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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 10-Q**

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**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For Quarterly Period Ended July 31, 2007

**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

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**The Cooper Companies, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**94-2657368**  
(I.R.S. Employer  
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

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.

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**Common Stock, \$.10 par value**

Class

**44,800,966 Shares**

Outstanding at August 31, 2007

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THE COOPER COMPANIES, INC. AND SUBSIDIARIES

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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)

	Three Months Ended		Nine Months Ended	
	July 31,		July 31,	
	2007	2006	2007	2006
Net sales	\$251,862	\$225,798	\$696,817	\$642,934
Cost of sales	105,938	88,037	294,526	244,649
Gross profit	145,924	137,761	402,291	398,285
Selling, general and administrative expense	104,521	90,039	302,977	263,085
Research and development expense	11,513	6,264	30,581	26,110
Restructuring costs	2,072	5,628	6,779	7,834
Amortization of intangibles	4,160	3,530	12,003	10,762
Operating income	23,658	32,300	49,951	90,494
Interest expense	11,085	8,534	31,795	28,834
Other income (expense), net	512	523	1,340	(1,655)
Income before income taxes	13,085	24,289	19,496	60,005
Provision for income taxes	4,905	3,312	6,495	7,373
Net income	8,180	20,977	13,001	52,632
Add interest charge applicable to convertible debt, net of tax	523	522	—	1,567
Income for calculating diluted earnings per share	<u>\$ 8,703</u>	<u>\$ 21,499</u>	<u>\$ 13,001</u>	<u>\$ 54,199</u>
Earnings per share:				
Basic	<u>\$ 0.18</u>	<u>\$ 0.47</u>	<u>\$ 0.29</u>	<u>\$ 1.18</u>
Diluted	<u>\$ 0.18</u>	<u>\$ 0.45</u>	<u>\$ 0.29</u>	<u>\$ 1.14</u>
Number of shares used to compute earnings per share:				
Basic	<u>44,778</u>	<u>44,531</u>	<u>44,664</u>	<u>44,516</u>
Diluted	<u>47,785</u>	<u>47,482</u>	<u>45,082</u>	<u>47,614</u>

See accompanying notes.

THE COOPER COMPANIES, INC. AND SUBSIDIARIES  
Consolidated Balance Sheets  
(In thousands)  
(Unaudited)

	July 31, 2007	October 31, 2006
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 8,061	\$ 8,224
Trade accounts receivable, net of allowance for doubtful accounts of \$5,818 at July 31, 2007 and \$5,523 at October 31, 2006	164,332	146,584
Inventories, net	265,381	236,512
Deferred tax assets	22,200	19,659
Prepaid expense and other current assets	51,123	45,972
Total current assets	<u>511,097</u>	<u>456,951</u>
Property, plant and equipment, at cost	756,263	637,428
Less: accumulated depreciation and amortization	177,546	141,071
	<u>578,717</u>	<u>496,357</u>
Goodwill	1,255,936	1,217,084
Other intangibles, net	150,086	147,160
Deferred tax assets	23,322	21,479
Other assets	21,907	13,570
	<u>\$2,541,065</u>	<u>\$2,352,601</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Short-term debt	\$ 53,706	\$ 23,516
Current portion of long-term debt	—	37,850
Accounts payable	59,531	66,080
Employee compensation and benefits	30,643	29,755
Accrued acquisition costs	20,553	36,901
Accrued income taxes	36,864	28,534
Accrued interest	16,803	8,192
Other current liabilities	66,322	45,802
Total current liabilities	<u>284,422</u>	<u>276,630</u>
Long-term debt	807,580	681,286
Deferred tax liability	11,504	9,494
Accrued pension liability and other	2,197	6,682
Total liabilities	<u>1,105,703</u>	<u>974,092</u>
Commitments and Contingencies (see Note 13)		
Stockholders' equity:		
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 45,184 at July 31, 2007 and 44,966 at October 31, 2006	4,518	4,497
Additional paid-in capital	1,016,630	993,713
Accumulated other comprehensive income	61,788	38,711
Retained earnings	358,320	348,000
Treasury stock at cost: 384 shares at July 31, 2007 and 418 shares at October 31, 2006	(5,894)	(6,412)
Stockholders' equity	<u>1,435,362</u>	<u>1,378,509</u>
	<u>\$2,541,065</u>	<u>\$2,352,601</u>

See accompanying notes.

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THE COOPER COMPANIES, INC. AND SUBSIDIARIES  
Consolidated Condensed Statements of Cash Flows  
(In thousands)  
(Unaudited)

	Nine Months Ended July 31,	
	2007	2006
Cash flows from operating activities:		
Net income	\$ 13,001	\$ 52,632
Depreciation and amortization	55,651	45,020
Decrease (increase) in operating capital	11,783	(24,338)
Other non-cash items	15,427	41,545
Net cash provided by operating activities	<u>95,862</u>	<u>114,859</u>
Cash flows from investing activities:		
Purchases of property, plant and equipment	(128,688)	(124,534)
Acquisitions of businesses, net of cash acquired	(77,636)	(63,051)
Net cash used in investing activities	<u>(206,324)</u>	<u>(187,585)</u>
Cash flows from financing activities:		
Net proceeds of short-term debt	28,012	1,224
Repayments of long-term debt	(1,005,364)	(678,978)
Proceeds from long-term debt	1,093,700	731,750
Debt acquisition costs	(11,496)	(625)
Dividends on common stock	(2,681)	(2,671)
Excess tax benefit from share-based compensation arrangements	176	1,170
Proceeds from exercise of stock options	7,578	2,531
Net cash provided by financing activities	<u>109,925</u>	<u>54,401</u>
Effect of exchange rate changes on cash and cash equivalents	374	223
Net decrease in cash and cash equivalents	<u>(163)</u>	<u>(18,102)</u>
Cash and cash equivalents—beginning of period	8,224	30,826
Cash and cash equivalents—end of period	<u>\$ 8,061</u>	<u>\$ 12,724</u>

See accompanying notes.

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THE COOPER COMPANIES, INC. AND SUBSIDIARIES  
Consolidated Condensed Statements of Comprehensive Income  
(In thousands)  
(Unaudited)

	<u>Three Months Ended</u> <u>July 31,</u>		<u>Nine Months Ended</u> <u>July 31,</u>	
	<u>2007</u>	<u>2006</u>	<u>2007</u>	<u>2006</u>
Net income	\$ 8,180	\$20,977	\$13,001	\$52,632
Other comprehensive income:				
Foreign currency translation adjustment	6,937	5,013	26,812	17,366
Change in value of derivative instruments, net of tax	(2,908)	(113)	(3,735)	988
Minimum pension liability adjustment, net of tax	—	—	—	197
Other comprehensive income	<u>4,029</u>	<u>4,900</u>	<u>23,077</u>	<u>18,551</u>
Comprehensive income	<u>\$12,209</u>	<u>\$25,877</u>	<u>\$36,078</u>	<u>\$71,183</u>

See accompanying notes.

THE COOPER COMPANIES, INC. AND SUBSIDIARIES  
Notes to Consolidated Condensed Financial Statements  
(Unaudited)

Note 1. General

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

- CooperVision (CVI) markets, develops and manufactures a broad range of contact lenses for the worldwide vision care market. Its leading products are disposable and planned replacement lenses.
- CooperSurgical (CSI) markets, develops and manufactures 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, 2006. 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 July 31, 2007 and October 31, 2006, the consolidated results of its operations for the three and nine months ended July 31, 2007 and 2006 and its cash flows for the nine months ended July 31, 2007 and 2006. Most of these adjustments are normal and recurring. However, certain adjustments associated with recent acquisitions and the related financial arrangements are of an unusual 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 forward exchange contracts and interest rate swap agreements are financially sound and that the credit risk of these contracts is negligible.

**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.

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.
- 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 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 of a reporting unit is determined to be less than the book value, a second step is performed to compute the amount of the impairment. 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.



THE COOPER COMPANIES, INC. AND SUBSIDIARIES  
Notes to Consolidated Condensed Financial Statements, Continued  
(Unaudited)

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 during the third fiscal quarter 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 third fiscal quarter 2007, and our analysis indicated that we had no impairment of goodwill. The valuation of each of our reporting units was determined using discounted cash flows, an income valuation approach.

- 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.

THE COOPER COMPANIES, INC. AND SUBSIDIARIES  
Notes to Consolidated Condensed Financial Statements, Continued  
(Unaudited)

- Share-based compensation – Effective November 1, 2005, we adopted Statement of Financial Accounting Standards No. 123 (revised 2004), *Share-Based Payment* (SFAS 123R) as interpreted by SEC Staff Accounting Bulletin No. 107, using the modified prospective transition method. Periods prior to adoption have not been restated. See Note 10. Stock Plans in our Annual Report on Form 10-K for the fiscal year ended October 31, 2006, for a further description of the impact of the adoption of SFAS 123R and the Company's share-based compensation plans.

Under the fair value recognition provisions of SFAS 123R, 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 stock option exercise behaviors and employee option 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, historical volatility on the Company's stock at the date of grant, historical implied volatility of the Company's publicly-traded options 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 September 2006, the SEC staff issued Staff Accounting Bulletin (SAB) No. 108, *Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements* (SAB 108). In SAB 108, the SEC staff established an approach that requires quantification of financial statement misstatements based on the effects of the misstatements on each of the Company's financial statements and the related financial statement disclosures. SAB 108 permits public companies to initially apply its provisions either by (i) restating prior financial statements or (ii) recording the cumulative effect as adjustments to the carrying values of assets and liabilities with an offsetting adjustment recorded to the opening balance of retained earnings. The Company is required to adopt SAB

THE COOPER COMPANIES, INC. AND SUBSIDIARIES  
Notes to Consolidated Condensed Financial Statements, Continued  
(Unaudited)

108 by the end of fiscal 2007. The Company has not completed its analysis but does not expect adoption to have a significant impact on the Company's results of operations or financial condition.

In September 2006, the Financial Accounting Standards Board (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. This statement is effective for financial statements issued for fiscal years beginning after November 15, 2007. The Company is currently evaluating the impact SFAS 157 will have on its consolidated financial statements.

In September 2006, the FASB issued 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. SFAS 158 also requires an employer to measure the funded status of a plan as of the date of its year-end statement of financial position, with limited exceptions. This statement is effective for financial statements as of the end of fiscal years ending after December 15, 2006. The Company is currently evaluating the impact SFAS 158 will have on its consolidated financial statements.

In July 2006, the 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 Statement SFAS No. 109, *Accounting for Income Taxes* (SFAS 109). Under FIN 48, a company would recognize 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 a company would measure 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 financial statements for any unrecognized tax benefits. FIN 48 also addresses when a company should record interest and penalties related to tax positions and how the interest and penalties may be classified within the income statement and presented in the balance sheet. FIN 48 is effective for fiscal years beginning after December 15, 2006. For the Company, FIN 48 will be effective for our 2008 fiscal year. Differences between the amounts recognized prior to and after the adoption of FIN 48 would be accounted for as a cumulative effect adjustment to the beginning balance of retained earnings. The Company is currently evaluating FIN 48 and its possible impacts on the Company's financial statements. Upon adoption, there is a possibility that the cumulative effect would result in a charge or benefit to the beginning balance of retained earnings, increases or decreases in future effective tax rates, and/or increases in future effective tax rate volatility.

In February 2007, FASB Issued SFAS No. 159, *Establishing the Fair Value Option for Financial Assets and Liabilities* (SFAS 159). The Financial Accounting Standards Board has issued SFAS 159 to permit all entities to choose to elect, at specified election dates, to measure

THE COOPER COMPANIES, INC. AND SUBSIDIARIES  
Notes to Consolidated Condensed Financial Statements, Continued  
(Unaudited)

eligible financial instruments at fair value. An entity shall report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date, and recognize upfront costs and fees related to those items in earnings as incurred and not deferred. SFAS 159 applies to fiscal years beginning after November 15, 2007, or our 2009 fiscal year, with early adoption permitted for an entity that has also elected to apply the provisions of SFAS 157, *Fair Value Measurements*. An entity is prohibited from retrospectively applying SFAS 159, unless it chooses early adoption. SFAS 159 also applies to eligible items existing at November 15, 2007 (or early adoption date). The Company has not completed its analysis but does not expect the adoption of SFAS 159 to have a material effect on the Company's financial condition.

Note 2. Acquisitions

**Acquisition of Wallach Surgical Devices, Inc. (Wallach):** On February 22, 2007, CSI acquired all of the outstanding shares of Wallach. Wallach's products consist of various diagnostic and therapeutic medical instruments primarily for in-office use in women's healthcare and other specialty instruments relating to dermatology, ophthalmology, anesthesiology, dentistry and veterinary medicine.

We paid \$20.0 million in cash for Wallach and have ascribed \$14.7 million to goodwill, \$1.2 million to working capital (including acquisition costs of \$2.1 million), \$6.5 million to other intangible assets with a weighted average estimated useful life of 5 years, \$0.2 million to property, plant and equipment and \$2.6 million to deferred tax liability.

**Lone Star Medical Products, Inc. (Lone Star):** On November 2, 2006, Cooper acquired all of the outstanding shares of Lone Star, a manufacturer of medical devices that improve the management of the surgical site, most notably the *Lone Star Retractor System*, which places a retraction ring around the surgical incision providing greater exposure of the surgical field.

We paid \$27.2 million in cash for Lone Star and have ascribed \$19.2 million to goodwill, negative \$0.4 million to working capital (including acquisition costs of \$2.6 million), \$7.6 million to other intangible assets with a weighted average estimated useful life of 7 years, \$4.3 million to property, plant and equipment and \$1.3 million to deferred tax liability, and we assumed \$2.2 million of long-term debt. The debt was repaid shortly after closing.

Note 3. Acquisition and Restructuring 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. Management with the appropriate level of authority have completed, or in the cases of Wallach and Lone Star are in the process of developing, their assessment of exit activities of the acquired companies and have substantially completed their plans. In addition, we also accrue for costs directly associated with acquisitions, including legal, consulting, deferred payments and due diligence.

THE COOPER COMPANIES, INC. AND SUBSIDIARIES  
Notes to Consolidated Condensed Financial Statements, Continued  
(Unaudited)

There were no adjustments of accrued acquisition costs included in the determination of net income for the reported periods.

Below is a summary of activity related to accrued acquisition costs for the nine months ended July 31, 2007.

<u>Description</u>	<u>Balance</u> <u>October 31, 2006</u>	<u>Additions</u>	<u>Payments</u>	<u>Balance</u> <u>July 31, 2007</u>
		<u>(In thousands)</u>		
Plant shutdown	\$ 4,813	\$ 1,265	\$ 1,482	\$ 4,596
Severance	10,473	1,691	3,512	8,652
Contingent consideration	12,252	—	12,252	—
Legal and consulting	5,705	1,330	1,530	5,505
Preacquisition liabilities	768	—	768	—
Other	2,890	586	1,676	1,800
	<u>\$ 36,901</u>	<u>\$ 4,872</u>	<u>\$21,220</u>	<u>\$ 20,553</u>

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 \$45 – \$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 and nine month periods, we reported \$0.9 million and \$9.4 million in cost of sales and \$2.1 million and \$6.8 million in restructuring costs, respectively. The following table summarizes the restructuring costs incurred under this integration plan through July 31, 2007.

THE COOPER COMPANIES, INC. AND SUBSIDIARIES  
Notes to Consolidated Condensed Financial Statements, Continued  
(Unaudited)

	<u>Plant Shutdown</u>	<u>Severance</u>	<u>Asset Impairments</u> (In millions)	<u>Other</u>	<u>Total</u>
Restructuring costs incurred:					
Through October 31, 2006	\$ 2.6	\$ 4.4	\$ 3.4	\$ 9.4	\$19.8
For the nine-month period ended July 31, 2007	<u>2.7</u>	<u>3.1</u>	<u>6.3</u>	<u>4.1</u>	<u>16.2</u>
	<u>\$ 5.3</u>	<u>\$ 7.5</u>	<u>\$ 9.7</u>	<u>\$13.5</u>	<u>\$36.0</u>

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

Note 4. Inventories, Net

	<u>July 31, 2007</u>	<u>October 31, 2006</u>
	(In thousands)	
Raw materials	\$ 36,591	\$ 31,368
Work-in-process	15,375	19,774
Finished goods	<u>213,415</u>	<u>185,370</u>
	<u>\$ 265,381</u>	<u>\$ 236,512</u>

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

Note 5. Intangible Assets

**Goodwill**

	<u>CVI</u>	<u>CSI</u> (In thousands)	<u>Total</u>
Balance as of November 1, 2005	\$1,047,538	\$ 121,511	\$1,169,049
Net (reductions) additions during the year ended October 31, 2006	(2,339)	48,204	45,865
Other adjustments*	<u>2,170</u>	<u>—</u>	<u>2,170</u>
Balance as of October 31, 2006	\$1,047,369	\$ 169,715	\$1,217,084
Net additions during the nine-month period ended July 31, 2007	811	34,675	35,486
Other adjustments*	<u>3,366</u>	<u>—</u>	<u>3,366</u>
Balance as of July 31, 2007	<u>\$1,051,546</u>	<u>\$ 204,390</u>	<u>\$1,255,936</u>

\* Primarily translation differences in goodwill denominated in foreign currency.

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**Other Intangible Assets**

	<u>As of July 31, 2007</u>		<u>As of October 31, 2006</u>	
	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization &amp; Translation</u>	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization &amp; Translation</u>
	(In thousands)			
Trademarks	\$ 2,907	\$ 428	\$ 1,807	\$ 231
Technology	89,687	25,811	88,950	19,739
Shelf space and market share	86,386	13,929	73,486	9,007
License and distribution rights and other	17,294	6,020	17,070	5,176
	<u>196,274</u>	<u>\$ 46,188</u>	<u>181,313</u>	<u>\$ 34,153</u>
Less accumulated amortization and translation	46,188		34,153	
Other intangible assets, net	<u>\$ 150,086</u>		<u>\$ 147,160</u>	

We estimate that amortization expense will be about \$16.2 million per year in the five-year period ending October 31, 2011.

During the first and third fiscal quarters of 2007, payments of \$4.2 million and \$3 million, respectively, related to a license agreement to distribute gynecological medical devices were written-off as acquired in-process research and development, as the products are pending Food and Drug Administration approval.

Note 6. Debt

	<u>July 31, 2007</u>	<u>October 31, 2006</u>
	(In thousands)	
<b>Short-term:</b>		
Overdraft and other credit facilities	\$ 53,706	\$ 23,516
Current portion of long-term debt	—	37,850
	<u>\$ 53,706</u>	<u>\$ 61,366</u>
<b>Long-term:</b>		
Convertible senior debentures, net of discount of \$2,288 and \$ 2,396	\$ 112,712	\$ 112,604
Former credit facility	—	605,300
Revolver	344,500	—
Senior notes	350,000	—
Other	368	1,232
	<u>807,580</u>	<u>719,136</u>
Less current portion	—	37,850
	<u>\$807,580</u>	<u>\$681,286</u>

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**Credit Facility:** On January 31, 2007, Cooper refinanced its existing \$750 million syndicated bank credit facility (former credit facility), which consisted of a \$250 million term loan and a \$500 million revolving credit facility, with a new \$650 million syndicated Senior Unsecured Revolving Line of Credit (Revolver) and \$350 million aggregate principal amount of 7.125% of Senior Notes, described below. The refinancing extended the maturity and provided additional borrowing flexibility along with lower overall pricing relative to the prior agreement. In addition, the Company has the ability from time to time to increase the size of the Revolver by up to an additional \$250 million. KeyBank led the Revolver refinancing, which resulted in a number of the banks retaining or increasing their participation in the agreement. The Revolver matures on January 31, 2012.

Interest rates for the Revolver are based on the London Interbank Offered Rate (LIBOR) plus additional basis points determined by certain ratios of debt to pro forma earnings before interest, taxes, depreciation and amortization (EBITDA), as defined in the credit agreement. These range from 75 to 150 basis points. As of July 31, 2007, the additional basis points were 125.

**The Revolver:**

- Requires that the ratio of Consolidated Pro Forma EBITDA to Consolidated Interest Expense (as defined, "Interest Coverage Ratio") be at least 3.0 to 1.0 at all times.
- Requires that the ratio of Consolidated Funded Indebtedness to Consolidated Pro Forma EBITDA (as defined, "Total Leverage Ratio") be no higher than 4.00 to 1.00 from January 31, 2007 through October 31, 2009, and 3.75 to 1.00 thereafter.

At July 31, 2007, the Company's Interest Coverage Ratio was 6.15 to 1.00 and the Total Leverage Ratio was 3.47 to 1.00.

In the first fiscal quarter, the Company wrote off about \$0.9 million of debt issuance costs in interest expense as a result of extinguishing the term loan. The remaining \$1.7 million of existing debt issuance costs and the \$10.4 million of costs incurred to refinance the Revolver and Notes are carried in other assets and amortized to interest expense over the life of the credit facility.

At July 31, 2007, we had \$305.3 million available under the Revolver:

<u>(In millions)</u>	
Amount of Revolver	\$ 650.0
Outstanding loans	(344.7)*
Available	\$ 305.3

\* Includes \$0.2 million in letters of credit



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**Senior Notes:** On January 31, 2007, the Company issued \$350 million aggregate principal amount of 7.125% Senior Notes (the Notes) due February 15, 2015. The Notes were initially offered in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933 and were subsequently exchanged for a like principal amount of Notes having identical terms that were registered with the Securities and Exchange Commission pursuant to a registration statement declared effective June 19, 2007. The Notes pay interest semi-annually on February 15 and August 15 of each year, beginning August 15, 2007. We may redeem some or all of the Notes at any time prior to February 15, 2011, at a price equal to 100% of the principal amount of the Notes redeemed plus accrued and unpaid interest to the redemption date and a make-whole premium. We may redeem some or all of the Notes at any time on or after February 15, 2011, at the redemption prices (expressed as percentages of principal amounts) set forth below, plus accrued and unpaid interest to the redemption date and additional interest (if we fail to comply with certain obligations under the registration rights agreement that we entered in connection with the Notes (Additional Interest)), if any, on the Notes redeemed to the applicable redemption date, if redeemed during the twelve-month period beginning on February 15 of the years indicated below:

<u>Year</u>	<u>Percent</u>
2011	103.56%
2012	101.78%
2013 and thereafter	100.00%

In addition, prior to February 15, 2010, we may redeem up to 35% of the Notes at a price equal to 107.13% of the principal amount of the Notes redeemed plus accrued and unpaid interest to the redemption date and Additional Interest, if any, on the Notes redeemed to the applicable redemption date, from the proceeds of certain equity offerings.

Net proceeds from the issuance totaled approximately \$342.6 million.

Under the indenture governing the Notes, our ability to incur indebtedness and pay distributions is subject to restrictions and the satisfaction of various conditions. In addition, the indenture imposes restrictions on certain other customary matters, such as limitations on certain investments, transactions with affiliates, the incurrence of liens, sale and leaseback transactions, certain asset sales and mergers.

The Notes are our senior unsecured obligations and rank equally with all of our existing and future senior unsecured obligations and senior to our subordinated indebtedness. The Notes are effectively subordinated to our existing and future secured indebtedness to the extent of the assets securing that indebtedness. On the issue date, certain of our direct and indirect subsidiaries entered into unconditional guarantees of the Notes that are unsecured. These guarantees rank equally with all existing and future unsecured senior obligations of the guarantors and are effectively subordinated to existing and future secured debt of the guarantors to the extent of the assets securing that indebtedness. The Notes are structurally subordinated to indebtedness and other liabilities, including payables, of our non-guarantor subsidiaries.

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**Canadian Credit Facility:** On April 30, 2007, the Company entered into a \$10 million Canadian dollar credit facility supported by a continuing and unconditional guaranty. Interest expense is calculated on outstanding balances based on an applicable base rate plus a fixed spread. At July 31, 2007, \$6.7 million of the facility was utilized. The weighted average interest rate on the outstanding balances at July 31, 2007, was 6.0%.

**European Credit Facilities:** On November 1, 2006, the Company entered into a \$45 million European credit facility supported by a continuing and unconditional guaranty, which replaced our previous European overdraft facility. The Company will pay all forms of indebtedness in the currency in which it is denominated for those certain subsidiaries. Interest expense is calculated on all outstanding balances based on an applicable base rate for each country plus a fixed spread common across all subsidiaries covered under the guaranty. At July 31, 2007, \$21 million of the facility was utilized. The weighted average interest rate on the outstanding balances was 4.93%.

In addition to the \$45 million European Credit Facilities, the Company has two non-guaranteed Italian overdraft facilities totaling approximately \$7 million. At July 31, 2007, \$0.1 million of these two facilities was utilized. The weighted average interest rate on the outstanding balances was 3.91%.

**Asian Pacific Credit Facilities:** On February 22, 2006, the Company entered into a \$15 million Yen-denominated credit facility in Japan supported by a continuing and unconditional guaranty. The Company will pay to the bank all forms of indebtedness in Yen upon demand by the bank. Interest expense is calculated on the outstanding balance based on the EuroYen rate plus a fixed spread. At July 31, 2007, \$14.0 million of the facility was utilized. The weighted average interest rate on the outstanding balances was 1.34%.

During the three months ended April 30, 2007, the Company entered into an additional \$13 million overdraft facility that included Japan and certain of our Asian Pacific subsidiaries. This overdraft facility is supported by a continuing and unconditional guaranty. The Company will pay all forms of indebtedness in the currency in which it is denominated for those certain subsidiaries. Interest expense is calculated on all outstanding balances based on an applicable base rate for each country plus a fixed spread common across all subsidiaries covered under the guaranty. At July 31, 2007, \$6.1 million of the facility was utilized. The interest rate on the outstanding balances was 1.94%.

**Other Short-term Debt:** At July 31, 2007, the Company had \$5.8 million of other short-term debt primarily in the United States.

Note 7. 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

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expenditures and net investment in certain foreign operations. Our policy is to minimize transaction, remeasurement and specified economic exposures with derivative instruments including forward contracts. The gains and losses on foreign exchange forward contracts are intended to at least partially offset the transaction gains and losses recognized in earnings. We do not enter into foreign exchange forward contracts for trading or 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 cash flow hedges, must be recognized currently in earnings.

**Cash Flow Hedging**

In November 2006, the Company entered into approximately \$400 million of foreign currency forward contracts with maturities of up to thirteen 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.

**Interest Rate Swaps**

To meet certain management and business objectives, the Company entered into four new interest rate swaps on May 3, 2007. These new interest rate swaps, totaling \$250 million, serve to fix the floating rate debt under the Revolver for terms between 30 and 48 months with fixed rates between 4.94% to 4.96%.

On May 3, 2007, Cooper terminated two \$125 million floating-to-fixed interest rate swaps that were set to mature on February 7, 2008. The Company received a total of \$3.2 million from the counterparties as a result of these swap terminations and used the proceeds to reduce our outstanding debt. The Company realized a gain of approximately \$2.4 million that will be amortized from other comprehensive income (OCI) to interest expense over the original life of the interest rate swaps.

Effectiveness testing of the hedge relationship and measurement to quantify ineffectiveness is performed at the end of each fiscal quarter using the hypothetical derivative method. The interest rate swaps have been and are expected to remain highly effective for the life of the hedges. As of July 31, 2007, the fair value of the outstanding swaps, approximately \$0.5 million, was recorded as an asset and the effective offset is recorded in OCI in our Consolidated Balance Sheet. During the nine months ended July 31, 2007, approximately \$1.1 million of effective gains were amortized from OCI to interest expense. Effective amounts are amortized to interest expense as the related hedged expense is incurred. As of July 31, 2007, we estimated that approximately \$2.1 million will be amortized during fiscal year 2007. During the nine months ended July 31, 2007, approximately \$0.2 million of ineffective gains were reclassified from OCI to interest expense.

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On January 31, 2007, Cooper refinanced its existing \$750 million syndicated bank credit facility, with a \$650 million syndicated Senior Unsecured Revolving Line of Credit (Revolver) and \$350 million aggregate principal amount of 7.125% Senior Notes. As part of this new debt structure, the Company terminated an interest rate swap with a notional value of \$125 million on January 30, 2007. This interest rate swap was set to mature on February 7, 2009. The Company settled the interest rate swap and received \$1.1 million from the respective counterparty. As a result of the termination of this interest rate swap, the Company realized a gain of approximately \$1 million. The Company will amortize this gain from OCI to interest expense over the original life of the interest rate swap.

Note 8. Earnings Per Share

	<u>Three Months Ended</u> <u>July 31,</u>		<u>Nine Months Ended</u> <u>July 31,</u>	
	<u>2007</u>	<u>2006</u>	<u>2007</u>	<u>2006</u>
	(In thousands, except for per share amounts)			
Net income	\$ 8,180	\$20,977	\$13,001	\$52,632
Add interest charge applicable to convertible debt, net of tax	523	522	—	1,567
Income for calculating diluted earnings per share	<u>\$ 8,703</u>	<u>\$21,499</u>	<u>\$13,001</u>	<u>\$54,199</u>
Basic:				
Weighted average common shares	44,778	44,531	44,664	44,516
Basic earnings per common share	<u>\$ 0.18</u>	<u>\$ 0.47</u>	<u>\$ 0.29</u>	<u>\$ 1.18</u>
Diluted:				
Weighted average common shares	44,778	44,531	44,664	44,516
Effect of dilutive stock options	417	361	418	508
Shares applicable to convertible debt	2,590	2,590	—	2,590
Diluted weighted average common shares	<u>47,785</u>	<u>47,482</u>	<u>45,082</u>	<u>47,614</u>
Diluted earnings per common share	<u>\$ 0.18</u>	<u>\$ 0.45</u>	<u>\$ 0.29</u>	<u>\$ 1.14</u>

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The following table sets forth stock options to purchase Cooper's common stock 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 anti-dilutive for the periods presented:

	<u>Three Months Ended</u> <u>July 31,</u>		<u>Nine Months Ended</u> <u>July 31,</u>	
	<u>2007</u>	<u>2006</u>	<u>2007</u>	<u>2006</u>
Stock options to purchase common stock	3,159,533	2,128,383	3,187,533	2,088,383
Exercise prices	\$53.52-\$80.51	\$47.42-\$80.51	\$52.40-\$80.51	\$53.52-\$80.51
Number of common shares applicable to convertible debt	—	—	2,590,090	—

Note 9. Share-Based Compensation Plans

The Company has two share-based compensation plans, which include stock options and restricted stock awards. The 2007 Long-Term Incentive Plan, as amended (2007 LTIP) and the 2006 Long-Term Incentive Plan for Non-Employee Directors (2006 Directors Plan) are the only plans with stock awards currently available for grant as of July 31, 2007. The 2007 LTIP has replaced the Second Amended and Restated 2001 Long-Term Incentive Plan (2001 LTIP), which expired in December 2006 by its terms. The 2006 Directors Plan has replaced the 1996 Long-Term Incentive Plan for Non-Employee Directors (1996 Directors Plan), which expired in November 2005 by its terms.

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**Share-Based Compensation**

Compensation cost associated with share-based awards recognized in fiscal 2007 and fiscal 2006 includes: 1) amortization related to the remaining unvested portion of all stock option awards granted prior to November 1, 2005, based on the grant date fair value estimated in accordance with the original provisions of SFAS 123 and 2) amortization related to all stock option awards granted on or subsequent to November 1, 2005, based on the grant date fair value estimated in accordance with the provisions of SFAS 123R. The compensation and related income tax benefit recognized in the Company's consolidated financial statements for stock options and restricted stock awards were as follows:

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2007	2006	2007	2006
	(In millions)			
Selling, general and administrative expense	\$ 3.4	\$ 2.5	\$ 12.8	\$ 10.4
Cost of sales	0.5	0.2	1.1	0.4
Research and development expense	0.2	0.1	0.6	0.3
Restructuring costs	—	—	0.8	—
Capitalized in inventory	0.5	(0.1)	1.5	0.5
Total compensation expense	<u>\$ 4.6</u>	<u>\$ 2.7</u>	<u>\$ 16.8</u>	<u>\$ 11.6</u>
Related income tax benefit	<u>\$ 0.9</u>	<u>\$ 0.5</u>	<u>\$ 4.0</u>	<u>\$ 2.6</u>

Cash received from options exercised under all share-based payment arrangements for the three and nine months ended July 31, 2007, was \$2.7 million and \$7.6 million, respectively. Cash received from options exercised under all share-based payment arrangements for the three and nine months ended July 31, 2006, was \$31,000 and \$2.5 million, respectively.

Details regarding the valuation and accounting for stock options follow.

The fair value of each share-based award granted after the adoption of SFAS 123R is estimated on the date of grant using the Black-Scholes option valuation model and fair value assumptions. The expected life of the 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 option. The dividend yield is based on the projected annual dividend payment per share, divided by the stock price at the date of grant.

The fair value of each option award granted during the three and nine months ended July 31, 2007 and 2006 was estimated on the date of grant using the Black-Scholes option valuation model and weighted-average assumptions in the following table.

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	Three Months Ended July 31,		Nine Months Ended July 31,	
	2007	2006	2007	2006
Expected life	2.8 yrs.	4.42 yrs.	2.71 to 5.16 yrs.	3.56 to 5.16 yrs.
Expected volatility	30.4%	30.2%	29.3% to 30.4%	29.5% to 30.8%
Risk-free interest rate	4.73%	4.38%	4.47% to 4.83%	4.37% to 4.52%
Dividend yield	0.09%	0.09%	0.09% to 0.117%	0.09%

The status of the Company's stock option plans at July 31, 2007, is summarized below:

	Number of Shares	Weighted- Average Exercise Price Per Share	Weighted- Average Remaining Contractual Term (in Years)	Aggregate Intrinsic Value
Outstanding at October 31, 2006	4,988,468	\$ 52.73		
Granted	167,400	\$ 56.68		
Exercised	(244,168)	\$ 30.97		
Forfeited or expired	(83,250)	\$ 66.98		
Outstanding at July 31, 2007	<u>4,828,450</u>	\$ 53.72	6.02	\$ —
Vested and exercisable at July 31, 2007	<u>2,067,734</u>	\$ 41.11	5.56	\$19,571,141

The weighted-average fair value of each option granted during the three and nine months ended July 31, 2007, estimated as of the grant date using the Black-Scholes option pricing model, for the 2007 LTIP was \$12.76 and \$12.01, respectively. For the 2001 LTIP and for the Directors Plans, there were no options granted during the three months ended July 31, 2007. The weighted-average fair value of each option granted during the nine months ended July 31, 2007, estimated as of the grant date using the Black-Scholes option pricing model, for the 2001 LTIP and Directors Plans was \$10.61 and \$20.36, respectively. The total intrinsic value of options exercised during the three months and nine months ended July 31, 2007 was \$1.3 million and \$4.6 million, respectively. The expected requisite service periods for options granted in both the three and nine months ended July 31, 2007, for employees was 33 months. Directors' options and restricted stock grants are expensed on the date of grant as the 2006 Directors Plan does not contain a substantive future requisite service period.

Stock awards outstanding under the Company's current plans have been granted at prices which are either equal to or above the market value of the stock on the date of grant. Options granted under the 2007 LTIP and the 2001 LTIP generally vest over three and one-half to five years based on market and service conditions and expire no later than ten years after the grant date. Options granted under the 2006 Directors Plan and the 1996 Directors Plan generally vest in five years or upon achievement of a market condition and expire no later than ten years after

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the grant date. Effective November 1, 2005, the Company generally recognizes compensation expense ratably over the vesting period, except for the directors, as they are expensed on the date of grant. As of July 31, 2007, there was \$28.8 million of total unrecognized compensation cost related to nonvested options, which is expected to be recognized over a remaining weighted-average vesting period of 2.98 years.

Note 10. Income Taxes

Cooper's effective tax rate (ETR) (provision for income taxes divided by pretax income) for the nine months ended July 31, 2007 was 33.3 percent. Accounting principles generally accepted in the United States of America (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 nine-month period ended July 31, 2006, was 12.3 percent. The increase in the 2007 ETR reflects certain expenses associated with the Ocular integration plan impacting jurisdictions with lower tax rates and changes in the geographic mix of annual pretax income.

Note 11. 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 are comprised of equity and fixed income funds.

Cooper's results of operations for the three and nine months ended July 31, 2007 and 2006 reflect the following pension costs.

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2007	2006	2007	2006
	(In thousands)			
Components of net periodic pension cost:				
Service cost	\$ 714	\$ 761	\$ 2,143	\$ 2,262
Interest cost	453	398	1,359	1,184
Expected returns on assets	(458)	(420)	(1,374)	(1,261)
Amortization of prior service cost	7	7	22	21
Amortization of transition obligation	7	7	20	21
Recognized net actuarial loss	43	109	128	334
Net periodic pension cost	<u>\$ 766</u>	<u>\$ 862</u>	<u>\$ 2,298</u>	<u>\$ 2,561</u>

The Company contributed \$4.5 million to its pension plan during the fiscal third quarter of 2007.



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Note 12. Cash Dividends

We paid a semiannual dividend of approximately \$1.3 million or 3 cents per share on January 5, 2007, to stockholders of record on December 15, 2006. We paid another semiannual dividend of approximately \$1.3 million or 3 cents per share on July 5, 2007, to stockholders of record on June 13, 2007.

Note 13. Contingencies

**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.

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, President and Chief Executive Officer and a director, Robert S. Weiss, its Executive Vice President, Chief Operating 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 one former officer. 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 Executive Vice President and Chief Financial Officer, and Gregory A. Fryling, CooperVision's former President and Chief Operating Officer.

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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 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 September 5, 2007, the Company and the individual defendants moved to dismiss the amended consolidated complaint. The Company intends to vigorously defend this matter.

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.” Following 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 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. By court order, the response date has been deferred until resolution of motions to dismiss filed in the putative securities class action matter.

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 No. RG06260748. A consolidated amended complaint was filed on September 18, 2006. On November 29, 2006, the Superior Court for the County of Alameda entered an order staying the action pending the resolution of the federal derivative action.

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

THE COOPER COMPANIES, INC. AND SUBSIDIARIES  
Notes to Consolidated Condensed Financial Statements, Continued  
(Unaudited)

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.

United States Tax Court Litigation: On September 29, 2004, the Internal Revenue Service (IRS) issued Notices of Deficiency (Notices) to Ocular Sciences, Inc. (Ocular) in connection with its audit of Ocular's income tax returns for the years 1999, 2000 and 2001. The Notices primarily pertain to transfer pricing issues and an alternative adjustment under the anti-deferral provisions of Subpart F of the Internal Revenue Code and asserts that \$44.8 million of additional taxes is owed for these years, plus unspecified interest and approximately \$12.7 million in related penalties.

After a lengthy process of discovery and negotiation involving the Tax Court and the IRS Appeals Office, a settlement was reached with the IRS and a final Tax Court decision was entered on April 18, 2007, for a settlement amount of \$3.5 million plus interest. The liability was previously fully reserved and paid on June 27, 2007.

The Company continues to be subject to the examination of Ocular's income tax returns by the IRS and other fiscal authorities, and we cannot assure that the outcomes from these examinations will not have a material adverse effect on the Company's operating results and financial condition. Moreover, the Company's future effective tax rates could be adversely affected by earnings being higher than anticipated in countries where it has higher statutory rates or lower than expected in countries where it has lower statutory rates, by changes in the valuation of deferred tax assets or liabilities or by changes in tax laws or interpretations thereof.

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. On June 5, 2006, CIBA filed an answer denying infringement and asserting certain affirmative defenses. On July 16, 2007, the Court issued a Markman order construing certain claim terms of the patents. The Court has set a trial date of January 8, 2008.

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. On July 5, 2006, CIBA

THE COOPER COMPANIES, INC. AND SUBSIDIARIES  
Notes to Consolidated Condensed Financial Statements, Continued  
(Unaudited)

answered the complaint by denying the allegation that CVI's *Biofinity* line of silicone hydrogel contact lenses does not infringe any valid and enforceable claims of the foregoing patents. The answer also asks the Court for permission to interpose a counterclaim for infringement in the future if, after examination of the lenses, CIBA believes they infringe the foregoing patents, which counterclaim would seek both damages and injunctive relief. The Court has set a trial date of October 6, 2008.

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. On December 11, 2006, CIBA filed an answer denying infringement and asserting certain affirmative defenses. On July 16, 2007, the Court issued a Markman order construing certain claim terms of the patents. The Court has set a trial date of January 8, 2008.

Note 14. 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 (the Senior Notes, see Note 6). 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 and nine months ended July 31, 2007 and 2006, the Consolidating Condensed Balance Sheets as of July 31, 2007 and October 31, 2006 and the Consolidating Condensed Statements of Cash Flows for the nine months ended July 31, 2007 and 2006 for The Cooper Companies, Inc. (Parent Company), the guarantor subsidiaries (Guarantor Subsidiaries) and the subsidiaries that are not guarantors (Non-Guarantor Subsidiaries):

THE COOPER COMPANIES, INC. AND SUBSIDIARIES  
Notes to Consolidated Condensed Financial Statements, Continued  
(Unaudited)

**Consolidating Condensed Statements of Income**

	<u>Parent Company</u>	<u>Guarantor Subsidiaries</u>	<u>Non-Guarantor Subsidiaries</u> (In thousands)	<u>Consolidating Entries</u>	<u>Consolidated Total</u>
<b><u>Three Months Ended July 31, 2007</u></b>					
Net sales	\$ —	\$ 122,160	\$ 170,438	\$ (40,736)	\$ 251,862
Cost of sales	—	56,277	105,421	(55,760)	105,938
Gross profit	—	65,883	65,017	15,024	145,924
Operating expenses	7,502	55,603	59,543	(382)	122,266
Operating income (loss)	(7,502)	10,280	5,474	15,406	23,658
Interest expense	11,085	—	—	—	11,085
Other income (expense), net	12,289	(8,172)	(3,605)	—	512
Income (loss) before income taxes	(6,298)	2,108	1,869	15,406	13,085
Provision for (benefit from) income taxes	(1,584)	(576)	7,065	—	4,905
Net income (loss)	<u>\$ (4,714)</u>	<u>\$ 2,684</u>	<u>\$ (5,196)</u>	<u>\$ 15,406</u>	<u>\$ 8,180</u>
<b><u>Nine Months Ended July 31, 2007</u></b>					
Net sales	\$ —	\$ 343,998	\$ 404,786	\$ (51,967)	\$ 696,817
Cost of sales	—	155,008	206,025	(66,507)	294,526
Gross profit	—	188,990	198,761	14,540	402,291
Operating expenses	24,942	158,416	170,099	(1,117)	352,340
Operating income (loss)	(24,942)	30,574	28,662	15,657	49,951
Interest expense	31,795	—	—	—	31,795
Other income (expense), net	37,443	(24,055)	(12,048)	—	1,340
Income (loss) before income taxes	(19,294)	6,519	16,614	15,657	19,496
Provision for (benefit from) income taxes	(7,902)	2,126	12,271	—	6,495
Net income (loss)	<u>\$ (11,392)</u>	<u>\$ 4,393</u>	<u>\$ 4,343</u>	<u>\$ 15,657</u>	<u>\$ 13,001</u>

THE COOPER COMPANIES, INC. AND SUBSIDIARIES  
Notes to Consolidated Condensed Financial Statements, Continued  
(Unaudited)

**Consolidating Condensed Statements of Income**

	<u>Parent Company</u>	<u>Guarantor Subsidiaries</u>	<u>Non-Guarantor Subsidiaries</u>	<u>Consolidating Entries</u>	<u>Consolidated Total</u>
(In thousands)					
<b><u>Three Months Ended July 31, 2006</u></b>					
Net sales	\$ —	\$ 122,573	\$ 141,852	\$ (38,627)	\$ 225,798
Cost of sales	—	66,373	57,038	(35,374)	88,037
Gross profit	—	56,200	84,814	(3,253)	137,761
Operating expenses	6,346	46,830	52,969	(684)	105,461
Operating income (loss)	(6,346)	9,370	31,845	(2,569)	32,300
Interest expense	8,534	—	—	—	8,534
Other income (expense), net	4,897	173	(4,547)	—	523
Income (loss) before income taxes	(9,983)	9,543	27,298	(2,569)	24,289
Provision for (benefit from) income taxes	(5,086)	1,682	6,716	—	3,312
Net income (loss)	<u>\$ (4,897)</u>	<u>\$ 7,861</u>	<u>\$ 20,582</u>	<u>\$ (2,569)</u>	<u>\$ 20,977</u>
(In thousands)					
<b><u>Nine Months Ended July 31, 2006</u></b>					
Net sales	\$ —	\$ 359,144	\$ 415,061	\$ (131,271)	\$ 642,934
Cost of sales	—	186,802	179,222	(121,375)	244,649
Gross profit	—	172,342	235,839	(9,896)	398,285
Operating expenses	22,114	143,740	144,171	(2,234)	307,791
Operating income (loss)	(22,114)	28,602	91,668	(7,662)	90,494
Interest expense	28,834	—	—	—	28,834
Other income (expense), net	23,830	(10,079)	(15,406)	—	(1,655)
Income (loss) before income taxes	(27,118)	18,523	76,262	(7,662)	60,005
Provision for (benefit from) income taxes	(19,492)	19,772	7,093	—	7,373
Net income (loss)	<u>\$ (7,626)</u>	<u>\$ (1,249)</u>	<u>\$ 69,169</u>	<u>\$ (7,662)</u>	<u>\$ 52,632</u>

THE COOPER COMPANIES, INC. AND SUBSIDIARIES  
Notes to Consolidated Condensed Financial Statements, Continued  
(Unaudited)

**Consolidating Condensed Balance Sheets**

	<u>Parent Company</u>	<u>Guarantor Subsidiaries</u>	<u>Non-Guarantor Subsidiaries</u> (In thousands)	<u>Consolidating Entries</u>	<u>Consolidated Total</u>
<u>July 31, 2007</u>					
<b>ASSETS</b>					
Current assets:					
Cash and cash equivalents	\$ —	\$ 351	\$ 7,710	\$ —	\$ 8,061
Trade receivables, net	—	69,519	94,813	—	164,332
Marketable securities	—	—	—	—	—
Inventories, net	—	84,442	224,739	(43,800)	265,381
Deferred tax asset	1,444	16,398	4,358	—	22,200
Other current assets	2,840	15,123	33,160	—	51,123
Total current assets	<u>4,284</u>	<u>185,833</u>	<u>364,780</u>	<u>(43,800)</u>	<u>511,097</u>
Property, plant and equipment, net	760	88,775	489,182	—	578,717
Goodwill	116	668,034	587,786	—	1,255,936
Other intangibles, net	407	90,623	59,056	—	150,086
Deferred tax asset	63,291	(42,073)	2,104	—	23,322
Other assets	1,486,705	2,052	8,211	(1,475,061)	21,907
	<u>\$1,555,563</u>	<u>\$ 993,244</u>	<u>\$ 1,511,119</u>	<u>\$(1,518,861)</u>	<u>\$2,541,065</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>					
Current liabilities:					
Short-term debt	\$ 3,835	\$ 260	\$ 49,611	\$ —	\$ 53,706
Other current liabilities	39,358	65,089	126,269	—	230,716
Total current liabilities	<u>43,193</u>	<u>65,349</u>	<u>175,880</u>	<u>—</u>	<u>284,422</u>
Long-term debt	807,212	—	368	—	807,580
Deferred tax liability	—	1	11,503	—	11,504
Intercompany and other liabilities	(327,420)	(152,893)	482,510	—	2,197
Total liabilities	<u>522,985</u>	<u>(87,543)</u>	<u>670,261</u>	<u>—</u>	<u>1,105,703</u>
Stockholders' equity	1,032,578	1,080,787	840,858	(1,518,861)	1,435,362
	<u>\$1,555,563</u>	<u>\$ 993,244</u>	<u>\$ 1,511,119</u>	<u>\$(1,518,861)</u>	<u>\$2,541,065</u>

THE COOPER COMPANIES, INC. AND SUBSIDIARIES  
Notes to Consolidated Condensed Financial Statements, Continued  
(Unaudited)

**Consolidating Condensed Balance Sheets**

	<u>Parent Company</u>	<u>Guarantor Subsidiaries</u>	<u>Non-Guarantor Subsidiaries</u> (In thousands)	<u>Consolidating Entries</u>	<u>Consolidated Total</u>
<u>October 31, 2006</u>					
<b>ASSETS</b>					
Current assets:					
Cash and cash equivalents	\$ 401	\$ (307)	\$ 8,130	\$ —	\$ 8,224
Trade receivables, net	—	66,149	80,435	—	146,584
Inventories, net	—	107,814	187,598	(58,900)	236,512
Deferred tax asset	(240)	16,063	3,836	—	19,659
Other current assets	2,438	14,549	29,827	(842)	45,972
Total current assets	<u>2,599</u>	<u>204,268</u>	<u>309,826</u>	<u>(59,742)</u>	<u>456,951</u>
Property, plant and equipment, net	417	80,278	415,662	—	496,357
Goodwill	—	632,952	584,132	—	1,217,084
Other intangibles, net	407	84,048	62,705	—	147,160
Deferred tax asset	19,781	—	1,698	—	21,479
Other assets	1,482,633	4,250	1,748	(1,475,061)	13,570
	<u>\$1,505,837</u>	<u>\$1,005,796</u>	<u>\$ 1,375,771</u>	<u>\$(1,534,803)</u>	<u>\$2,352,601</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>					
Current liabilities:					
Short-term debt	\$ 37,500	\$ 714	\$ 23,152	\$ —	\$ 61,366
Other current liabilities	24,257	78,884	112,123	—	215,264
Total current liabilities	<u>61,757</u>	<u>79,598</u>	<u>135,275</u>	<u>—</u>	<u>276,630</u>
Long-term debt	680,404	500	382	—	681,286
Deferred tax liability	(37,962)	37,962	9,494	—	9,494
Intercompany and other liabilities	(238,113)	(180,777)	425,572	—	6,682
Total liabilities	<u>466,086</u>	<u>(62,717)</u>	<u>570,723</u>	<u>—</u>	<u>974,092</u>
Stockholders' equity	1,039,751	1,068,513	805,048	(1,534,803)	1,378,509
	<u>\$1,505,837</u>	<u>\$1,005,796</u>	<u>\$ 1,375,771</u>	<u>\$(1,534,803)</u>	<u>\$2,352,601</u>



THE COOPER COMPANIES, INC. AND SUBSIDIARIES  
Notes to Consolidated Condensed Financial Statements, Continued  
(Unaudited)

**Consolidating Condensed Statements of Cash Flows**

	<u>Parent Company</u>	<u>Guarantor Subsidiaries</u>	<u>Non-Guarantor Subsidiaries</u> (In thousands)	<u>Consolidating Entries</u>	<u>Consolidated Total</u>
<u>Nine Months Ended July 31, 2007</u>					
Cash flows from operating activities:					
Net cash provided by (used in) operating activities	\$ (853)	\$ 63,688	\$ 33,027	\$ —	\$ 95,862
Cash flows from investing activities:					
Purchase of property, plant and equipment	(169)	(17,279)	(111,240)	—	(128,688)
Acquisitions of businesses, net of cash acquired	(470)	(71,231)	(5,935)	—	(77,636)
Net cash used in investing activities	(639)	(88,510)	(117,175)	—	(206,324)
Cash flows from financing activities:					
Net proceeds (repayments) of short-term debt	3,837	(2,354)	26,529	—	28,012
Intercompany proceeds (repayments)	(85,523)	28,614	56,909	—	—
Net proceeds (repayments) of long-term debt	89,200	(780)	(84)	—	88,336
Debt acquisition costs	(11,496)	—	—	—	(11,496)
Dividends on common stock	(2,681)	—	—	—	(2,681)
Excess tax benefit from share-based compensation arrangements	176	—	—	—	176
Proceeds from exercise of stock options	7,578	—	—	—	7,578
Net cash provided by financing activities	1,091	25,480	83,354	—	109,925
Effect of exchange rate changes on cash and cash equivalents	—	—	374	—	374
Net increase (decrease) in cash and cash equivalents	(401)	658	(420)	—	(163)
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	\$ —	\$ 351	\$ 7,710	\$ —	\$ 8,061

THE COOPER COMPANIES, INC. AND SUBSIDIARIES  
Notes to Consolidated Condensed Financial Statements, Continued  
(Unaudited)

**Consolidating Condensed Statements of Cash Flows**

	<u>Parent Company</u>	<u>Guarantor Subsidiaries</u>	<u>Non-Guarantor Subsidiaries</u> (In thousands)	<u>Consolidating Entries</u>	<u>Consolidated Total</u>
<u>Nine Months Ended July 31, 2006</u>					
Cash flows from operating activities:					
Net cash provided by operating activities	\$ 16,700	\$ 24,324	\$ 73,250	\$ 585	\$ 114,859
Cash flows from investing activities:					
Purchase of property, plant and equipment	(317)	(27,623)	(96,594)	—	(124,534)
Acquisitions of businesses, net of cash acquired	(2,482)	(52,492)	(8,077)	—	(63,051)
Net cash used in investing activities	(2,799)	(80,115)	(104,671)	—	(187,585)
Cash flows from financing activities:					
Net proceeds (repayments) of short-term debt	—	(1,246)	2,470	—	1,224
Intercompany proceeds (repayments)	(78,885)	57,828	21,642	(585)	—
Net proceeds (repayments) of long-term debt	53,050	(225)	(53)	—	52,772
Debt acquisition costs	(625)	—	—	—	(625)
Dividends on common stock	(2,671)	—	—	—	(2,671)
Excess tax benefit from share-based compensation arrangements	1,170	—	—	—	1,170
Proceeds from exercise of stock options	2,531	—	—	—	2,531
Net cash provided by (used in) financing activities	(25,430)	56,357	24,059	(585)	54,401
Effect of exchange rate changes on cash and cash equivalents	—	—	223	—	223
Net increase (decrease) in cash and cash equivalents	(11,529)	566	(7,139)	—	(18,102)
Cash and cash equivalents at the beginning of the period	13,262	(814)	18,378	—	30,826
Cash and cash equivalents at the end of the period	\$ 1,733	\$ (248)	\$ 11,239	\$ —	\$ 12,724

THE COOPER COMPANIES, INC. AND SUBSIDIARIES  
Notes to Consolidated Condensed Financial Statements, Continued  
(Unaudited)

Note 15. 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 the segments' 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:

	<u>Three Months Ended</u> <u>July 31,</u>		<u>Nine Months Ended</u> <u>July 31,</u>	
	<u>2007</u>	<u>2006</u>	<u>2007</u>	<u>2006</u>
	(In thousands)			
Net sales to external customers:				
CVI	\$212,010	\$194,189	\$583,791	\$551,483
CSI	39,852	31,609	113,026	91,451
	<u>\$251,862</u>	<u>\$225,798</u>	<u>\$696,817</u>	<u>\$642,934</u>
Operating income:				
CVI	\$ 27,811	\$ 33,052	\$ 63,346	\$103,858
CSI	3,349	5,594	11,547	8,750
Corporate	(7,502)	(6,346)	(24,942)	(22,114)
Total operating income	23,658	32,300	49,951	90,494
Interest expense	11,085	8,534	31,795	28,834
Other income (expense), net	512	523	1,340	(1,655)
Income before income taxes	<u>\$ 13,085</u>	<u>\$ 24,289</u>	<u>\$ 19,496</u>	<u>\$ 60,005</u>

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THE COOPER COMPANIES, INC. AND SUBSIDIARIES  
Notes to Consolidated Condensed Financial Statements, Concluded  
(Unaudited)

	July 31, 2007	October 31, 2006
(In thousands)		
Identifiable assets:		
CVI	\$2,167,142	\$ 2,049,557
CSI	310,694	248,382
Corporate	63,229	54,662
Total	<u>\$2,541,065</u>	<u>\$ 2,352,601</u>

## Geographic information:

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2007	2006	2007	2006
(In thousands)				
Net sales to external customers by country of domicile:				
United States	\$ 121,032	\$ 110,454	\$ 339,591	\$ 322,793
Europe	82,321	74,006	223,821	198,805
Rest of world	48,509	41,338	133,405	121,336
Total	<u>\$ 251,862</u>	<u>\$ 225,798</u>	<u>\$ 696,817</u>	<u>\$ 642,934</u>

	July 31, 2007	October 31, 2006
(In thousands)		
Long-lived assets by country of domicile:		
United States	\$ 237,296	\$ 217,749
Europe	333,323	270,789
Rest of world	8,098	7,819
Total	<u>\$ 578,717</u>	<u>\$ 496,357</u>

THE COOPER COMPANIES, INC. AND SUBSIDIARIES  
Item 2. Management's Discussion and Analysis of Financial Condition  
and Results of Operations

**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 (including the Ocular business) 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 or phrases. 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 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).
- The impact of acquisitions and divestitures on revenues, earnings and margins, including the impact of the Lone Star and Wallach acquisitions on CSI and the Company, 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.

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- 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 2007 Annual Report on Form 10-K.
- 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, 2006, 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.

### **Results of Operations**

In this section we discuss the results of our operations for the third fiscal quarter of 2007 and compare them with the same period of fiscal 2006. We discuss our cash flows and current financial condition under "Capital Resources and Liquidity."

#### **Third Quarter Highlights:**

- Sales of \$251.9 million, up 12%, 9% in constant currency.
- Gross margin 58% of revenue including \$13.2 million of costs associated with new product introductions and Ocular integration activities.
- Operating income down 27% to \$23.7 million.
- Diluted earnings per share at 18 cents, down from 45 cents.
- Results include \$4.1 million of stock option expenses, \$9.9 million of production start up costs, \$3.0 million of acquired in-process research and development, \$12.4 million of integration costs including \$3.7 million of distribution rationalization costs, and \$2.3 million of intellectual property and securities litigation costs.

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**Nine-Month Highlights:**

- Sales of \$696.8 million, up 8%, 6% in constant currency.
- Gross margin 58% of revenue.
- Operating income down 45% to \$50.0 million.
- Diluted earnings per share at 29 cents down from \$1.14.
- Results include \$15.3 million of stock option expense, \$22.5 million of production start up costs, \$34.2 million of integration costs including \$11.1 million of distribution rationalization costs, \$5.7 million of litigation expenses related to intellectual property and securities litigation, and a \$7.2 million charge for acquired in-process research and development. Our results also include a \$0.9 million write-off of debt issuance costs.

**Outlook**

We are in the process of developing and launching a number of new contact lens products that we believe will result in Cooper continuing to have a broad and competitive product line. New products planned for introduction over the next two years include lenses utilizing silicone hydrogel materials and new lens designs, including multifocal lenses. Contact lenses utilizing silicone hydrogel materials have grown significantly, and this material has become a major product material in the industry. The Company has launched one silicone hydrogel lens design with sales in Europe and Australia and commenced rolling out the product in the United States in July 2007. While initial customer reaction from this lens has been favorable, our future growth may be limited by several critical factors relating to silicone hydrogel materials. We face normal challenges associated with manufacturing a new material on a new manufacturing platform and are incurring additional manufacturing costs as we attempt to ramp up silicone hydrogel volumes and improve efficiencies. We are also engaged in litigation with regard to our silicone hydrogel product and certain lens design patents. We believe that our ability to succeed with silicone hydrogel products will be an important factor affecting future levels of sales growth and profitability.

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 and include integrating duplicate facilities and expanding utilization of preferred manufacturing and distribution practices. Our geographic mix of income has changed during 2007, and certain expenses associated with the integration plan have impacted jurisdictions with lower tax rates. As a result, our effective tax rate has increased correspondingly.

Regarding capital resources, we believe that cash and cash equivalents on hand of \$8.1 million plus cash from operating activities and existing credit facilities will fund future operations, capital expenditures, cash dividends and smaller acquisitions. We expect capital expenditures in fiscal 2007 of approximately \$160 million, primarily to expand manufacturing capacity, consolidate distribution centers and for information technology.

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

	Percent of Sales Three Months Ended July 31,			Percent of Sales Nine Months Ended July 31,		
	2007	2006	% Growth	2007	2006	% Growth
Net sales	100%	100%	12%	100%	100%	8%
Cost of sales	42%	39%	20%	42%	38%	20%
Gross profit	58%	61%	6%	58%	62%	1%
Selling, general and administrative expense	41%	40%	16%	43%	41%	15%
Research and development expense	5%	3%	84%	5%	4%	17%
Restructuring costs	1%	2%	(63)%	1%	1%	(13)%
Amortization of intangibles	2%	2%	18%	2%	2%	12%
Operating income	<u>9%</u>	<u>14%</u>	<u>(27)%</u>	<u>7%</u>	<u>14%</u>	<u>(45)%</u>

**Net Sales:** Cooper's two business units, CooperVision and CooperSurgical, generate all its revenue:

- CVI markets, develops and manufacturers a broad range of contact lenses for the worldwide vision care market.
- CSI markets, develops and manufacturers medical devices, diagnostic products and surgical instruments and accessories used primarily by gynecologists and obstetricians.

Our consolidated net sales grew \$26.1 million or 12% in the three-month period and \$53.9 million or 8% in the nine-month period:

	Three Months Ended July 31,			Nine Months Ended July 31,		
	2007	2006	Growth (\$ in millions)	2007	2006	Growth
CVI	\$212.0	\$194.2	9%	\$583.8	\$551.5	6%
CSI	39.9	31.6	26%	113.0	91.4	24%
	<u>\$251.9</u>	<u>\$225.8</u>	12%	<u>\$696.8</u>	<u>\$642.9</u>	8%



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**CVI Net Sales by Market:**

Geographic Segment	Three Months Ended July 31,			Nine Months Ended July 31,		
	2007	2006	Growth	2007	2006	Growth
	(\$ in millions)					
Americas	\$ 94.0	\$ 91.8	2%	\$262.2	\$268.6	(2)%
Europe	83.2	74.9	11%	226.0	202.6	12%
Asia Pacific	34.8	27.5	27%	95.6	80.3	19%
Total	<u>\$212.0</u>	<u>\$194.2</u>	9%	<u>\$583.8</u>	<u>\$551.5</u>	6%

CVI's worldwide net sales grew 9% and 6% in the three- and nine-month periods, 7% and 3% in constant currency. Americas sales grew 2% and declined 2% in the three- and nine-month periods, up 2% and down 3% in constant currency, primarily due to market gains of multifocal and daily disposable lenses offset by the continued market shift in favor of silicone hydrogel products. European sales grew 11% and 12% in the three- and nine-month periods, 4% and 3% in constant currency, driven by significant increases in sales of disposable toric and disposable sphere products. Sales to the Asia Pacific region grew 27% and 19% in the three- and nine-month periods, up 29% and 19% in constant currency, primarily due to significant sales growth of single-use and other sphere products.

**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, phosphorylcholine (*PC Technology*) brand spherical lenses, silicone hydrogel spherical lenses and single-use spherical lenses, 71% of CVI's worldwide business. Additionally, it is important that CVI develop a range of silicone hydrogel products. CVI has launched one silicone hydrogel lens design with sales in Europe and Australia and commenced rolling out the product in the United States in July 2007 and is in the process of expanding its manufacturing capacity to grow sales. CVI anticipates launching a second silicone hydrogel spherical lens in mid-2008 and commence marketing a silicone hydrogel toric lens at the end of 2008.

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Definitions: Contact lens revenue includes sales of conventional, disposable, long-term extended wear lenses and single-use spherical lenses, some of which are aspherically designed, and specialty lenses—toric lenses, cosmetic lenses and multifocal 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.
- Cosmetic lenses are opaque and color enhancing lenses that alter the natural appearance of the eye.
- Multifocal lens designs correct presbyopia.
- *Proclear* lenses, manufactured using proprietary phosphorylcholine (PC) technology, help enhance tissue/device compatibility and offer improved lens comfort.

Net sales for the quarter grew 9% over the third quarter of fiscal 2006, with single-use spheres up 32%, at \$31.4 million, all disposable spheres up 9% and total spheres up 8%. Disposable toric sales grew 14%, disposable multifocal sales were up 31% and total toric sales grew 10%. CVI's line of specialty lenses grew 13% during the quarter. Cosmetic lenses grew 21%, and older conventional lens products declined 9%. *Proclear* products continued global market share gains as *Proclear* toric sales increased 45% to \$14.5 million, *Proclear* spheres, including *Biomedics XC* and *Proclear 1 Day*, increased 14% to \$26.9 million and *Proclear* multifocal lenses, including *Biomedics XC*, increased 52% to \$9.0 million.

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.

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**CSI Net Sales:** CSI's net sales increased 26% and 24% to \$39.9 million and \$113.0 million in the three- and nine-month periods, respectively. CSI's organic sales grew about 8% over last year's third quarter. Sales of products marketed directly to hospitals grew 56% and now represent 27% of CSI's sales. Women's healthcare products used primarily by obstetricians and gynecologists generate more than 94% of CSI's sales. The balance are sales of medical devices outside of women's healthcare which CSI does not actively market. CSI's acquisitions during the nine-month period did not significantly affect Cooper's results of operations. While unit growth and product mix have influenced organic revenue growth, average realized prices by product have not materially influenced organic revenue growth.

**Cost of Sales/Gross Profit:** Gross profit as a percentage of net sales (margin) was:

	Margin Three Months Ended July 31,		Margin Nine Months Ended July 31,	
	2007	2006	2007	2006
CVI	58%	61%	57%	63%
CSI	59%	59%	59%	58%
Consolidated	58%	61%	58%	62%

CVI's margin was 58% and 57% for the three-month and nine-month periods of fiscal 2007 compared with 61% and 63% in both periods last year, as 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 13.9% of lens sales in the current period compared to 11.6% in the first nine months of fiscal 2006. CVI's fiscal 2007 cost of sales includes stock option expense, production start-up costs for our new silicone hydrogel products and the write off of manufacturing assets associated with Ocular integration activities. These costs amounted to \$13.6 million or 6% of sales in the three-month period, and \$34.3 million or 6% of sales in the nine-month period. For 2006, cost of sales included stock option expense, integration costs, production start up costs for our new silicone hydrogel products and profits and losses associated with product lines being phased out, which were about 3% of sales in the three-month period and 1% of sales in the nine-month period. Manufacturing inefficiencies associated with the ramp up of new products and plant realignment activities are expected to continue throughout the remainder of the year and significantly reduce in 2008.

CSI's margin was 59% in both the three- and nine-month periods ended July 31, 2007, compared with 59% and 58% in the same periods of fiscal year 2006. Gross margin reflects continuing efficiencies associated with recent acquisitions.

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**Selling, General and Administrative (SGA) Expense:**

	<u>Three Months Ended July 31,</u>					<u>Nine Months Ended July 31,</u>				
	<u>2007</u>	<u>% Net Sales</u>	<u>2006</u>	<u>% Net Sales</u>	<u>% Incr. (Decr.)</u>	<u>2007</u>	<u>% Net Sales</u>	<u>2006</u>	<u>% Net Sales</u>	<u>% Incr. (Decr.)</u>
	(\$ in millions)									
CVI	\$ 82.1	39%	\$72.0	37%	14%	\$236.0	40%	\$207.8	38%	14%
CSI	14.9	37%	11.7	37%	28%	42.0	37%	33.2	36%	27%
Headquarters	7.5	—	6.3	—	18%	25.0	—	22.1	—	13%
	<u>\$104.5</u>	41%	<u>\$90.0</u>	40%	16%	<u>\$303.0</u>	43%	<u>\$263.1</u>	41%	15%

In the third quarter of fiscal 2007, consolidated SGA increased 16%, and as a percentage of net sales increased to 41% from 40% in the prior year for the three-month period and increased to 43% from 41% for the nine-month period. The increase in SGA is primarily due to costs supporting increased sales levels as well as integration costs, including the rationalization of distribution centers, lenses used in marketing programs, which increased to \$6.4 million from \$2.4 million in the third quarter of fiscal 2006, and intellectual property and securities litigation costs of \$2.3 million that increased from \$600 thousand in the prior period. We expect litigation expenses related to intellectual property matters and the securities litigation to continue to be significant in 2007 and 2008. Corporate headquarters' expenses increased 18% to \$7.5 million and 13% to \$25.0 million in the three- and nine-month periods of fiscal 2007. The corporate expenses include share-based compensation expense of \$1.3 million and \$7.3 million in the three- and nine-month periods of 2007 compared to \$1.0 million and \$6.1 million in the three- and nine-month periods of fiscal 2006.

**Research and Development Expense:** CVI's research and development expenditures were \$7.2 million up 34% and \$19.8 million up 22% for the three-month and nine-month periods of 2007. CVI's research and development activities include programs to develop disposable silicone hydrogel products, product lines utilizing *PC Technology* and expansion of single-use product lines.

CSI's research and development expenditures for the three-month and nine-month periods of 2007 were \$4.3 million up 382% and \$10.7 million up 8%. Before charges for acquired in-process research and development of \$4.2 million and \$3.0 million in the first and third quarters of fiscal 2007, respectively, and \$7.5 million in the second quarter of fiscal 2006, research and development expenses for the three-month and nine-month periods of 2007 increased 45% and 49%, respectively. CSI's research and development activities include the upgrade and redesign of many CSI osteoporosis, in-vitro fertilization, incontinence and assisted reproductive technology products and other obstetrical and gynecological product development activities.

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**Operating Income:** Operating income decreased by \$8.6 million or 27% and \$40.5 million or 45% for the three- and nine-month periods, respectively:

	Three Months Ended July 31,					Nine Months Ended July 31,				
	2007	% Net Sales	2006	% Net Sales	% Incr. (Decr.)	2007	% Net Sales	2006	% Net Sales	% Incr. (Decr.)
	(\$ in millions)									
CVI	\$27.8	13%	\$33.0	17%	(16)%	\$ 63.3	11%	\$103.9	19%	(39)%
CSI	3.3	8%	5.6	18%	(40)%	11.5	10%	8.7	10%	32%
Headquarters	(7.4)	—	(6.3)	—	(18)%	(24.8)	—	(22.1)	—	(13)%
	\$23.7	9%	\$32.3	14%	(27)%	\$ 50.0	7%	\$ 90.5	14%	(45)%

**Interest Expense:** Interest expense increased by \$2.6 million or 30% and increased by \$3.0 million or 10% in the three-month and nine-month periods, respectively, primarily reflecting cash used for capital expenditures and CSI acquisitions. In the first nine months of 2007 and 2006, we wrote off debt issuance costs related to extinguished credit agreements of \$0.9 million and \$4.1 million, respectively.

**Other Income (Expense), Net:**

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2007	2006	2007	2006
	(In millions)			
Interest income	\$ 0.1	\$ 0.1	\$ 0.4	\$ 0.3
Foreign exchange gain (loss)	0.6	0.1	1.4	(1.6)
Other	(0.2)	0.3	(0.5)	(0.4)
	\$ 0.5	\$ 0.5	\$ 1.3	\$ (1.7)

**Provision for Income Taxes:** We recorded tax expense of \$6.5 million in the first nine months of fiscal 2007 compared to \$7.4 million in the first nine months of fiscal 2006. The effective tax rate (ETR) for the first nine months of fiscal 2007 (provision for taxes divided by income before taxes) was approximately 33.3 percent compared to approximately 12.3 percent for the first nine months of fiscal 2006. Our geographic mix of income has changed during 2007, and certain expenses associated with the integration plan have impacted jurisdictions with lower tax rates. As a result, our ETR has increased correspondingly.

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**Share-Based Compensation Plans:** Compensation cost associated with share-based awards recognized in fiscal 2007 and fiscal 2006 includes: 1) amortization related to the remaining unvested portion of all stock option awards granted prior to November 1, 2005, based on the grant date fair value estimated in accordance with the original provisions of SFAS 123 and 2) amortization related to all stock option awards granted on or subsequent to November 1, 2005, based on the grant date fair value estimated in accordance with the provisions of SFAS 123R. The compensation and related income tax benefit recognized in the Company's consolidated financial statements for stock options and restricted stock awards were as follows:

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2007	2006	2007	2006
	(In millions)			
Selling, general and administrative expenses	\$ 3.4	\$ 2.5	\$ 12.8	\$ 10.4
Cost of products sold	0.5	0.2	1.1	0.4
Research and development expense	0.2	0.1	0.6	0.3
Restructuring costs	—	—	0.8	—
Capitalized in inventory	0.5	(0.1)	1.5	0.5
Total compensation expense	<u>\$ 4.6</u>	<u>\$ 2.7</u>	<u>\$ 16.8</u>	<u>\$ 11.6</u>
Related income tax benefit	<u>\$ 0.9</u>	<u>\$ 0.5</u>	<u>\$ 4.0</u>	<u>\$ 2.6</u>

Cash received from options exercised under all share-based payment arrangements for the three and nine months ended July 31, 2007, was \$2.7 million and \$7.6 million, respectively. Cash received from options exercised under all share-based payment arrangements for the three and nine months ended July 31, 2006, was \$31 thousand and \$2.5 million, respectively.

The Company continues to estimate the fair value of each option award on the date of grant using the Black-Scholes option valuation model. Groups of employees that have similar historical exercise behavior are considered separately for valuation purposes. Previously, under SFAS No. 123, the Company did not utilize separate employee groupings in the determination of option values. The Company now estimates option forfeitures based on historical data for each employee grouping and adjusts the rate to expected forfeitures periodically. The adjustment of the forfeiture rate will result in a cumulative catch-up adjustment in the period the forfeiture estimate is changed.

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**Capital Resources and Liquidity**

**Third Quarter Highlights:**

- Operating cash flow \$47.4 million vs. \$38.5 million in the third quarter of fiscal 2006.
- Cash payments for acquisitions totaled \$8.8 million vs. \$1.8 million in the third quarter of fiscal 2006.
- Expenditures for purchases of property, plant and equipment (PP&E) \$38.6 million vs. \$41.1 million in the third quarter of 2006.

**Nine-Month Highlights:**

- Operating cash flow \$95.9 million vs. \$114.9 million in the first nine months of 2006.
- Cash payments for acquisitions totaled \$77.6 million vs. \$63.1 million in the first nine months of 2006.
- Expenditures for purchases of PP&E \$128.7 million vs. \$124.5 million in the first nine months of 2006.

**Comparative Statistics (\$ in millions):**

	July 31, 2007	October 31, 2006
Cash and cash equivalents	\$ 8.1	\$ 8.2
Total assets	\$ 2,541.1	\$ 2,352.6
Working capital	\$ 226.7	\$ 180.3
Total debt	\$ 861.3	\$ 742.7
Stockholders' equity	\$ 1,435.4	\$ 1,378.5
Ratio of debt to equity	0.60:1	0.54:1
Debt as a percentage of total capitalization	38%	35%
Operating cash flow—twelve months ended	\$ 131.5	\$ 150.5

**Operating Cash Flow:** Cash flow provided by operating activities totaled \$95.9 million in the first nine months of fiscal 2007 and \$131.5 million over the twelve-month period ended July 31, 2007. In the first nine months of fiscal 2007, operating cash flow decreased 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.

Working capital increased \$46.4 million in the first nine months of fiscal 2007 due to increases of \$17.7 million in receivables, \$28.9 million in inventory, \$5.2 million in prepaids and other assets, \$2.5 million in deferred tax assets and decreases of \$7.7 million in short-term debt. This activity was partially offset as cash decreased \$0.2 million and accrued liabilities and accounts payable increased \$15.5 million. The significant increase in working capital is primarily due to the refinancing of Cooper's credit facility, which reduced the current portion of debt, along with building inventory in anticipation of new product launches, distribution center consolidations and increasing sales levels. In addition, the acquisitions of Lone Star and Wallach increased net working capital and were funded with long-term debt.

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At the end of the first nine months of fiscal 2007, Cooper's inventory months on hand (MOH) decreased slightly to 7.5 compared to 7.7 in last year's third quarter, as we continue to build inventory in support of new product launches and distribution center consolidations. Also, our days sales outstanding (DSO) decreased to 59 from 61 days in last year's third 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 \$206.3 million from investing activities was driven by payments of \$77.6 million for acquisitions and capital expenditures of \$128.7 million, used primarily to expand manufacturing capacity, consolidate distribution centers and continue the rollout of new information systems.

**Financing Cash Flow:** The cash inflow of \$109.9 million from financing activities was driven by net proceeds from long-term debt of \$88.3 million, net proceeds from short-term debt of \$28 million and \$7.6 million from the exercise of stock options, partially offset by payment of debt acquisition costs of \$11.5 million and dividends on our common stock of \$2.7 million paid in the first nine months of 2007.

**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.



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- 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 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 of a reporting unit is determined to be less than the book value, a second step is performed to compute the amount of the impairment. 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 during the third fiscal quarter 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 third fiscal quarter 2007, and our analysis indicated that we had no impairment of goodwill. The valuation of each of our reporting units was determined using discounted cash flows, an income valuation approach.

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- 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 – Effective November 1, 2005, we adopted Statement of Financial Accounting Standards No. 123 (revised 2004), *Share-Based Payment* (SFAS 123R) as interpreted by SEC Staff Accounting Bulletin No. 107, using the modified prospective transition method. Periods prior to adoption have not been restated. See Note 10. Stock Plans in our Annual Report on Form 10-K for the fiscal year ended October 31, 2006, for a further description of the impact of the adoption of SFAS 123R and the Company's share-based compensation plans.

THE COOPER COMPANIES, INC. AND SUBSIDIARIES  
Item 2. Management's Discussion and Analysis of Financial Condition  
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Under the fair value recognition provisions of SFAS 123R, 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 stock option exercise behaviors and employee option 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, historical volatility on the Company's stock at the date of grant, historical implied volatility of the Company's publicly-traded options 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 September 2006, the SEC staff issued Staff Accounting Bulletin (SAB) No. 108, *Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements* (SAB 108). In SAB 108, the SEC staff established an approach that requires quantification of financial statement misstatements based on the effects of the misstatements on each of the Company's financial statements and the related financial statement disclosures. SAB 108 permits public companies to initially apply its provisions either by (i) restating prior financial statements or (ii) recording the cumulative effect as adjustments to the carrying values of assets and liabilities with an offsetting adjustment recorded to the opening balance of retained earnings. The Company is required to adopt SAB 108 by the end of fiscal 2007. The Company has not completed its analysis but does not expect adoption to have a significant impact on the Company's results of operations or financial condition.

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In September 2006, the Financial Accounting Standards Board (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. This statement is effective for financial statements issued for fiscal years beginning after November 15, 2007. The Company is currently evaluating the impact SFAS 157 will have on its consolidated financial statements.

In September 2006, the FASB issued 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. SFAS 158 also requires an employer to measure the funded status of a plan as of the date of its year-end statement of financial position, with limited exceptions. This statement is effective for financial statements as of the end of fiscal years ending after December 15, 2006. The Company is currently evaluating the impact SFAS 158 will have on its consolidated financial statements.

In July 2006, the 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 Statement SFAS No. 109, *Accounting for Income Taxes* (SFAS 109). Under FIN 48, a company would recognize 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 a company would measure 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 financial statements for any unrecognized tax benefits. FIN 48 also addresses when a company should record interest and penalties related to tax positions and how the interest and penalties may be classified within the income statement and presented in the balance sheet. FIN 48 is effective for fiscal years beginning after December 15, 2006. For the Company, FIN 48 will be effective for our 2008 fiscal year. Differences between the amounts recognized prior to and after the adoption of FIN 48 would be accounted for as a cumulative effect adjustment to the beginning balance of retained earnings. The Company is currently evaluating FIN 48 and its possible impacts on the Company's financial statements. Upon adoption, there is a possibility that the cumulative effect would result in a charge or benefit to the beginning balance of retained earnings, increases or decreases in future effective tax rates, and/or increases in future effective tax rate volatility.

In February 2007, FASB Issued SFAS No. 159, *Establishing the Fair Value Option for Financial Assets and Liabilities* (SFAS 159). The Financial Accounting Standards Board has issued SFAS 159 to permit all entities to choose to elect, at specified election dates, to measure eligible financial instruments at fair value. An entity shall report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date, and recognize upfront costs and fees related to those items in earnings as incurred and not deferred. SFAS 159 applies to fiscal years beginning after November 15, 2007, or our 2009

THE COOPER COMPANIES, INC. AND SUBSIDIARIES  
Item 2. Management's Discussion and Analysis of Financial Condition  
and Results of Operations, Continued

fiscal year, with early adoption permitted for an entity that has also elected to apply the provisions of SFAS 157, *Fair Value Measurements*. An entity is prohibited from retrospectively applying SFAS 159, unless it chooses early adoption. SFAS 159 also applies to eligible items existing at November 15, 2007 (or early adoption date). The Company has not completed its analysis but does not expect the adoption of SFAS 159 to have a material effect on the Company's financial condition.

**Risk Management**

We are exposed to risks caused by changes in foreign exchange, principally our pound sterling and euro 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. The 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 \$250 million of variable rate debt effectively converting it to fixed rate debt for periods of up to one year.

**Credit Facility**

On January 31, 2007, Cooper refinanced its existing \$750 million syndicated bank credit facility (former credit facility), with a new \$650 million syndicated Senior Unsecured Revolving Line of Credit (Revolver) and \$350 million aggregate principal amount of 7.125% of Senior Notes, described below. The refinancing extended the maturity and provided additional borrowing flexibility along with lower overall pricing relative to the prior agreement. In addition, the Company has the ability from time to time to increase the size of the Revolver by up to an additional \$250 million. KeyBank led the Revolver refinancing, which resulted in a number of the banks retaining or increasing their participation in the agreement. The Revolver matures on January 31, 2012.

Interest rates for the Revolver are based on the London Interbank Offered Rate (LIBOR) plus additional basis points determined by certain ratios of debt to pro forma earnings before interest, taxes, depreciation and amortization (EBITDA), as defined in the credit agreement. These range from 75 to 150 basis points. As of July 31, 2007, the additional basis points were 125.

The Revolver:

- Requires that the ratio of Consolidated Pro Forma EBITDA to Consolidated Interest Expense (as defined, "Interest Coverage Ratio") be at least 3.0 to 1.0 at all times.
- Requires that the ratio of Consolidated Funded Indebtedness to Consolidated Pro Forma EBITDA (as defined, "Total Leverage Ratio") be no higher than 4.00 to 1.00 from January 31, 2007 through October 31, 2009, and 3.75 to 1.00 thereafter.

THE COOPER COMPANIES, INC. AND SUBSIDIARIES  
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At July 31, 2007, the Company's Interest Coverage Ratio was 6.15 to 1.00 and the Total Leverage Ratio was 3.47 to 1.00.

In the first fiscal quarter, the Company wrote off about \$0.9 million of debt issuance costs in interest expense as a result of extinguishing the term loan. The remaining \$1.7 million of existing debt issuance costs and the \$10.4 million of costs incurred to refinance the Revolver and Notes are carried in other assets and amortized to interest expense over the life of the credit facility.

**Senior Notes**

On January 31, 2007, the Company issued \$350 million aggregate principal amount of 7.125% Senior Notes (the Notes) due February 15, 2015. The Notes were initially offered in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933 and were subsequently exchanged for a like principal amount of Notes having identical terms that were registered with the Securities and Exchange Commission pursuant to a registration statement declared effective June 19, 2007. The Notes pay interest semi-annually on February 15 and August 15 of each year, beginning August 15, 2007. We may redeem some or all of the Notes at any time prior to February 15, 2011, at a price equal to 100% of the principal amount of the Notes redeemed plus accrued and unpaid interest to the redemption date and a make-whole premium. We may redeem some or all of the Notes at any time on or after February 15, 2011, at the redemption prices (expressed as percentages of principal amounts) set forth below, plus accrued and unpaid interest to the redemption date and additional interest (if we fail to comply with certain obligations under the registration rights agreement that we entered in connection with the Notes (Additional Interest)), if any, on the Notes redeemed to the applicable redemption date, if redeemed during the twelve-month period beginning on February 15 of the years indicated below:

<u>Year</u>	<u>Percent</u>
2011	103.56%
2012	101.78%
2013 and thereafter	100.00%

In addition, prior to February 15, 2010, we may redeem up to 35% of the Notes at a price equal to 107.13% of the principal amount of the Notes redeemed plus accrued and unpaid interest to the redemption date and Additional Interest, if any, on the Notes redeemed to the applicable redemption date, from the proceeds of certain equity offerings.

Net proceeds from the issuance totaled approximately \$342.6 million.

Under the indenture governing the Notes, our ability to incur indebtedness and pay distributions is subject to restrictions and the satisfaction of various conditions. In addition, the indenture imposes restrictions on certain other customary matters, such as limitations on certain investments, transactions with affiliates, the incurrence of liens, sale and leaseback transactions, certain asset sales and mergers.

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The Notes are our senior unsecured obligations and rank equally with all of our existing and future senior unsecured obligations and senior to our subordinated indebtedness. The Notes are effectively subordinated to our existing and future secured indebtedness to the extent of the assets securing that indebtedness. On the issue date, certain of our direct and indirect subsidiaries entered into unconditional guarantees of the Notes that are unsecured. These guarantees rank equally with all existing and future unsecured senior obligations of the guarantors and are effectively subordinated to existing and future secured debt of the guarantors to the extent of the assets securing that indebtedness. The Notes are structurally subordinated to indebtedness and other liabilities, including payables, of our non-guarantor subsidiaries.

The changes to our contractual obligations and expected maturity dates, including the new Revolver and Notes are incorporated in the following tables:

Payments Due by Fiscal Period

	<u>2007</u>	<u>2008 &amp; 2009</u>	<u>2010 &amp; 2011</u>	<u>2012 &amp; Beyond</u>
	(\$ in millions)			
Long-term debt	\$ —	\$ —	\$ —	\$ 809.9
Interest payments on long-term debt	50.7	101.4	101.4	83.5
Operating leases	23.1	34.6	27.2	45.7
	<u>\$73.8</u>	<u>\$ 136.0</u>	<u>\$ 128.6</u>	<u>\$ 939.1</u>

Expected Maturity Date

<u>Fiscal Year</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>Thereafter</u>	<u>Total</u>	<u>Fair Value</u>
	(\$ in millions)							
Long-term debt:								
Fixed interest rate	\$—	\$—	\$—	\$—	\$—	\$ 465.0	\$465.0	\$494.4
Average interest rate						6.0%		
Variable interest rate	\$—	\$—	\$—	\$—	\$—	\$ 344.9	\$344.9	\$344.9
Average interest rate	4.3%	4.6%	4.6%	5.2%	6.6%	4.4%		

THE COOPER COMPANIES, INC. AND SUBSIDIARIES  
Item 2. Management's Discussion and Analysis of Financial Condition  
and Results of Operations, Concluded

**Trademarks**

Proclear<sup>®</sup>, Biofinity<sup>®</sup> and Biomedics<sup>®</sup> are registered trademarks of The Cooper Companies, Inc., its affiliates and/or subsidiaries and are italicized in this report. PC Technology<sup>™</sup>, Biomedics XC<sup>™</sup>, Proclear 1 Day<sup>™</sup> and Lone Star Retractor System<sup>™</sup> are trademarks of The Cooper Companies, Inc., its affiliates and/or subsidiaries and are italicized in this report.



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 July 31, 2007, 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 July 31, 2007, 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.

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.

**Levine v. The Cooper Cos., Inc., et.al.**

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, President and Chief Executive Officer and a director, Robert S. Weiss, its Executive Vice President, Chief Operating 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 one former officer. 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 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 produce line, sales force integration following the merger with Ocular, the impact of silicone hydrogel lenses and financial

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projections. The amended consolidated complaint also alleges that the Company 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 September 5, 2007, the Company and the individual defendants moved to dismiss the amended consolidated complaint. The Company intends to vigorously defend this matter.

### **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.” Following 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 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. By court order, the response date has been deferred until resolution of motions to dismiss filed in the putative securities class action matter.

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 No. RG06260748. A consolidated amended complaint was filed on September 18, 2006. On November 29, 2006, the Superior Court for the County of Alameda entered an order staying the action pending the resolution of the federal derivative action.

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’

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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.

### **United States Tax Court Litigation**

On September 29, 2004, the Internal Revenue Service (IRS) issued Notices of Deficiency (Notices) to Ocular Sciences, Inc. (Ocular) in connection with its audit of Ocular's income tax returns for the years 1999, 2000 and 2001. The Notices primarily pertain to transfer pricing issues and an alternative adjustment under the anti-deferral provisions of Subpart F of the Internal Revenue Code and asserts that \$44.8 million of additional taxes is owed for these years, plus unspecified interest and approximately \$12.7 million in related penalties.

After a lengthy process of discovery and negotiation involving the Tax Court and the IRS Appeals Office, a settlement was reached with the IRS and a final Tax Court decision was entered on April 18, 2007, for a settlement amount of \$3.5 million plus interest. The liability was previously fully reserved and paid on June 27, 2007.

The Company continues to be subject to the examination of Ocular's income tax returns by the IRS and other fiscal authorities, and we cannot assure that the outcomes from these examinations will not have a material adverse effect on the Company's operating results and financial condition. Moreover, the Company's future effective tax rates could be adversely affected by earnings being higher than anticipated in countries where it has higher statutory rates or lower than expected in countries where it has lower statutory rates, by changes in the valuation of deferred tax assets or liabilities or by changes in tax laws or interpretations thereof.

### **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. On June 5, 2006, CIBA filed an answer denying infringement and asserting certain affirmative defenses. On July 16, 2007, the Court issued a Markman order construing certain claim terms of the patents. The Court has set a trial date of January 8, 2008.

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. On July 5, 2006, CIBA answered the complaint by denying the allegation that CVI's *Biofinity* line of silicone hydrogel contact lenses does not infringe any valid and enforceable claims of the foregoing patents. The answer also asks the Court for permission to interpose a counterclaim for infringement in the

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future if, after examination of the lenses, CIBA believes they infringe the foregoing patents, which counterclaim would seek both damages and injunctive relief. The Court has set a trial date of October 6, 2008.

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. On December 11, 2006, CIBA filed an answer denying infringement and asserting certain affirmative defenses. On July 16, 2007, the Court issued a Markman order construing certain claim terms of the patents. The Court has set a trial date of January 8, 2008.

### 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, 2006, as supplemented or modified under "Risk Factors" in our Quarterly Reports on Form 10-Q for the quarterly periods ended January 31, 2007 and April 30, 2007.

### Item 5. Other Information

Pursuant to its Change in Control Severance Plan (a copy of which is attached hereto as Exhibit 10.1 and incorporated herein by reference), the Company entered into a Change of Control Agreement on September 6, 2007, with Steven M. Neil, Vice President and Chief Financial Officer, a copy of which is attached hereto as Exhibit 10.2 and incorporated herein by reference. The agreement provides, upon a termination of Mr. Neil's employment by the Company without Cause, or by Mr. Neil for Good Reason, following a Change of Control (all of such terms as defined in the Agreement), and subject to his execution of a release of claims and covenant not to sue that he will be entitled to the following:

- Continuation of his base salary as in effect at the time of termination for a period of 24 months
- Payment of a pro-rata share (based on the number of months he served as an executive of the Company during the fiscal year of his termination of employment) of annual incentive award payments, if any, due to him under the terms of the Company's annual incentive payment plan
- Continued coverage at the same cost to him as prior to termination under the Company's group health and dental plans for a period of up to 24 months;
- Full vesting in all equity compensation, deferred compensation or retirement plans and agreements that are not otherwise vested based on performance.

If any payment or distribution to Mr. Neil would result in an excise tax on excess parachute payments under Section 4999 of the Internal Revenue Code, then he will either be paid the full amount or the amount of his payments will be reduced so that no portion of such payments will result in an excise tax whichever is the greater payment to Mr. Neil.

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If necessary to comply with Section 409A of the Internal Revenue Code, the payment of Mr. Neil's severance may (i) be delayed for a period of six months, at which time he will receive the amounts he otherwise would have received during such six month period in a lump sum, and/or (2) reamortized so that any severance is paid prior to the last day of the second year following the year in which he separates from service.

The agreement also contains certain covenants of Mr. Neil regarding nonsolicitation of employees for a period of twelve months following termination and protection of confidential information.

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### Item 6. Exhibits

(a) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
10.1	The Cooper Companies, Inc. Change in Control Severance Plan, dated May 21, 2007
10.2	Change in Control Agreement entered into as of September 6, 2007, by and between The Cooper Companies, Inc. and Steven M. Neil
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 8 to the Consolidated Condensed Financial Statements in this report.

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: September 7, 2007

/s/ Rodney E. Folden

Rodney E. Folden  
Corporate Controller  
(Principal Accounting Officer)



THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Index of Exhibits

<u>Exhibit Number</u>	<u>Description</u>
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\* The information called for in this Exhibit is provided in Footnote 8 to the Consolidated Condensed Financial Statements in this report.

**THE COOPER COMPANIES, INC.**  
**CHANGE IN CONTROL SEVERANCE PLAN**  
**AND**  
**SUMMARY PLAN DESCRIPTION**

Plan Effective Date: May 21 2007

**THE COOPER COMPANIES, INC. CHANGE IN CONTROL SEVERANCE PLAN  
AND  
SUMMARY PLAN DESCRIPTION**

The Cooper Companies Inc.'s Change in Control Severance Plan (the "Plan") provides severance benefits to certain employees ("Covered Employees") of The Cooper Companies Inc. (the "Company"). The Plan is effective for eligible employees who receive either a Change in Control Severance Agreement or Change in Control Severance Plan Participation Notice (each, an "Agreement") and who otherwise satisfy the conditions set forth in such Agreement and the provisions of this Plan.

This Plan is designed to be an "employee welfare benefit plan," as defined in Section 3(1) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). This Plan is governed by ERISA and, to the extent applicable, the laws of the State identified in the Agreement, without reference to the conflict of law provisions thereof.

This document and your Agreement constitute both the official plan document and the required summary plan description under ERISA.

**I. ELIGIBILITY**

You will become a Covered Employee in the Plan only: (i) if you are selected by the Company to be eligible to participate in this Plan and (ii) if you receive an Agreement (the provisions of which are incorporated by reference). Additionally, if you receive a Change in Control Severance Agreement (rather than a Change in Control Severance Plan Participation Notice), you must sign the Agreement indicating your agreement to be bound by the terms of this Plan and you must return such signed Agreement to the Company.

If you are a Covered Employee, you shall be eligible for severance benefits at such times and in such amounts as may be specified in your Agreement.

**II. BENEFITS**

The benefits to which you may become entitled are set forth in your Agreement.

**III. OTHER IMPORTANT INFORMATION**

**Plan Administration.** As the Plan Administrator, the Company has full and sole discretionary authority to administer and interpret the Plan, including discretionary authority to determine eligibility for participation in and for benefits under the Plan, to determine the amount of benefits (if any) payable per participant, and to any terms of this document. All determinations by the Plan Administrator will be final and conclusive upon all persons and be given the maximum possible deference allowed by law. The Plan Administrator is the "named fiduciary" of the Plan for purposes of ERISA and will be subject to the fiduciary standards of ERISA when acting in such capacity. The Company may delegate in writing to any other person all or a portion of its authority or responsibility with respect to the Plan.

**Source of Benefits.** The Plan is unfunded, and all severance benefits will be paid from the general assets of the Company or its successor. No contributions are required under the Plan.

**Claims Procedure.** If you believe you are incorrectly denied a benefit or are entitled to a greater benefit than the benefit you received under the Plan you may submit a signed, written application to the Chief Administrative Officer. You will be notified in writing of the approval or denial of this claim within ninety (90) days of the date that Chief Administrative Officer, receives the claim, unless special circumstances require an extension of time for processing the claim. In the event an extension is necessary, you will be provided written notice prior to the end of the initial ninety (90) day period indicating the special circumstances requiring the extension and the date by which Chief Administrative Officer, expects to notify you of approval or denial of the claim. In no event will an extension extend beyond ninety (90) days after the end of the initial ninety (90) day period. If your claim is denied, the written notification will state specific reasons for the denial, make specific reference to the Plan provision(s) on which the denial is based, and provide a description of any material or information necessary for you to perfect the claim and why such material or information is necessary. The written notification will also provide a description of the Plan's review procedures and the applicable time limits, including a statement of your right to bring a civil suit under section 502(a) of ERISA following denial of your claim on review.

You will have sixty (60) days from receipt of the written notification of the denial of your claim to file a signed, written request for a full and fair review of the denial by a review panel which will be a named fiduciary of the Plan for purposes of such review. This request should include the reasons you are requesting a review and may include facts supporting your request and any other relevant comments, documents, records and other information relating to your claim. Upon request and free of charge, you will be provided with reasonable access to, and copies of, all documents, records and other information relevant to your claim, including any document, record or other information that was relied upon in, or submitted, considered or generated in the course of, denying your claim. A final, written determination of your eligibility for benefits shall be made within sixty (60) days of receipt of your request for review, unless special circumstances require an extension of time for processing the claim, in which case you will be provided written notice of the reasons for the delay within the initial sixty (60) day period and the date by which you should expect notification of approval or denial of your claim. This review will take into account all comments, documents, records and other information submitted by you relating to your claim, whether or not submitted or considered in the initial review of your claim. In no event will an extension extend beyond sixty (60) days after the end of the initial sixty (60) day period. If an extension is required because you fail to submit information that is necessary to decide your claim, the period for making the benefit determination on review will be tolled from the date the notice of extension is sent to you until the date on which you respond to the request for additional information. If your claim is denied on review, the written notification will state specific reasons for the denial, make specific reference to the Plan provision(s) on which the denial is based and state that you are entitled to

receive upon request, and free of charge, reasonable access to, and copies of, all documents, records and other information relevant to your claim, including any document, record or other information that was relied upon in, or submitted, considered or generated in the course of, denying your claim. The written notification will also include a statement of your right to bring an action under section 502(a) of ERISA.

If your claim is initially denied or is denied upon review, you are entitled to receive upon request, and free of charge, reasonable access to, and copies of, any document, record or other information that demonstrates that (1) your claim was denied in accordance with the terms of the Plan, and (2) the provisions of the Plan have been consistently applied to similarly situated Plan participants, if any. In pursuing any of your rights set forth in this section, your authorized representative may act on your behalf.

If you do not receive notice within the time periods described above, whether on initial determination or review, you may initiate a lawsuit under Section 502(a) of ERISA.

**Plan Amendment or Termination.** The Company reserves the right to terminate or amend the Plan at any time, in whole or in part, and in any manner, and for any reason. Any termination or amendment of the Plan will be effective only after two years advance written notice to Covered Employees if such amendment or termination would result in a reduction of benefits that Covered Employees would have otherwise been able to receive under the pre-amended Plan.

**At-Will Employment.** No provision of the Plan is intended to provide you with any right to continue as an employee with the Company or its subsidiaries, or in any other capacity, for any specific period of time, or otherwise affect the right of the Company or its subsidiaries to terminate the employment or service of any individual at any time for any reason, with or without cause.

**Section 409A of the Internal Revenue Code.** This Plan is intended to provide severance benefits under ERISA. The Plan is not intended to constitute a “nonqualified deferred compensation plan” within the meaning of Section 409A of the Internal Revenue Code. Notwithstanding the foregoing, in the event this Plan or any benefit paid under this Plan to a Covered Employee is deemed to be subject to Section 409A of the Internal Revenue Code, each Covered Employee consents to the Company’s adoption of such conforming amendments as the Legal Department of the Company deems advisable or necessary, in its sole discretion, to comply with Section 409A of the Internal Revenue Code (including without limitation delaying the timing of payments), without reducing the amounts of any benefits due to Covered Employee hereunder (excluding for this purpose any decrease in the present value of the benefits).

**Indemnification.** The Company agrees to indemnify its officers and employees and the members of the Board of Directors of the Company from all liabilities from their acts or omissions in connection with the administration, amendment or termination of the Plan, to the maximum extent permitted by applicable law.

**Severability.** If any provision of the Plan is held invalid or unenforceable, its invalidity or unenforceability will not affect any other provision of the Plan, and the Plan will be construed and enforced as if such provision had not been included.

**Headings.** Headings in this Plan document are for purposes of reference only and will not limit or otherwise affect the meaning hereof.

#### **IV. STATEMENT OF ERISA RIGHTS**

As a participant in the Plan you are entitled to certain rights and protections under ERISA. ERISA provides that all plan participants shall be entitled to:

##### **Receive Information About Your Plan and Benefits**

Examine, without charge, at the plan administrator's office and at other specified locations, such as work sites, all documents governing the plan.

Obtain, upon written request to the plan administrator, copies of documents governing the operation of the plan. The administrator may make a reasonable charge for the copies.

##### **Prudent Actions by Plan Fiduciaries**

In addition to creating rights for plan participants, ERISA imposes duties upon the people who are responsible for the operation of the employee benefit plan. The people who operate your plan, called "fiduciaries" of the plan, have a duty to do so prudently and in the interest of you and other plan participants and beneficiaries. No one, including your employer or any other person, may fire you or otherwise discriminate against you in any way to prevent you from obtaining a welfare benefit or exercising your rights under ERISA.

##### **Enforce Your Rights**

If your claim for a welfare benefit is denied or ignored, in whole or in part, you have a right to know why this was done, to obtain copies of documents relating to the decision without charge, and to appeal any denial, all within certain time schedules.

Under ERISA, there are steps you can take to enforce the above rights. For instance, if you request a copy of plan documents and do not receive it within 30 days, you may file suit in a Federal court. In such a case, the court may require the plan administrator to provide the materials and pay you up to \$110.00 a day until you receive the materials, unless the materials were not sent because of reasons beyond the control of the administrator. If you have a claim for benefits which is denied or ignored, in whole or in part, you may file suit in a state or Federal court. If you are discriminated against for asserting your rights, you may seek assistance from the U.S. Department of Labor, or you may file suit in a Federal court. The court will decide who should pay court costs and legal fees. If you are successful, the court may order the person you have sued to pay these costs and fees. If you lose, the court may order you to pay these costs and fees, for example, if it finds your claim is frivolous.

### Assistance With Your Questions

If you have any questions about your plan, you should contact the plan administrator. If you have any questions about this statement or about your rights under ERISA, or if you need assistance in obtaining documents from the plan administrator, you should contact the nearest office of the Employee Benefits Security Administration, U.S. Department of Labor, listed in your telephone directory, or the Division of Technical Assistance and Inquiries, Employee Benefits Security Administration, U.S. Department of Labor, 200 Constitution Avenue N.W., Washington, D.C. 20210. You may also obtain certain publications about your rights and responsibilities under ERISA by calling the publications hotline of the Employee Benefits Security Administration.

### ADDITIONAL PLAN INFORMATION

Name of Plan:	The Cooper Companies, Inc. Change in Control Severance Plan
The Cooper Companies Sponsoring Plan:	The Cooper Companies 6140 Stoneridge Mall Road, Suite 590 Pleasanton, CA 94588
Employer Identification Number:	94-2657368
Plan Number:	504
Plan Year:	2007
Plan Administrator:	The Cooper Companies c/o Chief Administrative Officer 6140 Stoneridge Mall Road, Suite 590 Pleasanton, CA 94588 Telephone No. (925) 460-3600
Agent for Service of Legal Process:	Plan Administrator, at the above address
Type of Plan:	Employee Welfare Benefit Plan providing for severance benefits
Plan Costs:	The cost of the Plan is paid by The Cooper Companies
Type of Administration:	Self-administration by the Plan Administrator

CHANGE IN CONTROL AGREEMENT

THIS CHANGE IN CONTROL AGREEMENT (this "Agreement"), dated as of September 6, 2007, is made by and between The Cooper Companies, Inc., a Delaware corporation (the "Company"), and Steven M. Neil ("Executive").

WITNESSETH:

WHEREAS, Executive is a senior executive of the Company or its subsidiaries and has made and is expected to continue to make major contributions to the short- and long-term profitability, growth and financial strength of the Company;

WHEREAS, the Company recognizes that, as is the case for most publicly held companies, the possibility of a Change in Control exists;

WHEREAS, the Company desires to assure itself of both present and future continuity of management and desires to establish certain severance benefits for Executive, applicable in the event of a Change in Control;

WHEREAS, the Company wishes to ensure that Executive is not practically disabled from discharging his or her duties in respect of a proposed or actual transaction involving a Change in Control;

WHEREAS, the Company desires to provide additional inducement for the Executive to continue to remain in the employ of the Company or its subsidiaries; and

WHEREAS, on May 21, 2007 the Organization and Compensation Committee of the Board authorized the Company to enter into this Agreement pursuant to the Company's Change in Control Severance Plan.

NOW, THEREFORE, the Company and Executive agree as follows:

1. Certain Defined Terms. In addition to terms defined elsewhere herein, the following terms have the following meanings when used in this Agreement with initial capital letters:

(a) "Base Pay" means Executive's annual base salary rate as in effect from time to time.

(b) "Board" means the Board of Directors of the Company.

(c) "Cause" means (i) Executive's conviction of, or plea of nolo contendere to, a felony or (ii) gross misconduct injurious to the Company and/or any of its subsidiaries, as determined in good faith by the Board, and which has not been remedied by the Executive within ten days after written notice thereof to Executive by the Board.



Notwithstanding the foregoing, Executive shall not be deemed to have been terminated for “Cause” under (ii) above unless and until there shall have been delivered to the Executive a copy of a resolution duly adopted by the affirmative vote of not less than a majority of the Board then in office at a meeting of the Board called and held for such purpose, after reasonable notice to the Executive and an opportunity for the Executive, together with the Executive’s counsel (if the Executive chooses to have counsel present at such meeting), to be heard before the Board, finding that, in the good faith opinion of the Board, the Executive had committed an act constituting “Cause” and specifying the particulars thereof in detail. Nothing herein will limit the right of the Executive or his beneficiaries to contest the validity or propriety of any such determination.

(d) “Change in Control” means the occurrence of any of the following events:

(i) The acquisition by any individual, entity or group (within the meaning of section 13(d)(3) or 14(d)(2) of the Exchange Act) (a “Person”) of beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of 50% or more of the combined voting power of the then outstanding Voting Stock of the Company;

(ii) consummation of a reorganization, merger or consolidation, a sale or other disposition of all or substantially all of the assets of the Company, or other transaction (each, a “Business Combination”), unless, in each case, immediately following such Business Combination, (A) all or substantially all of the individuals and entities who were the beneficial owners of Voting Stock of the Company immediately prior to such Business Combination beneficially own, directly or indirectly, more than 50% of the combined voting power of the then outstanding shares of Voting Stock of the entity resulting from such Business Combination (including, without limitation, an entity which as a result of such transaction owns the Company or all or substantially all of the Company’s assets either directly or through one or more subsidiaries) in substantially the same proportions relative to each other as their ownership, immediately prior to such Business Combination, of the Voting Stock of the Company and (B) no Person beneficially owns, directly or indirectly, 50% or more of the combined voting power of the then outstanding shares of Voting Stock of the entity resulting from such Business Combination; or

(iii) The Company stockholders approve a plan of complete liquidation or dissolution of the Company.

(e) “Code” means the Internal Revenue Code of 1986, as amended.

(f) “Employee Benefits” means any group health and dental benefit plans; provided, however, that Employee Benefits shall not include contributions made by the Company or its subsidiaries to any retirement plan, pension plan or profit sharing plan for the benefit of the Executive in connection with amounts earned by the Executive.

(g) “Exchange Act” means the Securities Exchange Act of 1934, as amended.

(h) "Good Reason" means that the Executive (without the Executive's written consent):

(i) Has, except in connection with termination of employment for Cause or due to death or disability, suffered a material and substantial diminution in Executive's job responsibilities as in effect immediately prior to the public announcement of the Change in Control, excluding for this purpose an isolated and inadvertent action by the Company or its subsidiaries or a successor entity not taken in bad faith and which is remedied by the Company or its subsidiaries or successor entity within ten days after receipt of notice thereof given by the Executive and further provided that neither mere changes in title and/or reporting relationship nor reassignment following a Change in Control to a position that is similar to the position held immediately prior to the Change in Control shall constitute a material and substantial diminution in job responsibilities.

(ii) Has incurred one or more material reductions in his or her Base Pay; or

(iii) Has been notified that his or her principal place of work will be relocated to a new location that is 35 miles or more from Executive's principal work location as of immediately before the Change in Control; or

(iv) Has experienced a material breach by the Company or by its successor entity of its obligations to Executive under this Agreement.

Before "Good Reason" has been deemed to have occurred, Executive must give the Company written notice detailing why the Executive believes a Good Reason event has occurred and such notice must be provided to the Company within sixty days of the initial occurrence of such alleged Good Reason event(s). The Company shall then have thirty days after its receipt of written notice to cure the items cited in the written notice so that "Good Reason" will have not formally occurred with respect to the event(s) in question.

(i) "Voting Stock" means securities entitled to vote generally in the election of Board members.

2. Termination Following (or in connection with) a Change in Control. In the event that in the 12 months following the consummation of a Change in Control, the employment of Executive is either terminated by the Company or its subsidiaries for any reason other than Cause, death or disability or is terminated by Executive for Good Reason then the following subsections in this Section 2 shall occur:

(a) Subject to the effectiveness of the release of claims and covenant not to sue referenced in Section 2(g) below, the Company shall pay to Executive cash in 24 monthly installments with each installment equal to one-twelfth (1/12th) of Base Pay (at the rate in effect at the time of employment termination), commencing on or before the tenth business day following the effectiveness of such release. However, in the event that payment of such installments would extend past the last day of the second year following the year Executive "separates from

service” within the meaning of Section 409A of the Internal Revenue Code (the “409A Period”), the total amount of such installments shall instead be reamortized and payable in equal monthly installments over the 409A Period. Notwithstanding the foregoing, if Executive is deemed at the time of separation from service to be a “specified” employee under Section 409A of the Internal Revenue Code (the “Code”), to the extent that the total amount of Executive’s installment payments and any other “separation pay” hereunder (within the meaning of Treasury Regulation section 1.409A-1(b)(9)(iii)) exceeds the dollar threshold set forth in such regulation section, then the amount over such threshold shall not be paid until the (i) expiration of the six (6)-month period measured from the date of Executive’s “separation from service” or (ii) such earlier time permitted under Section 409A of the Code. Such deferral shall only be effected to the extent required to avoid adverse tax treatment to Executive, including (without limitation) the additional twenty percent (20%) tax for which Executive would otherwise be liable under Section 409A of the Code in the absence of such deferral. Upon the expiration of the applicable deferral period, any compensation or benefits which would have otherwise been paid during that period (whether in a single sum or in installments) in the absence of such deferral shall be paid in one lump sum.

(b) For the 24 month period following such termination, the Company shall continue to provide to Executive all Employee Benefits which were received by, or with respect to, Executive as of the date of such termination, at the same expense to Executive as before the Change in Control subject to immediate cessation (other than as to any pre-existing condition not covered by the new benefits coverage) if Executive is offered employee benefits coverage in connection with new employment. Through the 24 months following Executive’s termination of employment, Executive shall provide advance written notice to the Company informing the Company when the Executive is offered or becomes eligible for other employee benefits in connection with new employment. In addition, if periodically requested by the Company during the 24 months after termination of Executive’s employment, the Executive will provide the Company with written confirmation that he/she has not been offered other employee benefits.

(c) The Company or its subsidiaries shall pay Executive a pro-rata share (based on the number of months Executive served as an executive of the Company or its subsidiaries during the fiscal year of Executive’s termination of employment) of annual incentive award payments, if any, due to Executive under the terms of the Company’s or its subsidiaries’ annual incentive payment plan. Any amounts payable to Executive under this Section 2(c) will be paid to Executive at the same time payments are made to other participants under the Company’s or its subsidiaries’ annual incentive payment plan.

(d) Notwithstanding anything to the contrary in any restricted stock, stock option or other equity compensation plan or agreement or deferred compensation or retirement plan or agreement, upon the date of his/her termination the Executive shall become immediately fully vested (and all vesting restrictions removed) in all of his/her then outstanding stock options, stock appreciation rights, warrants, restricted stock, phantom stock, deferred compensation, retirement agreement or similar plans or agreements with the Company or its subsidiaries. Notwithstanding the foregoing, any award that is subject to a performance condition will vest only to the extent the performance condition has been satisfied on or prior to the date of termination.

(e) As of his/her termination date, Executive shall also be paid for his/her accrued but unpaid salary and vacation, unreimbursed valid business expenses that were submitted in accordance with the policies of the Company or its subsidiaries; and is eligible for other vested benefits pursuant to the terms of any employee benefit plan.

(f) In the event that it is determined that any payment or distribution of any type to or for the benefit of the Executive made by the Company, by any of its subsidiaries, by any person who acquires ownership or effective control of the Company or ownership of a substantial portion of the Company's assets (within the meaning of section 280G of the Code, and the regulations thereunder or by any affiliate of such person, whether paid or payable or distributed or distributable pursuant to the terms of this Agreement or otherwise (the "Total Payments"), would be subject to the excise tax imposed by section 4999 of the Code or any interest or penalties with respect to such excise tax (such excise tax, together with any such interest or penalties, are collectively referred to as the "Excise Tax"), then such payments or distributions shall be payable either in (x) full or (y) as to such lesser amount which would result in no portion of such payments or distributions being subject to the Excise Tax and Executive shall receive the greater, on an after-tax basis, of (x) or (y) above. All mathematical determinations and all determinations of whether any of the Total Payments are "parachute payments" (within the meaning of section 280G of the Code) that are required to be made under this Section 2(f), shall be made by a nationally recognized independent audit firm not currently retained by the Company most recently prior to the Change in Control (the "Accountants"), who shall provide their determination, together with detailed supporting calculations regarding the amount of any relevant matters, both to the Company and to the Executive within seven (7) business days of the Executive's termination date, if applicable, or such earlier time as is requested by the Company. Such determination shall be made by the Accountants using reasonable good faith interpretations of the Code. Any determination by the Accountants shall be binding upon the Company and the Executive, absent manifest error. The Company shall pay the fees and costs of the Accountants which are incurred in connection with this Section 2(f).

(g) All payments and benefits provided under this Section 2 are conditioned on and subject to the Executive's continuing compliance with this Agreement and the Executive's timely execution (and effectiveness) of a reasonable and customary release of claims and covenant not to sue in a form prescribed by the Company or its subsidiaries upon termination of employment. There is no entitlement to any payments or benefits unless and until such and release of claims and covenant not to sue is effective.

(h) To the extent Executive receives severance or similar payments and/or benefits under any other plan, program, agreement, policy, practice, or the like of the Company or its subsidiaries, or under the WARN Act or similar state law, the payments and benefits due to Executive under this Agreement will be correspondingly reduced on a dollar-for-dollar basis (or vice-versa).

(i) Notwithstanding the foregoing, this Agreement shall also remain effective (and Executive shall be eligible for payments and benefits hereunder) if, during a period beginning 3 months immediately prior to a public announcement of an impending Change in Control that is actually consummated, the Company (or its subsidiaries) terminates the Executive's employment for any reason other than Cause, death or disability or the Executive terminates his/her employment for Good Reason and such termination is determined to be in connection with the Change in Control. The Board shall determine in good faith whether such a termination is occurring in connection with the impending Change in Control. However, such a termination shall in any event be deemed to be in connection with an impending Change in Control if such termination (i) is required by the merger agreement or other instrument relating to such Change in Control, or (ii) is made at the express request of the other party (or parties) to the transaction constituting such Change in Control, or (iii) occurs after the public announcement of the impending Change in Control.

### 3. Successors and Binding Agreement.

(a) The Company will require any successor (whether direct or indirect, by purchase, merger, consolidation, reorganization or otherwise) to all or substantially all of the business or assets of the Company, by agreement in form and substance reasonably satisfactory to the Executive, expressly to assume and agree to perform this Agreement in the same manner and to the same extent the Company would be required to perform if no such succession had taken place. This Agreement will be binding upon and inure to the benefit of the Company and any successor to the Company, including without limitation any persons acquiring directly or indirectly all or substantially all of the business or assets of the Company whether by purchase, merger, consolidation, reorganization or otherwise (and such successor shall thereafter be deemed the "Company" for the purposes of this Agreement), but will not otherwise be assignable, transferable or delegable by the Company.

(b) This Agreement will inure to the benefit of and be enforceable by the Executive's personal or legal representatives, executors, administrators, successors, heirs, distributees and legatees.

(c) This Agreement is personal in nature and neither of the parties hereto shall, without the consent of the other, assign, transfer or delegate this Agreement or any rights or obligations hereunder except as expressly provided in Sections 3(a) and 3(b). Without limiting the generality or effect of the foregoing, the Executive's right to receive payments hereunder will not be assignable, transferable or delegable, whether by pledge, creation of a security interest, or otherwise, other than by a transfer by Executive's will or by the laws of descent and distribution and, in the event of any attempted assignment or transfer contrary to this Section 3(c), the Company shall have no liability to pay any amount so attempted to be assigned, transferred or delegated.

4. No Retention Rights. This Agreement is not an employment agreement and does not give the Executive the right to be retained by the Company or its subsidiaries and the Executive agrees that he/she is an employee-at-will. The Company (or its subsidiaries) reserves the right to terminate the Executive's service as an employee at any time and for any reason.

5. Notices. For all purposes of this Agreement, all communications, including without limitation notices, consents, requests or approvals, required or permitted to be given hereunder will be in writing and will be deemed to have been duly given when hand delivered or dispatched by electronic facsimile transmission (with receipt thereof orally confirmed), or five business days after having been mailed by United States registered or certified mail, return receipt requested, postage prepaid, or three business days after having been sent by a nationally recognized overnight courier service such as FedEx, UPS, or DHL, addressed to the Company (to the attention of the Secretary of the Company) at its principal executive office and to the Executive at her principal residence, or to such other address as any party may have furnished to the other in writing and in accordance herewith, except that notices of changes of address shall be effective only upon receipt.

6. Validity. If any provision of this Agreement or the application of any provision hereof to any person or circumstances is held invalid, unenforceable or otherwise illegal, the remainder of this Agreement and the application of such provision to any other person or circumstances will not be affected, and the provision so held to be invalid, unenforceable or otherwise illegal will be reformed to the extent (and only to the extent) necessary to make it enforceable, valid or legal.

7. Arbitration; Governing Law. Any dispute between the parties under this Agreement shall be resolved (except as provided below) in Pleasanton, California through informal arbitration by an arbitrator selected under the rules of the American Arbitration Association and the arbitration shall be conducted in that location under the rules of said Association. The arbitrator shall have the right only to interpret and apply the provisions of this Agreement and may not change its provisions. The arbitrator shall permit reasonable pre-hearing discovery of facts, to the extent necessary to establish a claim or a defense to a claim, subject to supervision by the arbitrator. The determination of the arbitrator shall be conclusive and binding upon the parties and judgment upon the same may be entered in any court having jurisdiction thereof. The arbitrator shall give written notice to the parties stating his or their determination and shall furnish to each party a signed copy of such determination. To the extent required by applicable law, the expenses of the arbitration shall be borne by the Company, otherwise the arbitration expenses shall be borne equally by the Company and the Executive (except that each party shall be responsible for their own legal fees and expenses). The validity, interpretation, construction and performance of this Agreement shall be governed by the laws of the State of California without regard to the conflicts of laws principles thereof.

8. Miscellaneous. No provision of this Agreement may be modified, waived or discharged unless such waiver, modification or discharge is agreed to in writing signed by the Executive and the Company. No waiver by either party hereto at any time of any breach by the other party hereto or compliance with any condition or provision of this Agreement to be performed by such other party will be deemed a waiver of similar or dissimilar provisions or conditions at the same or at any prior or subsequent time. This Agreement constitutes the entire

agreement of the parties with respect to the subject matter hereof and supersedes any and all prior agreements of the parties with respect to such subject matter. No agreements or representations, oral or otherwise, expressed or implied with respect to the subject matter hereof have been made by either party which are not set forth expressly in this Agreement. References to Sections are to references to Sections of this Agreement.

9. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which together will constitute one and the same agreement.

10. Section 409A. The Agreement is not intended to constitute a “nonqualified deferred compensation plan” within the meaning of section 409A of the Code. Notwithstanding the foregoing, in the event this Agreement or any benefit paid under this Agreement to Executive is deemed to be subject to section 409A of the Internal Revenue Code, the Executive consents to the Company’s adoption of such conforming amendments as the Company deems advisable or necessary, in its sole discretion, to comply with section 409A of the Code (including without limit delaying the timing of payments).

11. Withholding. All payments and benefits made under this Agreement shall be subject to reduction to reflect any withholding taxes or other amounts required by applicable law or regulation.

12. Restrictive Covenants.

(a) Nondisparagement. Each party hereto will not disparage the other party or, in the case of the Company, its directors, officers, employees, affiliates, subsidiaries, predecessors, successors or assigns in any written or oral communications to any third party. Each party further agrees that he/she/it will not direct anyone to make any disparaging oral or written remarks to any third parties.

(b) Nonsolicit. During the Executive’s employment with Company or its subsidiaries and for twelve months after Executive’s termination of employment, the Executive shall not, directly or indirectly, either as an individual or as an employee, agent, consultant, advisor, independent contractor, general partner, officer, director, stockholder, investor, lender, or in any other capacity whatsoever, of any person, firm, corporation or partnership: (i) solicit, induce, recruit or encourage any of the Company’s or its subsidiaries’ employees or consultants to terminate their relationship with the Company or its subsidiaries, or attempt to solicit, induce, recruit, encourage any of the Company’s or its subsidiaries’ employees or consultants to terminate their relationship with the Company or its subsidiaries, or attempt to solicit, induce, recruit, encourage or take away employees or consultants of the Company or its subsidiaries or (ii) attempt to negatively influence any of the Company’s or its subsidiaries’ clients or customers from purchasing the Company’s or its subsidiaries’ products or services or to solicit or influence or attempt to influence any client, customer or other person either directly or indirectly, to direct his or its purchase of products and/or services to any person, firm, corporation, institution or other entity in competition with the business of the Company or its

subsidiaries or (iii) participate or engage in the design, development, manufacture, production, marketing, sale or servicing of any product, or the provision of any service, that directly or indirectly relates to the Company's or its subsidiaries' business as conducted on the date of the Executive's termination of employment.

(c) Nondisclosure. Notwithstanding any requirement that the Company, or its subsidiaries may have to publicly disclose the terms of this Agreement pursuant to applicable law or regulations, the Executive agrees to use reasonable efforts to maintain in confidence the existence of this Agreement, the contents and terms of this Agreement, and the consideration for this Agreement (hereinafter collectively referred to as "Agreement Information"). The Executive also agrees to take every reasonable precaution to prevent disclosure of any Agreement Information to third parties, except for disclosures required by law or absolutely necessary with respect to Executive's family members or personal advisors who shall also agree to maintain confidentiality of the Agreement Information.

(d) Confidentiality. Executive shall not, except as required by any court or administrative agency, without the written consent of the Board or a person authorized thereby, disclose to any person, other than an employee of the Company or its subsidiaries or a person to whom disclosure is reasonably necessary or appropriate in connection with the performance by the Executive or his duties to the Company or its subsidiaries, any confidential information obtained by him while in the employ of the Company or its subsidiaries with respect to any of the Company's or its subsidiaries' inventions, processes, customers, methods of distribution, methods of manufacturing, attorney-client communications, pending or contemplated acquisitions, other trade secrets, or any other material which the Company or its subsidiaries are obliged to keep confidential pursuant to any confidentiality agreement or protective order; provided, however, that confidential information shall not include any information now known or which becomes known generally to the public (other than as a result of an unauthorized disclosure by the Executive) or any information of a type not otherwise considered confidential by a person engaged in the same business or a business similar to that conducted by the Company or its subsidiaries.

[SIGNATURE PAGE FOLLOWS]



IN WITNESS WHEREOF, the parties have caused this Agreement to be duly executed and delivered as of the date first above written.

THE COOPER COMPANIES, INC.

/s/ Robert S. Weiss

Robert S. Weiss

Executive Vice President and Chief Operating Officer

Executive:

/s/ Steven M. Neil

Steven M. Neil

**CERTIFICATIONS**

I, A. Thomas Bender, Chairman of the Board, President and Chief Executive Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Cooper Companies, Inc. (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 7, 2007

/s/ A. Thomas Bender  
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A. Thomas Bender  
Chairman of the Board, President and Chief Executive Office

CERTIFICATIONS

I, Steven M. Neil, Executive Vice President and Chief Financial Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Cooper Companies, Inc. (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 7, 2007

/s/ Steven M. Neil  
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Steven M. Neil  
Executive Vice President and Chief Financial Officer

**Certification of Chief Executive Officer**

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of The Cooper Companies, Inc. (the "Company") hereby certifies that:

(i) To his knowledge, the accompanying Quarterly Report on Form 10-Q of the Company for the quarterly period ended July 31, 2007 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) To his knowledge, the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: September 7, 2007

/s/ A. Thomas Bender

A. Thomas Bender  
Chairman of the Board, President and Chief  
Executive Officer

**Certification of Chief Financial Officer**

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of The Cooper Companies, Inc. (the "Company") hereby certifies that:

(i) To his knowledge, the accompanying Quarterly Report on Form 10-Q of the Company for the quarterly period ended July 31, 2007 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) To his knowledge, the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: September 7, 2007

/s/ Steven M. Neil

Steven M. Neil

Executive Vice President and Chief Financial  
Officer