## Sidley Austin Brown \& Wood llp

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Bank One Plaza
10 S. Dearborn Street
Chicago, IlLINOIS 60603
Telephone 3128537000
FACSIMILE 3128537036
www.sidley.com
Founded 1866

LOS ANGELES
NEW YORK
SAN FRANCISCO
SHANGHAI
SINGAPORE TOKYO
WASHINGTON, D.C.

WRITER'S DIRECT NUMBER
WRITER'S E-MAIL ADDRESS
(312) 853-7734

June 7, 2005
Mr. H. Roger Schwall
Assistant Director
Division of Corporation Finance
Securities and Exchange Commission
Washington, D.C. 20549-0405
Re: Response of Kimberly-Clark Corporation to the Staff's Comment Letter Dated May 24, 2005 File No. 001-00225

Dear Mr. Schwall:
On behalf of our client, Kimberly-Clark Corporation, we are submitting this letter, together with the enclosed document entitled "Response of Kimberly-Clark Corporation to the Staff's Comment Letter Dated May 24, 2005," in response to the comments contained in the letter dated May 24, 2005 from the Staff of the Securities and Exchange Commission (the "Commission") to the Company.

On behalf of the Company, we also acknowledge (as you requested in your letter of May 24, 2005) that:

1) the Company is responsible for the adequacy and accuracy of the disclosure in the filings;
(2) Staff comments or changes to disclosure in response to Staff comments do not foreclose the Commission from taking any action with respect to the filings; and
(3) the Company may not assert Staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

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Mr. H. Roger Schwall
Securities and Exchange Commission
June 7, 2005
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If you have any questions concerning this letter, please contact the undersigned at (312) 853-7734.
Very truly yours,
/s/ Walter C. Carlson
WCC:dsd
Enclosure

## RESPONSE OF KIMBERLY-CLARK CORPORATION TO THE STAFF'S COMMENT LETTER DATED MAY 24, 2005

This document responds to the Staff's letter dated May 24, 2005 (the "Staff's Comment Letter") to Kimberly-Clark Corporation in which the Staff commented on Kimberly-Clark Corporation's Form 10-K for the year ended December 31, 2004 (the "10-K"). References to "We", "Us", "Our", "K-C" or the "Company" in this letter or the attachments hereto mean Kimberly-Clark Corporation.

Although page 3 of the Staff's Comment Letter suggests that an amendment of our 10-K may be appropriate, in view of the Staff's comments, which only requested supplemental information to be provided to the Staff, we respectfully submit that no amendment of our 10-K is necessary. In addition, we believe that our disclosures in Note 13 to our 10-K comply with existing FIN 46R requirements.

For convenience, the Staff's comments are retyped below.

## Staff Comment and Company Response

## Form 10-K filed on February 24,2005

Financial Statements and Supplementary Data, page 41
Notes to Consolidated Financial Statements, page 45

## Note 13. Synthetic Fuel Partnership, page 67

## Staff Comment:

We note that you have evaluated your investments in two synthetic fuel partnerships pursuant to the requirements of FIN 46R and concluded that although these synthetic fuel partnerships represent variable interests, you have determined that you are not the primary beneficiary of either of these VIEs. Please address the following comments regarding your investment in these synthetic fuel partnerships.
i) Although you have described the nature of your involvement with these VIEs and concluded that your loss exposure is minimal, you have not disclosed the amounts invested in these partnerships or the size of these VIEs. Therefore, it is unclear to us whether you have considered the cash flows from the tax credits generated by your investments in these VIEs in your analysis leading to your conclusion that you are not the primary beneficiary of these entities. Supplementally provide us the details of your analysis concluding that you are not the primary beneficiary that addresses the following, without limitation.
(a) Confirm to us that you included the cash flows from your share of the expected tax credits along with your share of the expected operating losses generated by these VIEs.
(b) Provide us with a summary of the total expected cash flows from each of these synthetic fuel partnerships detailing your share and other investor(s) share(s). Detail for us any differences between the cash flows inuring to you and the other investors to the extent they differ from ownership percentages.
(c) Confirm to us that there are no other standing agreements between you and the other investors which impact the determination of the expected losses and tax credits generated from these VIEs.

## Company Response:

In April 2003, we acquired a 49.5 percent minority interest in a synthetic fuel partnership ("Partnership 1"). In October 2004, we acquired a 49 percent minority interest in an additional synthetic fuel partnership ("Partnership 2"). The other participants in these partnerships are unaffiliated entities. Because each of these partnerships is a variable interest entity, we performed a FIN 46R analysis on each to determine if we were the primary beneficiary of either entity. Based on those analyses, we concluded that we are not the primary beneficiary of either partnership because neither the majority of the expected losses nor the majority of the residual returns is allocated to us. Our cash funding of these partnerships is for our share of the operating losses of these entities. In 2004, our share of such operating losses was $\$ 158.4$ million, and in 2003, our share of such operating losses was $\$ 105.5$ million. These operating losses have been charged to expense on a current basis. We have no investment in either partnership recorded on our balance sheet at December 31, 2004.

With respect to the Staff's request contained in the last sentence in paragraph i) above, enclosed as Exhibits A and B are Primary Beneficiary Summaries of the two synthetic fuel partnerships in which we are involved. Attached to each Exhibit is an abbreviated Excel printout of the cash flow analysis for each partnership that supports the allocation of expected losses and expected residual returns to each participant in each partnership. The cash flow analyses were generated through the use of an Excel add-in software product, which performed Monte Carlo ${ }^{1}$ simulations for 5,000 separate outcomes involving the relevant variables in each partnership. Each row on the attached Excel printouts represents the total expected cash flows of the particular partnership based on the variables that were tested. The relevant variables that were tested on each partnership were production volume, sales price of the synthetic fuel produced, revenue inflation and cost inflation. In addition, on Partnership 2, the amount of non-coal production costs was an additional tested variable in accordance with the terms of the contract. We have included only abbreviated Excel printouts for ease in presentation. The unabbreviated Excel printouts are in excess of 5,000 rows.

1 A Monte Carlo simulation is a sophisticated and well recognized analytical method used to calculate expected losses and expected residual returns. The Monte Carlo simulation starts with a base outcome developed by management. The Monte Carlo simulation then selects values from defined distribution ranges of the primary factors that cause variability in an entity's returns. The defined range is selected based on the conditions surrounding that variable. Points within the ranges of each factor are randomly selected and an outcome resulting from the combination of the randomly selected point estimate of each factor is computed. The random selection process is repeated many times to create multiple outcome projections. It is not uncommon for a Monte Carlo simulation to result in thousands of outcome projections. These projections are then averaged and used to compute the potential variability in the entity's returns.

With respect to the Staff's comment in subparagraph (a) above, we confirm that we have included the cash flows from our share of the expected Section 29 tax credits and our share of the expected operating losses of each partnership in the cash flow analysis summarized in Exhibit A and Exhibit B.

With respect to the Staff's request in the first sentence of subparagraph (b) above, please see Exhibits A and B, which display the percentages of expected losses and expected residual returns allocated to each participant. In Partnership 1, our percentage of expected losses and expected residual returns is 20.3 percent ${ }^{2}$ compared to our percentage ownership of 49.5 percent. Our lower percentage of expected losses and expected residual returns is principally due to the contractual provisions whereby our share of the costs of the partnership is limited to a fixed dollar amount per dollar of tax credit generated. Accordingly, as production costs are increased in some of the Monte Carlo simulations, a greater percentage of such costs is borne by the other participants in the partnership. Similarly, as some of the Monte Carlo simulations generate lower production costs, residual returns of the other participants are increased. ${ }^{3}$

In Partnership 2, our percentage of expected losses and expected residual returns is 22.0 percent compared to our percentage ownership of 49 percent. Our lower percentage of expected losses and expected residual returns is principally due to the contractual provisions whereby our share of the costs of the partnership is limited to a fixed dollar amount per dollar of tax credit generated. Accordingly, as production costs are increased in some of the Monte Carlo simulations, a greater percentage of such costs is borne by the other participants in the partnership. Similarly, as some of the Monte Carlo simulations generate lower production costs, residual returns of the other participants are increased. ${ }^{3}$

With respect to the Staff's comment in subparagraph (c), we confirm that there are no other standing agreements between us and the other investors in each partnership that would impact the determination of the expected losses and tax credits generated from each of these variable interest entities.

2 In late 2004, we reviewed and refined the method we used to perform the cash flow analysis of our synthetic fuel partnerships. As a result of that review, management determined that required payments made directly to the owner/manager outside of the operation of the partnership entity should be included in the cash flow analysis on Partnership 1, although we had appropriately charged our portion of such payments to earnings as they were made. In January 2005 , prior to the filing of our 2004 Form 10-K, we performed this refined cash flow analysis on Partnership 1, which included all payments made under the agreement, and it resulted in our percentage of the allocated expected losses and expected residual profits declining from 43.9 percent to 20.3 percent. Exhibit C represents our earlier cash flow analysis of Partnership 1. Under either analysis, we are not the primary beneficiary.
3 Hypothetically, if the fixed price per dollar of credit was $\$ 1.05$ and production costs per dollar of credit were $\$ 1.15$, the Monte Carlo simulation would allocate the $\$ 0.10$ to the expected losses of the other participants. Conversely, if production costs were $\$ 0.95$ per dollar of credit, the Monte Carlo simulation would allocate the $\$ 0.10$ to the expected residual returns of the other participants.

## Partnership 1 (Synfuels) - Primary Beneficiary Summary

|  | Probability Weighted Present Value of Cash Flows | Expected Losses | Pct | Expected Residual Returns |  | Pct |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Kimberly-Clark | \$ 96,218,827 | \$ (791,879) | 20.29\% | \$ | 791,879 | 20.29\% |
| Unrelated Investor | 40,997,712 | $(571,321)$ | 14.64\% |  | 571,321 | 14.64\% |
| Unrelated Manager/Operator | 209,351,832 | $(2,540,201)$ | 65.08\% |  | 2,540,201 | 65.08\% |
| Total of Parties | \$ 346,568,372 | \$ (3,903,401) | 100.00\% | \$ | 3,903,401 | 100.00\% |

Cash flows of the partnership include each partner's share of the operating losses, Section 29 tax credits and the tax benefits of the operating losses.


## Partnership 2 (Synfuels) - Primary Beneficiary Summary

|  | $\begin{gathered} \text { Probability } \\ \text { Weighted Present } \\ \text { Value of Cash } \\ \text { Flows } \end{gathered}$ |  | pected Losses | Pct | Expected ResidualReturns |  | Pct |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Kimberly-Clark | \$ 61,160,942 | \$ | $(380,842)$ | 21.99\% | \$ | 380,842 | 21.99\% |
| Unrelated Investor | 75,355,457 |  | $(500,216)$ | 28.88\% |  | 500,216 | 28.88\% |
| Unrelated Manager/Operator | 115,599,862 |  | $(850,876)$ | 49.13\% |  | 850,876 | 49.13\% |
| Totals | \$ 252,116,261 |  | $(1,731,934)$ | 100.00\% | \$ | 1,731,934 | 100.00\% |

Cash flows of the partnership include each partner's share of the operating losses, Section 29 tax credits and the tax benefits of the operating losses.


## Partnership 1 (Synfuels) - Primary Beneficiary Summary

|  | Probability Weighted Present Value of Cash Flows | Expected Losses | Pct | Expected Residual Returns |  | Pct |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Kimberly-Clark | \$ 143,769,957 | \$ (1,623,227) | 43.85\% | \$ | 1,623,227 | 43.85\% |
| Unrelated Investor | 181,045,931 | (2,014,785) | 54.43\% |  | 2,014,785 | 54.43\% |
| Unrelated Manager/Operator | 6,041,190 | $(63,750)$ | 1.72\% |  | 63,750 | 1.72\% |
| Totals | \$ 330,857,077 | \$ (3,701,763) | 100.00\% | \$ | 3,701,763 | 100.00\% |

Cash flows of the partnership include each partner's share of the operating losses, Section 29 tax credits and the tax benefits of the operating losses.


