CAMBREX CORP
Form 10-Q/A
April 29, 2005

CONFORMED

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549

FORM 10-Q/A

[X] QUARTERLY REPORT PURSUANT UNDER SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

for the quarterly period ended June 30, 2004

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 1-10638

CAMBREX CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE	22-2476135
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

ONE MEADOWLANDS PLAZA, EAST RUTHERFORD, NEW JERSEY 07073

(Address of principal executive offices)

(201) 804-3000

(Registrant's telephone number, including area code)

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 twelve 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 [X] No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes [X] No

As of July 31, 2004, there were 26,107,527 shares outstanding of the registrant's Common Stock, $.10 par value.

CAMBREX CORPORATION AND SUBSIDIARIES

FORM 10-Q/A

For The Quarter Ended June 30, 2004
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CAMBREX CORPORATION AND SUBSIDIARIES
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FOR THE QUARTER ENDED JUNE 30, 2004

EXPLANATORY NOTE:

During the 2004 year-end financial reporting process, the Company identified certain accounting adjustments principally related to amortization of leasehold improvements, employee benefit accruals, inventory and taxes that impacted prior years and prior quarters within 2004. The cumulative impact of the prior years' adjustments was a reduction to net income of $475 and is not considered material to any prior period. The prior years' adjustment of $475 has been reflected in the restated first quarter 2004 results. The impact on net income for the first, second and third quarters of 2004 was a decrease of $439 or $0.02 per fully diluted share, an increase of $229 or $0.01 per fully diluted share and a decrease of $666 or $0.03 per fully diluted share, respectively. Note #2 to the consolidated financial statements summarizes the impact of this restatement on the Company's statements of operations for the three and six

months ended June 30, 2004 and the balance sheet as of June 30, 2004.

The Company also identified certain adjustments to the December 31, 2003 foreign deferred tax balances, minimum pension liability and other comprehensive income which have been reflected as of March 31, 2004. These adjustments were not considered material to 2003 or to the quarter ended March 31, 2004.

This Form 10-Q/A hereby amends and restates Items 1, 2 and 4, in Part I of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004, to reflect the restatement of the Company's consolidated financial statements included in such report. No further changes to the previously filed Form 10-Q are being made. All information in this Form 10-Q/A is as of June 30, 2004 and does not reflect any subsequent information or events other than the restatement.

For additional discussion of developments relating to periods subsequent to June 30, 2004, please see the Company's reports filed with the Securities and Exchange Commission with respect to such subsequent periods, including the Company's Quarterly Reports on Forms 10-Q/A for the quarter ended September 30, 2004 and the Annual Report on Form 10-K for the year ended December 31, 2004.

(in thousands, except per share data)

Part 1 - FINANCIAL INFORMATION

CAMBREX CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(unaudited)
(in thousands, except share data)

	June 30, 2004 (restated)
ASSETS	
Current assets:	
Cash and cash equivalents	$ 76,137
Trade receivables, less allowances of $2,763 and $3,281 at respective dates	57,124
Inventories, net	85,486
Deferred tax assets	6,174
Prepaid expenses and other current assets	21,347
Total current assets	246,268
Property, plant and equipment, net	261,209
Goodwill	218,330
Other intangible assets, net	50,865
Other assets	6,717
Total assets	$ 783,389
LIABILITIES AND STOCKHOLDERS' EQUITY	
Current liabilities:	

Accounts payable	$ 27,869
Accrued liabilities	56,062
Short-term debt and current portion of long-term debt	1,811
Total current liabilities	85,742
Long-term debt	220,970
Deferred tax liabilities	28,895
Other non-current liabilities	48,840
Total liabilities	$ 384,447
Stockholders' equity:	
Common stock, $.10 par value; issued 28,714,802 and 28,471,652 shares at respective dates	2,871
Additional paid-in capital	210,720
Retained earnings	217,595
Treasury stock, at cost 2,598,334 and 2,614,910 shares at respective dates	(21,961)
Deferred compensation	(1,652)
Accumulated other comprehensive (loss)/income	(8,631)
Total stockholders' equity	398,942
Total liabilities and stockholders' equity	$ 783,389

See accompanying notes to unaudited consolidated financial statements.

CAMBREX CORPORATION AND SUBSIDIARIES
CONSOLIDATED INCOME STATEMENTS
(unaudited)
(in thousands, except per-share data)

	Three months ended June 30,	
	2004	2003
	(restated)	
Gross sales	$ 108,951	$ 103,116
Commissions & allowances	699	1,067
Net sales	108,252	102,049
Other revenues	1,797	2,120
NET REVENUES	110,049	104,169

Cost of goods sold	68,043	63,960
GROSS PROFIT	42,006	40,209
Operating expenses:		
Selling, general and administrative expenses	24,425	22,963
Research and development expenses	4,673	4,422
Legal settlement	-	-
Other, net	-	-
Total operating expenses	29,098	27,385
OPERATING PROFIT	12,908	12,824
Other expenses (income):		
Interest expense, net	2,688	2,702
Other expense/(income), net	21	(313)
Income from continuing operations before income taxes	10,199	10,435
Provision for income taxes	3,860	2,923
INCOME FROM CONTINUING OPERATIONS	$ 6,339	$ 7,512
DISCONTINUED OPERATIONS (NOTE 10)		
Income/(loss) from discontinued operations before income taxes	-	445
Income tax (benefits)/provision	-	(94)
Income/(loss) on discontinued operations	-	539
Net income	$ 6,339	$ 8,051
Basic earnings per share:		
Income from continuing operations	$ 0.24	$ 0.29
Income/(loss) from discontinued operations	-	0.02
Net income	$ 0.24	$ 0.31
Diluted earnings per share:		
Income from continuing operations	$ 0.24	$ 0.29
Income/(loss) from discontinued operations	-	0.02
Net income	$ 0.24	$ 0.31
Weighted average shares outstanding:		
Basic	26,112	25,732
Effect of dilutive stock options	271	241
Diluted	26,383	25,973
Cash dividends paid per share	$ 0.03	$ 0.03

See accompanying notes to unaudited consolidated financial statements.

CAMBREX CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)
(in thousands)

	Six mon Jun
	2004
	(restated)
Cash flows from operating activities:	
Net income	$ 13,356
Depreciation and amortization	20,818
Deferred income tax provision	470
Changes in assets and liabilities:	
Provision for legal settlement, net of cash payments	(1,600)
Receivables, net	24
Inventories	(5,423)
Prepaid expenses and other current assets	1,554
Accounts payable and accrued liabilities	(961)
Income taxes payable	(5,229)
Other non-current assets and liabilities	(902)
Discontinued operations:	
Non-cash charges and changes in operating assets and liabilities	(1,309)
Net cash provided by operating activities	20,798
Cash flows from investing activities:	
Capital expenditures	(18,138)
Other investing activities	(427)
Discontinued operations - cash flows provided by investing activities	-
Net cash used in investing activities	(18,565)
Cash flows from financing activities:	
Dividends paid	(1,548)
Net increase in short-term debt	425
Long-term debt activity (including current portion):	
Borrowings	39,350
Repayments	(30,735)
Proceeds from stock options exercised	3,988
Purchase of treasury stock	-
Net cash provided by (used in) financing activities	11,480

Effect of exchange rate changes on cash	(1,870)
Net increase in cash and cash equivalents	11,843
Cash and cash equivalents at beginning of period	64,294
Cash and cash equivalents at end of period	$ 76,137

See accompanying notes to unaudited consolidated financial statements.

CAMBREX CORPORATION AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except share and per-share data)

(1) BASIS OF PRESENTATION

Unless otherwise indicated by the context, "Cambrex" or the "Company" means Cambrex Corporation and its subsidiaries.

The accompanying unaudited Consolidated Financial Statements have been prepared from the records of the Company. In the opinion of management, the financial statements include all adjustments which are of a normal and recurring nature and are necessary for a fair presentation of financial position and results of operations in conformity with generally accepted accounting principles. These interim financial statements should be read in conjunction with the financial statements for the year ended December 31, 2003.

The results of operations for the three months and six months ended June 30, 2004 are not necessarily indicative of the results to be expected for the full year.

As discussed in Note #10, on November 10, 2003, the sale of Rutherford Chemicals was completed and accordingly, the business comprising the Rutherford Chemicals segment is being reported as a discontinued operation in all periods presented.

Certain reclassifications have been made in prior year amounts to conform to the current year presentation.

(2) RESTATEMENT OF 2004 QUARTERLY RESULTS

During the 2004 year-end financial reporting process, the Company identified certain accounting adjustments principally related to amortization of leasehold improvements, employee benefit accruals, inventory and taxes that impacted prior years and prior quarters within 2004. The cumulative impact of the prior years' adjustments was a reduction to net income of $475 and is not considered material to any prior period. The prior years' adjustment of $475 has been reflected in the restated first quarter 2004 results. The impact on net income for the three and six months ended June 30, 2004 was an increase of $229 or $0.01 and a decrease of $210 or $0.00 per fully diluted share, respectively. The Company has restated the results of the three and six months ended June 30, 2004 to reflect these adjustments.

The Company also identified certain adjustments to the December 31, 2003

foreign deferred tax balances, minimum pension liability and other comprehensive income which have been reflected as of March 31, 2004. These adjustments were not considered material to 2003.

The restatement did not have any impact on the Company's cash flows (net cash provided by/used in operating activities, investing activities or financing activities). A summary of the effects of the restatement on the accompanying Consolidated Income Statements and Consolidated Balance Sheets is as follows:

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
(in thousands, except share and per-share data)

(2) RESTATEMENT OF 2004 QUARTERLY RESULTS -(CONTINUED)

Consolidated Income Statements

	QUARTER ENDED JUNE 30, 2004		SIX MONTHS ENDED JUNE 30, 2004	
	AS PREVIOUSLY REPORTED	AS RESTATED	AS PREVIOUSLY REPORTED	AS RESTAT
Gross sales	$ 108,951	$ 108,951	$ 222,543	$ 22
Cost of goods sold	67,969	68,043	138,486	13
Gross profit	42,080	42,006	87,238	8
SG&A expenses	24,739	24,425	52,218	5
R&D expenses	4,665	4,673	9,387	
Operating profit	12,676	12,908	27,496	2
Provision for income taxes	3,857	3,860	7,423	
Income from continuing operations	6,110	6,339	14,308	1
Net income	6,110	6,339	13,566	1
Diluted EPS, Continuing operations	$ 0.23	$ 0.24	$ 0.54	$
Diluted EPS, Net income	$ 0.23	$ 0.24	$ 0.51	$

Consolidated Balance Sheets

	AS OF JUNE 30, 2004	
	AS PREVIOUSLY REPORTED	AS RESTATED
Trade receivables, net	$ 57,167	$ 57,124
Inventories, net	84,519	85,486
Deferred tax assets	8,757	6,174
Prepaid expenses and other current assets	21,653	21,347
Total current assets	248,233	246,268
Property, plant and equipment, net	262,100	261,209
Goodwill	219,424	218,330
Total assets	787,339	783,389
Accrued liabilities	56,658	56,062
Deferred tax liabilities	28,998	28,895

Other non-current liabilites	46,993	48,840
Total liabilities	383,299	384,447
Retained earnings	217,805	217,595
Accumulated other comprehensive loss	(3,743)	(8,631)
Total shareholders' equity	$ 404,040	$ 398,942

(3) IMPACT OF RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

Consolidation of Variable Interest Entities

In January 2003, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation No. 46 "Consolidation of Variable Interest Entities" ("FIN 46"). The interpretation provides guidance on consolidating variable interest entities and applies immediately to variable interests created after January 31, 2003. The guidelines of the interpretation became applicable for the Company in its fourth quarter 2003 financial statements for variable interest entities created before February 1, 2003. The interpretation requires variable interest entities to be

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
(in thousands, except share and per-share data)

(3) IMPACT OF RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS (CONTINUED)

consolidated if the equity investment at risk is not sufficient to permit an entity to finance its activities without support from other parties or the equity investors lack certain specified characteristics.

In December 2003, the FASB issued FIN 46R which requires the application of either FIN 46 or FIN 46R by public entities created prior to February 1, 2003 at the end of the first interim or annual reporting period ending after December 15, 2003. All entities created after January 31, 2003 by public entities were already required to be analyzed under FIN 46, and they must continue to do so, unless FIN 46R was adopted early. FIN 46R is applicable to all non-special purpose entities created prior to February 1, 2003 by Public Entities that are not small business issuers at the end of the first interim or annual reporting period ending after March 15, 2004. The Company has reviewed FIN 46 and FIN 46R and determined their impact did not have an effect on the Company's consolidated financial position or results in operations.

Employers' Disclosure about Pension and Other Postretirement Benefits

In December 2003, the FASB published a revision to Statement of Financial Accounting Standard No. 132 "Employers' Disclosure about Pensions and Other Postretirement Benefits an amendment of FASB Statements No. 87, 88, and 106" ("SFAS 132"). SFAS 132R requires additional disclosures to those in the original SFAS 132 about the assets, obligations, cash flows, and net periodic benefit cost of defined benefit pension plans and other defined benefit postretirement plans. SFAS 132R is effective for financial statements with fiscal years ending after December 15, 2003. The interim period disclosures required by SFAS 132R were effective for interim periods beginning after December 15, 2003. The Company is in compliance with SFAS 132R.

In May 2004, the FASB issued FASB Staff Position (FSP) No.106-2 "Accounting and disclosure requirements related to the Medicare Prescription Drug Improvement and Modernization Act ("the Act") of 2003", which supercedes FASB issued Staff Position 106-1 of the same title. The Act allows for the federal government to make subsidy payments (beginning in 2006) to employers

(in thousands, except share and per-share data)

that sponsor postretirement benefit plans under which retirees receive prescription drug benefits that are "actuarially equivalent" to the prescription drug benefit provided under Medicare. The Staff Position clarifies the accounting for the benefits attributable to the Act. The Company has elected to defer the accounting effects of this Act. The Company is in the process of assessing whether the benefits provided by the plan are actuarially equivalent to the Medicare Part D benefit under the Act. As a result, any measures of the plan's accumulated pension benefit obligation or net periodic postretirement benefit cost in the financial statements or accompanying notes do not reflect the effects of the Act on the plan.

(4) STOCK BASED COMPENSATION

At June 30, 2004, the Company has seven active stock-based employee compensation plans in effect. The Company accounts for those plans under the recognition and measurement principles of APB Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations. No stock-based employee compensation cost is reflected in net income, as all options granted under those plans had an exercise price equal to the market value of the underlying common stock on the date of grant. The following table illustrates the effect on net income and earnings per share if the Company had applied the fair value recognition provisions of FASB Statement No. 123, Accounting for Stock-Based Compensation, to stock-based employee compensation.

In May 2003, the Chief Executive Officer ("CEO") was granted 150,000 incentive stock appreciation rights. In the fourth quarter 2003 these rights vested and, as such, the CEO is entitled to a cash settlement representing

(4) STOCK BASED COMPENSATION (CONTINUED)

the difference in value between the closing price of Cambrex stock on the day of the grant, which was $19.30, and the closing price of Cambrex stock on the day the rights are exercised. These rights terminate one year after the CEO's retirement. These rights will be marked to market until the rights are exercised or expire with the amount being recorded as compensation expense or benefit in the applicable period. In the second quarter and six months of 2004, the Company recorded $251 and $6, respectively, in compensation benefit.

	Three Months Ended June 30,	
	2004	2003
	(restated)	
Net income, as reported	$ 6,339	$ 8,051
Deduct: stock based compensation benefit included in reported net income, net of tax effects	(251)	-
Deduct: stock-based compensation expenses determined using fair value method, net of tax effects	(413)	(966)
Proforma net income	$ 5,675	$ 7,085

Proforma weighted average shares outstanding:		
Basic	26,112	25,732
Diluted	26,112	25,732

The effect of stock options would be anti-dilutive under the FAS 123 calculation and are therefore excluded.

Earnings per share:		
Basic - as reported	$ 0.24	$ 0.31
Basic - proforma	$ 0.22	$ 0.28
Diluted - as reported	$ 0.24	$ 0.31
Diluted - proforma	$ 0.22	$ 0.28

(5) GOODWILL AND INTANGIBLE ASSETS

The Company adopted SFAS 142, "Goodwill and Other Intangible Assets" in the first quarter of fiscal 2002. The Company has established reporting units based on its current segment structure for purposes of testing goodwill for impairment. Goodwill has been assigned to the reporting units to which the value of the goodwill relates. The Company evaluates goodwill and other intangible assets at least on an annual basis and whenever events and changes in circumstances suggest that the carrying amount may not be recoverable based on the estimated future cash flows.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
(in thousands, except share and per-share data)

(5) GOODWILL AND INTANGIBLE ASSETS (CONTINUED)

The changes in the carrying amount of goodwill for the six months ended June 30, 2004, are as follows:

	Bioproducts Segment	Human Health Segment	Biopharma Segment	Total
	(restated)			(restated)
Balance as of January 1, 2004	$ 53,787	$ 41,617	$ 125,338	$ 220,742
Cumulative Translation Effect	(184)	(1,364)	-	(1,548)
Other, including Contingent Purchase Price Adjustment	(864)	-	-	(864)
Balance as of June 30, 2004	$ 52,739	$ 40,253	$ 125,338	$ 218,330

Other intangible assets that are not subject to amortization, consist of the following:

	As of June 30, 2004	As of December 31, 2003
Proprietary Process	$ 1,675	$ 1,675
Trademarks	33,898	33,898
Total	$ 35,573	$ 35,573

Other intangible assets, which continue to be amortized, consist of the following:

	As of June 30, 2004 Gross Carrying Amount	As of December 31, 2003 Gross Carrying Amount
Patents	$ 3,324	$ 3,122
Proprietary Process	7,146	6,972
Supply Agreements	2,110	2,110
Trademarks	785	785
Unpatented Technology	5,912	5,912
Other	2,247	2,249
Fully amortized assets*	2,883	2,883
Total	24,407	24,033
Accumulated Amortization	(9,115)	(8,215)
Net	$ 15,292	$ 15,818

*This category includes certain fully amortized patents, proprietary process and non-compete agreements.

Amortization expense for the three months and six months ended June 30, 2004 was $450 and $922, respectively.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
(in thousands, except share and per-share data)

(6) INCOME TAXES

The Company's domestic net deferred tax assets at June 30, 2004 were primarily associated with net operating loss carryforwards, foreign tax credits, research and experimentation tax credits and alternative minimum tax credits, which are evaluated quarterly to assess the likelihood of realization. The realization of these assets is ultimately dependent upon generating future taxable income or implementing tax-planning strategies prior to expiration of those assets. Beginning September 30, 2003 the Company has maintained a full

(in thousands, except share and per-share data)

valuation allowance on its domestic net deferred tax assets. Accordingly, for the six months ended June 30, 2004 a full valuation allowance of the Company's domestic net deferred tax assets generated during the first half of 2004 was recorded. The Company will continue to record a full valuation allowance on its domestic net deferred tax assets until an appropriate level of domestic profitability is sustained or tax strategies can be developed that will enable the Company to conclude that it is more likely than not that a portion of the domestic net deferred assets will be realized. If the Company continues to report pre-tax losses in the United States, income tax benefits associated with those losses will not be recognized and, therefore, those losses will not be reduced by such income tax benefits. Additionally, should domestic losses continue, it is possible that tax planning strategies preserving certain domestic tax assets could be deemed inadequate, resulting in additional valuation allowances in the future. The carryforward periods for foreign tax credits, research and experimentation tax credits, net operating losses, and the federal alternative minimum tax credits are 5 years, 20 years, 20 years and an indefinite period, respectively. As such, improvements in domestic pre-tax income in the future may result in these tax benefits ultimately being realized. However, there is no assurance that such improvements will be achieved.

Within discontinued operations, the Company has also not recorded any benefit related to the domestic loss generated by the operation or sale of Rutherford Chemicals for the same reasons as those identified above.

(7) INVENTORIES

Inventories are stated at the lower of cost, determined on a first-in, first-out basis, or market.

Inventories at June 30, 2004 and December 31, 2003 consist of the following:

	June 30, 2004	December 31, 2003
	(restated)	
Finished goods	$ 42,570	$ 42,045
Work in process	23,270	19,105
Raw materials	15,240	16,601
Supplies	4,406	4,262
Total	$ 85,486	$ 82,013

(8) LONG-TERM DEBT

Long-term debt at June 30, 2004 and December 31, 2003 consists of the following:

	June 30,	December 31,

	2004	2003
Bank credit facilities	$ 114,500	$ 105,200
Senior notes	100,000	100,000
Other	7,860	8,545
Subtotal	222,360	213,745
Less: current portion	(1,390)	(1,376)
Total	$ 220,970	$ 212,369

The Company met all bank covenants for the first six months of 2004 and 2003.

(9) RESTRUCTURING AND OTHER CHARGES

2004 Actions

In the first quarter of 2004, management, at one of the Company's European facilities within the Human Health segment, communicated to employees that a workforce reduction would occur at the site. The Company recorded a $1,000 charge in Other, net operating expenses to accrue for the termination benefits related to the workforce reduction. In all, 13 workers will be terminated of which eight were terminated in the second quarter of 2004, with the remainder to be terminated during the third quarter of 2004. As of June 30, 2004 approximately $300 has been paid. The company expects to pay most of the remaining benefits over the next three months.

The following table displays the activity related to the 2004 reduction in workforce reserve through June 30, 2004 (in millions):

	2004 Expense	2004 Activity: Cash Payments	June 30, 2004 Reserve Balance
Workforce reduction	$ 1.0	$ (0.3)	$ 0.7

2002 Actions

In 2002, Cambrex completed a plan to realign its businesses, and at that time, the Company recorded net special pre-tax charges of $15,087, of which $10,849 were recorded in discontinued operations.

(9) RESTRUCTURING AND OTHER CHARGES (CONTINUED)

The following table displays the activity related to the 2002 restructuring accruals through June 30, 2004 (in millions):

	December 31, 2002 Reserve Balance	2003 Activity Cash Payments	December 31, 2003 Reserve Balance	2004 Activity Cash Payments	Ju 30, Res Bal
Restructuring and other charges:					
Employee severance	$ 1.0	$ (0.8)	$ 0.2	$ (0.2)	$
Facility closure costs	1.6	(0.6)	1.0	(0.3)	
Total	$ 2.6	$ (1.4)	$ 1.2	$ (0.5)	$

The remaining facility closure costs are expected to be paid in the third of quarter 2004.

(10) DISCONTINUED OPERATIONS - SALE OF RUTHERFORD CHEMICALS

On November 10, 2003 the Company completed the sale of Rutherford Chemicals. The agreement specified proceeds for the sale of $55,000 in cash at closing, a $2,000 subordinated 12% interest bearing note payable in full in 5 1/2 years from the closing date, and an $8,000 performance-based cash earn-out if certain future operating profit targets are achieved in each of the next 3 years. These terms resulted in a write-down of assets to estimated fair value of approximately $53,098 which is based on the selling price, including fees associated with the transaction. The Company has not included any of the performance based cash earn-out in the computation of the $53,098 loss and income for discontinued operations will be recorded in future periods if the Company receives any payments under the earn-out arrangement. In the first quarter of 2004, the Company finalized the post closing working capital adjustment. This adjustment, along with legal and other charges associated with the sale, has resulted in an additional $742 charge to discontinued operations in the first quarter 2004. This loss has not been tax affected, the reasons for which are more fully explained in Note #6.

In accordance with the sale agreement, the Company has retained certain liabilities of the Rutherford Chemicals business including existing general litigation matters, including the Vitamin B-3 matter, pre-closing environmental liabilities and post retirement benefits and pension liabilities. See Note #15 for further discussion.

As a result of the completion of the transaction on November 10, 2003, the business comprising the Rutherford Chemicals segment is being reported as a discontinued operation in all periods presented.

(10) DISCONTINUED OPERATIONS - SALE OF RUTHERFORD CHEMICALS (CONTINUED)

The following table shows revenues and income/(loss) from discontinued operations for the three and six months ended June 30, 2004 and 2003:

	Three months ended June 30, 2004	Three months ended June 30, 2003	Six months ended June 30, 2004	Six months ended June 30, 2003
Revenues	$ -	$ 33,247	$ -	$ 67,936
Pre-tax income/(loss) from discontinued operations	$ -	$ 445	$ (742)	$ 1,460

(11) COMPREHENSIVE INCOME

The Company also identified certain adjustments to the December 31, 2003 foreign deferred tax balances, minimum pension liability and other comprehensive income which have been reflected in the first quarter of 2004. These adjustments were not considered material to 2003.

The following table shows the components of comprehensive income for the three and six months ended June 30, 2004 and 2003:

	For the quarter ended June 30,		For the six months ende June 30,	
	2004	2003	2004	2003
	(restated)		(restated)	
Net income	$ 6,339	$ 8,051	$ 13,356	$ 10,41
Foreign Currency Translation	(1,028)	11,843	(11,806)	18,30
Unrealized (loss)/gain on hedging contracts	1,523	465	570	(4
Minimum Pension Liability	(14)	-	(2,836)	
Other	(40)	12	(16)	(
Total	$ 6,780	$ 20,371	$ (732)	$ 28,67

(12) RETIREMENT PLANS

Domestic Pension Plans

The Company maintains two U.S. defined-benefit pension plans which cover substantially all eligible employees: (1) the Nepera Hourly Pension Plan (the "Nepera Plan") which covers the union employees at the formerly owned Harriman, New York plant, and (2) the Cambrex Pension Plan (the "Cambrex Plan") which covers all other eligible employees.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
(in thousands, except share and per-share data)

(12) RETIREMENT PLANS (CONTINUED)

The components of net periodic pension cost for the Company's domestic plans for the three and six months ended June 30, 2004 and 2003 are as follows:

	Three months ended June 30, 2004	Three months ended June 30, 2003
	(restated)	
COMPONENTS OF NET PERIODIC BENEFIT COST		
Service Cost	$ 581	$ 650
Interest Cost	731	710
Expected return on plan assets	(660)	(525)
Amortization of prior service cost	11	17
Recognized actuarial loss	129	130
Net periodic benefit cost	$ 792	$ 982

The Company expects to contribute $4,859 in cash to its two U.S. defined-benefit pension plans in 2004.

The Company has two Supplemental Executive Retirement Plans (SERP) for key executives. These plans are non-qualified and unfunded.

The components of net periodic pension cost for the Company's SERP Plans for the three and six months ended June 30, 2004 and 2003 are as follows:

	Three months ended June 30, 2004	Three months ended June 30, 2003
COMPONENTS OF NET PERIODIC BENEFIT COST		
Service Cost	$ 52	$ 63
Interest Cost	107	106
Amortization of unrecognized transition obligation	25	-
Amortization of prior service cost	1	1
Recognized actuarial loss	12	33
Net periodic benefit cost	$ 197	$ 203

International Pension Plans

Certain foreign subsidiaries of the Company maintain pension plans for their employees that conform to the common practice in their respective countries. Based on local laws and customs, some of those plans are not funded. For those plans that are funded, the amount in the trust supporting the plan is actuarially determined and in compliance with local statutes, where applicable.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
(in thousands, except share and per-share data)

(12) RETIREMENT PLANS (CONTINUED)

The components of net periodic pension cost for the Company's international plans for the three and six months ended June 30, 2004 and 2003 are as follows:

	Three months ended June 30, 2004	Three months ended June 30, 2003	S mon en June 20
COMPONENTS OF NET PERIODIC BENEFIT COST			
Service Cost	$ 261	$ 158	$
Interest Cost	276	207	
Expected return on plan assets	(97)	(46)	
Amortization of excess plan net	(10)	(8)	
Amortization of prior service cost	68	32	
Net periodic benefit cost	$ 498	$ 343	$

The Company expects to contribute approximately $562 in cash to its international pension plans in 2004.

(13) OTHER POSTRETIREMENT BENEFITS

Cambrex provides postretirement health and life insurance benefits ("postretirement benefits") to all eligible retired employees. Employees who retire at or after age 55 with ten years of service are eligible to participate in the postretirement benefit plans. The Company's responsibility for such premiums for each plan participant is based upon years of service subject to an annual maximum of one thousand dollars. Such plans are self-insured and are not funded.

The components of net periodic pension cost for the three and six months ended June 30, 2004 and 2003 are as follows:

Three months ended June 30,	Three months ended June 30,	Six months ended June 30,	Six month ende June 3

(in thousands, except share and per-share data)

	2004	2003	2004	2003
COMPONENTS OF NET PERIODIC BENEFIT COST				
Service cost of benefits earned.....	$ 13	$ 31	$ 26	$
Interest cost.....	37	50	74	1
Actuarial loss recognized.....	29	53	58	1
Amortization of unrecognized prior service cost	(38)	(44)	(76)	(
Total periodic postretirement benefit cost.....	$ 41	$ 90	$ 82	$ 1

(14) SEGMENT INFORMATION

Cambrex is a life sciences company dedicated to providing essential products and services to accelerate discovery, development and manufacturing processes for human therapeutics. The Company primarily supplies its products and services worldwide to pharmaceutical and biopharmaceutical companies, generic drug companies,

(14) SEGMENT INFORMATION (CONTINUED)

biotech companies and research organizations. In the fourth quarter 2003, the Company began reporting results in three segments: Human Health segment (formerly Human Health and All Other), consisting of Active Pharmaceutical Ingredients ("APIs") and Pharmaceutical Intermediates produced under Food and Drug Administration Current Good Manufacturing Practices for use in the production of prescription and over-the-counter drug products, imaging chemicals used in x-ray contrast media, and other fine custom chemicals derived from organic chemistry; Bioproducts segment (previously part of the Biosciences segment), consisting of cell culture, cell therapy services, media and serum, endotoxin detection products and services and electrophoresis and chromatography products; and Biopharma segment (previously part of the Biosciences segment), consisting of contract biopharmaceutical process development and manufacturing services. The Company allocates corporate expenses to each of its subsidiaries. The allocation of corporate expenses in the first six months of 2003 has been adjusted to be consistent with the allocation methodology adopted by the Company in the fourth quarter of 2003.

There are no individual customers accounting for more than 10% of consolidated gross sales in the three months and six months ended June 30, 2004 and 2003.

Following is a summary of business segment information for the following dates:

	Three months ended June 30,		Si
	2004	2003	200
	(restated)		(resta

Gross Sales:			
Human Health	$ 63,995	$ 64,628	$ 133
Bioproducts	33,711	29,648	68
Biopharma	11,245	8,840	20
	$108,951	$ 103,116	$ 222
Gross Profit:			
Human Health	$ 22,398	$ 23,917	$ 49
Bioproducts	18,647	15,175	37
Biopharma	961	1,117	1
	$ 42,006	$ 40,209	$ 87
Operating Profit*:			
Human Health	$ 13,022	$ 15,644	$ 28
Bioproducts	6,557	4,291	15
Biopharma	(1,558)	(1,136)	(3
Corporate	(5,113)	(5,975)	(11
Total Operating Profit	$ 12,908	$ 12,824	$ 28
Reconciliation to income from Continuing Operations:			
Interest expense, net	$ 2,688	$ 2,702	$ 5
Other expense/(income), net	21	(313)	
Provision for income taxes	3,860	2,923	8
Income from continuing operations	$ 6,339	$ 7,512	$ 14
Capital Spending:			
Human Health	$ 4,517	$ 3,469	$ 7
Bioproducts	3,256	2,440	4
Biopharma	2,898	2,847	5
Corporate	243	336	
	$ 10,914	$ 9,092	$ 18

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
(in thousands, except share and per-share data)

(14) SEGMENT INFORMATION (CONTINUED)

*The operating segments include charges of certain corporate allocations reflecting services provided for or on behalf of the respective segments. Unallocated corporate spending is included in "Corporate." For the six months ended June 30, 2004, the Bioproducts operating profit includes $2,863 of income due to the early termination of a contract. For the six months ended June 30, 2003, the Corporate operating profit includes an $11,342 charge for the settlement of certain class action lawsuits involving Mylan laboratories.

	Three months ended June 30,		Six
	2004	2003	2004
	(restated)		(restate
Depreciation:			
Human Health	$ 6,952	$ 6,205	$ 14,05
Bioproducts	1,372	1,244	2,72
Biopharma	957	552	2,43
Corporate	340	324	68
	$ 9,621	$ 8,325	$ 19,89
Amortization:			
Human Health	$ 12	$ 3	$ 1
Bioproducts	330	254	68
Biopharma	108	96	21
	$ 450	$ 353	$ 92

	June 30, 2004	December 31, 2003
	(restated)	
Total Assets:		
Human Health	$ 353,370	$ 356,885
Bioproducts	203,095	197,689
Biopharma	177,990	176,467
Corporate	48,934	47,462
	$ 783,389	$ 778,503

(15) CONTINGENCIES

The Company is subject to various investigations, claims and legal proceedings covering a wide range of matters that arise in the ordinary course of its business activities. The Company continually assesses all known facts and circumstances as they pertain to all legal and environmental matters and evaluates the need for reserves and/or disclosures as deemed necessary based on these facts and circumstances and as such facts and circumstances develop.

Environmental

In connection with laws and regulations pertaining to the protection of the environment, the Company and/or its subsidiaries is a party to several environmental proceedings and remediation investigations and cleanups and, along with other companies, has been named a "potentially responsible party" for certain waste disposal sites ("Superfund sites"). As discussed in the "Sale of Rutherford Chemicals" section of this Note, the Company has retained the liability for certain environmental matters, associated with this business. Each of these matters is subject to various uncertainties, and it is possible that some of these matters will be decided unfavorably against the Company. The

resolution of such matters often spans several years and frequently involves regulatory oversight and/or adjudication. Additionally, many remediation requirements are not fixed and are likely to be affected by future technological, site, and regulatory developments. Consequently, the ultimate extent of liabilities with respect to such matters, as well as the timing of cash disbursements cannot be determined with certainty.

(15) CONTINGENCIES (CONTINUED)

In matters where the Company has been able to reasonably estimate its liability, the Company has accrued for the estimated costs associated with the study and remediation of Superfund sites not owned by the Company and the Company's current and former operating sites. These accruals were $4,847 and $5,100 at June 30, 2004 and December 31, 2003, respectively. The decrease in the accrual is due to currency fluctuation of $128 and payments of $125. Based upon currently available information and analysis, the Company's current accrual represents management's best estimate of what it believes are the probable and estimable costs associated with environmental proceedings.

However, the Company expects to receive information in the near future on three matters, as described below, that could impact the Company's current assessment of its probable and estimable costs and as such may require an adjustment to the reserves.

As a result of the sale of the Bayonne, New Jersey facility (see "Sale of Rutherford Chemicals" section of this Note), an obligation to investigate site conditions and conduct required remediation under the New Jersey Industrial Site Recovery Act was triggered; and the Company has retained the responsibility for such obligation. Recently, the Company completed a Preliminary Assessment (PA) of the Site and submitted the PA to the New Jersey Department of Environmental Protection. The PA identified potential areas of concern based on historical operations and proposed certain sampling at the Site. The Company has reserved for the costs of the sampling. The results of the sampling, which is expected to be completed over the next several months, will be used to develop an estimate of the Company's future liability for remediation costs, if required.

In March 2000, the Company completed the acquisition of the Cambrex Profarmaco Landen facility (formerly known as Conti) in Belgium. At the time of acquisition, Cambrex was aware of certain site contamination and recorded a reserve for the estimated costs of remediation. This property has been the subject of an extensive on-going environmental investigation, which when completed will be followed by a a health risk assessment. The results of the environmental investigation and health risk assessment, which is expected to be completed within the next several months, will determine the ultimate remedial actions to be performed at the Site and it is possible that a liability significantly different from the Company's current reserve may exist.

The Company's Cosan subsidiary conducted manufacturing operations in Clifton, New Jersey from 1968 until 1979. In 1997, Cosan entered into an Administrative Consent Order with the State of New Jersey Department of Environmental Protection. Under the Administrative Consent Order, Cosan is required to complete an investigation of the Clifton site conditions and conduct remediation as may be necessary. The investigation of site conditions is expected to be completed in the next several months. The results of the investigation will enable the Company to estimate its liability, if any.

The Company is involved in other matters where the range of liability is not reasonably estimable at this time and it is not determinable when information will become available to provide a basis for recording an accrual, should an accrual be required.

If any of the Company's environmental matters are resolved in an unfavorable manner these matters, either individually or in the aggregate, could have a material adverse effect on financial condition, operating results and cash flows when resolved in a future reporting period.

(15) CONTINGENCIES (CONTINUED)

Litigation and Other Matters

Mylan Laboratories

In 1998 the Company and its subsidiary Profarmaco S.r.l. (currently known as Cambrex Profarmaco Milano S.r.l.") ("Profarmaco") were named as defendants (along with Mylan Laboratories, Inc. ("Mylan") and Gyma Laboratories of America, Inc., Profarmaco's distributor in the United States) in a proceeding instituted by the Federal Trade Commission ("FTC") in the United States District Court for the District of Columbia (the "District Court"). The allegations arise from exclusive license agreements between Profarmaco and Mylan covering the drug master files for lorazepam and clorazepate, two active pharmaceutical ingredients ("APIs"). The FTC alleged violations of the Federal Trade Commission Act; including unlawful restraint of trade and conspiracy to monopolize markets for the APIs. A lawsuit making similar allegations against the same parties seeking injunctive relief and treble damages, was filed by the Attorneys General of 31 states in the District Court on behalf of those states and persons in those states who were purchasers of the generic pharmaceuticals.

The same parties including the Company and Profarmaco have also been named in purported class action complaints brought by private plaintiffs in various state courts on behalf of purchasers of the APIs in generic form, making allegations similar to those raised in the FTC's complaint and seeking various forms of relief including treble damages.

On February 9, 2001, a federal court in Washington, DC entered an Order and Stipulated Permanent Injunction as part of a settlement of the FTC and Attorneys General's suits. Under these settlement documents Mylan agreed to pay over $140,000 on its own behalf and on behalf of most of the other defendant companies including Cambrex and Profarmaco. In the Order and Injunction, the settling defendants also agreed to monitor certain future conduct. Mylan had been fully covering the costs for the defense and indemnity of Cambrex and Profarmaco under certain obligations set forth in the license agreements. Cambrex agreed to cover separate legal defense costs incurred for Cambrex and Profarmaco on a going forward basis beginning August 1, 2000. The private litigation continues.

On April 7, 2003, Cambrex reached an agreement with Mylan under which Cambrex would contribute $12,415 to the settlement of consolidated litigation brought by a class of direct purchasers. In exchange, Cambrex and Profarmaco received from Mylan a release and full indemnity against future costs or liabilities in related litigation brought by purchasers, as well as potential future claims related to this matter. Approximately $4,415 was paid in April 2003 and an additional $1,600 was paid in April 2004 in accordance with the

agreement, with the remaining $6,400 to be paid over the next four years. Cambrex recorded an $11,342 charge (discounted to the present value due to the five year pay-out) in the first quarter of 2003 as a result of this settlement. As of June 30, 2004 the outstanding balance for this liability was $5,744.

Vitamin B-3

On May 14, 1998, the Company's subsidiary, Nepera, which formerly operated the Harriman facility and manufactured and sold niacinamide (Vitamin B-3), received a Federal Grand Jury subpoena for the production of documents relating to the pricing and possible customer allocation with regard to that product. The Company understands that the subpoena was issued as part of the Federal Government's ongoing anti-trust investigation into various business practices in the vitamin industry generally. In the fourth quarter of 1999, the Company reached a settlement with the Government concerning Nepera's alleged role in Vitamin B-3 violations from 1992 to 1995. On October 13, 2000, the Government settlement was finalized with Nepera entering into a voluntary plea agreement with the Department of Justice.

(15) CONTINGENCIES (CONTINUED)

Under this agreement, Nepera entered a plea of guilty to one count of price fixing and market allocation of Vitamin B-3 from 1992 to 1995 in violation of section one of the Sherman Act and agreed to pay a fine of $4,000. Under the plea agreement, Nepera was placed on probation for one year, which has ended. The fine was paid in February 2001. Nepera has been named as a defendant, along with several other companies, in a number of private civil actions brought on behalf of alleged purchasers of Vitamin B-3.

An accrual of $6,000 was recorded in the fourth quarter 1999 to cover the anticipated government settlements, related litigation, and legal expenses. Based on discussions with various plaintiffs' counsel, as well as current estimates of expenditures for legal fees, an additional accrual of $4,400 was established in the fourth quarter of 2001. The Company believed that the reserves would be sufficient to cover resolution of the remaining related litigation matters. However, during 2002, based on information developed during the year, the Company determined that the remaining litigation matters would be more costly than previously anticipated. Therefore, during 2002, the Company increased reserves by $10,000. The balance of this accrual as of June 30, 2004 was approximately $3,195. This accrual has been recorded in accrued liabilities.

Litigation in the United States under the U.S. antitrust laws was commenced some years ago by a group of European purchasers. On motion by the Vitamin B-3 defendants, the District Court dismissed the litigation, under the long-standing rule that foreign purchasers cannot sue in U.S. courts under U.S. antitrust statutes. Thereafter, the Federal Circuit Court reversed the District Court's decision. The Vitamin B-3 defendants, supported by the U.S. Department of Justice, appealed to the United States Supreme Court and oral arguments were heard on April 29, 2004. In June 2004, the United States Supreme Court ruled that foreign purchasers could not sue in U.S. courts under U.S. antitrust statutes if the conduct at issue resulted in purely foreign harm. However, the Court left open potential claims where foreign injuries suffered by foreign plaintiffs were dependent upon domestic harm resulting from conduct that violates the U.S. antitrust laws. The Court directed the parties to file additional briefs to determine whether Plaintiffs preserved such a claim in the underlying proceedings in which case a hearing on such a claim would proceed in

District Court. The Company currently has made no accrual for potential non-U.S. claims for this matter given the lack of historical precedent and significant uncertainty of the outcome of the proceedings.

Sale of Rutherford Chemicals

The Company completed the sale of its Rutherford Chemicals business on November 10, 2003. Under the agreement for the sale, the Company provided standard representations and warranties and included various covenants concerning the business, operations, liabilities and financial condition of the Rutherford Chemicals business. Most of such representations and warranties will survive for a period of thirty days after the Buyer's preparation of its audited financial statements for year-end 2004. Therefore, claims for breaches of such representations would have to be brought during that time frame. Certain specified representations and warranties and covenants, such as those relating to employee benefit matters and certain environmental matters, will survive for longer periods. Under the sale agreement, the Company has indemnified the Buyer for breaches of representations, warranties and covenants. Indemnifications for certain representations and warranties are subject to a deductible of $750 and a cap at 25 percent of the purchase price.

Under the agreement for sale, the Company has retained the liabilities associated with existing general litigation matters related to Rutherford Chemicals, including Vitamin B-3 as stated above. With

respect to certain pre-closing environmental matters, the Company retains the responsibility for: (i) certain existing matters including violations, environmental testing for the New York facility incinerator and off-site liabilities; and (ii) completing the on-going remediation at the New York facility. Further, as a result of the sale of the Bayonne, New Jersey facility, the obligation to investigate site conditions and conduct required remediation under the provisions of the New Jersey Industrial Site Recovery Act was triggered; and the Company has retained the responsibility for completion of any such investigation and remediation. With respect to all other pre-closing environmental liabilities, whether known or unknown, the Buyer is responsible for the management of potential future matters; however, the Buyer and the Company may share the costs of associated remediation with respect to such potential future matters, subject to certain limitations defined in the agreement for sale.

Class Action Matter

In October 2003, the Company was notified of a securities class action lawsuit filed against Cambrex and five former and current Company officers. Five class action suits were filed with the New Jersey Federal District Court. Under the rules applicable to class action litigation, the various plaintiffs appeared in Federal Court on January 12, 2004, and the Court designated the lead plaintiff and selected counsel to represent the class. The cases were also consolidated and an amended complaint was filed on March 30, 2004. The lawsuit has been brought as a class action in the names of purchasers of the Company's common stock from October 21, 1998 through July 25, 2003. The complaint alleges that the Company failed to disclose in timely fashion the January 2003 accounting restatement and subsequent SEC investigation, as well as the loss of a significant contract at the Baltimore facility.

The Company filed a motion to dismiss in May 2004 and is awaiting a decision from the Court. We consider the complaints to be substantially without merit and will vigorously defend against them. As such, the Company has recorded no reserves related to this matter.

Securities and Exchange Commission

The Securities and Exchange Commission ("SEC") is currently conducting an investigation into the Company's inter-company accounting procedures from the period 1997-2001. The investigation began in the first half of 2003 after the Company voluntarily disclosed certain matters related to inter-company accounts for the five-year period ending December 31, 2001 that resulted in the restatement of the Company's financial statements for those years. To Cambrex's knowledge, the investigation is limited to this inter-company accounting matter, and the Company does not expect further revisions to its historical financial statements relating to these issues. The Company is fully cooperating with the SEC.

Other

The Company has commitments incident to the ordinary course of business including corporate guarantees of financial assurance obligations under certain environmental laws for remediation, closure and/or third party liability requirements of certain of its subsidiaries and a former operating location; contract provisions for indemnification protecting its customers and suppliers, etc. against third party liability for manufacture and sale of Company products that fail to meet product warranties and contract provisions for indemnification protecting licensees against intellectual property infringement related to licensed Company technology or processes.

(15) CONTINGENCIES (CONTINUED)

Additionally, as permitted under Delaware law, the Company has agreements whereby we indemnify our officers and directors for certain events or occurrences while the officer or director is,or was serving, at our request in such capacity. The term of the indemnification period is for the officer's or director's lifetime. The maximum potential amount of future payments we could be required to make under these indemnification agreements is unlimited; however, we have a Director and Officer insurance policy that covers a portion of any potential exposure.

The Company currently believes the estimated fair value of its indemnification agreements is not significant based on currently available information, and as such, the Company has no liabilities recorded for these agreements as of June 30, 2004.

In addition to the matters identified above, Cambrex's subsidiaries are party to a number of other proceedings. While it is not possible to predict with certainty the outcome of the Company's litigation matters and various other lawsuits and contingencies, it is the opinion of management based on information currently available that the ultimate resolution of these matters should not have a material adverse effect on the Company's results of operations, cash flows and financial position. These matters, if resolved in an unfavorable manner, could have a material effect on the operating results and cash flows when resolved in a future reporting period.

CAMBREX CORPORATION AND SUBSIDIARIES
(in thousands, except share and per-share data)

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

As discussed in the explanatory note and in note 2 to the unaudited consolidated financial statements, during the 2004 year-end financial reporting process, the Company identified certain accounting adjustments principally related to amortization of leasehold improvements, employee benefit accruals, inventory and taxes that impacted prior years and prior quarters within 2004. The Company has restated the quarterly results for the three quarters of 2004, as such all 2004 results and comparisons to prior year have been restated.

The Company also identified certain adjustments to the December 31, 2003 foreign deferred tax balances, minimum pension liability and other comprehensive income which have been reflected as of March 31, 2004. These adjustments were not considered material to 2003 or to the quarter ended March 31, 2004.

RESULTS OF OPERATIONS

COMPARISON OF SECOND QUARTER 2004 VERSUS SECOND QUARTER 2003

The following tables show the gross sales of the Company's three segments, in dollars and as a percentage of the Company's total gross sales for the quarters ended June 30, 2004 and 2003.

	Quarter Ended June 30,			
	2004		2003	
	(restated) $	%	$	%
Human Health	$ 63,995	58.7%	$ 64,628	62.7%
Bioproducts	33,711	31.0	29,648	28.7
Biopharma	11,245	10.3	8,840	8.6
Total gross sales	$ 108,951	100.0%	$103,116	100.0%

The following table shows the gross sales and gross profit of the Company's three product segments for the second quarter 2004 and 2003.

	Gross Sales	Gross Profit $	Gross Profit %
Human Health	$ 63,995	$ 22,398	35.0%
Bioproducts	33,711	18,647	55.3
Biopharma	11,245	961	8.5

Total	$ 108,951	$ 42,006	38.6%

	Gross Sales	Gross Profit $	Gross Profit %
Human Health	$ 64,628	$ 23,917	37.0%
Bioproducts	29,648	15,175	51.2
Biopharma	8,840	1,117	12.6
Total	$ 103,116	$ 40,209	39.0%

Gross sales in the second quarter 2004 increased 5.7% to $108,951 from $103,116 in the second quarter 2003. Increased sales in Bioproducts and Biopharma segments were partly offset by lower sales in the Human Health segment. Gross sales were favorably impacted 3.1% due to exchange rates reflecting a weaker U.S. dollar in the second quarter of 2004 versus the second quarter 2003.

The following table shows sales by geographic area for the three months ended June 30, 2004 and 2003:

	Quarter Ended June 30,	
	2004 (restated)	2003
North America	$ 55,076	$ 50,501
Europe	47,676	46,318
Asia	3,543	3,959
Other	2,656	2,338
Total	$108,951	$103,116

RESULTS OF OPERATIONS (CONTINUED)

COMPARISON OF SECOND QUARTER 2004 VERSUS SECOND QUARTER 2003 (CONTINUED)

The Human Health Segment gross sales in the second quarter 2004 of $63,995 were $633 or 1.0% below the second quarter 2003. Human Health sales were favorably impacted 3.7% due to exchange rates reflecting a weaker U.S. dollar in the second quarter 2004 versus 2003. The decrease results primarily from lower sales of a gastrointestinal API due to timing of shipments as a customer built-up inventory in the first half of 2003 and lower contract intermediates used in the manufacture of allergy and central nervous system APIs. These decreases were partially offset by higher sales of an anti-parasitic API, higher sales of an API to treat Alzheimer's disease due to the signing of a long-term sales agreement and increased sales of imaging chemicals due to timing of shipments.

The Bioproducts Segment gross sales in the second quarter 2004 of $33,711 were $4,063 or 13.7% above the second quarter 2003. The Bioproducts segment sales were favorably impacted 2.7% due to exchange rates reflecting a weaker U.S. dollar in the second quarter 2004 vs. 2003. The sales increase primarily reflects higher sales across most product categories including Cell Biology, Molecular Biology and Media and Serum due to stronger demand, higher pricing, new products and investments in sales and marketing.

The Biopharma Segment gross sales in the second quarter 2004 of $11,245 were $2,405 or 27.2% above the second quarter 2003 reflecting increased suite utilization due to new contracts signed in late 2003 and early 2004 which were partially offset by the loss of a Biopharmaceutical customer in July 2003 whose product failed to receive FDA approval. Foreign currency had no impact on the Biopharma segment.

Gross profit in the second quarter of 2004 was $42,006 compared to $40,209 in 2003. Gross margin percentage decreased to 38.6% from 39.0% in the second quarter of 2003. The reduced gross margin percentage reflects lower margins in the Human Health and Biopharma segments partially offset by higher margins in the Bioproduct segment. Human Health segment gross margins decreased due to pricing pressures on certain generic APIs and feed additives and unfavorable impact of foreign currency translation partially offset by favorable product mix. The Bioproducts margins increased primarily due to increased pricing across most product categories, lower bad debt reserves due to favorable collection experience and the favorable impact of foreign currency, partially offset by lower royalty revenue. The Biopharma segment margin decline is primarily due to higher production costs and lower pricing.

Selling, general and administrative expenses of $24,425 or 22.4% of gross sales in the second quarter 2004 increased from $22,963, or 22.3% in the second quarter 2003. This increase is due primarily to additional sales and marketing personnel, higher spending for advertising and promotions and the impact of foreign currency exchange.

Research and development expenses of $4,673 were 4.3% of gross sales in the second quarter 2004, compared to $4,422 or 4.3% of gross sales in the second quarter 2003. The increase in expense primarily reflects slightly higher spending and the impact of foreign currency exchange.

The operating profit in the second quarter of 2004 was $12,908 compared to $12,824 in the second quarter of 2003. The results reflect the increased gross sales partially offset by the higher operating expenses and lower gross margins.

RESULTS OF OPERATIONS (CONTINUED)

COMPARISON OF SECOND QUARTER 2004 VERSUS SECOND QUARTER 2003 (CONTINUED)

Net interest expense of $2,688 in the second quarter 2004 was relatively flat compared to the second quarter of 2003 primarily reflecting higher interest rates offset by lower average debt. The average interest rate was 5.6% in the second quarter of 2004 versus 4.2% in the second quarter of 2003.

The effective tax rate for the second quarter 2004 was 37.8% compared to 28.0% in the second quarter 2003. The increase in the tax rate is primarily due to the recording of a full valuation allowance related to benefits from domestic losses in the second quarter of 2004. Beginning September 30, 2003 the Company has maintained a full valuation allowance on its domestic net deferred tax assets. Accordingly, for the three months ended June 30, 2004 a full valuation allowance of the Company's domestic net deferred tax assets generated during the second

quarter of 2004 was recorded. The Company will continue to record a full valuation allowance on its domestic net deferred tax assets until an appropriate level of domestic profitability is sustained or tax strategies can be developed that would enable the Company to conclude that it is more likely than not that a portion of the domestic net deferred assets would be realized. If the Company continues to report pre-tax losses in the United States, income tax benefits associated with those losses will not be recognized and, therefore, those losses would not be reduced by such income tax benefits. Additionally, should domestic losses continue, it is possible that certain tax planning strategies preserving certain domestic tax assets could be deemed inadequate, resulting in additional valuation allowances in the future. The carryforward periods for foreign tax credits, research and experimentation tax credits, net operating losses, and the federal alternative minimum tax credits are 5 years, 20 years, 20 years and an indefinite period, respectively. As such, improvements in domestic pre-tax income in the future may result in these tax benefits ultimately being realized. However, there is no assurance that such improvements will be achieved.

The income from continuing operations in the second quarter of 2004 was $6,339 or $0.24 per diluted share versus $7,512, or $0.29 per diluted share in the same period a year ago.

In the fourth quarter 2003, the Company completed the sale of the Rutherford Chemicals business and as a result the business is being reported as a discontinued operation for all periods presented.

Net income in the second quarter of 2004 was $6,339, or $0.24 per diluted share versus $8,051, or $0.31 per diluted share in the same period a year ago.

COMPARISON OF SIX MONTHS 2004 VERSUS SIX MONTHS 2003

The following tables show the gross sales of the Company's three segments, in dollars and as a percentage of the Company's total gross sales for the six months ended June 30, 2004 and 2003.

	Six Months Ended June 30,			
	2004		2003	
	(restated)			
	$	%	$	%
Human Health	$133,904	60.2%	$125,754	60.3%
Bioproducts	68,232	30.7	59,776	28.7
Biopharma	20,364	9.1	22,817	11.0
Total gross sales	$222,500	100.0%	$208,347	100.0%

RESULTS OF OPERATIONS (CONTINUED)

COMPARISON OF FIRST SIX MONTHS 2004 VERSUS SECOND QUARTER 2003 (CONTINUED)

The following table shows the gross sales and gross profit of the Company's three product segments for the six months ended June 30, 2004 and 2003.

2004 (restated)	Gross Sales	Gross Profit $	Gross Profit %
Human Health	$ 133,904	$ 49,022	36.6%
Bioproducts	68,232	37,044	54.3
Biopharma	20,364	1,411	6.9
Total	$ 222,500	$ 87,477	39.3%

2003	Gross Sales	Gross Profit $	Gross Profit %
Human Health	$ 125,754	$ 47,554	37.8%
Bioproducts	59,776	30,588	51.2
Biopharma	22,817	7,321	32.1
Total	$208,347	$ 85,463	41.0%

Gross sales for the first six months of 2004 increased 6.8% to $222,500 from $208,347 in the first six months of 2003. Increased sales in Bioproducts and Human Health segments were partly offset by lower sales in the Biopharma segment. Gross sales were favorably impacted 4.9% due to exchange rates reflecting a weaker U.S. dollar in the first half of 2004 versus the first half of 2003.

The following table shows sales by geographic area for the six months ended June 30, 2004 and 2003:

	Six Months Ended June 30,	
	2004	2003
	(restated)	
North America	$ 110,641	$ 104,961
Europe	97,853	90,823
Asia	7,898	7,687
Other	6,108	4,876
Total	$ 222,500	$ 208,347

The Human Health Segment gross sales for the first six months of 2004 of $133,904 were $8,150 or 6.5% above the first six months of 2003. Human Health sales were favorably impacted 6.0% due to exchange rates reflecting a weaker U.S. dollar in the first six months 2004 versus 2003. The increase, excluding currency, results from higher sales of an API to treat Alzheimer's disease due to the signing of a long-term sales agreement, increased sales of generic amphetamines to treat attention deficit disorder, higher sales of cardiovascular

and anti-parasitic APIs and an increase in a contract intermediate used in phosphate and cholesterol reduction agents due to increased demand for the customers' products. These increases were partially offset by lower sales of a gastrointestinal API due to timing of shipments as a customer built-up inventory in the first half of 2003, lower contract intermediates used in the manufacture of allergy and central nervous system APIs due to lower demand, and lower sales of an endocrine API due to timing of orders.

RESULTS OF OPERATIONS (CONTINUED)

COMPARISON OF FIRST SIX MONTHS 2004 VERSUS SECOND QUARTER 2003 (CONTINUED)

The Bioproducts Segment gross sales in the first six months of 2004 of $68,232 were $8,456 or 14.1% above the first six months of 2003. The Bioproducts segment sales were favorably impacted 4.4% due to exchange rates reflecting a weaker U.S. dollar in the first half of 2004 versus 2003. The sales increase primarily reflects higher sales across most product categories including Cell Biology, Media and Serum Molecular Biology and Endotoxin Detection due to stronger demand, higher pricing, new products and investments in sales and marketing.

The Biopharma Segment gross sales in the first six months of 2004 of $20,364 were $2,453 or 10.8% below the first six months of 2003 reflecting decreased suite utilization and lower process development revenues due to the loss of a Biopharmaceutical customer in July 2003 whose product failed to receive FDA approval and the completion of other contracts in 2003 that were only partially replaced in the first six months of 2004. Foreign currency had no impact on the Biopharma segment.

Gross profit in the first half of 2004 was $87,477 compared to $85,463 in the first six months of 2003. Gross margin percentage decreased to 39.3% from 41.0% in the first six months of 2003. The reduced gross margin percentage reflects lower margins in the Human Health and Biopharma segments partially offset by higher margins in the Bioproduct segment. Human Health segment gross margins decreased due to pricing pressures on certain generic API's and feed additives and unfavorable impact of foreign currency translation partially offset by favorable product mix. The Bioproducts margins increased primarily due to increased pricing across most product categories, lower bad debt reserves and the favorable impact of foreign currency, partially offset by lower royalty revenue. The Biopharma segment margin decline is primarily due to higher production costs and lower pricing.

Selling, general and administrative expenses of $51,862 or 23.3% of gross sales in the first six months of 2004 increased from $48,075, or 23.1% in the first six months of 2003. This increase is due primarily to the impact of foreign currency exchange, additional sales and marketing personnel and higher spending for advertising and promotions.

Research and development expenses of $9,416 were 4.2% of gross sales in the first six months of 2004, compared to $8,515 or 4.1% of gross sales in the first six months of 2003. The increase primarily reflects additional personnel and the impact of foreign currency exchange.

The operating profit in the first six months of 2004 was $28,062 compared to $17,531 in the first six months of 2003. The first six months of 2004 results include $2,863 of income due to the early termination of a Bioproducts customer contract and an unrelated $1,000 charge associated with the reorganization and related workforce reductions at a European facility. These items are recorded as other, net operating expenses. The first six months of 2003 results include an

$11,342 charge for the settlement of certain class action lawsuits involving Mylan laboratories. Excluding these items, the lower operating profit in the first half of 2004 reflects the higher operating expenses and lower gross margins partially offset by the increased gross sales.

Net interest expense of $5,617 in the first six months of 2004 increased $567 from the first six months of 2003 primarily reflecting higher interest rates partially offset by lower average debt. The average interest rate was 5.7% in the first half of 2004 versus 4.1% in the first half of 2003.

The effective tax rate for the first six months of 2004 was 36.8% compared to 28.0% in the first six months of 2003. The increase in the tax rate is primarily due to the recording of a full valuation allowance related to benefits from domestic losses in the first half of 2004. Beginning September 30, 2003 the Company has maintained a full valuation allowance on its domestic net deferred tax assets. Accordingly, for the six months ended June 30, 2004 a full valuation allowance of the Company's domestic net deferred tax assets generated during the first half of 2004

was recorded. The Company will continue to record a full valuation allowance on its domestic net deferred tax assets an appropriate level of domestic profitability is sustained or tax strategies can be developed that would enable the Company to conclude that it is more likely than not that a portion of the domestic net deferred assets would be realized. If the Company continues to report pre-tax losses in the United States, income tax benefits associated with those losses will not be recognized and, therefore, those losses would not be reduced by such income tax benefits. Additionally, should domestic losses continue, it is possible that certain tax planning strategies preserving certain domestic tax assets could be deemed inadequate, resulting in additional valuation allowances in the future. The carryforward periods for foreign tax credits, research and experimentation tax credits, net operating losses, and the federal alternative minimum tax credits are 5 years, 20 years, 20 years and an indefinite period, respectively. As such, improvements in domestic pre-tax income in the future may result in these tax benefits ultimately being realized. However, there is no assurance that such improvements will be achieved.

The income from continuing operations in the first six months of 2004 was $14,098 or $0.53 per diluted share versus $9,076, or $0.35 per diluted share in the same period a year ago.

In the fourth quarter 2003, the Company completed the sale of the Rutherford Chemicals business and as a result the business is being reported as a discontinued operation for all periods presented. In the first quarter of 2004, the Company concluded its negotiations of the post-closing working capital adjustment and recorded a $742 charge to discontinued operations to reflect the change in the adjustment, along with legal and other expenses related to the sale of Rutherford Chemicals.

The net income in the first six months of 2004 was $13,356, or $0.51 per diluted share versus $10,410, or $0.40 per diluted share in the same period a year ago.

LIQUIDITY AND CAPITAL RESOURCES

During the six months ended June 30, 2004, the Company generated cash flows from operations totaling $20,798, a decrease of $24,514 versus the same period a year

ago. The decrease in cash flows, excluding the impact of the Mylan settlement, in the first six months of 2004 versus the first six months of 2003 is due primarily to lower net income, the loss of cash flows from Rutherford Chemicals, an increase of inventories due to timing of shipments and the timing of foreign tax payments.

Capital expenditures from continuing operations were $18,138 in the first six months of 2004 as compared to $19,095 in 2003. In 2004, the funds were primarily used for a suite expansion at a Biopharma manufacturing plant, cell therapy manufacturing capabilities at a Bioproducts facility and new research and development labs at a Human Health facility.

Cash flows provided by financing activities in the first six months of 2004 of $11,480 include net borrowings of $9,040 and proceeds from stock options exercised of $3,988, partially offset by dividends paid of $1,548.

During the first six months of 2004 and 2003, the Company paid cash dividends of $0.06 per share.

Management believes that existing sources of capital, together with cash flows from operations, will be sufficient to meet foreseeable cash flow requirements.

FORWARD-LOOKING STATEMENTS

This document may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and Rule 3B-6 under The Securities Exchange Act of 1934, including, without limitation, statements regarding expected performance, especially expectations with respect to sales, research and development expenditures, earnings per share, capital expenditures, acquisitions, divestitures, collaborations, or other expansion opportunities. These statements may be identified by the fact that they use words such as "expects," "anticipates," "intends," "estimates," "believes" or similar expressions in connection with any discussion of future financial and operating performance. Any forward-looking statements are qualified in their entirety by reference to the factors discussed throughout this Form 10-Q/A. The forward-looking statements contained herein are based on current plans and expectations and involve risks and uncertainties that could cause actual outcomes and results to differ materially from current expectations including but not limited to factors that could affect the Company's forward-looking statements relating to the resolution of the material weaknesses in internal controls discussed in Item 4 of this Quarterly Report including, among other things: the Company's ability to fully resolve the weaknesses within the period discussed in Item 4; the Company's ability to identify and retain qualified and experienced personnel on both a short and long term basis in its tax department; the Company's ability to design and maintain policies and procedures which enable the Company to avoid any reoccurrence of the matters which gave rise to the material weaknesses; the Company's ability to implement policies and procedures including documentation that meets the internal control over financial reporting requirements of the rules adopted by the Commission pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, global economic trends, pharmaceutical outsourcing trends, competitive pricing or product developments, government legislation and/or regulations (particularly environmental issues), tax rate, technology, manufacturing and legal issues, changes in foreign exchange rates, performance of minority investments, un-collectable receivables, loss on disposition of assets, cancellation or delays in renewal of contracts, lack of suitable raw materials or packaging materials and the risks and other factors described under the caption "Risk Factors That May Affect Future Results" included in the Company's Annual Report on Form 10-K for the year ended December 31, 2003. Any forward-looking statement speaks only as of the date on

which it is made, and the Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise. New factors emerge from time to time and it is not possible for us to predict which will arise. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

ITEM 4. CONTROLS AND PROCEDURES

With the participation of the Company's Chief Executive Officer and Chief Financial Officer, management has evaluated the effectiveness of the Company's `disclosure controls and procedures' (as defined in the Rules 13a-15(e) under the Securities Exchange Act of 1934 (the `Exchange Act') as of the end of the period covered by this quarterly report. Disclosure controls and procedures are designed to provide reasonable assurance that the Company is able to meet the objective of filing reports under the Exchange Act that contain disclosure which is recorded, processed, summarized and reported pursuant to the disclosure requirements and within the time periods specified in the rules and forms of the Securities and Exchange Commission. Based on such evaluation, including consideration of the matter discussed below, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective at the reasonable assurance level at June 30, 2004.

Restatement

In connection with the Restatement and the filing of this Form 10-Q/A, the Company's management, with the p