

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-9

Solicitation/Recommendation Statement
Pursuant to Section 14(d)(4) of the
Securities Exchange Act of 1934

(Amendment No. 1)

BORDEN, INC.
(Name of Subject Company)

BORDEN, INC.
(Name of Person(s) Filing Statement)

Common Stock, Par Value \$.625 Per Share
(Title of Class of Securities)

099599102
(CUSIP Number of Class of Securities)

Allan L. Miller, Esq.
Senior Vice President, Chief Administrative Officer
and General Counsel
Borden, Inc.
180 East Broad Street
Columbus, Ohio 43215
(614) 225-4000

(Name, address and telephone number of person
authorized to receive notice and communications on
behalf of the person(s) filing statement)

With a copy to:
Andrew R. Brownstein, Esq.
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019
(212) 403-1000

This Amendment No. 1 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 of Borden, Inc., a New Jersey corporation, filed with the Securities and Exchange Commission on November 22, 1994 (the "Schedule 14D-9"), with respect to the exchange offer made by Borden Acquisition Corp., a New Jersey corporation (the "Purchaser"), Whitehall Associates, L.P., a Delaware limited partnership (the "Partnership"), and KKR Partners II, L.P., a Delaware limited partnership (together with the Partnership, the "Common Stock Partnerships"), to exchange shares, owned by the Purchaser or its affiliates, of common stock, par value \$.01 per share (the "Holdings Common Stock"), of RJR Nabisco Holdings Corp., a Delaware corporation ("Holdings"), for all outstanding Shares and the associated preferred stock purchase rights (the "Rights"), not already owned by the Purchaser or

its affiliates, upon the terms and subject to the conditions set forth in the Offering Circular/Prospectus, dated November 22, 1994, and the related Letter of Transmittal. Under the terms of the Exchange Offer, each Share accepted by the Purchaser in accordance with the Exchange Offer shall be exchanged for that number of fully paid and nonassessable shares of Holdings Common Stock equal to the Exchange Ratio. The term "Exchange Ratio" means the quotient (rounded to the nearest 1/100,000) obtained by dividing (i) \$14.25 by (ii) the average of the average of the high and low sales prices of the Holdings Common Stock as reported on the New York Stock Exchange (the "NYSE") Composite Tape on each of the ten full consecutive trading days ending immediately prior to the ten business day period ending on the date of expiration of the Exchange Offer, including any extension thereof (the "Valuation Period"), provided that the Exchange Ratio shall not be less than 1.78125 or greater than 2.375.

Capitalized terms used and not defined herein shall have the meanings assigned such terms in the Schedule 14D-9 as heretofore amended and supplemented.

Item 4. The Solicitation or Recommendation.

(a)-(b) The description under "Background and Reasons for the Board's Recommendation; Opinions of Financial Advisors--Background--Events Subsequent to Announcement of the KKR Transaction" is hereby amended and supplemented by adding the following information:

On November 30, 1994, the Company issued the press release filed as an exhibit hereto and incorporated herein by reference which announced that the Company had received a letter from Japonica (a copy of which is included with the

press release) and that the Board will consider and respond to such letter as soon as practicable.

Item 8. Additional Information to be Furnished.

(a)-(c) The description under "Antitrust" is hereby amended and supplemented by adding the following information:

On November 24, 1994, the Commission of the European Communities issued a Decision Letter, pursuant to Article 6(1)(b) of Council Regulation No. 4064/89 (the "Merger Regulation"), declaring the proposed acquisition of the Company, by an affiliate of KKR, compatible with the common market and with the functioning of the EEA Agreement.

Item 9. Material to be Filed as Exhibits.

Exhibit 99.1** -- Letter of Intent dated September 11, 1994 between the Company and the Partnership (incorporated by reference to Exhibit 99 to the Company's Report on Form 8-K, dated September 11, 1994).

Exhibit 99.2** -- Agreement and Plan of Merger, dated as of September 23, 1994, among the Partnership, the Purchaser and the Company (incorporated by reference to Exhibit 3 to the Company's Report on Form 8-K, dated September 23, 1994 (the "September 23, 1994 8-K")).

Exhibit 99.3** -- Form of Amendment, dated as of November 15, 1994, among the Purchaser, the Partnership and the Company, to the Agreement and Plan of Merger, dated as of September 23, 1994, among the Partnership, the Purchaser and the Company.

* Included with Schedule 14D-9 mailed to shareholders of the Company.

** Previously filed.

- Exhibit 99.4** -- Conditional Purchase/Stock Option Agreement, dated as of September 23, 1994, among the Partnership, the Purchaser and the Company (incorporated by reference to Exhibit 4 to the September 23, 1994 8-K).
- Exhibit 99.5** -- Confidentiality Agreement, dated August 2, 1994, between KKR and the Company.
- Exhibit 99.6** -- Letter to Shareholders of the Company dated November 22, 1994.*
- Exhibit 99.7** -- Letter from P.B. Kazarian to F.J. Tasco, dated May 24, 1994 (incorporated by reference to Exhibit 1 to the Company's Report on Form 8-K, dated October 5, 1994, regarding the background and reasons for entering into the Merger Agreement and the Conditional Purchase/Option Agreement (the "October 5, 1994 8-K")).
- Exhibit 99.8** -- Letter from P.B. Kazarian to F.J. Tasco, dated June 5, 1994 (incorporated by reference to Exhibit 2 to the October 5, 1994 8-K).
- Exhibit 99.9** -- Letter from Japonica Partners to J. Rosenfeld, dated June 8, 1994 (incorporated by reference to Exhibit 3 to the October 5, 1994 8-K).
- Exhibit 99.10** -- Letter from F.J. Tasco to Japonica Partners, dated June 13, 1994 (incorporated by reference to Exhibit 4 to the October 5, 1994 8-K).
- Exhibit 99.11** -- Letter from P.B. Kazarian to J. Rosenfeld, dated June 20, 1994 (incorporated by reference to Exhibit 5 to the October 5, 1994 8-K).

* Included with Schedule 14D-9 mailed to shareholders of the Company.

** Previously filed.

- Exhibit 99.12** -- Letter from P.B. Kazarian to M. David-Weill, dated June 24, 1994 (incorporated by reference to Exhibit 6 to the October 5, 1994 8-K).
- Exhibit 99.13** -- Letter from P.B. Kazarian to F.J. Tasco, dated July 5, 1994 (incorporated by reference to Exhibit 7 to the October 5, 1994 8-K).
- Exhibit 99.14** -- Letter from P.B. Kazarian to F.J. Tasco, dated July 14, 1994 (incorporated by reference to Exhibit 8 to the October 5, 1994 8-K).
- Exhibit 99.15** -- Letter from F.J. Tasco to P.B. Kazarian, dated July 19, 1994 (incorporated by reference to Exhibit 9 to the October 5, 1994 8-K).
- Exhibit 99.16** -- Letter from Japonica Partners to J. Rosenfeld, dated July 26, 1994 (incorporated by reference to Exhibit 10 to the October 5, 1994 8-K).
- Exhibit 99.17** -- Letter from Japonica Partners to F.J. Tasco, dated July 26, 1994 (incorporated by reference to Exhibit 11 to the October 5, 1994 8-K).
- Exhibit 99.18** -- Letter from P.B. Kazarian to F.J. Tasco, dated August 11, 1994 (incorporated by reference to Exhibit 12 to the October 5, 1994 8-K).
- Exhibit 99.19** -- Letter from P.B. Kazarian to F.J. Tasco, dated August 19, 1994 (incorporated by reference to Exhibit 13 to the October 5, 1994 8-K).
- Exhibit 99.20** -- Letter from Japonica Partners to E.R. Shames with attached list of questions to management, dated September 7, 1994 (incorporated by reference to Exhibit 14 to the October 5, 1994 8-K).

* Included with Schedule 14D-9 mailed to shareholders of the Company.

** Previously filed.

- Exhibit 99.21** -- Letter from P.B. Kazarian to F.J. Tasco, dated September 13, 1994 (incorporated by reference to Exhibit 15 to the October 5, 1994 8-K).
- Exhibit 99.22** -- Letter from A.L. Miller to P.B. Kazarian, dated September 14, 1994 (incorporated by reference to Exhibit 16 to the October 5, 1994 8-K).
- Exhibit 99.23** -- Letter from Japonica Partners to F.J. Tasco, dated September 15, 1994 (incorporated by reference to Exhibit 17 to the October 5, 1994 8-K).
- Exhibit 99.24** -- Letter from F.J. Tasco to P.B. Kazarian with attached confidentiality letter, dated September 16, 1994 (incorporated by reference to Exhibit 18 to the October 5, 1994 8-K).
- Exhibit 99.25** -- Letter from Japonica Partners to F.J. Tasco, dated September 17, 1994 (incorporated by reference to Exhibit 19 to the October 5, 1994 8-K).
- Exhibit 99.26** -- Letter from F.J. Tasco to P.B. Kazarian, dated September 19, 1994 (incorporated by reference to Exhibit 20 to the October 5, 1994 8-K).
- Exhibit 99.27** -- Letter from Japonica Partners to F.J. Tasco with "Dynamic Tension" and "Management Principles" attachments, dated September 21, 1994 (incorporated by reference to Exhibit 21 to the October 5, 1994 8-K).
- Exhibit 99.28** -- Letter from Japonica Partners to the Board, dated September 22, 1994 (incorporated by reference to Exhibit 22 to the October 5, 1994 8-K).

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** Previously filed.

- Exhibit 99.29** -- Letter from F.J. Tasco to P.B. Kazarian, dated September 23, 1994 (incorporated by reference to Exhibit 23 to the October 5, 1994 8-K).
- Exhibit 99.30** -- Letter from A.R. Brownstein to M. Nussbaum, dated September 26, 1994 (incorporated by reference to Exhibit 24 to the October 5, 1994 8-K).
- Exhibit 99.31** -- Letter from Japonica Partners to F.J. Tasco, dated September 27, 1994 (incorporated by reference to Exhibit 25 to the October 5, 1994 8-K).
- Exhibit 99.32** -- Letter from M. Nussbaum to M. Lipton, dated October 5, 1994 (incorporated by reference to Exhibit 26 to the October 5, 1994 8-K).
- Exhibit 99.33** -- Letter from Japonica Partners to the Board, dated October 5, 1994 (incorporated by reference to Exhibit 27 to the October 5, 1994 8-K).
- Exhibit 99.34** -- Letter from Japonica Partners to the Board, dated October 18, 1994.
- Exhibit 99.35** -- Letter from F.J. Tasco to P.B. Kazarian, dated October 27, 1994.
- Exhibit 99.36** -- Opinion of Lazard Freres, dated September 22, 1994 (set forth as Annex A to the Schedule 14D-9).*
- Exhibit 99.37** -- Opinion of First Boston, dated September 22, 1994 (set forth as Annex B to the Schedule 14D-9).*
- Exhibit 99.38** -- Complaint filed in Kohnstamm v. Borden, Inc. (N.J. Super. Ch. Div. Sept. 12, 1994)
- Exhibit 99.39** -- Complaint filed in Hartman v. Borden, Inc. (Ohio Ct. Common Pleas Sept. 12, 1994).

* Included with Schedule 14D-9 mailed to shareholders of the Company.

** Previously filed.

- Exhibit 99.40** -- Complaint filed in Jaroslawicz v. Borden, Inc. (Ohio Ct. Common Pleas Sept. 22, 1994).
- Exhibit 99.41** -- Complaint filed in Lubin v. Borden, Inc. (N.J. Super. Ch. Div. Sept. 12, 1994).
- Exhibit 99.42** -- Complaint filed in Weiss v. Borden, Inc. (N.J. Super. Ch. Div. Sept. 12, 1994).
- Exhibit 99.43** -- Complaint filed in Stepak v. Borden, Inc. (N.J. Super. Ch. Div. Sept. 16, 1994).
- Exhibit 99.44** -- Complaint filed in Strougo v. Borden, Inc. (N.J. Super. Ch. Div. Sept. 13, 1994).
- Exhibit 99.45** -- Complaint filed in Krim v. Borden, Inc. (N.J. Super. Ch. Div. Sept. 14, 1994).
- Exhibit 99.46** -- Complaint filed in Peterson v. Borden, Inc. (N.J. Super. Ch. Div. Sept. 16, 1994).
- Exhibit 99.47** -- Complaint filed in Marcus v. Borden, Inc. (N.J. Super. Ch. Div. Sept. 22, 1994).
- Exhibit 99.48** -- Complaint filed in Dwyer v. Borden, Inc. (N.J. Super. Ch. Div. Sept. 23, 1994).
- Exhibit 99.49** -- Complaint filed in Shingala v. Harper (Del. Ch. Sept. 13, 1994).
- Exhibit 99.50** -- Complaint filed in Pittman Neurosurgical v. Borden, Inc. (N.J. Super. Ch. Div. Sept. 29, 1994).

* Included with Schedule 14D-9 mailed to shareholders of the Company.

** Previously filed.

- Exhibit 99.51** -- 1994 Management Incentive Plan (incorporated by reference to Exhibit 10(iv) to the Company's Annual Report on Form 10-K for the year ended December 31, 1993 (the "1993 10-K")).
- Exhibit 99.52** -- 1994 Stock Option Plan (incorporated by reference to Exhibit 10(v) to the 1993 10-K).
- Exhibit 99.53** -- Executive Family Survivor Protection Plan as amended through December 9, 1993 (incorporated by reference to Exhibit 10(vi) to the 1993 10-K).
- Exhibit 99.54** -- Executives Excess Benefits Plan as amended through December 9, 1993 (incorporated by reference to Exhibit 10(vii) to the 1993 10-K).
- Exhibit 99.55** -- Executives Supplemental Pension Plan as amended through December 9, 1993 (incorporated by reference to Exhibit 10(viii) to the 1993 10-K).
- Exhibit 99.56** -- Advisory Directors Plan (incorporated by reference to Exhibit 10(viii) to the Company's Annual Report on Form 10-K for the year ending December 31, 1989 (the "1989 10-K")).
- Exhibit 99.57** -- Advisory Directors Plan Trust Agreement (incorporated by reference to Exhibit 10(ix) to the Company's Annual Report on Form 10-K for the year ending December 31, 1988 (the "1988 10-K")).
- Exhibit 99.58** -- Supplemental Benefit Trust Agreement, as amended through December 9, 1993 (incorporated by reference to Exhibit 10(xi) to the 1993 10-K).

* Included with Schedule 14D-9 mailed to shareholders of the Company.

** Previously filed.

- Exhibit 99.59** -- Form of Indemnification Letter Agreements entered into with all Directors of the Company (incorporated by reference to Exhibit 10(xii) to the 1988 10-K).
- Exhibit 99.60** -- Form of Letter Agreement entered into with all holders of stock appreciation rights (incorporated by reference to Exhibit 10(xiii) to the 1989 10-K).
- Exhibit 99.61** -- Agreement with Mr. A.S. D'Amato, Chairman and Chief Executive Officer (incorporated by reference to Exhibit 10(i) to the Company's quarterly report on Form 10-Q for the period ended June 30, 1993 (the "June 30, 1993 10-Q")).
- Exhibit 99.62** -- Amendment to Agreement with Mr. A.S. D'Amato (incorporated by reference to Exhibit 10(i) to the Company's quarterly report on Form 10-Q for the period ended September 30, 1993).
- Exhibit 99.63** -- Supplement to Agreement with Mr. A.S. D'Amato (incorporated by reference to Exhibit 10(xiv)(a) to the 1993 10-K).
- Exhibit 99.64** -- Agreement with Mr. E.R. Shames, President and Chief Operating Officer (incorporated by reference to Exhibit 10(ii) to the June 30, 1993 10-Q).
- Exhibit 99.65** -- Description of Amendment to Agreement with Mr. E.R. Shames (incorporated by reference to Exhibit 10(xiv)(e) to the 1993 10-K).
- Exhibit 99.66** -- Agreement with Mr. R.J. Ventres, Chairman of the Executive Committee of the Board (incorporated by reference to Exhibit 10(xvii)(b) to the Company's Annual Report on Form 10-K for the year ended December 31, 1991).

* Included with Schedule 14D-9 mailed to shareholders of the Company.

** Previously filed.

- Exhibit 99.67** -- Description of Amendment to Agreement with Mr. R.J. Ventres (incorporated by reference to Exhibit 10(xiv)(g) to the 1993 10-K).
- Exhibit 99.68** -- Form of salary continuance arrangement with Executive Officers (incorporated by reference to Exhibit 10(ix)(c) to the Company's Annual Report on Form 10-K for the year ended December 31, 1987).
- Exhibit 99.69** -- Agreement with Mr. J.G. Hattinger (incorporated by reference to Exhibit 10(xiv)(i) to the 1993 10-K).
- Exhibit 99.70** -- Agreement with Mr. G.J. Waydo (incorporated by reference to Exhibit 10(xiv)(j) to the 1993 10-K).
- Exhibit 99.71** -- Description of Amendment to Agreement with Mr. E.R. Shames (incorporated by reference to Exhibit 10(i) to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994 (the "June 30, 1994 10-Q").
- Exhibit 99.72** -- Agreement with Mr. L.O. Doza dated June 2, 1994 (incorporated by reference to Exhibit 10(ii) to the June 30, 1994 10-Q).
- Exhibit 99.73** -- Supplement to Agreement with Mr. G.J. Waydo dated May 4, 1994 (incorporated by reference to Exhibit 10(iii) to the June 30, 1994 10-Q).
- Exhibit 99.74** -- Supplement to Agreement with Mr. G.J. Waydo dated June 20, 1994 (incorporated by reference to Exhibit 10(iv) to the June 30, 1994 10-Q).
- Exhibit 99.75** -- Supplement to Agreement with Mr. G.J. Waydo dated September 30, 1994.

* Included with Schedule 14D-9 mailed to shareholders of the Company.

** Previously filed.

- Exhibit 99.76** -- Form of Indemnification Agreement,
dated as of October 4, 1994, among
Holdings, the Partnership, Purchaser
and the Company.
- Exhibit 99.77** -- Joint Press Release of the Company and
KKR dated November 22, 1994.
- Exhibit 99.78 -- Press Release of the Company, dated
November 30, 1994, including letter
from Japonica Partners to F.J. Tasco,
dated November 30, 1994

* Included with Schedule 14D-9 mailed to shareholders of
the Company.

** Previously filed.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

BORDEN, INC.

Dated: December 1, 1994

By: /s/ Allan L. Miller
Name: Allan L. Miller
Title: Senior Vice President,
Chief Administrative
Officer and General Counsel

EXHIBIT INDEX

Exhibit	Description	Sequential Number
Exhibit 99.78 --	Press Release of the Company, dated November 30, 1994, including letter from Japonica Partners to F.J. Tasco, dated November 30, 1994	

Exhibit 99.78

CONTACT: Nick Iammartino Jim Fingeroth/Fred Spar
 Borden, Inc. Kekst and Company
 614-225-4485 212-593-2655

BORDEN STATEMENT ON JAPONICA LETTER

COLUMBUS, OHIO, November 30, 1994 -- Borden, Inc., announced this evening that it has received the attached letter from Japonica Partners. Borden stated that its Board of Directors will consider and respond to the document as soon as practicable.

(letter attached)

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[Letterhead of JAPONICA PARTNERS]

November 30, 1994

Frank J. Tasco
Director
Borden, Inc.
277 Park Avenue
New York, NY 10172

Dear Mr. Tasco:

Japonica Partners is pleased to make the definitive proposal you have requested. Under our \$2.4 billion proposal, Borden, Inc. shareholders would receive cash and securities valued at \$17.00 per share, at 19% premium over the stated value of the KKR/Lazard proposal and a 43% premium over the trading price on the day preceding the announcement of the KKR/Lazard proposal.

The greatest potential for an increase in shareholder wealth will come from unleashing the value contained within the company. Shareholders who desire to participate in Borden, Inc.'s recovery will be provided the opportunity to do so through a tax advantaged transaction in which a substantial portion of the consideration would be realized without the recognition of gain. Our proposal provides the resources for those shareholders wishing to divest their common equity investment in Borden, Inc. at \$17.00 per share (a minority in our

view).

Shareholders Participate in Borden, Inc.'s Recovery

Borden, Inc. would spin off its packaged foods division ("Borden Foods") and dairy business ("Borden Nutrition") through a stock dividend consisting of one share each of Borden Foods and Borden Nutrition per share of Borden, Inc. As a result, continuing shareholders of Borden, Inc. would have shares of three independent public companies with an aggregate

initial value of \$17.00 per share (see the two attached comparisons of the values in our proposal with the KKR/Lazard proposal). We believe that the value of these shares will increase to between \$22.00 and \$25.00 per share, based on our earnings projections for 1995 of \$1.41 per share and \$2.03 per share for 1996 (see attached EPS chart). We are confident that these results can be achieved through effective execution of 1990's business practices, such as best in class use of Efficient Consumer Response, a refocus of company resources towards value-added products and a movement away from the current commodity mentality.

Shareholders Desiring to Divest their Common Equity Positions

Concurrent with the spin-off, Japonica is prepared to make an initial cash investment of \$430 million to purchase common equity. This cash, together with an additional \$240 million in Borden, Inc. preferred stock, priced to trade at par, would be used to repurchase 30% of Borden, Inc.'s currently outstanding shares at \$17.00 a share.

For our \$430 million investment, Japonica would receive shares in the three public companies in varying percentages, priced on the same basis used for the valuation to Borden, Inc. shareholders (an aggregate of \$17.00 per share). The allocation of Japonica's investment will be weighted toward the units requiring the greatest turnaround. Japonica would also receive warrants to acquire 10% of Borden, Inc. at an exercise price of \$17.00 per share, i.e., an incentive comparable to that which was to be provided to RJR Nabisco in the agreement in principle relating to its proposed equity infusion which was subsequently withdrawn unilaterally by RJR/KKR.

Continued Control by Borden, Inc. Shareholders

Consistent with Japonica's philosophy of responsiveness to the interests of shareholders, Japonica's representation on the boards of Borden, Inc. and its constituent companies will be in appropriate proportion to its equity ownership in each company. Recommendations for additional directors will be actively solicited from shareholders. Japonica Partners' willingness to limit the extent of its control is in response to the desire of Borden, Inc.'s shareholders to continue to possess the potential to participate in control premiums realized from a future change in control once the basic shareholder values are restored.

As should be obvious, the bulk of the \$2.4 billion comes from the recovery opportunities of the three separate public companies. Our relatively modest initial equity investment is intended to accommodate what we believe to be current shareholders' desire to share in Borden, Inc.'s recovery. While Japonica's ownership is smaller than our historical investments, it is a reflection of appropriate financing for the 1990's. Accordingly, we do not anticipate excessively leveraging our investment.

Next Steps

We wish to meet with the Board of Directors in New York on December 6th after the close of the market. We are making arrangements for appropriate facilities. At this meeting, we would be prepared to respond to questions you may have as to our proposal. In order to assure appropriate shareholder input at this meeting, we would suggest that representatives of your more substantial institutional shareholders be invited to participate.

We believe that your fiduciary duties as directors mandate that you take steps to provide Borden, Inc. shareholders with a fair opportunity to select between our proposal and the KKR/Lazard proposal. Toward that end, we would urge you to call a special meeting of Borden, Inc. shareholders. As you know, Borden, Inc. shareholders holding 10% of Borden, Inc.'s stock have the right under New Jersey law to petition a New Jersey court to call a special meeting of shareholders. The ability to call a special meeting is also held by you, individually, as Chairman of the Board, and by Ervin Shames, as Chief Executive Officer who abstained from the vote on the KKR/Lazard proposal. If the board would prefer that shareholders act independently to call a meeting, we are willing to consider providing appropriate assistance to facilitate such a meeting.

We are firmly convinced that after you have reviewed our proposal and met with us, the board may wish to withdraw its recommendation in favor of the KKR-Lazard proposal, and allow shareholders to decide between the two transactions in a

Page 4
Frank J. Tasco
November 30, 1994

non-coercive manner. We look forward to our discussions and to our role in enhancing shareholder value as a proactive white knight.

Sincerely,

/s/ JAPONICA PARTNERS
JAPONICA PARTNERS

cc: Board of Directors

JAPONICA PARTNERS PROPOSAL TO REBUILD BORDEN

Proposal Comparison

	Japonica Rebuild Proposal	KKR-Lazard Buyout Proposal
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Initial Value - Per Share	\$17.00	\$14.25 Stated Value
Total Value	\$2.4 Billion	\$2.0 Billion
Premium over KKR-Lazard	19.3%	N.A.
Strategic Plan	Major Investment & Rebuilding	"Control" in 100% Stock Swap & Reportedly Break-up
Medium of Exchange	Cash & Borden Securities	RJR Holdings Stock
Equity Ownership	3 Borden Publicly Traded Companies	RJR Holdings with 20% of Nabisco Foods Sold
Participation in Borden Recovery	Yes	None (30% Withdrawn)
Tax Treatment, Excluding Cash	Predominantly Non-Taxable	Taxable
Corporate Governance	No Change of Control	KKR Control
Cash Fees & Expenses	Nominal	Approximately \$100 to \$150 Million

JAPONICA PARTNERS PROPOSAL TO REBUILD BORDEN

Summary Comparison

Japonica Rebuild Proposal

\$17.00

A graphic with bar graph, to the left showing, the following text in boxes in a column:

"Borden Foods	\$9.65
Borden, Inc.	\$5.00
Borden Nutrition	\$2.35"

KKR-Lazard Buyout Proposal

\$14.25

A graphic with bar graph with one box containing the depiction of what appears to be a cigarette.

to the right of this column is another column with the following text:

"Cash & Preferred \$17.00"

Superimposed on these two columns is a circle with the depiction of what appears to be a lighted cigarette in it and a diagonal line across the circle.

JAPONICA PARTNERS PROPOSAL TO REBUILD BORDEN
EPS Estimates - Japonica Plan vs. Management's

A graphic showing the following data:

	Management's Plan	Japonica Plan
1994	\$0.38	
1995	\$0.75	\$1.41
1996	\$0.81	\$2.03
1997	\$1.10	\$2.58
1998	\$1.21	\$2.90