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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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Amendment No.1 (Final Amendment) to  
SCHEDULE TO  
Tender Offer Statement Under Section  
14(d)(1) or Section 13(E)(1) of the Securities Exchange Act of 1934  
and  
Amendment No. 1 to  
SCHEDULE 13D  
under the Securities Exchange Act of 1934

BALANCE BAR COMPANY  
(Name of Subject Company)

BB ACQUISITION, INC. (offeror)  
a wholly-owned subsidiary of  
KRAFT FOODS, INC.  
a wholly owned subsidiary of  
PHILIP MORRIS COMPANIES INC.  
(Names of Filing Persons  
(identifying status as offeror, issuer or other person))

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COMMON STOCK, PAR VALUE \$0.01 PER SHARE  
(Title of Class of Securities)

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057623100  
(Cusip Number of Class of Securities)

William J. Eichar  
Kraft Foods, Inc.  
Three Lakes Drive  
Northfield, IL 60093  
Telephone: (847) 646-2000  
(Name, address and telephone number of  
person authorized to receive notices  
and communications on behalf of filing persons)

Copy to:  
Michael Timmers  
Kirkland & Ellis  
200 East Randolph Drive  
Chicago, IL 60601  
Telephone: 312-861-2000

CALCULATION OF FILING FEE

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Transaction Valuation*	Amount of Filing Fee
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\$268,364,817

\$53,673

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This Amendment No. 1 (this "Amendment") amends and supplements the Schedule TO filed with the Securities and Exchange Commission on January 28, 2000, by BB Acquisition, Inc. ("Purchaser"), a Delaware corporation and a wholly owned subsidiary of Kraft Foods, Inc., a Delaware corporation ("Parent") and wholly owned subsidiary of Philip Morris Companies Inc. ("Philip Morris"). The Schedule TO relates to the offer to purchase all outstanding shares of common stock, par value \$.01 per share (the "Common Stock") of Balance Bar Company, a Delaware corporation (the "Company"), at a purchase price of \$19.40 per share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated as of January 28, 2000 (the "Offer to Purchase") and in the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the "Offer"). Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Offer to Purchase and the Schedule TO.

This Amendment also amends the Schedule 13D of Purchaser, Parent and Philip Morris filed with the Securities and Exchange Commission on January 31, 2000, which is incorporated herein by reference. Reference is hereby made to the press release dated February 28, 2000, which is attached hereto as Exhibit (a)(9) and is incorporated herein by reference.

ITEM 8. Interest in Securities of the Subject Company.

At 12:00 midnight, New York City time on Friday, February 25, 2000 the Offer expired. Based on preliminary information provided by the Depositary, approximately 12.4 million shares of Common Stock were validly tendered and not withdrawn pursuant to the Offer (including 194,327 shares of Common Stock subject to guarantees of delivery), which together represent approximately 98% of the outstanding shares of Common Stock. The Purchaser has accepted for payment all such shares of Common Stock at the purchase price of \$19.40 per share of Common Stock, net to the seller in cash.

Item 12. Exhibits.

Item 12 is hereby amended to add the following exhibit.

(a)(9) Press release issued by Parent and the Company on February 28, 2000.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

BB ACQUISITION, INC.

By: /s/ William J. Eichar

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Name: William J. Eichar

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Title: President  
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KRAFT FOODS, INC.

By: /s/ William J. Eichar

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Name: William J. Eichar

-----  
Title: Vice President, Mergers and Acquisitions  
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PHILIP MORRIS COMPANIES INC.

By: /s/ G. Penn Holsenbeck

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Name: G. Penn Holsenbeck

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Title: Vice President, Associate General Counsel  
and Corporate Secretary  
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Dated: February 28, 2000

EXHIBIT INDEX

Exhibit No. -----	Exhibit Name -----	Page Number -----
(a)(1)	Offer to Purchase dated January 28, 2000*.....	
(a)(2)	Letter of Transmittal*.....	
(a)(3)	Notice of Guaranteed Delivery*.....	
(a)(4)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees*.....	
(a)(5)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees*.....	
(a)(6)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9*.....	
(a)(7)	Text of Joint Press Release issued by Parent and the Company on January 21, 2000*.....	
(a)(8)	Summary Advertisement as published in The Wall Street Journal on January 28, 2000*.....	
(a)(9)	Press Release issued by Parent and the Company on February 28, 2000.....	
(d)(1)	Agreement and Plan of Merger, dated as of January 21, 2000, among Parent, Purchaser and the Company*.....	
(d)(2)	Form of Support Agreement*.....	
(g)	Not applicable.	
(h)	Not applicable.	

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\* Previously filed

KRAFT FOODS SUBSIDIARY SUCCESSFULLY COMPLETES CASH TENDER OFFER  
FOR SHARES OF BALANCE BAR COMPANY

NORTHFIELD, IL, February 28, 2000--Kraft Foods, Inc., the nation's largest packaged foods company, and Balance Bar Company (NASDAQ-BBAR), a leading maker of nutrition/energy bars, announced today successful completion of the cash tender offer by BB Acquisition, Inc., a wholly-owned subsidiary of Kraft Foods, for all outstanding shares of common stock of Balance Bar. The tender offer expired, as scheduled, at midnight, New York City time, on Friday, February 25, 2000. BB Acquisition has accepted for purchase all shares validly tendered and not withdrawn prior to the expiration of the offer. Based on information provided by American Stock Transfer & Trust Company, as Depositary, approximately 12.3 million shares of Balance Bar have been acquired by BB Acquisition (including 194,327 shares subject to guarantees of delivery), representing approximately 97% of all outstanding shares.

Payment for shares properly tendered and accepted will be made as promptly as practicable and, in the case of shares tendered by guaranteed delivery procedures, promptly after timely delivery of shares and required documentation.

As previously announced, Kraft Foods will acquire the remaining Balance Bar shares in a merger in which each share of Balance Bar common stock will be converted into the right to receive \$19.40 in cash, subject to appraisal rights, and following which Balance Bar will become a wholly owned subsidiary of Kraft Foods. Kraft Foods and Balance Bar expect to consummate the merger as soon as practicable.

Kraft Foods, headquartered in Northfield, IL, is the North American food business of Philip Morris Companies Inc.

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For more information, please visit our website at [www.kraftfoods.com/corporate](http://www.kraftfoods.com/corporate).

Contact: Kraft Foods  
Kathy Knuth, 847/646-2666