ECOLAB INC
Form 424B2
February 07, 2008

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Registration Statement No. 333-149052

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
4.875% Notes due 2015	$250,000,000	99.805%	$250,000,000	$9,825(1)

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

PROSPECTUS SUPPLEMENT
(To Prospectus dated February 5, 2008)

$250,000,000

Ecolab Inc.

4.875% Notes due 2015

The notes will bear interest at the rate of 4.875% per year. Interest on the notes is payable on February 15 and August 15 of each year, beginning August 15, 2008. The notes will mature on February 15, 2015. We may redeem the notes in whole or in part at any time at the applicable redemption prices set forth under "Description of the Notes Optional Redemption."

The notes will be our senior unsecured obligations and will rank equally in right of payment with all of our other senior unsecured indebtedness from time to time outstanding. The notes will be issued only in registered form in denominations of $2,000 and integral multiples of $1,000 in excess thereof.

Investing in the notes involves risks that are described under "Risk Factors" beginning on page S-8.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the notes or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Per Note	Total	
Public offering price	99.805%	$	249,512,500
Underwriting discount	0.625%	$	1,562,500
Proceeds, before expenses, to us	99.180%	$	247,950,000

Interest on the notes will accrue from February 8, 2008 to date of delivery.

The underwriters expect to deliver the notes to purchasers in book-entry form only through The Depository Trust Company for the accounts of its participants, including Clearstream and Euroclear, on or about February 8, 2008.

Joint Book-Running Managers

Citi **Credit Suisse** **JPMorgan**

Co-Managers

ABN AMRO Incorporated **Banc of America Securities LLC**
Barclays Capital **Wells Fargo Securities**

The date of this prospectus supplement is February 5, 2008.

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Prospectus Supplement

Prospectus

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which contains the specific terms of this offering of notes and certain other matters relating to Ecolab. The second part is the prospectus dated February 5, 2008, which is part of our Registration Statement on Form S-3 and contains more general information about debt securities we may offer from time to time, some of which does not apply to this offering of notes.

This prospectus supplement may add to, update or change the information in the accompanying prospectus. If information in this prospectus supplement is inconsistent with information in the accompanying prospectus, this prospectus supplement will apply and will supersede that information in the accompanying prospectus. Generally, when we refer to the prospectus, we are referring to both parts of this document combined.

It is important for you to read and consider all information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus in making your investment decision. You should also read and consider the information in the documents to which we have referred you in "Where You Can Find More Information" in the accompanying prospectus.

No person is authorized to give any information or to make any representations other than those contained or incorporated by reference in this prospectus supplement or the accompanying prospectus and, if given or made, such information or representations must not be relied upon as having been authorized. Neither the delivery of this prospectus supplement and the accompanying prospectus, nor any sale made hereunder, shall under any circumstances create any implication that there has been no change in our affairs since the date of this prospectus supplement, or that the information contained or incorporated by reference in this prospectus supplement or the accompanying prospectus is correct as of any time subsequent to the date of such information.

The distribution of this prospectus supplement and the accompanying prospectus and the offering of the notes in certain jurisdictions may be restricted by law. This prospectus supplement and the accompanying prospectus do not constitute an offer, or an invitation on our behalf or the underwriters or any of them, to subscribe to or purchase any of the notes, and may not be used for or in connection with an offer or solicitation by anyone, in any jurisdiction in which such an offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation. See "Underwriting."

In this prospectus supplement and the accompanying prospectus, unless otherwise stated, references to "Company," "Ecolab," "we," "us" and "our" refer to Ecolab Inc. and its consolidated subsidiaries.

FORWARD-LOOKING STATEMENTS

The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements. This prospectus supplement and the accompanying prospectus, and the documents incorporated herein by reference, may contain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended. Additionally, we or our representatives may, from time to time, make other written or verbal forward-looking statements. In this prospectus supplement and the accompanying prospectus, and the documents incorporated by reference herein, we discuss expectations regarding our business, financial condition and results of operations. Without limiting the foregoing, words or phrases such as "will likely result," "are expected to," "will continue," "is anticipated," "we believe," "estimate," "project" (including the negative or variations thereof) or similar terminology, generally identify forward-looking statements. Forward-looking statements may also represent challenging goals for us. As such, they are based on current expectations and are subject to certain risks and uncertainties. We caution that undue reliance should not be placed on such forward-looking statements which speak only as of the date made. In order to comply with the terms of the safe harbor, we identify for investors important factors which could affect our financial performance and could cause actual results for future periods to differ materially from the anticipated results or other expectations expressed in the forward-looking statements.

Some of the factors which could cause results to differ from those expressed in any forward-looking statement are set forth under Item 1A in our most recent Form 10-K and subsequent reports on Forms 10-Q, each of which is incorporated by reference herein, and include:

- the vitality of the foodservice, hospitality, travel, health care and food processing industries;
- our ability to develop competitive advantages through technological innovations;
- restraints on pricing flexibility due to contractual obligations;
- pressure on operations from consolidation of customers or vendors;
- changes in oil or raw material prices or unavailability of adequate and reasonably priced raw materials or substitutes therefor;
- the effect of business investments, future acquisitions or divestitures or other corporate transactions;
- the costs and effects of complying with laws and regulations relating to the environment and to the manufacture, storage, distribution, sale and use of our products, changes in tax, fiscal, governmental and other regulatory policies and changes in accounting standards, including the impact of FIN 48, which could increase the volatility of our quarterly tax rate;
- economic factors such as the worldwide economy, interest rates, and currency movements including, in particular, our exposure to foreign currency risk;
- the occurrence of litigation or claims, the loss or insolvency of a major customer or distributor, war (including acts of terrorism or hostilities which impact our markets), natural or manmade disasters or severe weather conditions or public health epidemics affecting the foodservice, hospitality and travel industries;
- our ability to attract and retain high caliber management talent; and
- other uncertainties or risks reported from time to time in our reports to the Securities and Exchange Commission.

You should carefully consider all of the information in or incorporated by reference in this prospectus supplement prior to investing in our securities. Except as may be required under applicable law, we undertake no duty to update our forward-looking statements.

PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights selected information about us and this offering. It does not contain all of the information that may be important to you in deciding whether to purchase notes. We encourage you to read the entire prospectus supplement, the accompanying prospectus and the documents that we have filed with the SEC that are incorporated by reference herein and therein prior to deciding whether to purchase notes.

Ecolab Inc.

Incorporated in Delaware on February 18, 1924, Ecolab is a leading global developer and marketer of premium products and services for the hospitality, foodservice, healthcare and industrial markets. We provide cleaning and sanitizing products and programs, as well as pest elimination, maintenance and repair services primarily to hotels and restaurants, healthcare and educational facilities, quick-service (fast-food and other convenience store) units, grocery stores, commercial and institutional laundries, light industry, dairy plants and farms, food and beverage processors and the vehicle wash industry. A strong commitment to customer support is a distinguishing characteristic of our business.

Our business is based upon our three reportable segments:

United States Cleaning & Sanitizing Segment

The "United States Cleaning & Sanitizing" segment is comprised of seven business units which provide cleaning and sanitizing products and programs to United States markets.

Institutional: Our Institutional Division is our largest division and sells specialized cleaners and sanitizers for washing dishes, glassware, flatware, foodservice utensils and kitchen equipment, for on-premise laundries (typically used by hotel and health care customers) and for general housekeeping functions, as well as food safety products and equipment, dishwasher racks and related kitchen sundries to the foodservice, lodging, educational and healthcare industries, and water filters to the foodservice industry. The Institutional Division also provides pool and spa treatment programs for hospitality and other commercial customers. The Institutional Division manufactures and markets various chemical dispensing device systems, which are made available to customers, to dispense our cleaners and sanitizers. In addition, the Institutional Division markets a lease program comprised of energy-efficient dishwashing machines, detergents, rinse additives and sanitizers, including full machine maintenance.

Kay: Our Kay Division (which consists of certain wholly-owned subsidiaries of Ecolab Inc.) supplies chemical cleaning and sanitizing products primarily to national and regional quick-service restaurant chains. Kay's products include specialty and general purpose hard surface cleaners, degreasers, sanitizers, polishes, hand care products and assorted cleaning tools. Products are sold under the "Kay" brand or the customer's private label. In addition, Kay supports its product sales with employee training programs and technical support designed to meet the special needs of its customers. Kay's customized cleaning and sanitation programs are designed to reduce labor costs and product usage while increasing sanitation levels, cleaning performance, equipment life and safety levels. Through Kay's stand-alone Food Retail business, it supplies cleaning and sanitizing products to the food retail (i.e., grocery store) industry.

Food & Beverage: Our Food & Beverage Division addresses cleaning and sanitation at the beginning of the food chain to facilitate the production of products for human consumption. The Division provides detergents, cleaners, sanitizers, lubricants and animal health products, as well as cleaning systems, electronic dispensers and chemical injectors for the application of chemical products, primarily to dairy plants, dairy farms, breweries, soft-drink bottling plants, and meat, poultry and other food processors. The Food & Beverage Division is also a leading developer and marketer of antimicrobial products used in direct contact with meat, poultry, seafood and produce during processing in order to reduce microbial contamination on those surfaces. The Division also designs, engineers and installs CIP ("clean-in-place") process control systems and facility cleaning systems for its customer base.

Textile Care: Our Textile Care Division provides chemical laundry products and proprietary dispensing systems, as well as related programs, to large industrial and commercial laundries. Typically these customers process a minimum of 1,000,000 pounds of linen each year and include free-standing laundry plants used by institutions such as hotels, restaurants and healthcare facilities as well as industrial and textile rental laundries.

Healthcare: Our Healthcare Division provides infection prevention and healthcare offerings to hospital, acute care and long-term care markets in the United States.

Vehicle Care: Our Vehicle Care Division provides vehicle appearance products which include soaps, polishes, sealants, wheel and tire treatments and air fresheners. Products are sold to vehicle rental, fleet and consumer car wash and detail operations. Brand names utilized by the Vehicle Care Division include Blue Coral®, Black Magic® and Rain-X®.

Water Care Services: Water Care Services provides water and wastewater treatment products, services and systems for commercial/institutional customers (full service hotels, cruise ships, hospitals, healthcare, commercial real estate, government, and commercial laundries), food and beverage customers (dairies, meat, poultry, food processing and beverage) and other light industry.

United States Other Services Segment

The "United States Other Services" segment is comprised of two business units: Pest Elimination and GCS Service.

Pest Elimination: Our Pest Elimination Division provides services for the detection, elimination and prevention of pests to restaurants, food and beverage processors, educational and healthcare facilities, hotels, quick-service restaurant and grocery operations and other institutional and commercial customers. In addition, through our EcoSure Food Safety Management business, the Division provides customized on-site evaluations, training and quality assurance services to foodservice operations.

GCS Service: GCS Service provides commercial cooking and refrigeration equipment repair and maintenance services for restaurant and other foodservice operations. Repair services are offered for in-warranty repair, acting as the Manufacturer's Authorized Service Agent, as well as after warranty repair. In addition, GCS Service operates as a distributor to repair service companies and end users.

International Segment

We conduct business in approximately 70 countries outside of the United States through wholly-owned subsidiaries or, in the case of Israel, the United Arab Emirates and Venezuela, through joint ventures with local partners. In other countries, selected products are sold by our export operations to distributors, agents or licensees, although the volume of those sales is not significant in terms of our overall revenues. Our largest International operations are located in Europe, Asia Pacific, Latin America and Canada, with smaller operations in Africa and the Middle East.

In general, the businesses conducted internationally are similar to those conducted in the United States but are managed on a geographic basis. The businesses which are similar to the United States' Institutional and Food & Beverage businesses are the largest businesses in our International operations. They are conducted in virtually all our International locations and, compared to the United States, constitute a larger portion of the overall business. Kay also has sales in a number of International locations. A significant portion of Kay's international sales are to international units of United States-based quick-service restaurant chains. Consequently, a substantial portion of Kay's international sales are made either to domestic or internationally-located third-party distributors who serve these chains.

Our Pest Elimination business continues to expand its geographic coverage. Since 2001, we have entered markets in Australia, Brazil, China, Costa Rica, France, Indonesia, Ireland, Malaysia, the Philippines, Singapore, South Africa and the United Kingdom, primarily through acquisitions.

Our other businesses are conducted less extensively in our International locations. However, in general, most of the principal businesses conducted in the United States are operated in Canada.

Corporate Information

Our principal executive offices are located at 370 Wabasha Street North, St. Paul, Minnesota 55102. Our telephone number is (651) 293-2233. Our Internet website address is *www.ecolab.com*. The information contained on our website is not incorporated by reference in this prospectus supplement or the accompanying prospectus.

The Offering

Issuer	Ecolab Inc.
Securities Offered	$250,000,000 principal amount of 4.875% Notes due 2015.
Maturity	The notes will mature on February 15, 2015.
Interest	Interest on the notes will accrue at the rate of 4.875% per year from February 8, 2008. Interest on the notes will be payable semi-annually in arrears on February 15 and August 15 of each year, beginning August 15, 2008.
Anticipated Ratings	Moody's Investors Service, Inc.: A2 Standard & Poor's Ratings Services: A
	The credit ratings are made by the rating agencies and not the issuer. An explanation of the significance of ratings may be obtained from the rating agencies. Generally, rating agencies base their ratings on such material and information, and such of their own investigations, studies and assumptions, as they deem appropriate. The rating of the notes should be evaluated independently from similar ratings of other securities. A credit rating of a security is not a recommendation by the rating agency or the issuer to buy, sell or hold securities and may be subject to review, revision, suspension, reduction or withdrawal at any time by the assigning rating agency.
Optional Redemption	We may redeem the notes at our option, at any time in whole or in part, at a redemption price equal to the greater of:
	100% of the principal amount of the notes being redeemed; and
	the sum of the present values of the remaining scheduled payments of principal and interest thereon (not including any portion of such payments of interest accrued as of the date of redemption), discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (as defined below), plus 25 basis points.
	We will also pay the accrued and unpaid interest on the notes to the redemption date.
Repurchase at the Option of Holders Upon a Change of Control Triggering Event	If we experience a "Change of Control Triggering Event" (as defined in this prospectus supplement), we may be required to offer to purchase the notes at a purchase price equal to 101% of their principal amount, plus accrued and unpaid interest. See "Description of the Notes Offer to Repurchase Upon a Change of Control Triggering Event."

Ranking	The notes will be senior unsecured obligations of the Company and will rank equally in right of payment with all of our other existing and future senior unsecured indebtedness.
	As a holding company, our cash flow and our ability to pay our debt depends, in part, on the amount of cash that we receive from our subsidiaries. Our right to receive any assets of any of our subsidiaries upon their bankruptcy, liquidation or reorganization, and therefore the right of the holders of the notes to participate in those assets, will be structurally subordinated to the claims of that subsidiary's creditors. At September 30, 2007, after giving pro forma effect to this offering, we had approximately $1,085.2 million of indebtedness outstanding on a consolidated basis, of which $60.9 million of subsidiary indebtedness would be structurally senior to the notes.
Restrictive Covenants	The indenture governing the notes will contain certain restrictions, including a limitation that restricts our ability and the ability of certain of our subsidiaries to create or incur secured indebtedness. Certain sale and leaseback transactions are similarly limited. See "Description of the Notes Certain Covenants of the Company."
Use of Proceeds	We will use the net proceeds from the sale of the notes for general corporate and working capital purposes, which may include repayment of debt, repurchase of shares of our common stock, capital expenditures and possible acquisitions. See "Use of Proceeds."
Further Issues	We may from time to time, without notice to or the consent of the holders of the notes, create and issue additional debt securities having the same terms (except for the issue date, the public offering price and the first interest payment date) and ranking equally and ratably with the notes offered hereby in all respects, as described under "Description of the Notes General." Any additional debt securities having such similar terms, together with the notes offered hereby, will constitute a single series of securities under the indenture.

Denomination and Form	We will issue the notes in the form of one or more fully registered global notes registered in the name of the nominee of The Depository Trust Company, or DTC. Beneficial interests in the notes will be represented through book-entry accounts of financial institutions acting on behalf of beneficial owners as direct and indirect participants in DTC. Clearstream Banking, societe anonyme and Euroclear Bank, S.A./N.V., as operator of the Euroclear System, will hold interests on behalf of their participants through their respective U.S. depositaries, which in turn will hold such interests in accounts as participants of DTC. Except in the limited circumstances described in this prospectus supplement, owners of beneficial interests in the notes will not be entitled to have notes registered in their names, will not receive or be entitled to receive notes in definitive form and will not be considered holders of notes under the indenture. The notes will be issued only in denominations of $2,000 and integral multiples of $1,000 above that amount.
Risk Factors	Investing in the notes involves risks. See "Risk Factors" for a description of certain risks you should particularly consider before investing in the notes.
Trustee	The Bank of New York Trust Company, N.A.
Governing Law	New York

SUMMARY CONSOLIDATED FINANCIAL AND OTHER DATA

The following table sets forth summary consolidated financial and other data as of and for the periods presented. The summary consolidated financial and other data as of and for the five years ended December 31, 2006 has been derived from our audited consolidated financial statements. The summary consolidated financial and other data as of and for the nine months ended September 30, 2007 and 2006 has been derived from our unaudited financial statements. The following data should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operation" and our consolidated financial statements and related notes and the other financial and statistical information included in our Annual Report on Form 10-K for the year ended December 31, 2006 and our Quarterly Report on Form 10-Q for the period ended September 30, 2007, which are incorporated by reference into this prospectus supplement and the accompanying prospectus.

	For the nine months ended September 30,		For the year ended December 31,				
	2007	2006	2006	2005	2004	2003	2002
				(in thousands)			
Operations:							
Net sales							
United States	$ 2,097,100	$ 1,926,100	$ 2,562,810	$ 2,327,454	$ 2,135,660	$ 2,014,767	$ 1,923,500
International (at average rates of currency exchange during the year)	1,932,700	1,698,700	2,333,004	2,207,378	2,049,273	1,747,052	1,480,085
Total	4,029,800	3,624,800	4,895,814	4,534,832	4,184,933	3,761,819	3,403,585
Cost of sales(1)	1,975,300	1,786,000	2,416,058	2,248,831	2,033,492	1,846,584	1,688,710
Selling, general and administrative expenses	1,533,700	1,372,800	1,868,114	1,743,581	1,657,084	1,459,818	1,304,239
Special charges, sale of business and merger expenses	27,800				4,467	408	37,031
Operating income	493,000	466,000	611,642	542,420	489,890	455,009	373,605
Gain on sale of equity investment						11,105	
Interest expense, net	37,900	32,600	44,418	44,238	45,344	45,345	43,895
Income from continuing operations before income taxes, equity earnings and changes in accounting principle	455,100	433,400	567,224	498,182	444,546	420,769	329,710
Provision for income taxes	141,300	152,000	198,609	178,701	161,853	160,179	131,277
Income from continuing operations	313,800	281,400	368,615	319,481	282,693	260,590	198,433
Gain from discontinued operations							1,882
Changes in accounting principle							(4,002)
Net income	$ 313,800	$ 281,400	$ 368,615	$ 319,481	$ 282,693	$ 260,590	$ 196,313
Financial position:							
Current assets	1,605,000	1,406,291	$ 1,853,557	$ 1,421,666	$ 1,279,066	$ 1,150,340	$ 1,015,937
Property, plant and equipment, net(2)	1,019,800	921,762	951,569	868,053	866,982	769,112	716,095
Goodwill, intangible and other assets(2)	1,638,400	1,678,823	1,614,239	1,506,909	1,570,126	1,309,466	1,133,875
Total assets	4,263,200	4,006,876	4,419,365	3,796,628	3,716,174	3,228,918	2,865,907
Current liabilities	1,322,000	1,145,971	1,502,730	1,119,357	939,547	851,942	853,828
Long-term debt	569,900	542,948	557,058	519,374	645,445	604,441	539,743
Postretirement health care and pension benefits	441,200	342,079	420,245	302,048	270,930	249,906	207,596
Other liabilities	228,700	212,759	259,102	206,639	262,111	201,548	144,993
Shareholders' equity	1,701,400	1,763,119	1,680,230	1,649,210	1,598,141	1,321,081	1,119,747

(1)

Includes special charges (income) of $(106) in 2004, $(76) in 2003 and $8,977 in 2002.

(2)

Property, plant and equipment amounts have been restated to include capital software which was previously classified in other assets. Results for 2004 through 2002 have been restated to reflect the effect of retroactive application of SFAS No. 123R, "Share-Based Payment."

RISK FACTORS

You should carefully consider the following risk factors, the risk factors described in Item 1A to our Annual Report on Form 10-K for the year ended December 31, 2006 and subsequent reports on Form 10-Q as well as the other information included or incorporated by reference into this prospectus supplement and the accompanying prospectus, before making an investment decision. These risks and uncertainties are not the only ones facing us. There may be other risks that a prospective investor should consider that are relevant to such investor's own particular circumstances or generally.

Risks Related to the Notes

The notes are senior unsecured obligations and structurally subordinated to the existing and future liabilities of our subsidiaries.

The notes are our senior unsecured and unsubordinated obligations and will rank equally in right of payment with all of our other existing and future senior unsecured and unsubordinated obligations. The notes are not secured by any of our assets. Any future claims of secured lenders with respect to assets securing their loans will be prior to any claim of the holders of the notes with respect to those assets.

We are a holding company and our subsidiaries are separate and distinct legal entities from us. Our subsidiaries have no obligation to pay any amounts due on the notes or to provide us with funds to meet our payment obligations on the notes, whether in the form of dividends, distributions, loans or other payments. In addition, any payment of dividends, loans or advances by our subsidiaries could be subject to statutory or contractual restrictions. Payments to us by our subsidiaries will also be contingent upon the subsidiaries' earnings and business considerations. Our right to receive any assets of any of our subsidiaries upon their bankruptcy, liquidation or reorganization, and therefore the right of the holders of the notes to participate in those assets, will be structurally subordinated to the claims of that subsidiary's creditors, including trade creditors. In addition, even if we are a creditor of any of our subsidiaries, our right as a creditor would be subordinate to any security interest in such assets of our subsidiaries and any indebtedness of our subsidiaries senior in right of payment to that held by us. At September 30, 2007, after giving pro forma effect to this offering, we had approximately $1,085.2 million of indebtedness outstanding on a consolidated basis, of which $60.9 million of subsidiary indebtedness would be structurally senior to the notes.

The indenture does not restrict the amount of additional debt that we may incur.

The indenture under which the notes will be issued does not place any limitation on the amount of unsecured debt that we may incur. Our incurrence of additional debt may have important consequences for you as a holder of the notes, including making it more difficult for us to satisfy our obligations with respect to the notes, a loss in the trading value of your notes, if any, and a risk that the credit rating of the notes is lowered or withdrawn.

Our credit ratings may not reflect all risks of your investments in the notes.

Our credit ratings are an assessment by rating agencies of our ability to pay our debts when due. Consequently, real or anticipated changes in our credit ratings will generally affect the market value of the notes. These credit ratings may not reflect the potential impact of risks relating to structure or marketing of the notes. Agency ratings are not a recommendation to buy, sell or hold any security, and may be revised or withdrawn at any time by the issuing organization. Each agency's rating should be evaluated independently of any other agency's rating.

If an active trading market does not develop for the notes, you may be unable to sell your notes or to sell your notes at a price that you deem sufficient.

The notes are new issues of securities for which there currently is no established trading market. We do not intend to list the notes on a national securities exchange. While the underwriters of the notes have advised us that they intend to make a market in the notes, the underwriters will not be obligated to do so and may stop their market making at any time. No assurance can be given:

- that a market for the notes will develop or continue;
- as to the liquidity of any market that does develop; or
- as to your ability to sell your notes or the price at which you may be able to sell your notes.

We may not be able to repurchase the notes upon a change of control.

Upon the occurrence of specific kinds of change of control events, each holder of notes will have the right to require us to repurchase all or any part of such holder's notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to the date of repurchase. The terms of our existing credit facilities and other financing arrangements may require repayment of amounts outstanding in the event of a change of control and limit our ability to fund the repurchase of the notes in certain circumstances. If we experience a Change of Control Triggering Event, there can be no assurance that we would have sufficient financial resources available to satisfy our obligations to repurchase the notes. Our failure to repurchase the notes as required under the indenture governing the notes would result in a default under the indenture, which could have material adverse consequences for us and the holders of the notes. See "Description of the Notes Offer to Repurchase Upon Change of Control Triggering Event."

USE OF PROCEEDS

The net proceeds to us from the sale of the notes will be approximately $247,335,000 (after deducting underwriting discounts and commissions and our offering expenses). We will use the proceeds for general corporate and working capital purposes and to repay a portion of our commercial paper borrowings, which commercial paper borrowings were issued for general corporate and working capital purposes and, as previously reported, to finance a portion of our acquisitions of Microtek Medical Holdings, Inc. and Ecovation, Inc. As of February 1, 2008, we had approximately $527.4 million of commercial paper outstanding, with a weighted average interest rate (on a bond-equivalent yield basis) of approximately 3.4% per annum with a weighted average maturity of approximately 10 days. General corporate and working capital purposes may include repurchase of shares of our common stock, capital expenditures, possible acquisitions and any other purposes that may be stated in any prospectus supplement or other offering material. The net proceeds may be invested temporarily or applied to repay short-term or revolving debt until they are used for their stated purpose.

CAPITALIZATION

The following table sets forth, as of September 30, 2007, our consolidated short-term debt and capitalization on an actual basis and as adjusted to give effect to the issuance of the notes. You should read the information in this table in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operation" and our historical consolidated financial statements and the related notes in our Quarterly Report on Form 10-Q for the period ended September 30, 2007, which is incorporated by reference into this prospectus supplement and the accompanying prospectus.

	At September 30, 2007	
	Actual	As Adjusted
	(dollars in millions)	
Short-term debt:		