ECOLAB INC
Form 10-Q
August 05, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2010

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File No. 1-9328

ECOLAB INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**41-0231510** (I.R.S. Employer Identification No.)
370 Wabasha Street N., St. Paul, Minnesota (Address of principal executive offices)	**55102** (Zip Code)

1-800-232-6522

(Registrant s telephone number, including area code)

(Not Applicable)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulations S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer x	Accelerated filer o
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of July 31, 2010.

233,303,576 shares of common stock, par value $1.00 per share.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

ECOLAB INC.

CONSOLIDATED STATEMENT OF INCOME

(millions, except per share)	Second Quarter Ended June 30 2010		Second Quarter Ended June 30 2009	
	(unaudited)			
Net sales	$	1,520.2	$	1,441.5
Cost of sales (including special charges of $0.1 in 2009)		750.0		725.1
Selling, general and administrative expenses		565.3		526.4
Special gains and charges		0.6		25.0
Operating income		204.3		165.0
Interest expense, net		15.0		15.2
Income before income taxes		189.3		149.8
Provision for income taxes		59.8		50.3
Net income including noncontrolling interest		129.5		99.5
Less: Net income attributable to noncontrolling interest		0.2		0.4
Net income attributable to Ecolab	$	129.3	$	99.1
Earnings attributable to Ecolab per common share				
Basic	$	0.55	$	0.42
Diluted	$	0.54	$	0.41
Dividends declared per common share	$	0.1550	$	0.1400
Weighted-average common shares outstanding				
Basic		233.4		236.5
Diluted		237.4		239.5

The accompanying notes are an integral part of the consolidated financial information.

ECOLAB INC.

CONSOLIDATED STATEMENT OF INCOME

(millions, except per share)	Six Months Ended June 30 2010 (unaudited)	2009
Net sales	$ 2,952.3	$ 2,789.7
Cost of sales (including special charges of $8.1 in 2009)	1,466.7	1,433.0
Selling, general and administrative expenses	1,123.4	1,042.7
Special gains and charges	4.1	51.5
Operating income	358.1	262.5
Interest expense, net	30.0	31.0
Income before income taxes	328.1	231.5
Provision for income taxes	102.9	74.3
Net income including noncontrolling interest	225.2	157.2
Less: Net income attributable to noncontrolling interest	0.4	0.7
Net income attributable to Ecolab	$ 224.8	$ 156.5
Earnings attributable to Ecolab per common share		
Basic	$ 0.96	$ 0.66
Diluted	$ 0.94	$ 0.65
Dividends declared per common share	$ 0.3100	$ 0.2800
Weighted-average common shares outstanding		
Basic	234.4	236.3
Diluted	238.1	239.1

The accompanying notes are an integral part of the consolidated financial information.

ECOLAB INC.

CONSOLIDATED BALANCE SHEET

(millions)	June 30 2010 (unaudited)	December 31 2009
ASSETS		
Current Assets		
Cash and cash equivalents	$ 121.3	$ 73.6
Accounts receivable, net	950.1	1,016.1
Inventories	441.3	493.4
Deferred income taxes	84.5	83.9
Other current assets	138.1	147.2
Total current assets	1,735.3	1,814.2
Property, plant and equipment, net	1,124.0	1,176.2
Goodwill	1,272.1	1,414.1
Other intangible assets, net	277.8	312.5
Other assets	254.6	303.9
Total assets	$ 4,663.8	$ 5,020.9

The accompanying notes are an integral part of the consolidated financial information.

(Continued)

ECOLAB INC.

CONSOLIDATED BALANCE SHEET (continued)

(millions)	June 30 2010 (unaudited)	December 31 2009
LIABILITIES AND EQUITY		
Current Liabilities		
Short-term debt	$ 326.7	$ 98.5
Accounts payable	324.0	360.9
Compensation and benefits	228.7	302.1
Income taxes	22.5	21.8
Other current liabilities	438.0	466.9
Total current liabilities	1,339.9	1,250.2
Long-term debt	637.0	868.8
Postretirement health care and pension benefits	566.0	603.7
Other liabilities	259.3	288.6
Equity (a)		
Common stock	331.2	329.8
Additional paid-in capital	1,232.7	1,179.3
Retained earnings	3,050.1	2,898.1
Accumulated other comprehensive loss	(380.6)	(232.9)
Treasury stock	(2,375.1)	(2,173.4)
Total Ecolab shareholders equity	1,858.3	2,000.9
Noncontrolling interest	3.3	8.7
Total equity	1,861.6	2,009.6
Total liabilities and equity	$ 4,663.8	$ 5,020.9

(a) Common stock, 400 million shares authorized, $1.00 par value per share, 233.5 million shares outstanding at June 30, 2010, 236.6 million shares outstanding at December 31, 2009.

The accompanying notes are an integral part of the consolidated financial information.

ECOLAB INC.

CONSOLIDATED STATEMENT OF CASH FLOWS

(millions, except per share)	Six Months Ended June 30 2010	Six Months Ended June 30 2009
	(unaudited)	
OPERATING ACTIVITIES		
Net income including noncontrolling interest	$ 225.2	$ 157.2
Adjustments to reconcile net income including noncontrolling interest to cash provided by operating activities:		
Depreciation and amortization	178.0	165.0
Deferred income taxes	(0.8)	3.8
Share-based compensation expense	14.2	14.9
Excess tax benefits from share-based payment arrangements	(6.9)	(1.2)
Pension and postretirement plan contributions	(12.7)	(63.2)
Pension and postretirement plan expense	44.7	41.1
Restructuring, net of cash paid		33.9
Other, net	7.5	5.7
Changes in operating assets and liabilities:		
Accounts receivable	(26.8)	53.6
Inventories	12.3	16.3
Other assets	(7.3)	(8.3)
Accounts payable	(9.4)	(32.5)
Other liabilities	(53.0)	(86.9)
Cash provided by operating activities	365.0	299.4

The accompanying notes are an integral part of the consolidated financial information.

(Continued)

ECOLAB INC.

CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(millions, except per share)	Six Months Ended June 30 2010 (unaudited)	2009
INVESTING ACTIVITIES		
Capital expenditures	$ (125.4)	$ (107.7)
Capitalized software expenditures	(21.1)	(17.3)
Property sold	1.4	1.0
Businesses acquired and investments in affiliates, net of cash acquired	(0.7)	(5.2)
Sale of business	10.0	0.3
Receipt from indemnification escrow	0.9	
Cash used for investing activities	(134.9)	(128.9)
FINANCING ACTIVITIES		
Net issuances (repayments) of commercial paper and notes payable	73.2	(99.5)
Long-term debt repayments	(3.3)	(3.5)
Reacquired shares	(202.0)	(0.4)
Cash dividends on common stock	(73.4)	(66.4)
Exercise of employee stock options	34.8	12.1
Excess tax benefits from share-based payment arrangements	6.9	1.2
Cash provided by (used for) financing activities	(163.8)	(156.5)
Effect of exchange rate changes on cash	(18.6)	2.0
INCREASE IN CASH AND CASH EQUIVALENTS	47.7	16.0
Cash and cash equivalents, beginning of period	73.6	66.7
Cash and cash equivalents, end of period	$ 121.3	$ 82.7

The accompanying notes are an integral part of the consolidated financial information.

ECOLAB INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Consolidated Financial Information

The unaudited consolidated financial information for the second quarter and six months ended June 30, 2010 and 2009, reflect, in the opinion of management, all adjustments necessary for a fair presentation of the financial position, results of operations and cash flows of Ecolab Inc. (the company) for the interim periods presented. The financial results for any interim period are not necessarily indicative of results for the full year. The consolidated balance sheet data as of December 31, 2009 was derived from the audited consolidated financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America. The unaudited consolidated financial information should be read in conjunction with the consolidated financial statements and notes thereto incorporated in the company s Annual Report on Form 10-K for the year ended December 31, 2009.

With respect to the unaudited financial information of the company for the second quarter and six months ended June 30, 2010 and 2009, included in this Form 10-Q, PricewaterhouseCoopers LLP reported that they have applied limited procedures in accordance with professional standards for a review of such information. Therefore, their separate report dated August 5, 2010 appearing herein, states that they did not audit and they do not express an opinion on that unaudited financial information. Accordingly, the degree of reliance on their report on such information should be restricted in light of the limited nature of the review procedures applied. PricewaterhouseCoopers LLP is not subject to the liability provisions of Section 11 of the Securities Act of 1933, as amended (the Act), for their report on the unaudited financial information because that report is not a report or a part of a registration statement prepared or certified by PricewaterhouseCoopers LLP within the meaning of Sections 7 and 11 of the Act.

2. Special Gains and Charges

Special gains and charges reported on the Consolidated Statement of Income include the following:

	Second Quarter Ended June 30		Six Months Ended June 30	
(millions)	**2010**	**2009**	**2010**	**2009**
Cost of sales				
Restructuring charges	$	$ 0.1	$	$ 8.1
Special gains and charges				
Restructuring charges		23.9		48.6
Venezuela currency devaluation			4.2	
Business structure and optimization	0.6	0.6	1.2	1.6
Business write-downs and closure			(1.0)	
Other items		0.5	(0.3)	1.3
Total	0.6	25.0	4.1	51.5
Total special gains and charges	$ 0.6	$ 25.1	$ 4.1	$ 59.6

Beginning in 2010, Venezuela has been designated hyper-inflationary and as such all foreign currency fluctuations are recorded in income. On January 8, 2010 the Venezuelan government devalued its currency (Bolivar Fuerte). As a result of the devaluation, the company recorded a charge in the first quarter of 2010 as shown in the table above due to remeasurement of the local balance sheet using the official rate of exchange for the Bolivar Fuerte.

ECOLAB INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

2. Special Gains and Charges (Continued)

As previously disclosed, in 2009, the company completed restructuring and other cost-saving actions in order to streamline operations and improve efficiency and effectiveness. The restructuring plan was finalized and all actions, except for certain cash payments, were completed as of December 31, 2009.

Changes to the restructuring liability accounts during 2009 and 2010 include the following:

(millions)	Employee Termination Costs	Disposals	Other	Total
Six Months Ended June 30, 2009:				
Recorded expense and accrual	$ 55.2	$ 0.6	$ 0.9	$ 56.7
Cash payments	(22.8)			(22.8)
Non-cash charges		(0.6)	(0.9)	(1.5)
Effect of foreign currency translation	1.2			1.2
Restructuring liability, June 30, 2009	$ 33.6	$	$	$ 33.6
Six Months Ended June 30, 2010:				
Restructuring liability December 31, 2009	$ 18.6	$	$ 1.4	$ 20.0
Cash payments	(11.6)		(1.0)	(12.6)
Effect of foreign currency translation	(0.6)			(0.6)
Restructuring liability, June 30, 2010	$ 6.4	$	$ 0.4	$ 6.8

Restructuring charges have been included as a component of both cost of sales and special gains and charges on the Consolidated Statement of Income. Amounts included as a component of cost of sales include asset write-downs and manufacturing related severance. Restructuring liabilities have been classified as a component of other current liabilities on the Consolidated Balance Sheet. The majority of the remaining accrued amount is expected to be paid in 2010.

Employee termination costs include personnel reductions and related costs for severance, benefits and outplacement services. Asset disposals include inventory and intangible asset write-downs related to the discontinuance of product lines which are not consistent with the company s long-term strategies. Other charges include one-time curtailment and settlement charges related to the company s International pension plans and U.S. postretirement health care benefits plan, and lease terminations.

For segment reporting purposes, special gains and charges are included in the Corporate segment, which is consistent with the company s internal management reporting.

ECOLAB INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

3. Selected Balance Sheet Information

(millions)		June 30 2010		December 31 2009
		(unaudited)		
Accounts receivable, net				
Accounts receivable	$	993.5	$	1,068.5
Allowance for doubtful accounts		(43.4)		(52.4)
Total	$	950.1	$	1,016.1
Inventories				
Finished goods	$	254.8	$	293.4
Raw materials and parts		208.8		222.9
Inventories at FIFO cost		463.6		516.3
Excess of FIFO cost over LIFO cost		(22.3)		(22.9)
Total	$	441.3	$	493.4
Property, plant and equipment, net				
Land	$	26.8	$	28.8
Buildings and improvements		270.4		281.0
Leasehold improvements		74.2		69.5
Machinery and equipment		672.5		718.0
Merchandising equipment		1,380.7		1,424.2
Capitalized software		310.2		236.6
Construction in progress		37.6		108.4
		2,772.4		2,866.5
Accumulated depreciation		(1,648.4)		(1,690.3)
Total	$	1,124.0	$	1,176.2
Other intangible assets, gross				
Customer relationships	$	254.2	$	296.0
Trademarks		112.0		115.7
Patents		76.7		74.8
Customer lists		5.6		5.6
Other intangibles		67.4		68.6
	$	515.9	$	560.7
Accumulated amortization				
Customer relationships	$	(141.8)	$	(157.7)
Trademarks		(40.5)		(39.4)
Patents		(25.3)		(22.5)
Customer lists		(5.5)		(5.5)
Other intangibles		(25.0)		(23.1)
Other intangible assets, net	$	277.8	$	312.5
Other assets				
Deferred income taxes	$	90.3	$	139.6
Pension		8.4		9.8
Other		155.9		154.5
Total	$	254.6	$	303.9

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ECOLAB INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

3. Selected Balance Sheet Information (Continued)

(millions)		June 30 2010 (unaudited)		December 31 2009
Short-term debt				
Commercial paper	$	121.4	$	74.4
Notes payable		48.0		16.2
Long-term debt, current maturities		157.3		7.9
Total	$	326.7	$	98.5
Other current liabilities				
Discounts and rebates	$	222.2	$	218.5
Dividends payable		36.2		36.8
Interest payable		17.3		9.6
Taxes payable, other than income		44.2		57.8
Foreign exchange contracts		2.9		5.7
Restructuring		6.8		20.0
Other		108.4		118.5
Total	$	438.0	$	466.9
Other liabilities				
Deferred income taxes	$	70.5	$	86.7
Income taxes payable - non-current		81.1		82.7
Other		107.7		119.2
Total	$	259.3	$	288.6
Accumulated other comprehensive loss				
Unrealized loss on financial instruments, net of tax	$	(1.1)	$	(3.7)
Unrecognized pension and postretirement benefit expense, net of tax		(402.1)		(426.1)
Cumulative translation, net of tax		22.6		196.9
Total	$	(380.6)	$	(232.9)

4. Interest

	Second Quarter Ended June 30				Six Months Ended June 30			
(millions)		2010		2009		2010		2009
Interest expense	$	16.1	$	16.9	$	32.4	$	34.7
Interest income		(1.1)		(1.7)		(2.4)		(3.7)
Interest expense, net	$	15.0	$	15.2	$	30.0	$	31.0

ECOLAB INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

5. Financial Instruments and Hedging Transactions

Fair Value of Financial Instruments

The company s financial instruments include cash and cash equivalents, accounts receivable, accounts payable, commercial paper, notes payable, foreign currency forward contracts and long-term debt. The carrying values of cash and cash equivalents, accounts receivable, accounts payable, commercial paper and notes payable approximate fair value because of their short maturities. The carrying values of foreign currency forward contracts is at fair value, which is determined based on foreign currency exchange rates as of the balance sheet date (level 2 - significant other observable inputs).

The carrying amount and the estimated fair value of long-term debt, including current maturities, held by the company were:

	June 30, 2010		December 31, 2009	
(millions)	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Long-term debt (including current maturities)	$ 794.3	$ 842.5	$ 876.7	$ 908.7

The fair value of long-term debt is based on quoted market prices for the same or similar debt instruments. The company has concluded that it does not have any amounts of financial instruments measured using the company s own assumptions of fair market value (level 3 - unobservable inputs).

Derivative Instruments and Hedging

The company uses foreign currency forward contracts, interest rate swaps and foreign currency debt to manage risks associated with foreign currency exchange rates, interest rates and net investments in foreign operations. The company records all derivatives as assets and liabilities on the balance sheet at fair value. Changes in fair value are recognized immediately in earnings unless the derivative qualifies and is designated as a hedge. The effective portion of changes in fair value of hedges are initially recognized in accumulated other comprehensive income (AOCI) on the Consolidated Balance Sheet. Amounts recorded in AOCI are reclassified into earnings in the same period or periods during which the hedged transactions affect earnings. The company evaluates hedge effectiveness at inception and on an ongoing basis. If a derivative is no longer expected to be effective, hedge accounting is discontinued. Hedge ineffectiveness, if any, is recorded in earnings.

The company does not hold derivative financial instruments of a speculative nature. The company is exposed to credit loss in the event of nonperformance of counterparties for foreign currency forward exchange contracts and interest rate swap agreements. The company monitors its exposure to credit risk by using credit approvals and credit limits and by selecting major international banks and financial institutions as counterparties. The company does not anticipate nonperformance by any of these counterparties.

ECOLAB INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

5. Financial Instruments and Hedging Transactions (Continued)

Derivatives Designated as Cash Flow Hedges

The company utilizes foreign currency forward contracts to hedge the effect of foreign currency exchange rate fluctuations on forecasted foreign currency transactions, including: sales, inventory purchases, and intercompany royalty and management fee payments. These forward contracts are designated as cash flow hedges. The effective portions of the changes in fair value of these contracts are recorded in AOCI until the hedged items affect earnings, at which time the gain or loss is reclassified into the same line item in the Consolidated Statement of Income as the underlying exposure being hedged. All hedged transactions are forecasted to occur within the next twelve months.

The company occasionally enters into interest rate swap contracts to manage interest rate exposures. In 2006 the company entered into and subsequently closed two forward starting swap contracts related to the issuance of its senior euro notes. The settlement payment was recorded in AOCI and is recognized in earnings as part of interest expense over the remaining life of the notes as the forecasted interest transactions occur.

Derivatives Not Designated as Hedging Instruments

The company also uses foreign currency forward contracts to offset its exposure to the change in value of certain foreign currency denominated assets and liabilities, primarily receivables and payables. Although the contracts are effective economic hedges, they are not designated as accounting hedges. Therefore, changes in the value of these derivatives are recognized immediately in earnings, thereby offsetting the current earnings effect of the related foreign currency denominated assets and liabilities.

The following table summarizes the fair value of the company s outstanding derivatives:

	Asset Derivatives		Liability Derivatives	
(millions)	June 30 2010	December 31 2009	June 30 2010	December 31 2009
Derivatives designated as hedging instruments				
Foreign currency forward contracts	$ 2.3	$ 0.9	$ 1.5	$ 4.1
Derivatives not designated as hedging instruments				
Foreign currency forward contracts	2.5	2.3	1.4	1.6

Total	$	4.8	$	3.2	$	2.9	$	5.7

The company had foreign currency forward exchange contracts with notional values that totaled approximately $409 million at June 30, 2010, and $356 million at December 31, 2009.

ECOLAB INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

5. Financial Instruments and Hedging Transactions (Continued)

The impact on AOCI and earnings from derivative contracts that qualified as cash flow hedges was as follows:

(millions)	Location	Second Quarter Ended June 30 2010	Second Quarter Ended June 30 2009	Six Months Ended June 30 2010	Six Months Ended June 30 2009
Unrealized gain (loss) recognized into AOCI (effective portion)					
Foreign currency forward contracts	AOCI (equity)	$ 1.1	$ (9.0)	$ 2.3	$ (2.8)
Gain (loss) reclassified from AOCI into income (effective portion)					
Foreign currency forward contracts	Sales	$ 0.3	$	$ 0.1	$
	Cost of sales	(1.3)	2.3	(3.0)	3.3
	SG&A	0.2	1.3	0.5	2.5
		(0.8)	3.6	(2.4)	5.8
Interest rate swap	Interest expense,net	(0.1)	(0.1)	(0.2)	(0.2)
		$ (0.9)	$ 3.5	$ (2.6)	$ 5.6

The impact on earnings from derivative contracts that are not designated as hedging instruments was as follows:

(millions)	Location	Second Quarter Ended June 30 2010	Second Quarter Ended June 30 2009	Six Months Ended June 30 2010	Six Months Ended June 30 2009
Gain (loss) recognized in income					
Foreign currency forward contracts	SG&A	$ 2.1	$ (1.4)	$ (4.0)	$ (0.9)
	Interest expense, net	(1.4)	(1.6)	(2.8)	(4.0)
		$ 0.7	$ (3.0)	$ (6.8)	$ (4.9)

The amounts recognized in earnings above offset the earnings impact of the related foreign currency denominated assets and liabilities.

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ECOLAB INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

5. Financial Instruments and Hedging Transactions (Continued)

Net Investment Hedge

The company designates its euro 300 million ($369 million as of June 30, 2010) senior notes and related accrued interest as a hedge of existing foreign currency exposures related to net investments the company has in certain Euro functional subsidiaries. Accordingly, the transaction gains and losses on the euronotes which are designated and effective as hedges of the company s net investments have been included as a component of the cumulative translation adjustment account. Total transaction gains and losses related to the euronotes charged to shareholders equity were as follows:

	Second Quarter Ended June 30		Six Months Ended June 30	
(millions)	**2010**	**2009**	**2010**	**2009**
Transaction gains (losses), net of tax	$ 24.7	$ (27.9)	$ 50.2	$ (27.8)

6. Comprehensive Income

	Second Quarter Ended June 30		Six Months Ended June 30	
(millions)	**2010**	**2009**	**2010**	**2009**
Net income including noncontrolling interest	$ 129.5	$ 99.5	$ 225.2	$ 157.2
Other comprehensive income (loss), net of tax				
Foreign currency translation	(84.0)	143.3	(174.3)	119.0
Derivative instruments	1.5	(7.8)	2.6	(7.1)
Pension and postretirement benefits	9.6	0.1	24.0	2.9
Total	(72.9)	135.6	(147.7)	114.8
Total comprehensive income, including noncontrolling interest	56.6	235.1	77.5	272.0
Less: Comprehensive income (loss) attributable to noncontrolling interest	0.3	0.7	(0.6)	0.8
Comprehensive income attributable to Ecolab	$ 56.3	$ 234.4	$ 78.1	$ 271.2

ECOLAB INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

7. Business Acquisitions and Dispositions

There were no acquisitions during the first six months of 2010. The company made an earnout payment in the second quarter related to a previous acquisition. The company sold a small joint venture in our international segment during the second quarter of 2010. The impact of this divestiture was not material. There were no material business disposals during the first six months of 2009.

In February 2009, the company acquired assets of the Stackhouse business of CORPAK Medsystems, Inc. Stackhouse is a leading developer, manufacturer and marketer of surgical helmets and smoke evacuators, primarily for use during orthopedic surgeries. The business, which has annual sales of approximately $4 million, became part of the company s U.S. Cleaning & Sanitizing operations during the first quarter of 2009.

Acquisitions in 2009 are not material to the company s consolidated financial statements; therefore pro forma financial information is not presented. The aggregate purchase price of acquisitions has been reduced for any cash or cash equivalents acquired with the acquisitions.

Based upon purchase price allocations, the components of the aggregate purchase prices of acquisitions and investments in affiliates made were as follows:

(millions)	Second Quarter Ended June 30 2010	Second Quarter Ended June 30 2009	Six Months Ended June 30 2010	Six Months Ended June 30 2009
Net tangible assets acquired	$	$	$	$ 2.3
Identifiable intangible assets				
Customer relationships		0.2		1.1
Patents				1.0
Other intangibles				
Total		0.2		2.1
Goodwill	0.7	0.5	0.7	0.8
Net cash paid for acquisitions	$ 0.7	$ 0.7	$ 0.7	$ 5.2

ECOLAB INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

7. Business Acquisitions and Dispositions (Continued)

The changes in the carrying amount of goodwill for each of the company s reportable segments during the first and second quarter of 2010 were as follows:

(millions)	Cleaning & Sanitizing	United States Other Services	Total	Int l	Total
December 31, 2009					
Goodwill	$ 446.8	$ 50.5	$ 497.3	$ 920.8	$ 1,418.1
Accumulated impairment loss(1)				(4.0)	(4.0)
Goodwill, net	446.8	50.5	497.3	916.8	1,414.1
Business disposals				(0.1)	(0.1)
Foreign currency translation				(71.8)	(71.8)
March 31, 2010	446.8	50.5	497.3	844.9	1,342.2
Business acquisitions	(0.2)		(0.2)	0.7	0.5
Business disposals				(2.4)	(2.4)
Foreign currency translation				(68.2)	(68.2)
June 30, 2010	446.6	50.5	497.1	775.0	1,272.1
Goodwill	446.6	50.5	497.1	779.0	1,276.1
Accumulated impairment loss(1)				(4.0)	(4.0)
Goodwill, net	$ 446.6	$ 50.5	$ 497.1	$ 775.0	$ 1,272.1

(1) Since adoption of FASB guidance for goodwill and other intangibles on January 1, 2002.

ECOLAB INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

8. Earnings Attributable to Ecolab Per Common Share

The computations of the basic and diluted earnings attributable to Ecolab per share amounts were as follows:

(millions, except per share)	Second Quarter Ended June 30 2010	Second Quarter Ended June 30 2009	Six Months Ended June 30 2010	Six Months Ended June 30 2009
Net income attributable to Ecolab	$ 129.3	$ 99.1	$ 224.8	$ 156.5
Weighted-average common shares outstanding				
Basic	233.4	236.5	234.4	236.3
Effect of dilutive stock options and awards	4.0	3.0	3.7	2.8
Diluted	237.4	239.5	238.1	239.1
Earnings attributable to Ecolab per common share				
Basic	$ 0.55	$ 0.42	$ 0.96	$ 0.66
Diluted	$ 0.54	$ 0.41	$ 0.94	$ 0.65
Anti-dilutive stock options and performance-based restricted stock units excluded from the computation of diluted shares	4.9	9.3	7.3	9.3
Unvested restricted stock awards excluded from the computation of basic shares	0.1	0.1	0.1	0.1

9. Pension and Postretirement Plans

The company is not required to make any contributions to its U.S. pension plan and postretirement health care benefits plan for 2010.

Certain international pension benefit plans are required to be funded in accordance with local government requirements. The company contributed $13 million to its international pension benefit plans during the first six months of 2010. The company currently estimates that it will contribute approximately $12 million more to the international pension benefit plans during the remainder of 2010.

ECOLAB INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

9. Pension and Postretirement Plans (Continued)

The components of net periodic pension and postretirement health care benefit costs for the second quarter ended June 30 are as follows:

	U.S. Pension		International Pension		U.S. Postretirement Health Care	
(millions)	2010	2009	2010	2009	2010	2009
Service cost	$ 12.7	$ 11.8	$ 4.3	$ 3.5	$ 0.5	$ 0.5
Interest cost on benefit obligation	15.6	14.8	6.0	6.5	2.2	2.4
Expected return on plan assets	(22.5)	(18.9)	(3.9)	(4.3)	(0.4)	(0.4)
Recognition of net actuarial loss	6.2	4.0	0.9	0.4	0.1	1.1
Amortization of prior service cost (benefit)	0.1	0.1	0.1	0.1	(0.1)	(1.5)
Curtailment and settlement (gain) loss				(0.1)		
	$ 12.1	$ 11.8	$ 7.4	$ 6.1	$ 2.3	$ 2.1

The components of net periodic pension and postretirement health care benefit costs for the six months ended June 30 are as follow:

	U.S. Pension		International Pension		U.S. Postretirement Health Care	
(millions)	2010	2009	2010	2009	2010	2009
Service cost	$ 25.4	$ 23.6	$ 9.2	$ 7.3	$ 1.0	$ 1.0
Interest cost on benefit obligation	31.2	29.6	12.9	12.4	4.4	4.8
Expected return on plan assets	(45.0)	(37.8)	(8.3)	(8.2)	(0.8)	(0.8)
Recognition of net actuarial loss	12.4	8.0	1.9	0.8	0.2	2.2
Amortization of prior service cost (benefit)	0.2	0.2	0.2	0.2	(0.2)	(3.0)
Curtailment and settlement (gain) loss				(0.1)		0.9
	$ 24.2	$ 23.6	$ 15.9	$ 12.4	$ 4.6	$ 5.1

ECOLAB INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

10. Operating Segments

Financial information for each of the company s reportable segments is as follows:

(millions)	Second Quarter Ended June 30 2010	Second Quarter Ended June 30 2009	Six Months Ended June 30 2010	Six Months Ended June 30 2009
Net Sales				
United States				
Cleaning & Sanitizing	$ 689.3	$ 671.1	$ 1,321.6	$ 1,294.0
Other Services	114.9	115.3	219.6	222.4
Total	804.2	786.4	1,541.2	1,516.4
International	749.6	716.7	1,449.2	1,400.2
Subtotal at fixed currency	1,553.8	1,503.1	2,990.4	2,916.6
Effect of foreign currency translation	(33.6)	(61.6)	(38.1)	(126.9)
Consolidated	$ 1,520.2	$ 1,441.5	$ 2,952.3	$ 2,789.7
Operating Income				
United States				
Cleaning & Sanitizing	$ 138.6	$ 126.3	$ 252.0	$ 228.9
Other Services	18.6	18.3	33.2	31.5
Total	157.2	144.6	285.2	260.4
International	55.1	57.8	92.3	83.2
Corporate	(6.9)	(31.7)	(18.8)	(70.8)
Subtotal at fixed currency	205.4	170.7	358.7	272.8
Effect of foreign currency translation	(1.1)	(5.7)	(0.6)	(10.3)
Consolidated	$ 204.3	$ 165.0	$ 358.1	$ 262.5

The International amounts included above are based on translation into U.S. dollars at the fixed currency exchange rates used by management for 2010.

Consistent with the company s internal management reporting, the Corporate segment includes special gains and charges reported on the Consolidated Statement of Income. The Corporate segment also includes investments in the development of business systems and other corporate investments the company is making as part of ongoing efforts to improve efficiency and returns.

ECOLAB INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

10. Operating Segments (Continued)

Total service revenue for the U.S. Other Services and International segments, at public exchange rates are as follows:

	Second Quarter Ended June 30				Six Months Ended June 30			
(millions)		**2010**		**2009**		**2010**		**2009**
U.S. Other Services	$	97.8	$	98.0	$	185.6	$	187.6
International		44.9		41.0		89.3		79.4

11. Goodwill and Other Intangible Assets

The company tests goodwill for impairment on an annual basis during the second quarter. If circumstances change significantly, the company would also test a reporting unit for impairment during interim periods between its annual tests. During the second quarter ended June 30, 2010, the company completed its annual test for goodwill impairment using a risk based approach. Using this approach, the company determined GCS Service required testing due to soft sales and continued operating losses. The company uses both a discounted cash flow analysis and market valuations, including similar company market multiples and comparable transactions, to assess fair value. The estimated fair value of the GCS business is based on a probability weighted-average of these various measures. Based on this analysis, it was determined that the fair value of the GCS Service reporting unit would have to decline by approximately 30% to indicate the potential for an impairment of their goodwill. Therefore, the company believes that the estimated fair value of the GCS Service reporting unit substantially exceeds its carrying value and no adjustment to the $43 million carrying value of goodwill is necessary. The key assumptions utilized in determining fair value are revenue growth rates, operating margins and factors that impact the company s weighted-average cost of capital, including interest rates. Of these factors, the fair value estimate is most sensitive to changes in revenue growth rates which could be adversely impacted by continued difficult economic conditions, uncertainty in the U.S. foodservice markets and the timing of adding new customers.

The straight-line method of amortization reflects an appropriate allocation of the cost of the intangible assets to earnings in proportion to the amount of economic benefits obtained by the company in each reporting period. Total amortization expense related to other intangible assets during the second quarters ended June 30, 2010 and 2009 was $9.9 million and $11.5 million, respectively. Total amortization expense related to other intangible assets during the first six months ended June 30, 2010 and 2009 was $20.2 million and $21.5 million, respectively. As of June 30, 2010, future estimated amortization expense related to amortizable other identifiable intangible assets will be:

(millions)		
2010 (Remainder: six-month period)	$	23
2011		42
2012		41
2013		38
2014		28

12. New Accounting Pronouncements

There were no new accounting pronouncements that were issued or became effective that have had or are expected to have a material impact on the company s consolidated financial statements.

ECOLAB INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

13. Commitments and Contingencies

The company and certain subsidiaries are party to various lawsuits, claims and environmental actions that have arisen in the ordinary course of business. These include antitrust, patent infringement, product liability and wage hour lawsuits, as well as possible obligations to investigate and mitigate the effects on the environment of the disposal or release of certain chemical substances at various sites, such as Superfund sites and other operating or closed facilities. Because litigation is inherently uncertain, and unfavorable rulings or developments could occur, there can be no certainty that the company may not ultimately incur charges in excess of presently recorded liabilities. A future adverse ruling, settlement or unfavorable development could result in future charges that could have a material adverse effect on the company s results of operations or cash flows in the period in which they are recorded. The company currently believes that such future charge, if any, would not have a material adverse effect on the company s consolidated financial position.

The company records liabilities where a contingent loss is probable and can be reasonably estimated. If the reasonable estimate of a probable loss is a range, the company records the most probable estimate of the loss or the minimum amount when no amount within the range is a better estimate than any other amount. The company discloses a contingent liability even if the liability is not probable or the amount is not estimable, or both, if there is a reasonable possibility that a material loss may have been incurred.

As previously disclosed, the company was a defendant in three wage hour lawsuits in the Southern District of New York, one of which had been certified for class-action status. The company agreed to the class certification of all three suits for settlement purposes only and entered into a settlement agreement which on May 11, 2010, received final approval by the court. On May 14, 2010, the company paid the full settlement amount, which had been fully accrued and which is not material to the company s consolidated results of operations or financial position, into a settlement fund in final settlement of these suits.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Directors

Ecolab Inc.

We have reviewed the accompanying consolidated balance sheet of Ecolab Inc. and its subsidiaries as of June 30, 2010 and the related consolidated statements of income for each of the three and six-month periods ended June 30, 2010 and 2009 and the consolidated statement of cash flows for the six-month periods ended June 30, 2010 and 2009. These interim financial statements are the responsibility of Ecolab s management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet as of December 31, 2009, and the related consolidated statements of income, of comprehensive income and changes in shareholders equity, and of cash flows for the year then ended (not presented herein), and in our report dated February 26, 2010, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet information as of December 31, 2009, is fairly stated in all material respects in relation to the consolidated balance sheet from which it has been derived.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

Minneapolis, Minnesota

August 5, 2010

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ECOLAB INC.

MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis provides information that we believe is useful in understanding our operating results, cash flows and financial condition. The discussion should be read in conjunction with both the unaudited consolidated financial information and related notes included in this Form 10-Q, and Management s Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended December 31, 2009. This discussion contains various Non-GAAP Financial Measures and also contains various Forward-Looking Statements within the meaning of the Private Securities Litigation Reform Act of 1995. We refer readers to the statements entitled Non-GAAP Financial Measures and Forward-Looking Statements located at the end of Part I of this report.

Overview of the Second Quarter Ended June 30, 2010 compared to the Second Quarter Ended June 30, 2009

We reported strong earnings growth for the second quarter of 2010. Sales increased, led by strong growth from Asia Pacific and Latin America. Cost savings actions and lower delivered product costs helped income and margins improve during the quarter.

Both 2010 and 2009 results of operations included special gains and charges, as well as discrete tax items which impact the year over year comparisons.

Sales Performance

- Consolidated net sales increased 5% to $1.5 billion. Net sales were favorably impacted by foreign currency exchange during the quarter. When measured in fixed rates of currency exchange, sales grew 3%.

- U.S. Cleaning & Sanitizing sales grew 3% to $689 million. Results were led by 6% sales growth for Kay, 5% growth for Healthcare, 3% growth for Food & Beverage and 2% growth for Institutional.

- U.S. Other Services sales were comparable to the prior year at $115 million. A 1% increase in GCS sales was offset by a 1% sales decrease at Pest Elimination.

- International sales, when measured in fixed rates of currency exchange, increased 5% to $750 million in the second quarter. Asia Pacific and Latin America both reported 9% sales growth for the quarter, at fixed rates. Europe/Middle East/Africa (EMEA) sales increased 4% and Canada sales were comparable to the prior year s second quarter, at fixed rates. When measured at public currency rates, International sales increased 9%.

Financial Performance

- Operating income increased 24% to $204 million. Excluding the impact of special gains and charges from both years, adjusted operating income increased 8% compared to the second quarter of 2009.

- Net income attributable to Ecolab increased 30% to $129 million. Excluding the impact of special gains and charges, and discrete tax items, adjusted net income attributable to Ecolab increased 10%.

- Diluted earnings per share attributable to Ecolab increased 32% to $0.54 for the second quarter of 2010 compared to $0.41 in the second quarter of 2009. Excluding the impact of special gains and charges, and discrete tax items, adjusted diluted earnings per share attributable to Ecolab increased 12% to $0.56 for the second quarter of 2010 compared to $0.50 in the second quarter of 2009.

Financial Performance (Continued)

- Our reported effective income tax rate was 31.6% for the second quarter of 2010 compared to 33.6% for the second quarter of 2009. Excluding the tax rate impact of special gains and charges, and discrete tax items, our adjusted effective income tax rate was 30.4% and 31.3% for the second quarter of 2010 and 2009, respectively.

Reconciliations of reported and adjusted amounts are provided on pages 27 - 28 of this report.

Results of Operations Second Quarter and Six Months Ended June 30, 2010

Net Sales

Consolidated net sales for the second quarter ended June 30, 2010 were $1.5 billion, an increase of 5% compared to last year. For the first six months of 2010, net sales increased 6% to $3.0 billion. When measured in fixed rates of currency exchange, sales increased 3% for both the second quarter and first six months of 2010. The components of the sales increase are shown below.

(percent)	**Second Quarter Ended June 30, 2010**	**Six Months Ended June 30, 2010**
Volume	2%	2%
Price changes	1	1
Foreign currency exchange	2	3
Acquisitions & divestitures		
Total sales increase	5%	6%

Gross Profit Margin

The gross profit margin (gross margin)(defined as the difference between net sales less cost of sales divided by net sales) was 50.7% and 49.7% for the second quarters of 2010 and 2009, respectively. Our gross margin for the first six months of 2010 and 2009 was 50.3% and 48.6%, respectively. Our gross margin increase for the second quarter and first six months of 2010 was driven by volume gains, pricing and favorable delivered product costs. Cost of sales in 2009 included restructuring charges of $0.1 million and $8.1 million for the second quarter and first six months of 2009, respectively, which reduced our gross margin last year.

Selling, General and Administrative Expense

Selling, general and administrative expenses as a percentage of consolidated net sales were 37.2% for the second quarter of 2010 compared to 36.5% in 2009. For the first six month periods, selling, general and administrative expenses were 38.1% of sales in 2010 and 37.4% in 2009. The increase in the ratio for the second quarter and first six months of 2010 was due to continued investments in our business, people and systems as well as other cost increases, which more than offset cost saving actions and leverage from sales gains. We continue to make key business investments in our sales and service force, information technology systems, R&D and in new markets and businesses.

<u>Special Gains and Charges</u>

Special gains and charges reported on the Consolidated Statement of Income included the following items:

(millions)	Second Quarter Ended June 30 2010	Second Quarter Ended June 30 2009	Six Months Ended June 30 2010	Six Months Ended June 30 2009
Cost of sales				
Restructuring charges	$	$ 0.1	$	$ 8.1
Special gains and charges				
Restructuring charges		23.9		48.6
Venezuela currency devaluation			4.2	
Business structure and optimization	0.6	0.6	1.2	1.6
Business write-downs and closure			(1.0)	
Other items		0.5	(0.3)	1.3
Total	0.6	25.0	4.1	51.5
Total special gains and charges	$ 0.6	$ 25.1	$ 4.1	$ 59.6

Beginning in 2010, Venezuela has been designated hyper-inflationary and as such all foreign currency fluctuations are recorded in income. On January 8, 2010 the Venezuelan government devalued its currency (Bolivar Fuerte). We are remeasuring the financial statements of our Venezuelan subsidiary using the official exchange rate of 4.30 Bolivars to U.S. dollar. As a result of the devaluation, we recorded a charge of $4.2 million in the first quarter of 2010 due to the remeasurement of the local balance sheet. We are unable to predict the ongoing currency gains and losses for the remeasurement of the balance sheet, but do not expect these gains and losses to have a material impact on our future consolidated results of operations or financial position.

In 2009 we undertook restructuring and other cost-saving actions in order to streamline operations and improve efficiency and effectiveness. We recorded restructuring expense of $24 million ($19 million after tax) or $0.08 per diluted share and $57 million ($40 million after tax) or $0.17 per diluted share during the second quarter and six months ended June 30, 2009, respectively. Restructuring expense on the Consolidated Statement of Income has been included both as a component of cost of sales and as a component of special gains and charges, as shown in the table above. Further details related to these restructuring expenses are included in Note 2.

Operating Income

(millions)	Second Quarter Ended June 30 2010	Second Quarter Ended June 30 2009	% Change	Six Months Ended June 30 2010	Six Months Ended June 30 2009	% Change
Reported GAAP operating income	$ 204.3	$ 165.0	24%	$ 358.1	$ 262.5	36%
Adjustments:						
Special gains and charges	0.6	25.1		4.1	59.6	
Non-GAAP adjusted operating income	$ 204.9	$ 190.1	8%	$ 362.2	$ 322.1	12%

Our reported operating income increase of 24% and 36% for the second quarter and first six months of 2010, respectively, was impacted by the year over year comparison of special gains and charges. On an adjusted basis, excluding special gains and charges, operating income increased 8% in the second quarter. Foreign currency exchange had a favorable impact on the second quarter. Adjusted fixed currency operating income increased 5% in the second quarter as volume gains, pricing, and favorable delivered product costs more than offset continued investment in the business and other costs in the quarter.

For the first six months of 2010, adjusted operating income, excluding special gains and charges, increased 12%. Foreign currency exchange had a favorable impact on year to date operating income. Adjusted fixed currency operating income increased 9% for the first six months of 2010 as volume gains, pricing, favorable delivered product costs, and savings from last year s restructuring more than offset continued investment in the business and other costs.

Interest Expense, Net

Net interest expense totaled $15.0 million in the second quarter of 2010, compared with $15.2 million in the second quarter of 2009. Net interest expense for the first six months of 2010 and 2009 was $30.0 million and $31.0 million, respectively. The decline in our net interest expense has been due to lower commercial paper borrowing rates combined with lower borrowing amounts as well as lower interest expense related to hedging activities, partially offset by lower interest income.

Provision for Income Taxes

The following table provides a summary of our reported tax rate:

(percent)	Second Quarter Ended June 30 2010	Second Quarter Ended June 30 2009	Six Months Ended June 30 2010	Six Months Ended June 30 2009
Reported GAAP tax rate	31.6%	33.6%	31.4%	32.1%

Tax rate impact of:				
Special gains and charges	(0.1)	(1.7)	(0.5)	(0.5)
Discrete tax items	(1.1)	(0.6)	(0.4)	(0.3)
Non-GAAP adjusted tax rate	30.4%	31.3%	30.5%	31.3%

Provision for Income Taxes (Continued)

The decrease in the 2010 adjusted effective tax rate compared to 2009 was due primarily to increased benefits from the domestic manufacturing deduction in the U.S. The reported tax rate for the second quarter and first six months of 2010 and 2009 included the tax impact of special gains and charges and discrete tax items which increased our reported tax rate.

Discrete tax expense for the second quarter and first six months of 2010 was $2.1 million and $1.3 million, respectively. The discrete tax items for the second quarter of 2010 primarily include a $2 million charge for the impact of international tax costs from optimizing our business structure. Discrete tax items for the first quarter of 2010 included a $5 million charge due to the passage of the U.S. Patient Protection and Affordable Care Law which changes the tax deductibility related to federal subsidies and resulted in a reduction of the value of the company s deferred tax assets related to the subsidies. This charge was offset by a $6 million tax benefit from the settlement of an international tax audit.

Discrete tax expense for the second quarter and first six months of 2009 was $0.9 million and $0.7 million, respectively.

Net Income Attributable to Ecolab

	Second Quarter Ended June 30			Six Months Ended June 30		
(millions)	**2010**	**2009**	**% Change**	**2010**	**2009**	**% Change**
Reported GAAP net income	$ 129.3	$ 99.1	30%	$ 224.8	$ 156.5	44%
Adjustments:						