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

FORM 10-Q/A
(Amendment No. 1)

(Mark One)

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

For the quarterly period ended June 30, 2006

OR

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

For the transition period from to

Commission file number 1-16483

Kraft Foods Inc.
(Exact name of registrant as specified in its charter)

Virginia (State or other jurisdiction of incorporation or organization)	**52-2284372** (I.R.S. Employer Identification No.)
Three Lakes Drive, Northfield, Illinois (Address of principal executive offices)	**60093** (Zip Code)

Registrant's telephone number, including area code **(847) 646-2000**

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

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

Indicate by check mark whether the registrant 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 x Accelerated filer o Non-accelerated filer o

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

At July 31, 2006, there were 471,739,795 shares of the registrant's Class A Common Stock outstanding, and 1,180,000,000 shares of the registrant's Class B Common Stock outstanding.

EXPLANATORY NOTE

Kraft Foods Inc. (the "Company") is filing this Amendment No. 1 on Form 10-Q/A (this "Form 10-Q/A") to correct two errors that were included in Part I, Item 1 of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006 (the "Original Form 10-Q"). These errors occurred during the process of preparing the Original Form 10-Q for filing with the Securities and Exchange Commission (the "SEC") through the SEC's EDGAR system. The two errors in the Original Form 10-Q that are being corrected in this Form 10-Q/A are:

- In the Condensed Consolidated Statements of Shareholders' Equity For the Year Ended December 31, 2005 and the Six Months Ended June 30, 2006 on page 7 of the Original Form 10-Q, the caption "Accumulated Other Comprehensive Earnings/(Losses)" was incorrectly placed above the columns titled "Additional Paid-in Capital" and "Earnings Reinvested in the Business". The "Accumulated Other Comprehensive Earnings/(Losses)" caption has been corrected in this Form 10-Q/A to only appear above the "Currency Translation Adjustments," "Other" and "Total" columns.

· In Note 11. Benefit Plans of the Notes to Condensed Consolidated Financial Statements (Unaudited) on page 25 of the Original Form 10-Q, the table under the heading “Components of Net Periodic Benefit Cost” contained two numbers in the “Other expense” line item that were placed in the incorrect column. The “11” appearing under the U.S. Plans caption for the Six Months Ended June 30, 2006 should have appeared instead under the column for the Six Months Ended June 30, 2005, and the “4” appearing under the U.S. Plans caption for the Six Months Ended June 30, 2005 should have appeared instead under the Non-U.S. Plans caption for the Six Months Ended June 30, 2005.

In accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Form 10-Q/A amends and restates in its entirety Part I, Item 1. Items included in the Original Form 10-Q that are not included herein are not amended and remain in effect as of the date of the filing of the Original Form 10-Q with the SEC. In addition, no attempt has been made in this Form 10-Q/A to modify or update disclosures that were included in the Original Form 10-Q to reflect developments at the Company subsequent to the date of the filing of the Original Form 10-Q.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

Kraft Foods Inc. and Subsidiaries
Condensed Consolidated Balance Sheets
(in millions of dollars)
(Unaudited)

	June 30, 2006	December 31, 2005
ASSETS		
Cash and cash equivalents	$ 402	$ 316
Receivables (less allowances of $85 in 2006 and $92 in 2005)	3,549	3,385
Inventories:		
Raw materials	1,484	1,363
Finished product	2,066	1,980
	3,550	3,343
Deferred income taxes	625	879
Other current assets	248	230
Total current assets	8,374	8,153
Property, plant and equipment, at cost	17,046	16,598
Less accumulated depreciation	7,284	6,781
	9,762	9,817
Goodwill	24,985	24,648
Other intangible assets, net	10,428	10,516
Prepaid pension assets	3,690	3,617
Other assets	983	877
TOTAL ASSETS	$ 58,222	$ 57,628

See notes to condensed consolidated financial statements.

Continued

Kraft Foods Inc. and Subsidiaries
Condensed Consolidated Balance Sheets (Continued)
(in millions of dollars)
(Unaudited)

	June 30, 2006	December 31, 2005
LIABILITIES		
Short-term borrowings	$ 1,105	$ 805

Current portion of long-term debt	2,268	1,268
Due to Altria Group, Inc. and affiliates	485	652
Accounts payable	2,084	2,270
Accrued liabilities:		
Marketing	1,451	1,529
Employment costs	637	625
Other	1,270	1,338
Income taxes	398	237
Total current liabilities	9,698	8,724
Long-term debt	7,478	8,475
Deferred income taxes	5,869	6,067
Accrued postretirement health care costs	1,980	1,931
Other liabilities	2,829	2,838
Total liabilities	27,854	28,035
Contingencies (Note 7)		
SHAREHOLDERS' EQUITY		
Class A common stock, no par value (555,000,000 shares issued in 2006 and 2005)		
Class B common stock, no par value (1,180,000,000 shares issued and outstanding in 2006 and 2005)		
Additional paid-in capital	23,525	23,835
Earnings reinvested in the business	10,578	9,453
Accumulated other comprehensive losses (including currency translation of $(856) in 2006 and $(1,290) in 2005)	(1,205)	(1,663)
	32,898	31,625
Less cost of repurchased stock (81,646,640 Class A shares in 2006 and 65,119,245 Class A shares in 2005)	(2,530)	(2,032)
Total shareholders' equity	30,368	29,593
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 58,222	$ 57,628

See notes to condensed consolidated financial statements.

Kraft Foods Inc. and Subsidiaries
Condensed Consolidated Statements of Earnings
(in millions of dollars, except per share data)
(Unaudited)

	For the Six Months Ended June 30,	
	2006	2005
Net revenues	$ 16,742	$ 16,393
Cost of sales	10,626	10,379
Gross profit	6,116	6,014
Marketing, administration and research costs	3,477	3,538
Asset impairment and exit costs	428	179
Losses (gains) on sales of businesses, net	11	(115)
Amortization of intangibles	5	5
Operating income	2,195	2,407
Interest and other debt expense, net	243	350
Earnings from continuing operations before income taxes and minority interest	1,952	2,057

Provision for income taxes	262	598
Earnings from continuing operations before minority interest	1,690	1,459
Minority interest in earnings from continuing operations, net	2	2
Earnings from continuing operations	1,688	1,457
Loss from discontinued operations, net of income taxes		(272)
Net earnings	$ 1,688	$ 1,185
Per share data:		
Basic earnings per share:		
Continuing operations	$ 1.02	$ 0.86
Discontinued operations		(0.16)
Net earnings	$ 1.02	$ 0.70
Diluted earnings per share:		
Continuing operations	$ 1.02	$ 0.86
Discontinued operations		(0.16)
Net earnings	$ 1.02	$ 0.70
Dividends declared	$ 0.46	$ 0.41

See notes to condensed consolidated financial statements.

Kraft Foods Inc. and Subsidiaries
Condensed Consolidated Statements of Earnings
(in millions of dollars, except per share data)
(Unaudited)

	For the Three Months Ended June 30,	
	2006	2005
Net revenues	$ 8,619	$ 8,334
Cost of sales	5,435	5,275
Gross profit	3,184	3,059
Marketing, administration and research costs	1,770	1,777
Asset impairment and exit costs	226	29
Losses on sales of businesses, net	8	1
Amortization of intangibles	3	2
Operating income	1,177	1,250
Interest and other debt expense, net	147	174
Earnings from continuing operations before income taxes and minority interest	1,030	1,076
Provision for income taxes	347	316
Earnings from continuing operations before minority interest	683	760
Minority interest in earnings from continuing operations, net	1	2
Earnings from continuing operations	682	758
Loss from discontinued operations, net of income taxes		(286)
Net earnings	$ 682	$ 472

Per share data:		
Basic earnings per share:		
Continuing operations	$ 0.41	$ 0.45
Discontinued operations		(0.17)
Net earnings	$ 0.41	$ 0.28
Diluted earnings per share:		
Continuing operations	$ 0.41	$ 0.45
Discontinued operations		(0.17)
Net earnings	$ 0.41	$ 0.28
Dividends declared	$ 0.23	$ 0.205

See notes to condensed consolidated financial statements.

Kraft Foods Inc. and Subsidiaries
Condensed Consolidated Statements of Shareholders' Equity
For the Year Ended December 31, 2005 and
the Six Months Ended June 30, 2006
(in millions of dollars, except per share data)
(Unaudited)

	Class A and B Common Stock	Additional Paid-in Capital	Earnings Reinvested in the Business	Accumulated Other Comprehensive Earnings/(Losses)			Cost of Repurchased Stock	Total Share-holders' Equity
				Currency Translation Adjustments	Other	Total		
Balances, January 1, 2005	$ —	$ 23,762	$ 8,304	$ (890)	$ (315)	$ (1,205)	$ (950)	$ 29,911
Comprehensive earnings:								
Net earnings			2,632					2,632
Other comprehensive losses, net of income taxes:								
Currency translation adjustments				(400)		(400)		(400)
Additional minimum pension liability					(48)	(48)		(48)
Change in fair value of derivatives accounted for as hedges					(10)	(10)		(10)
Total other comprehensive losses								(458)
Total comprehensive earnings								2,174
Exercise of stock options and issuance of other stock awards		52	(12)				118	158
Cash dividends declared ($0.87 per share)			(1,471)					(1,471)
Class A common stock repurchased							(1,200)	(1,200)
Other		21						21
Balances, December 31, 2005	—	23,835	9,453	(1,290)	(373)	(1,663)	(2,032)	29,593
Comprehensive earnings:								
Net earnings			1,688					1,688
Other comprehensive earnings (losses), net of income taxes:								
Currency translation adjustments				434		434		434
Additional minimum pension liability					(21)	(21)		(21)
Change in fair value of derivatives accounted for as hedges					1	1		1
Other					44	44		44
Total other comprehensive earnings								458
Total comprehensive earnings								2,146
Exercise of stock options and issuance of other stock awards		(310)	202				127	19
Cash dividends declared ($0.46 per share)			(765)					(765)
Class A common stock repurchased							(625)	(625)
Balances, June 30, 2006	$ —	$ 23,525	$ 10,578	$ (856)	$ (349)	$ (1,205)	$ (2,530)	$ 30,368

Total comprehensive earnings were $1,043 million and $262 million, respectively, for the quarters ended June 30, 2006 and 2005 and $957 million for the first six months of 2005.

See notes to condensed consolidated financial statements.

Kraft Foods Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows

(in millions of dollars)
(Unaudited)

	For the Six Months Ended June 30, 2006	For the Six Months Ended June 30, 2005
CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES		
Net earnings	$ 1,688	$ 1,185
Adjustments to reconcile net earnings to operating cash flows:		
Depreciation and amortization	433	436
Deferred income tax benefit	(56)	(222)
Losses (gains) on sales of businesses, net	11	(115)
Loss on sale of discontinued operations		32
Asset impairment and exit costs, net of cash paid	325	92
Cash effects of changes, net of the effects from acquired and divested companies:		
Receivables, net	(59)	80
Inventories	(216)	(296)
Accounts payable	(93)	(193)
Income taxes	103	591
Amounts due to Altria Group, Inc. and affiliates	(202)	84
Other working capital items	(442)	(392)
Change in pension assets and postretirement liabilities, net	14	(101)
Other	100	111
Net cash provided by operating activities	1,606	1,292
CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES		
Capital expenditures	(450)	(441)
Proceeds from sales of businesses	91	1,640
Other	63	16
Net cash (used in) provided by investing activities	(296)	1,215

See notes to condensed consolidated financial statements.

Continued

Kraft Foods Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows (Continued)
(in millions of dollars)
(Unaudited)

	For the Six Months Ended June 30, 2006	For the Six Months Ended June 30, 2005
CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES		
Net issuance (repayment) of short-term borrowings	$ 294	$ (945)
Long-term debt proceeds	32	34
Long-term debt repaid	(35)	(739)
Increase in amounts due to Altria Group, Inc. and affiliates	35	187
Repurchase of Class A common stock	(633)	(375)
Dividends paid	(769)	(700)
Other	(173)	144
Net cash used in financing activities	(1,249)	(2,394)
Effect of exchange rate changes on cash and cash equivalents	25	1
Cash and cash equivalents:		
Increase	86	114
Balance at beginning of period	316	282
Balance at end of period	$ 402	$ 396

See notes to condensed consolidated financial statements.

Note 1. Accounting Policies:

Basis of Presentation

The interim condensed consolidated financial statements of Kraft Foods Inc. (“Kraft”), together with its subsidiaries (collectively referred to as the “Company”), are unaudited. It is the opinion of the Company’s management that all adjustments necessary for a fair statement of the interim results presented have been reflected therein. All such adjustments were of a normal recurring nature. Net revenues and net earnings for any interim period are not necessarily indicative of results that may be expected for the entire year.

These statements should be read in conjunction with the Company’s consolidated financial statements and related notes, which are included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2005.

In June 2005, the Company sold substantially all of its sugar confectionery business for pre-tax proceeds of approximately $1.4 billion. The Company has reflected the results of its sugar confectionery business prior to the closing date as discontinued operations on the condensed consolidated statements of earnings.

In October 2005, the Company announced that, effective January 1, 2006, its Canadian business will be realigned to better integrate it into the Company’s North American business by product category. Beginning in the first quarter of 2006, the operating results of the Canadian business are being reported throughout the North American food segments. In addition, in the first quarter of 2006, the Company’s international businesses were realigned to reflect the reorganization announced within Europe in November 2005. The two revised international segments, which are reflected in these condensed consolidated financial statements and notes, are European Union; and Developing Markets, Oceania & North Asia, the latter to reflect the Company’s increased management focus on developing markets. Accordingly, prior period segment results have been restated.

Stock-Based Compensation Expense

Effective January 1, 2006, the Company adopted the provisions of Statement of Financial Accounting Standards (“SFAS”) No. 123 (Revised 2004), “Share-Based Payment,” (“SFAS No. 123(R)”) using the modified prospective method, which requires measurement of compensation cost for all stock-based awards at fair value on date of grant and recognition of compensation over the service periods for awards expected to vest. The fair value of restricted stock and rights to receive shares of stock is determined based on the number of shares granted and the market value at date of grant. The fair value of stock options is determined using a modified Black-Scholes methodology. The impact of adoption was not material.

The Company previously applied the recognition and measurement principles of Accounting Principles Board Opinion No. 25, “Accounting for Stock Issued to Employees,” (“APB 25”) and provided the pro forma disclosures required by SFAS No. 123, “Accounting for Stock-Based Compensation” (“SFAS No. 123”). No compensation expense for employee stock options was reflected in net earnings in 2005, as all stock options granted under those plans had an exercise price equal to the market value of the common stock on the date of the grant. Historical condensed consolidated statements of earnings already include the compensation expense for restricted stock and rights to receive shares of stock. The following table illustrates the effect on net earnings and earnings per share (“EPS”) if the Company had applied the fair value recognition provisions of SFAS No. 123 to measure stock-based compensation expense for stock option awards in 2005:

	For the Six Months Ended June 30, 2005	For the Three Months Ended June 30, 2005
	(in millions, except per share data)	
Net earnings, as reported	$ 1,185	$ 472
Deduct:		
Total stock-based employee compensation expense determined under fair value method for all stock option awards, net of related tax effects	4	2
Pro forma net earnings	$ 1,181	$ 470
Earnings per share:		
Basic – as reported	$ 0.70	$ 0.28
Basic – pro forma	$ 0.70	$ 0.28

Diluted – as reported	$ 0.70	$ 0.28
Diluted – pro forma	$ 0.69	$ 0.28

The adoption of SFAS No. 123(R) in the first quarter of 2006 resulted in a cumulative effect gain of $6 million, which is net of $3 million in taxes, in the condensed consolidated statements of earnings for the six months ended June 30, 2006. This gain resulted from the impact of estimating future forfeitures on restricted stock and rights to receive shares of stock in the determination of periodic expense for unvested awards, rather than recording forfeitures only when they occur. The gross cumulative effect was recorded in marketing, administration and research costs in the first quarter of 2006.

Under SFAS No. 123(R), tax shortfalls occur when actual tax deductible compensation expense is less than cumulative stock-based compensation expense recognized in the financial statements. Tax shortfalls of $10 million were recognized for the six months ended June 30, 2006, and were recorded in additional paid-in capital.

Note 2. Asset Impairment, Exit and Implementation Costs:

Restructuring Program:

In January 2004, the Company announced a three-year restructuring program with the objectives of leveraging the Company's global scale, realigning and lowering its cost structure, and optimizing capacity utilization. In January 2006, the Company announced plans to expand its restructuring efforts through 2008. The entire restructuring program is expected to result in $3.7 billion in pre-tax charges reflecting asset disposals, severance and implementation costs. As part of this program, the Company anticipates the closure of up to 40 facilities and the elimination of approximately 14,000 positions. Approximately $2.3 billion of the $3.7 billion in pre-tax charges are expected to require cash payments. Pre-tax restructuring program charges during 2006 are expected to be approximately $1 billion, including $348 million incurred for the six months ended June 30, 2006. Total pre-tax restructuring charges incurred since the inception of the program in January 2004 were $1.3 billion.

During the second quarter of 2006, the Company announced a seven-year, $1.7 billion agreement to receive information technology services from Electronic Data Systems ("EDS"). The agreement, which includes data centers, web hosting, telecommunications and IT workplace services, began on June 1, 2006. Pursuant to the agreement, approximately 670 employees, who provide certain IT support to the Company, were transitioned to EDS. As a result, in the second quarter of 2006, the Company incurred pre-tax asset impairment and exit costs of $3 million and implementation costs of $11 million related to the transition. These costs were included in the pre-tax restructuring program charges discussed above.

Restructuring Costs:

During the six months and three months ended June 30, 2006, pre-tax charges under the restructuring program of $318 million and $226 million, respectively, were recorded as asset impairment and exit costs on the condensed consolidated statements of earnings. During the six months and three months ended June 30, 2005, pre-tax charges under the restructuring program of $86 million and $29 million, respectively, were recorded as asset impairment and exit costs on the condensed consolidated statements of earnings. The pre-tax charges for the six months ended June 30, 2006 resulted from the announcement of the closing of seven plants, for a total of 26 since January 2004, and the continuation of a number of workforce reduction programs. Approximately $133 million of the pre-tax charges incurred during the first six months of 2006 will require cash payments.

Pre-tax restructuring liability activity for the six months ended June 30, 2006 was as follows:

	Severance	Asset Write-downs	Other	Total
		(in millions)		
Liability balance, January 1, 2006	$ 114	$ —	$ 1	$ 115
Charges	123	184	11	318
Cash spent	(97)		(6)	(103)
Charges against assets	(3)	(184)	(1)	(188)
Currency	3			3
Liability balance, June 30, 2006	$ 140	$ —	$ 5	$ 145

Severance costs in the above schedule, which relate to the workforce reduction programs, include the cost of related benefits. Specific programs announced since 2004, as part of the overall restructuring program, will result in the elimination of approximately 8,600 positions. At June 30, 2006, approximately 7,200 of these positions have been eliminated. Asset write-downs relate to the impairment of assets caused by the plant closings and related activity. Other costs incurred relate primarily to contract termination costs associated with the plant closings and the termination of leasing agreements.

Implementation Costs:

The Company recorded pre-tax implementation costs associated with the restructuring program. These costs include the discontinuance of certain product lines and incremental costs related to the integration and streamlining of functions and closure of facilities. Substantially all implementation costs incurred in 2006 will require cash payments. These costs were recorded on the condensed consolidated statements of earnings as follows:

	For the Six Months Ended June 30,		For the Three Months Ended June 30,	
	2006	2005	2006	2005
	(in millions)			

Net revenues	$ —	$ 1	$ —	$ 1
Cost of sales	11	26	5	11
Marketing, administration and research costs	19	18	12	14
Implementation Costs	$ 30	$ 45	$ 17	$ 26

Asset Impairment Charges:

In July 2006, the Company completed the sale of its pet snacks brand and assets for $580 million and recorded additional taxes of approximately $60 million related to the sale. This sale and the additional taxes were recorded in the third quarter of 2006. The Company incurred a pre-tax asset impairment charge of $86 million in the first quarter of 2006 in recognition of this sale. The charge, which included the write-off of a portion of the associated goodwill, and intangible and fixed assets, was recorded as asset impairment and exit costs on the condensed consolidated statement of earnings.

During the second quarter of 2005, the Company completed the sale of its fruit snacks assets for approximately $30 million. The Company incurred a pre-tax asset impairment charge of $93 million in the first quarter of 2005 in recognition of the sale. The charge, which included the write-off of all associated intangible assets, was recorded as asset impairment and exit costs on the condensed consolidated statement of earnings.

During the first quarter of 2006, the Company completed its annual review of goodwill and intangible assets and recorded non-cash pre-tax charges of $24 million related to an intangible asset impairment for biscuits assets in Egypt and hot cereal assets in the United States. These charges were recorded as asset impairment and exit costs on the condensed consolidated statement of earnings. During the first quarter of 2005, the Company completed its annual review of goodwill and intangible assets and no charges resulted from this review.

Total:

The pre-tax asset impairment, exit and implementation costs discussed above, for the six months and three months ended June 30, 2006 and 2005, were included in the operating companies income of the following segments:

	For the Six Months Ended June 30, 2006				
	Restructuring Costs	Asset Impairment	Total Asset Impairment and Exit Costs (in millions)	Implementation Costs	Total
North America Beverages	$ 9	$ —	$ 9	$ 4	$ 13
North America Cheese & Foodservice	66		66	1	67
North America Convenient Meals	52		52	4	56
North America Grocery	13		13	4	17
North America Snacks & Cereals	15	99	114	4	118
European Union	99		99	9	108
Developing Markets, Oceania & North Asia	64	11	75	4	79
Total	$ 318	$ 110	$ 428	$ 30	$ 458

	For the Six Months Ended June 30, 2005				
	Restructuring Costs	Asset Impairment	Total Asset Impairment and Exit Costs (in millions)	Implementation Costs	Total
North America Beverages	$ 4	$ —	$ 4	$ 3	$ 7
North America Cheese & Foodservice	8		8	4	12
North America Convenient Meals	2		2	2	4
North America Grocery	11	93	104		104
North America Snacks & Cereals	4		4	23	27
European Union	47		47	10	57

Developing Markets, Oceania & North Asia	10		10	3	13
Total	$ 86	$ 93	$ 179	$ 45	$ 224

	For the Three Months Ended June 30, 2006				
	Restructuring Costs	Asset Impairment	Total Asset Impairment and Exit Costs	Implementation Costs	Total
			(in millions)		
North America Beverages	$ 7	$ —	$ 7	$ 3	$ 10
North America Cheese & Foodservice	60		60	(3)	57
North America Convenient Meals	35		35	4	39
North America Grocery	8		8	3	11
North America Snacks & Cereals	10		10	3	13
European Union	81		81	6	87
Developing Markets, Oceania & North Asia	25		25	1	26
Total	$ 226	$ —	$ 226	$ 17	$ 243

	For the Three Months Ended June 30, 2005				
	Restructuring Costs	Asset Impairment	Total Asset Impairment and Exit Costs	Implementation Costs	Total
			(in millions)		
North America Beverages	$ 1	$ —	$ 1	$ 2	$ 3
North America Cheese & Foodservice	1		1	1	2
North America Convenient Meals				1	1
North America Grocery	3		3		3
North America Snacks & Cereals				14	14
European Union	17		17	6	23
Developing Markets, Oceania & North Asia	7		7	2	9
Total	$ 29	$ —	$ 29	$ 26	$ 55

Note 3. Related Party Transactions:

At June 30, 2006, Altria Group, Inc. owned 88.1% of the Company's outstanding shares of capital stock. Altria Group, Inc.'s subsidiary, Altria Corporate Services, Inc., provides the Company with various services, including planning, legal, treasury, auditing, insurance, human resources, office of the secretary, corporate affairs, information technology, aviation and tax services. Billings for these services, which were based on the cost to Altria Corporate Services, Inc. to provide such services and a 5% management fee based on wages and benefits, were $102 million and $126 million for the six months ended June 30, 2006 and 2005, respectively, and $50 million and $63 million for the three months ended June 30, 2006 and 2005, respectively.

At June 30, 2006, the Company had short-term amounts payable to Altria Group, Inc. of $485 million. The amounts payable to Altria Group, Inc. generally include accrued dividends, taxes and service fees. Interest on intercompany borrowings is based on the applicable London Interbank Offered Rate.

In the second quarter of 2006, the Company purchased certain real estate and certain personal property located in Wilkes Barre, Pennsylvania, from Altria Corporate Services, Inc., for an aggregate purchase price of $9.3 million. In addition, during the second quarter of 2006, the Company assumed all of Altria Corporate Services, Inc.'s rights under a lease for certain real property located in San Antonio, Texas. The Company also purchased certain personal property located in San Antonio, Texas from Altria Corporate Services, Inc., for an aggregate purchase price of $6.0 million.

Also, see Note 12. *Income Taxes* regarding the impact to the Company of the closure of an Internal Revenue Service review of Altria Group, Inc.'s consolidated federal income tax return recorded during the first quarter of 2006.

Note 4. Divestitures:

Discontinued Operations:

In June 2005, the Company sold substantially all of its sugar confectionery business for pre-tax proceeds of approximately $1.4 billion. The sale included the *Life Savers*, *Creme Savers*, *Altoids*, *Trolli* and *Sugus* brands. The Company has reflected the results of its sugar confectionery business prior to the closing date as discontinued operations on the condensed consolidated statements of earnings.

Summary results of operations for the sugar confectionery business were as follows:

	For the Six Months Ended June 30, 2005	For the Three Months Ended June 30, 2005
	(in millions)	
Net revenues	$ 228	$ 112
Earnings before income taxes	$ 41	$ 19
Provision for income taxes	(16)	(8)
Loss on sale of discontinued operations	(297)	(297)
Loss from discontinued operations, net of income taxes	$ (272)	$ (286)

The loss on sale of discontinued operations, above, for the six months and three months ended June 30, 2005, related largely to taxes on the transaction.

Other:

During the second quarter of 2006, the Company sold its industrial coconut assets. During the first quarter of 2006, the Company sold certain Canadian assets and a small U.S. biscuit brand, and incurred pre-tax asset impairment charges of $176 million in the fourth quarter of 2005 in recognition of these sales. During the second quarter of 2005, the Company sold its fruit snacks assets and incurred a pre-tax asset impairment charge of $93 million in the first quarter of 2005 in recognition of this sale. During the first quarter of 2005, the Company sold its U.K. desserts assets, its U.S. yogurt assets and a minor trademark in Mexico. The aggregate proceeds received from these sales during the first six months of 2006 and 2005 were $91 million and $221 million, respectively. The Company recorded pre-tax losses from sales of businesses of $11 million during the first six months of 2006, and recorded pre-tax gains from sales of businesses of $115 million during the first six months of 2005.

In July 2006, the Company completed the sale of its pet snacks brand and assets for $580 million and recorded additional taxes of approximately $60 million related to the sale. This sale and the additional taxes were recorded in the third quarter of 2006. The Company incurred a pre-tax asset impairment charge of $86 million in the first quarter of 2006 in recognition of this sale.

The operating results of the other divestitures, discussed above, in the aggregate, were not material to the Company's consolidated financial position, results of operations or cash flows in any of the periods presented.

Note 5. Stock Plans:

Under the Kraft 2005 Performance Incentive Plan (the "2005 Plan"), the Company may grant to eligible employees awards of stock options, stock appreciation rights, restricted stock, restricted and deferred stock units, and other awards based on the Company's Class A common stock, as well as performance-based annual and long-term incentive awards. A maximum of 150 million shares of the Company's Class A common stock may be issued under the 2005 Plan, of which no more than 45 million shares may be awarded as restricted stock. In addition, under the Kraft 2006 Stock Compensation Plan for Non-Employee Directors (the "2006 Directors Plan"), the Company may grant up to 500,000 shares of Class A common stock to members of the Board of Directors who are not full-time employees of the Company or Altria Group, Inc., or their subsidiaries, over a five-year period. Shares available to be granted under the 2005 Plan and the 2006 Directors Plan at June 30, 2006, were 143,326,485 and 481,555, respectively. Restricted shares available for grant under the 2005 Plan at June 30, 2006, were 38,326,485.

Generally, stock options are granted at an exercise price equal to the fair value of the underlying stock on the date of the grant, become exercisable on the first anniversary of the grant date and have a maximum term of ten years. However, the Company has not granted stock options to its employees since 2002. Restricted stock generally vests on the third anniversary of the grant date.

Stock Option Plan

Stock option activity was as follows for the six months ended June 30, 2006:

	Shares Subject to Option	Weighted Average Exercise Price	Average Remaining Contractual Term	Aggregate Intrinsic Value
Balance at January 1, 2006	15,145,840	$ 31.00		
Options exercised	(133,750)	31.00		
Options cancelled	(324,910)	31.00		
Balance at June 30, 2006	14,687,180	31.00	5 years	$ —
Exercisable at June 30, 2006	14,687,180	31.00	5	—

The total intrinsic value of options exercised was $0.1 million and $0.6 million during the six months ended June 30, 2006 and 2005, respectively, and $0.1 million and $0.2 million, during the three months ended June 30, 2006 and 2005, respectively.

Prior to the initial public offering (“IPO”), certain employees of the Company participated in Altria Group, Inc.’s stock compensation plans. Altria Group, Inc. does not intend to issue additional Altria Group, Inc. stock compensation to the Company’s employees, except for reloads of previously issued options.

Pre-tax compensation cost and the related tax benefit for Altria stock option awards for reloads totaled $2.0 million and $0.7 million, respectively, for the six months ended June 30, 2006 and $0.6 million and $0.2 million, respectively, for the three months ended June 30, 2006. The fair value of the awards was determined using a modified Black-Scholes methodology using the following assumptions for Altria Group, Inc. common stock:

	Risk-Free Interest Rate	Weighted Average Expected Life	Expected Volatility	Expected Dividend Yield	Fair Value at Grant Date
2006 Altria Group, Inc.	4.88%	4 years	26.54%	4.44%	$ 12.56
2005 Altria Group, Inc.	3.73	4	33.79	4.43	13.98

The Company’s employees held options to purchase the following number of shares of Altria Group, Inc. stock at June 30, 2006:

	Shares Subject to Option	Weighted Average Exercise Price	Average Remaining Contractual Term	Aggregate Intrinsic Value
Balance at June 30, 2006	18,313,200	$ 40.25	3 years	$608 million
Exercisable at June 30, 2006	18,205,817	40.06	3	608

Restricted Stock Plans

The Company may grant shares of restricted stock and rights to receive shares of stock to eligible employees, giving them in most instances all of the rights of stockholders, except that they may not sell, assign, pledge or otherwise encumber such shares and rights. Such shares and rights are subject to forfeiture if certain employment conditions are not met.

The fair value of the restricted shares and rights at the date of grant is amortized to expense ratably over the restriction period. The Company recorded pre-tax compensation expense related to restricted stock and rights of $61 million (including the pre-tax cumulative effect gain of $9 million from the adoption of SFAS No. 123(R)) and $76 million for the six months ended June 30, 2006 and 2005, respectively, and $38 million for the three months ended June 30, 2006 and 2005. The deferred tax benefit recorded related to this compensation expense was $22 million and $28 million for the six months ended June 30, 2006 and 2005, respectively, and $14 million, for the three months ended June 30, 2006 and 2005. The unamortized compensation expense related to the Company’s restricted stock and rights was $292 million at June 30, 2006 and is expected to be recognized over a weighted average period of two years.

The Company’s restricted stock and rights activity was as follows for the six months ended June 30, 2006:

	Number of Shares	Weighted-Average Grant Date Fair Value Per Share
Balance at January 1, 2006	15,085,116	$ 33.80
Granted	6,776,035	29.12
Vested	(4,007,117)	36.50
Forfeited	(1,400,728)	32.62
Balance at June 30, 2006	16,453,306	31.32

The weighted–average grant date fair value of restricted stock and rights granted during the six months ended June 30, 2006 and 2005 was $197 million and $196 million, respectively, or $29.12 and $33.31 per restricted share or right, respectively. The total fair value of restricted stock and rights vested during the six months ended June 30, 2006 and 2005 was $117 million and $1 million, respectively.

Note 6. Earnings Per Share:

Basic and diluted EPS from continuing and discontinued operations were calculated using the following:

	For the Six Months Ended June 30, 2006	2005
	(in millions)	
Earnings from continuing operations	$ 1,688	$ 1,457
Loss from discontinued operations		(272)
Net earnings	$ 1,688	$ 1,185
Weighted average shares for basic EPS	1,652	1,694
Plus incremental shares from assumed conversions of stock options, restricted stock and stock rights	9	7
Weighted average shares for diluted EPS	1,661	1,701

	For the Three Months Ended June 30, 2006	2005
	(in millions)	
Earnings from continuing operations	$ 682	$ 758
Loss from discontinued operations		(286)
Net earnings	$ 682	$ 472
Weighted average shares for basic EPS	1,647	1,691
Plus incremental shares from assumed conversions of stock options, restricted stock and stock rights	9	7
Weighted average shares for diluted EPS	1,656	1,698

For the three months ended June 30, 2006 and 2005, the number of stock options excluded from the calculation of weighted average shares for diluted EPS because their effects were antidilutive (i.e. the cash that would be received upon exercise is greater than the average market price of the stock during the period) was immaterial.

Note 7. Contingencies:

Kraft and its subsidiaries are parties to a variety of legal proceedings arising out of the normal course of business, including a few cases in which substantial amounts of damages are sought. While the results of litigation cannot be predicted with certainty, management believes that the final outcome of these proceedings will not have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

Third-Party Guarantees: At June 30, 2006, the Company's third-party guarantees, which are primarily derived from acquisition and divestiture activities, approximated $24 million. Substantially all of these guarantees expire through 2013, with $12 million expiring through June 30, 2007. The Company is required to perform under these guarantees in the event that a third party fails to make contractual payments or achieve performance measures. The Company has a liability of $16 million on its condensed consolidated balance sheet at June 30, 2006, relating to these guarantees.

Note 8. Goodwill and Other Intangible Assets, Net:

Goodwill by reportable segment was as follows:

	June 30, 2006	December 31, 2005
	(in millions)	
North America Beverages	$ 1,372	$ 1,372
North America Cheese & Foodservice	4,227	4,216
North America Convenient Meals	2,167	2,167
North America Grocery	3,058	3,058
North America Snacks & Cereals	8,965	8,990
European Union	4,178	3,858
Developing Markets, Oceania & North Asia	1,018	987
Total goodwill	$ 24,985	$ 24,648

Intangible assets were as follows:

	June 30, 2006		December 31, 2005	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
	(in millions)			
Non-amortizable intangible assets	$ 10,399		$ 10,482	
Amortizable intangible assets	94	$ 65	95	$ 61
Total intangible assets	$ 10,493	$ 65	$ 10,577	$ 61

Non-amortizable intangible assets consist substantially of brand names purchased through the Nabisco acquisition. Amortizable intangible assets consist primarily of certain trademark licenses and non-compete agreements. Amortization expense for intangible assets was $5 million for the six months ended June 30, 2006 and 2005, and $3 million and $2 million for the three months ended June 30, 2006 and 2005, respectively. Amortization expense for each of the next five years is currently estimated to be approximately $10 million or less.

The movement in goodwill and gross carrying amount of intangible assets from December 31, 2005, is as follows:

	Goodwill	Intangible Assets
	(in millions)	
Balance at December 31, 2005	$ 24,648	$ 10,577
Changes due to:		
Currency	348	(3)
Asset impairment	(25)	(79)
Other	14	(2)
Balance at June 30, 2006	$ 24,985	$ 10,493

Note 9. Segment Reporting:

The Company manufactures and markets packaged food products, consisting principally of beverages, cheese, snacks, convenient meals and various packaged grocery products. Kraft manages and reports operating results through two units, Kraft North America Commercial and Kraft International Commercial. Reportable segments for Kraft North America Commercial are organized and managed principally by product category. Kraft International Commercial's operations are organized and managed by geographic location.

In October 2005, the Company announced that, effective January 1, 2006, its Canadian business will be realigned to better integrate it into the Company's North American business by product category. Beginning in the first quarter of 2006, the operating results of the Canadian business are being reported throughout the North American food segments. In addition, in the first quarter of 2006, the Company's international businesses were realigned to reflect the reorganization announced within Europe in November 2005. The two revised international segments are European Union; and Developing Markets, Oceania & North Asia, the latter to reflect the Company's increased management focus on developing markets. Accordingly, prior period segment results have been restated.

The Company's management uses operating companies income, which is defined as operating income before general corporate expenses and amortization of intangibles, to evaluate segment performance and allocate resources. Management believes it is appropriate to disclose this measure to help investors analyze the business performance and trends of the various business segments. Interest and other debt expense, net, and provision for income taxes are centrally managed and, accordingly, such items are not presented by segment since they are not included in the measure of segment profitability reviewed by management.

Segment data were as follows:

	For the Six Months Ended June 30,	
	2006	2005
	(in millions)	
Net revenues:		
North America Beverages	$ 1,614	$ 1,543
North America Cheese & Foodservice	2,964	2,977
North America Convenient Meals	2,444	2,286

North America Grocery	1,422	1,549
North America Snacks & Cereals	3,144	2,949
European Union	3,006	3,203
Developing Markets, Oceania & North Asia	2,148	1,886
Net revenues	$ 16,742	$ 16,393
Earnings from continuing operations before income taxes and minority interest:		
Operating companies income:		
North America Beverages	$ 262	$ 288
North America Cheese & Foodservice	382	450
North America Convenient Meals	385	382
North America Grocery	498	411
North America Snacks & Cereals	411	437
European Union	215	387
Developing Markets, Oceania & North Asia	133	153
Amortization of intangibles	(5)	(5)
General corporate expenses	(86)	(96)
Operating income	2,195	2,407
Interest and other debt expense, net	(243)	(350)
Earnings from continuing operations before income taxes and minority interest	$ 1,952	$ 2,057

	For the Three Months Ended June 30,	
	2006	2005
	(in millions)	
Net revenues:		
North America Beverages	$ 819	$ 771
North America Cheese & Foodservice	1,495	1,487
North America Convenient Meals	1,230	1,146
North America Grocery	790	830
North America Snacks & Cereals	1,611	1,517
European Union	1,539	1,589
Developing Markets, Oceania & North Asia	1,135	994
Net revenues	$ 8,619	$ 8,334

	For the Three Months Ended June 30,	
	2006	2005
	(in millions)	
Earnings from continuing operations before income taxes and minority interest:		
Operating companies income:		
North America Beverages	$ 115	$ 126
North America Cheese & Foodservice	179	231
North America Convenient Meals	185	184
North America Grocery	294	279
North America Snacks & Cereals	269	238
European Union	86	142
Developing Markets, Oceania & North Asia	98	105
Amortization of intangibles	(3)	(2)
General corporate expenses	(46)	(53)
Operating income	1,177	1,250
Interest and other debt expense, net	(147)	(174)
Earnings from continuing operations before income taxes and minority interest	$ 1,030	$ 1,076

As discussed in Note 2. *Asset Impairment, Exit and Implementation Costs*, the Company recorded asset impairment, exit and implementation costs of $458 million and $243 million, respectively, during the six months and three months ended June 30, 2006, and $224 million and $55 million, respectively, during the six months and three months ended June 30, 2005. See Note 2 for a breakdown of these pre-tax charges by segment.

During the second quarter of 2006, the Company sold its industrial coconut assets and recorded a pre-tax loss of $8 million. This loss is included in the operating companies income of the North America Cheese & Foodservice segment. During the first quarter of 2006, the Company sold certain Canadian assets and recorded a pre-tax loss of $1 million. This loss is included in the operating companies income of the North America Grocery segment. In addition, during the first quarter of 2006, the Company sold a small U.S. biscuit brand, resulting in a pre-tax loss of $2 million. This loss is included in the operating companies income of the North America Snacks & Cereals segment.

During the second quarter of 2005, the Company sold its fruit snacks assets and recorded a pre-tax loss of $2 million. This loss is included in the operating companies income of the North America Grocery segment. Also in the second quarter of 2005, the Company recorded a pre-tax gain of $1 million from the sale of its U.S. yogurt assets. This gain is included in the operating companies income of the North America Cheese & Foodservice segment. During the first quarter of 2005, the Company sold its U.K. desserts assets and recorded a pre-tax gain of $115 million. This gain is included in the operating companies income of the European Union segment. In addition, the Company sold a minor trademark in Mexico, resulting in a pre-tax gain of $1 million. This gain is included in the operating companies income of the Developing Markets, Oceania & North Asia segment.

Net revenues by consumer sector, which include the separation of Foodservice into sector components, were as follows (in millions):

	For the Six Months Ended June 30, 2006			For the Six Months Ended June 30, 2005		
	Kraft North America Commercial	Kraft International Commercial	Total	Kraft North America Commercial	Kraft International Commercial	Total
Consumer Sector:						
Snacks	$ 2,622	$ 1,994	$ 4,616	$ 2,502	$ 1,883	$ 4,385
Beverages	1,744	1,868	3,612	1,671	1,829	3,500
Cheese & Dairy	2,343	744	3,087	2,341	765	3,106
Grocery	2,295	369	2,664	2,345	420	2,765
Convenient Meals	2,584	179	2,763	2,445	192	2,637
Net revenues	$ 11,588	$ 5,154	$ 16,742	$ 11,304	$ 5,089	$ 16,393

	For the Three Months Ended June 30, 2006			For the Three Months Ended June 30, 2005		
	Kraft North America Commercial	Kraft International Commercial	Total	Kraft North America Commercial	Kraft International Commercial	Total
Consumer Sector:						
Snacks	$ 1,358	$ 986	$ 2,344	$ 1,295	$ 886	$ 2,181
Beverages	890	994	1,884	840	964	1,804
Cheese & Dairy	1,171	386	1,557	1,147	396	1,543
Grocery	1,222	204	1,426	1,240	227	1,467
Convenient Meals	1,304	104	1,408	1,229	110	1,339
Net revenues	$ 5,945	$ 2,674	$ 8,619	$ 5,751	$ 2,583	$ 8,334

Note 10. Financial Instruments:

During the six months and three months ended June 30, 2006 and 2005, ineffectiveness related to cash flow hedges was not material. At June 30, 2006, the Company was hedging forecasted transactions for periods not exceeding the next eighteen months and expects substantially all amounts reported in accumulated other comprehensive earnings (losses) to be reclassified to the consolidated statement of earnings within the next twelve months.

Hedging activities affected accumulated other comprehensive earnings (losses), net of income taxes, as follows:

	For the Six Months Ended June 30,		For the Three Months Ended June 30,	
	2006	2005	2006	2005
	(in millions)			
(Loss) gain at beginning of period	$ (4)	$ 6	$ —	$ 27
Derivative losses (gains) transferred to earnings	10	(12)	1	(15)
Change in fair value	(9)	20	(4)	2
(Loss) gain as of June 30	$ (3)	$ 14	$ (3)	$ 14

Note 11. Benefit Plans:

The Company sponsors noncontributory defined benefit pension plans covering substantially all U.S. employees. Pension coverage for employees of the Company's non-U.S. subsidiaries is provided, to the extent deemed appropriate, through separate plans, many of which are governed by local statutory requirements. In addition, the Company's U.S. and Canadian subsidiaries provide health care and other benefits to substantially all retired employees. Health care benefits for retirees outside the United States and Canada are generally covered through local government plans.

Pension Plans

Components of Net Periodic Benefit Cost

Net periodic pension cost consisted of the following for the six months and three months ended June 30, 2006 and 2005:

	U.S. Plans For the Six Months Ended June 30,		Non-U.S. Plans For the Six Months Ended June 30,	
	2006	2005	2006	2005
	(in millions)			
Service cost	$ 85	$ 82	$ 46	$ 41
Interest cost	177	173	83	86
Expected return on plan assets	(252)	(254)	(99)	(97)
Amortization:				
Unrecognized net loss from experience differences	99	83	34	24
Prior service cost	3	2	4	4
Other expense		11		4
Net periodic pension cost	$ 112	$ 97	$ 68	$ 62

	U.S. Plans For the Three Months Ended June 30,		Non-U.S. Plans For the Three Months Ended June 30,	
	2006	2005	2006	2005
	(in millions)			
Service cost	$ 41	$ 40	$ 23	$ 21
Interest cost	88	85	42	43
Expected return on plan assets	(127)	(128)	(50)	(49)
Amortization:				
Unrecognized net loss from experience differences	51	42	17	12
Prior service cost	2	1	2	2
Other expense				3
Net periodic pension cost	$ 55	$ 40	$ 34	$ 32

Other expense, above, is due primarily to additional pension benefits related to workforce reduction programs under the Company's restructuring program and is included as part of asset impairment and exit costs.

Employer Contributions

The Company presently makes, and plans to make, contributions, to the extent that they are tax deductible and do not generate an excise tax liability, in order to maintain plan assets in excess of the accumulated benefit obligation of its funded U.S. and non-U.S. plans. During the six months ended June 30, 2006, approximately $135 million and approximately $50 million of employer contributions were made to U.S. plans and non-U.S. plans, respectively. Currently, the Company anticipates making additional contributions of approximately $15 million during the remainder of 2006 to its U.S. plans and approximately $60 million during the remainder of 2006 to its non-U.S. plans, based on current tax law. However, these estimates are subject to change as a result of many factors, including changes in tax and other benefit laws, as well as asset performance significantly above or below the assumed long-term rate of return on pension assets, or significant changes in interest rates. During the six months ended June 30, 2005, approximately $200 million and approximately $50 million of employer contributions were made to U.S. plans and non-U.S. plans, respectively.

Postretirement Benefit Plans

Net postretirement health care costs consisted of the following for the six months and three months ended June 30, 2006 and 2005:

	For the Six Months Ended June 30,		For the Three Months Ended June 30,	
	2006	2005	2006	2005
	(in millions)			
Service cost	$ 25	$ 24	$ 12	$ 12
Interest cost	87	85	42	42
Amortization:				
Unrecognized net loss from experience differences	41	29	16	15

Unrecognized prior service cost	(13)	(12)	(7)	(6)
Net postretirement health care costs	$ 140	$ 126	$ 63	$ 63

Note 12. Income Taxes:

The Company accounts for income taxes in accordance with SFAS No. 109, "Accounting for Income Taxes." The U.S. accounts of the Company are included in the consolidated federal income tax return of Altria Group, Inc. Income taxes are generally computed on a separate company basis. To the extent that foreign tax credits, capital losses and other credits generated by the Company, which cannot currently be utilized on a separate company basis, are utilized in Altria Group, Inc.'s consolidated federal income tax return, the benefit is recognized in the calculation of the Company's provision for income taxes. The Company makes payments to, or is reimbursed by, Altria Group, Inc. for the tax effects resulting from its inclusion in Altria Group, Inc.'s consolidated federal income tax return, including current taxes payable and net changes in tax provisions. Significant judgment is required in determining income tax provisions and in evaluating tax positions. The Company establishes additional provisions for income taxes when, despite the belief that existing tax positions are fully supportable, there remain certain positions that are likely to be challenged and that may not be sustained on review by tax authorities. The Company evaluates and potentially adjusts these provisions in light of changing facts and circumstances. The consolidated tax provision includes the impact of changes to accruals deemed necessary. Upon the closure of current and future tax audits in various jurisdictions, significant income tax accrual reversals could continue to occur, which could trigger cash reimbursements from Altria Group, Inc.

The Company is regularly audited by federal, state and foreign tax authorities, and these audits are at various stages at any given time. Any tax contingency reserves in excess of additional assessed liabilities will be reversed at the time the audits close.

In the first quarter of 2006, the United States Internal Revenue Service concluded its examination of Altria Group, Inc.'s consolidated tax returns for the years 1996 through 1999 and issued a final Revenue Agents Report on March 15, 2006. Consequently, Altria Group, Inc. reimbursed the Company in cash for unrequired federal tax reserves of $337 million and pre-tax interest of $46 million ($29 million after-tax). The Company also recognized net state tax reversals of $39 million, resulting in a total net earnings benefit of $405 million or $0.24 per diluted share, for the six months ended June 30, 2006.

In July 2006, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation No. 48, "Accounting for the Uncertainty in Income Taxes - an interpretation of FASB Statement No. 109," which will become effective for the Company on January 1, 2007. The Interpretation prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of a tax position taken in a tax return. The Company and Altria Group, Inc. are presently evaluating the impact of FASB Interpretation No. 48 and currently believe that its adoption will result in an increase to shareholders' equity on January 1, 2007, which might be significant.

Note 13. Subsequent Events:

United Biscuits Agreement

In July 2006, the Company announced an agreement with United Biscuits ("UB") to acquire the Spanish and Portuguese operations of UB, and rights to all Nabisco trademarks in the European Union, Eastern Europe, the Middle East and Africa, which UB has held since 2000, for a total cost of approximately $1.07 billion.

The Spanish and Portuguese operations of UB include its biscuits, dry desserts, canned meats, tomato and fruit juice businesses as well as seven UB manufacturing facilities and 1,300 employees. Together, these businesses generated net revenues of approximately $400 million in 2005.

The acquisition will be financed by the Company's assumption of approximately $548 million of debt issued by the acquired business immediately prior to the acquisition, as well as $522 million of value for the redemption of the Company's outstanding investment in UB, primarily deep-discount securities. The redemption of the Company's interest in UB is expected to result in a gain on closing of approximately $0.13 per diluted share, subject to currency movements and the finalization of income tax effects.

The transaction is expected to close in the third quarter of 2006, pending regulatory approval.

Rice Sale

On July 27, 2006, the Company announced that it had agreed to sell its rice brand and assets for approximately $280 million. The transaction, which is subject to regulatory review, is expected to result in an after-tax gain of approximately $160 million.

PART II - OTHER INFORMATION

Item 6.	Exhibits.

31.1	Certification of the Registrant’s Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Registrant’s Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of the Registrant’s Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of the Registrant’s Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

KRAFT FOODS INC.

/s/ JAMES P. DOLLIVE

James P. Dollive, Executive Vice President and
Chief Financial Officer

August 9, 2006

EXHIBIT 31.1

Certifications

I, Irene B. Rosenfeld, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Kraft Foods Inc.;

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.

Date: August 9, 2006

/s/ IRENE B. ROSENFELD

Irene B. Rosenfeld
Chief Executive Officer

EXHIBIT 31.2

Certifications

I, James P. Dollive, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Kraft Foods Inc.;

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.

Date: August 9, 2006

/s/ JAMES P. DOLLIVE
James P. Dollive
Executive Vice President and
Chief Financial Officer

EXHIBIT 32.1

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Kraft Foods Inc. (the “Company”) on Form 10-Q/A for the period ended June 30, 2006 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Irene B. Rosenfeld, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the 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 Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ IRENE B. ROSENFELD

Irene B. Rosenfeld
Chief Executive Officer
August 9, 2006

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Kraft Foods Inc. and will be retained by Kraft Foods Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 32.2

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Kraft Foods Inc. (the “Company”) on Form 10-Q/A for the period ended June 30, 2006 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, James P. Dollive, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the 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 Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ JAMES P. DOLLIVE

James P. Dollive
Executive Vice President and
Chief Financial Officer
August 9, 2006

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Kraft Foods Inc. and will be retained by Kraft Foods Inc. and furnished to the Securities and Exchange Commission or its staff upon request.