



# **FORM 10-K**

## **WATSON PHARMACEUTICALS INC - WPI**

**Filed: March 01, 2007 (period: December 31, 2006)**

Annual report which provides a comprehensive overview of the company for the past year

# Table of Contents

[10-K - 10-K](#)

## [Part III](#)

---

### [PART I](#)

---

- [ITEM 1. BUSINESS](#)
- [ITEM 1A. RISK FACTORS](#)
- [ITEM 1B. UNRESOLVED STAFF COMMENTS](#)
- [ITEM 2. PROPERTIES](#)
- [ITEM 3. LEGAL PROCEEDINGS](#)
- [ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS](#)

### [PART II](#)

---

- [ITEM 5. MARKET FOR REGISTRANT S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES](#)
- [ITEM 6. SELECTED FINANCIAL DATA](#)
- [ITEM 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS](#)
- [ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK](#)
- [ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA](#)
- [ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE](#)
- [ITEM 9A. CONTROLS AND PROCEDURES](#)
- [ITEM 9B. OTHER INFORMATION](#)

### [PART III](#)

---

- [ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE](#)
- [ITEM 11. EXECUTIVE COMPENSATION](#)
- [ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS](#)
- [ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE](#)
- [ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES](#)

## PART IV

---

### ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

#### SIGNATURES

EX-10.6 (EX-10.6)

EX-10.22 (EX-10.22)

EX-21.1 (EX-21.1)

EX-23.1 (EX-23.1)

EX-31.1 (EX-31.1)

EX-31.2 (EX-31.2)

EX-32.1 (EX-32.1)

EX-32.2 (EX-32.2)

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

**FORM 10-K**

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

**FOR THE FISCAL YEAR ENDED DECEMBER 31, 2006**  
**OR**

**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 0-20045

**WATSON PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

**Nevada** **95-3872914**  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

**311 Bonnie Circle, Corona, CA 92880 - 2882**  
(Address of principal executive offices, including ZIP code)

**(951) 493-5300**  
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, \$0.0033 par value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:  
**None**

Indicate by check mark if the registrant is a well known seasoned issuer (as defined in Rule 405 of the Securities Act). Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 Act). Yes  No

Aggregate market value of Common Stock held by non-affiliates of the Registrant, as of June 30, 2006:

**\$2,378,481,632 based on the last reported sales price on the New York Stock Exchange**

Number of shares of Registrant's Common Stock outstanding on February 22, 2007: 102,500,489

**DOCUMENTS INCORPORATED BY REFERENCE**

Part III incorporates certain information by reference from the registrant's proxy statement for the 2007 Annual Meeting of Stockholders, to be held on May 4, 2007. Such proxy statement will be filed no later than 120 days after the close of the registrant's fiscal year ended December 31, 2006.



WATSON PHARMACEUTICALS, INC.

TABLE OF CONTENTS

FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2006

		<u>PAGE</u>
	<b><u>PART I</u></b>	
<a href="#"><u>ITEM 1.</u></a>	<a href="#"><u>Business</u></a>	3
<a href="#"><u>ITEM 1A.</u></a>	<a href="#"><u>Risk Factors</u></a>	19
<a href="#"><u>ITEM 1B.</u></a>	<a href="#"><u>Unresolved Staff Comments</u></a>	33
<a href="#"><u>ITEM 2.</u></a>	<a href="#"><u>Properties</u></a>	33
<a href="#"><u>ITEM 3.</u></a>	<a href="#"><u>Legal Proceedings</u></a>	34
<a href="#"><u>ITEM 4.</u></a>	<a href="#"><u>Submission of Matters to a Vote of Security Holders</u></a>	34
	<b><u>PART II</u></b>	
<a href="#"><u>ITEM 5.</u></a>	<a href="#"><u>Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u></a>	37
<a href="#"><u>ITEM 6.</u></a>	<a href="#"><u>Selected Financial Data</u></a>	39
<a href="#"><u>ITEM 7.</u></a>	<a href="#"><u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u></a>	40
<a href="#"><u>ITEM 7A.</u></a>	<a href="#"><u>Quantitative and Qualitative Disclosures About Market Risk</u></a>	64
<a href="#"><u>ITEM 8.</u></a>	<a href="#"><u>Financial Statements and Supplementary Data</u></a>	65
<a href="#"><u>ITEM 9.</u></a>	<a href="#"><u>Changes in and Disagreements With Accountants on Accounting and Financial Disclosure</u></a>	65
<a href="#"><u>ITEM 9A.</u></a>	<a href="#"><u>Controls and Procedures</u></a>	65
<a href="#"><u>ITEM 9B.</u></a>	<a href="#"><u>Other Information</u></a>	66
	<b><u>PART III</u></b>	
<a href="#"><u>ITEM 10.</u></a>	<a href="#"><u>Directors, Executive Officers and Corporate Governance</u></a>	67
<a href="#"><u>ITEM 11.</u></a>	<a href="#"><u>Executive Compensation</u></a>	67
<a href="#"><u>ITEM 12.</u></a>	<a href="#"><u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u></a>	67
<a href="#"><u>ITEM 13.</u></a>	<a href="#"><u>Certain Relationships and Related Transactions, and Director Independence</u></a>	67
<a href="#"><u>ITEM 14.</u></a>	<a href="#"><u>Principal Accounting Fees and Services</u></a>	68
	<b><u>PART IV</u></b>	
<a href="#"><u>ITEM 15.</u></a>	<a href="#"><u>Exhibits, Financial Statement Schedules</u></a>	68
<a href="#"><u>SIGNATURES</u></a>		72

## PART I

### ITEM 1. BUSINESS

#### Business Overview

Watson Pharmaceuticals, Inc. (“Watson”, the “Company” “we”, “us” or “our”) is engaged in the development, manufacture, marketing, sale and distribution of brand and off-patent (generic) pharmaceutical products. Watson operates manufacturing, distribution, research and development, and administrative facilities primarily in the United States (U.S.). As of December 31, 2006, we marketed more than 150 generic pharmaceutical products and 25 brand pharmaceutical products.

Our principal executive offices are located at 311 Bonnie Circle, Corona, California, 92880. Our Internet website address is [www.watson.com](http://www.watson.com). We do not intend this website address to be an active link or to otherwise incorporate by reference the contents of the website into this report. Our annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, and all amendments thereto, from 2000 to present, are available free of charge on our Internet website. These reports are posted on our Website as soon as reasonably practicable after such reports are electronically filed with the U.S. Securities and Exchange Commission (“SEC”). The public may read and copy any materials that we file with the SEC at the SEC’s Public Reference Room or electronically through the SEC website ([www.sec.gov](http://www.sec.gov)). Within the Investors section of our Website, we provide information concerning corporate governance, including our Corporate Governance Guidelines, Board Committee Charters and Composition, Code of Conduct and other information.

#### Acquisition of Andrx Corporation

On November 3, 2006, we acquired all the outstanding shares of common stock of Andrx Corporation in an all-cash transaction for \$25 per share, or total consideration of approximately \$1.9 billion. Andrx distributes pharmaceutical products primarily to independent and chain pharmacies and physicians’ offices and is considered a leader in formulating and commercializing difficult-to-replicate controlled-release pharmaceutical products and selective immediate-release products.

#### Business Description

Prescription pharmaceutical products in the U.S. generally are marketed as either generic or brand pharmaceuticals. Generic pharmaceutical products are bioequivalents of their respective brand products and provide a cost-efficient alternative to brand products. Brand pharmaceutical products are marketed under brand names through programs that are designed to generate physician and consumer loyalty. Through our distribution operation, we distribute pharmaceutical products, primarily generics, which have been commercialized by others, as well as our own, to independent and chain pharmacies and physicians’ offices. As a result of the differences between the types of products we market and/or distribute, we operate and manage our business as three operating segments: Generic, Brand and Distribution.

#### Business Strategy

We apply three key strategies to grow and improve our Generic and Brand pharmaceutical businesses: (i) internal development of technologically challenging and high demand products, (ii) establishment of strategic alliances and collaborations and (iii) acquisition of products and companies that complement our existing portfolio. We believe that our three-pronged strategy will allow us to expand both our brand and generic product offerings, as well as our distribution operations. Based upon business conditions, our financial strength and other factors, we regularly reexamine our business strategies and may change them at anytime. See “Risks Related to Our Business.”

## Generic Pharmaceutical Products

Watson is a leader in the development, manufacture and sale of generic pharmaceutical products. We currently market more than 150 generic pharmaceutical products. When patents or other regulatory exclusivity no longer protect a brand product, opportunities exist to introduce off-patent or generic counterparts to the brand product. These generic products are bioequivalent to their brand name counterparts and are generally sold at significantly lower prices than the brand product. As such, generic pharmaceuticals provide an effective and cost-efficient alternative to brand products. Our portfolio of generic products includes products we have internally developed, products we have licensed from third parties, and products we distribute for third parties. Net revenues from our generic products accounted for \$1.5 billion or approximately 77% of our total net revenues in 2006.

With respect to generic products, our strategy is to continue to develop generic pharmaceuticals that are difficult to formulate or manufacture or will complement or broaden our existing product lines. We believe the acquisition of Andrx, with its expertise in formulating and commercializing difficult-to-replicate controlled-release pharmaceutical products, complements this strategy. Since the prices and unit volumes of our brand products will likely decrease upon the introduction of generic alternatives, we also intend to market generic alternatives to our brand products where market conditions and the competitive environment justify such activities. Additionally, we intend to distribute generic versions of third parties' brand products (sometimes known as "Authorized Generics") to the extent such arrangements continue to be complementary to our core business under applicable laws and regulations.

Our portfolio of generic pharmaceutical products includes the following products, which represented 70% of total Generic segment net revenues in 2006:

<b>Watson Generic Product</b>	<b>Comparable Brand Name</b>	<b>Therapeutic Classification</b>
Bupropion hydrochloride	Zyban®	Aid to smoking cessation
Bupropion hydrochloride	Wellbutrin SR®	Antidepressant
Cartia XT®	Cardizem® CD	Anti-hypertensive
Glipizide ER	Glucotrol® XL	Anti-diabetic
Hydrocodone bitartrate/ acetaminophen	Lorcet®	Analgesic
Hydrocodone bitartrate/ acetaminophen	Vicodin®	Analgesic
Hydrocodone bitartrate/ acetaminophen	Lortab®	Analgesic
Hydrocodone bitartrate/ acetaminophen	Norco®/Anexsia	Analgesic
Levora®	Nordette®	Oral contraceptive
Low-Ogestrel®	Lo-Ovral®	Oral contraceptive
Microgestin®/Microgestin® Fe	Loestrin®/Loestrin® Fe	Oral contraceptive
Necon®	Ortho-Novum®	Oral contraceptive
Necon®	Modicon®	Oral contraceptive
Nicotine polacrilex gum	Nicorette®	Aid to smoking cessation
Nicotine transdermal system	Habitrol®	Aid to smoking cessation
Nifedipine ER	Adalat CC®	Anti-hypertensive
Oxycodone/acetaminophen	Percocet®	Analgesic
Oxycodone/HCL	Oxycontin®	Analgesic
Pravastatin sodium	Pravachol®	Cholesterol lowering agent
Quasense™	Seasonale®	Oral contraceptive
Testosterone cypionate injection	Depo-Testosterone®	Hormone replacement
Testosterone enanthate injection	Delatestryl®	Hormone replacement
TriNessa™	Ortho Tri-Cyclen®	Oral contraceptive
Trivora®	Triphasil®	Oral contraceptive
Zovia®	Demulen®	Oral contraceptive

We predominantly market our generic products to various drug wholesalers and national retail drugstore chains utilizing 25 sales and marketing professionals. We sell our generic products primarily under the “Watson Laboratories” and “Watson Pharma” labels, with the exception of our over-the-counter products which we sell under our “Rugby” label or under private label.

### ***Generic Business Development***

During 2006, we expanded our generic product line with the launch of 13 generic products. In April 2006, we launched pravastatin sodium, a cholesterol lowering agent and in September 2006, we launched Quasense™, an oral contraceptive. Additionally, beginning in September 2006, we earned commission revenue as a sales agent on behalf of Cephalon, Inc. from the launch of fentanyl citrate troche.

In 2006, including Andrx’s filings prior to our acquisition, our product development efforts resulted in the filing of 27 Abbreviated New Drug Applications (“ANDAs”). At December 31, 2006, we had more than 70 ANDAs on file. See our “Government Regulation and Regulatory Matters” section for a description of our process for obtaining U.S. Food and Drug Administration (“FDA”) approval for our

products. See also “Risks Related to our Business—Extensive industry regulation has had, and will continue to have, a significant impact on our business, especially on our product development, manufacturing and distribution capabilities.”

## **Brand Pharmaceutical Products**

Newly developed pharmaceutical products normally are patented and, as a result, are generally offered by a single provider when first introduced to the market. We currently market a number of patented products to physicians, hospitals, and other markets that we serve. We also market certain trademarked off-patent products directly to healthcare professionals. We classify these patented and off-patent trademarked products as our brand pharmaceutical products. Net revenues from our brand products accounted for \$369 million or approximately 19% of our total net revenues in 2006.

Our Brand business segment currently develops, manufactures, markets, sells and distributes products primarily through two sales and marketing groups, Specialty Products and Nephrology.

### ***Specialty Products***

Our Specialty Products product line includes urology, anti-hypertensive, psychiatry, pain management and dermatology products and a genital warts treatment. We market these products to urologists, primary care physicians, endocrinologists, obstetricians and gynecologists. We actively promote the following products through this group: Trelstar® DEPOT and Trelstar® LA (collectively “Trelstar®”) and Oxytrol®. On September 13, 2006, Watson and Unimed Pharmaceuticals, Inc., a wholly owned subsidiary of Solvay Pharmaceuticals, Inc., and Laboratories Besins Iscovesco, settled outstanding patent litigation related to AndroGel®. Effective October 1, 2006, Watson began receiving revenues in connection with AndroGel®.

### ***Nephrology***

Our Nephrology product line consists of products for the treatment of iron deficiency anemia. Our primary product in the Nephrology group is Ferrlecit®, which is indicated for patients undergoing hemodialysis in conjunction with erythropoietin therapy. Ferrlecit®, introduced in 1999, was granted a five-year exclusivity period by the FDA as a new chemical entity. Regulatory exclusivity on Ferrlecit® ended in August 2004. See “Risks Related to our Business—Loss of revenues from Ferrlecit®, a significant product, could have a material adverse effect on our results of operations, financial condition and cash flows.”

We market our brand products through 333 sales professionals within the aforementioned specialized sales and marketing groups. Each of our sales and marketing groups focuses on physicians who specialize in the diagnosis and treatment of particular medical conditions and each group offers products to satisfy the unique needs of these physicians. We believe this focused sales and marketing approach enables us to foster close professional relationships with specialty physicians, as well as cover the primary care physicians who also prescribe in selected therapeutic areas. We generally sell our brand products under the “Watson Pharma” and the “Oclassen® Dermatologics” labels.

Our sales and marketing groups have targeted selected therapeutic areas predominately because of their potential growth opportunities and the size of the physician audience. We believe that the nature of these markets and the identifiable base of physician prescribers provide us with opportunities to achieve significant market penetration through our specialized sales forces. Typically, our brand products realize higher profit margins than our generic products. We intend to continue to expand our brand product portfolio through internal product development, strategic alliances and acquisitions.

Our portfolio of brand pharmaceutical products includes the following products, which represented 91% of total Brand segment net revenues in 2006:

<b>Watson Brand Product</b>	<b>Active Ingredient</b>	<b>Therapeutic Classification</b>
Actigall®	Ursodiol	Dissolution of gallstones
Androderm®	Testosterone (transdermal patch)	Male hormone replacement
Condylox®	Podofilox	Genital warts
Cordran®	Flurandrenolide	Anti-inflammatory and antipruritic
Ferrlecit®	Sodium ferric gluconate in sucrose injection	Hematinic
Fioricet®	Butalbital, caffeine and acetaminophen	Barbiturate and analgesic
Fiorinal®	Butalbital, caffeine and aspirin	Barbiturate and analgesic
INFeD®	Iron dextran	Hematinic
Norco®	Hydrocodone bitartrate & acetaminophen	Analgesic
Norinyl®	Norethindrone and ethinyl estradiol	Oral contraceptive
Nor-QD®	Norethindrone	Oral contraceptive
Oxytrol®	Oxybutnin (transdermal patch)	Overactive bladder
Trelstar® Depot	Triptorelin pamoate injection	Prostate cancer
Trelstar® LA	Triptorelin pamoate injection	Prostate cancer
Tri-Norinyl®	Norethindrone and ethinyl estradiol	Oral contraceptive

### ***Brand Business Development***

During 2006, we entered into an agreement with Solvay Pharmaceuticals for our Specialty Products sales force to promote AndroGel® to urologists in the United States.

### **Strategic Alliances and Collaborations**

Through collaborative agreements and strategic alliances, we develop and manufacture products that are marketed by other pharmaceutical companies, including products that utilize our patented technologies and formulation capabilities. Pursuant to a Manufacturing and Supply Agreement and a License Agreement, we supply Fortamet® and Altoprev® to Sciele Pharma, Inc. (formerly known as First Horizon Pharmaceutical Corporation).

Through a research and development and supply agreement with Takeda Chemical Industries, Ltd. (“Takeda”), we provide contract research and development (“R&D”) and manufacturing services to develop a combination product consisting of Takeda’s Actos® (pioglitazone) and our extended-release metformin, which is administered once a day for the treatment of Type 2 diabetes. We are responsible for the formulation and manufacture of this combination product and Takeda is responsible for obtaining regulatory approval of and marketing this combination product, both in the U.S. and in other countries. Takeda submitted a New Drug Application (NDA) in 2006. Final approval will be subject to the satisfaction of certain conditions, including resolution of the Official Action Indicated status of our Davie, Florida facility.

The Company holds a 50% interest in Somerset Pharmaceuticals, (“Somerset”) our joint venture with Mylan Laboratories, Inc. In February 2006, the FDA granted final approval for Emsam®, a selegiline patch for the treatment of depression being developed by Somerset. Emsam® was subsequently launched in April 2006. Somerset has an agreement with Bristol-Myers Squibb (“BMS”), whereby BMS has exclusive distribution rights to commercialize Emsam® in the U.S. and Canada. Somerset received milestone payments upon the approval and launch of Emsam® and will receive further milestone payments based on achievement of certain sales levels. Somerset supplies EmSam® to Bristol Myers-Squibb and receives royalties on product sales.

During 2006, we continued our generic product development alliance with Cipla Ltd. (“Cipla”), the second largest pharmaceutical company in India. Under the terms of the agreement announced in December 2002, Watson is responsible for conducting bioequivalence studies, pursuing regulatory approvals for all developed products and has exclusive U.S. marketing rights for the products. Cipla is responsible for development and manufacturing of products.

Following the acquisition of Andrx in November 2006, we assumed all of Andrx’s strategic alliances and collaborations, other than the ones the Federal Trade Commission (“FTC”) required us to divest in connection with approval of the acquisition. The following are examples of Andrx’s strategic alliances and collaborations:

- Andrx’s May 2005 agreement with Amphastar Pharmaceuticals, Inc., a California-based generic and specialty pharmaceutical company, for certain exclusive marketing rights for both strengths of their proposed generic version of Sanofi’s Lovenox® (enoxaparin sodium) injectable product.
- Andrx’s March 2005 agreement with Sciele Pharma, Inc. (formerly known as First Horizon Pharmaceutical Corporation) for the sale and licensing of certain rights and assets related to Andrx’s former Fortamet® and Altoprev® brand pharmaceutical products, and the manufacturing and supply of these products.
- Andrx’s March 2004 and October 2004 agreements to market in the U.S. Genpharm Inc.’s generic version of Paxil® and Pletal®, respectively.
- Andrx’s December 2003 agreement with Takeda for the development and marketing of a combination product of its approved 505(b)(2) NDA extended-release metformin and Takeda’s Actos® (pioglitazone), each of which is administered once a day for the treatment of Type 2 diabetes. Andrx is responsible for the formulation and manufacture of this combination product and Takeda is responsible for obtaining regulatory approval of and marketing this combination product, both in the U.S. and in other countries. Takeda submitted the NDA for the combination product in March 2006.
- Andrx’s January 2003 agreement with L. Perrigo Company providing for Andrx’s manufacture and supply to Perrigo of its generic versions of Claritin-D® 24, Claritin RediTabs® and Claritin-D® 12, as store brand over-the-counter (“OTC”) products. This agreement followed the FDA’s determination that the Claritin line of products should be sold as OTC products, and not as prescription pharmaceuticals. Claritin-D® 24 was launched in June 2003 and Claritin RediTabs® was launched in January 2004.

#### **Financial Information About Segments**

Watson evaluates the performance of its Brand, Generic and Distribution business segments based on net revenues, gross profit and net contribution. Summarized net revenues, gross profit and contribution information for each of the last three fiscal years is presented in Note 12—Operating Segments in the accompanying Notes to Consolidated Financial Statements in this Annual Report.

#### **Research and Development**

We devote significant resources to the research and development of brand and generic products and proprietary drug delivery technologies. We incurred research and development expenses of \$131.0 million in 2006, \$125.3 million in 2005 and \$134.2 million in 2004. In conjunction with the acquisition of Andrx Corporation, we incurred an in-process research and development charge of \$498 million. See Note 4—Acquisitions in the accompanying Notes to Consolidated Financial Statements in this Annual Report for further details on this charge.

Our research and development strategy focuses on the following product development areas:

- off-patent drugs that are difficult to develop or manufacture, or that complement or broaden our existing product lines;
- the development of sustained-release technologies and the application of these technologies to existing drug forms;
- the application of proprietary drug-delivery technology for new product development in specialty areas;
- the expansion of existing oral immediate-release products with respect to additional dosage strengths;
- the acquisition of mid-to-late development-stage brand drugs; and
- off-patent drugs that target smaller specialized or under-served markets.

As of December 31, 2006, we maintained research and development facilities in Corona, California; Danbury, Connecticut; Davie and Weston, Florida; Copiague, New York; Salt Lake City, Utah; Changzhou City, People's Republic of China; and Mumbai, India.

We are presently developing a number of brand and generic products, some of which utilize novel drug-delivery systems, through a combination of internal and collaborative programs.

### **Pharmaceutical Distribution Operations**

Our distribution business, which consists of our Anda, Anda Pharmaceuticals and Valmed (also known as VIP) subsidiaries (collectively "Anda"), distributes primarily generic pharmaceutical products to independent pharmacies, alternate care providers (hospitals, nursing homes and mail order pharmacies) and pharmacy chains, and generic products and certain selective brand products to physicians' offices. Additionally, we sell to buying groups, which are independent pharmacies that band together to enhance their buying power. We believe that we are able to effectively compete in the distribution market, and therefore optimize our market share, based on three critical elements: (i) very competitive pricing, (ii) responsive customer service that includes, among other things, next day delivery to the entire U.S. and high levels of inventory for approximately 7,000 shelf-keeping units (SKUs), and (iii) well established telemarketing relationships with our customers, supplemented by our electronic ordering capabilities. While most of the approximate 7,000 SKUs in our distribution operations are for products we purchase from third party manufacturers, we also utilize these operations for the sale and marketing of our, and our collaborative partners', generic products. We are the only U.S. generic pharmaceutical company that has meaningful distribution operations with direct access to independent pharmacies and we believe that our distribution operation is a strategic asset in the national distribution of generic pharmaceuticals.

Our growth in revenues in our distribution operations will primarily be dependent on the launch of new generic products, offset by the overall level of net price and unit declines on existing distributed products and subject to changes in market share.

Following Teva Pharmaceutical Industries Ltd.'s acquisition of Ivax Corporation in January 2006, approximately 19.7% of Anda's 2006 net sales were derived from the products purchased from Teva or Ivax. Prior to Watson's acquisition of Andrx on November 3, 2006, approximately 7.5% of Anda's 2006 net sales from its distribution operations were derived from products purchased from Watson. Other than the combined Teva and Ivax entity and Watson (through November 3, 2006), no other company accounts for more than 10% of our SKUs or dollar volume in 2006.

Anda sells and receives orders for these products primarily using our telemarketing staff, as supplemented by our electronic ordering capabilities (Internet and hand-held ordering devices). Our

telemarketing staff is comprised of approximately 225 persons (including sales management), as well as sales personnel responsible for national accounts including the alternate care market. These telemarketers and national account personnel initiate approximately 80,000 phone calls per week to approximately 29,500 active accounts (approximately 14,500 independent pharmacies, 8,500 physicians and 6,500 non-warehousing pharmacy chain stores) throughout the U.S., Puerto Rico and Guam from our South Florida and Grand Island, New York offices. Our internally developed, proprietary ordering systems, including our Internet-based AndaNet, AndaMeds and VIPpharm, as well as our hand-held ordering devices, AndaConnect and VIPConnect, also allow our customers to place their orders electronically. During 2006 and 2005, pre- and post-acquisition, approximately 34% and 30%, respectively, of sales were generated through our order entry Internet sites, AndaConnect and VIPConnect. Furthermore, with our electronic Controlled Substance Ordering System (CSOS) launched in October 2005, we distribute Schedule II controlled substances (CII) via electronic orders to approved pharmacies, distributors and manufacturers, thereby enabling pharmacy customers to eliminate the use of the paper DEA 222 forms to order this category of brand and generic products.

In our distribution operations, we presently distribute products from our facilities in Weston, Florida and Groveport, Ohio. Our Ohio facility is strategically located near one of our overnight carrier's main air package sorting facility. For the year ended December 31, 2006, approximately 50% of our distribution sales were shipped from each of these facilities, though this percentage can vary. While our Weston, Florida facility is operating near full capacity, our 355,000 square foot Ohio distribution center currently operates at approximately 45% capacity, and provides us with additional distribution capacity for the foreseeable future.

### Customers

In our generic and brand operations, we sell our brand and generic pharmaceutical products primarily to drug wholesalers, retailers and distributors, including large chain drug stores, hospitals, clinics, government agencies and managed healthcare providers such as health maintenance organizations and other institutions.

Sales to certain of our customers accounted for 10% or more of our annual net revenues during the past three years. The following table illustrates those customers and the respective percentage of our net revenues for which they account:

<u>Customer</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>
McKesson Corporation	17%	16%	15%
AmeriSourceBergen Corp.	13%	13%	14%
Cardinal Health, Inc.	9%	9%	11%
Walgreen Co.	8%	10%	11%

These customers comprise a significant part of the distribution network for pharmaceutical products in the U.S. In recent years, this distribution network has undergone significant consolidation, marked by mergers and acquisitions among wholesale distributors and large retail drug store chains. As a result, a small number of large, wholesale distributors and large chain drug stores control a significant share of the market. We expect that consolidation of drug wholesalers and retailers may adversely impact pricing and create other competitive pressures on drug manufacturers. Our pharmaceutical distribution business competes directly with our large wholesaler customers with respect to distribution of generic products.

The loss of any of these customers could materially and adversely affect our business, results of operations, financial condition and cash flows. See "Risk Relating to Investing in the Pharmaceutical Industry."

## Competition

The pharmaceutical industry is highly competitive. In our generic and brand product operations, we compete with different companies depending upon product categories, and within each product category, upon dosage strengths and drug delivery systems. Such competitors include the major brand name and generic manufacturers of pharmaceutical products, especially those doing business in the U.S. In addition to product development, other competitive factors in the pharmaceutical industry include product quality and price, reputation and service and access to proprietary and technical information. It is possible that developments by others will make our products or technologies noncompetitive or obsolete. This is particularly true in the case of certain Asian and other overseas competitors, who may be able to produce products at costs lower than those of domestic manufacturers.

Competing in the brand product business requires us to identify and bring to market new products embodying technological innovations. Successful marketing of brand products depends primarily on the ability to communicate their effectiveness, safety and value to healthcare professionals in private practice, group practices and managed care organizations. We anticipate that our brand product offerings will support our existing areas of therapeutic focus. Based upon business conditions and other factors, we regularly reevaluate our business strategies and may from time to time reallocate our resources from one therapeutic area to another, withdraw from a therapeutic area or add an additional therapeutic area in order to maximize our overall growth opportunities.

Our competitors in brand products include major brand name manufacturers of pharmaceuticals such as Johnson & Johnson, Novartis Pharmaceuticals Corporation (“Novartis”) and Pfizer Inc. Based on total assets, annual revenues and market capitalization, we are considerably smaller than these competitors and other national competitors in the brand product area. These competitors, as well as others, have been in business for a longer period of time, have a greater number of products on the market and have greater financial and other resources than we do. If we directly compete with them for the same markets and/or products, their financial strength could prevent us from capturing a meaningful share of those markets.

We actively compete in the generic pharmaceutical business. Revenues and gross profit derived from the sales of generic pharmaceutical products tend to follow a pattern based on certain regulatory and competitive factors. As patents and regulatory exclusivity for brand name products expire, the first off-patent manufacturer to receive regulatory approval for generic equivalents of such products is generally able to achieve significant market penetration. As competing off-patent manufacturers receive regulatory approvals on similar products, market share, revenues and gross profit typically decline, in some cases dramatically. Accordingly, the level of market share, revenues and gross profit attributable to a particular generic product normally is related to the number of competitors in that product’s market and the timing of that product’s regulatory approval and launch, in relation to competing approvals and launches. Consequently, we must continue to develop and introduce new products in a timely and cost-effective manner to maintain our revenues and gross profit. In addition to competition from other generic drug manufacturers, we face competition from brand name companies in the generic market. Many of these companies seek to participate in sales of generic products by, among other things, collaborating with other generic pharmaceutical companies or by marketing their own generic equivalent to their brand products as Authorized Generics. Our major competitors in generic products include Teva Pharmaceutical Industries, Ltd., Barr Laboratories, Inc., Mylan Laboratories, Inc., Mallinckrodt Pharmaceuticals Generics and Sandoz Pharmaceuticals. See “Risks Related to Our Business—The pharmaceutical industry is highly competitive.”

In our pharmaceutical distribution business, we compete with a number of large wholesalers and other distributors of pharmaceuticals, including McKesson Corporation, AmerisourceBergen Corporation and Cardinal Health, Inc., which distribute both brand and generic pharmaceutical products to their customers. These same companies are significant customers of our pharmaceuticals business. As generic products generally have higher gross margins, each of the large wholesalers, on an increasing basis, are offering

pricing incentives on brand products if the customers purchase a large portion of their generic pharmaceutical products from the primary wholesaler. As we do not offer both brand and generic products to our customers, we are at times competitively disadvantaged and must compete with these wholesalers based upon our very competitive pricing for generic products, greater service levels and our well-established telemarketing relationships with our customers, supplemented by our electronic ordering capabilities. Additionally, generic manufacturers are increasingly marketing their products directly to smaller chains and thus increasingly bypassing wholesalers and distributors. Increased competition in the generic industry as a whole may result in increased price erosion in the pursuit of market share.

### **Manufacturing, Suppliers and Materials**

We manufacture many of our own finished products at our plants in Corona, California; Davie, Florida; Carmel, New York; Copiague, New York; and Salt Lake City, Utah. As part of an ongoing effort to optimize our manufacturing operations, we announced several cost reduction initiatives that will take place by mid 2007, including the planned divestiture or closure of our Phoenix, Arizona injectable manufacturing facility and the closure of our Puerto Rico manufacturing facility in order to consolidate certain of our solid dosage manufacturing operations. In December 2005 we acquired a solid dosage manufacturing facility in Goa, India. The Goa facility is in the final stages of preparations to ensure that it will comply with the requirements of the current Good Manufacturing Practices (“cGMP”) for it to be approved by the FDA to supply product to the U.S. market.

Our manufacturing operations are subject to extensive regulatory oversight and could be interrupted at any time. Our Corona, California facility is currently subject to a consent decree of permanent injunction. In September 2005, the FDA placed our Davie, Florida manufacturing facility in Official Action Indicated (“OAI”) status relating to the FDA’s May 2005 cGMP inspection of the facility and the related issuance of a Form 483 List of Inspectional Observations. The effect of the OAI designation is that until the FDA is satisfied with (i) the Company’s responses to the inspectional observations and (ii) the results of their inspections of the Davie, Florida facility, FDA approval of product candidates to be manufactured at that facility will be withheld. During the OAI status, ANDAs continue to be submitted from the Davie, Florida facility and the FDA continues to review new product applications. The OAI status does not affect Watson’s other locations. See “Risks Related to Our Business—Extensive industry regulation has had, and will continue to have, a significant impact on our business, especially our product development, manufacturing and distribution capabilities.” Also refer to *Legal Matters* in “Note 14—Commitments and Contingencies” in the accompanying “Notes to Consolidated Financial Statements” in this Annual Report

For certain of our products, we contract with third parties for the manufacture of the products, some of which are currently available only from sole or limited suppliers. These third-party manufactured products include products that have historically accounted for a significant portion of our revenues, such as Ferrlecit®, bupropion hydrochloride sustained-release tablets and a number of our oral contraceptive products. Third-party manufactured products accounted for approximately 58%, 51% and 48% of our Generic and Brand product net revenues in 2006, 2005 and 2004 respectively, and 64%, 58% and 50% of our gross profit in 2006, 2005, and 2004 respectively.

We are dependent on third parties for the supply of the raw materials necessary to develop and manufacture our products, including the active and inactive pharmaceutical ingredients used in our products. We are required to identify the supplier(s) of all the raw materials for our products in the drug applications that we file with the FDA. If raw materials for a particular product become unavailable from an approved supplier specified in a drug application, we would be required to qualify a substitute supplier with the FDA, which would likely interrupt manufacturing of the affected product. To the extent practicable, we attempt to identify more than one supplier in each drug application. However, some raw

materials are available only from a single source and, in some of our drug applications, only one supplier of raw materials has been identified, even in instances where multiple sources exist.

In addition, we obtain a significant portion of our raw materials from foreign suppliers. Arrangements with international raw material suppliers are subject to, among other things, FDA regulation, customs clearance, various import duties, foreign currency risk and other government clearances. Acts of governments outside the U.S. may affect the price or availability of raw materials needed for the development or manufacture of our products. In addition, any changes in patent laws in jurisdictions outside the U.S. may make it increasingly difficult to obtain raw materials for research and development prior to the expiration of the applicable U.S. or foreign patents. To assist in addressing our reliance of third party raw material and active and inactive pharmaceutical ingredient suppliers, in March 2006, we completed the acquisition of Mumbai, India-based Sekhsaria Chemicals, Ltd. that provides active pharmaceutical ingredients (“API”) and finished dosage formulation expertise to the global pharmaceutical industry, and in January 2006, we increased our investment in Scinopharm Taiwan, Ltd., a company that specializes in the development and manufacture of API. See “Risks Related to Our Business—If we are unable to obtain sufficient supplies from key suppliers that in some cases may be the only source of finished products or raw materials, our ability to deliver our products to the market may be impeded.”

### **Patents and Proprietary Rights**

We believe patent protection of our proprietary products is important to our brand business. Our success with our brand products will depend, in part, on our ability to obtain, and successfully defend if challenged, patent or other proprietary protection for such products. We currently have a number of U.S. and foreign patents issued or pending. However, the issuance of a patent is not conclusive as to its validity or as to the enforceable scope of the claims of the patent. Accordingly, our patents may not prevent other companies from developing similar or functionally equivalent products or from successfully challenging the validity of our patents. If our patent applications are not approved or, even if approved, if such patents are circumvented or not upheld in a court of law, our ability to competitively market our patented products and technologies may be significantly reduced. Also, such patents may or may not provide competitive advantages for their respective products or they may be challenged or circumvented by competitors, in which case our ability to commercially market these products may be diminished. From time to time, we may need to obtain licenses to patents and other proprietary rights held by third parties to develop, manufacture and market our products. If we are unable to timely obtain these licenses on commercially reasonable terms, our ability to commercially market such products may be inhibited or prevented.

We also rely on trade secrets and proprietary know-how that we seek to protect, in part, through confidentiality agreements with our partners, customers, employees and consultants. It is possible that these agreements will be breached or will not be enforceable in every instance, and that we will not have adequate remedies for any such breach. It is also possible that our trade secrets will otherwise become known or independently developed by competitors.

We may find it necessary to initiate litigation to enforce our patent rights, to protect our trade secrets or know-how or to determine the scope and validity of the proprietary rights of others. Litigation concerning patents, trademarks, copyrights and proprietary technologies can often be protracted and expensive and, as with litigation generally, the outcome is inherently uncertain.

Pharmaceutical companies with brand products are increasingly suing companies that produce off-patent forms of their brand name products for alleged patent and/or copyright infringement or other violations of intellectual property rights which may delay or prevent the entry of such a generic product into the market. For instance, when we file an ANDA seeking approval of a generic equivalent to a brand drug, we may certify under the Drug Price Competition and Patent Restoration Act of 1984 (the Hatch-Waxman Act) to the FDA that we do not intend to market our generic drug until any patent listed

by the FDA as covering the brand drug has expired, in which case, the ANDA will not be approved by the FDA until no earlier than the expiration of such patent(s). On the other hand, we could certify that any patent listed as covering the brand drug is invalid and/or will not be infringed by the manufacture, sale or use of our generic form of the brand drug. In that case, we are required to notify the brand product holder or the patent holder that such patent is invalid or is not infringed. If the patent holder sues us for patent infringement within 45 days from receipt of the notice, the FDA is then prevented from approving our ANDA for 30 months after receipt of the notice unless the lawsuit is resolved in our favor in less time or a shorter period is deemed appropriate by a court. In addition, increasingly aggressive tactics employed by brand companies to delay generic competition, including the use of Citizens Petitions and seeking changes to U.S. Pharmacopeia, have increased the risks and uncertainties regarding the timing of approval of generic products.

Because a balanced and fair legislative and regulatory arena is critical to the pharmaceutical industry, we will continue to devote management time and financial resources on government activities. We currently maintain an office and staff a full-time government affairs function in Washington, D.C. that maintains responsibility for keeping abreast of state and federal legislative activities.

Litigation alleging infringement of patents, copyrights or other intellectual property rights may be costly and time consuming. See “Risks Related to Our Business—Third parties may claim that we infringe their proprietary rights and may prevent us from manufacturing and selling some of our products.”

### **Government Regulation and Regulatory Matters**

All pharmaceutical manufacturers, including Watson, are subject to extensive, complex and evolving regulation by the federal government, principally the FDA, and to a lesser extent, by the U.S. Drug Enforcement Administration (“DEA”), Occupational Safety and Health Administration and state government agencies, as well as by varying regulatory agencies in foreign countries where products or product candidates are being manufactured and/or marketed. The Federal Food, Drug and Cosmetic Act, the Controlled Substances Act and other federal statutes and regulations govern or influence the testing, manufacturing, packing, labeling, storing, record keeping, safety, approval, advertising, promotion, sale and distribution of our products.

FDA approval is required before any dosage form of any new drug, including an off-patent equivalent of a previously approved drug, can be marketed. The process for obtaining governmental approval to manufacture and market pharmaceutical products is rigorous, time-consuming and costly, and the extent to which it may be affected by legislative and regulatory developments cannot be predicted. We are dependent on receiving FDA and other governmental approvals prior to manufacturing, marketing and shipping new products. Consequently, there is always the risk the FDA or another applicable agency will not approve our new products, or the rate, timing and cost of such approvals will adversely affect our product introduction plans or results of operations. See “Risks Related to Our Business—If we are unable to successfully develop or commercialize new products, our operating results will suffer” and “—Extensive industry regulation has had, and will continue to have, a significant impact on our business, especially our product development, manufacturing and distribution capabilities.”

All applications for FDA approval must contain information relating to product formulation, raw material suppliers, stability, manufacturing processes, packaging, labeling and quality control. There are generally two types of applications for FDA approval that would be applicable to our new products:

- *New Drug Application (“NDA”)*. We file a NDA when we seek approval for drugs with active ingredients and/or with dosage strengths, dosage forms, delivery systems or pharmacokinetic profiles that have not been previously approved by the FDA. Generally, NDAs are filed for newly developed brand products or for a new dosage form of previously approved drugs.

- *ANDA*. We file an ANDA when we seek approval for off-patent, or generic equivalents of a previously approved drug.

The process required by the FDA before a previously unapproved pharmaceutical product may be marketed in the U.S. generally involves the following:

- preclinical laboratory and animal tests;
- submission of an investigational new drug application (“IND”), which must become effective before clinical trials may begin;
- adequate and well-controlled human clinical trials to establish the safety and efficacy of the proposed product for its intended use;
- submission of a NDA containing the results of the preclinical and clinical trials establishing the safety and efficacy of the proposed product for its intended use; and
- FDA approval of a NDA.

Preclinical tests include laboratory evaluation of the product, its chemistry, formulation and stability, as well as animal studies to assess the potential safety and efficacy of the product. We then submit the results of these studies to the FDA as part of an IND, which must become effective before we may begin human clinical trials. The IND automatically becomes effective 30 days after receipt by the FDA unless the FDA, during that 30-day period, raises concerns or questions about the conduct of the trials as outlined in the IND. In such cases, the IND sponsor and the FDA must resolve any outstanding concerns before clinical trials can begin. In addition, an independent Institutional Review Board at the medical center proposing to conduct the clinical trials must review and approve any clinical study.

Human clinical trials are typically conducted in sequential phases:

- *Phase I*. During this phase, the drug is initially introduced into a relatively small number of healthy human subjects or patients and is tested for safety, dosage tolerance, absorption, metabolism, distribution and excretion.
- *Phase II*. This phase involves studies in a limited patient population to identify possible adverse effects and safety risks, to determine the efficacy of the product for specific targeted diseases or conditions, and to determine dosage tolerance and optimal dosage.
- *Phase III*. When Phase II evaluations demonstrate that a dosage range of the product is effective and has an acceptable safety profile, Phase III trials are undertaken to further evaluate dosage, clinical efficacy and to further test for safety in an expanded patient population at geographically dispersed clinical study sites.
- *Phase IV*. After a drug has been approved by the FDA, Phase IV studies are conducted to explore additional patient populations, compare the drug to a competitor, or to further study the risks, benefits and optimal use of a drug. These studies may be a requirement as a condition of the initial approval.

The results of product development, preclinical studies and clinical studies are then submitted to the FDA as part of a NDA, for approval of the marketing and commercial shipment of the new product. The NDA drug development and approval process currently averages approximately five to ten years.

FDA approval of an ANDA is required before we may begin marketing an off-patent or generic equivalent of a drug that has been approved under a NDA, or a previously unapproved dosage form of a drug that has been approved under a NDA. The ANDA approval process generally differs from the NDA approval process in that it does not typically require new preclinical and clinical studies; instead, it relies on the clinical studies establishing safety and efficacy conducted for the previously approved NDA drug. The ANDA process, however, typically requires data to show that the ANDA drug is bioequivalent (i.e.,

therapeutically equivalent) to the previously approved drug. "Bioequivalence" compares the bioavailability of one drug product with another and, when established, indicates whether the rate and extent of absorption of a generic drug in the body are substantially equivalent to the previously approved drug. "Bioavailability" establishes the rate and extent of absorption, as determined by the time dependent concentrations of a drug product in the bloodstream needed to produce a therapeutic effect. Once submitted, the ANDA drug development and approval process generally takes less time than the NDA drug development and approval process since the ANDA process does not require new clinical trials establishing the safety and efficacy of the drug product.

Supplemental NDAs or ANDAs are required for, among other things, approval to transfer products from one manufacturing site to another and may be under review for a year or more. In addition, certain products may only be approved for transfer once new bioequivalency studies are conducted or other requirements are satisfied.

To obtain FDA approval of both NDAs and ANDAs, our manufacturing procedures and operations must conform to FDA quality system and control requirements generally referred to as cGMP, as defined in Title 21 of the U.S. Code of Federal Regulations. These regulations encompass all aspects of the production process from receipt and qualification of components to distribution procedures for finished products. They are evolving standards; thus, we must continue to expend substantial time, money and effort in all production and quality control areas to maintain compliance. The evolving and complex nature of regulatory requirements, the broad authority and discretion of the FDA, and the generally high level of regulatory oversight results in the continuing possibility that we may be adversely affected by regulatory actions despite our efforts to maintain compliance with regulatory requirements.

We are subject to the periodic inspection of our facilities, procedures and operations and/or the testing of our products by the FDA, the DEA and other authorities, which conduct periodic inspections to assess compliance with applicable regulations. In addition, in connection with its review of our applications for new products, the FDA conducts pre-approval and post-approval reviews and plant inspections to determine whether our systems and processes comply with cGMP and other FDA regulations. Among other things, the FDA may withhold approval of NDAs, ANDAs or other product applications of a facility if deficiencies are found at that facility. Vendors that supply finished products or components to us that we use to manufacture, package and label products are subject to similar regulation and periodic inspections.

Following such inspections, the FDA may issue notices on Form 483 and Warning Letters that could cause us to modify certain activities identified during the inspection. A Form 483 notice is generally issued at the conclusion of an FDA inspection and lists conditions the FDA investigators believe may violate cGMP or other FDA regulations. FDA guidelines specify that a Warning Letter be issued only for violations of "regulatory significance" for which the failure to adequately and promptly achieve correction may be expected to result in an enforcement action.

Our Corona, California facility is currently subject to a consent decree of permanent injunction and our Davie, Florida facility is currently under OAI status. See also "Manufacturing, Suppliers and Materials," "Risks Related to Our Business—Extensive industry regulation has had, and will continue to have, a significant impact on our business, especially our product development, manufacturing and distribution capabilities" and *Legal Matters* in "Note 14—Commitments and Contingencies" in the accompanying "Notes to Consolidated Financial Statements" in this Annual Report.

Failure to comply with FDA and other governmental regulations can result in fines, unanticipated compliance expenditures, recall or seizure of products, total or partial suspension of production and/or distribution, suspension of the FDA's review of NDAs, ANDAs or other product application enforcement actions, injunctions and criminal prosecution. Under certain circumstances, the FDA also has the authority to revoke previously granted drug approvals. Although we have internal compliance programs, if these programs do not meet regulatory agency standards or if our compliance is deemed deficient in any

significant way, it could have a material adverse effect on us. See “Risks Related to Our Business—Extensive industry regulation has had, and will continue to have, a significant impact on our business, especially our product development, manufacturing and distribution capabilities.”

The Generic Drug Enforcement Act of 1992 established penalties for wrongdoing in connection with the development or submission of an ANDA. Under this Act, the FDA has the authority to permanently or temporarily bar companies or individuals from submitting or assisting in the submission of an ANDA, and to temporarily deny approval and suspend applications to market generic drugs. The FDA may also suspend the distribution of all drugs approved or developed in connection with certain wrongful conduct and/or withdraw approval of an ANDA and seek civil penalties. The FDA can also significantly delay the approval of any pending NDA, ANDA or other regulatory submissions under the Fraud, Untrue Statements of Material Facts, Bribery and Illegal Gratuities Policy Act.

Government reimbursement programs include Medicare, Medicaid, TriCare, and State Pharmacy Assistance Programs established according to statute, government regulations and policy. Federal law requires that all pharmaceutical manufacturers, as a condition of having their products receive federal reimbursement under Medicaid, must pay rebates to state Medicaid programs on units of their pharmaceuticals that are dispensed to Medicaid beneficiaries. The required per-unit rebate is currently 11% of the average manufacturer price for products marketed under ANDAs. For products marketed under NDAs, manufacturers are required to rebate the greater of 15.1% of the average manufacturer price, or the difference between the average manufacturer price and the lowest net sales price to a non-government customer during a specified period. In some states, supplemental rebates are additionally required as a condition of including the manufacturer’s drug on the state’s Preferred Drug List.

The Medicare Prescription Drug, Improvement, and Modernization Act of 2003 (the “MMA”) requires that manufacturers report data to the Centers for Medicare and Medicaid Services (“CMS”) on pricing of drugs and biologicals reimbursed under Medicare Part B. These are generally drugs, such as injectable products, that are administered “incident to” a physician service, and in general are not self-administered. Effective January 1, 2005, average selling price (“ASP”) became the basis for reimbursement to physicians and suppliers for drugs and biologicals covered under Medicare Part B, replacing the average wholesale price (“AWP”) provided and published by pricing services. In general, Watson must comply with all reporting requirements for any drug or biological that is separately reimbursable under Medicare. Watson’s Ferrlecit®, InFed® and Trelstar® products are reimbursed under Medicare Part B and, as a result, the Company provides ASP data on these products to CMS on a quarterly basis.

Under Part D of the MMA, some Medicare beneficiaries are eligible to obtain subsidized prescription drug coverage from private sector providers. With the January 2006 implementation of the Part D drug benefit, usage of pharmaceuticals has increased as a result of the expanded access to medicines afforded by the new Medicare prescription drug benefit. However, such sales increases have been offset by increased pricing pressures due to the enhanced purchasing power of the private sector providers who negotiate on behalf of Medicare beneficiaries. While it is still difficult to predict the future impact the Medicare prescription drug coverage benefit will have on pharmaceutical companies, it is anticipated that further pricing pressures will continue into 2007 and beyond.

There has been enhanced political attention, governmental scrutiny and litigation at the federal and state levels of the prices paid or reimbursed for pharmaceutical products under Medicaid, Medicare and other government programs. See “Risks Related to Our Business—Investigations of the calculation of average wholesale prices may adversely affect our business.” See also *Legal Matters* in “Note 14—Commitments and Contingencies” in the accompanying “Notes to the Consolidated Financial Statements” in this Annual Report.

In order to assist us in commercializing products, we have obtained from government authorities and private health insurers and other organizations, such as Health Maintenance Organizations (“HMOs”) and

Managed Care Organizations (“MCOs”), authorization to receive reimbursement at varying levels for the cost of certain products and related treatments. Third party payers increasingly challenge pricing of pharmaceutical products. The trend toward managed healthcare in the U.S., the growth of organizations such as HMOs and MCOs and legislative proposals to reform healthcare and government insurance programs could significantly influence the purchase of pharmaceutical products, resulting in lower prices and a reduction in product demand. Such cost containment measures and healthcare reform could affect our ability to sell our products and may have a material adverse effect on our business, results of operations, financial condition and cash flows. Due to the uncertainty surrounding reimbursement of newly approved pharmaceutical products, reimbursement may not be available for some of our products. Additionally, any reimbursement granted may not be maintained or limits on reimbursement available from third-party payers may reduce the demand for, or negatively affect the price of, those products.

Federal, state and local laws of general applicability, such as laws regulating working conditions, also govern us. In addition, we are subject, as are all manufacturers generally, to numerous and increasingly stringent federal, state and local environmental laws and regulations concerning, among other things, the generation, handling, storage, transportation, treatment and disposal of toxic and hazardous substances and the discharge of pollutants into the air and water. Environmental permits and controls are required for some of our operations, and these permits are subject to modification, renewal and revocation by the issuing authorities. Our environmental capital expenditures and costs for environmental compliance may increase in the future as a result of changes in environmental laws and regulations or increased manufacturing activities at any of our facilities. We could be adversely affected by any failure to comply with environmental laws, including the costs of undertaking a clean-up at a site to which our wastes were transported.

As part of the MMA, companies are required to file with the FTC and the Department of Justice certain types of agreements entered into between brand and generic pharmaceutical companies related to the manufacture, marketing and sale of generic versions of brand drugs. This requirement could affect the manner in which generic drug manufacturers resolve intellectual property litigation and other disputes with brand pharmaceutical companies, and could result generally in an increase in private-party litigation against pharmaceutical companies. The impact of this requirement, and the potential private-party lawsuits associated with arrangements between brand name and generic drug manufacturers, is uncertain and could adversely affect our business.

Continuing studies of the proper utilization, safety and efficacy of pharmaceuticals and other health care products are being conducted by industry, government agencies and others. Such studies, which increasingly employ sophisticated methods and techniques, can call into question the utilization, safety and efficacy of previously marketed products and in some cases have resulted, and may in the future result, in the discontinuance of their marketing.

Our distribution operations and our customers are subject to various regulatory requirements, including requirements from the DEA, FDA, and State Boards of Pharmacy and Health, among others. These include licensing, registration, recordkeeping, security and reporting requirements. In particular, several states and the federal government have begun to enforce drug pedigree laws which require the tracking of all transactions involving prescription drugs beginning with the manufacturer and down to the pharmacy or other health care provider dispensing or administering prescription drug products. For example, effective July 1, 2006, the Florida Department of Health, began enforcement of the drug pedigree requirements for distribution of prescription drugs in the State of Florida. Pursuant to Florida law and regulations, we are required to maintain records documenting the chain of custody of prescription drug products we distribute beginning with our purchase of such products from the manufacturer. We are required to provide documentation of this prior transaction(s) to our customers in Florida, including pharmacies and other health care entities. Several other states have proposed to implement similar drug pedigree requirements. In addition, federal law currently requires that a “non-authorized distributor of

record,” when making a wholesale distribution, must provide a drug pedigree documenting the prior purchase of a prescription drug from the manufacturer or from an “authorized distributor of record.” In cases where we are not an “authorized distributor of record” we would need to maintain such records. FDA had announced its intent to impose additional drug pedigree requirements (e.g., tracking of lot numbers and documentation of all transactions) through implementation of drug pedigree regulations which were to have taken effect on December 1, 2006. However, a federal appeals court has issued a preliminary injunction to several wholesale distributors granting an indefinite stay of these regulations pending a challenge to the regulations by these wholesale distributors.

In connection with the acquisition of Andrx, both Watson and Andrx agreed to divest certain overlapping products and abide by the terms of the Decision and Order (the “Order”) entered by FTC in December 2006, which includes certain reporting requirements and technical assistance. Failure to abide by the terms of the Order, which expires in December 2016, could result in, among other things, civil penalties.

### **Seasonality**

There are no significant seasonal aspects to our business, except in our distribution operations where shipments of pharmaceutical products indicated for cold and flu symptoms are typically higher during the fourth quarter as customers supplement inventories in anticipation of the cold and flu season.

### **Backlog**

Due to the relatively short lead-time required to fill orders for our products, backlog of orders is not material to our business.

### **Employees**

As of December 31, 2006, we had 5,830 employees. Of our employees, approximately 592 are engaged in research and development, 2,211 in manufacturing, 1,147 in quality assurance and quality control, 1,223 in sales and marketing, and 657 in administration. We believe our relations with our employees are good.

## **ITEM 1A. RISK FACTORS**

### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Any statements made in this report that are not statements of historical fact or that refer to estimated or anticipated future events are forward-looking statements. We have based our forward-looking statements on our management’s beliefs and assumptions based on information available to our management at the time these statements are made. Such forward-looking statements reflect our current perspective of our business, future performance, existing trends and information as of the date of this filing. These include, but are not limited to, our beliefs about future revenue and expense levels and growth rates, prospects related to our strategic initiatives and business strategies, including the integration of, and synergies associated with, our acquisition of Andrx, express or implied assumptions about government regulatory action or inaction, anticipated product approvals and launches, (including the removal of Andrx’s OAI status at our Davie Florida facility and the associated withholding of FDA approval of product candidates manufactured at that facility), and if and when, the hold of Andrx’s approvals will be lifted, business initiatives and product development activities, assessments related to clinical trial results, product performance and competitive environment, and anticipated financial performance. Without limiting the generality of the foregoing, words such as “*may*,” “*will*,” “*expect*,” “*believe*,” “*anticipate*,” “*intend*,” “*could*,” “*would*,” “*estimate*,” “*continue*,” or “*pursue*,” or the negative other variations thereof or comparable terminology, are intended to identify forward-looking statements. The statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict.

We caution the reader that these statements are based on certain assumptions, risks and uncertainties, many of which are beyond our control. In addition, certain important factors may affect our actual operating results and could cause such results to differ materially from those expressed or implied by forward-looking statements. We believe the risks and uncertainties discussed under the Section entitled "Risks Related to Our Business," and other risks and uncertainties detailed herein and from time to time in our SEC filings, may cause our actual results to vary materially than those anticipated in any forward-looking statement.

We disclaim any obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. This discussion is provided as permitted by the Private Securities Litigation Reform Act of 1995.

### **Risks Related to Our Business**

We operate in a rapidly changing environment that involves a number of risks, some of which are beyond our control. The following discussion highlights some of these risks and others are discussed elsewhere in this annual report. These and other risks could materially and adversely affect our business, financial condition, operating results or cash flows.

#### *Risks Associated With Investing In the Business of Watson*

#### **Our operating results and financial condition may fluctuate.**

Our operating results and financial condition may fluctuate from quarter to quarter and year to year for a number of reasons. The following events or occurrences, among others, could cause fluctuations in our financial performance from period to period:

- development of new competitive products or generics by others;
- the timing and receipt of FDA approvals or lack of approvals;
- changes in the amount we spend to develop, acquire or license new products, technologies or businesses;
- changes in the amount we spend to promote our products;
- delays between our expenditures to acquire new products, technologies or businesses and the generation of revenues from those acquired products, technologies or businesses;
- changes in treatment practices of physicians that currently prescribe our products;
- changes in reimbursement policies of health plans and other similar health insurers, including changes that affect newly developed or newly acquired products;
- increases in the cost of raw materials used to manufacture our products;
- manufacturing and supply interruptions, including failure to comply with manufacturing specifications;
- changes in prescription levels and the effect of economic changes in hurricane and other natural disaster-affected areas;
- the impact on our employees, customers, patients, manufacturers, suppliers, vendors, and other companies we do business with and the resulting impact on the results of operations associated with the possible mutation of the avian form of influenza from birds or other animal species to humans, current human morbidity, and mortality levels persist following such potential mutation;
- the mix of products that we sell during any time period;
- lower than expected demand for our products;

- our responses to price competition;
- expenditures as a result of legal actions;
- market acceptance of our products;
- the impairment and write-down of goodwill or other intangible assets;
- implementation of new or revised accounting or tax rules or policies;
- disposition of primary products, technologies and other rights;
- termination or expiration of, or the outcome of disputes relating to, trademarks, patents, license agreements and other rights;
- increases in insurance rates for existing products and the cost of insurance for new products;
- general economic and industry conditions, including changes in interest rates affecting returns on cash balances and investments that affect customer demand;
- seasonality of demand for our products;
- our level of research and development activities;
- new accounting standards and/or changes to existing accounting standards that would have a material effect on our consolidated financial position, results of operations or cash flows;
- costs and outcomes of any tax audits or any litigation involving intellectual property, customers or other issues; and
- timing of revenue recognition related to licensing agreements and/or strategic collaborations.

As a result, we believe that period-to-period comparisons of our results of operations are not necessarily meaningful, and these comparisons should not be relied upon as an indication of future performance. The above factors may cause our operating results to fluctuate and adversely affect our financial condition and results of operations.

**If we are unable to successfully develop or commercialize new products, our operating results will suffer.**

Our future results of operations will depend to a significant extent upon our ability to successfully commercialize new brand and generic products in a timely manner. There are numerous difficulties in developing and commercializing new products, including:

- developing, testing and manufacturing products in compliance with regulatory standards in a timely manner;
- receiving requisite regulatory approvals for such products in a timely manner;
- the availability, on commercially reasonable terms, of raw materials, including API and other key ingredients;
- developing and commercializing a new product is time consuming, costly and subject to numerous factors, including legal actions brought by our competitors, that may delay or prevent the development and commercialization of new products;
- experiencing delays or unanticipated costs; and
- commercializing generic products may be substantially delayed by the listing with the FDA of patents that have the effect of potentially delaying approval of the off-patent product by up to 30 months.

As a result of these and other difficulties, products currently in development by Watson or Andrx may or may not receive timely regulatory approvals, or approvals at all, necessary for marketing by Watson or other third-party partners. This risk particularly exists with respect to the development of proprietary products because of the uncertainties, higher costs and lengthy time frames associated with research and development of such products and the inherent unproven market acceptance of such products. If any of our products, when acquired or developed and approved, cannot be successfully or timely commercialized, our operating results could be adversely affected. We cannot guarantee that any investment we make in developing products will be recouped, even if we are successful in commercializing those products. Furthermore, until the FDA removes the pending OAI designation, product candidates to be manufactured at our Davie, Florida facility will be withheld.

**Our brand pharmaceutical expenditures may not result in commercially successful products.**

Developing and commercializing brand pharmaceutical products is more costly than generic products. During 2006, we increased our planned expenditures for the development and marketing of our brand business. During 2007 and thereafter, we may further increase the amounts we expend for our brand business segment. For example, we initiated Phase III clinical studies during the second quarter of 2006 on our next generation oxybutynin gel product and will incur ongoing expenditures for the Phase III clinical studies on our silodosin product for treatment of benign prostatic hyperplasia. We cannot be sure these business expenditures will result in the successful discovery, development or launch of brand products that will prove to be commercially successful or will improve the long-term profitability of our business. If such business expenditures do not result in successful discovery, development or launch of commercially successful brand products it would adversely affect our results of operations and financial condition.

**Loss of revenues from Ferrlecit® , a significant product, could have a material adverse effect on our results of operations, financial condition and cash flows.**

During 2004 we lost regulatory exclusivity on our Ferrlecit® product, which will allow generic applicants to submit ANDAs for Ferrlecit®. In 2006, Ferrlecit® accounted for approximately 7% of our net revenues and 17% of our gross profit. In February 2004, we submitted a Citizen's Petition to the FDA requesting that the FDA not approve any ANDA for a generic version of Ferrlecit® until certain manufacturing, physiochemical and safety and efficacy criteria are satisfied. During the third quarter of 2004, we submitted a second Citizen's Petition to the FDA requesting that the FDA refuse to accept for substantive review any ANDA referencing Ferrlecit® until the FDA establishes guidelines for determining whether the generic product is the same complex as Ferrlecit®. In October 2006, the Company submitted a supplement to its Citizen's Petition, reiterating our request for the FDA to establish guidelines for determining what data are needed to prove that generic formulations of Ferrlecit® contain the same active complex as Ferrlecit®. We cannot predict whether the FDA will grant or deny our Citizen's Petitions or when it may take such action. If a generic version of Ferrlecit® or other competitive product is approved by the FDA and enters the market, our net revenues could significantly decline, which could have a material adverse effect on our results of operations, financial condition and cash flows. We have assumed for the purpose of amortizing our Ferrlecit® product rights that there will be a generic competitor to Ferrlecit beginning in 2008.

A large percentage of our Ferrlecit® sales are made to dialysis centers. In recent years, there has been significant consolidation of the dialysis business, marked by mergers and acquisitions among dialysis centers. As a result, a small number of customers control a significant share of the injectable iron market. In 2006, our largest customer for Ferrlecit® accounted for roughly 35% of our Ferrlecit® sales. Continued consolidation may adversely impact pricing and create other competitive pressures on suppliers of injectable iron. Additionally, loss of any significant Ferrlecit® customer could materially adversely affect our business, results of operations, financial condition and cash flow.

**As a part of our business strategy, we plan to consider and, as appropriate, make acquisitions of technologies, products and businesses, which may result in us experiencing difficulties in integrating the technologies, products and businesses that we acquire and/or experiencing significant charges to earnings that may adversely affect our stock price and financial condition. These risks are particularly relevant with respect to our acquisition of Andrx.**

We regularly review potential acquisitions of technologies, products and businesses complementary to our business. Acquisitions typically entail many risks and could result in difficulties in integrating operations, personnel, technologies and products. For example, in March 2006, we acquired all the outstanding shares of Sekhsaria and in November 2006, we acquired all the outstanding shares of Andrx Corporation. If we are not able to successfully integrate our acquisitions, we may not obtain the advantages and synergies that the acquisitions were intended to create, which may adversely affect our business, results of operations, financial condition and cash flows, our ability to develop and introduce new products and the market price of our stock. Integrating two geographically distant companies can be a time consuming and expensive process. Watson's headquarters are in California. Andrx's headquarters were in Florida. Sekhsaria's headquarters are in India. In addition, in connection with acquisitions, we could experience disruption in our business, technology and information systems, customer or employee base, including diversion of management's attention from our continuing operations. There is also a risk that key employees of companies that we acquire or key employees necessary to successfully commercialize technologies and products that we acquire may seek employment elsewhere, including with our competitors. Furthermore, there may be overlap between the products or customers of Watson and the companies that we acquire that may create conflicts in relationships or other commitments detrimental to the integrated businesses. For example, in our distribution operations, our main competitors are McKesson Corporation, AmerisourceBergen Corporation and Cardinal Health, Inc., which are all significant customers of our generic and brand operations and who collectively accounted for approximately 39% of our annual net revenues in 2006. The impact of our acquisition of Andrx may result in any or all of the following risks: the businesses will not be integrated successfully; the anticipated synergies from the acquisition may not be fully realized or may take longer to realize than expected; and the disruption of our business, which could harm relationships with our current customers, employees or suppliers, and could adversely affect our expenses, pricing, third-party relationships and revenues.

In addition, as a result of acquiring businesses or products, or entering into other significant transactions, we have experienced, and will likely continue to experience, significant charges to earnings for merger and related expenses that may include transaction costs, closure costs or acquired in-process research and development charges. These costs may include substantial fees for investment bankers, attorneys, accountants and financial printing costs and severance and other closure costs associated with the elimination of duplicate or discontinued products, operations and facilities. Charges that we may incur in connection with acquisitions could adversely affect our results of operations for particular quarterly or annual periods.

**If we are unsuccessful in our joint ventures and other collaborations, our operating results could suffer.**

We have made substantial investments in joint ventures and other collaborations and may use these and other methods to develop or commercialize products in the future. These arrangements typically involve other pharmaceutical companies as partners that may be competitors of ours in certain markets. In many instances, we will not control these joint ventures or collaborations or the commercial exploitation of the licensed products, and cannot assure you that these ventures will be profitable. Although restrictions contained in certain of these programs have not had a material adverse impact on the marketing of our own products to date, any such marketing restrictions could affect future revenues and have a material adverse effect on our operations. Our results of operations may suffer if existing joint venture or collaboration partners withdraw, or if these products are not timely developed, approved or successfully commercialized.

**If we are unable to adequately protect our technology or enforce our patents, our business could suffer.**

Our success with the brand products that we develop will depend, in part, on our ability to obtain patent protection for these products. We currently have a number of U.S. and foreign patents issued and pending. We cannot be sure that we will receive patents for any of our pending patent applications or any patent applications we may file in the future. If our current and future patent applications are not approved or, if approved, if such patents are not upheld in a court of law if challenged, it may reduce our ability to competitively exploit our patented products. Also, such patents may or may not provide competitive advantages for their respective products or they may be challenged or circumvented by our competitors, in which case our ability to commercially market these products may be diminished.

We also rely on trade secrets and proprietary know-how that we seek to protect, in part, through confidentiality agreements with our partners, customers, employees and consultants. It is possible that these agreements will be breached or that they will not be enforceable in every instance, and that we will not have adequate remedies for any such breach. It is also possible that our trade secrets will become known or independently developed by our competitors.

If we are unable to adequately protect our technology, trade secrets or proprietary know-how, or enforce our patents, our results of operations, financial condition and cash flows could suffer.

**If pharmaceutical companies are successful in limiting the use of generics through their legislative, regulatory and other efforts, our sales of generic products may suffer.**

Many pharmaceutical companies increasingly have used state and federal legislative and regulatory means to delay generic competition. These efforts have included:

- pursuing new patents for existing products which may be granted just before the expiration of one patent, which could extend patent protection for additional years or otherwise delay the launch of generics;
- selling the brand product as an authorized generic, either by the brand company directly, through an affiliate or by a marketing partner;
- using the Citizen's Petition process to request amendments to FDA standards;
- seeking changes to U.S. Pharmacopeia, an organization which publishes industry recognized compendia of drug standards;
- attaching patent extension amendments to non-related federal legislation; and
- engaging in state-by-state initiatives to enact legislation that restricts the substitution of some generic drugs, which could have an impact on products that we are developing.
- Seeking patents on methods of manufacturing certain active pharmaceutical ingredients.

If pharmaceutical companies are successful in limiting the use of generic products through these or other means, our sales of generic products may decline. If we experience a material decline in generic product sales, our results of operations, financial condition and cash flows will suffer.

**If competitors are successful in limiting competition for certain generic products through their legislative, regulatory and litigation efforts, our sales of certain generic products may suffer.**

Certain of our competitors have recently challenged our ability to distribute authorized generics during the competitors' 180-day period of ANDA exclusivity under the Hatch-Waxman Act. Under the challenged arrangements, we have obtained rights to market and distribute under a brand manufacturer's NDA a generic alternative of the brand product. Some of our competitors have challenged the propriety of these arrangements by filing Citizen's Petitions with the FDA, initiating lawsuits alleging violation of the

antitrust and consumer protection laws, and seeking legislative intervention. The FDA and courts that have considered the subject to date have ruled that there is no prohibition in the Federal Food, Drug, and Cosmetic Act against distributing authorized generic versions of a brand drug. However, on January 30, 2007, legislation was introduced in the U.S. Senate, and on February 5, 2007, similar legislation was introduced in the U.S. House of Representatives, that would prohibit the marketing of authorized generics during the 180-day period of ANDA exclusivity under the Hatch-Waxman Act. Further, the Deficit Reduction Act of 2005 added provisions to the Medicaid Rebate Program that, effective January 1, 2007, may have the effect of increasing an NDA holder's Medicaid Rebate liability if it permits another manufacturer to market an authorized generic version of its brand product. This may affect the willingness of brand manufacturers to continue arrangements, or enter into future arrangements, permitting us to market authorized generic versions of their brand products. If so, or if distribution of authorized generic versions of brand products is otherwise restricted or found unlawful, it could have a material adverse effect on our results of operations, financial condition and cash flows.

**From time to time we may need to rely on licenses to proprietary technologies, which may be difficult or expensive to obtain.**

We may need to obtain licenses to patents and other proprietary rights held by third parties to develop, manufacture and market products. If we are unable to timely obtain these licenses on commercially reasonable terms, our ability to commercially market our products may be inhibited or prevented.

**Third parties may claim that we infringe their proprietary rights and may prevent us from manufacturing and selling some of our products.**

The manufacture, use and sale of new products that are the subject of conflicting patent rights have been the subject of substantial litigation in the pharmaceutical industry. These lawsuits relate to the validity and infringement of patents or proprietary rights of third parties. We may have to defend against charges that we violated patents or proprietary rights of third parties. This is especially true in the case of generic products on which the patent covering the brand product is expiring, an area where infringement litigation is prevalent, and in the case of new brand products where a competitor has obtained patents for similar products. Litigation may be costly and time-consuming, and could divert the attention of our management and technical personnel. In addition, if we infringe on the rights of others, we could lose our right to develop or manufacture products or could be required to pay monetary damages or royalties to license proprietary rights from third parties. Although the parties to patent and intellectual property disputes in the pharmaceutical industry have often settled their disputes through licensing or similar arrangements, the costs associated with these arrangements may be substantial and could include ongoing royalties. Furthermore, we cannot be certain that the necessary licenses would be available to us on commercially reasonable terms. As a result, an adverse determination in a judicial or administrative proceeding or failure to obtain necessary licenses could prevent us from manufacturing and selling a number of our products, which could harm our business, financial condition, results of operations and cash flows.

**Our distribution operations are highly dependent upon a primary courier service.**

Product deliveries within our newly acquired distribution operations are highly dependent on overnight delivery services to deliver our products in a timely and reliable manner, typically by overnight service. Since 2004, our distribution operations has shipped a substantial portion of products via one courier's air and ground delivery service. Our contract with this courier expires in July 2009, but may be terminated by either party for no reason with 60 days written notice. Additionally, our Groveport, Ohio facility is strategically located next to one of the courier's air hubs. If the courier terminates the agreement without cause or we cannot renew the courier's contract on favorable terms, enter into a contract with an

equally reliable overnight courier to perform and offer the same service level at similar or more favorable rates, our business, results of operations, financial condition and cash flows could be adversely affected.

**Our distribution operations concentrate on generic products and therefore are subject to the risks of the generic industry.**

The ability of our distribution operations to provide consistent, sequential quarterly growth is affected, in large part, by our participation in the launch of new products by us and other generic manufacturers and the subsequent advent and extent of competition encountered by these products. This competition can result in significant and rapid declines in pricing with a corresponding decrease in net sales of our distribution operations. Our margins can also be affected by the risks inherent to the generic industry.

**If we are unable to obtain sufficient supplies from key suppliers that in some cases may be the only source of finished products or raw materials, our ability to deliver our products to the market may be impeded.**

We are required to identify the supplier(s) of all the raw materials for our products in our applications with the FDA. To the extent practicable, we attempt to identify more than one supplier in each drug application. However, some products and raw materials are available only from a single source and, in some of our drug applications, only one supplier of products and raw materials has been identified, even in instances where multiple sources exist. Among others, this includes products that have historically accounted for a significant portion of our revenues, such as Ferrlecit®, bupropion sustained release tablets and a significant number of our oral contraceptive products. For example, our current supply agreement for Ferrlecit expires in 2009. From time to time, certain of our outside suppliers have experienced regulatory or supply-related difficulties that have inhibited their ability to deliver products and raw materials to us, causing supply delays or interruptions. To the extent any difficulties experienced by our suppliers cannot be resolved or extensions of our key supply agreements cannot be negotiated within a reasonable time and on commercially reasonable terms, or if raw materials for a particular product become unavailable from an approved supplier and we are required to qualify a new supplier with the FDA, or if we are unable to do so, our profit margins and market share for the affected product could decrease or be eliminated, as well as delay our development and sales and marketing efforts. Such outcomes could have a material adverse effect on our business, results of operations, financial condition and cash flows.

Our arrangements with foreign suppliers are subject to certain additional risks, including the availability of government clearances, export duties, political instability, war, acts of terrorism, currency fluctuations and restrictions on the transfer of funds. For example, we obtain a significant portion of our raw materials from foreign suppliers. Arrangements with international raw material suppliers are subject to, among other things, FDA regulation, customs clearances, various import duties and other government clearances. Acts of governments outside the U.S. may affect the price or availability of raw materials needed for the development or manufacture of our products. In addition, recent changes in patent laws in jurisdictions outside the U.S. may make it increasingly difficult to obtain raw materials for research and development prior to the expiration of the applicable U.S. or foreign patents.

**Our policies regarding returns, allowances and chargebacks, and marketing programs adopted by wholesalers, may reduce our revenues in future fiscal periods.**

Based on industry practice, generic product manufacturers, including Watson, have liberal return policies and have been willing to give customers post-sale inventory allowances. Under these arrangements, from time to time, we give our customers credits on our generic products that our customers hold in inventory after we have decreased the market prices of the same generic products. Therefore, if new competitors enter the marketplace and significantly lower the prices of any of their competing products, we would likely reduce the price of our product. As a result, we would be obligated to provide significant credits to our customers who are then holding inventories of such products, which could reduce

sales revenue and gross margin for the period the credit is provided. Like our competitors, we also give credits for chargebacks to wholesale customers that have contracts with us for their sales to hospitals, group purchasing organizations, pharmacies or other retail customers. A chargeback represents an amount payable in the future to a wholesaler for the difference between the invoice price paid to us by our wholesale customer for a particular product and the negotiated contract price that the wholesaler's customer pays for that product. Although we establish reserves based on our prior experience and our best estimates of the impact that these policies may have in subsequent periods, we cannot ensure that our reserves are adequate or that actual product returns, allowances and chargebacks will not exceed our estimates, which could adversely affect our financial condition, cash flows and market price of our stock.

**Investigations of the calculation of average wholesale prices may adversely affect our business.**

Many government and third-party payors, including Medicare, Medicaid, HMOs and MCOs, reimburse doctors and others for the purchase of certain prescription drugs based on a drug's AWP. In the past several years, state and federal government agencies have conducted ongoing investigations of manufacturers' reporting practices with respect to AWP, in which they have suggested that reporting of inflated AWP's have led to excessive payments for prescription drugs. For example, beginning in July 2002, we and certain of our subsidiaries, as well as numerous other pharmaceutical companies, were named as defendants in various state and federal court actions alleging improper or fraudulent practices related to the reporting of AWP of certain products, and other improper acts, in order to increase prices and market shares. Additional actions are anticipated. These actions, if successful, could adversely affect us and may have a material adverse effect on our business, results of operations, financial condition and cash flows.

**The design, development, manufacture and sale of our products involves the risk of product liability claims by consumers and other third parties, and insurance against such potential claims is expensive and may be difficult to obtain.**

The design, development, manufacture and sale of our products involve an inherent risk of product liability claims and the associated adverse publicity. Insurance coverage is expensive and may be difficult to obtain, and may not be available in the future on acceptable terms, or at all. Although we currently maintain product liability insurance for our products in amounts we believe to be commercially reasonable, if the coverage limits of these insurance policies are not adequate, a claim brought against Watson, whether covered by insurance or not, could have a material adverse effect on our business, results of operations, financial condition and cash flows.

**The loss of our key personnel could cause our business to suffer.**

The success of our present and future operations will depend, to a significant extent, upon the experience, abilities and continued services of key personnel. For example, although we have other senior management personnel, a significant loss of the services of Allen Chao, Ph.D., our Chairman and Chief Executive Officer, or other senior executive officers without hiring a suitable successor, could cause our business to suffer. We cannot assure you that we will be able to attract and retain key personnel. We have entered into employment agreements with all of our senior executive officers, including Dr. Chao. We do not carry key-man life insurance on any of our officers.

**Rising insurance costs could negatively impact profitability.**

The cost of insurance, including workers compensation, product liability and general liability insurance, have risen significantly in recent years and may increase in 2007. In response, we may increase deductibles and/or decrease certain coverages to mitigate these costs. These increases, and our increased risk due to increased deductibles and reduced coverages, could have a negative impact on our results of operations, financial condition and cash flows.

**Implementation of enterprise resource planning systems could cause business interruptions and negatively affect our profitability and cash flows.**

From time to time, we may implement new enterprise resource planning (“ERP”) systems and software, or upgrades to existing systems and software, to further enhance our operations. Implementation of ERP systems and software carry risks such as cost overruns, project delays and business interruptions and delays. We plan to implement a new phase of an ERP system into our U.S. manufacturing operation during 2007. If we experience a material business interruption as a result of such implementations, it could have a material adverse effect on our business, results of operations, financial condition and cash flows.

**Significant balances of intangible assets, including product rights and goodwill acquired, are subject to impairment testing and may result in impairment charges, which will adversely affect our results of operations and financial condition.**

A significant amount of our total assets is related to acquired intangibles and goodwill. As of December 31, 2006, the carrying value of our product rights and other intangible assets was approximately \$779.3 million and the carrying value of our goodwill was approximately \$890.5 million.

Our product rights are stated at cost, less accumulated amortization. We determine original fair value and amortization periods for product rights based on our assessment of various factors impacting estimated useful lives and cash flows of the acquired products. Such factors include the product’s position in its life cycle, the existence or absence of like products in the market, various other competitive and regulatory issues and contractual terms. Significant changes to any of these factors would require us to perform an impairment test on the affected asset and, if evidence of impairment exists, we would be required to take an impairment charge with respect to the asset. Such a charge would adversely affect our results of operations and financial condition.

Our other significant intangible assets include acquired core technology and customer relationships, which are intangible assets with definite lives, and the Anda trade name, which is an intangible asset with an indefinite life, as we intend to use the Anda trade name indefinitely.

Our acquired core technology and customer relationships intangible assets are stated at cost, less accumulated amortization. We determined the original fair value of our other intangible assets by performing a discounted cash flow analysis, which is based on our assessment of various factors. Such factors include existing operating margins, the number of existing and potential competitors, product pricing patterns, product market share analysis, product approval and launch dates, the effects of competition, customer attrition rates, consolidation within the industry and generic product lifecycle estimates. Our other intangible assets with definite lives are tested for impairment when there are significant changes to any of these factors. Our other intangible assets with indefinite lives are tested for impairment annually, or more frequently if there are significant changes to any of the above factors. If evidence of impairment exists, we would be required to take an impairment charge with respect to the tested asset. Such a charge would adversely affect our results of operations and financial condition.

Goodwill is tested for impairment annually and when events occur or circumstances change that could potentially reduce the fair value of the reporting unit. Impairment testing compares the fair value of the reporting unit to its carrying amount. An impairment, if any, would be recorded in operating income and could have a significant adverse effect on our results of operations and financial condition.

**Issuance of debt or equity securities could materially change our operating results and financial condition.**

We may consider issuing additional debt or equity securities in the future to fund potential acquisitions or investments, to refinance existing debt, or for general corporate purposes. If a material

acquisition or investment is completed, our operating results and financial condition could change materially in future periods. However, no assurance can be given that additional funds will be available on satisfactory terms, or at all, to fund such activities.

**Our business could suffer as a result of manufacturing difficulties or delays.**

The manufacture of certain of our products and product candidates, particularly our controlled-release products and our oral contraceptive products, are more difficult than the manufacture of immediate-release products. Successful manufacturing of these types of products requires precise manufacturing process controls, API that conforms to very tight tolerances for specific characteristics and equipment that operates consistently within narrow performance ranges. Manufacturing complexity, testing requirements, and safety and security processes combine to increase the overall difficulty of manufacturing these products and resolving manufacturing problems that we may encounter.

Our manufacturing and other processes utilize sophisticated equipment, which sometimes requires a significant amount of time to obtain and install. Although we endeavor to properly maintain our equipment and spare parts on hand, our business could suffer if certain manufacturing or other equipment, or a portion or all of our facilities were to become inoperable for a period of time. This could occur for various reasons, including catastrophic events such as earthquake, hurricane or explosion, unexpected equipment failures or delays in obtaining components or replacements thereof, as well as construction delays or defects and other events, both within and outside of our control. Our inability to timely manufacture any of our significant products could adversely affect our results of operations, financial condition, and cash flows.

**Unanticipated changes in our tax rates or exposure to additional income tax liabilities could affect our profitability.**

We are subject to income taxes in both the U.S. and other foreign jurisdictions. Our effective tax rate could be adversely affected by changes in the mix of earnings in countries with different statutory tax rates, changes in the valuation of deferred tax assets and liabilities, changes in or interpretations of tax laws including pending tax law changes (such as the research and development credit), changes in our manufacturing activities and changes in our future levels of research and development spending. In addition, we are subject to the continuous examination of our income tax returns by the Internal Revenue Service and other tax authorities. We regularly assess the likelihood of outcomes resulting from these examinations to determine the adequacy of our provision for income taxes. There can be no assurance that the outcomes from these continuous examinations will not have an adverse effect on our provision for income taxes and estimated income tax liabilities.

*Risks Relating To Investing In the Pharmaceutical Industry*

**Extensive industry regulation has had, and will continue to have, a significant impact on our business, especially our product development, manufacturing and distribution capabilities.**

All pharmaceutical companies, including Watson, are subject to extensive, complex, costly and evolving regulation by the federal government, principally the FDA and to a lesser extent by the DEA and state government agencies, as well as by varying regulatory agencies in foreign countries where products or product candidates are being manufactured and/or marketed. The Federal Food, Drug and Cosmetic Act, the Controlled Substances Act and other federal statutes and regulations govern or influence the testing, manufacturing, packing, labeling, storing, record keeping, safety, approval, advertising, promotion, sale and distribution of our products.

Under these regulations, we are subject to periodic inspection of our facilities, procedures and operations and/or the testing of our products by the FDA, the DEA and other authorities, which conduct periodic inspections to confirm that we are in compliance with all applicable regulations. In addition, the FDA conducts pre-approval and post-approval reviews and plant inspections to determine whether our systems and processes are in compliance with cGMP and other FDA regulations. Following such inspections, the FDA may issue notices on Form 483 and warning letters that could cause us to modify certain activities identified during the inspection. A Form 483 notice is generally issued at the conclusion of a FDA inspection and lists conditions the FDA inspectors believe may violate cGMP or other FDA regulations. FDA guidelines specify that a warning letter is issued only for violations of “regulatory significance” for which the failure to adequately and promptly achieve correction may be expected to result in an enforcement action.

Our manufacturing facility in Corona, California (which manufactured products representing approximately 14% of our total product net revenues for 2006) is currently subject to a consent decree of permanent injunction. Similarly, our manufacturing facility in Davie, Florida, is currently under OAI status by the FDA. While on OAI status, we are not eligible to obtain approvals for products manufactured at our Davie, Florida facility. We cannot assure you that the FDA will determine that we have adequately corrected deficiencies at our respective manufacturing sites (including the ones referenced above), that subsequent FDA inspections will not result in additional inspectional observations at such sites, that approval of any of the pending or subsequently submitted NDAs, ANDAs or supplements to such applications by Watson or our subsidiaries will be granted or that the FDA will not seek to impose additional sanctions against Watson or any of its subsidiaries. The range of possible sanctions includes, among others, FDA issuance of adverse publicity, product recalls or seizures, fines, total or partial suspension of production and/or distribution, suspension of the FDA’s review of product applications, enforcement actions, injunctions, and civil or criminal prosecution. Any such sanctions, if imposed, could materially harm our operating results and financial condition. Under certain circumstances, the FDA also has the authority to revoke previously granted drug approvals. Similar sanctions as detailed above may be available to the FDA under a consent decree, depending upon the actual terms of such decree. Although we have instituted internal compliance programs, if these programs do not meet regulatory agency standards or if compliance is deemed deficient in any significant way, it could materially harm our business. Certain of our vendors are subject to similar regulation and periodic inspections.

The process for obtaining governmental approval to manufacture and market pharmaceutical products is rigorous, time-consuming and costly, and we cannot predict the extent to which we may be affected by legislative and regulatory developments. We are dependent on receiving FDA and other governmental or third-party approvals prior to manufacturing, marketing and shipping our products. Consequently, there is always the chance that we will not obtain FDA or other necessary approvals, or that the rate, timing and cost of such approvals, will adversely affect our product introduction plans or results of operations. We carry inventories of certain product(s) in anticipation of launch, and if such product(s) are not subsequently launched, we may be required to write-off the related inventory.

Our distribution operations and our customers are subject to various regulatory requirements, including requirements from the DEA, FDA, State Boards of Pharmacy and Health, among others. These include licensing, registration, recordkeeping, security and reporting requirements. In particular, several states and the federal government have begun to enforce drug pedigree laws which require the tracking of all transactions involving prescription drugs beginning with the manufacturer and down to the pharmacy or other health care provider dispensing or administering prescription drug products. For example, effective July 1, 2006, the Florida Department of Health, began enforcement of the drug pedigree requirements for distribution of prescription drugs in the State of Florida. Pursuant to Florida law and regulations, we are required to maintain records documenting the chain of custody of prescription drug products we distribute beginning with our purchase of such products from the manufacturer. We are required to provide

documentation of this prior transaction(s) to our customers in Florida, including pharmacies and other health care entities. Several other states have proposed to implement similar drug pedigree requirements. In addition, federal law currently requires that a “non-authorized distributor of record,” when making a wholesale distribution, must provide a drug pedigree documenting the prior purchase of a prescription drug from the manufacturer or from an “authorized distributor of record.” In cases where we are not an “authorized distributor of record” we would need to maintain such records. FDA had announced its intent to impose additional drug pedigree requirements (e.g., tracking of lot numbers and documentation of all transactions) through implementation of drug pedigree regulations which were to have taken effect on December 1, 2006. However, a federal appeals court has issued a preliminary injunction to several wholesale distributors granting an indefinite stay of these regulations pending a challenge to the regulations by these wholesale distributors.

We are also subject to numerous and increasingly stringent federal, state and local environmental laws and regulations concerning, among other things, the generation, handling, storage, transportation, treatment and disposal of toxic and hazardous substances and the discharge of pollutants into the air and water. Environmental permits and controls are required for some of our operations, and these permits are subject to modification, renewal and revocation by the issuing authorities. Our environmental capital expenditures and costs for environmental compliance may increase in the future as a result of changes in environmental laws and regulations or increased manufacturing activities at any of our facilities. We could be adversely affected by any failure to comply with environmental laws, including the costs of undertaking a clean-up at a site to which our wastes were transported.

**Federal regulation of arrangements between manufacturers of brand and generic products could adversely affect our business.**

As part of the MMA, companies are required to file with the FTC and the Department of Justice certain types of agreements entered into between brand and generic pharmaceutical companies related to the manufacture, marketing and sale of generic versions of brand drugs. This requirement could affect the manner in which generic drug manufacturers resolve intellectual property litigation and other disputes with brand pharmaceutical companies and could result generally in an increase in private-party litigation against pharmaceutical companies or additional investigations or proceedings by the FTC or other governmental authorities. The impact of this requirement, and the potential private-party lawsuits associated with arrangements between brand name and generic drug manufacturers, is uncertain and could adversely affect our business.

**Healthcare reform and a reduction in the reimbursement levels by governmental authorities, HMOs, MCOs or other third-party payors may adversely affect our business.**

In order to assist us in commercializing products, we have obtained from government authorities and private health insurers and other organizations, such as HMOs and MCOs, authorization to receive reimbursement at varying levels for the cost of certain products and related treatments. Third party payors increasingly challenge pricing of pharmaceutical products. The trend toward managed healthcare in the U.S., the growth of organizations such as HMOs and MCOs and legislative proposals to reform healthcare and government insurance programs could significantly influence the purchase of pharmaceutical products, resulting in lower prices and a reduction in product demand. Such cost containment measures and healthcare reform could affect our ability to sell our products and may have a material adverse effect on our business, results of operations and financial condition. Additionally, there is uncertainty surrounding the implementation of the provisions of Part D of the MMA. Depending on how such provisions are implemented, reimbursement may not be available for some of Watson’s products. Additionally, any reimbursement granted may not be maintained or limits on reimbursement available from third-party payors may reduce the demand for, or negatively affect the price of, those products and could harm

significantly our business, results of operations, financial condition and cash flows. We may also be subject to lawsuits relating to reimbursement programs that could be costly to defend, divert management's attention and adversely affect our operating results.

**The pharmaceutical industry is highly competitive.**

We face strong competition in both our generic and brand product businesses. The intensely competitive environment requires an ongoing, extensive search for technological innovations and the ability to market products effectively, including the ability to communicate the effectiveness, safety and value of brand products to healthcare professionals in private practice, group practices and MCOs. Our competitors vary depending upon product categories, and within each product category, upon dosage strengths and drug-delivery systems. Based on total assets, annual revenues, and market capitalization, we are smaller than certain of our national and international competitors in the brand product arena. Most of our competitors have been in business for a longer period of time than Watson, have a greater number of products on the market and have greater financial and other resources than we do. If we directly compete with them for the same markets and/or products, their financial strength could prevent us from capturing a profitable share of those markets. It is possible that developments by our competitors will make our products or technologies noncompetitive or obsolete.

Revenues and gross profit derived from the sales of generic pharmaceutical products tend to follow a pattern based on certain regulatory and competitive factors. As patents for brand name products and related exclusivity periods expire, the first generic manufacturer to receive regulatory approval for generic equivalents of such products is generally able to achieve significant market penetration. As competing off-patent manufacturers receive regulatory approvals on similar products or as brand manufacturers launch generic versions of such products (for which no separate regulatory approval is required), market share, revenues and gross profit typically decline, in some cases dramatically. Accordingly, the level of market share, revenue and gross profit attributable to a particular generic product normally is related to the number of competitors in that product's market and the timing of that product's regulatory approval and launch, in relation to competing approvals and launches. Consequently, we must continue to develop and introduce new products in a timely and cost-effective manner to maintain our revenues and gross margins. Additionally, as new competitors enter the market, there may be increased pricing pressure on certain products, which would result in lower gross margins. This is particularly true in the case of certain Asian and other overseas competitors, who may be able to produce products at costs lower than the costs of domestic manufacturers. If we experience substantial competition from Asian or other overseas competitors with lower production costs, our profit margins will suffer.

We also face strong competition in our distribution operations, where we compete with a number of large wholesalers and other distributors of pharmaceuticals, including McKesson Corporation, AmerisourceBergen Corporation and Cardinal Health, Inc., which market both brand and generic pharmaceutical products to their customers. These companies are significant customers of our pharmaceutical business. As generic products generally have higher gross margins, each of the large wholesalers, on an increasing basis, are offering pricing incentives on brand products if the customers purchase a large portion of their generic pharmaceutical products from the primary wholesaler. As we do not offer both brand and generic products to our customers, we are at times competitively disadvantaged and must compete with these wholesalers based upon our very competitive pricing for generic products, greater service levels and our well-established telemarketing relationships with our customers, supplemented by our electronic ordering capabilities. The large wholesalers have historically not used telemarketers to sell to their customers, but may do so in the future. Additionally, generic manufacturers are increasingly marketing their products directly to smaller chains and thus increasingly bypassing wholesalers and distributors. Increased competition in the generic industry as a whole may result in increased price erosion in the pursuit of market share.

Sales of our products may continue to be adversely affected by the continuing consolidation of our distribution network and the concentration of our customer base.

Our principal customers in our brand and generic pharmaceutical operations are wholesale drug distributors and major retail drug store chains. These customers comprise a significant part of the distribution network for pharmaceutical products in the U.S. This distribution network is continuing to undergo significant consolidation marked by mergers and acquisitions among wholesale distributors and the growth of large retail drug store chains. As a result, a small number of large wholesale distributors and large chain drug stores control a significant share of the market. We expect that consolidation of drug wholesalers and retailers will increase pricing and other competitive pressures on drug manufacturers, including Watson.

For the year ended December 31, 2006, our four largest customers accounted for 17%, 13%, 9% and 8% respectively, of our net revenues. The loss of any of these customers could materially adversely affect our business, results of operations, financial condition and our cash flows. In addition, none of our customers are party to any long-term supply agreements with us, and thus are able to change suppliers freely should they wish to do so.

#### ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

#### ITEM 2. PROPERTIES

We conduct our operations using a combination of owned and leased properties. We believe that these facilities are suitable for the purposes for which we use them.

Our owned properties consist of facilities used for R&D, manufacturing, distribution (including warehousing and storage) and administrative functions. The following table provides a summary of locations of our significant owned properties:

<u>Location</u>	<u>Primary Use</u>	<u>Segment</u>
Carmel, New York	Manufacturing	Generic
Changzhou City, Peoples Republic of China	Manufacturing, R&D	
Coleraine, Northern Ireland	Manufacturing	Generic
Copiague, New York	Manufacturing, R&D	Generic
Corona, California	Manufacturing, R&D, Administration	Generic/Brand
Davie, Florida	Manufacturing, R&D, Administration	Generic/Brand
Grand Island, New York	Sales and Marketing, Administration	Distribution
Goa, India	Manufacturing	Generic
Gurnee, Illinois	Distribution	Generic/Brand
Humacao, Puerto Rico	Manufacturing	Generic
Mumbai, India	Manufacturing, R&D	Generic
Phoenix, Arizona	Manufacturing	Generic/Brand
Salt Lake City, Utah	Manufacturing, R&D	Generic/Brand

Properties that we lease are primarily located throughout the U.S. and include R&D, manufacturing support, distribution (including warehousing and storage), sales and marketing, and administrative facilities. The following table provides a summary of locations of our significant leased properties:

<u>Location</u>	<u>Primary Use</u>	<u>Segment</u>
Brewster, New York	Distribution	Generic/Brand
Davie, Florida	Manufacturing, Administration	Generic/Brand
Groveport, Ohio	Distribution, Administration	Distribution
Morristown, New Jersey	Sales and Marketing, Administration	Generic/Brand
Mt. Prospect, Illinois	Manufacturing support	Generic/Brand
Mumbai, India	Administration, R&D	Generic
Shanghai, Peoples Republic of China	Sales and Marketing, Administration	Generic
Sunrise, Florida	Distribution, Administration	Generic
Weston, Florida	Distribution, R&D, Administration	Generic
Weston, Florida	Distribution, Sales and Marketing, Administration	Distribution

Our leased properties are subject to various lease terms and expirations.

We believe that we have sufficient facilities to conduct our operations during 2007. However, we continue to evaluate the purchase or lease of additional properties, as our business requires.

### ITEM 3. LEGAL PROCEEDINGS

For information regarding legal proceedings, refer to *Legal Matters* in “Note 14—Commitments and Contingencies” in the accompanying “Notes to Consolidated Financial Statements” in this Annual Report.

### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to a vote of security holders during the fourth quarter of the fiscal year ended December 31, 2006.

### Executive Officers of the Registrant

Below are our executive officers as of March 1, 2007.

<u>Name</u>	<u>Age</u>	<u>Principal Position with Registrant</u>
Allen Chao, Ph.D.	61	Chairman, President and Chief Executive Officer
Edward F. Heimers	60	Executive Vice President, President of Brand Division
Thomas R. Russillo	63	Executive Vice President, President of Generic Division
Albert Paonessa, III	47	Executive Vice President, Chief Operating Officer, Anda, Inc.
David A. Buchen	42	Senior Vice President, General Counsel, and Secretary
Charles D. Ebert, Ph.D.	53	Senior Vice President, Research and Development
Thomas R. Giordano	56	Senior Vice President, Chief Information Officer
David C. Hsia, Ph.D.	62	Senior Vice President, Scientific Affairs
Susan Skara	56	Senior Vice President, Human Resources
Gordon Munro, Ph.D.	60	Senior Vice President, Quality Assurance

#### Allen Chao, Ph.D.

Allen Chao, Ph.D., age 61, a co-founder of Watson, has been our Chief Executive Officer since 1985 and Chairman since May 1996. Dr. Chao has served as our President since November 2004, and from



February 1998 to October 2002. Dr. Chao serves on the Board of Directors of Somerset, a research and development pharmaceutical company, which is fifty percent owned by Watson. He also serves on the Board of Directors of Accuray, Inc., a developer of medical devices for the treatment of cancers. Dr. Chao received a Ph.D. in Industrial and Physical Pharmacy from Purdue University in 1973.

#### **Edward F. Heimers**

Edward F. Heimers, age 60, has served as Executive Vice President and President of the Brand Division since May 2005. Prior to joining Watson, Mr. Heimers was Senior Vice President, Marketing for Innovex, a contract sales organization and a division of Quintiles Transnational Corp. from 2000 to 2005. Prior to joining Innovex, he was Senior Vice President, Sales for Novartis from 1996 to 1999. From 1987 to 1996, Mr. Heimers held various positions, including Senior Vice President, Specialty Products and Senior Vice President, Primary Care Marketing and Sales at Sandoz Pharmaceutical Corporation and from 1978 to 1987 held a number of marketing positions at Schering-Plough. Mr. Heimers received his undergraduate degree in Biology from New York University and a Juris Doctor from Syracuse University.

#### **Thomas R. Russillo**

Thomas R. Russillo, age 63, was appointed Executive Vice President and President of the Generics Division on September 5, 2006. Prior to joining Watson, Mr. Russillo served as a consultant to the Company from February to November, 2006, in connection with the Company's integration planning related to the acquisition of Andrx Corporation. From January 2005 until September 1, 2006 Mr. Russillo served as a consultant to various clients in the pharmaceutical industry. From 1990 through 2004, Mr. Russillo served as President, Ben Venue Laboratories, a division of Boehringer Ingelheim. Prior to Ben Venue, he held a number of senior positions with Baxter International, most recently as Managing Director, International Medical Technology. Additionally, he is a past chairman of the National Association of Pharmaceutical Manufacturers and board member for the Generic Pharmaceutical Association. Mr. Russillo received his undergraduate degree in biology from Fordham University in 1965.

#### **David A. Buchen**

David A. Buchen, age 42, has served as Senior Vice President, General Counsel and Secretary since November 2002. From November 2000 to November 2002, Mr. Buchen served as Vice President and Associate General Counsel. From February 2000 to November 2000, he served as Vice President and Senior Corporate Counsel. From November 1998 to February 2000, he served as Senior Corporate Counsel and as Corporate Counsel. He also served as Assistant Secretary from February 1999 to November 2002. Mr. Buchen serves on the Board of Directors of Somerset. Prior to joining Watson, Mr. Buchen was Corporate Counsel at Bausch & Lomb Surgical (formerly Chiron Vision Corporation) from November 1995 until November 1998 and was an attorney with the law firm of Fulbright & Jaworski, LLP. Mr. Buchen received a B.A. in Philosophy from the University of California, Berkeley in 1985, and a Juris Doctor with honors from George Washington University Law School in 1989.

#### **Charles D. Ebert, Ph.D.**

Charles D. Ebert, Ph.D., age 53, has served as our Senior Vice President, Research and Development since May 2000. He served as our Senior Vice President, Proprietary Research and Development from June 1999 to May 2000. Before joining Watson, Dr. Ebert served TheraTech, Inc. as its Vice President, Research and Development from 1987 to 1992 and as its Senior Vice President, Research and Development since 1992. Dr. Ebert serves on the Board of Directors of Somerset. Dr. Ebert received a B.S. in Biology from the University of Utah in 1977 and a Ph.D. in Pharmaceutics from the University of Utah in 1981.

**Thomas R. Giordano**

Thomas R. Giordano, age 56, was appointed Senior Vice President, Chief Information Officer of Watson on December 11, 2006. Mr. Giordano joined Watson following the Company's acquisition of Andrx, where he served as Senior Vice President, Chief Information Officer and Chief Project Management Officer since 2002. Prior to joining Andrx, he was Senior Vice President and Global Chief Information Officer for Burger King Corporation, a subsidiary of Diageo Plc from 1998 to 2001. He has also held the position of Senior Vice President and Chief Information Officer for Racal Data Group and AVEX Electronics. Mr. Giordano received his undergraduate degree in economics from St. Peters College in New Jersey in 1979, participated in graduate studies at New York University, New York and completed the Information Systems Executive Management Program at Harvard Business School.

**David C. Hsia, Ph.D.**

David C. Hsia, Ph.D., age 62, has served as our Senior Vice President, Scientific Affairs since May 1995 and has been a Vice President of Watson since 1985. Dr. Hsia is also co-founder of Watson. He has been involved in the development of pharmaceutical formulations for oral contraceptives, sustained-release products and novel dosage forms for over 20 years. Dr. Hsia received a Ph.D. in industrial and physical pharmacy from Purdue University in 1975.

**Albert Paonessa III**

Albert Paonessa, age 47, joined Watson as our Executive Vice President, Chief Operating Officer of Anda, Inc., our Distribution company following our acquisition of Andrx. Mr. Paonessa was appointed Anda, Inc. Executive Vice President and Chief Operating Officer in August 2005 and had been with Anda since Andrx acquired Valmed Pharmaceuticals, Inc. in March 2000. From March 2000 through January 2002, Mr. Paonessa was Vice President, Operations of Valmed. In January 2002, he became Vice President, Information Systems at Anda and in January 2004 was appointed Senior Vice President, Sales at Anda.

**Susan Skara**

Susan Skara, age 56, has served as our Senior Vice President, Human Resources since November 2002. Ms. Skara joined Watson in March 1999 as Vice President, Human Resources, a position she held until her promotion to Senior Vice President in November 2002. Prior to joining Watson, Ms. Skara worked for Apria Healthcare and last held the position of Senior Vice President of Human Resources from November 1996 to June 1998. Ms. Skara received a B.A. in French from California State University, Fullerton.

**Gordon Munro, Ph.D.**

Gordon Munro, Ph.D, age 60, has served as our Senior Vice President, Quality Assurance since June 2004. Prior to joining Watson, Dr. Munro was the Director of Inspection and Enforcement, at the United Kingdom Medicines and Healthcare Products Regulatory Agency from 1997 to 2004, and from 2002 to 2004, he was also Acting Head of Medicines. From 1970 to 1997, he held various positions, including the Director of Quality and Compliance at GlaxoWellcome. Dr. Munro received a B.S. in Pharmacy and a Masters in Analytical Chemistry from the University of Strathclyde, Scotland, and a Ph.D. in Analytical Chemistry from the Council of National Academy Awards.

Our executive officers are appointed annually by the Board of Directors, hold office until their successors are chosen and qualified, and may be removed at any time by the affirmative vote of a majority of the Board. We have employment agreements with each of our executive officers. David Hsia is the brother-in-law of Allen Chao. There are no other family relationships between any director and executive officer of Watson.

**PART II**

**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

**(a) Market for Registrant's Common Equity**

Our common stock is traded on the New York Stock Exchange under the symbol "WPI." The following table sets forth the quarterly high and low share trading price information for the periods indicated:

	<u>High</u>	<u>Low</u>
<b><i>Year ended December 31, 2006:</i></b>		
First	\$35.27	\$27.90
Second	\$30.48	\$22.86
Third	\$27.17	\$21.35
Fourth	\$27.33	\$24.31
<b><i>Year ended December 31, 2005:</i></b>		
First	\$32.60	\$27.99
Second	\$31.99	\$28.47
Third	\$36.75	\$28.20
Fourth	\$36.93	\$32.04

As of February 22, 2007, there were approximately 3,100 registered holders of our common stock.

We have not paid any cash dividends since our initial public offering in February 1993, and do not anticipate paying any cash dividends in the foreseeable future.

**(b) Recent Sales of Unregistered Securities**

There were no unregistered sales of equity securities.

**(c) Issuer Purchases of Equity Securities**

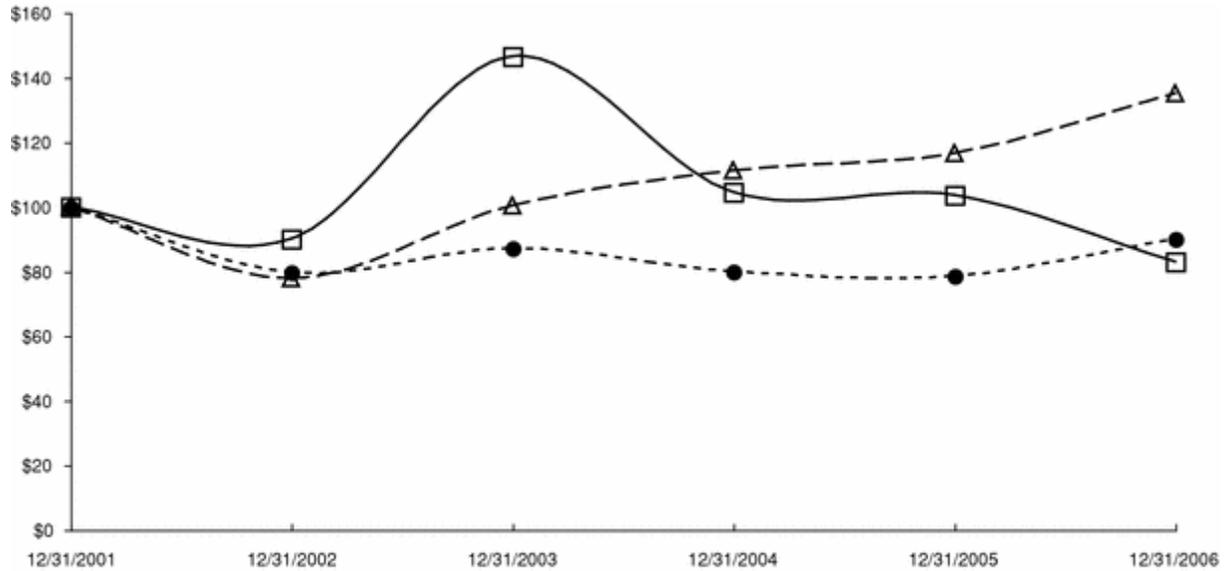
There were no purchases of common stock by the Company during the fourth quarter of 2006.

**(d) Securities Authorized for Issuance Under Equity Compensation Plans**

For information regarding securities authorized for issuance under equity compensation plans, refer to "Note 11—Stockholders' Equity" in the accompanying "Notes to Consolidated Financial Statements" in this Annual Report.

**(e) Performance Graph**

The following graph compares the cumulative 5-year total return attained by shareholders on Watson Pharmaceuticals’s common stock relative to the cumulative total returns of the S & P 500 index and the Dow Jones US Pharmaceuticals index. The graph tracks the performance of a \$100 investment in our common stock and in each of the indexes (with the reinvestment of all dividends) from 12/31/2001 to 12/31/2006.



—□— Watson Pharmaceuticals    - -△- - S & P 500    - -●- - Dow Jones US Pharmaceuticals

	12/31/01	12/31/02	12/31/03	12/31/04	12/31/05	12/31/06
<b>Watson Pharmaceuticals</b>	100.00	90.06	146.54	104.52	103.57	82.92
<b>S &amp; P 500</b>	100.00	77.90	100.24	111.15	116.61	135.03
<b>Dow Jones US Pharmaceuticals</b>	100.00	79.62	87.15	79.93	78.61	89.92

*The stock price performance included in this graph is not necessarily indicative of future stock price performance.*

ITEM 6. SELECTED FINANCIAL DATA

**WATSON PHARMACEUTICALS, INC.**  
**FINANCIAL HIGHLIGHTS**  
(In thousands, except per share amounts)

	Years Ended December 31,				
	2006	2005(1)	2004(1)	2003(1)	2002(1)
<b>Operating Highlights:</b>					
Net revenues	\$ 1,979,244	\$ 1,646,203	\$ 1,640,551	\$ 1,457,722	\$ 1,223,198
Gross profit (excluding amortization)	\$ 745,761	\$ 793,789	\$ 819,757	\$ 833,071	\$ 651,316
Operating (loss) income(2)	\$ (422,096)	\$ 218,512	\$ 265,940	\$ 338,913	\$ 269,364
Net (loss) income(2)	\$ (445,005)	\$ 138,557	\$ 150,018	\$ 201,728	\$ 173,787
Basic (loss) earnings per share	\$ (4.37)	\$ 1.32	\$ 1.37	\$ 1.88	\$ 1.63
Diluted (loss) earnings per share(3)	\$ (4.37)	\$ 1.22	\$ 1.26	\$ 1.74	\$ 1.62
Weighted average shares outstanding:					
Basic	101,761	104,949	109,174	107,488	106,675
Diluted(3)	101,761	120,021	124,727	120,727	107,367

	At December 31,				
	2006	2005	2004	2003	2002
<b>Balance Sheet Highlights:</b>					
Current assets(1)	\$ 1,261,676	\$ 1,353,543	\$ 1,361,136	\$ 1,309,704	\$ 898,270
Working capital(1)	\$ 571,747	\$ 1,107,873	\$ 1,105,507	\$ 971,019	\$ 522,805
Total assets(1)	\$ 3,760,577	\$ 3,077,187	\$ 3,231,956	\$ 3,268,134	\$ 2,648,334
Total debt	\$ 1,231,204	\$ 587,935	\$ 587,653	\$ 722,535	\$ 415,237
Deferred tax liabilities(1)	\$ 203,860	\$ 126,718	\$ 141,691	\$ 144,359	\$ 152,834
Total stockholders' equity(1)	\$ 1,680,388	\$ 2,100,469	\$ 2,230,690	\$ 2,042,146	\$ 1,784,728

- (1) Prior to the Andrx Acquisition the Company held common shares in Andrx, which were previously classified as available-for-sale securities and recorded at fair value based upon quoted market prices with temporary differences between cost and fair value presented as accumulated other comprehensive income within stockholders' equity, net of any related tax effect. As required by Accounting Research Bulletin ("ARB") No. 51, "Consolidated Financial Statements" ("ARB 51"), earnings (loss) on equity method investments has been restated for all periods presented to account for our investment in common shares of Andrx prior to the Andrx Acquisition using the equity method of accounting in accordance with Accounting Principles Board ("APB") Opinion No. 18, "The Equity Method of Accounting for Investments in Common Stock" ("APB 18"). Accumulated other comprehensive income (loss) has also been restated for all periods presented to reflect these changes. Accordingly, the selected consolidated financial data for all periods prior to the Andrx Acquisition has been prepared as if this investment had been accounted for using the equity method since our initial investment. The restatement increased (decreased) net income from 2005 to 2002 by \$324, (\$5), (\$351) and (\$1,246), respectively.
- (2) For discussion on comparability of operating income and net income, please refer to financial line item discussion in our Management's Discussion and Analysis of Financial Condition and Results of Operations in this Annual Report.
- (3) Diluted earnings per share have been restated for the year ended December 31, 2003 to conform to Emerging Issues Task Force Issue No. 04-8, "The Effect of Contingently Convertible Debt on Diluted Earnings per Share".

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*Except for the historical information contained herein, the following discussion contains forward-looking statements that are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those expressed or implied by such forward-looking statements. We discuss such risks, uncertainties and other factors throughout this report and specifically under the caption "Cautionary Note Regarding Forward-Looking Statements" just preceding this Item in this Form 10-K. In addition, the following discussion of financial condition and results of operations should be read in conjunction with the Consolidated Financial Statements and Notes thereto included elsewhere in this report.*

### GENERAL

Watson Pharmaceuticals, Inc. ("Watson", the "Company" "we", "us" or "our") was incorporated in 1985 and is engaged in the development, manufacture, marketing, sale and distribution of brand and off-patent (generic) pharmaceutical products. Watson operates manufacturing, distribution, research and development, and administrative facilities primarily in the United States ("U.S.").

As of December 31, 2006, we marketed more than 150 generic pharmaceutical products and more than 20 brand pharmaceutical products. Prescription pharmaceutical products in the U.S. are generally marketed as either generic or brand pharmaceuticals. Generic pharmaceutical products are bioequivalents of their respective brand products and provide a cost-efficient alternative to brand products. Brand pharmaceutical products are marketed under brand names through programs that are designed to generate physician and consumer loyalty.

The Company has announced several recent cost reduction initiatives that will take place by early 2007 including the closure of our Puerto Rico manufacturing facility and the planned divestiture of our Phoenix, Arizona injectable manufacturing facility. The Company is also establishing a foreign operating infrastructure to supply the U.S. market which includes a recently acquired solid dose manufacturing facility in Goa, India; an increased investment in a Chinese/Taiwanese company specializing in the development and manufacture of active pharmaceutical ingredients ("API"); and the acquisition of Mumbai, India-based Sekhsaria Chemicals, Ltd. ("Sekhsaria") that provides API and finished dosage formulation expertise to the global pharmaceutical industry.

On November 3, 2006, the Company acquired all the outstanding shares of common stock of Andrx Corporation ("Andrx") in an all-cash transaction for \$25 per share, or total consideration of approximately \$1.9 billion (the "Andrx Acquisition"). Andrx distributes pharmaceutical products primarily to independent and chain pharmacies and physicians' offices and is considered a leader in formulating and commercializing difficult-to-replicate controlled-release pharmaceutical products and selective immediate-release products. As a result of the Andrx Acquisition, Watson now has three operating segments: Generic, Brand and Distribution. For additional information on the Andrx Acquisition, refer to NOTE 4—Acquisitions in the accompanying Notes to Condensed Consolidated Financial Statements in this Annual Report and to our Current Report on Form 8-K filed on November 6, 2006 and Current Report on Form 8-K/A filed on January 17, 2007.

Prior to the Andrx Acquisition the Company held common shares in Andrx, which were previously classified as available-for-sale securities and recorded at fair value based upon quoted market prices with temporary differences between cost and fair value presented as accumulated other comprehensive income within stockholders' equity, net of any related tax effect. As required by Accounting Research Bulletin ("ARB") No. 51, "Consolidated Financial Statements" ("ARB 51"), earnings (loss) on equity method investments has been restated for all periods presented to account for our investment in common shares of Andrx prior to the Andrx Acquisition using the equity method of accounting in accordance with Accounting Principles Board ("APB") Opinion No. 18, "The Equity Method of Accounting for

Investments in Common Stock” (“APB 18”). Accumulated other comprehensive income (loss) has also been restated for all periods presented to reflect these changes.

## **YEAR ENDED DECEMBER 31, 2006 COMPARED TO 2005**

### **Overview**

Prior to the Andrx Acquisition, Watson had two reportable operating segments: Generic and Brand. The Generic segment includes off-patent pharmaceutical products that are therapeutically equivalent to proprietary products. The Brand segment includes the Company’s lines of Specialty Products and Nephrology products. Watson has aggregated its Brand product lines in a single segment because of similarities in regulatory environment, methods of distribution and types of customer. This segment includes patent-protected products and certain trademarked off-patent products that Watson sells and markets as Brand pharmaceutical products. The Company sells its Brand and Generic products primarily to pharmaceutical wholesalers, drug distributors and chain drug stores. Following the Andrx Acquisition, a third operating segment was added representing the Anda distribution business. The Distribution segment mainly distributes generic pharmaceutical products manufactured by third parties, as well as by Watson, primarily to independent pharmacies, pharmacy chains, pharmacy buying groups and physicians’ offices. Sales are principally generated through an in-house telemarketing staff and through internally developed ordering systems. The Distribution segment operating results exclude Watson Generic and Brand products, which are included in their respective segment results.

As of January 1, 2005, the Company began to evaluate segment performance based on segment net revenues, gross profit and contribution. Segment contribution represents segment gross profit less direct research and development expenses and selling and marketing expenses. The Company has not allocated corporate general and administrative expenses, amortization, or impairment losses by segment as such information has not been used by management, or has not been accounted for at the segment level. Segment financial data for all periods presented reflect this change in evaluating the associated segment results.

## Results of Operations

Results of operations, including segment net revenues, segment gross profit and segment contribution information for the Company's Generic, Brand and Distribution segments, consisted of the following:

	Years Ended December 31,						
	2006				2005		
	Generic	Brand	Distribution	Total	Generic	Brand	Total
Product sales	\$ 1,501,251	\$ 354,070	\$ 92,796	\$ 1,948,117	\$ 1,242,584	\$ 389,545	\$ 1,632,129
Other	15,559	15,402	166	31,127	4,357	9,717	14,074
Net revenues	1,516,810	369,472	92,962	1,979,244	1,246,941	399,262	1,646,203
Cost of sales(1)	1,059,234	92,184	82,065	1,233,483	760,845	91,569	852,414
Gross profit	457,576	277,288	10,897	745,761	486,096	307,693	793,789
Gross margin	30.2%	75.0%	11.7%	37.7%	39.0%	77.1%	48.2%
Research and development	83,551	47,472	—	131,023	80,879	44,384	125,263
Selling and marketing	52,882	112,258	8,409	173,549	48,914	113,428	162,342
Contribution	\$ 321,143	\$ 117,558	\$ 2,488	441,189	\$ 356,303	\$ 149,881	506,184
Contribution margin	21.2%	31.8%	2.7%	22.3%	28.6%	37.5%	30.7%
Corporate general and administrative				131,511			98,657
Amortization				163,710			163,939
In-process research and development				497,800			—
Loss on impairment				70,264			25,076
Operating (loss) income				\$ (422,096)			\$ 218,512
Operating margin				(21.3)%			13.3%

(1) Excludes amortization.

### Generic Segment

#### Net Revenues

Our generic pharmaceutical business develops, manufactures, markets, sells and distributes generic products that are the therapeutic equivalent to their brand name counterparts and are generally sold at prices significantly less than the brand product. As such, generic products provide an effective and cost-efficient alternative to brand products. When patents or other regulatory exclusivity no longer protect a brand product, opportunities exist to introduce off-patent or generic counterparts to the brand product. Our portfolio of generic products includes products we have internally developed, products we have licensed from third parties, and products we distribute for third parties.

Other revenues include royalties and, beginning in 2006, commission revenue earned as a sales agent of Cephalon, Inc., from the sale of fentanyl citrate troche.

Our Generic segment develops, manufactures, markets, sells and distributes products within two product lines: Generics and Generic Oral Contraceptives ("Generic OC's").

Our Generics product line includes oral dosage, transdermal, injectable and transmucosal products used for a variety of indications including pain management, depression, hypertension and smoking cessation.

Net product sales from our Generics segment during the year ended December 31, 2006 increased \$258.7 million or 20.8% over the prior year. Sales increased due to the inclusion of Andrx for the two month period ended December 31, 2006 (the "Andrx Results") and due to sales of certain Authorized Generic products including oxycodone HCl controlled-release tablets, launched during the fourth quarter of 2005, and pravastatin sodium tablets, launched during the second quarter of 2006. Sales from the Andrx

Results and these authorized generic products totaled \$336.5 million during the year ended December 31, 2006 and \$18.5 million during the year ended December 31, 2005. Excluding the Andrx Results and these authorized generic products, net product sales in our Generic segment declined by \$59.4 million or 5%. This decline was mainly due to lower pricing on the Company's existing products.

The increase in other revenues in the year ended December 31, 2006 within the Generics segment was primarily related to commission revenues earned on sales of fentanyl citrate troche during the second half of 2006.

Generic product sales for 2007 should approximate 2006 levels as the full year effect of the Andrx Acquisition and planned new product launches are expected to offset the loss of sales from normal generic price erosion of our existing products and the a loss of revenues from certain Authorized Generic products that contributed to year over year growth in 2006.

Other revenue should increase in 2007 due to the full year impact of commission revenues from fentanyl citrate troche, the addition of royalties from the licensing of a patent in early 2007 (refer to "Note 15—Subsequent Events" in the accompanying "Notes to Consolidated Financial Statements" in this Annual Report), and other licensing activities that are expected to generate revenue during the year.

#### *Gross Profit Margin (Gross Margin)*

Gross profit represents net revenues less cost of sales. Cost of sales includes the cost of manufacturing and packaging for the products we manufacture, the cost of products we purchase from third parties, our profit-sharing or royalty payments made to third parties, changes to our inventory reserves and excess capacity utilization charges, where applicable. Amortization of acquired product rights is not included in our cost of sales.

Gross margins for our Generic segment declined to 30.2% for the year ended December 31, 2006 from 39.0% in the year ago period. The decrease in gross margin from our Generic segment was primarily due to sales of oxycodone HCl controlled-release tablets and pravastatin sodium tablets during 2006 and decreased margins from the Andrx Results due partly to purchase accounting charges during the period. Sales from the Andrx Results and these authorized generic products generated \$24.9 million of gross profit on \$336.5 million of revenues. Margins in our Generic segment were also adversely impacted by plant rationalization costs of \$15.9 million in the year ended December 31, 2006 and price declines over the past year on existing products.

We expect our generic gross margins to improve in 2007 as new product launches, increased other revenue, lower plant closure costs, and a reduction in the sales of certain low margin Authorized Generic products should offset the impact of expected price erosion.

#### *Research and Development Expenses*

Research and development expenses consist predominantly of personnel costs, contract research, development and facilities costs associated with the development of our products.

Research and development expenses within our Generic segment increased \$2.7 million or 3.3% during the year ended December 31, 2006, as compared to the prior year, mainly due to the Andrx Results.

For 2007, we expect generic research and development spending to be approximately 6.7% to 7.3% of total generic revenue.

#### *Selling and Marketing Expenses*

Selling and marketing expenses consist mainly of personnel costs, facilities costs, insurance, depreciation, distribution costs and travel costs.

Generic segment selling and marketing expenses increased \$4.0 million or 8.1% during the year ended December 31, 2006 as compared to the prior year primarily due to higher distribution costs related to higher unit sales.

For 2007, we expect generic sales and marketing spending to increase approximately 10% from 2006 levels due primarily to higher distribution costs associated with the full year impact of sales associated with the Andrx Acquisition.

### ***Brand Segment***

#### *Net Revenues*

Our Brand segment develops, manufactures, markets, sells and distributes products within two sales and marketing groups: Specialty Products and Nephrology.

Our Specialty Products product line includes urology and a number of other non-promoted products.

Our Nephrology product line consists of products for the treatment of iron deficiency anemia and is generally marketed to nephrologists and dialysis centers. The major product of the Nephrology group is Ferrlecit®, which is used to treat low iron levels in patients undergoing hemodialysis in conjunction with erythropoietin therapy.

The decrease in net product sales from our Brand segment of \$35.5 million or 9.1% for the year ended December 31, 2006 compared to the prior year was primarily attributable to a decrease in prescription volumes for our non-promoted products within our Specialty Products product line. Brand segment product sales were also impacted by a reduction in wholesaler inventories during 2006.

For 2007, we expect Brand product sales to be similar to 2006 levels.

Other revenues in the Brand segment consist of co-promotion revenues, royalties, and revenues (including the amortization of deferred revenue) relating to our obligation to manufacture and supply two brand products to a third party. This contract manufacturing agreement was assumed as part of the acquisition of Andrx.

Other revenue also includes revenues recognized from research, development and licensing agreements (including milestone payments and deferred revenue related to certain contract manufacturing arrangements). Revenues from development agreements are deferred and recognized over the entire contract performance period, starting with the contracts commencement, but not prior to the removal of any contingencies for each individual milestone. We recognize this revenue based upon the pattern in which the revenue is earned or the obligation is fulfilled.

The increase in other revenues in the year ended December 31, 2006 within the Brand segment was primarily attributable to our share of profits on the AndroGel® co-promotion agreement, which commenced in the fourth quarter of 2006, and to deferred revenue recognized from the Andrx Results.

During 2007, we expect other revenue to be higher due to the full year effect of the Androgel co-promotional agreement and Andrx Acquisition.

#### *Gross Profit Margin (Gross Margin)*

Gross margins for our Brand segment declined to 75.0% for the year ended December 31, 2006 from 77.1% in the prior year period. The decrease in gross margin from our Brand segment was primarily due to \$5.8 million in plant rationalization costs at our Phoenix facility during the year that was allocated to the Brand segment in 2006.

The margin reduction within our Brand segment from plant rationalization costs was partly offset by higher levels of other revenues during the year ended December 31, 2006 as compared to the prior year.

### Research and Development Expenses

Research and development expenses within our Brand segment increased \$3.1 million or 7.0% during the year ended December 31, 2006, as compared to the prior year. We expect 2007 Brand research and development spending to be consistent with 2006 levels.

### Selling and Marketing Expenses

Brand segment selling and marketing expenses decreased during the year ended December 31, 2006 as compared to the prior year due to lower product spending for Oxytrol® during the current year.

For 2007, we expect Brand selling and marketing spending to be slightly lower than 2006 levels.

### Distribution Segment

Our Distribution segment mainly distributes generic pharmaceutical products manufactured by third parties, as well as by Watson, primarily to independent pharmacies, pharmacy chains, pharmacy buying groups and physicians' offices. Sales are principally generated through an in-house telemarketing staff and through internally developed ordering systems. The Distribution segment operating results exclude Watson Generic and Brand products, which are included in their respective segment results. Distribution segment results have been included in Watson's operating results since the date of the Andrx Acquisition.

Gross margins within the Distribution segment have been adversely impacted due to acquisition accounting inventory charges of approximately \$5.7 million during the period.

### Segment Contribution

(\$ in thousands):	Years Ended December 31,		Change	
	2006	2005	Dollars	%
Segment contribution				
Generic	\$ 321,143	\$ 356,303	\$ (35,160)	(9.9)%
Brand	117,558	149,881	(32,323)	(21.6)%
Distribution	2,488	—	2,488	100.0%
	<u>\$ 441,189</u>	<u>\$ 506,184</u>	<u>\$ (64,995)</u>	<u>(12.8)%</u>
as % of net revenues	22.3%	30.7%		

Generic segment contribution decreased for the year ended December 31, 2006, as compared to the same period of the prior year, primarily due to:

- A reduction in gross profit due to price reductions on certain generic products and plant rationalization costs incurred during the year;
- An increase in research and development expenses mainly due to the Andrx Results in the period; and
- An increase in selling and marketing primarily due to higher distribution costs as a result of higher unit sales.

Brand segment contribution decreased during the year ended December 31, 2006, as compared to the same period of the prior year, primarily due to:

- A decrease in sales of certain Specialty Products due to a decrease in prescription volumes for our non-promoted products and a reduction in wholesaler inventory levels;

- A decrease in gross margins due to plant rationalization costs related to our Phoenix facility; and
- An increase in research and development expenses.

The Distribution segment was added as a third reporting segment following the Andrx Acquisition. Results have been included within Watson's operating results since the date of the Andrx Acquisition

For more information on segment contribution, refer to above Management's Discussion and Analysis of Financial Condition and Results of Operations and Note 12—Operating Segments in the accompanying Notes to Consolidated Financial Statements in this Annual Report.

### *Corporate General and Administrative Expenses*

(\$ in thousands):	Years Ended December 31,		Change	
	2006	2005	Dollars	%
Corporate general and administrative expenses	\$ 131,511	\$ 98,657	\$ 32,854	33.3%
<i>as % of net revenues</i>	<i>6.6%</i>	<i>6.0%</i>		

Corporate general and administrative expenses consist mainly of personnel costs, facilities costs, insurance, depreciation, distribution costs, litigation costs and professional services costs which are general in nature and not directly related to specific segment operations.

Corporate general and administrative expenses increased in 2006 compared to the prior year due to higher general and administrative costs related to international operations, the Andrx Results, Andrx acquisition costs, higher stock award costs and litigation settlements during the period.

In 2007, general and administrative expenses will increase as a result of the Andrx Acquisition.

### *Amortization*

(\$ in thousands):	Years Ended December 31,		Change	
	2006	2005	Dollars	%
Amortization	\$ 163,710	\$ 163,939	\$ (229)	(0.1)%
<i>as % of net revenues</i>	<i>8.3%</i>	<i>10.0%</i>		

The Company's amortizable assets consist primarily of acquired product rights. Amortization costs were relatively unchanged for 2006 from 2005 levels. Amortization in 2007 is expected to increase representing additional amortization on intangible assets from the Andrx Acquisition. In 2007, Andrx Acquisition related amortization expense is expected to be approximately \$19 million.

### *In-Process Research and Development*

(\$ in thousands):	Years Ended December 31,		Change	
	2006	2005	Dollars	%
In-process research and development	\$ 497,800	\$ —	\$ 497,800	100.0%
<i>as % of net revenues</i>	<i>25.2%</i>	<i>0.0%</i>		

The charge for in-process research and development ("IPR&D") reflects the estimated fair value of IPR&D projects that, as of the closing date of the Andrx Acquisition, will not have reached technical feasibility and will have no alternative future use. IPR&D projects included in our valuation include over thirty controlled or immediate release products at various stages of research and development. These IPR&D projects have been valued through discounted cash flow analysis utilizing the "income" approach at rates commensurate with their perceived risks, which for these IPR&D projects ranged between

19-20%. A partial list of cash flow considerations utilized for each of the IPR&D projects included an evaluation of a project's estimated cost to complete, future product prospects and competition, product lifecycles, expected date of market introduction and expected pricing and cost structure.

### Loss on Impairment

(\$ in thousands):	Years Ended December 31,		Change	
	2006	2005	Dollars	%
Loss on impairment	\$ 70,264	\$ 25,076	\$ 45,188	180.2%
as % of net revenues	3.6%	1.5%		

When events or changes in circumstances indicate that some portion of long lived assets may have become unrecoverable, an assessment is performed using a variety of methodologies, including analysis of undiscounted future cash flows, estimates of sales proceeds and independent appraisals. If such assets are impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the asset exceeds the estimated fair market value of the assets.

During the second quarter of 2006, the Company recognized a \$67.0 million loss on impairment of product rights resulting from a downward revision of long range product sales predominantly relating to Alora® and Actigall® (refer to Note 7—Goodwill, Product Rights and Other Intangibles in the accompanying Notes to Condensed Consolidated Financial Statements in this Annual Report). During the fourth quarter of 2006, the Company recognized a \$3.3 million additional impairment charge related primarily to the closing of our manufacturing facility in Puerto Rico (see below).

In the year ended December 31, 2005, we recognized a \$25.1 million impairment charge primarily relating to a write-down of our Puerto Rico facility as a result of our decision to close our manufacturing facility in Puerto Rico, transfer product manufacturing to our Carmel, New York and Corona, California sites and discontinue manufacturing operations at our Puerto Rico facility.

### Loss on Early Extinguishment of Debt

(\$ in thousands):	Years Ended December 31,		Change	
	2006	2005	Dollars	%
Loss on early extinguishment of debt	\$ (525)	\$ —	\$ (525)	(100.0)%
as % of net revenues	0.0%	0.0%		

On March 31, 2006, the Company initiated a redemption notice to the holders of all of its outstanding senior unsecured 7 1/8% notes ("1998 Senior Notes"). The 1998 Senior Notes were redeemed on May 23, 2006 resulting in charges of \$0.5 million related to fees, expenses, unamortized discount, and premiums paid.

### Interest Income

(\$ in thousands):	Years Ended December 31,		Change	
	2006	2005	Dollars	%
Interest income	\$ 28,418	\$ 19,321	\$ 9,097	47.1%
as % of net revenues	1.4%	1.2%		

Interest income increased during the year ended December 31, 2006 as compared to the same period of the prior year due to higher balances of cash and marketable securities and higher rates of return on invested balances in the current period. Interest income is expected to decline in 2007 due to the use of available cash, cash equivalents and marketable securities to finance the Andrx Acquisition.

## Interest Expense

(\$ in thousands):	Years Ended December 31,		Change	
	2006	2005	Dollars	%
Interest expense—convertible contingent senior debentures due 2023 (“CODES”)	\$ 12,605	\$ 12,605	\$ —	0.0%
Interest expense—CIBC senior credit facility	8,121	—	8,121	100.0%
Interest expense—senior unsecured notes issued in May 1998 (“1998 Senior Notes”)	406	1,021	(615)	(60.2)%
Interest and fees on credit facility	850	1,479	(629)	(42.5)%
Change in derivative value	(664)	(756)	92	(12.2)%
Interest expense—other	764	175	589	336.6%
Interest expense	<u>\$ 22,082</u>	<u>\$ 14,524</u>	<u>\$ 7,558</u>	52.0%
as % of net revenues	1.1%	0.9%		

Interest expense increased for the year ended December 31, 2006 over the prior year due to interest expense incurred on debt issued to finance the Andrx Acquisition during the period.

## Other Income/(Expense)

(\$ in thousands):	Years Ended December 31,		Change	
	2006	2005	Dollars	%
Other income (expense) consists of:				
Earnings (loss) on equity method investments, restated	\$ 2,066	\$ (2,347)	\$ 4,413	(188.0)%
Gain (loss) on sale of securities	3,546	(401)	3,947	(984.3)%
Other expense	(276)	(627)	351	(56.0)%
	<u>\$ 5,336</u>	<u>\$ (3,375)</u>	<u>\$ 8,711</u>	(258.1)%
as % of net revenues	0.3%	-0.2%		

## Earnings (Loss) on Equity Method Investments

The Company’s equity investments are accounted for under the equity-method when the Company’s ownership does not exceed 50% and when the Company can exert significant influence over the management of the investee.

In the year ended December 31, 2006 the Company completed the Andrx Acquisition. Prior to the Andrx Acquisition the Company held common shares in Andrx, which were previously classified as available-for-sale securities and recorded at fair value based upon quoted market prices with temporary differences between cost and fair value presented as a separate component of stockholders’ equity, net of any related tax effect. As required by ARB 51, earnings (loss) on equity method investments has been restated for all periods presented to account for our investment in common shares of Andrx prior to the Andrx Acquisition using the equity method of accounting in accordance with APB 18.

The loss recorded during the year ended December 31, 2005 represents our share of losses incurred by Scinopharm Taiwan Ltd. (“Scinopharm”) and Somerset Pharmaceuticals, Inc. (“Somerset”), our joint venture with Mylan Laboratories, Inc. (“Mylan”). Loss on equity method investments in 2005 was reduced by our share of equity earnings in Andrx. Improved results at both Scinopharm and Somerset contributed

primarily to the change from a net loss to net earnings on equity method investments for the year ended December 31, 2006.

#### *Gain (Loss) on Sale of Securities*

The 2006 gain on sale of securities resulted primarily from the sale of our investment in Adheris, Inc. We received cash proceeds of \$4.7 million from our sale of our entire investment in Adheris, Inc. and may receive additional proceeds upon the achievement of certain earn-out milestones. The 2005 \$0.4 million loss on sale of securities resulted from the sale of our remaining investment in Genelabs Technologies, Inc. (“Genelabs”) for proceeds of \$1.4 million.

#### *Provision for Income Taxes*

(\$ in thousands):	Years Ended December 31,		Change	
	2006	2005	Dollars	%
Provision for income taxes, restated	\$ 34,056	\$ 81,377	\$ (47,321)	(58.2)%
<i>as a % of net revenues</i>	<i>1.7%</i>	<i>4.9%</i>		
<i>Effective tax rate</i>	<i>-8.3%</i>	<i>37.0%</i>		

The provision for income taxes decreased for the year ended December 31, 2006 over the prior year due to reduced levels of income before income taxes. In 2006, the loss before income taxes included an IPR&D charge of \$497.8 million for which no tax benefit has been provided. We have provided a tax provision at 39.2% on the remaining income. The rate for 2006 of 39.2% is higher compared to the rate in 2005 due in part to the effect of the adoption of Statement of Financial Accounting Standards (“SFAS”) No. 123 (revised 2004), “Share-Based Payment” (“SFAS 123R”) during the current year. Beginning January 1, 2006, in conjunction with the adoption of SFAS 123R, incentive stock option deductions are considered a permanent difference which has the impact of increasing our effective tax rate in the year. The tax rate was also increased because there was a lower ratio of pretax income to permanent differences.

#### **YEAR ENDED DECEMBER 31, 2005 COMPARED TO 2004**

##### **Overview**

During 2004 and 2005, Watson had two reportable operating segments: Generic and Brand.

Prior to July 1, 2004, the Brand products segment included the Company’s lines of Women’s Health, General Products and Nephrology products. Following a formal realignment of our business strategy announced in June 2004, the Company refocused operational resources on three core business areas: Specialty Products, Nephrology and Generic products. The Brand business segment includes products serving the specialty markets in urology and nephrology. The realignment combines the bulk of the Company’s oral contraceptive products (formerly in the Women’s Health division) with certain other generic products (formerly in the General Products division) in an expanded Generic business segment. Following the realignment, products formerly included in Women’s Health and General Products that have not been included within the expanded Generic business segment are included within the Specialty Products group as part of the Brand segment. All segment results have been presented to reflect this realignment. As of January 1, 2005, the Company began to evaluate segment performance based on segment net revenues, gross profit and contribution. Segment contribution represents segment gross profit less direct research and development expenses and selling and marketing expenses. The Company has not allocated corporate general and administrative expenses, amortization, or impairment losses by segment as such information has not been used by management, or has not been accounted for at the segment level. Segment financial data for all periods presented reflect this change in evaluating the associated segment results.

## Results of Operations

Results of operations, including segment net revenues, segment gross profit and segment contribution information for the Company's Generic and Brand segments, as revised, consisted of the following:

	Years Ended December 31,					
	2005			2004		
	Generic	Brand	Total	Generic	Brand	Total
Product sales	\$ 1,242,584	\$ 389,545	\$ 1,632,129	\$ 1,239,420	\$ 363,795	\$ 1,603,215
Other	4,357	9,717	14,074	18,591	18,745	37,336
Net revenues	1,246,941	399,262	1,646,203	1,258,011	382,540	1,640,551
Cost of sales(1)	760,845	91,569	852,414	743,822	76,972	820,794
Gross profit	486,096	307,693	793,789	514,189	305,568	819,757
Gross margin	39.0%	77.1%	48.2%	40.9%	79.9%	50.0%
Research and development	80,879	44,384	125,263	69,269	64,952	134,221
Selling and marketing	48,914	113,428	162,342	43,199	150,011	193,210
Contribution	\$ 356,303	\$ 149,881	506,184	\$ 401,721	\$ 90,605	492,326
Contribution margin	28.6%	37.5%	30.7%	31.9%	23.7%	30.0%
General and administrative			98,657			107,999
Amortization			163,939			72,287
Loss on impairment			25,076			46,100
Operating income			\$ 218,512			\$ 265,940
Operating margin			13.3%			16.2%

(1) Excludes amortization.

### Generic Segment

#### Net Revenues

Sales from our Generics product line during the year ended December 31, 2005 decreased \$23.8 million or 2.5% over sales from the prior year. This decrease in sales was mainly attributable to price declines particularly on nicotine gum related to the entry of a competitor in that product line in December 2004 which was partially offset by the launch of several products since the third quarter of 2004.

Sales from our Generic OC product line during the year ended December 31, 2005 increased \$26.9 million or 9.2% over sales from the prior year. Increased unit sales of oral contraceptives were generated for the majority of our products within our Generic OC product line during 2005.

The decrease in other revenues in the year ended December 31, 2005 within the Generics segment was primarily related to the absence of royalty payments from Aventis Pharmaceuticals ("Aventis"—formerly known as Hoechst Marion Roussel, Inc., and now known as Sanofi-Aventis) in connection with Barr Laboratories, Inc.'s sales of ciprofloxacin tablets. Several companies launched competitive products into the ciprofloxacin market during the second half of 2004.

#### Gross Profit Margin (Gross Margin)

The decrease in gross margin from our Generic segment for the year ended December 31, 2005 was primarily due to price reductions on certain generic products (particularly nicotine gum).

The \$14.2 million decrease in other revenues during the year ended December 31, 2005 was also a factor in the reduction of our overall consolidated gross margin as compared to the prior year.

#### *Research and Development Expenses*

Research and development expenses within our Generic segment increased \$11.6 million or 16.8% during the year ended December 31, 2005, as compared to the prior year, due to an increase in the number of generic products being developed.

#### *Selling and Marketing Expenses*

Generic segment selling and marketing expenses increased during the year ended December 31, 2005 as compared to the prior year due mainly to costs related to our enterprise resource planning system implementation.

### **Brand Segment**

#### *Net Revenues*

The \$14.0 million or 7.2% increase in sales from our Specialty Products product line for the year ended December 31, 2005, as compared to the prior year, was primarily attributable to sales of our Trelstar® Depot and Trelstar® LA (collectively "Trelstar®") products launched earlier this year for the palliative treatment of advanced prostate cancer.

Sales from our Nephrology product line increased \$11.7 million or 7.0% due to an increase in unit sales of our Ferrlecit® product. For the year ended December 31, 2005 and 2004, Ferrlecit® represented approximately 81% and 80% of sales, respectively, from our Nephrology product line.

The decrease in other revenues in the year ended December 31, 2005 within the Brand segment was primarily related to a decline in activity related to deferred revenue and contract research revenue recognized in the year compared to the prior year.

#### *Gross Profit Margin (Gross Margin)*

Gross margin from our Brand segment decreased due to reduced production levels at certain manufacturing facilities resulting in higher unit overhead costs during 2005 as compared to the prior year.

#### *Research and Development Expenses*

During the year ended December 31, 2004, research and development expenses within our Brand segment included a \$10 million milestone payment to Kissei Pharmaceutical Co., Ltd., related to silodosin. In addition, Brand research and development expenses included a \$2.2 million restructuring charge in 2004. Cost savings resulting from the refocusing of Brand product development, announced during the second quarter of 2004, also contributed to the reduction in Brand segment research and development expenses for the year ended December 31, 2005.

#### *Selling and Marketing Expenses*

Brand segment selling and marketing expenses decreased during the year ended December 31, 2005 as compared to the prior year due mainly to cost savings from the termination of a contract sales force agreement and a \$6.3 million restructuring charge taken during the third quarter of 2004.

## Segment Contribution

(\$ in thousands):	Years Ended December 31,		Change	
	2005	2004	Dollars	%
Segment contribution				
Generic	\$ 356,303	\$ 401,721	\$ (45,418)	(11.3)%
Brand	149,881	90,605	59,276	65.4%
	<u>\$ 506,184</u>	<u>\$ 492,326</u>	<u>\$ 13,858</u>	2.8%
<i>as % of net revenues</i>	<i>30.7%</i>	<i>30.0%</i>		

Generic segment contribution decreased for the year ended December 31, 2005, as compared to the same period of the prior year, primarily due to:

- Reduced levels of other revenue related to the absence of royalty payments from Aventis in connection with Barr Laboratories, Inc.'s sales of ciprofloxacin tablets;
- A reduction in gross margins due to price reductions on certain generic products; and
- An increase in research and development expenses due to an increase in the number of generic products being developed in the period.

Brand segment contribution increased during the year ended December 31, 2005, as compared to the same period of the prior year, primarily due to:

- An increase in sales of certain Specialty Products including Oxytrol®;
- The launch of Trelstar® during 2005;
- A reduction in research and development expenses as the prior year period included a \$10 million milestone payment related to silodosin as well as \$2.2 million in restructuring charges; and
- A reduction in sales and marketing expenses due to the termination of a contract sales force agreement in the third quarter of 2004.

For more information on segment contribution, refer to above Management's Discussion and Analysis of Financial Condition and Results of Operations and Note 12—Operating Segments in the accompanying Notes to Consolidated Financial Statements in this Annual Report.

## Corporate General and Administrative Expenses

(\$ in thousands):	Years Ended December 31,		Change	
	2005	2004	Dollars	%
Corporate general and administrative expenses	\$ 98,657	\$ 107,999	\$ (9,342)	(8.7)%
<i>as % of net revenues</i>	<i>6.0%</i>	<i>6.6%</i>		

Corporate general and administrative expenses decreased in 2005 compared to the prior year due to higher severance and legal services costs in 2004. Corporate general and administrative expenses were also higher in the prior year period due to costs related to our enterprise resource planning system implementation.

## Amortization

(\$ in thousands):	Years Ended December 31,		Change	
	2005	2004	Dollars	%
Amortization	\$ 163,939	\$ 72,287	\$ 91,652	126.8%
<i>as % of net revenues</i>	<i>10.0%</i>	<i>4.4%</i>		

The increase in amortization during the year ended December 31, 2005 as compared to the same period of the prior year is primarily due to the acceleration of amortization associated with our Ferrlecit® product rights.

### Loss on Impairment

(\$ in thousands):	Years Ended December 31,		Change	
	2005	2004	Dollars	%
Loss on impairment	\$ 25,076	\$ 46,100	\$ (21,024)	(45.6)%
<i>as % of net revenues</i>	<i>1.5%</i>	<i>2.8%</i>		

In the year ended December 31, 2005, we recognized a \$25.1 million impairment charge primarily relating to a write-down of our Puerto Rico facility as a result of our decision to close our manufacturing facility in Puerto Rico, transfer product manufacturing to our Carmel, New York and Corona, California sites and discontinue manufacturing operations at our Puerto Rico facility.

In the year ended December 31, 2004, we recognized a \$46.1 million impairment charge relating to our Tri-Norinyl® product rights as a result of the announcement of an Abbreviated New Drug Application (“ANDA”) approval and introduction of a generic version of the Tri-Norinyl® oral contraceptive tablets by a competitor in the market.

### Loss on Early Extinguishment of Debt

(\$ in thousands):	Years Ended December 31,		Change	
	2005	2004	Dollars	%
Loss on early extinguishment of debt	\$ —	\$ 17,752	\$ (17,752)	(100.0)%
<i>as % of net revenues</i>	<i>0.0%</i>	<i>1.1%</i>		

During the first half of 2004, we repurchased \$135.9 million of our 1998 Senior Notes for total consideration of \$152.5 million, or a 12% premium over each note’s face value. As a result of the repurchase, we incurred charges of \$14.0 million and \$3.7 million related to fees, expenses, unamortized discount, and the premiums paid in the first and second quarters of 2004, respectively (as described in NOTE 8—Long-Term Debt in the accompanying Notes to Consolidated Financial Statements).

### Interest Income

(\$ in thousands):	Years Ended December 31,		Change	
	2005	2004	Dollars	%
Interest income	\$ 19,321	\$ 6,616	\$ 12,705	192.0%
<i>as % of net revenues</i>	<i>1.2%</i>	<i>0.4%</i>		

Interest income increased during the year ended December 31, 2005 as compared to the same period of the prior year due to higher average balances of cash and marketable securities during the year and higher rates of return on invested balances during 2005.

## Interest Expense

(\$ in thousands):	Years Ended December 31,		Change	
	2005	2004	Dollars	%
Interest expense—convertible contingent senior debentures due 2023 (“CODES”)	\$ 12,605	\$ 13,777	\$ (1,172)	(8.5)%
Interest expense—senior unsecured notes issued in May 1998 (“1998 Senior Notes”)	1,021	3,106	(2,085)	(67.1)%
Interest and fees on credit facility	1,479	1,702	(223)	(13.1)%
Change in derivative value	(756)	(3,423)	2,667	(77.9)%
Interest expense—other	175	72	103	143.1%
Total interest expense before capitalized interest	14,524	15,234	(710)	(4.7)%
Capitalized interest	—	(1,904)	1,904	100.0%
Interest expense	\$ 14,524	\$ 13,330	\$ 1,194	9.0%
as % of net revenues	0.9%	0.8%		

Interest expense increased for the year ended December 31, 2005 over the prior year due to a smaller decrease in the fair value of the derivative (as described in NOTE 8—Long-Term Debt in the accompanying Notes to Consolidated Financial Statements in this Annual Report) and a reduction in the amount of capitalized interest for the year ended December 31, 2005.

## Other Expense

(\$ in thousands):	Years Ended December 31,		Change	
	2005	2004	Dollars	%
Other expense consists of:				
Loss on equity method investments, restated	\$ (2,347)	\$ (5,937)	\$ 3,590	(60.5)%
Loss on impairment of investments and other assets	—	(7,858)	7,858	(100.0)%
(Loss) gain on sale of securities, restated	(401)	5,088	(5,489)	(107.9)%
Gain on sale of property and equipment	—	1,458	(1,458)	(100.0)%
Other (expense) income	(627)	1,338	(1,965)	(146.9)%
	\$ (3,375)	\$ (5,911)	\$ 2,536	(42.9)%
as % of net revenues	-0.2%	-0.4%		

### Loss on Equity Method Investments

The loss recorded during the years ended December 31, 2005 and 2004 represents our share of losses incurred by Scinopharm and Somerset, our joint venture with Mylan. Loss on equity method investments was higher in 2004 due to higher expenses at Somerset associated with ongoing trials, operational costs and the remaining U.S. Food and Drug Administration (“FDA”) requirements relating to Emsam®, a selegiline patch for the treatment of depression.

Our loss on equity method investments were restated, in 2005 and 2004, respectively, for our share of equity earnings in Andrx in accordance with ARB 51.

### Loss on Impairment of Investments and Other Assets

During 2004, we recorded investment impairment related charges of \$9.8 million related to the write-down of our investments in various securities, net of a \$5.4 million gain from the sale of Halsey Drug

Co., Inc. (“Halsey”) note receivable and a \$3.4 million impairment charge from the write-down of the Marsam manufacturing facility.

*(Loss) Gain on Sale of Securities*

The 2005 \$0.4 million loss on sale of securities resulted from the sale of our remaining investment in Genelabs Technologies, Inc. (“Genelabs”) for proceeds of \$1.4 million. The 2004 gain on sale of securities resulted from the sale of a portion of our investment in the common stock of Andrx. For the year ended December 31, 2004, we sold a total of 240,000 shares of Andrx common stock for proceeds of \$6.3 million. In accordance with the restatement of equity earnings in accordance with ARB 51, the gain on sale of securities for 2004 was restated to reflect a higher cost basis representing our share of net earnings of Andrx for the periods we held Andrx common stock.

**Provision for Income Taxes**

(\$ in thousands):	Years Ended December 31,		Change	
	2005	2004	Dollars	%
Provision for income taxes, restated	\$ 81,377	\$ 85,545	\$ (4,168)	(4.9)%
as a % of net revenues	4.9%	5.2%		
Effective tax rate	37.0%	36.3%		

The provision for income taxes decreased for the year ended December 31, 2005 over the prior year due to reduced levels of income before income taxes.

**LIQUIDITY AND CAPITAL RESOURCES**

**Working Capital Position**

Working capital at December 31, 2006 and 2005 is summarized as follows:

(\$ in thousands):	2006	2005	Increase (Decrease)
<b>Current Assets:</b>			
Cash and cash equivalents	\$ 154,171	\$ 467,451	\$ (313,280)
Marketable securities	6,649	152,467	(145,818)
Accounts receivable, net of allowances	384,692	333,832	50,860
Inventories	517,236	278,062	239,174
Other	198,928	121,731	77,197
Total current assets	<u>1,261,676</u>	<u>1,353,543</u>	<u>(91,867)</u>
<b>Current liabilities:</b>			
Accounts payable and accrued expenses	516,875	211,160	305,715
Current portion of long-term debt	107,059	—	107,059
Other	65,995	34,510	31,485
Total current liabilities	<u>689,929</u>	<u>245,670</u>	<u>444,259</u>
Working Capital	<u>\$ 571,747</u>	<u>\$ 1,107,873</u>	<u>\$ (536,126)</u>
Current Ratio	<u>1.83</u>	<u>5.51</u>	

In 2006, our working capital decreased by \$536.1 million from \$1,107.9 million in 2005 to \$571.7 million in 2006 primarily related to our cash payment for the Andrx Acquisition. During 2006, existing cash balances, liquidations of marketable securities and borrowings under a new credit facility (see discussion below in Debt and Borrowing Capacity) were utilized to fund the Andrx Acquisition resulting in a significant reduction in available working capital balances.

We maintain our portfolio of cash equivalents and short-term investments in a variety of securities, including both government and government agency obligations with ratings of A or better, commercial paper and money market funds. Our investments in marketable securities are governed by our investment policy which seeks to preserve the value of our principal, provide liquidity and maximize return on the Company's investment against minimal interest rate risk.

### ***Cash Flows from Operations***

Summarized cash flow from operations is as follows:

(\$ in thousands):	Years Ended December 31,		
	2006	2005	2004
Net cash provided by operating activities	\$ 471,365	\$ 325,503	\$ 308,269

Watson's primary source of liquidity is cash from operations. Cash flows from operations represents net income (loss) adjusted for certain operations related non-cash items and changes in assets and liabilities. For 2006, cash provided by operating activities was \$471.4 million, compared to \$325.5 million in 2005 and \$308.3 million in 2004. The Company has generated cash flows from operating activities in amounts greater than net income since 2001, in part by increased amortization of our acquired product rights. Net cash provided by operations was higher in 2006 compared to 2005 primarily due to increased collections on accounts receivable during the year and increases in accounts payable balances during the year due to royalties payable on higher sales of authorized generics and due to restructuring charges. Net cash provided by operations was higher in 2005 compared to 2004 primarily due to decreases in cash paid for income taxes and increases in cash due to the timing of accounts payable payments.

Management expects that available cash balances and 2007 cash flows from operating activities, supplemented if necessary with borrowings available under a new credit facility (see discussion below in Debt and Borrowing Capacity), will provide sufficient resources to fund our operating liquidity needs, expected 2007 capital expenditures and meet our debt servicing and other cash needs over the next year. In addition, we may consider issuing additional debt or equity securities in the future to fund potential acquisitions or investments, to refinance existing debt or for general corporate purposes. If a material acquisition or investment is completed, our operating results and financial condition could change materially in future periods. However, no assurance can be given that additional funds will be available on satisfactory terms, or at all, to fund such activities.

### ***Investing Cash Flows***

Our cash flows from investing activities are summarized as follows:

(\$ in thousands):	Years Ended December 31,		
	2006	2005	2004
Net cash (used in) provided by investing activities	\$ (1,419,419)	\$ 116,355	\$ (206,929)

Investing cash flows consist primarily of expenditures related to acquisitions, capital expenditures, investment and marketable security additions as well as proceeds from investment and marketable security sales. We used \$1,419.4 million in net cash for investing activities during 2006 compared to \$116.4 provided by investing activities during 2005 and \$206.9 million used in investing activities during 2004. The change between 2005 and 2006 levels of investing cash flows related to our use of cash, net of cash acquired, of \$1,558.3 million for the acquisition of businesses, the most significant being the Andrx Acquisition. Our capital expenditure levels in 2006 totaled \$44.4 million compared to \$78.8 million in 2005. Investing cash flows in 2004 included approximately \$138.8 million of cash used to purchase marketable securities and investments, net of proceeds received from investment and marketable security sales, and \$69.2 million of cash used for capital expenditures.

We expect to spend approximately \$150 million for property and equipment additions in 2007.

### **Financing Cash Flows**

Our cash flows from financing activities are summarized as follows:

(\$ in thousands):	Years Ended December 31,		
	2006	2005	2004
Net cash provided by (used in) financing activities	\$ 634,774	\$ (273,060)	\$ (120,730)

Financing cash flows consist primarily of borrowings and repayments of debt, repurchases of common stock and proceeds from exercising of stock awards. For 2006, net cash provided by financing activities was \$634.8 million compared to \$273.1 million used in financing activities during 2005 and \$120.7 used during 2004. During 2006, we borrowed \$650 million from CIBC to partly finance the Andrx Acquisition. During 2005, we repurchased approximately 9.4 million shares of our common stock at an aggregate cost of approximately \$300.0 million under the Company's \$300.0 million stock repurchase program approved by the Board of Directors on February 10, 2005. During 2004, we repurchased \$135.9 million of our 1998 Senior Notes for total consideration of \$152.5 million and incurred charges of \$17.8 million related to fees, expenses, unamortized discount, and premiums paid.

### **Debt and Borrowing Capacity**

Our outstanding debt obligations are summarized as follows:

(\$ in thousands):	2006	2005	Increase (Decrease)
Current portion of long-term debt	\$ 107,059	\$ —	\$ 107,059
Long-term debt	1,124,145	587,935	536,210
Total debt outstanding	<u>\$ 1,231,204</u>	<u>\$ 587,935</u>	<u>\$ 643,269</u>
Debt to capital ratio	42.3%	21.9%	

In March 2003, we issued \$575 million of CODES due in 2023. As of December 31, 2006, the entire amount of the CODES remained outstanding at an effective annual interest rate of approximately 2.1%.

In May 1998, we issued \$150 million of our 1998 Senior Notes. On March 31, 2006 the Company initiated a redemption notice to the holders of all of its outstanding 1998 Senior Notes. As a result, the remaining 1998 Senior Notes were redeemed on May 23, 2006.

In May 2003, we entered into an agreement with a syndicate of lenders for a five-year, \$300 million senior, unsecured revolving credit facility (the "2003 Credit Facility") for working capital and other general corporate purposes. On September 8, 2005, we entered into a Second Amendment to the 2003 Credit Facility on substantially the same terms and conditions except the fee structure was reduced and certain defined terms were added or amended. On March 6, 2006, we entered into a Third Amendment to the 2003 Credit Facility which, among other things, permits the Company to repurchase up to \$300.0 million of its common stock. Watson's assets generally are held by, and its operations generally are conducted through its subsidiaries. Within the meaning of Regulation S-X, Rule 3-10, the Company has no assets or operations independent of its subsidiaries. Under the terms of the Credit Facility, each of our subsidiaries, other than minor subsidiaries, entered into a full and unconditional guarantee on a joint and several basis. In order to provide subsidiary guarantees in connection with the 2003 Credit Facility, we were required to issue similar guarantees to the 1998 Senior Note holders. The subsidiary guarantees related to both the Credit Facility and the 1998 Senior Notes are full and unconditional, on a joint and several basis, and are given by all subsidiaries other than minor subsidiaries. On November 3, 2006, in connection with entering into a new credit facility (see discussion below), we terminated our 2003 Credit Facility.

In November 2006, we entered into a Senior Credit Facility with Canadian Imperial Bank of Commerce, acting through its New York agency, as Administrative Agent, Wachovia Capital Markets, LLC, as Syndication Agent, and a syndicate of banks (“Senior Credit Facility”). The Senior Credit Facility provides an aggregate of \$1.15 billion of senior financing to Watson, consisting of a \$500 million revolving credit facility (“Revolving Facility”) and a \$650 million senior term loan facility (“Term Facility”). The Senior Credit Facility was entered into in connection with the Andrx Acquisition.

The Senior Credit Facility has a five year term and will bear interest equal to LIBOR plus 0.75% (subject to certain adjustments). The indebtedness under the Senior Credit Facility is guaranteed by Watson’s material domestic subsidiaries. The remainder under the Revolving Facility is available for working capital and other general corporate requirements subject to the satisfaction of certain conditions. The terms of the Senior Credit Facility require that the entire amount under the Term Facility be drawn on the closing date of the Andrx Acquisition. Quarterly principal payments of \$25 million will be required on the Term Facility, under the terms of the Senior Credit Facility, beginning March 31, 2007 (with certain exceptions) with the remainder due on maturity. Indebtedness under the Senior Credit Facility may be pre-payable, and commitments reduced at the election of Watson without premium (subject to certain conditions). As of December 31, 2006, the Company had not drawn any funds from the Revolving Facility and \$650 million was outstanding on the Term Facility.

Under the terms of the Senior Credit Facility, each of our subsidiaries, other than minor subsidiaries, entered into a full and unconditional guarantee on a joint and several basis. We are subject to, and, as of December 31, 2006, were in compliance with financial and operation covenants under the terms of the Credit Facility. The agreement currently contains the following financial covenants:

- maintenance of a minimum net worth of at least \$1.32 billion;
- maintenance of a maximum leverage ratio not greater than 3.25 to 1.0; and
- maintenance of a minimum interest coverage ratio of at least 5.0 to 1.0.

At December 31, 2006, our net worth was \$1.68 billion, and our leverage ratio was 2.72 to 1.0. Our interest coverage ratio for the year ended December 31, 2006 was 7.7 to 1.0.

Under the Senior Credit Facility, interest coverage ratio, with respect to any financial covenant period, is defined as the ratio of EBITDA for such period to interest expense for such period. The leverage ratio, for any financial covenant period, is defined as the ratio of the outstanding principal amount of funded debt for the borrower and its subsidiaries at the end of such period, to EBITDA for such period. EBITDA under the Credit Facility, for any covenant period, is defined as net income plus (1) depreciation and amortization, (2) interest expense, (3) provision for income taxes, (4) extraordinary or unusual losses, (5) non-cash portion of nonrecurring losses and charges, (6) other non-operating, non-cash losses, (7) minority interest expense in respect of equity holdings in affiliates, (8) non-cash expenses relating to stock-based compensation expense and (9) any one-time charges related to the Andrx Acquisition; minus (1) extraordinary gains, (2) interest income and (3) other non-operating, non-cash income.

### Long-term Obligations

The following table lists our enforceable and legally binding obligations as of December 31, 2006. Some of the amounts included herein are based on management's estimates and assumption about these obligations, including their duration, the possibility of renewal, anticipated actions by third parties, and other factors. Because these estimates and assumptions are necessarily subjective, the enforceable and legally binding obligation we will actually pay in future periods may vary from those reflected in the table:

(in thousands):	Payments Due by Period (Including Interest)				
	Total	Less than 1 year	1-3 years	4-5 years	After 5 years
Long-term debt and other debt	\$ 1,531,307	\$ 154,606	\$ 309,767	\$ 389,632	\$ 677,302
Liabilities incurred for acquisitions of products and businesses	1,465	1,197	—	—	268
Operating lease obligations	151,273	19,521	44,105	9,569	78,078
Total contractual cash obligations	<u>\$ 1,684,045</u>	<u>\$ 175,324</u>	<u>\$ 353,872</u>	<u>\$ 399,201</u>	<u>\$ 755,648</u>

The Company is involved in certain minor joint venture arrangements that are intended to complement the Company's core business and markets. The Company has the discretion to provide funding on occasion for working capital or capital expenditures. The Company makes an evaluation of additional funding based on an assessment of the venture's business opportunities. The Company believes that any possible commitments arising from the current arrangements will not be significant to the Company's financial condition or results of operations.

The Company does not have any material off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on our financial condition, changes in financial condition, net revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

### CRITICAL ACCOUNTING ESTIMATES

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States ("GAAP"). These accounting principles require us to make certain estimates, judgments and assumptions. We believe that the estimates, judgments and assumptions are reasonable based upon information available to us at the time that these estimates, judgments and assumptions are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities as of the date of the financial statements, as well as the reported amounts of revenues and expenses during the periods presented. To the extent there are material differences between these estimates, judgments or assumptions and actual results, our financial statements will be affected. The significant accounting estimates that we believe are important to aid in fully understanding and evaluating our reported financial results include the following:

- Revenue and Provision for Sales Returns and Allowances
- Revenue Recognition
- Inventory Valuation
- Investments
- Product Rights and other Definite-Lived Intangible Assets
- Goodwill and Indefinite-Lived Intangible Assets

In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not require management's judgment in its application. There are also areas in which

management's judgment in selecting among available GAAP alternatives would not produce a materially different result. Our senior management has reviewed these critical accounting policies and related disclosures with our Audit Committee.

### **Revenue and Provision for Sales Returns and Allowances**

As customary in the pharmaceutical industry, the Company's gross product sales are subject to a variety of deductions in arriving at reported net product sales. When the Company recognizes revenue from the sale of its products, an estimate of sales returns and allowances ("SRA") is recorded which reduces product sales and accounts receivable. These adjustments include estimates for chargebacks, rebates, cash discounts and returns and other allowances. These provisions are estimated based on historical payment experience, historical relationship to revenues, estimated customer inventory levels and current contract sales terms with direct and indirect customers. The estimation process used to determine our SRA provision has been applied on a consistent basis and no material adjustments have been necessary to increase or decrease our reserves for SRA as a result of a significant change in underlying estimates. The Company uses a variety of methods to assess the adequacy of our SRA reserves to ensure that our financial statements are fairly stated. This includes periodic reviews of customer inventory data, customer contract programs and product pricing trends to analyze and validate the SRA reserves.

*Chargebacks*—The provision for chargebacks is our most significant sales allowance. A chargeback represents an amount payable in the future to a wholesaler for the difference between the invoice price paid to the Company by our wholesale customer for a particular product and the negotiated contract price that the wholesaler's customer pays for that product. The Company's chargeback provision and related reserve vary with changes in product mix, changes in customer pricing and changes to estimated wholesaler inventory. The provision for chargebacks also takes into account an estimate of the expected wholesaler sell-through levels to indirect customers at contract prices. The Company validates the chargeback accrual quarterly through a review of the inventory reports obtained from our largest wholesale customers. This customer inventory information is used to verify the estimated liability for future chargeback claims based on historical chargeback and contract rates. These large wholesalers represent 85% - 90% of the Company's chargeback payments. The Company continually monitors current pricing trends and wholesaler inventory levels to ensure the liability for future chargebacks is fairly stated.

*Rebates*—Rebates include volume related incentives to direct and indirect customers and Medicaid rebates based on claims from Medicaid benefit providers.

Volume rebates are generally offered to customers as an incentive to continue to carry our products and to encourage greater product sales. These rebate programs include contracted rebates based on customer's purchases made during an applicable monthly, quarterly or annual period. The provision for rebates is estimated based on our customers' contracted rebate programs and our historical experience of rebates paid. Any significant changes to our customer rebate programs are considered in establishing our provision for rebates. The Company continually monitors its customer rebate programs to ensure that the liability for accrued rebates is fairly stated.

The provision for Medicaid rebates is based upon historical experience of claims submitted by the various states. The Company monitors Medicaid legislative changes to determine what impact such legislation may have on our provision for Medicaid rebates. Our accrual of Medicaid rebates is based on historical payment rates and is reviewed on a quarterly basis against actual claim data to ensure the liability is fairly stated.

*Returns and Other Allowances*—Our provision for returns and other allowances include returns, pricing adjustments, promotional allowances and billback adjustments.

Consistent with industry practice, the Company maintains a return policy that allows our customers to return product for credit. Our estimate of the provision for returns is based upon our most recent historical experience of actual customer returns. Additionally, we consider other factors when estimating our current period return provision, including levels of inventory in our distribution channel as well as significant market changes which may impact future expected returns, and make adjustments to our current period provision for returns when it appears product returns may differ from our original estimates.

Pricing adjustments, which include shelf stock adjustments, are credits issued to reflect price decreases in selling prices charged to our direct customers. Shelf stock adjustments are based upon the amount of product our customers have in their inventory at the time of an agreed upon price reduction. The provision for shelf stock adjustments is based upon specific terms with our direct customers and includes estimates of existing customer inventory levels based upon their historical purchasing patterns. The company regularly monitors all price changes to help evaluate our reserve balances. As pricing adjustments and shelf stock adjustments are negotiated and settled on a customer by customer basis, the adequacy of these reserves are readily determinable.

Promotional allowances are credits, which are issued in connection with a product launch or as an incentive for customers to begin carrying our product. The company establishes a reserve for promotional allowances based upon these contractual terms.

Billback adjustments are credits that are issued to certain customers who purchase directly from the Company as well as indirectly through a wholesaler. These credits are issued in the event there is a difference between the customer's direct and indirect contract price. The provision for billbacks is estimated based upon historical purchasing patterns of qualified customers who purchase product directly from the Company and supplement their purchases indirectly through the Company's wholesale customers.

*Cash Discounts*—Cash discounts are provided to customers that pay within a specific period. The provision for cash discounts are estimated based upon invoice billings, utilizing historical customer payment experience. Our customer's payment experience is fairly consistent and most customer payments qualify for the cash discount. Accordingly, our reserve for cash discounts is readily determinable.

The estimation process used to determine our SRA provision has been applied on a consistent basis and there have been no significant changes in underlying estimates that have resulted in a material adjustment to our SRA reserves. The Company does not expect future payments of SRA to materially exceed our current estimates. However, if future SRA payments were to materially exceed our estimates, such adjustments may have a material adverse impact on our financial position, results of operations and cash flows. For additional information on our reserves for SRA refer to Note 2—Summary of Significant Accounting Policies.

## **Revenue Recognition**

Revenue is generally realized or realizable and earned when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the seller's price to the buyer is fixed or determinable, and collectibility is reasonably assured. We record revenue from product sales when title and risk of ownership have been transferred to the customer, which is typically upon delivery to the customer. Revenues recognized from research, development and licensing agreements (including milestone payments) are deferred and recognized over the entire contract performance period, starting with the contract's commencement, but not prior to the removal of any contingencies for each individual milestone. We recognize this revenue based upon the pattern in which the revenue is earned or the obligation is fulfilled.

## **Inventory Valuation**

Inventories consist of finished goods held for distribution, raw materials and work in process. Included in inventory are generic pharmaceutical products that are capitalized only when the bioequivalence of the product is demonstrated or the product is already FDA approved and is awaiting a contractual triggering event to enter the marketplace. Inventory valuation reserves are established based on a number of factors/situations including, but not limited to, raw materials, work in process, or finished goods not meeting product specifications, product obsolescence, and lower of cost (first-in, first-out method) or market (net realizable value) write downs. The determination of events requiring the establishment of inventory valuation reserves, together with the calculation of the amount of such reserves may require judgment. Assumptions utilized in our quantification of inventory reserves include, but are not limited to, estimates of future product demand, consideration of current and future market conditions, product net selling price, anticipated product launch dates, potential product obsolescence and other events relating to special circumstances surrounding certain products. No material adjustments have been required to our inventory reserve estimates for the periods presented. Adverse changes in assumptions utilized in our inventory reserve calculations could result in an increase to our inventory valuation reserves and higher cost of sales.

## **Investments**

We employ a systematic methodology that considers all available evidence in evaluating potential impairment of our investments. In the event that the cost of an investment exceeds its fair value, we evaluate, among other factors, general market conditions, the duration and extent to which the fair value is less than cost, as well as our intent and ability to hold the investment. We also consider specific adverse conditions related to the financial health of and business outlook for the investee, including industry and sector performance, changes in technology, operational and financing cash flow factors, and rating agency actions. However, when the carrying value of an investment is greater than the realizable value for an extended period, unless sufficient positive, objective evidence exists to support such an extended period, the decline will be considered other-than-temporary. Any decline in the market prices of our equity investments that are deemed to be other-than-temporary may require us to incur additional impairment charges.

All of our marketable securities are classified as available-for-sale and are reported at fair value, based on quoted market prices. The adjustment to fair value is included on the balance sheet in a separate component of stockholders' equity as unrealized gains and losses and reported as a component of other comprehensive income. No gains or losses on marketable securities are realized until shares are sold or a decline in fair value is determined to be other-than-temporary. If a decline in fair value is determined to be other-than-temporary, an impairment charge is recorded and a new cost basis in the investment is established.

## **Product Rights and Other Definite-Lived Intangible Assets**

Our product rights and other definite-lived intangible assets are stated at cost, less accumulated amortization, and are amortized using the straight-line method over their estimated useful lives ranging from five to twenty years. We determine amortization periods for product rights and other definite-lived intangible assets based on our assessment of various factors impacting estimated useful lives and cash flows. Such factors include the product's position in its life cycle, the existence or absence of like products in the market, various other competitive and regulatory issues, and contractual terms. Significant changes to any of these factors may result in a reduction in the intangibles useful life and an acceleration of related amortization expense, which could cause our operating income, net income and earnings per share to decline.

Product rights and other definite-lived intangible assets are tested periodically for impairment when events or changes in circumstances indicate that an asset's carrying value may not be recoverable. The impairment testing involves comparing the carrying amount of the asset to the forecasted undiscounted future cash flows. In the event the carrying value of the asset exceeds the undiscounted future cash flows and the carrying value is considered not recoverable, impairment exists. An impairment loss is measured as the excess of the asset's carrying value over its fair value, calculated using a discounted future cash flow method. The computed impairment loss is recognized in net income in the period that the impairment occurs. We perform our projections of discounted cash flows using a discount rate determined by our management to be commensurate with the risk inherent in our business model. Our estimates of future cash flows attributable to our other definite-lived intangible assets require significant judgment based on our historical and anticipated results and are subject to many factors. Different assumptions and judgments could materially affect the calculation of the fair value of the other definite-lived intangible assets which could trigger impairment.

### **Goodwill and Indefinite-Lived Intangible Assets**

We test goodwill and indefinite-lived intangible assets for impairment annually at the end of the second quarter. Additionally, we may perform tests between annual tests if an event occurs or circumstances change that could potentially reduce the fair value of a reporting unit below its carrying amount. Impairment, if any, would be recorded in operating income and could significantly adversely affect net income and earnings per share.

### **RECENT ACCOUNTING PRONOUNCEMENTS**

In December 2004, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 123 (revised 2004), "Share-Based Payment" ("SFAS 123R"), which replaces SFAS No. 123, "Accounting for Stock-Based Compensation" ("SFAS 123") as well as SFAS No. 148, "Accounting for Stock-Based Compensation-Transition and Disclosure" ("SFAS 148"), supersedes APB Opinion No. 25, "Accounting for Stock Issued to Employees" ("APB 25") and amends SFAS No. 95, "Statement of Cash Flows" ("SFAS 95"). SFAS 123R requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values. The intrinsic value method as permitted under APB 25 together with the pro forma disclosures previously permitted under SFAS 123 no longer will be an alternative to financial statement recognition. Under SFAS 123R, the Company must determine the appropriate fair value model to be used for valuing share-based payments, the amortization method for attributing compensation cost to reporting periods and the transition method to be used at date of adoption. The transition methods include modified prospective and modified retrospective adoption options. Under the modified retrospective option, prior periods may be restated either as of the beginning of the year of adoption or for all periods presented. The modified prospective method requires that compensation expense be recorded for all unvested stock options at the beginning of the first quarter of adoption of SFAS 123R, while the modified retrospective method would record compensation expense for all unvested stock options beginning with the first period restated. SFAS 123R also requires any previously recorded unearned or deferred compensation accounts (i.e. contra-equity accounts) within stockholders' equity be recorded as a reduction to additional paid-in capital balances rather than shown as contra equity accounts as was permitted prior to January 1, 2006. SFAS 95 is amended to require excess tax benefits be reported as a financing cash flow rather than as a reduction in taxes paid within the Consolidated Statement of Cash Flows. On January 1, 2006, the Company adopted SFAS 123R using the modified prospective method option.

In March 2005, the SEC issued SEC Staff Bulletin No. 107 ("SAB 107") which describes the SEC staff position as well as supplemental implementation guidance on the application and adoption of SFAS 123R.

The Company has applied the provisions of SAB 107 and its guidance in our adoption of SFAS 123R on January 1, 2006 (Refer to NOTE 3—Share-Based Compensation).

In May 2005, the FASB issued SFAS No. 154, “Accounting Changes and Error Corrections” (“SFAS 154”), which replaces APB Opinion No. 20, “Accounting Changes” (“APB 20”) and SFAS No. 3, “Reporting Accounting Changes in Interim Financial Statements” (“SFAS 3”). SFAS 154 applies to all voluntary changes in accounting principle and changes the requirements for the accounting for and reporting of a change in accounting principle. SFAS 154 also requires retrospective application to prior period financial statements involving changes in accounting principle unless it is impracticable to determine either the period-specific or cumulative effect of the change. This statement also requires that a change in the method of depreciation, amortization or depletion of long-lived assets be accounted for as a change in accounting estimate that is accounted for prospectively. SFAS 154 also retains many provisions of APB 20 including those related to reporting a change in accounting estimate, a change in the reporting entity and a correction of an error and also carries forward provisions of SFAS 3 governing the reporting of accounting changes in interim financial statements. SFAS 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. The adoption of SFAS 154 on January 1, 2006, did not have a material effect on our Consolidated Financial Statements.

In July 2006, the FASB issued FASB Interpretation No. 48 “*Accounting for Uncertainty in Income Taxes—an interpretation of FASB Statement No. 109*” (FIN 48) and is effective for fiscal years beginning after December 15, 2006. FIN 48 clarifies the accounting for uncertainties in income taxes recognized in accordance with SFAS No. 109, “Accounting for Income Taxes” by prescribing guidance for the recognition, derecognition and measurement in financial statements of income tax positions taken in previously filed tax returns or tax positions expected to be taken in tax returns, including a decision whether to file or not to file in a particular jurisdiction. FIN 48 requires that any liability created for unrecognized tax benefits be disclosed. The application of FIN 48 may also affect the tax bases of assets and liabilities and therefore may change or create deferred tax liabilities or assets. The Company will be required to adopt FIN 48 as of January 1, 2007. If there are changes in the net assets of the Company as a result of the application of FIN 48, the cumulative effects, if any, will be recorded as an adjustment to retained earnings. The Company is currently evaluating the impact of its adoption of FIN 48 and has not yet determined the effect on its earnings or financial position.

#### **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are exposed to market risk for changes in the market values of our investments (Investment Risk) and the impact of interest rate changes (Interest Rate Risk). We have not used derivative financial instruments in our investment portfolio. The quantitative and qualitative disclosures about market risk are set forth below.

##### **Investment Risk**

As of December 31, 2006, our total holdings in equity securities of other companies, including equity-method investments and available-for-sale securities, were \$49.0 million. Of this amount, we had equity-method investments of \$47.2 million and publicly traded equity securities (available-for-sale securities) at fair value totaling \$1.6 million (all included in investments and other assets). The fair values of these investments are subject to significant fluctuations due to volatility of the stock market and changes in general economic conditions. Based on the fair value of the publicly traded equity securities we held at December 31, 2006, an assumed 25%, 40% and 50% adverse change in the market prices of these securities would result in a corresponding decline in total fair value of approximately \$0.4 million, \$0.6 million and \$0.8 million, respectively.

We regularly review the carrying value of our investments and identify and recognize losses, for income statement purposes, when events and circumstances indicate that any declines in the fair values of such investments below our accounting basis are other than temporary.

### **Interest Rate Risk**

Our exposure to interest rate risk relates primarily to our non-equity investment portfolio. Our cash is invested in A-rated money market mutual funds, short-term commercial paper and short-term certificates of deposit. Consequently, our interest rate and principal risk are minimal.

Since 2004, our marketable securities include U.S. Treasury and agency securities classified as available-for-sale securities, with no security having a maturity in excess of two years. These securities are exposed to interest rate fluctuations. Because of the short-term nature of these investments, we are subject to minimal interest rate risk and do not believe that an increase in market rates would have a significant negative impact on the realized value of our portfolio.

Based on quoted market rates of interest and maturity schedules for similar debt issues, we estimate that the fair values of our CODES and Senior Credit Facility approximated their carrying values on December 31, 2006. While changes in market interest rates may affect the fair value of our fixed-rate debt, we believe the effect, if any, of reasonably possible near-term changes in the fair value of such debt on our financial condition, results of operations or cash flows will not be material.

At this time, we are not party to any interest rate or derivative hedging contracts and have no material foreign exchange or commodity price risks.

We do not believe that inflation has had a significant impact on our revenues or operations.

### **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The information required by this Item is contained in the financial statements set forth in Item 15 (a) under the caption “*Consolidated Financial Statements and Supplementary Data*” as a part of this Form 10-K.

### **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

There have been no changes in or disagreements with accountants on accounting or financial disclosure matters.

### **ITEM 9A. CONTROLS AND PROCEDURES**

#### **Evaluation of Disclosure Controls and Procedures**

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company’s Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to the Company’s management, including its Principal Executive Officer and Principal Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Also, the Company has investments in certain unconsolidated entities. However, our assessment of the disclosure controls and procedures with respect to the Company’s equity method investees did include an assessment of the controls over the recording of amounts related to our investments that are recorded in our consolidated financial statements, including controls over the

selection of accounting methods for our investments, the recognition of equity method earnings and losses and the determination, valuation and recording of our investment account balances.

As required by SEC Rule 13a-15(b), the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Principal Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of December 31, 2006. Based on this evaluation, the Company's Principal Executive Officer and Principal Financial Officer concluded that the Company's disclosure controls and procedures were effective at the reasonable assurance level.

### **Management's Report on Internal Control Over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal control over financial reporting. We maintain internal control over financial reporting designed 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.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Therefore, internal control over financial reporting determined to be effective provides only reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

On November 3, 2006, the Company completed the Andrx Acquisition. Due to the close proximity of the completion date of the acquisition to the date of management's assessment of the effectiveness of the Company's internal control over financial reporting, management excluded the Andrx business from its assessment of internal control over financial reporting. Andrx, a wholly owned subsidiary of the Company, represents 38% of the total assets and 7% of net revenues of the related consolidated financial statement amounts as of and for the year ended December 31, 2006.

Under the supervision and with the participation of management, including the Company's principal executive officer and principal financial officer, the Company conducted an evaluation of the effectiveness of its internal control over financial reporting based on the framework in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. This evaluation included an assessment of the design of the Company's internal control over financial reporting and testing of the operational effectiveness of its internal control over financial reporting. Based on this evaluation, management has concluded that the Company's internal control over financial reporting were effective as of December 31, 2006.

Our management's assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2006 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein.

### **Changes in Internal Control Over Financial Reporting**

There have been no changes in the Company's internal control over financial reporting, during the fiscal quarter ended December 31, 2006, that has materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

### **ITEM 9B. OTHER INFORMATION**

None

## PART III

### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

#### Directors

The information concerning directors of Watson required under this Item is incorporated herein by reference from our definitive proxy statement, to be filed pursuant to Regulation 14A, related to our 2007 Annual Meeting of Stockholders to be held on May 4, 2007 (our "2007 Proxy Statement").

Information concerning our Audit Committee and the independence of its members, along with information about the financial expert(s) serving on the Audit Committee, is set forth in the Audit Committee segment of our 2007 Proxy Statement and is incorporated herein by reference.

#### Executive Officers

The information concerning executive officers of Watson required under this Item is provided in Part 1 under Item 4 of this report.

#### *Section 16(a) Compliance*

Information concerning compliance with Section 16(a) of the Securities Exchange Act of 1934 is set forth in the Section 16(a) Beneficial Ownership Reporting Compliance segment of our 2007 Proxy Statement and is incorporated herein by reference.

#### *Code of Ethics*

Watson has adopted a Code of Conduct that applies to our employees, including our principal executive officer, principal financial officer and principal accounting officer. The Code of Conduct is posted on our Internet Website at [www.watsonpharm.com](http://www.watsonpharm.com). Any person may request a copy of our Code of Ethics by contacting us at 311 Bonnie Circle, Corona, California, 92880, Attn: Secretary. Any amendments to or waivers from the Code of Conduct will be posted on our Website at [www.watsonpharm.com](http://www.watsonpharm.com) under the caption "Corporate Governance" within the Investors section of our Website.

The Company has filed, as exhibits to this Annual Report on Form 10-K for the year ended December 31, 2006, the certifications of its Principal Executive Officer and Principal Financial Officer required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

### ITEM 11. EXECUTIVE COMPENSATION

The information concerning executive compensation for Watson required under this Item is incorporated herein by reference from our 2007 Proxy Statement.

### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information concerning security ownership of certain beneficial owners and management required under this Item is incorporated herein by reference from our 2007 Proxy Statement.

### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information concerning certain relationships and related transactions required under this Item is incorporated herein by reference from our 2007 Proxy Statement.

## ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information concerning principal accountant fees and services required under this Item is incorporated herein by reference from our 2007 Proxy Statement.

## PART IV

## ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of this Annual Report on Form 10-K:

1. *Consolidated Financial Statements and Supplementary Data*

	<u>Page</u>
Report of Independent Registered Public Accounting Firm	F-2
Consolidated Balance Sheets as of December 31, 2006 and 2005	F-4
Consolidated Statements of (Loss) Income for the years ended December 31, 2006, 2005 and 2004	F-5
Consolidated Statements of Cash Flows for the years ended December 31, 2006, 2005 and 2004	F-6
Consolidated Statements of Stockholders' Equity and Comprehensive Income for the years ended December 31, 2006, 2005 and 2004	F-8
Notes to Consolidated Financial Statements	F-9
Supplementary Data (Unaudited)	F-49

2. *Financial Statement Schedule*

	<u>Page</u>
Schedule II—Valuation and Qualifying Accounts	F-48

All other financial statement schedules have been omitted because they are not applicable or the required information is included in the Consolidated Financial Statements or notes thereto.

3. *Exhibits*

<u>Exhibit No.</u>	<u>Description</u>
2.1	Agreement and Plan of Merger by and among Watson Pharmaceuticals, Inc., Water Delaware, Inc. and Andrx Corporation dated March 12, 2006, is incorporated by reference to Exhibit 2.1 to the Company's Form 8-K filed on March 13, 2006.
2.2	Letter Amendment to Agreement and Plan of Merger by and among Watson Pharmaceuticals, Inc., Water Delaware, Inc. and Andrx Corporation dated July 7, 2006, is incorporated by reference to Exhibit 2.2 to the Company's Form 8-K filed on July 10, 2006.
3.1	Articles of Incorporation of the Company and all amendments thereto are incorporated by reference to Exhibit 3.1 to the Company's June 30, 1995 Form 10-Q and to Exhibit 3.1(A) to the Company's June 30, 1996 Form 10-Q.

3.2	The Company's By-laws, as amended and restated as of July 27, 2001, are incorporated by reference to Exhibit 3.2 to the Company's June 30, 2001 Form 10-Q.
4.1	Indenture dated March 7, 2003 between the Company and Wells Fargo Bank, National Association as Trustee for the issuance of the Company's 1.75% Convertible Senior Debentures, is incorporated by reference to Exhibit 4.2 to the Company's March 31, 2003 Form 10-Q.
*10.1	1991 Stock Option Plan of the Company, as revised, is incorporated by reference to Exhibit 10.1 to the Company's June 30, 1995 Form 10-Q. Plan amendments are incorporated by reference to Exhibit 10.6(a) to the Company's June 30, 1996 Form 10-Q and by reference to Exhibit 10.6(a) to the Company's March 31, 1997 Form 10-Q.
*10.2	Amendment and Restatement of the 2001 Incentive Award Plan of Watson Pharmaceuticals, Inc. is incorporated by reference to Exhibit 10.1 to the Company's June 30, 2005 Form 10-Q.
* 10.3	Form of Key Employee Agreement. The Company has entered into a Key Employee Agreement in substantially the form filed and incorporated by reference to Exhibit 10.4 to the Company's 2000 Form 10-K with certain of its executive officers, who include Allen Chao, Ph.D., Edward F. Heimers, David A. Buchen, David C. Hsia, Ph.D., Susan Skara, Gordon Munro and R. Todd Joyce. A copy of each of these individual's Key Employee Agreements will be provided to the Staff upon request.
* 10.4	Key Employment Agreement entered into as of August 15, 2002 by and between Charles Ebert and the Company, is incorporated by reference to Exhibit 10.1 to the Company's September 30, 2002 Form 10-Q.
* 10.5	Key Employment Agreement entered into as of September 5, 2006 by and between Thomas R. Russillo and the Company is incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on September 7, 2006.
* 10.6	Key Employment Agreement entered into as of December 11, 2006 by and between Thomas Giordano and the Company.
10.7	Asset Purchase Agreement among the Company, G. D. Searle & Co. and SCS Pharmaceuticals, dated September 30, 1997, is incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated October 16, 1997.
10.8	Stock Purchase Agreement among the Company, Hoechst Marion Roussel, Inc. and Marisub, Inc. dated August 25, 1997 is incorporated by reference to Exhibit 10.27 to the Company's 1997 Form 10-K. Amendment dated November 26, 1997 is incorporated by reference to Exhibit 10.27(a) to the Company's 1997 Form 10-K. Second Amendment dated February 27, 1998, is incorporated by reference to Exhibit 10.27(b) to the Company's 1997 Form 10-K.
+10.9	Distribution Agreement between R&D Laboratories, Inc. and Rhone-Poulenc Rorer GmhH dated June 24, 1993, as amended June 28, 1994, is incorporated by reference to Exhibit 10.12 to the Company's 2000 Form 10-K.

+10.10	Manufacturing & Supply Agreement between R&D Laboratories, Inc. and Rhone-Poulenc Rorer GmbH dated December 1, 1998, as amended by that Amendment No. 1 dated in 2000, is incorporated by reference to Exhibit 10.13 to the Company's 2000 Form 10-K.
+10.11	Trademark Agreement between R&D Laboratories, Inc. and Rhone-Poulenc Rorer GmbH dated August 26, 1993, as amended by that Amendment No. 1 dated in 2000, is incorporated by reference to Exhibit 10.14 to the Company's 2000 Form 10-K.
10.12	Credit Agreement dated as of May 30, 2003 among the Company, Wachovia Bank N.A., Bank of America, N.A., CIBC World Markets Corp., Lehman Commercial Paper, Inc. and Morgan Stanley Bank, is incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on June 2, 2003. Amendment dated February 10, 2005, is incorporated by reference to Exhibit 10.1 to the Company's February 10, 2005 Form 8-K. Second Amendment dated September 8, 2005, is incorporated by reference to Exhibit 10.1 to the Company's September 8, 2005 Form 8-K. Third Amendment dated March 6, 2006, is incorporated by reference to Exhibit 10.1 to the Company's March 7, 2006 Form 8-K.
10.13	Resale Registration Rights Agreement dated as of March 7, 2003 among the Company and Lehman Brothers Inc., Morgan Stanley & Co., Incorporated, CIBC World Markets Corp., Wachovia Securities, Inc., Banc of America Securities LLC, Comerica Securities, Inc. and Wells Fargo Securities, LLC., is incorporated by reference to Exhibit 10.16 to the Company's March 31, 2003 Form 10-Q.
10.14	Credit Agreement by and among Watson Pharmaceuticals, Inc., Canadian Imperial Bank of Commerce, Wachovia Capital Markets, LLC, Wells Fargo Bank, National Association, Union Bank of California, N.A. and Sumitomo Mitsui Banking Corporation dated November 3, 2006 is incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on November 6, 2006.
* 10.15	2001 Incentive Award Plan Form of Notice of Grant and Signature Page for an Employee or a Consultant is incorporated by reference to Exhibit 10.15 to the Company's 2004 Form 10-K.
* 10.16	2001 Incentive Award Plan Form of Notice of Grant and Signature Page for a Director is incorporated by reference to Exhibit 10.16 to Exhibit 10.16 to the Company's 2004 Form 10-K.
* 10.17	Form of Amendment and Restatement of the 2001 Incentive Award Plan Notice of Grant and Signature Page for a Non-Employee Director Restricted Stock Award is incorporated by reference to Exhibit 10.2 to the Company's June 30, 2005 Form 10-Q.
* 10.18	Form of Amendment and Restatement of the 2001 Incentive Award Plan Notice of Grant and Signature Page for a Non-Employee Director Option Grant is incorporated by reference to Exhibit 10.3 to the Company's June 30, 2005 Form 10-Q.
* 10.19	Form of Amendment and Restatement of the 2001 Incentive Award Plan Notice of Grant and Signature Page for an Employee Restricted Stock Award is incorporated by reference to Exhibit 10.4 to the Company's June 30, 2005 Form 10-Q.
* 10.20	Form of Amendment and Restatement of the 2001 Incentive Award Plan Notice of Grant and Signature Page for an Employee Stock Option Award is incorporated by reference to Exhibit 10.5 to the Company's June 30, 2005 Form 10-Q.

* 10.21	Form of Amendment and Restatement of the 2001 Incentive Award Plan Notice of Grant and Signature Page for a Vice-President and Above Stock Option Award is incorporated by reference to Exhibit 10.6 to the Company's June 30, 2005 Form 10-Q.
* 10.22	Form of Amendment and Restatement of the 2001 Incentive Award Plan Notice of Grant and Signature Page for a Vice-President and Above Restricted Stock Award.
+10.23	Distribution Agreement between Amphastar Pharmaceuticals, Inc. and Andrx Pharmaceuticals, Inc. dated as of May 2, 2005, is incorporated by reference to Exhibit 10.102 of Andrx Corporation's 2006 Form 10-K.
+10.24	Agreement to License and Purchase by and among Andrx Labs, LLC, Andrx Laboratories, Inc., Andrx Laboratories (NJ), Inc., Andrx EU Ltd. and First Horizon Pharmaceutical Corporation dated as of March 2, 2005, is incorporated by reference to Exhibit 10.100 to Andrx Corporation's March 31, 2005 Form 10-Q.
+10.25	Manufacturing and Supply Agreement between Andrx Pharmaceuticals, Inc. and First Horizon Pharmaceutical Corporation dated as of March 28, 2005, is incorporated by reference to Exhibit 10.101 to Andrx Corporation's March 31, 2005 Form 10-Q.
21.1	Subsidiaries of the Company.
23.1	Consent of PricewaterhouseCoopers LLP.
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
31.2	Certification of Principal Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Principal Financial Officer pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\* Compensation Plan or Agreement

+ Confidential treatment has been requested with respect to certain portions of this exhibit. Omitted portions have been filed separately with the SEC.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

WATSON PHARMACEUTICALS,  
INC.

(Registrant)

By: /s/ ALLEN CHAO

**Allen Chao, Ph.D.**

*Chairman, President and Chief  
Executive Officer  
(Principal Executive Officer)*

By: /s/ R. TODD JOYCE

**R. Todd Joyce**

*Vice President—Corporate  
Controller and Treasurer  
(Principal Accounting Officer  
and Principal Financial  
Officer)*

Date: March 1, 2007

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ ALLEN CHAO</u> Allen Chao, Ph.D.	Chairman, President and Chief Executive Officer	March 1, 2007
<u>/s/ MICHAEL J. FEDIDA</u> Michael J. Fedida	Director	March 1, 2007
<u>/s/ MICHEL J. FELDMAN</u> Michel J. Feldman	Director	March 1, 2007
<u>/s/ ALBERT F. HUMMEL</u> Albert F. Hummel	Director	March 1, 2007
<u>/s/ CATHERINE M. KLEMA</u> Catherine M. Klema	Director	March 1, 2007
<u>/s/ JACK MICHELSON</u> Jack Michelson	Director	March 1, 2007
<u>/s/ RONALD R. TAYLOR</u> Ronald R. Taylor	Director	March 1, 2007
<u>/s/ ANDREW L. TURNER</u> Andrew L. Turner	Director	March 1, 2007
<u>/s/ FRED G. WEISS</u> Fred G. Weiss	Director	March 1, 2007

## INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

	<u>Page</u>
<a href="#">Report of Independent Registered Public Accounting Firm</a>	F-2
<a href="#">Consolidated Balance Sheets as of December 31, 2006 and 2005</a>	F-4
<a href="#">Consolidated Statements of (Loss) Income for the years ended December 31, 2006, 2005 and 2004</a>	F-5
<a href="#">Consolidated Statements of Cash Flows for the years ended December 31, 2006, 2005 and 2004</a>	F-6
<a href="#">Consolidated Statements of Stockholders' Equity and Comprehensive Income for the years ended December 31, 2006, 2005 and 2004</a>	F-8
<a href="#">Notes to Consolidated Financial Statements</a>	F-9
<a href="#">Supplementary Data (Unaudited)</a>	F-49
Financial Statement Schedule:	
<a href="#">Schedule II - Valuation and Qualifying Accounts</a>	F-48

All other financial statement schedules have been omitted because they are not applicable or the required information is included in the Consolidated Financial Statements or notes thereto.

## Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders  
of Watson Pharmaceuticals, Inc.

We have completed integrated audits of Watson Pharmaceuticals, Inc.'s consolidated financial statements and of its internal control over financial reporting as of December 31, 2006, in accordance with the standards of the Public Company Accounting Oversight Board (United States). Our opinions, based on our audits, are presented below.

### Consolidated financial statements and financial statement schedule

In our opinion, the consolidated financial statements listed in the index appearing under Item 15(a)(1) present fairly, in all material respects, the financial position of Watson Pharmaceuticals, Inc. and its subsidiaries at December 31, 2006 and 2005, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2006 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule appearing under item 15(a)(2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit of financial statements includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in Note 11 to the consolidated financial statements, the Company changed the manner in which it accounts for shared-based compensation in 2006.

### Internal control over financial reporting

Also, in our opinion, management's assessment, included in "Report of Management on Internal Control Over Financial Reporting," appearing under Item 9A. Controls and Procedures, that the Company maintained effective internal control over financial reporting as of December 31, 2006 based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), is fairly stated, in all material respects, based on those criteria. Furthermore, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2006 based on criteria established in *Internal Control—Integrated Framework* issued by the COSO. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express opinions on management's assessment and on the effectiveness of the Company's internal control over financial reporting based on our audit. We conducted our audit of internal control over financial reporting in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. An audit of internal control over financial reporting includes obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal

control, and performing such other procedures as we consider necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As described in "Management's Report on Internal Control Over Financial Reporting," appearing under Item 9A, management has excluded Andrx Corporation from its assessment of internal control over financial reporting as of December 31, 2006 because Andrx Corporation was acquired on November 3, 2006 by the Company in a purchase business combination. We have also excluded Andrx Corporation from our audit of internal control over financial reporting. Andrx Corporation is a wholly owned subsidiary of the Company representing 38% of total assets and 7% of net revenues, respectively, of the consolidated financial statement amounts as of and for the year ended December 31, 2006.

/s/ PRICEWATERHOUSECOOPERS LLP

Orange County, California  
March 1, 2007

**WATSON PHARMACEUTICALS, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(In thousands, except par value)

	December 31,	
	2006	2005 Restated
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 154,171	\$ 467,451
Marketable securities	6,649	152,467
Accounts receivable, net of allowances for doubtful accounts of \$5,914 and \$950	384,692	333,832
Inventories	517,236	278,062
Prepaid expenses and other current assets	86,115	31,014
Deferred tax assets	112,813	90,717
Total current assets	<u>1,261,676</u>	<u>1,353,543</u>
Property and equipment, net	697,415	436,149
Investments and other assets	76,377	54,359
Deferred tax assets	55,348	25,733
Product rights and other intangibles, net	779,284	751,808
Goodwill	890,477	455,595
Total assets	<u>\$ 3,760,577</u>	<u>\$ 3,077,187</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and accrued expenses	\$ 516,875	\$ 211,160
Income taxes payable	46,773	28,789
Current portion of long-term debt	107,059	—
Deferred revenue	19,222	5,721
Total current liabilities	<u>689,929</u>	<u>245,670</u>
Long-term debt	1,124,145	587,935
Deferred revenue	58,086	13,891
Other long-term liabilities	4,169	2,504
Deferred tax liabilities	203,860	126,718
Total liabilities	<u>2,080,189</u>	<u>976,718</u>
Commitments and contingencies		
Stockholders' equity:		
Preferred stock; no par value per share; 2,500 shares authorized; none issued		
Common stock; \$0.0033 par value per share; 500,000 shares authorized; 111,867 and 111,205 shares outstanding, respectively		
	369	367
Additional paid-in capital	937,308	923,619
Unearned compensation	—	(9,326)
Retained earnings	1,041,638	1,486,643
Accumulated other comprehensive income	1,073	(834)
Treasury stock, at cost; 9,400 shares held	(300,000)	(300,000)
Total stockholders' equity	<u>1,680,388</u>	<u>2,100,469</u>
Total liabilities and stockholders' equity	<u>\$ 3,760,577</u>	<u>\$ 3,077,187</u>

See accompanying Notes to Consolidated Financial Statements.



**WATSON PHARMACEUTICALS, INC.**  
**CONSOLIDATED STATEMENTS OF (LOSS) INCOME**  
(In thousands, except per share amounts)

	Years Ended December 31,		
	2006	2005	2004
		Restated	
Net revenues	\$ 1,979,244	\$ 1,646,203	\$ 1,640,551
Cost of sales (excludes amortization, presented below)	1,233,483	852,414	820,794
Gross profit	745,761	793,789	819,757
Operating expenses:			
Research and development	131,023	125,263	134,221
Selling and marketing	173,549	162,342	193,210
General and administrative	131,511	98,657	107,999
Amortization	163,710	163,939	72,287
In-process research and development	497,800	—	—
Loss on impairment	70,264	25,076	46,100
Total operating expenses	1,167,857	575,277	553,817
Operating (loss) income	(422,096)	218,512	265,940
Other income (expense):			
Loss on early extinguishment of debt	(525)	—	(17,752)
Interest income	28,418	19,321	6,616
Interest expense	(22,082)	(14,524)	(13,330)
Other income (expense)	5,336	(3,375)	(5,911)
Total other income (expense), net	11,147	1,422	(30,377)
(Loss) income before income taxes	(410,949)	219,934	235,563
Provision for income taxes	34,056	81,377	85,545
Net (loss) income	\$ (445,005)	\$ 138,557	\$ 150,018
(Loss) earnings per share:			
Basic	\$ (4.37)	\$ 1.32	\$ 1.37
Diluted	\$ (4.37)	\$ 1.22	\$ 1.26
Weighted average shares outstanding:			
Basic	101,761	104,949	109,174
Diluted	101,761	120,021	124,727

See accompanying Notes to Consolidated Financial Statements.

**WATSON PHARMACEUTICALS, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands)

	Years Ended December 31,		
	2006	2005	2004
		Restated	
<b>Cash Flows From Operating Activities:</b>			
Net (loss) income	\$ (445,005)	\$ 138,557	\$ 150,018
Reconciliation to net cash provided by operating activities:			
Depreciation	54,636	42,787	34,379
Amortization	163,710	163,939	72,287
Provision for inventory reserve	29,777	42,192	62,840
Share-based compensation	13,336	2,289	—
Loss on impairment	70,264	25,076	46,100
Loss on impairment of investments and other assets	—	—	7,858
Loss on early extinguishment of debt	525	—	17,752
Deferred income tax (benefit) provision	(24,688)	(5,168)	13,463
Equity in (earnings) losses of joint ventures	(2,066)	2,349	5,937
Loss (gain) on sale of securities	(3,695)	401	(5,088)
Loss (gain) on sale of fixed assets	545	2,198	(1,458)
In-process research and development	497,800	—	—
Tax benefits from employee stock plans	954	3,384	6,430
Mark to market on derivative	(664)	(756)	(3,422)
Other	(361)	(1,519)	1,066
Changes in assets and liabilities:			
Accounts receivable, net	66,172	(82,373)	(40,285)
Inventories	(53,682)	1,045	9,254
Prepaid expenses and other current assets	5,162	(4,120)	11,581
Accounts payable and accrued expenses	116,709	18,459	(24,174)
Deferred revenue	582	2,978	(5,448)
Income taxes payable	(9,094)	(29,062)	(54,131)
Other assets	(9,552)	2,847	3,310
Total adjustments	916,370	186,946	158,251
Net cash provided by operating activities	471,365	325,503	308,269
<b>Cash Flows From Investing Activities:</b>			
Additions to property and equipment	(44,431)	(78,833)	(69,209)
Additions to product rights and other intangibles	(597)	(3,001)	(29,838)
Additions to marketable securities	(6,151)	(4,178)	(198,696)
Additions to long-term investments	(12,684)	(21,905)	(17,819)
Proceeds from sale of property and equipment	21,555	—	30,479
Proceeds from sales of marketable securities	153,490	220,083	72,364
Proceeds from sale of investments	4,695	1,398	5,381
Proceeds from divestiture of assets	14,000	—	—
Distribution from equity investments	9,026	2,791	—
Acquisition of businesses, net of cash acquired	(1,558,322)	—	—
Other investing activities, net	—	—	409
Net cash (used in) provided by investing activities	\$ (1,419,419)	\$ 116,355	\$ (206,929)

See accompanying Notes to Consolidated Financial Statements.

**WATSON PHARMACEUTICALS, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)**  
(In thousands)

	Years Ended December 31,		
	2006	2005	2004
		Restated	
<b>Cash Flows From Financing Activities:</b>			
Proceeds from issuance of long-term debt	\$ 650,000	\$ —	\$ —
Payments to repurchase 1998 Senior Notes, including premium paid	(14,585)	—	(152,977)
Repurchase of common stock	—	(300,000)	—
Principal payments on long-term debt and other long-term liabilities	(8,778)	(1,484)	(8)
Proceeds from stock plans	8,137	28,424	32,255
Net cash (used in) provided by financing activities	<u>634,774</u>	<u>(273,060)</u>	<u>(120,730)</u>
Net increase (decrease) in cash and cash equivalents	(313,280)	168,798	(19,390)
Cash and cash equivalents at beginning of period	467,451	298,653	318,043
Cash and cash equivalents at end of period	<u>\$ 154,171</u>	<u>\$ 467,451</u>	<u>\$ 298,653</u>
<b>Supplemental Disclosures of Cash Flow Information:</b>			
Cash paid during the year for:			
Interest (net of capitalized interest of \$0, \$0 and \$1,904 during the years 2006, 2005, and 2004, respectively)	<u>\$ 12,623</u>	<u>\$ 12,409</u>	<u>\$ 14,607</u>
Income taxes, net of refunds	<u>\$ 63,768</u>	<u>\$ 112,210</u>	<u>\$ 119,503</u>

See accompanying Notes to Consolidated Financial Statements.

F-7

**WATSON PHARMACEUTICALS, INC.**

**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY AND COMPREHENSIVE INCOME**

(In thousands)

	Common Stock		Additional Paid-in Capital	Unearned Compensation	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock		Total
	Shares	Amount					Shares	Amount	
<b>BALANCE, January 1, 2004,</b> as originally reported	108,330	\$ 357	\$ 841,007	\$ —	\$ 1,196,844	\$ 14,269	—	\$ —	\$ 2,052,477
Adjustment (Note 1)	—	—	—	—	1,224	(11,553)	—	—	(10,329)
<b>BALANCE, January 1, 2004,</b> as restated (Note 1)	108,330	\$ 357	\$ 841,007	\$ —	\$ 1,198,068	\$ 2,716	—	\$ —	\$ 2,042,148
Comprehensive income:									
Net income, as restated	—	—	—	—	150,018	—	—	—	150,018
Unrealized losses on securities, net of tax	—	—	—	—	—	(859)	—	—	(859)
Translation adjustment	—	—	—	—	—	183	—	—	183
Total comprehensive income									149,342
Common stock issued under employee stock plans	1,390	5	32,250	—	—	—	—	—	32,255
Tax benefits from exercise of options	—	—	6,430	—	—	—	—	—	6,430
Other	—	—	515	—	—	—	—	—	515
<b>BALANCE, December 31, 2004</b>	109,720	\$ 362	\$ 880,202	\$ —	\$ 1,348,086	\$ 2,040	—	\$ —	\$ 2,230,690
Comprehensive income:									
Net income, as restated	—	—	—	—	138,557	—	—	—	138,557
Unrealized losses on securities, net of tax	—	—	—	—	—	(2,494)	—	—	(2,494)
Reclassification for losses included in net income, net of tax	—	—	—	—	—	(253)	—	—	(253)
Translation adjustment	—	—	—	—	—	(127)	—	—	(127)
Total comprehensive income									135,683
Restricted stock grants	315	1	10,870	(10,871)	—	—	—	—	—
Restricted stock expense	—	—	—	1,545	—	—	—	—	1,545
Common stock issued under employee stock plans	1,170	4	28,419	—	—	—	—	—	28,423
Tax benefits from exercise of options	—	—	3,384	—	—	—	—	—	3,384
Repurchase of common stock	—	—	—	—	—	—	(9,400)	(300,000)	(300,000)
Other	—	—	744	—	—	—	—	—	744
<b>BALANCE, December 31, 2005</b>	111,205	\$ 367	\$ 923,619	\$ (9,326)	\$ 1,486,643	\$ (834)	(9,400)	\$ (300,000)	\$ 2,100,469
Comprehensive loss:									
Net loss	—	—	—	—	(445,005)	—	—	—	(445,005)
Unrealized gains on securities, net of tax	—	—	—	—	—	1,522	—	—	1,522
Translation adjustment	—	—	—	—	—	385	—	—	385
Total comprehensive loss									(443,098)
Unearned compensation	—	—	(9,326)	9,326	—	—	—	—	—
Stock option and restricted stock expense	—	—	13,336	—	—	—	—	—	13,336
Common stock issued under employee stock plans	662	2	8,135	—	—	—	—	—	8,137
Tax benefits from exercise of options	—	—	954	—	—	—	—	—	954
Other	—	—	590	—	—	—	—	—	590
<b>BALANCE, December 31, 2006</b>	111,867	\$ 369	\$ 937,308	\$ —	\$ 1,041,638	\$ 1,073	(9,400)	\$ (300,000)	\$ 1,680,388

See accompanying Notes to Consolidated Financial Statements.

F-8

**WATSON PHARMACEUTICALS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1—Description of Business**

Watson Pharmaceuticals, Inc. (“Watson” or the “Company”) is primarily engaged in the development, manufacture, marketing, sale and distribution of brand and off-patent (generic) pharmaceutical products. Watson was incorporated in 1985 and began operations as a manufacturer and marketer of off-patent pharmaceuticals. Through internal product development and synergistic acquisitions of products and businesses, the Company has grown into a diversified specialty pharmaceutical company. Watson operates manufacturing, distribution, research and development and administrative facilities primarily in the United States of America (“U.S.”).

*Acquisition of Andrx Corporation*

On November 3, 2006, the Company acquired all the outstanding shares of common stock of Andrx Corporation (“Andrx”) in an all-cash transaction for \$25 per share, or total consideration of approximately \$1.9 billion (the “Andrx Acquisition”). Andrx distributes pharmaceutical products primarily to independent and chain pharmacies and physicians’ offices and is considered a leader in formulating and commercializing difficult-to-replicate controlled-release pharmaceutical products and selective immediate-release products. For additional information on the Andrx Acquisition, refer to NOTE 4—Acquisitions.

Prior to the Andrx Acquisition the Company held common shares in Andrx, which were previously classified as available-for-sale securities and recorded at fair value based upon quoted market prices with temporary differences between cost and fair value presented as accumulated other comprehensive income within stockholders’ equity, net of any related tax effect. As required by Accounting Research Bulletin (“ARB”) No. 51, “Consolidated Financial Statements” (“ARB 51”), earnings (loss) on equity method investments has been restated for all periods presented to account for our investment in common shares of Andrx prior to the Andrx Acquisition using the equity method of accounting in accordance with Accounting Principles Board (“APB”) Opinion No. 18, “The Equity Method of Accounting for Investments in Common Stock” (“APB 18”). Accordingly, marketable securities, investments and other assets, results of operations, cash flows from operating activities, accumulated other comprehensive income (loss) and retained earnings have been restated for all periods presented to conform to current period presentation. The restatement increased (decreased) net income for the years ended December 31, 2005 and 2004 by \$324,000 and (\$5,000), respectively. The restatement also decreased accumulated other income (loss) by \$11,553 with offsetting changes to retained earnings (\$1,224) and marketable securities (\$10,329) at January 1, 2004.

**NOTE 2—Summary of Significant Accounting Policies**

*Basis of Presentation*

The Company’s consolidated financial statements are prepared in accordance with accounting principles generally accepted in the U.S. The consolidated financial statements include the accounts of wholly owned subsidiaries, after elimination of intercompany accounts and transactions. Certain prior years’ amounts have been reclassified to conform to the current-year presentation.

*Use of Estimates*

Management is required to make certain estimates and assumptions in order to prepare consolidated financial statements in conformity with generally accepted accounting principles. Such estimates and

assumptions affect the reported amounts of assets, liabilities, revenues and expenses and disclosure of contingent assets and liabilities in the financial statements and accompanying notes. The Company's most significant estimates relate to the determination of allowances for accounts receivable, valuation of inventory balances, the determination of useful lives for intangible assets and the assessment of expected cash flows used in evaluating goodwill and other long-lived assets for impairment. The estimation process required to prepare the Company's consolidated financial statements requires assumptions to be made about future events and conditions, and as such, is inherently subjective and uncertain. Watson's actual results could differ materially from those estimates.

#### *Cash and Cash Equivalents*

The Company considers cash and cash equivalents to include cash in banks, commercial paper and deposits with financial institutions that can be liquidated without prior notice or penalty. The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

#### *Fair Value of Other Financial Instruments*

The Company's financial instruments consist primarily of cash and cash equivalents, marketable securities, accounts and other receivables, investments, trade accounts payable, \$575 million convertible contingent senior debentures ("CODES"), embedded derivatives related to the issuance of the CODES and an available \$1,150 million senior credit facility ("Senior Credit Facility") entered into on November 3, 2006 in connection with the Andrx Acquisition. The carrying amounts of cash and cash equivalents, marketable securities, accounts and other receivables and trade accounts payable are representative of their respective fair values due to their relatively short maturities. The fair values of investments in companies that are publicly traded are based on quoted market prices. The fair value of investments in privately held companies, or cost-method investments, are based on historical cost, adjusted for any write-down related to impairment. The Company estimates the fair value of its fixed rate long-term obligations based on quoted market rates of interest and maturity schedules for similar issues. The carrying value of these obligations approximates their fair value. The fair value of the embedded derivatives related to the CODES is based on a present value technique using discounted expected future cash flows.

#### *Derivative Financial Instruments*

The Company's derivative financial instruments consist of embedded derivatives related to its CODES. These embedded derivatives include certain conversion features and a contingent interest feature. See Note 8—Long-Term Debt for a more detailed description of these features of the CODES. Although the conversion features represent embedded derivative financial instruments, based on the de minimis value of these features at the time of issuance and at December 31, 2006, no value has been assigned to these embedded derivatives. The contingent interest feature provides unique tax treatment under the Internal Revenue Service's contingent debt regulations. In essence, interest accrues, for tax purposes, on the basis of the instrument's comparable yield (the yield at which the issuer would issue a fixed rate instrument with similar terms). This embedded derivative is reported on the Company's Consolidated Balance Sheets at fair value and the changes in the fair value of the embedded derivative are reflected as an adjustment to interest expense.

#### *Inventories*

Inventories consist of finished goods held for sale and distribution, raw materials and work in process. Included in inventory at December 31, 2006 and 2005 is approximately \$34.2 and \$6.0 million, respectively, of inventory that is pending approval by the U.S. Food and Drug Administration ("FDA") or has not been launched due to contractual restrictions. This inventory consists of generic pharmaceutical products that

are capitalized only when the bioequivalence of the product is demonstrated or the product is already FDA approved and is awaiting a contractual triggering event to enter the marketplace. Inventories are stated at the lower of cost (first-in, first-out method) or market (net realizable value). The Company writes down inventories to net realizable value based on forecasted demand and market conditions, which may differ from actual results.

#### *Property and Equipment*

Property and equipment are stated at cost, less accumulated depreciation. Major renewals and improvements are capitalized, while routine maintenance and repairs are expensed as incurred. Costs associated with internally developed software are accounted for in accordance with Statement of Position 98-1, "Accounting for the Costs of Computer Software Developed or Obtained for Internal Use" ("SOP 98-1"). SOP 98-1 provides guidance for the treatment of costs associated with computer software development and defines those costs to be capitalized and those to be expensed. The Company capitalizes interest on qualified construction projects. At the time properties are retired from service, the cost and accumulated depreciation are removed from the respective accounts and the related gains or losses are reflected in income.

Depreciation expense is computed principally on the straight-line method, over estimated useful lives of the related assets. The following table provides the range of estimated useful lives used for each asset type:

Computer software / hardware	3-7 years
Machinery and equipment	5-10 years
Research and laboratory equipment	5-10 years
Furniture and fixtures	5-10 years
Buildings and improvements	20-40 years

Leasehold improvements are amortized on the straight-line method over the shorter of the respective initial lease terms or the estimated useful life of the assets, and generally range from five to thirty years.

The Company assesses property and equipment for impairment whenever events or changes in circumstances indicate that an asset's carrying amount may not be recoverable.

#### *Investments*

The Company's equity investments are accounted for under the equity-method when the Company can exert significant influence and ownership does not exceed 50%. Watson accounts for its joint ventures using the equity-method. Investments in which the Company owns less than a 20% interest and does not exert significant influence are accounted for using the cost-method if the fair value of such investments is not readily determinable.

#### *Marketable Securities*

The Company's marketable securities consist of U.S. Treasury and agency securities. The Company's marketable securities are classified as available-for-sale and are recorded at fair value based upon quoted market prices with temporary differences between cost and fair value presented as a separate component of stockholders' equity, net of any related tax effect.

### *Goodwill, Product Rights and Other Intangible Assets*

On January 1, 2002, the Company adopted SFAS No. 142, "Goodwill and Other Intangible Assets" ("SFAS 142"). SFAS 142 requires goodwill and indefinite-lived intangible assets to be tested for impairment annually and written off when impaired, rather than being amortized as previous standards required.

Watson tests its goodwill and intangible assets with indefinite lives by comparing the fair value of each of the Company's reporting units to the respective carrying value of the reporting units. The Company's reporting units have been identified by Watson as generic, brand and distribution. The carrying value of each reporting unit is determined by assigning the assets and liabilities, including the existing goodwill and intangible assets, to those reporting units. Goodwill is considered impaired if the carrying amount exceeds the fair value of the asset. During the second quarter of 2006, the Company performed this assessment and determined there was no goodwill impairment.

Product rights and other definite-lived intangible assets are stated at cost, less accumulated amortization, and are amortized on the straight-line method over their estimated useful lives ranging from five to twenty years. The Company periodically reviews the original estimated useful lives of long-lived assets and makes adjustments when appropriate. Product rights and other intangible assets with finite useful lives are tested for impairment whenever events or changes in circumstances indicate that an asset's carrying amount may not be recoverable. The Company evaluates its product rights and other intangible assets for impairment by comparing the future undiscounted cash flows of the underlying assets to their respective carrying amounts.

### *Revenue Recognition*

Revenue is generally realized or realizable and earned when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the seller's price to the buyer is fixed or determinable, and collectibility is reasonably assured. The Company records revenue from product sales when title and risk of ownership have been transferred to the customer, which is typically upon delivery to the customer. Revenues recognized from research, development and licensing agreements (including milestone payments) are deferred and recognized over the entire contract performance period, starting with the contract's commencement, but not prior to the removal of any contingencies for each individual milestone. The Company recognizes this revenue based upon the pattern in which the revenue is earned or the obligation is fulfilled.

### *Provisions for Sales Returns and Allowances*

As customary in the pharmaceutical industry, the Company's gross product sales are subject to a variety of deductions in arriving at reported net product sales. When the Company recognizes revenue from the sale of its products, an estimate of sales returns and allowances ("SRA") is recorded which reduces product sales and accounts receivable. These adjustments include estimates for chargebacks, rebates, cash discounts and returns and other allowances. These provisions are estimated based on historical payment experience, historical relationship to revenues, estimated customer inventory levels and current contract sales terms with direct and indirect customers. The estimation process used to determine our SRA provision has been applied on a consistent basis and no material adjustments have been necessary to increase or decrease our reserves for SRA as a result of a significant change in underlying estimates. The Company uses a variety of methods to assess the adequacy of our SRA reserves to ensure that our financial statements are fairly stated. This includes periodic reviews of customer inventory data, customer contract programs and product pricing trends to analyze and validate the SRA reserves.

*Chargebacks*—The provision for chargebacks is our most significant sales allowance. A chargeback represents an amount payable in the future to a wholesaler for the difference between the invoice price

paid to the Company by our wholesale customer for a particular product and the negotiated contract price that the wholesaler's customer pays for that product. The Company's chargeback provision and related reserve vary with changes in product mix, changes in customer pricing and changes to estimated wholesaler inventory. The provision for chargebacks also takes into account an estimate of the expected wholesaler sell-through levels to indirect customers at contract prices. The Company validates the chargeback accrual quarterly through a review of the inventory reports obtained from our largest wholesale customers. This customer inventory information is used to verify the estimated liability for future chargeback claims based on historical chargeback and contract rates. These large wholesalers represent 85% - 90% of the Company's chargeback payments. The Company continually monitors current pricing trends and wholesaler inventory levels to ensure the liability for future chargebacks is fairly stated.

*Rebates*—Rebates include volume related incentives to direct and indirect customers and Medicaid rebates based on claims from Medicaid benefit providers.

Volume rebates are generally offered to customers as an incentive to continue to carry our products and to encourage greater product sales. These rebate programs include contracted rebates based on customer's purchases made during an applicable monthly, quarterly or annual period. The provision for rebates is estimated based on our customers' contracted rebate programs and our historical experience of rebates paid. Any significant changes to our customer rebate programs are considered in establishing our provision for rebates. The Company continually monitors its customer rebate programs to ensure that the liability for accrued rebates is fairly stated.

The provision for Medicaid rebates is based upon historical experience of claims submitted by the various states. The Company monitors Medicaid legislative changes to determine what impact such legislation may have on our provision for Medicaid rebates. Our accrual of Medicaid rebates is based on historical payment rates and is reviewed on a quarterly basis against actual claim data to ensure the liability is fairly stated.

*Returns and Other Allowances*—Our provision for returns and other allowances include returns, pricing adjustments, promotional allowances and billback adjustments.

Consistent with industry practice, the company maintains a return policy that allows our customers to return product for credit. Our estimate of the provision for returns is based upon our most recent historical experience of actual customer returns. Additionally, we consider other factors when estimating our current period return provision, including levels of inventory in our distribution channel as well as significant market changes which may impact future expected returns, and make adjustments to our current period provision for returns when it appears product returns may differ from our original estimates.

Pricing adjustments, which include shelf stock adjustments, are credits issued to reflect price decreases in selling prices charged to our direct customers. Shelf stock adjustments are based upon the amount of product our customers have in their inventory at the time of an agreed upon price reduction. The provision for shelf stock adjustments is based upon specific terms with our direct customers and includes estimates of existing customer inventory levels based upon their historical purchasing patterns. The company regularly monitors all price changes to help evaluate our reserve balances. As pricing adjustments and shelf stock adjustments are negotiated and settled on a customer by customer basis, the adequacy of these reserves are readily determinable.

Promotional allowances are credits, which are issued in connection with a product launch or as an incentive for customers to begin carrying our product. The company establishes a reserve for promotional allowances based upon these contractual terms.

Billback adjustments are credits that are issued to certain customers who purchase directly from the Company as well as indirectly through a wholesaler. These credits are issued in the event there is a difference between the customer's direct and indirect contract price. The provision for billbacks is

estimated based upon historical purchasing patterns of qualified customers who purchase product directly from the Company and supplement their purchases indirectly through the Company's wholesale customers.

*Cash Discounts*—Cash discounts are provided to customers that pay within a specific period. The provision for cash discounts are estimated based upon invoice billings, utilizing historical customer payment experience. Our customer's payment experience is fairly consistent and most customer payments qualify for the cash discount. Accordingly, our reserve for cash discounts is readily determinable.

The following table summarizes the activity in the Company's major categories of SRA (in thousands):

	<u>Chargebacks</u>	<u>Rebates</u>	<u>Returns and Other Allowances</u>	<u>Cash Discounts</u>	<u>Total</u>
Balance at December 31, 2003	\$ 152,465	\$ 133,227	\$ 31,132	\$ 9,404	\$ 326,228
2004 Provision	758,378	312,040	168,917	56,198	1,295,533
Credits and payments	<u>(781,292)</u>	<u>(296,319)</u>	<u>(155,566)</u>	<u>(54,988)</u>	<u>(1,288,165)</u>
Balance at December 31, 2004	129,551	148,948	44,483	10,614	333,596
2005 Provision	935,824	345,870	119,873	59,500	1,461,067
Credits and payments	<u>(925,770)</u>	<u>(366,525)</u>	<u>(119,063)</u>	<u>(58,020)</u>	<u>(1,469,378)</u>
Balance at December 31, 2005	139,605	128,293	45,293	12,094	325,285
Add: Andrx					
Acquisition	15,911	27,667	8,992	1,601	54,171
2006 Provision	1,190,454	421,400	173,209	70,685	1,855,748
Credits and payments	<u>(1,181,490)</u>	<u>(396,822)</u>	<u>(185,005)</u>	<u>(70,308)</u>	<u>(1,833,625)</u>
Balance at December 31, 2006	<u>\$ 164,480</u>	<u>\$ 180,538</u>	<u>\$ 42,489</u>	<u>\$ 14,072</u>	<u>\$ 401,579</u>

The estimation process used to determine our SRA provision has been applied on a consistent basis and there have been no significant changes in underlying estimates that have resulted in a material adjustment to our SRA reserves. The Company does not expect future payments of SRA to materially exceed our current estimates. However, if future SRA payments were to materially exceed our estimates, such adjustments may have a material adverse impact on our financial position, results of operations and cash flows.

#### *Shipping and Handling Costs*

The Company records shipping and handling costs in selling, general and administrative expenses. These expenses were \$20.7 million, \$15.8 million, and \$13.8 million in 2006, 2005 and 2004, respectively.

#### *Concentration of Major Customers and Suppliers*

For the year ended December 31, 2006, the Company's four largest customers accounted for 17%, 13%, 9%, and 8%, individually, of the Company's net revenues. For the year ended December 31, 2005, the Company's four largest customers accounted for 16%, 13%, 10%, and 9%, individually, of the Company's net revenues. For the year ended December 31, 2004, the Company's four largest customers accounted for 15%, 14%, 11%, and 11%, individually, of the Company's net revenues. No other individual customers accounted for more than 10% of net revenues.

The Company is subject to a concentration of credit risk with respect to its accounts receivable balance, all of which is due from wholesalers, distributors, chain drug stores and service providers in the health care and pharmaceutical industries throughout the U.S. Approximately 72% and 65% of the accounts receivable balance consists of amounts due from the four largest customers at December 31, 2006 and 2005, respectively. The Company performs ongoing credit evaluations of its customers and maintains

an allowance for potential uncollectible accounts. Actual losses from uncollectible accounts have been minimal.

Certain of the Company's finished products and raw materials are obtained from single source suppliers. Although the Company seeks to identify more than one source for its various finished products and raw materials, loss of a single source supplier could have an adverse effect on the Company's results of operations, financial condition and cash flows. Third-party manufactured products accounted for approximately 58%, 51% and 48% of our product net revenues in 2006, 2005 and 2004, respectively.

#### *Research and Development Activities*

Research and development activities are expensed as incurred and consist of self-funded research and development costs and the costs associated with work performed under collaborative research and development agreements. Research and development expenses include direct and allocated expenses. Research and development expenses incurred under collaborative agreements were approximately \$6.4 million, \$10.3 million, and \$6.0 million for the years ended December 31, 2006, 2005 and 2004, respectively.

#### *Advertising Costs*

Advertising costs are expensed as incurred and amounted to \$6.8 million, \$9.4 million and \$10.8 million in years ended 2006, 2005 and 2004, respectively. Advertising costs are included in selling, general and administrative expenses.

#### *Income Taxes*

Income taxes are accounted for using an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the financial statement and tax bases of assets and liabilities at the applicable tax rates. A valuation allowance is provided when it is more likely than not that some portion or all of the deferred tax assets will not be realized. The Company evaluates the realizability of its deferred tax assets by assessing its valuation allowance and by adjusting the amount of such allowance, if necessary. The factors used to assess the likelihood of realization are the Company's forecast of future taxable income and available tax planning strategies that could be implemented to realize the net deferred tax assets. Failure to achieve forecasted taxable income in applicable tax jurisdictions could effect the ultimate realization of deferred tax assets and could result in an increase in the Company's effective tax rate on future earnings.

The Company's income tax returns are being examined by local taxation authorities in several tax jurisdictions. The Company was able to resolve several audits in various jurisdictions on a favorable basis during the fourth quarter of 2006. The Company records a liability for potential tax assessments based on its estimate of potential exposure. New tax laws and interpretations of tax laws and rulings by tax authorities may affect the liability for potential tax assessments. Due to the subjectivity and complex nature of the underlying issues, actual payments or assessments may differ from estimates. To the extent the Company's estimates differ from actual payments or assessments, provision for income tax expense is adjusted. Management believes an adequate amount of tax and related interest, if any, has been provided for any adjustments that may result from these examinations.

#### *Comprehensive Income*

Comprehensive income includes all changes in equity during a period except those that resulted from investments by or distributions to the Company's stockholders. Other comprehensive income refers to revenues, expenses, gains and losses that, under generally accepted accounting principles, are included in comprehensive income, but excluded from net income as these amounts are recorded directly as an

adjustment to stockholders' equity. Watson's other comprehensive income (loss) is comprised of unrealized gains (losses) on its holdings of publicly traded equity securities, net of realized gains included in net income and foreign currency translation adjustments. Comprehensive income has been restated for prior periods to account for our investment in common shares of Andrx prior to the Andrx Acquisition on an equity basis instead of being accounted for within comprehensive income (see NOTE 6—Investment in Marketable Securities and Other Investments).

*(Loss) earnings Per Share ("EPS")*

Basic (loss) earnings per share is computed by dividing net income by the weighted average common shares outstanding during a period. Diluted (loss) earnings per share is based on the treasury stock method and includes the effect from potential issuance of common stock, such as shares issuable upon conversion of the CODES, and shares issuable pursuant to the exercise of stock options, assuming the exercise of all in-the-money stock options. Common share equivalents have been excluded where their inclusion would be anti-dilutive. In accordance with Emerging Issues Task Force ("EITF") Issue No. 04-8, "The Effect of Contingently Convertible Debt on Diluted Earnings per Share," the Company is required to add approximately 14.4 million shares associated with the conversion of the CODES to the number of shares outstanding for the calculation of diluted (loss) earnings per share for all periods in which the securities were outstanding. A reconciliation of the numerators and denominators of basic and diluted (loss) earnings per share consisted of the following (in thousands, except per share amounts):

	Years Ended December 31,		
	2006	2005	2004
		Restated	
<b>(Loss) earnings per share—basic</b>			
Net (loss) income	\$ (445,005)	\$ 138,557	\$ 150,018
Basic weighted average common shares outstanding	101,761	104,949	109,174
(Loss) earnings per share - basic	\$ (4.37)	\$ 1.32	\$ 1.37
<b>(Loss) earnings per share—assuming dilution</b>			
Net (loss) income	\$ (445,005)	\$ 138,557	\$ 150,018
Add: Interest expense on CODES, net of tax	—	7,477	6,587
Net (loss) income, adjusted	\$ (445,005)	\$ 146,034	\$ 156,605
Basic weighted average common shares outstanding	101,761	104,949	109,174
Effect of dilutive securities:			
Conversion of CODES	—	14,357	14,357
Dilutive stock awards	—	715	1,196
Diluted weighted average common shares outstanding	101,761	120,021	124,727
(Loss) earnings per share—diluted	\$ (4.37)	\$ 1.22	\$ 1.26

Stock awards to purchase 10.2 million, 6.4 million and 6.6 million common shares in 2006, 2005 and 2004, respectively, were outstanding but not included in the computation of diluted EPS as the awards were antidilutive.

*Share-based Compensation*

Effective January 1, 2006, the Company adopted the modified prospective method of SFAS 123R which requires the measurement and recognition of compensation expense for all share-based compensation awards made to employees and directors based on estimated fair values. SFAS 123R eliminates previously available alternatives to account for share-based compensation transactions, as the Company formerly did, using the recognition and measurement principles of APB 25 and related

interpretations. Under the intrinsic value method of APB 25, no stock-based employee compensation expense had been recognized for employee options in the Company's Condensed Consolidated Statements of Income, as all employee options granted under the Company's stock option plans or employee stock purchase plan ("ESPP") either had an exercise price equal to the market value of the underlying common stock on the date of grant or were deemed non-compensatory under APB 25 for common stock issued under our ESPP. In accordance with the modified prospective method, the consolidated financial statements for prior periods have not been restated to reflect, and do not include, the share-based compensation impact of FAS 123R.

The Company estimates the fair value of its stock option plans and the ESPP using the Black-Scholes option pricing model (the "Option Model"). The Option Model requires the use of subjective and complex assumptions, including the option's expected term and the estimated future price volatility of the underlying stock, which determine the fair value of the share-based awards. The Company's estimate of expected term in 2006 was determined based on the weighted average period of time that options granted are expected to be outstanding considering current vesting schedules and the historical exercise patterns of existing option plans. Beginning in 2005, the expected volatility assumption used in the Option Model changed from being based on historical volatility to implied volatility based on traded options on the Company's stock in accordance with guidance provided in SFAS 123R and SAB 107. Prior to 2005, the Company's measurement of expected volatility was based on the historical volatility of its stock. The risk-free interest rate used in the Option Model is based on the yield of U.S. Treasuries with a maturity closest to the expected term of the Company's stock options.

Effective January 1, 2006, in accordance with the provisions of SFAS 123R, share-based compensation expense recognized during a period is based on the value of the portion of share-based awards that are expected to vest with employees. Accordingly, the recognition of share-based compensation expense beginning January 1, 2006 has been reduced for estimated future forfeitures. SFAS 123R requires forfeitures to be estimated at the time of grant with adjustments recorded in subsequent period compensation expense if actual forfeitures differ from those estimates. Prior to 2006, we accounted for forfeitures as they occurred for the disclosure of pro forma information presented in our Notes to Condensed Consolidated Financial Statements for prior periods. Share-based compensation expense recognized under SFAS 123R includes share-based awards granted subsequent to December 31, 2005, based on the grant date fair value estimated in accordance with the provisions of SFAS 123R as well as share-based awards granted prior to, but not yet vested as of December 31, 2005, based on the grant date fair value estimated in accordance with the provisions of SFAS 123. In conjunction with the adoption of SFAS 123R, we changed the method of recognizing share-based compensation expense from the accelerated multiple-option approach to the ratable single-option approach.

The following weighted average assumptions were used for stock options granted during the three years ended December 31,:

	2006	2005	2004
Dividend yield	None	None	None
Expected volatility	26%	23%	33%
Risk-free interest rate	4.55%	4.16%	3.79%
Expected term	5.4 years	5.0 years	5.4 years
Weighted average fair value per share at grant date	\$ 8.71	\$ 9.27	\$ 11.23

The following weighted average assumptions were used for the ESPP during the two years ended December 31,:

	2005	2004
Dividend yield	None	None
Expected volatility	24%	30%
Risk-free interest rate	3.90%	3.82%
Expected term	6 months	6 months
Weighted average fair value per share at grant date	\$ 7.11	\$ 8.27

On June 29, 2005 the Compensation Committee of the Board of Directors of Watson (“Board”) terminated the ESPP effective January 1, 2006.

#### *Recent Accounting Pronouncements*

In December 2004, the Financial Accounting Standards Board (“FASB”) issued Statement of Financial Accounting Standards (“SFAS”) No. 123 (revised 2004), “Share-Based Payment” (“SFAS 123R”), which replaces SFAS No. 123, “Accounting for Stock-Based Compensation” (“SFAS 123”) as well as SFAS No. 148, “Accounting for Stock-Based Compensation-Transition and Disclosure” (“SFAS 148”), supersedes APB Opinion No. 25, “Accounting for Stock Issued to Employees” (“APB 25”) and amends SFAS No. 95, “Statement of Cash Flows” (“SFAS 95”). SFAS 123R requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values. The intrinsic value method as permitted under APB 25 together with the pro forma disclosures previously permitted under SFAS 123 no longer will be an alternative to financial statement recognition. Under SFAS 123R, the Company must determine the appropriate fair value model to be used for valuing share-based payments, the amortization method for attributing compensation cost to reporting periods and the transition method to be used at date of adoption. The transition methods include modified prospective and modified retrospective adoption options. Under the modified retrospective option, prior periods may be restated either as of the beginning of the year of adoption or for all periods presented. The modified prospective method requires that compensation expense be recorded for all unvested stock options at the beginning of the first quarter of adoption of SFAS 123R, while the modified retrospective method would record compensation expense for all unvested stock options beginning with the first period restated. SFAS 123R also requires any previously recorded unearned or deferred compensation accounts (i.e. contra-equity accounts) within stockholders’ equity be recorded as a reduction to additional paid-in capital balances rather than shown as contra equity accounts as was permitted prior to January 1, 2006. SFAS 95 is amended to require excess tax benefits be reported as a financing cash flow rather than as a reduction in taxes paid within the Consolidated Statement of Cash Flows. On January 1, 2006, the Company adopted SFAS 123R using the modified prospective method option.

In March 2005, the SEC issued SEC Staff Bulletin No. 107 (“SAB 107”) which describes the SEC staff position as well as supplemental implementation guidance on the application and adoption of SFAS 123R. The Company has applied the provisions of SAB 107 and its guidance in our adoption of SFAS 123R on January 1, 2006 (Refer to NOTE 3—Share-Based Compensation).

In May 2005, the FASB issued SFAS No. 154, “Accounting Changes and Error Corrections” (“SFAS 154”), which replaces APB Opinion No. 20, “Accounting Changes” (“APB 20”) and SFAS No. 3, “Reporting Accounting Changes in Interim Financial Statements” (“SFAS 3”). SFAS 154 applies to all voluntary changes in accounting principle and changes the requirements for the accounting for and reporting of a change in accounting principle. SFAS 154 also requires retrospective application to prior period financial statements involving changes in accounting principle unless it is impracticable to determine either the period-specific or cumulative effect of the change. This statement also requires that a

change in the method of depreciation, amortization or depletion of long-lived assets be accounted for as a change in accounting estimate that is accounted for prospectively. SFAS 154 also retains many provisions of APB 20 including those related to reporting a change in accounting estimate, a change in the reporting entity and a correction of an error and also carries forward provisions of SFAS 3 governing the reporting of accounting changes in interim financial statements. SFAS 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. The adoption of SFAS 154 on January 1, 2006, did not have a material effect on our Consolidated Financial Statements.

In July 2006, the FASB issued Interpretation No. 48, "Accounting for Uncertainty in Income Taxes—An Interpretation of FASB Statement No. 109" ("FIN 48"). FIN 48 clarifies the accounting for the uncertainty in recognizing income taxes in an organization in accordance with FASB Statement No. 109 by providing detailed guidance for financial statement recognition, measurement and disclosure involving uncertain tax positions. FIN 48 requires an uncertain tax position to meet a more-likely-than-not recognition threshold at the effective date to be recognized both upon the adoption of FIN 48 and in subsequent periods. FIN 48 is effective for fiscal years beginning after December 15, 2006. As the provisions of FIN 48 will be applied to all tax positions upon initial adoption, the cumulative effect of applying the provisions of FIN 48 will be reported as an adjustment to the opening balance of retained earnings for that fiscal year. The Company is currently evaluating FIN 48 and the effect, if any, on our Consolidated Financial Statements.

### **NOTE 3—Share-Based Compensation**

As indicated above, effective January 1, 2006, the Company adopted the modified prospective method of SFAS 123R which requires the measurement and recognition of compensation expense for all share-based compensation awards made to employees and directors based on estimated fair values. A summary of the Company's share-based compensation plans is presented below.

#### *Stock Option Plans*

The Company has adopted several stock option plans, all of which have been approved by the Company's shareholders, that authorize the granting of options to purchase the Company's common shares subject to certain conditions. At December 31, 2006, the Company had reserved 14.6 million of its common shares for issuance of share-based compensation awards under the Company's stock option and restricted stock plans. Options are granted at the fair value of the shares underlying the options at the date of the grant and generally become exercisable over periods ranging from three to five years and expire in ten years. In conjunction with certain of the Company's acquisitions, Watson assumed stock option and warrant plans from the acquired companies. The options and warrants in these plans were adjusted by the individual exchange ratios specified in each transaction. No additional options or warrants have been granted under any of the assumed plans. In connection with the Andrx Acquisition, the Company assumed the Andrx Corporation 2000 Stock Option Plan, as amended and restated (the "Andrx Plan"), and converted the shares remaining available for future grants thereunder into shares available for future grants under the Amendment and Restatement of the 2001 Incentive Award Plan of Watson Pharmaceuticals, Inc. (the "Watson Plan"). The former Andrx Plan shares available for future awards under the Watson Plan will not be used for grants to individuals who, as of immediately prior to the effective time of the Andrx Acquisition, were providing services (whether as an employee, director or consultant) to the Company or any entity that was a subsidiary of the Company immediately prior to the effective time of the Andrx Acquisition. As of December 31, 2006, no awards of former Andrx Plan shares had been made, and approximately 5.7 million shares of common stock remain available for future grants under the Andrx Plan, of which no more than approximately 0.3 million shares are available for award grants other than stock options.

As a result of adopting SFAS 123R on January 1, 2006, the Company's operating loss and net loss before income tax was increased by \$8.0 million, and net loss was increased by \$4.8 million (\$0.05 per basic and diluted share) for the year ended December 31, 2006, related to the Company's employee stock option plans. There was no employee stock option compensation related expense recognized prior to the year ended December 31, 2006. Total stock option cost capitalized as part of inventory was \$1.3 million for the year ended December 31, 2006. There was no stock option cost capitalized as part of inventory in the year ended December 31, 2005.

#### *Restricted Stock*

During 2005, the Compensation Committee of the Board authorized and issued restricted stock to the Company's employees, including its executive officers and certain non-employee directors (the "Participants") under the Company's equity compensation plans. The restricted stock award program offers Participants the opportunity to earn shares of our common stock over time, rather than options that give Participants the right to purchase stock at a set price. Restricted stock awards are grants that entitle the holder to shares of common stock subject to certain terms. Restricted stock awards generally have restrictions eliminated over a one to four year period. Restrictions generally lapse for non-employee directors after one year. Restrictions generally lapse for employees over a two to four year period. The fair value of restricted stock grants is based on the fair market value of our common stock on the respective grant dates. Restricted stock compensation is being amortized and charged to operations over the same period as the restrictions are eliminated for the Participants.

The Company's operating loss and net loss before income tax provision was increased by \$4.2 million and net loss was increased by \$2.5 million (\$0.02 per basic and diluted share) for the year ended December 31, 2006, related to the Company's restricted stock plans. For the year ended December 31, 2005 the Company's operating income and net income before income tax provision was reduced by \$1.2 million and net income was reduced by \$0.6 million (\$0.01 per basic and diluted share), related to the Company's restricted stock plans. Total restricted stock cost capitalized as part of inventory was \$1.2 million for the year ended December 31, 2006. Restricted stock cost capitalized as part of inventory in the year ended December 31, 2005 was \$0.6 million.

#### *ESPP*

An ESPP was established for eligible employees to purchase shares of the Company's common stock at 85% of the lower of the fair market value of Watson common stock on the effective date of subscription or the date of purchase. Under the ESPP, employees could authorize the Company to withhold up to 15% of their compensation during any offering period for common stock purchases, subject to certain limitations. The ESPP was implemented on January 1, 2002 and was qualified under Section 423 of the Internal Revenue Code. The Board authorized an aggregate of 700,000 shares of the Company's common stock for issuance under the ESPP. As of December 31, 2006, a total of 561,559 shares were issued under the ESPP. On June 29, 2005 the Compensation Committee of the Board terminated the ESPP effective January 1, 2006.

*Pro Forma Information for Periods Prior to the Adoption of FAS 123R*

Prior to 2006, the Company determined stock-based compensation expense using the intrinsic value method of APB 25 and we provided the disclosures required by SFAS 123, as amended by SFAS 148. The following table provides the pro forma effects on net income and earnings per share for 2005 and 2004, respectively, as if the fair value recognition provisions of SFAS 123R had been applied to options and ESPP grants under the Company's employee compensation plans (in thousands, except per share amounts):

	Years Ended December 31,	
	2005	2004
	<u>Restated</u>	
Net income	\$ 138,557	\$ 150,018
Add: Stock-based employee compensation expense included in reported net income, net of related tax effects	973	—
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	(16,370)	(12,833)
Pro forma net income	123,160	137,185
Add: Interest expense on CODES, net of tax	7,477	6,587
Pro forma net income, adjusted	<u>\$ 130,637</u>	<u>\$ 143,772</u>
Earnings per share:		
Basic—as reported	\$ 1.32	\$ 1.37
Basic—pro forma	<u>\$ 1.17</u>	<u>\$ 1.26</u>
Diluted—as reported	\$ 1.22	\$ 1.26
Diluted—pro forma	<u>\$ 1.09</u>	<u>\$ 1.16</u>

On December 15, 2005 the Compensation Committee of the Board approved the accelerated vesting of certain unvested, out-of-the-money stock options having an exercise price of \$38.00 or greater. The acceleration of vesting was effective December 15, 2005, for stock options previously awarded to the Company's employees, including its executive officers under the Company's equity compensation plans. In connection with the acceleration of vesting terms of these options, the Company recognized an additional \$6.9 million, pre-tax non-cash compensation expense on a pro forma basis in accordance with SFAS 123 in the pro forma table above in the year ended December 31, 2005. The acceleration action was taken in order to reduce the impact on future compensation expense of recognizing share based payment transactions within future periods' consolidated statements of income upon adoption of SFAS 123R on January 1, 2006.

**NOTE 4—Acquisitions**

*Acquisition of Andrx Corporation*

On November 3, 2006, the Company acquired all the outstanding shares of common stock of Andrx in an all-cash transaction for \$25 per share, or total consideration of approximately \$1.9 billion (the "Andrx Acquisition"). Andrx, whose capabilities both augment and complement those of Watson, distributes pharmaceutical products primarily to independent and chain pharmacies and physicians' offices and is considered a leader in formulating and commercializing difficult-to-replicate controlled-release pharmaceutical products and selective immediate-release products. As a result of the Andrx Acquisition, Watson now becomes the third largest generic pharmaceutical company in the United States, based on total prescriptions dispensed. Watson now has three operating segments: Generic, Brand and Distribution.

Distribution will include results from Andrx's former operating segment Distributed Products. Andrx's former Generic Products operating segment results will be included in Watson's Generic segment results. With certain exceptions, Andrx's former Contract Services operating segment results will be included in Watson's Brand segment results.

The Andrx Acquisition was accounted for as a business purchase combination using the purchase method of accounting under the provisions of Statement of Financial Accounting Standards No. 141, "Business Combinations" ("SFAS 141"). Accordingly, the results of Andrx's operations have been included in the consolidated financial statements beginning November 3, 2006. The allocation of consideration for acquisitions requires extensive use of accounting estimates and management judgment to allocate the purchase price of tangible and identifiable intangible assets acquired and liabilities assumed based on their respective fair values. Management believes the fair values assigned to the assets acquired and liabilities assumed are based on reasonable estimates and assumptions.

The total consideration for the Andrx Acquisition is calculated as follows (in thousands):

Cash consideration to Andrx shareholders	\$ 1,833,215
Watson's investment in Andrx at acquisition date	2,998
Cash paid for intrinsic value of Andrx stock options and restricted stock units	43,549
Estimated direct transaction fees and expenses	15,853
	<u>\$ 1,895,615</u>

*Purchase Price Allocation.* The purchase price for the Andrx Acquisition was allocated to tangible and identifiable intangible assets acquired and liabilities assumed based on their estimated fair values at the acquisition date, with the excess being allocated to goodwill, as follows (in thousands):

Cash and cash equivalents	\$ 366,264
Accounts receivable	130,605
Inventory	210,738
Short-term deferred tax assets	58,022
Other current assets	93,245
In-process research and development ("IPR&D")	497,800
Property, plant and equipment	251,473
Intangible assets	259,835
Other assets	6,749
Goodwill	410,178
Current liabilities	(229,441)
Long-term deferred revenues	(42,229)
Long-term deferred tax liabilities	(113,723)
Other long-term liabilities	(3,901)
<b>Net assets acquired</b>	<u><b>\$1,895,615</b></u>

*IPR&D.* In conjunction with the Andrx Acquisition, the Company recorded a charge to operations, in accordance with SFAS 141, of \$497.8 million for IPR&D assets acquired that the Company determined had no alternative future use in their current state. The Company's valuation of IPR&D projects included over thirty controlled or immediate release products at various stages of research and development. These IPR&D projects were valued through discounted cash flow analysis utilizing the "income" approach at rates commensurate with their perceived risks, which for these IPR&D projects ranged between 19%-20%. A partial list of cash flow considerations utilized for each of the IPR&D projects included an evaluation of a projects estimated cost to complete, future product prospects and competition, product lifecycles,

expected date of market introduction and expected pricing and cost structure. The major risks and uncertainties associated with the timely and successful completion of these IPR&D projects include delays caused by legal actions brought by the Company's competitors and the timing of the receipt of necessary regulatory approvals. No assurances can be given that the underlying assumptions used to prepare the discounted cash flow analysis will not change or the timely completion of each project to commercial success will occur. For these and other reasons, actual results may vary significantly from estimated results.

*Identifiable Intangible Assets.* Acquired identifiable intangible assets include core technology for extended release, customer relationships, product rights for currently marketed products and Trade Name. The amounts assigned to each class of identifiable intangible assets and estimated useful lives (in years) as summarized as follows (in thousands):

	Useful Life	
<b>Intangible assets with definite lives:</b>		
Core technology	15	\$ 52,500
Customer relationships	15	49,100
Developed products and other intangibles	2-8	82,035
		<u>183,365</u>
<b>Intangible assets with indefinite lives:</b>		
Trade name		<u>76,200</u>
<b>Total intangible assets</b>		<u><u>\$259,835</u></u>

Fair values of identified intangible assets were estimated by performing a discounted cash flow analysis using the "income" approach. This method utilizes forecasts of direct revenues and costs associated with each respective identifiable intangible asset valued and include charges for the use of contributory assets employed to generate future income streams over each intangibles expected useful life. Net cash flows attributable to each identifiable intangible asset are discounted to their present value at rates commensurate with perceived risks. A partial list of cash flow assumptions utilized for each of the identified intangible assets included consideration of existing operating margins, the number of existing and potential competitors, product pricing patterns, product market share analysis, product approval dates and product launch dates. A partial list of considerations utilized in developing estimates of expected useful lives included the effects of competition, customer attrition rates, consolidation within the industry and generic product lifecycle estimates. As Watson intends to continue to use the Anda trade name indefinitely, an indefinite life was assigned.

*Goodwill Allocation.* Among the factors that contributed to a purchase price allocation resulting in the recognition of goodwill were a history of operating margins and profitability, a strong research and development department and a leadership position in the ability to formulate and commercialize difficult-to-replicate controlled-release pharmaceutical products which will enable Watson to expand its product offerings and offer its customers a greater breadth of product offerings. The goodwill was assigned to the segments as follows (in thousands):

Generic segment	\$321,580
Distribution segment	88,598
	<u>\$410,178</u>

*Assumed Liabilities.* Included in the current liabilities assumed at the acquisition date is a severance accrual of \$12.2 million for Andrx employees to be terminated as a result of the Andrx Acquisition, in accordance with Emerging Issues Task Force Abstract Issue No. 95-3 "Recognition of Liabilities in

Connection with a Purchase Business Combination.” As of December 31, 2006, \$1.4 million had been paid, resulting in a remaining balance of \$10.8 million at December 31, 2006.

The deferred revenue balances relate to contract manufacturing obligations for the products Fortamet and Altoprev. Identification and allocation of fair value for deferred revenue balances was based on the provisions of SFAS 141. Fair values of deferred revenue balances were estimated by performing a discounted cash flow analysis of future contract manufacturing obligations to adjust historical balances to fair value which would reflect current market profit margins when amortized related to the contract manufacturing revenue streams.

*Pro Forma Results of Operations.* Unaudited pro forma operating results for the Company, assuming the Andrx Acquisition had occurred as of the beginning of each period presented and excluding any pro forma charges for IPR&D costs, inventory fair value adjustments and merger expenses, as well as Andrx share-based compensation expenses, are as follows (in thousands, except per share amounts):

	Years Ended December 31,	
	2006	2005
Net revenues	\$ 2,743,962	\$ 2,596,068
Net income	\$ 6,888	\$ 145,617
Earnings per share:		
Basic	\$ 0.07	\$ 1.39
Diluted	\$ 0.07	\$ 1.28

The Andrx Acquisition was funded using existing Andrx and Watson cash and cash equivalents, the proceeds from the sale of marketable securities and certain Andrx long-term investments and \$650 million in borrowings from a new senior credit facility (see NOTE 8—Long-Term Debt)

#### *Acquisition of Sekhsaria Chemicals Ltd.*

On March 16, 2006, the Company acquired Sekhsaria Chemicals Ltd. (“Sekhsaria”), a private company located in Mumbai, India that provides active pharmaceutical ingredient and finished dosage formulation expertise to the global pharmaceutical industry. The Company acquired all the outstanding shares of Sekhsaria for approximately \$29.5 million plus acquisition costs. The transaction was accounted for as a business purchase combination in accordance with SFAS No. 141. Accordingly, the tangible assets acquired were recorded at fair value on acquisition date based on reasonable assumptions.

The results of operations of Sekhsaria have been included in the Company’s Condensed Consolidated Financial Statements subsequent to the date of acquisition. Pro forma results of operations have not been presented because the effect of the acquisition was not material.

#### *Additional Investment in Scinopharm*

The Company holds an equity interest in Scinopharm Taiwan Ltd. (“Scinopharm”). In January 2006, we made an additional investment in Scinopharm of approximately \$12.0 million which increased our ownership share to approximately 31%. Additionally, we have an option to acquire an additional 44% interest in Scinopharm at a cost of approximately \$80 million which expires in October 2007.

#### *Acquisition of Manufacturing Facility in Goa, India*

In October 2005, the Company entered into an asset purchase agreement to purchase a manufacturing facility located in Goa, India from Dr. Reddy’s Laboratories, Ltd. for total cash consideration of approximately \$16.4 million plus acquisition costs. The transaction included a manufacturing facility, machinery and equipment.

**NOTE 5—Balance Sheet Components**

Selected balance sheet components consisted of the following (in thousands):

	<u>December 31,</u>	
	<u>2006</u>	<u>2005</u>
<b>Inventories:</b>		
Raw materials	\$ 113,603	\$ 85,983
Work-in-process	69,621	67,173
Finished goods	334,012	124,906
Total inventories	<u>\$ 517,236</u>	<u>\$ 278,062</u>
<b>Property and equipment:</b>		
Buildings and improvements	\$ 366,687	\$ 262,780
Leasehold improvements	38,407	21,751
Land and land improvements	26,771	16,899
Machinery and equipment	427,696	312,851
Research and laboratory equipment	60,332	48,946
Furniture and fixtures	20,389	16,958
Construction in progress	86,754	37,212
Total property and equipment, at cost	1,027,036	717,397
Less accumulated depreciation	(329,621)	(281,248)
Total property and equipment, net	<u>\$ 697,415</u>	<u>\$ 436,149</u>
Included in property and equipment are assets held for sale having a net book value of \$4,300.		
<b>Accounts payable and accrued expenses:</b>		
Trade accounts payable	\$ 199,750	\$ 61,152
Accrued payroll and related benefits	68,687	43,465
Accrued third-party rebates	54,435	34,339
Royalties and sales agent payables	85,521	33,629
Accrued severance, retention and shutdown costs	27,867	—
Interest payable	9,615	3,185
Accrued indirect returns	2,722	2,722
Other accrued expenses	68,278	32,668
Total accounts payable and accrued expenses	<u>\$ 516,875</u>	<u>\$ 211,160</u>

**NOTE 6—Investment in Marketable Securities and Other Investments**

	December 31,	
	2006	2005 Restated
	(in thousands)	
<b>Marketable securities:</b>		
U.S. Treasury and agency securities—maturing within one year	\$ 3,573	\$ 151,418
U.S. Treasury and agency securities—maturing within two years	3,076	1,049
<b>Total marketable securities</b>	<b>\$ 6,649</b>	<b>\$ 152,467</b>
<b>Investments and other assets:</b>		
Investment in equity method investments, as restated	\$ 46,882	\$ 39,518
Cost method investments	267	1,256
Other long-term investments	1,550	939
Other assets	27,678	12,646
<b>Total investments and other assets</b>	<b>\$ 76,377</b>	<b>\$ 54,359</b>

Watson’s marketable securities and other long-term investments are classified as available-for-sale and are recorded at fair value based on quoted market prices using the specific identification method. These investments are classified as either current or non-current, as appropriate, on the Company’s Consolidated Balance Sheets.

The following table provides a summary of the fair value and unrealized gain (loss) related to Watson’s available-for-sale securities (in thousands):

At December 31, 2006	Cost, Including Accrued Interest	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>Available-for-sale:</b>				
Equity securities—current				
U.S. Treasury and agency securities	\$ 6,661	\$ —	\$ (12)	\$ 6,649
Equity securities—non-current	232	1,318	—	1,550
<b>Total</b>	<b>\$ 6,893</b>	<b>\$ 1,318</b>	<b>\$ (12)</b>	<b>\$ 8,199</b>

At December 31, 2005	Cost, Including Accrued Interest	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>Available-for-sale:</b>				
Equity securities—current				
U.S. Treasury and agency securities	\$ 154,302	\$ —	\$ (1,835)	\$ 152,467
Equity securities—non-current	232	707	—	939
<b>Total</b>	<b>\$ 154,534</b>	<b>\$ 707</b>	<b>\$ (1,835)</b>	<b>\$ 153,406</b>

Gross unrealized gains at December 31, 2006 and 2005 relate to our holdings in the common stock of NovaDel Pharma Inc. (“NovaDel”) and Amarin Corporation plc (“Amarin”). The gross unrealized loss at December 31, 2006 and 2005 is attributable to adjustments, included in other comprehensive income, for the decline in fair value in the Company’s investment in U.S. Treasury and agency securities.

The Company’s net unrealized gains related to its available-for-sale securities, increased \$1.5 million for the year ended December 31, 2006. During the year ended December 31, 2005, the Company’s net unrealized loss increased \$2.7 million. During the year ended December 31, 2004, the Company’s net unrealized gain decreased \$0.9 million. These changes in the Company’s net unrealized gain (loss) on available-for-sale securities are included in other comprehensive income.

### *Current Investments*

Beginning in 2004, the Company invested in U.S. Treasury and agency securities. These investments are classified as available-for-sale and are recorded at fair value based on the quoted market prices. These investments are included in marketable securities on the Company's Consolidated Balance Sheets at December 31, 2006 and 2005.

### *Non-current Investments*

The Company's investments in the common stock of NovaDel and Amarin are classified as other long-term investments and are included in investments and other assets on the Company's Consolidated Balance Sheets at December 31, 2006 and 2005. During the year ended December 31, 2005, Watson sold its remaining investment (3.0 million shares) of common stock of Genelabs Technologies, Inc. ("Genelabs"), for proceeds of \$1.4 million and recorded a pre-tax loss of \$0.4 million. The Company wrote off its remaining investment in the Halsey Drug Co., Inc. warrants during the first quarter of 2004.

### *Investment in Equity Method Investments*

The Company's investments in equity method investments consist primarily of its investments in Scinopharm, joint venture Somerset Pharmaceuticals, Inc ("Somerset") and joint venture ANCIRC Pharmaceuticals ("ANCIRC").

In 2004, the Company made a \$15.3 million investment in Scinopharm, a private company that specializes in process research and development and the production of active pharmaceutical ingredients. During the fourth quarter of 2005 we made an additional \$19.4 million investment in the common shares of Scinopharm. This additional investment during 2005 increased our ownership percentage to approximately 24%. Accordingly, as required by APB 18, we account for our investment in Scinopharm under the equity method. In January 2006, we made an additional investment in Scinopharm of approximately \$12.0 million which increased our ownership share to approximately 31%. Additionally, we have an option to acquire an additional 44% interest in Scinopharm at a cost of approximately \$80 million which expires in October 2007.

Somerset, a joint venture in which Watson and Mylan Laboratories, Inc. both hold a fifty percent interest, manufactures and markets the product Eldepryl®, which is used in the treatment of Parkinson's disease and is also engaged in the development of alternative indications for selegeline (the active compound in Eldepryl®.) Somerset obtained an approvable letter in February 2004 for its NDA for EmSam™, a selegeline patch for the treatment of depression. In December 2004, Bristol-Myers Squibb Company ("BMS") and Somerset entered into an agreement for the commercialization and distribution of EmSam™. On February 28, 2006, the FDA granted Somerset final approval for Emsam®. Somerset has received an upfront payment and a milestone payment upon launch and may receive further milestone payments upon achievement of certain sales levels, as well as the reimbursement of certain development costs incurred over the term of the agreement. BMS receives exclusive distribution rights to commercialize EmSam™ in the U.S. and Canada. Somerset will supply EmSam™ to BMS and receive royalties on product sales.

The Company recorded net earnings from Somerset's operations of \$0.8 million in 2006 and losses of \$2.5 million and \$6.5 million in 2005 and 2004, respectively. The Somerset joint venture results reported by Watson consist of 50% of Somerset's earnings and management fees.

ANCIRC is a joint venture in which Watson and Andrx allocated capital contributions, distributions and net income or losses equally. ANCIRC was established for the development, manufacture and sale of bioequivalent controlled-release pharmaceuticals. The Company recorded net losses from ANCIRC in 2006, prior to the Andrx Acquisition and income of \$1.0 million in 2005 and \$0.8 million in 2004. As a

result of the Andrx Acquisition, ANCIRC became 100% owned and results of operations have been included in the Company's Condensed Consolidated Financial Statements subsequent to the date of the Andrx Acquisition.

The Company is not required to provide ongoing investments or additional funding to its joint ventures.

#### Cost-Method Investments

The Company's cost-method investments consist primarily of investments in common shares of a number of private and public companies where our ownership interest is under 20%.

#### Other Assets

Other assets include security and equipment deposits and deferred bank fees, net of amortization.

#### NOTE 7—Goodwill, Product Rights and Other Intangibles

Goodwill for the Company's reporting units consisted of the following:

	December 31,	
	2006	2005
	(in thousands)	
Brand pharmaceutical products	\$ 368,105	\$ 368,105
Generic pharmaceutical products	433,774	87,490
Distributed products	88,598	—
Total goodwill	<u>\$ 890,477</u>	<u>\$ 455,595</u>

The increase in goodwill in 2006 is due to goodwill resulting from the acquisition of Sekhsaria (\$24.7 million) and the Andrx Acquisition (\$410.2 million).

Other intangible assets consist primarily of product rights. The original cost and accumulated amortization of these intangible assets consisted of the following:

	December 31,	
	2006	2005
	(in thousands)	
Intangibles with definite lives		
Product rights and other related intangibles	\$ 1,282,899	\$ 1,269,513
Core technology	52,500	—
Customer relationships	49,100	—
	<u>1,384,499</u>	<u>1,269,513</u>
Less accumulated amortization	(681,415)	(517,705)
	703,084	751,808
Intangibles with indefinite lives		
Trade Name	76,200	—
Total product rights and other intangibles, net	<u>\$ 779,284</u>	<u>\$ 751,808</u>

In Accordance with SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" ("SFAS 144"), Watson reevaluates the carrying value of identifiable intangible and long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. SFAS 144 defines impairment as the condition that exists when the carrying amount of a long-lived asset exceeds its fair value. In the quarter ended June 30, 2006, revisions to the Company's long range product sales forecast were deemed necessary as a result of a detailed analysis of prescription

trends and a review of sales and inventory data provided by our largest customers. As a result of these downward revisions to our long range product sales forecast, the Company conducted a product right impairment review. Results of our impairment review indicated future undiscounted cash flows for four product rights were less than their respective carrying values. An analysis was undertaken to determine the fair values for the four product rights and an impairment of approximately \$67.0 million was recognized predominantly relating to Alora® (purchased in 1999) and Actigall® (purchased in 2002).

During the third quarter of 2004, the Company recognized a \$46.1 million impairment charge relating to its Tri-Norinyl® product rights as a result of a competitor's introduction to the market of a generic version. In accordance with SFAS 144, the Company evaluated the recoverability of its Tri-Norinyl® product rights and determined that future estimated undiscounted cash flows were below the carrying amount of the underlying product rights. As a result of this evaluation, the Company adjusted the carrying value of the Tri-Norinyl® product rights to its estimated fair value of \$13.8 million. The Company estimates the fair value of its product rights based on forecasted cash flows, discounted by an interest rate used for evaluating product right acquisitions.

The Company continually evaluates the appropriateness of useful lives assigned to long-lived assets, including product rights. Watson's product rights and related intangible assets include the intangible asset related to the Company's Ferrlecit® product. Regulatory exclusivity on Ferrlecit® expired in August, 2004. Accordingly, in 2005, the Company modified the long range cash flow forecast from the Ferrlecit® product rights to reflect current expectations, recent events and circumstances, including its pending Citizen's Petitions. In consideration of these modified forecasts, the Company accelerated the amortization of Ferrlecit® product rights beginning in the first quarter of 2005 and will continue accelerated amortization until the rights are fully amortized in December 2007.

Assuming no additions, disposals or adjustments are made to the carrying values and/or useful lives of the assets, annual amortization expense on product rights and related intangibles is estimated to be approximately \$176.6 million in 2007, \$65.7 million in 2008, \$62.0 in 2009, \$55.0 million in 2010 and \$48 million in 2011. The Company's current product rights and related intangibles have a weighted average remaining useful life of approximately nine years.

For additional information on acquisitions of intangibles, see Note 4—Acquisitions.

#### NOTE 8—Long-Term Debt

Long-term debt consisted of the following:

	December 31,	
	2006	2005
	(in thousands)	
Senior Credit Facility, due 2011, bearing interest at LIBOR plus 0.75%	\$ 650,000	\$ —
CODES, face amount of \$575 million, due 2023, net of unamortized discount	574,125	573,849
Senior unsecured notes, 7.125% ("1998 Senior Notes"), face amount of \$14 million, net of unamortized discount	—	14,054
Other notes payable	7,079	32
	<u>1,231,204</u>	<u>587,935</u>
Less: Current portion	107,059	—
Total long-term debt	<u>\$ 1,124,145</u>	<u>\$ 587,935</u>

### *Senior Credit Facility*

In November 2006, we entered into the Senior Credit Facility with Canadian Imperial Bank of Commerce, acting through its New York agency, as Administrative Agent, Wachovia Capital Markets, LLC, as Syndication Agent, and a syndicate of banks. The Senior Credit Facility provides an aggregate of \$1.15 billion of senior financing to Watson, consisting of a \$500 million revolving credit facility (“Revolving Facility”) and a \$650 million senior term loan facility (“Term Facility”). The Senior Credit Facility was entered into in connection with the Andrx Acquisition.

The Senior Credit Facility has a five year term and will bear interest equal to LIBOR plus 0.75% (subject to certain adjustments). The indebtedness under the Senior Credit Facility is guaranteed by Watson’s material domestic subsidiaries. The remainder under the Revolving Facility is available for working capital and other general corporate requirements subject to the satisfaction of certain conditions. The terms of the Senior Credit Facility require that the entire amount under the Term Facility be drawn on the closing date of the Andrx Acquisition. Quarterly principal payments of \$25 million will be required on the Term Facility, under the terms of the Senior Credit Facility, beginning March 31, 2007 (with certain exceptions) with the remainder due on maturity. Indebtedness under the Senior Credit Facility may be pre-payable, and commitments reduced at the election of Watson without premium (subject to certain conditions). As of December 31, 2006, the Company had not drawn any funds from the Revolving Facility and \$650 million was outstanding on the Term Facility.

Under the terms of the Senior Credit Facility, each of our subsidiaries, other than minor subsidiaries, entered into a full and unconditional guarantee on a joint and several basis. We are subject to, and, as of December 31, 2006, were in compliance with financial and operation covenants under the terms of the Credit Facility. The agreement currently contains the following financial covenants:

- maintenance of a minimum net worth of at least \$1.32 billion;
- maintenance of a maximum leverage ratio not greater than 3.25 to 1.0; and
- maintenance of a minimum interest coverage ratio of at least 5.0 to 1.0.

At December 31, 2006, our net worth was \$1.68 billion, and our leverage ratio was 2.72 to 1.0. Our interest coverage ratio for the year ended December 31, 2006 was 7.7 to 1.0.

Under the Senior Credit Facility, interest coverage ratio, with respect to any financial covenant period, is defined as the ratio of EBITDA for such period to interest expense for such period. The leverage ratio, for any financial covenant period, is defined as the ratio of the outstanding principal amount of funded debt for the borrower and its subsidiaries at the end of such period, to EBITDA for such period. EBITDA under the Credit Facility, for any covenant period, is defined as net income plus (1) depreciation and amortization, (2) interest expense, (3) provision for income taxes, (4) extraordinary or unusual losses, (5) non-cash portion of nonrecurring losses and charges, (6) other non-operating, non-cash losses, (7) minority interest expense in respect of equity holdings in affiliates, (8) non-cash expenses relating to stock-based compensation expense and (9) any one-time charges related to the Andrx Acquisition; minus (1) extraordinary gains, (2) interest income and (3) other non-operating, non-cash income.

### *CODES*

In March 2003, the Company issued \$575 million of CODES. The CODES, which are convertible into shares of Watson’s common stock upon the occurrence of certain events, are due in March 2023, with interest payments due semi-annually in March and September at an effective annual interest rate of 2.1%, excluding changes in the fair value of the contingent interest derivative. At December 31, 2006 and 2005, the unamortized discount for the CODES was \$0.9 million and \$1.2 million, respectively.

The CODES are convertible into Watson's common stock at a conversion price of approximately \$40.05 per share (subject to adjustments upon certain events such as (i) stock splits or dividends, (ii) material stock distributions or reclassifications, (iii) distribution of stock purchase rights at less than current market rates or (iv) a distribution of assets or common stock to our shareholders or subsidiaries). The CODES may be converted, at the option of the holders, prior to maturity under any of the following circumstances:

- during any quarterly conversion period (period from and including the thirtieth trading day in a fiscal quarter to, but not including, the thirtieth trading day in the immediately following fiscal quarter) if the closing sale price per share of Watson's common stock for a period of at least 20 trading days during the 30 consecutive trading-day period ending on the first day of such conversion period is more than 125% (\$50.06) of the conversion price in effect on that thirtieth day;
- on or before March 15, 2018, during the five business-day period following any 10 consecutive trading-day period in which the daily average trading price for the CODES for such ten-day period was less than 105% of the average conversion value for the debentures during that period. This conversion feature represents an embedded derivative. However, based on the de minimis value associated with this feature, no value has been assigned at issuance and at December 31, 2005;
- during any period, following the earlier of (a) the date the CODES are rated by both Standard & Poor's Rating Services and Moody's Investor Services, Inc., and (b) April 21, 2003, when the long-term credit rating assigned to the CODES by either Standard & Poor's or Moody's (or any successors to these entities) is lower than "BB" or "Ba3", respectively, or when either of these rating agencies does not have a rating then assigned to the CODES for any reason, including any withdrawal or suspension of a rating assigned to the CODES. This conversion feature represents an embedded derivative. However, based on the de minimis value associated with this feature, no value has been assigned at issuance and at December 31, 2005;
- if the CODES have been called for redemption; or
- upon the occurrence of specified corporate transactions.

The Company may redeem some or all of the CODES for cash, on or after March 20, 2008, for a price equal to 100% of the principal amount of the CODES plus accrued and unpaid interest (including contingent interest) to, but excluding, the redemption date.

The CODES contain put options which may require the Company to repurchase for cash all or a portion of the CODES on March 15 of 2010, 2015 and 2018 at a repurchase price equal to 100% of the principal amount of the CODES plus any accrued and unpaid interest (including contingent interest) to, but excluding, the date of repurchase.

In addition, the holders of the CODES have the right to receive contingent interest payments during any six-month period from March 15 to September 14 and from September 15 to March 14, commencing on September 15, 2003, if the average trading price of the CODES for the five trading days ending on the second trading day immediately preceding the relevant six-month period equals 120% or more of the principal amount of the CODES. The interest rate used to calculate the contingent interest is the greater of 5% of the Company's then-current estimated per annum borrowing rate for senior non-convertible fixed-rate debt with a maturity date and other terms comparable to that of the CODES or 0.33% per annum. This contingent interest payment feature is an embedded derivative and has been bifurcated and recorded separately in the Condensed Consolidated Balance Sheets in other long-term liabilities. The initial fair value assigned to the embedded derivative was \$1.9 million, which is recorded as a discount to the CODES. Changes to the fair value of this embedded derivative are reflected as an adjustment to interest expense. The current value of the embedded derivative was \$0.3 million and \$0.9 million at December 31, 2006 and 2005, respectively.

### *1998 Senior Notes*

In May 1998, Watson issued \$150 million of its 1998 Senior Notes. The Company was required to make interest only payments due semi-annually in May and November at an effective annual rate of 7.2%. In February 2004, the Company initiated a tender offer to purchase all of its outstanding 1998 Senior Notes and a related consent solicitation. The Company received tenders of its 1998 Senior Notes and deliveries of related consents from holders of approximately \$101.6 million of the \$150 million aggregate principal amount of 1998 Senior Notes outstanding. In May 2004, the Company acquired an additional \$34.3 million of its outstanding 1998 Senior Notes in an open market transaction. On March 31, 2006, the Company initiated a redemption notice to the holders of all of its outstanding 1998 Senior Notes. As a result, the remaining 1998 Senior Notes were redeemed on May 23, 2006.

### *Credit Facility*

In May 2003, we entered into an agreement with a syndicate of lenders for a five-year, \$300 million senior, unsecured revolving credit facility (the "2003 Credit Facility") for working capital and other general corporate purposes. On September 8, 2005, we entered into a Second Amendment to the 2003 Credit Facility on substantially the same terms and conditions except the fee structure was reduced and certain defined terms were added or amended. On March 6, 2006, we entered into a Third Amendment to the 2003 Credit Facility which, among other things, permits the Company to repurchase up to \$300.0 million of its common stock. Watson's assets generally are held by, and its operations generally are conducted through its subsidiaries. Within the meaning of Regulation S-X, Rule 3-10, the Company has no assets or operations independent of its subsidiaries. Under the terms of the Credit Facility, each of our subsidiaries, other than minor subsidiaries, entered into a full and unconditional guarantee on a joint and several basis. In order to provide subsidiary guarantees in connection with the 2003 Credit Facility, we were required to issue similar guarantees to the 1998 Senior Note holders. The subsidiary guarantees related to both the Credit Facility and the 1998 Senior Notes are full and unconditional, on a joint and several basis, and are given by all subsidiaries other than minor subsidiaries. On November 3, 2006, in connection with entering into a new credit facility (see discussion above), we terminated our 2003 Credit Facility.

Annual maturities of long-term debt are as follows: \$107 million in 2007, \$100 million in 2008, \$100 million in 2009, \$0 in 2010, \$350 million in 2011 and \$575.0 million thereafter.

### **NOTE 9—Business Restructuring Charges and Facility Impairment Charges**

#### *Impairment of Puerto Rico Facility—Assets Held and Used*

During the fourth quarter of 2005, the Company recognized an impairment charge relating to the planned closure of its solid dosage manufacturing facility in Puerto Rico as part of an ongoing effort to optimize the capacity utilization the Company's manufacturing operations. In accordance with SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" ("SFAS 144"), the Company conducted an impairment analysis of the Puerto Rico facility and certain property and equipment located in China to determine if the carrying value was recoverable. Our analysis indicated an impairment charge of \$25.1 million was required to reduce the fair value of the Puerto Rico facility to its estimated current market value of \$15.6 million and to write down certain property and equipment located in China. Fair value was based on third party offers to sell similar properties, recent transactions by the Company or market values for comparable properties, if available. The Company is in the process of winding down operations at its Humacao, Puerto Rico facility after having transferred product manufacturing to its Carmel, New York and Corona, California sites.

In the year ended December 31, 2006, we recognized an additional \$3.3 million impairment charge primarily relating to our Puerto Rico facility.

### Business Restructuring Charges

As indicated above, the Company commenced efforts to reduce its cost structure during the fourth quarter of 2005 with the planned closure of our manufacturing facility in Puerto Rico. Additional steps to optimize our manufacturing operations and other operations taken during 2006 included the announcement in March 2006 to divest our injectable manufacturing facility located in Phoenix, Arizona and the consolidation of certain research and development facilities. Total charges related to our business restructuring and facility rationalization activities for 2006 consisted of the following:

	<u>Costs Incurred</u>	<u>Cash Payments</u>	<u>Non-cash Adjustments</u>	<u>Balance at December 31, 2006</u>
	(in thousands)			
<b>Cost of sales</b>				
Severance and retention	\$ 14,807	\$ (2,942)	\$ —	\$ 11,865
Product transfer costs	4,825	(3,184)	—	1,641
Inventory provisions	2,075	—	(2,075)	—
	<u>21,707</u>	<u>(6,126)</u>	<u>(2,075)</u>	<u>13,506</u>
<b>Operating expenses</b>				
Research and development	3,724	(1,312)	(67)	2,345
Loss on impairment	3,283	—	(3,283)	—
	<u>7,007</u>	<u>(1,312)</u>	<u>(3,350)</u>	<u>2,345</u>
<b>Total restructuring and impairment charges</b>	<u>\$ 28,714</u>	<u>\$ (7,438)</u>	<u>\$ (5,425)</u>	<u>\$ 15,851</u>

Product transfer costs consist of consulting and shipping costs to transfer product to other facilities. Research and development costs included severance, retention and accrued future obligations on non-cancelable leases. Total restructuring and impairment costs incurred in the fourth quarter of 2006 totaled \$16.1 million.

### NOTE 10—Income Taxes

The Company's income before provision for income taxes was generated from the United States and international operation as follows:

	<u>Years Ended December 31,</u>		
	<u>2006</u>	<u>2005</u>	<u>2004</u>
	(in thousands)		
<b>Earnings (loss) before income taxes:</b>			
U.S.	\$ (417,145)	\$ 211,144	\$ 232,900
Foreign	6,196	8,790	2,663
<b>Earnings before income taxes</b>	<u>\$ (410,949)</u>	<u>\$ 219,934</u>	<u>\$ 235,563</u>

The Company's provision for income taxes consisted of the following:

	<b>Years Ended December 31,</b>		
	<b>2006</b>	<b>2005</b>	<b>2004</b>
	(in thousands)		
<b>Current provision:</b>			
Federal	\$ 53,315	\$ 76,235	\$62,905
State	3,853	7,500	8,430
Foreign	1,576	2,810	747
<b>Total current provision</b>	<b>58,744</b>	<b>86,545</b>	<b>72,082</b>
<b>Deferred provision (benefit):</b>			
Federal	(25,492)	(4,842)	12,215
State	1,946	(326)	1,248
Foreign	(1,142)	—	—
<b>Total deferred provision (benefit)</b>	<b>(24,688)</b>	<b>(5,168)</b>	<b>13,463</b>
<b>Total provision for income taxes</b>	<b>\$ 34,056</b>	<b>\$ 81,377</b>	<b>\$ 85,545</b>

The exercise of certain stock options resulted in a tax benefit and has been reflected as a reduction of income taxes payable and an increase to additional paid-in capital. Such benefits recorded were \$0.9 million, \$3.4 million, and \$6.4 million for the years ended December 31, 2006, 2005, and 2004, respectively.

Reconciliations between the statutory federal income tax rate and the Company's effective income tax rate were as follows:

	<b>Years Ended December 31,</b>		
	<b>2006</b>	<b>2005</b>	<b>2004</b>
Federal income tax at statutory rates	(35.0)%	35.0%	35.0%
State income taxes, net of federal benefit	0.9%	2.9%	2.3%
IPR&D	42.4%	—	—
Charitable contributions	(0.4)%	(1.6)%	(2.7)%
Valuation allowance	1.6%	1.0%	0.6%
Favorable tax authorities outcome	(1.3)%	—	—
Other	0.1%	(0.3)%	1.1%
<b>Effective income tax rate</b>	<b>8.3%</b>	<b>37.0%</b>	<b>36.3%</b>

Deferred tax assets and liabilities are measured based on the difference between the financial statement and tax bases of assets and liabilities at the applicable tax rates. The significant components of the Company's net deferred tax assets (liabilities) consisted of the following:

	December 31,	
	2006	2005
	(in thousands)	
Benefits from net operating loss carryforwards	\$ 13,488	\$ 11,666
Benefits from charitable contribution carryforwards	10,808	13,273
Benefits from tax credit carryforwards	10,769	3,955
Differences in financial statement and tax accounting for:		
Inventories, receivables and accruals	132,990	94,369
Property, equipment and intangible assets	(169,327)	(97,655)
Investments in joint ventures	(40)	(966)
Non-compete agreement	—	1,512
Share-based compensation	3,189	593
Deferred intercompany Profit	1,119	1,680
Unrealized holding gains on securities	(494)	419
Other	(26,251)	(33,849)
Total deferred tax liability, gross	(23,749)	(5,003)
Less valuation allowance	(11,949)	(5,265)
Total deferred tax liability, net	<u>\$ (35,698)</u>	<u>\$ (10,268)</u>

The Company had net operating loss ("NOL") carryforwards at December 31, 2006 of approximately \$3.3 million for federal income tax purposes and an aggregate of approximately \$191.2 million for state income tax purposes. A valuation allowance has been established due to the uncertainty of realizing certain NOL carryforwards. The valuation allowance, which consists primarily of state NOL's, was increased in 2006 by state NOL carryforwards which may not be realizable due to changes in future business operations. Additionally, restrictions imposed as a result of ownership changes to acquired subsidiaries, the amount of NOL carryforwards available to offset future taxable income is subject to limitation. The Company also has research tax credit carryforwards, capital loss carryforwards, and minimum tax credits of \$10.8 million. The annual NOL utilization may be further limited if additional changes in ownership occur. The NOL and credit carryforwards will begin to expire in 2007 if not utilized. The charitable contribution carryforwards of approximately \$28 million will begin to expire in 2009 if not utilized. During the fourth quarter of 2006 Watson closed several audits in various tax jurisdictions which resulted in a net decrease in the tax contingency reserve of \$5.3 million dollars.

In July 2006, the FASB issued FASB Interpretation No. 48 "*Accounting for Uncertainty in Income Taxes—an interpretation of FASB Statement No. 109*" (FIN 48) and is effective for fiscal years beginning after December 15, 2006. FIN 48 clarifies the accounting for uncertainties in income taxes recognized in accordance with SFAS No. 109, "Accounting for Income Taxes" by prescribing guidance for the recognition, derecognition and measurement in financial statements of income tax positions taken in previously filed tax returns or tax positions expected to be taken in tax returns, including a decision whether to file or not to file in a particular jurisdiction. FIN 48 requires that any liability created for unrecognized tax benefits be disclosed. The application of FIN 48 may also affect the tax bases of assets and liabilities and therefore may change or create deferred tax liabilities or assets. The Company will be required to adopt FIN 48 as of January 1, 2007. If there are changes in the net assets of the Company as a result of the application of FIN 48, the cumulative effects, if any, will be recorded as an adjustment to retained earnings. The Company is currently evaluating the impact of its adoption of FIN 48 and has not yet determined the effect on its earnings or financial position.

On October 22, 2004, the American Jobs Creation Act of 2004 (the "Jobs Creation Act") was signed into law. The Jobs Creation Act creates a temporary incentive for U.S. corporations to repatriate accumulated income earned abroad by providing an 85 percent dividend deduction for certain dividends received from controlled foreign corporations. In the fourth quarter of 2005, the Company received cash from a foreign subsidiary and will report an extraordinary dividend of \$11 million and a related tax liability of \$0.2 million in its 2005 federal income tax return. This amount is currently provided for in the provision for income taxes for 2005 and is included in income taxes payable at December 31, 2005. This distribution does not change the Company's intention to indefinitely reinvest undistributed earnings of certain of its foreign subsidiaries in operations outside the U.S.

Deferred income taxes have not been provided on the undistributed earnings of certain of the Company's foreign subsidiaries of approximately \$11.1 million as of December 31, 2006. These amounts have been indefinitely reinvested. It is not practicable to calculate the deferred taxes associated with these earnings; however, foreign tax credits would likely be available to reduce federal income taxes in the event of distribution.

#### **NOTE 11—Stockholders' Equity**

##### *Preferred stock*

In 1992, the Company authorized 2.5 million shares of no par preferred stock. The Board has the authority to fix the rights, preferences, privileges and restrictions, including but not limited to, dividend rates, conversion and voting rights, terms and prices of redemptions and liquidation preferences without vote or action by the stockholders. Watson has not issued any preferred stock.

##### *ESPP*

An ESPP was established for eligible employees to purchase shares of the Company's common stock at 85% of the lower of the fair market value of Watson common stock on the effective date of subscription or the date of purchase. Under the ESPP, employees can authorize the Company to withhold up to 15% of their compensation during any offering period for common stock purchases, subject to certain limitations. The ESPP was implemented on January 1, 2002 and is qualified under Section 423 of the Internal Revenue Code. The Board authorized an aggregate of 700,000 shares of the Company's common stock for issuance under the ESPP. As of December 31, 2006, a total of 561,559 shares have been issued under the plan. On June 29, 2005 the Compensation Committee of the Board terminated the ESPP effective January 1, 2006.

##### *Stock option plans*

The Company has adopted several stock option plans, all of which have been approved by the Company's shareholders that authorize the granting of options to purchase the Company's common shares subject to certain conditions. At December 31, 2006, the Company had reserved 14.6 million of its common shares for issuance upon exercise of options granted or to be granted under these plans and for restricted stock grants (see discussion below). The options are granted at the fair value of the shares underlying the options at the date of the grant and generally become exercisable over periods ranging from three to five years and expire in ten years. In conjunction with certain of the Company's acquisitions, Watson assumed stock option and warrant plans from the acquired companies. The options and warrants in these plans were adjusted by the individual exchange ratios specified in each transaction. No additional options or warrants will be granted under any of the assumed plans.

A summary of the Company's stock option plans consisted of the following:

	Options (000's)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (000's)
Outstanding, December 31, 2003	12,858	\$ 36.14		
Granted	2,428	31.21		
Exercised	(1,247)	22.80		
Cancelled	(1,952)	39.49		
Outstanding, December 31, 2004	12,087	36.05		
Granted	1,073	32.54		
Exercised	(1,007)	24.29		
Cancelled	(959)	36.17		
Outstanding, December 31, 2005	11,194	36.76		
Granted	883	26.42		
Exercised	(313)	18.73		
Cancelled	(779)	37.60		
Outstanding, December 31, 2006	<u>10,985</u>	<u>\$ 36.39</u>	<u>5.6</u>	<u>\$ 1,338</u>
Vested and expected to vest at December 31, 2006	<u>10,373</u>	<u>\$ 36.84</u>	<u>5.4</u>	<u>\$ 1,255</u>
Options exercisable at December 31, 2006	<u>8,219</u>	<u>\$ 38.98</u>	<u>4.7</u>	<u>\$ 936</u>

As of December 31, 2006, the Company had \$9.9 million of total unrecognized compensation expense, net of estimated forfeitures, related to stock option grants, which will be recognized over the remaining weighted average period of 1.6 years. Total intrinsic value of options exercised in 2006 was \$2.3 million.

The following table summarizes information about stock options outstanding at December 31, 2006 (shares in thousands):

Range of Exercise Prices	Options Outstanding			Options Exercisable	
	Options (000's)	Weighted Average Remaining Life in Years	Weighted Average Exercise Price	Options (000's)	Weighted Average Exercise Price
\$16.56 to \$28.01	2,884	6.9	\$ 26.30	1,314	\$ 26.20
\$28.03 to \$35.11	3,096	6.0	\$ 30.49	1,964	\$ 29.96
\$35.24 to \$45.87	2,792	4.7	\$ 40.24	2,728	\$ 40.33
\$45.88 to \$69.33	2,213	4.3	\$ 52.91	2,213	\$ 52.91
Total	<u>10,985</u>	5.6	\$ 36.39	<u>8,219</u>	\$ 38.98

#### *Restricted Stock*

During 2005, the Compensation Committee of the Board authorized and issued restricted stock to the Company's Participants under the Company's equity compensation plans. The restricted stock award program offers Participants the opportunity to earn shares of our common stock over time, rather than options that give Participants the right to purchase stock at a set price. Restricted stock awards are grants that entitle the holder to shares of common stock subject to certain terms. Watson's restricted stock awards generally have restrictions eliminated over a one to four year period. Restrictions generally lapse for non-employee directors after one year. Restrictions generally lapse for employees over a two to four year period. The fair value of restricted stock grants is based on the fair market value of our common stock on

the respective grant dates. Restricted stock compensation is being amortized and charged to operations over the same period as the restrictions are eliminated for the Participants.

A summary of the changes in restricted stock grants during the year ended December 31, 2006 is presented below (in thousands, except per share amounts):

	Shares	Weighted Average Grant Date Fair Value	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Restricted shares outstanding at December 31, 2005	315.5	\$ 34.43	2.3	\$ 10,863
Granted	310.8	26.60		8,266
Vested	(5.0)	30.05		(150)
Cancelled	(52.5)	33.69		(1,768)
Restricted shares outstanding at December 31, 2006	<u>568.8</u>	<u>\$ 30.26</u>	<u>1.9</u>	<u>\$ 17,211</u>

As of December 31, 2006, the Company had \$7.5 million of total unrecognized compensation expense, net of estimated forfeitures, related to restricted stock grants, which will be recognized over the remaining weighted average period of 1.9 years.

#### *Stock Repurchases*

During 2005, we repurchased approximately 9.4 million shares of our common stock at an aggregate cost of \$300.0 million under the Company's \$300.0 million stock repurchase program approved by the Company's Board of Directors ("Board") on February 10, 2005 (the "2005 Repurchase Program"). This completed our stock repurchase program under the 2005 Repurchase Program.

On February 15, 2006, the Board authorized the expenditure of an additional \$300.0 million to repurchase shares of the Company's outstanding common stock (the "2006 Repurchase Program"). Repurchases are authorized to be made in open market or privately negotiated transactions from time to time in compliance with the SEC Rule 10b-18, subject to market conditions, applicable legal requirements and other factors. Additionally, the Board has authorized that purchases may be made under Rule 10b5-1 promulgated under the Securities and Exchange Act of 1934, as amended. A Rule 10b5-1 plan allows Watson to repurchase its shares during periods when it would normally not be active in the market due to its internal trading blackout periods. All such purchases must be made in accordance with a pre-defined plan that is established when the plan administrator is not aware of any material non-public information. At this time, the Company has no current plans to repurchase common stock under the 2006 Repurchase Program.

#### **NOTE 12—Operating Segments**

Watson has three reportable operating segments: Generic, Brand and Distribution. The Generic segment includes off-patent pharmaceutical products that are therapeutically equivalent to proprietary products. The Brand segment includes the Company's lines of Specialty Products and Nephrology products. Watson has aggregated its Brand product lines in a single segment because of similarities in regulatory environment, methods of distribution and types of customer. This segment includes patent-protected products and certain trademarked off-patent products that Watson sells and markets as Brand pharmaceutical products. The Company sells its Brand and Generic products primarily to pharmaceutical wholesalers, drug distributors and chain drug stores in the U.S.. Following the Andrx Acquisition, a third operating segment was added representing the Andra distribution business. The Distribution segment

mainly distributes generic pharmaceutical products manufactured by third parties, as well as by Watson, primarily to independent pharmacies, pharmacy chains, pharmacy buying groups and physicians' offices in the U.S.. Sales are principally generated through an in-house telemarketing staff and through internally developed ordering systems. The Distributed segment operating results are included in Watson results since the date of the Andrx Acquisition and exclude Watson Generic and Brand products, which are included in their respective segment results.

Prior to July 1, 2004, the Brand products segment included the Company's lines of Women's Health, General Products and Nephrology products. Following a formal realignment of our business strategy announced in June 2004, the Company refocused operational resources on three core business areas: Specialty Products, Nephrology and Generic products. The Brand business segment includes products serving the specialty markets in urology and nephrology. The realignment combines the bulk of the Company's oral contraceptive products (formerly in the Women's Health division) with certain other generic products (formerly in the General Products division) in an expanded Generic business segment. Following the realignment, products formerly included in Women's Health and General Products that have not been included within the expanded Generic business segment are included within the Specialty Products group as part of the Brand segment. All segment results have been presented to reflect this realignment. As of January 1, 2005, the Company began to evaluate segment performance based on segment net revenues, gross profit and contribution. Segment contribution represents segment gross profit less direct research and development expenses and selling and marketing expenses. The Company has not reported depreciation expense, total assets, capital expenditures or allocated corporate general and administrative expenses, amortization, in-process research and development or impairment losses by segment as such information has not been used by management, or has not been accounted for at the segment level. Segment financial data for all periods presented reflect this change in evaluating the associated segment results.

The accounting policies of the operating segments are the same as those described in Note 2—Summary of Significant Accounting Policies. The "other" classification for the years ended December 31, 2005 and 2004 consisted primarily of royalties and revenues from research, development and licensing fees. Beginning in 2006, the "other" classification within the Generic segment includes commission revenue earned as a sales agent of Cephalon, Inc., from the sale of Fentanyl Citrate. Also beginning in 2006, the "other" classification within the Brand segment includes deferred revenue related to certain contract manufacturing arrangements as a result of the Andrx Acquisition.

Segment net revenues, segment gross profit and segment contribution information for the Company's Generic, Brand and Distribution segments consisted of the following:

	Years Ended December 31,		
	2006	2005	2004
<b>Generic Segment</b>			
Product sales	\$ 1,501,251	\$ 1,242,584	\$ 1,239,420
Other	15,559	4,357	18,591
Net revenues	1,516,810	1,246,941	1,258,011
Cost of sales (excludes amortization)	1,059,234	760,845	743,822
Gross profit	457,576	486,096	514,189
Gross margin	30.2%	39.0%	40.9%
Research and development	83,551	80,879	69,269
Selling and marketing	52,882	48,914	43,199
<b>Generic Contribution</b>	<b>\$ 321,143</b>	<b>\$ 356,303</b>	<b>\$ 401,721</b>
Contribution margin	21.2%	28.6%	31.9%
<b>Brand Segment</b>			
Product sales	\$ 354,070	\$ 389,545	\$ 363,795
Other	15,402	9,717	18,745
Net revenues	369,472	399,262	382,540
Cost of sales (excludes amortization)	92,184	91,569	76,972
Gross profit	277,288	307,693	305,568
Gross margin	75.0%	77.1%	79.9%
Research and development	47,472	44,384	64,952
Selling and marketing	112,258	113,428	150,011
<b>Brand Contribution</b>	<b>\$ 117,558</b>	<b>\$ 149,881</b>	<b>\$ 90,605</b>
Contribution margin	31.8%	37.5%	23.7%
<b>Distribution Segment</b>			
Product sales	\$ 92,796		
Other	166		
Net revenues	92,962		
Cost of sales (excludes amortization)	82,065		
Gross profit	10,897		
Gross margin	11.7%		
Research and development	—		
Selling and marketing	8,409		
<b>Distribution Contribution</b>	<b>\$ 2,488</b>		
Contribution margin	2.7%		
<b>Total Segment Contribution</b>	<b>\$ 441,189</b>	<b>\$ 506,184</b>	<b>\$ 492,326</b>
Corporate general and administrative	131,511	98,657	107,999
Amortization	163,710	163,939	72,287
In-process research and development	497,800	—	—
Loss on impairment	70,264	25,076	46,100
Operating (loss) income	<b>\$ (422,096)</b>	<b>\$ 218,512</b>	<b>\$ 265,940</b>
Operating margin	(21.3%)	13.3%	16.2%

The Company's Generic and Brand segment net product sales are represented by the sale of products in the following therapeutic categories for the years ended December 31,:

	<u>2006</u>	<u>2005</u>	<u>2004</u>
	(in thousands)		
Central nervous system	\$ 705,787	\$ 553,023	\$ 561,491
Nephrology	173,783	184,033	173,706
Hormones and synthetic substitutes	459,415	471,078	454,721
Cardiovascular	218,205	134,538	139,866
Other	298,131	289,457	273,431
	<u>\$ 1,855,321</u>	<u>\$ 1,632,129</u>	<u>\$ 1,603,215</u>

#### **NOTE 13—Related Parties**

The Company has a manufacturing facility in Corona, California, which was leased from the Hsi-Hsiung Hsu Hwa Chao ("Chao Family Trust I"), a related-party, until December 31, 2004. Lease payments were \$399,000 and \$420,000 in 2004 and 2003, respectively. Following the expiration of the lease in December 31, 2004, the Company acquired this manufacturing facility from the Chao Family Trust I in the amount of \$2.4 million.

#### **NOTE 14—Commitments and Contingencies**

##### *Facility and Equipment Leases*

The Company has entered into operating leases for certain facilities and equipment. The terms of the operating leases for the Company's facilities require the Company to pay property taxes, normal maintenance expenses and maintain minimum insurance coverage. Total rental expense for operating leases in 2006, 2005 and 2004 was \$11.5 million, \$10.6 million and \$10.9 million, respectively.

At December 31, 2006, future minimum lease payments under all non-cancelable operating leases are approximately \$19.5 million in 2007, \$17.3 million in 2008, \$15.2 million in 2009, \$11.6 million in 2010, \$9.6 million in 2011 and \$78.1 million thereafter.

##### *Employee Retirement Plans*

The Company maintains certain defined contribution retirement plans covering substantially all employees. The Company contributes to the plans based upon the employee contributions. Watson's contributions to these retirement plans were \$6.9 million, \$6.3 million and \$7.4 million in the years ended December 31, 2006, 2005 and 2004, respectively. The Company does not sponsor any defined benefit retirement plans or postretirement benefit plans.

##### *Legal Matters*

*Phen-fen litigation.* Beginning in late 1997, a number of product liability suits were filed against Watson, The Rugby Group ("Rugby") and certain other Watson affiliates, as well as numerous other manufacturing defendants, for personal injuries allegedly arising out of the use of phentermine hydrochloride. The plaintiffs allege various injuries, ranging from minor injuries and anxiety to heart damage and death. As of February 26, 2007, approximately 27 cases, with a total of approximately 187 plaintiffs, were pending against Watson and its affiliates in numerous state and federal courts. Most of the cases involve multiple plaintiffs, and several were filed or certified as class actions. The Company believes it will be fully indemnified by Rugby's former owner, Aventis Pharmaceuticals ("Aventis", formerly known as Hoechst Marion Roussel, Inc., and now known as Sanofi Aventis) for the defense of all such cases and for any liability that may arise out of these cases. Aventis is currently controlling the defense

of all these matters as the indemnifying party under its agreements with the Company. Additionally, Watson may have recourse against the manufacturing defendants in these cases.

*Cipro® Litigation.* Beginning in July 2000, a number of suits were filed against Watson, Rugby and other company affiliates in various state and federal courts alleging claims under various federal and state competition and consumer protection laws. Several plaintiffs have filed amended complaints and motions seeking class certification. As of March 8, 2006, approximately 42 cases had been filed against Watson, Rugby and other Watson entities. Twenty-two of these actions have been consolidated in the U.S. District Court for the Eastern District of New York ( *In re: Ciprofloxacin Hydrochloride Antitrust Litigation, MDL Docket No. 001383* ). On May 20, 2003, the court hearing the consolidated action granted Watson's motion to dismiss and made rulings limiting the theories under which plaintiffs can seek recovery against Rugby and the other defendants. On March 31, 2005, the court hearing the consolidated action granted summary judgment in favor of the defendants on all of plaintiffs' claims, denied the plaintiffs' motions for class certification, and directed the clerk of the court to close the case. On May 7, 2005, three groups of plaintiffs from the consolidated action (the direct purchaser plaintiffs, the indirect purchaser plaintiff purchasers and plaintiffs Rite Aid and CVS) filed notices of appeal in the United States Court of Appeals for the Second Circuit, appealing, among other things, the May 20, 2003 order dismissing Watson and the March 31, 2005 order granting summary judgment in favor of the defendants. The three appeals were consolidated by the appellate court. The defendants have moved to transfer the appeal to the United States Court of Appeals for the Federal Circuit on the ground that patent issues are involved in the appeal. The plaintiffs have opposed the motion to transfer. As of February 26, 2007, the appellate court had not ruled on the motion or the pending appeal. Other actions are pending in various state courts, including New York, California, Kansas, Tennessee, Florida and Wisconsin. The actions generally allege that the defendants engaged in unlawful, anticompetitive conduct in connection with alleged agreements, entered into prior to Watson's acquisition of Rugby from Aventis, related to the development, manufacture and sale of the drug substance ciprofloxacin hydrochloride, the generic version of Bayer's brand drug, Cipro® . The actions generally seek declaratory judgment, damages, injunctive relief, restitution and other relief on behalf of certain purported classes of individuals and other entities. The courts hearing the cases in New York have dismissed the actions. Plaintiffs have sought leave to appeal the dismissal of the New York action. In Wisconsin, the plaintiffs appealed and on May 9, 2006, the appellate court reversed the order of dismissal. On June 8, 2006, the defendants filed a petition for review in the Wisconsin Supreme Court. On July 26, 2006, the Wisconsin Supreme Court granted the petition for review. The Court heard oral argument on the petition on December 12, 2006. As of February 26, 2007, the Court had not ruled on the petition. In the action pending in Kansas, the court has stayed the matter pending the outcome of the appeal in the consolidated case. In the action pending in the California Superior Court for the County of San Diego ( *In re: Cipro Cases I & II, JCCP Proceeding Nos. 4154 & 4220* ), on July 21, 2004, the California Court of Appeal granted in part and denied in part the defendants' petition for a writ of mandate seeking to reverse the trial court's order granting the plaintiffs' motion for class certification. Pursuant to the appellate court's ruling, the majority of the plaintiffs will be permitted to pursue their claims as a class. On April 13, 2005, the Superior Court granted the parties' joint application to stay the California case pending the outcome of the appeal of the consolidated case. In addition to the pending actions, Watson understands that various state and federal agencies are investigating the allegations made in these actions. Aventis has agreed to defend and indemnify Watson and its affiliates in connection with the claims and investigations arising from the conduct and agreements allegedly undertaken by Rugby and its affiliates prior to Watson's acquisition of Rugby, and is currently controlling the defense of these actions.

*Governmental Reimbursement Investigations and Drug Pricing Litigation* In November 1999, Schein Pharmaceutical, Inc., now known as Watson Pharma, Inc. ("Watson Pharma") was informed by the U.S. Department of Justice that Watson Pharma, along with numerous other pharmaceutical companies, is a defendant in a qui tam action brought in 1995 under the U.S. False Claims Act currently pending in the U.S. District Court for the Southern District of Florida. Watson Pharma has not been served in the qui tam

action. A qui tam action is a civil lawsuit brought by an individual for an alleged violation of a federal statute, in which the U.S. Department of Justice has the right to intervene and take over the prosecution of the lawsuit at its option. Pursuant to applicable federal law, the qui tam action is under seal and, at this time, no details are available concerning, among other things, the various theories of liability against Watson Pharma or the amount of damages sought from it. The Company believes that the qui tam action relates to whether allegedly improper price reporting by pharmaceutical manufacturers led to increased payments by Medicare and/or Medicaid. The qui tam action may seek to recover damages from Watson Pharma based on its price reporting practices. Watson Pharma subsequently also received and responded to notices or subpoenas from the Attorneys General of various states, including Florida, Nevada, New York, California and Texas, relating to pharmaceutical pricing issues and whether allegedly improper actions by pharmaceutical manufacturers led to excessive payments by Medicare and/or Medicaid. On June 26, 2003, the Company received a request for records and information from the U.S. House Committee on Energy and Commerce in connection with that committee's investigation into pharmaceutical reimbursements and rebates under Medicaid. The Company produced documents in response to the request. Other state and federal inquiries regarding pricing and reimbursement issues are anticipated.

Beginning in July 2002, the Company and certain of its subsidiaries, as well as numerous other pharmaceutical companies, were named as defendants in various state and federal court actions alleging improper or fraudulent reporting practices related to the reporting of average wholesale prices and wholesale acquisition costs of certain products, and that the defendants committed other improper acts in order to increase prices and market shares. Some of these actions have been consolidated in the U.S. District Court for the District of Massachusetts (*In re: Pharmaceutical Industry Average Wholesale Price Litigation, MDL Docket No. 1456*). The consolidated amended complaint in that case alleges that the defendants' acts improperly inflated the reimbursement amounts paid by various public and private plans and programs. The amended complaint alleges claims on behalf of a purported class of plaintiffs that paid any portion of the price of certain drugs, which price was calculated based on its average wholesale price, or contracted with a pharmacy benefit manager to provide others with such drugs. The Company filed an Answer to the Amended Consolidated Class Action Complaint on April 9, 2004. Defendants in the consolidated litigation have been divided into two groups. The Company and its named subsidiaries are contained in a large group of defendants that is currently awaiting a ruling on the plaintiffs' request for certification of classes of plaintiffs to maintain a class action against the drug company defendants. Certain other defendants, referred to as the "first-tier" defendants, are scheduled to proceed on a more expedited basis, and a trial has been completed with respect to some of the claims against this group of defendants. The defendants in that trial are awaiting the judge's ruling on their case. The court has granted class certification with respect to the first-tier defendants.

The Company and certain of its subsidiaries also are named as defendants in various lawsuits filed by the Attorneys General of numerous states, including Nevada, Montana, Massachusetts, Wisconsin, Kentucky, Alabama, Illinois, Mississippi, Florida, Arizona, Missouri, Alaska, Hawaii, Idaho, and South Carolina. *State of Nevada v. American Home Products, et al., Civil Action No. 02-CV-12086-PBS, United States District Court for the District of Massachusetts; State of Montana v. Abbott Laboratories, et al., Civil Action No. 02-CV-12084-PBS, United States District Court for the District of Massachusetts; Commonwealth of Massachusetts v. Mylan Laboratories, et al., Civil Action No. 03-CV-11865-PBS, United States District Court for the District of Massachusetts; State of Wisconsin v. Abbott Laboratories, et al., Case No. 04-cv-1709, Wisconsin Circuit Court for Dane County; Commonwealth of Kentucky v. Alpharma, Inc., et al., Case Number 04-CI-1487, Kentucky Circuit Court for Franklin County; State of Alabama v. Abbott Laboratories, Inc. et al., Civil Action No. CV05-219, Alabama Circuit Court for Montgomery County; State of Illinois v. Abbott Laboratories, Inc. et al., Civil Action No. 05-CH-02474, Illinois Circuit Court for Cook County; State of Mississippi v. Abbott Laboratories, Inc. et al., Civil Action No. G2005-2021 S/2, Mississippi Chancery Court of Hinds County; State of Florida ex rel. Ven-A-Care,*

*Civil Action No 98-3032G, Florida Circuit Court in Leon County; State of Arizona ex rel. Terry Goddard, No. CV 2005-18711, Arizona Superior Court for Maricopa County; State of Missouri ex rel. Jeremiah W. (Jay) Nixon v. Mylan Laboratories, et al, Case no. 054-2486, Missouri Circuit Court of St. Louis. State of Alaska v. Alpharma Branded Products Division Inc., et al., In the Superior Court for the State of Alaska Third Judicial District at Anchorage, C.A. No. 3AN-06-12026 CI. State of Idaho v. Alpharma USPD Inc. et al., In the District Court of the Fourth Judicial District of the State of Idaho, in and for the County of Ada, C.A. No. CV-0C-0701847. State of South Carolina and Henry D. McMaster v. Watson Pharmaceuticals (New Jersey), Inc., In the Court of Common Pleas for the Fifth Judicial Circuit, State of South Carolina, County of Richland, C.A. No. 2006-CP-40-7152. State of South Carolina and Henry D. McMaster v. Watson Pharmaceuticals (New Jersey), Inc., In the Court of Common Pleas for the Fifth Judicial Circuit, State of South Carolina, County of Richland, C.A. No. 2006-CP-40-7155. State of Hawaii v. Abbott Laboratories, Inc. et al., In the Circuit Court of the First Circuit, State of Hawaii, C.A. No. 06-1-0720-04 EEH.*

These cases generally allege that the defendants caused the states to overpay pharmacies and other providers for prescription drugs under state Medicaid Programs by inflating the reported Average Wholesale Price or Wholesale Acquisition Cost, and by reporting false prices to the United States government under the Best Prices rebate program. Several of these cases also allege that state residents were required to make inflated copayments for drug purchases under the federal Medicare program, and companies were required to make inflated payments on prescription drug purchases for their employees. These cases, some of which have been removed to federal court, are in the early stages of pleading or are proceeding through pretrial discovery. On January 20, 2006, the Company was dismissed without prejudice from the actions brought by the States of Montana and Nevada because the Company was not timely served.

The City of New York filed an action in the United States District Court for the Southern District of New York on August 4, 2004, against the Company and numerous other pharmaceutical defendants alleging similar claims. The case was transferred to the United States District Court for the District of Massachusetts, and was consolidated with several similar cases filed by individual New York counties. A corrected Consolidated Complaint was filed on June 22, 2005 (*City of New York v. Abbott Laboratories, Inc., et al., Civil Action No. 01-CV-12257-PBS, United States District Court for the District of Massachusetts*). The Consolidated Complaint included as plaintiffs the City of New York and 30 New York counties. Since the filing of the Consolidated Complaint, cases brought by a total of 14 additional New York counties have been transferred to the District of Massachusetts. The Company is now named as a defendant in cases brought by the City of New York and 44 New York counties, consolidated in the District of Massachusetts case. Additional actions by other states, cities and/or counties are anticipated. These actions, if successful, could adversely affect the Company and may have a material adverse effect on the Company's business, results of operations, financial condition and cash flows.

*FDA Matters.* In May 2002, Watson reached an agreement with the FDA on the terms of a consent decree with respect to its Corona, California manufacturing facility. The court approved the consent decree on May 13, 2002 (*United States of America v. Watson Laboratories, Inc., and Allen Y. Chao*, United States District Court for the Central District of California, EDCV-02-412-VAP). The consent decree with the FDA does not require any fine, a facility shutdown, product recalls or any reduction in production or service at the Company's Corona facility. The consent decree applies only to the Corona facility and not other manufacturing sites. The decree requires Watson to ensure that its Corona, California facility complies with the FDA's cGMP regulations. Pursuant to the agreement, Watson hired an independent expert to conduct inspections of the Corona facility at least once each year. In February 2003, February 2004, January 2005, and January 2006 and January 2007, respectively, the first, second, third, fourth and fifth annual inspections were completed and the independent expert submitted its report of the inspection to the FDA. In each instance, the independent expert reported its opinion that, based on the findings of the audit of the facility, the FDA's applicable cGMP requirements, applicable FDA regulatory

guidance, and the collective knowledge, education, qualifications and experience of the expert's auditors and reviewers, the systems at Watson's Corona facility audited and evaluated by the expert are in compliance with the FDA's cGMP regulations. However, the FDA is not required to accept or agree with the independent expert's opinion. The FDA conducted an inspection of that facility from March 31, 2004 until May 6, 2004. At the conclusion of the inspection, the FDA issued a Form 483 listing the observations made during the inspection, including observations related to certain laboratory test methods and other procedures in place at the facility. In June 2004 the Company submitted its response to the FDA Form 483 inspectional observations and met with FDA officials to discuss its response, including the corrective actions the Company had taken, and intended to take, to address the inspectional observations. The FDA conducted another inspection of the facility from April 5, 2005 through April 13, 2005. At the conclusion of the inspection no formal observations were made and no FDA Form 483 was issued. The FDA conducted another inspection of the facility from July 9, 2006 through July 21, 2006. At the conclusion of the inspection no formal observations were made and no FDA Form 483 was issued. However, if, in the future, the FDA determines that, with respect to its Corona facility, Watson has failed to comply with the consent decree or FDA regulations, including cGMPs, or has failed to adequately address the observations in the Form 483, the consent decree allows the FDA to order Watson to take a variety of actions to remedy the deficiencies. These actions could include ceasing manufacturing and related operations at the Corona facility, and recalling affected products. Such actions, if taken by the FDA, could adversely affect the Company, its results of operations, financial position and/or cash flows.

*Securities Litigation.* Beginning in November 2003, several securities class action lawsuits were commenced in the United States District Court for the Central District of California against Watson and certain of its present and former officers and directors. On February 9, 2004, the federal court issued an order consolidating all of the federal actions (In re: Watson Pharmaceuticals, Inc. Securities Litigation, Case No. CV-03-8236 AHM). In addition to the federal consolidated actions, two shareholder derivative actions were filed in California Superior Court for the County of Riverside ( *Philip Orlando v. Allen Chao, et al., Case No. 403717*; and *Charles Zimmerman v. Allen Chao, et al., Case No. 403715* ). These federal and state cases all relate to the drop in the price of the Company's common stock in November 2001, and allege generally that the Company failed to timely advise investors about matters such as falling inventory valuations, increased competition and manufacturing difficulties, and therefore, the Company's published financial statements and public announcements during 2000 and 2001 were false and misleading. The shareholder derivative actions were dismissed without prejudice on November 16, 2004. On August 2, 2004, the United States District Court for the Central District of California court granted the defendants' motion to dismiss the federal consolidated action, and allowed plaintiffs until August 30, 2004 to file an amended complaint. On August 30, 2004, the lead plaintiff in the federal consolidated action notified the court that it did not intend to file an amended complaint in response to the court's order granting the defendants' motion to dismiss. On September 2, 2004, the District Court entered a judgment of dismissal in favor of the defendants. On October 1, 2004, one of the non-lead plaintiffs in the consolidated action filed a Notice of Appeal of the dismissal of the action with the United States Court of Appeals for the Ninth Circuit (Pension Fund v. Watson Pharmaceuticals, Inc., USCA Docket No. 04-56791). The court heard oral argument on the appeal on November 17, 2006. On December 1, 2006, the court ordered appellants to file a new and separate action against defendants within 28 days or show cause why they had not done so. Appellants did not file a new and separate action, responding that such a filing would be time-barred and requesting a ruling on their appeal. As of February 26, 2007, the appellate court had not ruled on the matter. The Company believes that it has substantial meritorious defenses and intends to defend the matters vigorously. However, these actions, if successful, could adversely affect the Company and could have a material adverse effect on the Company's business, results of operations, financial condition and cash flows.

*Securities Litigation Against Andrx Corporation.* On October 11, 2005, Jerry Lowry filed a class action complaint on behalf of purchasers of the Andrx's common stock during the class period (March 9, 2005

through September 5, 2005) in the U.S. District Court for the Southern District of Florida against Andrx Corporation and its then Chief Executive Officer, Thomas Rice (*Jerry Lowry v. Andrx Corporation, et al.*, Case No. 05-61640). The complaint seeks damages under the Securities Exchange Act of 1934, and alleges that during the class period, Andrx failed to disclose that its manufacturing facilities were not in compliance with current Good Manufacturing Practices (“cGMP”). The complaint further alleges that Andrx’s failure to be cGMP compliant led to the FDA placing Andrx on Official Action Indicated status, which resulted in not being eligible for approvals of Andrx’s Abbreviated New Drug Applications. On July 24, 2006, the defendants moved to dismiss the action. On December 8, 2006, the court granted in part and denied in part the defendants’ motion to dismiss. Discovery is ongoing. Though we are not in a position to determine the ultimate outcome of this matter, an adverse determination of this action could have a material adverse effect on the Company’s business, results of operations, financial condition and cash flows.

*Naproxen Sodium (Naprelan).* In October 1998, Elan Corporation Plc sued Andrx in the United States District Court for the Southern District of Florida, alleging that Andrx’s pending ANDA for a generic version of Elan’s Naprelan® infringed Elan’s patent No. 5,637,320. (*Elan Corporation PLC v. Andrx Pharmaceuticals, Inc.*, Case No. 98-7164). In March 2002, the District Court issued an order that Elan’s patent was invalid, and in September 2002, Andrx commenced selling the 500mg strength of naproxen sodium, its generic version of Naprelan®. In March 2003, the District Court issued an order denying, among other things, (i) Elan’s motion for consideration of the March 2002 order invalidating its patent, and (ii) Andrx’s motion asking the District Court for a ruling on its non-infringement defenses. Both parties appealed that March 2003 decision. (*Elan Corporation PLC v. Andrx Pharmaceuticals, Inc.*, Case No. 03-1354). On May 5, 2004, the Federal Circuit Court of Appeals reversed the District Court’s determination that the Elan patent was invalid, and remanded the case back to the District Court for a determination as to whether Andrx’s product infringes the Elan patent. On July 12, 2005, the Federal Circuit Court of Appeals issued a decision, in an unrelated case, on how a court should address issues of claim construction, and the District Court instructed the parties to file briefs on how the District Court should proceed in this matter in light of the Federal Circuit Court of Appeals decision. The parties filed their briefs and are awaiting the court’s decision.

In January 2005, Elan filed a complaint in the U.S. District Court for the Southern District of Florida seeking willful damages as a result of Andrx’s sale of its generic version of Naprelan®. (*Elan Corporation PLC v. Andrx Pharmaceuticals, Inc.*, Case No. 058-60158). In February 2005, Andrx filed its answer to Elan’s January 2005 complaint and filed a counterclaim for declaratory relief for unenforceability due to inequitable conduct and for non-infringement and invalidity of the applicable patent. This matter has been stayed pending resolution of the infringement action. Andrx has sold and is continuing to sell its generic version of the 500mg strength of Naprelan®. Therefore, an adverse determination could have a material adverse effect on the Company’s business, results of operations, financial condition and cash flows.

*Mallinckrodt Claim.* On February 17, 2006, Andrx filed a complaint against Mallinckrodt in the U.S. District Court for the Southern District of Florida. (*Andrx Therapeutics, Inc v. Mallinckrodt, Inc.*, Case No. 06-60210). The complaint results from a dispute over certain agreements, including a supply and marketing agreement entered into between Andrx and Mallinckrodt. The complaint seeks to establish the parties’ rights under the agreements, a judgment declaring that the agreements are still in force and that Andrx has not defaulted in its obligations. In the alternative, Andrx seeks a judgment for either breach of contract for anticipatory repudiation or for breach of duty of good faith. On March 10, 2006, Mallinckrodt filed suit against Andrx in state court in Missouri, arising from the same dispute referenced above. (*Mallinckrodt, Inc. v. Andrx Laboratories, Inc., et al.*, Case No. 06-1000). In its suit, Mallinckrodt alleges breach of contract, breach of implied covenant of good faith and fair dealing and seeks damages of \$9.5 million, along with a declaratory judgment and injunctive relief. This matter is set for trial on May 21, 2007.

*Department of Health and Human Services Subpoena.* In December 2003, the Company's subsidiary, Watson Pharma, received a subpoena from the Office of the Inspector General ("OIG") of the Department of Health and Human Services. The subpoena requested documents relating to physician meetings conducted during 2002 and 2003 related to Watson Pharma's Ferrlecit® intravenous iron product. Watson Pharma provided the requested documents and has not been contacted again by the OIG for several years. However, the Company cannot predict what additional actions, if any, may be taken by the OIG, Department of Health and Human Services, or other governmental entities.

*Hormone Replacement Therapy Litigation.* Beginning in early 2004, a number of product liability suits were filed against the Company and certain Company affiliates, for personal injuries allegedly arising out of the use of hormone replacement therapy products, including but not limited to estropipate and estradiol. These complaints also name numerous other pharmaceutical companies as defendants, and allege various injuries, including ovarian cancer, breast cancer and blood clots. As of February 26, 2007, approximately ninety cases were pending against Watson and/or its affiliates in state and federal courts representing claims by approximately 815 plaintiffs. Many of the cases involve multiple plaintiffs. The majority of the cases have been transferred to and consolidated in the United States District Court for the Eastern District of Arkansas (*In re: Prempro Products Liability Litigation, MDL Docket No. 1507*). Discovery in these cases is ongoing. The Company maintains product liability insurance against such claims. However, these actions, if successful, or if insurance does not provide sufficient coverage against the claims, could adversely affect the Company and could have a material adverse effect on the Company's business, results of operations, financial condition and cash flows.

Watson and its affiliates are involved in various other disputes, governmental and/or regulatory inspections, inquires, investigations and proceedings, and litigation matters that arise from time to time in the ordinary course of business. The process of resolving matters through litigation or other means is inherently uncertain and it is possible that an unfavorable resolution of these matters will adversely affect the Company, its results of operations, financial condition and cash flows.

#### **NOTE 15—Subsequent Events**

##### *GlaxoSmithKline Settlement*

On February 12, 2007, the Company announced a settlement with GlaxoSmithKline on a patent infringement lawsuit filed by Andrx in December 2005. The lawsuit, filed in the U.S. District Court for the Southern District of Florida, alleged that GlaxoSmithKline's Wellbutrin XL® (bupropion hydrochloride) extended release tablets 150mg infringed Andrx's U.S. patent 6,905,708 (the "708 Patent"). Under the terms of the settlement, Andrx will receive a one-time payment of \$35 million, which has been accounted for in the Andrx Acquisition purchase price allocation, and has granted GlaxoSmithKline a royalty-bearing license to the 708 Patent.

##### *Principal Payment on Term Facility*

On February 15, 2007, the Company made a \$100 million pre-payment on the Term Facility under the terms of the Senior Credit Facility. The Company entered into the Senior Credit Facility in November 2006 to provide partial financing of the Andrx Acquisition. Prior to the \$100 million pre-payment, the total outstanding principal under the Senior Credit Facility was \$650 million. As a result of this pre-payment, our results for the first quarter of 2007 will reflect a \$1.8 million non-cash charge for debt repurchase charges. Additional quarterly \$25 million principal payments will be required on the Term Facility, under the terms of the Senior Credit Facility beginning March 21, 2007.

**Schedule II**

**Watson Pharmaceuticals, Inc.**  
**Valuation and Qualifying Accounts**  
**Years Ended December 31, 2006, 2005 and 2004**

	<u>Balance at beginning of period</u>	<u>Charged to costs and expenses</u>	<u>Deductions/ Write-offs</u> (in thousands)	<u>Other*</u>	<u>Balance at end of period</u>
<b>Allowance for doubtful accounts:</b>					
Year ended December 31, 2006	\$ 950	659	(665)	\$ 4,970	\$ 5,914
Year ended December 31, 2005	1,139	(101)	(88)	—	950
Year ended December 31, 2004	3,398	(1,646)	(613)	—	1,139
<b>Inventory reserves:</b>					
Year ended December 31, 2006	28,905	29,777	(36,226)	35,812	58,268
Year ended December 31, 2005	34,724	42,192	(48,011)	—	28,905
Year ended December 31, 2004	31,855	62,840	(59,971)	—	34,724
<b>Tax valuation allowance:</b>					
Year ended December 31, 2006	5,265	6,684	—	—	11,949
Year ended December 31, 2005	3,174	2,091	—	—	5,265
Year ended December 31, 2004	1,685	1,489	—	—	3,174

\* Represents opening balances of businesses acquired in the period.

**SUPPLEMENTARY DATA (UNAUDITED)**  
**(In thousands, except per share data)**

Selected unaudited quarterly consolidated financial data, which has been restated to account for our investment in Andrx under the equity method of accounting (ranging from (\$58) to \$184, net of tax), in any given period and thus no reconciliation has been presented), where applicable, and market price information are shown below:

	For Three Month Periods Ended			
	Dec. 31, 2006	Sept. 30, 2006	June 30, 2006	Mar. 31, 2006
Net revenues	\$ 621,162	\$ 440,493	\$ 510,356	\$ 407,233
Cost of sales	409,973	257,896	330,860	234,754
Gross profit	211,189	182,597	179,496	172,479
Operating expenses	686,883	133,306	209,981	137,687
Provision (benefit) for income taxes	7,759	20,460	(9,527)	15,364
Net (loss) income, as restated	\$ (488,961)	\$ 34,393	\$ (15,611)	\$ 25,174
Basic (loss) earnings per share, as restated	\$ (4.80)	\$ 0.34	\$ (0.15)	\$ 0.25
Diluted (loss) earnings per share, as restated	\$ (4.80)	\$ 0.31	\$ (0.15)	\$ 0.23
Market price per share:				
High	\$ 27.33	\$ 27.17	\$ 30.48	\$ 35.27
Low	\$ 24.31	\$ 21.35	\$ 22.86	\$ 27.90

	For Three Month Periods Ended			
	Dec. 31, 2005	Sept. 30, 2005	June 30, 2005	Mar. 31, 2005
Net revenues	\$ 418,813	\$ 410,296	\$ 416,266	\$ 400,828
Cost of sales	223,442	210,809	211,213	206,950
Gross profit	195,371	199,487	205,053	193,878
Operating expenses	165,323	136,115	140,712	133,127
Provision for income taxes	11,175	23,289	24,036	22,877
Net income, as restated	\$ 20,128	\$ 39,142	\$ 40,490	\$ 38,797
Basic earnings per share, as restated	\$ 0.20	\$ 0.38	\$ 0.38	\$ 0.36
Diluted earnings per share, as restated	\$ 0.19	\$ 0.35	\$ 0.35	\$ 0.33
Market price per share:				
High	\$ 36.93	\$ 36.75	\$ 31.99	\$ 32.60
Low	\$ 32.04	\$ 28.20	\$ 28.47	\$ 27.99

## WATSON PHARMACEUTICALS, INC.

## KEY EMPLOYEE AGREEMENT

This Key Employee Agreement (“Agreement”) is entered into as of December 11, 2006 (the “Effective Date”), by and between Thomas Giordano (“Executive”) and Watson Pharmaceuticals, Inc. (the “Company”), a Nevada corporation.

**WHEREAS**, the Company desires to employ Executive to provide personal services to the Company, and wishes to provide Executive with certain compensation and benefits in return for his services; and

**WHEREAS**, Executive wishes to be employed by the Company and provide personal services to the Company in return for certain compensation and benefits, including the benefits provided under this Agreement;

**NOW, THEREFORE**, in consideration of the mutual promises and covenants contained herein, it is hereby agreed by and between the parties hereto as follows:

**1. EMPLOYMENT BY THE COMPANY.** Subject to terms set forth herein, the Company agrees to employ Executive in the position of Senior Vice President and Chief Information Officer, and Executive hereby accepts employment effective as of the Effective Date. In this position, Executive shall perform such duties as are assigned from time to time by the Chief Executive Officer (“CEO”) of the Company or a designee of the CEO (the “Designated Officer”); provided that, a Designated Officer shall be either the Chief Operating Officer, President, Chief Administrative Officer who reports to the CEO, or the President of the Generics Division of the Company. During his employment with the Company, Executive will devote his best efforts and substantially all of his business time and attention (except for vacation periods as set forth herein and reasonable periods of illness or other incapacity permitted by the Company’s general employment policies) to the business of the Company. Executive shall abide by the general employment policies and procedures of the Company, except that wherever the terms of this Agreement may differ from or are in conflict with the Company’s general employment policies or procedures, this Agreement shall control.

**2. COMPENSATION.**

**2.1 Salary.** For services to be rendered hereunder, Executive shall receive a base salary as set forth in Section 1 of the Compensation and Severance Terms Schedule, attached hereto as Exhibit A. Executive will be considered annually for adjustments in base salary in accordance with Company policy and the terms of this Agreement and subject to review and approval by the CEO and/or the Designated Officer, as appropriate.

**2.2 Bonus.** Executive shall be eligible to participate in the Company’s bonus plan at the executive level throughout the duration of Executive’s employment with the Company. The Company shall have the sole discretion to determine whether Executive is entitled to any such bonus and to determine the amount of the bonus. The amount of Executive’s bonus may be determined in part based on Executive’s performance with respect to certain goals

established by the Company and attainment by the Company of its planned financial objectives for the bonus period. Notwithstanding the foregoing, no bonus is guaranteed to Executive. Any bonus is subject to the approval of the CEO and/or the Designated Officer, as appropriate. The Company retains the authority to review, grant, deny or revise any bonus in its sole discretion. To be eligible to receive a bonus, Executive must remain in employment with the Company throughout the entire fiscal year or as otherwise required by the applicable bonus plan as adopted by the Company from time to time. The target level of such bonus is set forth in Section 2 of Exhibit A attached hereto.

**2.3 Long Term Incentive Awards.** Subject to the approval of the Board of Directors (the "Board") of the Company or the Compensation Committee of the Board, as appropriate, Executive shall receive the long term incentive awards (if any) set forth in Section 3 of Exhibit A, and such additional long term incentive awards as may from time to time be granted, pursuant to the terms and conditions set forth in the applicable award agreement and plan documents, copies of which will be made available upon Executive's request. For the purposes of this Agreement, all long term incentive awards (e.g., stock options, restricted stock and restricted stock units) granted to Executive by the Company hereunder, or granted in the future, shall be referred to hereinafter as the "Awards."

**2.4 Paid Time Off.** Executive shall be eligible to accrue paid time off ("PTO") during the term of this Agreement, in accordance with the Company's standard policy regarding PTO and in an amount commensurate with other employees at a level similar to that of the Executive.

**2.5 Standard Company Benefits.** Executive shall be entitled to all rights and benefits for which he is eligible under the terms and conditions of the standard Company benefits plans (e.g., health and disability insurance, 401(k) retirement plan, etc.) and other benefits and incentives which may be in effect from time to time and provided by the Company to employees at levels similar to the Executive.

### **3. PROPRIETARY INFORMATION AND INVENTIONS.**

Executive agrees to execute and abide by the Employee Proprietary Information and Inventions Agreement attached hereto as Exhibit C and made a part hereof by this reference.

### **4. OUTSIDE ACTIVITIES.**

**4.1 Activities.** Except with the prior written consent of the CEO or the Board, as appropriate, Executive will not during his employment with the Company undertake or engage in any other employment, occupation or business enterprise, other than ones in which Executive is a passive investor. Executive may engage in civic and not-for-profit activities so long as such activities do not materially interfere with the performance of his duties hereunder. Executive will not during his employment with the Company publicly disparage the Company or any of its subsidiaries, or their respective past or present products, officers, directors, employees or agents.

**4.2 Investments and Interests.** During his employment by the Company, Executive agrees not to acquire, assume or participate in, directly or indirectly, any position, investment or interest known by him to be adverse to or in conflict with the interest of the

Company, its business or prospects, financial or otherwise. By way of clarification, nothing contained in this Agreement shall prevent Executive from holding, for investment purposes only, no more than one percent (1%) of the capital stock of any publicly traded company.

**4.3 Non-Competition.** During his employment by the Company, except on behalf of the Company, Executive will not directly or indirectly, whether as an officer, director, stockholder, partner, proprietor, associate, representative, consultant, or in any capacity whatsoever engage in, become financially interested in, be employed by or have any business connection with any other person, corporation, firm, partnership or other entity whatsoever known by him to compete directly with the Company, anywhere in the world, in any line of business engaged in (or planned to be engaged in) by the Company.

## **5. OTHER AGREEMENTS.**

Executive represents and warrants that his employment by the Company will not conflict with and will not be constrained by any prior agreement or relationship with any third party. Executive represents and warrants that he will not disclose to the Company or use on behalf of the Company any confidential information governed by any agreement with any third party except in accordance with an agreement between the Company and any such third party. During Executive's employment by the Company, Executive may use, in the performance of his duties, all information generally known and used by persons with training and experience comparable to his own and all information which is common knowledge in the industry or otherwise legally in the public domain.

## **6. TERMINATION OF EMPLOYMENT.**

**6.1 At-Will Employment.** Executive's relationship with the Company is at-will. The Company shall have the right to terminate Executive's employment with the Company at any time with or without Cause and with or without notice.

**6.2 Termination by Company for Cause.** If the Company terminates Executive's employment at any time for Cause, Executive's salary shall cease on the date of termination; and Executive will not be entitled to severance pay, pay in lieu of notice or any other such compensation.

**(a) Definition of "Cause."** For purposes of this Agreement, "Cause" shall mean (i) Executive's conviction of any felony; (ii) Executive's gross misconduct, material violation of Company policy, or material breach of Executive's duties to the Company, which Executive fails to correct within thirty (30) days after Executive is given written notice by the CEO or the Designated Officer; or (iii) other events or matters relating to your job performance or conduct that would ordinarily cause an employer to seriously consider the termination of an employee's employment.

**6.3 Termination by Company Without Cause.** If the Company terminates Executive's employment at any time without Cause, Executive shall be entitled to severance benefits as set forth in Section 4.1 of the Compensation and Severance Terms Schedule, attached hereto as Exhibit A.

**6.4 Executive's Voluntary Resignation.** Executive may terminate his employment with the Company at any time, with or without Good Reason, and with or without notice. In the event Executive voluntarily terminates his employment other than for Good Reason, he will not be entitled to severance pay, pay in lieu of notice or any other such compensation.

**6.5 Executive's Resignation for Good Reason.** Executive may resign his employment for Good Reason so long as Executive tenders his resignation to the Company within sixty (60) days after the occurrence of the event which forms the basis for his termination for Good Reason. If Executive terminates his employment for Good Reason, Executive shall be eligible for severance benefits as set forth in Section 4.2 of Exhibit A, attached hereto.

**(a) Definition of "Good Reason."** For purposes of this Agreement, "Good Reason" shall mean any one of the following events which occurs on or after the Effective Date: (i) after a Change of Control (as defined in Section 7.1), any reduction of the Executive's then existing annual base salary, except to the extent the annual base salary of all other executive officers at levels similar to Executive is similarly reduced (provided such reduction does not exceed fifteen percent (15%) of Executive's then existing annual base salary); (ii) after a Change of Control, any material reduction in the package of benefits and incentives, taken as a whole, provided to the Executive (except that employee contributions may be raised to the extent of any cost increases imposed by third parties) or any action by the Company which would materially and adversely affect the Executive's participation or reduce the Executive's benefits under any such plans, except to the extent that such benefits and incentives of all other executive officers at levels similar to Executive are similarly reduced; (iii) after a Change of Control, any material diminution of the Executive's duties, and responsibilities, taken as a whole, excluding for this purpose an isolated, insubstantial or inadvertent action not taken in bad faith which is remedied by the Company immediately after notice thereof is given by the Executive; (iv) a requirement that the Executive relocate to a work site that would increase the Executive's one-way commute distance by more than thirty-five (35) miles from his then principal residence, unless the Executive accepts such relocation opportunity; (v) any material breach by the Company of its obligations under this Agreement; or (vi) any failure by the Company to obtain the assumption of this Agreement by any successor or assign of the Company.

**6.6 Termination for Death or Disability.** Executive's employment with the Company will be terminated in the event of Executive's death, or any illness, disability or other incapacity in such a manner that Executive is physically rendered unable regularly to perform his duties hereunder for a period in excess of one hundred eighty (180) consecutive days or more than one hundred eighty (180) days in any consecutive twelve (12) month period. The determination regarding whether Executive is physically unable regularly to perform his duties shall be made by the Board. Executive's inability to be physically present on the Company's premises shall not constitute a presumption that Executive is unable to perform such duties. In the event that Executive's employment with the Company is terminated for death or disability as described in this Section 6.6, Executive or Executive's heirs, successors, and assigns shall not receive any compensation or benefits other than payment of accrued salary and PTO and such other benefits as expressly required in such event by applicable law or the terms of applicable benefit plans.

**6.7 Cessation.** If Executive violates any provision of Section 8 of this Agreement or the Employee Proprietary Information and Inventions Agreement and Executive fails to correct such violation within ten (10) days after Executive is given written notice by the CEO or the Designated Officer, then any severance payments or other benefits being provided to Executive will cease immediately, and Executive will not be entitled to any further compensation from the Company.

## **7. CHANGE OF CONTROL.**

**7.1 Definition.** For purposes of this Agreement, Change of Control means the occurrence of any of the following:

(a) a sale of assets representing fifty percent (50%) or more of the net book value and of the fair market value of the Company's consolidated assets (in a single transaction or in a series of related transactions);

(b) a liquidation or dissolution of the Company;

(c) a merger or consolidation involving the Company or any subsidiary of the Company after the completion of which: (i) in the case of a merger (other than a triangular merger) or a consolidation involving the Company, the shareholders of the Company immediately prior to the completion of such merger or consolidation beneficially own (within the meaning of Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or comparable successor rules), directly or indirectly, outstanding voting securities representing less than fifty percent (50%) of the combined voting power of the surviving entity in such merger or consolidation, and (ii) in the case of a triangular merger involving the Company or a subsidiary of the Company, the shareholders of the Company immediately prior to the completion of such merger beneficially own (within the meaning of Rule 13d-3 promulgated under the Exchange Act, or comparable successor rules), directly or indirectly, outstanding voting securities representing less than fifty percent (50%) of the combined voting power of the surviving entity in such merger and less than fifty percent (50%) of the combined voting power of the parent of the surviving entity in such merger;

(d) an acquisition by any person, entity or "group" (within the meaning of Section 13(d) or 14(d) of the Exchange Act or any comparable successor provisions), other than any employee benefit plan, or related trust, sponsored or maintained by the Company or an affiliate of the Company and other than in a merger or consolidation of the type referred to in clause "(c)" of this sentence, of beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act, or comparable successor rules) of outstanding voting securities of the Company representing more than fifty percent (50%) of the combined voting power of the Company (in a single transaction or series of related transactions); or

(e) in the event that the individuals who, as of the Effective Date, are members of the Board (the "Incumbent Board"), cease for any reason to constitute at least fifty percent (50%) of the Board. (If the election, or nomination for election by the Company's shareholders, of any new member of the Board is approved by a vote of at least fifty percent

(50%) of the Incumbent Board, such new member of the Board shall be considered as a member of the Incumbent Board.)

**7.2 Termination After a Change of Control.** In the event Executive's employment with the Company is terminated without Cause, or Executive resigns for Good Reason, within ninety (90) days prior to or twenty-four (24) months following a Change of Control (a "Change of Control Termination"), then Executive shall be eligible for severance benefits as set forth in Section 4.3 of Exhibit A, attached hereto.

**7.3 Parachute Payments.** In the event that it shall be determined under this Section 7.3 that any payment or benefit to Executive or for the benefit of Executive or on Executive's behalf (whether paid or payable or distributed or distributable) pursuant to the terms of this Agreement or any other agreement, arrangement or plan with the Company or any Affiliate (as defined below) (including, without limitation, the severance benefits as set forth in Section 4.3 of Exhibit A, attached hereto) (individually, a "Payment" and collectively, the "Payments") would be subject to the excise tax imposed by Section 4999 of the Internal Revenue Code of 1986, as amended (the "Code"), or any successor provision thereto (the "Excise Tax"), then Executive shall be entitled to receive from the Company one or more additional payments (individually, a "Gross-Up Payment" and collectively, the "Gross-Up Payments") in an aggregate amount such that the net amount of the Payments and the Gross-Up Payments retained by Executive after the payment of all Excise Taxes (and any interest and penalties imposed with respect to such Excise Taxes) on the Payments and all federal, state and local income tax, employment taxes and Excise Taxes (including any interest and penalties imposed with respect to such taxes and Excise Taxes) on the Gross-Up Payments provided for in this Section 7.3, and taking into account any lost or reduced tax deductions on account of the Gross-Up Payments, shall be equal to the Payments. For purposes of this Section 7.3, an "Affiliate" shall mean any successor to all or substantially all of the business and/or assets of the Company, any person acquiring ownership or effective control of the Company or ownership of a substantial portion of the assets of the Company's assets, or any other person whose relationship to the Company, such successor or such person acquiring ownership or control is such as to require attribution between the parties under Section 318(a) of the Code.

(a) All determinations required to be made under this Section 7.3, including whether and when any Gross-Up Payment is required and the amount of such Gross-Up Payment, and the assumptions to be utilized in arriving at such determinations, shall be made by the Accountants (as defined below), which shall provide Executive and the Company with detailed supporting calculations with respect to such Gross-Up Payment within thirty (30) days of the receipt of notice from Executive or the Company that Executive has received or will receive a Payment. For the purposes of this Section 7.3, the "Accountants" shall mean the Company's independent certified public accounting firm serving immediately prior to the Change of Control (or other change in ownership or effective control, or change in ownership of a substantial portion of the assets, of a corporation, as defined in Section 280G of the Code) with respect to which such determination is being made. In the event that the Accountants are also serving as the accountants, auditors or consultants for the individual, entity or group effecting the Change of Control (or other change in ownership or effective control, or change in ownership of a substantial portion of the assets, of a corporation, as defined in Section 280G of the Code), the Company shall appoint another nationally recognized independent certified public accounting firm, reasonably acceptable to Executive, to make the determinations required hereunder (which accounting firm shall then be referred to as the "Accountants" hereunder). All fees and expenses of the Accountants shall be borne solely by the Company.

**(b)** For the purposes of determining whether any of the Payments will be subject to the Excise Tax and the amount of such Excise Tax, such Payments will be treated as “parachute payments” within the meaning of section 280G of the Code, and all “parachute payments” in excess of the “base amount” (as defined under Section 280G(b)(3) of the Code) of Executive shall be treated as subject to the Excise Tax, unless and except to the extent that, in the opinion of the Accountants, such Payments (in whole or in part) either do not constitute “parachute payments” or represent reasonable compensation for services actually rendered (within the meaning of section 280G(b)(4) of the Code) in excess of the “base amount,” or such “parachute payments” are otherwise not subject to such Excise Tax.

**(c)** For purposes of determining the amount of the Gross-Up Payment, Executive shall be deemed to pay federal income taxes at the highest applicable marginal rate of federal income taxation for the calendar year in which the Gross-Up Payment is to be made and to pay any applicable state and local income taxes at the highest applicable marginal rate of taxation for the calendar year in which the Gross-Up Payment is to be made, net of the maximum reduction in federal income taxes which could be obtained from the deduction of such state or local taxes if paid in such year (determined without regard to limitations on deductions based upon the amount of Executive’s adjusted gross income); and to have otherwise allowable deductions for federal, state and local income tax purposes at least equal to those disallowed because of the inclusion of the Gross-Up Payment in Executive’s adjusted gross income.

**(d)** Any determination by the Accountants shall be binding upon the Company and Executive. As a result of uncertainty in the application of Section 4999 of the Code at the time of the initial determination by the Accountants hereunder, it is possible that the Gross-Up Payment made will have been an amount less than the Company should have paid pursuant to this Section 7.3 (the “Underpayment”). In the event that the Company exhausts its remedies pursuant to Section 7.3(f) and Executive is required to make a payment of any Excise Tax, the Underpayment shall be promptly paid by the Company to or for Executive’s benefit.

**(e)** Executive shall notify the Company in writing of any claim by the Internal Revenue Service or other taxing authority that, if successful, would require the payment by the Company of a Gross-Up Payment. Such notification shall be given as soon as practicable after Executive is informed in writing of such claim and shall apprise the Company of the nature of such claim and the date on which such claim is requested to be paid. Executive shall not pay such claim prior to the expiration of the 30-day period following the date on which Executive gives such notice to the Company (or such shorter period ending on the date that any payment of taxes, interest and/or penalties with respect to such claim is due). If the Company notifies Executive in writing prior to the expiration of such period that the Company desires to contest such claim, Executive shall: (i) give the Company any information reasonably requested by the Company relating to such claim; (ii) take such action in connection with contesting such claim as the Company shall reasonably request in writing from time to time, including, without limitation, engaging legal representation with respect to such claim by an attorney selected by the Company and reasonably acceptable to Executive; (iii) cooperate with the Company in good faith in order to effectively contest such claim; and (iv) permit the Company to participate in any proceedings relating to such claims; *provided, however,* that the Company shall bear and pay directly all costs

and expenses, including attorneys' fees (including additional interest and penalties) incurred in connection with such contest and shall indemnify Executive for and hold Executive harmless from, on an after-tax basis, any Excise Tax or income, employment or other taxes (including interest and penalties with respect thereto) imposed as a result of such representation and payment of all related costs and expenses.

**(f)** Without limiting the foregoing provisions of this Section 7.3, the Company shall control all proceedings taken in connection with such contest and, at the Company's sole option, may pursue or forgo any and all administrative appeals, proceedings, hearings and conferences with the Internal Revenue Service or other taxing authority in respect of such claim and may, at the Company's sole option, either direct Executive to pay the amount claimed and sue for a refund or contest the claim in any permissible manner, and Executive agrees to prosecute such contest to a determination before any administrative tribunal, in a court of initial jurisdiction and in one or more appellate courts, as the Company shall determine; *provided, however*, that if the Company directs Executive to pay such claim and sue for a refund, the Company shall advance the amount of such payment to Executive, on an interest-free basis, and shall indemnify Executive for and hold Executive harmless from, on an after-tax basis, any Excise Tax or income, employment or other taxes (including interest or penalties with respect thereto) imposed with respect to such advance or with respect to any imputed income with respect to such advance (including as a result of any forgiveness by the Company of such advance); *provided, further*, that any extension of the statute of limitations relating to the payment of taxes, interest and penalties for the taxable year of Executive with respect to which such contested amount is claimed to be due shall be limited solely to such contested amount. Furthermore, the Company's control of the contest shall be limited to issues with respect to which a Gross-Up Payment would be payable hereunder and Executive shall be entitled to settle or contest, as the case may be, any other issue raised by the Internal Revenue Service or any other taxing authority.

**(g)** The Gross-Up Payments provided for in this Section 7.3 shall be paid to Executive as soon as practicable after the Accountants have determined the amount of such payments, but not earlier than the date the severance benefits are due to Executive under Section 4.4 of the Compensation and Severance Terms Schedule, attached hereto as Exhibit A and in no event later than the later of (i) the end of the calendar year following the date of termination and (ii) the third calendar month following the date of termination, as permitted under Code Section 409(A); *provided, however*, that if the amounts of such Gross-Up Payments cannot be finally determined by the Accountants before the end of this period, the Company shall pay to Executive as of the last day of the period described above an estimate, as determined in good faith by the Company, of the amount of such Gross-Up Payments. In the event that the amount of the estimated payments exceeds the amount subsequently determined by the Accountants to have been due to the Executive, such excess shall constitute a loan by the Company to Executive, payable not later than 30 days after such determination and demand by the Company (together with interest at the rate provided in Section 1274(b)(2)(B) of the Code).

**8. NONSOLICITATION.** While employed by the Company, and for one (1) year following the termination of Executive's employment with the Company, Executive agrees not to solicit, attempt to solicit, induce, or otherwise cause any employee or independent contractor of the Company to terminate his or her employment or contractual relationship in order to become an employee or independent contractor to or for Executive or any other person or entity.

**9. RELEASE.** In exchange for the severance compensation and benefits provided under this Agreement to which Executive would not otherwise be entitled, Executive shall enter into and execute a release substantially in the form attached hereto as Exhibit B, as may be revised and updated as determined to be appropriate by the Company (the "Release"). Unless the Release is executed by Executive following termination of employment, delivered to the Company within twenty-one (21) days after the Release has been provided to Executive (or forty-five (45) days following Executive's receipt of the informational package required in the event of a group termination), and not revoked, Executive shall not receive any severance benefits provided under this Agreement, any vesting acceleration of Executive's Awards as provided in this Agreement shall not apply, and Executive's Awards in such event shall vest or, in the case of stock options, be exercisable following the date of Executive's termination only to the extent provided under their original terms in accordance with the applicable plan and Award agreements.

## **10. GENERAL PROVISIONS.**

**10.1 Notices.** Any notices provided hereunder must be in writing and shall be deemed effective upon personal delivery (including, personal delivery by facsimile transmission) or the third day after mailing by first class mail, to the Company at its primary office location and to Executive at his address as listed on the Company payroll (which address may be changed by written notice).

**10.2 Severability.** Whenever possible, each provision of this Agreement will be interpreted in such manner as to be effective and valid under applicable law, but if any provision of this Agreement is held to be invalid or unenforceable in any respect under any applicable law or rule in any jurisdiction, such invalidity or unenforceability will not affect any other provision or any other jurisdiction, and such invalid or unenforceable provision shall be reformed, construed and enforced in such jurisdiction so as to render it valid and enforceable consistent with the intent of the parties insofar as possible.

**10.3 Waiver.** If either party should waive any breach of any provisions of this Agreement, he or it shall not thereby be deemed to have waived any preceding or succeeding breach of the same or any other provision of this Agreement.

**10.4 Entire Agreement.** This Agreement, together with the Employee Proprietary Information and Inventions Agreement, constitute the final, complete, and exclusive embodiment of the entire agreement between Executive and the Company regarding the subject matter hereof and supersede any prior agreement, promise, representation, or statement, written or otherwise, between Executive and the Company or any of its affiliates with regard to this subject matter. Without limiting the generality of the foregoing, this Agreement supersedes any and all agreements, written or otherwise, between Executive and Andrx Corporation concerning

Executive's employment. This Agreement is entered into without reliance on any promise, representation, statement or agreement other than those expressly contained or incorporated herein, and it cannot be modified or amended except in a writing signed by Executive and a duly authorized officer of the Company.

**10.5 Counterparts.** This Agreement may be executed in separate counterparts, any one of which need not contain signatures of more than one party, but all of which taken together will constitute one and the same Agreement.

**10.6 Headings.** The headings of the sections hereof are inserted for convenience only and shall not be deemed to constitute a part hereof nor to affect the meaning thereof.

**10.7 Successors and Assigns.** This Agreement is intended to bind and inure to the benefit of and be enforceable by Executive, the Company and their respective successors, assigns, heirs, executors and administrators, except that Executive may not assign any of his duties hereunder and he may not assign any of his rights hereunder without the written consent of the Company, which shall not be withheld unreasonably.

**10.8 Attorneys' Fees.** If either party hereto brings any action to enforce his or its rights hereunder, the prevailing party in any such action shall be entitled to recover his or its reasonable attorneys' fees and costs incurred in connection with such action.

**10.9 Arbitration.** To provide a mechanism for rapid and economical dispute resolution, Executive and the Company agree that any and all disputes, claims, or causes of action, in law or equity, arising from or relating to this Agreement (including the Release) or its enforcement, performance, breach, or interpretation, will be resolved, to the fullest extent permitted by law, by final, binding, and confidential arbitration held in Orange County, California and conducted by Judicial Arbitration & Mediation Services/Endispute ("JAMS"), under its then-existing Rules and Procedures. Nothing in this Section 10.9 or in this Agreement is intended to prevent either Executive or the Company from obtaining injunctive relief in court to prevent irreparable harm pending the conclusion of any such arbitration.

**10.10 Remedies.** Executive's duties under Section 8 and the Employee Proprietary Information and Inventions Agreement shall survive termination of Executive's employment with the Company. Executive acknowledges that a remedy at law for any breach or threatened breach by Executive of the provisions of these sections and the Employee Proprietary Information and Inventions Agreement would be inadequate, and that such a breach would cause irreparable harm to the Company; and Executive therefore agrees that the Company shall be entitled to injunctive relief in case of any such breach or threatened breach.

**10.11 Governing Law.** All questions concerning the construction, validity and interpretation of this Agreement will be governed by the law of the State of California as applied to contracts made and to be performed entirely within California.

IN WITNESS WHEREOF, the parties have executed this Agreement effective as of the Effective Date above written.

**WATSON PHARMACEUTICALS, INC.**

By: /s/ Allen Chao  
Name: Allen Chao  
Title: Chairman, President and Chief  
Executive Officer

**EXECUTIVE:**

/s/ Thomas Giordano  
Name: Thomas Giordano

## EXHIBIT A

### COMPENSATION AND SEVERANCE TERMS SCHEDULE

#### 1. BASE SALARY

For services to be rendered under this Agreement, Executive shall receive an initial base salary at an annualized rate of \$345,000, payable in accordance with the Company's standard payroll practices, and subject to adjustments as set forth in the Agreement. Additionally, Executive shall be eligible to receive a car allowance of \$8,400 per year, payable in accordance with the Company's standard practices.

#### 2. BONUS

Executive's annual bonus, if granted, shall be at a target level of not less than 40% of Executive's then current base salary. Executive's annual bonus shall be based on the attainment of certain goals and initiatives approved by the CEO and, as applicable, the Compensation Committee.

Additionally, for calendar year 2007, Executive shall be eligible for an additional special performance bonus of up to \$70,000. Such special performance bonus shall be based on Executive's achievement of certain specific goals during the 2007 calendar year as set by the CEO and the Compensation Committee.

#### 3. LONG TERM INCENTIVE AWARDS

As of the date of approval by the Compensation Committee ("Approval Date"), Executive shall receive a stock option grant ("Option") to purchase 22,500 shares of Company common stock ("Shares"), with an exercise price equal to the closing price of the Company common stock immediately prior to the Approval Date. The Shares subject to the Option shall vest ratably over a four year period in annual equal installments upon each anniversary date of the date of grant. All other terms of such options shall be as set forth in the Plan or in the accompanying option agreements evidencing such options.

As of the Approval Date, Executive shall be awarded 7,500 Shares of Restricted Stock in the Company. The Shares of Restricted Stock shall vest as follows:

- 50% of the Shares shall vest on the second anniversary of the Approval Date
- the remaining 50% of the Shares shall vest on the fourth anniversary of the Approval Date.

The terms of such foregoing Awards shall be set forth in the applicable award agreements and shall otherwise be subject to the terms and conditions of the applicable plan documents.

#### **4. SEVERANCE BENEFITS**

**4.1 Termination By Company without Cause.** If the Company terminates Executive's employment at any time without Cause, the Company shall provide to Executive, within thirty (30) days after the Effective Date of the Release attached hereto as Exhibit B (as "Effective Date" is defined in the Release), as the only severance compensation and benefits all of the following:

(a) A lump sum severance payment, subject to standard withholdings or deductions, in an amount equal to the sum of: (i) twenty four (24) months of Executive's then base salary; (ii) two times Executive's target bonus to be earned for the year in which termination occurs or the bonus amount paid to the Executive in the prior year, whichever is greater; and (iii) Executive's prorated bonus for the year in which the termination occurs, at the Company's discretion.

(b) Continued group health insurance benefits (e.g., medical, dental, vision, etc.) for Executive and Executive's eligible dependents for a period of up to eighteen (18) months under COBRA; provided, however, that in any event the Company's obligation to provide any health benefits pursuant to this sentence ends when Executive becomes eligible for subsidized health insurance with a new employer or other third party (and Executive agrees to promptly notify the Company in writing of any such event of eligibility). To satisfy its obligations hereunder, the Company, at its election, shall either (i) arrange commercial health care coverage for Executive and Executive's eligible dependents (which is (x) comparable to the health benefits provided to Executive and his eligible dependents immediately prior to commencement of such commercial health care coverage, (y) subject to change if such coverage is no longer available, and (z) mutually agreeable to the Company and Executive), or (ii) provide Executive and his eligible dependents continued coverage under the Company's health plans.

(c) Outplacement services for one year with a nationally recognized service selected by the Company.

**4.2 Executive's Resignation for Good Reason.** If Executive terminates his employment with the Company for Good Reason in the absence of a Change of Control, the Company shall provide to Executive, within thirty (30) days after the Effective Date of the Release attached hereto as Exhibit B (as "Effective Date" is defined in the Release), as the only severance compensation and benefits, the same severance compensation and benefits provided in Section 4.1 hereof.

**4.3 Change of Control Termination.** In the event of a Change of Control Termination or if the Executive resigns for Good Reason within ninety (90) days prior to

or twenty-four (24) months following a Change of Control, the Company shall provide to Executive, within thirty (30) days after the Effective Date of the Release attached hereto as Exhibit B (as "Effective Date" is defined in the Release), as the only severance compensation and benefits, (a) the same severance compensation and benefits provided in Section 4.1 hereof and, (b) any unvested Awards held by Executive shall have their vesting accelerated in full so as to become one hundred percent (100%) vested and, in the case of stock options, immediately exercisable in full, as of the date of such termination.

**4.4 Delayed Payments.** Notwithstanding anything in this Section 4 to the contrary, if the Company determines in good faith that any payment or benefit under this Section 4, that is payable to Executive on account of a termination of employment with the Company, constitutes a "deferral of compensation" under Section 409A of the Internal Revenue Code of 1986, as amended (the "Code") (as set forth in IRS Notice 2005-1, or successor Temporary or Final Treasury Regulations), and that Executive is a "specified employee" within the meaning of Code Section 409A(a)(2)(B)(i), then the Company shall delay commencement of any such payment or benefit until six months after the Effective Date of the Release attached hereto as Exhibit B (as "Effective Date" is defined in the Release) (the "409A Suspension Period"). With respect to any benefits to be provided by the Company (such as continued health care benefits, if any), Executive shall pay for such benefits directly during the 409A Suspension Period. Within 15 calendar days after the end of the 409A Suspension Period, the Company shall pay to Executive a lump sum payment in cash equal to any payments and benefits (including interest on any such payments and benefits, at an interest rate of not less the prime interest rate, as published in the Wall Street Journal, for the 409A Suspension Period) that the Company would otherwise have been required to provide under this Section 4 but for the imposition of the 409A Suspension Period. Thereafter, Executive shall receive any remaining payments and benefits due under this Section 4 in accordance with the terms of this Section 4 (as if there had not been any suspension period).

## EXHIBIT B

### RELEASE AGREEMENT

I understand that my position with Watson Pharmaceuticals, Inc. (the "Company") terminated effective \_\_\_\_\_ (the "Separation Date"). The Company has agreed that if I choose to sign this Release, the Company will, within thirty (30) days after the Effective Date of this Release, pay me certain severance benefits (minus the standard withholdings and deductions) pursuant to the terms of the Key Employee Agreement (the "Agreement") entered into as of \_\_\_\_\_, 2006, between myself and the Company, and any agreements incorporated therein by reference. I understand that I am not entitled to such severance benefits unless I sign this Release. I further understand that, regardless of whether I sign this Release, the Company will pay me all of my accrued salary and paid time off through the Separation Date, to which I am entitled by law.

In consideration for the severance benefits I am receiving under the Agreement, I hereby release the Company and its officers, directors, agents, attorneys, employees, shareholders, parents, subsidiaries, and affiliates ("Releasees") from any and all claims, liabilities, demands, causes of action, attorneys' fees, damages, or obligations of every kind and nature, whether they are now known or unknown, arising at any time prior to the date I sign this Release. This general release includes, but is not limited to: all federal and state statutory and common law claims, claims related to my employment or the termination of my employment or related to breach of contract, tort, wrongful termination, discrimination, harassment, defamation, fraud, wages or benefits, or claims for any form of equity or compensation. Notwithstanding the release in the preceding sentence, I am not releasing any right of indemnification I may have for any liabilities and costs of defense (including without limitation reasonable attorneys' fees) arising from my actions within the course and scope of my employment with the Company.

In releasing claims unknown to me at present, I am waiving all rights and benefits under Section 1542 of the California Civil Code, and any law or legal principle of similar effect in any jurisdiction: **"A general release does not extend to claims which the creditor does not know or suspect to exist in his favor at the time of executing the release, which if known by him must have materially affected his settlement with the debtor."**

If I am forty (40) years of age or older as of the Separation Date, I acknowledge that I am knowingly and voluntarily waiving and releasing any rights I may have under the federal Age Discrimination in Employment Act of 1967, as amended ("ADEA"). I also acknowledge that the consideration given for the waiver in the above paragraph is in addition to anything of value to which I was already entitled. I have been advised by this writing, as required by the ADEA that: (a) my waiver and release do not apply to any claims that may arise after my signing of this Release; (b) I should consult with an attorney prior to executing this Release; (c) I have twenty-one (21) days (forty-five (45) days in the event of a group termination) within which to consider this Release (although I may choose to voluntarily execute this Release earlier); (d) I have seven (7) days following the execution of this release to revoke the Release; and (e) this Release will not be effective until the eighth day after this Release has been signed both by me and by the Company ("Effective Date").

I acknowledge that I remain bound by the Employee Proprietary Information and Invention Agreement which I signed in connection with my employment ("Invention Agreement") and that the provisions of the Invention Agreement shall remain in full force and effect. In accordance with my existing and continuing obligations under the Invention Agreement, I have returned to the Company all materials required to be returned pursuant to the Invention Agreement, as well as any other Company property in my possession. In consideration for the severance benefits I am receiving hereunder, I agree that I will reasonably cooperate with the Company after the

Separation Date to assure the smooth transition of pending matters and to answer questions which may arise from time to time regarding my former duties and responsibilities. Effective as of the Separation Date, I resign any and all offices and directorships with the Company and any of its affiliates, and will execute all documents reasonably requested by the Company or its affiliates to effectuate such resignations. Further, I agree that I will not hereafter disparage the Company or any of the Releasees, either orally or in writing, to any person or entity. The Company agrees that its officers and directors will not disparage me, either orally or in writing, to any person or entity.

Agreed:

\_\_\_\_\_

Date

\_\_\_\_\_

[Employee]

\_\_\_\_\_

Date

\_\_\_\_\_

WATSON PHARMACEUTICALS, INC.

16

**EXHIBIT C**

**EMPLOYEE PROPRIETARY INFORMATION AND INVENTIONS AGREEMENT**

WATSON Pharmaceuticals, Inc.

**AMENDMENT AND RESTATEMENT OF THE 2001 INCENTIVE AWARD PLAN**

**NOTICE OF GRANT AND SIGNATURE PAGE**

Congratulations, you (“Holder”) have been granted an award of restricted shares of Common Stock of Watson Pharmaceuticals, Inc., a Nevada corporation (the “Company”), subject to the restrictions imposed under this Notice of Grant and Signature Page and the Award Agreement (the “Restricted Stock” award). The Restricted Stock award is subject to the terms and conditions of the Award Agreement, and the Amendment and Restatement of The 2001 Incentive Award Plan of the Company, as amended from time to time (the “Plan”), which are attached hereto as Exhibit 1-A and 1-B, respectively, and of which this Notice of Grant and Signature Page is a part. By signing this Notice of Grant and Signature Page and the applicable Exhibits, you represent and warrant to the Company that you have read the Award Agreement, the Plan and the other Exhibits and agree to be bound by their terms and conditions. Capitalized terms not otherwise defined in this Notice of Grant and Signature Page shall be as defined in the Plan, the Award Agreement and the Exhibits.

Subject to the terms and conditions of the Award Agreement, the Plan and the Exhibits, the terms and conditions of this Restricted Stock award are set forth below:

Holder’s Name: [First Name and Last Name] Total Number of Shares Granted: \_\_\_\_\_

Date of Grant: [Month, Day, Year]

Subject to the terms and restrictions of the Award Agreement, the Plan and the Exhibits, this Restricted Stock award shall become vested in accordance with the following schedule:

	<b>This Restricted Stock Award Shall Become Vested with Respect to the Following Number of Shares on each Date Shown, or upon the Achievement of each Performance Target Shown (as Applicable)</b>
<b><u>On This Date, or upon Achievement of this Performance Target</u></b>	<b><u>[Number]</u></b>
<u>[Month, Day, Year][Performance Target]</u>	<u>[Number]</u>
<u>[Month, Day, Year][Performance Target]</u>	<u>[Total]</u>
Total Share	

**NOTE, schedule does not reflect cumulative vesting.**

IN WITNESS WHEREOF, the Company has granted this Restricted Stock award, subject to the terms and conditions set forth herein, on the date of grant specified above.

WATSON PHARMACEUTICALS, INC.

\_\_\_\_\_  
Allen Chao, Ph.D.,  
Chairman and Chief Executive Officer

ACCEPTED:

\_\_\_\_\_  
Holder’s Signature

\_\_\_\_\_  
  
\_\_\_\_\_

**Note:** *This document constitutes the Company’s offer to enter into an agreement under the terms and conditions set forth herein. This offer will expire without further notice at 5 o’clock Pacific Time sixty days after the date of grant of the Restricted Stock award set forth above, unless this offer is accepted by Holder by the delivery of this original Notice of Grant and Signature Page, and the applicable Exhibits, executed by Holder to the Company on or prior to the offer’s expiration date.*

\_\_\_\_\_  
Address

\_\_\_\_\_  
Holder’s Taxpayer Identification Number

GRANT NO: 0000XXXX



## EXHIBIT 1-A

### AWARD AGREEMENT

THIS AWARD AGREEMENT, dated as of the Date of Grant appearing on the Notice of Grant and Signature Page hereof, is made by and between Watson Pharmaceuticals, Inc., a Nevada corporation (the "Company"), and the Employee whose name and signature appear on the Notice of Grant and Signature Page hereof ("Holder").

WHEREAS, the Company wishes to grant to Holder shares of its Common Stock, pursuant to the terms and conditions and restrictions of the Notice of Grant and Signature Page, this Agreement and the Amendment and Restatement of The 2001 Incentive Award Plan of Watson Pharmaceuticals, Inc., as amended from time to time (the terms of which are hereby incorporated by reference and made a part of this Agreement, the "Plan"); and

WHEREAS, it has been determined that it would be to the advantage and best interest of the Company and its stockholders to grant Holder the Restricted Stock award as an inducement to enter into or remain in the service of the Company or its Subsidiaries and as an incentive for increased efforts during such service.

NOW, THEREFORE, in consideration of the mutual covenants herein contained and other good and valuable consideration, receipt of which is hereby acknowledged, the parties hereto do hereby agree as follows:

#### ARTICLE I

##### ISSUANCE OF RESTRICTED STOCK

Section 1.1 - Issuance of Restricted Stock. In consideration of the recitals, Holder's agreement to remain in the employ of the Company or a Subsidiary, and for other good and valuable consideration, the Company agrees to issue to Holder the shares of Common Stock specified in the Notice of Grant and Signature Page (the "Restricted Stock") upon the terms and conditions set forth in this Agreement.

Section 1.2 - Consideration to the Company. As partial consideration for the issuance of the Restricted Stock by the Company, Holder agrees to render faithful and efficient services to the Company or a Subsidiary, with such duties and responsibilities as the Company shall from time to time prescribe. Nothing in this Agreement or in the Plan shall confer upon Holder any right to continue in the employ of the Company or any Subsidiary, or as a director of the Company, or shall interfere with or restrict in any way the rights of the Company and any Subsidiary, which are hereby expressly reserved, to discharge Holder at any time for any reason whatsoever, with or without cause, except to the extent expressly provided otherwise in a written employment agreement between Holder and the Company and any Subsidiary.

Section 1.3 - Adjustments in Restricted Stock. The Administrator may adjust the Restricted Stock in accordance with the provisions of Section 12.3 of the Plan.

ARTICLE II  
RESTRICTIONS

Section 2.1 - Forfeiture of Restricted Stock. In the event of Holder's Termination of Employment, the Restricted Stock (including, without limitation, any cash, securities or other property subject to Section 2.5) as of the date of the Termination of Employment shall thereupon be forfeited and surrendered by Holder and transferred and delivered by Holder to the Company for no consideration (the "Forfeiture Restriction"). For purposes of this Agreement, the "Restrictions" shall mean the Forfeiture Restriction and the restrictions on sale or other transfer of the Restricted Stock and other restrictions as set forth in this Article II.

Section 2.2 - Transferability of the Restricted Stock; Escrow.

(a) Except as provided herein, Holder (and Holder's legal representative) shall not sell, exchange, transfer, alienate, hypothecate, pledge, encumber or assign the Restricted Stock subject to the Forfeiture Restriction, or any interest or right with respect thereto. Neither the Restricted Stock subject to the Forfeiture Restriction nor any interest or right therein or part thereof shall be liable for the debts, contracts, or engagements of Holder or his successors in interest or shall be subject to disposition by transfer, alienation, anticipation, pledge, encumbrance, assignment or any other means whether such disposition be voluntary or involuntary or by operation of law by judgment, levy, attachment, garnishment or any other legal or equitable proceedings (including bankruptcy) and any attempted disposition thereof shall be null and void and of no effect; provided, however, that, this Section 2.2(a) shall not prevent transfers subject to the consent of the Administrator, pursuant to a DRO.

(b) Holder hereby authorizes and directs the Secretary of the Company, or such other person designated by the Company, to transfer the Restricted Stock upon forfeiture and surrender pursuant to the Forfeiture Restriction pursuant to Section 2.1 from Holder (or Holder's legal representative) to the Company.

(c) To ensure the availability for delivery of Holder's Restricted Stock upon forfeiture and surrender of the Restricted Stock by Holder and transfer of the Restricted Stock to the Company pursuant to the Forfeiture Restriction under Section 2.1, Holder hereby appoints the Secretary of the Company, or any other person designated by the Company as escrow agent, as Holder's attorney-in-fact to assign and transfer unto the Company, such Restricted Stock pursuant to the Forfeiture Restriction and shall, upon execution of this Agreement, execute, deliver and deposit with the Secretary of the Company, or such other person designated by the Company, the share certificate(s) representing the Restricted Stock (or such account or other evidence representing the issuance of the Restricted Stock to Holder), together with the Assignment Separate from Certificate duly endorsed in blank, attached as Exhibit "1-C" hereto, and the Joint Escrow Instructions of the Company and Holder attached as Exhibit "1-D" hereto. The Restricted Stock and Assignment Separate from Certificate shall be held by the Secretary (or other escrow agent) in escrow, pursuant to Joint Escrow Instructions, until the Restricted Stock is transferred to the Company pursuant to the Forfeiture Restriction as provided in Section 2.1, until such Restricted Stock (or portion thereof) is no longer subject to the Restrictions, or until such time as this Agreement no longer is in effect. At such time as the Restrictions lapse as to some or all of the Restricted Stock, the Secretary (or other escrow agent) shall promptly deliver to Holder (or Holder's legal representative) the certificate or certificates (or such account or other evidence) representing the Restricted Stock that is no longer subject to the Restrictions in the Secretary's (or other escrow agent's) possession belonging to Holder and at such time as there are no longer any Restricted Stock that is subject to the Restrictions, the Secretary (or other escrow agent) shall promptly deliver to Holder (or Holder's legal representative) the certificate or certificates (or such account or other evidence) representing any

remaining Restricted Stock in the escrow agent's possession belonging to Holder, and the Secretary (or other escrow agent) shall be discharged of all further obligations hereunder.

(d) The Secretary, or other escrow agent, shall not be liable for any act he or she may do or omit to do with respect to holding the Restricted Stock in escrow and while acting in good faith and in the exercise of his judgment.

Section 2.3 - Legend. The share certificate(s) evidencing the Restricted Stock issued hereunder (or such account or other evidence representing the Restricted Stock issued hereunder) shall be endorsed with the following legend (in addition to any legend required under applicable state securities laws):

THE SECURITIES REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO CERTAIN RESTRICTIONS ON TRANSFER AND FORFEITURE RESTRICTIONS HELD BY THE ISSUER AS SET FORTH IN A NOTICE OF GRANT AND SIGNATURE PAGE AND AWARD AGREEMENT BETWEEN THE COMPANY AND THE STOCKHOLDER, A COPY OF WHICH IS ON FILE WITH THE SECRETARY OF THE ISSUER. SUCH TRANSFER RESTRICTIONS AND FORFEITURE RESTRICTIONS ARE BINDING ON TRANSFEREES OF THIS RESTRICTED STOCK.

Section 2.4 - Lapse of Restrictions.

(a) As of the date of issuance under Section 1.1, all of the Restricted Stock shall be subject to the Restrictions. Subject to Section 2.1 and the terms and conditions of the Plan, the Restrictions shall lapse as to the number of shares of Restricted Stock specified in the Notice of Grant and Signature Page, on the date or dates, or upon satisfaction of the condition or conditions, specified therein, or as specified in Section 2.4(c).

(b) Upon the lapse of the Restrictions on the Restricted Stock (or portion thereof), the Company and the escrow agent shall cause new certificates to be issued with respect to such Restricted Stock and delivered to Holder or his legal representative, free from the legend provided for in Section 2.3 and of any of the other Restrictions. At such time, the Company shall also deliver all other securities and property held in escrow pursuant to Sections 2.2 and 2.5 in respect of the number of shares of Common Stock as to which the Restrictions have then lapsed. Notwithstanding the foregoing, no such new certificate shall be delivered to Holder or his legal representative unless and until Holder or his legal representative shall have paid to the Company in cash the full amount of all federal, state and local withholding and employment taxes applicable to the taxable income and wages of Holder resulting from the award of the Restricted Stock or the lapse of the Restrictions, or Holder has otherwise provided for the tax withholding required with respect to the issuance, vesting or payment pursuant to this Restricted Stock award in accordance with Section 3.7.

(c) If Holder and the Company are parties to an employment agreement that provides for accelerated vesting of Options (as defined in the employment agreement) in the event of a Change in Control Termination (as defined in the employment agreement), then, upon the satisfaction of the conditions in such employment agreement to cause accelerated vesting of Options in the event of a Change in Control Termination (and without regard to whether Holder then has any unvested Options), the Restrictions shall lapse as to one hundred percent (100%) of the Restricted Stock as of the date of such accelerated vesting of Options.

Section 2.5 - Restrictions on Distributions, etc. In the event that any dividend or other distribution (including ordinary cash dividends, and whether in the form of Common Stock, other securities, or other property), or other distribution by reason of any recapitalization, reclassification, stock

split, reverse stock split, reorganization, merger, consolidation, split-off, spin-off, combination, repurchase, liquidation, dissolution, or sale, transfer, exchange or other disposition of all or substantially all of the assets of the Company, or exchange of Common Stock or other securities of the Company, or issuance of warrants or other rights to purchase Common Stock or other securities of the Company, or other similar transaction or event, is paid, issued, exchanged or distributed in respect of Restricted Stock, such new or additional or different shares or securities or property (including cash) which are attributable to Holder in his capacity as the owner of the Restricted Stock then subject to Restrictions, shall be considered to be Restricted Stock and shall be subject to all of the Restrictions, unless the Administrator shall, in its discretion, otherwise provide.

### ARTICLE III OTHER PROVISIONS

Section 3.1 - Administration. The Administrator shall have the power to interpret the Plan and this Agreement, and to adopt such rules for the administration, interpretation and application of the Plan as are consistent therewith, to interpret, amend or revoke any such rules and to amend this Agreement provided that the rights or obligations of Holder are not affected adversely. All actions taken and all interpretations and determinations made by the Administrator in good faith shall be final and binding upon Holder, the Company and all other interested persons. No member of the Administrator shall be personally liable for any action, determination or interpretation made in good faith with respect to the Plan or the Restricted Stock award.

Section 3.2 - Conditions to Issuance of Stock Certificates. The Restricted Stock may be either previously authorized but unissued shares or issued shares which have then been reacquired by the Company. Such shares shall be fully paid and nonassessable. The Company shall not be required to issue or deliver any certificate or certificates (or any account or other evidence representing issuance) for shares of Common Stock or other cash, stock or other property pursuant to this Agreement prior to fulfillment of all of the following conditions:

- (a) The admission of such shares to listing on all stock exchanges on which such class of stock is then listed, if applicable; and
- (b) The completion of any registration or other qualification of such shares under any state or federal law or under rulings or regulations of the Securities and Exchange Commission or of any other governmental regulatory body, if applicable, or the receipt of further representations from Holder as to investment intent or completion of other actions necessary to perfect exemptions, as the Administrator shall, in its absolute discretion, deem necessary or advisable; and
- (c) The obtaining of any approval or other clearance from any state or federal governmental agency which the Administrator shall, in its absolute discretion, determine to be necessary or advisable; and
- (d) The lapse of such reasonable period of time as the Administrator may from time to time establish for reasons of administrative convenience; and
- (e) The receipt by the Company of payment of any applicable withholding tax in accordance with Section 3.7.

Section 3.3 - Rights as Stockholder. Except as otherwise provided herein (including in Section 2.5), upon the delivery of Restricted Stock to the Secretary or such other escrow holder as the

Administrator may appoint, Holder shall have all the rights of a stockholder with respect to the Restricted Stock, including the right to vote the Restricted Stock and the right to receive all dividends or other distributions paid or made with respect to the Restricted Stock, subject to Section 2.5.

Section 3.4 - Notices. Any notice to be given under the terms of this Agreement to the Company shall be addressed to the Company in care of its Secretary, and any notice to be given to Holder shall be addressed to him at the address given beneath his signature hereto. By a notice given pursuant to this Section 3.4, either party may hereafter designate a different address for notices to be given to him. Any notice which is required to be given to the Holder shall, if Holder is then deceased, be given to Holder's personal representative if such representative has previously informed the Company of his status and address by written notice under this Section 3.4. Any notice shall be deemed duly given when enclosed in a properly sealed envelope or wrapper addressed as aforesaid, deposited (with postage prepaid) in a post office or branch post office regularly maintained by the United States Postal Service.

Section 3.5 - Titles and Construction. Titles are provided herein for convenience only and are not to serve as a basis for interpretation or construction of this Agreement. This Agreement shall be administered, interpreted and enforced under the internal laws of the State of California, without regard to conflicts of laws thereof.

Section 3.6 - Conformity to Securities Laws. Holder acknowledges that the Plan and this Agreement are intended to conform to the extent necessary with all provisions of all applicable federal and state laws, rules and regulations (including, but not limited to the Securities Act and the Exchange Act and any and all regulations and rules promulgated by the Securities and Exchange Commission thereunder, including without limitation the applicable exemptive conditions of Rule 16b-3) and to such approvals by any listing, regulatory or other governmental authority as may, in the opinion of counsel for the Company, be necessary or advisable in connection therewith. Notwithstanding anything herein to the contrary, the Plan shall be administered, and the Restricted Stock are granted, only in such a manner as to conform to such laws, rules and regulations. To the extent permitted by applicable law, the Plan, this Agreement and the Restricted Stock shall be deemed amended to the extent necessary to conform to such laws, rules and regulations.

Section 3.7 - Tax Withholding. The Company shall be entitled to require payment in cash or deduction from the shares of Common Stock issued under this Restricted Stock award or other compensation payable to Holder of any sums required by federal, state or local tax law to be withheld with respect to the issuance, vesting or payment pursuant to this Restricted Stock award. Except as otherwise provided by the Administrator in its discretion, in satisfaction of the foregoing requirement, the Company shall withhold shares of Common Stock issued under this Restricted Stock award and Holder hereby elects to transfer and deliver to the Company such shares of Common Stock having a Fair Market Value equal to the sums required to be withheld. Notwithstanding any other provision of the Plan and this Agreement, the shares of Common Stock which may be withheld with respect to the issuance, vesting or payment under this Restricted Stock award in order to satisfy Holder's federal and state income taxes and payroll tax liabilities with respect to the issuance, vesting or payment under this Restricted Stock award shall be limited to the number of shares which have a Fair Market Value on the date of withholding equal to the aggregate amount of such liabilities based on the minimum statutory withholding rates for federal and state income tax and payroll tax purposes that are applicable to such supplemental taxable income.

ARTICLE IV  
DEFINITIONS

Whenever the following terms are used in this Agreement, they shall have the meaning specified below. The masculine pronoun shall include the feminine and neuter, and the singular the plural, where the context so indicates. All capitalized terms used herein without definition shall have the meanings ascribed to such terms in the Plan.

**EXHIBIT 1-B**  
**AMENDMENT AND RESTATEMENT OF 2001 INCENTIVE AWARD PLAN**

**EXHIBIT 1-C**

**ASSIGNMENT SEPARATE FROM CERTIFICATE**

The undersigned, \_\_\_\_\_, hereby assigns and transfers to Watson Pharmaceuticals, Inc., a Nevada corporation, (the "Company"), or its assignee, \_\_\_\_\_ ( \_\_\_\_\_ ) shares of the Common Stock, par value \$0.0033 per share, of the Company, standing in my name on the books of said corporation represented by Certificate No. \_\_\_\_\_ herewith (or represented by Account No. \_\_\_\_\_ with \_\_\_\_\_ ) and do hereby irrevocably constitute and appoint \_\_\_\_\_ to transfer the said stock on the books of the within named corporation with full power of substitution in the premises.

This Assignment may be used only in accordance with the Notice of Grant and Signature Page and Award Agreement between the Company and \_\_\_\_\_ dated as of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Name

Date: \_\_\_\_\_

**INSTRUCTIONS:** Please do not fill in any blanks other than the signature line. The purpose of this assignment is to enable the Company to transfer the shares of Restricted Stock subject to forfeiture and surrender under the Forfeiture Restriction of, or subject to tax withholding under, the Notice of Grant and Signature Page and Award Agreement.

**EXHIBIT 1-D**  
**JOINT ESCROW INSTRUCTIONS**

[, 2005]

Watson Pharmaceuticals, Inc.  
311 Bonnie Circle  
Corona, CA 92880  
Attn: Corporate Controller

Re: Joint Escrow Instructions

Dear \_\_\_\_\_ :

As Escrow Agent for both Watson Pharmaceuticals, Inc., a Nevada corporation (the "Company"), and the undersigned Holder of Restricted Stock of the Company ("Holder"), you are hereby authorized and directed to hold the documents delivered to you pursuant to the terms of that certain Notice of Grant and Signature Page and Award Agreement, dated as of \_\_\_\_\_ (the "Agreement"), between the Company and \_\_\_\_\_, in accordance with the following instructions:

1. In the event of the forfeiture and surrender of the shares of Restricted Stock by Holder pursuant to the Forfeiture Restriction, or tax withholding, the Company shall give you a written notice specifying the number of shares of Restricted Stock or other securities to be transferred and delivered to the Company. Holder and the Company hereby irrevocably authorize and direct you to close the transaction contemplated by such notice in accordance with the terms of said notice.

2. At the closing, you are directed (a) to date the stock assignments necessary for the transfer in question, (b) to fill in the number of shares being transferred and (c) to deliver the same, together with the certificate (or the account or other evidence) representing evidencing the shares of stock to be transferred, to the Company.

3. Holder irrevocably authorizes the Company to deposit with you any certificates evidencing shares of stock to be held by you hereunder and any additions and substitutions to said shares as defined in the Agreement. Holder does hereby irrevocably constitute and appoint you as Holder's attorney-in-fact and agent for the term of this escrow to execute with respect to such securities all documents necessary or appropriate to make such securities negotiable and to complete any transaction herein contemplated, including, but not limited to, the filing with any applicable state authority of any required applications for consent to, or notice of transfer of, the securities. Subject to the provisions of this paragraph 3 and the Agreement, Holder shall exercise all rights and privileges of a stockholder of the Company while the stock is held by you.

4. You will deliver to Holder a certificate or certificates representing so many shares of stock or other securities as are not then subject to the Restrictions, or tax withholding.

5. If at the time of termination of this escrow you should have in your possession any documents, securities, or other property belonging to Holder, you shall deliver all of the same to Holder and shall be discharged of all further obligations hereunder.

6. Your duties hereunder may be altered, amended, modified or revoked only by a writing signed by all of the parties hereto.

7. You shall be obligated only for the performance of such duties as are specifically set forth herein and may rely and shall be protected in relying or refraining from acting on any instrument reasonably believed by you to be genuine and to have been signed or presented by the proper party or parties. You shall not be personally liable for any act you may do or omit to do hereunder as Escrow Agent or as attorney-in-fact for Holder while acting in good faith, and any act done or omitted by you pursuant to the advice of your own attorneys shall be conclusive evidence of such good faith.

8. You are hereby expressly authorized to disregard any and all warnings given by any of the parties hereto or by any other person or corporation, excepting only orders or process of courts of law, and are hereby expressly authorized to comply with and obey orders, judgments or decrees of any court. In case you obey or comply with any such order, judgment or decree, you shall not be liable to any of the parties hereto or to any other person, firm or corporation by reason of such compliance, notwithstanding any such order, judgment or decree being subsequently reversed, modified, annulled, set aside, vacated or found to have been entered without jurisdiction.

9. You shall not be liable in any respect on account of the identity, authorities or rights of the parties executing or delivering or purporting to execute or deliver the Agreement or any documents or papers deposited or called for hereunder.

10. You shall not be liable for the expiration of any rights under any applicable state, federal or local statute of limitations or similar statute or regulation with respect to these Joint Escrow Instructions or any documents deposited with you.

11. You shall be entitled to employ such legal counsel and other experts as you may deem necessary properly to advise you in connection with your obligations hereunder, may rely upon the advice of such counsel and may pay such counsel reasonable compensation therefor.

12. Your responsibilities as Escrow Agent hereunder shall terminate if you shall cease to be an officer or agent of the Company or if you shall resign by written notice to each party. In the event of any such termination, the Company shall appoint a successor Escrow Agent.

13. If you reasonably require other or further instruments in connection with these Joint Escrow Instructions or obligations in respect hereto, the necessary parties hereto shall join in furnishing such instruments.

14. It is understood and agreed that should any dispute arise with respect to the delivery and/or ownership or right of possession of the securities held by you hereunder, you are authorized and directed to retain in your possession without liability to anyone all or any part of said securities until such disputes shall have been settled either by mutual written agreement of the parties concerned or by a final order, decree or judgment of a court of competent jurisdiction after the time for appeal has expired and no appeal has been perfected, but you shall be under no duty whatsoever to institute or defend any such proceedings.

15. Any notice required or permitted hereunder shall be given in writing and shall be deemed effectively given upon personal delivery or upon deposit in the United States Post Office, by registered or certified mail with postage and fees prepaid, addressed to each of the other parties thereunto entitled at the following addresses or at such other addresses as a party may designate by ten (10) days' advance written notice to each of the other parties hereto.

If to the Company to:           Watson Pharmaceuticals, Inc.  
311 Bonnie Circle  
Corona, CA 92880  
Attention: Corporate Secretary

If to Holder to:                [Name]  
  [Address]

If to the Escrow Agent to:     Watson Pharmaceuticals, Inc.  
311 Bonnie Circle  
Corona, CA 92880  
Attention: Corporate Controller

16. By signing these Joint Escrow Instructions, you become a party hereto only for the purpose of said Joint Escrow Instructions; you do not become a party to the Agreement.

17. This instrument shall be binding upon and inure to the benefit of the parties hereto, and their respective successors and permitted assigns.

18. These Joint Escrow Instructions shall be governed by, and construed and enforced in accordance with, the laws of the State of California (without giving effect to the conflicts of law principles thereof).

**WATSON PHARMACEUTICALS, INC.,**

**a Nevada corporation**

By: \_\_\_\_\_

Title: \_\_\_\_\_

**HOLDER**

\_\_\_\_\_  
Name

**ESCROW AGENT**

\_\_\_\_\_  
[Name]

[Title] \_\_\_\_\_

**Watson Pharmaceuticals, Inc.**  
**Subsidiaries of the Company**  
**As of March 1, 2007**

Name	Jurisdiction of Incorporation
Watson Laboratories, Inc.	Nevada
Watson Laboratories, Inc.	New York
Watson Laboratories, Inc.	Delaware
Watson Pharma, Inc.	Delaware
Watson Laboratories, Inc.	Connecticut
Watson Laboratories Caribe, Inc.	Delaware
Nicobrand Limited	Northern Ireland
Watson Laboratories, Inc.—Arizona	Delaware
The Rugby Group, Inc.	New York
Anda, Inc.	Florida
Anda Pharmaceuticals, Inc. (d/b/a Watson Laboratories — Florida)	Florida
Andrx Corporation	Delaware
Andrx Pharmaceuticals, Inc.	Florida
Andrx Therapeutics, Inc. (d/b/a Watson Laboratories — Florida)	Florida
Valmed Pharmaceutical, Inc.	New York
Makoff R&D Laboratories, Inc.	California
R&D Ferrlecit Capital Resources, Inc.	California

-

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (Nos. 333-20029-01, 333-70943, 333-49079, 333-53312 and 333-105816) and Form S-8 (Nos 333-70878, 33-94350, 333-05737, 333-20029-02, 333-45650, 333-38596, 333-709333, 333-37733, 333-24577, 333-58334, 333-61842, 333-61844, 333-102285, and 333-111032) of Watson Pharmaceuticals, Inc. of our report dated March 11, 2005 related to the financial statements, financial statement schedule, management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting, which appears in Watson Pharmaceuticals Inc.'s Annual Report on Form 10-K for the year ended December 31, 2006.

/s/ PricewaterhouseCoopers LLP

Orange County, California  
March 1, 2007

---







