

COOPER COMPANIES INC  
Form 10-Q  
March 07, 2008  
Table of Contents

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 10-Q**

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For Quarterly Period Ended January 31, 2008

**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 1-8597

**The Cooper Companies, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware** **94-2657368**  
(State or other jurisdiction of **(I.R.S. Employer**  
incorporation or organization) **Identification No.)**  
**6140 Stoneridge Mall Road, Suite 590, Pleasanton, CA 94588**  
(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code (925) 460-3600**

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  No

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  Accelerated filer  Non-accelerated filer

## Edgar Filing: COOPER COMPANIES INC - Form 10-Q

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

Indicate the number of shares outstanding of each of issuer's classes of common stock, as of the latest practicable date.

Common Stock, \$.10 par value  
Class

44,987,632 Shares  
Outstanding at February 29, 2008

**Table of Contents**

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

INDEX

	<b>Page No.</b>
PART I. FINANCIAL INFORMATION	
Item 1. Financial Statements	
<u>Consolidated Statements of Income - Three Months Ended January 31, 2008 and 2007</u>	3
<u>Consolidated Balance Sheets - January 31, 2008 and October 31, 2007</u>	4
<u>Consolidated Condensed Statements of Cash Flows - Three Months Ended January 31, 2008 and 2007</u>	5
<u>Consolidated Statements of Comprehensive Income - Three Months Ended January 31, 2008 and 2007</u>	6
<u>Notes to Consolidated Condensed Financial Statements</u>	7
Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	30
Item 3. <u>Quantitative and Qualitative Disclosure About Market Risk</u>	48
Item 4. <u>Controls and Procedures</u>	48
PART II. OTHER INFORMATION	
Item 1. <u>Legal Proceedings</u>	49
Item 1A. <u>Risk Factors</u>	52
Item 6. <u>Exhibits</u>	53
<u>Signature</u>	54
<u>Index of Exhibits</u>	55

**Table of Contents**

## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Consolidated Statements of Income

(In thousands, except for earnings per share)

(Unaudited)

	<b>Three Months Ended January 31,</b>	
	<b>2008</b>	<b>2007</b>
Net sales	\$ 245,033	\$ 219,420
Cost of sales	102,151	89,508
<b>Gross profit</b>	<b>142,882</b>	<b>129,912</b>
Selling, general and administrative expense	109,880	97,523
Research and development expense	8,131	11,111
Restructuring costs	823	1,865
Amortization of intangibles	4,097	3,651
<b>Operating income</b>	<b>19,951</b>	<b>15,762</b>
Interest expense	11,106	9,792
Other income, net	642	819
<b>Income before income taxes</b>	<b>9,487</b>	<b>6,789</b>
Provision for income taxes	2,610	1,441
<b>Net income</b>	<b>\$ 6,877</b>	<b>\$ 5,348</b>
<b>Basic earnings per share</b>	<b>\$ 0.15</b>	<b>\$ 0.12</b>
<b>Diluted earnings per share</b>	<b>\$ 0.15</b>	<b>\$ 0.12</b>
Number of shares used to compute earnings per share:		
Basic	44,941	44,568
Diluted	45,129	44,984

See accompanying notes.

**Table of Contents**

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Consolidated Balance Sheets

(In thousands)

(Unaudited)

	January 31, 2008	October 31, 2007
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 2,586	\$ 3,226
Trade accounts receivable, net of allowance for doubtful accounts of \$5,076 at January 31, 2008 and \$6,194 at October 31, 2007	164,167	164,493
Inventories, net	279,007	267,914
Deferred tax assets	20,445	23,395
Prepaid expense and other current assets	60,135	58,494
Total current assets	526,340	517,522
Property, plant and equipment, at cost	824,293	797,038
Less: accumulated depreciation and amortization	205,013	192,508
	619,280	604,530
Goodwill	1,253,951	1,253,686
Other intangibles, net	141,891	145,833
Deferred tax assets	29,575	20,015
Other assets	13,905	18,685
	\$ 2,584,942	\$ 2,560,271
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Short-term debt	\$ 46,858	\$ 46,514
Accounts payable	54,919	61,377
Employee compensation and benefits	27,091	33,772
Accrued acquisition costs	8,740	10,303
Accrued income taxes	14,083	40,322
Other current liabilities	88,385	94,192
Total current liabilities	240,076	286,480
Long-term debt	878,251	830,116
Deferred tax liability	12,110	10,678
Accrued pension liability and other	40,971	9,408
Total liabilities	1,171,408	1,136,682
Commitments and Contingencies (see Note 12)		
Stockholders' equity:		

## Edgar Filing: COOPER COMPANIES INC - Form 10-Q

Preferred stock, 10 cents par value, shares authorized: 1,000; zero shares issued or outstanding		
Common stock, 10 cents par value, shares authorized: 70,000; issued 45,341 at January 31, 2008 and 45,253 at October 31, 2007	4,534	4,525
Additional paid-in capital	1,026,039	1,018,949
Accumulated other comprehensive income	43,388	71,882
Retained earnings	344,992	334,127
Treasury stock at cost: 353 shares at January 31, 2008 and 384 shares at October 31, 2007	(5,419)	(5,894)
 Stockholders' equity	 1,413,534	 1,423,589
	<b>\$ 2,584,942</b>	<b>\$ 2,560,271</b>

See accompanying notes.

**Table of Contents**

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Consolidated Condensed Statements of Cash Flows

(In thousands)

(Unaudited)

	<b>Three Months Ended</b>	
	<b>January 31,</b>	
	<b>2008</b>	<b>2007</b>
<b>Cash flows from operating activities:</b>		
Net income	\$ 6,877	\$ 5,348
Depreciation and amortization	20,112	16,066
Decrease in operating capital	(34,849)	(35,099)
Other non-cash items	2,268	14,446
Net cash (used in) provided by operating activities	(5,592)	761
<b>Cash flows from investing activities:</b>		
Purchases of property, plant and equipment	(42,728)	(50,043)
Acquisitions of businesses, net of cash acquired, and other	(1,714)	(33,940)
Net cash used in investing activities	(44,442)	(83,983)
<b>Cash flows from financing activities:</b>		
Net proceeds of short-term debt	340	10,430
Repayments of long-term debt	(103,450)	(756,437)
Proceeds from long-term debt	151,550	854,800
Debt acquisition costs		(10,387)
Dividends on common stock	(1,349)	(1,337)
Proceeds from exercise of stock options	2,326	1,491
Net cash provided by financing activities	49,417	98,560
Effect of exchange rate changes on cash and cash equivalents	(23)	(18)
Net (decrease) increase in cash and cash equivalents	(640)	15,320
Cash and cash equivalents - beginning of period	3,226	8,224
Cash and cash equivalents - end of period	\$ 2,586	\$ 23,544

See accompanying notes.

**Table of Contents**

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

(In thousands)

(Unaudited)

	<b>Three Months Ended</b>	
	<b>January 31,</b>	
	<b>2008</b>	<b>2007</b>
Net income	\$ 6,877	\$ 5,348
Other comprehensive income:		
Foreign currency translation adjustment	(14,390)	9,200
Change in value of derivative instruments, net of tax	(14,104)	2,520
<b>Other comprehensive (loss) income</b>	<b>(28,494)</b>	<b>11,720</b>
Comprehensive (loss) income	\$ (21,617)	\$ 17,068

See accompanying notes.



**Table of Contents**

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Notes to Consolidated Condensed Financial Statements

(Unaudited)

Note 1. General

The Cooper Companies, Inc. (Cooper or the Company) develops, manufactures and markets healthcare products through its two business units:

CooperVision (CVI) develops, manufactures and markets a broad range of contact lenses for the worldwide vision care market. Its leading products are disposable and planned replacement lenses.

CooperSurgical (CSI) develops, manufactures and markets medical devices, diagnostic products and surgical instruments and accessories used primarily by gynecologists and obstetricians.

During interim periods, we follow the accounting policies described in our Annual Report on Form 10-K for the fiscal year ended October 31, 2007. Please refer to this when reviewing this Quarterly Report on Form 10-Q. Certain prior period amounts have been reclassified to conform to the current period's presentation. Readers should not assume that the results reported here either indicate or guarantee future performance.

The unaudited consolidated condensed financial statements presented in this report contain all adjustments necessary to present fairly Cooper's consolidated financial position at January 31, 2008, the consolidated results of its operations for the three months ended January 31, 2008 and 2007 and its cash flows for the three months ended January 31, 2008 and 2007. Most of these adjustments are normal and recurring. However, certain adjustments associated with acquisitions and the related financial arrangements are of a nonrecurring nature.

We use derivatives to reduce market risks associated with changes in foreign exchange and interest rates. We do not use derivatives for trading or speculative purposes. We believe that the counterparties with which we enter into foreign currency forward contracts and interest rate swap agreements are financially sound and that the credit risk of these contracts is negligible. See Note 6. Derivative Instruments.

**Estimates and Critical Accounting Policies**

Management estimates and judgments are an integral part of financial statements prepared in accordance with U.S. generally accepted accounting principles (GAAP). We believe that the critical accounting policies described in this section address the more significant estimates required of management when preparing our consolidated financial statements in accordance with GAAP. We consider an accounting estimate critical if changes in the estimate may have a material impact on our financial condition or results of operations. We believe that the accounting estimates employed are appropriate and resulting balances are reasonable; however, actual results could differ from the original estimates, requiring adjustment to these balances in future periods.

**Table of Contents**

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Notes to Consolidated Condensed Financial Statements, Continued

(Unaudited)

**Revenue recognition** We recognize revenue when it is realized or realizable and earned, based on terms of sale with the customer, where persuasive evidence of an agreement exists, delivery has occurred, the seller's price is fixed and determinable and collectibility is reasonably assured. For contact lenses as well as CSI medical devices, diagnostic products and surgical instruments and accessories, this primarily occurs upon product shipment, when risk of ownership transfers to our customers. We believe our revenue recognition policies are appropriate in all circumstances and that our policies are reflective of our customer arrangements. We record, based on historical statistics, estimated reductions to revenue for customer incentive programs offered including cash discounts, promotional and advertising allowances, volume discounts, contractual pricing allowances, rebates and specifically established customer product return programs. While estimates are involved, historically, most of these programs have not been major factors in our business since a high percentage of our revenue is from direct sales to doctors. The Company records taxes collected from customers on a net basis, as these taxes are not included in revenue.

**Allowance for doubtful accounts** Our reported balance of accounts receivable, net of the allowance for doubtful accounts, represents our estimate of the amount that ultimately will be realized in cash. We review the adequacy of our allowance for doubtful accounts on an ongoing basis, using historical payment trends and the age of the receivables and knowledge of our individual customers. When our analyses indicate, we increase or decrease our allowance accordingly. However, if the financial condition of our customers were to deteriorate, additional allowances may be required. While estimates are involved, bad debts historically have not been a significant factor given the diversity of our customer base, well established historical payment patterns and the fact that patients require satisfaction of healthcare needs in both strong and weak economies.

**Net realizable value of inventory** In assessing the value of inventories, we must make estimates and judgments regarding aging of inventories and other relevant issues potentially affecting the saleable condition of products and estimated prices at which those products will sell. On an ongoing basis, we review the carrying value of our inventory, measuring number of months on hand and other indications of salability, and reduce the value of inventory if there are indications that the carrying value is greater than market. At the point of the loss recognition, a new, lower-cost basis for that inventory is established, and subsequent changes in facts and circumstances do not result in the restoration or increase in that newly established cost basis. While estimates are involved, historically, obsolescence has not been a significant factor due to long product dating and lengthy product life cycles. We target to keep, on average, about seven months of inventory on hand to maintain high customer service levels given the complexity of our specialty lens product portfolio.

**Valuation of goodwill** We account for goodwill and evaluate our goodwill balances and test them for impairment in accordance with the provisions of Statement of Financial Accounting Standards (SFAS) No. 142, *Goodwill and Other Intangible Assets* (SFAS 142). The SFAS 142 goodwill impairment test is a two-step process. Initially, we compare the book value of net assets to the fair value of each reporting unit that has goodwill assigned to it. If the fair value is determined to be less than the book value, a second step is

**Table of Contents**

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Notes to Consolidated Condensed Financial Statements, Continued

(Unaudited)

performed to compute the amount of the impairment. The valuation of each of our reporting units is determined using a combination of discounted cash flows, an income valuation approach, and the guideline company method, a market valuation approach. When available and as appropriate, we use comparative market multiples to corroborate fair value results. A reporting unit is the level of reporting at which goodwill is tested for impairment.

Our reporting units are the same as our business segments CVI and CSI reflecting the way that we manage our business. We test goodwill for impairment annually and when an event occurs or circumstances change such that it is reasonably possible that impairment may exist. We performed an impairment test in our fiscal third quarter 2007, and our analysis indicated that we had no impairment of goodwill.

**Business combinations** We routinely consummate business combinations. We allocate the purchase price of acquisitions based on our estimates and judgments of the fair value of net assets purchased, acquisition costs incurred and intangibles other than goodwill. On individually significant acquisitions, we utilize independent valuation experts to provide a basis in order to refine the purchase price allocation, if appropriate. Results of operations for acquired companies are included in our consolidated results of operations from the date of acquisition.

**Income taxes** The Company accounts for income taxes under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and for tax losses and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized.

As part of the process of preparing our consolidated financial statements, we must estimate our income tax expense for each of the jurisdictions in which we operate. This process requires significant management judgments and involves estimating our current tax exposures in each jurisdiction including the impact, if any, of additional taxes resulting from tax examinations as well as judging the recoverability of deferred tax assets. To the extent recovery of deferred tax assets is not likely based on our estimation of future taxable income in each jurisdiction, a valuation allowance is established. Tax exposures can involve complex issues and may require an extended period to resolve. Frequent changes in tax laws in each jurisdiction complicate future estimates. To determine the quarterly tax rate, we are required to estimate full-year income and the related income tax expense in each jurisdiction. Changes in the geographic mix or estimated level of annual pre-tax income can affect the overall effective tax rate, and such changes could be material.

**Table of Contents**

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Notes to Consolidated Condensed Financial Statements, Continued

(Unaudited)

In July 2006, the Financial Accounting Standards Board (FASB) issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (FIN 48). FIN 48 applies to all tax positions related to income taxes subject to SFAS No. 109, *Accounting for Income Taxes* (SFAS 109). The Company adopted the provisions of FIN 48 on November 1, 2007. Under FIN 48, the Company recognizes the benefit from a tax position only if it is more likely than not that the position would be sustained upon audit based solely on the technical merits of the tax position. FIN 48 clarifies how the Company measures the income tax benefits from the tax positions that are recognized, provides guidance as to the timing of the derecognition of previously recognized tax benefits and describes the methods for classifying and disclosing the liabilities within the consolidated financial statements for any unrecognized tax benefits. FIN 48 also addresses when the Company should record interest and penalties related to tax positions and how the interest and penalties may be classified within our Consolidated Statement of Income and presented in the Consolidated Balance Sheet. We discuss our adoption of FIN 48 at Note 9. Income Taxes.

**Share-based compensation** Under the fair value recognition provisions of SFAS No. 123 (revised 2004), *Share-Based Payment* (SFAS 123R) as interpreted by SEC Staff Accounting Bulletin No. 107, share-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense over the vesting period. Determining the fair value of share-based awards at the grant date requires judgment, including estimating Cooper's stock price volatility, employee exercise behavior and employee forfeiture rates. The expected life of the share-based awards is based on the observed and expected time to post-vesting forfeiture and/or exercise. Groups of employees that have similar historical exercise behavior are considered separately for valuation purposes. The expected volatility is based on implied volatility from publicly-traded options on the Company's stock at the date of grant, historical implied volatility of the Company's publicly-traded options, historical volatility and other factors. The risk-free interest rate is based on the continuous rates provided by the U.S. Treasury with a term equal to the expected life of the award. The dividend yield is based on the projected annual dividend payment per share, divided by the stock price at the date of grant.

As share-based compensation expense recognized in the Consolidated Statement of Income is based on awards ultimately expected to vest, the amount of expense has been reduced for estimated forfeitures. SFAS 123R requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Forfeitures are estimated based on historical experience. If factors change and the Company employs different assumptions in the application of SFAS 123R, the compensation expense that it records in future periods may differ significantly from what it has recorded in the current period.

**Table of Contents**

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Notes to Consolidated Condensed Financial Statements, Continued

(Unaudited)

Note 2. Acquisition and Restructuring Costs

In connection with the Ocular Sciences Inc. (Ocular) acquisition, we are progressing through our integration plan that is designed to optimize operational synergies of the combined companies. These activities include integrating duplicate facilities and expanding utilization of preferred manufacturing and distribution practices. Integration activities began in January 2005 and are expected to continue through mid calendar year 2008.

We estimate that the total restructuring costs under this integration plan, exclusive of accrued acquisition related costs, will be approximately \$50 million, of which approximately \$25 - \$30 million is cash related, and will be reported as cost of sales or restructuring costs in our Consolidated Statements of Income. In the three-month period, we reported \$0.2 million in cost of sales and \$0.8 million in restructuring costs. The following table summarizes the restructuring costs incurred under this integration plan through January 31, 2008.

	Plant Shutdown	Severance	Asset Impairments (In millions)	Other	Total
Restructuring costs incurred through October 31, 2007	\$ 9.5	\$ 8.2	\$ 9.3	\$ 20.2	\$ 47.2
For the three-month period ended January 31, 2008	0.3	0.6		0.1	1.0
	\$ 9.8	\$ 8.8	\$ 9.3	\$ 20.3	\$ 48.2

Restructuring costs reported in our Consolidated Statements of Income also include costs related to less significant restructuring activities within our consolidated organization.

**Accrued Acquisition Costs**

When acquisitions are recorded, we accrue for the estimated direct costs in accordance with applicable accounting guidance including Emerging Issues Task Force (EITF) Issue No. 95-3, *Recognition of Liabilities in Connection with a Purchase Business Combination* (EITF 95-3), of severance and plant/office closure costs of the acquired business. These estimated costs are based on management's assessment of planned exit activities. In addition, we also accrue for costs directly associated with acquisitions, including legal, consulting, deferred payments and due diligence. There were no adjustments of accrued acquisition costs included in the determination of net income for the reported periods.

**Table of Contents**

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Notes to Consolidated Condensed Financial Statements, Continued

(Unaudited)

Below is a summary of activity related to accrued acquisition costs for the three months ended January 31, 2008.

Description	Balance	Additions	Payments	Balance
	October 31, 2007			January 31, 2008
		(In thousands)		
Plant shutdown	\$ 2,096	\$	\$ 41	\$ 2,055
Severance	3,751		393	3,358
Legal and consulting	3,192		25	3,167
Other	1,264		1,104	160
	\$ 10,303	\$	\$ 1,563	\$ 8,740

Note 3. Inventories, Net

	January 31, 2008	October 31, 2007
	(In thousands)	
Raw materials	\$ 42,464	\$ 37,754
Work-in-process	12,599	11,044
Finished goods	223,944	219,116
	\$ 279,007	\$ 267,914

Inventories are stated at the lower of cost or market. Cost is computed using standard cost that approximates actual cost, on a first-in, first-out basis.

Note 4. Intangible Assets**Goodwill**

	CVI	CSI	Total
	(In thousands)		
Balance as of November 1, 2006	\$ 1,047,369	\$ 169,715	\$ 1,217,084
Net (reductions) additions during the year ended October 31, 2007	(4,950)	35,289	30,339
Translation	6,263		6,263
Balance as of October 31, 2007	1,048,682	205,004	1,253,686
Net additions during the three-month period ended January 31, 2008			
Translation	265		265

Balance as of January 31, 2008	\$ 1,048,947	\$ 205,004	\$ 1,253,951
--------------------------------	--------------	------------	--------------

**Table of Contents**

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Notes to Consolidated Condensed Financial Statements, Continued

(Unaudited)

**Other Intangible Assets**

	As of January 31, 2008		As of October 31, 2007	
	Gross Carrying Amount	Accumulated Amortization & Translation	Gross Carrying Amount	Accumulated Amortization & Translation
	(In thousands)			
Trademarks	\$ 2,907	\$ 585	\$ 2,907	\$ 507
Technology	90,217	29,815	90,064	27,849
Shelf space and market share	86,386	17,536	86,386	15,758
License and distribution rights and other	16,713	6,396	16,713	6,123
	196,223	\$ 54,332	196,070	\$ 50,237
Less accumulated amortization and translation		54,332		50,237
<b>Other intangible assets, net</b>	<b>\$ 141,891</b>		<b>\$ 145,833</b>	

We estimate that amortization expense will be about \$15.2 million per year in the five-year period ending October 31, 2012.

Note 5. Debt

	January 31, 2008	October 31, 2007
	(In thousands)	
<b>Short-term:</b>		
Overdraft and other credit facilities	\$ 46,858	\$ 46,514
<b>Long-term:</b>		
Convertible senior debentures, net of discount of \$2,216 and \$2,252	\$ 112,784	\$ 112,748
Senior unsecured revolving line of credit	415,100	367,000
7.125% senior notes	350,000	350,000
Other	367	368
	\$ 878,251	\$ 830,116

Note 6. Derivative Instruments

We operate multiple foreign subsidiaries that manufacture and/or sell our products worldwide. As a result, our earnings, cash flows and financial position are exposed to foreign currency risk from foreign currency denominated receivables and payables, sales transactions, capital expenditures and net investment in certain foreign operations. Our policy is to minimize transaction, remeasurement and specified economic exposures with derivatives instruments such as foreign currency forward contracts and cross currency swaps. The gains and losses on these



derivatives are intended to at least partially offset the transaction gains and losses

---

**Table of Contents**

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Notes to Consolidated Condensed Financial Statements, Continued

(Unaudited)

recognized in earnings. We do not enter into derivatives for speculative purposes. Under SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities* (SFAS 133), all derivatives are recorded on the balance sheet at fair value. Changes in the fair value of derivatives that do not qualify, or are not effective as hedges, must be recognized currently in earnings.

**Cash Flow Hedging**

In January 2008, the Company entered into approximately \$142 million of foreign currency forward contracts with maturities of up to ten months to reduce foreign currency fluctuations related to forecasted foreign currency denominated purchases and sales of product. The derivatives are accounted for as cash flow hedges under SFAS 133 and are expected to be effective throughout the life of the hedges.

**Balance Sheet Hedges**

We manage the foreign currency risk associated with non-functional currency assets and liabilities using foreign exchange forward contracts with maturities of less than 15 months and cross currency swaps with maturities up to 36 months. The change in fair value of these derivatives is recognized in other income or expense and is intended to offset the remeasurement gains and losses associated with the non-functional currency assets and liabilities. In January 2008, the Company entered into approximately \$57 million of foreign currency forward contracts to reduce foreign currency fluctuation related to the balance sheet translation of certain intercompany balances.

**Interest Rate Swaps**

On January 31, 2007, the Company refinanced its syndicated bank credit facility with a \$650 million syndicated Senior Unsecured Revolving Line of Credit and \$350 million aggregate principal amount of 7.125% Senior Notes. As part of this debt structure, the Company entered into five interest rate swaps, which hedge variable interest payments related to the Company's \$650 million credit facility by exchanging variable rate interest risk for a fixed interest rate. The Company has qualified and designated these swaps under SFAS 133 as cash flow hedges, and records the offset of the cumulative fair market value, net of tax effect to other comprehensive income (OCI) in our Consolidated Balance Sheet.

Effectiveness testing of the hedge relationship and measurement to quantify ineffectiveness is performed at a minimum each fiscal quarter using the hypothetical derivative method. The swaps have been and are expected to remain highly effective for the life of the hedges. Effective amounts are reclassified to interest expense as the related hedged expense is incurred. No material ineffectiveness was recognized on the five outstanding interest rate swaps during the current fiscal year. As of January 31, 2008, the fair value of the five outstanding swaps, approximately \$13.1 million, was recorded as a liability and the effective offset, net of tax was recorded in OCI in our Consolidated Balance Sheet.

**Table of Contents**

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Notes to Consolidated Condensed Financial Statements, Continued

(Unaudited)

Note 7. Earnings Per Share

	<b>Three Months Ended January 31,</b>	
	<b>2008</b>	<b>2007</b>
	<b>(In thousands, except per share amounts)</b>	
Net income	\$ 6,877	\$ 5,348
<b><u>Basic:</u></b>		
Weighted average common shares	44,941	44,568
Basic earnings per common share	\$ 0.15	\$ 0.12
<b><u>Diluted:</u></b>		
Weighted average common shares	44,941	44,568
Effect of dilutive stock options	188	416
Diluted weighted average common shares	45,129	44,984
Diluted earnings per common share	\$ 0.15	\$ 0.12

The following table sets forth stock options to purchase Cooper's common stock, restricted stock units and common shares applicable to convertible debt that are not included in the diluted net income per share calculation because to do so would be antidilutive for the periods presented:

	<b>Three Months Ended January 31,</b>	
	<b>2008</b>	<b>2007</b>
Numbers of stock option shares excluded	4,254,983	3,224,533
Range of exercise prices	\$41.44-\$80.51	\$52.40-\$80.51
Number of restricted stock units excluded	170,400	N/A
Number of common shares applicable to convertible debt excluded	2,590,090	2,590,090

**Table of Contents**

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Notes to Consolidated Condensed Financial Statements, Continued

(Unaudited)

Note 8. Share-Based Compensation Plans

The Company has several share-based compensation plans that are described in the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2007. The compensation and related income tax benefit recognized in the Company's consolidated financial statements for stock options, restricted stock awards and restricted stock units were as follows:

	<b>Three Months Ended January 31, 2008      2007 (In millions)</b>	
Selling, general and administrative expense	\$ 5.2	\$ 6.7
Cost of sales	0.4	0.3
Research and development expense	(0.4)	0.2
Capitalized in inventory	0.4	0.5
<b>Total compensation</b>	<b>\$ 5.6</b>	<b>\$ 7.7</b>
Related income tax benefit	\$ 1.6	\$ 2.0

The status of the Company's stock option plans at January 31, 2008, is summarized below:

	<b>Number of Shares</b>	<b>Weighted- Average Exercise Price Per Share</b>	<b>Weighted- Average Remaining Contractual Term (in years)</b>	<b>Aggregate Intrinsic Value</b>
Outstanding at October 31, 2007	5,199,534	\$ 53.06		
Granted	102,800	\$ 42.04		
Exercised	(101,000)	\$ 23.02		
Forfeited or expired	(89,750)	\$ 62.42		
<b>Outstanding at January 31, 2008</b>	<b>5,111,584</b>	<b>\$ 53.27</b>	<b>6.08</b>	<b>\$</b>
Vested and exercisable at January 31, 2008	2,044,945	\$ 43.52	5.10	\$

The weighted-average fair value of each option granted during the three months ended January 31, 2008, estimated as of the grant date using the Black-Scholes option pricing model, for the 2007 LTIP was \$12.23. For the 2006 Directors Plan, the weighted-average fair value of options granted for the three months ended January 31, 2008 was \$14.23. As of January 31, 2008, there was \$24.4 million of total unrecognized compensation cost related to nonvested options, which is expected to be recognized over a remaining weighted-average vesting period of 2.6 years.

## Edgar Filing: COOPER COMPANIES INC - Form 10-Q

The fair value of each option award granted during the three months ended January 31, 2008 and 2007 was estimated on the date of grant using the Black-Scholes option valuation model and weighted-average assumptions in the following table.

**Table of Contents**

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Notes to Consolidated Condensed Financial Statements, Continued

(Unaudited)

	<b>Three Months Ended January 31,</b>	
	<b>2008</b>	<b>2007</b>
Expected life	3.2 to 5.16 years	2.8 to 5.16 years
Expected volatility	29.1%	30.0% to 30.4%
Risk-free interest rate	3.99% to 4.37%	4.47% to 4.73%
Dividend yield	0.10%	0.09%

The Company's non-vested restricted stock units (RSUs) and activity as of and for the quarter ended January 31, 2008, is summarized below:

	<b>Number of Shares</b>	<b>Weighted- Average Grant Date Fair Value Per Share</b>
Non-vested RSUs at October 31, 2007	167,700	\$ 42.65
Granted	3,000	\$ 37.90
Forfeited or expired	(300)	\$ 42.65
Non-vested RSUs at January 31, 2008	170,400	\$ 42.57

As of January 31, 2008, there was \$6.8 million of total unrecognized compensation cost related to non-vested RSUs, which is expected to be recognized over a remaining weighted-average requisite service period of 2.44 years.

**Note 9. Income Taxes**

Cooper's effective tax rate (ETR) (provision for income taxes divided by pretax income) for the first quarter of fiscal 2008 was 27.5 percent. GAAP require that the projected fiscal year ETR, plus any discrete items, be included in the year-to-date results. The ETR used to record the provision for income taxes for the three-month period ended January 31, 2007, was 21.2 percent.

The Company adopted the provisions of FIN 48 on November 1, 2007. Under FIN 48, the Company recognizes the benefit from a tax position only if it is more likely than not that the position would be sustained upon audit based solely on the technical merits of the tax position. As a result, the Company reduced its net liability for unrecognized tax benefits by \$5.3 million, which was accounted for as an increase to retained earnings. As of the adoption date, the Company had total gross unrecognized tax benefits of \$18.9 million. If recognized, \$16.5 million of unrecognized tax benefits would impact the Company's effective tax rate. For the three-month period ended January 31, 2008, there were no material changes to the total amount of unrecognized tax benefits. The Company historically classified unrecognized tax benefits in current taxes payable. As a result of adoption of FIN 48, unrecognized tax benefits were reclassified to long-term income taxes payable.

**Table of Contents**

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Notes to Consolidated Condensed Financial Statements, Continued

(Unaudited)

Interest and penalties of \$1.75 million have been reflected as a component of the total liability as of the date of adoption of FIN 48. It is the Company's policy to recognize as additional income tax expense, the items of interest and penalties directly related to income taxes.

Included in the balance of unrecognized tax benefits at November 1, 2007 is \$0.6 million to \$1.4 million related to tax positions for which it is reasonably possible that the total amounts could significantly change during the next twelve months. This amount represents a decrease in unrecognized tax benefits comprised of items related to transfer pricing in various jurisdictions, state net operating losses and expiring statutes in various jurisdictions worldwide.

As of January 31, 2008, the tax years for which the Company remains subject to U.S. Federal income tax assessment upon examination are 2004 through 2007. The Company remains subject to income tax examinations in other major tax jurisdictions including the United Kingdom, Japan and Australia for the tax years 2003 through 2007.

**Note 10. Employee Benefits**

Cooper's Retirement Income Plan (Plan) covers substantially all full-time United States employees. Cooper's contributions are designed to fund normal cost on a current basis and to fund over 30 years the estimated prior service cost of benefit improvements (5 years for annual gains and losses). The unit credit actuarial cost method is used to determine the annual cost. Cooper pays the entire cost of the Plan and funds such costs as they accrue. Virtually all of the assets of the Plan continue to be comprised of equity and fixed income funds.

Cooper's results of operations for the three months ended January 31, 2008 and 2007 reflect the following pension costs.

	<b>Three Months Ended January 31, 2008      2007 (In thousands)</b>	
Components of net periodic pension cost:		
Service cost	\$ 751	\$ 715
Interest cost	509	453
Expected return on assets	(594)	(458)
Amortization of prior service cost	7	7
Amortization of transition obligation	7	6
Recognized net actuarial loss		43
Net periodic pension cost	\$ 680	\$ 766

No pension contributions were made during either period.

**Table of Contents**

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Notes to Consolidated Condensed Financial Statements, Continued

(Unaudited)

**Note 11. Cash Dividends**

We paid a semiannual dividend of approximately \$1.3 million or 3 cents per share on January 4, 2008, to stockholders of record on December 14, 2007.

**Note 12. Contingencies**

**Legal Proceedings**

**In re The Cooper Cos., Inc., Securities Litigation**

On February 15, 2006, Alvin L. Levine filed a putative securities class action lawsuit in the United States District Court for the Central District of California, Case No. SACV-06-169 CJC, against the Company, A. Thomas Bender, its Chairman of the Board and a director, Robert S. Weiss, its Chief Executive Officer and a director, and John D. Fruth, a director. Two similar putative class action lawsuits were also filed in the United States District Court for the Central District of California, Case Nos. SACV-06-306 CJC and SACV-06-331 CJC. On May 19, 2006, the Court consolidated all three actions under the heading *In re Cooper Companies, Inc. Securities Litigation* and selected a lead plaintiff and lead counsel pursuant to the provisions of the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4.

The lead plaintiff filed a consolidated complaint on July 31, 2006. The consolidated complaint was filed on behalf of all purchasers of the Company's securities between July 28, 2004, and December 12, 2005, including persons who received Company securities in exchange for their shares of Ocular in the January 2005 merger pursuant to which the Company acquired Ocular. In addition to the Company, Messrs. Bender, Weiss, and Fruth, the consolidated complaint names as defendants several of the Company's other current officers and directors and former officers. On July 13, 2007, the Court granted Cooper's motion to dismiss the consolidated complaint and granted the lead plaintiff leave to amend to attempt to state a valid claim.

On August 9, 2007, the lead plaintiff filed an amended consolidated complaint. As before, the amended consolidated complaint was filed on behalf of all purchasers of the Company's securities between July 28, 2004, and December 12, 2005, including persons who received Company securities in exchange for their shares of Ocular in the January 2005 merger pursuant to which the Company acquired Ocular. In addition to the Company, the amended consolidated complaint names as defendants Messrs. Bender, Weiss, Fruth, Steven M. Neil, the Company's former Executive Vice President and Chief Financial Officer, and Gregory A. Fryling, CooperVision's former President and Chief Operating Officer.

The amended consolidated complaint purports to allege violations of Sections 10(b) and 20(a) of the Securities and Exchange Act of 1934 by, among other things, contending that the defendants made misstatements concerning the Biomedics® product line, sales force integration following the merger with Ocular, the impact of silicone hydrogel lenses and financial projections. The amended consolidated complaint also alleges that the Company



---

**Table of Contents**

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Notes to Consolidated Condensed Financial Statements, Continued

(Unaudited)

improperly accounted for assets acquired in the Ocular merger by improperly allocating \$100 million of acquired customer relationships and manufacturing technology to goodwill (which is not amortized against earnings) instead of to intangible assets other than goodwill (which are amortized against earnings), that the Company lacked appropriate internal controls and issued false and misleading Sarbanes-Oxley Act certifications.

On October 23, 2007, the Court granted in-part and denied in-part Cooper and the individual defendants' motion to dismiss. The Court dismissed the claims relating to the Sarbanes-Oxley Act certifications and the Company's accounting of assets acquired in the Ocular merger. The Court denied the motion as to the claims related to alleged false statements concerning the Biomedics product line, sales force integration, the impact of silicone hydrogel lenses and the Company's financial projections. On November 28, 2007, the Court dismissed all claims against Mr. Fruth with leave to amend. Plaintiff did not amend their consolidated amended complaint within the time permitted by the Court. On December 3, 2007, the Company and Messrs. Bender, Weiss, Neil and Fryling answered the amended consolidated complaint. The Company intends to defend this matter vigorously.

**In re Cooper Companies, Inc. Derivative Litigation**

On March 17, 2006, Eben Brice filed a purported shareholder derivative complaint in the United States District Court for the Central District of California, Case No. 8:06-CV-00300-CJC-RNB, against several current and former officers and directors of the Company. The Company is named as a nominal defendant. Since the filing of the first purported shareholder derivative lawsuit, three similar purported shareholder derivative suits were filed in the United States District Court for the Central District of California. All four actions have been consolidated under the heading In re Cooper Companies, Inc. Derivative Litigation and the Court selected a lead plaintiff and lead counsel.

On September 11, 2006, plaintiffs filed a consolidated amended complaint. The consolidated amended complaint names as defendants Messrs. Bender, Weiss, Fruth, Marx, Rosenberg, and Fryling. It also names as defendants current directors Michael Kalkstein, Stanley Zinberg, Allan Rubenstein, and one former director. The Company is a nominal defendant. The complaint purports to allege causes of action for breach of fiduciary duty, insider trading, breach of contract, and unjust enrichment, and largely repeats the allegations in the class action securities case, described above. The Company and the individual defendants have yet to respond to the consolidated amended complaint.

In addition to the derivative action pending in federal court, three similar purported shareholder actions were filed in the Superior Court for the State of California for the County of Alameda. These actions have been consolidated under the heading In re Cooper Companies, Inc. Shareholder Derivative Litigation, Case Nos. RG06260748. A consolidated amended complaint was filed on September 18, 2006. The consolidated amended complaint names as defendants the same individuals that are in the defendants in the federal derivative action. In addition, the complaint names Ms. Kaufman, Messrs. Fryling, Battin, Calcagno, and current officers Paul L. Remmell, Jeffrey Allan McLean, and Nicholas J. Pichotta. The Company is a nominal defendant. On November 29, 2006, the Superior Court for the County of Alameda entered an order staying the consolidated action pending the resolution of the federal derivative action.

**Table of Contents**

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Notes to Consolidated Condensed Financial Statements, Continued

(Unaudited)

Both the state and federal derivative actions are derivative in nature and do not seek damages from the Company.

**Bausch & Lomb Incorporated Litigation**

On October 5, 2004, Bausch & Lomb Incorporated (Bausch & Lomb) filed a lawsuit against Ocular Sciences, Inc. in the U.S. District Court for the Western District of New York alleging that its Biomedics toric soft contact lens and its private label equivalents infringe Bausch & Lomb's U.S. Patent No. 6,113,236 relating to toric contact lenses having optimized thickness profiles. The complaint seeks an award of damages, including multiple damages, attorneys' fees and costs and an injunction preventing the alleged infringement. The parties have filed claim construction briefs for the court to consider for its Markman order, and fact discovery substantially concluded during the first quarter of fiscal 2006. No trial date has been set. Based on our review of the complaint and the patent, as well as other relevant information obtained in discovery, we believe this lawsuit is without merit and plan to continue to pursue a vigorous defense.

**CIBA Vision Litigation**

On April 10, 2006, CVI filed a lawsuit against CIBA Vision (CIBA) in the United States District Court for the Eastern District of Texas alleging that CIBA is infringing United States Patent Nos. 6,431,706, 6,923,538, 6,467,903, 6,857,740 and 6,971,746 by, among other things, making, using, selling and offering to sell its O2Optix line of contact lenses. The parties entered into a settlement agreement and cross-license agreement dated November 19, 2007, pursuant to which the claims in this lawsuit and the Delaware and other Texas lawsuits described herein were resolved. The terms of the settlement are confidential and provide for prospective royalty payments by CVI. In accordance with the settlement agreement, the Court entered a stipulated consent judgment on November 26, 2007.

On April 11, 2006, CVI filed a lawsuit against CIBA in the United States District Court for the District of Delaware seeking a judicial declaration that CVI's Biofinity line of silicone hydrogel contact lenses does not infringe any valid and enforceable claims of United States Patent Nos. 5,760,100, 5,776,999, 5,789,461, 5,849,811, 5,965,631 and 6,951,894. The parties entered into a settlement agreement and cross-license agreement dated November 19, 2007, pursuant to which the claims in this lawsuit and the Texas lawsuits described herein were resolved. The terms of the settlement are confidential and provide for prospective royalty payments by CVI. In accordance with the settlement agreement, the Court entered a stipulated consent judgment on November 21, 2007.

**Table of Contents**

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Notes to Consolidated Condensed Financial Statements, Continued

(Unaudited)

On November 21, 2006, CVI filed a lawsuit against CIBA in the United States District Court for the Eastern District of Texas alleging that CIBA is infringing United States Patent Nos. 7,134,753 and 7,133,174 by, among other things, making, using, selling and offering to sell its O2Optix toric line of contact lenses. The parties entered into a settlement agreement and cross-license agreement dated November 19, 2007, pursuant to which the claims in this lawsuit and the Delaware and other Texas lawsuits described herein were resolved. The terms of the settlement are confidential and provide for prospective royalty payments by CVI. In accordance with the settlement agreement, the Court entered a stipulated consent judgment on November 26, 2007.

Note 13. Financial Information for Guarantor and Non-Guarantor Subsidiaries

On January 31, 2007, the Company issued \$350 million aggregate principal amount of 7.125% Senior Notes due 2015 (Senior Notes). The Senior Notes are guaranteed by certain of our direct and indirect subsidiaries. The Senior Notes are our general unsecured obligations; senior in right of payment to all of our existing and any future subordinated indebtedness; pari passu in right of payment with all of our existing and any future unsecured indebtedness that is not by its terms expressly subordinated to the Senior Notes; effectively junior in right of payment to our existing and future secured indebtedness to the extent of the value of the collateral securing that indebtedness; unconditionally guaranteed by all of our existing and future domestic subsidiaries, other than any excluded domestic subsidiaries; and structurally subordinated to indebtedness of our subsidiaries that are not subsidiary guarantors.

Presented below are the Consolidating Condensed Statements of Income for the three months ended January 31, 2008 and 2007, the Consolidating Condensed Balance Sheets as of January 31, 2008 and October 31, 2007 and the Consolidating Condensed Statements of Cash Flows for the three months ended January 31, 2008 and 2007 for The Cooper Companies, Inc. (Parent Company), the guarantor subsidiaries (Guarantor Subsidiaries) and the subsidiaries that are not guarantors (Non-Guarantor Subsidiaries).

**Table of Contents**

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Notes to Consolidated Condensed Financial Statements, Continued

(Unaudited)

**Consolidating Condensed Statements of Income**

	Parent Company	Guarantor Subsidiaries	Non-Guarantor Subsidiaries (In thousands)	Consolidating Entries	Consolidated Total
<b><u>Three Months Ended January 31, 2008</u></b>					
Net sales	\$	\$ 115,738	\$ 160,180	\$ (30,885)	\$ 245,033
Cost of sales		54,563	70,063	(22,475)	102,151
Gross profit		61,175	90,117	(8,410)	142,882
Operating expenses	9,308	48,389	65,370	(136)	122,931
Operating income (loss)	(9,308)	12,786	24,747	(8,274)	19,951
Interest expense	11,106				11,106
Other income (expense), net	5,403	(2,204)	(2,557)		642
Income (loss) before income taxes	(15,011)	10,582	22,190	(8,274)	9,487
Provision for (benefit from) income taxes	(8,614)	6,601	4,623		2,610
Net income (loss)	\$ (6,397)	\$ 3,981	\$ 17,567	\$ (8,274)	\$ 6,877

	Parent Company	Guarantor Subsidiaries	Non-Guarantor Subsidiaries (In thousands)	Consolidating Entries	Consolidated Total
<b><u>Three Months Ended January 31, 2007</u></b>					
Net sales	\$	\$ 107,648	\$ 121,215	\$ (9,443)	\$ 219,420
Cost of sales		49,402	49,331	(9,225)	89,508
Gross profit		58,246	71,884	(218)	129,912
Operating expenses	10,116	50,851	53,592	(409)	114,150
Operating income (loss)	(10,116)	7,395	18,292	191	15,762
Interest expense	9,792				9,792
Other income (expense), net	8,538	(5,229)	(2,490)		819
Income (loss) before income taxes	(11,370)	2,166	15,802	191	6,789
Provision for (benefit from) income taxes	(4,040)	1,310	4,171		1,441
Net income (loss)	\$ (7,330)	\$ 856	\$ 11,631	\$ 191	\$ 5,348



**Table of Contents**

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Notes to Consolidated Condensed Financial Statements, Continued

(Unaudited)

**Consolidating Condensed Balance Sheets**

	Parent Company	Guarantor Subsidiaries	Non-Guarantor Subsidiaries (In thousands)	Consolidating Entries	Consolidated Total
<u>January 31, 2008</u>					
<b>ASSETS</b>					
Current assets:					
Cash and cash equivalents	\$ 74	\$ 527	\$ 1,985	\$	\$ 2,586
Trade receivables, net		65,964	98,203		164,167
Inventories, net		95,755	242,133	(58,881)	279,007
Deferred tax asset	968	16,625	2,852		20,445
Other current assets	3,210	15,303	41,622		60,135
<b>Total current assets</b>	<b>4,252</b>	<b>194,174</b>	<b>386,795</b>	<b>(58,881)</b>	<b>526,340</b>
Property, plant and equipment, net	752	93,529	524,999		619,280
Goodwill	116	668,648	585,187		1,253,951
Other intangibles, net		85,255	56,636		141,891
Deferred tax asset	26,544		3,031		29,575
Other assets	1,686,695	1,413	2,306	(1,676,509)	13,905
	\$ 1,718,359	\$ 1,043,019	\$ 1,558,954	\$ (1,735,390)	\$ 2,584,942
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>					
Current liabilities:					
Short-term debt	\$	\$ 1,321	\$ 45,537	\$	\$ 46,858
Other current liabilities	14,427	54,688	124,103		193,218
<b>Total current liabilities</b>	<b>14,427</b>	<b>56,009</b>	<b>169,640</b>		<b>240,076</b>
Long-term debt	877,884		367		878,251
Deferred tax liability	(32,665)	32,666	12,109		12,110
Intercompany and other liabilities	(112,303)	(168,223)	321,497		40,971
<b>Total liabilities</b>	<b>747,343</b>	<b>(79,548)</b>	<b>503,613</b>		<b>1,171,408</b>
Stockholders equity	971,016	1,122,567	1,055,341	(1,735,390)	1,413,534
	\$ 1,718,359	\$ 1,043,019	\$ 1,558,954	\$ (1,735,390)	\$ 2,584,942

**Table of Contents**

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Notes to Consolidated Condensed Financial Statements, Continued

(Unaudited)

**Consolidating Condensed Balance Sheets**

	Parent Company	Guarantor Subsidiaries	Non-Guarantor Subsidiaries (In thousands)	Consolidating Entries	Consolidated Total
<b>October 31, 2007</b>					
<b>ASSETS</b>					
Current assets:					
Cash and cash equivalents	\$ 83	\$ 489	\$ 2,654	\$	\$ 3,226
Trade receivables, net		68,193	96,300		164,493
Inventories, net		92,433	226,077	(50,596)	267,914
Deferred tax asset	1,601	17,178	4,616		23,395
Other current assets	3,748	15,529	39,217		58,494
<b>Total current assets</b>	<b>5,432</b>	<b>193,822</b>	<b>368,864</b>	<b>(50,596)</b>	<b>517,522</b>
Property, plant and equipment, net	783	92,343	511,404		604,530
Goodwill	116	668,648	584,922		1,253,686
Other intangibles, net		87,913	57,920		145,833
Deferred tax asset	17,950		2,065		20,015
Other assets	1,687,194	1,489	6,510	(1,676,508)	18,685
	\$ 1,711,475	\$ 1,044,215	\$ 1,531,685	\$ (1,727,104)	\$ 2,560,271
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>					
Current liabilities:					
Short-term debt	\$	\$ 561	\$ 45,953	\$	\$ 46,514
Other current liabilities	24,885	76,810	138,271		239,966
<b>Total current liabilities</b>	<b>24,885</b>	<b>77,371</b>	<b>184,224</b>		<b>286,480</b>
Long-term debt	829,748		368		830,116
Deferred tax liability	(33,845)	33,846	10,677		10,678
Intercompany and other liabilities	(93,384)	(176,257)	279,049		9,408
<b>Total liabilities</b>	<b>727,404</b>	<b>(65,040)</b>	<b>474,318</b>		<b>1,136,682</b>
Stockholders equity	984,071	1,109,255	1,057,367	(1,727,104)	1,423,589
	\$ 1,711,475	\$ 1,044,215	\$ 1,531,685	\$ (1,727,104)	\$ 2,560,271

**Table of Contents**

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Notes to Consolidated Condensed Financial Statements, Continued

(Unaudited)

**Consolidating Condensed Statements of Cash Flows**

	Parent Company	Guarantor Subsidiaries	Non-Guarantor Subsidiaries (In thousands)	Consolidating Entries	Consolidated Total
<u>Three Months Ended January 31, 2008</u>					
Cash flows from operating activities:					
Net cash (used in) provided by operating activities	\$ (13,432)	\$ 11,951	\$ (4,111)	\$	\$ (5,592)
Cash flows from investing activities:					
Purchase of property, plant and equipment	(11)	(6,460)	(36,257)		(42,728)
Acquisitions of businesses, net of cash acquired	(25)	(885)	(804)		(1,714)
Intercompany	(35,618)			35,618	
Net cash (used in) provided by investing activities	(35,654)	(7,345)	(37,061)	35,618	(44,442)
Cash flows from financing activities:					
Net proceeds (repayments) of short-term debt		760	(420)		340
Intercompany proceeds (repayments)		(5,328)	40,946	(35,618)	
Net proceeds (repayments) of long-term debt	48,100				48,100
Dividends on common stock	(1,349)				(1,349)
Proceeds from exercise of stock options	2,326				2,326
Net cash provided by (used in) financing activities	49,077	(4,568)	40,526	(35,618)	49,417
Effect of exchange rate changes on cash and cash equivalents			(23)		(23)
Net (decrease) increase in cash and cash equivalents	(9)	38	(669)		(640)
Cash and cash equivalents at the beginning of the period	83	489	2,654		3,226
Cash and cash equivalents at the end of the period	\$ 74	\$ 527	\$ 1,985	\$	\$ 2,586



**Table of Contents**

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Notes to Consolidated Condensed Financial Statements, Continued

(Unaudited)

**Consolidating Condensed Statements of Cash Flows**

	Parent Company	Guarantor Subsidiaries	Non-Guarantor Subsidiaries (In thousands)	Consolidating Entries	Consolidated Total
<u>Three Months Ended January 31, 2007</u>					
Cash flows from operating activities:					
Net cash provided by (used in) operating activities	\$ (12,775)	\$ 18,769	\$ (5,233)	\$	\$ 761
Cash flows from investing activities:					
Purchase of property, plant and equipment	(23)	(5,859)	(44,161)		(50,043)
Acquisitions of businesses, net of cash acquired	(92)	(33,394)	(454)		(33,940)
Intercompany	(75,567)			75,567	
Net cash (used in) provided by investing activities	(75,682)	(39,253)	(44,615)	75,567	(83,983)
Cash flows from financing activities:					
Net proceeds (repayments) of short-term debt		(2,056)	12,486		10,430
Intercompany proceeds (repayments)		22,940	52,627	(75,567)	
Net proceeds (repayments) of long-term debt	99,200	(785)	(52)		98,363
Debt acquisition costs	(10,387)				(10,387)
Dividends on common stock	(1,337)				(1,337)
Proceeds from exercise of stock options	1,491				1,491
Net cash provided by financing activities	88,967	20,099	65,061	(75,567)	98,560
Effect of exchange rate changes on cash and cash equivalents					
			(18)		(18)
Net increase (decrease) in cash and cash equivalents	510	(385)	15,195		15,320
Cash and cash equivalents at the beginning of the period	401	(307)	8,130		8,224
Cash and cash equivalents at the end of the period	\$ 911	\$ (692)	\$ 23,325	\$	\$ 23,544

**Table of Contents**

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Notes to Consolidated Condensed Financial Statements, Continued

(Unaudited)

**Note 14. Business Segment Information**

Cooper uses operating income, as presented in our financial reports, as the primary measure of segment profitability. We do not allocate costs from corporate functions to segment operating income. Items below operating income are not considered when measuring the profitability of a segment. We use the same accounting policies to generate segment results as we do for our consolidated results.

Identifiable assets are those used in continuing operations except cash and cash equivalents, which we include as corporate assets. Long-lived assets are property, plant and equipment.

Segment information:

	<b>Three Months Ended January 31, 2008      2007 (In thousands)</b>	
Net sales to external customers:		
CooperVision net sales:		
Spherical soft lens	\$ 119,065	\$ 106,084
Toric soft lens	70,478	63,493
Multifocal and other eye care products	16,006	14,045
Total CooperVision net sales	205,549	183,622
CooperSurgical net sales	39,484	35,798
Total net sales to external customers	\$ 245,033	\$ 219,420
Operating income (loss):		
CVI	\$ 22,728	\$ 24,034
CSI	6,531	1,844
Corporate	(9,308)	(10,116)
Total operating income	19,951	15,762
Interest expense	11,106	9,792
Other income, net	642	819
Income before income taxes	\$ 9,487	\$ 6,789

**Table of Contents**

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Notes to Consolidated Condensed Financial Statements, Continued

(Unaudited)

	January 31, 2008	October 31, 2007
	(In thousands)	
Identifiable assets:		
CVI	\$ 2,216,758	\$ 2,197,791
CSI	307,197	307,193
Corporate	60,987	55,287
<b>Total</b>	<b>\$ 2,584,942</b>	<b>\$ 2,560,271</b>

## Geographic information:

	Three Months Ended January 31, 2008	
	2007	
	(In thousands)	
Net sales to external customers by country of domicile:		
United States	\$ 113,583	\$ 105,700
Europe	81,310	69,682
Rest of world	50,140	44,038
<b>Total</b>	<b>\$ 245,033</b>	<b>\$ 219,420</b>

	January 31, 2008	October 31, 2007
	(In thousands)	
Long-lived assets by country of domicile:		
United States	\$ 317,381	\$ 297,824
Europe	293,325	298,296
Rest of world	8,574	8,410
<b>Total</b>	<b>\$ 619,280</b>	<b>\$ 604,530</b>

**Table of Contents**

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Item 2. Management's Discussion and Analysis of Financial Condition  
and Results of Operations

Note numbers refer to Notes to Consolidated Condensed Financial Statements in Item 1. Financial Statements.

**Forward-Looking Statements**

This Quarterly Report on Form 10-Q contains forward-looking statements as defined by the Private Securities Litigation Reform Act of 1995. These include statements relating to plans, prospects, goals, strategies, future actions, events or performance and other statements which are other than statements of historical fact. In addition, all statements regarding anticipated growth in our revenue, anticipated market conditions, planned product launches and expected results of operations and integration of any acquisition are forward-looking. To identify these statements look for words like believes, expects, may, will, should, could, seeks, intends, plans, estimates or anticipates and similar words. Forward-looking statements necessarily depend on assumptions, data or methods that may be incorrect or imprecise and are subject to risks and uncertainties. Among the factors that could cause our actual results and future actions to differ materially from those described in forward-looking statements are:

Failures to launch, or significant delays in introducing, new products, or limitations on sales following introduction due to manufacturing constraints or poor market acceptance.

Failures to receive or delays in receiving U.S. or foreign regulatory approvals for products.

Compliance costs and potential liability in connection with U.S. and foreign healthcare regulations, including product recalls, and potential losses resulting from sales of counterfeit and other infringing products.

The success of research and development activities and other start-up projects.

New competitors, product innovations or technologies.

Failure to develop new manufacturing processes, or delays in implementation of such processes.

A major disruption in the operations of our manufacturing, research and development or distribution facilities, due to technological problems, natural disasters or other causes.

Disruptions in supplies of raw materials, particularly components used to manufacture our silicone hydrogel lenses.

Legal costs, insurance expenses, settlement costs and the risk of an adverse decision or settlement related to claims involving product liability or patent protection (including risks with respect to the ultimate validity and enforceability of the Company's patent applications and patents and the possible infringement of the intellectual property of others).



**Table of Contents**

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Item 2. Management's Discussion and Analysis of Financial Condition

and Results of Operations, Continued

The impact of acquisitions and divestitures on revenues, earnings and margins, including any failure by the Company to successfully integrate acquired businesses into CVI and CSI, any failure to continue to realize anticipated benefits from the Company's cost-cutting measures and risks inherent in accounting assumptions made regarding the acquisitions.

Changes in business, political and economic conditions, including the adverse effects of natural disasters on patients, practitioners and product distribution.

Interest rate and foreign currency exchange rate fluctuations.

Changes in U.S. and foreign government regulation of the retail optical industry and of the healthcare industry generally.

Dilution to earnings per share from acquisitions or issuing stock.

Changes in tax laws or their interpretation and changes in effective tax rates, including by reason of changes in the Company's geographic profit mix.

Changes in the Company's expected utilization of recognized net operating loss carry forwards.

The requirement to provide for a significant liability or to write off a significant asset, including impaired goodwill.

Changes in accounting principles or estimates.

Disruptions or delays related to implementation of information technology systems covering the Company's businesses, or other events which could result in management having to report a material weakness in the effectiveness of the Company's internal control over financial reporting in its Form 10-Q and Form 10-K filings.

Environmental risks including significant environmental cleanup costs above those already accrued.

Other events described in our Securities and Exchange Commission filings, including the Business and Risk Factors sections in the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2007, as such Risk Factors may be updated in quarterly filings.

We caution investors that forward-looking statements reflect our analysis only on their stated date. We disclaim any intent to update them except as required by law.



**Table of Contents**

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Item 2. Management's Discussion and Analysis of Financial Condition

and Results of Operations, Continued

**Results of Operations**

In this section we discuss the results of our operations for the first quarter of fiscal 2008 and compare them with the same period of fiscal 2007. We discuss our cash flows and current financial condition under Capital Resources and Liquidity.

**First Quarter Highlights**

Sales of \$245.0 million, up 12%, 7% in constant currency.

Gross profit up 10%.

Operating income up 27% to \$20.0 million.

Diluted earnings per share of 15 cents, up from 12 cents.

Results include \$12.1 million of production start up and other restructuring and integration costs, \$3.4 million of intellectual property litigation costs and \$5.2 million of share-based compensation expenses.

**Outlook**

We believe that CVI will continue to compete successfully in the worldwide contact lens market with its disposable spherical, phosphorylcholine (PC) Technology and specialty contact lenses. We believe that market demographics are favorable with the reported incidence of myopia continuing to increase worldwide and with the teenage population in the United States, the age when most contact lens wear begins, projected to grow considerably over the next two decades. CVI expects greater market penetration in Europe and Asia as practitioners increasingly prescribe more specialty lenses.

We are in the process of developing and launching a number of new contact lens products to enhance CVI's broad and competitive product lines. New products planned for introduction over the next two years include additional lenses utilizing silicone hydrogel and PC Technology materials and new lens designs, including toric and multifocal lenses. Contact lenses utilizing silicone hydrogel materials have grown significantly, and this material is a major product material in the industry. The Company has launched Biofinity, a silicone hydrogel contact lens product, with sales in Europe, the United States and Australia and expects to launch Avaira, a two-week silicone hydrogel contact lens, in April 2008. While initial customer reaction from Biofinity has been favorable, our future growth may be limited by our late entry into the silicone hydrogel market. We also face challenges associated with manufacturing a new material on a new manufacturing platform and are incurring additional manufacturing costs as we attempt to ramp up production volumes and improve efficiencies. We believe that our ability to succeed with silicone hydrogel products will be an important factor affecting future levels of sales growth and profitability.



**Table of Contents**

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Item 2. Management's Discussion and Analysis of Financial Conditionand Results of Operations, Continued

During fiscal 2007, we were engaged in litigation with regard to our silicone hydrogel product and certain lens design patents. In November 2007, we reached a global settlement agreement with CIBA Vision, the eye care unit of Novartis AG, that resolves all disputes with respect to current patent infringement litigation between the companies. Under the terms of the settlement, the companies have agreed to cross license rights to these patents, and CVI has agreed to pay a royalty on its future net U.S. contact lens sales of Biofinity until 2014 and on net sales outside of the United States until 2016.

Our operating results reflect the progression through our integration plan that is designed to optimize operational synergies of our acquisition of Ocular. Integration activities began in January 2005 and are expected to continue through mid calendar year 2008 as we expand preferred manufacturing practices and finalize the integration of duplicate distribution facilities. Our geographic mix of income and certain expenses associated with the integration plan impacted jurisdictions with lower tax rates. As a result, our effective tax rate has increased correspondingly.

CSI has built an extensive product portfolio through acquisition and internal development, and we anticipate that CSI will continue to consolidate the women's healthcare market. CSI expects to benefit from favorable demographic trends as the women of the baby-boomer generation are now reaching the age when gynecological procedures that utilize CSI products are performed most frequently.

Regarding capital resources, we believe that cash and cash equivalents on hand of \$2.6 million plus cash from operating activities and existing credit facilities will fund future operations, capital expenditures, cash dividends and small acquisitions. We expect capital expenditures in fiscal 2008 of approximately \$160 million to \$170 million, primarily to expand silicone hydrogel and single-use lens manufacturing capacity, complete the consolidation of distribution centers and for information technology. We now expect fiscal 2009 capital expenditures to decrease to \$125 million to \$140 million due to yield improvements in several processes and the expected completion of the plant expansion in Puerto Rico during fiscal 2008.

**Selected Statistical Information – Percentage of Sales and Growth**

	Percent of Sales Three Months Ended		% Growth
	January 31, 2008	2007	
Net sales	100%	100%	12%
Cost of sales	42%	41%	14%
Gross profit	58%	59%	10%
Selling, general and administrative expense	45%	44%	13%
Research and development expense	3%	5%	(27%)
Restructuring costs		1%	(56%)
Amortization of intangibles	2%	2%	12%
Operating income	8%	7%	27%

**Table of Contents**

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Item 2. Management's Discussion and Analysis of Financial Conditionand Results of Operations, Continued**Net Sales**

Cooper's two business units, CooperVision and CooperSurgical, generate all its sales:

CVI develops, manufactures and markets a broad range of contact lenses for the worldwide vision care market.

CSI develops, manufactures and markets medical devices, diagnostic products and surgical instruments and accessories used primarily by gynecologists and obstetricians.

Our consolidated net sales grew \$25.6 million, or 12%:

	<b>Three Months Ended January 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>% Increase</b>
	<b>(\$ in millions)</b>		
CVI	\$ 205.5	\$ 183.6	12%
CSI	39.5	35.8	10%
	<b>\$ 245.0</b>	<b>\$ 219.4</b>	<b>12%</b>

**CVI Net Sales**

Practitioner and patient preferences in the worldwide contact lens market continue to change. The major shifts are from:

Conventional lenses replaced annually to disposable and frequently replaced lenses. Disposable lenses are designed for either daily, two-week or monthly replacement; frequently replaced lenses are designed for replacement after one to three months.

Commodity lenses to specialty lenses including toric, multifocal and cosmetic lenses.

Commodity spherical lenses to value-added spherical lenses such as continuous wear lenses and lenses to alleviate dry eye symptoms as well as lenses with aspherical optical properties or higher oxygen permeable lenses such as silicone hydrogels. These shifts generally favor CVI's core product lines of specialty lenses, PC Technology brand spherical lenses, silicone hydrogel spherical lenses and single-use spherical lenses, 74% of CVI's worldwide business. Additionally, it is important that CVI develop a range of silicone hydrogel products. CVI has launched Biofinity, its silicone hydrogel lens, with sales in Europe, the United States and Australia and is in the process of expanding its manufacturing capacity to grow sales. CVI anticipates launching a second silicone hydrogel spherical lens, Avaira, in April 2008 and a silicone hydrogel toric lens at the end of calendar 2008.



**Table of Contents**

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Item 2. Management's Discussion and Analysis of Financial Conditionand Results of Operations, Continued

Definitions: Contact lens revenue includes sales of conventional, disposable, long-term extended wear lenses and single-use lenses, some of which are aspherically designed, and specialty lenses - toric lenses, multifocal lenses and cosmetic lenses.

Aspheric lenses correct for near- and farsightedness and have additional optical properties that help improve visual acuity in low light conditions and can correct low levels of astigmatism and low levels of presbyopia, an age-related vision defect.

Toric lens designs correct astigmatism by adding the additional optical properties of cylinder and axis, which correct for irregularities in the shape of the cornea.

Multifocal lens designs correct presbyopia.

Cosmetic lenses are opaque and color enhancing lenses that alter the natural appearance of the eye.

Proclear® lenses, manufactured using proprietary PC Technology, help enhance tissue/device compatibility and offer improved lens comfort.

**CVI Net Sales by Market**

	Three Months Ended		% Increase
	2008	2007	
	January 31,		
	(\$ in millions)		
Americas	\$ 87.1	\$ 81.4	7%
Europe	81.6	70.4	16%
Asia Pacific	36.8	31.8	16%
	\$ 205.5	\$ 183.6	12%

CVI's worldwide net sales grew 12% in the quarter, 6% in constant currency. Americas sales grew 7%, 5% in constant currency, primarily due to market gains of CVI's silicone hydrogel lens, Biofinity, disposable toric and single-use lenses. European sales grew 16%, 6% in constant currency, driven by significant increases in sales of Biofinity, disposable toric and disposable sphere products. Sales to the Asia Pacific region grew 16%, 8% in constant currency, primarily due to significant sales growth of single-use sphere products.

Net sales growth includes increases in single-use spheres up 39%, at \$35.1 million, all disposable spheres up 14% and total spheres up 12%. Biofinity had sales of \$9.1 million primarily in Europe and the United States. Disposable toric sales grew 14% with total toric sales up 11% and disposable multifocal sales up 26%. CVI's line of specialty lenses grew 12%. Cosmetic lenses declined 1%, and older conventional lens products declined 12%. Proclear products continued global market share gains as Proclear toric sales increased 49% to \$15.5 million, Proclear spheres, including Biomedics XC and Proclear 1 Day, increased 24% to \$26.6 million and Proclear multifocal lenses, including Biomedics XC, increased

42% to \$9.5 million.

**Table of Contents**

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Item 2. Management's Discussion and Analysis of Financial Conditionand Results of Operations, Continued

CVI's sales growth is driven primarily through increases in the volume of lenses sold as the market continues to move to more frequent replacement. While unit growth and product mix have influenced CVI's sales growth, average realized prices by product have not materially influenced sales growth.

**CSI Net Sales**

CSI's first quarter net sales increased 10% to \$39.5 million with organic sales growth of about 3%. Sales of products marketed directly to hospitals grew 19% and now represent 29% of CSI's sales. Women's healthcare products used primarily by obstetricians and gynecologists generate 95% of CSI's sales. The balance are sales of medical devices outside of women's healthcare which CSI does not actively market. Unit growth and product mix are the primary influences of CSI's organic sales growth. Average realized prices by product have not materially influenced organic sales growth.

**Cost of Sales/Gross Profit**

Gross profit as a percentage of net sales (margin) was:

	<b>Margin</b>	
	<b>Three Months Ended</b>	
	<b>January 31,</b>	
	<b>2008</b>	<b>2007</b>
CVI	58%	59%
CSI	60%	60%
Consolidated	58%	59%

CVI's margin was 58% for the first quarter of fiscal 2008 compared with 59% for the first quarter last year, with the decline a result of manufacturing inefficiencies related to new products and integration activities, changing product mix and unfavorable foreign currency that flowed through cost of sales. The changing product mix included a shift to lower margin sphere products, including single-use spheres that represented 17% of lens sales in the current period compared to 14% in the first quarter of fiscal 2007. CVI's fiscal 2008 cost of sales includes production start-up costs for our new silicone hydrogel products, share-based compensation and integration activities. These costs amounted to \$9.5 million or 5% of sales in the three-month period. For 2007, cost of sales included restructuring costs, share-based compensation and production start-up costs, which were 3% of sales in the three-month period.

CSI's margin was 60%, the same as the first quarter last year. Gross margin reflects continuing efficiencies associated with recent acquisitions.

**Table of Contents**

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Item 2. Management's Discussion and Analysis of Financial Conditionand Results of Operations, Continued**Selling, General and Administrative (SGA) Expense**

	<b>Three Months Ended January 31,</b>				
	<b>2008</b>		<b>2007</b>		<b>%</b>
	<b>% Net</b>		<b>% Net</b>		<b>Increase</b>
	<b>Sales</b>		<b>Sales</b>		
	(\$ in millions)				
CVI	\$ 86.2	42%	\$ 73.9	40%	17%
CSI	14.4	36%	13.5	38%	6%
Headquarters	9.3	N/A	10.1	N/A	(8%)
	\$ 109.9	45%	\$ 97.5	44%	13%

In the first quarter of fiscal 2008, consolidated SGA increased by 13% and as a percentage of net sales, increased to 45% from 44% in the first quarter of 2007. CVI's SGA increased 17%, primarily due to costs supporting increased sales levels as well as lenses used in marketing programs, litigation costs and integration costs, including the rationalization of distribution centers. SGA as a percentage of net sales increased to 42% in the period from 40% in 2007. During fiscal 2007, we were engaged in litigation with regard to our silicone hydrogel product and certain lens design patents. In November 2007, we reached a global settlement agreement with CIBA Vision, the eye care unit of Novartis AG, that resolves all disputes with respect to current patent infringement litigation between the companies. Under the terms of the settlement, the companies have agreed to cross license rights to these patents, and CVI has agreed to pay a royalty on its future net U.S. contact lens sales of Biofinity until 2014 and on net sales outside of the United States until 2016. CSI's SGA increased 6%, which supported the 10% increase in sales.

Corporate headquarters expenses decreased 8% to \$9.3 million in the three-month period, primarily due to reduced share-based compensation of \$3.3 million in the three-month period of 2008 compared to \$4.6 million in the three-month period of fiscal 2007.

**Research and Development Expense**

During the fiscal first quarter, CVI's research and development expenditures were \$6.6 million, up 14% over the first quarter of fiscal 2007 and were 3% of sales in both periods. CVI's research and development activities include programs to develop disposable silicone hydrogel products and product lines utilizing PC Technology.

CSI's research and development expenditures were \$1.5 million, and as a percentage of net sales increased to 4% from 3% before a first quarter of 2007 charge of \$4.2 million for acquired in-process research and development. CSI's research and development activities include the upgrade and redesign of many CSI osteoporoses, in-vitro fertilization, incontinence and assisted reproductive technology products and other obstetrical and gynecological product development activities.

**Table of Contents**

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

**Item 2. Management's Discussion and Analysis of Financial Condition****and Results of Operations, Continued****Operating Income**

Operating income (loss) increased by \$4.2 million, or 27%, in the first quarter:

	<b>Three Months Ended January 31,</b>				
	<b>2008</b>	<b>% Net Sales</b>	<b>2007</b>	<b>% Net Sales</b>	<b>% Increase (Decrease)</b>
	(\$ in millions)				
CVI	\$ 22.7	11%	\$ 24.1	13%	(5%)
CSI	6.6	17%	1.8	5%	254%
Headquarters	(9.3)	N/A	(10.1)	N/A	8%
	\$ 20.0	8%	\$ 15.8	7%	27%

**Interest Expense**

Interest expense increased by \$1.3 million or 13%, primarily reflecting an increase in our long-term borrowings used for capital expenditures.

**Other Income (Expense), Net**

	<b>Three Months Ended January 31,</b>	
	<b>2008</b>	<b>2007</b>
	(In millions)	
Interest income	\$ 0.1	\$ 0.3
Foreign exchange gain	0.7	0.8
Other	(0.2)	(0.3)
	\$ 0.6	\$ 0.8

**Provision for Income Taxes**

We recorded tax expense of \$2.6 million in the first quarter of fiscal 2008 compared to \$1.4 million in the first quarter of fiscal 2007. The effective tax rate for the first quarter of fiscal 2008 (provision for taxes divided by income before taxes) was approximately 27.5 percent compared to approximately 21.2 percent for the first quarter of fiscal 2007. The increase in our effective tax rate was due primarily to our geographic mix of income, which continues to be impacted by certain expenses associated with the Ocular integration plan in jurisdictions with lower tax rates.



**Table of Contents**

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Item 2. Management's Discussion and Analysis of Financial Conditionand Results of Operations, Continued**Share-Based Compensation Plans**

The Company has several share-based compensation plans that are described in the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2007. The compensation and related income tax benefit recognized in the Company's consolidated financial statements for stock options, restricted stock awards and restricted stock units were as follows:

	<b>Three Months Ended January 31, 2008      2007 (In millions)</b>	
Selling, general and administrative expense	\$ 5.2	\$ 6.7
Cost of sales	0.4	0.3
Research and development expense	(0.4)	0.2
Capitalized in inventory	0.4	0.5
<b>Total compensation</b>	<b>\$ 5.6</b>	<b>\$ 7.7</b>
Related income tax benefit	\$ 1.6	\$ 2.0

**Table of Contents**

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Item 2. Management's Discussion and Analysis of Financial Conditionand Results of Operations, Continued**Capital Resources and Liquidity****First Quarter Highlights**

Cash used in operating activities of \$5.6 million vs. cash provided by operating activities of \$0.8 million in the first quarter of fiscal 2007.

Expenditures for purchases of property, plant and equipment (PP&E) \$42.7 million vs. \$50.0 million in last year's first quarter.

**Comparative Statistics**

	January 31, 2008	October 31, 2007
	(\$ in millions)	
Cash and cash equivalents	\$ 2.6	\$ 3.2
Total assets	\$ 2,584.9	\$ 2,560.3
Working capital	\$ 286.3	\$ 231.0
Total debt	\$ 925.1	\$ 876.6
Stockholders' equity	\$ 1,413.5	\$ 1,423.6
Ratio of debt to equity	0.65:1	0.62:1
Debt as a percentage of total capitalization	40%	38%
Operating cash flow - twelve months ended	\$ 127.6	\$ 134.0

**Working Capital**

The increase in working capital in the fiscal first quarter of 2008 was primarily due to our adoption of FIN 48, which resulted in a reclassification of certain short-term tax liabilities to long term (see Note 9. Income Taxes), the building of inventories in anticipation of new product launches and increasing sales levels, a decrease in accounts payable and other accrued liabilities and an increase in our long-term borrowings. The increase in working capital was partially offset by cash used to pay for capital equipment.

**Operating Cash Flow**

Cash used in operating activities totaled \$5.6 million in the first quarter of fiscal 2008, and cash provided by operating activities was \$127.6 million over the twelve-month period ended January 31, 2008. Operating cash flow decreased in the quarter as we have utilized cash to build inventory in support of new product launches, for costs associated with our Ocular integration plan and for the reduction of accounts payable and other accrued liabilities.

**Table of Contents**

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Item 2. Management's Discussion and Analysis of Financial Condition

and Results of Operations, Continued

At the end of the first quarter of fiscal 2008, Cooper's inventory months on hand (MOH) decreased to 8.2 from 8.3 in last year's first quarter but increased from an adjusted MOH of 7.4 at October 31, 2007, as inventory was built to support new product launches and distribution center consolidations. Also, our days sales outstanding (DSO) decreased to 62 days from 64 days in last year's first quarter. Based on our experience and knowledge of our customers and our analysis of inventoried products and product levels, we believe that our accounts receivable and inventories are recoverable.

**Investing Cash Flow**

The cash outflow of \$44.4 million from investing activities was for capital expenditures of \$42.7 million used primarily to expand manufacturing capacity and continue the rollout of new information systems and payments of \$1.7 million related to previous acquisitions.

**Financing Cash Flow**

The cash inflow of \$49.4 million from financing activities was driven by net proceeds from long-term debt of \$48.1 million and \$2.3 million from the exercise of stock options, partially offset by dividends on our common stock of \$1.3 million paid in the first quarter of 2008.

**Estimates and Critical Accounting Policies**

Management estimates and judgments are an integral part of financial statements prepared in accordance with U.S. generally accepted accounting principles (GAAP). We believe that the critical accounting policies described in this section address the more significant estimates required of management when preparing our consolidated financial statements in accordance with GAAP. We consider an accounting estimate critical if changes in the estimate may have a material impact on our financial condition or results of operations. We believe that the accounting estimates employed are appropriate and resulting balances are reasonable; however, actual results could differ from the original estimates, requiring adjustment to these balances in future periods.

**Revenue recognition** We recognize revenue when it is realized or realizable and earned, based on terms of sale with the customer, where persuasive evidence of an agreement exists, delivery has occurred, the seller's price is fixed and determinable and collectibility is reasonably assured. For contact lenses as well as CSI medical devices, diagnostic products and surgical instruments and accessories, this primarily occurs upon product shipment, when risk of ownership transfers to our customers. We believe our revenue recognition policies are appropriate in all circumstances and that our policies are reflective of our customer arrangements. We record, based on historical statistics, estimated reductions to revenue for customer incentive programs offered including cash discounts, promotional and advertising allowances, volume discounts, contractual pricing allowances, rebates and specifically established customer product return programs. While estimates are involved, historically, most of these programs have not been major factors in our business since a high percentage of our revenue is from direct sales to doctors. The Company records taxes collected from customers on a net basis, as these taxes are not included in revenue.

---

**Table of Contents**

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Item 2. Management's Discussion and Analysis of Financial Condition

and Results of Operations, Continued.

**Allowance for doubtful accounts** Our reported balance of accounts receivable, net of the allowance for doubtful accounts, represents our estimate of the amount that ultimately will be realized in cash. We review the adequacy of our allowance for doubtful accounts on an ongoing basis, using historical payment trends and the age of the receivables and knowledge of our individual customers. When our analyses indicate, we increase or decrease our allowance accordingly. However, if the financial condition of our customers were to deteriorate, additional allowances may be required. While estimates are involved, bad debts historically have not been a significant factor given the diversity of our customer base, well established historical payment patterns and the fact that patients require satisfaction of healthcare needs in both strong and weak economies.

**Net realizable value of inventory** In assessing the value of inventories, we must make estimates and judgments regarding aging of inventories and other relevant issues potentially affecting the saleable condition of products and estimated prices at which those products will sell. On an ongoing basis, we review the carrying value of our inventory, measuring number of months on hand and other indications of salability, and reduce the value of inventory if there are indications that the carrying value is greater than market. At the point of the loss recognition, a new, lower-cost basis for that inventory is established, and subsequent changes in facts and circumstances do not result in the restoration or increase in that newly established cost basis. While estimates are involved, historically, obsolescence has not been a significant factor due to long product dating and lengthy product life cycles. We target to keep, on average, about seven months of inventory on hand to maintain high customer service levels given the complexity of our specialty lens product portfolio.

**Valuation of goodwill** We account for goodwill and evaluate our goodwill balances and test them for impairment in accordance with the provisions of Statement of Financial Accounting Standards (SFAS) No. 142, *Goodwill and Other Intangible Assets* (SFAS 142). The SFAS 142 goodwill impairment test is a two-step process. Initially, we compare the book value of net assets to the fair value of each reporting unit that has goodwill assigned to it. If the fair value is determined to be less than the book value, a second step is performed to compute the amount of the impairment. The valuation of each of our reporting units is determined using a combination of discounted cash flows, an income valuation approach, and the guideline company method, a market valuation approach. When available and as appropriate, we use comparative market multiples to corroborate fair value results. A reporting unit is the level of reporting at which goodwill is tested for impairment.

Our reporting units are the same as our business segments CVI and CSI reflecting the way that we manage our business. We test goodwill for impairment annually and when an event occurs or circumstances change such that it is reasonably possible that impairment may exist. We performed an impairment test in our fiscal third quarter 2007, and our analysis indicated that we had no impairment of goodwill.

---

**Table of Contents**

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Item 2. Management's Discussion and Analysis of Financial Condition

and Results of Operations, Continued

**Business combinations** We routinely consummate business combinations. We allocate the purchase price of acquisitions based on our estimates and judgments of the fair value of net assets purchased, acquisition costs incurred and intangibles other than goodwill. On individually significant acquisitions, we utilize independent valuation experts to provide a basis in order to refine the purchase price allocation, if appropriate. Results of operations for acquired companies are included in our consolidated results of operations from the date of acquisition.

**Income taxes** The Company accounts for income taxes under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and for tax losses and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized.

As part of the process of preparing our consolidated financial statements, we must estimate our income tax expense for each of the jurisdictions in which we operate. This process requires significant management judgments and involves estimating our current tax exposures in each jurisdiction including the impact, if any, of additional taxes resulting from tax examinations as well as judging the recoverability of deferred tax assets. To the extent recovery of deferred tax assets is not likely based on our estimation of future taxable income in each jurisdiction, a valuation allowance is established. Tax exposures can involve complex issues and may require an extended period to resolve. Frequent changes in tax laws in each jurisdiction complicate future estimates. To determine the quarterly tax rate, we are required to estimate full-year income and the related income tax expense in each jurisdiction. Changes in the geographic mix or estimated level of annual pre-tax income can affect the overall effective tax rate, and such changes could be material.

**Share-based compensation** Under the fair value recognition provisions of SFAS No. 123 (revised 2004), *Share-Based Payment* (SFAS 123R) as interpreted by SEC Staff Accounting Bulletin No. 107, share-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense over the vesting period. Determining the fair value of share-based awards at the grant date requires judgment, including estimating Cooper's stock price volatility, employee exercise behavior and employee forfeiture rates.

The expected life of the share-based awards is based on the observed and expected time to post-vesting forfeiture and/or exercise. Groups of employees that have similar historical exercise behavior are considered separately for valuation purposes. The expected volatility is based on implied volatility from publicly-traded options on the Company's stock at the

**Table of Contents**

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Item 2. Management's Discussion and Analysis of Financial Condition

and Results of Operations, Continued

date of grant, historical implied volatility of the Company's publicly-traded options, historical volatility and other factors. The risk-free interest rate is based on the continuous rates provided by the U.S. Treasury with a term equal to the expected life of the award. The dividend yield is based on the projected annual dividend payment per share, divided by the stock price at the date of grant.

As share-based compensation expense recognized in the Consolidated Statement of Income is based on awards ultimately expected to vest, the amount of expense has been reduced for estimated forfeitures. SFAS 123R requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Forfeitures are estimated based on historical experience. If factors change and the Company employs different assumptions in the application of SFAS 123R, the compensation expense that it records in future periods may differ significantly from what it has recorded in the current period.

**New Accounting Pronouncements**

In July 2006, the Financial Accounting Standards Board (FASB) issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (FIN 48). FIN 48 applies to all tax positions related to income taxes subject to SFAS No. 109, *Accounting for Income Taxes* (SFAS 109). The Company adopted the provisions of FIN 48 on November 1, 2007. Under FIN 48, the Company recognizes the benefit from a tax position only if it is more likely than not that the position would be sustained upon audit based solely on the technical merits of the tax position. FIN 48 clarifies how the Company measures the income tax benefits from the tax positions that are recognized, provides guidance as to the timing of the derecognition of previously recognized tax benefits and describes the methods for classifying and disclosing the liabilities within the consolidated financial statements for any unrecognized tax benefits. FIN 48 also addresses when the Company should record interest and penalties related to tax positions and how the interest and penalties may be classified within our Consolidated Statement of Income and presented in the Consolidated Balance Sheet. We discuss our adoption of FIN 48 at Note 9. Income Taxes.

As a result, the Company reduced its net liability for unrecognized tax benefits by \$5.3 million, which was accounted for as an increase to retained earnings. As of the adoption date, the Company had total gross unrecognized tax benefits of \$18.9 million. If recognized, \$16.5 million of unrecognized tax benefits would impact the Company's effective tax rate. For the three-month period ended January 31, 2008, there were no material changes to the total amount of unrecognized tax benefits. The Company historically classified unrecognized tax benefits in current taxes payable. As a result of adoption of FIN 48, unrecognized tax benefits were reclassified to long-term income taxes payable.

---

**Table of Contents**

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Item 2. Management's Discussion and Analysis of Financial Condition

and Results of Operations, Continued

Interest and penalties of \$1.75 million have been reflected as a component of the total liability as of the date of adoption of FIN 48. It is the Company's policy to recognize as additional income tax expense, the items of interest and penalties directly related to income taxes.

Included in the balance of unrecognized tax benefits at November 1, 2007 is \$0.6 million to \$1.4 million related to tax positions for which it is reasonably possible that the total amounts could significantly change during the next twelve months. This amount represents a decrease in unrecognized tax benefits comprised of items related to transfer pricing in various jurisdictions, state net operating losses and expiring statutes in various jurisdictions worldwide.

As of January 31, 2008, the tax years for which the Company remains subject to U.S. Federal income tax assessment upon examination are 2004 through 2007. The Company remains subject to income tax examinations in other major tax jurisdictions including the United Kingdom, Japan and Australia for the tax years 2003 through 2007.

In December 2007, the FASB issued Statement No. 141 (revised 2007), *Business Combinations* (SFAS 141R). SFAS 141R establishes principles and requirements for how the acquirer in a business combination recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any controlling interest in the business and the goodwill acquired. SFAS 141R further requires that acquisition related costs and costs associated with restructuring or exiting activities of an acquired entity will be expensed as incurred. SFAS 141R also establishes disclosure requirements which will require disclosure of the nature and financial effects of the business combination. The Company is currently evaluating the impact of SFAS 141R, which is effective for the Company beginning in our fiscal year ending October 31, 2010, will have on our consolidated financial statements.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* (SFAS 157). SFAS 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS 157 as issued is effective for fiscal years beginning after November 15, 2007. On February 12, 2008 the FASB issued FASB Staff Position (FSP) FAS 157-2, *Effective Date of FASB Statement No. 157* (FSP FAS 157-2). FSP FAS 157-2 defers the implementation of SFAS 157 for certain nonfinancial assets and nonfinancial liabilities. The remainder of SFAS 157 is effective, for the Company, beginning our fiscal year ending October 31, 2009. The aspects that have been deferred by FSP FAS 157-2 will be effective for the Company beginning our fiscal year ending October 31, 2010. The Company is currently evaluating the impact that the adoption of FAS 157 will have on its consolidated financial statements.

In October 2007, the Company adopted SFAS No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans - an amendment of FASB Statements No. 87, 88, 106 and 132(R)* (SFAS 158). SFAS 158 requires an employer to recognize the overfunded or underfunded status of a defined benefit postretirement plan as an asset or liability in its statement of financial position and to recognize changes in that funded status in the year in which the changes occur through comprehensive income. Prior to the adoption of SFAS 158, the Company accounted for its defined benefit postretirement plan under SFAS No. 87,

**Table of Contents**

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Item 2. Management's Discussion and Analysis of Financial Condition

and Results of Operations, Continued

*Employers Accounting for Pensions* (SFAS 87). SFAS 87 required that a liability (minimum pension liability) be recorded when the accumulated benefit obligation liability exceeded the fair value of plan assets. In fiscal year 2007, the adjustment to initially apply SFAS 158 was approximately \$1.5 million net of tax benefit of about \$1.0 million, and was recorded as a non-cash charge to accumulated other comprehensive income in stockholders' equity. Under SFAS 87, changes in the funded status were disclosed but not immediately recognized; rather they were deferred and recognized ratably over future periods. In addition, SFAS 158 requires that the postretirement plan assets and obligations be measured as of the end of our fiscal year. We plan to adopt the measurement provisions of SFAS 158 in our fiscal year ending October 31, 2009, and are currently evaluating the impact of this provision of SFAS 158 on our consolidated financial statements. See Note 10. Employee Benefits.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities, Including an Amendment of FASB Statement No. 115* (SFAS 159). SFAS 159 provides the option to measure, at fair value, eligible financial instrument items, which are not otherwise required to be measured at fair value. The irrevocable decision to measure items at fair value is made at specified election dates on an instrument-by-instrument basis. Changes in that instrument's fair value must be recognized in current earnings in subsequent reporting periods. If elected, the first measurement to fair value is reported as a cumulative-effect adjustment to the opening balance of retained earnings in the year of adoption. SFAS 159 also establishes additional disclosure requirements. The Company is currently evaluating the impact on our consolidated financial statements of the adoption of SFAS 159, if we elect to measure eligible financial instruments at fair value. This statement is effective for the Company beginning in our fiscal year ending October 31, 2009.

In December 2007, the FASB issued Statement No. 160, *Noncontrolling Interests in Consolidated Financial Statements - an amendment of ARB No. 51* (SFAS 160). SFAS 160 establishes accounting and reporting standards for ownership interests in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable to the parent and to the noncontrolling interest, changes in a parent's ownership interest and the valuation of retained noncontrolling equity investments when a subsidiary is deconsolidated. SFAS 160 also establishes reporting requirements that provide sufficient disclosures that clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owners. Currently, the Company does not anticipate the adoption of SFAS 160, which is effective for the Company beginning in our fiscal year ending October 31, 2010, will have a material impact on our consolidated financial statements.



**Table of Contents**

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Item 2. Management's Discussion and Analysis of Financial Condition

and Results of Operations, Continued

**Risk Management**

Most of our operations outside the United States have their local currency as their functional currency. We are exposed to risks caused by changes in foreign exchange, principally our pound sterling, euro, Canadian dollar and Japanese yen-denominated debt and receivables, and from operations in foreign currencies. We have taken steps to minimize our balance sheet exposure. We are also exposed to risks associated with changes in interest rates, as the interest rate on our Revolver under our new credit facility varies with the London Interbank Offered Rate. Our significant increase in debt following the acquisition of Ocular has significantly increased the risk associated with changes in interest rates. We have decreased this interest rate risk by hedging approximately \$275 million of variable rate debt effectively converting it to fixed rate debt for periods of 23 months to 48 months.

**Trademarks**

Biofinity, Biomedics and Proclear are registered trademarks of The Cooper Companies, Inc., its affiliates and/or subsidiaries. Avaira, Biomedics XC, PC Technology and Proclear 1 Day are trademarks of The Cooper Companies, Inc., its affiliates and/or subsidiaries.

**Table of Contents**

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

**Item 3. Quantitative and Qualitative Disclosure About Market Risk**

See Risk Management under Capital Resources and Liquidity in Item 2 of this report.

**Item 4. Controls and Procedures**

The Company has established and currently maintains disclosure controls and procedures designed to ensure that material information required to be disclosed in its reports filed under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified by the Securities and Exchange Commission and that any material information relating to the Company is recorded, processed, summarized and reported to its principal officers to allow timely decisions regarding required disclosures. In designing and evaluating the disclosure controls and procedures, management recognizes that controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving desired control objectives. In reaching a reasonable level of assurance, management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

In conjunction with the close of each fiscal quarter, the Company conducts a review and evaluation, under the supervision and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. The Company's Chief Executive Officer and Chief Financial Officer, based upon their evaluation as of January 31, 2008, the end of the fiscal quarter covered in this report, concluded that the Company's disclosure controls and procedures were effective at the reasonable assurance level.

As of January 31, 2008, there has been no change in the Company's internal control over financial reporting during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**Table of Contents**

PART II - OTHER INFORMATION

**Item 1. Legal Proceedings**

The Company is from time to time involved in various litigation and legal matters arising in the normal course of its business operations. By describing any particular matter, the Company does not intend to imply that it or its legal advisors have concluded or believe that the outcome of any of those particular matters is or is not likely to have a material adverse impact upon the Company's consolidated financial position, cash flows or results of operations.

**In re The Cooper Cos., Inc., Securities Litigation**

On February 15, 2006, Alvin L. Levine filed a putative securities class action lawsuit in the United States District Court for the Central District of California, Case No. SACV-06-169 CJC, against the Company, A. Thomas Bender, its Chairman of the Board and a director, Robert S. Weiss, its Chief Executive Officer and a director, and John D. Fruth, a director. Two similar putative class action lawsuits were also filed in the United States District Court for the Central District of California, Case Nos. SACV-06-306 CJC and SACV-06-331 CJC. On May 19, 2006, the Court consolidated all three actions under the heading *In re Cooper Companies, Inc. Securities Litigation* and selected a lead plaintiff and lead counsel pursuant to the provisions of the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4.

The lead plaintiff filed a consolidated complaint on July 31, 2006. The consolidated complaint was filed on behalf of all purchasers of the Company's securities between July 28, 2004, and December 12, 2005, including persons who received Company securities in exchange for their shares of Ocular in the January 2005 merger pursuant to which the Company acquired Ocular. In addition to the Company, Messrs. Bender, Weiss, and Fruth, the consolidated complaint names as defendants several of the Company's other current officers and directors and former officers. On July 13, 2007, the Court granted Cooper's motion to dismiss the consolidated complaint and granted the lead plaintiff leave to amend to attempt to state a valid claim.

On August 9, 2007, the lead plaintiff filed an amended consolidated complaint. As before, the amended consolidated complaint was filed on behalf of all purchasers of the Company's securities between July 28, 2004, and December 12, 2005, including persons who received Company securities in exchange for their shares of Ocular in the January 2005 merger pursuant to which the Company acquired Ocular. In addition to the Company, the amended consolidated complaint names as defendants Messrs. Bender, Weiss, Fruth, Steven M. Neil, the Company's former Executive Vice President and Chief Financial Officer, and Gregory A. Fryling, CooperVision's former President and Chief Operating Officer.

The amended consolidated complaint purports to allege violations of Sections 10(b) and 20(a) of the Securities and Exchange Act of 1934 by, among other things, contending that the defendants made misstatements concerning the Biomedics product line, sales force integration following the merger with Ocular, the impact of silicone hydrogel lenses and financial projections. The amended consolidated complaint also alleges that the Company improperly

## **Table of Contents**

accounted for assets acquired in the Ocular merger by improperly allocating \$100 million of acquired customer relationships and manufacturing technology to goodwill (which is not amortized against earnings) instead of to intangible assets other than goodwill (which are amortized against earnings), that the Company lacked appropriate internal controls and issued false and misleading Sarbanes-Oxley Act certifications.

On October 23, 2007, the Court granted in-part and denied in-part Cooper and the individual defendants' motion to dismiss. The Court dismissed the claims relating to the Sarbanes-Oxley Act certifications and the Company's accounting of assets acquired in the Ocular merger. The Court denied the motion as to the claims related to alleged false statements concerning the Biomedics product line, sales force integration, the impact of silicone hydrogel lenses and the Company's financial projections. On November 28, 2007, the Court dismissed all claims against Mr. Fruth with leave to amend. Plaintiff did not amend their consolidated amended complaint within the time permitted by the Court. On December 3, 2007, the Company and Messrs. Bender, Weiss, Neil and Fryling answered the amended consolidated complaint. The Company intends to defend this matter vigorously.

### **In re Cooper Companies, Inc. Derivative Litigation**

On March 17, 2006, Eben Brice filed a purported shareholder derivative complaint in the United States District Court for the Central District of California, Case No. 8:06-CV-00300-CJC-RNB, against several current and former officers and directors of the Company. The Company is named as a nominal defendant. Since the filing of the first purported shareholder derivative lawsuit, three similar purported shareholder derivative suits were filed in the United States District Court for the Central District of California. All four actions have been consolidated under the heading In re Cooper Companies, Inc. Derivative Litigation and the Court selected a lead plaintiff and lead counsel.

On September 11, 2006, plaintiffs filed a consolidated amended complaint. The consolidated amended complaint names as defendants Messrs. Bender, Weiss, Fruth, Marx, Rosenberg, and Fryling. It also names as defendants current directors Michael Kalkstein, Stanley Zinberg, Allan Rubenstein, and one former director. The Company is a nominal defendant. The complaint purports to allege causes of action for breach of fiduciary duty, insider trading, breach of contract, and unjust enrichment, and largely repeats the allegations in the class action securities case, described above. The Company and the individual defendants have yet to respond to the consolidated amended complaint.

In addition to the derivative action pending in federal court, three similar purported shareholder actions were filed in the Superior Court for the State of California for the County of Alameda. These actions have been consolidated under the heading In re Cooper Companies, Inc. Shareholder Derivative Litigation, Case Nos. RG06260748. A consolidated amended complaint was filed on September 18, 2006. The consolidated amended complaint names as defendants the same individuals that are in the defendants in the federal derivative action. In addition, the complaint names Ms. Kaufman, Messrs. Fryling, Battin, Calcagno, and current officers Paul L. Rimmell, Jeffrey Allan McLean, and Nicholas J. Pichotta. The Company is a nominal defendant. On November 29, 2006, the Superior Court for the County of Alameda entered an order staying the consolidated action pending the resolution of the federal derivative action.

## **Table of Contents**

Both the state and federal derivative action are derivative in nature and do not seek damages from the Company.

### **Bausch & Lomb Incorporated Litigation**

On October 5, 2004, Bausch & Lomb Incorporated (Bausch & Lomb) filed a lawsuit against Ocular Sciences, Inc. in the U.S. District Court for the Western District of New York alleging that its Biomedics toric soft contact lens and its private label equivalents infringe Bausch & Lomb's U.S. Patent No. 6,113,236 relating to toric contact lenses having optimized thickness profiles. The complaint seeks an award of damages, including multiple damages, attorneys' fees and costs and an injunction preventing the alleged infringement. The parties have filed claim construction briefs for the court to consider for its Markman order, and fact discovery substantially concluded during the first quarter of fiscal 2006. No trial date has been set. Based on our review of the complaint and the patent, as well as other relevant information obtained in discovery, we believe this lawsuit is without merit and plan to continue to pursue a vigorous defense.

### **CIBA Vision Litigation**

On April 10, 2006, CVI filed a lawsuit against CIBA Vision (CIBA) in the United States District Court for the Eastern District of Texas alleging that CIBA is infringing United States Patent Nos. 6,431,706, 6,923,538, 6,467,903, 6,857,740 and 6,971,746 by, among other things, making, using, selling and offering to sell its O2Optix line of contact lenses. The parties entered into a settlement agreement and cross-license agreement dated November 19, 2007, pursuant to which the claims in this lawsuit and the Delaware and other Texas lawsuits described herein were resolved. The terms of the settlement are confidential and provide for prospective royalty payments by CVI. In accordance with the settlement agreement, the Court entered a stipulated consent judgment on November 26, 2007.

On April 11, 2006, CVI filed a lawsuit against CIBA in the United States District Court for the District of Delaware seeking a judicial declaration that CVI's Biofinity line of silicone hydrogel contact lenses does not infringe any valid and enforceable claims of United States Patent Nos. 5,760,100, 5,776,999, 5,789,461, 5,849,811, 5,965,631 and 6,951,894. The parties entered into a settlement agreement and cross-license agreement dated November 19, 2007, pursuant to which the claims in this lawsuit and the Texas lawsuits described herein were resolved. The terms of the settlement are confidential and provide for prospective royalty payments by CVI. In accordance with the settlement agreement, the Court entered a stipulated consent judgment on November 21, 2007.

On November 21, 2006, CVI filed a lawsuit against CIBA in the United States District Court for the Eastern District of Texas alleging that CIBA is infringing United States Patent Nos. 7,134,753 and 7,133,174 by, among other things, making, using, selling and offering to sell its O2Optix toric line of contact lenses. The parties entered into a settlement agreement and cross-

**Table of Contents**

license agreement dated November 19, 2007, pursuant to which the claims in this lawsuit and the Delaware and other Texas lawsuits described herein were resolved. The terms of the settlement are confidential and provide for prospective royalty payments by CVI. In accordance with the settlement agreement, the Court entered a stipulated consent judgment on November 26, 2007.

**Item 1A. Risk Factors**

There have been no material changes in the Company's risk factors from those disclosed in our Annual Report on Form 10-K for fiscal year ended October 31, 2007.

**Table of Contents**

**Item 6. Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
11*	Calculation of Earnings Per Share
31.1	Certification of the Chief Executive Officer, pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934
31.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934
32.1	Certification of the Chief Executive Officer, pursuant to 18 U.S.C. Section 1350
32.2	Certification of the Chief Financial Officer, pursuant to 18 U.S.C. Section 1350

\* The information called for in this Exhibit is provided in Footnote 7, Earnings per Share, to the Consolidated Condensed Financial Statements in this report.

**Table of Contents**

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.

The Cooper Companies, Inc.  
(Registrant)

Date: March 7, 2008

/s/ Rodney E. Folden  
Rodney E. Folden

Corporate Controller

(Principal Accounting Officer)



**Table of Contents**

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Index of Exhibits

<b>Exhibit No.</b>		<b>Page No.</b>
11*	Calculation of Earnings Per Share	
31.1	Certification of the Chief Executive Officer, pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934	
31.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934	
32.1	Certification of the Chief Executive Officer, pursuant to 18 U.S.C. Section 1350	
32.2	Certification of the Chief Financial Officer, pursuant to 18 U.S.C. Section 1350	

\* The information called for in this Exhibit is provided in Footnote 7, Earnings per Share, to the Consolidated Condensed Financial Statements in this report.