

BENEFITS FINANCE COMMITTEE - CHARTER

Qualified Funded Plans

With respect to the Corporation's domestic employee benefit plans regulated by the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended, which are funded through a trust (the "Plans"), the Benefits Finance Committee ("Committee") shall have such functions and duties as are specifically conferred upon it by the Plans or the trust agreements thereunder (as such Plans or trust agreements may be amended from time to time), if any, or as are specifically conferred upon the Corporation by the Plans or the related trust agreements and as may be delegated to the Committee pursuant to this or any other valid delegation. The functions and duties of the Committee described in this charter will also apply in the case of any Plan maintained by a wholly owned subsidiary of the Corporation of which the Committee is designated a named fiduciary. Such functions and responsibilities shall include, but are not limited to, the following:

- Establish and carry out a funding and investment policy for each Plan (but excluding the Ecolab Stock Fund maintained in any Plan) including:
 - establishing investment objectives and guidelines
 - establishing asset mix (or range of asset mix) to achieve objectives and to ensure adequate liquidity and asset diversification.
 - establishing funding guidelines.
- Determine (upon the recommendation of the Plan actuaries) actuarial standards applicable to Plan funding and select and remove Plan actuaries.
- Determine investment authority (except with respect to the Ecolab Stock Fund) and proxy voting authority among trustees, investment managers and Committee directed investments.
- Appoint and remove trustees and (except with respect to the Ecolab Stock Fund) investment managers of Plans.
- Monitor and evaluate the performance of trustees, investment managers and Committee-directed investments (except with respect to the Ecolab Stock Fund).
- Review, evaluate and manage expenses and fees associated with the investment and administration of Plan assets.

- In the case of Plans that permit participants to exercise investment control over their individual accounts, maintain a menu of investment funds that will comply with the requirements of Section 404(c) of ERISA, monitor the performance of such investment funds and revise (except with respect to the Ecolab Stock Fund) the menu from time to time as the Committee deems advisable.
- Oversee compliance with ERISA in the areas of responsibility delegated to the Committee.
- Employ, monitor and evaluate such clerical, legal, accounting, investment and other assistance as the Committee deems necessary or appropriate for carrying out its responsibilities.
- Execute or cause the execution and delivery of all documents, trust documents, appointments, instructions, certifications or undertakings deemed necessary or appropriate by the Committee to carry out its duties.
- Provide liaison as needed to Management and plan administrators with regard to matters which fall within or relate to the duties of the Committee in order to assist the Committee and such persons in the discharge of their duties with regard to the Plans.
- Serve as the "named fiduciary" of the Ecolab Stock Fund in the Ecolab Savings Plan and ESOP or in any subsidiary's similar Plan ("Savings Plan") with sole authority and responsibility for the following duties (unless and until the Corporation's Board of Directors has appointed an independent fiduciary to so serve):
 - (i) To impose any limitation or restriction on the investment of Participant accounts in the Ecolab Stock Fund;
 - (ii) To direct the sale or other disposition of all or any portion of the Ecolab stock held in the Ecolab Stock Fund;
 - (iii) To direct the investment of the proceeds from any sale or other disposition of Ecolab stock in short-term cash equivalent investments in the Ecolab Stock Fund;
 - (iv) To instruct the Trustee with respect to the foregoing matters; and
 - (v) To communicate with Participants from time to time as the Committee deems appropriate.

In exercising the powers set forth above, the Committee will take into account the statement of intent set forth in Section 5.1(B) of the Ecolab Savings Plan and ESOP and any similar provision of a subsidiary's Plan to the fullest extent permitted by ERISA. In addition, the Committee shall evaluate the prudence of maintaining the Ecolab Stock Fund not on the basis of the risk associated with the Ecolab Stock Fund standing alone but in light of the availability of other investment options under the Savings Plan and the ability of Savings Plan participants to construct a diversified portfolio of investments consistent with their individual desired level of risk and return.

General Authority

The Committee is authorized to delegate to other parties, including to a subcommittee or employees of the Corporation or subsidiary plan sponsor, any of its authority.

The Committee or any subcommittee may select a secretary, who need not be a Committee member. The Committee/subcommittee shall hold its meetings at such times and places as it may determine, may adopt and amend rules for the conduct of its business and except as may otherwise be provided by rules adopted by the Committee/subcommittee, make decisions and determinations by a majority of its members, including a writing signed by a majority of the Committee/subcommittee members, which shall be as fully effective as if it had been made by a majority vote at a meeting duly called and held.

The Secretary or any Assistant Secretary or the Treasurer or any Assistant Treasurer of the Corporation may (i) certify the number and names of the Committee/subcommittee members to the trustee(s) under the Plans or to any other person, and the trustee(s) or such other person may rely upon such certification until it receives written notice from the Corporation as to a change in the membership of the Committee/subcommittee and (ii) certify any resolutions or actions of the Committee/subcommittee as being the act of the Committee/subcommittee.

The Committee shall report to the Finance Committee of the Board of Directors periodically on the status of matters delegated to the Committee and upon the Committee's discharge of its duties.