

OPERATING INCOME	149,887	217,390	200,124	543,119
Nonoperating expenses (income):				
Interest expense	26,012	29,923	75,713	73,600
Other, net	4,634	(34,784)	10,922	(243,044)
Net nonoperating expenses (income)	30,646	(4,861)	86,635	(169,444)
INCOME BEFORE INCOME TAXES	119,241	222,251	113,489	712,563
Income taxes	46,504	104,849	89,697	294,653
NET INCOME	\$ 72,737	\$ 117,402	\$ 23,792	\$ 417,910
Earnings per share:				
Basic	\$ 0.26	\$ 0.42	\$ 0.08	\$ 1.49
Diluted	0.26	0.42	0.08	1.47
Dividends per share	\$ 0.20	\$ 0.19	0.60	0.57
Weighted average shares outstanding:				
Basic	281,937	280,778	281,738	280,608
Diluted	292,044	292,250	291,765	291,728

See notes to consolidated financial statements.

*Restated for the merger with Rubbermaid Incorporated on March 24, 1999, and the merger with Calphalon on May 7, 1998, both of which were accounted for as poolings of interests.

NEWELL RUBBERMAID INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Unaudited, in thousands)

	SEPTEMBER 30, 1999	% OF TOTAL	DECEMBER 31, 1998	% OF TOTAL
	-----	-----	-----	-----
ASSETS				
CURRENT ASSETS				
Cash and cash equivalents	\$ 33,982	0.5%	\$ 86,554	1.4%
Accounts receivable, net	1,207,536	19.2%	1,078,530	17.2%
Inventories, net	1,037,793	16.5%	1,033,488	16.4%
Deferred income taxes	114,349	1.8%	108,192	1.7%
Prepaid expenses and other	145,802	2.3%	143,885	2.3%
	-----	-----	-----	-----
TOTAL CURRENT ASSETS	2,539,462	40.3%	2,450,649	39.0%
MARKETABLE EQUITY SECURITIES	14,387	0.2%	19,317	0.3%
OTHER LONG-TERM INVESTMENTS	64,298	1.0%	57,967	0.9%
OTHER ASSETS	290,256	4.7%	267,073	4.2%
PROPERTY, PLANT AND EQUIPMENT, NET	1,482,262	23.5%	1,627,090	25.9%
TRADE NAMES AND GOODWILL	1,908,309	30.3%	1,867,059	29.7%
	-----	-----	-----	-----
TOTAL ASSETS	\$6,298,974	100.0%	\$6,289,155	100.0%
	=====	=====	=====	=====

See notes to consolidated financial statements.

NEWELL RUBBERMAID INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS (CONT.)
(Unaudited, in thousands)

	SEPTEMBER 30, 1999 -----	% OF TOTAL -----	DECEMBER 31, 1998 -----	% OF TOTAL -----
LIABILITIES AND STOCKHOLDERS' EQUITY				
CURRENT LIABILITIES				
Notes payable	\$ 81,673	1.3%	\$ 94,634	1.5%
Accounts payable	332,732	5.3%	322,080	5.1%
Accrued compensation	125,685	2.0%	110,471	1.8%
Other accrued liabilities	873,567	13.9%	610,618	9.7%
Income taxes	-	-	26,744	0.4%
Current portion of long-term debt	946	-	7,334	0.1%
	-----	-----	-----	-----
TOTAL CURRENT LIABILITIES	1,414,603	22.5%	1,171,881	18.6%
LONG-TERM DEBT	1,361,990	21.6%	1,393,865	22.2%
OTHER NONCURRENT LIABILITIES	326,576	5.2%	374,293	6.0%
DEFERRED INCOME TAXES	-	-	4,527	-
MINORITY INTEREST	1,842	-	857	-
COMPANY-OBLIGATED MANDATORILY REDEEMABLE CONVERTIBLE PREFERRED SECURITIES OF A SUBSIDIARY TRUST	500,000	7.9%	500,000	8.0%
STOCKHOLDERS' EQUITY				
Common stock - authorized shares, 400.0 million at \$1 par value;	281,976	4.5%	281,747	4.5%
Outstanding shares:				
1999 282.0 million				
1998 281.7 million				
Additional paid-in capital	209,406	3.4%	183,102	2.9%
Retained earnings	2,319,423	36.8%	2,465,064	39.2%
Accumulated other comprehensive income	(116,842)	(1.9)%	(86,181)	(1.4)%
	-----	-----	-----	-----
TOTAL STOCKHOLDERS' EQUITY	2,693,963	42.8%	2,843,732	45.2%
	-----	-----	-----	-----
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$6,298,974	100.0%	\$6,289,155	100.0%
	=====	=====	=====	=====

See notes to consolidated financial statements.

NEWELL RUBBERMAID INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited, in thousands)

	FOR THE NINE MONTHS ENDED SEPTEMBER 30,	
	1999	1998*
	----	----
OPERATING ACTIVITIES:		
Net income	\$ 23,792	\$ 417,910
Adjustments to reconcile net income to net cash provided by Operating activities:		
Depreciation and amortization	198,202	205,622
Deferred income taxes	25,061	34,915
Net (gain) loss on sale of marketable equity securities	822	(115,674)
Sale of businesses	-	(15,114)
Write-off of intangible assets and other	-	4,288
Other	159,323	43,803
Changes in current accounts, excluding the effects of acquisitions:		
Accounts receivable	(123,436)	(77,256)
Inventories	(57,339)	(71,806)
Other current assets	(12,756)	(49,699)
Accounts payable	1,416	(46,768)
Accrued liabilities and other	73,210	(142,464)
	-----	-----
NET CASH PROVIDED BY OPERATING ACTIVITIES	288,295	187,757
	-----	-----
INVESTING ACTIVITIES:		
Acquisitions, net	(34,907)	(636,710)
Expenditures for property, plant and equipment	(139,726)	(226,161)
Proceeds on the sale of businesses, net of taxes paid	-	261,225
Sale of marketable Equity securities	11,438	378,321
Disposals of non-current assets and other	22,301	(33,336)
	-----	-----
NET CASH USED IN INVESTING ACTIVITIES	\$ (140,894)	\$ (256,661)
	=====	=====

See notes to consolidated financial statements.

*Restated for the merger with Rubbermaid Incorporated on March 24, 1999,
and the merger with Calphalon on May 7, 1998, both of which were
accounted for as poolings of interests.

NEWELL RUBBERMAID INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (CONT.)
(Unaudited, in thousands)

	FOR THE NINE MONTHS ENDED SEPTEMBER 30,	
	1999	1998*
	----	----
FINANCING ACTIVITIES:		
Proceeds from issuance of debt	\$ 548,779	\$ 646,983
Payments on notes payable and long-term debt	(603,812)	(491,669)
Proceeds from exercised stock options and other	26,537	709

Cash dividends	(169,437)	(159,091)
	-----	-----
NET CASH USED IN FINANCING ACTIVITIES	(197,933)	(3,068)
	-----	-----
Exchange rate effect on cash	(2,040)	(188)
DECREASE IN CASH AND CASH EQUIVALENTS	(52,572)	(72,160)
Cash and cash equivalents at beginning of year	86,554	150,131
	-----	-----
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 33,982	\$ 77,971
	=====	=====
Supplemental cash flow disclosures - Cash paid during the period for:		
Income taxes	\$ 105,995	\$ 188,220
Interest	\$ 100,841	\$ 76,754

See notes to consolidated financial statements.

*Restated for the merger with Rubbermaid Incorporated on March 24, 1999, and the merger with Calphalon on May 7, 1998, both of which were accounted for as poolings of interests.

NEWELL RUBBERMAID INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - GENERAL INFORMATION

The condensed financial statements included herein have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission, and reflect all adjustments necessary to present a fair statement of the results for the periods reported, subject to normal recurring year-end adjustments, none of which is expected to be material. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading. It is suggested that these condensed financial statements be read in conjunction with the financial statements and the notes thereto included in the Company's latest Annual Report on Form 10-K.

On March 24, 1999, Newell Co. ("Newell") completed a merger with Rubbermaid Incorporated ("Rubbermaid") in which Rubbermaid became a wholly-owned subsidiary of Newell. Simultaneously with the consummation of the merger, Newell changed its name to Newell Rubbermaid Inc. (the "Company"). The merger was accounted for as a pooling of interests and the financial statements were restated to retroactively combine Rubbermaid's financial statements with those of Newell as if the merger had occurred at the beginning of the earliest period presented. Certain 1998 amounts have been reclassified to conform with 1999 presentation.

NOTE 2 - ACQUISITIONS, MERGERS AND DIVESTITURES

Acquisitions

During January 1998, the Company acquired Curver Consumer Products ("Curver"). Curver is a manufacturer and marketer of plastic housewares in Europe. Curver operates as part of Rubbermaid Europe. On March 27, 1998, the Company acquired Swish Track and Pole ("Swish") from Newmond Group PLC. Swish is a manufacturer and marketer of decorative and functional window furnishings in Europe and operates as part of Newell Window Fashions Europe. On May 19, 1998, the Company acquired certain assets of Century Products ("Century"). Century is a manufacturer and marketer of infant products such as car seats, strollers and infant carriers and operates as part of the Graco/Century division. On June 30, 1998, the Company purchased Panex S.A. Industria e Comercio ("Panex"), a manufacturer and marketer of aluminum cookware products in Brazil. Panex operates as part of the

Mirro division. On August 31, 1998, the Company purchased the Gardinia Group ("Gardinia"), a manufacturer and supplier of window treatments in Germany. Gardinia operates as part of Newell Window

Fashions Europe. On September 30, 1998, the Company purchased the Rotring Group ("Rotring"), a manufacturer and supplier of writing instruments, drawing instruments, art materials and color cosmetic products in Germany. The writing and drawing instruments piece of Rotring operates as part of the Company's Sanford International division. The art materials piece of Rotring operates as part of the Company's Sanford North America division. The color cosmetic products piece of Rotring operates as a separate U.S. division, Cosmolab. On March 30, 1999, the Company purchased Ateliers 28 ("Ateliers"), a manufacturer and marketer of decorative and functional drapery hardware in Europe. Ateliers operates as part of Newell Window Fashions Europe.

For these and other minor acquisitions, the Company paid \$680.0 million in cash and assumed \$94.0 million of debt. The transactions were accounted for as purchases; therefore, results of operations are included in the accompanying consolidated financial statements since their respective dates of acquisition. The acquisition costs were allocated on a preliminary basis to the fair market value of the assets acquired and liabilities assumed and resulted in trade names and goodwill of approximately \$545.3 million.

The Company began to formulate an integration plan for these acquisitions as of their respective acquisition dates. The integration plan for Curver was finalized during the first quarter of 1999 and resulted in no integration liabilities included in the purchase price. The Company's integration plans combined Curver into Rubbermaid Europe. The integration plans for Century and Panex were finalized during the second quarter of 1999 and resulted in integration liabilities of \$3.2 million for exit costs and employee terminations. The Company's integration plans combined Century into Graco and Panex into Mirro. The integration plans for Gardinia and Rotring were finalized during the third quarter of 1999 and resulted in integration liabilities of \$80.1 million for exit costs and employee terminations. The Company's integration plans combined Gardinia into Newell Window Fashions Europe and Rotring into Sanford International and Sanford North America.

No integration liabilities have been included in the allocation of purchase price for Ateliers as of September 30, 1999. Such costs will be accrued upon finalization of the acquisition's integration plan. The Company's finalized integration plan may include exit costs for certain plants and product lines and employee terminations associated with the integration of Ateliers into Newell Window Fashions Europe. The final adjustments to the purchase price allocation are not expected to be material to the consolidated financial statements.

The unaudited consolidated results of operations for the nine months ended September 30, 1999 and 1998 on a pro forma basis, as though the Curver, Swish, Century, Panex, Gardinia, Rotring and

Ateliers businesses had been acquired on January 1, 1998, are as follows (in millions, except per share amounts):

	Nine Months Ended September 30,	
	----- 1999	1998 -----
Net sales	\$ 4,732.2	\$ 4,960.5
Net income	\$ 23.9	\$ 410.0
Basic earnings per share	\$ 0.08	\$ 1.46

Mergers

On May 7, 1998, a subsidiary of the Company merged with Calphalon Corporation ("Calphalon"), a manufacturer and marketer of gourmet cookware. The Company issued approximately 3.1 million shares of common stock for all of the common stock of Calphalon. This transaction was accounted for as a pooling of interests; therefore prior financial statements were restated to reflect this merger.

Calphalon now operates as a separate division of the Company.

On March 24, 1999, the Company completed the Rubbermaid merger. The merger qualified as a tax-free exchange and was accounted for as a pooling of interests. Newell issued 0.7883 Newell Rubbermaid shares for each outstanding share of Rubbermaid common stock. A total of 119.0 million shares (after adjustment for fractional and dissenting shares) of the Company's common stock were issued as a result of the merger, and Rubbermaid's outstanding stock options were converted into options to purchase approximately 2.5 million Newell Rubbermaid common shares. In connection with the merger, the Company incurred \$38.2 million (\$.13 per common share) of merger costs which were expensed during the nine months ended September 30, 1999 as restructuring costs. See Note 3 for further detail of restructuring costs.

No adjustments were made to the net assets of the combining companies to adopt conforming accounting practices or fiscal years other than adjustments to eliminate the accounting effects related to Newell's purchase of a former Rubbermaid operating division (Eldon) in 1997. Because the Newell Rubbermaid merger was accounted for as a pooling of interests, the accounting effects of Newell's purchase of Eldon have been eliminated as if Newell had always owned Eldon. The following table presents a reconciliation of net sales and net income for Newell, Rubbermaid and Calphalon individually to those presented in the accompanying consolidated financial statements (in millions):

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Nine months ended September 30,	1999	1998
	-----	-----
Net sales:		
Newell	\$ 2,819.6	\$ 2,580.7
Rubbermaid	1,816.3	1,871.1
Calphalon	87.1	69.6
	-----	-----
Combined	\$ 4,723.0	\$ 4,521.4
	=====	=====
Net income (loss):		
Newell	\$ 171.8	\$ 339.3
Rubbermaid	(154.2)	79.1
Calphalon	6.2	(0.5)
	-----	-----
Combined	\$ 23.8	\$ 417.9
	=====	=====

Divestitures

On April 29, 1998, the Company sold the assets of its decorative covering product line (Decora). On August 21, 1998, the Company sold its school supplies and stationery business (Stuart Hall). On September 9, 1998, the Company sold its plastic storage and serveware business (Newell Plastics). The pre-tax net gain on the sales of these businesses was \$59.8 million, most of which was offset by non-deductible goodwill, resulting in a net after-tax gain of \$15.1 million. Sales for these businesses prior to their divestitures were approximately \$131 million in 1998 and \$229 million in 1997.

NOTE 3 - RESTRUCTURING COSTS

1998

During January 1998, Rubbermaid announced a series of restructuring initiatives to establish a central global procurement organization and to consolidate, automate, or relocate its worldwide manufacturing and distribution operations. During the first nine months of 1998, Rubbermaid recorded pre-tax charges of \$73.7 million. The 1998 restructuring charge included: (1) \$4.5 million relating to employee severance and termination benefits for sales and administrative employees, (2) \$37.0 million for costs to exit business activities at five facilities and (3) \$32.2 million to write down impaired long-lived assets to their fair value. The charge for costs to exit business activities related to exit plans for the closure of a plastic housewares molding and warehouse operation in the state of New York, the closure of a commercial play systems warehouse and manufacturing facility in Australia, the closure of a cleaning products manufacturing operation in North Carolina, the elimination of

Rubbermaid's Asia Pacific regional headquarters and the related joint venture in Japan and the closure of a distribution facility in France.

The closure of the operations described above necessitated a revaluation of the cash flows related to those operations, resulting in a \$32.2 million charge to write down \$12.4 million of fixed assets and \$19.8 million of goodwill to fair value. Rubbermaid determined that the future cash flows on an undiscounted basis (before taxes and interest) were not sufficient to cover the carrying value of these long-lived assets affected by these decisions. Management determined the fair value of these assets using discounted cash flows.

1999

The 1998 restructuring program was terminated in the first quarter of 1999 after the Newell merger with Rubbermaid. Management is currently formulating a new restructuring plan for the combined company and will be recording a restructuring reserve in 1999 to reflect costs associated with redundant facility closures and related employee termination benefits.

In the first nine months of 1999, the Company recorded a pre-tax restructuring charge of \$201.2 million (\$168.1 million after taxes). The pre-tax charge related primarily to the Rubbermaid acquisition, and included \$38.2 million of merger costs (investment banking, legal and accounting fees), executive severance costs of \$89.4 million and a \$73.6 million of exit costs primarily related to impaired Rubbermaid capitalized computer software costs and facility exit costs (concurrent with the merger with Rubbermaid, the Company decided that all Rubbermaid businesses will be integrated into Newell's existing information systems, resulting in an impairment of Rubbermaid's capitalized software asset which will no longer be used).

NOTE 4 INVENTORIES

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

	September 30, 1999	December 31, 1998
	-----	-----
Materials and supplies	\$ 255.5	\$ 223.8
Work in process	149.1	137.2
Finished products	633.2	672.5
	-----	-----
	\$ 1,037.8	\$ 1,033.5
	=====	=====

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NOTE 5 LONG-TERM MARKETABLE EQUITY SECURITIES

Long-Term Marketable Equity Securities classified as available for sale are carried at fair value with adjustments to fair value reported separately, net of tax, as a component of stockholders' equity (and excluded from earnings). Gains and losses on the sales of Long-Term Marketable Equity Securities are based upon the average cost of the securities sold. On March 3, 1998, the Company sold 7,862,300 shares it held in The Black & Decker Corporation. The Black & Decker transaction resulted in net proceeds of approximately \$378.3 million and a net pre-tax gain, after fees and expenses, of approximately \$191.5 million. Long-Term Marketable Equity Securities are summarized as follows (in millions):

	September 30, 1999	December 31, 1998
	-----	-----
Aggregate market value	\$ 14.4	\$ 19.3
Aggregate cost	13.8	26.0
	-----	-----
Unrealized pre-tax gain (loss)	\$ 0.6	\$ (6.7)
	=====	=====

NOTE 6 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consisted of the following (in millions):

	September 30, 1999	December 31, 1998
	-----	-----
Land	\$ 54.6	\$ 78.4
Buildings and improvements	681.6	705.6
Machinery and equipment	2,151.7	2,166.9
	-----	-----
	2,887.9	2,950.9
Allowance for depreciation	(1,405.6)	(1,323.8)
	-----	-----
	\$ 1,482.3	\$ 1,627.1
	=====	=====

Replacements and improvements are capitalized. Expenditures for maintenance and repairs are charged to expense. The components of depreciation are provided by annual charges to income calculated to amortize, principally on the straight-line basis, the cost of the depreciable assets over their depreciable lives. Estimated useful lives determined by the company are: buildings and improvements (5-40 years) and machinery and equipment (2-15 years).

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NOTE 7 - LONG-TERM DEBT

Long-term debt consisted of the following (in millions):

	September 30, 1999	December 31, 1998
	-----	-----
Medium-term notes	\$ 877.5	\$ 883.5
Commercial paper	463.0	500.2
Other long-term debt	22.4	17.5
	-----	-----
	1,362.9	1,401.2
Current portion	(0.9)	(7.3)
	-----	-----
	\$ 1,362.0	\$ 1,393.9
	=====	=====

Commercial paper in the amount of \$463.0 million at September 30, 1999 was classified as long-term since it is supported by the 5-year \$1.3 billion revolving credit agreement.

NOTE 8 - MANDATORILY REDEEMABLE CONVERTIBLE PREFERRED SECURITIES OF A SUBSIDIARY TRUST OF THE COMPANY

In December 1997, a wholly owned subsidiary trust of the Company issued 10,000,000 of its 5.25% convertible quarterly income preferred securities (the "Convertible Preferred Securities"), with a liquidation preference of \$50 per security, to certain institutional buyers. The Convertible Preferred Securities represent an undivided beneficial interest in the assets of the trust. Each of the Convertible Preferred Securities is convertible at the option of the holder into shares of the Company's Common Stock at the rate of 0.9865 shares of Common Stock for each preferred security (equivalent to \$50.685 per share of Common Stock), subject to adjustment in certain circumstances. Holders of the Convertible Preferred Securities are entitled to a quarterly cash distribution at the annual rate of 5.25% of the \$50 liquidation preference commencing March 1, 1998. The Convertible Preferred Securities are subject to a Company guarantee and are callable by the Company initially at 103.15% of the liquidation preference beginning in December 2001 and decreasing over time to 100% of the liquidation preference beginning in December 2007.

The trust invested the proceeds of this issuance of the Convertible Preferred Securities in \$500 million of the Company's 5.25% Junior Convertible Subordinated Debentures due 2027 (the "Debentures"). The Debentures are the sole assets of the trust, mature December 1, 2027, bear interest at the rate of 5.25%, payable quarterly, commencing March 1, 1998, and are redeemable by the Company beginning in December 2001. The Company may defer interest payments on the Debentures for a period not to exceed 20 consecutive quarters during which time distribution payments on the Convertible Preferred Securities are also

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deferred. Under this circumstance, the Company may not declare or pay any cash distributions with respect to its capital stock or debt securities that rank PARI PASSU with or junior to the Debentures. The Company has no current intention to exercise its right to defer payments of interest on the Debentures.

The Convertible Preferred Securities are reflected as outstanding in the Company's consolidated financial statements as Company-Obligated Mandatorily Redeemable Convertible Preferred Securities of a Subsidiary Trust.

NOTE 9 - EARNINGS PER SHARE

The earnings per share amounts are computed based on the weighted average monthly number of shares outstanding during the year. "Basic" earnings per share are calculated by dividing net income by weighted average shares outstanding. "Diluted" earnings per share are calculated by dividing net income by weighted average shares outstanding, including the assumption of the exercise and/or conversion of all potentially dilutive securities ("in the money" stock options and company-obligated mandatorily redeemable convertible preferred securities of a subsidiary trust). A reconciliation of the difference between basic and diluted earnings per share for the first nine months of 1999 and 1998 is shown below (in millions, except per share data):

	Basic Method -----	"In the money" stock options -----	Convertible Preferred Securities -----	Diluted Method(1) -----
Three months ended September 30, 1999:				
Net Income	\$ 72.7	N/A	4.1	\$ 76.8
Weighted average shares outstanding	281.9	0.2	9.9	292.0
Earnings per Share	\$ 0.26	-	-	\$ 0.26
Three months ended September 30, 1998:				
Net Income	\$ 117.4	\$ N/A	\$ 4.0	\$ 121.4
Weighted average shares outstanding	280.8	1.6	9.9	292.3
Earnings per share	\$ 0.42	-	-	\$ 0.42
First nine months, 1999:				
Net Income	\$ 23.8	N/A	N/A	\$ 23.8
Weighted average shares outstanding	281.7	N/A	N/A	281.7
Earnings per Share	\$ 0.08	-	-	\$ 0.08
First nine months, 1998:				
Net Income	\$ 417.9	N/A	\$ 12.2	\$ 430.1
Weighted average shares outstanding	280.6	1.2	9.9	291.7
Earnings per share	\$ 1.49	-	-	\$ 1.47

(1) Diluted earnings per share for the nine months ended September 30, 1999 exclude the impact of "in the money" stock options and convertible preferred securities because they are antidilutive.

NOTE 10 - COMPREHENSIVE INCOME

In 1998, the Company adopted Statement of Financial Accounting Standards No. 130, "Reporting Comprehensive Income," (SFAS No. 130), which requires companies to report all changes in equity during a period, except those resulting from investment by owners and distribution to owners, in a financial statement for the period in which they are recognized. The Company has chosen to report Comprehensive Income and Accumulated Other Comprehensive Income, which encompasses net income, net unrealized gains on securities available for sale and foreign currency translation adjustments, in the Consolidated Statements of Stockholders' Equity and Comprehensive Income. Prior years have been restated to conform to the SFAS No. 130 requirements.

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The following table displays the components of Accumulated Other Comprehensive Income (in millions):

	Net Unrealized Gains/(Losses) on Securities -----	Foreign Currency Translation -----	Accumulated Other Comprehensive Income (Loss) -----
Balance at December 31, 1998	\$ (4.1)	\$ (82.1)	\$ (86.2)
Change during nine months	4.5 -----	(35.1) -----	(30.6) -----
Balance at September 30, 1999	\$ 0.4 =====	\$ (117.2) =====	\$ (116.8) =====

NOTE 11 - INDUSTRY SEGMENT INFORMATION

The Company reviewed the criteria for determining segments of an enterprise in accordance with SFAS No. 131 and concluded it has three reportable operating segments: Household Products, Hardware & Home Furnishings and Office Products. This segmentation is appropriate because the Company organizes its product categories into these groups when making operating decisions and assessing performance. The Company divisions included in each segment also sell primarily to the same retail channel: Household Products (discount stores and warehouse clubs), Hardware and Home Furnishings (home centers and hardware stores) and Office Products (office superstores and contract stationers). Based on the recent merger with Rubbermaid, the Company added the Rubbermaid divisions to the former Housewares segment to create the Household Products segment.

Net Sales -----	Three Months Ended September 30, -----	
	1999	1998
(In Millions)		
Household Products	\$ 824.7	\$ 853.7
Hardware & Home Furnishings	475.5	439.8
Office Products	309.3	266.3
Total Net Sales	\$ 1,609.5 =====	\$ 1,559.8 =====

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Operating Income	Three Months Ended September 30,	
	1999	1998
(In Millions)		
Household Products	\$ 67.5	\$ 101.0
Hardware & Home Furnishings	67.2	89.7
Office Products	46.8	61.4
Corporate	(17.1)	(12.9)
Subtotal	\$ 164.4	\$ 239.2
Restructuring costs	(14.5)	(21.8)
Total Operating Income	\$ 149.9	\$ 217.4

Net Sales	Nine Months Ended September 30,	
	1999	1998
(In Millions)		
Household Products	\$ 2,463.2	\$ 2,510.7
Hardware & Home Furnishings	1,374.3	1,243.1
Office Products	885.5	767.6
Total Net Sales	\$ 4,723.0	\$ 4,521.4

Operating Income	Nine Months Ended September 30,	
	1999	1998
(In Millions)		
Household Products	\$ 104.7	\$ 294.4
Hardware & Home Furnishings	196.0	202.4
Office Products	158.4	173.0
Corporate	(57.8)	(53.0)
Subtotal	\$ 401.3	\$ 616.8
Restructuring costs	(201.2)	(73.7)
Total Operating Income	\$ 200.1	\$ 543.1

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Identifiable Assets	September 30,	December 31,
	1999	1998
(In Millions)		
Household Products	\$ 2,201.2	\$ 2,286.3
Hardware & Home Furnishings	1,030.1	995.8
Office Products	662.0	643.0
Corporate	2,394.3	2,364.1
Total Identifiable Assets	\$ 6,287.6	\$ 6,289.2

Operating income is net sales less cost of products sold and SG&A expenses, but is not affected either by nonoperating (income) expenses or by income taxes. Nonoperating (income) expenses consists principally of net interest expense, and in 1998, the net gain on the sale of Black & Decker common stock and the sales of Stuart Hall, Newell Plastics and Decora. In calculating operating income for individual business segments, certain headquarters expenses of an operational nature are allocated to business segments primarily on a net sales basis. Trade names and goodwill amortization is considered a corporate expense and not allocated to business segments. All intercompany transactions have been eliminated and transfers of finished goods between areas are not significant. Corporate assets primarily include trade names and goodwill, equity investments and deferred tax assets.

Effective January 1, 2001, the Company will adopt SFAS No. 133 "Accounting for Derivative Instruments and Hedging Activities." Management believes that the adoption of this statement will not be material to the consolidated financial statements.

NOTE 13 - SUBSEQUENT EVENTS

The Company announced on October 12, 1999 that it had agreed to purchase shares in Reynolds S.A. ("Reynolds"), representing 51.24% of Reynolds capital. The minority shareholders have been offered the possibility of selling their shares in a public tender offer. If following the offer the Company holds at least 95% of the voting rights of Reynolds, it will submit a public offer of withdrawal followed by a corporate merger after which the Company will own 100% of the shares of Reynolds. Reynolds, located in France, is a leading innovator, manufacturer and supplier of writing instruments in Europe, Asia and South America.

The Company announced on October 29, 1999 that it acquired the consumer products division of McKechnie plc ("McKechnie"), which is based in the United Kingdom and has operations in Germany, the United

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States and the Netherlands. Companies acquired include Harrison Drape, a manufacturer and marketer of drapery hardware and window furnishings, Spur Shelving, a manufacturer and marketer of shelving and storage products, Douglas Kane, a manufacturer and marketer of cabinet hardware, and Nenplas/Homelux, a manufacturer and marketer of functional trims.

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PART I

Item 2.

Results of Operations

The following table sets forth for the periods indicated items from the Consolidated Statements of Income as a percentage of net sales.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	1999	1998*	1999	1998*
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of products sold	72.4%	69.4%	72.7%	70.1%
GROSS INCOME	27.6%	30.6%	27.3%	29.9%
Selling, general and administrative expenses	16.6%	14.6%	18.0%	15.3%
Restructuring costs	0.9%	1.4%	4.3%	1.6%
Trade names and goodwill amortization and other	0.8%	0.7%	0.8%	1.0%
OPERATING INCOME	9.3%	13.9%	4.2%	12.0%
Nonoperating expenses (income):				
Interest expense	1.6%	1.9%	1.6%	1.6%
Other, net	0.3%	(2.2)%	0.2%	(5.3)%
Net nonoperating expenses (income)	1.9%	(0.3)%	1.8%	(3.7)%
INCOME BEFORE INCOME TAXES	7.4%	14.2%	2.4%	15.7%
Income taxes	2.9%	6.7%	1.9%	6.5%
NET INCOME	4.5%	7.5%	0.5%	9.2%

See notes to consolidated financial statements.

* Restated for the merger with Rubbermaid Incorporated on March 24, 1999, and the merger with Calphalon on May 7, 1998, both of which were accounted for as poolings of interests.

Three Months Ended September 30, 1999 Vs. Three Months Ended September 30, 1998

Net sales for the three months ended September 30, 1999 ("third quarter") were \$1,609.5 million, representing an increase of \$49.7 million or 3.2% from \$1,559.8 million in the comparable quarter of 1998. Results for 1998 have been restated to include the March 1999 Rubbermaid merger and the May 1998 Calphalon merger, which were accounted for as poolings of interests. The 3.2% increase in net sales was primarily attributable to contributions from Gardinia (acquired in August 1998), Rotring (acquired in September 1998), Ateliers 28 (acquired in March 1999) and strong sales at Graco/Century and Rubbermaid Commercial Products. These increases were partially offset by lower sales at Rubbermaid Home Products, Little Tikes and the short term impact of the Hechinger bankruptcy. Net sales for each of the Company's segments (and the primary reasons for the increase or decrease) were as follows, in millions:

	1999	1998	% change
Household Products:			
Former Housewares Group	\$ 236.9	\$ 251.0	(5.6)% (a)
Rubbermaid Divisions	587.8	602.7	(2.5)% (b)

	824.7	853.7	(3.4)%
Hardware & Home Furnishings	475.5	439.8	8.1% (c)
Office Products	309.3	266.3	16.1% (d)
	-----	-----	
	\$1,609.5	\$1,559.8	3.2%
	=====	=====	

- (a) Newell Plastics divestiture.
- (b) Strong sales at Graco/Century and Rubbermaid Commercial Products, offset by lower sales at Little Tikes and Rubbermaid Home Products due mainly to SKU reductions.
- (c) Gardinia and Ateliers 28 acquisitions offset partially by the impact of the Hechinger bankruptcy.
- (d) Internal growth* of 3% plus the Rotring acquisition less the Stuart Hall divestiture.

* The Company defines internal growth as growth from core businesses, which include continuing businesses owned more than two years and minor acquisitions.

Gross income as a percentage of net sales in the third quarter of 1999 was 27.6% or \$444.6 million versus 30.6% or \$478.0 million in the comparable quarter of 1998. Excluding charges of \$23.2 million relating primarily to the Rubbermaid merger, gross income in the third quarter of 1999 was \$467.8 million or 29.1% of net sales. Excluding charges, gross margins were negatively affected by lower sales as a result of the Hechinger bankruptcy, labor ramp-up costs at a window treatments facility, start-up costs associated with a rebuilt glass furnace at a glassware plant and higher resin costs.

Selling, general and administrative expenses ("SG&A") in the third quarter of 1999 were 16.6% of net sales or \$267.5 million versus 14.6% or \$227.4 million in the comparable quarter of 1998. Excluding charges of \$47.2 million relating primarily to the Rubbermaid merger, SG&A in the third quarter of 1999 was \$220.3 million or 13.7% of net sales. Excluding charges, SG&A as a percent of sales declined significantly, primarily as a result of the aggressive cost savings measures taken as part of the Rubbermaid integration process.

In the third quarter of 1999, the Company recorded a pre-tax restructuring charge of \$14.5 million (\$8.9 million after taxes). The pre-tax charge related to the Rubbermaid merger, and included \$1.3 million of merger costs, severance costs of \$4.5 million and \$8.7 million of exit costs primarily related to impaired Rubbermaid capitalized computer software costs and facility exit costs (concurrent with the Rubbermaid merger, the Company decided that all Rubbermaid businesses will be integrated into Newell's existing information systems, resulting in an impairment of Rubbermaid's capitalized software asset which will no longer be used).

In the third quarter of 1998, Rubbermaid recorded a pre-tax restructuring charge of \$21.8 million (\$14.2 million after taxes). The 1998 restructuring charge included costs associated with a restructuring program implemented by previous Rubbermaid management in the first quarter of 1998. This program included, among other items, facility closures.

Trade names and goodwill amortization and other in the third quarter of 1999 were 0.8% of net sales or \$12.7 million versus 0.7% or \$11.5 million in the comparable quarter of 1998.

Operating income in the third quarter of 1999 was 9.3% of net sales or \$149.9 million versus operating income of 13.9% or \$217.4 million in the comparable quarter of 1998. Excluding restructuring costs in 1998 and 1999 and other charges in 1999, operating income in the third quarter of 1999 was 14.6% of net sales or \$234.8 million versus 15.3% or \$238.9 million in the third quarter of 1998. The decrease in operating margins was primarily due to the impact of the Hechinger bankruptcy, labor ramp-up costs at a window treatments facility, start-up costs associated with a rebuilt glass furnace at a glass manufacturing facility and higher resin costs. This was

partially offset by aggressive cost savings measures taken as a part

of the integration process at Rubbermaid.

Net nonoperating expenses in the third quarter of 1999 were 1.9% of net sales or \$30.6 million versus net nonoperating income of \$4.9 million in the comparable quarter of 1998. The \$35.6 million decrease in income was primarily due to the net pre-tax gain of \$36.8 million gain on the sales of Newell Plastics and Stuart Hall in the third quarter of 1998.

Excluding restructuring costs and other gains and charges in 1999 and 1998, the effective tax was 39.0% in the third quarter of 1999 versus 37.4% in the third quarter of 1998.

Net income for the third quarter of 1999 was \$72.7 million, compared to net income of \$117.4 million in the third quarter of 1998. Diluted earnings per share were \$0.26 in the third quarter of 1999 compared to \$0.42 in the third quarter of 1998. Excluding 1999 pre-tax restructuring costs of \$14.5 million (\$8.9 million after taxes) and other 1999 pre-tax charges of \$70.4 million (\$42.9 million after taxes), net income in the third quarter of 1999 was \$124.5 million. Excluding 1998 pre-tax restructuring costs of \$21.8 million (\$14.2 million after taxes) and net pre-tax gains in 1998 from the sales Stuart Hall and Newell Plastics and other non-recurring items of \$36.5 million (\$2.1 million after taxes), net income in the third quarter of 1998 was \$129.5 million. Diluted earnings per share, calculated on the same basis, decreased 4.2% to \$0.44 in the third quarter of 1999 versus \$0.46 in the third quarter of 1998. The decrease in net income and earnings per share in the third quarter of 1999 was primarily due to the impact of the Hechinger bankruptcy, labor ramp-up costs at a window treatments facility, start-up costs associated with a rebuilt glass furnace at a glass manufacturing facility and higher resin costs. This was partially offset by aggressive cost savings measures taken as a part of the integration process at Rubbermaid.

Nine Months Ended September 30, 1999 Vs. Nine Months Ended September 30, 1998

Net sales for the first nine months of 1999 were \$4,723.0 million, representing an increase of \$201.6 million or 4.5% from \$4,521.4 million in the comparable period of 1998. Results for 1998 have been restated to include the March 1999 Rubbermaid merger and the May 1998 Calphalon merger, which were accounted for as poolings of interests. The overall increase in net sales is attributable in part to strong sales at Mirro, Calphalon, Sanford, Rubbermaid Commercial Products and Graco/Century, plus the 1998 acquisitions of Gardinia and Rotring, and the 1999 acquisition of Ateliers 28. These increases were offset partially by the 1998 divestitures of Stuart Hall, Newell Plastics and Decora and lower sales volume at Rubbermaid Home Products and Little Tikes, due in part to promotional commitments made prior to the Rubbermaid merger and planned SKU reductions. Net sales

for each of the Company's segments (and the primary reasons for the increase or decrease) were as follows, in millions:

	1999	1998	% change
	----	----	-----
Household Products:			
Former Housewares Group	\$ 646.8	\$ 639.6	1.1%(a)
Rubbermaid Divisions	1,816.4	1,871.1	(2.9)(b)
	-----	-----	
	2,463.2	2,510.7	(1.9)%
Hardware & Home Furnishings	1,374.3	1,243.1	10.6%(c)
Office Products	885.5	767.6	15.4%(d)
	-----	-----	
	\$4,723.0	\$4,521.4	4.5%
	=====	=====	

- (a) Internal growth* of 5% less the Newell Plastics divestiture.
- (b) Strong sales at Graco/Century and Rubbermaid Commercial Products, offset by lower sales at Little Tikes and Rubbermaid Home Products due primarily to 1 promotional commitments made prior to the Rubbermaid merger that primarily affected first half 1999 results, and 2 planned SKU reductions.
- (c) Internal growth of 1% plus Gardinia and Ateliers 28 acquisitions.

(d) Internal growth of 6% plus Rotring acquisition less the divestiture of Stuart Hall.

* The Company defines internal growth as growth from the core businesses, which include continuing businesses owned more than two years and minor acquisitions.

Gross income as a percentage of net sales in the first nine months of 1999 was 27.3% or \$1,288.7 million versus 29.9% or \$1,351.2 million in the comparable period of 1998. Excluding charges of \$61.6 million relating primarily to the Rubbermaid merger, gross income in the first nine months of 1999 was \$1,350.3 million or 28.6% of net sales. The decrease in gross margins was primarily due to lower sales as a result of the Hechinger bankruptcy, higher resin costs, and in the first half of 1999, the effect of promotional commitments made prior to the Rubbermaid merger.

Selling, general and administrative expenses ("SG&A") in the first nine months of 1999 were 18.0% of net sales or \$850.0 million versus 15.3% or \$690.5 million in the comparable period of 1998. Excluding charges of \$136.2 million relating primarily to the Rubbermaid merger, SG&A in the first nine months of 1999 was \$713.8 million or 15.1% of net sales. Excluding charges, SG&A as a percentage of net sales

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was relatively constant from 1998 to 1999. Higher than average spending at Rotring was offset by significant decreases at Rubbermaid as a result of aggressive cost cutting programs. As Rotring and Rubbermaid continue to be integrated, the Company expects its SG&A spending to decline.

In the first nine months of 1999, the Company recorded a pre-tax restructuring charge of \$201.2 million (\$168.1 million after taxes). The pre-tax charge related to the Rubbermaid acquisition, and included \$38.2 million of merger costs (investment banking, legal and accounting fees), executive severance costs of \$89.4 million and \$73.6 million of exit costs primarily related to impaired Rubbermaid capitalized computer software costs and facility exit costs (concurrent with the merger with Rubbermaid, the Company decided that all Rubbermaid businesses will be integrated into Newell's existing information systems, resulting in an impairment of Rubbermaid's capitalized software asset which will no longer be used).

In the first nine months of 1998, Rubbermaid recorded a pre-tax restructuring charge of \$73.7 million (\$47.9 million after taxes). The 1998 restructuring charge primarily included costs associated with a U.S. plant closure in the Rubbermaid Home Products division, a reduction of the Rubbermaid sales and administrative staff in Asia, an Australian plant closure in the Rubbermaid Commercial Products division and the sale of Rubbermaid's joint venture in Japan.

Trade names and goodwill amortization and other in the first nine months of 1999 were 0.8% of net sales or \$37.4 million versus 1.0% or \$43.8 million in the first nine months of 1998. Excluding charges in 1998 of \$11.1 million (which included write-offs of intangible assets), trade names and goodwill amortization and other was 0.7% of net sales in the first nine months of 1998.

Operating income in the first nine months of 1999 was 4.2% of net sales or \$200.1 million versus 12.0% or \$543.1 million in the comparable period of 1998. Excluding restructuring costs and other charges in 1999 and 1998, operating income in the first nine months of 1999 was 12.7% of net sales or \$599.1 million versus 13.9% or \$627.9 million in the first nine months of 1998. The decrease in operating margins was due primarily to the impact of the Hechinger bankruptcy, higher resin costs, and, in the first half of 1999, the effect of promotional commitments made prior to the Rubbermaid merger. These were partially offset by cost savings achieved in the ongoing Rubbermaid integration.

Net nonoperating expenses in the first nine months of 1999 were 1.8% of net sales or \$86.6 million versus net nonoperating income of 3.7% of net sales or \$169.4 million in the comparable period of 1998. The \$256.0 million decrease in income was primarily due to a net pre-tax gain of \$191.5 million on the sale of the Company's stake in Black & Decker and \$60.9 million of net pre-tax gains on the sales of Stuart Hall, Newell Plastics and Decora.

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Excluding restructuring costs and other gains and charges in 1999 and 1998, the effective tax was 39.0% in the first nine months of 1999 versus 37.6% in the first nine months of 1998.

Net income for the first nine months of 1999 was \$23.8 million, compared to net income of \$417.9 million in the first nine months of 1998. Diluted earnings per share were \$0.08 in the nine months of 1999 compared to \$1.47 in the first nine months of 1998. Excluding 1999 pre-tax restructuring costs of \$201.2 million (\$168.1 million after taxes) and other 1999 pre-tax charges of \$197.8 million (\$120.7 million after taxes), net income in the first nine months of 1999 was \$312.6 million. Excluding 1998 pre-tax restructuring costs of \$73.7 million (\$47.9 million after taxes), the net pre-tax gain in 1998 on the sale of Black & Decker stock of \$191.5 million (\$116.8 million after taxes), 1998 net pre-tax gains of \$60.9 million (\$15.6 million after taxes), on the sales of Stuart Hall, Newell Plastics and Decora, and other 1998 pre-tax charges of \$11.1 million (\$6.8 million after taxes), net income for the first nine months of 1998 was \$340.2 million. Diluted earnings per share, calculated on the same basis, decreased 8.3% to \$1.11 in the first nine months of 1999 versus \$1.21 in the first nine months of 1998. The decreases in net income and earnings per share in the first nine months of 1999 was primarily due to the impact of the Hechinger bankruptcy, higher resin costs, and in the first half of 1999, the effect of promotional commitments made prior to the Rubbermaid merger. This was offset partially by cost savings achieved in the Rubbermaid integration.

Liquidity and Capital Resources

Sources:

The Company's primary sources of liquidity and capital resources include cash provided from operations and use of available borrowing facilities.

Cash provided by operating activities in the first nine months of 1999 was \$288.3 million compared \$187.8 million for the comparable period of 1998.

On March 3, 1998, the Company received \$378.3 million from the sale of 7,862,300 shares of Black & Decker common stock. In the second quarter of 1998, the Company received \$51.3 million from the sale of its decorative coverings product line. In the third quarter of 1998, the company received \$199.0 million from the sale of Stuart Hall and Newell Plastics. The proceeds from the sales were used to pay down commercial paper.

The Company has short-term foreign and domestic uncommitted lines of credit with various banks which are available for short-term financing. Borrowings under the Company's uncommitted lines of credit are subject to discretion of the Lender. The Company's uncommitted

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lines of credit do not have a material impact on the Company's liquidity. Borrowings under the Company's uncommitted lines of credit at September 30, 1999 totaled \$104.1 million.

During 1997, the Company amended its revolving credit agreement to increase the aggregate borrowing limit to \$1.3 billion, at a floating interest rate. The revolving credit agreement will terminate in August 2002. At September 30, 1999, there were no borrowings under the revolving credit agreement.

In lieu of borrowings under the Company's revolving credit agreement, the Company may issue up to \$1.3 billion of commercial paper. The Company's revolving credit agreement 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 Company's revolving credit agreement. At September 30, 1999, \$463.0 million (principal amount) of commercial paper was outstanding. The entire amount is classified as long-term debt.

The Company had outstanding at September 30, 1999 a total of \$470.5 million (principal amount) of Medium-Term Notes issued during 1998. The maturities on these notes range from five to thirty years at an average interest rate of 6.0%. At September 30, 1999, the Company also had outstanding \$257.0 million (principal amount) of Medium-Term Notes issued under a previous program with maturities ranging from five to ten years at an average interest rate of 6.2%.

At September 30, 1999, the Company had outstanding \$150.0 million (principal amount) of Senior Notes with a maturity of November 15, 2006 at an interest rate of 6.6%.

A new universal shelf registration was declared effective on September 14, 1999, for issuances up to \$779.5 million. As of September 30, 1999, no debt was outstanding under this shelf.

Uses:

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

Cash used in acquiring businesses was \$34.9 million and \$636.7 million in the first nine months of 1999 and 1998, respectively. In the first nine months of 1998, the Company acquired Swish Track and Pole, Curver, Century, Panex, Rotring and Gardinia and made another minor acquisition for cash purchase prices totaling \$635.4 million. In the first nine months of 1999, the Company acquired Ateliers 28 for a cash purchase price of \$35.1 million. All of these acquisitions were accounted for as purchases and were paid for with proceeds obtained from the issuance of commercial paper.

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Cash used for restructuring activities was \$127.6 million and \$41.5 million in the first nine months of 1999 and 1998, respectively. Such cash payments primarily represent employee termination benefits and other merger expenses. There are no remaining cash payments to be made associated with the restructuring charges reflected in the consolidated financial statements.

Capital expenditures were \$139.7 million and \$226.2 million in the first nine months of 1999 and 1998, respectively.

Aggregate dividends paid during the first nine months of 1999 and 1998 were \$169.4 million (\$0.60 per share) and \$159.1 million (\$0.57 per share), respectively.

Retained earnings decreased in the first nine months of 1999 by \$145.6 million. Retained earnings increased in the first nine months of 1998 by \$258.8 million. The change from 1998 to 1999 of \$404.4 million was primarily due to pre-tax 1999 restructuring costs of \$201.2 million (\$168.1 million after taxes), other 1999 pre-tax charges of \$197.8 million (\$120.7 million after taxes) and the 1998 net gain of \$191.5 million (\$116.8 million after taxes) on the sale of the Black & Decker common stock.

Working capital at September 30, 1999 was \$1,124.9 million compared to \$1,278.8 million at December 31, 1998. The current ratio at September 30, 1999 was 1.80:1 compared to 2.09:1 at December 31, 1998.

Total debt to total capitalization (total debt is net of cash and cash equivalents, and total capitalization includes total debt, convertible preferred securities and stockholders equity) was .31:1 at September 30, 1999 and .30:1 at December 31, 1998.

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; however, certain events, such as significant acquisitions, could require additional external financing.

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, and has no material sensitivity to changes in market rates and prices on its derivative financial instrument positions.

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The Company's primary market risk is interest rate exposure, primarily in the United States. The Company manages interest rate exposure through its conservative debt ratio target and its mix of fixed and floating rate debt. Interest rate exposure was reduced significantly in 1997 from the issuance of \$500 million 5.25% Company-Obligated Mandatorily Redeemable Convertible Preferred Securities of a Subsidiary Trust, the proceeds of which reduced commercial paper. 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 transactions are deferred and included in the basis of the underlying transactions. Derivatives used to hedge intercompany transactions are marked to market with the corresponding gains or losses included in the consolidated statements of income.

Due to the diversity of its product lines, the Company does not have material sensitivity to any one commodity. The Company manages commodity price exposures primarily through the duration and terms of its vendor contracts.

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 and including 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 as they represent economic not financial losses.

	September 30, 1999	Time Period	Confidence Level
(In millions)	-----	-----	-----
Interest rates	\$9.2	1 day	95%
Foreign exchange	\$2.5	1 day	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, since actual results may differ significantly depending upon activity in the global financial markets.

YEAR 2000 COMPUTER COMPLIANCE

State of Readiness

Any computer equipment that uses two digits instead of four to specify the year will be unable to interpret dates beyond the year 1999. This "Year 2000" issue could result in system failures or miscalculations causing disruptions of operations.

In order to address Year 2000 compliance issues, the Company has initiated a comprehensive project designed to minimize or eliminate these kinds of operational disruptions in its information technology ("IT") systems, as well as its non-IT systems (e.g., HVAC systems and building security systems). The project consists of six phases: company recognition, inventory of systems, impact analysis, planning, fixing and testing.

The Company's project is approximately 95% complete with all phases for its IT systems and 90% complete for its non-IT systems in the United States and Canada. The Company anticipates that all phases will be completed for all IT and non-IT systems in the United States and Canada by November 30, 1999. With respect to International IT systems, approximately 90% of the Company's business systems are currently compliant and approximately 10% are in the process of being fixed and tested. With respect to International non-IT systems, approximately 90% of the Company's non-IT systems are currently compliant and 10% are in the process of being fixed and tested. The

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Company anticipates that all phases will be completed for all foreign IT and non-IT systems by November 30, 1999.

As part of its Year 2000 project, the Company has initiated communications with all of its key vendors and services suppliers (including raw material and utility providers) to assess their state of Year 2000 readiness. Most of its key vendors and service suppliers have responded in writing to the Company's Year 2000 readiness inquiries and have said they will be Year 2000 compliant.

The Company plans to continue assessment of its third party business partners, including face-to-face meetings with management and/or onsite visits as deemed appropriate. The Company is prepared in cases where its main vendor or service provider cannot continue with its business due to Year 2000 problems to use alternate vendors as sources for required materials. Despite the Company's efforts, there can be no guarantee that the systems of other companies which the Company relies upon to conduct its day-to-day business will be compliant.

Costs

The Company estimates that it will incur total expenses of \$14 million to \$16 million in conjunction with the Year 2000 compliance project (including such expenses relating to the Rubbermaid operations). As of September 30, 1999, the Company has spent \$15 million in conjunction with this project. The majority of these expenditures were capitalized since they were associated with purchased software that would have been replaced in the normal course of business.

Risks

With respect to the risks associated with its IT and non-IT systems, the Company believes that the most likely worst case scenario is that the Company may experience minor system malfunctions and errors in the early days and weeks of 2000 that were not detected during its fixing and testing efforts. The Company also believes that these problems will not have a material effect on the Company's financial condition or results of operations.

With respect to the risks associated with third parties, the Company believes that the most likely worst case scenario is that some of the Company's vendors will not be compliant and will have difficulty filling orders and delivering goods. Management also believes that the number of such vendors will have been minimized by the Company's program of identifying non-compliant vendors and replacing or jointly developing alternative supply or delivery solutions prior to 2000. Due to the diversity of its product lines,

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the Company does not have material sensitivity to any one vendor or service supplier.

The Company has limited the scope of its risk assessment to those factors upon which it can reasonably be expected to have an influence. For example, the Company has made the assumption that government agencies, utility companies and telecommunications providers will continue to operate. Obviously, the lack of such services could have a material effect on the Company's ability to operate, but the Company has little if any ability to influence such an outcome, or to reasonably make alternative arrangements in advance for such services in the event they are unavailable. Newell Rubbermaid products are not dependent on dates and therefore are not affected by the transition to the Year 2000.

In the United States, the Company has all of its major business systems running on a centralized system for all of its operating divisions. Although extensive testing has been completed for these systems, the following contingency plan has been adopted for Year 2000 issues that may occur on January 1, 2000 and thereafter:

- A triage team has been assembled which has the authority and financial capabilities to rectify all systems problems that may occur.
- The team consists of Corporate officers and managers from every support function.
- The team has access to vendor support hotlines and internal staffs.
- Once a problem has been identified and course of action determined, staff will be assigned to provide around-the-clock corrective actions until the problem is resolved.

EURO CURRENCY CONVERSION

On January 1, 1999, the "Euro" became the common legal currency for 11 of the 15 member countries of the European Union. On that date, the participating countries fixed conversion rates between their existing sovereign currencies ("legacy currencies") and the Euro. On January 4, 1999, the Euro began trading on currency exchanges and became available for non-cash transactions, if the parties elect to use it. The legacy currencies will remain legal tender through December 31, 2001. Beginning January 1, 2002, participating countries will introduce Euro-denominated bills and coins, and effective July 1, 2002, legacy currencies will no longer be legal tender.

After the dual currency phase, all businesses in participating countries must conduct all transactions in the Euro and must convert their financial records and reports to be Euro-based. The Company has commenced an internal analysis of the Euro conversion process to prepare its information technology systems for the conversion and analyze related risks and issues, such as the benefit of the decreased exchange rate risk in cross-border transactions involving participating countries and the impact of increased price transparency on cross-border competition in these countries.

The Company believes that the Euro conversion process will not have a material impact on the Company's businesses or financial condition on a consolidated basis.

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, such matters as sales, income, earnings per share, return on equity, capital expenditures, dividends, capital structure, free cash flow, debt to capitalization ratios, interest rates, internal growth rates, Euro conversion plans and related risks, Year 2000 plans and related risks, pending legal proceedings and claims (including environmental matters), future economic performance, management's plans, goals and objectives for future operations and growth or the assumptions relating to any of the forward-looking information. The Company cautions that forward-looking statements are not guarantees since there are inherent difficulties in predicting future results, and that 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 the Company's Annual Report on Form 10-K, the documents incorporated by reference therein and on Exhibit 99 attached hereto.

PART I.

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).

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The Company is subject to certain legal proceedings and claims, including the environmental matters described below, that have arisen in the ordinary conduct of its business.

As of September 30, 1999, the Company was involved in various matters concerning federal and state environmental laws and regulations, including matters in which the Company has been identified by the U.S. Environmental Protection Agency and certain state environmental agencies as a potentially responsible party ("PRPs") at contaminated sites under the Federal Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA") and equivalent state or foreign laws.

In assessing its environmental response costs, the Company has considered several factors, including: the extent of the Company's volumetric contribution at each site relative to that of other PRPs; the kind of waste; the terms of existing cost sharing and other applicable agreements; the financial ability of other PRPs to share in the payment of requisite costs; the Company's prior experience with similar sites; environmental studies and cost estimates available to the Company; the effects of inflation on cost estimates; and the extent to which the Company's and other parties' status as PRPs is disputed.

Based on information available to it, the Company's estimate of environmental response costs associated with these matters as of September 30, 1999 ranged between \$17.2 million and \$22.1 million. As of September 30, 1999, the Company had a reserve equal to \$19.9 million for such environmental response costs in the aggregate. No insurance recovery was taken into account in determining the Company's cost estimates or reserve, nor do the Company's cost estimates or reserve reflect any discounting for present value purposes.

Because of the uncertainties associated with environmental investigations and response activities, the possibility that the Company could be identified as a PRP at sites identified in the future that require the incurrence of environmental response costs and the possibility of additional sites as a result of businesses acquired, actual costs to be incurred by the Company may vary from the Company's estimates.

Subject to difficulties in estimating future environmental response costs, the Company does not expect that any amount it may have to pay in connection with environmental matters in excess of amounts reserved will have a material adverse effect on its consolidated financial statements.

In October and November 1999, five complaints were filed against the Company and certain of its officers and directors in the U.S. District Court for the Northern District of Illinois on behalf of a purported class consisting of persons who purchased common stock of the Company, Newell Co. or Rubbermaid Incorporated during the period from October 21, 1998 through September 3, 1999 or exchanged shares of Rubbermaid common stock for the Company's common stock as part of the Newell Rubbermaid merger. The complaints allege that during the relevant time period the defendants violated Sections 10(b) and 20(a) of the Securities Exchange Act by, among other things, issuing false and misleading statements concerning the Company's financial condition and results of operations. The Company believes that these claims are without merit and intends to vigorously defend these lawsuits.

Reference is made to the disclosure of several legal proceedings relating to the importation and distribution of vinyl mini-blinds made with plastic containing lead stabilizers in Note 14 to the consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 1998. On October 8, 1999, the Superior Court of New Jersey entered a final judgment and order

of dismissal based on a national settlement with the California, New Jersey and Illinois plaintiffs. The settlement will require the Company and each of the other defendants to make a contribution to a collective fund. The Company believes that its contribution will not have a material effect on the Company's consolidated financial statements. The only legal proceeding relating to vinyl mini-blinds that remains pending (although presently subject to two stay orders entered by the Massachusetts Superior Court) is the Massachusetts case. Although management of the Company cannot predict the ultimate outcome of this matter with certainty, it believes that its ultimate resolution will not have a material effect on the Company's consolidated financial statements.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits:

3.2 By-laws of Newell Rubbermaid Inc., as amended through August 8, 1999.

11. Computation of Earnings per Share of Common Stock

12. Statement of Computation of Ratio of Earnings to Fixed Charges

27. Financial Data Schedule

99. Safe Harbor Statement

(b) Reports on Form 8-K:

None.

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: November 12, 1999 /s/ William T. Alldredge

William T. Alldredge
Vice President - Finance

Date: November 12, 1999 /s/ Brett E. Gries

Brett E. Gries
Vice President - Accounting & Audit

BY-LAWS
OF
NEWELL RUBBERMAID INC.
(a Delaware corporation)

ARTICLE I

OFFICES

1.1 REGISTERED OFFICE. The registered office of the Corporation in the State of Delaware shall be located in the City of Dover and County of Kent. The Corporation may have such other offices, either within or without the State of Delaware, as the Board of Directors may designate or the business of the Corporation may require from time to time.

1.2 PRINCIPAL OFFICE IN ILLINOIS. The principal office of the Corporation in the State of Illinois shall be located in the City of Freeport and County of Stephenson.

ARTICLE II

STOCKHOLDERS

2.1 ANNUAL MEETING. The annual meeting of stockholders shall be held each year at such time and date as the Board of Directors may designate prior to the giving of notice of such meeting, but if no such designation is made, then the annual meeting of stockholders shall be held on the second Wednesday in May of each year for the election of directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day.

2.2 SPECIAL MEETINGS. Special meetings of the stockholders, for any purpose or purposes, may be called by the Chairman, by the Board of Directors or by the President.

2.3 PLACE OF MEETING. The Board of Directors may designate anyplace, either within or without the State of Delaware, as the place of meeting for any annual meeting or for any special meeting called by

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the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation in the State of Illinois.

2.4 NOTICE OF MEETING. Written notice stating the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten nor more than sixty days before the date of the meeting, or in the case of a merger or consolidation of the Corporation requiring stockholder approval or a sale, lease or exchange of substantially all of the Corporation's property and assets, not less than twenty nor more than sixty days before the date of meeting, to each stockholder of record entitled to vote at such meeting. If mailed, notice shall be deemed given when deposited in the United States mail, postage prepaid, directed to the stockholder at his address as it appears on the records of the Corporation. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken, unless the adjournment is for more than thirty days, or unless, after adjournment, a new record date is fixed for the adjourned meeting, in either of which cases notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

2.5 FIXING OF RECORD DATE. For the purpose of determining the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent (to the extent permitted, if permitted) to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other

distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action. If no record date is fixed, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held, and the record date for determining stockholders for any other purpose shall be the close of business on the day on which the Board of Directors adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting.

2.6 VOTING LISTS. The officer who has charge of the stock ledger of the Corporation shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of

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shares registered in his name, which list, for a period of ten days prior to such meeting, shall be kept on file either at a place within the city where the meeting is to be held and which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held, and shall be open to the examination of any stockholder, for any purpose germane to the meeting, at any time during ordinary business hours. Such lists shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present. The stock ledger shall be the only evidence as to who are the stockholders entitled to examine the stock ledger, the list of stockholders entitled to vote, or the books of the Corporation, or to vote in person or by proxy at any meeting of stockholders.

2.7 QUORUM. The holders of shares of stock of the Corporation entitled to cast a majority of the total votes that all of the outstanding shares of stock of the Corporation would be entitled to cast at the meeting, represented in person or by proxy, shall constitute a quorum at any meeting of stockholders; provided, that if less than a majority of the outstanding shares of capital stock are represented at said meeting, a majority of the shares of capital stock so represented may adjourn the meeting. If a quorum is present, the affirmative vote of a majority of the votes entitled to be cast by the holders of shares of capital stock represented at the meeting shall be the act of the stockholders, unless a different number of votes is required by the General Corporation Law, the Certificate of Incorporation or these By-Laws. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of stockholders from any meeting shall not cause failure of a duly constituted quorum at that meeting.

2.8 PROXIES. Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for such stockholder by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. Without limiting the manner in which a stockholder may authorize another person or persons to act for such stockholder as proxy pursuant to the foregoing sentence, a stockholder may validly grant such authority (i) by executing a writing authorizing another person or persons to act for such stockholder as proxy or (ii) by authorizing another person or persons to act for such stockholder as proxy by transmitting or authorizing the transmission of a telegram, cablegram, or other means of electronic transmission to the person who will be the holder of the proxy or to a proxy solicitation firm, proxy support service organization or like agent duly authorized by the person who will be the holder of the proxy to receive such transmission, provided that any such telegram, cablegram or other means of electronic transmission must either set forth or be submitted with information from which it can be determined that the telegram, cablegram or other electronic transmission was authorized by

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the stockholder, or by any other means permitted under the Delaware General Corporation Law.

2.9 VOTING OF STOCK. Each stockholder shall be entitled to such vote as shall be provided in the Certificate of Incorporation, or, absent provision therein fixing or denying voting rights, shall be entitled to one vote per share with respect to each matter submitted to a vote of stockholders.

2.10 VOTING OF STOCK BY CERTAIN HOLDERS. Persons holding stock in a fiduciary capacity shall be entitled to vote the shares so held. Persons whose stock is pledged shall be entitled to vote, unless in the transfer by the pledgor on the books of the Corporation he has expressly empowered the pledgee to vote thereon, in which case only the pledgee or his proxy may represent such stock and vote thereon. Stock standing in the name of another corporation, domestic or foreign, may be voted by such officer, agent or proxy as the charter or by-laws of such corporation may prescribe or, in the absence of such provision, as the board of directors of such corporation may determine. Shares of its own capital stock belonging to the Corporation or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held by the Corporation, shall neither be entitled to vote nor counted for quorum purposes, but shares of its capital stock held by the Corporation in a fiduciary capacity may be voted by it and counted for quorum purposes.

2.11 VOTING BY BALLOT. Voting on any question or in any election may be by voice vote unless the presiding officer shall order or any stockholder shall demand that voting be by ballot.

ARTICLE III

DIRECTORS

3.1 GENERAL POWERS. The business of the Corporation shall be managed by its Board of Directors.

3.2 NUMBER, TENURE AND QUALIFICATION. The number of directors of the Corporation shall be fifteen, and the term of office of each director shall be as set forth in the Restated Certificate of Incorporation, as amended. A director may resign at any time upon written notice to the Corporation. Directors need not be stockholders of the Corporation.

3.3 REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held without other notice than this By-Law, immediately after, and at the same place as, the annual meeting of stockholders. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Delaware, for

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the holding of additional regular meetings without other notice than such resolution.

3.4 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the Chief Executive Officer or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Delaware, as the place for holding any special meeting of the Board of Directors called by him or them.

3.5 NOTICE. Notice of any special meeting of directors, unless waived, shall be given, in accordance with Section 3.6 of the By-Laws, in person, by mail, by telegram or cable, by telephone, or by any other means that reasonably may be expected to provide similar notice. Notice by mail and, except in emergency situations as described below, notice by any other means, shall be given at least two (2) days before the meeting. For purposes of dealing with an emergency situation, as conclusively determined by the director(s) or officer(s) calling the meeting, notice may be given in person, by telegram or cable, by telephone, or by any other means that reasonably may be expected to provide similar notice, not less than two hours prior to the meeting. If the secretary shall fail or refuse to give such notice, then the notice may be given by the officer(s) or director(s) calling the meeting. Any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given, if all the directors shall be present at the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, and no notice of a meeting shall be required to be given to any director who shall attend such meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

3.6 NOTICE TO DIRECTORS. If notice to a director is given by mail, such notice shall be deemed to have been given when deposited in the United States mail, postage prepaid, addressed to the director at his address as it appears on the records of the Corporation. If notice to a director is given by telegram, cable or other means that provide written notice, such notice shall be deemed to have been given when delivered to any authorized transmission company, with charges prepaid, addressed to the director at his address as it appears on the records of the Corporation. If notice to a director is given by telephone, wireless, or other means of voice transmission, such notice shall be deemed to have been given when such notice has been transmitted by telephone, wireless or such other means to such number or call designation as may appear on the records of the Corporation for such director.

3.7 QUORUM. Except as otherwise required by the General Corporation Law or by the Certificate of Incorporation, a majority of the number of directors fixed by these By-Laws shall constitute a

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quorum for the transaction of business at any meeting of the Board of Directors, provided that, if less than a majority of such number of directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof.

3.8 MANNER OF ACTING. The vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

3.9 ACTION WITHOUT A MEETING. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all the members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

3.10 VACANCIES. Vacancies on the Board of Directors, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, disability, resignation, retirement, disqualification, removal from office or other cause shall be filled in accordance with the provisions of the Certificate of Incorporation.

3.11 COMPENSATION. The Board of Directors, by the affirmative vote of a majority of directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers, or otherwise. The directors may be paid their expenses, if any, of attendance at each meeting of the Board and at each meeting of any committee of the Board of which they are members in such manner as the Board of Directors may from time to time determine.

3.12 PRESUMPTION OF ASSENT. A director of the Corporation who is present at a meeting of the Board of Directors or at a meeting of any committee of the Board at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation within 24 hours after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

3.13 COMMITTEES. By resolution passed by a majority of the whole Board, the Board of Directors may designate one or more committees, each such committee to consist of two or more directors of the Corporation. The Board may designate one or more directors as

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alternate members of any committee, who may replace any absent or disqualified member of any meeting of the committee. Any such committee, to the extent provided in the resolution or in these By-Laws, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. In the absence or

disqualification of any member of such committee or committees, the member or members thereof present at the meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of such absent or disqualified member.

3.14 CHAIRMAN AND VICE CHAIRMEN. The Board of Directors may from time to time designate from among its members a Chairman of the Board and one or more Vice Chairmen. The Chairman shall preside at all meetings of the Board of Directors. In the absence of the Chairman of the Board, the Chief Executive Officer and the President and Chief Operating Officer, and, in their absence, a Vice Chairman (with the longest tenure as Vice Chairman), shall preside at all meetings of the Board of Directors. The Chairman and each of the Vice Chairmen shall have such other responsibilities as may from time to time be assigned to each of them by the Board of Directors.

ARTICLE IV

OFFICERS

4.1 NUMBER. The officers of the Corporation shall be a Chief Executive Officer, a President and Chief Operating Officer, one or more Group Presidents (the number thereof to be determined by the Board of Directors), one or more vice presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary and such Assistant Treasurers, Assistant Secretaries or other officers as may be elected by the Board of Directors.

4.2 ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of stockholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor is elected and has qualified or until his earlier resignation or removal. Any officer may resign at any time upon written notice to the Corporation. Election of an officer shall not of itself create contract rights, except as may otherwise be provided by the General Corporation Law, the Certificate of Incorporation or these By-Laws.

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4.3 REMOVAL. Any officer elected by the Board of Directors maybe removed by the Board of Directors whenever in its judgement the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.4 VACANCIES. A vacancy in any office occurring because of death, resignation, removal or otherwise, may be filled by the Board of Directors.

4.5 [INTENTIONALLY OMITTED.]

4.6 THE CHIEF EXECUTIVE OFFICER. The Chief Executive Officer shall be the principal executive officer of the Corporation. Subject only to the Board of Directors, he shall be in charge of the business of the Corporation; he shall see that the resolutions and directions of the Board of Directors are carried into effect except in those instances in which that responsibility is specifically assigned to some other person by the Board of Directors; and, in general, he shall discharge all duties incident to the office of the chief executive officer of the Corporation and such other duties as may be prescribed by the Board of Directors from time to time. In the absence of the Chairman of the Board, the Chief Executive Officer shall preside at all meetings of the Board of Directors. The Chief Executive Officer shall have authority to vote or to refrain from voting any and all shares of capital stock of any other corporation standing in the name of the Corporation, by the execution of a written proxy, the execution of a written ballot, the execution of a written consent or otherwise, and, in respect to any meeting of the stockholders of such other corporation, and, on behalf of the Corporation, may waive any notice of the calling of any such meeting. The Chief Executive Officer or, in his absence, the President and Chief Operating Officer, the Vice President-Finance, the Vice President-Controller, the Treasurer or such other person as the Board of Directors or one of the preceding named officers shall designate, shall call any meeting of the stockholders of the Corporation to order and shall act as chairman of such meeting. In the event that no one of the Chief Executive Officer, the President and Chief Operating Officer, the Vice President-Finance, the Vice President-Controller, the Treasurer or a

person designated by the Board of Directors or by one of the preceding named officers, is present, the meeting shall not be called to order until such time as there shall be present the Chief Executive Officer, the President and Chief Operating Officer, the Vice President-Finance, the Vice President-Controller, the Treasurer or a person designated by the Board of Directors or by one of the preceding named officers. The chairman of any meeting of the stockholders of this Corporation shall have plenary power to set the agenda, determine the procedure and rules of order, and make definitive rulings at meetings of the stockholders. The Secretary or an Assistant Secretary of the Corporation shall act as secretary at all meetings of the stockholders, but in the absence of the Secretary or an Assistant

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Secretary, the chairman of the meeting may appoint any person to act as secretary of the meeting.

4.7 THE PRESIDENT AND CHIEF OPERATING OFFICER. The President and Chief Operating Officer shall be the principal operating officer of the Corporation and, subject only to the Board of Directors and to the Chief Executive Officer, he shall have the general authority over and general management and control of the property, business and affairs of the Corporation. In general, he shall discharge all duties incident to the office of the principal operating officer of the Corporation and such other duties as may be prescribed by the Board of Directors and the Chief Executive Officer from time to time. In the absence of the Chairman of the Board and the Chief Executive Officer, the President and Chief Operating Officer shall preside at all meetings of the Board of Directors. In the absence of the Chief Executive Officer or in the event of his disability, or inability to act, or to continue to act, the President and Chief Operating Officer shall perform the duties of the Chief Executive Officer, and when so acting, shall have all of the powers of and be subject to all of the restrictions upon the office of Chief Executive Officer. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors or these By-Laws, he may execute for the Corporation certificates for its shares (the issue of which shall have been authorized by the Board of Directors), and any contracts, deeds, mortgages, bonds, or other instruments that the Board of Directors has authorized, and he may (without previous authorization by the Board of Directors) execute such contracts and other instruments as the conduct of the Corporation's business in its ordinary course requires, and he may accomplish such execution in each case either individually or with the Secretary, any Assistant Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. The President and Chief Operating Officer shall have authority to vote or to refrain from voting any and all shares of capital stock of any other corporation standing in the name of the Corporation, by the execution of a written proxy, the execution of a written ballot, the execution of a written consent or otherwise, and, in respect of any meeting of stockholders of such other corporation, and, on behalf of the Corporation, may waive any notice of the calling of any such meeting.

4.8 THE GROUP PRESIDENTS. Each of the Group Presidents shall have general authority over and general management and control of the property, business and affairs of certain businesses of the corporation. Each of the Group Presidents shall report to the President and Chief Operating Officer or such other officer as may be determined by the Board of Directors or the President and Chief Operating Officer and shall have such other duties and responsibilities as may be assigned to him by the President and Chief Operating Officer and the Board of Directors from time to time.

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4.9 THE VICE PRESIDENTS. Each of the Vice Presidents shall report to the President and Chief Operating Officer or such other officer as may be determined by the Board of Directors or the President and Chief Operating Officer. Each Vice President shall have such duties and responsibilities as from time to time may be assigned to him by the President and Chief Operating Officer and the Board of Directors.

4.10 THE TREASURER. The Treasurer shall: (i) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such

monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these By-Laws; (ii) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President and Chief Operating Officer or the Board of Directors. In the absence of the Treasurer, or in the event of his incapacity or refusal to act, or at the direction of the Treasurer, any Assistant Treasurer may perform the duties of the Treasurer.

4.11 THE SECRETARY. The Secretary shall: (i) record all of the proceedings of the meetings of the stockholders and Board of Directors in one or more books kept for the purpose; (ii) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (iii) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all certificates for shares of capital stock prior to the issue thereof and to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; (iv) keep a register of the post office address of each stockholder which shall be furnished to the Secretary by such stockholder; (v) have general charge of the stock transfer books of the Corporation and (vi) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President and Chief Operating Officer or the Board of Directors. In the absence of the Secretary, or in the event of his incapacity or refusal to act, or at the direction of the Secretary, any Assistant Secretary may perform the duties of Secretary.

ARTICLE V

CONTRACTS, LOANS, CHECKS AND DEPOSITS -----

5.1 CONTRACTS. Except as otherwise determined by the Board of Directors or provided in these By-Laws, all deeds and mortgages made by the Corporation and all other written contracts and agreements to which the Corporation shall be a party shall be executed in its name by the Chief Executive Officer, the President and Chief Operating

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Officer, or any Vice President so authorized by the Board of Directors.

5.2 LOANS. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

5.3 CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

5.4 DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VI

CERTIFICATES FOR SHARES OF CAPITAL STOCK AND THEIR TRANSFER -----

6.1 SHARE OWNERSHIP; TRANSFERS OF STOCK. Shares of the capital stock of the Corporation may be certificated or uncertificated. Owners of shares of the capital stock of the Corporation shall be recorded in the books of the Corporation and ownership of such shares shall be evidenced by a certificate or book entry notation in the books of the Corporation. If shares are represented by certificates, such certificates shall be in such form as may be determined by the Board of Directors. Certificates shall be signed by the Chief Executive Officer or the President and Chief Operating Officer or any Vice President and by the Treasurer or the Secretary or an Assistant Secretary. If any such certificate is countersigned by a transfer agent other than the Corporation or its employee, or by a registrar other than the Corporation or its employee, any other signature on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such

officer, transfer agent or registrar at the date of issue. All certificates for shares of capital stock shall be consecutively numbered or otherwise identified. The name of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the books of the Corporation. Each certificate surrendered to the Corporation for transfer shall be canceled and no new certificate or other evidence of new shares shall be issued until the former certificate for alike number of shares

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shall have been surrendered and canceled, except that in case of a lost, destroyed or mutilated certificate, a new certificate or other evidence of new shares may be issued therefor upon such terms and indemnity to the Corporation as the Board of Directors may prescribe. Uncertificated shares shall be transferred in the books of the Corporation upon the written instruction originated by the appropriate person to transfer the shares.

6.2 TRANSFER AGENTS AND REGISTERS. The Board of Directors may appoint one or more transfer agents or assistant transfer agents and one or more registrars of transfers, and may require all certificates for shares of capital stock of the Corporation to bear the signature of a transfer agent and a registrar of transfers. The Board of Directors may at any time terminate the appointment of any transfer agent or any assistant transfer agent or any registrar of transfers.

ARTICLE VII

LIABILITY AND INDEMNIFICATION

7.1 LIMITED LIABILITY OF DIRECTORS.

(a) No person who was or is a director of this Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for breach of the duty of loyalty to the Corporation or its stockholders; (ii) for acts of omissions not in good faith or that involve intentional misconduct or known violation of law; (iii) under Section 174 of the General Corporation Law; or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law is amended after the effective date of the By-Law to further eliminate or limit, or to the effective date of this By-Law to further eliminate or limit, or to authorize further elimination or limitation of, the personal liability of a director to this Corporation or its stockholders shall be eliminated or limited to the full extent permitted by the General Corporation Law, as so amended. For purposes of this By-Law, "fiduciary duty as a director" shall include any fiduciary duty arising out of serving at the request of this Corporation as a director of another corporation, partnership, joint venture, trust or other enterprise, and any liability to such other corporation, partnership, joint venture, trust or other enterprise, and any liability to this Corporation in its capacity as a security holder, joint venturer, partner, beneficiary, creditor, or investor of or in any such other corporation, partnership, joint venture, trust or other enterprise.

(b) Any repeal or modification of the foregoing paragraph by the stockholders of this Corporation shall not adversely affect the elimination or limitation of the personal liability of a director for any act or omission occurring prior to the effective date of such

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repeal or modification. This provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the effective date of this By-Law.

7.2 LITIGATION BROUGHT BY THIRD PARTIES. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was or has agreed to become a director or officer of the Corporation; or is or was serving or has agreed to serve at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity, against costs, charges and other expenses (including attorneys' fees) ("Expenses"), judgements, fines and amounts paid in settlement actually and reasonably incurred by him

in connection with such action, suit or proceeding and any appeal thereof if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgement, order, settlement, conviction, or plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. For purposes of this By-Law, "serving or has agreed to serve at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise" shall include any service by a director or officer of the Corporation as a director, officer, employee, agent or fiduciary of such other corporation, partnership, joint venture trust or other enterprise, or with respect to any employee benefit plan (or its participants or beneficiaries) of the Corporation or any such other enterprise.

7.3 LITIGATION BY OR IN THE RIGHT OF THE CORPORATION. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was or has agreed to become a director or officer of the Corporation, or is or was serving or has agreed to serve at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity against Expenses actually and reasonably incurred by him in connection with the investigation, defense or settlement of such action or suit and any appeal thereof if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the

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Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such Expenses as the Court of Chancery of Delaware or such other court shall deem proper.

7.4 SUCCESSFUL DEFENSE. To the extent that any person referred to in section 7.2 or 7.3 of these By-Laws has been successful on the merits or otherwise, including, without limitation, the dismissal of an action without prejudice, in defense of any action, suit or proceeding referred to therein or in defense of any claim, issue or matter therein, he shall be indemnified against Expenses actually and reasonably incurred by him in connection therewith.

7.5 DETERMINATION OF CONDUCT. Any indemnification under section 7.2 or 7.3 of these By-Laws (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in section 7.2 or 7.3. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum (as defined in these By-laws) consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the stockholders.

7.6 ADVANCE PAYMENT. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding and any appeal upon receipt by the Corporation of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that the is not entitled to be indemnified by the Corporation.

7.7 DETERMINATION OF ENTITLEMENT TO INDEMNIFICATION. The determination of the entitlement of any person to indemnification under section 7.2, 7.3 or 7.4 or to advancement of Expenses under section 7.6 of these By-Laws shall be made promptly, and in any event within 60 days after the Corporation has received a written request for payment from or on behalf of a director or officer and payment of amounts due under such sections shall be made immediately after such determination. If no disposition of such request is made within said 60 days or if payment has not been made within 10 days thereafter, or if such request is rejected, the right to indemnification or

advancement of Expenses provided by this By-Law shall be enforceable by or on behalf of the director or officer in any court of competent jurisdiction. In addition to the other amounts due under this By-Law,

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Expenses incurred by or on behalf of a director or officer in successfully establishing his right to indemnification or advancement of Expenses, in whole or in part, in any such action (or settlement thereof) shall be paid by the Corporation.

7.8 BY-LAWS NOT EXCLUSIVE: CHANGE IN LAW. The indemnification and advancement of Expenses provided by these By-Laws shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of Expenses may be entitled under any law (common or statutory), the Certificate of Incorporation, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, or while employed by or acting as a director or officer of the Corporation or as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person. Notwithstanding the provisions of these By-Laws, the Corporation shall indemnify or make advancement of Expenses to any person referred to in section 7.2 or 7.3 of this By-Law to the full extent permitted under the laws of Delaware and any other applicable laws, as they now exist or as they may be amended in the future.

7.9 CONTRACT RIGHTS. All rights to indemnification and advancement of Expenses provided by these By-Laws shall be deemed to be a contract between the Corporation and each director or officer of the Corporation who serves, served or has agreed to serve in such capacity, or at the request of the Corporation as director or officer of another corporation, partnership, joint venture, trust or other enterprise, at any time while these By-Laws and the relevant provisions of the General Corporation Law or other applicable law, if any, are in effect. Any repeal or modification of these By-Laws, or any repeal or modification of relevant provisions of the Delaware General Corporation Law or any other applicable law, shall not in anyway diminish any rights to indemnification or advancement of Expenses to such director or officer or the obligations of the Corporation.

7.10 INSURANCE. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was or has to become a director or officer of the Corporation, or is or was serving or has agreed to serve at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of these By-Laws.

7.11 INDEMNIFICATION OF EMPLOYEES OR AGENTS. The Board of Directors may, by resolution, extend the provisions of these By-Laws pertaining to indemnification and advancement of Expenses to any

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person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of the fact that he is or was or has agreed to become an employee, agent or fiduciary of the Corporation or is or was serving or has agreed to serve at the request of the Corporation as a director, officer, employee, agent or fiduciary of another Corporation, partnership, joint venture, trust or other enterprise or with respect to any employee benefit plan (or its participants or beneficiaries) of the Corporation or any such other enterprise.

ARTICLE VIII

FISCAL YEAR

8.1 The fiscal year of the Corporation shall end on the thirty-first day of December in each year.

ARTICLE IX

DIVIDENDS

9.1 The Board of Directors may from time to time declare, and the Corporation may pay, dividends on its outstanding shares of capital stock in the manner and upon the terms and conditions provided by law and its Certificate of Incorporation.

ARTICLE X

SEAL

10.1 The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Delaware."

ARTICLE XI

WAIVER OF NOTICE

11.1 Whenever any notice whatever is required to be given under any provision of these By-Laws or of the Certificate of Incorporation or of the General Corporation Law, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting of stockholders shall constitute a waiver of notice of such meeting, except when the stockholder attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the

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purpose of, any regular or special meeting of the stockholders need be specified in any written waiver of notice.

ARTICLE XII

AMENDMENTS

12.1 These By-Laws may be altered, amended or repealed and new By-Laws may be adopted at any meeting of the Board of Directors of the Corporation by a majority of the whole Board of Directors.

EXHIBIT 11

NEWELL RUBBERMAID INC. AND SUBSIDIARIES
 COMPUTATION OF EARNINGS
 PER SHARE OF COMMON STOCK
 (IN THOUSANDS, EXCEPT PER SHARE DATA)

	Nine Months Ended September 30, 1999 ----	1998* ----
Basic Earnings per Share:		
Net income	\$ 23,792	\$417,910
Weighted average outstanding	281,738	280,608
Basic Earnings per Share	\$ 0.08	\$ 1.49
Diluted Earnings per Share:		
Net income	\$ 23,792	\$417,910
Minority interest in income of subsidiary trust, net of tax	N/A (1) -----	12,190 -----
Net income, assuming conversion of all applicable securities	\$ 23,792	\$ 430,100
Weighted average shares outstanding:	281,738	280,608
Incremental common shares applicable to common stock options based on the market price during the period	N/A (1)	1,255
Average common shares issuable assuming conversion of the Company-Obligated Mandatorily Redeemable Convertible Preferred Securities of a Subsidiary Trust	N/A (1) -----	9,865 -----
Weighted average shares outstanding assuming full dilution	281,738	291,728
Diluted Earnings per Share assuming conversion of all applicable securities	\$ 0.08 (1)	\$ 1.47

*Restated for the March 1999 merger with Rubbermaid Incorporated and the May 1998 merger with Calphalon, both of which were accounted for as poolings of interests.

(1) Diluted earnings per share for the nine months ended September 30, 1999 exclude the impact of "IN-THE-MONEY" stock options and convertible preferred securities because they are anti-dilutive.

EXHIBIT 12

NEWELL RUBBERMAID INC. AND SUBSIDIARIES
 STATEMENT OF COMPUTATION OF
 RATIO OF EARNINGS TO FIXED CHARGES
 (in thousands, except ratio data)

	Nine Months Ended September 30, 1999	1998*
	----	----
Earnings available to fixed charges:		
Income before income taxes	\$ 113,489	\$ 712,563
Fixed charges:		
Interest expense	75,713	73,600
Portion of rent determined to be interest (1)	24,239	21,275
Minority interest in income of subsidiary trust	20,082	19,984
Eliminate equity in earnings of unconsolidated entities	(6,466)	(5,527)
	-----	-----
	\$ 227,057	\$ 821,895
	=====	=====
Fixed charges:		
Interest expense	\$ 75,713	\$ 73,600
Portion of rent determined to be interest (1)	24,239	21,275
Minority interest in income of subsidiary trust	20,082	19,984
	-----	-----
	\$ 120,034	\$ 114,859
	=====	=====
Ratio of earnings to fixed charges	1.89	7.16
	=====	=====

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

* Restated for the March 1999 merger with Rubbermaid Incorporated and the May 1998 merger with Calphalon, both of which were accounted for as poolings of interests.

This schedule contains summary financial information extracted from the Newell Rubbermaid Inc. and Subsidiaries Consolidated Balance Sheets and Statements of Income and is qualified in its entirety by reference to such financial statements.

1,000	
	9-MOS
DEC-31-1999	
	SEP-30-1999
	33,982
	0
	1,207,536
	(40,894)
	1,037,793
	2,539,462
	2,887,915
	(1,405,653)
	6,298,974
1,414,603	
	1,361,990
500,000	
	0
	281,976
6,298,974	2,411,987
	4,722,987
1,288,684	
	3,434,303
	4,522,863
	86,635
	9,170
	75,713
	113,489
	89,697
23,792	
	0
	0
	0
	23,792
	0.08
	0.08

Allowances for doubtful accounts are reported as contra accounts to accounts receivable. The corporate reserve for bad debts is a percentage of trade receivables based on the bad debts experienced in one or more past years, general economic conditions, the age of the receivables and other factors that indicate the element of uncollectibility in the receivables outstanding at the end of the period.

See notes to consolidated financial statements.

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, 1998 and in subsequent filings 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 may relate to information or assumptions about sales, income, earnings per share, return on equity, capital expenditures, dividends, capital structure, free cash flow, debt to capitalization ratios, interest rates, internal growth rates, Euro conversion plans and related risks, Year 2000 plans and related risks, pending legal proceedings and claims (including environmental matters), future economic performance, 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," "expect," "should" or similar statements. You should understand that forward-looking statements are not guarantees since 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 set forth generally in the 1998 Form 10-K and the 1999 Forms 10-Q and the documents that are incorporated by reference therein could cause actual results to differ. In addition, there can be no assurance that:

- we have correctly identified and assessed all of the factors affecting the Company; or
- the publicity available and other information with respect to these factors is complete or correct.

RETAIL ECONOMY

Our business depends on the strength of the retail economies in various parts of the world, primarily in the U.S. and to a lesser extent in:

- Europe, including the Middle East and Africa;
- Latin America; including Mexico and Central America;
- Canada; and
- Asia, including Australia and New Zealand.

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These retail economies are affected by such factors as consumer demand, the condition of the consumer products retail industry and weather conditions. In recent years, the consumer products retail industry has been characterized by intense competition and consolidation among both product suppliers and retailers.

NATURE OF THE MARKETPLACE

We compete with numerous other manufacturers and distributors of consumer products, many of which are large and well-established. In addition, our principal customers are volume purchasers, many of which are much larger than us and have strong bargaining power with suppliers, which limits our ability to recover cost increases through increased selling prices. The rapid growth of large mass merchandisers, such as discount stores, warehouse clubs, home centers and office superstores, together with changes in consumer shopping patterns, have contributed to a significant consolidation of the consumer product retail industry and the formulation of dominant multi-category retailers. Other trends among retailers are to require manufacturers to supply innovative new products, maintain or reduce product prices or deliver products with shorter lead times, or for the retailer to import generic products directly from foreign sources. The combination of these market influences has created an intensely competitive environment in which our principal customers continuously evaluate which product suppliers to use, resulting in pricing pressures and the need for ongoing improvements in customer service.

GROWTH BY ACQUISITION

The acquisition of companies that sell branded, staple consumer product lines to volume purchasers is one of the foundations of our growth strategy. Our ability to continue to make sufficient strategic acquisitions at reasonable prices and to integrate the acquired businesses within a reasonable period of time are important factors in

our future earnings growth.

FOREIGN OPERATIONS

Foreign operations, which include manufacturing in Canada, Mexico, Brazil, Colombia, Venezuela and many countries in Europe, and importing products from the Far East, increasingly are becoming important to our business. Foreign operations can be affected by factors such as currency devaluation, other currency fluctuations and the Euro currency conversion, tariffs, nationalization, exchange controls, interest rates, limitations on foreign investment in local business and other political, economic and regulatory risks and difficulties.

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INTEGRATION OF RUBBERMAID

Our merger with Rubbermaid incorporated was effective on March 24, 1999. After the merger, we commenced the process of integrating Rubbermaid's businesses into our businesses, making senior management changes at three of the five Rubbermaid divisions, administrative savings initiatives, operations savings initiatives and customer service/sales initiatives. Our ability to integrate these businesses successfully and to realize anticipated operating income improvements continues to be a challenge given the size of Rubbermaid and the differences in corporate culture. All of these issues are important factors in our future earnings growth.

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