

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

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2007

OR

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

For the transition period from to

Commission file number 1-225

KIMBERLY-CLARK CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

P. O. Box 619100, Dallas, Texas
(Address of principal executive offices)

39-0394230
(I.R.S. Employer
Identification No.)

75261-9100
(Zip Code)

Registrant's telephone number, including area code: (972) 281-1200

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock—\$1.25 Par Value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

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

The aggregate market value of the registrant's common stock held by non-affiliates on June 30, 2007 (based on the closing stock price on the New York Stock Exchange) on such date was approximately \$30.5 billion.

As of February 14, 2008, there were 420,257,274 shares of the Corporation's common stock outstanding.

Documents Incorporated By Reference

Certain information contained in the definitive Proxy Statement for the Corporation's Annual Meeting of Stockholders to be held on April 17, 2008 is incorporated by reference into Part III hereof.

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PART I

ITEM 1. BUSINESS

Kimberly-Clark Corporation was incorporated in Delaware in 1928. The Corporation is a global health and hygiene company focused on product innovation and building its personal care, consumer tissue, K-C Professional & Other and health care operations. The Corporation is principally engaged in the manufacturing and marketing of a wide range of health and hygiene products around the world. Most of these products are made from natural or synthetic fibers using advanced technologies in fibers, nonwovens and absorbency. As used in Items 1, 1A, 2, 3, 6, 7, 7A, 8 and 9A of this Form 10-K, the term “Corporation” refers to Kimberly-Clark Corporation and its consolidated subsidiaries. In the remainder of this Form 10-K, the terms “Kimberly-Clark” or “Corporation” refer only to Kimberly-Clark Corporation. For financial information by business segment and geographic area, and information about principal products and markets of the Corporation, reference is made to Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and to Item 8, Note 17 to the Consolidated Financial Statements.

Recent Developments

On July 23, 2007, the Corporation entered into an accelerated share repurchase agreement (the “ASR Agreement”) through which it purchased approximately 29.6 million shares of its common stock from Bank of America, N.A., at an initial purchase price of \$67.48 per share, or an aggregate of \$2 billion. On July 30, 2007, the Corporation issued \$2.1 billion of long-term notes and used a portion of the net proceeds from the sale of these notes to repay a short-term revolving credit agreement, under which the Corporation borrowed \$2 billion on July 27, 2007 to fund the settlement of the ASR Agreement. See Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and Item 8, Notes 4 and 8 to the Consolidated Financial Statements for a discussion of the ASR Agreement.

In July 2005, the Corporation authorized a multi-year plan to improve its competitive position by accelerating investments in targeted growth opportunities. A plan to streamline manufacturing and administrative operations, primarily in North America and Europe, was also initiated (the “Strategic Cost Reduction Plan”). See Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and Item 8, Note 2 to the Consolidated Financial Statements for a discussion of the Strategic Cost Reduction Plan.

During 2005, the Corporation repatriated approximately \$985 million of previously unremitted earnings of certain of its non-U.S. subsidiaries under the provisions of the American Jobs Creation Act of 2004. This Act provides, among other things, for a one-time deduction for certain foreign earnings that are repatriated to and reinvested in the U.S. As a result, the Corporation recorded income tax expense and a related income tax liability of approximately \$55.5 million in 2005.

On November 30, 2004, the Corporation distributed to its stockholders all of the outstanding shares of common stock of Neenah Paper, Inc. (“Neenah Paper”). Neenah Paper was formed in April 2004 to facilitate the spin-off of the Corporation’s U.S. fine paper and technical paper businesses and its Canadian pulp mills.

Description of the Corporation

The Corporation is organized into operating segments based on product groupings. These operating segments have been aggregated into four reportable global business segments: Personal Care; Consumer Tissue; K-C Professional & Other; and Health Care. The reportable segments were determined in accordance with how the Corporation’s executive managers develop and execute the Corporation’s global strategies to drive growth and profitability of the Corporation’s worldwide Personal Care, Consumer Tissue, K-C Professional & Other and Health Care operations. These strategies include global plans for branding and product positioning, technology, research and development programs, cost reductions including supply chain management, and capacity and capital investments for each of these businesses. The principal sources of revenue in each of our global business

PART I

(Continued)

segments are described below. Revenue, profit and total assets of each reportable segment are shown in Item 8, Note 17 to the Consolidated Financial Statements.

The Personal Care segment manufactures and markets disposable diapers, training and youth pants, and swimpants; baby wipes; feminine and incontinence care products; and related products. Products in this segment are primarily for household use and are sold under a variety of brand names, including Huggies, Pull-Ups, Little Swimmers, GoodNites, Kotex, Lightdays, Depend, Poise and other brand names.

The Consumer Tissue segment manufactures and markets facial and bathroom tissue, paper towels, napkins and related products for household use. Products in this segment are sold under the Kleenex, Scott, Cottonelle, Viva, Andrex, Scottex, Hakle, Page and other brand names.

The K-C Professional & Other segment manufactures and markets facial and bathroom tissue, paper towels, napkins, wipers and a range of safety products for the away-from-home marketplace. Products in this segment are sold under the Kimberly-Clark, Kleenex, Scott, WypAll, Kimtech, KleenGuard and Kimcare brand names.

The Health Care segment manufactures and markets disposable health care products such as surgical gowns, drapes, infection control products, sterilization wrap, face masks, exam gloves, respiratory products and other disposable medical products. Products in this segment are sold under the Kimberly-Clark, Ballard and other brand names.

Products for household use are sold directly, and through wholesalers, to supermarkets, mass merchandisers, drugstores, warehouse clubs, variety and department stores and other retail outlets. Products for away-from-home use are sold through distributors and directly to manufacturing, lodging, office building, food service, health care establishments and high volume public facilities. In addition, certain products are sold to converters.

In 2007, 2006 and 2005, sales to Wal-Mart Stores, Inc. were approximately 13 percent of net sales in each year.

Patents and Trademarks

The Corporation owns various patents and trademarks registered domestically and in many foreign countries. The Corporation considers the patents and trademarks which it owns and the trademarks under which it sells certain of its products to be material to its business. Consequently, the Corporation seeks patent and trademark protection by all available means, including registration.

Raw Materials

Superabsorbent materials are important components in disposable diapers, training and youth pants and incontinence care products. Polypropylene and other synthetics and chemicals are the primary raw materials for manufacturing nonwoven fabrics, which are used in disposable diapers, training and youth pants, wet wipes, feminine pads, incontinence and health care products, and away-from-home wipers.

Cellulose fiber, in the form of kraft pulp or fiber recycled from recovered waste paper, is the primary raw material for the Corporation's tissue products and is an important component in disposable diapers, training pants, feminine pads and incontinence care products.

Most recovered paper, synthetics, pulp and recycled fiber are purchased from third parties. The Corporation considers the supply of such raw materials to be adequate to meet the needs of its businesses. See Item 1A, "Risk Factors."

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(Continued)

Competition

The Corporation has several major competitors in most of its markets, some of which are larger and more diversified than the Corporation. The principal methods and elements of competition include brand recognition and loyalty, product innovation, quality and performance, price, and marketing and distribution capabilities. For additional discussion of the competitive environment in which the Corporation conducts its business, see Item 1A, "Risk Factors."

Research and Development

Research and development expenditures are directed toward new or improved personal care, tissue, wiping, and health care products and nonwoven materials. Consolidated research and development expense was \$276.8 million in 2007, \$301.2 million in 2006, and \$319.5 million in 2005.

Foreign Market Risks

The Corporation operates and markets its products globally, and its business strategy includes targeted growth in the developing and emerging markets. See Item 1A, "Risk Factors" for a discussion of foreign market risks that may affect the Corporation's financial results.

Environmental Matters

Total worldwide capital expenditures for voluntary environmental controls or controls necessary to comply with legal requirements relating to the protection of the environment at the Corporation's facilities are expected to be approximately \$23 million in 2008 and \$19 million in 2009. Of these amounts, approximately \$11 million in 2008 and \$4 million in 2009 are expected to be spent at facilities in the U.S. For facilities outside of the U.S., capital expenditures for environmental controls are expected to be approximately \$12 million in 2008 and \$15 million in 2009.

Total worldwide operating expenses for environmental compliance are expected to be approximately \$173 million in 2008 and \$168 million in 2009. Operating expenses for environmental compliance with respect to U.S. facilities are expected to be approximately \$79 million in both 2008 and 2009. Operating expenses for environmental compliance with respect to facilities outside the U.S. are expected to be approximately \$94 million in 2008 and \$89 million in 2009. Operating expenses include pollution control equipment operation and maintenance costs, governmental payments, and research and engineering costs.

Total environmental capital expenditures and operating expenses are not expected to have a material effect on the Corporation's total capital and operating expenditures, consolidated earnings or competitive position. However, current environmental spending estimates could be modified as a result of changes in the Corporation's plans, changes in legal requirements, including any requirements related to global climate change, or other factors.

Employees

In its worldwide consolidated operations, the Corporation had nearly 53,000 employees as of December 31, 2007.

Item 10 of this Form 10-K identifies executive officers of the Corporation and is incorporated herein by reference.

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(Continued)

Available Information

The Corporation makes available financial information, news releases and other information on the Corporation's website at www.kimberly-clark.com. There is a direct link from the website to the Corporation's Securities and Exchange Commission filings via the EDGAR database, where the Corporation's annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 are available free of charge as soon as reasonably practicable after the Corporation files such reports and amendments with, or furnishes them to, the Securities and Exchange Commission. Stockholders may also contact Stockholder Services, P.O. Box 612606, Dallas, Texas 75261-2606 or call 972-281-1522 to obtain a hard copy of these reports without charge.

ITEM 1A. RISK FACTORS

The following factors, as well as factors described elsewhere in this Form 10-K, or in other filings by the Corporation with the Securities and Exchange Commission, could adversely affect the Corporation's consolidated financial position, results of operations or cash flows. Other factors not presently known to us or that we presently believe are not material could also affect our business operations and financial results.

Significant increases in prices for raw materials, energy, transportation and other necessary supplies and services could adversely affect the Corporation's financial results.

Increases in the cost of and availability of raw materials, including pulp and petroleum-based materials, the cost of energy, transportation and other necessary services, supplier constraints, an inability to maintain favorable supplier arrangements and relations or an inability to avoid disruptions in production output caused by such events as natural disasters, power outages, labor strikes, and the like could have an adverse effect on the Corporation's financial results.

Cellulose fiber, in the form of kraft pulp or recycled fiber from recovered waste paper, is used extensively in the Corporation's tissue products and is subject to significant price fluctuations due to the cyclical nature of these fiber markets. Recycled fiber accounts for approximately 31 percent of the Corporation and its equity companies' overall fiber requirements.

Increases in pulp prices could adversely affect the Corporation's earnings if selling prices for its finished products are not adjusted or if such adjustments significantly trail the increases in pulp prices. On a worldwide basis, the Corporation supplies approximately 8 percent of its virgin fiber needs from internal pulp manufacturing operations. Derivative instruments have not been used to manage these risks.

A number of the Corporation's products, such as diapers, training and youth pants, incontinence care products, disposable wipes and various health care products, contain certain materials which are principally derived from petroleum. These materials are subject to price fluctuations based on changes in petroleum prices, availability and other factors. The Corporation purchases these materials from a number of suppliers. Significant increases in prices for these materials could adversely affect the Corporation's earnings if selling prices for its finished products are not adjusted or if adjustments significantly trail the increases in prices for these materials. Derivative instruments have not been used to manage these risks.

Although the Corporation believes that the supplies of raw materials needed to manufacture its products are adequate, global economic conditions, supplier capacity constraints and other factors could affect the availability of or prices for those raw materials.

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(Continued)

The Corporation's manufacturing operations utilize electricity, natural gas and petroleum-based fuels.

To ensure that it uses all forms of energy cost-effectively, the Corporation maintains ongoing energy efficiency improvement programs at all of its manufacturing sites. The Corporation's contracts with energy suppliers vary as to price, payment terms, quantities and duration. The Corporation's energy costs are also affected by various market factors including the availability of supplies of particular forms of energy, energy prices and local and national regulatory decisions. There can be no assurance that the Corporation will be fully protected against substantial changes in the price or availability of energy sources. Derivative instruments are used to hedge a substantial portion of natural gas price risk in accordance with the Corporation's risk management policy.

Increased pricing pressure and intense competition for sales of the Corporation's products could have an adverse effect on the Corporation's financial results.

The Corporation competes in intensely competitive markets against well-known, branded products and private label products both domestically and internationally. Inherent risks in the Corporation's competitive strategy include uncertainties concerning trade and consumer acceptance, the effects of consolidation within retailer and distribution channels, and competitive reaction. Some of the Corporation's major competitors have undergone consolidation, which could result in increased competition and alter the dynamics of the industry. Such consolidation may give competitors greater financial resources and greater market penetration and enable competitors to offer a wider variety of products and services at more competitive prices, which could adversely affect the Corporation's financial results. It may be necessary for the Corporation to lower prices on its products and increase spending on advertising and promotions, each of which could adversely affect the Corporation's financial results. In addition, the Corporation incurs substantial development and marketing costs in introducing new and improved products and technologies. The introduction of a new consumer product (whether improved or newly developed) usually requires substantial expenditures for advertising and marketing to gain recognition in the marketplace. If a product gains consumer acceptance, it normally requires continued advertising and promotional support to maintain its relative market position. Some of the Corporation's competitors are larger and have greater financial resources than the Corporation. These competitors may be able to spend more aggressively on advertising and promotional activities, introduce competing products more quickly and respond more effectively to changing business and economic conditions than the Corporation can. The Corporation's ability to develop new products is affected by whether it can develop and fund technological innovations, receive and maintain necessary patent and trademark protection and successfully anticipate consumer needs and preferences.

There is no guarantee that the Corporation will be successful in developing new and improved products and technologies necessary to compete successfully in the industry or that the Corporation will be successful in advertising, marketing and selling its products.

Changes in the policies of our retail trade customers and increasing dependence on key retailers in developed markets may adversely affect our business.

The Corporation's products are sold in a highly competitive global marketplace, which is experiencing increased concentration and the growing presence of large-format retailers and discounters. With the consolidation of retail trade, especially in developed markets such as the U.S. and Europe, the Corporation is increasingly dependent on key retailers, and some of these retailers, including large-format retailers, may have greater bargaining power than does the Corporation. They may use this leverage to demand higher trade discounts or allowances which could lead to reduced profitability. The Corporation may also be negatively affected by changes in the policies of its retail trade customers, such as inventory de-stocking, limitations on

PART I

(Continued)

access to shelf space, delisting of our products; additional requirements related to safety, environmental, social and other sustainability issues; and other conditions. If the Corporation loses a significant customer or if sales of its products to a significant customer materially decrease, the Corporation's business, financial condition and results of operations may be materially adversely affected.

There is no guarantee that the Corporation's efforts to reduce costs will be successful.

The Corporation began its Competitive Improvement Initiatives in the third quarter of 2005 to improve its competitive position by accelerating investments in targeted growth opportunities and streamlining manufacturing and administrative operations. See Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations." In addition, the Corporation anticipates cost savings to result from reducing material costs and manufacturing waste and realizing productivity gains and distribution efficiencies in each of its business segments. If the Corporation cannot successfully implement the strategic cost reductions included in its Competitive Improvement Initiatives or other cost savings plans, the Corporation may not realize all anticipated benefits. Any negative impact these initiatives have on the Corporation's relationships with employees or customers or any failure to generate the anticipated efficiencies and savings could adversely affect the Corporation's financial results.

The Corporation's sales may not occur as estimated.

There is no guarantee that the Corporation will be able to anticipate consumer preferences, estimate sales of new products, estimate changes in population characteristics and the acceptance of the Corporation's products in new markets and anticipate changes in technology and competitive responses. As a result, the Corporation may not be able to achieve anticipated sales.

The Corporation's international operations are subject to foreign market risks which may adversely affect the Corporation's financial results.

Because the Corporation and its equity companies have manufacturing facilities in 39 countries and their products are sold in more than 150 countries, the Corporation's results may be substantially affected by foreign market risks. The Corporation is subject to the impact of economic and political instability in developing countries.

The Corporation faces increased risks in its international operations, including fluctuations in currency exchange rates, adverse political and economic conditions, legal and regulatory constraints, tariffs and other trade barriers, difficulties in enforcing contractual and intellectual property rights, costs and difficulties in managing international operations and potentially adverse tax consequences. Each of these factors could adversely affect the Corporation's financial results.

In addition, intense competition in European personal care and tissue markets and the challenging economic, political and competitive environments in Latin America and developing countries in Eastern Europe and Asia may slow the Corporation's sales growth and earnings potential. The Corporation's success internationally also depends on its ability to acquire or to form successful business alliances, and there is no guarantee that the Corporation will be able to acquire or form such alliances. In addition, there can be no assurance that the Corporation's products will be accepted in any particular market. The Corporation is subject to the movement of various currencies against each other and versus the U.S. dollar. Exposures, arising from transactions and commitments denominated in non-local currencies, are systematically hedged through foreign currency forward and swap contracts.

PART I

(Continued)

Translation exposure for the Corporation with respect to foreign operations generally is not hedged. There can be no assurance that the Corporation will be fully protected against substantial foreign currency fluctuations.

The Corporation may acquire new product lines or businesses and may have difficulties integrating future acquisitions or may not realize anticipated benefits of acquisitions.

The Corporation may pursue acquisitions of new product lines or businesses. Acquisitions involve numerous risks, including difficulties in the assimilation of the operations, technologies, services and products of the acquired product lines or businesses, personnel turnover and the diversion of management's attention from other business concerns. We may be unable to identify suitable acquisition candidates or may be unable to successfully integrate and manage product lines or businesses that we may acquire in the future. In addition, we may be unable to achieve anticipated benefits or cost savings from future acquisitions in the timeframe we anticipate, or at all. Any inability by us to integrate and manage any acquired product lines or businesses in a timely and efficient manner, any inability to achieve anticipated cost savings or other anticipated benefits from these acquisitions in the time frame we anticipate or any unanticipated required increases in trade, promotional or capital spending could adversely affect our business, consolidated financial condition, results of operations or liquidity. Moreover, future acquisitions by us could result in our incurring substantial additional indebtedness, being exposed to contingent liabilities or incurring the impairment of goodwill and other intangible assets, all of which could adversely affect our financial condition, results of operations and liquidity.

Pending litigation and administrative actions could have an adverse effect on the Corporation.

There is no guarantee that the Corporation will be successful in defending itself in legal and administrative actions or in asserting its rights under various laws, including intellectual property laws. In addition, the Corporation could incur substantial costs in defending itself or in asserting its rights in such actions. The costs and other effects of pending litigation and administrative actions against the Corporation cannot be determined with certainty. Although management believes that no such proceedings will have a material adverse effect on the Corporation, there can be no assurance that the outcome of such proceedings will be as expected. See Item 3, "Legal Proceedings."

The Corporation obtains certain administrative services from third parties which previously were provided by employees of the Corporation. If the third-party service providers fail to satisfactorily perform their administrative services, our operations could be adversely impacted.

As part of the Corporation's Global Business Plan, a number of administrative functions have been transferred to third-party service providers. Those functions include certain: information technology; finance and accounting; sourcing and supply management; and human resources services. Although moving these administrative functions to third-party service providers is expected to improve certain capabilities and lower the Corporation's cost of operations, the Corporation could experience disruptions in the quality and timeliness of the services. Disruptions or delays at the third-party service providers due to regional economic, business, environmental, or political events, or information technology system failures or military actions could adversely impact the Corporation's operations, payments to the Corporation's vendors, employees, and others, and the Corporation's ability to report financial and management information on a timely and accurate basis.

PART I

(Continued)

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Management believes that the Corporation's and its equity affiliates' production facilities are suitable for their purpose and adequate to support their businesses. The extent of utilization of individual facilities varies, but they generally operate at or near capacity, except in certain instances such as when new products or technology are being introduced or when mills are being shut down.

The principal facilities of the Corporation (including the Corporation's equity companies) and the products or groups of products made at such facilities are as follows:

World Headquarters Location

Dallas, Texas

Operating Segments and Geographic Headquarters

Roswell, Georgia

Neenah, Wisconsin

Milsons Point, Australia

Seoul, Korea

Reigate, United Kingdom

Administrative Centers

Knoxville, Tennessee

Brighton, United Kingdom

Belen, Costa Rica

Worldwide Production and Service Facilities

United States

Alabama

Mobile—tissue products—(1) & (2)

Arizona

Tucson—health care products

Arkansas

Conway—feminine care and incontinence care products and nonwovens

Maumelle—wet wipes and nonwovens

California

Fullerton—tissue products—(1) & (2)

(1) Consumer Tissue

(2) K-C Professional & Other

PART I

(Continued)

Connecticut

New Milford—tissue products—(1)

Georgia

LaGrange—nonwovens

Kentucky

Owensboro—tissue products—(2)

Mississippi

Corinth—nonwovens, wipers and towels

North Carolina

Hendersonville—nonwovens

Lexington—nonwovens

Oklahoma

Jenks—tissue products—(1)

Pennsylvania

Chester—tissue products—(1)

South Carolina

Beech Island—diapers, wet wipes and tissue products—(1)

Tennessee

Loudon—tissue products—(2)

Texas

Del Rio—health care products

Paris—diapers and training, youth and swim pants

San Antonio—personal cleansing products and systems

Utah

Draper—health care products

Ogden—diapers

Washington

Everett—tissue products, wipers and pulp—(1) & (2)

Wisconsin

Marinette—tissue products and wipers—(1) & (2)

Neenah—feminine care, incontinence care products and nonwovens

(1) Consumer Tissue

(2) K-C Professional & Other

PART I

(Continued)

Outside the United States

Argentina

Bernal—tissue products—(1) & (2)

Pilar—feminine care and incontinence care products

San Luis—diapers

Australia

Albury—nonwovens

Ingleburn—diapers

Millicent—pulp and tissue products – (1) & (2)

Tantanoola—pulp

Bahrain

East Riffa—tissue products—(1), (2) & (3)

Bolivia

Santa Cruz—tissue products—(1) & (2)

Brazil

Correia Pinto—tissue products—(1)

Mogi das Cruzes—tissue products—(1) & (2)

Porto Alegre—feminine care products

Suzano—diapers, wet wipes and incontinence care products

Canada

Huntsville, Ontario—tissue products—(1)

China

Beijing—feminine care and adult care products

Guangzhou—tissue products—(1) & (2)

Nanjing—feminine care products

Shanghai—tissue products—(1) & (2)

Colombia

Barbosa—wipers, business and correspondence papers and notebooks—(2)

Puerto Tejada—tissue products—(1) & (2)

Tocancipa—diapers and feminine care products

Villa Rica—diapers and incontinence care products—(3)

Costa Rica

Belen—tissue products—(1) & (2)

Cartago—diapers and feminine care and incontinence care products

(1) Consumer Tissue

(2) K-C Professional & Other

(3) Equity company production facility

PART I

(Continued)

Czech Republic

Jaromer—diapers, youth and training pants and incontinence care products

Litovel—feminine care products

Dominican Republic

Santo Domingo—tissue products—(1)

Ecuador

Mapasingue—tissue products, diapers and feminine care products—(1) & (2)

El Salvador

Sitio del Niño – tissue products—(1) & (2)

France

Rouen—tissue products—(1)

Villey-Saint-Etienne—tissue products—(2)

Germany

Koblenz—tissue products—(2)

Reisholz—tissue products—(1)

Weinheim—health care products

Honduras

Villanueva—health care products

India

Pune—feminine care products and diapers—(3)

Indonesia

Jakarta—feminine care and tissue products—(1) & (2)

Israel

Afula—diapers and feminine care and incontinence care products

Hadera—tissue products—(1) & (2)

Nahariya—tissue products—(1) & (2)

Italy

Alanno—tissue products—(1)

Romagnano—tissue products—(1)

Korea

Anyang—feminine care products, diapers and tissue products—(1) & (2)

Kimcheon—tissue products and nonwovens—(1) & (2)

Taejon—feminine care products, diapers and nonwovens

(1) Consumer Tissue

(2) K-C Professional & Other

(3) Equity company production facility

PART I

(Continued)

Malaysia

Kluang—tissue and feminine care products—(1) & (2)

Mexico

Acuña—health care products

Bajío—tissue products—(1), (2) & (3)

Cuautitlán—feminine care products, diapers and nonwovens—(3)

Ecatepec—tissue products—(3)

Magdalena—health care products

Morelia—tissue products—(1) & (3)

Nogales—health care products

Orizaba—tissue products—(1), (2) & (3)

Ramos Arizpe—tissue products and diapers—(1), (2) & (3)

Texmelucan—tissue products—(2) & (3)

Tlaxcala—diapers, nonwovens and wet wipes—(3)

Peru

Puente Piedra—tissue products—(1) & (2)

Villa—diapers and feminine care and incontinence care products

Philippines

San Pedro, Laguna—feminine care products, diapers and tissue products—(1) & (2)

Poland

Klucze—tissue products—(1)

Saudi Arabia

Al-Khobar—diapers, feminine care and tissue products—(1), (2) & (3)

Singapore

Tuas—diapers

Slovak Republic

Piestany—health care products

South Africa

Cape Town—tissue and feminine care—(1) & (2)

Springs—tissue products and diapers—(1) & (2)

Spain

Aranguren—tissue products—(2)

Arceniega—tissue products and personal cleansing products and systems—(2)

Calatayud—diapers

(1) Consumer Tissue

(2) K-C Professional & Other

(3) Equity company production facility

PART I

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Salamanca—tissue products—(1)
Telde, Canary Islands—tissue products—(1)

Switzerland

Niederbipp—tissue products—(1)

Taiwan

Chung Li—tissue, feminine care products and diapers—(1) & (2)
Hsin-Ying—tissue products—(1) & (2)
Ta-Yuan—tissue products—(1) & (2)

Thailand

Hat Yai—disposable gloves
Pathumthani—feminine care and tissue products
Samut Prakarn—tissue products—(1) & (2)

Turkey

Istanbul—diapers

United Kingdom

Barrow—tissue products—(1)
Barton-upon-Humber—diapers and nonwovens
Flint—tissue products and nonwovens—(1) & (2)
Northfleet—tissue products—(1)

Venezuela

Guaicaipuro—tissue products and diapers—(1) & (2)

Vietnam

Binh Duong—feminine care products

(1) Consumer Tissue

(2) K-C Professional & Other

ITEM 3. LEGAL PROCEEDINGS

The Corporation is subject to federal, state and local environmental protection laws and regulations with respect to its business operations and is operating in compliance with, or taking action aimed at ensuring compliance with, such laws and regulations. The Corporation has been named a potentially responsible party under the provisions of the federal Comprehensive Environmental Response, Compensation and Liability Act, or analogous state statutes, at a number of waste disposal sites. In management's opinion, none of the Corporation's compliance obligations with environmental protection laws and regulations, individually or in the aggregate, is expected to have a material adverse effect on the Corporation's business, financial condition, results of operations or liquidity.

In May 2007, a wholly-owned subsidiary of the Corporation was served a summons in Pennsylvania state court by the Delaware County Regional Water Quality Authority ("Delcora"). Also in May 2007, Delcora initiated an administrative action against the Corporation. Delcora is a public agency that operates a sewerage

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system and a wastewater treatment facility serving industrial and municipal customers, including Kimberly-Clark's Chester Mill. Delcora also regulates the discharge of wastewater from the Chester Mill. Delcora has alleged in the summons and the administrative action that the Corporation underreported the quantity of effluent discharged to Delcora from the Chester Mill for several years due to an inaccurate effluent metering device and owes additional amounts. The Corporation's action for declaratory judgment in the Federal District Court for the Eastern District of Pennsylvania was dismissed in December 2007. The Corporation continues to believe that Delcora's allegations lack merit and intends to vigorously defend against Delcora's actions. In management's opinion, this matter is not expected to have a material adverse effect on the Corporation's business, financial condition, results of operations or liquidity.

The Corporation received a notice of violation from the Washington State Department of Ecology ("DOE") in October 2007 alleging a violation of certain Washington State environmental regulations at the Corporation's property in Everett, Washington. In December 2007, the DOE notified the Corporation of its intention to seek a penalty of \$235,000, based on the alleged violation. The Corporation believes that it has already corrected the alleged non-compliant activity.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to a vote of security holders during the fourth quarter of 2007.

PART II**ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

The dividend and market price data included in Item 8, Note 19 to the Consolidated Financial Statements is incorporated in this Item 5 by reference.

Quarterly dividends have been paid continually since 1935. Dividends are paid on or about the second business day of January, April, July and October. The Automatic Dividend Reinvestment service of Computershare Investor Services is available to Kimberly-Clark stockholders of record. The service makes it possible for Kimberly-Clark stockholders of record to have their dividends automatically reinvested in common stock and to make additional cash investments up to \$3,000 per quarter.

Kimberly-Clark common stock is listed on the New York Stock Exchange. The ticker symbol is KMB.

As of February 14, 2008, the Corporation had 30,458 holders of record of its common stock.

For information relating to securities authorized for issuance under equity compensation plans, see Part III, Item 12 of this Form 10-K.

The Corporation regularly repurchases shares of Kimberly-Clark common stock pursuant to publicly announced share repurchase programs. During 2007, the Corporation purchased \$2.8 billion worth of its common stock. The following table contains information for shares repurchased during the fourth quarter of 2007. None of the shares in this table were repurchased directly from any officer or director of the Corporation.

ISSUER PURCHASES OF EQUITY SECURITIES

<u>Period (2007)</u>	<u>Total Number of Shares Purchased^(a)</u>	<u>Average Price Paid Per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</u>	<u>Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs</u>
October 1 to 31	1,392,000	\$ 69.95	5,534,411	44,465,589
November 1 to 30	1,281,000	68.97	6,815,411	43,184,589
December 1 to 31	1,199,000	69.25	8,014,411	41,985,589
Total	<u>3,872,000</u>			

(a) All share repurchases between October 1, 2007 and December 31, 2007 were made pursuant to a share repurchase program authorized by the Corporation's Board of Directors on July 23, 2007, which allows for the repurchase of 50 million shares in an amount not to exceed \$5.0 billion.

In addition, during November and December 2007, 3,606 shares at a cost of \$249,716 and 3,315 shares at a cost of \$232,953, respectively, were purchased from current or former employees in connection with the exercise of employee stock options and other awards. No such shares were purchased during October 2007.

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ITEM 6. SELECTED FINANCIAL DATA

	Year Ended December 31				
	2007	2006	2005 ^(b)	2004 ^(c)	2003 ^(c)
	(Millions of dollars, except per share amounts)				
Net Sales	\$ 18,266.0	\$ 16,746.9	\$ 15,902.6	\$ 15,083.2	\$ 14,026.3
Gross Profit	5,703.9	5,082.1	5,075.2	5,068.5	4,794.4
Operating Profit	2,616.4	2,101.5	2,310.6	2,506.4	2,331.6
Share of Net Income of Equity Companies	170.0	218.6 ^(a)	136.6	124.8	107.0
Income from:					
Continuing operations	1,822.9	1,499.5	1,580.6	1,770.4	1,643.6
Discontinued operations	—	—	—	29.8	50.6
Cumulative effect of accounting change	—	—	(12.3)	—	—
Net income	1,822.9	1,499.5	1,568.3	1,800.2	1,694.2
Per share basis:					
Basic					
Continuing operations	4.13	3.27	3.33	3.58	3.24
Discontinued operations	—	—	—	.06	.10
Cumulative effect of accounting change	—	—	(.03)	—	—
Net income	4.13	3.27	3.30	3.64	3.34
Diluted					
Continuing operations	4.09	3.25	3.31	3.55	3.23
Discontinued operations	—	—	—	.06	.10
Cumulative effect of accounting change	—	—	(.03)	—	—
Net income	4.09	3.25	3.28	3.61	3.33
Cash Dividends Per Share					
Declared	2.12	1.96	1.80	1.60	1.36
Paid	2.08	1.92	1.75	1.54	1.32
Total Assets	\$ 18,439.7	\$ 17,067.0	\$ 16,303.2	\$ 17,018.0	\$ 16,779.9
Long-Term Debt	4,393.9	2,276.0	2,594.7	2,298.0	2,733.7
Stockholders' Equity	5,223.7	6,097.4	5,558.2	6,629.5	6,766.3

(a) The Corporation's share of net income includes a gain of approximately \$46 million from the sale by Kimberly-Clark de Mexico, S.A.B. de C.V. of its pulp and paper business.

(b) In accordance with the requirements of Financial Accounting Standards Board Interpretation ("FIN") 47, *Accounting for Conditional Asset Retirement Obligations*, the Corporation recorded a pretax asset retirement obligation of \$23.6 million at December 31, 2005. The cumulative effect on income, net of related income tax effects, of recording the asset retirement obligation was \$12.3 million, or \$.03 per share. See Item 8, Note 1 to the Consolidated Financial Statements.

(c) Income statement data present the results of Neenah Paper's fine and technical papers businesses as discontinued operations since those businesses were spun-off in 2004.

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Introduction

This management's discussion and analysis of financial condition and results of operations ("MD&A") is intended to provide investors with an understanding of the Corporation's past performance, its financial condition and its prospects. The following will be discussed and analyzed:

- Overview of Business
- Overview of 2007 Results
- Results of Operations and Related Information
- Liquidity and Capital Resources
- Variable Interest Entities
- Critical Accounting Policies and Use of Estimates
- Legal Matters
- New Accounting Standards
- Business Outlook
- Forward-Looking Statements

Overview of Business

The Corporation is a global health and hygiene company with manufacturing facilities in 36 countries and its products are sold in more than 150 countries. The Corporation's products are sold under such well-known brands as Kleenex, Scott, Huggies, Pull-Ups, Kotex and Depend. The Corporation has four reportable global business segments: Personal Care; Consumer Tissue; K-C Professional & Other; and Health Care. These global business segments are described in greater detail in Item 8, Note 17 to the Consolidated Financial Statements.

In managing its global business, the Corporation's management believes that developing new and improved products, responding effectively to competitive challenges, obtaining and maintaining leading market shares, controlling costs, and managing currency and commodity risks are important to the long-term success of the Corporation. The discussion and analysis of results of operations and other related information will refer to these factors.

- **Product innovation**—Past results and future prospects depend in large part on product innovation. The Corporation relies on its ability to develop and introduce new or improved products to drive sales and volume growth and to achieve and/or maintain category leadership. In order to introduce new or improved products, the technology to support those products must be acquired or developed. Research and development expenditures are directed towards new or improved personal care, tissue and health care products and nonwoven materials.
- **Competitive environment**—Past results and future prospects are significantly affected by the competitive environment in which we operate. We experience intense competition for sales of our

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(Continued)

principal products in our major markets, both domestically and internationally. Our products compete with widely-advertised, well-known, branded products, as well as private label products, which are typically sold at lower prices. We have several major competitors in most of our markets, some of which are larger and more diversified. The principal methods and elements of competition include brand recognition and loyalty, product innovation, quality and performance, price, and marketing and distribution capabilities.

Aggressive competitive actions in 2006 and 2007 have required increased promotional spending to support new product introductions and enable competitive pricing in order to protect the position of the Corporation's products in the market. We expect competition to continue to be intense in 2008.

- **Market shares**—Achieving leading market shares in our principal products has been an important part of our past performance. We hold number 1 or 2 share positions in more than 80 countries. Achieving and maintaining leading market shares is important because of ongoing consolidation of retailers and the trend of leading merchandisers seeking to stock only the top competitive brands.
- **Cost controls**—To maintain our competitive position, we must control our manufacturing, distribution and other costs. We have achieved cost savings from reducing material costs and manufacturing waste and realizing productivity gains and distribution efficiencies in our business segments. Our ability to control costs can be affected by changes in the price of pulp, oil and other commodities we consume in our manufacturing processes. Our strategic investments in information systems and partnering with third-party providers of administrative services should also allow further cost savings through streamlining administrative activities.
- **Foreign currency and commodity risks**—As a multinational enterprise, we are exposed to changes in foreign currency exchange rates, and we are also exposed to changes in commodity prices. Our ability to effectively manage these risks can have a material impact on our results of operations.

Overview of 2007 Results

The Corporation experienced significant raw materials cost inflation in 2007, as well as continued competitive pressures.

- Net sales rose 9.1 percent.
 - Growth was driven by higher sales volumes, favorable currency effects, increased net selling prices and an improved product mix.
- Operating profit increased 24.5 percent and net income and diluted earnings per share increased 21.6 percent and 25.8 percent, respectively.
 - Higher net sales, lower charges for the strategic cost reduction plan of \$377 million and cost savings of about \$265 million overcame the effects of about \$350 million of cost inflation and a \$50 million increase in strategic marketing expense.
- Cash flow from operations was \$2.4 billion, a decrease of 5.8 percent.
 - The Corporation returned \$3.7 billion to shareholders through dividends and share repurchases.

Results of Operations and Related Information

This section contains a discussion and analysis of net sales, operating profit and other information relevant to an understanding of 2007 results of operations. This discussion and analysis compares 2007 results to 2006, and 2006 results to 2005. Each discussion focuses first on consolidated results, and then the results of each reportable business segment.

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Analysis of Consolidated Net Sales

By Business Segment

	Year Ended December 31		
	2007	2006	2005
	(Millions of dollars)		
Personal Care	\$ 7,562.7	\$ 6,740.9	\$ 6,287.4
Consumer Tissue	6,474.5	5,982.0	5,781.3
K-C Professional & Other	3,039.2	2,813.1	2,672.2
Health Care	1,206.8	1,237.4	1,149.6
Corporate & Other	40.7	32.3	31.4
Intersegment sales	(57.9)	(58.8)	(19.3)
Consolidated	<u>\$ 18,266.0</u>	<u>\$ 16,746.9</u>	<u>\$ 15,902.6</u>

By Geographic Area

	Year Ended December 31		
	2007	2006	2005
	(Millions of dollars)		
United States	\$ 9,875.6	\$ 9,405.6	\$ 9,093.1
Canada	568.8	538.0	516.4
Intergeographic sales	(252.3)	(249.2)	(254.7)
Total North America	10,192.1	9,694.4	9,354.8
Europe	3,469.4	3,153.4	3,072.8
Asia, Latin America and other	5,251.7	4,480.9	4,019.2
Intergeographic sales	(647.2)	(581.8)	(544.2)
Consolidated	<u>\$ 18,266.0</u>	<u>\$ 16,746.9</u>	<u>\$ 15,902.6</u>

Commentary:

2007 versus 2006

	Percent Change in Net Sales Versus Prior Year				
	Total Change	Changes Due To			
		Volume	Net Price	Currency	Mix/ Other
Consolidated	9.1	4	1	3	1
Personal Care	12.2	8	—	3	1
Consumer Tissue	8.2	1	2	4	1
K-C Professional & Other	8.0	3	1	3	1
Health Care	(2.5)	(5)	—	1	1

Consolidated net sales increased 9.1 percent from 2006. Sales volumes rose 4 percent, driven by growth in the personal care and K-C Professional & Other segments. Net selling prices increased 1 percent primarily on higher net selling prices for consumer tissue. Favorable currency effects, primarily in Europe, Australia and Brazil, and improved product mix added about 3 percent and 1 percent, respectively, to the increase.

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- Worldwide net sales of personal care products increased 12.2 percent due to higher sales volumes, favorable currency effects and improved product mix, while net selling prices remained about the same as last year. Each of the regions contributed to the increased sales volumes.

In North America, net sales increased nearly 8 percent primarily on the strength of increased sales volumes. Product innovations spurred volume growth, with a double-digit gain for Huggies baby wipes, high single-digit growth for Huggies diapers and mid single-digit increases for the Corporation's child care and incontinence care brands. Child care sales volumes benefited from the late third quarter introduction of GoodNites Sleep Boxers and Sleep Shorts, a unique offering in the youth pants category. Meanwhile, sales volumes of Kotex feminine care products were below year-ago levels. Net selling prices increased about 1 percent.

Net sales in Europe increased about 11 percent, principally due to favorable currency effects. Higher sales volumes of more than 2 percent were offset by lower net selling prices. The sales volume gains reflect higher sales of Huggies diapers and baby wipes across the region, including a more than 2 percent volume gain for Huggies diapers in the four core markets—United Kingdom, France, Italy and Spain. The lower net selling prices were due to meeting competitive promotional activity.

In the developing and emerging markets, net sales increased nearly 21 percent driven by a more than 13 percent increase in sales volumes. The growth in sales volumes was broad-based, with particular strength throughout most of Latin America and in South Korea, China and Russia. Favorable currency effects, primarily in Australia and Brazil, added about 6 percent to the higher net sales while net selling prices were about even with last year.
- Worldwide net sales of consumer tissue products increased 8.2 percent with about half the gain coming from favorable currency effects, primarily in Europe, Australia and Brazil. Higher net selling prices, principally in North America and the developing and emerging markets, added 2 percent to the higher net sales while higher sales volumes and favorable product mix each contributed about 1 percent.

In North America, net sales rose more than 5 percent due to nearly 3 percent higher sales volumes and about 2 percent higher net selling prices. Sales volumes for bathroom tissue and paper towels increased 5 percent and 4 percent, respectively, on growth for Scott bathroom tissue and Viva paper towels reflecting product improvements for these brands. Net selling prices were impacted by promotional activity, late in the year, in support of product upgrades, including the Corporation's improved Cottonelle bathroom tissue, as well as to support facial tissue in anticipation of a seasonal pick-up in sales volumes that had not yet occurred because of a weaker cold and flu season in the fourth quarter of 2007.

In Europe, net sales increased approximately 9 percent, principally due to favorable currency exchange rates. Improved product mix was negated by an overall sales volume decline of about 1 percent that resulted from the Corporation's 2006 decision to shed low-margin business following the sale or closure of certain facilities in the region. Sales volume increases for Andrex bathroom tissue and Kleenex facial tissue were not sufficient to offset the withdrawal from the low-margin business. Net selling prices remained about the same as in the prior year.

In the developing and emerging markets, net sales increased more than 12 percent. About half of the increase was due to favorable currency effects. Improved product mix of nearly 3 percent was tempered by lower sales volumes of slightly more than 1 percent. Net selling prices increased almost 5 percent as selling prices were raised during the year in most developing and emerging markets in response to higher raw material costs.
- Worldwide net sales of K-C Professional & Other products increased 8.0 percent. Sales volumes increased more than 3 percent with double-digit growth in Latin America and 4 percent higher sales

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(Continued)

volumes in North America led by advances for Kleenex, Scott and Cottonelle washroom brands and Kimtech and WypAll wiper brands. Higher net selling prices added about 1 percent to the increase in net sales and favorable currency effects contributed over 3 percent.

- Worldwide net sales of health care products declined about 2.5 percent. Improved product mix of about 1 percent and favorable currency effects of the same magnitude partially offset a decline in sales volumes of about 5 percent. The decrease in sales volumes was mainly attributable to a higher level of sales of face masks last year primarily due to avian flu preparedness and the impact of the Corporation's decision in the second half of 2006 to exit the latex exam glove business. During 2007, the Corporation made progress in transitioning customers and users from latex to its higher-margin, clinically-preferred nitrile gloves. Sales of exam gloves improved sequentially in the fourth quarter of 2007 versus the third quarter 2007 levels. Nevertheless, the growth in sales of nitrile gloves did not compensate for the drop-off in sales of latex gloves, due in part to supply constraints earlier in 2007 and competitive market conditions. In other areas of the business, sales of medical devices, particularly Ballard respiratory catheters, generated high single-digit improvement.

2006 versus 2005

	Percent Change in Net Sales Versus Prior Year				
	Total Change	Changes Due To			
		Volume	Net Price	Currency	Mix/Other
Consolidated	5.3	2	1	1	1
Personal Care	7.2	6	(1)	1	1
Consumer Tissue	3.5	(1)	3	1	1
K-C Professional & Other	5.3	1	2	1	1
Health Care	7.6	6	1	—	1

Consolidated net sales increased 5.3 percent from 2005. Sales volumes rose more than 2 percent, driven by growth in the personal care and health care segments. Net selling prices increased more than 1 percent, as higher net selling prices for consumer tissue were partially offset by lower net selling prices for personal care. Favorable currency effects, primarily in Korea and Brazil, and improved product mix each added about 1 percent.

- Worldwide net sales of personal care products increased 7.2 percent due to higher sales volumes, with each of the regions contributing to the increase, favorable currency effects and improved product mix, partially offset by lower net selling prices.

In North America, net sales increased about 4 percent principally resulting from higher sales volumes for disposable diapers, continued growth in child care products—GoodNites youth pants and Pull-Ups training pants—Huggies baby wipes and incontinence care products, partially offset by continued lower feminine care sales volumes. Lower net selling prices of about 1 percent due to competitive pressures were partially offset by a favorable Canadian dollar currency effect.

Net sales in Europe were even with the prior year as higher sales volumes were offset by lower net selling prices. Increased sales volumes, primarily for disposable diapers, were tempered by lower sales volumes for feminine care products.

In the developing and emerging markets, net sales grew 14 percent with each of the regions contributing to the increase. The overall increase was driven by more than 9 percent higher sales volumes reflecting double-digit growth in Latin America and the Middle East, Africa and Eastern Europe. Favorable product mix, led by results in Korea, and favorable currency effects, primarily in Korea and Brazil, each added about 2 percent to the net sales gain.

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- Worldwide net sales of consumer tissue products increased 3.5 percent primarily due to higher net selling prices in each geographic region.
In North America, net sales were nearly 4 percent higher principally due to increased net selling prices as the benefit of improved product mix was partially offset by lower sales volumes. The higher net selling prices resulted from price increases in February 2006 on bathroom tissue and towels, and a price increase in April 2006 for facial tissue. The price increases were tempered by higher promotional spending.
In Europe, net sales declined about 1 percent because higher net selling prices and favorable product mix did not offset lower sales volumes. The lower sales volumes were due, in part, to the strategy of exiting low margin businesses.
In the developing and emerging markets, net sales advanced about 9 percent. Sales volumes increased more than 1 percent, net selling prices rose nearly 4 percent and favorable product mix and currency each added nearly 2 percent. Each of the regions contributed to the higher net selling prices, and Korea and Brazil provided the most significant currency gains.
- Worldwide net sales of K-C Professional & Other products increased 5.3 percent due to 2 percent higher net selling prices, while sales volumes, favorable product mix and currency each added about 1 percent. North America led the higher net selling prices due to several contract price increases over the last two years.
- Worldwide net sales of health care products rose 7.6 percent on the strength of nearly 6 percent higher sales volumes. The sales volume growth reflects gains for face masks, sterilization wrap and the new Sterling Nitrile exam glove. Higher net selling prices and favorable product mix each contributed about 1 percent to the increase.

Analysis of Consolidated Operating Profit*By Business Segment*

	Year Ended December 31		
	2007	2006	2005
	(Millions of dollars)		
Personal Care	\$1,562.4	\$1,302.5	\$1,242.2
Consumer Tissue	702.4	772.6	805.8
K-C Professional & Other	478.2	472.1	472.8
Health Care	195.0	211.2	200.4
Other income and (expense), net	18.4	(32.3)	(27.2)
Corporate & Other	(340.0)	(624.6)	(383.4)
Consolidated	<u>\$2,616.4</u>	<u>\$2,101.5</u>	<u>\$2,310.6</u>

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By Geographic Area

	Year Ended December 31		
	2007	2006	2005
	(Millions of dollars)		
United States	\$1,852.6	\$1,856.2	\$1,973.5
Canada	157.2	142.8	107.7
Europe	258.1	211.1	165.9
Asia, Latin America and other	670.1	548.3	474.1
Other income and (expense), net	18.4	(32.3)	(27.2)
Corporate & Other	(340.0)	(624.6)	(383.4)
Consolidated	<u>\$2,616.4</u>	<u>\$2,101.5</u>	<u>\$2,310.6</u>

Note: Other income and (expense), net and Corporate & Other include the following amounts of pretax charges for the strategic cost reductions.

	2007	2006	2005
	(Millions of dollars)		
Other income and (expense), net	\$ 14.0	\$ (8.0)	\$ —
Corporate & Other	(121.2)	(476.4)	(228.6)

Commentary:

2007 versus 2006

	Percentage Change in Operating Profit Versus Prior Year						
	Total Change	Change Due To					
		Volume	Net Price	Raw Materials Cost	Energy and Distribution Expense	Currency	Other ^(a)
Consolidated	24.5	16	8	(16)	(4)	4	17 ^(b)
Personal Care	20.0	19	1	(8)	(2)	3	7
Consumer Tissue	(9.1)	6	16	(18)	(7)	2	(8)
K-C Professional & Other	1.3	8	6	(16)	(1)	2	2
Health Care	(7.7)	1	(2)	(6)	(4)	6	(3)

(a) Includes the benefit of cost savings achieved, net of higher marketing and general expenses.

(b) Charges for strategic cost reductions were \$377.2 million lower in 2007 than in 2006.

Consolidated operating profit increased \$514.9 million or 24.5 percent. Lower charges for the Strategic Cost Reduction Plan (the "Plan") increased operating profit by \$377.2 million. These charges, as discussed later in this MD&A and in Item 8, Note 2 to the Consolidated Financial Statements, are not included in the business segments. In addition, cost savings generated by the Plan totaled approximately \$105 million during 2007. Other factors affecting the comparison with 2006 were savings of nearly \$160 million for the Corporation's Focused On Reducing Costs Everywhere program, higher sales volumes and increased net selling prices. Partially offsetting these improvements were raw materials cost inflation of almost \$350 million, increased strategic marketing expenses of about \$50 million and higher general and administrative expenses. The increased general and administrative expenses were to a large extent in support of growth in the developing and emerging markets. Operating profit as a percent of net sales increased to 14.3 percent from 12.5 percent in 2006.

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- Operating profit for personal care products increased 20.0 percent. Cost savings and higher sales volumes more than offset raw materials cost inflation, the costs for product improvements and increased general and administrative expenses.

Operating profit in North America increased nearly 13 percent primarily on the strength of higher sales volumes. Cost savings and slightly higher net selling prices offset the effect of raw materials cost inflation. Increased operating profit in Europe was driven by cost savings and higher sales volumes, despite lower net selling prices. Operating profit in the developing and emerging markets increased more than 25 percent on sales volume growth and cost savings that more than offset increased marketing and general and administrative expenses.

- Operating profit for consumer tissue products decreased 9.1 percent as higher net selling prices and cost savings were more than offset by raw materials cost inflation, the costs for product improvements and higher manufacturing costs.

In North America, operating profit declined more than 15 percent because higher net selling prices were more than offset by raw materials cost inflation, primarily pulp costs, the costs of product improvements and higher manufacturing costs. Operating profit in Europe increased due to cost savings and favorable currency effects tempered by raw materials cost inflation and higher marketing and general and administrative expenses. In the developing and emerging markets, operating profit declined slightly as net selling price gains were more than offset by increased pulp costs, higher manufacturing costs and increased general and administrative expenses.

- Operating profit for K-C Professional & Other products increased 1.3 percent because higher sales volumes, increased net selling prices and cost savings were substantially negated by cost inflation for both virgin fiber and wastepaper.

- Operating profit for health care products decreased 7.7 percent as the benefits of cost savings and favorable currency effects were more than offset by raw materials cost inflation, primarily for nonwovens, and increased distribution and selling expenses.

Strategic Cost Reduction Plan

During 2007, the Corporation continued to make progress implementing the Strategic Cost Reduction Plan that supports the targeted growth initiatives announced in July 2005. As previously disclosed, management expects this plan to reduce costs by streamlining manufacturing and administrative operations, primarily in North America and Europe, creating a more competitive platform for growth and margin improvement.

Pretax charges totaling \$107.2 million, \$484.4 million and \$228.6 million for these cost reduction initiatives (\$61.4 million, \$345.0 million and \$167.6 million after tax) were recorded in 2007, 2006 and 2005, respectively. See Item 8, Note 2 to the Consolidated Financial Statements for the detail of the costs recorded by year.

Based on current estimates, the strategic cost reductions are expected to result in cumulative charges of approximately \$880 million to \$910 million before tax (\$610—\$630 million after tax) by the end of 2008. The change in estimate from the previous range of \$950 million to \$1.0 billion is primarily due to reduced severances because of higher attrition, as well as higher than anticipated proceeds from asset sales. The Corporation expects the Plan will yield anticipated annual pretax savings of at least \$350 million by 2009. Continuous productivity gains over the last several years along with investments in state-of-the-art manufacturing capacity are enabling the Corporation to consolidate production at fewer facilities. Cash costs related to the sale, closure or streamlining of operations, relocation of equipment, severance and other expenses are expected to account for approximately 35 percent of the charges. Noncash charges consist primarily of incremental depreciation and amortization and asset impairments and write-offs.

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By the end of 2008, management anticipates there will be a net workforce reduction of about 10 percent, or approximately 6,000 employees. As of December 31, 2007, a net workforce reduction of approximately 4,700 had occurred. Approximately 24 manufacturing facilities, or 17 percent of the Corporation's worldwide total, are expected to be sold, closed or streamlined. There is a particular focus on Europe, aimed at improving business results in the region. The Corporation intends to continue to consolidate and streamline manufacturing facilities, further improve operating efficiencies, and reduce selling, general and administrative expenses while reinvesting in key growth opportunities there. As of December 31, 2007, charges have been recorded related to the cost reduction initiatives for 23 facilities.

The strategic cost reductions are corporate decisions and are not included in the business segments' operating profit performance. See Item 8, Note 17 to the Consolidated Financial Statements for the 2007, 2006 and 2005 costs of the strategic cost reductions by business segment and geographic area.

Other income and (expense), net

Other income and (expense), net for 2007 includes a gain of \$16.4 million for the settlement of litigation related to prior years' operations in Latin America. Currency transaction losses included in this line item were about \$10 million lower in 2007 than in 2006. In addition, gains on dispositions of facilities in 2007, as part of the Strategic Cost Reduction Plan, were about \$14 million compared with costs of \$8 million in 2006.

Commentary:

2006 versus 2005

	Percentage Change in Operating Profit Versus Prior Year						Other ^(a)
	Total Change	Change Due To					
		Volume	Net Price	Raw Materials Cost	Energy and Distribution Expense	Currency	
Consolidated	(9.0)	7	9	(10)	(8)	2	(9) ^(b)
Personal Care	4.9	10	(5)	(7)	(2)	2	7
Consumer Tissue	(4.1)	(2)	23	(11)	(13)	—	(1)
K-C Professional & Other	(.1)	1	12	(7)	(7)	1	—
Health Care	5.4	18	4	(12)	(5)	—	—

(a) Includes the benefit of cost savings achieved, net of higher marketing and general expenses.

(b) Charges for strategic cost reductions were \$255.8 million higher in 2006 than in 2005.

Consolidated operating profit declined 9.0 percent or \$209.1 million. Primary factors that affected the comparison were approximately \$256 million of higher charges in 2006 for the Strategic Cost Reduction Plan that are not included in the business segments (as previously discussed in this MD&A and in Item 8, Note 2 to the Consolidated Financial Statements), cost inflation of about \$385 million and higher marketing, research and general expenses. Partially offsetting those factors were gross cost savings of about \$265 million, higher net selling prices and increased sales volumes. As discussed in Item 8, Note 6 to the Consolidated Financial Statements, effective January 1, 2006, the Corporation adopted Statement of Financial Accounting Standards ("SFAS") No. 123R, *Share-Based Payment* ("SFAS 123R"). Stock option expense, under the provisions of SFAS 123R, reduced 2006 operating profit by about \$35 million. Operating profit as a percent of net sales declined to 12.5 percent from 14.5 percent in 2005.

- Operating profit for personal care products increased 4.9 percent. Cost savings and higher sales volumes more than offset raw material cost inflation—primarily for polymer resins and superabsorbents—and lower net selling prices.

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Operating profit in North America was even with 2005 as higher sales volumes and cost savings were offset by lower net selling prices, materials cost inflation and higher manufacturing costs partly related to product improvements. In Europe, operating results improved due to higher sales volumes, cost savings and lower marketing, research and general expenses. Operating profit in the developing and emerging markets increased more than 10 percent primarily due to increased sales volumes and improved product mix, tempered by increased marketing expenses.

- Operating profit for consumer tissue products decreased 4.1 percent as higher net selling prices were more than offset by cost inflation, primarily for pulp, increased energy and distribution expenses and higher marketing, research and general expenses.

In North America, operating profit declined nearly 3 percent due to higher pulp, energy, distribution, manufacturing and start-up costs that more than offset higher net selling prices. Operating profit in Europe decreased as higher pulp and energy costs and increased manufacturing expenses more than offset higher net selling prices and cost savings. In the developing and emerging markets, operating profit declined as higher pulp, distribution and marketing, research and general expenses more than offset the increased net selling prices.

- Operating profit for K-C Professional & Other products declined .1 percent because higher pulp, energy and distribution costs and increased marketing, research and general expenses more than offset higher net selling prices and cost savings.
- Operating profit for health care products increased 5.4 percent. The higher sales volumes, favorable product mix and cost savings combined to more than offset raw materials inflation and higher general expenses.

Other income and (expense), net

Other income and (expense), net increased by \$5.1 million in 2006. While currency transaction losses were lower in 2006 than the prior year, 2005 included income of approximately \$22 million from an insurance claim for partial recovery of damages related to a fire in 2004 at a facility in Europe. Also included in 2006 are the previously mentioned costs of \$8.0 million for facilities disposed of as part of the strategic cost reduction plan.

Additional Income Statement Commentary

Synthetic Fuel Partnerships

As described in Item 8, Note 14 to the Consolidated Financial Statements, the Corporation owns minority interests in two synthetic fuel partnerships. Pretax losses from participation in these partnerships are reported as nonoperating expense in the Consolidated Income Statement. The lower level of losses in 2007 and 2006 compared with 2005 was primarily due to the partnerships reducing operations in anticipation of the phase-out of related income tax credits as the price of crude oil increased during both 2007 and 2006. The Corporation's income tax provision was reduced by \$80.5 million in 2007, compared with \$86.0 million in 2006 resulting from the income tax credits and tax benefits of these investments. The Corporation's income tax provision in 2006 was \$148.3 million higher as a result of decreased income tax credits and tax benefits compared with 2005. Diluted earnings per share benefited by \$.03 in 2007 compared with \$.04 and \$.12 in 2006 and 2005, respectively, from the synthetic fuel investments.

2007 versus 2006

- Interest expense increased principally due to a higher average level of debt. See Item 8, Note 4 to the Consolidated Financial Statements for detail on debt issued in the third quarter of 2007.

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- The Corporation's effective income tax rate was 23.1 percent for 2007 compared with 25.4 percent in 2006. The decrease for 2007 was primarily due to favorable settlements of tax issues related to prior years and the reversal of valuation allowances on deferred tax assets at certain majority-owned subsidiaries in Latin America based on a sustained improvement in the subsidiaries' operating results partially offset by lower foreign tax credit benefits in 2007.
- The Corporation's share of net income from equity companies decreased \$48.6 million primarily due to lower net income at Kimberly-Clark de Mexico, S.A.B. de C.V. ("KCM"). Included in 2006 results was a gain of \$45.6 million from the sale by KCM of its pulp and paper business. The remainder of the decline was due to lower operating profit at KCM as net sales growth did not overcome the effect of higher raw materials costs.
- Minority owners' share of subsidiaries net income increased \$33.3 million primarily due to the minority owners' share of the above-mentioned tax benefits at majority-owned subsidiaries.
- As a result of the Corporation's share repurchase program, including the Accelerated Share Repurchase ("ASR") program, the average number of common shares outstanding declined, which benefited 2007 net income by \$.14 per share. This benefit was mostly offset by the higher interest expense associated with the third quarter 2007 debt issuances that funded the ASR. See Item 8, Note 8 to the Consolidated Financial Statements for detail on the ASR.

2006 versus 2005

- Interest expense increased primarily due to higher average interest rates.
- The Corporation's effective tax rate was 25.4 percent in 2006 compared with 22.3 percent in 2005 primarily due to the reduced benefits from the synthetic fuel partnerships discussed above.
- The Corporation's share of net income of equity companies increased \$82.0 million including the \$45.6 million gain from the sale of KCM's pulp and paper business in the fourth quarter of 2006. The remainder of the increase was driven by continued double-digit profit growth for KCM's consumer business as well as lower currency transaction losses at KCM compared with 2005.
- Minority owners' share of subsidiaries' net income increased \$8.3 million primarily because of higher earnings of companies in the developing and emerging markets.
- As a result of the Corporation's share repurchase program, the average number of common shares outstanding declined, which benefited 2006 net income by \$.11 per share.

Liquidity and Capital Resources

	Year Ended December 31	
	2007	2006
	(Millions of dollars)	
Cash provided by operations	\$2,428.9	\$2,579.5
Capital spending	989.3	972.1
Acquisitions of businesses, net of cash acquired	15.7	99.6
Ratio of total debt and redeemable preferred securities to capital ^(a)	53.2%	40.3%
Pretax interest coverage—times	8.2	8.0

(a) Capital is total debt and redeemable preferred securities plus stockholders' equity and minority owners' interest in subsidiaries.

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Cash Flow Commentary:

Cash provided by operations decreased \$150.6 million in 2007 compared with 2006. Included in 2006 was a special dividend of \$123 million from KCM, and the balance of the decrease was primarily due to a higher investment in working capital.

Contractual Obligations:

The following table presents the Corporation's total contractual obligations for which cash flows are fixed or determinable.

	<u>Total</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013+</u>
	<u>(Millions of dollars)</u>						
Contractual obligations							
Long-term debt	\$ 4,635	\$ 241	\$ 70	\$ 488	\$ 9	\$ 405	\$ 3,422
Interest payments on long-term debt	3,099	263	251	236	220	220	1,909
Operating leases	577	126	102	79	65	52	153
Unconditional purchase obligations	2,351	721	599	511	123	109	288
Open purchase orders	1,420	1,420	—	—	—	—	—
Total contractual obligations	\$ 12,082	\$ 2,771	\$ 1,022	\$ 1,314	\$ 417	\$ 786	\$ 5,772

Obligations Commentary:

- Projected interest payments for variable-rate debt were calculated based on the outstanding principal amounts and prevailing market rates as of December 31, 2007.
- The unconditional purchase obligations are for the purchase of raw materials, primarily pulp and utilities. Although the Corporation is primarily liable for payments on the above operating leases and unconditional purchase obligations, based on historic operating performance and forecasted future cash flows, management believes the Corporation's exposure to losses, if any, under these arrangements is not material.
- The open purchase orders displayed in the table represent amounts the Corporation anticipates will become payable within the next year for goods and services it has negotiated for delivery.

The above table does not include future payments that the Corporation will make for other postretirement benefit obligations. Those amounts are estimated using actuarial assumptions, including expected future service, to project the future obligations. Based upon those projections, the Corporation anticipates making annual payments for these obligations within a range from more than \$85 million in 2008 to more than \$100 million by 2017.

As of December 31, 2007, the Corporation has accrued income tax liabilities for uncertain tax positions. These liabilities have not been presented in the table above due to uncertainty as to amounts and timing regarding future payments.

Deferred taxes, minority owners' interests and payments related to pension plans are also not included in the table.

A consolidated financing subsidiary has issued two classes of redeemable preferred securities. The holder of the securities can elect to have the subsidiary redeem the first class in December 2011 and the second class in December 2014 and each 7-year anniversary thereafter. Management currently anticipates that these securities

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will not be redeemed at the next redemption dates, and therefore they are not included in the above table. In the event that the holder of the securities does elect to have its preferred securities redeemed at the next respective redemption date, the Corporation would be required to pay approximately \$500 million in 2011 and approximately \$500 million in 2014. See Item 8, Note 5 to the Consolidated Financial Statements for additional information regarding these securities.

Investing Commentary:

- During 2007, the Corporation's capital spending of \$989.3 million was within the long-term targeted range of 5 percent to 6 percent of net sales. Management believes that this capital spending target range is appropriate.
- During the first quarter of 2007, the Corporation acquired the remaining 50 percent interest in its Indonesian subsidiary, P.T. Kimberly-Lever Indonesia for \$15.7 million. See Item 8, Note 3 to the Consolidated Financial Statements for additional detail.

Financing Commentary:

- At December 31, 2007, total debt and redeemable preferred securities was \$6.5 billion compared with \$4.4 billion last year end.
- On July 23, 2007, the Corporation entered into an accelerated share repurchase agreement (the "ASR Agreement") through which it purchased approximately 29.6 million shares of its common stock from Bank of America, N.A., at an initial purchase price of \$67.48 per share, or an aggregate of \$2 billion. On July 30, 2007, the Corporation issued \$2.1 billion of long-term notes and used a portion of the net proceeds from the sale of these notes to repay a short-term revolving credit agreement, under which the Corporation borrowed \$2 billion on July 27, 2007 to fund the settlement of the ASR Agreement. See Item 8, Notes 4 and 8 to the Consolidated Financial Statements for a discussion of the ASR Agreement.
- In connection with the new long-term Notes described in Item 8, Note 4 to the Consolidated Financial Statements, on July 24, 2007, Standard & Poor's lowered the Corporation's senior unsecured debt rating to A+ with a negative outlook and Moody's Investor Services lowered its rating to A2 with a stable outlook. The Corporation's commercial paper rating was lowered by Standard & Poor's from A1+ to A1 while it remained unchanged at P1 by Moody's Investor Services.
- During the fourth quarter of 2006, the Corporation issued \$200 million of dealer remarketable securities that have a final maturity in 2016. These securities are classified as current portion of long-term debt as the result of the remarketing provisions of these debt instruments, which require that each year the securities either be remarketed by the dealer or repaid by the Corporation. During the fourth quarter of 2007, the Corporation remarketed these securities at an interest rate of 4.42 percent. The proceeds from the sale of the notes in 2006 were used for general corporate purposes and for the reduction of existing indebtedness, including portions of the Corporation's outstanding commercial paper program.
- At December 31, 2007, the Corporation had fixed-to-floating interest rate swap agreements related to a \$500 million 5.0% Note that matures on August 15, 2013.
- At December 31, 2006, the Corporation had a \$1.5 billion unused revolving credit facility that was scheduled to expire in June 2010. In September 2007, the Corporation renegotiated this facility, maintaining availability at \$1.5 billion with a feature that would allow for increasing this facility to \$2.0 billion. The previous lender participation structure was substantially unchanged and the cost of the facility was reduced. This facility, which expires in September 2012, remained unused at December 31, 2007. The Corporation anticipates that this facility will be renewed when it expires.

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- For the full year 2007, the Corporation repurchased 41.2 million shares of its common stock at a cost of approximately \$2.8 billion, including those in the ASR Agreement and approximately 3.9 million shares repurchased during the fourth quarter at a cost of approximately \$269 million. The monthly detail of share repurchases for the fourth quarter of 2007 is included in Part II, Item 5 of this Form 10-K.
- The Corporation has not experienced difficulty in issuing commercial paper in 2008 despite the current constrained credit environment in the United States (“U.S.”).

Management believes that the Corporation’s ability to generate cash from operations and its capacity to issue short-term and long-term debt are adequate to fund working capital, capital spending, payment of dividends, repurchases of common stock and other needs in the foreseeable future.

Variable Interest Entities

The Corporation has interests in the following financing and real estate entities and synthetic fuel partnerships described in Item 8, Notes 10, 11 and 14 to the Consolidated Financial Statements, all of which are subject to the requirements of Financial Accounting Standards Board Interpretation No. 46 (Revised December 2003), *Consolidation of Variable Interest Entities—an Interpretation of ARB 51* (“FIN 46R”).

Financing Entities

The Corporation holds a significant interest in two financing entities that were used to monetize long-term notes received from the sale of certain nonstrategic timberlands and related assets to nonaffiliated buyers. These transactions qualified for the installment method of accounting for income tax purposes and met the criteria for immediate profit recognition for financial reporting purposes contained in SFAS No. 66, *Accounting for Sales of Real Estate*. These sales involved notes receivable with an aggregate face value of \$617 million and a fair value of approximately \$593 million at the date of sale. The notes receivable are backed by irrevocable standby letters of credit issued by money center banks, which aggregated \$617 million at December 31, 2007.

Because the Corporation desired to monetize the \$617 million of notes receivable and continue the deferral of current income taxes on the gains, it transferred the notes received from the sales to noncontrolled financing entities. The Corporation has minority voting interests in each of the financing entities (collectively, the “Financing Entities”). The transfers of the notes and certain other assets to the Financing Entities were made at fair value, were accounted for as asset sales and resulted in no gain or loss. In conjunction with the transfer of the notes and other assets, the Financing Entities became obligated for \$617 million in third-party debt financing. A nonaffiliated financial institution has made substantive capital investments in each of the Financing Entities, has majority voting control over them and has substantive risks and rewards of ownership of the assets in the Financing Entities. The Corporation also contributed intercompany notes receivable aggregating \$662 million and intercompany preferred stock of \$50 million to the Financing Entities, which serve as secondary collateral for the third-party lending arrangements. In the unlikely event of default by both of the money center banks that provided the irrevocable standby letters of credit, the Corporation could experience a maximum loss of \$617 million under these arrangements.

The Corporation has not consolidated the Financing Entities because it is not the primary beneficiary of either entity. Rather, it will continue to account for its ownership interests in these entities using the equity method of accounting. The Corporation retains equity interests in the Financing Entities for which the legal right of offset exists against the intercompany notes. As a result, the intercompany notes payable have been offset against the Corporation’s equity interests in the Financing Entities for financial reporting purposes.

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See Item 8, Note 5 to the Consolidated Financial Statements for a description of the Corporation's Luxembourg-based financing subsidiary, which is consolidated because the Corporation is the primary beneficiary of the entity.

Real Estate Entities

The Corporation participates in the U.S. affordable housing and historic renovation real estate markets. Investments in these markets are encouraged by laws enacted by the U.S. Congress and related federal income tax rules and regulations. Accordingly, these investments generate income tax credits and tax losses that are used to reduce the Corporation's income tax liabilities. The Corporation invested in these markets through (i) partnership arrangements as a limited partner, (ii) limited liability companies as a nonmanaging member and (iii) investments in various funds in which the Corporation is one of many noncontrolling investors. These entities borrow money from third parties generally on a nonrecourse basis and invest in and own various real estate projects.

FIN 46R requires the Corporation to consolidate certain real estate entities because it is the primary beneficiary of them. The Corporation also consolidates certain other real estate entities pursuant to SFAS No. 94, *Consolidation of All Majority-Owned Subsidiaries*. The assets of these entities classified principally as property, plant and equipment on the Consolidated Balance Sheet at December 31, 2007, have a carrying amount aggregating \$166.4 million that serves as collateral for \$117.6 million of obligations of these ventures. Neither the creditors nor the other beneficial interest holders of these consolidated ventures have recourse to the general credit of the Corporation, except for \$22.2 million of permanent financing debt, which is guaranteed by the Corporation. As of December 31, 2007, the Corporation has earned income tax credits totaling approximately \$88.8 million on its consolidated real estate entities.

The Corporation accounts for its interests in its nonconsolidated real estate entities by the equity method of accounting or by the effective yield method, as appropriate, and has accounted for the related income tax credits and other tax benefits as a reduction in its income tax provision. As of December 31, 2007, the Corporation had net equity of \$14.3 million in its nonconsolidated real estate entities. The Corporation has earned income tax credits totaling approximately \$87.5 million on these nonconsolidated real estate entities. As of December 31, 2007, total permanent financing debt for the nonconsolidated entities was \$260.9 million. A total of \$21.7 million of the permanent financing debt is guaranteed by the Corporation and the remainder of this debt is secured solely by the properties and is nonrecourse to the Corporation. At December 31, 2007, the Corporation's maximum loss exposure for its nonconsolidated real estate entities is estimated to be \$53.5 million and is comprised of its net equity in these entities of \$14.3 million, its permanent financing guarantees of \$21.7 million, and the income tax credit recapture risk of \$17.5 million.

If the Corporation's investments in all of its real estate entities were to be disposed of at their carrying amounts, a portion of the tax credits may be recaptured and may result in a charge to earnings. As of December 31, 2007, this recapture risk is estimated to be \$41.8 million. The Corporation has no current intention of disposing of these investments during the recapture period, nor does it anticipate the need to do so in the foreseeable future in order to satisfy any anticipated liquidity need. Accordingly, the recapture risk is considered to be remote.

Critical Accounting Policies and Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of net sales and expenses during the

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reporting period. The critical accounting policies used by management in the preparation of the Corporation's Consolidated Financial Statements are those that are important both to the presentation of the Corporation's financial condition and results of operations and require significant judgments by management with regard to estimates used. The critical judgments by management relate to consumer and trade promotion and rebate accruals, pension and other postretirement benefits, retained insurable risks, useful lives for depreciation and amortization, future cash flows associated with impairment testing for goodwill and long-lived assets and for determining the primary beneficiary of variable interest entities, deferred income taxes and potential income tax assessments, and loss contingencies. The Corporation's critical accounting policies have been reviewed with the Audit Committee of the Board of Directors.

Promotion and Rebate Accruals

Among those factors affecting the accruals for promotions are estimates of the number of consumer coupons that will be redeemed and the type and number of activities within promotional programs between the Corporation and its trade customers. Rebate accruals are based on estimates of the quantity of products distributors have sold to specific customers. Generally, the estimates for consumer coupon costs are based on historical patterns of coupon redemption, influenced by judgments about current market conditions such as competitive activity in specific product categories. Estimates of trade promotion liabilities for promotional program costs incurred, but unpaid, are generally based on estimates of the quantity of customer sales, timing of promotional activities and forecasted costs for activities within the promotional programs. Settlement of these liabilities sometimes occurs in periods subsequent to the date of the promotion activity. Trade promotion programs include introductory marketing funds such as slotting fees, cooperative marketing programs, temporary price reductions, favorable end-of-aisle or in-store product displays and other activities conducted by the customers to promote the Corporation's products. Promotion accruals as of December 31, 2007 and 2006 were \$347.7 million and \$296.8 million, respectively. Rebate accruals as of December 31, 2007 and 2006 were \$252.7 million and \$214.5 million, respectively.

Pension and Other Postretirement Benefits

Pension Benefits

The Corporation and its subsidiaries in North America and the United Kingdom have defined benefit pension plans (the "Principal Plans") and/or defined contribution retirement plans covering substantially all regular employees. Certain other subsidiaries have defined benefit pension plans or, in certain countries, termination pay plans covering substantially all regular employees. The funding policy for the qualified defined benefit plans in North America and the defined benefit plans in the United Kingdom is to contribute assets to the higher of the accumulated benefit obligation ("ABO") or regulatory minimum requirements. Subject to regulatory requirements and tax deductibility limits, any funding shortfall will be eliminated over a reasonable number of years.

Nonqualified U.S. plans providing pension benefits in excess of limitations imposed by the U.S. income tax code are not funded. Funding for the remaining defined benefit plans outside the U.S. is based on legal requirements, tax considerations, investment opportunities, and customary business practices in such countries.

Consolidated pension expense for defined benefit pension plans was \$119.8 million in 2007 compared with \$166.9 million for 2006. Pension expense included incremental costs of about \$9 million and \$11 million in 2007 and 2006, respectively, for special pension benefits related to the strategic cost reductions. Pension expense is calculated based upon a number of actuarial assumptions applied to each of the defined benefit plans. The weighted-average expected long-term rate of return on pension fund assets used to calculate pension expense was

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8.27 percent in 2007 compared with 8.28 percent in 2006 and will be 8.23 percent in 2008. The expected long-term rate of return on pension fund assets was determined based on projected long-term returns of broad equity and bond indices. The U.S. plan's historical 15-year and 20-year compounded annual returns of 10.1 percent and 10.3 percent, respectively, which have been in excess of these broad equity and bond benchmark indices, were also considered. On average, the investment managers for each of the plans comprising the Principal Plans are anticipated to generate annual long-term rates of return of at least 8.4 percent. The expected long-term rate of return on the assets in the Principal Plans is based on an asset allocation assumption of about 70 percent with equity managers, with expected long-term rates of return of approximately 10 percent, and about 30 percent with fixed income managers, with an expected long-term rate of return of about 6 percent. Actual asset allocation is regularly reviewed and it is periodically rebalanced to the targeted allocation when considered appropriate. Long-term rate of return assumptions continue to be evaluated at least annually and are adjusted as necessary.

Pension expense is determined using the fair value of assets rather than a calculated value that averages gains and losses ("Calculated Value") over a period of years. Investment gains or losses represent the difference between the expected return calculated using the fair value of assets and the actual return based on the fair value of assets. The variance between actual and expected gains and losses on pension assets is recognized in pension expense more rapidly than it would be if a Calculated Value was used for plan assets. As of December 31, 2007, the Principal Plans had cumulative unrecognized investment losses and other actuarial losses of approximately \$1.1 billion. These unrecognized net losses may increase future pension expense if not offset by (i) actual investment returns that exceed the assumed investment returns, or (ii) other factors, including reduced pension liabilities arising from higher discount rates used to calculate pension obligations, or (iii) other actuarial gains, including whether such accumulated actuarial losses at each measurement date exceed the "corridor" determined under SFAS No. 87, *Employers' Accounting for Pensions*.

The discount (or settlement) rates used to determine the present values of the Corporation's future U.S. and Canadian pension obligations at December 31, 2007 were based on yield curves constructed from a portfolio of high quality corporate debt securities with maturities ranging from 1 year to 30 years. Each year's expected future benefit payments were discounted to their present value at the appropriate yield curve rate thereby generating the overall discount rates for the U.S. and Canadian pension obligations. For the U.K. plans, discount rates are established using a U.K. bond index comprised of high quality corporate debt securities with a duration approximately equal to the pension obligations. The weighted-average discount rate for the Principal Plans increased to 6.20 percent at December 31, 2007 from 5.71 percent at December 31, 2006.

Consolidated pension expense is estimated to approximate \$94 million in 2008. This estimate reflects the effect of the actuarial losses and is based on an expected weighted-average long-term rate of return on assets in the Principal Plans of 8.48 percent, a weighted-average discount rate for the Principal Plans of 6.20 percent and various other assumptions. Pension expense beyond 2008 will depend on future investment performance, the Corporation's contributions to the pension trusts, changes in discount rates and various other factors related to the covered employees in the plans.

If the expected long-term rates of return on assets for the Principal Plans were lowered by 0.25 percent, our annual pension expense would increase by approximately \$11 million. If the discount rate assumptions for these same plans were reduced by 0.25 percent, annual pension expense would increase by approximately \$13 million and the December 31, 2007 pension liability would increase by about \$157 million.

The fair value of the assets in the Corporation's defined benefit plans was \$4.7 billion and \$4.6 billion at December 31, 2007 and December 31, 2006, respectively. The projected benefit obligations of the defined benefit plans exceeded the fair value of plan assets by approximately \$0.8 billion and \$1.1 billion at December 31, 2007 and December 31, 2006, respectively. On a consolidated basis, the Corporation contributed about

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\$98 million to pension trusts in 2007 compared with \$132 million in 2006. In addition, the Corporation made direct benefit payments of \$14.8 million in 2007 compared to \$12.8 million in 2006. While the Corporation is not required to make a contribution in 2008 to the U.S. plan, the benefit of a contribution will be evaluated. The Corporation currently anticipates contributing about \$82 million to its pension plans outside the U.S. in 2008.

The discount rate used for each country's pension obligation is similar to the discount rate used for that country's other postretirement obligation. The discount rates displayed for the two types of obligations for the Corporation's consolidated operations may appear different due to the weighting used in the calculation of the two weighted-average discount rates.

Other Postretirement Benefits

Substantially all U.S. retirees and employees are covered by unfunded health care and life insurance benefit plans. Certain benefits are based on years of service and/or age at retirement. The plans are principally noncontributory for employees who were eligible to retire before 1993 and contributory for most employees who retire after 1992, except that the Corporation provides no subsidized benefits to most employees hired after 2003.

The Corporation made benefit payments of \$76.6 million in 2007 compared with \$75.8 million in 2006. The determination of the discount rates used to calculate the benefit obligations of the plans is discussed in the pension benefit section above. If the discount rate assumptions for these plans were reduced by 0.25 percent, 2008 other postretirement benefit expense would increase by approximately \$1 million and the December 31, 2007 benefit liability would increase by about \$19 million.

The health care cost trend rate is based on a combination of inputs including the Corporation's recent claims history and insights from external advisers regarding recent developments in the health care marketplace, as well as projections of future trends in the marketplace. The annual increase in the consolidated weighted-average health care cost trend rate is expected to be 8.44 percent in 2008, 7.46 percent in 2009 and to gradually decline to 5.21 percent in 2020 and thereafter. See Item 8, Note 7 to the Consolidated Financial Statements for disclosure of the effect of a one percentage point change in the health care cost trend rate.

Retained Insurable Risks

Selected insurable risks are retained, primarily those related to property damage, workers' compensation, and product, automobile and premises liability based upon historical loss patterns and management's judgment of cost effective risk retention. Accrued liabilities for incurred but not reported events, principally related to workers' compensation and automobile liability, are based upon undiscounted loss development factors.

Property and Depreciation

Estimating the useful lives of property, plant and equipment requires the exercise of management judgment, and actual lives may differ from these estimates. Changes to these initial useful life estimates are made when appropriate. Property, plant and equipment are tested for impairment in accordance with SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*, whenever events or changes in circumstances indicate that the carrying amounts of such long-lived assets may not be recoverable from future net pretax cash flows. Impairment testing requires significant management judgment including estimating the future success of product lines, future sales volumes, growth rates for selling prices and costs, alternative uses for the assets and estimated proceeds from disposal of the assets. Impairment testing is conducted at the lowest level where cash flows can be measured and are independent of cash flows of other assets. An asset impairment would be

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indicated if the sum of the expected future net pretax cash flows from the use of the asset (undiscounted and without interest charges) is less than the carrying amount of the asset. An impairment loss would be measured based on the difference between the fair value of the asset and its carrying amount. The determination of fair value is based on an expected present value technique in which multiple probability-weighted cash flow scenarios that reflect a range of possible outcomes and a risk-free rate of interest are used to estimate fair value.

The estimates and assumptions used in the impairment analysis are consistent with the business plans, including the Strategic Cost Reduction Plan, and estimates used to manage business operations and to make acquisition and divestiture decisions. The use of different assumptions would increase or decrease the estimated fair value of the asset and the impairment charge. Actual outcomes may differ from the estimates. For example, if the Corporation's products fail to achieve volume and pricing estimates or if market conditions change or other significant estimates are not realized, then revenue and cost forecasts may not be achieved, and additional impairment charges may be recognized.

Goodwill and Other Intangible Assets

The carrying amount of goodwill is tested annually as of the beginning of the fourth quarter and whenever events or circumstances indicate that impairment may have occurred. Impairment testing is performed in accordance with SFAS No. 142, *Goodwill and Other Intangible Assets*. Impairment testing is conducted at the operating segment level of the Corporation's businesses and is based on a discounted cash flow approach to determine the fair value of each operating segment. The determination of fair value requires significant management judgment including estimating future sales volumes, selling prices and costs, changes in working capital, investments in property and equipment and the selection of an appropriate discount rate. Sensitivities of these fair value estimates to changes in assumptions for sales volumes, selling prices and costs are also tested. If the carrying amount of an operating segment that contains goodwill exceeds fair value, a possible impairment would be indicated. If a possible impairment is indicated, the implied fair value of goodwill would be estimated by comparing the fair value of the net assets of the unit excluding goodwill to the total fair value of the unit. If the carrying amount of goodwill exceeds its implied fair value, an impairment charge would be recorded. Judgment is used in assessing whether goodwill should be tested more frequently for impairment than annually. Factors such as unexpected adverse economic conditions, competition, product changes and other external events may require more frequent assessments. The Corporation's annual goodwill impairment testing has been completed and it has been determined that its \$2.9 billion of goodwill is not impaired.

The Corporation has no intangible assets with indefinite useful lives. At December 31, 2007, the Corporation has other intangible assets with a gross carrying amount of approximately \$308 million and a net carrying amount of about \$132 million. These intangibles are being amortized over their estimated useful lives and are tested for impairment whenever events or circumstances indicate that impairment may have occurred. If the carrying amount of an intangible asset is not recoverable based on estimated future undiscounted cash flows, an impairment loss would be indicated. The amount of the impairment loss to be recorded would be based on the excess of the carrying amount of the intangible asset over its fair value (based on discounted future cash flows). Judgment is used in assessing whether the carrying amount of intangible assets is not expected to be recoverable over their estimated remaining useful lives. The factors considered are similar to those outlined in the goodwill impairment discussion above.

Primary Beneficiary Determination of Variable Interest Entities ("VIE")

The determination of the primary beneficiary of variable interest entities under FIN 46R requires estimating the probable future cash flows of each VIE using a computer simulation model and determining the variability of such cash flows and their present values. Estimating the probable future cash flows of each VIE requires the

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exercise of significant management judgment. The resulting present values are then allocated to the various participants in each VIE in accordance with their beneficial interests. The participant that is allocated the majority of the present value of the variability is the primary beneficiary and is required to consolidate the VIE under FIN 46R.

Deferred Income Taxes and Potential Assessments

As of December 31, 2007, the Corporation had recorded deferred tax assets related to income tax loss carryforwards, income tax credit carryforwards and capital loss carryforwards totaling \$718.0 million and had established valuation allowances against these deferred tax assets of \$304.5 million, thereby resulting in a net deferred tax asset of \$413.5 million. As of December 31, 2006, the net deferred tax asset was \$409.1 million. These carryforwards are primarily in non-U.S. taxing jurisdictions and in certain states in the U.S. Foreign tax credits earned in the U.S. in current and prior years, which cannot be used currently, also give rise to net deferred tax assets. In determining the valuation allowances to establish against these deferred tax assets, the Corporation considers many factors, including the specific taxing jurisdiction, the carryforward period, income tax strategies and forecasted earnings for the entities in each jurisdiction. A valuation allowance is recognized if, based on the weight of available evidence, the Corporation concludes that it is more likely than not that some portion or all of the deferred tax asset will not be realized.

As of December 31, 2007, in accordance with Accounting Principles Board (“APB”) Opinion No. 23, *Accounting for Income Taxes, Special Areas*, U.S. income taxes and foreign withholding taxes have not been provided on approximately \$4.4 billion of unremitted earnings of subsidiaries operating outside the U.S. These earnings are considered by management to be invested indefinitely. However, they would be subject to income tax if they were remitted as dividends, were lent to the Corporation or a U.S. affiliate, or if the Corporation were to sell its stock in the subsidiaries. It is not practicable to determine the amount of unrecognized deferred U.S. income tax liability on these unremitted earnings. We periodically determine whether our non-U.S. subsidiaries will invest their undistributed earnings indefinitely and reassess this determination as appropriate. See Item 8, Note 15 to the Consolidated Financial Statements for disclosure of previously unremitted earnings that were repatriated in 2005 under the provisions of the American Jobs Creation Act.

The Corporation accrues net liabilities for current income taxes for potential assessments, which at December 31, 2007 and January 1, 2007 were \$322.6 million and \$388.7 million, respectively. The accruals relate to uncertain tax positions in a variety of taxing jurisdictions and are based on what management believes will be the resolution of these positions, in accordance with the provisions of FIN 48, *Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement 109, Accounting for Income Taxes*. These liabilities may be affected by changing interpretations of laws, rulings by tax authorities, or the expiration of the statute of limitations. The Corporation’s U.S. federal income tax returns have been audited through 2003. IRS assessments of additional taxes have been paid through 2001. Refund actions are pending with the IRS Appeals Office for the years 2002 and 2003. Management currently believes that the ultimate resolution of these matters, individually or in the aggregate, will not have a material effect on the Corporation’s business, financial condition, results of operations or liquidity.

Loss Contingencies

The outcome of loss contingencies and legal proceedings and claims brought against the Corporation is subject to uncertainty. SFAS No. 5, *Accounting for Contingencies*, requires that an estimated loss contingency be accrued by a charge to earnings if it is probable that an asset has been impaired or a liability has been incurred and the amount can be reasonably estimated. Disclosure of the contingency is required if there is at least a reasonable possibility that a loss has been incurred. Determination of whether to accrue a loss requires evaluation

PART II

(Continued)

of the probability of an unfavorable outcome and the ability to make a reasonable estimate. Changes in these estimates could affect the timing and amount of accrual of loss contingencies.

Legal Matters

The Corporation has been named a potentially responsible party under the provisions of the federal Comprehensive Environmental Response, Compensation and Liability Act, or analogous state statutes, at a number of waste disposal sites, none of which, individually or in the aggregate, in management's opinion, is likely to have a material adverse effect on the Corporation's business, financial condition, results of operations or liquidity.

New Accounting Standards

See Item 8, Note 1 to the Consolidated Financial Statements for a description of new accounting standards and their anticipated effects on the Corporation's financial statements.

Business Outlook

Based on the strength of its business results throughout 2007, in the face of significant inflationary pressures, the Corporation is confident that it will continue to execute its Global Business Plan in 2008. The Corporation expects top-line growth in 2008, consistent with its long-term objectives as it builds on momentum in the personal care segment and developing and emerging markets and successfully drives its other targeted growth initiatives. The Corporation intends to continue to aggressively reduce costs and will strive to improve results in businesses that have been most significantly impacted by cost inflation. At the same time, the Corporation will invest more to further strengthen key capabilities in innovation, marketing and customer development—investments that will help it deliver sustainable growth. Finally, the Corporation will remain focused on increasing cash flow and deploying it in shareholder-friendly ways.

Forward-Looking Statements

Certain matters discussed in this Form 10-K or related documents, a portion of which are incorporated herein by reference, concerning, among other things, the business outlook, including new product introductions, cost savings, anticipated costs and benefits related to the Strategic Cost Reduction Plan, anticipated benefits from the ASR program, anticipated financial and operating results, strategies, contingencies and anticipated transactions of the Corporation, constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and are based upon management's expectations and beliefs concerning future events impacting the Corporation. There can be no assurance that these events will occur or that the Corporation's results will be as estimated.

The assumptions used as a basis for the forward-looking statements include many estimates that, among other things, depend on the achievement of future cost savings and projected volume increases. In addition, many factors outside the control of the Corporation, including the prices and availability of the Corporation's raw materials, potential competitive pressures on selling prices or advertising and promotion expenses for the Corporation's products, energy costs, and fluctuations in foreign currency exchange rates, as well as general economic conditions in the markets in which the Corporation does business, could impact the realization of such estimates.

The factors described under Item 1A, "Risk Factors" in this Form 10-K, or in our other Securities and Exchange Commission filings, among others, could cause the Corporation's future results to differ from those expressed in any forward-looking statements made by, or on behalf of, the Corporation. Other factors not presently known to us or that we presently consider immaterial could also affect our business operations and financial results.

PART II

(Continued)

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a multinational enterprise, the Corporation is exposed to risks such as changes in foreign currency exchange rates, interest rates and commodity prices. A variety of practices are employed to manage these risks, including operating and financing activities and, where deemed appropriate, the use of derivative instruments. Derivative instruments are used only for risk management purposes and not for speculation or trading. All foreign currency derivative instruments are either exchange traded or are entered into with major financial institutions. The Corporation's credit exposure under these arrangements is limited to agreements with a positive fair value at the reporting date. Credit risk with respect to the counterparties is considered minimal in view of the financial strength of the counterparties.

Presented below is a description of the Corporation's most significant risks (foreign currency risk and interest rate risk) together with a sensitivity analysis, performed annually, of each of these risks based on selected changes in market rates and prices. These analyses reflect management's view of changes which are reasonably possible to occur over a one-year period. Also included is a description of the Corporation's commodity price risk.

Foreign Currency Risk

Foreign currency risk is managed by the systematic use of foreign currency forward and swap contracts. The use of these instruments allows management of transactional exposure to exchange rate fluctuations because the gains or losses incurred on the derivative instruments will offset, in whole or in part, losses or gains on the underlying foreign currency exposure. Management does not foresee or expect any significant change in its foreign currency risk exposures or in the strategies it employs to manage them in the near future.

Foreign currency contracts and transactional exposures are sensitive to changes in foreign currency exchange rates. An annual test is performed to quantify the effects that possible changes in foreign currency exchange rates would have on annual operating profit based on the foreign currency contracts and transactional exposures of the Corporation and its foreign affiliates at the current year-end. The balance sheet effect is calculated by multiplying each affiliate's net monetary asset or liability position by a 10 percent change in the foreign currency exchange rate versus the U.S. dollar. The results of these sensitivity tests are presented in the following paragraphs.

As of December 31, 2007, a 10 percent unfavorable change in the exchange rate of the U.S. dollar against the prevailing market rates of foreign currencies involving balance sheet transactional exposures would have resulted in a net pretax loss of approximately \$34 million. These hypothetical losses on transactional exposures are based on the difference between the December 31, 2007 rates and the assumed rates. In the view of management, the above hypothetical losses resulting from these assumed changes in foreign currency exchange rates are not material to the Corporation's consolidated financial position, results of operations or cash flows.

The translation of the balance sheets of non-U.S. operations from local currencies into U.S. dollars is also sensitive to changes in foreign currency exchange rates. Consequently, an annual test is performed to determine if changes in currency exchange rates would have a significant effect on the translation of the balance sheets of non-U.S. operations into U.S. dollars. These translation gains or losses are recorded as unrealized translation adjustments ("UTA") within stockholders' equity. The hypothetical increase in UTA is calculated by multiplying the net assets of these non-U.S. operations by a 10 percent change in the currency exchange rates. The results of this sensitivity test are presented in the following paragraph.

As of December 31, 2007, a 10 percent unfavorable change in the exchange rate of the U.S. dollar against the prevailing market rates of the Corporation's foreign currency translation exposures would have reduced

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(Continued)

stockholders' equity by approximately \$563 million. These hypothetical adjustments in UTA are based on the difference between the December 31, 2007 exchange rates and the assumed rates. In the view of management, the above UTA adjustments resulting from these assumed changes in foreign currency exchange rates are not material to the Corporation's consolidated financial position.

Interest Rate Risk

Interest rate risk is managed through the maintenance of a portfolio of variable- and fixed-rate debt composed of short- and long-term instruments. The objective is to maintain a cost-effective mix that management deems appropriate. At December 31, 2007, the debt portfolio was composed of approximately 40 percent variable-rate debt and 60 percent fixed-rate debt. The strategy employed to manage exposure to interest rate fluctuations consists primarily of a mix of fixed and floating rate debt and is designed to balance the Corporation's cost of financing with its interest rate risk.

Two separate tests are performed to determine whether changes in interest rates would have a significant effect on the Corporation's financial position or future results of operations. Both tests are based on consolidated debt levels at the time of the test. The first test estimates the effect of interest rate changes on fixed-rate debt. Interest rate changes would result in gains or losses in the market value of fixed-rate debt due to differences between the current market interest rates and the rates governing these instruments. With respect to fixed-rate debt outstanding at December 31, 2007, a 10 percent decrease in interest rates would have increased the fair value of fixed-rate debt by about \$190 million. The second test estimates the potential effect on future pretax income that would result from increased interest rates applied to the Corporation's current level of variable-rate debt. With respect to commercial paper and other variable-rate debt, a 10 percent increase in interest rates would not have a material effect on the future results of operations or cash flows.

Commodity Price Risk

The Corporation is subject to commodity price risk, the most significant of which relates to the price of pulp. Selling prices of tissue products are influenced, in part, by the market price for pulp, which is determined by industry supply and demand. On a worldwide basis, the Corporation supplies approximately 8 percent of its virgin fiber needs from internal pulp manufacturing operations. As previously discussed under Item 1A, "Risk Factors," increases in pulp prices could adversely affect earnings if selling prices are not adjusted or if such adjustments significantly trail the increases in pulp prices. Derivative instruments have not been used to manage these risks.

The Corporation's energy, manufacturing and transportation costs are affected by various market factors including the availability of supplies of particular forms of energy, energy prices and local and national regulatory decisions. As previously discussed under Item 1A, "Risk Factors," there can be no assurance that the Corporation will be fully protected against substantial changes in the price or availability of energy sources. In addition, the Corporation is subject to price risk for utilities, primarily natural gas, which are used in its manufacturing operations. Derivative instruments are used to hedge a substantial portion of natural gas risk in accordance with the Corporation's risk management policy.

Management does not believe that these risks are material to the Corporation's business or its consolidated financial position, results of operations or cash flows.

PART II

(Continued)

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
CONSOLIDATED INCOME STATEMENT

	Year Ended December 31		
	2007	2006	2005
	(Millions of dollars, except per share amounts)		
Net Sales	\$ 18,266.0	\$ 16,746.9	\$ 15,902.6
Cost of products sold	<u>12,562.1</u>	11,664.8	10,827.4
Gross Profit	5,703.9	5,082.1	5,075.2
Marketing, research and general expenses	3,105.9	2,948.3	2,737.4
Other (income) and expense, net	<u>(18.4)</u>	32.3	27.2
Operating Profit	2,616.4	2,101.5	2,310.6
Nonoperating expense	<u>(66.9)</u>	(65.5)	(179.0)
Interest income	32.8	29.2	27.5
Interest expense	<u>(264.8)</u>	(220.3)	(190.2)
Income Before Income Taxes, Equity Interests and Cumulative Effect of Accounting Change	2,317.5	1,844.9	1,968.9
Provision for income taxes	<u>(536.5)</u>	(469.2)	(438.4)
Share of net income of equity companies	170.0	218.6	136.6
Minority owners' share of subsidiaries' net income	<u>(128.1)</u>	(94.8)	(86.5)
Income Before Cumulative Effect of Accounting Change	1,822.9	1,499.5	1,580.6
Cumulative effect of accounting change, net of income taxes	<u>—</u>	—	(12.3)
Net Income	\$ 1,822.9	\$ 1,499.5	\$ 1,568.3
Per Share Basis			
Basic			
Income before cumulative effect of accounting change	\$ 4.13	\$ 3.27	\$ 3.33
Cumulative effect of accounting change	<u>—</u>	—	(.03)
Net income	<u>\$ 4.13</u>	<u>\$ 3.27</u>	<u>\$ 3.30</u>
Diluted			
Income before cumulative effect of accounting change	\$ 4.09	\$ 3.25	\$ 3.31
Cumulative effect of accounting change	<u>—</u>	—	(.03)
Net income	<u>\$ 4.09</u>	<u>\$ 3.25</u>	<u>\$ 3.28</u>

See Notes to Consolidated Financial Statements.

PART II

(Continued)

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET

	December 31	
	2007	2006
	(Millions of dollars)	
<u>ASSETS</u>		
Current Assets		
Cash and cash equivalents	\$ 472.7	\$ 360.8
Accounts receivable, net	2,560.6	2,336.7
Inventories	2,443.8	2,004.5
Deferred income taxes	217.4	219.2
Time deposits	271.0	264.5
Other current assets	131.1	84.0
Total Current Assets	6,096.6	5,269.7
Property, Plant and Equipment, net	8,094.0	7,684.8
Investments in Equity Companies	390.0	392.9
Goodwill	2,942.4	2,860.5
Other Assets	916.7	859.1
	<u>\$ 18,439.7</u>	<u>\$ 17,067.0</u>
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
Current Liabilities		
Debt payable within one year	\$ 1,097.9	\$ 1,326.4
Trade accounts payable	1,449.3	1,205.6
Other payables	319.0	325.2
Accrued expenses	1,782.8	1,603.8
Accrued income taxes	55.9	330.8
Dividends payable	223.7	224.0
Total Current Liabilities	4,928.6	5,015.8
Long-Term Debt	4,393.9	2,276.0
Noncurrent Employee Benefits	1,558.5	1,887.6
Long-Term Income Taxes Payable	288.3	—
Deferred Income Taxes	369.7	391.1
Other Liabilities	188.3	183.1
Minority Owners' Interests in Subsidiaries	484.1	422.6
Redeemable Preferred Securities of Subsidiary	1,004.6	793.4
Stockholders' Equity		
Preferred stock—no par value—authorized 20.0 million shares, none issued	—	—
Common stock—\$1.25 par value—authorized 1.2 billion shares; issued 478.6 million shares at December 31, 2007 and 2006	598.3	598.3
Additional paid-in capital	482.4	427.6
Common stock held in treasury, at cost—57.7 million and 23.0 million shares at December 31, 2007 and 2006	(3,813.6)	(1,391.9)
Accumulated other comprehensive income (loss)	(791.2)	(1,432.2)
Retained earnings	8,747.8	7,895.6
Total Stockholders' Equity	5,223.7	6,097.4
	<u>\$ 18,439.7</u>	<u>\$ 17,067.0</u>

See Notes to Consolidated Financial Statements.

PART II
(Continued)

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

	Common Stock Issued		Additional Paid-in Capital	Treasury Stock		Unearned Compensation on Restricted Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Comprehensive Income
	Shares	Amount		Shares	Amount				
(Dollars in millions, shares in thousands)									
Balance at December 31, 2004	568,597	\$ 710.8	\$ 348.6	85,694	\$ (5,047.5)	\$ (22.3)	\$11,865.9	\$ (1,226.0)	
Net income	—	—	—	—	—	—	1,568.3	—	\$ 1,568.3
Other comprehensive income:									
Unrealized translation	—	—	—	—	—	—	—	(412.6)	(412.6)
Minimum pension liability	—	—	—	—	—	—	—	(58.6)	(58.6)
Other	—	—	—	—	—	—	—	27.8	27.8
Total comprehensive income									\$ 1,124.9
Options exercised and other awards	—	—	(39.2)	(3,040)	181.9	—	—	—	—
Option and restricted share income tax benefits	—	—	15.1	—	—	—	—	—	—
Shares repurchased	—	—	—	24,463	(1,511.2)	—	—	—	—
Net issuance of restricted stock, less amortization	—	—	.1	(9)	.7	9.2	—	—	—
Dividends declared	—	—	—	—	—	—	(852.8)	—	—
Balance at December 31, 2005	568,597	710.8	324.6	107,108	(6,376.1)	(13.1)	12,581.4	(1,669.4)	
Net income	—	—	—	—	—	—	1,499.5	—	\$ 1,499.5
Other comprehensive income:									
Unrealized translation	—	—	—	—	—	—	—	439.7	439.7
Minimum pension liability	—	—	—	—	—	—	—	203.3	203.3
Other	—	—	—	—	—	—	—	(10.6)	(10.6)
Total comprehensive income ^(a)									\$ 2,131.9
Reclassifications upon adoption of SFAS 123R	—	—	55.8	625	(31.9)	13.1	—	—	—
Stock-based awards exercised or vested and other	—	—	(42.4)	(6,800)	373.8	—	(2.2)	—	—
Income tax benefits on stock-based compensation	—	—	22.2	—	—	—	—	—	—
Adjustment to initially apply									
SFAS 158, net of tax	—	—	—	—	—	—	—	(395.2)	—
Shares repurchased	—	—	—	12,045	(753.9)	—	—	—	—
Recognition of stock-based compensation	—	—	67.4	—	—	—	—	—	—
Retirement of treasury stock	(90,000)	(112.5)	—	(90,000)	5,396.2	—	(5,283.7)	—	—
Dividends declared	—	—	—	—	—	—	(899.4)	—	—
Balance at December 31, 2006	478,597	598.3	427.6	22,978	(1,391.9)	—	7,895.6	(1,432.2)	
Net income	—	—	—	—	—	—	1,822.9	—	\$ 1,822.9
Other comprehensive income:									
Unrealized translation	—	—	—	—	—	—	—	365.3	365.3
Employee postretirement benefits, net of tax	—	—	—	—	—	—	—	265.9	265.9
Other	—	—	—	—	—	—	—	9.8	9.8
Total comprehensive income									\$ 2,463.9
Stock-based awards exercised or vested and other	—	—	(39.7)	(6,646)	388.9	—	(3.9)	—	—
Income tax benefits on stock-based compensation	—	—	31.8	—	—	—	—	—	—
Shares repurchased	—	—	—	41,344	(2,810.6)	—	—	—	—
Recognition of stock-based compensation	—	—	62.7	—	—	—	—	—	—
Dividends declared	—	—	—	—	—	—	(932.6)	—	—
Adoption of FIN 48	—	—	—	—	—	—	(34.2)	—	—
Balance at December 31, 2007	<u>478,597</u>	<u>\$ 598.3</u>	<u>\$ 482.4</u>	<u>57,676</u>	<u>\$ (3,813.6)</u>	<u>\$ —</u>	<u>\$ 8,747.8</u>	<u>\$ (791.2)</u>	

(a) As corrected, see Note 8.

See Notes to Consolidated Financial Statements.

PART II
(Continued)

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
CONSOLIDATED CASH FLOW STATEMENT

	Year Ended December 31		
	2007	2006	2005
	(Millions of dollars)		
Operating Activities			
Net Income	\$ 1,822.9	\$ 1,499.5	\$ 1,580.6
Depreciation and amortization	806.5	932.8	844.5
Asset impairments	—	6.2	80.1
Stock-based compensation	62.7	67.4	32.4
Deferred income taxes	(103.0)	(208.0)	(142.7)
Net losses on asset dispositions	29.7	116.1	45.8
Equity companies' earnings (in excess of) less than dividends paid	(39.5)	26.6	(23.8)
Minority owners' share of subsidiaries' net income	128.1	94.8	86.5
(Increase) decrease in operating working capital	(329.5)	5.1	(180.1)
Postretirement benefits	14.2	33.8	40.9
Other	36.8	5.2	(52.4)
Cash Provided by Operations	2,428.9	2,579.5	2,311.8
Investing Activities			
Capital spending	(989.3)	(972.1)	(709.6)
Acquisitions of businesses, net of cash acquired	(15.7)	(99.6)	(17.4)
Investments in marketable securities	(12.9)	(20.5)	(2.0)
Proceeds from sales of investments	58.5	46.2	27.3
Net (increase) decrease in time deposits	(10.0)	(35.1)	75.5
Proceeds from dispositions of property	96.7	44.1	46.8
Other	(25.4)	1.1	(16.8)
Cash Used for Investing	(898.1)	(1,035.9)	(596.2)
Financing Activities			
Cash dividends paid	(932.9)	(884.0)	(838.4)
Net increase (decrease) in short-term debt	43.2	(390.5)	524.3
Proceeds from issuance of long-term debt	2,128.3	261.5	397.7
Repayments of long-term debt	(339.0)	(104.2)	(599.7)
Proceeds from preferred securities of subsidiary	172.3	—	—
Proceeds from exercise of stock options	348.9	331.1	142.7
Acquisitions of common stock for the treasury	(2,813.3)	(761.5)	(1,519.5)
Other	(34.3)	(3.7)	(36.8)
Cash Used for Financing	(1,426.8)	(1,551.3)	(1,929.7)
Effect of Exchange Rate Changes on Cash and Cash Equivalents	7.9	4.5	(15.9)
Increase (Decrease) in Cash and Cash Equivalents	111.9	(3.2)	(230.0)
Cash and Cash Equivalents, beginning of year	360.8	364.0	594.0
Cash and Cash Equivalents, end of year	\$ 472.7	\$ 360.8	\$ 364.0

See Notes to Consolidated Financial Statements.

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Accounting Policies

Basis of Presentation

The Consolidated Financial Statements include the accounts of Kimberly-Clark Corporation and all subsidiaries in which it has a controlling financial interest (the "Corporation"). All significant intercompany transactions and accounts are eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S.") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of net sales and expenses during the reporting periods. Actual results could differ from these estimates, and changes in these estimates are recorded when known. Estimates are used in accounting for, among other things, consumer and trade promotion and rebate accruals, pension and other post-employment benefits, retained insurable risks, useful lives for depreciation and amortization, future cash flows associated with impairment testing for goodwill and long-lived assets and for determination of the primary beneficiary of variable interest entities, deferred tax assets and potential income tax assessments, and loss contingencies.

Cash Equivalents

Cash equivalents are short-term investments with an original maturity date of three months or less.

Inventories and Distribution Costs

For financial reporting purposes, most U.S. inventories are valued at the lower of cost, using the Last-In, First-Out (LIFO) method, or market. The balance of the U.S. inventories and inventories of consolidated operations outside the U.S. are valued at the lower of cost, using either the First-In, First-Out (FIFO) or weighted-average cost methods, or market. Distribution costs are classified as cost of products sold.

Available-for-Sale Securities

Available-for-sale securities, consisting of debt securities issued by unaffiliated corporations and exchange-traded equity funds, are carried at market value. Securities with maturity dates of one year or less are included in other current assets and were \$18.0 million and \$6.0 million at December 31, 2007 and 2006, respectively. Securities with maturity dates greater than one year are included in other assets and were \$13.8 million at December 31, 2006. There were no securities with maturities greater than one year at December 31, 2007. The securities are held by the Corporation's consolidated foreign financing subsidiary described in Note 5. Unrealized holding gains or losses on these securities are recorded in other comprehensive income until realized. No significant gains or losses were recognized in income for any of the three years ended December 31, 2007.

Property and Depreciation

For financial reporting purposes, property, plant and equipment are stated at cost and are depreciated principally on the straight-line method. Buildings are depreciated over their estimated useful lives, primarily 40 years. Machinery and equipment are depreciated over their estimated useful lives, primarily ranging from 16 to 20 years. For income tax purposes, accelerated methods of depreciation are used. Purchases of computer software are capitalized. External costs and certain internal costs (including payroll and payroll-related costs of employees) directly associated with developing significant computer software applications for internal use are capitalized.

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Training and data conversion costs are expensed as incurred. Computer software costs are amortized on the straight-line method over the estimated useful life of the software, which generally does not exceed five years.

Estimated useful lives are periodically reviewed and, when warranted, changes are made to them. Long-lived assets, including computer software, are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. An impairment loss would be indicated when estimated undiscounted future cash flows from the use and eventual disposition of an asset group, which are identifiable and largely independent of the cash flows of other asset groups, are less than the carrying amount of the asset group. Measurement of an impairment loss would be based on the excess of the carrying amount of the asset over its fair value. Fair value is measured using discounted cash flows or independent appraisals, as appropriate. When property is sold or retired, the cost of the property and the related accumulated depreciation are removed from the Consolidated Balance Sheet and any gain or loss on the transaction is included in income.

The cost of major maintenance performed on manufacturing facilities, composed of labor, materials and other incremental costs, is charged to operations as incurred. Start-up costs for new or expanded facilities are expensed as incurred.

Conditional Asset Retirement Obligations

The liability for the estimated costs to settle obligations in connection with the retirement of long-lived assets is determined in accordance with the requirements of Financial Accounting Standards Board ("FASB") Interpretation No. 47, *Accounting for Conditional Asset Retirement Obligations—an Interpretation of FASB Statement No. 143* ("FIN 47"), which the Corporation adopted on December 31, 2005. In connection with the adoption of FIN 47, the Corporation recorded a pretax asset retirement liability of \$23.6 million at the end of 2005. FIN 47 requires the recording of an asset retirement obligation when the fair value of such a liability can be reasonably estimated, even though uncertainty exists as to the timing and/or the method of settlement. The Corporation has no plans in the foreseeable future to retire any of the major facilities for which it estimated an asset retirement obligation.

The cumulative effect on 2005 income, net of related income tax effects, of recording the asset retirement obligation was \$12.3 million, or \$.03 per share.

Goodwill and Other Intangible Assets

Goodwill represents costs in excess of fair values assigned to the underlying net assets of acquired businesses. Goodwill is not amortized, but rather is tested for impairment annually and whenever events and circumstances indicate that an impairment may have occurred. Impairment testing compares the carrying amount of the goodwill with its fair value. Fair value is estimated based on discounted cash flows. When the carrying amount of goodwill exceeds its fair value, an impairment charge would be recorded. The Corporation has completed the required annual testing of goodwill for impairment and has determined that its goodwill is not impaired.

The Corporation has no intangible assets with indefinite useful lives. Intangible assets with finite lives are amortized over their estimated useful lives and are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. An impairment loss would be indicated when estimated undiscounted future cash flows from the use of the asset are less than its carrying amount. An impairment loss would be measured as the difference between the fair value (based on discounted future cash flows) and the carrying amount of the asset.

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Investments in Equity Companies

Investments in companies over which the Corporation has the ability to exercise significant influence and that, in general, are at least 20 percent-owned are stated at cost plus equity in undistributed net income. These investments are evaluated for impairment in accordance with the requirements of Accounting Principles Board (“APB”) Opinion No. 18, *The Equity Method of Accounting for Investments in Common Stock*. An impairment loss would be recorded whenever a decline in value of an equity investment below its carrying amount is determined to be other than temporary. In judging “other than temporary,” the Corporation would consider the length of time and extent to which the fair value of the equity company investment has been less than the carrying amount, the near-term and longer-term operating and financial prospects of the equity company, and its longer-term intent of retaining the investment in the equity company.

Revenue Recognition

Sales revenue for the Corporation and its reportable business segments is recognized at the time of product shipment or delivery, depending on when title passes, to unaffiliated customers, and when all of the following have occurred: a firm sales agreement is in place, pricing is fixed or determinable, and collection is reasonably assured. Sales are reported net of returns, consumer and trade promotions, rebates and freight allowed. Taxes imposed by governmental authorities on the Corporation’s revenue-producing activities with customers, such as sales taxes and value added taxes, are excluded from net sales.

Sales Incentives and Trade Promotion Allowances

The cost of promotion activities provided to customers is classified as a reduction in sales revenue. In addition, the estimated redemption value of consumer coupons is recorded at the time the coupons are issued and classified as a reduction in sales revenue.

Advertising Expense

Advertising costs are expensed in the year the related advertisement is first presented by the media. For interim reporting purposes, advertising expenses are charged to operations as a percentage of sales based on estimated sales and related advertising expense for the full year.

Research Expense

Research and development costs are charged to expense as incurred.

Environmental Expenditures

Environmental expenditures related to current operations that qualify as property, plant and equipment or which substantially increase the economic value or extend the useful life of an asset are capitalized, and all other environmental expenditures are expensed as incurred. Liabilities are recorded when environmental assessments and/or remedial efforts are probable and the costs can be reasonably estimated. Generally, the timing of these accruals coincides with completion of a feasibility study or a commitment to a formal plan of action. At environmental sites in which more than one potentially responsible party has been identified, a liability is recorded for the estimated allocable share of costs related to the Corporation’s involvement with the site as well as an estimated allocable share of costs related to the involvement of insolvent or unidentified parties. At environmental sites in which the Corporation is the only responsible party, a liability for the total estimated costs of remediation is recorded. Liabilities for future expenditures for environmental remediation obligations are not discounted and do not reflect any anticipated recoveries from insurers.

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Foreign Currency Translation

The income statements of foreign operations, other than those in hyperinflationary economies, are translated into U.S. dollars at rates of exchange in effect each month. The balance sheets of these operations are translated at period-end exchange rates, and the differences from historical exchange rates are reflected in stockholders' equity as unrealized translation adjustments.

The income statements and balance sheets of operations in hyperinflationary economies are translated into U.S. dollars using both current and historical rates of exchange. The effect of exchange rates on monetary assets and liabilities is reflected in income. The Corporation presently has no operations in hyperinflationary economies.

Derivative Instruments and Hedging

All derivative instruments are recorded as assets or liabilities on the balance sheet at fair value. Changes in the fair value of derivatives are either recorded in the income statement or other comprehensive income, as appropriate. The gain or loss on derivatives designated as fair value hedges and the offsetting loss or gain on the hedged item attributable to the hedged risk are included in income in the period that changes in fair value occur. The effective portion of the gain or loss on derivatives designated as cash flow hedges is included in other comprehensive income in the period that changes in fair value occur and is reclassified to income in the same period that the hedged item affects income. The remaining gain or loss in excess of the cumulative change in the present value of the cash flows of the hedged item, if any, is recognized in income. The gain or loss on derivatives designated as hedges of investments in foreign subsidiaries is recognized in other comprehensive income to offset the change in value of the net investments being hedged. Any ineffective portion of net investment hedges is recognized in income. Certain foreign-currency derivative instruments with no specific hedging designations have been entered into to manage a portion of the Corporation's foreign currency transactional exposures. The gain or loss on these derivatives is included in income in the period that changes in their fair values occur.

Fair Values of Financial Instruments

Investment securities and derivative instruments are required to be recorded at fair values. These fair values have been determined using market information. Other financial instruments including cash equivalents, time deposits and short-term debt are recorded at cost, which approximates fair value. The fair values of long-term debt, redeemable preferred securities of subsidiary and derivatives are disclosed in Notes 4, 5 and 9, respectively.

New Accounting Standards

In September 2006, the FASB issued Statement of Financial Accounting Standards ("SFAS") No. 157, *Fair Value Measurements* ("SFAS 157"). SFAS 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS 157 does not require any new fair value measurements; however, it will apply under other accounting pronouncements that require or permit fair value measurements. In February 2008, the FASB issued a staff position that delays the effective date of SFAS 157 for all nonfinancial assets and liabilities except for those recognized or disclosed at least annually. Except for the delay for nonfinancial assets and liabilities, SFAS 157 is effective for fiscal years beginning after December 15, 2007 and interim periods within such years. The Corporation will adopt SFAS 157 as of January 1, 2008, as required. Adoption of SFAS 157 is not expected to have a material effect on the Corporation's financial statements.

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* (“SFAS 159”). SFAS 159 allows entities to choose, at specified election dates, to measure financial instruments (financial assets and liabilities) at fair value (the “Fair Value Option”). The election is made on an instrument-by-instrument basis and is irrevocable. If the Fair Value Option is elected for an instrument, SFAS 159 specifies that all subsequent changes in fair value for that instrument be reported in earnings. SFAS 159 is effective as of the beginning of the first fiscal year that begins after November 15, 2007. The Corporation will not apply the Fair Value Option to any of its existing financial assets or liabilities.

In December 2007, the FASB issued SFAS No. 141(R), *Business Combinations* (“SFAS 141(R)”). SFAS 141(R) requires the acquirer in a business combination to:

- recognize 100 percent of the fair values of acquired assets, including goodwill, and assumed liabilities, with only limited exceptions, even if the acquirer has not acquired 100 percent of the target entity,
- fair value contingent consideration arrangements at the acquisition date,
- expense transaction costs as incurred rather than being considered part of the fair value of an acquirer’s interest,
- fair value certain preacquisition contingencies, such as environmental or legal issues,
- limit accrual of the costs for a restructuring plan in purchase accounting, and
- capitalize the value of acquired research and development as an indefinite-lived intangible asset, subject to impairment accounting, rather than being expensed at the acquisition date.

SFAS 141(R) is effective for fiscal years beginning after December 15, 2008. Adoption is prospective, and early adoption is not permitted. Adoption of SFAS 141(R) is not expected to have a material effect on the Corporation’s financial statements.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51* (“SFAS 160”). SFAS 160 clarifies the classification of noncontrolling interests (i.e., minority owners’ interests in subsidiaries) in consolidated balance sheets and the accounting for and reporting of transactions between the reporting entity and holders of such noncontrolling interests.

Under SFAS 160:

- Noncontrolling interests are reported as an element of consolidated equity, thereby eliminating the current practice of classifying minority owners’ interests within a mezzanine section of the balance sheet.
- The current practice of reporting minority owners’ share of subsidiaries net income will change. Reported net income will consist of the total income of all consolidated subsidiaries, with separate disclosure on the face of the income statement of the split of that income between the controlling and noncontrolling interests.
- Increases and decreases in the noncontrolling ownership interest amount will be accounted for as equity transactions. If the controlling interest loses control and deconsolidates a subsidiary, full gain or loss on the transition will be recognized.

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

SFAS 160 is effective for fiscal years beginning after December 15, 2008. Early adoption is not permitted. Adoption is prospective, except for the following provisions, which are required to be adopted retrospectively:

- Noncontrolling interests are required to be reclassified from the mezzanine to equity, separate from the parent's shareholders' equity, in the consolidated balance sheet.
- Consolidated net income must be recast to include net income attributable to both controlling and noncontrolling interests.

Except for the classification of minority owners' interests into equity and the inclusion of all of the income of less than 100 percent owned subsidiaries in reported net income, adoption of SFAS 160 is not expected to have a material effect on the Corporation's financial statements.

On January 10, 2008, the FASB issued SFAS 133 Implementation Issue No. E23. This Implementation Issue clarifies the use of the shortcut method under paragraph 68 of SFAS 133, *Accounting for Derivative Instruments and Hedging Activities*. The Implementation Issue also requires a company to review all existing hedging relationships as of January 1, 2008 for which the shortcut method had been applied and to dedesignate those hedging relationships that no longer qualify for use of the shortcut method under the Implementation Issue. The Corporation has completed the required review and does not have to dedesignate any hedging relationships.

Note 2. Strategic Cost Reduction Plan

In July 2005, the Corporation authorized a multi-year plan to further improve its competitive position by accelerating investments in targeted growth opportunities and strategic cost reductions aimed at streamlining manufacturing and administrative operations, primarily in North America and Europe.

The strategic cost reductions commenced in the third quarter of 2005 and are expected to be substantially completed by December 31, 2008. Based on current estimates, the strategic cost reductions are expected to result in cumulative charges of approximately \$880 to \$910 million before tax (\$610 to \$630 million after tax) over that three and one-half year period.

By the end of 2008, it is anticipated there will be a net workforce reduction of about 10 percent, or approximately 6,000 employees. Since the inception of the strategic cost reductions, a net workforce reduction of approximately 4,700 has occurred. Approximately 24 manufacturing facilities are expected to be sold, closed, or streamlined. As of December 31, 2007, charges have been recorded related to the cost reduction initiatives for 23 facilities. To date, 14 facilities have been disposed of and 3 additional facilities have been closed and are being marketed for sale.

The following pretax charges were incurred in connection with the strategic cost reductions:

	Year Ended December 31		
	2007	2006	2005
	(Millions of dollars)		
Noncash charges	\$ 60.0	\$264.8	\$179.7
Charges for workforce reductions	8.8	161.9	35.6
Other cash charges	29.9	44.6	11.0
Charges for special pension and other benefits	8.5	13.1	2.3
Total pretax charges	<u>\$107.2</u>	<u>\$484.4</u>	<u>\$228.6</u>

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table summarizes the noncash charges:

	Year Ended December 31		
	2007	2006	2005
	(Millions of dollars)		
Incremental depreciation and amortization	\$ 65.7	\$ 207.7	\$ 80.1
Asset impairments	—	3.4	67.2
Asset write-offs	9.5	51.8	32.4
Net (gain) loss on asset dispositions	(15.2)	1.9	—
Total noncash charges	<u>\$ 60.0</u>	<u>\$ 264.8</u>	<u>\$ 179.7</u>

The following summarizes the cash charges recorded and reconciles such charges to accrued expenses at December 31:

	2007	2006	2005
		(Millions of dollars)	
Accrued expenses—beginning of year	\$ 111.2	\$ 28.2	\$ —
Charges for workforce reductions	8.8	161.9	35.6
Other cash charges	29.9	44.6	11.0
Cash payments	(103.7)	(128.4)	(17.7)
Currency	7.6	4.9	(.7)
Accrued expenses—end of year	<u>\$ 53.8</u>	<u>\$ 111.2</u>	<u>\$ 28.2</u>

Termination benefits related to workforce reductions were accrued in accordance with the requirements of SFAS No. 146, *Accounting for Costs Associated with Exit or Disposal Activities* (“SFAS 146”), SFAS No. 112, *Employers’ Accounting for Postemployment Benefits*, and SFAS No. 88, *Employers’ Accounting for Settlements & Curtailments of Defined Benefit Pension Plans and for Termination Benefits*, as appropriate. Retention bonuses related to workforce reductions were accrued in accordance with SFAS 146. The majority of the termination benefits and retention bonuses will be paid within 12 months of accrual. The termination benefits were provided under: a special-benefit arrangement for affected employees in the U.S.; standard benefit practices in the United Kingdom (“U.K.”); applicable union agreements; or local statutory requirements, as appropriate. Incremental depreciation and amortization expenses were based on changes in useful lives and estimated residual values of assets that are continuing to be used, but will be removed from service before the end of their originally assumed service period. Asset impairment charges have been recorded in accordance with SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*, to reduce the carrying amount of long-lived assets that will be sold or disposed of to their estimated fair values. Charges for asset write-offs reduce the carrying amount of long-lived assets to their estimated salvage value in connection with the decision to dispose of such assets.

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Costs of the initiatives have not been recorded at the business segment level, as the strategic cost reductions are corporate decisions. These charges are included in the following income statement captions:

	Year-Ended December 31		
	2007	2006	2005
	(Millions of dollars)		
Cost of products sold	\$ 89.4	\$ 342.4	\$ 201.6
Marketing, research and general expenses	31.8	134.0	27.0
Other (income) and expense, net	(14.0)	8.0	—
Pretax charges	107.2	484.4	228.6
Provision for income taxes	(45.6)	(137.8)	(61.0)
Minority owners' share of subsidiaries' net income	(.2)	(1.6)	—
Total after-tax charges	<u>\$ 61.4</u>	<u>\$ 345.0</u>	<u>\$ 167.6</u>

See Note 17 for additional information on the strategic cost reductions by business segment.

Actual pretax charges for the strategic cost reductions relate to activities in the following geographic areas for the years ended December 31:

	2007			
	North America	Europe	Other	Total
	(Millions of dollars)			
Incremental depreciation and amortization	\$ 40.3	\$ 24.8	\$.6	\$ 65.7
Asset write-offs	5.6	2.7	1.2	9.5
Charges (credits) for workforce reductions and special pension and other benefits	18.9	(7.4)	5.8	17.3
Loss (gain) on asset disposal and other charges	18.8	(4.1)	—	14.7
Total charges	<u>\$ 83.6</u>	<u>\$ 16.0</u>	<u>\$ 7.6</u>	<u>\$ 107.2</u>

	2006			
	North America	Europe	Other	Total
	(Millions of dollars)			
Incremental depreciation and amortization	\$ 124.0	\$ 59.6	\$ 24.1	\$ 207.7
Asset impairments	—	3.4	—	3.4
Asset write-offs	28.9	21.4	1.5	51.8
Charges for workforce reductions and special pension and other benefits	57.1	107.2	10.7	175.0
Loss on asset disposal and other charges	30.3	14.8	1.4	46.5
Total charges	<u>\$ 240.3</u>	<u>\$ 206.4</u>	<u>\$ 37.7</u>	<u>\$ 484.4</u>

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

	2005			
	North America	Europe	Other	Total
	(Millions of dollars)			
Incremental depreciation and amortization	\$ 52.0	\$ 21.1	\$ 7.0	\$ 80.1
Asset impairments	—	67.2	—	67.2
Asset write-offs	4.7	17.5	10.2	32.4
Charges for workforce reductions and special pension and other benefits	18.0	6.8	13.1	37.9
Loss on asset disposal and other charges	10.2	.8	—	11.0
Total charges	<u>\$ 84.9</u>	<u>\$113.4</u>	<u>\$30.3</u>	<u>\$228.6</u>

Note 3. Acquisitions and Intangible Assets

Acquisitions

During the first quarter of 2007, the Corporation acquired the remaining 50 percent interest in its Indonesian subsidiary, P.T. Kimberly-Lever Indonesia for \$15.7 million. The allocation of the purchase price to the fair value of assets and liabilities acquired was completed in 2007 and resulted in recognition of goodwill of \$11.7 million.

During the fourth quarter of 2006, the Corporation acquired the remaining 30 percent interest in its Brazilian subsidiary, Kimberly-Clark Kenko Industria e Comercio Ltda for \$99.6 million. The allocation of the purchase price to the fair value of assets and liabilities acquired was completed in 2007 and resulted in recognition of goodwill and other intangible assets of approximately \$78 million.

These acquisitions are consistent with the Corporation's strategy of investing for growth in the rapidly growing BRICIT countries (Brazil, Russia, India, China, Indonesia and Turkey), and are expected to better position the Corporation to leverage its scale and capabilities in customer development and product supply to drive growth and profitability across its businesses in Indonesia and Brazil.

Goodwill

The changes in the carrying amount of goodwill by business segment are as follows:

	Personal Care	Consumer Tissue	K-C Professional & Other (Millions of dollars)	Health Care	Total
Balance at January 1, 2006	\$ 529.8	\$ 605.5	\$ 303.8	\$1,246.5	\$2,685.6
Acquisitions	78.1	—	—	—	78.1
Currency and other	43.7	45.4	5.0	2.7	96.8
Balance at December 31, 2006	651.6	650.9	308.8	1,249.2	2,860.5
Acquisitions	7.8	2.0	1.9	—	11.7
Currency and other	49.8	(2.9)	19.6	3.7	70.2
Balance at December 31, 2007	<u>\$ 709.2</u>	<u>\$ 650.0</u>	<u>\$ 330.3</u>	<u>\$1,252.9</u>	<u>\$2,942.4</u>

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Other Intangible Assets

Intangible assets subject to amortization are included in other assets and consist of the following at December 31:

	2007		2006	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
(Millions of dollars)				
Trademarks	\$ 222.4	\$ 122.0	\$ 211.7	\$ 113.0
Patents	54.0	39.2	52.0	32.9
Other	31.5	15.0	24.9	9.9
Total	<u>\$ 307.9</u>	<u>\$ 176.2</u>	<u>\$ 288.6</u>	<u>\$ 155.8</u>

Amortization expense for intangible assets was approximately \$14 million in 2007, \$39 million in 2006 and \$26 million in 2005. Amortization expense is estimated to be approximately \$12 million in 2008, \$11 million in 2009, \$8 million in 2010, and \$7 million in both 2011 and 2012.

Note 4. Debt

Long-term debt is comprised of the following:

	Weighted- Average Interest Rate	Maturities	December 31	
			2007	2006
(Millions of dollars)				
Notes and debentures	5.80%	2009 – 2038	\$3,958.6	\$2,145.1
Dealer remarketable securities	4.42%	2008 – 2016	200.0	200.0
Industrial development revenue bonds	3.61%	2009 – 2037	280.4	297.6
Bank loans and other financings in various currencies	8.05%	2008 – 2031	196.0	170.5
Total long-term debt			<u>4,635.0</u>	<u>2,813.2</u>
Less current portion			241.1	537.2
Long-term portion			<u>\$4,393.9</u>	<u>\$2,276.0</u>

Fair value of total long-term debt, based on quoted market prices for the same or similar debt issues, was approximately \$4.8 billion and \$2.8 billion at December 31, 2007 and 2006, respectively. Scheduled maturities of long-term debt for the next five years are \$241.1 million in 2008, \$69.9 million in 2009, \$488.3 million in 2010, \$9.1 million in 2011, and \$405.4 million in 2012.

During the third quarter of 2007, the Corporation issued \$450 million Floating Rate Notes due July 30, 2010; \$950 million 6.125% Notes due August 1, 2017; and \$700 million 6.625% Notes due August 1, 2037. The Corporation used the net proceeds from the issuance of these notes primarily to fund the accelerated share repurchase agreement (the "ASR Agreement") discussed in Note 8. The balance of the net proceeds was used by the Corporation to repay a portion of the long-term debt that matured on August 1, 2007.

During the fourth quarter of 2006, the Corporation issued \$200 million of dealer remarketable securities that have a final maturity in 2016. These securities are classified as current portion of long-term debt as the result of the remarketing provisions of these debt instruments, which require that each year the securities either be

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

remarketed by the dealer or repaid by the Corporation. In the fourth quarter of 2007, the Corporation remarketed these securities at 4.42%. Proceeds from the issuance of the notes in 2006 were used for general corporate purposes and for the reduction of existing indebtedness, including portions of the Corporation's outstanding commercial paper program.

At December 31, 2007, the Corporation had fixed-to-floating interest rate swap agreements related to a \$500 million 5% Note that matures on August 15, 2013.

At December 31, 2006, the Corporation had a \$1.5 billion unused revolving credit facility that was scheduled to expire in June 2010. In September 2007, the Corporation renegotiated this facility, maintaining availability at \$1.5 billion with a feature that would allow for increasing this facility to \$2.0 billion. The previous lender participation structure was substantially unchanged and the cost of the facility was reduced. This facility, which expires in September 2012, remained unused at December 31, 2007.

Debt payable within one year is as follows:

	December 31	
	2007	2006
	(Millions of dollars)	
Commercial paper	\$ 643.5	\$ 618.4
Current portion of long-term debt	241.1	537.2
Other short-term debt	213.3	170.8
Total	<u>\$ 1,097.9</u>	<u>\$ 1,326.4</u>

At December 31, 2007 and 2006, the weighted-average interest rate for commercial paper was 4.5 percent and 5.3 percent, respectively.

Note 5. Redeemable Preferred Securities of Subsidiary

In February 2001, the Corporation and a non-affiliated third party entity (the "Third Party") formed a Luxembourg-based financing subsidiary. The Corporation is the primary beneficiary of the subsidiary and, accordingly, consolidates the subsidiary in the accompanying Consolidated Financial Statements.

In December 2007, the contractual arrangements among the Corporation, the Third Party and the subsidiary were restructured. In conjunction with the restructuring, the Third Party invested an additional \$172 million in the subsidiary. Following the restructuring, the Third Party has investments in two classes of voting-preferred securities issued by the subsidiary (the "Preferred Securities"). The two classes of Preferred Securities, Class A-1 and Class A-2, have a par value of \$500 million each for an aggregate of \$1 billion. The Preferred Securities represent 98 percent of the voting power of the subsidiary. The Class A-1 and Class A-2 Preferred Securities accrue a fixed annual rate of return of 5.074 percent and 5.417 percent, respectively, which is paid on a quarterly basis. Prior to the restructuring, the annual rate of return on preferred securities of the subsidiary held by the Third Party accrued but was not currently payable. The Class A-1 Preferred Securities are redeemable by the subsidiary in December 2011 and on each 7-year anniversary thereafter, at par value plus any accrued but unpaid return. The Class A-2 Preferred Securities are redeemable in December 2014 and on each 7-year anniversary thereafter, at par value plus any accrued but unpaid return.

The subsidiary also has issued voting-preferred and common securities to the Corporation for total cash proceeds of \$500 million. These securities are entitled to a combined two percent vote, and the common securities are entitled to all of the residual equity after satisfaction of the preferred interests.

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Approximately 98 percent of the total cash contributed to the entity has been loaned to the Corporation. These long-term loans bear fixed annual interest rates. The funds remaining in the financing subsidiary are invested in equity-based exchange traded funds. The preferred and common securities of the subsidiary held by the Corporation and the intercompany loans have been eliminated in the Consolidated Financial Statements. The return on the Preferred Securities is included in minority owners' share of subsidiaries' net income in the Corporation's Consolidated Income Statement. The increase in the balance of the redeemable preferred securities in 2007 is due to the additional Third Party investment mentioned above and the accrued 2007 return on the Third Party investment that was not paid in 2007. The Preferred Securities, which have an estimated fair value of \$1.0 billion at December 31, 2007, are shown as redeemable preferred securities of subsidiary on the Consolidated Balance Sheet.

Neither the Third Party nor creditors of the subsidiary have recourse to the general credit of the Corporation. If the Third Party elects to have its preferred securities redeemed, then the loans to the Corporation would become payable to the financing subsidiary to the extent necessary to enable the financing subsidiary to pay the redemption value.

Note 6. Stock-Based Compensation

The Corporation has a stock-based Equity Participation Plan and an Outside Directors' Compensation Plan (the "Plans"), under which it can grant stock options, restricted shares and restricted share units to employees and outside directors. As of December 31, 2007, the number of shares of common stock available for grants under the Plans aggregated 21.3 million shares.

Stock options are granted at an exercise price equal to the market value of the Corporation's common stock on the date of grant, and they have a term of 10 years. Stock options granted to employees in the U.S. are subject to graded vesting whereby options vest 30 percent at the end of each of the first two 12-month periods following the grant and 40 percent at the end of the third 12-month period. Options granted to certain non-U.S. employees cliff vest at the end of three or four years.

Restricted shares, time-based restricted share units and performance-based restricted share units granted to employees are valued at the closing market price of the Corporation's common stock on the grant date and generally vest over three to five years. The number of performance-based share units that ultimately vest ranges from zero to 150 percent of the number granted, based on performance measures tied to return on invested capital ("ROIC") during the three-year performance period. ROIC targets are set at the beginning of the performance period. Restricted share units granted to outside directors are valued at the closing market price of the Corporation's common stock on the grant date and vest when they are granted. The restricted period begins on the date of grant and expires on the date the outside director retires from or otherwise terminates service on the Corporation's Board.

At the time stock options are exercised or restricted shares and restricted share units become payable, common stock is issued from the Corporation's accumulated treasury shares. Cash dividends are paid on restricted shares, and cash dividends or dividend equivalents are paid or credited on restricted share units, on the same date and at the same rate as dividends are paid on the Corporation's common stock. These cash dividends and dividend equivalents, net of estimated forfeitures, are charged to retained earnings. Previously paid cash dividends on subsequently forfeited restricted share units are charged to compensation expense.

Prior to January 1, 2006, the Corporation accounted for these plans under the recognition and measurement provisions of APB No. 25, *Accounting for Stock Issued to Employees* ("APB 25"), and related interpretations, as permitted by SFAS No. 123, *Accounting for Stock-Based Compensation* ("SFAS 123"). No compensation cost

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

for stock options was recognized in the Consolidated Income Statement for periods prior to January 1, 2006, as all stock options granted had an exercise price equal to the market value of the Corporation's common stock on the date of grant.

Effective January 1, 2006, the Corporation adopted the fair value recognition provisions of SFAS No. 123R, *Share-Based Payment*, ("SFAS 123R"), using the modified-prospective-transition method. Under that transition method, compensation cost is recognized in the periods after adoption for (i) all stock option awards granted or modified after December 31, 2005 based on the grant-date fair value estimated in accordance with the provisions of SFAS 123R and (ii) all stock options granted prior to but not yet vested as of January 1, 2006, based on the grant-date fair value estimated in accordance with the original provisions of SFAS 123. Results for prior periods were not restated. Also in connection with the adoption of SFAS 123R, approximately \$37 million was reclassified from accrued liabilities to additional paid-in capital, as accrued compensation for unvested restricted share units does not meet the definition of a liability under SFAS 123R.

Stock-based compensation costs of \$62.7 million and \$67.4 million and related deferred income tax benefits of approximately \$20.3 million and \$23.5 million were recognized for 2007 and 2006, respectively. The 2006 compensation cost is net of a cumulative pretax adjustment of \$3.9 million resulting from a change in estimating the forfeiture rate for unvested restricted share and restricted share unit awards as of January 1, 2006, as required by SFAS 123R.

The fair value of stock option awards granted on or after January 1, 2006 was determined using a Black-Scholes-Merton option-pricing model utilizing a range of assumptions related to dividend yield, volatility, risk-free interest rate, and employee exercise behavior. Dividend yield is based on historical experience and expected future dividend actions. Expected volatility is based on a blend of historical volatility and implied volatility from traded options on the Corporation's common stock. Prior to January 1, 2006, volatility was based on historical experience only. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant. The Corporation estimates forfeitures based on historical data.

The weighted-average fair value of the options granted in 2007 and 2006 were estimated at \$11.21 and \$10.10, respectively, per option on the date of grant based on the following assumptions:

	<u>2007</u>	<u>2006</u>
Dividend yield	3.20%	3.50%
Volatility	15.19%	17.84%
Risk-free interest rate	4.62%	5.04%
Expected life—years	6.4	6.0

As of December 31, 2007, the total remaining unrecognized compensation costs and amortization period are as follows:

	<u>Millions</u>	<u>Weighted-Average Service Years</u>
Nonvested stock options	\$ 39.6	1.0
Restricted shares and time-based restricted share units	\$ 25.5	1.4
Nonvested performance-based restricted share units	\$ 11.9	1.0

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
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Prior to the adoption of SFAS 123R, all tax benefits from deductions resulting from the exercise of stock options and the vesting of restricted shares and restricted share units were presented as operating cash flows in the Consolidated Cash Flow Statement. SFAS 123R requires the cash flow tax benefits resulting from tax deductions in excess of the compensation cost recognized (excess tax benefits) to be classified as financing cash flows. Excess tax benefits aggregating \$22.1 million and \$25.8 million were classified as Other cash inflows under Financing Activities for the years ended December 31, 2007 and 2006, respectively.

In prior periods the Corporation had calculated pro forma employee compensation cost for stock options on an accelerated method as required by SFAS 123. The Corporation elected, for all stock option awards granted on or after January 1, 2006, to recognize compensation cost on a straight-line basis over the requisite service period for the entire award as permitted by SFAS 123R.

Pursuant to the requirements of SFAS 123, the weighted-average fair value of the stock options granted during 2005 were estimated as \$11.94 on the date of grant. The fair values were determined using a Black-Scholes-Merton option-pricing model using the following assumptions:

	<u>2005</u>
Dividend yield	2.92%
Volatility	21.80%
Risk-free interest rate	3.97%
Expected life—years	5.9

The following presents information about net income and earnings per share (“EPS”) as if the Corporation had applied the fair value expense recognition requirements of SFAS 123 to all stock options granted under the Equity Participation Plan:

	<u>Year Ended December 31, 2005</u> <u>(Millions of dollars)</u>
Net income, as reported	\$ 1,568.3
Add: Stock-based compensation expense included in reported net income, net of income taxes	20.7
Less: Stock-based compensation expense determined under the fair value requirements of SFAS 123, net of income taxes	(57.1)
Pro forma net income	<u>\$ 1,531.9</u>
	<u>Year Ended December 31, 2005</u>
Earnings per share	
Basic—as reported	\$ 3.30
Basic—pro forma	<u>\$ 3.23</u>
Diluted—as reported	\$ 3.28
Diluted—pro forma	<u>\$ 3.21</u>

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

A summary of stock-based compensation under the Plans as of December 31, 2007 and the activity during the year then ended is presented below:

<u>Stock Options</u>	<u>Shares (000's)</u>	<u>Weighted- Average Exercise Price</u>	<u>Weighted- Average Remaining Contractual Term</u>	<u>Aggregate Intrinsic Value \$(000)</u>
Outstanding at January 1, 2007	29,950	\$ 58.58		
Granted	3,944	71.87		
Exercised	(6,216)	56.10		
Forfeited or expired	(599)	63.65		
Outstanding at December 31, 2007	<u>27,079</u>	60.98	5.4	\$ 226,459
Exercisable at December 31, 2007	<u>18,878</u>	59.10	4.0	<u>\$ 193,339</u>

During 2007, cash received from the exercise of stock options aggregated \$348.9 million. The total intrinsic value of stock options exercised during 2007 was \$85.7 million; the Corporation received a related income tax benefit of about \$30.3 million.

<u>Other Stock-Based Awards</u>	<u>Restricted Shares</u>		<u>Time-Based Restricted Share Units</u>		<u>Performance-Based Restricted Share Units</u>	
	<u>Shares (000's)</u>	<u>Weighted- Average Grant- Date Fair Value</u>	<u>Shares (000's)</u>	<u>Weighted- Average Grant- Date Fair Value</u>	<u>Shares (000's)</u>	<u>Weighted- Average Grant- Date Fair Value</u>
Nonvested at January 1, 2007	465	\$ 51.14	1,044	\$ 58.97	660	\$ 61.26
Granted	—	—	364	71.16	241	71.22
Vested	(75)	59.55	(115)	63.24	(234)	63.77
Forfeited	(42)	46.32	(101)	60.03	(59)	63.23
Nonvested at December 31, 2007	<u>348</u>	50.30	<u>1,192</u>	62.47	<u>608</u>	64.05

The total fair value of restricted shares and restricted share units that became vested during 2007 was \$29.8 million.

Note 7. Employee Postretirement Benefits

Pension Plans

Substantially all regular employees in North America and the U.K. are covered by defined benefit pension plans (the “Principal Plans”) and/or defined contribution retirement plans. Certain other subsidiaries have defined benefit pension plans or, in certain countries, termination pay plans covering substantially all regular employees. The funding policy for the qualified defined benefit plans in North America and the defined benefit plans in the U.K. is to contribute assets equal in amount to the higher of the accumulated benefit obligation (“ABO”) or regulatory minimum requirements. Subject to regulatory requirements and tax deductibility limits, any funding shortfall will be eliminated over a reasonable number of years. Nonqualified U.S. plans providing pension benefits in excess of limitations imposed by the U.S. income tax code are not funded. Funding for the remaining defined benefit plans outside the U.S. is based on legal requirements, tax considerations, investment opportunities, and customary business practices in such countries.

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Other Postretirement Benefit Plans

Substantially all U.S. retirees and employees are covered by unfunded health care and life insurance benefit plans. Certain benefits are based on years of service and/or age at retirement. The plans are principally noncontributory for employees who were eligible to retire before 1993 and contributory for most employees who retire after 1992, except that the Corporation provides no subsidized benefits to most employees hired after 2003.

In the U.S., health care benefit costs are capped and indexed by 3 percent annually for certain employees retiring on or before April 1, 2004. The Corporation's future cost for retiree health care benefits is limited to a defined fixed cost based on the years of service for certain employees retiring after April 1, 2004. The annual increase in the consolidated weighted-average health care cost trend rate is expected to be 8.44 percent in 2008, 7.46 percent in 2009 and to gradually decline to 5.21 percent in 2020 and thereafter.

Summarized financial information about postretirement plans, excluding defined contribution retirement plans, is presented below:

	Pension Benefits		Other Benefits	
	Year Ended December 31			
	2007	2006	2007	2006
	(Millions of dollars)			
Change in Benefit Obligation				
Benefit obligation at beginning of year	\$5,688.3	\$ 5,509.2	\$ 866.7	\$ 861.7
Service cost	81.4	86.9	14.7	16.3
Interest cost	315.1	298.3	50.1	48.1
Actuarial (gain) loss	(338.7)	(66.7)	(16.3)	6.0
Currency and other	64.1	197.5	19.6	10.3
Benefit payments from plans	(336.6)	(324.1)	—	(47.4)
Direct benefit payments	(14.8)	(12.8)	(76.6)	(28.3)
Benefit obligation at end of year	<u>5,458.8</u>	<u>5,688.3</u>	<u>858.2</u>	<u>866.7</u>
Change in Plan Assets				
Fair value of plan assets at beginning of year	4,605.3	4,126.2	—	—
Actual gain on plan assets	294.3	544.9	—	—
Employer contributions	98.0	132.1	—	40.9
Currency and other	44.5	126.2	—	6.5
Benefit payments	(336.6)	(324.1)	—	(47.4)
Fair value of plan assets at end of year	<u>4,705.5</u>	<u>4,605.3</u>	<u>—</u>	<u>—</u>
Funded Status	<u>\$ (753.3)</u>	<u>\$ (1,083.0)</u>	<u>\$ (858.2)</u>	<u>\$ (866.7)</u>
Amounts Recognized in the Balance Sheet				
Noncurrent asset—Prepaid benefit cost	\$ 20.1	\$ 7.6	\$ —	\$ —
Current liability—Accrued benefit cost	(8.6)	(8.5)	(76.0)	(69.7)
Noncurrent liability—Accrued benefit cost	(764.8)	(1,082.1)	(782.2)	(797.0)
Net amount recognized	<u>\$ (753.3)</u>	<u>\$ (1,083.0)</u>	<u>\$ (858.2)</u>	<u>\$ (866.7)</u>

The Corporation uses December 31 as the measurement date for all of its postretirement plans.

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Expected Long-Term Rate of Return and Investment Strategies for the Principal Plans

The expected long-term rate of return on pension fund assets was determined based on projected long-term returns of broad equity and bond indices. The Corporation also considered the U.S. plan's historical 15-year and 20-year compounded annual returns of 10.1 percent and 10.3 percent, respectively, which have been in excess of these broad equity and bond benchmark indices. The Corporation anticipates that on average the investment managers for each of the plans comprising the Principal Plans will generate annual long-term rates of return of at least 8.4 percent. The Corporation's expected long-term rate of return on the assets in the Principal Plans is based on an asset allocation assumption of about 70 percent with equity managers, with expected long-term rates of return of approximately 10 percent, and about 30 percent with fixed income managers, with an expected long-term rate of return of about 6 percent. The Corporation regularly reviews its actual asset allocation and periodically rebalances its investments to the targeted allocation when considered appropriate. The Corporation will continue to evaluate its long-term rate of return assumptions at least annually and will adjust them as necessary.

Plan Assets

The Corporation's pension plan asset allocations for its Principal Plans are as follows:

<u>Asset Category</u>	<u>Target Allocation 2008</u>	<u>Percentage of Plan Assets at December 31</u>	
		<u>2007</u>	<u>2006</u>
Equity securities	71%	69%	74%
Debt securities	29	31	26
Total	100%	100%	100%

The plan assets did not include a significant amount of the Corporation's common stock.

Cash Flows

While the Corporation is not required to make a contribution in 2008 to the U.S. plan, the benefit of a contribution will be evaluated. The Corporation currently anticipates contributing about \$82 million to its pension plans outside the U.S. in 2008.

Estimated Future Benefit Payments

Over the next ten years, the Corporation expects to make the following gross benefit payments and receive related Medicare Part D reimbursements:

	<u>Pension Benefits</u>	<u>Other Benefits</u> (Millions of dollars)	<u>Medicare Part D Reimbursements</u>
2008	\$ 352	\$ 88	\$ (4)
2009	343	89	(4)
2010	345	90	(4)
2011	349	92	(4)
2012	347	92	(4)
2013 – 2017	1,966	519	(24)

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Health Care Cost Trends

Assumed health care cost trend rates affect the amounts reported for postretirement health care benefit plans. A one-percentage-point change in assumed health care trend rates would have the following effects on 2007 data:

	<u>One-Percentage-Point</u>	
	<u>Increase</u>	<u>Decrease</u>
	(Millions of dollars)	
Effect on total of service and interest cost components	\$ 2.8	\$ 2.5
Effect on postretirement benefit obligation	37.6	34.6

Defined Contribution Retirement Plans

Contributions to defined contribution retirement plans are primarily based on the age and compensation of covered employees. The Corporation's contributions, all of which were charged to expense, were \$56.0 million, \$55.0 million and \$52.7 million in 2007, 2006 and 2005, respectively.

Investment Plans

Voluntary contribution investment plans are provided to substantially all North American and most European employees. Under the plans, the Corporation matches a portion of employee contributions. Costs charged to expense under the plans were \$30.5 million, \$30.1 million and \$31.0 million in 2007, 2006 and 2005, respectively.

Note 8. Stockholders' Equity

On July 23, 2007, the Corporation entered into the ASR Agreement through which it purchased \$2 billion of outstanding shares of its common stock. Under the ASR Agreement, the Corporation purchased approximately 29.6 million shares of common stock from Bank of America, N.A. ("Bank of America") at an initial purchase price of \$67.48 per share. These repurchased shares are classified as treasury shares.

Bank of America is expected to repurchase an equivalent number of shares in the open market during the period from July 26, 2007 to June 20, 2008 (the "Repurchase Period"). The ASR Agreement includes a provision that would allow Bank of America, at its discretion, to accelerate the program so that the Repurchase Period may end as early as March 10, 2008. The initial purchase price per share is subject to an adjustment based on the volume weighted average price per share of the Corporation's shares of common stock during the Repurchase Period.

Prior to entering into the ASR Agreement, the Corporation's Board of Directors approved a new share repurchase program authorizing the Corporation to repurchase 50 million shares of the Corporation's common stock in the open market (in addition to approximately 28 million shares that remained available under the Corporation's prior share repurchase authorization). Accordingly, after execution of the ASR Agreement and share repurchases under the Corporation's ongoing program, the Corporation has authorization remaining to repurchase approximately 42 million additional shares. Subject to regulatory and market conditions, the Corporation intends to continue its ongoing share repurchase program in the open market during the Repurchase Period.

On September 14, 2006, the Board of Directors authorized the retirement of 90 million shares of treasury stock, which became authorized but unissued shares.

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

At December 31, 2007, unremitted net income of equity companies included in consolidated retained earnings was about \$847 million.

Accumulated Other Comprehensive Income (Loss)

The changes in the components of accumulated other comprehensive income (loss) are as follows:

	Year Ended December 31								
	2007			2006			2005		
	Pretax Amount	Tax Effect	Net Amount	Pretax Amount	Tax Effect	Net Amount	Pretax Amount	Tax Effect	Net Amount
	(Millions of dollars)								
Unrealized translation	\$365.3	\$ —	\$365.3	\$ 439.7	\$ —	\$ 439.7	\$(412.6)	\$ —	\$(412.6)
Minimum pension liability	n/a	n/a	n/a	331.3	(128.0)	203.3	(97.7)	39.1	(58.6)
Unrecognized net actuarial loss and transition amount:									
Pension benefits	325.2	(107.7)	217.5	n/a	n/a	n/a	n/a	n/a	n/a
Other postretirement benefits	19.8	20.5	40.3	n/a	n/a	n/a	n/a	n/a	n/a
Unrecognized prior service cost:									
Pension benefits	11.3	(4.3)	7.0	n/a	n/a	n/a	n/a	n/a	n/a
Other postretirement benefits	1.8	(.7)	1.1	n/a	n/a	n/a	n/a	n/a	n/a
Deferred (losses) gains on cash flow hedges	5.7	4.3	10.0	(16.4)	5.7	(10.7)	40.7	(13.0)	27.7
Unrealized holding gains (losses) on securities	(.2)	—	(.2)	.1	—	.1	.1	—	.1
Other comprehensive income (loss)	<u>\$728.9</u>	<u>\$ (87.9)</u>	<u>\$641.0</u>	<u>\$ 754.7</u>	<u>\$(122.3)</u>	<u>\$ 632.4</u>	<u>\$(469.5)</u>	<u>\$ 26.1</u>	<u>\$(443.4)</u>
Adoption of SFAS 158 ^(a)	n/a	n/a	n/a	(618.0)	222.8	(395.2)	n/a	n/a	n/a
Change in accumulated other comprehensive income (loss)	<u>\$728.9</u>	<u>\$ (87.9)</u>	<u>\$641.0</u>	<u>\$ 136.7</u>	<u>\$ 100.5</u>	<u>\$ 237.2</u>	<u>\$(469.5)</u>	<u>\$ 26.1</u>	<u>\$(443.4)</u>

n/a—not applicable

(a) Set forth below is detailed information concerning the adoption of SFAS 158:

	Year Ended December 31, 2006		
	Pretax Amount	Tax Effect	Net Amount
	(Millions of dollars)		
Reversal of minimum pension liability	\$ 1,055.2	\$(370.3)	\$ 684.9
Unrecognized net actuarial loss and transition amount:			
Pension benefits	(1,446.5)	508.4	(938.1)
Other postretirement benefits	(148.8)	56.0	(92.8)
Unrecognized prior service cost:			
Pension benefits	(52.7)	19.1	(33.6)
Other postretirement benefits	(25.2)	9.6	(15.6)
Adoption of SFAS 158	<u>\$ (618.0)</u>	<u>\$ 222.8</u>	<u>\$(395.2)</u>

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Effective December 31, 2006, the Corporation adopted SFAS 158. SFAS 158 required the Corporation to record a transition adjustment to recognize the funded status of postretirement defined benefit plans—measured as the difference between the fair value of plan assets and the benefit obligations—in its balance sheet after adjusting for derecognition of the Corporation's minimum pension liability as of December 31, 2006.

Although the Corporation adopted the provisions of SFAS 158, it incorrectly presented the \$395.2 million effect of this transition adjustment as a reduction of 2006 comprehensive income on its Consolidated Statement of Stockholders' Equity for the year ended December 31, 2006. The effect of removing the SFAS 158 transition adjustment changed reported comprehensive income from \$1,736.7 million to \$2,131.9 million.

Below is the detailed statement of 2007 other comprehensive income:

	Year Ended December 31, 2007		
	Pretax Amount	Tax Effect (Millions of dollars)	Net Amount
Unrealized translation	\$365.3	\$ —	\$365.3
Defined benefit pension plans:			
Unrecognized net actuarial loss and transition amount			
Funded status recognition	264.0	(84.8)	179.2
Amortization included in net periodic benefit cost	76.7	(27.8)	48.9
Currency and other	(15.5)	4.9	(10.6)
	<u>325.2</u>	<u>(107.7)</u>	<u>217.5</u>
Unrecognized prior service cost			
Unrecognized net actuarial loss and transition amount	4.4	(1.8)	2.6
Funded status recognition	6.9	(2.5)	4.4
	<u>11.3</u>	<u>(4.3)</u>	<u>7.0</u>
	<u>336.5</u>	<u>(112.0)</u>	<u>224.5</u>
Other postretirement defined benefit plans:			
Unrecognized net actuarial loss and transition amount			
Funded status recognition	16.2	22.0	38.2
Amortization included in net periodic benefit cost	5.3	(2.0)	3.3
Currency and other	(1.7)	.5	(1.2)
	<u>19.8</u>	<u>20.5</u>	<u>40.3</u>
Unrecognized prior service cost			
Amortization included in net periodic benefit cost	1.8	(.7)	1.1
	<u>21.6</u>	<u>19.8</u>	<u>41.4</u>
Cash flow hedges and other:			
Recognition of effective portion of hedges	(20.3)	16.1	(4.2)
Amortization included in net income	29.9	(11.8)	18.1
Currency and other	(4.1)	—	(4.1)
	<u>5.5</u>	<u>4.3</u>	<u>9.8</u>
Other comprehensive income	<u>\$728.9</u>	<u>\$ (87.9)</u>	<u>\$641.0</u>

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Accumulated balances of other comprehensive income (loss), net of applicable income taxes are as follows:

	December 31	
	2007	2006
	(Millions of dollars)	
Unrealized translation	\$ 7.1	\$ (358.2)
Unrecognized net actuarial loss and transition amount	(773.1)	(1,030.9)
Unrecognized prior service cost	(41.1)	(49.2)
Deferred gains on cash flow hedges	16.1	6.1
Unrealized holding losses on securities	(2)	—
Accumulated other comprehensive income (loss)	<u>\$ (791.2)</u>	<u>\$ (1,432.2)</u>

Net unrealized currency gains or losses resulting from the translation of assets and liabilities of foreign subsidiaries, except those in highly inflationary economies, are recorded in accumulated other comprehensive income. For these operations, changes in exchange rates generally do not affect cash flows; therefore, unrealized translation adjustments are recorded in accumulated other comprehensive income rather than net income. Upon sale or substantially complete liquidation of any of these subsidiaries, the applicable unrealized translation adjustment would be removed from accumulated other comprehensive income and reported as part of the gain or loss on the sale or liquidation. The decrease in unrealized translation is primarily due to the weakening of the U.S. dollar versus the Australian dollar, euro, Thai baht and Swiss franc.

Also included in unrealized translation amounts are the effects of foreign exchange rate changes on intercompany balances of a long-term investment nature and transactions designated as hedges of net foreign investments.

Approximately \$55 million and \$9 million of unrecognized net actuarial loss and unrecognized prior service cost, respectively, is expected to be recognized as a component of net periodic benefit cost in 2008.

Note 9. Risk Management

As a multinational enterprise, the Corporation is exposed to risks such as changes in foreign currency exchange rates, interest rates and commodity prices. The Corporation employs a variety of practices to manage these risks, including operating and financing activities and, where deemed appropriate, the use of derivative instruments. The Corporation's policies allow the use of derivatives for risk management purposes and prohibit their use for speculation or trading, and prohibit the use of any leveraged derivative instrument. Foreign currency derivative instruments are either exchange-traded or are entered into with major financial institutions. The Corporation's credit exposure under these arrangements is limited to those agreements with a positive fair value at the reporting date. Credit risk with respect to the counterparties is considered minimal in view of the financial strength of the counterparties.

Foreign Currency Exchange Risk Management

Foreign currency exchange risk is managed by the systematic use of foreign currency forward and swap contracts. The use of these instruments allows management of transactional exposure to exchange rate fluctuations because the gains or losses incurred on the derivative instruments will offset, in whole or in part, losses or gains on the underlying foreign currency exposure. The fair value of hedging instruments at December 31, 2007 and 2006 was \$21.3 million and \$6.7 million in assets and \$22.6 million and \$19.7 million in liabilities, respectively. Management does not foresee or expect any significant change in such exposures in the

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
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near future or in the strategies it employs to manage them. In addition, many of the Corporation's non-U.S. operations buy the majority of their inputs and sell the majority of their outputs in their local currency, thereby minimizing the effect of currency rate changes on their local operating profit margins.

Foreign Currency Translation Risk Management

Translation adjustments result from translating foreign entities' financial statements to U.S. dollars from their functional currencies. Translation exposure, which results from changes in translation rates between functional currencies and the U.S. dollar, generally is not hedged. There are no net investment hedges in place at December 31, 2007. The risk to any particular entity's net assets is minimized to the extent that the entity is financed with local currency borrowing.

Interest Rate Risk Management

Interest rate risk is managed using a portfolio of variable- and fixed-rate debt composed of short- and long-term instruments and interest rate swaps. The objective is to maintain a cost-effective mix that management deems appropriate. The fair value of hedging instruments was \$15.6 million in assets at December 31, 2007 and \$13.3 million in assets and \$7.9 million in liabilities at December 31, 2006. Management does not foresee or expect any significant changes in its exposure to interest rate fluctuations in the near future or in the strategies it employs to manage them.

Commodity Price Risk Management

The Corporation is subject to commodity price risk, the most significant of which relates to the prices of pulp, polypropylene, petroleum and natural gas.

Selling prices of tissue products are influenced, in part, by the market price for pulp, which is determined by industry supply and demand. On a worldwide basis, the Corporation sources approximately 8 percent of its virgin fiber needs from internal pulp manufacturing operations. Increases in pulp prices could adversely affect earnings if selling prices are not adjusted or if such adjustments significantly trail the increases in pulp prices. Derivative instruments have not been used to manage pulp price risk.

Polypropylene is subject to price fluctuations based on changes in petroleum prices, availability and other factors. A number of the Corporation's products, such as diapers, training and youth pants, and incontinence care products contain certain polypropylene materials. The Corporation purchases these materials from a number of suppliers. Significant increases in prices for these materials could adversely affect the Corporation's earnings if selling prices for its finished products are not adjusted or if adjustments significantly trail the increases in prices for these materials. Derivative instruments have not been used to manage these risks.

The Corporation's distribution costs for its finished products are subject to fluctuations in petroleum prices and other factors. The Corporation utilizes a number of providers of transportation services. Significant increases in prices for these services could adversely affect the Corporation's earnings if selling prices for its finished products are not adjusted or if adjustments significantly trail the increases in prices for these services. Derivative instruments have not been used to manage these risks.

The Corporation uses derivative financial instruments to offset a substantial portion of its exposure to market risk arising from changes in the price of natural gas. Hedging of this risk is accomplished by entering into forward swap contracts, which are designated as hedges of specific quantities of natural gas expected to be purchased in future months. These readily marketable swap contracts are recorded in the Corporation's

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Consolidated Balance Sheet at fair value. The fair value of these hedging instruments at December 31, 2007 and 2006 was a liability of \$1.1 million and \$6.8 million, respectively. On the date the derivative contract is entered into, the Corporation formally documents and designates the swap contract as a cash flow hedge, including how the effectiveness of the hedge will be measured. This process links the swap contract to specific forecasted transactions. Changes in their fair values were recorded in other comprehensive income, net of related income taxes, and recognized in income at the time the cost of the natural gas was recognized in income.

Effect of Derivative Instruments on Results of Operations and Other Comprehensive Income

Fair Value Hedges

The Corporation's fair value hedges offset the effect of the hedged items in 2007, 2006 and 2005, resulting in no effect on income. In addition, during these years, all designated derivatives for firm commitments continued to qualify for fair value hedge accounting.

Cash Flow Hedges

The effective portion of the gain or loss on the derivative instruments designated as cash flow hedges is initially recorded in other comprehensive income and is subsequently recognized in income when the hedged exposure affects income. The Corporation's cash flow hedges resulted in no significant ineffectiveness in 2007, 2006 and 2005 and consequently resulted in no significant effect on income. During the same period in which the hedged forecasted transactions affected earnings, the Corporation reclassified \$18.0 million of after-tax losses, \$14.0 million of after-tax losses, and \$11.2 million of after-tax gains, in 2007, 2006 and 2005, respectively, from accumulated other comprehensive income to earnings. At December 31, 2007, the Corporation expects to reclassify \$4.5 million of after-tax losses from accumulated other comprehensive income primarily to cost of sales during the next twelve months, consistent with the timing of the underlying hedged transactions. The maximum maturity of cash flow derivatives in place at December 31, 2007 is August 2013.

Net Investment Hedges

In 2007, the Corporation hedged a portion of its investment position in one of its equity affiliates. Under SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*, changes in the fair value of the derivative instruments are recognized in other comprehensive income to offset the change in value of the net investment being hedged. The net investment hedge was closed out in December 2007.

Note 10. Variable Interest Entities

The Corporation has variable interests in the following financing entities; certain real estate entities described in Note 11; and synthetic fuel partnerships described in Note 14, all of which are subject to the requirements of FASB Interpretation No. 46 (Revised December 2003), *Consolidation of Variable Interest Entities—an Interpretation of ARB 51* ("FIN 46R").

Financing Entities

The Corporation holds a significant interest in two financing entities that were used to monetize long-term notes received from the sale of certain nonstrategic timberlands and related assets to nonaffiliated buyers. These transactions qualified for the installment method of accounting for income tax purposes and met the criteria for immediate profit recognition for financial reporting purposes contained in SFAS No. 66, *Accounting for Sales of*

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Real Estate. These sales involved notes receivable with an aggregate face value of \$617 million and a fair value of approximately \$593 million at the date of sale. The notes receivable are backed by irrevocable standby letters of credit issued by money center banks, which aggregated \$617 million at December 31, 2007.

Because the Corporation desired to monetize the \$617 million of notes receivable and continue the deferral of current income taxes on the gains, it transferred the notes received from the sales to noncontrolled financing entities. The Corporation has minority voting interests in each of the financing entities (collectively, the “Financing Entities”). The transfers of the notes and certain other assets to the Financing Entities were made at fair value, accounted for as asset sales and resulted in no gain or loss. In conjunction with the transfer of the notes and other assets, the Financing Entities became obligated for \$617 million in third-party debt financing. A nonaffiliated financial institution has made substantive capital investments in each of the Financing Entities, has majority voting control over them and has substantive risks and rewards of ownership of the assets in the Financing Entities. The Corporation also contributed intercompany notes receivable aggregating \$662 million and intercompany preferred stock of \$50 million to the Financing Entities, which serve as secondary collateral for the third-party lending arrangements. In the unlikely event of default by both of the money center banks that provided the irrevocable standby letters of credit, the Corporation could sustain a maximum loss of \$617 million under these arrangements.

The Corporation has not consolidated the Financing Entities because it is not the primary beneficiary of either entity. Accordingly, it accounts for its ownership interests in these entities using the equity method of accounting. The Corporation retains equity interests in the Financing Entities for which the legal right of offset exists against the intercompany notes. As a result, the intercompany notes payable have been offset against the Corporation’s equity interests in the Financing Entities for financial reporting purposes.

See Note 5 for a description of the Corporation’s Luxembourg-based financing subsidiary, which is consolidated because the Corporation is the primary beneficiary of the entity.

Note 11. Real Estate Entities

The Corporation participates in the U.S. affordable housing and historic renovation real estate markets. Investments in these markets are encouraged by laws enacted by the U.S. Congress and related federal income tax rules and regulations. Accordingly, these investments generate income tax credits and tax losses that are used to reduce the Corporation’s income tax liabilities. The Corporation invested in these markets through (i) investments in various funds in which the Corporation is one of many noncontrolling investors, (ii) limited liability companies as a nonmanaging member and (iii) investments in wholly-owned or majority-owned entities. The entities borrow money from third parties generally on a nonrecourse basis and invest in and own various real estate projects.

FIN 46R requires the Corporation to consolidate certain real estate entities because it is the primary beneficiary of them. The Corporation also consolidates certain other real estate entities pursuant to SFAS No. 94, *Consolidation of All Majority-Owned Subsidiaries*. The assets of these entities classified principally as property, plant and equipment on the Consolidated Balance Sheet at December 31, 2007, have a carrying amount aggregating \$166.4 million that serves as collateral for \$117.6 million of obligations of these ventures. Neither the creditors nor the other beneficial interest holders of these consolidated ventures have recourse to the general credit of the Corporation, except for \$22.2 million of permanent financing debt, which is guaranteed by the Corporation. As of December 31, 2007, the Corporation has earned income tax credits totaling approximately \$88.8 million on its consolidated real estate entities.

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The Corporation accounts for its interests in its nonconsolidated real estate entities by the equity method of accounting or by the effective yield method, as appropriate, and has accounted for the related income tax credits and other tax benefits as a reduction in its income tax provision. As of December 31, 2007, the Corporation had net equity of \$14.3 million in its nonconsolidated real estate entities. As of December 31, 2007, the Corporation has earned income tax credits totaling approximately \$87.5 million on these nonconsolidated real estate entities. As of December 31, 2007, total permanent financing debt for the nonconsolidated entities was \$260.9 million. A total of \$21.7 million of the permanent financing debt is guaranteed by the Corporation and the remainder of this debt is secured solely by the properties and is nonrecourse to the Corporation. At December 31, 2007, the Corporation's maximum loss exposure for its nonconsolidated real estate entities is estimated to be \$53.5 million and is comprised of its net equity in these entities of \$14.3 million, its permanent financing guarantees of \$21.7 million, and the income tax credit recapture risk of \$17.5 million.

If the Corporation's investments in all of its real estate entities were to be disposed of at their carrying amounts, a portion of the tax credits may be recaptured and may result in a charge to earnings. As of December 31, 2007, this recapture risk is estimated to be \$41.8 million. The Corporation has no current intention of disposing of these investments during the recapture period, nor does it anticipate the need to do so in the foreseeable future in order to satisfy any anticipated liquidity need. Accordingly, the recapture risk is considered to be remote.

Note 12. Leases and Commitments

Leases

The Corporation has entered into operating leases for certain warehouse facilities, automobiles and equipment. The future minimum obligations under operating leases having a noncancelable term in excess of one year as of December 31, 2007, are as follows:

	<u>Millions</u>
Year Ending December 31:	
2008	\$ 126.3
2009	101.7
2010	79.1
2011	65.3
2012	51.6
Thereafter	152.6
Future minimum obligations	<u>\$ 576.6</u>

Certain operating leases contain residual value guarantees, which provide that if the Corporation does not purchase the leased property from the lessor at the end of the lease term, the Corporation is liable to the lessor for the shortfall, if any, between the proceeds from the sale of the property and an agreed value. At December 31, 2007, the maximum amount of the residual value guarantee was approximately \$16 million. Management expects the proceeds from the sale of the properties under the operating leases will exceed the agreed values.

Operating lease obligations have been reduced by approximately \$1 million for rental income from noncancelable sublease agreements.

Consolidated rental expense under operating leases was \$271.0 million, \$227.9 million and \$199.0 million in 2007, 2006 and 2005, respectively.

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Purchase Commitments

The Corporation has entered into long-term contracts for the purchase of pulp and utilities, principally electricity. Commitments under these contracts are approximately \$721 million in 2008, \$599 million in 2009, \$511 million in 2010, \$123 million in 2011 and \$109 million in 2012. Total commitments beyond the year 2012 are \$288 million.

Although the Corporation is primarily liable for payments on the above-mentioned leases and purchase commitments, its exposure to losses, if any, under these arrangements is not material.

Note 13. Contingencies and Legal Matters

Litigation

The following is a brief description of certain legal and administrative proceedings to which the Corporation or its subsidiaries is a party or to which the Corporation's or its subsidiaries' properties are subject. In management's opinion, none of the legal and administrative proceedings described below, individually or in the aggregate, is expected to have a material adverse effect on the Corporation's business, financial condition, results of operations or liquidity.

Contingency

One of the Corporation's North American tissue mills has an agreement to provide its local utility company a specified amount of electric power for each of the next nine years. In the event that the mill was shut down, the Corporation would be required to continue to operate the power generation facility on behalf of its owner, the local utility company. The net present value of the cost to fulfill this agreement as of December 31, 2007 is estimated to be approximately \$109 million. Management considers the probability of closure of this mill to be remote.

Environmental Matters

The Corporation has been named as a potentially responsible party under the provisions of the federal Comprehensive Environmental Response, Compensation and Liability Act, or analogous state statutes, at a number of waste disposal sites, none of which, individually or in the aggregate, in management's opinion, is likely to have a material adverse effect on the Corporation's business, financial condition, results of operations or liquidity.

In May 2007, a wholly-owned subsidiary of the Corporation was served a summons in Pennsylvania state court by the Delaware County Regional Water Quality Authority ("Delcora"). Also in May 2007, Delcora initiated an administrative action against the Corporation. Delcora is a public agency that operates a sewerage system and a wastewater treatment facility serving industrial and municipal customers, including Kimberly-Clark's Chester Mill. Delcora also regulates the discharge of wastewater from the Chester Mill. Delcora has alleged in the summons and the administrative action that the Corporation underreported the quantity of effluent discharged to Delcora from the Chester Mill for several years due to an inaccurate effluent metering device and owes additional amounts. The Corporation's action for declaratory judgment in the Federal District Court for the Eastern District of Pennsylvania was dismissed in December 2007. The Corporation continues to believe that Delcora's allegations lack merit and intends to vigorously defend against Delcora's actions. In management's opinion, this matter is not expected to have a material adverse effect on the Corporation's business, financial condition, results of operations or liquidity.

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
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Note 14. Synthetic Fuel Partnerships

The Corporation has minority interests in two synthetic fuel partnerships. Although these partnerships are variable interest entities that are subject to the requirements of FIN 46R, the Corporation is not the primary beneficiary, and the entities have not been consolidated. Synthetic fuel produced by the partnerships is eligible for synthetic fuel tax credits through 2007, after which the partnerships will be dissolved at no cost to the Corporation. In addition, there are tax deductions for pretax losses generated by the partnerships that are reported as nonoperating expense in the Corporation's Consolidated Income Statement. Both the credits and tax deductions reduce the Corporation's income tax expense. The tax credits begin to be phased out as the average annual domestic price of oil exceeds certain statutory amounts. The effects of these credits and deductions are shown in the following table:

	Year Ended December 31					
	2007		2006		2005	
	(Millions of dollars)					
Nonoperating expense	\$ (66.9)		\$ (65.5)		\$ (179.0)	
Tax credits	\$ 60.0		\$ 60.5		\$ 169.2	
Tax benefit of nonoperating expense	20.5	80.5	25.5	86.0	65.1	234.3
Net synthetic fuel benefit	<u>\$ 13.6</u>		<u>\$ 20.5</u>		<u>\$ 55.3</u>	
Per share basis—diluted	<u>\$.03</u>		<u>\$.04</u>		<u>\$.12</u>	

The effects of the credits are shown separately in the Corporation's reconciliation of the U.S. statutory rate to its effective income tax rate in Note 15.

Because the partnerships have received favorable private letter rulings from the IRS and because the partnerships' test procedures conform to IRS guidance, the Corporation's loss exposure under the synthetic fuel partnerships is minimal.

Note 15. Income Taxes

An analysis of the provision for income taxes follows:

	Year Ended December 31		
	2007	2006	2005
	(Millions of dollars)		
Current income taxes:			
United States	\$ 295.7	\$ 347.8	\$ 308.1
State	49.5	32.8	66.9
Other countries	294.3	296.6	206.1
Total	<u>639.5</u>	<u>677.2</u>	<u>581.1</u>
Deferred income taxes:			
United States	(73.4)	(144.7)	(118.6)
State	9.2	(9.7)	(30.3)
Other countries	(38.8)	(53.6)	6.2
Total	<u>(103.0)</u>	<u>(208.0)</u>	<u>(142.7)</u>
Total provision for income taxes	<u>\$ 536.5</u>	<u>\$ 469.2</u>	<u>\$ 438.4</u>

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Income before income taxes is earned in the following tax jurisdictions:

	Year Ended December 31		
	2007	2006	2005
	(Millions of dollars)		
United States	\$ 1,456.2	\$ 1,359.7	\$ 1,562.3
Other countries	861.3	485.2	406.6
Total income before income taxes	\$ 2,317.5	\$ 1,844.9	\$ 1,968.9

Deferred income tax assets (liabilities) are composed of the following:

	December 31	
	2007	2006
	(Millions of dollars)	
Net current deferred income tax asset attributable to:		
Accrued expenses	\$ 105.2	\$ 144.7
Pension, postretirement and other employee benefits	78.4	76.0
Inventory	(21.3)	(38.7)
Other	63.4	47.5
Valuation allowances	(8.3)	(10.3)
Net current deferred income tax asset	\$ 217.4	\$ 219.2
Net current deferred income tax liability attributable to:		
Other payables	\$ (9.4)	\$ (2.4)
Pension and other employee benefits	.2	(8.5)
Other	(11.4)	(4.1)
Net current deferred income tax liability	\$ (20.6)	\$ (15.0)
Net noncurrent deferred income tax asset attributable to:		
Income tax loss carryforwards	\$ 288.5	\$ 311.8
State tax credits	99.1	100.1
Pension and other postretirement benefits	97.7	215.7
Accumulated depreciation	(23.9)	(145.4)
Other	38.0	41.1
Valuation allowances	(226.6)	(245.4)
Net noncurrent deferred income tax asset included in other assets	\$ 272.8	\$ 277.9
Net noncurrent deferred income tax liability attributable to:		
Accumulated depreciation	\$(934.9)	\$(866.0)
Pension, postretirement and other employee benefits	534.5	478.8
Foreign tax credits and loss carryforwards	324.7	354.5
Installment sales	(185.6)	(189.4)
Other	(24.8)	(53.3)
Valuation allowances	(83.6)	(115.7)
Net noncurrent deferred income tax liability	\$(369.7)	\$(391.1)

Valuation allowances decreased \$52.4 million in 2007 and \$102.9 million in 2006. The decrease in 2007 was related to the reversal of valuation allowances on deferred tax assets at certain majority-owned subsidiaries

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in Latin America and utilization of excess foreign tax credits. Valuation allowances at the end of 2007 primarily relate to excess foreign tax credits in the U.S. and income tax loss carryforwards of \$869.0 million, which potentially are not useable primarily in jurisdictions outside the U.S. If not utilized against taxable income, \$323.7 million of the loss carryforwards will expire from 2008 through 2027. The remaining \$545.3 million has no expiration date.

Realization of income tax loss carryforwards is dependent on generating sufficient taxable income prior to expiration of these carryforwards. Although realization is not assured, management believes it is more likely than not that all of the deferred tax assets, net of applicable valuation allowances, will be realized. The amount of the deferred tax assets considered realizable could be reduced or increased if estimates of future taxable income change during the carryforward period.

Presented below is a reconciliation of the income tax provision computed at the U.S. federal statutory tax rate to the provision for income taxes:

	2007		Year Ended December 31			
	Amount	Percent	2006		2005	
	(Millions of dollars)					
Income before income taxes	<u>\$2,317.5</u>		<u>\$1,844.9</u>		<u>\$1,968.9</u>	
Tax at U.S. statutory rate applied to income before income taxes	\$ 811.1	35.0%	\$ 645.7	35.0%	\$ 689.1	35.0%
State income taxes, net of federal tax benefit	38.2	1.6	15.0	.8	23.8	1.2
Statutory rates other than U.S. statutory rate	(46.3)	(2.0)	(19.9)	(1.1)	(25.4)	(1.3)
Net operating losses realized	(63.5)	(2.7)	(8.0)	(.4)	(14.2)	(.7)
Synthetic fuel credits	(60.0)	(2.6)	(60.5)	(3.3)	(169.2)	(8.6)
Recognition of additional prior year foreign tax credits	—	—	(35.9)	(1.9)	—	—
Taxes on American Jobs Creation Act dividends	—	—	—	—	55.5	2.8
Other—net ^(a)	(143.0)	(6.2)	(67.2)	(3.7)	(121.2)	(6.1)
Provision for income taxes	<u>\$ 536.5</u>	<u>23.1%</u>	<u>\$ 469.2</u>	<u>25.4%</u>	<u>\$ 438.4</u>	<u>22.3%</u>

(a) Other—net is comprised of numerous items, none of which is greater than 1.4 percent of income from continuing operations.

The 2004 American Jobs Creation Act (the “Act”) provided, among other things, for a one-time deduction for certain foreign earnings that are repatriated to and reinvested in the U.S. During 2005, the Corporation repatriated approximately \$985 million of previously unremitted earnings of certain of its non-U.S. subsidiaries under the provisions of the Act. As a result, the Corporation recorded income tax expense and a related income tax liability of approximately \$55.5 million in 2005.

At December 31, 2007, U.S. income taxes have not been provided on approximately \$4.4 billion of unremitted earnings of subsidiaries operating outside the U.S. These earnings, which are considered to be invested indefinitely, would become subject to income tax if they were remitted as dividends, were lent to the Corporation or a U.S. affiliate, or if the Corporation were to sell its stock in the subsidiaries. Determination of the amount of unrecognized deferred U.S. income tax liability on these unremitted earnings is not practicable because of the complexities associated with this hypothetical calculation.

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Accounting for Uncertainty in Income Taxes

The Corporation adopted Interpretation No. 48, *Accounting for Uncertainty in Income Taxes—an interpretation of FASB Statement No. 109, Accounting for Income Taxes* (“FIN 48”), effective January 1, 2007. As a result, the Corporation recorded an increase in income tax liabilities for uncertain tax benefits and a decrease in retained earnings of \$34.2 million resulting from a cumulative effect adjustment. As required by FIN 48, the Corporation has classified the amounts recorded for uncertain tax positions in the Consolidated Balance Sheet as other liabilities (non-current) to the extent that payment is not anticipated within one year. Prior year financial statements have not been restated. Presented below is a reconciliation of the beginning and ending amounts of unrecognized income tax benefits:

	<u>2007</u>
	<u>(Millions of dollars)</u>
Balance at January 1	\$ 490.9
Gross increases for tax positions of prior years	35.3
Gross decreases for tax positions of prior years	(22.6)
Gross increases for tax positions of the current year	40.2
Settlements	(117.1)
Lapse of statute of limitations	(1.0)
Currency	12.1
Balance at December 31	<u>\$ 437.8</u>

As of December 31, 2007, approximately \$320 million of the \$437.8 million of unrecognized tax benefits would reduce the Corporation’s effective tax rate if recognized.

The Corporation recognizes accrued interest and penalties related to unrecognized tax benefits in income tax expense. During the years ended December 31, 2007, 2006 and 2005, the Corporation recognized a net benefit of \$11.0 million, a net cost of \$4.9 million and a net benefit of \$5.1 million, respectively, in interest and penalties. Total accrued penalties and net accrued interest was approximately \$24 million and \$37 million at December 31 and January 1, 2007, respectively.

It is reasonably possible that a number of uncertainties could be settled within the next 12 months. The most significant uncertainties involve transfer pricing, which may be resolved by entering into a revised advance pricing agreement between the U.S. and the U.K., and uncertainties related to questions about certain financing structures. Various other uncertain tax positions related to federal taxes are being discussed at the IRS Appeals level in the U.S. Other less significant uncertain tax positions also may be settled of which none are individually significant. Settlement of these matters is not expected to have a material effect on the Corporation’s financial condition, results of operations or liquidity.

As of December 31, 2007, the following tax years remain subject to examination for the major jurisdictions where the Corporation conducts business:

<u>Jurisdiction</u>	<u>Years</u>
United States	2004 to 2007
United Kingdom	2004 to 2007
Canada	2003 to 2007
Korea	2004 to 2007
Australia	2003 to 2007

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State income tax returns are generally subject to examination for a period of 3 to 5 years after filing of the respective return. The state impact of any federal changes remains subject to examination by various states for a period of up to two years after formal notification to the states. The Corporation and its subsidiaries have various state income tax returns in the process of examination, administrative appeals or litigation.

Note 16. Earnings Per Share

A reconciliation of the average number of common shares outstanding used in the basic and diluted EPS computations follows:

	Average Common Shares Outstanding		
	2007	2006 (Millions)	2005
Basic	441.3	458.5	474.0
Dilutive effect of:			
Stock options	2.8	1.9	2.6
Restricted share awards	1.3	1.2	.8
ASR program	.2	—	—
Diluted	<u>445.6</u>	<u>461.6</u>	<u>477.4</u>

Options outstanding that were not included in the computation of diluted EPS because their exercise price was greater than the average market price of the common shares are summarized below:

Description	2007	2006	2005
Average number of share equivalents (millions)	2.8	8.6	9.1
Weighted-average exercise price	\$ 72.00	\$ 66.48	\$ 66.58
Expiration date of options	2007 to 2017	2007 to 2015	2007 to 2015
Options outstanding at year-end (millions)	3.9	8.2	8.8

The number of common shares outstanding as of December 31, 2007, 2006 and 2005 was 420.9 million, 455.6 million and 461.5 million, respectively.

Note 17. Business Segment and Geographic Data Information

The Corporation is organized into operating segments based on product groupings. These operating segments have been aggregated into four reportable global business segments: Personal Care; Consumer Tissue; K-C Professional & Other; and Health Care. The reportable segments were determined in accordance with how the Corporation's executive managers develop and execute the Corporation's global strategies to drive growth and profitability of the Corporation's worldwide Personal Care, Consumer Tissue, K-C Professional & Other and Health Care operations. These strategies include global plans for branding and product positioning, technology, research and development programs, cost reductions including supply chain management, and capacity and capital investments for each of these businesses. Segment management is evaluated on several factors, including operating profit. Segment operating profit excludes other income and (expense), net; income and expense not associated with the business segments; and the costs of corporate decisions related to the strategic cost reductions described in Note 2. Corporate & Other Assets include the Corporation's investments in equity affiliates, finance operations and real estate entities, and deferred tax assets. The accounting policies of the reportable segments are the same as those described in Note 1.

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The principal sources of revenue in each global business segment are described below.

- The Personal Care segment manufactures and markets disposable diapers, training and youth pants and swimpants; baby wipes; feminine and incontinence care products; and related products. Products in this segment are primarily for household use and are sold under a variety of brand names, including Huggies, Pull-Ups, Little Swimmers, GoodNites, Kotex, Lightdays, Depend, Poise and other brand names.
- The Consumer Tissue segment manufactures and markets facial and bathroom tissue, paper towels, napkins and related products for household use. Products in this segment are sold under the Kleenex, Scott, Cottonelle, Viva, Andrex, Scottex, Hakle, Page and other brand names.
- The K-C Professional & Other segment manufactures and markets facial and bathroom tissue, paper towels, napkins, wipers and a range of safety products for the away-from-home marketplace. Products in this segment are sold under the Kimberly-Clark, Kleenex, Scott, WypAll, Kimtech, KleenGuard and Kimcare brand names.
- The Health Care segment manufactures and markets disposable health care products such as surgical gowns, drapes, infection control products, sterilization wrap, face masks, exam gloves, respiratory products and other disposable medical products. Products in this segment are sold under the Kimberly-Clark, Ballard and other brand names.

Approximately 13 percent of net sales were to Wal-Mart Stores, Inc. in 2007, 2006 and 2005, primarily in the Personal Care and Consumer Tissue businesses.

Information concerning consolidated operations by business segment and geographic area, as well as data for equity companies, is presented in the following tables:

Consolidated Operations by Business Segment

	Personal Care	Consumer Tissue	K-C Professional & Other	Health Care	Inter- segment Sales	Corporate & Other	Consolidated Total
	(Millions of dollars)						
Net Sales							
2007	\$ 7,562.7	\$ 6,474.5	\$ 3,039.2	\$ 1,206.8	\$ (57.9)	\$ 40.7	\$ 18,266.0
2006	6,740.9	5,982.0	2,813.1	1,237.4	(58.8)	32.3	16,746.9
2005	6,287.4	5,781.3	2,672.2	1,149.6	(19.3)	31.4	15,902.6
Operating Profit^(a)							
2007	1,562.4	702.4	478.2	195.0	—	(321.6) ^(b)	2,616.4
2006	1,302.5	772.6	472.1	211.2	—	(656.9) ^(b)	2,101.5
2005	1,242.2	805.8	472.8	200.4	—	(410.6) ^(b)	2,310.6
Depreciation and Amortization							
2007	240.8	302.7	138.5	50.4	—	74.1	806.5
2006	266.3	273.7	126.3	40.3	—	226.2	932.8
2005	267.4	301.0	135.7	52.4	—	88.0	844.5
Assets							
2007	5,775.8	6,276.0	2,877.0	2,238.3	—	1,272.6	18,439.7
2006	5,026.5	6,032.2	2,593.2	2,169.7	—	1,245.4	17,067.0
2005	4,650.7	5,672.9	2,540.4	2,038.5	—	1,400.7	16,303.2
Capital Spending							
2007	387.5	406.6	132.2	55.0	—	8.0	989.3
2006	345.0	455.8	131.1	40.1	—	.1	972.1
2005	297.9	296.6	87.7	27.3	—	.1	709.6

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- (a) Segment operating profit excludes other income and (expense), net and income and expenses not associated with the business segments.
(b) Corporate & Other includes expenses not associated with the business segments, including the following amounts of pretax charges for the strategic cost reductions and the related implementation costs in 2007 of \$27.1 million.

	Personal Care	Consumer Tissue	K-C Professional & Other (Millions of dollars)	Health Care	Total
<i>Corporate & Other</i>					
2007	\$ (89.3)	\$ (22.2)	\$ (16.1)	\$ (20.7)	\$ (148.3)
2006	(245.5)	(139.6)	(40.8)	(50.5)	(476.4)
2005	(146.0)	(31.3)	(13.1)	(38.2)	(228.6)

Additional information concerning these costs is contained in Note 2.

Sales of Principal Products

	2007	2006	2005
	(Billions of dollars)		
Consumer tissue products	\$ 6.4	\$ 5.9	\$ 5.7
Diapers	4.2	3.6	3.3
Away-from-home professional products	2.9	2.6	2.5
All other	4.8	4.6	4.4
Consolidated	<u>\$ 18.3</u>	<u>\$ 16.7</u>	<u>\$ 15.9</u>

Consolidated Operations by Geographic Area

	United States	Canada	Inter- geographic Items ^(a)	Total North America	Europe	Asia, Latin America & Other	Inter- geographic Items	Corporate & Other	Consolidated Total
	(Millions of dollars)								
Net Sales									
2007	\$9,875.6	\$568.8	\$ (252.3)	\$10,192.1	\$3,469.4	\$5,251.7	\$ (647.2)	\$ —	\$ 18,266.0
2006	9,405.6	538.0	(249.2)	9,694.4	3,153.4	4,480.9	(581.8)	—	16,746.9
2005	9,093.1	516.4	(254.7)	9,354.8	3,072.8	4,019.2	(544.2)	—	15,902.6
Operating Profit^(b)									
2007	1,852.6	157.2	—	2,009.8	258.1	670.1	—	(321.6) ^(c)	2,616.4
2006	1,856.2	142.8	—	1,999.0	211.1	548.3	—	(656.9) ^(c)	2,101.5
2005	1,973.5	107.7	—	2,081.2	165.9	474.1	—	(410.6) ^(c)	2,310.6
Net Property									
2007	4,238.6	35.9	—	4,274.5	1,636.5	2,183.0	—	—	8,094.0
2006	4,132.6	33.7	—	4,166.3	1,591.3	1,927.2	—	—	7,684.8
2005	4,082.0	82.1	—	4,164.1	1,529.5	1,801.1	—	—	7,494.7

(a) Intergeographic net sales include \$29.2 million, \$48.4 million and \$59.4 million by operations in Canada to the U.S. in 2007, 2006 and 2005, respectively.

(b) Geographic operating profit excludes other income and (expense), net and income and expenses not associated with geographic areas.

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(c) Corporate & Other includes expenses not associated with geographic areas, including the following amounts of pretax charges for the strategic cost reductions and the related implementation costs in 2007 of \$27.1 million.

	<u>United States</u>	<u>Canada</u>	<u>Europe</u> (Millions of dollars)	<u>Asia, Latin America & Other</u>	<u>Total</u>
<i>Corporate & Other</i>					
2007	\$(107.6)	\$ 0.3	\$ (31.5)	\$ (9.5)	\$(148.3)
2006	(226.5)	(16.7)	(195.5)	(37.7)	(476.4)
2005	(59.9)	(25.0)	(113.5)	(30.2)	(228.6)

Additional information concerning these costs is contained in Note 2.

Equity Companies' Data

	<u>Net Sales</u>	<u>Gross Profit</u>	<u>Operating Profit</u> (Millions of dollars)	<u>Net Income</u>	<u>Corporation's Share of Net Income</u>
2007	\$2,108.3	\$768.3	\$ 506.2	\$356.7	\$ 170.0
2006	2,275.1	815.2	668.3	456.2	218.6 ^(a)
2005	2,115.0	730.0	441.2	286.1	136.6

(a) The Corporation's share of net income includes a gain from the sale of Kimberly-Clark de Mexico, S.A.B. de C.V.'s pulp and paper business of approximately \$46 million.

	<u>Current Assets</u>	<u>Non-Current Assets</u>	<u>Current Liabilities</u> (Millions of dollars)	<u>Non-Current Liabilities</u>	<u>Stockholders' Equity</u>
2007	\$878.3	\$996.2	\$ 493.0	\$ 724.1	\$ 657.4
2006	879.6	905.1	667.4	465.5	651.8
2005	869.7	992.1	564.6	513.3	783.9

Equity companies, primarily in Latin America, are principally engaged in operations in the Personal Care and Consumer Tissue businesses.

At December 31, 2007, the Corporation's equity companies and ownership interest were as follows: Kimberly-Clark Lever, Ltd. (India) (50%), Kimberly-Clark de Mexico, S.A.B. de C.V. and subsidiaries (47.9%), Olayan Kimberly-Clark Arabia (49%), Olayan Kimberly-Clark (Bahrain) WLL (49%) and Tecnosur S.A. (Colombia) (34.3%).

Kimberly-Clark de Mexico, S.A.B. de C.V. is partially owned by the public and its stock is publicly traded in Mexico. At December 31, 2007, the Corporation's investment in this equity company was \$314.2 million, and the estimated fair value of the investment was \$2.3 billion based on the market price of publicly traded shares.

Note 18. Supplemental Data (Millions of dollars)

<u>Supplemental Income Statement Data</u>	<u>December 31</u>		
	<u>2007</u>	<u>2006</u>	<u>2005</u>
Advertising expense	\$468.3	\$438.4	\$451.0
Research expense	276.8	301.2	319.5
Foreign currency transaction (gains) losses, net	12.5	22.7	50.0

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Supplemental Balance Sheet Data

	December 31	
	2007	2006
Summary of Accounts Receivable, net		
Accounts Receivable:		
From customers	\$2,326.2	\$2,142.2
Other	307.5	253.2
Less allowance for doubtful accounts and sales discounts	(73.1)	(58.7)
Total	<u>\$2,560.6</u>	<u>\$2,336.7</u>

	December 31	
	2007	2006
Summary of Inventories		
Inventories by Major Class:		
At the lower of cost determined on the FIFO or weighted-average cost methods or market:		
Raw materials	\$ 476.3	\$ 398.3
Work in process	357.3	298.6
Finished goods	1,564.1	1,263.4
Supplies and other	261.0	242.6
	<u>2,658.7</u>	<u>2,202.9</u>
Excess of FIFO or weighted-average cost over LIFO cost	(214.9)	(198.4)
Total	<u>\$2,443.8</u>	<u>\$2,004.5</u>

FIFO or weighted-average value of total inventories determined on the LIFO method were \$1,203.0 million and \$936.0 million at December 31, 2007 and December 31, 2006, respectively.

	December 31	
	2007	2006
Summary of Property, Plant and Equipment, net		
Property, Plant and Equipment		
Land	\$ 221.6	\$ 241.5
Buildings	2,604.2	2,432.3
Machinery and equipment	12,872.0	12,130.7
Construction in progress	545.2	600.4
	<u>16,243.0</u>	<u>15,404.9</u>
Less accumulated depreciation	(8,149.0)	(7,720.1)
Total	<u>\$ 8,094.0</u>	<u>\$ 7,684.8</u>

	December 31	
	2007	2006
Summary of Accrued Expenses		
Accrued advertising and promotion	\$ 384.3	\$ 333.2
Accrued salaries and wages	403.0	404.5
Accrued expenses—strategic cost reductions	53.8	111.2
Other	941.7	754.9
Total	<u>\$ 1,782.8</u>	<u>\$ 1,603.8</u>

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Supplemental Cash Flow Statement Data

<u>Summary of Cash Flow Effects of Decrease (Increase) in Operating Working Capital^(a)</u>	<u>Year Ended December 31</u>		
	<u>2007</u>	<u>2006</u>	<u>2005</u>
Accounts receivable	\$(191.9)	\$(231.4)	\$ (41.9)
Inventories	(439.3)	(252.4)	(81.1)
Prepaid expenses	(34.6)	19.6	(10.6)
Trade accounts payable	244.0	150.1	51.1
Other payables	(90.6)	29.2	45.6
Accrued expenses	183.7	268.2	(2.9)
Accrued income taxes	(56.9)	(65.0)	13.6
Derivatives	9.1	(1.2)	5.3
Currency	47.0	88.0	(159.2)
Decrease (increase) in operating working capital	<u>\$(329.5)</u>	<u>\$ 5.1</u>	<u>\$(180.1)</u>

<u>Other Cash Flow Data</u>	<u>Year Ended December 31</u>		
	<u>2007</u>	<u>2006</u>	<u>2005</u>
Interest paid	\$ 239.2	\$ 234.5	\$ 195.8
Income taxes paid	674.1	708.9	590.7

<u>Interest Expense</u>	<u>Year Ended December 31</u>		
	<u>2007</u>	<u>2006</u>	<u>2005</u>
Gross interest cost	\$ 282.7	\$ 234.6	\$ 197.5
Capitalized interest on major construction projects	(17.9)	(14.3)	(7.3)
Interest expense	<u>\$ 264.8</u>	<u>\$ 220.3</u>	<u>\$ 190.2</u>

(a) Excludes the effects of acquisitions and dispositions.

Note 19. Unaudited Quarterly Data

	<u>2007</u>				<u>2006</u>			
	<u>Fourth</u>	<u>Third</u>	<u>Second</u>	<u>First</u>	<u>Fourth</u>	<u>Third</u>	<u>Second</u>	<u>First</u>
	(Millions of dollars, except per share amounts)							
Net sales	\$ 4,758.1	\$ 4,620.6	\$ 4,502.0	\$ 4,385.3	\$ 4,307.2	\$ 4,210.4	\$ 4,161.4	\$ 4,067.9
Gross profit	1,462.1	1,443.5	1,446.0	1,352.3	1,365.9	1,275.5	1,287.6	1,153.1
Operating profit	668.9	682.7	648.7	616.1	610.6	526.4	544.1	420.4
Net income	456.0	453.1	461.8	452.0	482.6	364.2	377.6	275.1
Per share basis:								
Basic	1.08	1.05	1.01	.99	1.06	.80	.82	.60
Diluted	1.07	1.04	1.00	.98	1.05	.79	.82	.60
Cash dividends declared per share	.53	.53	.53	.53	.49	.49	.49	.49
Market price per share:								
High	71.16	70.78	72.79	70.28	68.58	65.76	62.15	61.75
Low	67.01	63.79	66.05	65.99	65.00	58.63	56.96	56.59
Close	69.34	70.26	66.89	68.49	67.95	65.36	61.70	57.80

PART II

(Continued)

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Kimberly-Clark Corporation:

We have audited the accompanying consolidated balance sheets of Kimberly-Clark Corporation and subsidiaries (the “Corporation”) as of December 31, 2007 and 2006, and the related consolidated statements of income, stockholders’ equity, and cash flows for each of the three years in the period ended December 31, 2007. Our audits also included the financial statement schedule listed in the Index at Item 15. These financial statements and financial statement schedule are the responsibility of the Corporation’s management. Our responsibility is to express an opinion on the financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Kimberly-Clark Corporation and subsidiaries as of December 31, 2007 and 2006, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2007, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

As discussed in Note 15 to the consolidated financial statements, on January 1, 2007, the Corporation adopted the provisions of Financial Accounting Standards Board Interpretation No. 48, *Accounting for Uncertainty in Income Taxes—an interpretation of FASB Statement No. 109*. Also, as discussed in Notes 6 and 8, on January 1, 2006, the Corporation adopted the provisions of Statement of Financial Accounting Standards No. 123(R), *Share-Based Payment*, and on December 31, 2006, the Corporation adopted the provisions of Statement of Financial Accounting Standards No. 158, *Employers’ Accounting for Defined Benefit Pension and Other Postretirement Plans—an amendment of FASB Statements No. 87, 88, 106, and 132(R)*.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Corporation’s internal control over financial reporting as of December 31, 2007, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 20, 2008, expressed an unqualified opinion on the Corporation’s internal control over financial reporting.

/s/ DELOITTE & TOUCHE LLP

Deloitte & Touche LLP

Dallas, Texas

February 20, 2008

PART II

(Continued)

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

As of December 31, 2007, an evaluation was performed under the supervision and with the participation of the Corporation's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Corporation's disclosure controls and procedures. Based on that evaluation, the Corporation's management, including the Chief Executive Officer and Chief Financial Officer, concluded that the Corporation's disclosure controls and procedures were effective as of December 31, 2007.

Internal Control Over Financial Reporting

Management's Report on the Financial Statements

Kimberly-Clark Corporation's management is responsible for all aspects of the business, including the preparation of the consolidated financial statements in this annual report. The consolidated financial statements have been prepared using generally accepted accounting principles considered appropriate in the circumstances to present fairly the Corporation's consolidated financial position, results of operations and cash flows on a consistent basis. Management also has prepared the other information in this annual report and is responsible for its accuracy and consistency with the consolidated financial statements.

As can be expected in a complex and dynamic business environment, some financial statement amounts are based on estimates and judgments. Even though estimates and judgments are used, measures have been taken to provide reasonable assurance of the integrity and reliability of the financial information contained in this annual report. These measures include an effective control-oriented environment in which the internal audit function plays an important role and an Audit Committee of the Board of Directors that oversees the financial reporting process. The consolidated financial statements have been audited by the independent registered public accounting firm, Deloitte & Touche LLP. During its audits, Deloitte & Touche LLP was given unrestricted access to all financial records, including minutes of all meetings of stockholders and the Board of Directors and all committees of the Board. Management believes that all representations made to the independent registered public accountants during their audits were valid and appropriate.

Audit Committee Oversight and the Corporation's Code of Conduct

The Audit Committee of the Board of Directors, which is composed solely of independent directors, assists the Board in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing and financial reporting practices of the Corporation; the audits of its consolidated financial statements; and internal control over financial reporting. The Audit Committee reviews with the auditors any relationships that may affect their objectivity and independence. The Audit Committee also reviews with management, the internal auditors and the independent registered public accounting firm the quality and adequacy of the Corporation's internal control over financial reporting, including compliance matters related to the Corporation's code of conduct, and the results of the internal and external audits. The Audit Committee has reviewed and recommended that the audited consolidated financial statements included in this report be included in the Form 10-K for filing with the Securities and Exchange Commission.

PART II

(Continued)

The Corporation's code of conduct, among other things, contains policies for conducting business affairs in a lawful and ethical manner everywhere it does business, for avoiding potential conflicts of interest and for preserving confidentiality of information and business ideas. Internal controls have been implemented to provide reasonable assurance that the code of conduct is followed.

Management's Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining an adequate system of internal control over financial reporting, including safeguarding of assets against unauthorized acquisition, use or disposition. This system is designed to provide reasonable assurance to management and the Board of Directors regarding preparation of reliable published financial statements and safeguarding of the Corporation's assets. This system is supported with written policies and procedures, contains self-monitoring mechanisms and is audited by the internal audit function. Appropriate actions are taken by management to correct deficiencies as they are identified. All internal control systems have inherent limitations, including the possibility of circumvention and overriding of controls, and, therefore, can provide only reasonable assurance as to the reliability of financial statement preparation and such asset safeguarding.

The Corporation has assessed the effectiveness of its internal control over financial reporting as of December 31, 2007. In making this assessment, it used the criteria described in "*Internal Control—Integrated Framework*" issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management believes that, as of December 31, 2007, the Corporation's internal control over financial reporting is effective.

Deloitte & Touche LLP has issued its attestation report on the effectiveness of the Corporation's internal control over financial reporting. That attestation report appears below.

/s/ Thomas J. Falk

Thomas J. Falk
Chairman of the Board and
Chief Executive Officer

February 20, 2008

/s/ Mark A. Buthman

Mark A. Buthman
Senior Vice President and
Chief Financial Officer

PART II

(Continued)

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of
Kimberly-Clark Corporation:

We have audited the internal control over financial reporting of Kimberly-Clark Corporation and subsidiaries (the “Corporation”) as of December 31, 2007, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Corporation’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Corporation’s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company’s internal control over financial reporting is a process designed by, or under the supervision of, the company’s principal executive and principal financial officers, or persons performing similar functions, and effected by the company’s board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2007, based on the criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedule of the Corporation as of and for the year ended December 31, 2007, and our report dated February 20, 2008, expressed an unqualified opinion on those financial statements and financial statement schedule and included an explanatory paragraph

PART II

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regarding the adoption of Financial Accounting Standards Board Interpretation No. 48, *Accounting for Uncertainty in Income Taxes—an interpretation of FASB Statement No. 109*, on January 1, 2007, the adoption of Statement of Financial Accounting Standards No. 123(R), *Share-Based Payment*, on January 1, 2006, and the adoption of Statement of Financial Accounting Standards No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans—an amendment of FASB Statements No. 87, 88, 106, and 132(R)*, on December 31, 2006.

/s/ DELOITTE & TOUCHE LLP

Deloitte & Touche LLP

Dallas, Texas

February 20, 2008

Changes in Internal Control Over Financial Reporting

There have been no changes in the Corporation's internal control over financial reporting identified in connection with the evaluation described above in "Management's Report on Internal Control Over Financial Reporting" that occurred during the Corporation's fourth fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The section of the 2008 Proxy Statement captioned “Certain Information Regarding Directors and Nominees” under “Proposal 1. Election of Directors” identifies members of the Board of Directors of the Corporation and nominees, and is incorporated in this Item 10 by reference.

The names and ages of the executive officers of the Corporation as of February 22, 2008, together with certain biographical information, are as follows:

Robert E. Abernathy, 53, was elected Group President—Developing and Emerging Markets in 2004. He is responsible for the Corporation’s businesses in Asia, Latin America, Eastern Europe, the Middle East and Africa. Mr. Abernathy joined the Corporation in 1982. His past responsibilities in the Corporation have included operations and major project management in North America. He was appointed Vice President—North American Diaper Operations in 1992; Managing Director of Kimberly-Clark Australia Pty. Limited in 1994; and Group President of the Corporation’s Business-to-Business segment in 1998. He is a director of The Lubrizol Corporation.

Joanne B. Bauer, 52, was elected President—Global Health Care in 2006. She is responsible for the Corporation’s global health care business, which includes a variety of medical supplies and devices. Ms. Bauer joined the Corporation in 1981. Her past responsibilities have included various marketing and management positions in the Adult Care and Health Care businesses. She was appointed Vice President of KimFibers, Ltd. in 1996; Vice President of Global Marketing for Health Care in 1998; and President of Health Care in 2001.

Robert W. Black, 48, was elected Senior Vice President and Chief Strategy Officer in 2006. He is responsible for leading the development, execution and monitoring of the Corporation’s strategy, mergers and acquisitions, and for helping to accelerate the Corporation’s initiatives to enhance global competitiveness. In December 2006, Mr. Black also assumed responsibility for the Corporation’s innovation efforts. Prior to joining Kimberly-Clark in 2006, Mr. Black served as Chief Operating Officer of Sammons Enterprises, a multi-faceted conglomerate, from 2004 to 2005. From 1994 to 2004, Mr. Black held various senior leadership positions in marketing, strategy, corporate development and international management with Steelcase, Inc., a leading office furniture products and related services company. As President of Steelcase International from 2000 to 2004, he led operations in more than 130 countries.

Mark A. Buthman, 47, was elected Senior Vice President and Chief Financial Officer in 2003. Mr. Buthman joined the Corporation in 1982. He has held various positions of increasing responsibility in the operations, finance and strategic planning areas of the Corporation. Mr. Buthman was appointed Vice President of Strategic Planning and Analysis in 1997 and Vice President of Finance in 2002.

Thomas J. Falk, 49, was elected Chairman of the Board and Chief Executive Officer in 2003 and President and Chief Executive Officer in 2002. Prior to that, he served as President and Chief Operating Officer since 1999. Mr. Falk previously had been elected Group President—Global Tissue, Pulp and Paper in 1998, where he was responsible for the Corporation’s global tissue businesses. Earlier in his career, Mr. Falk had responsibility for the Corporation’s North American Infant Care, Child Care and Wet Wipes businesses. Mr. Falk joined the Corporation in 1983 and has held other senior management positions in the Corporation. He has been a director of the Corporation since 1999. He also serves on the Board of Directors of Centex Corporation, Grocery Manufacturers of America, Inc. and the University of Wisconsin Foundation, and serves as a governor of the Boys & Girls Clubs of America.

Steven R. Kalmanson, 55, was elected Group President—North Atlantic Consumer Products in 2005. He is responsible for the Corporation’s consumer business in North America and Europe and the related customer development and supply chain organizations. Mr. Kalmanson joined the Corporation in 1977. His past

PART III

(Continued)

responsibilities have included various marketing and business management positions within the consumer products businesses. He was appointed President, Adult Care in 1990; President, Child Care in 1991; President, Family Care in 1994; Group President of the Corporation's Consumer Tissue segment in 1995; and Group President—Personal Care in 2004.

Thomas J. Mielke, 49, was elected Senior Vice President—Law and Government Affairs and Chief Compliance Officer in 2007. His responsibilities include the Corporation's legal affairs, internal audit and government relations activities. Mr. Mielke joined the Corporation in 1988. He held various positions within the legal function and was appointed Vice President and Chief Patent Counsel in 2000, and Vice President and Chief Counsel—North Atlantic Consumer Products in 2004.

Jan B. Spencer, 52, was elected President—Global K-C Professional in 2006. He is responsible for the Corporation's global professional business, which includes commercial tissue and wipers, and skin care, safety and Do-It-Yourself products. Mr. Spencer joined the Corporation in 1979. His past responsibilities have included various sales and management positions in Europe and the U.S. He was appointed Vice President Research, Development & Engineering in the Away From Home sector in 1996; Vice President, Wiper Business in 1998; Vice President, European Operations, Engineering, Supply Chain in the K-C Professional sector in 2000; President, KCP Europe in 2002; President, KCP North America in 2003; and President—K-C Professional North Atlantic in 2004.

The section of the 2008 Proxy Statement captioned "Corporate Governance Information—Audit Committee" identifies members of the Audit Committee of the Board of Directors and an audit committee financial expert, and is incorporated in this Item 10 by reference.

The section of the 2008 Proxy Statement captioned "Section 16(a) Beneficial Ownership Reporting Compliance" is incorporated in this Item 10 by reference.

The section of the 2008 Proxy Statement captioned "Corporate Governance Information—Other Corporate Governance Matters—Corporate Governance Policies" identifies how stockholders may obtain a copy of the Corporation's Corporate Governance Policies without charge and is incorporated in this Item 10 by reference.

The section of the 2008 Proxy Statement captioned "Corporate Governance Information—Other Corporate Governance Matters—Code of Conduct" describes the Corporation's Code of Conduct and identifies how stockholders may obtain a copy of the Corporation's Code of Conduct without charge and is incorporated in this Item 10 by reference.

The section of the 2008 Proxy Statement captioned "Corporate Governance Information—Board of Directors and Board Committees" identifies how stockholders may obtain a copy of charters of the Audit, Management Development and Compensation, and Nominating and Corporate Governance Committees of the Board of Directors without charge and is incorporated in this Item 10 by reference.

ITEM 11. EXECUTIVE COMPENSATION

The information in the sections of the 2008 Proxy Statement captioned "Executive Compensation" and "Corporate Governance Information—Compensation Committee Interlocks and Insider Participation" is incorporated in this Item 11 by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information in the section of the 2008 Proxy Statement captioned "Security Ownership of Management and Certain Beneficial Owners" is incorporated in this Item 12 by reference.

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PART III

(Continued)

The following table gives information about the Corporation's common stock that may be issued upon the exercise of options, warrants and rights under all of the Corporation's equity compensation plans as of December 31, 2007.

<u>Plan category</u>	<u>Number of securities to be issued upon exercise of outstanding options, warrants and rights (in millions) (a)</u>	<u>Weighted average exercise price of outstanding options, warrants and rights (b)</u>	<u>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (in millions) (c)</u>
Equity compensation plans approved by stockholders ⁽¹⁾	27.0 ⁽²⁾	\$ 60.97	20.5 ⁽³⁾
Equity compensation plans not approved by stockholders ⁽⁴⁾	.1 ⁽⁵⁾	61.21 ⁽⁵⁾	.8
Total	27.1	\$ 60.97	21.3

(1) Includes the 1992 Equity Participation Plan and 2001 Equity Participation Plan.

(2) Does not include 1.8 million restricted share units granted under the 2001 Equity Participation Plan. Upon vesting, a share of the Corporation's common stock is issued for each restricted share unit.

(3) Includes 15.0 million shares that may be granted as restricted shares or restricted share units under the 2001 Equity Participation Plan.

(4) Includes the Outside Directors' Compensation Plan and certain acquired equity compensation plans. See below for description of the Outside Directors' Compensation Plan.

(5) Includes less than 15,000 options at a weighted-average exercise price of \$99.37 granted under equity compensation plans assumed by the Corporation in connection with acquisitions to honor existing obligations of acquired entities. The Corporation will not make any additional grants or awards under such plans, although the terms of one acquired deferred compensation plan provide for issuance of a de minimus number of shares of the Corporation's common stock for reinvested dividends on deferred amounts.

Outside Directors' Compensation Plan. In 2001, the Corporation's Board of Directors approved the Outside Directors' Compensation Plan. A maximum of 1,000,000 shares of the Corporation's common stock is available for grant under this plan. The Corporation's Board of Directors may grant awards in the form of stock, stock appreciation rights, restricted shares, restricted share units, or any combination of cash, options, stock, stock appreciation rights, restricted shares or restricted share units under this plan.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information in the sections of the 2008 Proxy Statement captioned "Transactions with Related Persons" and "Corporate Governance Information—Director Independence" is incorporated in this Item 13 by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information in the sections of the 2008 Proxy Statement captioned "Principal Accounting Firm Fees" and "Audit Committee Approval of Audit and Non-Audit Services" under "Proposal 2. Ratification of Auditors" is incorporated in this Item 14 by reference.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) Documents filed as part of this report.

1. Financial statements.

The financial statements are set forth under Item 8 of this report on Form 10-K.

2. Financial statement schedules.

The following information is filed as part of this Form 10-K and should be read in conjunction with the financial statements contained in Item 8:

Report of Independent Registered Public Accounting Firm

Schedule for Kimberly-Clark Corporation and Subsidiaries:

Schedule II Valuation and Qualifying Accounts

All other schedules have been omitted because they were not applicable or because the required information has been included in the financial statements or notes thereto.

3. Exhibits.

Exhibit No. (3)a. Amended and Restated Certificate of Incorporation, dated April 26, 2007, incorporated by reference to Exhibit (3)a of the Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2007.

Exhibit No. (3)b. By-Laws, as amended September 14, 2006, incorporated by reference to Exhibit No. (3)b of the Corporation's Current Report on Form 8-K dated September 14, 2006.

Exhibit No. (4). Copies of instruments defining the rights of holders of long-term debt will be furnished to the Securities and Exchange Commission on request.

Exhibit No. (10)a. Management Achievement Award Program, as amended and restated, incorporated by reference to Exhibit (10)a of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2005.

Exhibit No. (10)b. Executive Severance Plan, as amended and restated, incorporated by reference to Exhibit No. (10)b of the Corporation's Current Report on Form 8-K dated November 16, 2005.

Exhibit No. (10)c. Sixth Amended and Restated Deferred Compensation Plan for Directors, dated November 16, 2005, incorporated by reference to Exhibit (10)c of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2005.

Exhibit No. (10)d. Executive Officer Achievement Award Program, incorporated by reference to Exhibit No. (10)d of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2002.

Exhibit No. (10)e. 1992 Equity Participation Plan, as amended, incorporated by reference to Exhibit No. (10)e of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2000.

Exhibit No. (10)f. Deferred Compensation Plan, as amended and restated, dated December 31, 2005, incorporated by reference to Exhibit (10)f of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2005.

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PART IV

(Continued)

Exhibit No. (10)g.	Outside Directors' Stock Compensation Plan, as amended, incorporated by reference to Exhibit No. (10)g of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2002.
Exhibit No. (10)h.	Supplemental Benefit Plan to the Kimberly-Clark Corporation Pension Plan, as amended, dated December 31, 2005, incorporated by reference to Exhibit (10)h of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2005.
Exhibit No. (10)i.	Second Supplemental Benefit Plan to the Kimberly-Clark Corporation Pension Plan, as amended and restated, dated December 31, 2005, incorporated by reference to Exhibit (10)i of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2005.
Exhibit No. (10)j.	Retirement Contribution Excess Benefit Program, as amended and restated, dated September 12, 2007, filed herewith.
Exhibit No. (10)k.	1999 Restricted Stock Plan, as amended, incorporated by reference to Exhibit No. (10)k of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2000.
Exhibit No. (10)l.	Outside Directors' Compensation Plan, as amended, dated November 13, 2007, filed herewith.
Exhibit No. (10)m.	2001 Equity Participation Plan, as amended, incorporated by reference to Exhibit (10)m of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2005.
Exhibit No. (10)n.	Form of Award Agreements under 2001 Equity Participation Plan, filed herewith.
Exhibit No. (10)o.	Summary of Outside Directors' Compensation pursuant to the Outside Directors' Compensation Plan, incorporated by reference to Exhibit (10)o of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2006.
Exhibit No. (10)p.	Global Business Plan Severance Pay Plan, amended and restated, dated as of September 12, 2007, filed herewith.
Exhibit No. (12).	Computation of ratio of earnings to fixed charges for the five years ended December 31, 2007, filed herewith.
Exhibit No. (21).	Subsidiaries of the Corporation, filed herewith.
Exhibit No. (23).	Consent of Independent Registered Public Accounting Firm, filed herewith.
Exhibit No. (24).	Powers of Attorney, filed herewith.
Exhibit No. (31)a.	Certification of Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), filed herewith.
Exhibit No. (31)b.	Certification of Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act, filed herewith.
Exhibit No. (32)a.	Certification of Chief Executive Officer required by Rule 13a-14(b) or Rule 15d-14(b) of the Exchange Act and Section 1350 of Chapter 63 of Title 18 of the United States Code, furnished herewith.
Exhibit No. (32)b.	Certification of Chief Financial Officer required by Rule 13a-14(b) or Rule 15d-14(b) of the Exchange Act and Section 1350 of Chapter 63 of Title 18 of the United States Code, furnished herewith.

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
SCHEDULE II
VALUATION AND QUALIFYING ACCOUNTS
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005
(Millions of dollars)

<u>Description</u>	<u>Balance at Beginning of Period</u>	<u>Additions</u>		<u>Deductions</u>	<u>Balance at End of Period</u>
		<u>Charged to Costs and Expenses</u>	<u>Charged to Other Accounts^(a)</u>	<u>Write-Offs and Reclassifications</u>	
December 31, 2007					
Allowances deducted from assets to which they apply					
Allowance for doubtful accounts	\$ 38.9	\$ 14.8	\$ 4.0	\$ 7.1 ^(b)	\$ 50.6
Allowances for sales discounts	19.8	252.2	.7	250.2 ^(c)	22.5
December 31, 2006					
Allowances deducted from assets to which they apply					
Allowance for doubtful accounts	\$ 35.8	\$ 11.7	\$ 3.2	\$ 11.8 ^(b)	\$ 38.9
Allowances for sales discounts	21.6	274.6	.9	277.3 ^(c)	19.8
December 31, 2005					
Allowances deducted from assets to which they apply					
Allowance for doubtful accounts	\$ 42.5	\$ 8.9	\$ (.6)	\$ 15.0 ^(b)	\$ 35.8
Allowances for sales discounts	20.1	249.5	(.7)	247.3 ^(c)	21.6

(a) Includes bad debt recoveries and the effects of changes in foreign currency exchange rates.

(b) Primarily uncollectible receivables written off.

(c) Sales discounts allowed.

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
SCHEDULE II
VALUATION AND QUALIFYING ACCOUNTS
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005
(Millions of dollars)

<u>Description</u>	<u>Balance at Beginning of Period</u>	<u>Additions</u>		<u>Deductions^(a)</u>	<u>Balance at End of Period</u>
		<u>Charged to Costs and Expenses</u>	<u>Charged to Other Accounts</u>		
December 31, 2007					
Deferred Taxes					
Valuation Allowance	\$ 371.1	\$ (63.0)	\$ —	\$ (10.6)	\$ 318.7
December 31, 2006					
Deferred Taxes					
Valuation Allowance	\$ 474.0	\$ (105.3)	\$ —	\$ (2.4)	\$ 371.1
December 31, 2005					
Deferred Taxes					
Valuation Allowance	\$ 252.4	\$ 233.6	\$ —	\$ 12.0	\$ 474.0

(a) Includes the net currency effects of translating valuation allowances at current rates under Statement of Financial Accounting Standards No. 52, *Foreign Currency Translation*, of \$(12.2) million in 2007, \$(1.9) million in 2006 and \$13.4 million in 2005.

EXHIBIT INDEX

Exhibit No. (3)a.	Amended and Restated Certificate of Incorporation, dated April 26, 2007, incorporated by reference to Exhibit (3)a of the Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2007.
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Exhibit No. (10)j.	Retirement Contribution Excess Benefit Program, as amended and restated, dated September 12, 2007, filed herewith.
Exhibit No. (10)k.	1999 Restricted Stock Plan, as amended, incorporated by reference to Exhibit No. (10)k of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2000.
Exhibit No. (10)l.	Outside Directors' Compensation Plan, as amended, dated November 13, 2007, filed herewith.
Exhibit No. (10)m.	2001 Equity Participation Plan, as amended, incorporated by reference to Exhibit (10)m of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2005.
Exhibit No. (10)n.	Form of Award Agreements under 2001 Equity Participation Plan, filed herewith.
Exhibit No. (10)o.	Summary of Outside Directors' Compensation pursuant to the Outside Directors' Compensation Plan, incorporated by reference to Exhibit 10(o) of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2006.
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Exhibit No. (31)b.	Certification of Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act, filed herewith.
Exhibit No. (32)a.	Certification of Chief Executive Officer required by Rule 13a-14(b) or Rule 15d-14(b) of the Exchange Act and Section 1350 of Chapter 63 of Title 18 of the United States Code, furnished herewith.
Exhibit No. (32)b.	Certification of Chief Financial Officer required by Rule 13a-14(b) or Rule 15d-14(b) of the Exchange Act and Section 1350 of Chapter 63 of Title 18 of the United States Code, furnished herewith.

KIMBERLY-CLARK CORPORATION
RETIREMENT CONTRIBUTION EXCESS BENEFIT PROGRAM

Amended and Restated effective September 12, 2007

In recognition of the valuable services provided to Kimberly-Clark Corporation (the "Corporation"), and its subsidiaries, by its employees, the Board of Directors of the Corporation (the "Board") wishes to provide additional retirement benefits to those individuals whose benefits under the Kimberly-Clark Corporation Retirement Contribution Plan (the "RCP") are restricted by the operation of the provisions of the Internal Revenue Code of 1986, as amended. It is the intent of the Corporation to provide these benefits under the terms and conditions hereinafter set forth. This Program is intended to encompass two plans, (i) an "excess benefit plan" within the meaning of Section 3(36) of Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and, as such, to be exempt from all of the provisions of ERISA pursuant to Section 4(b)(5) thereof and (ii) a non-qualified supplemental retirement plan which is unfunded and maintained primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees of the Corporation, pursuant to Sections 201, 301 and 401 of ERISA and, as such, exempt from the provisions of Parts II, III and IV of Title I of ERISA.

ARTICLE 1

Definitions

Each term which is used in this Program and also used in the RCP shall have the same meaning herein as the RCP.

Notwithstanding the above, for purposes of this Program, where the following words and phrases appear in this Program they shall have the respective meanings set forth below unless the context clearly indicates otherwise:

1.1 "Beneficiary" means the person or persons who under this Program becomes entitled to receive a Participant's interest in the event of the Participant's death. The Beneficiary need not be the same as the beneficiary under the RCP.

1.2 A "Change of Control" of the Corporation shall be deemed to have taken place if: (i) a third person, including a "group" as defined in Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, acquires shares of the Corporation having 20% or more of the total number of votes that may be cast for the election of Directors of the Corporation; or (ii) as the result of any cash tender or exchange offer, merger or other business combination, sale of assets or contested election, or any combination of the foregoing transactions (a "Transaction"), the persons who were directors of the Corporation before the Transaction shall cease to constitute a majority of the Board of Directors of the Corporation or any successor to the Corporation.

1.3 "Code" means the Internal Revenue Code for 1986, as amended and any lawful regulations or other pronouncements promulgated thereunder.

1.4 "Committee" means the Benefits Administration Committee named under the Kimberly-Clark Corporation Incentive Investment Plan and the Kimberly-Clark Corporation Retirement Contribution Plan.

1.5 "Earnings" means remuneration when paid, or would have been paid but for an Employee's deferral election, to a Participant from a Participating Unit for personal services rendered to such Participating Unit (before any withholding required by law or authorized by the person to whom such remuneration is payable), including overtime, bonuses, incentive compensation, vacation pay, deducted military pay, state disability payments received, workers compensation payments received and, to the extent such deductions decrease the individual's base pay, Before-Tax deferrals under the Kimberly-Clark Corporation Salaried Employee Incentive Investment Plan, contributions under the Kimberly-Clark Corporation Flexible Benefits Plan or any other plan described under Section 125 of the Code, and deferrals under the Kimberly-Clark Corporation Deferred Compensation Plan. Earnings shall exclude any severance payments (except as provided in Section 4.3 of the RCP), payments made under the Kimberly-Clark Corporation Equity Participation Plans, pay in lieu of vacation, compensation paid in a form other than cash (such as goods, services and, except as otherwise provided herein, contributions to employee benefit programs), service or suggestion awards, and all other special or unusual compensation of any kind; provided, however that the limitations on Earnings provided for pursuant to Code Sections 401(a)(17) shall not apply under this Program. Notwithstanding the foregoing, Earnings shall not include any remuneration paid to a Participant after payment of such individual's Individual Account commences in accordance with Section 4.9 following the Participant's Termination of Service.

1.6 "Effective Date" means January 1, 1997.

1.7 "Excess Plan" means the plan established as part of the Program for Participants whose Retirement Contributions to the RCP are limited solely by Code Section 415.

1.8 "Grandfathered Benefit" means the vested amount of the Participant's Individual Account as of December 31, 2004, including earnings on such amount thereafter. Such amount shall be determined in accordance with Code Section 409A and any guidance promulgated thereunder.

1.9 "Individual Account" means the account established pursuant to Section 3.

1.10 "Investment Funds" means the phantom investment funds established under this Program which will accrue earnings as if the Participant's Individual Account held actual assets which were invested in the appropriate Investment Fund as defined under the RCP.

1.11 "Participant" means any Employee who satisfies the eligibility requirements set forth in Section 2. In the event of the death or incompetency of a Participant, the term shall mean the Participant's personal representative or guardian.

1.12 "Program" means the Kimberly-Clark Corporation Retirement Contribution Excess Benefit Program as set forth herein and as the same may be amended from time to time; provided, however, that the term "Excess Plan" or "SRP" may be used to refer to only one of the two plans encompassed within the Program.

1.13 "Retirement Date" means the date of Termination of Service of the Participant on or after he attains age 55 and has 5 Years of Service with the Corporation.

1.14 "RCP" means the Kimberly-Clark Corporation Retirement Contribution Plan, as in effect from time to time.

1.15 "SRP" means the plan established as part of the Program for Participants whose Retirement Contributions to the RCP are limited by the application of the rules, or regulations, of Code Section 401(a)(4) or the limitations of Code Section 401(a)(17), in either case alone or in conjunction with the limitations of Code Section 415 or whose Earnings are not fully taken into account in determining the Employee's Retirement Contributions to the RCP.

1.16 "Termination of Service" means the Participant's cessation of his service with the Corporation for any reason whatsoever, whether voluntarily or involuntarily, including by reasons of retirement or death.

ARTICLE 2

Eligibility

2.1 Any Employee who is a Participant in the RCP on or after the Effective Date and whose Retirement Contributions to the RCP are limited solely by Code Section 415 shall participate in the Excess Plan. Any other Employee who is a Participant in the RCP on or after the Effective Date and whose Retirement Contributions to the RCP are limited by the application of the rules, or regulations, of Code Section 401(a)(4) or the limitations of Code Section 401(a)(17), in either case alone or in conjunction with the limitations of Code Section 415 or whose Earnings are not fully taken into account in determining the Employee's Retirement Contributions to the RCP shall participate in the SRP; provided, however, that no Employee shall become a Participant in the SRP unless such Employee is a member of a select group of management or highly compensated Employees of the Corporation so that the SRP is maintained as a plan described in Section 201(2) of ERISA.

2.2 Notwithstanding any of the foregoing provisions of Article 2 to the contrary, any Employee who on the Effective Date is both an active employee of the Corporation or its subsidiaries and is a Participant in the Kimberly-Clark Tissue Company Defined Contribution Excess Benefit Program (the "KCTC Plan") must elect to participate in this Program and shall, pursuant to this election, as of the Effective Date, have the amount credited to the Participant's Individual Account under the KCTC Plan transferred to this Program. "Active employee" shall not include employees who are in transition assignments or who are on Limited Service as defined under the Scott Paper Company Termination Pay Plan for Salaried Employees.

ARTICLE 3

Individual Account

3.1 The Corporation shall create and maintain an unfunded Individual Account under the Excess Plan or the SRP, as applicable, for each Participant to which it shall credit the amounts described in this Article 3. Participants entitled to receive Retirement Contributions under the RCP shall receive Retirement Contributions under the Excess Plan in an amount as would have been contributed for such Participant under the RCP without regard to the limitation on benefits

imposed by Section 415 of the Code, and calculated using Earnings as defined in this Program, but only to the extent that such amount exceeds such limitations. In addition, each Participant shall receive Retirement Contributions under the SRP as would have been contributed for such Participant under the RCP without regard to the limitations on benefits imposed by Sections 401(a)(17) and 401(a)(4) of the Code, and calculated using Earnings as defined in this Program, but only to the extent that such amount exceeds the Retirement Contributions under the RCP. Such Retirement Contributions shall be made for each Participant on the same terms and conditions, at the same times, and pursuant to the same elections made by the Participant as they would have been if paid under the RCP, were not for such limitations on benefits or Earnings.

3.2 For the period prior to July 1, 1997, as of the last day of each calendar month, the Corporation shall credit each Participant's Individual Account with deemed interest with respect to the then balance of the Participant's Individual Account equal to 1% plus the rate shown for U.S. Treasury Notes with a remaining maturity closest to, but not exceeded, 7 years, in the "representative mid-afternoon over the counter quotations supplied by the Federal Reserve Bank of New York City, based on transactions of \$1 million or more," as reported in The Wall Street Journal published on the last business day of each calendar month; provided, however, the Committee may change this crediting rating at any time for deemed interest not yet credited to an Individual Account.

3.3 After June 30, 1997 and prior to June 29, 2000, each Participant's Retirement Contributions under this Program shall be considered allocated to the Investment Funds in the same proportion as the Participant has elected under the RCP pursuant to Section 6.1 thereof. Effective June 29, 2000, each Participant's Retirement Contributions under this Program shall be considered allocated to the Investment Funds according to the Participant's elections under this Program, independent of the Participant's elections under the RCP, provided that (i) such Participant's elections under this Program shall be made in the same or similar manner prescribed by the Committee for the RCP, and (ii) such Participant's elections under the RCP as of June 29, 2000 shall be carried over to this Program until such time as the Participant changes them hereunder.

3.4 After June 30, 1997 and prior to June 29, 2000, reallocations between Investment Funds shall be considered made at the same time, in the same proportionate amount, and to and from the same Investment Funds under this Program as those made by the Participant under Section 6.3 of the RCP; provided, however, that if such Participant has no account balance under the RCP, the Participant may make separate reallocation elections hereunder in a manner prescribed by the Committee. Effective June 29, 2000, reallocations between Investment Funds shall be considered made according to the Participant's elections under this Program, independent of the Participant's elections under the RCP, provided that (i) such Participant's elections under this Program shall be made in the same or similar manner prescribed by the Committee for the RCP, and (ii) such Participant's elections under the RCP as of June 29, 2000 shall be carried over to this Program until such time as the Participant changes them hereunder.

3.5 After June 30, 1997 and before June 29, 2000, the Corporation shall credit each Participant's Individual Account with earnings, gains and losses as if such accounts held actual assets and such assets were invested among such Investment Funds, in the same proportion as the Participant has invested in the RCP; provided, however, that if such Participant has no account balance under the RCP, the Participant may make separate investment elections

hereunder in the manner prescribed by the Committee. Effective June 29, 2000, the Corporation shall credit each Participant's Individual Account with earnings, gains and losses as if such accounts were invested among the Investment Funds according to the Participant's elections under this Program, independent of the Participant's elections under the RCP, provided that (i) such Participant's elections under this Program shall be made in the same or similar manner prescribed by the Committee for the RCP, and (ii) such Participant's elections under the RCP as of June 29, 2000 shall be carried over to this Program until such time as the Participant changes them hereunder.

ARTICLE 4

Distributions of Benefit Supplement

4.1 Retirement Benefit. Subject to Section 4.5 below, upon a Participant's Retirement Date, he shall be entitled to receive the amount of his Individual Account. The form of benefit payment, and the time of commencement of such benefit, shall be as provided in Section 4.4.

4.2 Termination Benefit. Upon the Termination of Service of a Participant prior to his Retirement Date, for reasons other than death, the Corporation shall pay to the Participant, a benefit equal to his Individual Account.

Unless otherwise directed by the Committee, the termination benefit shall be payable in a lump sum as set forth in Section 4.9 following the Participant's Termination of Service. Upon payment following a Termination of Service, the Participant shall immediately cease to be eligible for any other benefit provided under this Program.

4.3 Death Benefits. Upon the death of a Participant or a retired Participant, the Beneficiary of such Participant shall receive the Participant's remaining Individual Account. Payment of a Participant's remaining Individual Account shall be made in accordance with Section 4.4.

4.4 Form of Benefit Payment. Upon the happening of an event described in Sections 4.1, 4.2 or 4.3, the Corporation shall pay to the Participant the amount specified therein in a lump sum.

4.5 Limitations on the Annual Amount Paid to a Participant. Notwithstanding any other provisions of this Program to the contrary, in the event that a portion of the payments due a Participant pursuant to Sections 4.1, 4.2, 4.3 or 4.4 would not be deductible by the Corporation pursuant to Section 162(m) of the Code, the Corporation, (a) with respect to the portion of the payment that is a Grandfathered Benefit, at its discretion, may postpone payment of such amounts to the Participant until such time that the payments would be deductible by the Corporation and (b) with respect to the portion of the payment that is not a Grandfathered Benefit, shall postpone payment of such amounts to the Participant until such time that the payments would be deductible by the Corporation. Provided, however, that no payment postponed pursuant to this Section 4.5 shall be postponed beyond the first anniversary of such Participant's Termination of Service.

4.6 Change of Control and Lump Sum Payments

(a) If there is a Change of Control, notwithstanding any other provision of this Program, any Participant who has a Grandfathered Benefit hereunder may, at any time

during a twenty-four (24) month period immediately following a Change of Control, elect to receive an immediate lump sum payment of the balance of his Grandfathered Benefit, reduced by a penalty equal to ten percent (10%) of the Participant's Grandfathered Benefit as of the last business day of the month preceding the date of the election. The ten percent (10%) penalty shall be permanently forfeited and shall not be paid to, or in respect of, the Participant.

(b) If there is a Change of Control, notwithstanding any other provision of this Program, any retired Participant, or Beneficiary, who has a Grandfathered Benefit hereunder may, at any time during a twenty-four (24) month period immediately following a Change of Control, elect to receive an immediate lump sum payment of the balance of his Grandfathered Benefit, reduced by a penalty equal to five percent (5%) of the Participant's Grandfathered Benefit as of the last business day of the month preceding the date of the election. The five percent (5%) penalty of the retired Participant's or Beneficiary's Grandfathered Benefit shall be permanently forfeited and shall not be paid to, or in respect of, the retired Participant or Beneficiary.

(c) In the event no such request is made by a Participant, a retired Participant or Beneficiary, the Program shall remain in full force and effect.

4.7 Change in Credit Rating and Lump Sum Payments.

In the event the Corporation's financial rating falls below Investment Grade, a Participant, retired Participant, or Beneficiary may at any time during a six (6) month period following the reduction in the Corporation's financial rating, elect to receive an immediate lump sum payment of the balance of his Grandfathered Benefit reduced by a penalty equal to ten percent (10%) of the Participant's Grandfathered Benefit or five percent (5%) of the retired Participant's or Beneficiary's Grandfathered Benefit as of the last business day of the month preceding the election. The penalties accrued hereunder shall be permanently forfeited and shall not be paid to, or in respect of, the Participant, retired Participant or Beneficiary.

In the event no such request is made by a Participant, retired Participant or Beneficiary, the Program shall remain in full force and effect.

4.8 Tax Withholding. To the extent required by law, the Corporation shall withhold any taxes required to be withheld by any Federal, State or local government.

4.9 Commencement of Payments. Unless otherwise provided, commencement of payments under Section 4.6 or 4.7 of this Program shall be as soon as administratively feasible on or after the last business day of the month following receipt of notice and approval by the Committee of an event which entitles a Participant or a Beneficiary to payments under this Program. Unless otherwise provided, commencement of payments of a Grandfathered Benefit under Section 4.1, 4.2 or 4.3 of this Program shall be payable in the first calendar quarter of the year following the Plan year in which the Participant terminates employment from the Corporation for any reason; provided, however, that such a termination shall not be deemed to occur until immediately following the receipt of all payments due to the Employee under the Scott Paper Company Termination Pay Plan for Salaried Employees. Unless otherwise provided, commencement of payments of the portion of a Participant's Individual Account which is not a Grandfathered Benefit, under Section 4.1, 4.2 or 4.3 of this Program shall be paid as of the later of (i) the first calendar quarter of the year following the Plan year in which the

Participant terminates employment from the Corporation for any reason, or (ii) the date which is six months following the Participant's separation from service from the Corporation for any reason (or, if earlier the date of death of the Participant).

4.10 Recipients of Payments; Designation of Beneficiary. All payments to be made by the Corporation under the Program shall be made to the Participant during his lifetime, provided that if the Participant dies prior to the completion of such payments, then all subsequent payments under the Program shall be made by the Corporation to the Beneficiary determined in accordance with this Section. The Participant may designate a Beneficiary by filing a written notice of such designation with the Committee in such form as the Committee requires and may include contingent Beneficiaries. The Participant may from time-to-time change the designated Beneficiary by filing a new designation in writing with the Committee. If a married Participant designates a Beneficiary or Beneficiaries other than his spouse at the time of such designation, such designation shall not be effective (and the Participant's spouse shall be the Beneficiary) unless:

- (a) the spouse consents in writing to such designation;
- (b) the spouse's consent acknowledges the effect of such designation, which consent shall be irrevocable; and
- (c) the spouse executes the consent in the presence of either a Plan representative designated by the Committee or a notary public.

Notwithstanding the foregoing, such consent shall not be required if the Participant establishes to the satisfaction of the Committee that such consent cannot be obtained because (i) there is no spouse; (ii) the spouse cannot be located after reasonable efforts have been made; or (iii) other circumstances exist to excuse spousal consent as determined by the Committee. If no designation is in effect at the time when any benefits payable under this Plan shall become due, the Beneficiary shall be the spouse of the Participant, or if no spouse is then living, the representatives of the Participant's estate.

ARTICLE 5

Vesting

5.1 The balance of a Participant's Individual Account shall be 100% vested at the same time as if the amounts had been credited to the Participant's Account under the RCP.

5.2 K-C Aviation Benefit. Notwithstanding any other provision of the Plan, a Participant shall be fully vested in his Individual Account as of the date on which he ceases to be an Eligible Employee under the Program, if such Participant meets all of the following conditions:

- (a) immediately prior to the Closing Date, as defined in the Agreement of Purchase and Sale dated as of July 23, 1998 by and between the Corporation and Gulfstream Aerospace Corporation (the "Agreement"), he must have been an Employee employed by the Corporation or K-C Aviation Inc.; and
- (b) as of the Closing Date, as defined in the Agreement, he must have ceased to be an Eligible Employee solely on account of the sale of the stock of K-C Aviation

Inc. pursuant to the Agreement, and he must either (i) be employed by the Buyer, as defined in the Agreement, immediately after he ceases to be an Eligible Employee hereunder, or (ii) have been on a long-term disability leave of absence from K-C Aviation Inc. as of the Closing Date, as defined in the Agreement.

ARTICLE 6

Funding

6.1 The Board may, but shall not be required to, authorize the establishment of a trust by the Corporation to serve as the funding vehicle for the benefits described herein. In any event, the Corporation's obligations hereunder shall constitute a general, unsecured obligation, payable solely out of its general assets, and no Participant shall have any right to any specific assets of the Corporation.

ARTICLE 7

Administration

7.1 The Committee shall administer this Program and shall have the same powers and duties, and shall be subject to the same limitations as are set forth in the Kimberly-Clark Corporation Incentive Investment Plan and the Kimberly-Clark Corporation Retirement Contribution Plan.

ARTICLE 8

Amendment and Termination

8.1 The Corporation, by action of the Board, or a Committee of the Board, shall have the right at any time to amend this Program in any respect, or to terminate this Program; provided, however, that no such amendment or termination shall operate to reduce the benefit that has accrued for any Participant who is participating in the Program nor the payment due to a terminated Participant at the time the amendment or termination is adopted. Continuance of the Program is completely voluntary and is not assumed as a contractual obligation of the Corporation. Notwithstanding the foregoing, this Program shall terminate when the RCP terminates.

Any action permitted to be taken by the Board, or a Committee of the Board, under the foregoing provision regarding the modification, alteration or amendment of the Program may be taken by the Chief Human Resources Officer of the Corporation, if such action

- (a) is required by law, or
- (b) is estimated not to increase the annual cost of the Program by more than \$5,000,000 or
- (c) is estimated not to increase the annual cost of the Program by more than \$25,000, provided such action is approved and duly executed by the Chief Executive Officer of the Corporation.

Any action taken by the Board, a Committee of the Board, or Chief Human Resources Officer shall be made by or pursuant to a resolution duly adopted by the Board, a Committee of the Board, or Chief Human Resources Officer and shall be evidenced by such resolution or by a written instrument executed by such persons as the Board, a Committee of the Board, or Chief Human Resources Officer shall authorize for such purpose.

Any action which is required or permitted to be taken by the Board under the provisions of this Plan may be taken by the Management and Development Compensation Committee of the Board or any other duly authorized committee of the Board designated under the By-Laws of the Corporation.

The Board, the Management and Development Compensation Committee of the Board or any duly authorized committee of the Board, the Chief Executive Officer or the Chief Human Resources Officer may authorize persons to carry out its policies and directives subject to the limitations and guidelines set by it, and may delegate its authority under the Plan.

The Chief Human Resources Officer shall report to the Chief Executive Officer of the Corporation before January 31 of each year all action taken by such position hereunder during the preceding calendar year.

The Chief Executive Officer shall report to the Board before January 31 of each year all action taken by such position hereunder during the preceding calendar year.

ARTICLE 9

Miscellaneous

9.1 Nothing contained herein (a) shall be deemed to exclude a Participant from any compensation, bonus, pension, insurance, termination pay or other benefit to which he otherwise is or might become entitled to as an Employee or (b) shall be construed as conferring upon an Employee the right to continue in the employ of the Corporation as an executive or in any other capacity; provided, however, that if, at the time payments are to be made hereunder, the Participant or the Beneficiary are indebted or obligated to the Corporation, then the payments remaining to be made to the Participant or the Beneficiary may, at the discretion of the Corporation, be reduced by the amount of such indebtedness or obligation, provided, however, that an election by the Corporation not to reduce any such payment or payments shall not constitute a waiver of its claim for such indebtedness or obligation.

9.2 Any amounts payable by the Corporation hereunder shall not be deemed salary or other compensation to a Participant for the purposes of computing benefits to which the Participant may be entitled under any other arrangement established by the Corporation for the benefit of its Employees.

9.3 The rights and obligations created hereunder shall be binding on a Participant's heirs, executors and administrators and on the successors and assigns of the Corporation.

9.4 The Program shall be construed and governed by the laws of the State of Wisconsin.

9.5 The rights of any Participant under this Program are personal and may not be assigned, transferred, pledged or encumbered. Any attempt to do so shall be void.

9.6 Neither the Corporation, its Employees, agents, any member of the Board, the Plan Administrator nor the Committee shall be responsible or liable in any manner to any Participant, Beneficiary, or any person claiming through them for any benefit or action taken or omitted in connection with the granting of benefits, the continuation of benefits or the interpretation and administration of this Program.

9.7 An application or claim for a benefit under the RCP shall constitute a claim for a benefit under this Program.

9.8 The Corporation is the plan sponsor. All actions shall be taken by the Corporation in its sole discretion, not as a fiduciary, and need not be applied uniformly to similarly situated individuals.

**KIMBERLY-CLARK CORPORATION
OUTSIDE DIRECTORS'
COMPENSATION PLAN**

Amended as of November 13, 2007

KIMBERLY-CLARK CORPORATION
OUTSIDE DIRECTORS'
COMPENSATION PLAN
(Amended November 13, 2007)

1. INTRODUCTION

The Kimberly-Clark Corporation Outside Directors' Compensation Plan (the "Plan") is intended to promote the interests of Kimberly-Clark Corporation (the "Company") and its stockholders by enhancing the Company's ability to attract, motivate and retain as Outside Directors persons of training, experience and ability, and to encourage the highest level of Outside Director performance. The Plan is intended to permit the Company maximum flexibility in implementing a compensation policy including aligning the Outside Directors' economic interests closely with those of the Company's stockholders by use of equity based compensation awards.

2. DEFINITIONS

Unless otherwise defined in the text of the Plan, capitalized terms herein shall have the meanings set forth in this Section 2.

"Affiliate" means any company in which the Company owns 20 percent or more of the equity interest (collectively, the "Affiliates").

"Award" has the meaning set forth in Section 3 of this Plan.

"Board" means the Board of Directors of the Company.

"Change of Control" means an event deemed to have taken place if: (i) a third person, including a "group" as defined in section 13(d)(3) of the Securities Exchange Act of 1934, acquires shares of the Company having 20 percent or more of the total number of votes that may be cast for the election of Directors of the Company; or (ii) as the result of any cash tender or exchange offer, merger or other business combination, sale of assets or contested election, or any combination of the foregoing transactions (a "Transaction"), the persons who were directors of the Company before the Transaction shall cease to constitute a majority of the Board of Directors of the Company or any successor to the Company.

"Code" means the Internal Revenue Code of 1986 and the regulations thereunder, as amended from time to time.

"Committee Rules" means the Committee Rules for the Kimberly-Clark Corporation 2001 Equity Participation Plan or any successor plan.

"Compensation Committee" means the Compensation Committee of the Board.

"Director" means a member of the Board.

"Effective Date" means January 1, 2001.

“Exchange Act” means the Securities Exchange Act of 1934 and the rules and regulations thereunder, as amended from time to time.

“Fair Market Value” means the reported closing price of the Stock, on the relevant date as reported on the composite list used by The Wall Street Journal for reporting stock prices or, if no such sale shall have been made on that day, on the last preceding day on which there was such a sale.

“Nominating and Corporate Governance Committee” means the Nominating and Corporate Governance Committee of the Board.

“Option” means a right to purchase a specified number of shares of Stock at a fixed option price equal to no less than 100 percent of the Fair Market Value of the Stock on the date the Option is granted. For purposes of this Plan, Options shall be issued either as “Annual Options,” as described in subsection 8(a)(iii), or “Additional Options,” as described in subsection 8(b).

“Outside Director” means a Director who is not on the date of grant of an Award pursuant to the Plan, or within one year prior to the date of such grant, an employee of the Company or any of its Affiliates.

“Restricted Period” shall mean the period of time during which the Transferability Restrictions applicable to Awards will be in force.

“Restricted Share” shall mean a share of Stock which may not be traded or sold, until the date the Transferability Restrictions expire.

“Restricted Share Unit” means the right, as described in Section 10, to receive an amount, payable in either cash or shares of Stock, equal to the value of a specified number of shares of Stock. No certificates shall be issued with respect to such Restricted Share Unit, except as provided in subsection 10(d), and the Company shall maintain a bookkeeping account in the name of the Outside Director to which the Restricted Share Unit shall relate.

“Retainer” means the annual retainer payable to an Outside Director for services rendered as a Director. As of the Effective Date, the amount of the cash portion of such Retainer shall be \$50,000 per year, payable in quarterly installments in advance. The Board may, from time to time, establish a different retainer amount and/or the method of paying the retainer.

“Rule 16b-3” means Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

“Retirement” and “Retires” means the separation from service as a Director on or after the date the Director has attained age 55.

“Stock” means the shares of the Company’s common stock, par value \$1.25 per share.

“Stock Appreciation Right (SAR)” has the meaning set forth in subsection 8(l)(i) of this Plan.

“Transferability Restrictions” means the restrictions on transferability imposed on Awards of Restricted Shares or Restricted Share Units.

3. COMPENSATION

The Outside Directors will be entitled to receive compensation for their services as a member of the Board, and any of its committees, as may be determined from time to time by the Board following a review of, and recommendation on, Outside Director compensation made by the Nominating and Corporate Governance Committee. The compensation paid to each Outside Director is referred to herein as an “Award”, and may be paid in cash, Stock, Options, Restricted Shares, Restricted Share Units, other forms of equity or any combination thereof as is determined by the Board.

4. PARTICIPATION AND FORM OF GRANT

Participation in the Plan is limited to Outside Directors. It is intended that all Outside Directors will be participants in the Plan.

All Awards under the Plan shall be made in the form of Options, Stock, Cash, Restricted Shares, Restricted Share Units, other forms of equity or any combination thereof. Notwithstanding anything in this Plan to the contrary, any Awards shall contain restrictions on assignability to the extent required under Rule 16b-3 of the Exchange Act.

5. ADMINISTRATION OF THE PLAN

The Plan shall be administered by the Board, which shall have sole and complete discretion and authority with respect thereto, except as expressly limited by the Plan. All action taken by the Board in the administration and interpretation of the Plan shall be final and binding on all matters relating to the Plan. All questions of interpretation, administration and application of the Plan shall be determined by a majority of the members of the Board, except that the Board may authorize any Directors, officers or employees of the Company to assist the Board in the administration of the Plan and to execute documents on behalf of the Board. The Board also may delegate to a committee of the Board, or such other Directors, officers or employees, as the Board determines, such other ministerial and discretionary duties as it sees fit.

The Company or the Board may employ such legal counsel, consultants and agents as it may deem desirable for the administration of the Plan, and may rely upon any advice or opinion received from any such counsel or consultant and any computation received from any such consultant or agent. No member of the Board shall be liable for any act done or omitted to be done by such member, or by any other member of the Board, in connection with the Plan, except for such member’s own willful misconduct or as otherwise expressly provided by statute.

The Board shall have the power to promulgate rules and other guidelines in connection with the performance of its obligations, powers and duties under the Plan, including its duty to administer and construe the Plan and the Awards.

All expenses of administering the Plan shall be paid by the Company.

6. TERM OF PLAN

The Plan shall become effective as of the Effective Date. The Plan shall remain in effect until December 31, 2011, unless the Plan is terminated prior thereto by the Board. No Awards may be granted after the termination date of the Plan, but Awards theretofore granted shall continue in force beyond that date pursuant to their terms.

7. SHARES SUBJECT TO THE PLAN; ADJUSTMENTS

(a) Shares Subject to the Plan. The aggregate maximum number of shares of Stock available for grant under the Plan shall be 1,000,000 shares, subject to the adjustment provision set forth in subsection 7(b) below. Shares of Stock subject to the Plan will be shares that were once issued and subsequently reacquired by the Company in the form of treasury stock. Shares subject to Awards which become ineligible for purchase, and Restricted Shares forfeited, will be available for Awards under the Plan to the extent permitted by section 16 of the Exchange Act (or the rules and regulations promulgated thereunder) and to the extent determined to be appropriate by the Board. Notwithstanding anything in this Plan to the contrary, each grant of Awards under this Plan shall be subject to the availability of shares under this subsection 7(a).

(b) Adjustments. In the event there are any changes in the Stock or the capitalization of the Company through a corporate transaction, such as any merger, any acquisition through the issuance of capital stock of the Company, any consolidation, any separation of the Company (including a spin-off or other distribution of stock of the Company), any reorganization of the Company (whether or not such reorganization comes within the definition of such term in section 368 of the Code), or any partial or complete liquidation by the Company, recapitalization, stock dividend, stock split or other change in the corporate structure, appropriate adjustments and changes shall be made by the Board, to the extent necessary to preserve the benefit to the Outside Director contemplated hereby, to reflect such changes in (a) the aggregate number of shares subject to the Plan, (b) the number of shares and the Award Price per share of all shares of Stock subject to outstanding Awards, and (c) such other provisions of the Plan as may be necessary and equitable to carry out the foregoing purposes, provided, however, that no such adjustment or change may be made to the extent that such adjustment or change will result in the dilution or enlargement of any rights of any Outside Director.

8. STOCK OPTIONS

(a) Annual Grant of Options. Except to the extent that the Board determines otherwise, options may be granted to Outside Directors under the Plan as follows:

- (i) The Board, by resolution, may provide that each Outside Director in office on January 1 of the calendar year may be automatically granted an Option to purchase a number of shares to be determined by the Board. The Board, by resolution, also may provide that each Outside Director who is first elected or appointed to the Board after January 1 of the calendar year, may be automatically granted a pro rata number of Options hereunder, without

further action by the Board or the stockholders of the Company, on the earlier of the date of the first regular meeting during the calendar year of the Board or the Compensation Committee after the date such Outside Director first becomes eligible for the grant of Options under this subsection 8(a). The Options to be pro rated will be the amount that would have been paid during the calendar year.

- (ii) In addition, the Board, by resolution, may provide that each Outside Director who during the calendar year is designated to serve as the Chair of any one or more of the Audit, Compensation, or Nominating and Corporate Governance Committees of the Board, or such other committee as may be determined by the Board, may be granted an Option to purchase an additional number of shares for each Chair to be determined by the Board.
- (iii) A grant of Options as payment of either the annual retainer or for each applicable Chair of a Committee are referred to herein as "Annual Options."
- (iv) Except as otherwise determined by the Board, Annual Options that may be granted to each Outside Director, and each Chair of the Audit, Compensation, or Nominating and Corporate Governance Committees, as of January 1 of the calendar year, shall be automatically granted, without further action by the Board or the stockholders of the Company, on the date of the February Compensation Committee meeting.

(b) Election of Additional Option. To the extent determined by the Board, each Outside Director may elect to receive the cash portion of his or her annual Retainer in the form of an additional option (hereinafter referred to as an "Additional Option"), in increments of 50 percent of such cash portion of the Retainer. Except as otherwise provided below, such election must be made prior to the date that services are rendered in the calendar year in which such Retainer otherwise would be paid and shall be irrevocable thereafter for such calendar year; provided, however, that an election by an Outside Director pursuant to this subsection for a calendar year (or portion thereof) shall be valid and effective for all purposes for all succeeding calendar years, unless and until such election is revoked or modified by such Outside Director prior to the date that services are rendered in such succeeding calendar year(s); and, provided further, that no such election, revocation or modification may be made within six months of another such election, revocation or modification if the exemption afforded by Rule 16b-3 would not be available as a result thereof.

Notwithstanding the preceding, an individual who is first elected to the Board as an Outside Director during a calendar year may, to the extent determined by the Board, be permitted to make an election to receive the cash portion of his or her annual Retainer in the form of an Additional Option, in increments of 50 percent of such cash portion of the Retainer, during the thirty day period following his or her election date. An election under this paragraph shall be subject to the terms and conditions of this Section.

The number of shares subject to this Additional Option shall be based on 85 percent of the Black-Scholes valuation of the cash portion of the Retainer elected to be received as an Additional Option as of the date of grant. To the extent Additional

Options are authorized by the Board, each Outside Director as of January 1 of the calendar year, shall be automatically granted the Additional Options elected hereunder, without further action by the Board or the stockholders of the Company, on the date of the February Compensation Committee meeting. To the extent Additional Options are authorized by the Board, each Outside Director who first becomes eligible for a grant after January 1 of the calendar year, shall be automatically granted the Additional Options elected hereunder, without further action by the Board or the stockholders of the Company, on the earlier of the date of the first regular meeting during the calendar year of either the Board or the Compensation Committee after the date such Outside Director first becomes eligible and elects the grant of Additional Options under this subsection 8(b).

(c) Form of Additional Option Election. An election by an Outside Director to receive some or all of the cash portion of his or her Retainer as an Additional Option shall (i) be in writing, (ii) be delivered to the Secretary of the Company, and (iii) be irrevocable in all respects with respect to the calendar year(s) to which the election relates. If no election has ever been made by the Outside Director pursuant to subsection 8(b) above, he or she shall be deemed to have made an election to receive the entire cash portion of the Retainer in cash.

(d) Period of Option. The period of each Option shall be 10 years from the date it is granted.

(e) Option Price. The exercise price of an Option shall be the Fair Market Value of the Stock at the time the Option is granted.

(f) Limitations on Exercise. Each Option shall not be exercisable until at least one year has expired after the granting of the Option, during which time the Outside Director shall have been in the continuous service as a Director of the Company; provided, however, that the provisions of this subsection 8(f) shall not apply and all Options outstanding under the Plan shall be exercisable in full if a Change in Control occurs. Commencing one year after the date the Option was granted, the Outside Director may purchase the total number of shares covered by the Option; provided, however, that if the Director separates from service as a Director for any reason other than death, Retirement, a voluntary decision by the Outside Director not to stand for reelection to the Board or total and permanent disability, the Option shall be exercisable only for the number of shares of Stock which were exercisable on the date of such separation from service. In no event, however, may an Option be exercised more than 10 years after the date of its grant.

(g) Exercise; Notice Thereof. Options shall be exercised by delivering to the Company, as directed by the office of the Treasurer at the World Headquarters, written notice of the number of shares with respect to which Option rights are being exercised and by paying in full the Option Price of the shares at the time being acquired. Payment may be made in cash, a check payable to the Company or in shares of Stock transferable to the Company and having a Fair Market Value on the transfer date equal to the amount payable to the Company. The date of exercise shall be deemed to be the date the Company receives the written notice and payment for the shares being purchased. An Outside Director shall have none of the rights of a stockholder with respect to shares covered by an Option until the Outside Director becomes the record holder of such shares.

(h) Exercise after Death, Retirement, Disability or Voluntary Separation of Service. If a Director dies, retires, becomes totally and permanently disabled, or separates from service on the Board by reason of a voluntary decision by the Outside Director not to stand for reelection to the Board, without having exercised an Option in full, the remaining portion of such Option may be exercised, without regard to the limitations in subsection 8(f), within the remaining period of the Option. Upon an Outside Director's death, the Option may be exercised by the person or persons to whom such Outside Director's rights under the Option shall pass by will or the laws of descent and distribution or, if no such person has such rights, by his executor or administrator.

(i) Non-transferability. During the Outside Director's lifetime, Options shall be exercisable only by such Outside Director. Options shall not be transferable other than by will or the laws of descent and distribution upon the Outside Director's death. Notwithstanding anything in this subsection 8(i) to the contrary, Outside Directors shall have the right to transfer Options, to the extent allowed under Rule 16b-3 of the Exchange Act, subject to the same terms and conditions applicable to options granted to the Chief Executive Officer of the Company under Committee Rules.

(j) Purchase for Investment. It is contemplated that the Company will register shares sold to Directors pursuant to the Plan under the Securities Act of 1933. In the absence of an effective registration, however, an Outside Director exercising an Option hereunder may be required to give a representation that he/she is acquiring such shares as an investment and not with a view to distribution thereof.

(k) Options for Nonresident Aliens. In the case of any Option awarded to an Outside Director who is not a resident of the United States, the Board may (i) waive or alter the conditions set forth in subsections 8(a) through 8(j) to the extent that such action is necessary to conform such Option to applicable foreign law, or (ii) take any action, either before or after the award of such Option, which it deems advisable to obtain approval of such Option by an appropriate governmental entity; provided, however, that no action may be taken hereunder if such action would (1) increase any benefits accruing to any Outside Directors under the Plan, (2) increase the number of securities which may be issued under the Plan, (3) modify the requirements for eligibility to participate in the Plan, or (4) result in a failure to comply with applicable provisions of the Securities Act of 1933, the Exchange Act or the Code.

(l) Election to Receive Cash Rather than Stock.

(i) At the same time as Options are granted the Board may also grant to designated Outside Directors the right to convert a specified number of shares of Stock covered by such Options to cash, subject to the terms and conditions of this subsection 8(l). For each such Option so converted, the Outside Director shall be entitled to receive cash equal to the difference between the Outside Director's Option Price and the Fair Market Value of the Stock on the date of conversion. Such a right shall be referred to herein as a Stock Appreciation Right ("SAR").
Outside

Directors to whom an SAR has been granted shall be notified of such grant and of the Options to which such SAR pertains. An SAR may be revoked by the Board, in its sole discretion, at any time, provided, however, that no such revocation may be taken hereunder if such action would result in the disallowance of a deduction to the Company under section 162(m) of the Code or any successor section.

(ii) An Outside Director who has been granted an SAR may exercise such SAR during such periods as provided for in the rules promulgated under section 16 of the Exchange Act. The SAR shall expire when the period of the subject Option expires.

(iii) At the time an Outside Director converts one or more shares of Stock covered by an Option to cash pursuant to an SAR, such Outside Director must exercise one or more Options, which were granted at the same time as the Option subject to such SAR, for an equal number of shares of Stock. In the event that the number of shares and the Option Price per share of all shares of Stock subject to outstanding Options is adjusted as provided in the Plan, the above SARs shall automatically be adjusted in the same ratio which reflects the adjustment to the number of shares and the Option Price per share of all shares of Stock subject to outstanding Options.

9. RESTRICTED SHARES

The Board may from time to time designate those Outside Directors who shall receive Restricted Share Awards. Each grant of Restricted Shares under the Plan shall be evidenced by a notice from the Board to the Outside Director. The notice shall contain such terms and conditions, not inconsistent with the Plan, as shall be determined by the Board and shall indicate the number of Restricted Shares awarded and the following terms and conditions of the award.

(a) Grant of Restricted Shares. The Board shall determine the number of Restricted Shares to be included in the grant and the period or periods during which the Transferability Restrictions applicable to the Restricted Shares will be in force (the "Restricted Period"). The Restricted Period may be the same for all Restricted Shares granted at a particular time to any one Outside Director or may be different with respect to different Outside Directors or with respect to various of the Restricted Shares granted to the same Outside Director, all as determined by the Board at the time of grant.

(b) Transferability Restrictions. During the Restricted Period, Restricted Shares may not be sold, assigned, transferred or otherwise disposed of, or mortgaged, pledged or otherwise encumbered. Furthermore, an Outside Director's right, if any, to receive Stock upon termination of the Restricted Period may not be assigned or transferred except by will or by the laws of descent and distribution. In order to enforce the limitations imposed upon the Restricted Shares the Board may (i) cause a legend or legends to be placed on any such certificates, and/or (ii) issue "stop transfer" instructions as it deems necessary or appropriate. Holders of Restricted Shares limited as to sale under this subsection 9(b) shall have rights as a shareholder with respect to

such shares to receive dividends in cash or other property or other distribution or rights in respect of such shares, and to vote such shares as the record owner thereof. With respect to each grant of Restricted Shares, the Board shall determine the Transferability Restrictions which will apply to the Restricted Shares for all or part of the Restricted Period. By way of illustration but not by way of limitation, the Board may provide (i) that the Outside Director will not be entitled to receive any shares of Stock unless he or she still serves as a Director of the Company at the end of the Restricted Period, (ii) that the Outside Director will become vested in Restricted Shares according to a schedule determined by the Board, or under other terms and conditions determined by the Board, and (iii) how any Transferability Restrictions will be applied, modified or accelerated in the case of the Outside Director's death or total and permanent disability.

(c) Manner of Holding and Delivering Restricted Shares. Each certificate issued for Restricted Shares shall be registered in the name of the Outside Director and deposited with the Company or its designee. These certificates shall remain in the possession of the Company or its designee until the end of the applicable Restricted Period or, if the Board has provided for earlier termination of the Transferability Restrictions following an Outside Director's death, total and permanent disability or earlier vesting of the shares of Stock, such earlier termination of the Transferability Restrictions. At whichever time is applicable, certificates representing the number of shares to which the Outside Director is then entitled shall be delivered to the Outside Director free and clear of the Transferability Restrictions; provided that in the case of an Outside Director who is not entitled to receive the full number of Restricted Shares evidenced by the certificates then being released from escrow because of the application of the Transferability Restrictions, those certificates shall be returned to the Company and canceled and a new certificate representing the shares of Stock, if any, to which the Outside Director is entitled pursuant to the Transferability Restrictions shall be issued and delivered to the Outside Director, free and clear of the Transferability Restrictions.

10. RESTRICTED SHARE UNITS

The Board shall from time to time designate those Outside Directors who shall receive Restricted Share Unit Awards. The Board shall advise such Outside Directors of their Awards by a letter indicating the number of Restricted Share Units awarded and the following terms and conditions of the award.

(a) Restricted Share Units may be granted to Outside Directors as of the first day of a Restricted Period. The number of Restricted Share Units to be granted to each Outside Director and the Restricted Period shall be determined by the Board in its sole discretion.

(b) Transferability Restrictions. During the Restricted Period, Restricted Share Units may not be sold, assigned, transferred or otherwise disposed of, or mortgaged, pledged or otherwise encumbered. Furthermore, an Outside Director's right, if any, to receive cash or Stock upon termination of the Restricted Period may not be assigned or transferred except by will or by the laws of descent and distribution. With respect to each grant of Restricted Share Units, the Board shall determine the Transferability Restrictions which will apply to the Restricted Share Units for all or part of the Restricted Period. By way of illustration but not by way of limitation, the Board may

provide (i) that the Outside Director will forfeit any Restricted Share Units unless he or she still serves as a Director of the Company at the end of the Restricted Period, (ii) that the Outside Director will become vested in Restricted Share Units according to a schedule determined by the Board or under other terms and conditions determined by the Board, and (iii) how any Transferability Restrictions will be applied, modified or accelerated in the case of the Outside Director's death or total and permanent disability.

(c) Dividends. During the Restricted Period, Outside Directors will be credited with dividends, equivalent in value to those declared and paid on shares of Stock, on all Restricted Share Units granted to them. These dividends will be regarded as having been reinvested in Restricted Share Units on the date of the Stock dividend payments based on the then Fair Market Value of the Stock thereby increasing the number of Restricted Share Units held by an Outside Director. Holders of Restricted Share Units under this subsection 10(c) shall have none of the rights of a shareholder with respect to such shares. Holders of Restricted Share Units are not entitled to receive dividends in cash or other property, nor other distribution of rights in respect of such shares, nor to vote such shares as the record owner thereof.

(d) Payment of Restricted Share Units. The payment of Restricted Share Units shall be made in shares of Stock unless the Board determines at the time of grant that payment will be made in cash or a combination of both cash and shares of Stock. The payment of Restricted Share Units shall be made within 90 days following the end of the Restricted Period.

11. NOTICES; DELIVERY OF STOCK CERTIFICATES

Any notice required or permitted to be given by the Company or the Board pursuant to the Plan shall be deemed given when personally delivered or deposited in the United States mail, registered or certified, postage prepaid, addressed to the Outside Director at the last address shown for the Outside Director on the records of the Company.

12. AMENDMENT AND TERMINATION

The Board may at any time amend, suspend, or discontinue the Plan or alter or amend any or all Awards under the Plan to the extent (i) permitted by law, (ii) permitted by the rules of any stock exchange on which the Stock or any other security of the Company is listed, and (iii) permitted under applicable provisions of the Securities Act of 1933, as amended, the Exchange Act (including Rule 16b-3 thereof); provided, however, that if any of the foregoing requires the approval by the stockholders of any such amendment, suspension or discontinuance, then the Board may take such action subject to the approval of the stockholders. Except as provided in subsection 7(b), no such amendment, suspension or termination of the Plan shall, without the consent of the Director, adversely alter or change any of the rights or obligations under any Award granted to the Director. The Board may in its sole and absolute discretion, by written notice to a Director, (i) limit the period in which an Award may be exercised to a period ending at least three months following the date of such notice, and/or (ii) limit or eliminate the number of shares subject to Award after a period ending at least three months following the date of such notice. Except as provided in subsection 8(k) and this Section 12, no such amendment, suspension, or termination of the Plan shall, without the consent of the Director, adversely alter or change any of the rights or obligations under any Options or other rights previously granted the Director under the Plan.

13. TAXES

The Company shall require the withholding of all taxes as required by law. An Outside Director may elect to have any portion of the federal, state or local income tax withholding required with respect to an Award satisfied by tendering Stock to the Company, which, in the absence of such an election, would have been issued to the Director in connection with the Award.

14. GOVERNING LAW

The terms of the Plan shall be governed, construed, administered and regulated in accordance with the laws of the state of Delaware and applicable federal law. In the event any provision of the Plan shall be determined to be illegal or invalid for any reason, the other provisions of the Plan shall continue in full force and effect as if such illegal or invalid provision had never been included herein.

15. DIRECTOR'S SERVICE

Nothing contained in the Plan, or with respect to any grant hereunder, shall interfere with or limit in any way the right of stockholders of the Company to remove any Director from the Board, nor confer upon any Director any right to continue to serve on the Board as a Director.

KIMBERLY-CLARK CORPORATION
2001 EQUITY PARTICIPATION PLAN
 _____ **AWARD AGREEMENT**

This Award, granted this ____ day of _____, _____, by Kimberly-Clark Corporation, a Delaware corporation (the "Corporation"), to _____ (the "Employee") subject to the terms and conditions of the 2001 Equity Participation Plan (the "Plan"), and the applicable Attachment to this Award Agreement.

NOW, THEREFORE, it is agreed as follows:

1. Number of Performance Restricted Stock Units Granted. The Corporation hereby grants to the Employee Performance Restricted Stock Units ("PRSUs") at a target level of _____ (the "Target Level"), subject to Attachments A-1 and A-2 and the Corporation's attainment of the Performance Goals established by the Committee. The actual number of PRSUs earned by the Employee at the end of the Restricted Period may range from 0 to ____% of the Target Level. During the Restricted Period, the Employee may not sell, assign, transfer, or otherwise dispose of, or mortgage, pledge or otherwise encumber the Award.
2. Number of Time-Vested Restricted Share Units Granted. The Corporation hereby grants to the Employee the right to receive _____ Restricted Share Units of the \$1.25 par value common stock of the Corporation, subject to the terms and conditions of Attachment B. During the Restricted Period, the Employee may not sell, assign, transfer, or otherwise dispose of, or mortgage, pledge or otherwise encumber the Restricted Share Units. The Restricted Share Units shall be subject to forfeiture until the Employee becomes vested in such Awards according to the following schedule:
 - 33% of the Restricted Share Units shall vest on _____
 - 33% of the Restricted Share Units shall vest on _____
 - 34% of the Restricted Share Units shall vest on _____
3. Number of Shares Optioned; Option Price. The Corporation grants to the Employee the right and option to purchase in his own name, subject to the terms and conditions of Attachment C, all or any part of an aggregate of _____ shares of the \$1.25 par value common stock of the Corporation at a purchase price of \$____ per share. This option shall not be an incentive stock option within the meaning of Section 422 of the Internal Revenue Code of 1986, as amended (the "Code"). This option shall be subject to forfeiture until the Employee becomes vested in such Awards according to the following schedule:
 - 30% of the Nonqualified Stock Options shall vest on _____
 - 30% of the Nonqualified Stock Options shall vest on _____
 - 40% of the Nonqualified Stock Options shall vest on _____

4. Defined Terms. Terms which are capitalized are defined herein or in the Plan and have the same meaning set forth herein or in the Plan, unless the context indicates otherwise.
5. Noncompete. Employee has until the end of the one hundred twenty (120) day period beginning from the date of grant of this option to sign and return both this Award Agreement and the attached Noncompete Agreement. If Employee does not sign and return both this Award Agreement and the attached Noncompete Agreement on or before the end of such one hundred twenty (120) day period then this Agreement shall not be binding on and shall be voidable by the Corporation, in which case it shall have no further force or effect.

IN WITNESS WHEREOF, the Corporation has caused this Award to be executed in its behalf by its Chairman of the Board of Directors and Chief Executive Officer, and to be sealed with its corporate seal and attested by its Secretary or Assistant Secretary, as of the day and year first above written, which is the date of this Award.

KIMBERLY-CLARK CORPORATION

By: _____

Title: Chairman of the Board and
Chief Executive Officer

I acknowledge receipt of a copy of the Plan and the Attachments to this Agreement, a copy of which was annexed hereto, and represent that I am familiar with the terms and provisions thereof. I hereby accept this Award subject to all the terms and provisions of the Plan and this Agreement including its Attachments. I hereby agree to accept as binding, conclusive, and final all decisions and interpretations of the Board of Directors and the Committee, upon any questions arising under the Plan. I acknowledge that I have no future rights to Award grants under this or any plans offered by the employer, including but not limited to, upon termination of the Plan or upon severance of my employment. As a condition of this Award, I authorize the Corporation to withhold and pay over to governmental taxing authorities in accordance with applicable federal, state or local laws any taxes required to be withheld as a result of this Award.

EMPLOYEE

KIMBERLY-CLARK CORPORATION
PERFORMANCE RESTRICTED STOCK UNIT
_____ AWARD AGREEMENT

This Award, granted this ____ day of _____, _____, by Kimberly-Clark Corporation, a Delaware corporation (hereinafter called the "Corporation"), subject to the terms and conditions of the 2001 Equity Participation Plan (the "Plan") and the Award Agreement.

W I T N E S S E T H:

WHEREAS, the Corporation has adopted the 2001 Equity Participation Plan (the "Plan") to encourage those employees who materially contribute, by managerial, scientific or other innovative means, to the success of the Corporation or of an Affiliate, to acquire an ownership interest in the Corporation, thereby increasing their motivation for and interest in the Corporation's or the Affiliate's long-term success;

NOW, THEREFORE, it is agreed as follows:

1. Number of Share Units Granted. The Corporation hereby grants to the Employee Performance Restricted Stock Units ("PRSUs") at a target level set forth in the Award Agreement (the "Target Level"), subject to the terms, conditions and restrictions set forth herein and in the Plan, and the Corporation's attainment of the Performance Goals established by the Committee. The actual number of PRSUs earned by the Employee at the end of the Restricted Period may range from 0 to ____% of the Target Level.

2. Transferability Restrictions.

(a) Restricted Period. During the Restricted Period, the Employee may not sell, assign, transfer, or otherwise dispose of, or mortgage, pledge or otherwise encumber the Award. Except as provided under paragraph 2, the Award shall be subject to forfeiture until the end of the Restricted Period on _____, _____. Employee becomes 100% vested in the number of PRSUs earned based on attainment of the Performance Goal at the end of the Restricted Period as approved and authorized by the Committee.

The Restricted Period shall begin on the date of the granting of this Award, and shall end _____, _____. Holders of Awards shall have none of the rights of a shareholder with respect to such shares including, but not limited to, any right to receive dividends in cash or other property or other distribution or rights in respect of such shares except as otherwise provided in this Agreement, nor to vote such shares as the record owner thereof.

During the Restricted Period, the Employee will be paid in cash within 60 days an amount equal to any dividends and other distributions which would have been paid on shares of Common Stock, based on the Target Level of PRSUs granted under this Award. The amount equal to any dividends and other

distributions on the Award shall be paid to the Employee if, as and when dividends are declared and paid by the Corporation with respect to its outstanding shares of Common Stock. In the case of dividends paid in property other than cash, the amount of the dividend shall be deemed to be the fair market value of the property at the time of the payment of the dividend, as determined in good faith by the Corporation. The Corporation shall not be required to segregate any cash or other property of the Corporation. Any amounts which become payable to an Employee shall be paid from the general assets of the Corporation.

- (b) Termination of Employment. Employee shall forfeit any unvested Award upon termination of employment unless such termination (i) is due to a Qualified Termination of Employment, or (ii) if more than six months after the date of grant, due to death, Retirement, Total and Permanent Disability, or the shutdown or divestiture of a business unit. An authorized leave of absence shall not be deemed to be a termination of employment. A termination of employment with the Corporation or an Affiliate to accept immediate reemployment with the Corporation or an Affiliate likewise shall not be deemed to be a termination of employment.
- (c) Death, Retirement, or Total and Permanent Disability. In the event that more than six months after the date of grant the Employee's termination of employment is due to death or Total and Permanent Disability, it shall result in pro rata vesting, as determined by the Committee, and the number of shares that are considered to vest shall be determined at the end of the Restricted Period, prorated for the number of full months of employment during the Restricted Period prior to the Participant's termination of employment, and shall be paid within 90 days following the end of the Restricted Period. In the event that more than six months after the date of grant the Employee's termination of employment is due to Retirement it shall result in 100% vesting in the number of Restricted Share Units earned based on attainment of the Performance Goal at the end of the Restricted Period as approved and authorized by the Committee, and such Award shall be paid within 90 days following the end of the Restricted Period.
- (d) Shutdown or Divestiture. In the event that more than six months after the date of grant the Employee's termination of employment is due to the shutdown or divestiture of the Corporation's or its Affiliate's business it shall result in pro rata vesting, as determined by the Committee, and the number of shares that are considered to vest shall be determined at the end of the Restricted Period, prorated for the number of full years of employment during the Restricted Period prior to the Participant's termination of employment, and shall be paid within 90 days following the end of the Restricted Period.
- (e) Qualified Termination of Employment. In the event of a Qualified Termination of Employment all restrictions will lapse and the shares will become fully vested and the number of shares that shall be considered to vest shall be the greater of the Target Level or the number of shares which would have vested based on the attainment of the Performance Goal as of the end of the prior calendar year and shall be paid within 10 days following the last day of employment of the Employee with the Corporation.

- (f) Payment of Awards. The payment of the Award shall be made in shares of Common Stock. Except as may otherwise be provided in subparagraph 2(e), the payment of an Award to an Employee who is not a Key Employee shall be made within 90 days following the end of the Restricted Period. Notwithstanding anything in this Agreement to the contrary, except in the event of death, the payment of an Award to an Employee who is a Key Employee shall be made at the later of the first day of the seventh month following the date of separation from service or the end of the Restricted Period. A Key Employee is any Employee who meets the definition of a specified employee as defined in Section 409A(a)(2)(B)(i) of the Code and the regulations promulgated thereunder.
- (g) Payment of Withholding Taxes. No shares of Common Stock, nor any cash payment, may be delivered under this Award, unless prior to or simultaneously with such issuance, the Employee or, in the event of his death, the person succeeding to his rights hereunder, shall pay to the Corporation such amount as the Corporation advises is required under applicable federal, state or local laws to withhold and pay over to governmental taxing authorities by reason of the delivery of such shares of Common Stock and any cash payment pursuant to this Award. The Corporation may, in its discretion, withhold payment of required withholding taxes with cash or shares of Common Stock which otherwise would be delivered following the date of vesting of the Award under this paragraph 2.
3. Nontransferability. Neither the Award nor the Employee's right to receive payment for vested Awards may be assigned or transferred except upon the death of the Employee (i) by will, (ii) by the laws of descent and distribution or (iii) pursuant to a designation by the Employee of a beneficiary or beneficiaries, provided that no such designation shall be effective unless filed with the Committee prior to the death of such Employee.
4. Compliance with Law. No payment may be made under this Award, unless prior to the issuance thereof, the Corporation shall have received an opinion of counsel to the effect that this Award by the Corporation to the Employee will not constitute a violation of the Securities Act of 1933, as amended. As a condition of this Award, the Employee shall, if requested by the Corporation, submit a written statement in form satisfactory to counsel for the Corporation, to the effect that any shares received under this Award shall be for investment and not with a view to the distribution thereof within the meaning of the Securities Act of 1933, as amended, and the Corporation shall have the right, in its discretion, to cause the certificates representing shares hereunder to be appropriately legended to refer to such undertaking or to any legal restrictions imposed upon the transferability thereof by reason of such undertaking.
- The Award granted hereby is subject to the condition that if the listing, registration or qualification of the shares subject hereto on any securities exchange or under any state or federal law, or if the consent or approval of any regulatory body shall be necessary as a condition of, or in connection with, the granting of the Award or the delivery of shares thereunder, such shares may not be delivered unless and until such listing, registration, qualification, consent or approval shall have been effected or obtained. The Corporation agrees to use its best efforts to obtain any such requisite listing, registration, qualification, consent or approval.

The Employee is solely responsible for obtaining/providing whatever exchange control approvals, permits, licenses, or notices, which may be necessary for the Employee to hold the Award, or to receive any payment of cash or shares or to hold or sell the shares subject to the Award, if any. Neither Kimberly-Clark nor its Affiliates will be responsible for obtaining any such approvals, licenses or permits, or for making any such notices, nor will the Corporation nor its Affiliates be liable for any fines or penalties the Employee may incur for failure to obtain any required approvals, permits or licenses or to make any required notices.

5. No Right of Continued Employment. The granting of this Award does not confer upon the Employee any legal right to be continued in the employ of the Corporation or its Affiliates, and the Corporation and its Affiliates reserve the right to discharge the Employee whenever the interest of the Corporation or its Affiliates may so require without liability to the Corporation or its Affiliates, the Board of Directors of the Corporation or its Affiliates, or the Committee, except as to any rights which may be expressly conferred on the Employee under this Award.
6. Discretion of the Corporation, Board of Directors and the Committee. Any decision made or action taken by the Corporation or by the Board of Directors of the Corporation or by the Committee arising out of or in connection with the construction, administration, interpretation and effect of this Award shall be within the absolute discretion of the Corporation, the Board of Directors of the Corporation or the Committee, as the case may be, and shall be conclusive and binding upon all persons.
7. Inalienability of Benefits and Interest. This Award and the rights and privileges conferred hereby shall not be subject in any manner to anticipation, alienation, sale, transfer, assignment, pledge, encumbrance or charge, and any such attempted action shall be void and no such benefit or interest shall be in any manner liable for or subject to debts, contracts, liabilities, engagements, or torts of the Employee.
8. Delaware Law to Govern. The Plan is governed by and subject to the laws of the United States of America. All questions pertaining to the construction, interpretation, regulation, validity and effect of the provisions of this Award and any rights under the Plan shall be determined in accordance with the laws of the State of Delaware.
9. Purchase of Common Stock. The Corporation and its Affiliates may, but shall not be required to, purchase shares of Common Stock of the Corporation for purposes of satisfying the requirements of this Award. The Corporation and its Affiliates shall have no obligation to retain and shall have the unlimited right to sell or otherwise deal with for their own account, any shares of common stock of the Corporation purchased for satisfying the requirements of this Award.
10. Notices. Any notice to be given to the Corporation under this Award shall be addressed to the Corporation in care of its Director of Compensation located at the World Headquarters, and any notice to be given to the Employee under the terms of this Award may be addressed to him at his address as it appears on the Corporation's records, or at such other address as either party may hereafter designate in writing to

the other. Any such notice shall be deemed to have been duly given if and when enclosed in a properly sealed envelope or wrapper addressed as aforesaid, registered and deposited, postage and registry fee prepaid, in a post office or branch post office regularly maintained by the United States Government.

11. Changes in Capitalization. In the event there are any changes in the common stock or the capitalization of the Corporation through a corporate transaction, such as any merger, any acquisition through the issuance of capital stock of the Corporation, any consolidation, any separation of the Corporation (including a spin-off or other distribution of stock of the Corporation), any reorganization of the Corporation (whether or not such reorganization comes within the definition of such term in section 368 of the Code), or any partial or complete liquidation by the Corporation, recapitalization, stock dividend, stock split or other change in the corporate structure, appropriate adjustments and changes shall be made by the Committee in (a) the number of shares subject to this Award, and (b) such other provisions of this Award as may be necessary and equitable to carry out the foregoing purposes.
12. Effect on Other Plans. All benefits under this Award shall constitute special compensation and shall not affect the level of benefits provided to or received by the Employee (or the Employee's estate or beneficiaries) as part of any employee benefit plan of the Corporation or an Affiliates. This Award shall not be construed to affect in any way the Employee's rights and obligations under any other plan maintained by the Corporation or an Affiliate on behalf of employees.
13. Discretionary Nature of Award. The grant of an Award is a one-time benefit and does not create any contractual or other right to receive a grant of Awards or benefits in lieu of Awards in the future. Future grants, if any, will be at the sole discretion of Kimberly-Clark, including, but not limited to, the timing of any grant, the number of PRSUs and vesting provisions. The value of the Award is an extraordinary item of compensation outside the scope of the Employee's employment contract, if any. As such, the Award is not part of normal or expected compensation for purposes of calculating any severance, resignation, redundancy, end of service payments, bonuses, long-service awards, pension or retirement benefits or similar payments.
14. Data Privacy. The Employee hereby authorizes their employer to furnish Kimberly-Clark (and any agent of Kimberly-Clark administering the Plan or providing Plan recordkeeping services) with such information and data as it shall request in order to facilitate the grant of Awards and administration of the Plan and the Employee waives any data privacy rights such Employee might otherwise have with respect to such information.
15. Conflict with Plan. This Award is awarded pursuant to and subject to the Plan. This Agreement is intended to supplement and carry out the terms of the Plan. It is subject to all terms and provisions of the Plan and, in the event of a conflict, the Plan shall prevail.
16. Successors. This Award shall be binding upon and inure to the benefit of any successor or successors of the Corporation.
17. Amendments. The Committee may at any time alter or amend this Award to the extent

(1) permitted by law, (2) permitted by the rules of any stock exchange on which the common stock or any other security of the Corporation is listed, and (3) permitted under applicable provisions of the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended (including rule 16b-3 thereof).

18. Defined Terms. Terms which are capitalized are defined herein or in the Plan and have the same meaning set forth in the Plan, unless the context indicates otherwise.

**Performance Goal for Kimberly-Clark Corporation Performance Restricted
Stock Unit Awards Granted _____, _____**

[Performance Goal as determined by Compensation Committee
at time of grant to be set forth on this Attachment A-2]

KIMBERLY-CLARK CORPORATION
TIME-VESTED RESTRICTED SHARE UNIT
_____ AWARD AGREEMENT

This Award, granted this ____ day of _____, _____, by Kimberly-Clark Corporation, a Delaware corporation (hereinafter called the "Corporation"), subject to the terms and conditions of the 2001 Equity Participation Plan (the "Plan") and the Award Agreement.

W I T N E S S E T H:

WHEREAS, the Corporation has adopted the 2001 Equity Participation Plan (the "Plan") to encourage those employees who materially contribute, by managerial, scientific or other innovative means, to the success of the Corporation or of an Affiliate, to acquire an ownership interest in the Corporation, thereby increasing their motivation for and interest in the Corporation's or the Affiliate's long-term success;

NOW, THEREFORE, it is agreed as follows:

1. Number of Share Units Granted. The Corporation hereby grants to the Employee the right to receive the number of Time-Vested Restricted Share Units of the \$1.25 par value common stock of the Corporation set forth in the Award Agreement, subject to the terms, conditions and restrictions set forth herein and in the Plan.

2. Transferability Restrictions.

(a) Restricted Period. During the Restricted Period, the Employee may not sell, assign, transfer, or otherwise dispose of, or mortgage, pledge or otherwise encumber the Award. The Restricted Share Units shall be subject to forfeiture until the Employee becomes vested in such Award according to the schedule set forth in the Award Agreement.

The Restricted Period shall begin on the date of the granting of this Award, and shall end upon the vesting of the Award according to the schedule set forth in the Award Agreement. Holders of Awards shall have none of the rights of a shareholder with respect to such shares including, but not limited to, any right to receive dividends in cash or other property or other distribution or rights in respect of such shares except as otherwise provided in this Agreement, nor to vote such shares as the record owner thereof.

During the Restricted Period, the Employee will be paid in cash within 60 days an amount equal to any dividends and other distributions which would have been paid on shares of Common Stock, based on the Restricted Share Units granted under this Award. The amount equal to any dividends and other distributions on the Award shall be paid to the Employee within sixty days of when dividends are paid by the Corporation with respect to its outstanding shares of Common Stock. In the case of dividends paid in property other than cash, the amount of the dividend shall be deemed to be the fair market value of

the property at the time of the payment of the dividend, as determined in good faith by the Corporation. The Corporation shall not be required to segregate any cash or other property of the Corporation. Any amounts which become payable to an Employee shall be paid from the general assets of the Corporation.

- (b) Termination of Employment. Employee shall forfeit any unvested Award upon termination of employment unless such termination (i) is due to a Qualified Termination of Employment, or (ii) if more than six months after the date of grant, due to death, Retirement, Total and Permanent Disability, or the shutdown or divestiture of a business unit. An authorized leave of absence shall not be deemed to be a termination of employment. A termination of employment with the Corporation or an Affiliate to accept immediate reemployment with the Corporation or an Affiliate likewise shall not be deemed to be a termination of employment.
- (c) Death, Retirement, or Total and Permanent Disability. In the event that more than six months after the date of grant the Employee's termination of employment is due to death or Total and Permanent Disability, it shall result in pro rata vesting, as determined by the Committee, and the number of shares that are considered to vest shall be prorated for the number of full months of employment during the Restricted Period prior to the Participant's termination of employment, and shall be paid within 90 days following the Participant's termination of employment. In the event that more than six months after the date of grant the Employee's termination of employment is due to Retirement it shall result in 100% vesting of the Award at the end of the Restricted Period, and such Award shall be paid within 90 days following such termination of employment.
- (d) Shutdown or Divestiture. In the event that more than six months after the date of grant the Employee's termination of employment is due to the shutdown or divestiture of the Corporation's or its Affiliate's business it shall result in pro rata vesting, as determined by the Committee, and the number of shares that are considered to vest shall be determined at the end of the Restricted Period, prorated for the number of full years of employment during the Restricted Period prior to the Participant's termination of employment, and shall be paid within 90 days following the end of the Restricted Period.
- (e) Qualified Termination of Employment. In the event of a Qualified Termination of Employment all restrictions will lapse and the shares will become fully vested and shall be paid within 10 days following the last day of employment of the Employee with the Corporation.
- (f) Payment of Awards. The payment of the Award shall be made in shares of Common Stock. Except as may otherwise be provided in subparagraph 2(e), the payment of an Award to an Employee who is not a Key Employee shall be made within 90 days following the date of vesting of the Award under the previous subparagraphs. Notwithstanding anything in this Agreement to the contrary, except in the event of death, the payment of an Award to an Employee who is a Key Employee shall be made at the first day of the seventh

month following the date of separation from service. A Key Employee is any Employee who meets the definition of a specified employee as defined in Section 409A(a)(2)(B)(i) of the Code and the regulations promulgated thereunder.

(g) Payment of Withholding Taxes. No shares of Common Stock, nor any cash payment, may be delivered under this Award, unless prior to or simultaneously with such issuance, the Employee or, in the event of his death, the person succeeding to his rights hereunder, shall pay to the Corporation such amount as the Corporation advises is required under applicable federal, state or local laws to withhold and pay over to governmental taxing authorities by reason of the delivery of such shares of Common Stock and any cash payment pursuant to this Award. The Corporation may, in its discretion, withhold payment of required withholding taxes with cash or shares of Common Stock which otherwise would be delivered following the date of vesting of the Award under this paragraph 2.

3. Nontransferability. Neither the Award nor the Employee's right to receive payment for vested Awards may be assigned or transferred except upon the death of the Employee (i) by will, (ii) by the laws of descent and distribution or (iii) pursuant to a designation by the Employee of a beneficiary or beneficiaries, provided that no such designation shall be effective unless filed with the Committee prior to the death of such Employee.

4. Compliance with Law. No payment may be made under this Award, unless prior to the issuance thereof, the Corporation shall have received an opinion of counsel to the effect that this Award by the Corporation to the Employee will not constitute a violation of the Securities Act of 1933, as amended. As a condition of this Award, the Employee shall, if requested by the Corporation, submit a written statement in form satisfactory to counsel for the Corporation, to the effect that any shares received under this Award shall be for investment and not with a view to the distribution thereof within the meaning of the Securities Act of 1933, as amended, and the Corporation shall have the right, in its discretion, to cause the certificates representing shares hereunder to be appropriately legended to refer to such undertaking or to any legal restrictions imposed upon the transferability thereof by reason of such undertaking.

The Award granted hereby is subject to the condition that if the listing, registration or qualification of the shares subject hereto on any securities exchange or under any state or federal law, or if the consent or approval of any regulatory body shall be necessary as a condition of, or in connection with, the granting of the Award or the delivery of shares thereunder, such shares may not be delivered unless and until such listing, registration, qualification, consent or approval shall have been effected or obtained. The Corporation agrees to use its best efforts to obtain any such requisite listing, registration, qualification, consent or approval.

The Employee is solely responsible for obtaining/providing whatever exchange control approvals, permits, licenses, or notices, which may be necessary for the Employee to hold the Award, or to receive any payment of cash or shares or to hold or sell the shares subject to the Award, if any. Neither Kimberly-Clark nor its Affiliates will be responsible for obtaining any such approvals, licenses or permits, or for making any such notices, nor will the Corporation nor its Affiliates be liable for any fines or penalties the Employee may incur for failure to obtain any required approvals, permits or licenses or to make any required notices.

5. No Right of Continued Employment. The granting of this Award does not confer upon the Employee any legal right to be continued in the employ of the Corporation or its Affiliates, and the Corporation and its Affiliates reserve the right to discharge the Employee whenever the interest of the Corporation or its Affiliates may so require without liability to the Corporation or its Affiliates, the Board of Directors of the Corporation or its Affiliates, or the Committee, except as to any rights which may be expressly conferred on the Employee under this Award.
6. Discretion of the Corporation, Board of Directors and the Committee. Any decision made or action taken by the Corporation or by the Board of Directors of the Corporation or by the Committee arising out of or in connection with the construction, administration, interpretation and effect of this Award shall be within the absolute discretion of the Corporation, the Board of Directors of the Corporation or the Committee, as the case may be, and shall be conclusive and binding upon all persons.
7. Inalienability of Benefits and Interest. This Award and the rights and privileges conferred hereby shall not be subject in any manner to anticipation, alienation, sale, transfer, assignment, pledge, encumbrance or charge, and any such attempted action shall be void and no such benefit or interest shall be in any manner liable for or subject to debts, contracts, liabilities, engagements, or torts of the Employee.
8. Delaware Law to Govern. The Plan is governed by and subject to the laws of the United States of America. All questions pertaining to the construction, interpretation, regulation, validity and effect of the provisions of this Award and any rights under the Plan shall be determined in accordance with the laws of the State of Delaware.
9. Purchase of Common Stock. The Corporation and its Affiliates may, but shall not be required to, purchase shares of Common Stock of the Corporation for purposes of satisfying the requirements of this Award. The Corporation and its Affiliates shall have no obligation to retain and shall have the unlimited right to sell or otherwise deal with for their own account, any shares of common stock of the Corporation purchased for satisfying the requirements of this Award.
10. Notices. Any notice to be given to the Corporation under this Award shall be addressed to the Corporation in care of its Director of Compensation located at the World Headquarters, and any notice to be given to the Employee under the terms of this Award may be addressed to him at his address as it appears on the Corporation's records, or at such other address as either party may hereafter designate in writing to the other. Any such notice shall be deemed to have been duly given if and when enclosed in a properly sealed envelope or wrapper addressed as aforesaid, registered and deposited, postage and registry fee prepaid, in a post office or branch post office regularly maintained by the United States Government.
11. Changes in Capitalization. In the event there are any changes in the common stock or the capitalization of the Corporation through a corporate transaction, such as any merger, any acquisition through the issuance of capital stock of the Corporation, any consolidation, any separation of the Corporation (including a spin-off or other

distribution of stock of the Corporation), any reorganization of the Corporation (whether or not such reorganization comes within the definition of such term in section 368 of the Code), or any partial or complete liquidation by the Corporation, recapitalization, stock dividend, stock split or other change in the corporate structure, appropriate adjustments and changes shall be made by the Committee in (a) the number of shares subject to this Award, and (b) such other provisions of this Award as may be necessary and equitable to carry out the foregoing purposes.

12. Effect on Other Plans. All benefits under this Award shall constitute special compensation and shall not affect the level of benefits provided to or received by the Employee (or the Employee's estate or beneficiaries) as part of any employee benefit plan of the Corporation or an Affiliate. This Award shall not be construed to affect in any way the Employee's rights and obligations under any other plan maintained by the Corporation or an Affiliate on behalf of employees.
13. Discretionary Nature of Award. The grant of an Award is a one-time benefit and does not create any contractual or other right to receive a grant of Awards or benefits in lieu of Awards in the future. Future grants, if any, will be at the sole discretion of Kimberly-Clark, including, but not limited to, the timing of any grant, the number of Restricted Share Units and vesting provisions. The value of the Award is an extraordinary item of compensation outside the scope of the Employee's employment contract, if any. As such, the Award is not part of normal or expected compensation for purposes of calculating any severance, resignation, redundancy, end of service payments, bonuses, long-service awards, pension or retirement benefits or similar payments.
14. Data Privacy. The Employee hereby authorizes their employer to furnish Kimberly-Clark (and any agent of Kimberly-Clark administering the Plan or providing Plan recordkeeping services) with such information and data as it shall request in order to facilitate the grant of Awards and administration of the Plan and the Employee waives any data privacy rights such Employee might otherwise have with respect to such information.
15. Conflict with Plan. This Award is awarded pursuant to and subject to the Plan. This Agreement is intended to supplement and carry out the terms of the Plan. It is subject to all terms and provisions of the Plan and, in the event of a conflict, the Plan shall prevail.
16. Successors. This Award shall be binding upon and inure to the benefit of any successor or successors of the Corporation.
17. Amendments. The Committee may at any time alter or amend this Award to the extent (1) permitted by law, (2) permitted by the rules of any stock exchange on which the common stock or any other security of the Corporation is listed, and (3) permitted under applicable provisions of the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended (including rule 16b-3 thereof).
18. Defined Terms. Terms which are capitalized are defined herein or in the Plan and have the same meaning set forth in the Plan, unless the context indicates otherwise.

KIMBERLY-CLARK CORPORATION
OPTION AWARD
_____ AWARD AGREEMENT

This Award, granted this ____ day of _____, _____, by Kimberly-Clark Corporation, a Delaware corporation (hereinafter called the "Corporation"), subject to the terms and conditions of the 2001 Equity Participation Plan (the "Plan") and the Award Agreement.

W I T N E S S E T H:

WHEREAS, the Corporation has adopted the 2001 Equity Participation Plan (the "Plan") to encourage those employees who materially contribute, by managerial, scientific or other innovative means, to the success of the Corporation or of an Affiliate, to acquire an ownership interest in the Corporation, thereby increasing their motivation for and interest in the Corporation's or the Affiliate's long-term success;

NOW, THEREFORE, it is agreed as follows:

1. Number of Shares Optioned; Option Price. The Corporation grants to the Employee the right and option to purchase in his own name, on the terms and conditions hereinafter set forth, all or any part of an aggregate of the number of shares of the \$1.25 par value common stock of the Corporation, and at the purchase price per share, set forth in the Award Agreement. This option shall not be an incentive stock option within the meaning of Section 422 of the Internal Revenue Code of 1986, as amended (the "Code").
2. Exercise of Option.
 - (a) Limitations on Exercise. This option shall be subject to forfeiture until the Employee becomes vested in such Awards according to the schedule set forth in the Award Agreement. This option shall not be exercisable until at least one year has expired after the granting of this option, during which time the Employee shall have been in the continuous employ of the Corporation or an Affiliate; provided, however, that the option shall become exercisable immediately in the event of a Qualified Termination of Employment of a Participant, without regard to the limitations set forth below in this subsection. Provided, however, that if the Employee's employment is terminated for any reason other than death, Retirement, or Total and Permanent Disability, this option shall only be exercisable for three months following such termination and only for the number of shares which were exercisable on the date of such termination. In no event, however, may this option be exercised more than ten (10) years after the date of its grant.

The above provisions of Section 2(a) notwithstanding, to the extent provided by rules of the Committee referred to in the Plan (hereinafter referred to as the "Committee"), this option is not exercisable during any period during which the Employee's right to make deposits to the Kimberly-Clark Corporation Salaried Employees Incentive Investment Plan is suspended pursuant to a provision of such plan or rules adopted thereunder to comply with regulations regarding hardship withdrawals promulgated by the Internal Revenue Service.

A leave of absence shall not be deemed to be a termination of employment. A termination of employment with the Corporation or an Affiliate to accept immediate reemployment with the Corporation or an Affiliate likewise shall not be deemed to be a termination of employment.

- (b) Exercise after Death, Retirement, or Disability. If the Employee dies, Retires or becomes Totally and Permanently Disabled without having exercised this option in full, the remaining portion of this option, determined without regard to the limitations in subsection 2(a), may be exercised within the earlier of (i) three years from the date of death or Total and Permanent Disability or five years from the date of Retirement, as the case may be, or (ii) the remaining period of this option. In the case of an Employee who dies, this option may be exercised by the person or persons to whom the Employee's rights under this option shall pass by will or by applicable law or, if no such person has such rights, by his executor or administrator. "Retirement" means termination of employment on or after the date the Participant has attained age 55.
- (c) Method of Exercise. This option shall be exercised by delivering to the Corporation, at the office of the Treasurer located at the World Headquarters, written notice of the number of shares with respect to which option rights are being exercised and by paying in full the option price of the shares at the time being acquired. Payment may be made in cash, a check payable to the Corporation, or in shares of the Corporation's common stock transferable to the Corporation and having a fair market value on the transfer date equal to the amount payable to the Corporation. The date of exercise shall be deemed to be the date the Corporation receives the written notice and payment for the shares being purchased. The Employee shall have none of the rights of a stockholder with respect to shares covered by such options until the Employee becomes record holder of such shares.
- (d) Payment of Withholding Taxes. No shares of common stock may be purchased under this option, unless prior to or simultaneously with such purchase, (i) the Participant, (ii) in the event of his death, the person succeeding to his rights hereunder or, (iii) in the event of a transfer of an option under Section 8 hereof, either the Participant, the Immediate Family Members or the entity succeeding to his rights hereunder, shall pay to the Corporation such amount as the Corporation advises is required under applicable federal, state or local laws to withhold and pay over to governmental taxing authorities by reason of the purchase of such shares of common stock pursuant to this

option. Other than a purchase of shares pursuant to an option which had previously been transferred under Section 8 hereof, payment of required withholding taxes may be made with shares of the Corporation's common stock which otherwise would be distributable upon exercise of the option, pursuant to the rules of the Committee.

3. Nontransferability. Except as may otherwise be provided under Section 8 hereof, this option shall be transferable only by will or by the laws of descent and distribution, and during the Employee's lifetime shall be exercisable only by him.
4. Compliance with Law. No shares of common stock may be purchased under this option, unless prior to the purchase thereof, the Corporation shall have received an opinion of counsel to the effect that the issuance and sale of such shares by the Corporation to the Employee will not constitute a violation of the Securities Act of 1933, as amended. As a condition of exercise, the Employee shall, if requested by the Corporation, submit a written statement in form satisfactory to counsel for the Corporation, to the effect that any shares of common stock purchased upon exercise of this option will be purchased for investment and not with a view to the distribution thereof within the meaning of the Securities Act of 1933, as amended, and the Corporation shall have the right, in its discretion, to cause the certificates representing shares of common stock purchased hereunder to be appropriately legended to refer to such undertaking or to any legal restrictions imposed upon the transferability thereof by reason of such undertaking.

The option granted hereby is subject to the condition that if the listing, registration or qualification of the shares subject hereto on any securities exchange or under any state or federal law, or if the consent or approval of any regulatory body shall be necessary as a condition of, or in connection with, the granting of the option or the delivery or purchase of shares thereunder, such option may not be exercised in whole or in part unless and until such listing, registration, qualification, consent or approval shall have been effected or obtained. The Corporation agrees to use its best efforts to obtain any such requisite listing, registration, qualification, consent or approval.
5. No Right of Continued Employment. The granting of this option does not confer upon the Employee any legal right to be continued in the employ of the Corporation or its Affiliates, and the Corporation and its Affiliates reserve the right to discharge the Employee whenever the interest of the Corporation or its Affiliates may so require without liability to the Corporation or its Affiliates, the Board of Directors of the Corporation or its Affiliates, or the Committee, except as to any rights which may be expressly conferred on the Employee under this option.
6. Discretion of the Corporation, Board of Directors and the Committee. Any decision made or action taken by the Corporation or by the Board of Directors of the Corporation or by the Committee arising out of or in connection with the construction, administration, interpretation and effect of this option shall be within the absolute discretion of the Corporation, the Board of Directors of the Corporation or the Committee, as the case may be, and shall be conclusive and binding upon all persons.

7. Modification of Awards. The Committee may in its sole and absolute discretion, by written notice to the Employee, limit the period in which this option may be exercised to a period ending at least three months following the date of such notice, and/or limit or eliminate the number of shares subject to option after a period ending at least three months following the date of such notice.
8. Inalienability of Benefits and Interest. This option and the rights and privileges conferred hereby shall not be subject in any manner to anticipation, alienation, sale, transfer, assignment, pledge, encumbrance or charge, and any such attempted action shall be void and no such benefit or interest shall be in any manner liable for or subject to debts, contracts, liabilities, engagements, or torts of the Employee.
9. Delaware Law to Govern. All questions pertaining to the construction, interpretation, regulation, validity and effect of the provisions of this option shall be determined in accordance with the laws of the State of Delaware.
10. Purchase of Common Stock. The Corporation and its Affiliates may, but shall not be required to, purchase shares of common stock of the Corporation for purposes of satisfying the requirements of this option. The Corporation and its Affiliates shall have no obligation to retain and shall have the unlimited right to sell or otherwise deal with for their own account, any shares of common stock of the Corporation purchased for satisfying the requirements of this option.
11. Notices. Any notice to be given to the Corporation under this option shall be addressed to the Corporation in care of its Treasurer located at the World Headquarters, and any notice to be given to the Employee under the terms of this option may be addressed to him at his address as it appears on the Corporation's records, or at such other address as either party may hereafter designate in writing to the other. Any such notice shall be deemed to have been duly given if and when enclosed in a properly sealed envelope or wrapper addressed as aforesaid, registered and deposited, postage and registry fee prepaid, in a post office or branch post office regularly maintained by the United States Government.
12. Changes in Capitalization. In the event there are any changes in the common stock or the capitalization of the Corporation through a corporate transaction, such as any merger, any acquisition through the issuance of capital stock of the Corporation, any consolidation, any separation of the Corporation (including a spin-off or other distribution of stock of the Corporation), any reorganization of the Corporation (whether or not such reorganization comes within the definition of such term in section 368 of the Code), or any partial or complete liquidation by the Corporation, recapitalization, stock dividend, stock split or other change in the corporate structure, appropriate adjustments and changes shall be made by the Committee in (a) the number of shares and the option price per share of stock subject to this option, and (b) such other provisions of this option as may be necessary and equitable to carry out the foregoing purposes, provided, however that no such adjustment or change may be made to the extent that such adjustment or change will result in the disallowance of a deduction to the Corporation under section 162(m) of the Code or any successor section.

13. Effect on Other Plans. All benefits under this option shall constitute special compensation and shall not affect the level of benefits provided to or received by the Employee (or the Employee's estate or beneficiaries) as part of any employee benefit plan of the Corporation or an Affiliates. This option shall not be construed to affect in any way the Employee's rights and obligations under any other plan maintained by the Corporation or an Affiliate on behalf of employees.
14. Successors. This option shall be binding upon and inure to the benefit of any successor or successors of the Corporation.
15. Amendments. The Committee may at any time alter or amend this option to the extent (1) permitted by law, (2) permitted by the rules of any stock exchange on which the common stock or any other security of the Corporation is listed, (3) permitted under applicable provisions of the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended (including rule 16b-3 thereof), and (4) that such action would not result in the disallowance of a deduction to the Corporation under section 162(m) of the Code or any successor section (including the rules and regulations promulgated thereunder). Notwithstanding anything to the contrary contained herein, the Committee may not take any action that would result in any amount payable under this option qualifying as "applicable employee remuneration" as so defined for purposes of section 162(m) of the Code.
16. Defined Terms. Terms which are capitalized are defined herein or in the Plan and have the same meaning set forth in the Plan, unless the context indicates otherwise.

KIMBERLY-CLARK CORPORATION
GLOBAL BUSINESS PLAN
SEVERANCE PAY PLAN

Effective November 4, 2005
(For Terminations on or after July 22, 2005 as
a result of the Global Business Plan Initiative)
(Amended and Restated as of September 12, 2007)

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ARTICLE I

NAME, PURPOSE AND EFFECTIVE DATE OF PLAN

- 1.1 Name of the Plan. Kimberly-Clark Corporation (the "Corporation") hereby establishes this special one-time severance pay plan for its Employees, to be known as the Kimberly-Clark Corporation Global Business Plan Severance Pay Plan (the "Plan") as set forth in this document. The Plan is intended to qualify as an employee welfare benefit plan within the meaning of Section 3(1) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").
- 1.2 Purpose of the Plan. The purpose of the Plan is to provide a special one-time termination benefit for Eligible Employees affected by an involuntary termination of employment caused solely as a result of the Global Business Plan. The Plan is not intended as an enhancement to the ongoing termination benefit plan of the Corporation, the Kimberly-Clark Corporation Severance Pay Plan, and is limited to the specific termination event of reductions in force pursuant to the Global Business Plan and applies for the specified period for terminations of employment from July 22, 2005 through December 31, 2008. The Plan is not intended as a replacement or substitution for any confidentiality or noncompete agreement between an Employee and Employer executed prior or subsequent to the effective date of the Plan.
- 1.3 Effective Date and Specified Period of the Plan. The Plan is adopted on November 4, 2005, to apply to terminations (i) on or after July 22, 2005 and (ii) prior to January 1, 2009.

ARTICLE II

DEFINITIONS AND CONSTRUCTION

- 2.1 Definitions. When the following words and phrases appear in this Plan, they shall have the respective meanings set forth below unless the context clearly indicates otherwise:
 - (a) Board: The Board of Directors of the Corporation.
 - (b) Cause: Any termination of employment which is classified by the Employer as for cause, including but not limited to: (i) unsatisfactory performance of duties, or inability to meet the requirements of the position; (ii) any habitual neglect of duty or misconduct of the Employee in discharging any of his duties and responsibilities; (iii) excessive unexcused, or statutorily unprotected absenteeism or inattention to duties; (iv) failure or refusal to comply with the provisions of the Employer's personnel manual or any other rule or policy of the Employer; (v) misconduct, including but not limited to, engaging in conduct which the Committee reasonably determines to be detrimental to the Employer; (vi) disloyal, dishonest or illegal conduct by the Employee; (vii) theft, fraud, embezzlement or other criminal activity involving the Employee's relationship with the Employer; (viii) violation of any applicable statute, regulation, or rule, or

provision of any applicable code of professional ethics; (ix) suspension, revocation, or other restriction of the Participant's professional license, if applicable; or (x) the Employer's inability to confirm, to its sole satisfaction, the references and/or credentials which the Participant provided with respect to any professional license, educational background and employment history.

- (c) COBRA: Consolidated Omnibus Budget Reconciliation Act of 1985.
- (d) Code: The Internal Revenue Code of 1986, as amended from time to time, and as construed and interpreted by valid regulations or rulings issued thereunder.
- (e) Committee: The Benefits Administration Committee appointed to administer and regulate the Plan as provided in Article V.
- (f) Comparable Position: A position offered to an employee will be considered a Comparable Position under this Plan unless any of the following apply (i) the Earnings of such position are less than 85% of the Earnings of the employee on the date of such offer, (ii) the Employee's new work location meets the minimum distance requirement for the deductibility of employees' moving expenses under section 217(c)(1) of the Code, (iii) the position offered to the Employee is not eligible to participate under MAAP if the Employee's current position is eligible to participate under MAAP, or (iv) if a salaried Employee is offered a job that is two levels or more lower as defined by the Corporate Compensation Department.
- (g) Earnings: The base salary of an Eligible Employee at his or her stated hourly, weekly, monthly or annual rate on his Termination Date. If Eligible Employee is a full-time Employee, Earnings are the hourly pay rate (excluding shift differential) times 40 (hours). If Eligible Employee is an Employee who works less than 40 hours per week, Earnings are the hourly pay rate (excluding shift differential) times the Employee's regularly scheduled hours per week. Earnings do not include overtime pay or other remuneration for all Eligible Employees. The calculation of a week of Earnings shall be made subject to any applicable Committee rule.
- (h) Effective Date: This Plan is effective with respect to terminations on or after July 22, 2005, or with respect to a particular Subsidiary, such later date as of which the Committee deems such Subsidiary to be an Employer, or as of any later date set forth in Appendix A.
- (i) Eligible Employee: An hourly Employee not covered by a collective bargaining unit, or salaried Employee, on the regular payroll of an Employer. For purposes of this subsection, "on the regular payroll of an Employer" shall mean paid through the payroll department of such Employer, and shall exclude employees classified by an Employer as intermittent or temporary, and persons classified by an Employer as independent contractors, regardless of how such employees may be classified by any federal, state, or local, domestic or foreign, governmental agency or instrumentality thereof, or court.
- (j) Employee: A person employed by an Employer.

- (k) Employer: The Corporation and each Subsidiary which the Committee shall from time to time designate as an Employer for purposes of the Plan. A list of Employers is set forth in Appendix A.
- (l) Global Business Plan: The reduction in force initiative that has been approved for 2005 through 2008 pursuant to the Corporation's Global Business Plan Initiative.
- (m) Kimberly-Clark Corporation Severance Pay Plan: The Kimberly-Clark Corporation Severance Pay Plan or any successor plans.
- (n) MAAP: The Management Achievement Award Program or any successor plans.
- (o) MAAP Eligible: Eligible Employees who as of their date of termination of employment meet the eligibility requirements to participate under MAAP.
- (p) Participant: An individual who has met the eligibility requirements to receive Severance Pay pursuant to Article III.
- (q) Plan Year: A twelve calendar month period beginning January 1 through December 31.
- (r) Severance Pay: Payment made to a Participant pursuant to Article IV hereof.
- (s) Subsidiary: Any corporation, 50% or more of the voting shares of which are owned directly or indirectly by the Corporation, which is incorporated under the laws of one of the States of the United States.
- (t) Termination Date: The date an Employee quits, is discharged or laid off, involuntarily separated, retires or dies.
- (u) Years of Service: An Employee shall be credited with a Year of Service for each year commencing with the Employee's vacation eligibility date as maintained by the payroll department of such Employer until the Employee's Termination Date, rounded to the nearest whole year of service. Notwithstanding any provision in the Plan to the contrary, an Employee's credited Years of Service shall be reduced to the extent such Years of Service have previously been used to calculate a prior severance payment to the Employee.

2.2 Construction: Where appearing in the Plan the masculine shall include the feminine and the plural shall include the singular, unless the context clearly indicates otherwise. The words "hereof," "herein," "hereunder" and other similar compounds of the word "here" shall mean and refer to the entire Plan and not to any particular Section or subsection.

ARTICLE III

ELIGIBILITY AND PARTICIPATION

- 3.1 Participation. An Eligible Employee shall become a Participant on the later of the Effective Date or the first day actively employed by an Employer.
- 3.2 Eligibility. Each Participant whose employment is involuntarily terminated as a result of the Global Business Plan shall be eligible to receive Severance Pay; provided, however, that Severance Pay shall not be paid to any Participant who:
- (a) is terminated for Cause;
 - (b) is terminated during a period in which such Participant is not actively at work (i.e. has been on leave) for more than 25 weeks, except to the extent otherwise required by law;
 - (c) voluntarily quits or retires;
 - (d) dies;
 - (e) is offered a Comparable Position as defined in Section 3.5 below;
 - (f) terminates employment prior to the last day of employment prescribed for such individual by the Employer; or
 - (g) is eligible to receive payment under any other severance plan of the Corporation, including, but not limited to, the Kimberly-Clark Corporation Severance Pay Plan.
- 3.3 Duration. A Participant remains a Participant under the Plan until the earliest of:
- (a) the date the Participant is no longer an Eligible Employee;
 - (b) the Participant's Termination Date;
 - (c) December 31, 2008; or
 - (d) the date the Plan terminates.
- 3.4 Severance Agreement and Release. No Participant shall be entitled to receive Severance Pay hereunder unless such Participant executes a Separation Agreement and Full and Final Release of Claims, in the form required by the Corporation, within the 45-day period specified for such individual therein and such Participant does not revoke such Severance Agreement and Release in writing within the 7-day period following the date on which it is executed.

- 3.5 **Comparable Position.** Severance Pay shall not be paid to any Employee whose employment is involuntarily terminated related to
- (a) any separation or reorganization of the Corporation including, but not limited to, a sale, spin-off or shutdown of a portion of the Corporation, including but not limited to a portion of a mill or other location, if such Employee is offered a Comparable Position with the successor entity,
 - (b) the outsourcing of an Employee to a company other than an Employer, in which such Employee is offered or continues in a Comparable Position, or
 - (c) any elimination of a job function or transfer of an Employee's position in which such Employee is offered a Comparable Position with the Corporation.

ARTICLE IV

SEVERANCE BENEFITS

4.1 **Severance Pay.** A Participant's Severance Pay shall be determined as follows:

- (a) Each individual who is eligible for the Severance Pay, as provided in Article III above, shall receive, the following number of weeks of Earnings for each Year of Service. In addition, Participants shall be eligible to receive medical continuation coverage under COBRA for the following number of months without payment of the applicable premium should the Participant timely elect COBRA medical continuation coverage. Also, the following outplacement assistance services as determined by the Corporation, and three months of Employee Assistance Program services, shall be provided Participants. Cash payment, COBRA and outplacement coverage details:

<u>Employer Group</u>	<u>Minimum weeks of service</u>	<u>Weeks of Severance Pay per Years of Service</u>	<u>Months of Medical Continuation Coverage under COBRA</u>	<u>Period of Outplacement services</u>
MAAP Eligible	26	2	6	6 months
Salaried exempt	12	1.5	4	3 months
Salaried nonexempt	6	1	3	2 weeks
Production (non union)	6	1	3	2 days

- (b) Notwithstanding the foregoing, a Participant who would otherwise be eligible for the Severance Pay and other benefits as provided in Section 4.1(a) above, and who elects to retire with an unreduced pension benefit under the 46th

Amendment of the Pension Plan, relating to an early retirement program approved by management pursuant to the Global Business Plan Initiative, shall receive in lieu of the Severance Pay and other benefits provided under Section 4.1(a), Severance Pay of \$10,000.

- (c) Severance Pay shall be paid as a lump sum cash payment made as soon as practicable following a Participant's Termination Date, but no later than the earlier of (i) 90 days following the Participant's Termination Date or (ii) the date that is 2 1/2 months from the end of the year in which the Participant has a separation from service.
 - (d) The Severance Pay determined pursuant to Section 4.1(a) above will be offset by any amount paid to a Participant (but not less than zero) pursuant to the Worker Adjustment and Retraining Notification Act ("WARN"), or any similar state law, in lieu of notice thereunder.
 - (e) If, at the time Severance Pay is to be made hereunder, a Participant is indebted or obligated to an Employer or any affiliate, then such Severance Pay may, at the discretion of the Committee, be reduced by the amount of such indebtedness or obligation to the extent allowable under applicable federal or state law; provided that an election not to offset shall not constitute a waiver of its claim of such indebtedness or obligation, in accordance with applicable law.
 - (f) Notwithstanding any provision in the Plan to the contrary, Severance Pay shall be reduced by the amount of any other severance payments made by an Employer.
- 4.2 Withholding. A Participant shall be responsible for payment of any Federal, Social Security, state or local taxes on Severance Pay under the Plan. The Employer shall deduct from Severance Pay any Federal, Social Security, state or local taxes which are subject to withholding, as determined by the Employer.
- 4.3 Management Approved Group Retention or Severance Pay Benefit. Notwithstanding the foregoing, an Employee who terminates employment under the applicable provisions of a management approved group retention or special severance pay one-time program under the Global Business Plan shall receive Severance Pay in accordance with the terms approved for such program and as set forth in an Appendix to this Plan. Such Participant shall not be eligible to receive Severance Pay under any other provision of this Plan, and nothing herein shall be construed to entitle such Participant to severance pay under any other severance plan of the Corporation, including, but not limited to, the Kimberly-Clark Corporation Severance Pay Plan.

ARTICLE V

PLAN ADMINISTRATION

BENEFITS ADMINISTRATION COMMITTEE

- 5.1 Membership. The Committee shall consist of at least three persons who shall be officers or directors of the Corporation or Eligible Employees. Members of the Committee shall be appointed from time to time by, and shall serve at the pleasure of, the Chief Human Resources Officer of the Corporation (the "CHRO"). The CHRO shall appoint one of the members of the Committee to serve as chairman. If the CHRO does not appoint a chairman, the Committee, in its discretion, may elect one of its members as chairman. The Committee shall appoint a Secretary who may be but need not be, a member of the Committee. The Committee shall not receive compensation for its services. Committee expenses shall be paid by the Corporation.
- 5.2 Powers. The Committee shall have all such powers as may be necessary to discharge its duties hereunder, including, but not by way of limitation, the power to construe or interpret the Plan, to determine all questions of eligibility hereunder, to adopt rules relating to coverage, and to perform such other duties as may from time to time be delegated to it by the Board. Any interpretations of this Plan by persons other than the Committee or individuals or organizations to whom the Committee has delegated administrative duties shall have no effect hereunder. The Committee may prescribe such forms and systems and adopt such rules and methods and tables as it deems advisable. It may employ such agents, attorneys, accountants, actuaries, medical advisors, or clerical assistants (none of whom need be members of the Committee) as it deems necessary for the effective exercise of its duties, and may delegate to such agents any power and duties, both ministerial and discretionary, as it may deem necessary and appropriate. Notwithstanding the foregoing, any claim which arises under any other plan shall not be subject to review under this Plan, and the Committee's authority under this Article V shall not extend to any matter as to which an Administrator under such Program is empowered to make determinations under such plan. In administering the Plan, the Committee will be entitled, to the extent permitted by law, to rely conclusively on all tables, valuations, certificates, opinions and reports which are furnished by, or in accordance with the instructions of, the Committee of each of the Programs, or by accountants, counsel or other experts employed or engaged by the Committee.
- 5.3 Procedures. The Committee may take any action upon a majority vote at any meeting at which all members are present, and may take any action without a meeting upon the unanimous written consent of all members. All action by the Committee shall be evidenced by a certificate signed by the chairperson or by the secretary to the Committee. The Committee shall appoint a secretary to the Committee who need not be a member of the Committee, and all acts and determinations of the Committee shall be recorded by the secretary, or under his supervision. All such records, together with such other documents as may be necessary for the administration of the Plan, shall be preserved in the custody of the secretary.

- 5.4 Rules and Decisions. All rules and decisions of the Committee shall be uniformly and consistently applied to all Eligible Employees and Participants under this Plan in similar circumstances and shall be conclusive and binding upon all persons affected by them.
- 5.5 Books and Records. The records of the Employers shall be conclusive evidence as to all information contained therein with respect to the basis for participation in the Plan and for the calculation of Severance Pay.
- 5.6 Claim Procedure. The Committee shall establish a procedure for handling all claims hereunder and review of denied claims consistent with the provisions of ERISA.
- 5.7 Committee Discretion.
- (a) Any action on matters within the discretion of the Committee, including but not limited to, the amount of Severance Pay conferred upon a Participant, shall be final and conclusive as to all Eligible Employees and other persons claiming rights under the Plan. The Committee shall exercise all of the powers, duties and responsibilities set forth hereunder in its sole discretion. Notwithstanding anything in this Plan to the contrary, the Committee shall have the sole discretion to interpret the terms of the Plan included but not limited to, whether a termination is voluntarily or involuntary, whether a Participant's termination is for Cause, whether a Participant is offered a Comparable Position, and whether Severance Pay shall be payable to any Participant under this Plan.
 - (b) Any increase in the amount of Severance Pay above the amount set forth in 4.1(a) above may be authorized only by (i) the Committee, (ii) a Group President or Senior Vice President of the Corporation with the endorsement of either the Senior Vice President Global Human Resources or the Vice President Compensation and Benefits or (iii) the Chief Executive Officer.
- 5.8 Plan Amendments. The Board may from time to time modify, alter, amend or terminate the Plan. Any action permitted to be taken by the Board under the foregoing provision may be taken by the CHRO if such action:
- (a) is required by law, or
 - (b) is estimated not to increase the annual cost of the Plan by more than \$5,000,000, or
 - (c) is estimated not to increase the annual cost of the Plan by more than \$25,000,000 provided such action is approved and duly executed by the CEO.

Any action taken by the Board or CHRO shall be made by or pursuant to a resolution duly adopted by the Board or CHRO and shall be evidenced by such resolution or by a written instrument executed by such persons as the Board or CHRO shall authorize for that purpose.

The Board or CHRO also shall have the right to make any amendment retroactively which is necessary to bring the Plan into conformity with the Code or which is otherwise permitted by applicable law. Any such amendment will be binding and effective for the Employer.

Any action which is required or permitted to be taken by the Board under the provisions of this Plan may be taken by the Management and Development Compensation Committee of the Board or any other duly authorized committee of the Board designated under the By-Laws of the Corporation.

The Board, the Management and Development Compensation Committee or any duly authorized committee of the Board, the CEO or the CHRO may authorize persons to carry out its policies and directives subject to the limitations and guidelines set by it, and may delegate its authority under the Plan.

- 5.9 Annual Reporting to the CEO. The CHRO shall report to the CEO before January 31 of each year all action taken by such position hereunder during the preceding calendar year.
- 5.10 Annual Reporting to the Board. The CEO shall report to the Board before January 31 of each year all action taken by such position hereunder during the preceding calendar year.
- 5.11 Delegation of Duties. This Plan is sponsored by Kimberly-Clark Corporation. The Committee reserves the right to delegate any and all duties to one or more individuals or organizations. Any reference herein to any other entity or person, other than the Committee or any of its members, which is performing administrative services shall also include any other third party administrators. The responsibilities of any third party administrator may be governed, in part, by a separate administrative services contract.
- 5.12 Funding. Benefits shall be paid from the general assets of the Corporation.

ARTICLE VI

LIMITATIONS AND LIABILITIES

- 6.1 Non-Guarantee of Employment. Nothing contained in this Plan shall be construed as a contract of employment between an Employer and a Participant, or as a right of any Participant to be continued in the employment of his Employer, or as a limitation of the right of an Employer to discharge any Participant with or without Cause. Nor shall anything contained in this Plan affect the eligibility requirements under any other plans maintained by the Employer, nor give any person a right to coverage under any other Plan.
- 6.2 Non-Alienation. Except as otherwise provided herein, no right or interest of any Participant or Beneficiary in the Plan shall be subject in any manner to anticipation, alienation, sale, transfer, assignment, pledge, encumbrance, charge, attachment, garnishment, execution, levy, bankruptcy, or any other disposition of any kind, either voluntary or involuntary, prior to actual receipt of payment by the person entitled to such right or interest under the provisions hereof, and any such disposition or attempted disposition shall be void.

- 6.3 Applicable Law. This Plan is construed under, to the extent not preempted by Federal law, enforced in accordance with and governed by, the laws of the State of Delaware. If any provision of this Plan is found to be invalid, such provision shall be deemed modified to comply with applicable law and the remaining terms and provisions of this Plan will remain in full force and effect.
- 6.4 Notice. Any notice given hereunder is sufficient if given to the Employee by the Employer, or if mailed to the Employee to the last known address of the Employee as such address appears on the records of the Employer.
- 6.5 Service of Process. The Plan Administrator shall be the designated recipient of the services of process with respect to legal actions regarding the Plan.
- 6.6 No Guarantee of Tax Consequences. The Employer makes no commitment or guarantee that any amounts paid to or for the benefit of a Participant under this Plan will be excludable from the Participant's gross income for Federal, Social Security, or state income tax purposes, or that any other Federal, Social Security, or state income tax treatment will apply to or be available to any Participant. It shall be the obligation of each Participant to determine whether each payment under this Plan is excludable from the Participant's gross income for Federal, Social Security, and state income tax purposes, and to notify the Plan Administrator if the Participant has reason to believe that any such payment is not so excludable.
- 6.7 Limitation of Liability. Neither the Employer, the Plan Administrator, nor the Committee shall be liable for any act or failure to act which is made in good faith pursuant to the provisions of the Plan, except to the extent required by applicable law. It is expressly understood and agreed by each Eligible Employee who becomes a Participant that, except for its or their willful misconduct or gross neglect, neither the Employer, the Plan Administrator nor the Committee shall be subject to any legal liability to any Participant, for any cause or reason whatsoever, in connection with this Plan, and each such Participant hereby releases the Employer, its officers and agents, and the Plan Administrator, and its agents, and the Committee, from any and all liability or obligation except as provided in this paragraph.
- 6.8 Indemnification of the Committee. The Employer shall indemnify the Committee and each of its members and hold them harmless from the consequences of their acts or conduct in their official capacity, including payment for all reasonable legal expenses and court costs, except to the extent that such consequences are the result of their own willful misconduct or breach of good faith.

APPENDIX A

EMPLOYERS COVERED BY THE KIMBERLY-CLARK CORPORATION
GLOBAL BUSINESS PLAN SEVERANCE PAY PLAN

<u>Employers</u>	<u>Participating Units</u>
Avent, Inc.	All salaried and hourly non-organized employees, and hourly non-organized employees at former Tecnol, Inc. facilities*
Ballard Medical Products	All salaried and hourly employees*
Kimberly-Clark Corporation	All salaried and hourly non-organized employees*
Kimberly-Clark Financial Services, Inc.	All salaried and hourly non-organized employees*
Kimberly-Clark Global Sales, Inc.	All salaried employees*
Kimberly-Clark International Services Corporation	All salaried and hourly non-organized employees except those who transfer to a 50% or less owned foreign subsidiary on a non-temporary basis*
Kimberly-Clark Michigan, Inc.	All salaried employees*
Kimberly-Clark Pennsylvania, LLC	All salaried employees*
Kimberly-Clark Worldwide, Inc.	All salaried and hourly non-organized employees*

Except as otherwise specified above, this Appendix A shall apply to an eligible termination of employment after July 22, 2005 and prior to January 1, 2009.

* including those on temporary assignment at other employers or in other classifications, but excluding employees on temporary assignment from another Employer or classification.

APPENDIX B

JACOBS ENGINEERING GROUP INC.
MANAGEMENT APPROVED GROUP RETENTION OR SEVERANCE PAY
UNDER SECTION 4.3 OF THE
KIMBERLY-CLARK CORPORATION GLOBAL BUSINESS PLAN
SEVERANCE PAY PLAN

Notwithstanding anything in this Plan to the contrary, a Participant who is eligible for the Severance Pay provided for herein shall not be eligible for Severance Pay under section 4.1 or under any other Appendix to the Plan.

1. Eligibility: To be eligible for the Severance Pay provided for under this Appendix B, a Participant must meet all of the following conditions:
 - (a) A Participant who is otherwise ineligible for Severance Pay pursuant to Section 3.5(b) as a result of the Global Business Plan outsourcing to Jacobs Engineering Group Inc. ("Jacobs"), and who is offered employment as a result of the Jacobs outsourcing and accepts such employment to work for Jacobs as a consultant or contractor;
 - (b) such termination of employment from the Corporation must occur (i) after October 11, 2005 and (ii) prior to January 1, 2009, and (iii) on the last day of employment prescribed for such individual by the Employer; and
 - (c) such Participant executes a Separation Agreement and Full and Final Release of Claims, in the form required by the Corporation, within the 45 day period specified for such individual therein.
2. Amount of Severance Pay: For each individual who is eligible for the Severance Pay as provided in paragraph 1 above, such Participant shall receive Severance Pay as set forth below:
 - (a) A lump sum payment of five percent of Participant's annual Earnings with the Corporation on his Termination Date, payable as soon as practicable following a Participant's Termination Date, but no more than 90 days thereafter.
 - (b) Should the Participant remain employed by Jacobs for twelve consecutive months after beginning work at Jacobs, an additional lump sum payment of five percent of Participant's annual Earnings with the Corporation on his Termination Date. Participant will receive this payment as soon as administratively feasible after the date twelve months after Participant begins work at Jacobs.

KIMBERLY-CLARK CORPORATION AND SUBSIDIARIES
Computation of Ratio of Earnings to Fixed Charges
(Dollar amounts in millions)

	Year Ended December 31				
	2007	2006	2005	2004	2003
Consolidated Companies					
Income from continuing operations before income taxes	\$2,317.5	\$1,844.9	\$1,968.9	\$2,203.4	\$2,076.3
Interest expense	264.8	220.3	190.2	162.5	167.8
Interest factor in rent expense	88.3	75.0	66.3	65.3	62.6
Amortization of capitalized interest	15.1	16.0	6.1	13.2	12.4
Equity Affiliates					
Share of 50%-owned:					
Income before income taxes	2.2	2.8	2.5	2.3	2.7
Interest expense	—	—	—	—	1.2
Interest factor in rent expense	—	—	—	—	—
Amortization of capitalized interest	—	—	—	—	—
Distributed income of less than 50%-owned	<u>129.5</u>	<u>244.4</u>	<u>112.8</u>	<u>94.5</u>	<u>96.7</u>
Earnings	<u><u>\$2,817.4</u></u>	<u><u>\$2,403.4</u></u>	<u><u>\$2,346.8</u></u>	<u><u>\$2,541.2</u></u>	<u><u>\$2,419.7</u></u>
Consolidated Companies					
Interest Expense	\$ 264.8	\$ 220.3	\$ 190.2	\$ 162.5	\$ 167.8
Capitalized interest	17.9	14.3	7.5	6.5	12.5
Interest factor in rent expense	88.3	75.0	66.3	65.3	62.6
Equity Affiliates					
Share of 50%-owned:					
Interest and capitalized interest	—	—	—	—	2.6
Interest factor in rent expense	—	—	—	—	—
Fixed Charges	<u><u>\$ 371.0</u></u>	<u><u>\$ 309.6</u></u>	<u><u>\$ 264.0</u></u>	<u><u>\$ 234.3</u></u>	<u><u>\$ 245.5</u></u>
Ratio of earnings to fixed charges	<u><u>7.59</u></u>	<u><u>7.76</u></u>	<u><u>8.89</u></u>	<u><u>10.85</u></u>	<u><u>9.86</u></u>

Note: The Corporation is contingently liable as guarantor, or directly liable as the original obligor, for certain debt and lease obligations of S.D. Warren Company, which was sold in December 1994. The buyer provided the Corporation with a letter of credit from a major financial institution guaranteeing repayment of these obligations. No losses are expected from these arrangements and they have not been included in the computation of earnings to fixed charges.

KIMBERLY-CLARK CORPORATION
 CONSOLIDATED SUBSIDIARIES

The following list includes certain companies that were owned directly or indirectly by Kimberly-Clark Corporation, a Delaware corporation, Dallas, Texas, as of December 31, 2007. The place of incorporation or organization is next to the name of the company.

Consolidated Subsidiaries

1194127 Ontario Inc., Ontario, Canada
 * 700 Tchoupitoulas LLC (Arts Hotel), Louisiana
 Abdelia Comercial Ltda., Brazil
 * Arabian Medical Products Manufacturing Company, Saudi Arabia
 Avent, Inc., Delaware
 Avent de Honduras, S.A. de C.V., Honduras
 Avent Holdings, LLC, Delaware
 Avent, S. de R.L., Mexico
 Avent Slovakia, Inc., Delaware
 Avent Slovakia s.r.o., Slovakia
 Bacraft S.A. Indústria de Papel, Brazil
 * Badgers LLC, Delaware
 * Badgers II LLC, Delaware
 Ballard Medical Products, Utah
 Ballard Medical Products (Canada) Inc., Ontario, Canada
 Balmoral Participações Ltda., Brazil
 Beco, Inc., Wisconsin
 * Bonster, S.A., Luxembourg
 * Carriage LP, South Carolina
 * Central High Apartments LLC, Indiana
 * City Hall Square LLC, Wisconsin
 * Colombiana Kimberly Colpapel S.A., Colombia
 Delaware Overseas Finance, Inc., Delaware
 Durafab, Inc., Texas
 Excell Paper Sales Co., Pennsylvania
 Excell Paper Sales LLC, Delaware
 Fisbra Indústria e Comércio de Produtos Higiênicos Ltda., Brazil
 Gerincomfort Indústria e Comercio de Produtos Higienicos Ltd., Brazil
 * H-K Overseas Holland B.V., Netherlands
 Hakle Kimberly Deutschland GmbH, Germany
 Hakle Kimberly Papiervertriebs GmbH, Austria
 Hercules Global Investments, Cayman Islands
 * Hogla Kimberly Limited, Israel
 * Hogla Kimberly Marketing Limited, Israel
 Hopewell International Insurance Ltd. (Inactive), Bermuda
 Housing Horizons, LLC, Texas

* Humble AP Partners LP, Texas
* Humble CM Partners LP, Texas
* Humble RI Partners LP, Texas
Industrial Helvetia S.A., Chile
Industrial Mimosa S.A., Uruguay
* Janesville School Apartments LLC, Wisconsin
K-C Advertising, Inc., Delaware
* K-C Antioquia Global Ltda., Colombia
K-C Equipment Finance L.P., United Kingdom
K-C Financial Services Investment Company, Delaware
K-C Guernsey I Ltd., Isle of Guernsey
K-C Guernsey II Ltd., Isle of Guernsey
K-C Investment Partnership, Ontario, Canada
K-C Nevada, Inc., Nevada
K-C Worldwide, LLC, Delaware
Kalayaan Land Corporation, Philippines
KC Tower Corporation, Delaware
KCA Retirement Fund Pty. Limited, Australia
KCC Comercial Ltda., Sao Paulo, Brazil
KCK Tissue, Argentina
* K.C.S.A. Holdings (Proprietary) Limited, South Africa
* Kimberly Bolivia S.A., Bolivia
Kimberly-Clark (Barbados) Holding Ltd., Barbados
Kimberly-Clark (Cyprus) Ltd., Cyprus
Kimberly-Clark (Hong Kong) Ltd., Hong Kong
Kimberly-Clark (Kft) Trading Limited Liability Company, Hungary
Kimberly-Clark (Trinidad) Limited, Trinidad and Tobago
Kimberly-Clark Argentina S.A., Argentina
Kimberly-Clark Argentina Holdings S.A., Argentina
Kimberly-Clark Asia Holdings Pte. Ltd., Singapore
Kimberly-Clark Asia Pacific Pte. Ltd., Singapore
Kimberly-Clark Australia Consolidated Holdings Pty. Limited, Australia
Kimberly-Clark Australia Holdings Pty. Limited, Australia
Kimberly-Clark Australia Pty. Limited, Australia
Kimberly-Clark B.V., Netherlands
Kimberly-Clark Bahrain Holding Company S.P. C., Bahrain
Kimberly-Clark Brasil Holdings Limitada, Brazil
Kimberly-Clark Brasil Indústria e Comércio de Produtos de Higiene Ltda., Brazil
Kimberly-Clark Canada Holdings, Inc., Ontario, Canada
Kimberly-Clark Canada Inc., Ontario, Canada
Kimberly-Clark Canada Inc. Kanadischen Rechts & Company KG, Germany
Kimberly-Clark Canada International Holdings, Inc., Ontario Canada
Kimberly-Clark Canada Services Corporation, Ontario, Canada
Kimberly-Clark Canada U.K. Holding Limited, Ontario, Canada
Kimberly-Clark Cayman Islands Company, Cayman Islands
Kimberly-Clark Cayman Islands Finance Company, Cayman Islands
Kimberly-Clark Cayman Islands Holding Company, Cayman Islands

* Kimberly-Clark Central American Holdings, S.A., Panama
* Kimberly-Clark Chile S.A., Chile
Kimberly-Clark Colombia Limitada, Colombia
* Kimberly-Clark Costa Rica S.A., Costa Rica
Kimberly-Clark de Centro America, S.A., El Salvador
Kimberly-Clark Denmark Holdings ApS, Denmark
Kimberly-Clark do Brasil Limitada, Brazil
Kimberly-Clark Dominican Republic S.A., Dominican Republic
Kimberly-Clark Dominicana, S.A., Dominican Republic
Kimberly-Clark Dutch Holdings B.V., Netherlands
Kimberly-Clark Ecuador, S.A., Ecuador
Kimberly-Clark Europe Limited, United Kingdom
Kimberly-Clark European Investment B.V., Netherlands
Kimberly-Clark European Services Limited, United Kingdom
Kimberly-Clark Far East Pte. Limited, Singapore
Kimberly-Clark Finance Ltd., United Kingdom
Kimberly-Clark Financial Services, Inc., Tennessee
Kimberly-Clark Forestal S.A., Spain
Kimberly-Clark Foundation, Inc., Wisconsin
Kimberly-Clark France Operations, France
Kimberly-Clark Global Finance Ltd., Bermuda
Kimberly-Clark Global Partnership, L.P., Texas
Kimberly-Clark Global Sales, LLC, Delaware
Kimberly-Clark GmbH, Switzerland
Kimberly-Clark Health Care Inc., Delaware
Kimberly-Clark Hellas EPE, Greece
Kimberly-Clark Holding e Representações do Brasil Ltda., Brazil
Kimberly-Clark Holdings Limited, United Kingdom
Kimberly-Clark Holland Holdings B.V., Netherlands
Kimberly-Clark Hygiene Products Private Ltd., India
Kimberly-Clark Inc., Ontario, Canada
Kimberly-Clark Innovation Corporation, Korea
Kimberly-Clark Integrated Services Corporation, Delaware
Kimberly-Clark International Services Corporation, Delaware
Kimberly-Clark International, S.A., Panama
Kimberly-Clark Irish Finance Corporation Ltd., United Kingdom
Kimberly-Clark Kenko Indústria e Comércio Ltda., Sao Paulo, Brazil
Kimberly-Clark Latin America, Inc., Delaware
Kimberly-Clark Latin America Inc. y Cia, S.C., Spain
Kimberly-Clark Latin America Investments, Inc., Delaware
Kimberly-Clark Lda., Portugal
Kimberly-Clark Limited, United Kingdom
Kimberly-Clark Luxembourg S.a.r.l., Luxembourg
Kimberly-Clark Luxembourg Finance S.a.r.l., Luxembourg
Kimberly-Clark Luxembourg Holdings S.a.r.l., Luxembourg
* Kimberly-Clark Malta Holding Co. Ltd., Malta

* Kimberly-Clark Malta Investment Company Limited, Malta
Kimberly-Clark Manufacturing (Thailand) Limited, Thailand
Kimberly-Clark Mediterranean Finance Company Ltd., Malta
Kimberly-Clark N.V., Belgium
Kimberly-Clark Netherlands Holdings B.V., Netherlands
Kimberly-Clark North Asia Co., Ltd, South Korea
Kimberly-Clark OOO, Russia
Kimberly-Clark Pacific Finance Company, Cayman Islands
Kimberly-Clark Pacific Holdings Pty Limited, Australia
Kimberly-Clark Paper (Guangzhou) Company Limited, People's Republic of China
Kimberly-Clark Paper (Shanghai) Company Limited, People's Republic of China
Kimberly-Clark Paraguay S.A., Paraguay
Kimberly-Clark Patriot Holdings, Inc., Cayman Islands
Kimberly-Clark Pennsylvania, LLC, Delaware
Kimberly-Clark Pension Trusts Ltd., United Kingdom
Kimberly-Clark Personal Hygienic Products (Nanjing) Co. Ltd., People's Republic of China
Kimberly-Clark Personal Hygienic Products Company Limited, Beijing, People's Republic of China
* Kimberly-Clark Peru S.R.L., Peru
Kimberly-Clark Philippines Inc., Philippines
Kimberly-Clark Philippines Holdings, Inc., Philippines
Kimberly-Clark Products (Malaysia) Sdn. Bdh., Malaysia
Kimberly-Clark Produtos Para Saúde Limitada, Brazil
Kimberly-Clark Puerto Rico, Inc., Delaware
Kimberly-Clark S.A., Poland
Kimberly-Clark S.L., Spain
Kimberly-Clark S.N.C., France
Kimberly-Clark S.p.A., Italy
Kimberly-Clark s.r.l., Italy
Kimberly-Clark s.r.o., Czech Republic
Kimberly-Clark Sales Corporation B.V., Netherlands
Kimberly-Clark Scandinavia ApS, Denmark
Kimberly-Clark Services—Argentina, S.A., Argentina
Kimberly-Clark Services Asia-Pacific, Australia
Kimberly-Clark Services, Inc., Delaware
Kimberly-Clark Singapore Pte. Ltd., Singapore
Kimberly-Clark Singapore Finance Ltd., Singapore
* Kimberly-Clark of South Africa (Pty.) Limited, South Africa
* Kimberly-Clark Southern Africa (Holdings) (Pty) Ltd., South Africa
Kimberly-Clark Sp. z.o.o., Poland
Kimberly-Clark SUD, S.p.A., Italy
Kimberly-Clark Taiwan, Cayman Islands
Kimberly-Clark Thailand Limited, Thailand
Kimberly-Clark Tissue do Brasil Limitada, Brazil
Kimberly-Clark Trading (Malaysia) Sdn. Bdh., Malaysia
Kimberly-Clark Treasury Asia-Pacific, Australia
Kimberly-Clark Tuketim Mallari Sanayi Ve Ticaret Anonim Sirketi, Turkey

Kimberly-Clark U.K. Operations Limited, United Kingdom
Kimberly-Clark Ukraine LLC, Ukraine
* Kimberly-Clark Venezuela, C.A., Venezuela
Kimberly-Clark Ventures, LLC, Delaware
Kimberly-Clark Vietnam Co., Ltd., Vietnam
Kimberly-Clark West Indies Finance Company, Cayman Islands
Kimberly-Clark Worldwide Australia Holdings Pty. Limited, Australia
Kimberly-Clark Worldwide, Inc., Delaware
KIMNICA, S.A., Nicaragua
KS&J Indústria e Comercio Ltda., Brazil
La Ada de Acuna, S.R.L., Mexico
* Lafayette-Lahr LLC, Indiana
* LaSalle Apartments LLC, Wisconsin
* LeClaire Apartments LLC, Wisconsin
* Main Lake Apartments LLC, Wisconsin
* Manlak Investments (Pty.) Limited, South Africa
Marsbaum Participações Ltda., Brazil
MFS Holdings, LLC, Delaware
Microcuff GmbH, Germany
Mimo Brasil Limitada, Brazil
Mimo Uruguay S.A., Uruguay
* Mineral Point School Apartments, Wisconsin
Minnetonka Limitada, Brazil
Minnetonka Overseas Investments Limited, Cayman Islands
* Molett Marketing Limited, Israel
* National Terminal Apartments LLC, Ohio
* New Glarus School Apartments LLC, Wisconsin
Nueva Arizona, S.A., Argentina
* Olayan Kimberly-Clark (Bahrain) W.L.L., Bahrain
* Olayan Kimberly-Clark Arabia Company, Saudi Arabia
Papeles Absorbentes, S.A., Guatemala
* Papeles del Cauca S.A., Colombia
PLS Holdings, LLC, Delaware
P.T. Kimberly-Clark Indonesia, Indonesia
*Providence Leasing LLC, Delaware
Ridgeway Insurance Company Limited, Bermuda
Ropers LLC, Delaware
Ropers II LLC, Delaware
Safeskin (B.V.I.) Limited, British Virgin Islands
Safeskin Corporation (Malaysia) Sdn. Bhd., Malaysia
Safeskin Corporation (Thailand) Limited, Thailand
Safeskin Industries (Thailand) Limited, Thailand
Safeskin Latex (Thailand) Limited, Thailand
Safeskin Medical & Scientific (Thailand) Limited, Thailand
Scott CB Holding Company, Delaware
Scott S.A., France

Scott Executive Pension Trustees Limited, United Kingdom

Scott Paper Co. Honduras S.A. de C.V., Honduras

Scott Paper Eastern China Inc., Delaware

S-K Corporation, Taiwan

* Stephenson Mill Associates LLC, Wisconsin

Syzygy, Inc., Delaware

Taiwan Scott Paper Corporation, Taiwan

* Tecnosur S.A., Colombia

Texans LLC, Delaware

Texans II LLC, Delaware

Texas Company Building, LP

Three Rivers Timber Company, Washington

Tiscorp, L.P., United Kingdom

* YuHan-Kimberly, Limited, Korea

* Indicates a company that is not wholly owned directly or indirectly by the Corporation.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement Nos. 33-49050, 33-58402, 33-64689, 333-02607, 333-06996, 333-17367, 333-43647, 333-94139, 333-51922, 333-61010, 333-62358, 333-89314, 333-104099 and 333-115347 all on Form S-8 and No. 333-144828 on Form S-3 of our reports dated February 20, 2008, relating to the consolidated financial statements and financial statement schedule of Kimberly-Clark Corporation and subsidiaries (the "Corporation") (which report expresses an unqualified opinion on those financial statements and financial statement schedule and includes an explanatory paragraph regarding the adoption of Financial Accounting Standards Board Interpretation No. 48, *Accounting for Uncertainty in Income Taxes – an interpretation of FASB Statement No. 109*, on January 1, 2007, the adoption of Statement of Financial Accounting Standards No. 123(R), *Share-Based Payment*, on January 1, 2006, and the adoption of Statement of Financial Accounting Standards No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans – an amendment of FASB Statements No. 87, 88, 106, and 132(R)*, on December 31, 2006) and the effectiveness of the Corporation's internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Corporation for the year ended December 31, 2007.

/s/ Deloitte & Touche LLP

Deloitte & Touche LLP

Dallas, Texas

February 20, 2008

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned does hereby constitute and appoint Mark A. Buthman, Randy J. Vest and Thomas J. Mielke, and each of them, with full power to act alone, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign Kimberly-Clark Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2007, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any one of them, or his substitute or their substitutes, lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of February, 2008.

/s/ John R. Alm

John R. Alm

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned does hereby constitute and appoint Mark A. Buthman, Randy J. Vest and Thomas J. Mielke, and each of them, with full power to act alone, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign Kimberly-Clark Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2007, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any one of them, or his substitute or their substitutes, lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of February, 2008.

/s/ Dennis R. Beresford

Dennis R. Beresford

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned does hereby constitute and appoint Mark A. Buthman, Randy J. Vest and Thomas J. Mielke, and each of them, with full power to act alone, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign Kimberly-Clark Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2007, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any one of them, or his substitute or their substitutes, lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of February, 2008.

/s/ John F. Bergstrom

John F. Bergstrom

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned does hereby constitute and appoint Mark A. Buthman, Randy J. Vest and Thomas J. Mielke, and each of them, with full power to act alone, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign Kimberly-Clark Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2007, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any one of them, or his substitute or their substitutes, lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of February, 2008.

/s/ Abelardo E. Bru

Abelardo E. Bru

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned does hereby constitute and appoint Mark A. Buthman, Randy J. Vest and Thomas J. Mielke, and each of them, with full power to act alone, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign Kimberly-Clark Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2007, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any one of them, or his substitute or their substitutes, lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of February, 2008.

/s/ Robert W. Decherd
Robert W. Decherd

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of February, 2008.

/s/ Mae C. Jemison
Mae C. Jemison

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of February, 2008.

/s/ James M. Jenness

James M. Jenness

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of February, 2008.

/s/ Ian C. Read

Ian C. Read

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of February, 2008.

/s/ Linda Johnson Rice
Linda Johnson Rice

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned does hereby constitute and appoint Mark A. Buthman, Randy J. Vest and Thomas J. Mielke, and each of them, with full power to act alone, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign Kimberly-Clark Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2007, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any one of them, or his substitute or their substitutes, lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of February, 2008.

/s/ Marc J. Shapiro
Marc J. Shapiro

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned does hereby constitute and appoint Mark A. Buthman, Randy J. Vest and Thomas J. Mielke, and each of them, with full power to act alone, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign Kimberly-Clark Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2007, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any one of them, or his substitute or their substitutes, lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of February, 2008.

/s/ G. Craig Sullivan
G. Craig Sullivan

CERTIFICATIONS

I, Thomas J. Falk, certify that:

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

February 22, 2008

/s/ Thomas J. Falk

Thomas J. Falk
Chief Executive Officer

CERTIFICATIONS

I, Mark A. Buthman, certify that:

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

February 22, 2008

/s/ Mark A. Buthman

Mark A. Buthman
Chief Financial Officer

Certification of Chief Executive Officer

Pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code

I, Thomas J. Falk, Chief Executive Officer of Kimberly-Clark Corporation, certify that, to my knowledge:

- (1) the Form 10-K, filed with the Securities and Exchange Commission on February 22, 2008 (“accompanied report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the accompanied report fairly presents, in all material respects, the financial condition and results of operations of Kimberly-Clark Corporation.

/s/ Thomas J. Falk

Thomas J. Falk
Chief Executive Officer
February 22, 2008

Certification of Chief Financial Officer

Pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code

I, Mark A. Buthman, Chief Financial Officer of Kimberly-Clark Corporation, certify that, to my knowledge:

- (1) the Form 10-K, filed with the Securities and Exchange Commission on February 22, 2008 (“accompanied report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the accompanied report fairly presents, in all material respects, the financial condition and results of operations of Kimberly-Clark Corporation.

/s/ Mark A. Buthman

Mark A. Buthman
Chief Financial Officer
February 22, 2008