Under this transition method, stock-based compensation expense for 2006 includes (i) compensation expense for all stock-based compensation awards granted

prior to, but not yet vested as of January 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of SFAS No. 123, and (ii) compensation expense for all share-based payment awards granted after January 1, 2006 based on estimated grant-date fair values. Compensation expense is adjusted for estimated forfeitures and is recognized on a straight-line basis over the requisite service period of the award, which is generally five years for stock options and three years for restricted stock. The Company estimated future forfeiture rates based on its historical experience during the preceding fiscal years.

The table below highlights the expense related to share-based payments for the following periods:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|--------------------------------|---------------|------------------------------|---------------|
| | 2006 | 2005 | 2006 | 2005 |
| Stock options | \$ 4.4 | \$ — | \$ 8.4 | \$ — |
| Restricted shares | 4.1 | 1.6 | 7.0 | 2.9 |
| Stock-based compensation | <u>\$ 8.5</u> | <u>\$ 1.6</u> | <u>\$ 15.4</u> | <u>\$ 2.9</u> |
| Stock-based compensation, net of income tax benefit | <u>\$ 5.8</u> | <u>\$ 1.1</u> | <u>\$ 10.6</u> | <u>\$ 2.0</u> |

In 2006, the Company modified its stock-based compensation by expanding the number of employees receiving restricted shares. The net impact was to reduce the amount of annual options granted and increase the annual restricted stock awards. For the year ending December 31, 2006, the Company expects to recognize approximately \$20 million to \$25 million, pre-tax, in additional stock-based compensation expense over 2005 as a result of the adoption of SFAS 123(R) and the modification of its stock-based compensation plan described above.

The following table is a reconciliation of the Company's net income and earnings per share to pro forma net income and pro forma earnings per share as if the Company had adopted the provisions of SFAS No. 123 with respect to options granted under the Company's stock option plans during the following periods (in millions, except per share data):

| | Three Months Ended June 30, 2005 | Six Months Ended June 30, 2005 |
|--|--|--------------------------------------|
| Net income: | | |
| As reported | \$ 66.2 | \$ 102.8 |
| Fair value option expense, net of income taxes | (2.8) | (5.6) |
| Pro forma | <u>\$ 63.4</u> | <u>\$ 97.2</u> |
| Basic earnings per share: | | |
| As reported | \$ 0.24 | \$ 0.37 |
| Pro forma | <u>\$ 0.23</u> | <u>\$ 0.35</u> |
| Diluted earnings per share: | | |
| As reported | \$ 0.24 | \$ 0.37 |
| Pro forma | <u>\$ 0.23</u> | <u>\$ 0.35</u> |

The fair value of share-based payment awards was estimated using the Black-Scholes option pricing model with the following assumptions and weighted-average fair values for the periods below:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---------------------------------------|--------------------------------|------|------------------------------|------|
| | 2006 | 2005 | 2006 | 2005 |
| Weighted-average fair value of grants | \$ 8 | \$ 6 | \$ 7 | \$ 6 |
| Risk-free interest rate | 5.1% | 3.9% | 4.7% | 3.9% |
| Dividend yield | 3.0% | 3.0% | 3.0% | 3.0% |
| Expected volatility | 33% | 33% | 33% | 33% |
| Expected life (in years) | 6.5 | 6.5 | 6.5 | 6.5 |

The Company utilized its historic experience to estimate the expected life of the options and volatility.

The following summarizes the changes in the number of shares of common stock under option for the six months ended June 30, 2006 (*shares in millions*):

| | Shares | Weighted Average Exercise Price | Exercisable | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term (in years) | Aggregate Intrinsic Value (in millions) |
|---|--------|--|-------------|--|---|--|
| Outstanding at December 31, 2005 | 13.2 | \$ 27 | 5.8 | \$ 29 | 6.9 | |
| Granted | 2.8 | 24 | | | | |
| Exercised | (0.2) | 23 | | | | |
| Canceled / expired | (0.9) | 27 | | | | |
| Outstanding at June 30, 2006 | 14.9 | \$ 26 | 7.1 | \$ 28 | 7.0 | \$ 19 |
| Vested and expected to vest at June 30, 2006 | 13.6 | \$ 26 | | | 7.0 | \$ 17 |
| Exercisable at June 30, 2006 | | | | | 5.3 | \$ 6 |

The following table summarizes the changes in the number of shares of restricted stock for the period ended June 30, 2006 (*shares in millions*):

| | Shares | Weighted- average grant date fair value |
|--|--------|---|
| Outstanding at December 31, 2005 | 1.0 | \$ 23 |
| Granted | 1.4 | 24 |
| Vested | — | — |
| Canceled | (0.1) | (24) |
| Outstanding at June 30, 2006 | 2.3 | \$ 24 |
| Vested and expected to vest at June 30, 2006 | 1.9 | \$ 24 |

The following table summarizes the Company's total unrecognized compensation cost related to stock-based compensation as of June 30, 2006 (*in millions*):

| | Unrecognized Compensation Cost | Weighted Average Period Expense Recognition (in months) |
|------------------|--------------------------------------|---|
| Stock options | \$ 48.8 | 27 |
| Restricted stock | 38.4 | 17 |
| Total | \$ 87.2 | |

Footnote 13 — Industry Segments

The Company's reporting segments reflect the Company's focus on building large consumer brands, promoting organizational integration, achieving operating efficiencies in sourcing and distribution, and leveraging our understanding of similar consumer segments and distribution channels. The Company aggregates certain of its operating segments into five reportable segments. The reportable segments are as follows:

| Segment | Description of Products |
|-------------------------|--|
| Cleaning & Organization | Material handling, cleaning, refuse, indoor/outdoor organization, home storage, food storage |
| Office Products | Ballpoint/roller ball pens, markers, highlighters, pencils, correction fluids, office products, art supplies, on-demand labeling products |
| Tools & Hardware | Hand tools, power tool accessories, manual paint applicators, cabinet, window and convenience hardware, propane torches, solder |
| Home Fashions | Drapery hardware, window treatments |
| Other | Operating segments that do not meet aggregation criteria with other operating segments, including premium cookware and related kitchenware, hair care accessory products, infant and juvenile products, including toys, high chairs, car seats, strollers and play yards |

In the first quarter of 2006, the Company updated its segment reporting to reflect the realignment of certain European businesses, previously reported in the Cleaning & Organization segment, now reported in the Other segment for all periods presented. The decision to realign these businesses, which include the European Little Tikes and Graco businesses, is consistent with the Company's move from a regional management structure to a global business unit structure. Management measures segment profit as operating income of the business. The Company's segment results are as follows (*in millions*):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|-----------------------------|--------------------------------|------------------|------------------------------|------------------|
| | 2006 | 2005 | 2006 | 2005 |
| Net Sales (1) | | | | |
| Cleaning & Organization | \$ 403.3 | \$ 365.1 | \$ 736.4 | \$ 665.4 |
| Office Products | 579.1 | 495.5 | 969.9 | 828.3 |
| Tools & Hardware | 328.8 | 315.5 | 605.6 | 591.9 |
| Home Fashions | 106.6 | 115.0 | 223.2 | 212.7 |
| Other | 279.0 | 257.5 | 567.0 | 512.8 |
| | <u>\$1,696.8</u> | <u>\$1,548.6</u> | <u>\$3,102.1</u> | <u>\$2,811.1</u> |
| Operating Income (2) | | | | |
| Cleaning & Organization | \$ 42.9 | \$ 23.1 | \$ 64.2 | \$ 35.6 |
| Office Products | 99.9 | 98.9 | 132.2 | 132.4 |
| Tools & Hardware | 53.8 | 49.3 | 86.9 | 76.0 |
| Home Fashions | 14.4 | 8.0 | 31.5 | 10.3 |
| Other | 29.8 | 22.9 | 59.7 | 41.2 |
| Corporate (3) | (20.0) | (9.7) | (37.6) | (19.2) |
| Impairment Charges (4) | — | (31.4) | — | (31.4) |
| Restructuring Costs (5) | (19.8) | (0.3) | (43.3) | (6.8) |
| | <u>\$ 201.0</u> | <u>\$ 160.8</u> | <u>\$ 293.6</u> | <u>\$ 238.1</u> |

| Identifiable Assets | June 30, 2006 | December 31, 2005 |
|-------------------------|------------------|----------------------|
| Cleaning & Organization | \$ 717.9 | \$ 737.4 |
| Office Products | 1,325.0 | 1,020.0 |
| Tools & Hardware | 750.4 | 735.1 |
| Home Fashions | 145.1 | 179.6 |
| Other | 410.0 | 446.9 |
| Corporate (6) | 2,977.9 | 2,986.0 |
| Discontinued Operations | 209.4 | 341.5 |
| | <u>\$6,535.7</u> | <u>\$ 6,446.5</u> |

Geographic Area Information

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|-----------------------------|--------------------------------|------------------|------------------------------|------------------|
| | 2006 | 2005 | 2006 | 2005 |
| Net Sales | | | | |
| United States | \$1,262.0 | \$1,167.0 | \$2,326.7 | \$2,121.7 |
| Canada | 110.4 | 95.8 | 193.8 | 168.0 |
| North America | 1,372.4 | 1,262.8 | 2,520.5 | 2,289.7 |
| Europe | 219.7 | 188.9 | 389.0 | 346.1 |
| Central and South America | 59.8 | 59.7 | 107.1 | 101.2 |
| All other | 44.9 | 37.2 | 85.5 | 74.1 |
| | <u>\$1,696.8</u> | <u>\$1,548.6</u> | <u>\$3,102.1</u> | <u>\$2,811.1</u> |
| Operating Income (7) | | | | |
| United States | \$ 134.4 | \$ 115.0 | \$ 204.7 | \$ 179.0 |
| Canada | 25.7 | 18.6 | 38.3 | 29.3 |
| North America | 160.1 | 133.6 | 243.0 | 208.3 |
| Europe | 24.4 | 10.7 | 30.5 | 8.6 |
| Central and South America | 6.4 | 8.5 | 2.6 | 8.1 |
| All other | 10.1 | 8.0 | 17.5 | 13.1 |
| | <u>\$ 201.0</u> | <u>\$ 160.8</u> | <u>\$ 293.6</u> | <u>\$ 238.1</u> |

- 1) All intercompany transactions have been eliminated. Sales to Wal*Mart Stores, Inc. and subsidiaries amounted to approximately 16% and 15% of consolidated net sales in the three months ended June 30, 2006 and 2005, respectively. Sales to Wal*Mart Stores, Inc. and subsidiaries amounted to approximately 15% of consolidated net sales in the six months ended June 30, 2006 and 2005. Sales to no other customer exceeded 10% of consolidated net sales for either period.
- 2) Operating income is net sales less cost of products sold, selling, general and administrative expenses, impairment charges, and restructuring costs. Certain headquarters expenses of an operational nature are allocated to business segments and geographic areas primarily on a net sales basis.
- 3) Corporate operating expenses consist primarily of administrative costs, including stock-based compensation, that are not allocated to a particular segment.
- 4) Impairment charges have been presented separately in this table; refer to Footnote 4 to the Consolidated Financial Statements (Unaudited) for additional information.
- 5) Restructuring costs have been presented separately in this table; refer to Footnote 5 to the Consolidated Financial Statements (Unaudited) for a breakout of the costs by reportable segment.
- 6) Corporate assets primarily include goodwill, trade names and deferred tax assets.
- 7) The restructuring costs and impairment charges have been reflected in the appropriate geographic regions for all periods presented.

Footnote 14 — Contingencies

The Company is involved in legal proceedings in the ordinary course of its business. These proceedings include claims for damages arising out of use of the Company's products, allegations of infringement of intellectual property, commercial disputes and employment related matters, as well as environmental matters. Some of the legal

proceedings include claims for punitive as well as compensatory damages, and a few proceedings purport to be class actions.

Although management of the Company cannot predict the ultimate outcome of these legal proceedings with certainty, it believes that the ultimate resolution of the Company's legal proceedings, including any amounts it may be required to pay in excess of amounts reserved, will not have a material effect on the Company's financial statements.

In the normal course of business and as part of its acquisition and divestiture strategy, the Company may provide certain representations and indemnifications related to legal, environmental, product liability, tax or other types of issues. Based on the nature of these representations and indemnifications, it is not possible to predict the maximum potential payments under all of these agreements due to the conditional nature of the Company's obligations and the unique facts and circumstances involved in each particular agreement. Historically, payments made by the Company under these agreements did not have a material effect on the Company's business, financial condition or results of operation.

Footnote 15 — Subsequent Event

In July 2006, the Company approved a restructuring plan as part of Project Acceleration to shut down a manufacturing facility in the Office Products segment subject to receipt of all applicable regulatory approvals, including consultation proceedings with works council. The production will be outsourced to third party suppliers. The plan is expected to result in a pre-tax charge of between \$25 and \$30 million, primarily related to severance. The Company plans to exit the facility by the end of the fourth quarter of 2006.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

The Company remains committed to investing in strategic brands and new product development, strengthening its portfolio of businesses, reducing its supply chain costs and streamlining non-strategic selling, general and administrative expenses (SG&A). The Company will continue to make investments in advertising, promotion, new product development and brand building activities in its "Invest" businesses, which encompass the Company's high-potential, high margin brands, while taking action to improve profitability in "Fix" businesses, which encompass many of the Company's low margin product lines.

The Company defines Invest businesses as those having high margin opportunity and the ability to generate growth through innovative new products and investments in brand building and marketing. Invest businesses are generally meeting or exceeding the Company's minimum financial targets and collectively generate above average operating income margins. Fix businesses are characterized by the Company as having various challenges and unacceptable profitability. Management's primary focus for Fix businesses is to take actions to improve profitability significantly. Currently, the Company classifies Rubbermaid Home Products, Home Fashions and Little Tikes as Fix businesses.

In late February 2006, a revised strategy and key imperatives were communicated to the Company's management team. The tenets of the strategy include building large brands that are important to consumers ("Brands That Matter™"), creating scale advantages through horizontal integration, commercializing innovation across the enterprise and creating a structure for business globalization.

Consumer-Meaningful Brands: The Company is moving from its historical focus on creating competitive advantage in manufacturing and distributing products, to excellence in innovating and marketing brands. Consumer meaningful brands create more value than products alone, and big brands provide the Company with the economies of scale that can be leveraged in today's marketplace. In the current year, the Company has made incremental strategic investments in advertising, promotion and research and development, particularly on brands like Calphalon®, Graco®, Goody®, LENOX®, IRWIN®, Sharpie® and DYMO®, increasing the investment in strategic SG&A from approximately 4.0% of sales in 2005 to 5.5% of sales in 2006. The integration of DYMO into the office products business remains on schedule and the Company is pleased with its performance. The Company also initiated a consulting and training partnership with one of the largest worldwide creative and media agencies. The objective is to create best-in-class branding capabilities across the Company. The first step is to understand the brand vitality of the Company's 16 largest brands using a common set of metrics. The Company will then integrate this understanding into its ongoing processes for product innovation, competitive analysis, strategic planning and brand marketing.

Horizontal Integration: The Company is exploring ways to best leverage its common functional capabilities such as Human Resources, Information Technology, Supply Chain and Finance to improve efficiency and reduce costs. This broad reaching initiative already includes projects such as the corporate consolidation of the distribution and transportation function, and aggregating Company-wide purchasing efforts including both direct and indirect materials and services. During the current year, the Company also streamlined the structure of its Tools & Hardware segment to create a more effective organization and leverage scale efficiencies. The Company also accelerated the process of creating shared services for the European businesses and is evaluating expanding the scope of shared services in the United States. The most important benefit of horizontal integration is that the cost savings from these initiatives will free up money for investment in innovation and brand building.

Invest in Innovation: The Company has broadened its definition of innovation beyond product invention. The Company will define innovation as the successful commercialization of invention. Innovation must be more than product development. It is a rigorous process that permeates the entire development cycle. It begins with a deep understanding of how consumers interact with the Company's brands and categories, and all the factors that drive their purchase decisions and in-use experience. That understanding must then be translated into products that deliver unique features and benefits, at a best-cost position, providing the consumer with great value. Lastly, understanding how and where to create awareness and trial, and measuring the effectiveness of advertising and

promotion spending, completes the process. The Company has pockets of excellence using this expanded definition of innovation, and it will continue to build on this competency.

Globalization: The Company is expanding from a U.S.-centric business model to one that includes international growth as an increasing focus. The Company is working hard to get the structure right for the future. For example, the Office Products businesses have been reorganized to operate across product lines that can target global consumer acceptance. In the current year, the Company also aligned the Graco and Little Tikes businesses under a global business unit structure, reporting under the Home & Family Products group (included in the “Other” segment), rather than by geographic location. This realignment positions the businesses to leverage research and development, branding, marketing and innovation on a global basis.

2006 will be a transformational year for the Company, on the multi-year journey to becoming an integrated, innovative branding and marketing company. The Company is making the necessary investments now for the long-term success of its business.

Results of Operations

The following table sets forth for the periods indicated items from the Consolidated Statements of Operations as a percentage of net sales (*in millions, except percentages*):

| | Three Months Ended June 30, | | | | Six Months Ended June 30, | | | |
|---|-----------------------------|--------|-----------|--------|---------------------------|--------|-----------|--------|
| | 2006 | | 2005 | | 2006 | | 2005 | |
| Net sales | \$1,696.8 | 100.0% | \$1,548.6 | 100.0% | \$3,102.1 | 100.0% | \$2,811.1 | 100.0% |
| Cost of products sold | 1,122.4 | 66.1 | 1,063.2 | 68.7 | 2,087.2 | 67.3 | 1,974.1 | 70.2 |
| Gross margin | 574.4 | 33.9 | 485.4 | 31.3 | 1,014.9 | 32.7 | 837.0 | 29.8 |
| Selling, general and administrative expenses | 353.6 | 20.8 | 292.9 | 18.9 | 678.0 | 21.9 | 560.7 | 19.9 |
| Impairment charges | — | — | 31.4 | 2.0 | — | — | 31.4 | 1.1 |
| Restructuring costs | 19.8 | 1.2 | 0.3 | — | 43.3 | 1.4 | 6.8 | 0.2 |
| Operating income | 201.0 | 11.8 | 160.8 | 10.4 | 293.6 | 9.5 | 238.1 | 8.5 |
| Nonoperating expenses: | | | | | | | | |
| Interest expense, net | 35.6 | 2.1 | 31.1 | 2.0 | 69.3 | 2.2 | 61.9 | 2.2 |
| Other expense, net | 1.0 | 0.1 | 2.2 | 0.1 | 3.7 | 0.1 | 0.4 | — |
| Net nonoperating expenses | 36.6 | 2.2 | 33.3 | 2.2 | 73.0 | 2.4 | 62.3 | 2.2 |
| Income from continuing operations before income taxes | 164.4 | 9.7 | 127.5 | 8.2 | 220.6 | 7.1 | 175.8 | 6.3 |
| Income taxes | 28.7 | 1.7 | 40.1 | 2.6 | (33.9) | (1.1) | (7.9) | (0.3) |
| Income from continuing operations | 135.7 | 8.0 | 87.4 | 5.6 | 254.5 | 8.2 | 183.7 | 6.5 |
| Loss from discontinued operations, net of tax | (16.2) | (1.0) | (21.2) | (1.4) | (80.2) | (2.6) | (80.9) | (2.9) |
| Net income | \$ 119.5 | 7.0% | \$ 66.2 | 4.3% | \$ 174.3 | 5.6% | \$ 102.8 | 3.7% |

Three Months Ended June 30, 2006 vs. Three Months Ended June 30, 2005

Consolidated Operating Results:

Net sales for the three months ended June 30, 2006 were \$1,696.8 million, representing an increase of \$148.2 million, or 9.6%, from \$1,548.6 million in the comparable quarter of 2005. Excluding sales related to the DYMO acquisition, sales were up \$88 million, or 5.7%, driven by core sales increases and favorable pricing. Positive currency translation improved sales by 0.6% in the quarter.

Excluding the sales from the DYMO acquisition, the Company's Invest businesses generated a 4.9% improvement in sales for the second quarter of 2006 versus the comparable quarter of 2005, led by double-digit growth in the Calphalon, Goody, and IRWIN and LENOX branded tools businesses, as well as mid single-digit growth in Office Products and Rubbermaid Commercial.

Net sales of the businesses the Company classifies as Fix realized an 8.7% increase as double-digit growth in the Rubbermaid Home Products and Little Tikes businesses was partially offset by lower sales in the North American Window Fashions business.

Gross margin, as a percentage of net sales, in the second quarter of 2006 was 33.9%, or \$574.4 million, versus 31.3%, or \$485.4 million, in the comparable quarter of 2005. The increase in gross margin was the result of strong productivity, favorable pricing, and favorable mix, more than offsetting the impact of raw material inflation.

SG&A expenses in the second quarter of 2006 were 20.8% of net sales, or \$353.6 million, versus 18.9%, or \$292.9 million, in the comparable quarter of 2005. Approximately one-half of the increase is related to the impact of acquisitions and expensing stock options. The primary drivers of the remaining increase were the additional strategic advertising and promotion investment in the Calphalon, Graco, Rubbermaid Food Service, and Office Products businesses and other variable expenses associated with the increased sales and operating performance of the Company.

The Company recorded \$19.8 million in restructuring charges related to Project Acceleration in the quarter. The Company has announced the closure of 15 manufacturing facilities since the plan's inception. The Company continues to expect cumulative pre-tax charges of \$350 to \$400 million, approximately 60% of which are expected to be cash charges, over the life of the initiative. Annualized savings are projected to exceed \$120 million upon completion of the project with an approximate \$50 million benefit expected in 2007 and the remainder in 2008. See Footnote 5 to the Consolidated Financial Statements (Unaudited) for further information on these restructuring costs.

Operating income in the second quarter of 2006 was \$201.0 million, or 11.8% of net sales, versus \$160.8 million, or 10.4%, in the comparable quarter of 2005. The change in operating income is the result of the factors described above.

Net nonoperating expenses in the second quarter of 2006 were 2.2% of net sales, or \$36.6 million, versus 2.2% of net sales, or \$33.3 million, in the comparable quarter of 2005. The increase in net nonoperating expenses is primarily attributable to an increase in net interest expense as a result of borrowings to fund the DYMO acquisition and rising interest rates.

The effective tax rate was 17.5% in the second quarter of 2006 versus 31.5% in the second quarter of 2005. In the second quarter of 2006, the Company determined that it would be able to utilize certain capital loss carryforwards that it previously believed would expire unused. Accordingly, the Company reversed a \$22.7 million income tax valuation reserve.

Income from continuing operations for the second quarter of 2006 was \$135.7 million, compared to \$87.4 million in the second quarter of 2005. Diluted earnings per share from continuing operations were \$0.49 in the second quarter of 2006 compared to \$0.32 in the second quarter of 2005.

The loss from discontinued operations, net of tax, was \$16.2 million and \$21.2 million for the three months ended June 30, 2006 and 2005, respectively. The loss on disposal of discontinued operations for the second quarter of 2006 was \$1.3 million, net of tax, compared to \$14.3 million, net of tax, in the second quarter of 2005. The loss from operations of discontinued operations for the second quarter of 2006 was \$14.9 million, net of tax, compared to \$6.9 million, net of tax, in the second quarter of 2005. In the second quarter, the Company's Board of Directors committed to a plan to sell its Home Décor Europe business. As a result, the business is reported in discontinued

operations for all periods presented. The business, which was previously reported in the Home Fashions segment, contributed approximately \$375 million of revenue in 2005. Discontinued operations for the three months ended June 30, 2005 also include the results of the European Cookware business, which was divested January 1, 2006. Diluted loss per share from discontinued operations was \$0.06 in the second quarter of 2006 compared to \$0.08 in the second quarter of 2005. See Footnote 3 to the Consolidated Financial Statements (Unaudited) for further information.

Net income for the second quarter of 2006 was \$119.5 million, compared to \$66.2 million in the second quarter of 2005. Diluted earnings per share were \$0.43 in the second quarter of 2006 compared to \$0.24 in the second quarter of 2005.

Business Group Operating Results:

Net sales by reportable segment were as follows for the three months ended June 30, *(in millions, except percentages)*:

| | 2006 | 2005 | % Change |
|-------------------------|-----------|-----------|----------|
| Cleaning & Organization | \$ 403.3 | \$ 365.1 | 10.5% |
| Office Products | 579.1 | 495.5 | 16.9 |
| Tools & Hardware | 328.8 | 315.5 | 4.2 |
| Home Fashions | 106.6 | 115.0 | (7.3) |
| Other | 279.0 | 257.5 | 8.3 |
| Total Net Sales (1) | \$1,696.8 | \$1,548.6 | 9.6% |

Operating income (loss) by segment was as follows for the three months ended June 30, *(in millions, except percentages)*:

| | 2006 | 2005 | % Change |
|----------------------------|---------|---------|-----------|
| Cleaning & Organization | \$ 42.9 | \$ 23.1 | 85.7% |
| Office Products | 99.9 | 98.9 | 1.0 |
| Tools & Hardware | 53.8 | 49.3 | 9.1 |
| Home Fashions | 14.4 | 8.0 | 80.0 |
| Other | 29.8 | 22.9 | 30.1 |
| Corporate Costs (2) | (20.0) | (9.7) | (106.2) |
| Impairment Charges (3) | — | (31.4) | |
| Restructuring Costs (4) | (19.8) | (0.3) | (6,500.0) |
| Total Operating Income (5) | \$201.0 | \$160.8 | 25.0% |

- (1) All intercompany transactions have been eliminated. Sales to Wal-Mart Stores, Inc. and subsidiaries amounted to approximately 16% and 15% of consolidated net sales in the three months ended June 30, 2006 and 2005, respectively. Sales to no other customer exceeded 10% of consolidated net sales for either period.
- (2) Corporate operating expenses consist primarily of administrative costs, including stock-based compensation, that are not allocated to a particular segment.
- (3) Impairment charges have been presented separately in this table; refer to Footnote 4 to the Consolidated Financial Statements (Unaudited) for additional information.
- (4) Restructuring costs have been presented separately in this table. For additional information refer to Footnote 5 to the Consolidated Financial Statements (Unaudited).
- (5) Operating income is net sales less cost of products sold, selling, general and administrative expenses, impairment charges and restructuring costs. Certain headquarters expenses of an operational nature are allocated to business segments primarily on a net sales basis.

Cleaning & Organization

Net sales for the second quarter of 2006 were \$403.3 million, an increase of \$38.2 million, or 10.5%, from \$365.1 million in the second quarter of 2005, driven by double-digit growth in Rubbermaid Home Products and mid single-digit growth in Rubbermaid Commercial Products. The second quarter sales growth in the Rubbermaid Home Products business benefited from relatively easy comparisons as sales in the second quarter of 2005 were suppressed by product line exits and pricing actions required to offset raw material inflation. During the second half and fourth

quarter of 2005, Rubbermaid Home Products sales were favorably impacted by holiday promotions, which will affect second half and full year over year sales growth for this business.

Operating income for the second quarter of 2006 was \$42.9 million, or 10.6% of sales, an increase of \$19.8 million, or 85.7%, from \$23.1 million in the second quarter of 2005. The increase in operating income is a result of the sales increase and productivity, partially offset by raw material inflation and higher SG&A.

Office Products

Net sales for the second quarter of 2006 were \$579.1 million, an increase of \$83.6 million, or 16.9%, from \$495.5 million in the second quarter of 2005, benefiting primarily from the effect of the DYMO acquisition. From a product line perspective, double-digit growth in markers and growth in everyday writing were partially offset by declines in coloring and office organization.

Operating income for the second quarter of 2006 was \$99.9 million or 17.3% of sales, an increase of \$1.0 million, or 1.0%, from \$98.9 million in the second quarter of 2005. The additional income from the DYMO acquisition was offset by increased SG&A investment, restructuring related inefficiencies and acquisition integration costs.

Tools & Hardware

Net sales for the second quarter of 2006 were \$328.8 million, an increase of \$13.3 million, or 4.2%, from \$315.5 million in the second quarter of 2005, driven by double-digit growth in the IRWIN and LENOX branded tools businesses.

Operating income for the second quarter of 2006 was \$53.8 million, or 16.4% of sales, an increase of \$4.5 million, or 9.1%, from \$49.3 million in the second quarter of 2005. Operating income increased as a result of the increased sales volume and productivity initiatives, partially offset by additional SG&A investment and raw material inflation.

Home Fashions

Net sales for the second quarter of 2006 were \$106.6 million, a decrease of \$8.4 million, or 7.3%, from \$115.0 million in the second quarter of 2005. The decrease was due to the timing of first half shipments. This segment posted double-digit growth in the first quarter.

Operating income for the second quarter of 2006 was \$14.4 million, or 13.5% of sales, an increase of \$6.4 million, or 80.0%, from \$8.0 million in the second quarter of 2005. The increase in operating income was the result of strong productivity partially offset by the sales decline.

Other

Net sales for the second quarter of 2006 were \$279.0 million, an increase of \$21.5 million, or 8.3%, from \$257.5 million in the second quarter of 2005, driven by double-digit growth in the Calphalon and Goody businesses.

Operating income for the second quarter of 2006 was \$29.8 million or 10.7% of sales, an increase of \$6.9 million, or 30.1%, from \$22.9 million in the second quarter of 2005. Driving the favorability was the increase in sales and productivity, partially offset by increased SG&A investment.

Six Months Ended June 30, 2006 vs. Six Months Ended June 30, 2005

Consolidated Operating Results:

Net sales for the six months ended June 30, 2006 were \$3,102.1 million, representing an increase of \$291.0 million, or 10.4%, from \$2,811.1 million in the comparable period of 2005. Excluding sales related to the DYMO acquisition, sales were up \$175 million, or 6.2%, with the Company's Invest businesses generating a 4.9% improvement in sales, excluding sales resulting from the DYMO acquisition, for the first six months of 2006 versus

the comparable period of 2005, and the Company's Fix businesses increasing net sales by 10.8% in the first six months of 2006 versus the comparable period of 2005.

Gross margin, as a percentage of net sales, in the six months ended June 30, 2006 was 32.7%, or \$1,014.9 million, versus 29.8%, or \$837.0 million, in the comparable period of 2005. The increase in gross margin is a result of productivity, favorable pricing, and favorable mix, partially offset by the impact of raw material inflation.

SG&A expenses in the first six months of 2006 were 21.9% of net sales, or \$678.0 million, versus 19.9%, or \$560.7 million, in the comparable period of 2005. The primary drivers of the increase were the additional strategic advertising and promotional investments in the Rubbermaid Commercial and Food Products, Tools & Hardware, Calphalon, Graco and Office Products businesses, the impact of the DYMO acquisition, the expense related to stock option accounting, and the non-recurring pension curtailment benefit recognized in 2005.

In the first six months of 2006, the Company recorded \$43.3 million in restructuring costs related to Project Acceleration. The Company announced the closure of 15 manufacturing facilities since the inception of the Plan. The Company continues to expect cumulative charges of \$350 to \$400 million, approximately 60% of which are expected to be cash charges, over the life of the initiative. Annualized savings are projected to exceed \$120 million upon completion of the project with an approximate \$50 million benefit expected in 2007 and the remainder in 2008. In the first six months of 2005, the Company recorded restructuring costs of \$6.8 million. See Footnote 5 to the Consolidated Financial Statements (Unaudited) for further information on these restructuring costs.

Operating income in the first six months of 2006 was \$293.6 million, or 9.5% of net sales, versus \$238.1 million, or 8.5%, in the comparable period of 2005. The change in operating income is the result of the factors described above.

Net nonoperating expenses in the first six months of 2006 were 2.4% of net sales, or \$73.0 million, versus 2.2% of net sales, or \$62.3 million, in the comparable period of 2005. The increase in net nonoperating expenses is primarily attributable to an increase in net interest expense as a result of borrowings to fund the DYMO acquisition and rising interest rates.

The effective tax rate was (15.4)% in the first six months of 2006 versus (4.5)% in the comparable period of 2005. The change in the effective tax rate is primarily related to the \$78.0 million net income tax benefit recorded in the first quarter of 2006 as a result of the reorganization of certain of the Company's non-U.S. subsidiaries and the \$22.7 million income tax benefit recorded in the second quarter of 2006 as a result of the determination that the Company would be able to utilize certain capital loss carryforwards that it previously believed would expire unused. In the first six months of 2005, a net income tax benefit of \$58.6 million was recorded as a result of the favorable resolution of a tax contingency.

Income from continuing operations for the first six months of 2006 was \$254.5 million, compared to \$183.7 million in the first six months of 2005. Diluted earnings per share from continuing operations were \$0.92 in the first six months of 2006 compared to \$0.67 in the first six months of 2005.

The loss from discontinued operations, net of tax, was \$80.2 million and \$80.9 million for the six months ended June 30, 2006 and 2005, respectively. The loss on disposal of discontinued operations for the six months ended June 30, 2006 was \$2.9 million, net of tax, compared to \$63.2 million, net of tax, in the first six months of 2005. The 2006 loss was primarily related to the disposal of the European Cookware business, while the 2005 loss related primarily to the disposal of the Curver business. The loss from operations of discontinued operations for the six months ended June 30, 2006 was \$77.3 million, net of tax, compared to \$17.7 million, net of tax, in the first six months of 2005. The 2006 net loss from operations included a \$50.9 million impairment charge recorded in the first quarter to write off the goodwill of the Home Décor Europe business. Diluted loss per share from discontinued operations was \$0.28 in the first six months of 2006 compared to \$0.29 in the first six months of 2005. See Footnote 3 to the Consolidated Financial Statements (Unaudited) for further information.

Net income for the six months ended June 30, 2006 was \$174.3 million, compared to \$102.8 million in the comparable period of 2005. Diluted earnings per share were \$0.64 for the six months ended June 30, 2006 compared to \$0.37 in the comparable period of 2005.

Business Group Operating Results:

Net sales by reportable segment were as follows for the six months ended June 30, *(in millions, except percentages)*:

| | 2006 | 2005 | % Change |
|-------------------------|-----------|-----------|----------|
| Cleaning & Organization | \$ 736.4 | \$ 665.4 | 10.7% |
| Office Products | 969.9 | 828.3 | 17.1 |
| Tools & Hardware | 605.6 | 591.9 | 2.3 |
| Home Fashions | 223.2 | 212.7 | 4.9 |
| Other | 567.0 | 512.8 | 10.6 |
| Total Net Sales (1) | \$3,102.1 | \$2,811.1 | 10.4% |

Operating income (loss) by segment was as follows for the six months ended June 30, *(in millions, except percentages)*:

| | 2006 | 2005 | % Change |
|----------------------------|---------|---------|----------|
| Cleaning & Organization | \$ 64.2 | \$ 35.6 | 80.3% |
| Office Products | 132.2 | 132.4 | (0.2) |
| Tools & Hardware | 86.9 | 76.0 | 14.3 |
| Home Fashions | 31.5 | 10.3 | 205.8 |
| Other | 59.7 | 41.2 | 44.9 |
| Corporate Costs (2) | (37.6) | (19.2) | (95.8) |
| Impairment Charges (3) | — | (31.4) | |
| Restructuring Costs (4) | (43.3) | (6.8) | (536.8) |
| Total Operating Income (5) | \$293.6 | \$238.1 | 23.3% |

- (1) All intercompany transactions have been eliminated. Sales to Wal*Mart Stores, Inc. and subsidiaries amounted to approximately 15% of consolidated net sales in the six months ended June 30, 2006 and 2005. Sales to no other customer exceeded 10% of consolidated net sales for either period.
- (2) Corporate operating expenses consist primarily of administrative costs, including stock-based compensation, that are not allocated to a particular segment.
- (3) Impairment charges have been presented separately in this table; refer to Footnote 4 to the Consolidated Financial Statements (Unaudited) for additional information.
- (4) Restructuring costs have been presented separately in this table. For additional information refer to Footnote 5 to the Consolidated Financial Statements (Unaudited).
- (5) Operating income is net sales less cost of products sold, selling, general and administrative expenses, impairment charges and restructuring costs. Certain headquarters expenses of an operational nature are allocated to business segments primarily on a net sales basis.

Cleaning & Organization

Net sales for the six months ended June 30, 2006 were \$736.4 million, an increase of \$71.0 million, or 10.7%, from \$665.4 million in the six months ended June 30, 2005, driven by double-digit growth in the Rubbermaid Home Products business, high single-digit growth in the Rubbermaid Commercial Products business and low single-digit growth in the Rubbermaid Food Service business. The sales growth in the Rubbermaid Home Products business for the first six months of 2006 resulted largely from the fact that sales in the six months ended June 30, 2005 were suppressed by product line exits and pricing actions required to offset raw material inflation. During the second half and fourth quarter of 2005, Rubbermaid Home Products sales were favorably impacted by holiday promotions, which will affect second half and full year over year sales growth for this business.

Operating income for the six months ended June 30, 2006 was \$64.2 million or 8.7% of sales, an increase of \$28.6 million, or 80.3%, from \$35.6 million in the six months ended June 30, 2005. The increase in operating income is a

result of the sales increase, productivity and favorable mix, partially offset by raw material inflation and higher SG&A.

Office Products

Net sales for the six months ended June 30, 2006 were \$969.9 million, an increase of \$141.6 million, or 17.1%, from \$828.3 million in the six months ended June 30, 2005, benefiting primarily from the impact of the DYMO acquisition. Excluding the impact of DYMO, sales increased approximately 3.1%. From a product line perspective, double-digit growth in markers and growth in everyday writing were partially offset by declines in coloring, fine writing and office organization.

Operating income for the six months ended June 30, 2006 remained relatively flat at \$132.2 million, or 13.6% of sales, compared to \$132.4 million in the six months ended June 30, 2005. The additional income generated from the DYMO acquisition was more than offset by increased SG&A investment, restructuring related expenses and acquisition integration costs.

Tools & Hardware

Net sales for the six months ended June 30, 2006 were \$605.6 million, an increase of \$13.7 million, or 2.3%, from \$591.9 million in the six months ended June 30, 2005, driven by double-digit growth in the IRWIN and LENOX branded tools business, partially offset by a double-digit decline in the consumer electronic tools business which is near the end of its product life cycle.

Operating income for the six months ended June 30, 2006 was \$86.9 million or 14.3% of sales, an increase of \$10.9 million, or 14.3%, from \$76.0 million in the six months ended June 30, 2005. Operating income increased primarily as the result of productivity initiatives, sales volume and favorable mix, partially offset by increased SG&A investment and raw material inflation.

Home Fashions

Net sales for the six months ended June 30, 2006 were \$223.2 million, an increase of \$10.5 million, or 4.9%, from \$212.7 million in the six months ended June 30, 2005. Sales benefited from the addition of a new warehouse at a key retailer and generally low customer inventories coming into the year.

Operating income for the six months ended June 30, 2006 was \$31.5 million or 14.1% of sales, an increase of \$21.2 million, or 205.8%, from \$10.3 million in the six months ended June 30, 2005. The increase in operating income was the result of sales growth and strong productivity.

Other

Net sales for the six months ended June 30, 2006 were \$567.0 million, an increase of \$54.2 million, or 10.6%, from \$512.8 million in the six months ended June 30, 2005, driven by double-digit increases in the Calphalon, Goody and Little Tikes businesses and mid single-digit growth in Graco. A portion of the sales increase relates to the timing of promotions and plan-o-gram changes at retailers.

Operating income for the six months ended June 30, 2006 was \$59.7 million or 10.5% of sales, an increase of \$18.5 million, or 44.9%, from \$41.2 million in the six months ended June 30, 2005. The primary drivers of the increase in operating income were the impact of the sales increase, productivity and favorable mix, partially offset by increased SG&A investment.

Liquidity and Capital Resources

Cash and cash equivalents increased by \$0.8 million for the six months ended June 30, 2006. The change in cash and cash equivalents is as follows for the six months ended June 30, *(in millions)*:

| | 2006 | 2005 |
|--|---------|-----------|
| Cash provided by operating activities | \$ 92.1 | \$ 91.9 |
| Cash used in investing activities | (63.3) | (58.9) |
| Cash used in financing activities | (28.9) | (319.8) |
| Exchange effect on cash and cash equivalents | 0.9 | (6.6) |
| Increase (decrease) in cash and cash equivalents | \$ 0.8 | \$(293.4) |

Sources:

The Company's primary sources of liquidity and capital resources include cash provided by operating activities, proceeds from divestitures and use of available borrowing facilities.

Cash provided by operating activities for the six months ended June 30, 2006 was \$92.1 million compared to \$91.9 million for the comparable period of 2005.

The Company has a \$750.0 million syndicated revolving credit facility (the "Revolver") pursuant to a five-year credit agreement, which expires in November 2010. At June 30, 2006, there were no borrowings under the Revolver.

In lieu of borrowings under the Revolver, the Company may issue up to \$750.0 million of commercial paper. The Revolver provides the committed backup liquidity required to issue commercial paper. Accordingly, commercial paper may only be issued up to the amount available for borrowing under the Revolver. The Revolver also provides for the issuance of up to \$100.0 million of standby letters of credit so long as there is a sufficient amount available for borrowing under the Revolver. At June 30, 2006, \$270.0 million of commercial paper was outstanding and there were no standby letters of credit issued under the Revolver.

The Revolver permits the Company to borrow funds on a variety of interest rate terms and requires, among other things, that the Company maintain certain Interest Coverage and Total Indebtedness to Total Capital Ratio, as defined in the agreement. The Revolver also limits Subsidiary Indebtedness. As of June 30, 2006, the Company was in compliance with the agreement governing the Revolver. On an annual basis, the Company may request extension of the Revolver (subject to lender approval) for additional one-year periods.

In the first six months of 2006, the Company received proceeds from the issuance of debt of \$167.2 million compared to \$131.7 million in the first six months of 2005.

In the first six months of 2006, the Company received cash proceeds of \$40.2 million related to the sale of businesses and other non-current assets, compared to \$22.1 million in the first six months of 2005. The Company's European Cookware business was sold in 2006, generating cash proceeds of \$29.3 million.

Uses:

The Company's primary uses of liquidity and capital resources include acquisitions, dividend payments, capital expenditures and payments on debt.

In the first six months of 2006, the Company spent \$46.3 million on strategic acquisitions, compared to \$35.0 million in the comparable period of 2005.

In the first six months of 2006, the Company made payments on notes payable and long-term debt of \$82.0 million compared to \$335.7 million in the first six months of 2005, including the purchases in 2005 of 550,000 and 200,000

shares of its Preferred Securities from a holder for \$47.375 per share and \$46.25 per share, respectively. The Company paid \$26.1 million and \$9.3 million, respectively, for the purchases of these securities.

Cash used for restructuring activities was \$11.9 million and \$16.4 million in the first six months of 2006 and 2005, respectively. These payments relate primarily to employee termination benefits. The Company expects to spend approximately \$75 million in 2006 related to restructuring activities. See Footnote 5 to the Consolidated Financial Statements (Unaudited) for additional information.

Capital expenditures were \$57.2 million and \$46.0 million in the first six months of 2006 and 2005, respectively. Capital expenditures for 2006 are expected to be in the range of \$125 to \$150 million.

In the first six months of 2006, the Company paid \$20.9 million to fund the U.S. defined contribution plan implemented in 2005. See Footnote 8 to the Consolidated Financial Statements (Unaudited) for additional information.

Dividends paid were \$116.4 million and \$115.8 million in the first six months of 2006 and 2005, respectively. In the second half of 2006, the Company expects to make similar dividend payments.

Stockholders' equity increased in the first six months of 2006 by \$84.7 million. The increase in stockholders' equity is primarily due to the current year net income and foreign currency translation adjustments, partially offset by dividends paid on common stock.

Working capital at June 30, 2006 was \$729.2 million compared to \$675.3 million at December 31, 2005. The current ratio was 1.37:1 at June 30, 2006 and 1.38:1 at December 31, 2005.

Total debt to total capitalization (total debt is net of cash and cash equivalents, and total capitalization includes total debt and stockholders' equity) was .60:1 at June 30, 2006 and .60:1 at December 31, 2005.

The Company believes that cash provided from operations and available borrowing facilities will continue to provide adequate support for the cash needs of existing businesses on a short-term basis; however, certain events, such as significant acquisitions, could require additional external financing on a long-term basis.

Critical Accounting Policies

The Company's accounting policies are more fully described in the consolidated financial statements included in the 2005 Annual Report on Form 10-K. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions about future events that affect the amounts reported in the financial statements and accompanying footnotes. Future events and their effects cannot be determined with absolute certainty. Therefore, the determination of estimates requires the exercise of judgment. Actual results inevitably will differ from those estimates, and such differences may be material to the consolidated financial statements. The Company describes its most critical accounting policies in its 2005 Annual Report on Form 10-K, Management's Discussion and Analysis of Financial Condition and Results of Operations. During the first quarter of 2006, the Company adopted SFAS No. 123(R), Share-Based Payment. The following discussion provides additional information about the effects on the consolidated financial statements of judgments and estimates related to the Company's policies on the recording of stock-based compensation expense.

Stock Options

Effective January 1, 2006, the Company adopted the provisions of SFAS 123(R), using the modified prospective method and therefore has not restated results for prior periods. Under this transition method, stock-based compensation expense for 2006 includes compensation expense for all stock-based compensation awards granted prior to, but not yet vested as of January 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of SFAS No. 123, "Accounting for Stock-Based Compensation." Stock-based compensation expense for all awards granted after December 31, 2005 is based on the grant-date fair value estimated in accordance with the provisions of SFAS 123(R). The Company recognizes stock-based compensation expense on a straight-line

basis over the requisite service period of the award, which is generally five years for stock options and three years for restricted stock. Prior to the adoption of SFAS 123(R), the Company recognized stock-based compensation expense by applying the intrinsic value method in accordance with Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees".

Determining the appropriate fair value model and calculating the fair value of share-based payment awards require the input of highly subjective assumptions, including the expected life of the share-based payment awards and stock price volatility. The assumptions used in calculating the fair value of share-based payment awards represent management's best estimates, but these estimates involve inherent uncertainties and the application of management judgment. As a result, if factors change and we use different assumptions, our stock-based compensation expense could be materially different in the future. In addition, we are required to estimate the expected pre-vesting forfeiture rate and only recognize expense for those shares expected to vest. If our actual pre-vesting forfeiture rate is materially different from our estimate, the stock-based compensation expense could be significantly different from our estimates. See Footnote 12 to the Consolidated Financial Statements (Unaudited) for a further discussion of stock-based compensation.

Recent Accounting Pronouncement

In July 2006, the FASB issued Interpretation 48 ("FIN 48"), Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement No. 109, Accounting for Income Taxes. FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with FASB Statement No. 109, by defining a criterion that an individual tax position must meet for any part of the benefit of that position to be recognized in an enterprise's financial statements. The interpretation would require a review of all tax positions accounted for in accordance with FASB Statement No. 109 and apply a more-likely-than-not recognition threshold. A tax position that meets the more-likely-than-not recognition threshold is initially and subsequently measured as the largest amount of tax benefit that is greater than 50 percent likely of being realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. Subsequent recognition, derecognition, and measurement is based on management's best judgment given the facts, circumstances and information available at the reporting date. The guidance is effective for fiscal years beginning after December 15, 2006, which we intend to adopt on January 1, 2007. We do not expect the adoption of this statement to have a material effect on our financial position or results of operation.

Market Risk

The Company's market risk is impacted by changes in interest rates, foreign currency exchange rates and certain commodity prices. Pursuant to the Company's policies, natural hedging techniques and derivative financial instruments may be utilized to reduce the impact of adverse changes in market prices. The Company does not hold or issue derivative instruments for trading purposes.

The Company manages interest rate exposure through its conservative debt ratio target and its mix of fixed and floating rate debt. Interest rate swaps may be used to adjust interest rate exposures when appropriate based on market conditions, and, for qualifying hedges, the interest differential of swaps is included in interest expense.

The Company's foreign exchange risk management policy emphasizes hedging anticipated intercompany and third party commercial transaction exposures of one-year duration or less. The Company focuses on natural hedging techniques of the following form: 1) offsetting or netting of like foreign currency flows, 2) structuring foreign subsidiary balance sheets with appropriate levels of debt to reduce subsidiary net investments and subsidiary cash flows subject to conversion risk, 3) converting excess foreign currency deposits into U.S. dollars or the relevant functional currency and 4) avoidance of risk by denominating contracts in the appropriate functional currency. In addition, the Company utilizes forward contracts and purchased options to hedge commercial and intercompany transactions. Gains and losses related to qualifying hedges of commercial and intercompany transactions are deferred and included in the basis of the underlying transactions. Derivatives used to hedge intercompany loans are marked to market with the corresponding gains or losses included in the Company's Consolidated Statements of Operations.

The Company purchases certain raw materials, including resin, corrugate, steel and aluminum, which are subject to price volatility caused by unpredictable factors. While future movements of raw material costs are uncertain, a variety of programs, including periodic raw material purchases, purchases of raw materials for future delivery and customer price adjustments help the Company address this risk. Where practical, the Company uses derivatives as part of its risk management process. In the first six months of 2006, the Company experienced raw material inflation (primarily in resin), which was more than offset by pricing increases, favorable mix and productivity.

The amounts shown below represent the estimated potential economic loss that the Company could incur from adverse changes in either interest rates or foreign exchange rates using the value-at-risk estimation model. The value-at-risk model uses historical foreign exchange rates and interest rates to estimate the volatility and correlation of these rates in future periods. It estimates a loss in fair market value using statistical modeling techniques that are based on a variance/covariance approach and includes substantially all market risk exposures (specifically excluding equity-method investments). The fair value losses shown in the table below have no impact on results of operations or financial condition, but are shown as an illustration of the impact of potential adverse changes in interest and foreign currency exchange rates. The following table indicates the calculated amounts for the six months ended June 30, *(dollars in millions)*:

| | 2006 Six Month Average | June 30, 2006 | 2005 Six Month Average | June 30, 2005 | Confidence Level |
|------------------|---------------------------------|------------------|---------------------------------|------------------|---------------------|
| Interest rates | \$ 8.4 | \$ 8.8 | \$ 10.4 | \$ 10.8 | 95% |
| Foreign exchange | \$ 5.5 | \$ 5.8 | \$ 2.1 | \$ 2.7 | 95% |

The 95% confidence interval signifies the Company's degree of confidence that actual losses would not exceed the estimated losses shown above. The amounts shown here disregard the possibility that interest rates and foreign currency exchange rates could move in the Company's favor. The value-at-risk model assumes that all movements in these rates will be adverse. Actual experience has shown that gains and losses tend to offset each other over time, and it is highly unlikely that the Company could experience losses such as these over an extended period of time. These amounts should not be considered projections of future losses, because actual results may differ significantly depending upon activity in the global financial markets.

Forward Looking Statements

Forward-looking statements in this Report are made in reliance upon the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements may relate to, but are not limited to, information or assumptions about the effects of Project Acceleration, sales, income/(loss), earnings per share, operating income or gross margin improvements, return on equity, return on invested capital, capital expenditures, working capital, cash flow, dividends, capital structure, debt to capitalization ratios, interest rates, internal growth rates, restructuring, impairment and other charges, potential losses on divestitures, impact of changes in accounting standards, pending legal proceedings and claims (including environmental matters), future economic performance, costs and cost savings (including raw material inflation, productivity and streamlining), synergies, management's plans, goals and objectives for future operations, performance and growth or the assumptions relating to any of the forward-looking statements. These statements generally are accompanied by words such as "intend," "anticipate," "believe," "estimate," "project," "target," "plan," "expect," "will," "should" or similar statements. The Company cautions that forward-looking statements are not guarantees because there are inherent difficulties in predicting future results. Actual results could differ materially from those expressed or implied in the forward-looking statements. Factors that could cause actual results to differ include, but are not limited to, those matters set forth in this Report generally and Exhibit 99.1 to this Report.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The information required by this item is incorporated herein by reference to the section entitled "Market Risk" in the Company's Management's Discussion and Analysis of Results of Operations and Financial Condition (Part I, Item 2).

Item 4. Controls and Procedures

As of June 30, 2006, an evaluation was performed by the Company's management, under the supervision and with the participation of the Company's chief executive officer and chief financial officer, of the effectiveness of the Company's disclosure controls and procedures. Based on that evaluation, the chief executive officer and the chief financial officer concluded that the Company's disclosure controls and procedures were effective.

There were no changes in the Company's internal control over financial reporting that occurred during the quarter ended June 30, 2006 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

Information required under this Item is contained above in Part I. Financial Information, Item 1 and is incorporated herein by reference.

Item 4. Submission of Matters to a Vote of Security Holders

On May 9, 2006, the 2006 Annual Meeting of Stockholders of the Company was held. The following is a brief description of the matters voted upon at the meeting and tabulation of the voting therefore:

Proposal 1. Election of Directors. The following nominees were elected to serve as Directors of the Company for a term of three years.

| Nominee | Number of Shares | |
|----------------------------|------------------|------------|
| | For | Withheld |
| Thomas E. Clarke | 160,388,781 | 85,260,996 |
| Elizabeth Cuthbert Millett | 177,956,327 | 67,693,450 |
| Steven J. Strobel | 241,003,924 | 4,645,853 |

In addition, the terms of office of the following Directors continued after the meeting: Scott S. Cowen, Michael T. Cowhig, Mark D. Ketchum, William D. Marohn, Cynthia A. Montgomery, Allan P. Newell, Gordon R. Sullivan and Raymond G. Viault.

Proposal 2. Approval of Amended and Restated Newell Rubbermaid Inc. 2003 Stock Plan. A proposal to approve the amended and restated Newell Rubbermaid Inc. 2003 Stock Plan was adopted, with 165,851,219 votes cast for, 38,501,114 votes cast against, 1,863,668 votes abstained, and 39,433,776 broker non-votes.

Proposal 3. Approval of Newell Rubbermaid Inc. Employee Stock Purchase Plan. A proposal to approve the Newell Rubbermaid Employee Stock Purchase Plan was adopted with 200,561,240 votes cast for, 3,929,513 votes cast against, 1,725,248 votes abstained, and 39,433,776 broker non-votes.

Proposal 4. Ratification of Appointment of Independent Registered Public Accounting Firm. A proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year 2006 was adopted, with 243,224,072 votes cast for, 858,015 votes cast against, and 1,567,690 votes abstained.

Proposal 5. A stockholder proposal requesting that the Company's Board of Directors adopt a rule that the Board of Directors will redeem any current or future poison pill unless such poison pill is submitted to a stockholder vote, as a separate ballot item, as soon as practicable, was adopted, with 172,487,168 votes cast for, 31,380,739 votes cast against, 2,348,094 votes abstained, and 39,433,776 broker non-votes.

Proposal 6. A stockholder proposal requesting that the Board of Directors take the necessary steps to declassify the Company's Board of Directors and establish annual elections of all Directors was adopted, with 169,963,091 votes cast for, 33,946,487 votes cast against, 2,306,423 votes abstained, and 39,433,776 broker non-votes.

Item 6. Exhibits.

- | | |
|-----|--|
| 3.1 | By-Laws of Newell Rubbermaid Inc., as amended as of April 26, 2006 (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ending March 31, 2006). |
| 3.2 | Amendment to By-Laws of Newell Rubbermaid Inc., effective April 26, 2006 (incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q for the quarterly period ending March 31, 2006). |

| | |
|------|---|
| 4.1 | By-Laws of Newell Rubbermaid Inc., as amended as of April 26, 2006, are included in Item 3.1. |
| 10.1 | Newell Rubbermaid Inc. 2003 Stock Plan, as amended and restated effective February 8, 2006 (incorporated by reference to Appendix B to the Company's Proxy Statement, dated April 3, 2006). |
| 10.2 | Forms of Stock Option Agreement under the Newell Rubbermaid Inc. 2003 Stock Plan, as amended and restated effective February 8, 2006. |
| 10.3 | Forms of Restricted Stock Award Agreement under the Newell Rubbermaid Inc. 2003 Stock Plan, as amended and restated effective February 8, 2006. |
| 10.4 | Performance Share Award Agreement granted to Mark D. Ketchum under the Newell Rubbermaid Inc. 2003 Stock Plan, as amended and restated effective February 8, 2006. |
| 12 | Statement of Computation of Earnings to Fixed Charges. |
| 31.1 | Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2 | Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 99.1 | Safe Harbor Statement. |

SIGNATURES

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

NEWELL RUBBERMAID INC.
Registrant

Date: August 7, 2006

/s/ Ronald L. Hardnock

Ronald L. Hardnock
Vice President – Corporate Controller

[Employees (other than CEO)]

**NEWELL RUBBERMAID INC. 2003 STOCK PLAN
(As Amended and Restated Effective February 8, 2006)**

STOCK OPTION AGREEMENT

A Stock Option (the "Option") granted by Newell Rubbermaid Inc., a Delaware corporation (the "Company"), to the employee named in the attached Option letter (the "Optionee"), for common stock, par value \$1.00 per share and related common stock purchase rights (the "Common Stock"), of the Company, shall be subject to the following terms and conditions:

1. Stock Option Grant. Subject to the provisions set forth herein and the terms and conditions of the Newell Rubbermaid Inc. 2003 Stock Plan, as amended and restated effective February 8, 2006 (the "Plan"), a copy of which is attached hereto and the terms of which are hereby incorporated by reference, and in consideration of the agreements of the Optionee herein provided, the Company hereby grants to the Optionee an Option to purchase from the Company the number of shares of Common Stock, at the purchase price per share, and on the schedule, set forth in the attached Option letter. Any Incentive Stock Option is intended to be an incentive stock option within the meaning of Section 422A of the Internal Revenue Code of 1986.

2. Acceptance by Optionee. The exercise of the Option is conditioned upon its acceptance by the Optionee in the space provided therefor at the end of the attached Option letter and the return of an executed copy of such Option letter to the Secretary of the Company no later than 60 days after the Date of Grant set forth therein or, if later, 30 days after the Optionee receives this Agreement.

3. Exercise of Option. Written notice of an election to exercise any portion of the Option shall be given by the Optionee, or his personal representative in the event of the Optionee's death, in accordance with procedures established by the Organizational Development and Compensation Committee of the Board of Directors of the Company (the "Committee") as in effect at the time of such exercise.

At the time of exercise of the Option, payment of the purchase price for the shares of Common Stock with respect to which the Option is exercised must be made by one or more of the following methods: (i) in cash, (ii) in cash received from a broker-dealer to whom the Optionee has submitted an exercise notice and irrevocable instructions to deliver the purchase price to the Company from the proceeds of the sale of shares subject to the Option, (iii) by delivery to the Company of other Common Stock owned by the Optionee that is acceptable to the Company, valued at its fair market value on the date of exercise, or (iv) by certifying to ownership by attestation of such previously owned Common Stock. Notwithstanding the foregoing, the payment method specified in (ii) above may not be used by an Optionee who is subject to Section 16 of the Securities Exchange Act of 1934 unless otherwise approved by the Committee.

If applicable, an amount sufficient to satisfy all minimum Federal, state and local withholding tax requirements prior to delivery of any certificate for shares of Common Stock must also accompany the exercise. Payment of such taxes can be made by a method specified above, and/or by directing the Company to withhold such number of shares of Common Stock otherwise issuable upon exercise of the Option with a fair market value equal to the amount of tax to be withheld.

4. Exercise Upon Termination of Employment. If the Optionee's employment with the Company and all affiliates terminates for any reason other than death, disability or retirement, the Option shall expire on the date of such termination, and no portion shall be exercisable after the date of such termination.

In the event of the Optionee's death, disability or retirement during employment with the Company or any affiliate, the outstanding portion of the Option shall become fully vested on such date and shall continue to be exercisable until the earlier of the first anniversary of the date of the Optionee's death, disability or retirement, or the date the Option expires by its terms. For this purpose (i) "disability" means (as determined by the Committee in its sole discretion) the inability of the Optionee to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which is expected to result in death or disability or which has lasted or can be expected to last for a continuous period of not less than 12 months, and (ii) "retirement" means the Optionee's termination from employment with the Company and all affiliates without cause (as determined by the Committee in its sole discretion) when the Optionee is 65 or older. (Full vesting of an Incentive Stock Option may result in all or part of the Option being treated as a Non-Qualified Stock Option in accordance with Section 6.4 of the Plan.)

The foregoing provisions of this Section 4 shall be subject to the provisions of any written employment security agreement or severance agreement that has been or may be executed by the Optionee and the Company, and the provisions in such employment security agreement or severance agreement concerning exercise of an Option shall supercede any inconsistent or contrary provision of this Section 4.

5. Option Not Transferable. The Option may be exercised only by the Optionee during his lifetime and may not be transferred other than by will or the applicable laws of descent or distribution or pursuant to a qualified domestic relations order. The Option shall not otherwise be assigned, transferred, or pledged for any purpose whatsoever and is not subject, in whole or in part, to attachment, execution or levy of any kind. Any attempted assignment, transfer, pledge, or encumbrance of the Option, other than in accordance with its terms, shall be void and of no effect.

6. Surrender of or Changes to Agreement. In the event the Option shall be exercised in whole, this Agreement shall be surrendered to the Company for cancellation. In the event this Option shall be exercised in part or a change in the number of designation of the shares of Common Stock shall be made, this Agreement shall be delivered by the Optionee to the Company for the purpose of making appropriate notation thereon, or of otherwise reflecting, in such manner as the Company shall determine, the change in the number or designation of such shares.

7. Administration. The Option shall be exercised in accordance with such administrative regulations as the Committee shall from time to time adopt.

8. Governing Law. This Agreement, and the Option, shall be construed, administered and governed in all respects under and by the laws of the State of Delaware.

IN WITNESS WHEREOF, this Agreement is executed by the Company this ____ day of ____, ____, effective as of the ____ day of ____, ____.

NEWELL RUBBERMAID INC.

By: _____

[CEO]

**NEWELL RUBBERMAID INC. 2003 STOCK PLAN
(As Amended and Restated Effective February 8, 2006)**

STOCK OPTION AGREEMENT

A Stock Option (the "Option") granted by Newell Rubbermaid Inc., a Delaware corporation (the "Company"), to the employee named in the attached Option letter (the "Optionee"), for common stock, par value \$1.00 per share and related common stock purchase rights (the "Common Stock"), of the Company, shall be subject to the following terms and conditions:

1. Stock Option Grant. Subject to the provisions set forth herein and the terms and conditions of the Newell Rubbermaid Inc. 2003 Stock Plan, as amended and restated effective February 8, 2006 (the "Plan"), a copy of which is attached hereto and the terms of which are hereby incorporated by reference, and in consideration of the agreements of the Optionee herein provided, the Company hereby grants to the Optionee an Option to purchase from the Company the number of shares of Common Stock, at the purchase price per share, and on the schedule, set forth in the attached Option letter. Any Incentive Stock Option is intended to be an incentive stock option within the meaning of Section 422A of the Internal Revenue Code of 1986.

2. Acceptance by Optionee. The exercise of the Option is conditioned upon its acceptance by the Optionee in the space provided therefor at the end of the attached Option letter and the return of an executed copy of such Option letter to the Secretary of the Company no later than 60 days after the Date of Grant set forth therein or, if later, 30 days after the Optionee receives this Agreement.

3. Exercise of Option. Written notice of an election to exercise any portion of the Option shall be given by the Optionee, or his personal representative in the event of the Optionee's death, in accordance with procedures established by the Organizational Development and Compensation Committee of the Board of Directors of the Company (the "Committee") as in effect at the time of such exercise.

At the time of exercise of the Option, payment of the purchase price for the shares of Common Stock with respect to which the Option is exercised must be made by one or more of the following methods: (i) in cash, (ii) in cash received from a broker-dealer to whom the Optionee has submitted an exercise notice and irrevocable instructions to deliver the purchase price to the Company from the proceeds of the sale of shares subject to the Option, (iii) by delivery to the Company of other Common Stock owned by the Optionee that is acceptable to the Company, valued at its fair market value on the date of exercise, or (iv) by certifying to ownership by attestation of such previously owned Common Stock. Notwithstanding the foregoing, the payment method specified in (ii) above may not be used by an Optionee who is subject to Section 16 of the Securities Exchange Act of 1934 unless otherwise approved by the Committee.

If applicable, an amount sufficient to satisfy all minimum Federal, state and local withholding tax requirements prior to delivery of any certificate for shares of Common Stock must also accompany the exercise. Payment of such taxes can be made by a method specified above, and/or by directing the Company to withhold such number of shares of Common Stock otherwise issuable upon exercise of the Option with a fair market value equal to the amount of tax to be withheld.

4. Exercise Upon Termination of Employment. If the Optionee's employment with the Company and all affiliates terminates for any reason other than death, disability or retirement (as defined below), and in connection therewith the Optionee's service on the Board terminates, the Option shall expire on the date of such termination of employment, and no portion shall be exercisable after the date of such termination.

In the event of the Optionee's death, or in the event the Optionee's employment with the Company and all affiliates terminates due to disability or retirement and in connection therewith his service on the

Board terminates, the outstanding portion of the Option shall become fully vested on such date and shall continue to be exercisable until the earlier of the first anniversary of the date of the Optionee's termination of employment, or the date the Option expires by its terms. (Full vesting of an Incentive Stock Option may result in all or part of the Option being treated as a Non-Qualified Stock Option in accordance with Section 6.4(a) of the Plan.)

In the event the Optionee's employment with the Company and all affiliates terminates for any reason other than death, disability or retirement, and the Optionee's service on the Board continues thereafter, the outstanding portion of the Option shall continue to vest and remain exercisable in accordance with the Option letter. If the Optionee's service on the Board subsequently terminates, then (i) if the termination of service is due to death or disability, the outstanding portion of the Option shall become fully vested on such date and shall continue to be exercisable until the earlier of the first anniversary of the date of the Optionee's termination of service or the date the Option expires by its terms, (ii) if the termination of service is due to retirement, the outstanding portion of the Option shall continue to vest and remain exercisable in the same manner and to the same extent as if the Optionee had continued service on the Board, and (iii) if the termination of service is for any reason other than death, disability or retirement, the outstanding portion of the Option shall expire on the date of such termination of service, and no portion shall be exercisable after the date of such termination of service.

In the event the Optionee's employment with the Company and all affiliates terminates due to disability or retirement, and the Optionee's service on the Board continues thereafter, the outstanding portion of the Option shall become fully vested on such date and remain exercisable in accordance with the Option letter. If the Optionee's service on the Board subsequently terminates, then (i) if the termination of service is due to death or disability, the outstanding portion of the Option shall continue to be exercisable until the earlier of the first anniversary of the Optionee's termination of service or the date the Option expires by its terms; (ii) if the termination of service is due to retirement, the outstanding portion of the Option shall remain exercisable in the same manner and to the extent as if the Optionee had continued service on the Board; and (iii) if the termination of service is for any reason other than death, disability or retirement, the outstanding portion of the Option shall expire on the later of the date of the Optionee's termination of service or the first anniversary of the date of the Optionee's termination of employment, but in no event later than the date the Option expires by its terms, and no portion of the Option shall be exercisable after the date of such expiration.

For purposes of this Section 4, (i) "disability" means (as determined by the Committee in its sole discretion) the inability of the Optionee to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which is expected to result in death or disability or which has lasted or can be expected to last for a continuous period of not less than 12 months, and (ii) "retirement" means (A) while the Optionee is employed, the Optionee's termination from employment with the Company and all affiliates without cause (as determined by the Committee in its sole discretion) when the Optionee is 65 or older; or (B) while the Optionee is a non-employee Director, retirement in accordance with the Company's retirement policy for Directors.

The foregoing provisions of this Section 4 shall be subject to the provisions of any written employment security agreement or severance agreement that has been or may be executed by the Optionee and the Company, and the provisions in such employment security agreement or severance agreement concerning exercise of an Option shall supercede any inconsistent or contrary provisions of this Section 4.

5. Option Not Transferable. The Option may be exercised only by the Optionee during his lifetime and may not be transferred other than by will or the applicable laws of descent or distribution or pursuant to a qualified domestic relations order. The Option shall not otherwise be assigned, transferred, or pledged for any purpose whatsoever and is not subject, in whole or in part, to attachment, execution or levy of any kind. Any attempted assignment, transfer, pledge, or encumbrance of the Option, other than in accordance with its terms, shall be void and of no effect.

6. Surrender of or Changes to Agreement. In the event the Option shall be exercised in whole, this Agreement shall be surrendered to the Company for cancellation. In the event this Option shall be

exercised in part or a change in the number of designation of the shares of Common Stock shall be made, this Agreement shall be delivered by the Optionee to the Company for the purpose of making appropriate notation thereon, or of otherwise reflecting, in such manner as the Company shall determine, the change in the number or designation of such shares.

7. Administration. The Option shall be exercised in accordance with such administrative regulations as the Committee shall from time to time adopt.

8. Governing Law. This Agreement, and the Option, shall be construed, administered and governed in all respects under and by the laws of the State of Delaware.

IN WITNESS WHEREOF, this Agreement is executed by the Company this ____ day of ____, ____, effective as of the ____ day of ____, ____.

NEWELL RUBBERMAID INC.

By: _____

[Non-Employee Directors]
NEWELL RUBBERMAID INC. 2003 STOCK PLAN
(As Amended and Restated Effective February 8, 2006)

STOCK OPTION AGREEMENT

A Non-Qualified Stock Option (the "Option") granted by Newell Rubbermaid Inc., a Delaware corporation (the "Company"), to the non-employee director named in the attached Award letter (the "Optionee"), for common stock, par value \$1.00 per share and related common stock purchase rights (the "Common Stock"), of the Company, shall be subject to the following terms and conditions:

1. Stock Option Grant. Subject to the provisions set forth herein and the terms and conditions of the Newell Rubbermaid Inc. 2003 Stock Plan, as amended and restated effective February 8, 2006 (the "Plan"), a copy of which is attached hereto and the terms of which are hereby incorporated by reference, and in consideration of the agreements of the Optionee herein provided, the Company hereby grants to the Optionee a Non-Qualified Stock Option, to purchase from the Company the number of shares of Common Stock, at the purchase price per share, and on the schedule, set forth in the attached Award letter.

2. Acceptance by Optionee. The exercise of the Option is conditioned upon its acceptance by the Optionee in the space provided therefor at the end of the attached Award letter and the return of an executed copy of such Award letter to the Secretary of the Company no later than 60 days after the Date of Grant set forth therein or, if later, 30 days after the Optionee receives this Agreement.

3. Exercise of Option. Written notice of an election to exercise any portion of the Option shall be given by the Optionee, or his personal representative in the event of the Optionee's death, in accordance with procedures established by the Organizational Development and Compensation Committee of the Board of Directors of the Company (the "Committee") as in effect at the time of such exercise.

At the time of exercise of the Option, payment of the purchase price for the shares of Common Stock with respect to which the Option is exercised must be made by one or more of the following methods: (i) in cash, (ii) in cash received from a broker-dealer to whom the Optionee has submitted an exercise notice and irrevocable instructions to deliver the purchase price to the Company from the proceeds of the sale of shares subject to the Option, (iii) by delivery to the Company of other Common Stock owned by the Optionee that is acceptable to the Company, valued at its fair market value on the date of exercise, or (iv) by certifying to ownership by attestation of such previously owned Common Stock. Notwithstanding the foregoing, the payment method specified in (ii) above may not be used by an Optionee who is subject to Section 16 of the Securities Exchange Act of 1934 unless otherwise approved by the Committee.

If applicable, an amount sufficient to satisfy all minimum Federal, state and local withholding tax requirements prior to delivery of any certificate for shares of Common Stock must also accompany the exercise. Payment of such taxes can be made by a method specified above, and/or by directing the Company to withhold such number of shares of Common Stock otherwise issuable upon exercise of the Option with a fair market value equal to the amount of tax to be withheld.

4. Exercise Upon Termination of Service on the Board. If the Optionee's service on the Board terminates for any reason other than death, disability or retirement as described below, the Option shall expire on the date of such termination of service, and no portion shall be exercisable after the date of such termination.

In the event of the Optionee's death or disability while serving on the Board, the outstanding portion of the Option shall become fully vested on such date and shall continue to be

exercisable until the earlier of the first anniversary of the date of the Optionee's death or disability, or the date the Option expires by its terms. For this purpose "disability" means (as determined by the Committee in its sole discretion) the inability of the Optionee to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which is expected to result in death or disability or which has lasted or can be expected to last for a continuous period of not less than 12 months.

If the Optionee's service on the Board terminates due to the Optionee's retirement in accordance with the Company's retirement policy for Directors, the Option shall continue to vest and remain exercisable in the same manner and to the same extent as if the Optionee had continued his service on the Board during such period.

5. Option Not Transferable. The Option may be exercised only by the Optionee during his lifetime and may not be transferred other than by will or the applicable laws of descent or distribution or pursuant to a qualified domestic relations order. The Option shall not otherwise be assigned, transferred, or pledged for any purpose whatsoever and is not subject, in whole or in part, to attachment, execution or levy of any kind. Any attempted assignment, transfer, pledge, or encumbrance of the Option, other than in accordance with its terms, shall be void and of no effect.

6. Surrender of or Changes to Agreement. In the event the Option shall be exercised in whole, this Agreement shall be surrendered to the Company for cancellation. In the event this Option shall be exercised in part or a change in the number of designation of the shares of Common Stock shall be made, this Agreement shall be delivered by the Optionee to the Company for the purpose of making appropriate notation thereon, or of otherwise reflecting, in such manner as the Company shall determine, the change in the number or designation of such shares.

7. Administration. The Option shall be exercised in accordance with such administrative regulations as the Committee shall from time to time adopt.

8. Governing Law. This Agreement, and the Option, shall be construed, administered and governed in all respects under and by the laws of the State of Delaware.

IN WITNESS WHEREOF, this Agreement is executed by the Company this ____ day of ____, ____, effective as of the ____ day of ____, ____.

NEWELL RUBBERMAID INC.

By: _____

[Employees]

**NEWELL RUBBERMAID INC. 2003 STOCK PLAN
(As Amended and Restated Effective February 8, 2006)**

RESTRICTED STOCK AWARD AGREEMENT

A Restricted Stock Award (the "Award") granted by Newell Rubbermaid Inc., a Delaware corporation (the "Company"), to the employee named in the attached Award letter (the "Grantee"), of common stock, par value \$1.00 per share and related common stock purchase rights (the "Common Stock"), of the Company, shall be subject to the following terms and conditions and the provisions of the Newell Rubbermaid Inc. 2003 Stock Plan, as amended and restated effective February 8, 2006 (the "Plan"), a copy of which is attached hereto and the terms of which are hereby incorporated by reference:

1. Acceptance by Grantee. The receipt of the Award is conditioned upon its acceptance by the Grantee in the space provided therefor at the end of the attached Award letter and the return of an executed copy of such Award letter to the Secretary of the Company no later than 60 days after the Award Date set forth therein or, if later, 30 days after the Grantee receives this Agreement.
 2. Transfer Restrictions. None of the shares of Common Stock subject to the Award ("Award Shares") shall be sold, assigned, pledged or otherwise transferred, voluntarily or involuntarily, by the Grantee (or his estate or personal representative, as the case may be), until such restrictions lapse in accordance with Sections 3 and 4 below.
 3. Lapse of Restrictions. The restrictions set forth in Section 2 above shall lapse on the third anniversary of the Award Date with respect to all of the Award Shares.
 4. Death or Disability. To the extent the restrictions set forth in Section 2 have not lapsed in accordance with Section 3, in the event that the Grantee's employment with the Company and all affiliates terminates due to the Grantee's death or disability, such restrictions shall lapse on the date of such termination. For this purpose "disability" means (as determined by the Committee in its sole discretion) the inability of the Grantee to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which is expected to result in death or disability or which has lasted or can be expected to last for a continuous period of not less than 12 months.
 5. Forfeiture. Subject to the next following sentence, the Award shall be forfeited to the Company upon the Grantee's termination of employment with the Company and all affiliates for any reason other than the Grantee's death or disability (as described in Section 4 above) that occurs prior to the date the restrictions lapse as provided in Section 3 above. The foregoing provisions of this Section 5 shall be subject to the provisions of any written employment security agreement or severance agreement that has been or may be executed by the Grantee and the Company, and the provisions in such employment security agreement or severance agreement concerning the lapse of restrictions of an Award in connection with the Grantee's termination of employment shall supercede any inconsistent or contrary provision of this Section 5.
 6. Withholding Taxes. If applicable, the Grantee shall pay to the Company an amount sufficient to satisfy all minimum Federal, state and local withholding tax requirements prior to the delivery of any certificate for Award Shares. Payment of such taxes may be made by a method specified in the Plan and approved by the Committee.
 7. Rights as Stockholder. The Grantee shall be entitled to all of the rights of a stockholder of the Company with respect to the Award Shares, including the right to vote such shares and to receive dividends and other distributions payable with respect to such Award Shares from the Award Date.
-

8. Share Delivery. Delivery of the Award Shares will be by book-entry credit to an account in the Grantee's name established by the Company with the Company's transfer agent. On the date the restrictions lapse with respect to the Award, and provided that the Grantee has complied with all obligations and conditions set forth in the Plan and this Agreement, the Company shall, upon written request from the Grantee (or his estate or personal representative, as the case may be), issue certificates in the name of the Grantee (or his estate or personal representative) representing such Award Shares.

9. Section 83(b) Election. The Grantee may make an election pursuant to Section 83(b) of the Internal Revenue Code to recognize income with respect to the Award Shares before the restrictions lapse, by filing such election with the Internal Revenue Service within 30 days of the Award Date and providing a copy of that filing to the Company.

10. Administration. The Award shall be administered in accordance with such regulations as the Organizational Development and Compensation Committee of the Board of Directors of the Company (the "Committee") shall from time to time adopt.

11. Governing Law. This Agreement, and the Award, shall be construed, administered and governed in all respects under and by the laws of the State of Delaware.

IN WITNESS WHEREOF, this Agreement is executed by the Company this ____th day of ____, ____, effective as of the ____ day of ____, ____.

NEWELL RUBBERMAID INC.

By: _____

[Non-Employee Directors]
NEWELL RUBBERMAID INC. 2003 STOCK PLAN
(As Amended and Restated Effective February 8, 2006)

RESTRICTED STOCK AWARD AGREEMENT

A Restricted Stock Award (the "Award") granted by Newell Rubbermaid Inc., a Delaware corporation (the "Company"), to the non-employee director named in the attached Award letter (the "Grantee"), of common stock, par value \$1.00 per share and related common stock purchase rights (the "Common Stock"), of the Company, shall be subject to the following terms and conditions and the provisions of the Newell Rubbermaid Inc. 2003 Stock Plan, as amended and restated effective February 8, 2006 (the "Plan"), a copy of which is attached hereto and the terms of which are hereby incorporated by reference:

1. Acceptance by Grantee. The receipt of the Award is conditioned upon its acceptance by the Grantee in the space provided therefor at the end of the attached Award letter and the return of an executed copy of such Award letter to the Secretary of the Company no later than 60 days after the Award Date set forth therein or, if later, 30 days after the Grantee receives this Agreement.

2. Transfer Restrictions. None of the shares of Common Stock subject to the Award ("Award Shares") shall be sold, assigned, pledged or otherwise transferred, voluntarily or involuntarily, by the Grantee (or his personal estate or personal representative, as the case may be), until such restrictions lapse in accordance with Sections 3 and 4 below.

3. Lapse of Restrictions. The restrictions set forth in Section 2 above shall lapse on the third anniversary of the Award Date with respect to all of the Award Shares.

4. Termination of Service on the Board. To the extent the restrictions set forth in Section 2 have not lapsed in accordance with Section 3, in the event that the Grantee's service on the Board terminates due to his death, disability or retirement, such restrictions shall lapse on the date of such termination. For this purpose (a) "disability" means (as determined by the Committee in its sole discretion) the inability of the Grantee to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which is expected to result in death or disability or which has lasted or can be expected to last for a continuous period of not less than 12 months; and (b) "retirement" means the Grantee's retirement in accordance with the Company's retirement policy for Directors.

5. Forfeiture. The Award shall be forfeited to the Company upon the Grantee's termination of service on the Board for any reason other than the Grantee's death, disability or retirement (as defined in Section 4 above) that occurs prior to the date the restrictions lapse as provided in Section 3 above.

6. Withholding Taxes. If applicable, the Grantee shall pay to the Company an amount sufficient to satisfy all minimum Federal, state and local withholding tax requirements prior to the delivery of any certificate for Award Shares. Payment of such taxes may be made by a method specified in the Plan and approved by the Committee.

7. Rights as Stockholder. The Grantee shall be entitled to all of the rights of a stockholder of the Company with respect to the Award Shares, including the right to vote such shares and to receive dividends and other distributions payable with respect to such Award Shares from the Award Date.

8. Share Delivery. Delivery of the Award Shares will be by book-entry credit to an account in the Grantee's name established by the Company with the Company's transfer agent. On the date the restrictions lapse with respect to the Award, and provided that the Grantee has complied with all obligations and conditions set forth in the Plan and this Agreement, the Company shall, upon written request from the Grantee (or his estate or personal representative, as the case may be), issue certificates in the name of the Grantee (or his estate or personal representative) representing such Award Shares.

9. Section 83(b) Election. The Grantee may make an election pursuant to Section 83(b) of the Internal Revenue Code to recognize income with respect to the Award Shares before the restrictions lapse, by filing such election with the Internal Revenue Service within 30 days of the Award Date and providing a copy of that filing to the Company.

10. Administration. The Award shall be administered in accordance with such regulations as the Organizational Development and Compensation Committee of the Board of Directors of the Company (the "Committee") shall from time to time adopt.

11. Governing Law. This Agreement, and the Award, shall be construed, administered and governed in all respects under and by the laws of the State of Delaware.

IN WITNESS WHEREOF, this Agreement is executed by the Company this ____ day of ____, ____, effective as of the ____ day of ____, ____.

NEWELL RUBBERMAID INC.

By: _____

NEWELL RUBBERMAID INC. 2003 STOCK PLAN

PERFORMANCE SHARE AWARD AGREEMENT

This Performance Share Award (the "Award") relating to the common stock, par value \$1.00 per share (the "Common Stock"), of Newell Rubbermaid Inc., a Delaware corporation (the "Company"), is granted as of March 22, 2006 (the "Award Date") by the Company to Mark D. Ketchum (the "Grantee"), and shall be subject to the following terms and conditions and the provisions of the Newell Rubbermaid Inc. 2003 Stock Plan, as amended and restated effective February 8, 2006 (the "Plan"), a copy of which is attached hereto and the terms of which are hereby incorporated by reference:

1. Acceptance by Grantee. The receipt of the Award is conditioned upon its acceptance by the Grantee in the space provided below and the return of an executed copy of this agreement to the Human Resources — Compensation department of the Company no later than 60 days after the Award Date.

2. Issuance of Shares. Prior to March 15, 2007, the Grantee shall be entitled to receive a number of shares of Common Stock (the "Award Shares") equal to the sum of the following, not to exceed Fifty Thousand (50,000) shares in the aggregate: (i) a number of shares equal to the Payout Percentage multiplied by Twenty-Five Thousand (25,000); and (ii) a number of shares equal to Twenty-Five Thousand. The number of Award Shares specified in the foregoing clause (ii) shall be issued upon the reasonable satisfaction of the Board of Directors of the Company with the Grantee's job performance during the calendar year ending December 31, 2006 in areas such as advancement of the Company's marketing and new product development efforts, successful implementation of the previously approved restructuring program, reduction of supply chain costs and other productivity initiatives, streamlining of non-strategic Selling, General & Administrative Expenses, and other corporate initiatives; and the number of Award Shares issuable pursuant to clause (ii) shall be subject to reduction, in the sole discretion of the Board of Directors, to the extent the Board of Directors is not reasonably satisfied with such job performance. For purposes of this Award, "Payout Percentage" shall mean the percentage, not to exceed 100%, of the target cash bonus earned by Grantee under the Company's Management Cash Bonus Plan for the 12-month period ending December 31, 2006.

3. Transfer Restrictions. This Award shall not be sold, assigned, pledged or otherwise transferred, voluntarily or involuntarily, by the Grantee (or his estate or personal representative, as the case may be). Award Shares, once issued, shall be freely transferable and subject to no restrictions on transfer, other than any such restrictions arising under federal, state or foreign securities laws.

4. Termination of Employment. This Award is not subject to forfeiture, and shall remain in full force and effect notwithstanding any termination of the Grantee's employment with the Company or any of its affiliates. In the event that any termination of the Grantee's employment occurs on or prior to December 31, 2006, the Payout Percentage shall nevertheless be determined, solely for purposes of determining the number of Award Shares issuable pursuant to clause (ii) of Section 2 above (and not for purposes of any cash bonus payout), as if the Grantee remained employed on December 31, 2006. The foregoing provisions of this Section 4 shall be subject to the provisions of any written employment security agreement or severance agreement that has been or may be executed by the Grantee and the Company, and the provisions in such employment security agreement or severance agreement concerning the vesting of an Award in connection with the Grantee's termination of employment shall supercede any inconsistent or contrary provision of this Section 4.

5. Withholding Taxes. If applicable, the Grantee shall pay to the Company an amount sufficient to satisfy all minimum Federal, state and local withholding tax requirements prior to the delivery of any certificate for Award Shares. Payment of such taxes may be made by a method specified in the Plan and approved by the Committee.

6. Rights as Stockholder. Prior to the issuance of the Award Shares, the Grantee shall not possess any rights of a stockholder in respect of such shares by virtue of this Award. Upon issuance of the Award Shares, the Grantee shall be entitled to all of the rights of a stockholder of the Company with respect to the Award Shares, including the right to vote such shares and to receive dividends and other distributions payable with respect to such Award Shares from the Payout Date.

7. Share Delivery. Delivery of the Award Shares will be by book-entry credit to an account in the Grantee's name established by the Company with the Company's transfer agent, or, provided that the Grantee has complied with all obligations and conditions set forth in the Plan and this Agreement, the Company shall, upon written request from the Grantee (or his estate or personal representative, as the case may be), issue certificates in the name of the Grantee (or his estate or personal representative) representing such Award Shares.

8. Administration. The Award shall be administered in accordance with such regulations as the Organizational Development and Compensation Committee of the Board of Directors of the Company (the "Committee") shall from time to time adopt.

9. Performance Goals. The portion of this Award specified in clause (i) of Section 2 above is intended qualify as "performance-based compensation" within the meaning of Section 162(m) of the Code. The parties acknowledge that the issuance of such portion of the Award Shares will be determined based on the same performance goals that are utilized for determining cash awards under the Company's Management Cash Bonus Plan for the 12-month period ending December 31, 2006, and that such goals have been established in accordance with Sections 3.3 and 9.2 of the Plan and Section 162(m) of the Code. Following the completion of such 12-month period, the Committee shall determine, in its sole judgment, the extent to which such performance goals have been achieved and shall authorize the issuance of Award Shares to the Grantee in accordance with the terms of this Award.

10. Governing Law. This Agreement, and the Award, shall be construed, administered and governed in all respects under and by the laws of the State of Delaware.

IN WITNESS WHEREOF, this Agreement is executed by the Company and the Grantee this ____ day of _____, 2006, effective as of the 22nd day of March, 2006.

NEWELL RUBBERMAID INC.

By: _____

Title: _____

GRANTEE

Mark D. Ketchum

NEWELL RUBBERMAID INC. AND SUBSIDIARIES
STATEMENT OF COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES

(In millions, except ratio data)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|--------------------------------|-----------------|------------------------------|----------------|
| | 2006 | 2005 | 2006 | 2005 |
| Earnings available for fixed charges: | | | | |
| Income before income taxes | \$ 164.4 | \$ 127.5 | \$220.6 | \$175.8 |
| Fixed charges: | | | | |
| Interest expense | 41.2 | 33.6 | 79.3 | 67.6 |
| Portion of rent determined to be interest (1) | 6.7 | 8.7 | 13.8 | 17.6 |
| Equity earnings | (0.3) | (0.3) | (0.5) | (0.5) |
| | <u>\$ 212.0</u> | <u>\$ 169.5</u> | <u>\$313.2</u> | <u>\$260.5</u> |
| Fixed charges: | | | | |
| Interest expense | \$ 41.2 | \$ 33.6 | \$ 79.3 | \$ 67.6 |
| Portion of rent determined to be interest (1) | 6.7 | 8.7 | 13.8 | 17.6 |
| | <u>\$ 47.9</u> | <u>\$ 42.3</u> | <u>\$ 93.1</u> | <u>\$ 85.2</u> |
| Ratio of earnings to fixed charges | <u>4.43</u> | <u>4.01</u> | <u>3.36</u> | <u>3.06</u> |

(1) A standard ratio of 33% was applied to gross rent expense to approximate the interest portion of short-term and long-term leases.

CERTIFICATION

I, Mark D. Ketchum, certify that:

1. I have reviewed this report on Form 10-Q for the quarterly period ended June 30, 2006 of Newell Rubbermaid Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2006

/s/ Mark D. Ketchum

Mark D. Ketchum
Chief Executive Officer

CERTIFICATION

I, J. Patrick Robinson, certify that:

1. I have reviewed this report on Form 10-Q for the quarterly period ended June 30, 2006 of Newell Rubbermaid Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2006

/s/ J. Patrick Robinson

J. Patrick Robinson
Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Newell Rubbermaid Inc. (the "Company") on Form 10-Q for the period ending June 30, 2006 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Mark D. Ketchum, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Mark D. Ketchum

Mark D. Ketchum
Chief Executive Officer
August 7, 2006

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Newell Rubbermaid Inc. (the "Company") on Form 10-Q for the period ending June 30, 2006 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, J. Patrick Robinson, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ J. Patrick Robinson

J. Patrick Robinson
Chief Financial Officer
August 7, 2006

NEWELL RUBBERMAID INC. SAFE HARBOR STATEMENT

The Company has made statements in its Annual Report on Form 10-K for the year ended December 31, 2005, as well as in its Quarterly Report on Form 10-Q for the quarter ended June 30, 2006, and the documents incorporated by reference therein that constitute forward-looking statements, as defined by the Private Securities Litigation Reform Act of 1995. These statements are subject to risks and uncertainties. The statements relate to, and other forward-looking statements that may be made by the Company may relate to, but are not limited to, information or assumptions about the effects of Project Acceleration, sales, income/(loss), earnings per share, operating income or gross margin improvements, return on equity, return on invested capital, capital expenditures, working capital, cash flow, dividends, capital structure, debt to capitalization ratios, interest rates, internal growth rates, restructuring, impairment and other charges, potential losses on divestitures, impact of changes in accounting standards, pending legal proceedings and claims (including environmental matters), future economic performance, costs and cost savings (including raw material inflation, productivity and streamlining), synergies, and management's plans, goals and objectives for future operations and growth. These statements generally are accompanied by words such as "intend," "anticipate," "believe," "estimate," "project," "target," "plan," "expect," "will," "should" or similar statements. You should understand that forward-looking statements are not guarantees because there are inherent difficulties in predicting future results. Actual results could differ materially from those expressed or implied in the forward-looking statements. The factors that are discussed below, as well as the matters that are set forth generally in the 2005 Form 10-K, the 2nd Quarter 2006 Form 10-Q and the documents incorporated by reference therein could cause actual results to differ. Some of these factors are described as criteria for success. Our failure to achieve, or limited success in achieving, these objectives could result in actual results differing materially from those expressed or implied in the forward-looking statements. In addition, there can be no assurance that we have correctly identified and assessed all of the factors affecting the Company or that the publicly available and other information we receive with respect to these factors is complete or correct.

The Company is subject to risks related to its dependence on the strength of retail economies in various parts of the world.

The Company's business depends on the strength of the retail economies in various parts of the world, primarily in North America and to a lesser extent Europe, Central and South America and Asia. These retail economies are affected primarily by factors such as consumer demand and the condition of the retail industry, which, in turn, are affected by general economic conditions and specific events such as natural disasters and the terrorist attacks of September 11, 2001. In recent years, the retail industry in the U.S. and, increasingly, elsewhere has been characterized by intense competition and consolidation among retailers. Because such competition, particularly in weak retail economies, can cause retailers to struggle or fail, the Company must continuously monitor, and adapt to changes in, the profitability, creditworthiness and pricing policies of its customers.

The Company is subject to intense competition in a marketplace dominated by large retailers.

The Company competes with numerous other manufacturers and distributors of consumer and commercial products, many of which are large and well established. The Company's principal customers are large mass merchandisers, such as discount stores, home centers, warehouse clubs and office superstores, and commercial distributors. The rapid growth of these large mass merchandisers, together with changes in consumer shopping patterns, have contributed to the formation of dominant multi-category retailers that have strong negotiating power with suppliers. Current trends among retailers include fostering high levels of competition among suppliers, demanding innovative new products and requiring suppliers to maintain or reduce product prices and deliver products with shorter lead times. Other trends are for retailers to import products directly from foreign sources and to source and sell products, under their own private label brands, that compete with products of the Company.

The combination of these market influences has created an intensely competitive environment in which the Company's principal customers continuously evaluate which product suppliers to use, resulting in downward pricing pressures and the need for big, consumer-meaningful brands, the ongoing introduction and commercialization of

innovative new products, continuing improvements in customer service, and the maintenance of strong relationships with large, high-volume purchasers. The Company also faces the risk of changes in the strategy or structure of its major retailer customers, such as overall store and inventory reductions and retailer consolidation. The resulting risks to the Company include possible loss of sales, reduced profitability and limited ability to recover cost increases through price increases.

To compete successfully, the Company must develop and commercialize a continuing stream of innovative new products that create consumer demand.

The Company's long-term success in this competitive retail environment depends on its ability to develop and commercialize a continuing stream of innovative new products that create consumer demand for the Company's products. The Company also faces the risk that its competitors will introduce innovative new products that compete with the Company's products. The Company's strategy includes increased investment in new product development and increased focus on innovation. There are, nevertheless, numerous uncertainties inherent in successfully developing and commercializing innovative new products on a continuing basis, and new product launches may not deliver expected growth results.

To compete successfully, the Company must develop and maintain big, consumer-meaningful brands.

The Company's competitive success also depends increasingly on its ability to develop and maintain consumer-meaningful brands so that the Company's retailer customers will need the Company's products to meet consumer demand, and big brands to provide the Company with economies of scale. The development and maintenance of such brands requires significant investment in brand building and marketing initiatives. While the Company is substantially increasing its expenditures for advertising and other brand building and marketing initiatives, the increased investment may not deliver the anticipated results.

Price increases in raw materials could harm the Company's financial results.

The Company purchases some raw materials, including resin, corrugate, steel and aluminum, that are subject to price volatility and inflationary pressure. The Company attempts to reduce its exposure to increases in those costs through a variety of programs, including periodic purchases, purchases for future delivery, long-term contracts and sales price adjustments. Where practical, the Company uses derivatives as part of its risk management process. Raw material price increases may offset productivity gains and could materially impact the Company's financial results.

The Company's success depends on its ability to continuously improve productivity and streamline operations.

The Company's success depends on its ability to continuously improve its manufacturing efficiencies, reduce supply chain costs and streamline non-strategic SG&A expenses in order to produce products at a best-cost position and free up money for investment in innovation and brand building. Project Acceleration includes the closure of approximately one-third of the Company's 80 manufacturing facilities (as of September 2005) over the next three years. In addition, the Company is exploring ways to best leverage its functional capabilities such as Human Resources, Information Technology, Supply Chain and Finance in order to improve efficiency and reduce costs. The Company runs the risk that Project Acceleration and other corporate initiatives aimed at streamlining and cost reduction may not be completed substantially as planned, may be more costly to implement than expected, or may not have the positive effects anticipated, or that other major productivity and streamlining programs may be required after such projects are completed. In addition, disruptions in the Company's ability to supply products on a timely basis, which may be incidental to any problems in the execution of Project Acceleration, could adversely affect the Company's future results.

The Company needs to continue to make strategic acquisitions and to integrate its acquired businesses.

Although the Company has in recent years increasingly emphasized internal growth rather than growth by acquisition, the Company's ability to continue to make strategic acquisitions and to integrate the acquired businesses successfully, obtaining anticipated cost savings and operating income improvements within a reasonable period of time, remain important factors in the Company's future growth. For example, the successful integration of the recently acquired DYMO business into the Company's Office Products segment is important to the Company's success. Furthermore, the cost of any future major acquisitions could constrain the Company's access to capital and increase the Company's borrowing costs.

The Company is subject to risks related to its international operations.

Foreign operations, especially in Europe, but also in Asia, Central and South America and Canada, are important to the Company's business. The Company is expanding from a U.S.-centric business model to one that includes international growth as an increasing focus. In November 2005, the Company acquired the DYMO business and thereby increased the magnitude of the Company's operations in Europe. In addition, as the Company increasingly sources products in low-cost countries, particularly in the Far East, it is exposed to additional risks and uncertainties. Foreign operations can be affected by factors such as currency devaluation, other currency fluctuations, tariffs, nationalization, exchange controls, interest rates, limitations on foreign investment in local business and other political, economic and regulatory risks and difficulties. The Company also faces risks due to the transportation and logistical complexities inherent in increased reliance on foreign sourcing.

The Company faces challenges and uncertainties as it transforms into a company that grows through consumer-meaningful brands and new product innovation.

The Company is undergoing a transformation from a portfolio-holding company that grew through acquisitions to a focused group of leadership platforms that generate internal growth driven by consumer-meaningful brands and new product innovation. Such a transformation will require significant investment in brand-building, marketing and product development and the development of the right methods for understanding how consumers interact with the Company's brands and categories and measuring the effectiveness of advertising and promotion spending. Although the process is well underway, there remain significant challenges and uncertainties.

Impairment charges could have a material adverse effect on the Company's financial results.

Future events may occur that would adversely affect the reported value of the Company's assets and require impairment charges. Such events may include, but are not limited to, strategic decisions made in response to changes in economic and competitive conditions, the impact of the economic environment on the Company's customer base, or a material adverse change in its relationship with significant customers.

Product liability claims or regulatory actions could adversely affect the Company's financial results or harm its reputation or the value of its end-user brands.

Claims for losses or injuries purportedly caused by some of the Company's products arise in the ordinary course of the Company's business. In addition to the risk of substantial monetary judgments, product liability claims or regulatory actions could result in negative publicity that could harm the Company's reputation in the marketplace or the value of its end-user brands. The Company could also be required to recall possibly defective products, which could result in adverse publicity and significant expenses. Although the Company maintains product liability insurance coverage, potential product liability claims are subject to a self-insured retention or could be excluded under the terms of the policy.