

SERONO S A  
Form 6-K  
April 20, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR  
15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of April

Commission File Number 1-15096

**Serono S.A.**

(Translation of registrant's name into English)

15 bis, Chemin des Mines  
Case Postale 54  
CH-1211 Geneva 20  
Switzerland

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.  
Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Edgar Filing: SERONO S A - Form 6-K

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934. Yes  No

If  Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- .

---

**Media Release**

**FOR IMMEDIATE RELEASE**

**SERONO DELIVERS STRONG FIRST QUARTER 2006 WITH REVENUE GROWTH OF 16.4% IN LOCAL CURRENCIES**

**- Adjusted\* EPS Increased by 75.2% and 2006 EPS Outlook Raised to \$45.00 -**

**Geneva, Switzerland, April 20, 2006** Serono (virt-x: SEO and NYSE: SRA), today reported its first quarter results for the period ended March 31, 2006.

**Key Points for First Quarter 2006**



Edgar Filing: SERONO S A - Form 6-K

Strong underlying top-line performance with total revenues up 11.0% (+16.4% in local currencies) to \$667.5m and product sales up 7.9% (+13.4% in local currencies) to \$594.9m

Reported net income of \$179.9m and basic EPS of \$12.29 per bearer share and \$0.31 per ADS

Adjusted\* net income up 76.1% to \$171.6m and adjusted\* basic EPS up 75.2% to \$11.72 per bearer share and \$0.29 per ADS

Rebif® worldwide sales up 11.7% (+17.7% in local currencies) to \$327.0m

Gonal-f® sales of \$139.1m increased vs both Q1 2005 and Q4 2005

Good progress in late-stage clinical programs:

Rebif® new formulation filed in USA and Europe

Positive outcome from Phase III study of Phenoptin for PKU

2006 EPS outlook raised to \$45.00 per bearer share

**Our strong first quarter top-line performance reflects a healthy business across the board. I am pleased with the performance of our Reproductive Health franchise, particularly in the US, as well as with the underlying growth of our Rebif® worldwide sales of 17.7%, said Ernesto Bertarelli, Chief Executive Officer. Moving forward we will continue to invest in our existing businesses and R&D pipeline, and we intend to actively pursue opportunities for growth through acquisitions.**

**Given the strength of our financial performance in the first quarter, we now raise our EPS guidance to \$45.00, said Stuart Grant, Chief Financial Officer.**

---

\* Non-IFRS financial measures included in order to permit assessment of the performance of the company's underlying business for the quarter include: In Q1 2006, an \$8.4m gain on sale of investment in ZymoGenetics. In Q1 2005, a charge of \$725.0m (\$660.5m after-tax) related to previously reported US Attorney's Office investigation of Serostim and a \$4.7m write-down of investment in CancerVax.

---



**Financial Performance**

## Edgar Filing: SERONO S A - Form 6-K

Total revenues increased by 11.0%, or 16.4% in local currencies, to \$667.5m in the first quarter of 2006 (Q1 2005: \$601.4m). Product sales grew 7.9%, or 13.4% in local currencies, to \$594.9m (Q1 2005: \$551.4m). Sales were adversely influenced by the strengthening of the US dollar versus the Euro year-over-year. Royalty and license income increased by 45.3% to \$72.6m (Q1 2005: \$50.0m), continuing to provide a substantial revenue stream derived from Serono's intellectual property rights.

Gross margin remains solid at 88.4% of product sales (Q1 2005: 89.2%). Selling, General and Administrative expenses remained stable at \$211.5m (Q1 2005: \$214.6m) reflecting operational leverage. Research and Development expenses were \$122.9m (Q1 2005: \$156.3m), reflecting the completion of a number of phase III trials in the last 12 months. Other operating expenses were \$64.3m (Q1 2005: \$788.4m).

Operating income in the first quarter of 2006 was \$200.0m compared to a loss of \$617.4m in the first quarter of 2005. On an adjusted\* basis this represents an increase of 85.9% and led to an operating margin of 30.0% of total revenues (Q1 2005: \$107.6m or 17.9% of total revenues on an adjusted\* basis), reflecting steady underlying revenue growth, tight control over SG&A and R&D expenses and continued solid gross margin.

Financial income was \$23.9m (Q1 2005: \$12.0m), reflecting a net gain of \$8.4m from the sale of 1,434,607 shares of ZymoGenetics, Inc. in March 2006. Financial expense decreased to \$6.3m (Q1 2005: \$10.6m), as a result of last year's first quarter write-down of \$4.7m related to impairment in value of an equity stake in CancerVax.

Reported net income in the first quarter of 2006 was \$179.9m compared to a loss of \$567.7m in the first quarter of 2005. Adjusted\* net income was up 76.1% to \$171.6m (Q1 2005: \$97.4m), or 77.4% in local currencies.

Reported basic earnings per share in the first quarter of 2006 were \$12.29 per bearer share and \$0.31 per American Depositary Share (ADS). Adjusted\* basic earnings per share were up 75.2% to \$11.72 per bearer share (Q1 2005: \$6.69) and \$0.29 per ADS (Q1 2005: \$0.17).

For the first quarter, net cash flow from operating activities before change in working capital was \$237.8m (Q1 2005: \$146.4m), or \$189.0m after change in working capital (Q1 2005: \$53.3m). The company's liquid financial assets were \$1.7 billion at the end of the first quarter 2006.

As of March 31, 2006, there were 14,641,246 equivalent bearer shares of Serono S.A. issued and 14,639,138 equivalent bearer shares of Serono S.A. outstanding.

---

\* Non-IFRS financial measures included in order to permit assessment of the performance of the company's underlying business for the quarter include: In Q1 2006 an \$8.4m gain on sale of investment in ZymoGenetics. In Q1 2005 a charge of \$725.0m (\$660.5m after-tax) related to previously reported US Attorney's Office investigation of Serostim<sup>®</sup> and a \$4.7m write-down of investment in CancerVax.

---

**Full Year 2006 Outlook**

Given the strength of the first quarter 2006 results, Serono now raises its outlook for 2006 earnings per bearer share to \$45.00. This outlook does not include expenses related to any new business development transactions or other non-recurring items in 2006.

**Therapeutic Areas Review**

In the first quarter of 2006, Rebif<sup>®</sup> had a solid performance with sales up 11.7%, 17.7% in local currencies, to \$327.0m (Q1 2005: \$292.8m) further consolidating its position as a foundation therapy. Rebif<sup>®</sup> continues its market leadership outside the US with sales growing 3.1%, or 10.8% in local currencies, to \$222.7m (Q1 2005: \$216.1m). Rebif<sup>®</sup>, the fastest growing brand for the treatment of relapsing forms of multiple sclerosis in the US in 2005, reached sales of \$104.2m, up 35.8% in the first quarter (Q1 2005: \$76.8m).

Sales of Gonal-f<sup>®</sup> increased by 0.8%, or 6.3% in local currencies, to \$139.1m (Q1 2005: \$138.0m). This is an encouraging performance reflecting high single-digit growth in local currencies outside of the US and marking a change in trend in the US. Contrary to usual seasonal patterns, Gonal-f<sup>®</sup> sales increased 4.2% in the first quarter of 2006 compared with the fourth quarter of 2005. Global sales of supporting products (Ovidrel<sup>®</sup>, Cetrotide<sup>®</sup>, Crinone<sup>®</sup> and Luveris<sup>®</sup>) were up 11.3%, or 16.6% in local currencies, to \$22.6m.

Saizen<sup>®</sup> sales increased by 4.4%, or 10.0% in local currencies, to \$49.9m (Q1 2005: \$47.8m). Saizen<sup>®</sup> continues to be differentiated using the innovative devices, cool.click and one.click, as well as services, such as patient registries, call centres and nurse trainers, as well as educational programs. Serostim<sup>®</sup> sales decreased by 13.7% to \$15.8m (Q1 2005: \$18.3m).

Sales of Raptiva<sup>®</sup> were \$13.6m in the first quarter 2006 (Q1 2005: \$4.5m). The focus for 2006 is on increasing market penetration by differentiating Raptiva<sup>®</sup> from other biologicals and further establishing the new progressive way of treating psoriasis to achieve long-term control of this chronic disease.

#### **R&D News**



## Edgar Filing: SERONO S A - Form 6-K

On March 15, Serono and BioMarin Pharmaceutical Inc. announced positive results of a Phase 3, double-blind, placebo-controlled clinical study of Phenoptin (sapropterin dihydrochloride), an investigational oral small molecule for the treatment of phenylketonuria. All pre-specified primary and secondary endpoints were met and data demonstrate a statistically significant reduction at six weeks in blood phenylalanine levels ( $p < 0.0001$ ) in patients receiving Phenoptin, compared with those receiving placebo.

On April 4, Serono announced the submission of a supplemental Biologics Licence Application to the US Food and Drug Administration and a variation to the current Marketing Authorization to the European Medicines Agency for a new formulation of Rebif® as a treatment of multiple sclerosis. The applications are supported by data from a Phase III clinical trial in patients with relapsing forms of MS which show that the new formulation of Rebif® results in a substantial improvement in overall tolerability, as well as a reduction in the incidence of antibody formation. This most recent Rebif® lifecycle management initiative further exemplifies Serono's

---

commitment to developing and launching a wide range of product enhancements in support of MS patients worldwide.

### **Conference Call and Webcast**

Serono will hold a conference call today, April 20th, 2006, starting at 15:00 Central European Time (9:00 am US Eastern Time) during which Serono Management will present the Company's First Quarter 2006 Results. To join the telephone conference please dial 1 866 291 4166 (from the US), 091 610 5600 (from Switzerland), 0207 107 0611 (from the UK) and +41 91 610 5600 (from elsewhere). The event will also be relayed by live audio webcast, which interested parties may access via Serono's Corporate home page, [www.serono.com](http://www.serono.com). A link to the webcast will be provided immediately prior to the event. Additionally, the webcast will be available for replay until close of business on May 26, 2006.

###

### ***Forward-looking statements***

*Some of the statements in this press release are forward looking. Such statements are inherently subject to known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements of Serono S.A. and affiliates to be materially different from those expected or anticipated in the forward-looking statements. Forward-looking statements are based on Serono's current expectations and assumptions, which may be affected by a number of factors, including those discussed in this press release and more fully described in Serono's Annual Report on Form 20-F filed with the U.S. Securities and Exchange Commission on February 28, 2006. These factors include any failure or delay in Serono's ability to develop new products, any failure to receive anticipated regulatory approvals, any problems in commercializing current products as a result of competition or other factors, our ability to obtain reimbursement coverage for our products, the outcome of government investigations and litigation and government regulations limiting our ability to sell our products. Serono has no responsibility to update the forward-looking statements contained in this press release to reflect events or circumstances occurring after the date of this press release.*

###

### **About Serono**



Serono is a global biotechnology leader. The Company has eight biotechnology products, Rebif<sup>®</sup>, Gonal-f<sup>®</sup>, Luveris<sup>®</sup>, Ovidrel<sup>®</sup>/Ovitrelle<sup>®</sup>, Serostim<sup>®</sup>, Saizen<sup>®</sup>, Zorbitive and Raptiva<sup>®</sup>. In addition to being the world leader in reproductive health, Serono has strong market positions in neurology, metabolism and growth and has recently entered the psoriasis area. The Company's research programs are focused on growing these businesses and on establishing new therapeutic areas, including oncology and autoimmune diseases. Currently, there are more than 25 on-going development projects.

In 2005, Serono, whose products are sold in over 90 countries, achieved worldwide revenues of US\$2,586.4 million. Reported net loss in 2005 was US\$106.1 million, reflecting a charge of US\$725 million taken relating to the settlement of the US Attorney's Office investigation of Serostim. Excluding this charge as well as other non-recurring items, adjusted net income grew 28.4% to US\$565.3 million in 2005. Bearer shares of Serono S.A., the holding company, are traded on the virt-x (SEO) and its American Depositary Shares are traded on the New York Stock Exchange (SRA).

**For more information, please contact:**

**Serono in Geneva, Switzerland:**

**Media Relations:**

Tel: +41-22-739 36 00

Fax: +41-22-739 30 85

<http://www.serono.com>

**Investor Relations:**

Tel: +41-22-739 36 01

Fax: +41-22-739 30 22

Reuters: SEO.VX / SRA

Bloomberg: SEO VX / SRA US

**Serono, Inc., Rockland, MA**

**Media Relations:**

Tel. +1 781 681 2340

Fax: +1 781 681 2935

<http://www.seronusa.com>

**Investor Relations:**

Tel. +1 781 681 2552

Fax: +1 781 681 2912

On the following pages, there are:

Tables detailing sales in dollars by therapeutic area, geographic region and the top 10 products for the 3 months ended March 31, 2006 and 2005.

Consolidated statements of income for the 3 months ended March 31, 2006 and 2005; adjusted net income and adjusted earnings per share for the 3 months ended March 31, 2006 and 2005; the consolidated balance sheets as of March 31, 2006 and December 31, 2005; the consolidated statements of recognized income and expense for the 3 months ended March 31, 2006 and 2005; the consolidated statements of changes in equity as of March 31, 2006 and 2005; the consolidated statements of cash flows for the 3 months ended March 31, 2006 and 2005; and the selected explanatory notes to the consolidated financial statements. These consolidated financial statements have been prepared on the basis of International Financial Reporting Standards.

---

**Sales by therapeutic area**

	Three Months Ended March 31, 2006			Three Months Ended March 31, 2005		
	\$ million	% of sales	% change \$	\$ million	% of sales	
Neurology	333.2	56.0%	11.8%	298.0	54.1%	
Reproductive Health	167.3	28.1%	1.1%	165.5	30.0%	
Growth & Metabolism	66.0	11.1%	(0.5)%	66.4	12.0%	
Dermatology	13.6	2.3%	206.3%	4.5	0.8%	
Others	14.6	2.5%	(14.0)%	17.0	3.1%	
<b>Total sales (US\$ million)</b>	<b>\$ 594.9</b>	<b>100%</b>	<b>7.9%</b>	<b>\$ 551.4</b>	<b>100%</b>	

**Sales by geographic region**

	Three Months Ended March 31, 2006			Three Months Ended March 31, 2005		
	\$ million	% of sales	% change \$	\$ million	% of sales	
Western Europe	265.4	44.6%	0.2%	264.9	48.0%	
North America	215.0	36.1%	16.3%	184.9	33.5%	
Latin America	30.6	5.1%	3.6%	29.5	5.4%	
Others	84.0	14.2%	16.3%	72.2	13.1%	
<b>Total sales (US\$ million)</b>	<b>\$ 594.9</b>	<b>100%</b>	<b>7.9%</b>	<b>\$ 551.4</b>	<b>100%</b>	

## TOP TEN PRODUCTS

	* TA	Three Months Ended March 31, 2006			Three Months Ended March 31, 2005	
		\$ million	% of sales	% change \$	\$ million	% of sales
Rebif®	MS	327.0	55.0%	11.7%	292.8	53.1%
Gonal-f®	RH	139.1	23.4%	0.8%	138.0	25.0%
Saizen®	Growth	49.9	8.4%	4.4%	47.8	8.7%
Novantrone®	MS/Oncology	17.4	2.9%	9.1%	16.0	2.9%
Serostim®	Wasting	15.8	2.6%	(13.7)%	18.3	3.3%
Raptiva®	Dermatology	13.6	2.3%	206.3%	4.5	0.8%
Ovidrel®	RH	6.9	1.2%	20.3%	5.7	1.0%
Cetrotide®	RH	6.7	1.1%	7.3%	6.2	1.1%
Crinone®	RH	6.0	1.0%	7.8%	5.6	1.0%
Stilamin®	Other	3.7	0.6%	3.1%	3.5	0.6%

## \* Therapeutic Areas

RH	= Reproductive Health	Wasting	= AIDS Wasting
MS	= Multiple Sclerosis	Growth	= Growth Retardation
Oncology	= Oncology	Dermatology	= Dermatology

## First Quarter Consolidated Income Statements (unaudited)

Three months ended March 31	2006 US\$ 000	% of Revenues	% change	2005 US\$ 000	% of Revenues
<b>Revenues</b>					
Product sales	594 850		7.9%	551 413	
Royalty and license income	72 617		45.3%	49 969	
<b>Total Revenues</b>	<b>667 467</b>	100.0%	11.0%	601 382	100.0%
<b>Operating Expenses</b>					
Cost of product sales	(68 754)			(59 470)	
% of Sales	11.6%			10.8%	
Selling, general and administrative	(211 489)	31.7%	(1.5)%	(214 650)	(35.7)%
Research and development	(122 943)	18.4%	(21.3)%	(156 273)	(26.0)%
Other operating expense, net	(64 271)	9.6%	(91.8)%	(788 424)	(131.1)%
<b>Total Operating Expenses</b>	<b>(467 457)</b>	70.0%	(61.6)%	<b>(1 218 817)</b>	<b>(202.7)%</b>
<b>Operating Income / (Loss)</b>	<b>200 010</b>	30.0%	132.4%	<b>(617 435)</b>	<b>(102.7)%</b>
Financial income	23 890			12 042	
Financial expense	(6 327)			(10 624)	
Foreign currency (loss) / gain, net	(1 047)			769	
Share of (loss) / profit of associates	(172)			11	
<b>Income / (Loss) Before Taxes</b>	<b>216 354</b>	32.4%	135.2%	<b>(615 237)</b>	<b>(102.3)%</b>
Taxes	(36 348)			48 061	
<b>Net Income / (Loss)</b>	<b>180 006</b>	27.0%	131.7%	<b>(567 176)</b>	<b>(94.3)%</b>
Attributable to:					
Minority interest	60			573	
Equity holders of Serono S.A.	179 946	27.0%	131.7%	(567 749)	(94.4)%
<b>Three months ended March 31</b>					
	2006 US\$		% change	2005 US\$	
<b>Basic Earnings / (Loss) per Share</b>					
Bearer shares	12.29		131.5%	(38.99)	
Registered shares	4.92		131.5%	(15.60)	
American depositary shares	0.31		131.5%	(0.97)	
<b>Diluted Earnings / (Loss) per Share</b>					
Bearer shares	12.13		131.1%	(38.99)	
Registered shares	4.85		131.1%	(15.60)	
American depositary shares	0.30		131.1%	(0.97)	

Basic Earnings / (Loss) per Share is calculated in accordance with IAS 33 - Earnings per Share by dividing the Net Income / (Loss) attributable to bearer equity holders of Serono S.A., \$125.8 million for the three months ended March 31, 2006 (March 31, 2005: net loss of \$396.0 million), by the weighted average number of shares outstanding during the period presented. This is 10,233,922 bearer shares (2005: 10,155,130) and 11,013,040 registered shares (2005: 11,013,040). The total weighted average number of bearer shares is 14,639,138 (March 31, 2005: 14,560,346) for the three months ended March 31, 2006. As each American depositary share represents ownership interest in one fortieth of bearer share, Basic and Diluted Earnings / (Loss) per American depositary share is calculated as one fortieth of the Basic and Diluted Earnings / (Loss) per bearer share.

## Edgar Filing: SERONO S A - Form 6-K

For Diluted Earnings / (Loss) per Share, the weighted average number of bearer shares outstanding is adjusted to assume conversion of all potential dilutive shares arising from outstanding stock options and the convertible bond. The number of bearer shares used to calculate the Diluted Earnings per Share for the three months ended March 31, 2006 was 10,717,658. The effect of outstanding stock options and the convertible bond were excluded from the calculation of Diluted Loss per Share for the three months ended March 31, 2005 as they were anti-dilutive.

The accompanying selected explanatory notes form an integral part of these financial statements.

---

**Adjusted net income and adjusted earnings per share**

Three months ended March 31	2006 US\$ 000	% of Revenues	% change	2005 US\$ 000	% of Revenues
<b>Net Income / (Loss) as reported</b>	<b>180 006</b>	27.0%	131.7%	(567 176)	(94.3)%
Litigation expense and related costs				725 000	
Tax impact on litigation expense and related costs				(64 525)	
Impairment loss on investment in CancerVax				4 700	
Gain on sale of investment in Zymogenetics	(8 365)				
<b>Adjusted Net Income</b>	<b>171 641</b>	25.7%	75.1%	97 999	16.3%
Attributable to:					
Minority interest	<b>60</b>			573	
Equity holders of Serono S.A.	<b>171 581</b>	25.7%	76.1%	97 426	16.2%

Three months ended March 31	Adjusted basis 2006 US\$	Adjusted basis % change	Adjusted basis 2005 US\$
<b>Basic Earnings per Share</b>			
Bearer shares	<b>11.72</b>	75.2%	6.69
Registered shares	<b>4.69</b>	75.2%	2.68
American depositary shares	<b>0.29</b>	75.2%	0.17
<b>Diluted Earnings per Share</b>			
Bearer shares	<b>11.57</b>	73.2%	6.68
Registered shares	<b>4.63</b>	73.2%	2.67
American depositary shares	<b>0.29</b>	73.2%	0.17

Adjusted net income and adjusted earnings per share are Non-IFRS financial measures and are not and should not be viewed as a substitute for IFRS reported net income and earnings per share. Non-IFRS financial measures are not standardized by IFRS and, therefore, have limits in its usefulness to investors and may not be comparable with the calculation of similar measures for other companies. Adjusted net income and adjusted earnings per share are an alternative view of performance used by management as they exclude those non-recurring, non-operational activities and transactions that are not necessarily relevant to understand the comparative operating performance of the company's underlying business for the period.

**Consolidated Balance Sheets (unaudited)**

As of	March 31, 2006 US\$ 000	December 31, 2005 US\$ 000
<b>Assets</b>		
<b>Current Assets</b>		
Cash and cash equivalents	839 740	358 853
Short-term available-for-sale financial assets	427 315	565 545
Trade accounts receivable	416 191	402 358
Inventories	250 174	248 476
Prepaid expenses and other current assets	244 402	199 189
<b>Total Current Assets</b>	<b>2 177 822</b>	<b>1 774 421</b>
<b>Non-Current Assets</b>		
Tangible fixed assets	762 928	746 430
Intangible assets	339 878	341 382
Deferred tax assets	224 718	224 779
Investments in associates	5 327	5 446
Long-term available-for-sale financial assets	631 971	736 543
Other long-term assets	81 373	92 234
<b>Total Non-Current Assets</b>	<b>2 046 195</b>	<b>2 146 814</b>
<b>Total Assets</b>	<b>4 224 017</b>	<b>3 921 235</b>
<b>Liabilities</b>		
<b>Current Liabilities</b>		
Trade and other payables	365 272	343 525
Short-term financial debts	15 705	28 604
Income taxes	107 137	97 797
Deferred income - current	33 602	34 111
Provisions - current	28 249	29 291
Other current liabilities	168 643	183 396
<b>Total Current Liabilities</b>	<b>718 608</b>	<b>716 724</b>
<b>Non-Current Liabilities</b>		
Long-term financial debts	672 907	635 039
Deferred tax liabilities	17 818	18 316
Deferred income - non-current	118 831	123 142
Provisions - non-current	114 205	108 607
Other long-term liabilities	132 735	148 465
<b>Total Non-Current Liabilities</b>	<b>1 056 496</b>	<b>1 033 569</b>
<b>Total Liabilities</b>	<b>1 775 104</b>	<b>1 750 293</b>
<b>Shareholders' Equity</b>		
Share capital	236 324	235 555
Share premium	522 817	500 605
Treasury shares	(370 033)	(372 724)
Retained earnings	2 001 000	1 803 929
Fair value and other reserves	59 916	14 654
Cumulative foreign currency translation adjustments	(1 965)	(11 988)
Total Shareholders' Equity attributable to equity holders of Serono S.A.	2 448 059	2 170 031
Minority Interests	854	911
<b>Total Shareholders' Equity</b>	<b>2 448 913</b>	<b>2 170 942</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>4 224 017</b>	<b>3 921 235</b>



The accompanying selected explanatory notes form an integral part of these financial statements.

---

**Consolidated Statements of Recognized Income and Expense (unaudited)**

Three months ended March 31	2006 US\$ 000	2005 US\$ 000
<b>Net income / (loss) recognized in consolidated income statements</b>	<b>180,006</b>	<b>(567,176)</b>
Available-for-sale investments		
Fair value adjustments on available-for-sale investments taken to equity	47 324	(39 976)
Transferred to income statement on sale of available-for-sale investments	(8 582)	
Transferred to income statement for impairment of available-for-sale investments	311	4 700
Cash flow hedge		
Fair value adjustments on cash flow hedge taken to equity	6 239	(1 485)
Transferred to income statements	(32)	7
Serono share of equity recognized by associated companies	2	
Foreign currency translation effect	10 023	(21 582)
<b>Net income / (loss) recognized directly in equity</b>	<b>55 285</b>	<b>(58 336)</b>
<b>Total recognized income and expense</b>	<b>235 291</b>	<b>(625 512)</b>
Attributable to:		
Minority interest	<b>60</b>	<b>573</b>
Equity holders of Serono S.A.	<b>235 231</b>	<b>(626 085)</b>

## Consolidated Statements of Changes in Equity (unaudited)

	Share capital US\$ 000	Share premium US\$ 000	Treasury shares US\$ 000	Retained earnings US\$ 000	Fair value and other reserves US\$ 000	Cumulative foreign currency translation adjustments US\$ 000	Total Shareholders Equity attributable to equity holders of Serono S.A. US\$ 000	Minority interests US\$ 000	Total Shareholders Equity US\$ 000
<b>Balance as of January 1, 2005:</b>									
As previously reported	254 420	1 023 125	(987 489)	2 064 499	23 482	69 841	2 447 878	3 343	2 451 221
Effect of adoption revised IAS 39 - Financial Instruments: Recognition and Measurement				(28 547)	33 347	(2 245)	2 555		2 555
Effect of adopting IFRS 2 - Share-Based Payment		15 875		(15 527)		(348)			
<b>Balance as of January 1, 2005 as restated</b>	<b>254 420</b>	<b>1 039 000</b>	<b>(987 489)</b>	<b>2 020 425</b>	<b>56 829</b>	<b>67 248</b>	<b>2 450 433</b>	<b>3 343</b>	<b>2 453 776</b>
Total recognized income and expense				(567 749)	(36 754)	(21 582)	(626 085)	573	(625 512)
Issue of share capital	531	16 206	2 615				19 352		19 352
Share-based compensation		3 965					3 965		3 965
Purchase of minorities								(47)	(47)
<b>Balance as of March 31, 2005</b>	<b>254 951</b>	<b>1 059 171</b>	<b>(984 874)</b>	<b>1 452 676</b>	<b>20 075</b>	<b>45 666</b>	<b>1 847 665</b>	<b>3 869</b>	<b>1 851 534</b>
<b>Balance as of January 1, 2006</b>	<b>235 555</b>	<b>500 605</b>	<b>(372 724)</b>	<b>1 803 929</b>	<b>14 654</b>	<b>(11 988)</b>	<b>2 170 031</b>	<b>911</b>	<b>2 170 942</b>
Total recognized income and expense				179 946	45 262	10 023	235 231	60	235 291
Issue of share capital	769	22 212	2 691				25 672		25 672
Share-based compensation				17 125			17 125		17 125
Purchase of minorities								(117)	(117)
<b>Balance as of March 31, 2006</b>	<b>236 324</b>	<b>522 817</b>	<b>(370 033)</b>	<b>2 001 000</b>	<b>59 916</b>	<b>(1 965)</b>	<b>2 448 059</b>	<b>854</b>	<b>2 448 913</b>

The accompanying selected explanatory notes form an integral part of these financial statements.

**Consolidated Statements of Cash Flows (unaudited)**

<b>Three months ended March 31</b>	<b>2006</b> <b>US\$ 000</b>	<b>2005</b> <b>US\$ 000</b>
<b>Net Income / (Loss)</b>	<b>180 006</b>	<b>(567 176)</b>
Reversal of non-cash items		
Taxes	<b>36 348</b>	<b>(48 061)</b>
Depreciation and amortization	<b>31 548</b>	<b>34 493</b>
Interest income	<b>(15 273)</b>	<b>(12 053)</b>
Interest expense	<b>4 198</b>	<b>4 550</b>
Unrealized foreign currency exchange results	<b>(3 231)</b>	<b>(1 674)</b>
Legal provision		<b>725 000</b>
Share of loss / (profit) of associates	<b>172</b>	<b>(11)</b>
Other non-cash items	<b>4 040</b>	<b>11 324</b>
<b>Operating Cash Flows Before Working Capital Changes</b>	<b>237 808</b>	<b>146 392</b>
<b>Working capital changes</b>		
Trade and other payables, other current liabilities and deferred income	<b>23 674</b>	<b>(40 892)</b>
Trade accounts receivable and other receivables	<b>(6 765)</b>	<b>(5 671)</b>
Inventories	<b>2 589</b>	<b>(3 254)</b>
Prepaid expenses and other current assets	<b>(43 619)</b>	<b>(19 866)</b>
Taxes paid	<b>(24 644)</b>	<b>(23 434)</b>
<b>Net Cash Flows From Operating Activities</b>	<b>189 043</b>	<b>53 275</b>
<b>Purchase of tangible fixed assets</b>	<b>(40 596)</b>	<b>(36 554)</b>
Proceeds from disposal of tangible fixed assets	<b>459</b>	<b>74</b>
Purchase of intangible assets	<b>(9 533)</b>	<b>(5 427)</b>
Purchase of available-for-sale financial assets		<b>(192 840)</b>
Proceeds from sale of available-for-sale financial assets	<b>286 226</b>	<b>334 820</b>
Purchase of investments in associates		<b>(491)</b>
Interest received	<b>19 736</b>	<b>29 138</b>
<b>Net Cash Flows From Investing Activities</b>	<b>256 292</b>	<b>128 720</b>
Proceeds from issue of Serono shares	<b>11 218</b>	<b>11 055</b>
Proceeds from exercise of options on Serono shares	<b>10 049</b>	<b>2 220</b>
Proceeds from issue of call options on Serono shares		<b>283</b>
Proceeds from issue of financial debts	<b>29 089</b>	<b>14 125</b>
Repayments of financial debt	<b>(13 422)</b>	<b>5 071</b>
Other non-current liabilities	<b>(300)</b>	<b>(2 883)</b>
Interest paid	<b>(1 378)</b>	<b>(953)</b>
<b>Net Cash Flows From Financing Activities</b>	<b>35 256</b>	<b>28 918</b>
Effect of Exchange Rate Changes on Cash and Cash Equivalents	<b>296</b>	<b>(705)</b>
<b>Net Increase in Cash and Cash Equivalents</b>	<b>480 887</b>	<b>210 208</b>
<b>Cash and Cash Equivalents at the Beginning of Period</b>	<b>358 853</b>	<b>275 979</b>
<b>Cash and Cash Equivalents at the End of Period</b>	<b>839 740</b>	<b>486 187</b>

The accompanying selected explanatory notes form an integral part of these financial statements.

Selected explanatory notes to the interim financial report for the three months ended March 31, 2006 (unaudited)

## **1. Basis of Preparation**

This unaudited interim financial report of the Serono group ( group or Serono ) has been prepared in accordance with IAS 34 Interim Financial Reporting and in accordance with the accounting policies set out in the Serono 2005 Annual Report, with the exception of the following new International Financial Reporting Standards adopted by the group:

### **IAS 19 (Amended), Employee Benefits Actuarial Gains and Losses, Group Plans and Disclosures**

The group has adopted the amendments to IAS 19, which introduces the option of an alternative recognition approach for actuarial gains and losses for defined benefit pension plans. The group has elected not to apply the option of recognizing actuarial gains and losses arising on its defined benefit plans in full in the statement of recognized income and expense and continues to recognize the amortization of actuarial gains and losses outside the corridor in the income statement.

### **IAS 39 (Amended), Cash Flow Hedge Accounting of Forecast Intragroup Transactions**

The amendment allows the foreign currency risk of a highly probable forecast intracompany transaction to qualify as a hedged item in the consolidated financial statements, provided that: (a) the transaction is denominated in a currency other than the functional currency of the entity entering into that transaction; and (b) the foreign currency risk will affect consolidated profit or loss. This amendment is not relevant to the group's operations, as the group does not have any intracompany transactions that would qualify as a hedged item in the consolidated financial statements as of March 31, 2006.

### **IAS 39 (Amended), The Fair Value Option**

The group has not designated any financial instrument as at fair value through profit or loss. This amendment, which allows this new designation of financial instruments subject to qualifying fair value hedges, has had no effect on these consolidated financial statements.

### **IAS 39 and IFRS 4 (Amended), Financial Guarantee Contracts**

This amendment requires issued financial guarantees, other than those previously asserted by the entity to be insurance contracts, to be initially recognized at their fair value and subsequently measured at the higher of: (a) the unamortized balance of the related fees received and deferred, and (b) the expenditure required to settle the commitment at the balance sheet date. This amendment had no impact on these consolidated financial statements.

**IFRIC 4, Determining whether an Arrangement contains a Lease**

IFRIC 4 requires the determination of whether an arrangement is or contains a lease to be based on the substance of the arrangement. It requires an assessment of whether: (a) fulfilment of the arrangement is dependent on the use of a specific asset or assets (the asset); and (b) the arrangement conveys a right to use the asset. IFRIC 4 had no impact on these consolidated financial statements.

**IFRIC 5, Rights to interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds**

IFRIC 5 requires a contributor to a fund to recognize a liability for decommissioning costs and to recognize separately an asset for its interest in the fund. IFRIC 5 had no impact on these consolidated financial statements.

**IFRIC 6, Liabilities arising from Participation in a Specific Market – Waste Electrical and Electronic Equipment** IFRIC 6 provides guidance on the recognition of liabilities for waste management in respect of sales of historical household equipment. IFRIC 6 had no impact on these consolidated financial statements.

These consolidated financial statements were approved for issuance on April 18, 2006 by Serono S.A.'s Board of Directors.

---

## 2. Segment information geographical segments

Three months ended March 31, 2006	Western Europe US\$000	North America US\$000	Middle East, Africa and Eastern Europe US\$000	Asia-Pacific, Oceania and Japan US\$000	Latin America US\$000	Unallocated US\$000	Total US\$000
Product sales to third parties	265,351	214,956	51,861	32,103	30,579		594,850
Royalty and license income	57,103	1,099	14,415				72,617
<b>Total revenues</b>	<b>322,454</b>	<b>216,055</b>	<b>66,276</b>	<b>32,103</b>	<b>30,579</b>		<b>667,467</b>
Operating income	150,274	116,639	19,899	11,850	18,597	(21,979)	295,280
Corporate research and development expenses						(95,270)	(95,270)
<b>Operating income</b>							<b>200,010</b>

Three months ended March 31, 2006	Western Europe US\$000	North America US\$000	Middle East, Africa and Eastern Europe US\$000	Asia-Pacific, Oceania and Japan US\$000	Latin America US\$000	Unallocated US\$000	Total US\$000
Product sales to third parties	264,876	184,858	42,777	29,396	29,506		551,413
Royalty and license income	42,949	428	6,592				49,969
<b>Total revenues</b>	<b>307,825</b>	<b>185,286</b>	<b>49,369</b>	<b>29,396</b>	<b>29,506</b>		<b>601,382</b>
Operating (loss) / income	(592,133)	88,281	19,484	3,403	15,271	(28,013)	(493,707)
Corporate research and development expenses						(123,728)	(123,728)
<b>Operating loss</b>							<b>(617,435)</b>

Unallocated items represent income and expenses of corporate coordination functions, which are not directly attributable to specific geographical segments. Product sales to third parties are allocated to the geographical segments based on the country in which the customer is located. Royalty and license income is allocated to the geographical segments based on the country that receives the royalty. Operating income / (loss) is allocated to the geographical segments as recorded by the legal entities in the respective regions. There are no sales or other transactions between the geographical segments.

## 3. Financial income and expense

Three months ended March 31	2006 US\$000	2005 US\$000
Interest income	15,273	12,053
Other financial income	3	11
Fair value gain on interest rate swaps	32	
Realized gains on disposal of available-for-sale financial assets	8,582	(22)
<b>Financial income</b>	<b>23,890</b>	<b>12,042</b>

Three months ended March 31	2006 US\$000	2005 US\$000
Interest expense	(4,198)	(4,550)
Other financial expense	(1,818)	(1,367)
Fair value loss on interest rate swaps		(7)
Impairment losses on available-for-sale financial assets	(311)	(4,700)
<b>Financial expense</b>	<b>(6,327)</b>	<b>(10,624)</b>

During the first quarter of 2006, the group recognized a realized gain of \$8.4 million on partial disposal of an available-for-sale equity investment and impairment losses of \$0.3 million (2005: \$4.7 million) on its available-for-sale equity investments.

#### 4. Taxes

The effective income tax rate for the three months ended March 31, 2006 is 14.8% (2005: 12.0%). The effective income tax rate is calculated by dividing the income tax expense by the income/(loss) before taxes reduced by capital and other taxes, both without the tax impact of the litigation and related costs. Taxes recognized for the three months ended March 31, 2005 included \$64.5 million in deferred tax income from the recognition of the litigation expense and related costs as disclosed in note 11 proceedings.

Three months ended March 31	2006 US\$000	2005 US\$000
Income tax expense without tax impact for the litigation expense and related costs	31,387	12,695
Capital and other taxes	4,961	3,769
<b>Total tax expense</b>	<b>36,348</b>	<b>16,464</b>
Deferred tax income from litigation expense and related costs		64,525
<b>Total taxes</b>	<b>36,348</b>	<b>(48,061)</b>

#### 5. Earnings / (loss) per share

##### Basic earnings / (loss) per share

Basic earnings / (loss) per share is calculated by dividing the net income /(loss) attributable to equity holders of Serono S.A. by the weighted average number of shares outstanding during the period presented. The number of outstanding shares is calculated by deducting the average number of shares purchased and held as treasury shares from the total number of issued shares.

Three months ended March 31	2006 US\$000	2005 US\$000
Net income / (loss) attributable to bearer equity holders of Serono S.A.	125,797	(395,977)
Net income / (loss) attributable to registered equity holders of Serono S.A.	54,149	(171,772)
<b>Total net income / (loss) attributable to the equity holders of Serono S.A.</b>	<b>179,946</b>	<b>(567,749)</b>
Weighted average number of bearer shares outstanding	10,233,922	10,155,130
Weighted average number of registered shares outstanding	11,013,040	11,013,040





Three months ended March 31	2006 US\$	2005 US\$
<b>Basic earnings / (loss) per share</b>		
Bearer shares	12.29	(38.99)
Registered shares	4.92	(15.60)
American depositary shares	0.31	(0.97)

**Diluted earnings / (loss) per share**

For diluted earnings / (loss) per share, the weighted average number of bearer shares outstanding is adjusted to assume conversion of all potential dilutive shares arising from outstanding stock options and the convertible bond. For stock options, a calculation is made to determine the number of shares that could have been acquired at fair value based on proceeds from the exercise of stock options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the stock options. The difference is added to the denominator as additional shares for no consideration. There is no adjustment made to the numerator. For the convertible bond, the number of shares into which the bond is assumed to be fully convertible is added to the denominator. The numerator is increased by eliminating the interest expense, net of tax that would not be incurred if the bond were converted. The effect of the convertible bond and the effect of the outstanding stock options were excluded from the calculation of diluted earning per share for the three months ended March 31, 2005, as they were anti-dilutive.

Three months ended March 31	2006 US\$000	2005 US\$000
Net income / (loss) attributable to the equity holders of Serono S.A. for basic earnings / (loss) per share	179,946	(567,749)
Interest expense on convertible bond	3,423	
<b>Net income / (loss) attributable to the equity holders of Serono S.A. for dilutive earnings / (loss) per share</b>	<b>183,369</b>	<b>(567,749)</b>
Weighted average number of bearer shares outstanding for basic earnings / (loss) per share	10,233,922	10,155,130
Adjustment for dilutive stock options	59,740	
Adjustment for assumed conversion of convertible bond	423,996	
Weighted average number of bearer shares outstanding for dilutive earnings / (loss) per share	10,717,658	10,155,130

Three months ended March 31	2006 US\$	2005 US\$
<b>Diluted earnings / (loss) per share</b>		
Bearer shares	12.13	(38.99)
Registered shares	4.85	(15.60)
American depositary shares	0.30	(0.97)

## 6. Share capital

Class of shares	Number of shares	As of March 31, 2006			
		Nominal value	CHF000	US\$000	
<b>Issued and fully paid share capital</b>					
<b>Registered</b>	<b>11,013,040</b>	<b>CHF10</b>	<b>110,130</b>	<b>68,785</b>	
<b>Bearer</b>	<b>10,872,105</b>	<b>CHF25</b>	<b>271,803</b>	<b>167,539</b>	
<b>Total</b>			<b>381,933</b>	<b>236,324</b>	
Authorized share capital	bearer	1,400,000	CHF25	35,000	26,795
Conditional share capital and/or convertible bonds	bearer for options	1,452,000	CHF25	36,300	27,791
Conditional share capital options	bearer for stock options	630,286	CHF25	15,757	12,063
<b>As of December 31, 2005</b>					
Class of shares	Number of shares	As of December 31, 2005			
		Nominal value	CHF000	US\$ 000	
<b>Issued and fully paid share capital</b>					
Registered	11,013,040	CHF10	110,130	68,785	
Bearer	10,832,507	CHF25	270,813	166,770	
Total			380,943	235,555	
Authorized share capital	bearer	1,400,000	CHF25	35,000	26,553
Conditional share capital and/or convertible bonds	bearer for options	1,452,000	CHF25	36,300	27,540
Conditional share capital options	bearer for stock options	669,884	CHF25	16,747	12,705

Registered shares have a nominal value of CHF10 each and bearer shares have a nominal value of CHF25 each. Registered and bearer shares participate in dividends in proportion to their nominal value. Each share entitles the holder to one vote. The authorized share capital may be used by Serono S.A. or its affiliates to finance research and development projects and acquire interests in other companies.

The Board of Directors will propose to the shareholders at the Annual General Meeting of Shareholders on April 25, 2006 the authorization to increase the share capital by a maximum amount of CHF190,471,500 through the issuance of a maximum of 7,618,860 new bearer shares, each with a par value of CHF25, until April 25, 2008. The Board of Directors may proceed to increase the share capital all at once or in installments.

## 7. Treasury shares

There were 641,470 treasury shares held by the group as of January 1, 2006. During the first three months ended March 31, 2006, no additional treasury shares were acquired (none in 2005). During the first three months ended March 31, 2006, 5,395 treasury shares were granted to employees (5,766 shares in 2005) as part of the Employee Share Purchase Plan. The total number of treasury shares held as of March 31, 2006 is 636,075.

## 8. Distribution of earnings

At the Annual General Meeting of Shareholders on April 25, 2006, the Board of Directors will propose a cash dividend in respect of 2005 of CHF4.00 gross (2004: CHF3.60) per registered share, CHF10.00 gross (2004: CHF9.00) per bearer share or CHF0.25 gross per American depositary share, amounting to CHF154.4 million. The amount available

---

for distribution is based on the available distributable retained earnings of Serono S.A., the holding company of the group, determined in accordance with the legal provisions of the Swiss Code of Obligations. These financial statements do not reflect the dividends payable, which will be accounted for in shareholders' equity as an appropriation of retained earnings in the year ending December 31, 2006.

## 9. Equity compensation plans

### Employee Stock Option Plan

Stock options are granted to senior management members of Serono S.A. and its affiliates. Each stock option gives the holder the right to purchase one bearer share or one American depositary share ( ADS ) of Serono S.A. stock, depending on which affiliate employs the holder. Stock options are granted every plan year and vest as follows: 25% one year after date of grant, 50% after two years, 75% after three years and 100% after four years. Options expire six years after the fourth and final vesting date such that each option has a 10-year duration. The exercise price is equal to the fair market value of the underlying Serono S.A. bearer share or American depositary shares on the date of grant.

Movements in the number of employee bearer stock options outstanding are as follows:

	2006		2005	
	Bearer options	Weighted average exercise price CHF	Bearer options	Weighted average exercise price CHF
Outstanding as of January 1	382,692	984	346,486	995
Granted				
Exercised	(16,784)	728	(4,345)	609
Cancelled	(5,587)	1,290	(3,948)	1,085
<b>Outstanding as of March 31</b>	<b>360,321</b>	<b>991</b>	<b>338,193</b>	<b>998</b>

Movements in the number of employee ADS stock options outstanding are as follows:

	2006		2005	
	ADS options	Weighted average exercise price US\$	ADS options	Weighted average exercise price US\$
Outstanding as of January 1	1,791,150	15.54	1,066,800	15.54
Granted				
Exercised	(36,400)	15.59		
Cancelled	(40,100)	17.05	(59,800)	15.70
<b>Outstanding as of March 31</b>	<b>1,714,650</b>	<b>16.53</b>	<b>1,007,000</b>	<b>15.54</b>

During the three months ended March 31, 2006, 16,784 bearer stock options (2005: 4,345 bearer stock options) were exercised yielding proceeds of CHF12.2 million or \$9.5 million (2005: CHF2.6 million or \$2.2 million) and 36,400 ADS options (none in 2005) were exercised yielding

proceeds of \$0.6 million. Bearer and ADS stock options cancelled in all years since inception of the plan are the result of options forfeited by participants upon their departure from the group. The total number of bearer and ADS stock options available for grant as of March 31, 2006 is 206,259 options (2005: 319,771 options).

**Director Stock Option Plan**

Stock options are granted to members of the Board of Directors of Serono S.A. Each stock option gives the holder the right to purchase one bearer share of Serono S.A. stock. Stock options are granted every plan year and vest beginning one year after their grant rateably over four years. Each option has a 10-year duration. The exercise price is equal to

---

the fair market value of the underlying Serono S.A. bearer share on the date of grant. There were no options granted (none in 2005) to directors during the three months ended March 31, 2006. No director stock options were cancelled or exercised during the first quarter 2006 and 2005. There are 21,800 director stock options outstanding as of March 31, 2006 (2005: 20,720 director stock options) with a weighted average exercise price of CHF791 (2005: CHF755).

A total compensation expense of \$4.9 million (2005: \$4.0 million) has been recognized for the three months ended March 31, 2006 arising on share-based payment transactions related to stock options. The compensation expense has been charged to the appropriate income statement heading as follows: cost of product sales \$0.4 million, selling, general and administrative \$2.6 million and research and development \$1.9 million.

#### **Employee Share Purchase Plan**

The group has an Employee Share Purchase Plan ( ESPP ) covering substantially all of its employees. The ESPP is designed to allow employees to purchase every calendar year bearer shares or American depository shares at 85% of the lower of the average market values in the 10 days preceding the beginning and end of the calendar year. Share purchased under the ESPP are granted in January of the following calendar year. Purchases under the ESPP are subject to certain restrictions and may not exceed 15% of the employee s annual salary. During the three months ended March 31, 2006, 21,904 bearer shares (2005: 20,940 bearer shares) were issued to employees at a price of CHF630 per share (2005: CHF630 per share). As of March 31, 2006, a total of \$3.0 million (2005: \$3.2 million) in contributions was held by the group to be used to purchase bearer and American depository shares on behalf of employees in January 2007.

Shares purchased under the ESPP that are held for one calendar year after the purchase date entitle each participant to receive, on a one-time basis in early January of each year, one matching share for every three shares purchased and held. In January 2006, 5,437 bearer shares (2005: 5,766 bearer shares) were distributed to employees.

The total compensation expense of \$1.2 million (2005: \$2.2 million) has been recognized for the three months ended March 31, 2006 arising on share-based payment transactions related to the ESPP discount and matching shares. The compensation expense has been charged to the appropriate income statement headings as follows: cost of product sales \$0.2 million, selling, general and administrative \$0.7 million and research and development \$0.3 million.

#### **Director Share Purchase Plan**

The group has a share purchase plan reserved for its Board of Directors (the DSPP ). The DSPP allows board members to purchase Serono S.A. bearer shares through allocation of 50% or 100% of their gross yearly fees. Each cycle commences on the first business day following the Annual General Meeting of Shareholders (the AGM ) and concludes on the day of the next AGM. Directors must elect to participate in the DSPP at the beginning of each cycle. The purchase price per share is 85% of the fair market value of the share on the fifth business day following the AGM. Shares are purchased at the end of each cycle. There were no bearer shares issued to the directors that participate in the plan during the first three months of 2006 and 2005.

#### **Restricted Share Plan**

The group has a Restricted Share Plan whereby employees may be granted restricted share awards as a result of an award based on certain performance criteria. Shares granted under this plan generally have a three-year vesting period. No shares were granted to employees during the first three months of 2006 and 2005.

#### **Stock Grant Plan**

The group adopted a new Stock Grant Plan effective January 1, 2006, whereby selected employees may be granted restricted share awards at the absolute discretion of the Board of Directors. Shares granted under this plan will vest in three annual installments on the first, second and third anniversaries of the grant date subject to continuous employment from the grant date to the vesting dates. There were 29,599 bearer shares and 554,590 American depositary shares granted to selected employees during the first three months of 2006. The compensation expense recorded in the 2006 income statement as a result of applying IFRS 2 "Share-based payments" amounted to \$3.8 million and has been allocated to the appropriate income statement headings as follows: cost of product sales \$0.3 million, selling, general and administrative \$2.2 million and research and development \$1.3 million.

---



## 10. Principal shareholders

As of March 31, 2006, Bertarelli Biotech S.A., a corporation with its principal offices at Chéserex (Vaud), Switzerland, held 57.03% of the capital and 66.95% of the voting rights in Serono S.A. Ernesto Bertarelli controls Bertarelli Biotech S.A. On the same date, Maria-Iris Bertarelli, Ernesto Bertarelli and Donata Bertarelli Späth owned in the aggregate 4.77% of the capital and 8.58% of the voting rights of Serono S.A.

## 11. Legal proceedings

Serono's principal US subsidiary, Serono Inc., received a subpoena in 2001 from the US Attorney's office in Boston, Massachusetts requesting that it produce documents for the period from 1992 forward relating to Serostim. During 2002, Serono Inc. also received subpoenas from the states of California, Florida, Maryland and New York, which mirror the requests in the US Attorney's subpoena. Other pharmaceutical companies have received similar subpoenas as part of an ongoing, industry-wide investigation by the states and the federal government into sales, marketing and other practices. These investigations seek to determine whether such practices violated any laws, including the Federal False Claims Act or the US Food, Drug and Cosmetic Act or constituted fraud in connection with Medicare and/or Medicaid reimbursement to third parties. Serono cooperated fully with the investigation and agreed to settle this dispute in October 2005. Under the terms of the settlement agreement, approximately \$724.9 million was paid as a comprehensive settlement with federal and state governments and to cover related costs. Serono's US holding company, Serono Holding Inc., also entered into a Corporate Integrity Agreement with the Office of Inspector General of the US Department of Human Health Services in connection with the investigation.

In September 2005, the Government Employees Hospital Association (GEHA), a health insurance plan, filed a purported class action on behalf of third party payors and individual consumers against Serono Inc. and Serono International S.A. alleging that Serono Inc. and Serono International S.A. inflated the average wholesale price (AWP) of certain products, and that this inflation caused GEHA to overpay for those products. In November 2005, GEHA filed an amended complaint alleging, in addition to its average wholesale price claims, that Serono illegally promoted and marketed Serostim. On February 22, 2006, GEHA requested (and Serono consented to) permission from the court to file a Second Amended Class Action Complaint and provided a copy of that proposed complaint to Serono. The proposed Second Amended Complaint adds another plaintiff, District Council 37 Health & Security Plan Trust (alleged to be a third party payor of prescriptions for its members), does not contain any AWP claims, alleges that Serono illegally promoted and marketed Serostim, and alleges that Serono used improper and inappropriate sales and marketing practices to increase the sales of other Serono products, including Cetrotide, Crinone, Gonal-F, Fertinex, Ovidrel, Pergonal, Profasi, Rebif, and Saizen. The allegations in the proposed Second Amended Complaint concerning Serostim are drawn from the government investigation of Serostim discussed above. The proposed Second Amended Complaint alleges eight counts: (1) violation of 18 U.S.C. § 1962(C) (civil RICO); (2) violation of 18 U.S.C. § 1962(C) (civil RICO); (3) violation of 18 U.S.C. § 1962(D) (civil RICO conspiracy); (4) civil conspiracy; (5) violation of the Massachusetts Consumer Protection Act; (6) violation of consumer protection statutes of 44 states and the District of Columbia; (7) common law fraud; and (8) unjust enrichment. The parties are still engaged in preliminary motion practice and the group has not yet filed an answer. The group intends to vigorously defend the lawsuit. The final settlement or adjudication of this matter could have a material adverse effect on the operations or financial condition of the company. The company cannot predict the timing of the resolution of this matter or ultimate outcome.

On April 7, 2006, Eugene Francis filed a purported class action on behalf of all persons or entities that paid a portion of the purchase price for Serostim against Serono Inc. and certain other parties. The allegations of the complaint concern only the company's sales and marketing of Serostim, and are substantially similar to the allegations concerning Serostim made in the GEHA matter described above. The complaint contains the same eight counts as the GEHA Second Amended Complaint described above. The company has not yet filed an answer. The company believes it is likely that this case will be consolidated with the GEHA case. The group intends to vigorously defend this case. The final settlement or adjudication of this case could have a material adverse effect on the operations or financial condition of the company. The company cannot predict the timing of the resolution of these cases or ultimate outcome.



SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SERONO S.A.  
a Swiss corporation  
(Registrant)

Date April 20, 2006

By: /s/ Stuart Grant  
Name: Stuart Grant  
Title: Chief Financial Officer

---

T STYLE="font-family:Times New Roman" SIZE="2"> *Securitization Facility* means any of one or more receivables or securitization financing facilities as amended, supplemented, modified, extended, renewed, restated or refunded from time to time, the Obligations of which are non-recourse (except for customary representations, warranties, covenants and indemnities made in connection with such facilities) to the Issuer or any of its Restricted Subsidiaries (other than a Securitization Subsidiary) pursuant to which the Issuer or any of its Restricted Subsidiaries sells or grants a security interest in its accounts receivable or Securitization Assets or assets related thereto to either (a) a Person that is not a Restricted Subsidiary or (b) a Securitization Subsidiary that in turn sells its accounts receivable to a Person that is not a Restricted Subsidiary.

*Securitization Fees* means distributions or payments made directly or by means of discounts with respect to any participation interest issued or sold in connection with, and other fees paid to a Person that is not a Securitization Subsidiary in connection with, any Qualified Securitization Facility.

*Securitization Subsidiary* means any Subsidiary formed for the purpose of, and that solely engages only in one or more Qualified Securitization Facilities and other activities reasonably related thereto.

*Senior Credit Facilities* means the ABL Facilities and the CF Credit Facilities.

*Senior Indebtedness* means:

- (1) all Indebtedness of the Issuer or any Guarantor outstanding under the Senior Credit Facilities or Senior Notes and related Guarantees (including interest accruing on or after the filing of any petition in bankruptcy or similar proceeding or for reorganization of the Issuer or any Guarantor (at the rate provided for in the documentation with respect thereto, regardless of whether or not a claim for post-filing interest is allowed in such proceedings)), and any and all other fees, expense reimbursement obligations, indemnification amounts, penalties, and other amounts (whether existing on the Issue Date or thereafter created or incurred) and all obligations of the Issuer or any Guarantor to reimburse any bank or other Person in respect of amounts paid under letters of credit, acceptances or other similar instruments;
- (2) all Hedging Obligations (and guarantees thereof) owing to a Lender (as defined in the Senior Credit Facilities) or any Affiliate of such Lender (or any Person that was a Lender or an Affiliate of such Lender at the time the applicable agreement giving rise to such Hedging Obligation was entered into), *provided* that such Hedging Obligations are permitted to be incurred under the terms of the Indenture;
- (3) any other Indebtedness of the Issuer or any Guarantor permitted to be incurred under the terms of the Indenture, unless the instrument under which such Indebtedness is incurred expressly provides that it is on a parity with or subordinated in right of payment to the Senior Subordinated Notes or any related Guarantee; and
- (4) all Obligations with respect to the items listed in the preceding clauses (1), (2) and (3);

*provided* that Senior Indebtedness shall not include:

- (a) any obligation of such Person to the Issuer or any of its Subsidiaries;
- (b) any liability for federal, state, local or other taxes owed or owing by such Person;
- (c) any accounts payable or other liability to trade creditors arising in the ordinary course of business;
- (d) any Indebtedness or other Obligation of such Person which is subordinate or junior in any respect to any other Indebtedness or other Obligation of such Person; or
- (e) that portion of any Indebtedness which at the time of incurrence is incurred in violation of the Indenture; *provided* that such Indebtedness shall be deemed not to have been incurred in violation of the Indenture for purposes of this clause if such Indebtedness consists of Designated Senior Indebtedness, and the holder(s) of such Indebtedness or their agent or representative (i) had no actual knowledge at the time of incurrence that the incurrence of such Indebtedness violated the Indenture and (ii) shall have received a certificate from an officer of the Issuer to the effect that the incurrence of such Indebtedness does not (or, in the case of a revolving credit facility thereunder, the incurrence of the entire committed amount thereof at the date on which the initial borrowing is made thereunder would not) violate the provisions of the Indenture.

---

**Table of Contents**

*Senior Notes* means the Issuer's 10% Senior Notes due 2017 and the Issuer's ~~3 1/8%~~ 1 1/8% Senior Toggle Notes due 2017 (and any increase in the principal amount of such Senior Toggle Notes and any additional Senior Toggle Notes issued, in each case as a result of any PIK Payment (as defined under Description of Senior Notes Principal, Maturity and Interest )) issued under the indenture governing the Senior Notes.

*Senior Subordinated Indebtedness* means:

- (1) with respect to the Issuer, Indebtedness which ranks equal in right of payment to the Senior Subordinated Notes issued by the Issuer; and
- (2) with respect to any Guarantor, Indebtedness which ranks equal in right of payment to the Guarantee of such Person of the Senior Subordinated Notes; *provided* that such Indebtedness is not subordinated by its terms in right of payment to any Indebtedness which is not Senior Indebtedness.

*Significant Subsidiary* means any Restricted Subsidiary that would be a significant subsidiary as defined in Article 1, Rule 1-02 of Regulation S-X, promulgated pursuant to the Securities Act, as such regulation is in effect on the Issue Date.

*Similar Business* means (1) any business engaged in by the Issuer or any of its Restricted Subsidiaries on the Issue Date, and (2) any business or other activities that are reasonably similar, ancillary, complementary or related to, or a reasonable extension, development or expansion of, the businesses in which the Issuer and its Restricted Subsidiaries are engaged on the Issue Date.

*Specified Contract Rights* means certain intellectual property licenses, agreements or other contracts giving rise to not more than \$50.0 million of annual accounts receivable, royalty or other intellectual property revenue streams or other rights to payment.

*Subordinated Indebtedness* means, with respect to the Senior Subordinated Notes:

- (1) any Indebtedness of the Issuer which is by its terms subordinated in right of payment to the Senior Subordinated Notes; and
- (2) any Indebtedness of any Guarantor which is by its terms subordinated in right of payment to the Guarantee of such entity of the Senior Subordinated Notes.

*Subsidiary* means, with respect to any Person:

(1) any corporation, association, or other business entity (other than a partnership, joint venture, limited liability company or similar entity) of which more than 50.0% of the total voting power of shares of Capital Stock entitled (without regard to the occurrence of any contingency) to vote in the election of directors, managers or trustees thereof is at the time of determination owned or controlled, directly or indirectly, by such Person or one or more of the other Subsidiaries of that Person or a combination thereof or is consolidated under GAAP with such Person at such time; and

(2) any partnership, joint venture, limited liability company or similar entity of which:

(a) more than 50.0% of the capital accounts, distribution rights, total equity and voting interests or general or limited partnership interests, as applicable, are owned or controlled, directly or indirectly, by such Person or one or more of the other Subsidiaries of that Person or a combination thereof whether in the form of membership, general, special or limited partnership or otherwise; and

(b) such Person or any Restricted Subsidiary of such Person is a controlling general partner or otherwise controls such entity.

*Total Assets* means the total assets of the Issuer and its Restricted Subsidiaries, determined on a consolidated basis in accordance with GAAP, as shown on the most recent balance sheet of the Issuer or such other Person as may be expressly stated.

*Transaction Agreement* means the Agreement and Plan of Merger, dated as of December 18, 2006 (as amended and restated as of June 7, 2007) by and among Biomet, Inc., LVB Acquisition, LLC, and the Issuer, as the same may be amended prior to the Issue Date.

*Transactions* means the transactions contemplated by the Transaction Agreement, the issuance of the Senior Notes and the Senior Subordinated Notes and borrowings under the Senior Credit Facilities as in effect on the Issue Date.



---

**Table of Contents**

*Treasury Rate* means, as of any Redemption Date, the yield to maturity as of such Redemption Date of United States Treasury securities with a constant maturity (as compiled and published in the most recent Federal Reserve Statistical Release H.15 (519) that has become publicly available at least two Business Days prior to the Redemption Date (or, if such Statistical Release is no longer published, any publicly available source of similar market data)) most nearly equal to the period from the Redemption Date to October 15, 2012; *provided* that if the period from the Redemption Date to such date is less than one year, the weekly average yield on actually traded United States Treasury securities adjusted to a constant maturity of one year will be used.

*Trust Indenture Act* means the Trust Indenture Act of 1939, as amended (15 U.S.C. §§ 77aaa-777bbbb).

*Unrestricted Subsidiary* means:

(1) any Subsidiary of the Issuer which at the time of determination is an Unrestricted Subsidiary (as designated by the Issuer, as provided below); and

(2) any Subsidiary of an Unrestricted Subsidiary.

The Issuer may designate any Subsidiary of the Issuer (including any existing Subsidiary and any newly acquired or newly formed Subsidiary) to be an Unrestricted Subsidiary unless such Subsidiary or any of its Subsidiaries owns any Equity Interests or Indebtedness of, or owns or holds any Lien on, any property of, the Issuer or any Subsidiary of the Issuer (other than solely any Subsidiary of the Subsidiary to be so designated); *provided* that:

(1) any Unrestricted Subsidiary must be an entity of which the Equity Interests entitled to cast at least a majority of the votes that may be cast by all Equity Interests having ordinary voting power for the election of directors or Persons performing a similar function are owned, directly or indirectly, by the Issuer;

(2) such designation complies with the covenants described under *Certain Covenants Limitation on Restricted Payments* ; and

(3) each of (a) the Subsidiary to be so designated and (b) its Subsidiaries has not at the time of designation, and does not thereafter, create, incur, issue, assume, guarantee or otherwise become directly or indirectly liable with respect to any Indebtedness pursuant to which the lender has recourse to any of the assets of the Issuer or any Restricted Subsidiary.

The Issuer may designate any Unrestricted Subsidiary to be a Restricted Subsidiary; *provided* that, immediately after giving effect to such designation, no Default shall have occurred and be continuing and either:

(1) the Issuer could incur at least \$1.00 of additional Indebtedness pursuant to the Fixed Charge Coverage Test; or

(2) the Fixed Charge Coverage Ratio for the Issuer would be equal to or greater than such ratio for the Issuer immediately prior to such designation, in each case on a *pro forma* basis taking into account such designation.

Any such designation by the Issuer shall be notified by the Issuer to the Trustee by promptly filing with the Trustee a copy of the resolution of the board of directors of the Issuer or any committee thereof giving effect to such designation and an Officer's Certificate certifying that such designation complied with the foregoing provisions.

*Voting Stock* of any Person as of any date means the Capital Stock of such Person that is at the time entitled to vote in the election of the board of directors of such Person.

*Weighted Average Life to Maturity* means, when applied to any Indebtedness, Disqualified Stock or Preferred Stock, as the case may be, at any date, the quotient obtained by dividing:

(1) the sum of the products of the number of years from the date of determination to the date of each successive scheduled principal payment of such Indebtedness or redemption or similar payment with respect to such Disqualified Stock or Preferred Stock multiplied by the amount of such payment; by

(2) the sum of all such payments.

## Edgar Filing: SERONO S A - Form 6-K

*Wholly-Owned Subsidiary* of any Person means a Subsidiary of such Person, 100.0% of the outstanding Equity Interests of which (other than directors' qualifying shares) shall at the time be owned by such Person or by one or more Wholly-Owned Subsidiaries of such Person.



---

**Table of Contents**

**BOOK ENTRY, DELIVERY AND FORM**

The certificates representing the notes will be issued in fully registered form without interest coupons (the global notes). The global notes will be deposited with the relevant trustee as a custodian for DTC, as depositary, and registered in the name of such depositary.

Those who participate in this offering may elect to take physical delivery of their certificates (each a certificated security) instead of holding their interests through the global notes (and which are then ineligible to trade through DTC) (collectively referred to herein as the non-global purchasers). Upon the transfer of any certificated security initially issued to a non-global purchaser, such certificated security will, unless the transferee requests otherwise or the global notes have previously been exchanged in whole for certificate securities, be exchanged for an interest in the global notes.

**The Global Notes**

We expect that pursuant to procedures established by DTC (a) upon the issuance of the global notes, DTC or its custodian will credit, on its internal system, the principal amount at maturity of the individual beneficial interests represented by such global notes to the respective accounts of persons who have accounts with such depositary and (b) ownership of beneficial interests in the global notes will be shown on, and the transfer of such ownership will be effected only through, records maintained by DTC or its nominee (with respect to interests of participants) and the records of participants (with respect to interests of persons other than participants). Such accounts initially will be designated by or on behalf of the initial purchasers and ownership of beneficial interests in the global notes will be limited to persons who have accounts with DTC (participants) or persons who hold interests through participants. Holders may hold their interests in the global notes directly through DTC if they are participants in such system, or indirectly through organizations which are participants in such system.

So long as DTC, or its nominee, is the registered owner or holder of the notes, DTC or such nominee, as the case may be, will be considered the sole owner or holder of the notes represented by such global notes for all purposes under the indentures. No beneficial owner of an interest in the global notes will be able to transfer that interest except in accordance with DTC's procedures, in addition to those provided for under the indentures with respect to the notes.

Payments of the principal of, premium (if any), interest (including additional interest) on, the global notes will be made to DTC or its nominee, as the case may be, as the registered owner thereof. None of us, the trustee or any paying agent will have any responsibility or liability for any aspect of the records relating to or payments made on account of beneficial ownership interests in the global notes or for maintaining, supervising or reviewing any records relating to such beneficial ownership interest.

We expect that DTC or its nominee, upon receipt of any payment of principal, premium, if any, interest (including additional interest) on the global notes, will credit participants' accounts with payments in amounts proportionate to their respective beneficial interests in the principal amount of the global notes as shown on the records of DTC or its nominee. We also expect that payments by participants to owners of beneficial interests in the global notes held through such participants will be governed by standing instructions and customary practice, as is now the case with securities held for the accounts of customers registered in the names of nominees for such customers. Such payments will be the responsibility of such participants.

Transfers between participants in DTC will be effected in the ordinary way through DTC's same-day funds system in accordance with DTC rules and will be settled in same day funds. If a holder requires physical delivery of a certificated security for any reason, including to sell notes to persons in states which require physical delivery of the notes, or to pledge such securities, such holder must transfer its interest in a global note, in accordance with the normal procedures of DTC and with the procedures set forth in the indentures. DTC has advised us that it will take any action permitted to be taken by a holder of notes (including the presentation of notes for exchange as described below) only at the direction of one or more participants to whose account the DTC interests in the global notes are credited and only in respect of such portion of the aggregate principal amount of notes as to which such participant or participants has or have given such direction. However, if there is an event of default under the indentures, DTC will exchange the global notes for certificated securities, which it will distribute to its participants and which will be legended as set forth under the heading Notice to Investors in the final offering memoranda relating to the original notes dated September 25, 2007 and October 11, 2007.

**Table of Contents**

DTC has advised us as follows: DTC is a limited purpose trust company organized under the laws of the State of New York, a member of the Federal Reserve System, a clearing corporation within the meaning of the Uniform Commercial Code and a clearing agency registered pursuant to the provisions of Section 17A of the Exchange Act. DTC was created to hold securities for its participants and facilitate the clearance and settlement of securities transactions between participants through electronic book-entry changes in accounts of its participants, thereby eliminating the need for physical movement of certificates. Participants include securities brokers and dealers, banks, trust companies and clearing corporations and certain other organizations. Indirect access to the DTC system is available to others such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a participant, either directly or indirectly ( indirect participants ).

Although DTC has agreed to the foregoing procedures in order to facilitate transfers of interests in the global note among participants of DTC, it is under no obligation to perform such procedures, and such procedures may be discontinued at any time. Neither we nor the trustee will have any responsibility for the performance by DTC or its participants or indirect participants of their respective obligations under the rules and procedures governing their operations.

**Certificated Securities**

Certificated securities shall be issued in exchange for beneficial interests in the global notes (a) if requested by a holder of such interests, (b) if DTC is at any time unwilling or unable to continue as a depository for the global notes and a successor depository is not appointed by us within 90 days or (c) there has occurred and is continuing an event of default under the indentures.

**Table of Contents****CERTAIN UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS**

The following is a summary of certain U.S. federal income tax considerations and, in the case of a Non-U.S. Holder (as defined below), certain U.S. federal estate tax considerations, which may be relevant to persons considering the purchase of notes. This summary is based on the Code, administrative pronouncements, judicial decisions and final, temporary and proposed Treasury regulations, in each case as of the date hereof, changes to any of which subsequent to the date of this prospectus may affect the tax consequences described herein, possibly with retroactive effect. This summary deals only with notes that will be held as capital assets (generally, investment property) and, except where otherwise specifically noted, is only addressed to persons who purchase notes for cash in the initial offering at the initial offering price. It does not address tax considerations applicable to investors that may be subject to special tax rules, such as banks, tax-exempt entities, insurance companies, dealers in securities or currencies, traders in securities electing to mark to market, persons that will hold notes as a position in a straddle or conversion transaction, or as part of a synthetic security or other integrated financial transaction, persons subject to the alternative minimum tax, certain U.S. expatriates, controlled foreign corporations, foreign personal holding companies, passive foreign investment companies, pass-through entities (including partnerships and entities and arrangements classified as partnerships for U.S. federal tax purposes), or U.S. Holders (as defined below) that have a functional currency other than the U.S. dollar.

As used under this heading Certain United States Federal Income Tax Considerations, the term U.S. Holder means a beneficial owner of a note that is for U.S. federal income tax or estate tax purposes (as applicable): (1) an individual citizen or resident of the United States, (2) a U.S. domestic corporation, (3) an estate the income of which is subject to U.S. federal income taxation regardless of its source or (4) a trust if (a) a U.S. court is able to exercise primary supervision over the trust's administration and one or more United States persons (within the meaning of the Code) have the authority to control all of the trust's substantial decisions, or (b) the trust has a valid election in effect under applicable Treasury regulations to be treated as a United States person. As used under this heading Certain United States Federal Income Tax Considerations the term Non-U.S. Holder means a beneficial owner of a note that is an individual, corporation, trust or estate for U.S. federal income tax purposes and is not a U.S. Holder. The following summary applies equally to all notes, except where expressly stated otherwise.

Investors should consult their tax advisors in determining the tax consequences to them of holding notes, including the application to their particular situation of the United States federal income tax considerations discussed below, as well as the application of state, local, foreign or other tax laws.

**Tax Consequences to U.S. Holders*****Payments of Qualified Stated Interest***

Payments or accruals of qualified stated interest (as defined below) on a note will be taxable to a U.S. Holder as ordinary interest income at the time that such payments are accrued or are received (in accordance with the U.S. Holder's method of accounting for U.S. federal income tax purposes). The term qualified stated interest generally means stated interest that is unconditionally payable in cash or property (other than debt instruments of the issuer) at least annually during the entire term of the note at a single fixed rate of interest, or, subject to certain conditions, based on one or more interest indices. Because we will pay interest in cash unconditionally semiannually with respect to the notes, except the senior toggle notes (discussed below under Original Issue Discount), such interest payments will qualify as qualified stated interest.

***Purchase, Sale, Exchange and Retirement***

A U.S. Holder's tax basis in a note generally will equal the cost of such note to such holder, increased by any amounts includible in income by the holder as OID and market discount (as described below) and reduced by any amortized premium (as described below) and any cash payments (other than payments of qualified stated interest) made on such note. Subject to the following paragraph, upon the sale, exchange or retirement of a note, a U.S. Holder generally will recognize gain or loss equal to the difference between the amount realized on the sale, exchange or retirement (not including amounts attributable to accrued qualified stated interest) and the U.S. Holder's tax basis in such note. Except as discussed below with respect to market discount, such gain or loss recognized by a U.S. Holder generally will be long-term capital gain or loss if the U.S. Holder has held the note for more than one year at the time of disposition. Long-term capital gains recognized by non-corporate holders generally are subject to tax at a reduced rate. The deductibility of capital losses is subject to limitations. Payments attributable to accrued qualified stated interest not previously included in income by a U.S. Holder will be taxable as ordinary income.

***Market Discount***

If a U.S. Holder purchases a note for an amount that is less than the note's remaining redemption amount, by 0.25% or more of the remaining redemption amount (or adjusted issue price), multiplied by the number of remaining whole years to maturity, the note will be considered to have market discount. Any gain recognized by the U.S. Holder on the sale, exchange, retirement or other taxable disposition of notes having market

discount generally will be treated as ordinary income to the extent of the market discount that accrued on the note while held by such U.S. Holder.

**Table of Contents**

Alternatively, the U.S. Holder may elect to include market discount in income currently over the life of the note. Such an election will apply to market discount notes acquired by the U.S. Holder on or after the first day of the first taxable year to which such election applies and may be revoked only with the consent of the Internal Revenue Service (the IRS). Market discount will accrue on a straight-line basis unless the U.S. Holder elects to accrue the market discount on a constant-yield method. Unless the U.S. Holder elects to include market discount in income on a current basis, as described above, the U.S. Holder could be required to defer the deduction of a portion of the interest paid on any indebtedness incurred or maintained to purchase or carry the note.

**Table of Contents*****Notes Purchased at a Premium***

A U.S. Holder that purchases a note for an amount in excess of the remaining redemption amount will be considered to have purchased the note at a premium and the OID rules will not apply. Such holder may elect to amortize such premium, as an offset to interest income, using a constant-yield method, over the remaining term of the note. Such election, once made, generally applies to all debt instruments held or subsequently acquired by the U.S. Holder on or after the beginning of the first taxable year to which the election applies. Such election may be revoked only with the consent of the IRS. A U.S. Holder that elects to amortize such premium must reduce its tax basis in a note by the amount of the premium amortized during its holding period. For a U.S. Holder that does not elect to amortize bond premium, the amount of such premium will be included in the U.S. Holder's tax basis when the note matures or is disposed of by the U.S. Holder. Therefore, a U.S. Holder that does not elect to amortize premium and holds the note to maturity will generally be required to treat the premium as capital loss when the note matures.

***Information Reporting and Backup Withholding***

Under current U.S. federal income tax law, information reporting requirements apply with respect to payments made to U.S. Holders of principal, interest and OID on (and to the proceeds of sales of) notes unless an exemption exists. In addition, U.S. Holders who are not exempt will be subject to backup withholding tax (currently at a rate of 28%) in respect of such payments if, among other things, they do not provide their correct taxpayer identification numbers to us or our paying agent. All individuals are subject to these requirements. In general, corporations are exempt from these requirements.

Backup withholding tax is not an additional tax and may be credited against a U.S. Holder's U.S. federal income tax liability (and may entitle the U.S. Holder to a refund), provided that correct information is timely provided to the IRS.

***Tax Consequences to Non-U.S. Holders******Tax Consequences***

Under U.S. federal income tax law, and subject to the discussion below concerning backup withholding, no withholding of U.S. federal income tax generally will be required with respect to the payment by us or our paying agent on a note owned by a Non-U.S. Holder of interest (including OID, if any) that qualifies as portfolio interest. Interest on a note owned by a Non-U.S. Holder will qualify as portfolio interest, provided that (1) such interest is not effectively connected with the conduct of such U.S. Holder's U.S. trade or business, (2) such Non-U.S. Holder does not actually or constructively own 10% or more of the total combined voting power of all classes of our stock entitled to vote, (3) such Non-U.S. Holder is not a controlled foreign corporation that is related to us actually or constructively through stock ownership, and (4) such Non-U.S. Holder provides a statement signed under penalties of perjury that includes its name and address and certifies that it is a Non-U.S. Holder in compliance with applicable requirements generally made, under current procedures, on IRS Form W-8BEN (or satisfies certain documentary evidence requirements for establishing that it is a Non-U.S. Holder).

A Non-U.S. Holder with interest income (including OID, if any) that does not qualify as portfolio interest will be subject to a 30% U.S. federal withholding tax unless, under current procedures, it delivers a properly completed IRS Form W-8ECI (stating that interest paid on its notes is not subject to withholding tax because it is effectively connected to its conduct of a trade or business in the U.S.) or IRS Form W-8BEN (claiming an exemption from or reduction in withholding tax under an applicable income tax treaty).

A Non-U.S. Holder will generally not be subject to U.S. federal income tax on any gain realized on the sale, exchange or redemption of a note, unless (1) such gain is effectively connected with the conduct by the Non-U.S. Holder of a trade or business in the United States (and, if an income tax treaty applies, is attributable to a U.S. permanent establishment) or (2) in the case of gain realized by an individual holder, the holder is present in the United States for 183 days or more in the taxable year of the retirement or disposition and certain other conditions are met.

A Non-U.S. Holder generally will be taxed in the same manner as a U.S. Holder with respect to interest income (including OID, if any) or gain that is effectively connected with its U.S. trade or business and, if required by an applicable income tax treaty, that is attributable to its U.S. permanent establishment, unless an applicable income tax treaty provides otherwise. In addition, under certain circumstances, effectively connected earnings and profits of a corporate Non-U.S. Holder may be subject to a branch profits tax imposed at a 30% rate or at such lower rate as may be specified by an applicable income tax treaty.

A note beneficially owned by an individual who at the time of death is not a U.S. citizen or a resident of the U.S. (as specifically defined for U.S. federal estate tax purposes) will generally not be subject to U.S. federal estate tax as a result of such individual's death, provided that, at the time of such individual's death, any interest paid on the note would have qualified for an exemption from U.S. federal income tax as portfolio interest,

## Edgar Filing: SERONO S A - Form 6-K

as described in more detail above (except that a statement of an individual's Non-U.S. Holder status, otherwise required to qualify for the portfolio interest exemption, is not required for this exemption from U.S. federal estate tax).

**Table of Contents**

***Information Reporting and Backup Withholding***

U.S. information reporting requirements and backup withholding tax will not apply to payments on a note (and proceeds from the sale of a note) if the beneficial owner (1) certifies its Non-U.S. Holder status under penalties of perjury, generally made, under current procedures, on IRS Form W-8BEN, or satisfies documentary evidence requirements for establishing that it is a Non-U.S. Holder or (2) otherwise establishes an exemption.



**Table of Contents**

**PLAN OF DISTRIBUTION**

This prospectus is to be used by Goldman, Sachs & Co. and its affiliates in connection with offers and sales of the notes in market-making transactions effected from time to time.

Goldman, Sachs & Co. or its affiliates may act as principal or agent in such transactions, including as agent for the counterparty when acting as principal or as agent for both counterparties, and may receive compensation in the form of discounts and commissions, including from both counterparties, when it acts as agents for both. Such sales will be made at prevailing market prices at the time of sale, at price related thereto or at negotiated prices. We will not receive any of the proceeds from such sales.

As of September 17, 2012, entities affiliated with Goldman, Sachs & Co. beneficially owned approximately 23.84% of our common stock. Pursuant to our shareholders agreement, such entities have a right to designate a specified number of individuals to serve on our Board of Directors. Goldman, Sachs & Co. and its affiliates may in the future engage in commercial and/or investment banking transactions with us and our affiliates. Goldman, Sachs & Co. acted as an initial purchaser in connection with the original sale of the notes on September 25, 2007 and October 16, 2007 and received a customary underwriting discount in connection with each of those transactions. Goldman, Sachs & Co. and its affiliates currently own, and may from time to time trade, the notes for its own account in connection with its principal activities. Such sales may be made pursuant to this prospectus or otherwise pursuant to an applicable exemption from registration. Additionally, in the future Goldman, Sachs & Co. and its affiliates may, from time to time, own notes as a result of their market-making activities.

Goldman, Sachs & Co. has informed us that they do not intend to confirm sales of the securities to any accounts over which they exercise discretionary authority without the prior specific written approval of such transactions by the customer.

We have been advised by Goldman, Sachs & Co. that subject to applicable laws and regulations they currently intend to make a market in the notes. However, Goldman, Sachs & Co. is not obligated to do so, and any such market-making may be interrupted or discontinued at any time without notice. In addition, such market-making activity will be subject to the limits imposed by the Securities Act and the Exchange Act. We cannot assure you that an active trading market will be sustained.

Pursuant to registration rights agreements entered into between us and Goldman, Sachs & Co., we have agreed to indemnify Goldman, Sachs & Co. against certain liabilities, including liabilities under the Securities Act. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to our directors, officers or controlling persons pursuant to the foregoing provisions, we have been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is therefore unenforceable.

---

**Table of Contents**

**LEGAL MATTERS**

The validity of the notes and the related guarantees offered hereby has been passed upon for us by Cleary Gottlieb Steen & Hamilton LLP, New York, New York. Certain partners of Cleary Gottlieb Steen & Hamilton LLP are members of a limited liability company that is an investor in one or more investment funds advised by TPG, including investment funds that have a beneficial equity interest in the Company. Cleary Gottlieb Steen & Hamilton LLP represents TPG in connection with legal matters. Kirkland & Ellis LLP have passed upon certain matters governed by the laws of the State of California, Edwards Angell Palmer & Dodge LLP have passed upon certain matters governed by the laws of the State of Florida and Taft Stettinius & Hollister LLP have passed upon certain matters governed by the laws of the State of Indiana.

**EXPERTS**

The consolidated financial statements and the related financial statement schedule, incorporated in this Prospectus by reference from the Company's Annual Report on Form 10-K for the fiscal year ended May 31, 2012, have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report dated August 20, 2012, which is incorporated herein by reference. Such financial statements and financial statement schedule have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

**INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE**

Some of the information that you may want to consider in deciding whether to invest in the notes is not included in this prospectus, but rather is incorporated by reference to certain reports that we have filed with the SEC. This permits us to disclose important information to you by referring to those documents rather than repeating them in full in the prospectus. The information incorporated by reference in this prospectus contains important business and financial information. We incorporate by reference our Annual Report on Form 10-K for the fiscal year ended May 31, 2012 (other than documents or information deemed to have been furnished and not filed in accordance with SEC rules).

Statements contained in this prospectus as to the contents of any contract or other document referred to in this prospectus do not purport to be complete and where reference is made to the particular provisions of such contract or other document, such provisions are qualified in all respects by reference to all of the provisions of such contract or other document.

We will provide to each person to whom a prospectus is delivered, a copy of any or all of the reports or documents that have been incorporated by reference in this prospectus, other than exhibits to such documents unless such exhibits have been specifically incorporated by reference thereto. You may request a copy of these reports or documents, at no cost, by writing or telephoning us at the following address:

Investor Relations

Biomet, Inc.

56 East Bell Drive

P.O. Box 587

Warsaw, IN 46581-0587

(574) 267-6639

You may also view and print these documents on the Investors portion of our website located at [www.biomet.com](http://www.biomet.com).

The information in this prospectus may not contain all of the information that may be important to you. You should read the entire prospectus, as well as the documents incorporated by reference in the prospectus, before making an investment decision.

**Table of Contents****PART II****INFORMATION NOT REQUIRED IN PROSPECTUS****Item 13. Other Expenses of Issuance and Distribution.**

The registration rights agreements relating to the securities of the registrants being registered hereby provide that Biomet, Inc. will bear all expenses in connection with the performance of its obligations relating to the market-making activities of Goldman, Sachs & Co. and its affiliates. These estimated expenses are as follows:

Printing expenses	\$ 85,000
Legal fees	400,000
Accounting fees	190,000
Miscellaneous	20,000
<b>Total</b>	<b>\$ 695,000</b>

**Item 14. Indemnification of Directors and Officers.**

*California Registrant: Interpore Cross International, LLC is a limited liability company organized under the laws of California.*

Interpore Cross International, LLC ( Interpore Cross ) is organized under the laws of the State of California. Section 17155 of the California Beverly-Killea Limited Liability Company Act provides that, except for a breach of a manager's fiduciary duties of loyalty and care owed to the limited liability company and to its members, the articles of organization or written operating agreement of a California limited liability company may provide for indemnification of any person, including, without limitation, any manager, member, officer, employee, or agent of the limited liability company, against judgments, settlements, penalties, fines, or expenses of any kind incurred as a result of acting in that capacity.

The Limited Liability Agreement of Interpore Cross (the Interpore Cross LLC Agreement ) provides that to the fullest extent permitted by law, Interpore Cross shall indemnify and hold harmless each of Interpore Spine, Ltd., as the sole member of Interpore Cross, the managers, and any other officers, directors, shareholders, partners, employees, affiliates, representatives, or agents of any of the foregoing, or any officer, employee, representative, or agent of Interpore Cross (each, a Covered Person ) from and against any and all losses, claims, demands, liabilities, expenses, judgments, fines, settlements, and other amounts arising from any and all claims, demands, actions, suits, or proceedings, civil, criminal, administrative, or investigative ( Claims ), in which each Covered Person may be involved, threatened to be involved, as a party or otherwise, by reason of its management of the affairs of Interpore Cross or which relates to or arises out of Interpore Cross or its property, business, or affairs. Pursuant to the Interpore Cross LLC Agreement, a Covered Person shall not be entitled to indemnification with respect to (i) any Claim with respect to which such Covered Person has engaged in fraud, willful misconduct, bad faith, or gross negligence or (ii) any Claim initiated by such Covered Person unless such Claim (or part thereof) (A) was brought to enforce such Covered Person's rights to indemnification hereunder or (B) was authorized or consented to by the Board. Expenses incurred by a Covered Person in defending any Claim shall be paid by Interpore Cross in advance of the final disposition of such Claim upon receipt by Interpore Cross of an undertaking by or on behalf of such Covered Person to repay such amount if it shall be ultimately determined that such Covered Person is not entitled to be indemnified by Interpore Cross.

The Interpore Cross LLC Agreement also provides that, notwithstanding any other provisions of the Interpore Cross LLC Agreement, whether express or implied, or any obligation or duty at law or in equity, none of the Covered Persons shall be liable to Interpore Cross or any other person for any act or omission (in relation to Interpore Cross, its property, or the conduct of its business or affairs, the Interpore Cross LLC Agreement, any related document, or any transaction or investment contemplated thereby) taken or omitted by a Covered Person in the reasonable belief that such act or omission is in or is not contrary to the best interests of Interpore Cross and is within the scope of authority granted to such Covered Person by the Interpore Cross LLC Agreement, provided such act or omission does not constitute fraud, willful misconduct, bad faith, or gross negligence.



---

## **Table of Contents**

### ***Delaware Registrants:***

**(a) Bioelectron, Inc., Biomet Europe Ltd., Biomet International Ltd., Interpore Spine Ltd. and Kirschner Medical Corporation are each incorporated under the laws of Delaware.**

Section 145 of the Delaware General Corporation Law (the "DGCL") grants each corporation organized thereunder the power to indemnify any person who is or was a director, officer, employee or agent of a corporation or enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of being or having been in any such capacity, if he acted in good faith in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

Section 102(b)(7) of the DGCL enables a corporation in its certificate of incorporation or an amendment thereto to eliminate or limit the personal liability of a director to the corporation or its shareholders for monetary damages for violations of the director's fiduciary duty of care, except (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL (providing for liability of directors for unlawful payment of dividends or unlawful stock purchases or redemptions) or (iv) for any transaction from which a director derived an improper personal benefit.

The certificate of incorporation and/or bylaws of the Delaware corporate registrants indemnify, to the fullest extent permitted by law, every director and officer made a party to a proceeding by reason of their position as a director or officer against all liability incurred by such individual in connection with the proceeding, except where the individual failed to meet the standard of conduct for indemnification specified by law. Such indemnification also extends to the payment for reasonable expenses incurred by the director or officer in connection with any proceeding in advance of final disposition thereof, but the bylaws of Interpore Spine, Ltd. and Kirschner Medical Corporation provide that such advancement of expenses is upon receipt of an undertaking by such director or officer to repay such amount if it is ultimately determined that he is not entitled to indemnification. Furthermore, a director or officer who is wholly successful, on the merits or otherwise, in the defense of any such proceeding is entitled to indemnification as a matter of right against reasonable expenses incurred by such individual in connection with such proceeding. The indemnification and advancement of expenses provided for by the certificate of incorporation and/or bylaws of the Delaware corporate registrants is not exclusive of any other rights, by contract or otherwise, relating to indemnification or advance of expenses that such individuals may have against the Delaware corporate registrants.

Neither the certificate of incorporation nor the bylaws of Biomet Europe Ltd. provide for indemnification of directors or officers.

The certificates of incorporation of Bioelectron, Inc., Interpore Spine, Ltd. and Kirschner Medical Corp. eliminate their directors' personal liability to the corporation or its shareholders with respect to acts or omissions in the performance of their duties as director of the corporation, except for personal liability for (i) a breach of the directors' duties of loyalty to the corporations or their shareholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL or (iv) for any transaction from which a director derived an improper personal benefit.

**(b) Cross Medical Products, LLC, EBI Holdings, LLC, EBI Medical Systems, LLC, and Electro-Biology, LLC are each organized as limited liability companies under the laws of Delaware.**

Section 18-108 of the Delaware Limited Liability Company Act empowers a Delaware limited liability company to indemnify and hold harmless any member or manager of the limited liability company from and against any and all claims and demands whatsoever.

The operating agreements of each of the Delaware limited liability companies provide for the indemnification to the fullest extent permitted by law of the Members, Managers or any officers, directors, shareholders, partners, employees, affiliates, representatives or agents of any of the foregoing, as well as any officer, employee, representative or agent of the limited liability company (individually, a "Covered Person", and collectively, "Covered Persons"). Each Covered Person is indemnified against any claims, liabilities, expenses, judgments, settlements or other amounts arising in any proceedings, whether civil, criminal, administrative or investigative in which the Covered Person is involved by reason of its management of the affairs of the limited liability company or which relates to or arises out of the limited liability company or its property, business or affairs. A Covered Person is not entitled to indemnification for such claim if such Covered Person engaged in fraud, willful misconduct, bad faith or gross negligence or if such claim was initiated by such Covered Person (unless the claim was brought to enforce such Covered Person's right to indemnification or authorized by the Board). The limited liability company must pay expenses incurred by such Covered Person in defending against any claim in advance of the disposition of the claim upon receipt by the limited liability company of an undertaking of the Covered Person to repay any amounts advanced if it is ultimately determined that Covered Person is not entitled to indemnification.



---

**Table of Contents**

**Florida Registrants: Biomet 3i, LLC, Biomet Microfixation, LLC and Biomet Florida Services, LLC are each organized as limited liability companies under the laws of Florida.**

Section 608.4229(1) of the Florida Limited Liability Company Act provides that a limited liability company may, and shall have the power to, but shall not be required to, indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever. Notwithstanding that provision, indemnification or advancement of expenses shall not be made to or on behalf of any member, manager, managing member, officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such member, manager, managing member, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following: (a) a violation of criminal law, unless the member, manager, managing member, officer, employee, or agent had no reasonable cause to believe such conduct was unlawful; (b) a transaction from which the member, manager, managing member, officer, employee, or agent derived an improper personal benefit; (c) in the case of a manager or managing member, a circumstance under which the liability provisions of Section 608.426 are applicable; or (d) willful misconduct or a conscious disregard for the best interests of the limited liability company in a proceeding by or in the right of the limited liability company to procure a judgment in its favor or in a proceeding by or in the right of a member.

Article VIII of the operating agreements of each of Biomet 3i, LLC, Biomet Microfixation, LLC and Biomet Florida Services, LLC provides for the limitation of personal liability of the managers and members thereof as follows:

To the fullest extent permitted by law, the Company shall indemnify and hold harmless each member and manager, and any officers, directors, shareholders, partners, employees, affiliates, representatives or agents thereof ( Covered Person ) from and against any and all losses, claims, demands, liabilities, expenses, judgments, fines, settlements and other amounts arising from any and all claims, demands, actions, suits or proceedings, civil, criminal, administrative or investigative ( Claims ), in which the Covered Person may be involved, or threatened to be involved, as a party or otherwise, by reason of its management of the affairs of the Company or which relates to or arises out of the Company or its property, business or affairs. A Covered Person shall not be entitled to indemnification under this Section 8.2 with respect to (i) any Claim with respect to which such Covered Person has engaged in fraud, willful misconduct, bad faith or gross negligence or (ii) any Claim initiated by such Covered Person unless such Claim (or part thereof) (A) was brought to enforce such Covered Person's rights to indemnification hereunder or (B) was authorized or consented to by the Board. Expenses incurred by a Covered Person in defending any Claim shall be paid by the Company in advance of the final disposition of such Claim upon receipt by the Company of an undertaking by or on behalf of such Covered Person to repay such amount if it shall be ultimately determined that such Covered Person is not entitled to be indemnified by the Company as authorized by this Section 8.2.

***Indiana Registrants:***

**(a) Biomet, Inc., Biomet Leasing Inc. and Biomet Manufacturing Corporation are each incorporated under the laws of Indiana.**

Chapter 37 of the Indiana Business Corporation Law provides that a corporation, unless limited by its Articles of Incorporation, is required to indemnify its directors and officers against reasonable expenses incurred in the wholly successful defense of any proceeding to which the director or officer was a party because of serving as a director or officer of the corporation.

Chapter 37 of the Indiana Business Corporation Law also provides that a corporation may voluntarily undertake to provide for indemnification of its directors and, unless otherwise provided in the articles of incorporation, its officers, employees and agents against any and all liability and reasonable expense that may be incurred by them, arising out of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, in which they may become involved by reason of being or having been a director or officer if (i) such persons acted in good faith, (ii) such persons reasonably believed their actions, in the case of their actions in their official capacity with the corporation, to be in the best interests of the corporation and, in all other cases, to be at least not opposed to its best interests, and (iii) in any criminal action, such persons had reasonable cause to believe their conduct was lawful, or had no reasonable cause to believe that their conduct was unlawful. A corporation may advance or reimburse reasonable expenses incurred by persons entitled to indemnification, in advance of final disposition, if such persons furnish the corporation with a written affirmation of their good faith belief that the applicable standard of conduct was observed, accompanied by a written undertaking to repay the advance if it is ultimately determined that the applicable standards were not met. Unless such persons have been successful in the defense of a proceeding, a corporation may not indemnify such persons unless authorized in the specific case after a determination has been made that indemnification of such persons is permissible in the circumstances because such persons met the standard of conduct set forth under the law.

The articles of incorporation and/or bylaws of all the Indiana corporate registrants indemnify any directors or officers made a party to a proceeding by reason of their position as director or officer against liability incurred by such persons in connection with the proceeding, except where the persons failed to meet the standard of conduct for indemnification specified by law. Such indemnification extends to the payment for or reimbursement of reasonable expenses incurred by the directors or officers in advance of final disposition of the proceeding. Such

## Edgar Filing: SERONO S A - Form 6-K

indemnification also extends, as a matter of right, to the payment of reasonable expenses incurred by directors or officers who are wholly successful, on the merits or otherwise, in defense of such proceeding.

II-3



**Table of Contents**

**(b) Biomet Biologics, LLC, Biomet Fair Lawn LLC, EBI, LLC, Biomet Orthopedics, LLC, Biomet Sports Medicine, LLC, Biomet Trauma, LLC., Biomet U.S. Reconstruction, LLC and Implant Innovations Holdings, LLC are each organized as limited liability companies under the laws of Indiana.**

Chapter 2 of the Indiana Business Flexibility Act provides that, subject to any standards and restrictions set forth in a company's operating agreement, a limited liability company may indemnify and hold harmless any member, manager, agent or employee from and against any and all claims and demands, unless the action or failure to act for which indemnification is sought constitutes willful misconduct or recklessness.

The operating agreements of all the Indiana limited liability company registrants indemnify, to the fullest extent permitted by law, any member, manager, officer, director, employee or agent of the company, and any officer, director, shareholder, partner, employee, affiliate, representative or agent of any member or manager of the company, from and against any and all losses, claims, demands, liabilities, expenses, judgments, fines, settlements and other amounts arising from any and all claims, demands, actions, suits or proceedings, civil, criminal, administrative or investigative, in which such persons may be involved, or threatened to be involved, as a party or otherwise, by reason of such persons management of the affairs of the company or which relates to or arises out of the company or its property, business or affairs. Such indemnification shall not be allowed with respect to (i) any claim with respect to which such persons have engaged in fraud, willful misconduct, bad faith or gross negligence or (ii) any claim initiated by such persons unless such claim (A) was brought to enforce such persons' rights to indemnification under the operating agreements or (B) was authorized or consented to by the Board of the company. Expenses incurred by such persons in defending any claim shall be paid by the company in advance of the final disposition of such claim upon receipt by the company of an undertaking by or on behalf of such persons to repay such amount if it shall be ultimately determined that such persons were not entitled to be indemnified by the company as authorized by the operating agreements.

***Certain Other Arrangements***

Biomet, Inc. maintains a directors' and officers' liability insurance policy that covers the directors, officers, managers and members of each of the registrants in amounts that Biomet, Inc. believes are customary in its industry, including for liabilities in connection with the registration, offering and sale of the notes.

In addition, pursuant to the Management Services Agreement entered into with certain affiliates of the Sponsors, the Company has agreed to customary exculpation and indemnification provisions for the benefit of the managers and their affiliates.

On January 11, 2010, the Company and LVB Acquisition, Inc. entered into an indemnification priority agreement with the Sponsors (or certain affiliates designated by the Sponsors) pursuant to which the Company and LVB Acquisition, Inc. clarified certain matters regarding the existing indemnification and advancement of expenses rights provided by the Company and LVB Acquisition, Inc. pursuant to their respective charters and the management services agreement described above. In particular, pursuant to the terms of the indemnification agreement, the Company acknowledged that as among the Company, LVB Acquisition, Inc. and the Sponsors and their respective affiliates, the obligation to indemnify or advance expenses to any director appointed by any of the Sponsors will be payable in the following priority: The Company will be the primary source of indemnification and advancement; LVB Acquisition, Inc. will be the secondary source of indemnification and advancement; and any obligation of a Sponsor-affiliated indemnitor to indemnify or advance expenses to such director will be tertiary to the Company's and, then, LVB Acquisition, Inc. obligations. In the event that either the Company or LVB Acquisition, Inc. fails to indemnify or advance expenses to any such director in contravention of its obligations, and any Sponsor-affiliated indemnitor makes any indemnification payment or advancement of expenses to such director on account of such unpaid liability, such Sponsor-affiliated indemnitor will be subrogated to the rights of such director under any such Company or LVB Acquisition, Inc. indemnification agreement.

**Item 15. Recent Sales of Unregistered Securities.**

Since September 1, 2009, the registrants have issued and sold the following securities without registration under the Securities Act.

On July 25, 2012, Biomet, Inc. sold \$1,000,000,000 aggregate principal amount of 6.5% senior notes due 2020 to Goldman, Sachs & Co.; Barclays Capital Inc.; J.P. Morgan Securities LLC; Merrill Lynch, Pierce, Fenner & Smith Incorporated; Citigroup Global Markets Inc.; Wells Fargo Securities, LLC; HSBC Securities (USA) Inc.; ING Financial Markets LLC; Natixis Securities Americas LLC; RBC Capital Markets, LLC; SMBC Nikko Capital Markets Limited; and UBS Securities LLC (collectively, the "Initial Purchasers") for aggregate consideration of \$982,500,000, representing an aggregate underwriting discount of \$17,500,000 from the aggregate offering price of \$1,000,000,000 at which the Initial Purchasers subsequently resold the notes to investors. The sale to the Initial Purchasers was made in reliance on the exemption from registration set forth in Section 4(2) of the Securities Act. The Initial Purchasers resold the notes (i) to qualified institutional buyers in compliance with Rule 144A under the Securities Act and (ii) outside the United States to non-U.S. persons in offshore transactions in compliance with Regulation S under the Securities Act.

**Item 16. Exhibits and Financial Statement Schedules.**

(a) Exhibits

See the Exhibit Index immediately following the signature pages included in this Registration Statement.

(b) Financial Statement Schedules

None.

**Item 17. Undertakings.**

Each of the undersigned registrants hereby undertakes:

(1) to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

---

**Table of Contents**

(ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof;

(3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering;

(4) that, for the purpose of determining liability under the Securities Act of 1933 to any purchaser, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use;

(5) that, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities;

the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrants have been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Biomet, Inc. has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Warsaw, State of Indiana, on the 17<sup>th</sup> day of September, 2012.

**BIOMET, INC.**

By: /s/ JEFFREY R. BINDER  
**Jeffrey R. Binder**  
 President and Chief Executive Officer

**POWER OF ATTORNEY**

We, the undersigned directors and officers of Biomet, Inc. do hereby constitute and appoint Jeffrey R. Binder, Bradley J. Tandy and Daniel P. Florin, and any of them, the true and lawful attorneys-in-fact and agents of the undersigned, to do any and all acts and things in our name and on our behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys-in-fact and agents, or any of them, may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments) hereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, including any filings pursuant to Rule 462(b) under the Securities Act of 1933, and we do hereby ratify and confirm all that said attorneys-in-fact and agents, and any of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
/s/ JEFFREY R. BINDER <b>Jeffrey R. Binder</b>	President (Principal Executive Officer) and Chief Executive Officer	September 17, 2012
/s/ DANIEL P. FLORIN <b>Daniel P. Florin</b>	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	September 17, 2012
/s/ DAVID McVEIGH <b>David McVeigh</b>	Director	September 17, 2012
/s/ JONATHAN J. COSLET <b>Jonathan J. Coslet</b>	Director	September 17, 2012
/s/ MICHAEL DAL BELLO <b>Michael Dal Bello</b>	Director	September 17, 2012
/s/ ADRIAN JONES <b>Adrian Jones</b>	Director	September 17, 2012

Edgar Filing: SERONO S A - Form 6-K

/s/ MICHAEL MICHELSON

Director

September 17, 2012

**Michael Michelson**

/s/ DANE A. MILLER

Director

September 17, 2012

**Dane A. Miller, Ph.D.**

**Table of Contents**

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
/s/ MAX C. LIN <b>Max C. Lin</b>	Director	September 17, 2012
/s/ TODD SISITSKY <b>Todd Sisitsky</b>	Director	September 17, 2012
/s/ ANDREW Y. RHEE <b>Andrew Y. Rhee</b>	Director	September 17, 2012

**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Bioelectron, Inc. has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Warsaw, State of Indiana, on the 17<sup>th</sup> day of September, 2012.

**BIOELECTRON, INC.**

By: /s/ MICHAEL T. HODGES  
**Michael T. Hodges**  
 Treasurer

**POWER OF ATTORNEY**

We, the undersigned directors and officers of Bioelectron, Inc., do hereby constitute and appoint Bradley J. Tandy and Michael T. Hodges, either of them, the true and lawful attorneys-in-fact and agents of the undersigned, to do any and all acts and things in our name and on our behalf in our capacity as directors and officers and to execute any and all instruments for us and in our name in the capacity indicated below, which said attorneys-in-fact and agents, or either of them, may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or in our name in the capacity indicated below, any and all amendments (including post-effective amendments) hereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, including any filings pursuant to Rule 462(b) under the Securities Act of 1933, and we do hereby ratify and confirm all that said attorney-in-facts and agents, or either of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Capacity	Date
/s/ ADAM JOHNSON  <b>Adam Johnson</b>	President (Principal Executive Officer)	September 17, 2012
/s/ MICHAEL T. HODGES  <b>Michael T. Hodges</b>	Director and Treasurer (Principal Financial Officer and Principal Accounting Officer)	September 17, 2012
/s/ BRADLEY J. TANDY  <b>Bradley J. Tandy</b>	Director and Secretary	September 17, 2012
/s/ JEFFREY R. BINDER  <b>Jeffrey R. Binder</b>	Director	September 17, 2012

**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Biomet 3i, LLC has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Warsaw, State of Indiana, on the 17<sup>th</sup> day of September, 2012.

**BIOMET 3i, LLC**

By: /s/ MICHAEL T. HODGES  
**Michael T. Hodges**  
 Treasurer

**POWER OF ATTORNEY**

We, the undersigned managers and officers of Biomet 3i, LLC do hereby constitute and appoint Bradley J. Tandy and Michael T. Hodges, and any of them, the true and lawful attorneys-in-fact and agents of the undersigned, to do any and all acts and things in our name and on our behalf in our capacities as managers and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys-in-fact and agents, or any of them, may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments) hereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, including any filings pursuant to Rule 462(b) under the Securities Act of 1933, and we do hereby ratify and confirm all that said attorneys-in-fact and agents, and any of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
/s/ MARGARET ANDERSON <b>Margaret Anderson</b>	President (Principal Executive Officer)	September 17, 2012
/s/ JEFFREY R. BINDER <b>Jeffrey R. Binder</b>	Manager	September 17, 2012
/s/ BRADLEY J. TANDY <b>Bradley J. Tandy</b>	Manager and Secretary	September 17, 2012
/s/ EDWARD G. SABIN <b>Edward G. Sabin</b>	Chief Financial Officer (Principal Financial Officer)	September 17, 2012
/s/ MICHAEL T. HODGES <b>Michael T. Hodges</b>	Manager and Treasurer (Principal Accounting Officer)	September 17, 2012



**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Biomet Biologics, LLC has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Warsaw, State of Indiana, on the 17<sup>th</sup> day of September, 2012.

**BIOMET BIOLOGICS, LLC**

By: /s/ MICHAEL T. HODGES  
**Michael T. Hodges**  
 Treasurer

**POWER OF ATTORNEY**

We, the undersigned managers and officers of Biomet Biologics, LLC do hereby constitute and appoint Bradley J. Tandy and Michael T. Hodges, and any of them, the true and lawful attorneys-in-fact and agents of the undersigned, to do any and all acts and things in our name and on our behalf in our capacities as managers and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys-in-fact and agents, or any of them, may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments) hereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, including any filings pursuant to Rule 462(b) under the Securities Act of 1933, and we do hereby ratify and confirm all that said attorneys-in-fact and agents, and any of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
/s/ JOEL HIGGINS <b>Joel Higgins</b>	President (Principal Executive Officer)	September 17, 2012
/s/ JEFFREY R. BINDER <b>Jeffrey R. Binder</b>	Manager	September 17, 2012
/s/ BRADLEY J. TANDY <b>Bradley J. Tandy</b>	Manager and Secretary	September 17, 2012
/s/ MICHAEL T. HODGES <b>Michael T. Hodges</b>	Manager and Treasurer (Principal Financial Officer and Principal Accounting Officer)	September 17, 2012

**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Biomet Europe Ltd. has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Warsaw, State of Indiana, on the 17<sup>th</sup> day of September, 2012.

**BIOMET EUROPE LTD.**

By: /s/ MICHAEL T. HODGES  
**Michael T. Hodges**  
 Treasurer

**POWER OF ATTORNEY**

We, the undersigned directors and officers of Biomet Europe Ltd., do hereby constitute and appoint Bradley J. Tandy and Michael T. Hodges, either of them, the true and lawful attorneys-in-fact and agents of the undersigned, to do any and all acts and things in our name and on our behalf in our capacity as directors and officers and to execute any and all instruments for us and in our name in the capacity indicated below, which said attorneys-in-fact and agents, or either of them, may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or in our name in the capacity indicated below, any and all amendments (including post-effective amendments) hereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, including any filings pursuant to Rule 462(b) under the Securities Act of 1933, and we do hereby ratify and confirm all that said attorney-in-facts and agents, or either of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
/s/ RENAAT VERMEULEN <b>Renaat Vermeulen</b>	Managing Director (Principal Executive Officer)	September 17, 2012
/s/ MICHAEL T. HODGES <b>Michael T. Hodges</b>	Director, Vice President and Treasurer (Principal Financial Officer and Principal Accounting Officer)	September 17, 2012
/s/ BRADLEY J. TANDY <b>Bradley J. Tandy</b>	Director and Secretary	September 17, 2012
/s/ JEFFREY R. BINDER <b>Jeffrey R. Binder</b>	Director	September 17, 2012

**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Biomet Fair Lawn LLC has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Warsaw, State of Indiana, on the 17<sup>th</sup> day of September, 2012.

**BIOMET FAIR LAWN LLC**

By: /s/ MICHAEL T. HODGES  
**Michael T. Hodges**  
 Treasurer

**POWER OF ATTORNEY**

We, the undersigned managers and officers of Biomet Fair Lawn, LLC do hereby constitute and appoint Bradley J. Tandy and Michael T. Hodges, and any of them, the true and lawful attorneys-in-fact and agents of the undersigned, to do any and all acts and things in our name and on our behalf in our capacities as managers and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys-in-fact and agents, or any of them, may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments) hereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, including any filings pursuant to Rule 462(b) under the Securities Act of 1933, and we do hereby ratify and confirm all that said attorneys-in-fact and agents, and any of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
/s/ JEFFREY R. BINDER  <b>Jeffrey R. Binder</b>	President and Manager (Principal Executive Officer)	September 17, 2012
/s/ MICHAEL T. HODGES  <b>Michael T. Hodges</b>	Treasurer and Manager (Principal Financial Officer and Principal Accounting Officer)	September 17, 2012
/s/ BRADLEY J. TANDY  <b>Bradley J. Tandy</b>	Manager and Secretary	September 17, 2012

**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Biomet International Ltd. has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Warsaw, State of Indiana, on the 17<sup>th</sup> day of September, 2012.

**BIOMET INTERNATIONAL LTD.**

By: /s/ MICHAEL T. HODGES  
**Michael T. Hodges**  
 Treasurer

**POWER OF ATTORNEY**

We, the undersigned directors and officers of Biomet International Ltd., do hereby constitute and appoint Bradley J. Tandy and Michael T. Hodges, and any of them, the true and lawful attorneys-in-fact and agents of the undersigned, to do any and all acts and things in our name and on our behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys-in-fact and agents, or any of them, may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments) hereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, including any filings pursuant to Rule 462(b) under the Securities Act of 1933, and we do hereby ratify and confirm all that said attorneys-in-fact and agents, and any of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
/s/ WILBER C. BOREN, IV <b>Wilber C. Boren, IV</b>	President (Principal Executive Officer)	September 17, 2012
/s/ MICHAEL T. HODGES <b>Michael T. Hodges</b>	Director and Treasurer (Principal Financial Officer and Principal Accounting Officer)	September 17, 2012
/s/ BRADLEY J. TANDY <b>Bradley J. Tandy</b>	Director and Secretary	September 17, 2012
/s/ JEFFREY R. BINDER <b>Jeffrey R. Binder</b>	Director	September 17, 2012

**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Biomet Leasing, Inc. has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Warsaw, State of Indiana, on the 17<sup>th</sup> day of September, 2012.

**BIOMET LEASING, INC.**

By: /s/ BRADLEY J. TANDY  
**Bradley J. Tandy**  
 President

**POWER OF ATTORNEY**

We, the undersigned directors and officers of Biomet Leasing, Inc., do hereby constitute and appoint Bradley J. Tandy and Michael T. Hodges, and any of them, the true and lawful attorneys-in-fact and agents of the undersigned, to do any and all acts and things in our name and on our behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys-in-fact and agents, or any of them, may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments) hereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, including any filings pursuant to Rule 462(b) under the Securities Act of 1933, and we do hereby ratify and confirm all that said attorneys-in-fact and agents, and any of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
/s/ BRADLEY J. TANDY  <b>Bradley J. Tandy</b>	Director and President (Principal Executive Officer)	September 17, 2012
/s/ MICHAEL T. HODGES  <b>Michael T. Hodges</b>	Director and Treasurer (Principal Financial Officer and Principal Accounting Officer)	September 17, 2012
/s/ JODY S. GALE  <b>Jody S. Gale</b>	Secretary	September 17, 2012
/s/ JEFFREY R. BINDER  <b>Jeffrey R. Binder</b>	Director	September 17, 2012

**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Biomet Manufacturing Corporation has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Warsaw, State of Indiana, on the 17<sup>th</sup> day of September, 2012.

**BIOMET MANUFACTURING CORPORATION**

By: /s/ MICHAEL T. HODGES  
**Michael T. Hodges**  
 Treasurer

**POWER OF ATTORNEY**

We, the undersigned directors and officers of Biomet Manufacturing Corporation, do hereby constitute and appoint Bradley J. Tandy and Michael T. Hodges, and any of them, the true and lawful attorneys-in-fact and agents of the undersigned, to do any and all acts and things in our name and on our behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys-in-fact and agents, or any of them, may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments) hereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, including any filings pursuant to Rule 462(b) under the Securities Act of 1933, and we do hereby ratify and confirm all that said attorneys-in-fact and agents, and any of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
/s/ JON SERBOUSEK  <b>Jon Serbousek</b>	Group President (Principal Executive Officer)	September 17, 2012
/s/ MICHAEL T. HODGES  <b>Michael T. Hodges</b>	Director and Treasurer (Principal Financial Officer and Principal Accounting Officer)	September 17, 2012
/s/ BRADLEY J. TANDY  <b>Bradley J. Tandy</b>	Director and Secretary	September 17, 2012
/s/ JEFFREY R. BINDER  <b>Jeffrey R. Binder</b>	Director	September 17, 2012

**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Biomet Microfixation, LLC has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Warsaw, State of Indiana, on the 17<sup>th</sup> day of September, 2012.

**BIOMET MICROFIXATION, LLC**

By: /s/ MICHAEL T. HODGES  
**Michael T. Hodges**  
 Treasurer

**POWER OF ATTORNEY**

We, the undersigned managers and officers of Biomet Microfixation, LLC, do hereby constitute and appoint Bradley J. Tandy and Michael T. Hodges, and any of them, the true and lawful attorneys-in-fact and agents of the undersigned, to do any and all acts and things in our name and on our behalf in our capacities as managers and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys-in-fact and agents, or any of them, may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments) hereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, including any filings pursuant to Rule 462(b) under the Securities Act of 1933, and we do hereby ratify and confirm all that said attorneys-in-fact and agents, and any of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
/s/ ADAM JOHNSON <b>Adam Johnson</b>	President (Principal Executive Officer)	September 17, 2012
/s/ JEFFREY R. BINDER <b>Jeffrey R. Binder</b>	Manager	September 17, 2012
/s/ BRADLEY J. TANDY <b>Bradley J. Tandy</b>	Manager and Secretary	September 17, 2012
/s/ GARY BLACKALL <b>Gary Blackall</b>	Vice President - Finance & Operations (Principal Financial Officer)	September 17, 2012
/s/ MICHAEL T. HODGES <b>Michael T. Hodges</b>	Manager and Treasurer (Principal Accounting Officer)	September 17, 2012

**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Biomet Orthopedics, LLC has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Warsaw, State of Indiana, on the 17<sup>th</sup> day of September, 2012.

**BIOMET ORTHOPEDICS, LLC**

By: /s/ MICHAEL T. HODGES  
**Michael T. Hodges**  
 Treasurer

**POWER OF ATTORNEY**

We, the undersigned managers and officers of Biomet Orthopedics, LLC, do hereby constitute and appoint Bradley J. Tandy and Michael T. Hodges, and any of them, the true and lawful attorneys-in-fact and agents of the undersigned, to do any and all acts and things in our name and on our behalf in our capacities as managers and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys-in-fact and agents, or any of them, may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments) hereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, including any filings pursuant to Rule 462(b) under the Securities Act of 1933, and we do hereby ratify and confirm all that said attorneys-in-fact and agents, and any of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
/s/ JON SERBOUSEK <b>Jon Serbousek</b>	Group President (Principal Executive Officer)	September 17, 2012
/s/ BRADLEY J. TANDY <b>Bradley J. Tandy</b>	Manager and Secretary	September 17, 2012
/s/ J. PAT RICHARDSON <b>J. Pat Richardson</b>	Vice President Global Finance (Principal Financial Officer)	September 17, 2012
/s/ MICHAEL T. HODGES <b>Michael T. Hodges</b>	Manager and Treasurer (Principal Accounting Officer)	September 17, 2012



**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Biomet Sports Medicine, LLC has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Warsaw, State of Indiana, on the 17<sup>th</sup> day of September, 2012.

**BIOMET SPORTS MEDICINE, LLC**

By: /s/ MICHAEL T. HODGES  
**Michael T. Hodges**  
 Treasurer

**POWER OF ATTORNEY**

We, the undersigned managers and officers of Biomet Sports Medicine, LLC, do hereby constitute and appoint Bradley J. Tandy and Michael T. Hodges, and any of them, the true and lawful attorneys-in-fact and agents of the undersigned, to do any and all acts and things in our name and on our behalf in our capacities as managers and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys-in-fact and agents, or any of them, may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments) hereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, including any filings pursuant to Rule 462(b) under the Securities Act of 1933, and we do hereby ratify and confirm all that said attorneys-in-fact and agents, and any of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
/s/ BRADLEY J. TANDY <b>Bradley J. Tandy</b>	Manager and Secretary	September 17, 2012
/s/ JEFFREY R. BINDER <b>Jeffrey R. Binder</b>	Manager	September 17, 2012
/s/ DAVID A. NOLAN, JR <b>David A. Nolan, Jr.</b>	President (Principal Executive Officer)	September 17, 2012
/s/ MICHAEL T. HODGES <b>Michael T. Hodges</b>	Manager and Treasurer (Principal Financial Officer and Principal Accounting Officer)	September 17, 2012

**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Cross Medical Products, LLC has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Warsaw, State of Indiana, on the 17<sup>th</sup> day of September, 2012.

**CROSS MEDICAL PRODUCTS, LLC**

By: /s/ MICHAEL T. HODGES  
**Michael T. Hodges**  
 Treasurer

**POWER OF ATTORNEY**

We, the undersigned managers and officers of Cross Medical Products, LLC, do hereby constitute and appoint Bradley J. Tandy and Michael T. Hodges, and any of them, the true and lawful attorneys-in-fact and agents of the undersigned, to do any and all acts and things in our name and on our behalf in our capacities as managers and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys-in-fact and agents, or any of them, may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments) hereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, including any filings pursuant to Rule 462(b) under the Securities Act of 1933, and we do hereby ratify and confirm all that said attorneys-in-fact and agents, and any of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
/s/ JEFFREY R. BINDER <b>Jeffrey R. Binder</b>	Manager	September 17, 2012
/s/ BRADLEY J. TANDY <b>Bradley J. Tandy</b>	Manager and Secretary	September 17, 2012
/s/ MICHAEL T. HODGES <b>Michael T. Hodges</b>	Manager and Treasurer (Principal Financial Officer and Principal Accounting Officer)	September 17, 2012
/s/ PHILIP A. MELLINGER <b>Philip A. Mellinger</b>	General Manager (Principal Executive Officer)	September 17, 2012

**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, EBI Holdings, LLC has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Warsaw, State of Indiana, on the 17<sup>th</sup> day of September, 2012.

**EBI HOLDINGS, LLC**

By: /s/ MICHAEL T. HODGES  
**Michael T. Hodges**  
 Treasurer

**POWER OF ATTORNEY**

We, the undersigned managers and officers of EBI Holdings, LLC, do hereby constitute and appoint Bradley J. Tandy and Michael T. Hodges, either of them, the true and lawful attorneys-in-fact and agents of the undersigned, to do any and all acts and things in our name and on our behalf in our capacity as managers and officers and to execute any and all instruments for us and in our name in the capacity indicated below, which said attorneys-in-fact and agents, or either of them, may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or in our name in the capacity indicated below, any and all amendments (including post-effective amendments) hereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, including any filings pursuant to Rule 462(b) under the Securities Act of 1933, and we do hereby ratify and confirm all that said attorney-in-facts and agents, or either of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Capacity	Date
/s/ JEFFREY R. BINDER  <b>Jeffrey R. Binder</b>	Manager	September 17, 2012
/s/ BRADLEY J. TANDY  <b>Bradley J. Tandy</b>	Manager	September 17, 2012
/s/ ADAM JOHNSON  <b>Adam Johnson</b>	President (Principal Executive Officer)	September 17, 2012
/s/ MICHAEL T. HODGES  <b>Michael T. Hodges</b>	Manager and Treasurer (Principal Financial Officer and Principal Accounting Officer)	September 17, 2012

**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, EBI, LLC has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Warsaw, State of Indiana, on the 17<sup>th</sup> day of September, 2012.

**EBI, LLC**

By: /s/ MICHAEL T. HODGES  
**Michael T. Hodges**  
 Treasurer

**POWER OF ATTORNEY**

We, the undersigned officers and managers of EBI, LLC, do hereby constitute and appoint Bradley J. Tandy and Michael T. Hodges, either of them, the true and lawful attorneys-in-fact and agents of the undersigned, to do any and all acts and things in our name and on our behalf in our capacity as managers and officers and to execute any and all instruments for us and in our name in the capacity indicated below, which said attorneys-in-fact and agents, or either of them, may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or in our name in the capacity indicated below, any and all amendments (including post-effective amendments) hereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, including any filings pursuant to Rule 462(b) under the Securities Act of 1933, and we do hereby ratify and confirm all that said attorney-in-facts and agents, or either of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Capacity	Date
/s/ JEFFREY R. BINDER  <b>Jeffrey R. Binder</b>	Manager	September 17, 2012
/s/ BRADLEY J. TANDY  <b>Bradley J. Tandy</b>	Manager and Secretary	September 17, 2012
/s/ MICHAEL T. HODGES  <b>Michael T. Hodges</b>	Manager and Treasurer (Principal Financial Officer and Principal Accounting Officer)	September 17, 2012
/s/ ADAM JOHNSON  <b>Adam Johnson</b>	President (Principal Executive Officer)	September 17, 2012

**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, EBI Medical Systems, LLC has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Warsaw, State of Indiana, on the 17<sup>th</sup> day of September, 2012.

**EBI MEDICAL SYSTEMS, LLC**

By: /s/ MICHAEL T. HODGES  
**Michael T. Hodges**  
 Treasurer

**POWER OF ATTORNEY**

We, the undersigned managers and officers of EBI Medical Systems, LLC, do hereby constitute and appoint Bradley J. Tandy and Michael T. Hodges, either of them, the true and lawful attorneys-in-fact and agents of the undersigned, to do any and all acts and things in our name and on our behalf in our capacity as managers and officers and to execute any and all instruments for us and in our name in the capacity indicated below, which said attorneys-in-fact and agents, or either of them, may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or in our name in the capacity indicated below, any and all amendments (including post-effective amendments) hereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, including any filings pursuant to Rule 462(b) under the Securities Act of 1933, and we do hereby ratify and confirm all that said attorney-in-facts and agents, or either of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Capacity	Date
/s/ JEFFREY R. BINDER  <b>Jeffrey R. Binder</b>	Manager	September 17, 2012
/s/ BRADLEY J. TANDY  <b>Bradley J. Tandy</b>	Manager and Secretary	September 17, 2012
/s/ ADAM JOHNSON  <b>Adam Johnson</b>	President (Principal Executive Officer)	September 17, 2012
/s/ MICHAEL T. HODGES  <b>Michael T. Hodges</b>	Manager and Treasurer (Principal Financial Officer and Principal Accounting Officer)	September 17, 2012

**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Electro-Biology, LLC has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Warsaw, State of Indiana, on the 17<sup>th</sup> day of September, 2012.

**ELECTRO-BIOLOGY, LLC**

By: /s/ MICHAEL T. HODGES  
**Michael T. Hodges**  
 Treasurer

**POWER OF ATTORNEY**

We, the undersigned managers and officers of Electro-Biology, LLC, do hereby constitute and appoint Bradley J. Tandy and Michael T. Hodges, either of them, the true and lawful attorneys-in-fact and agents of the undersigned, to do any and all acts and things in our name and on our behalf in our capacity as managers and officers and to execute any and all instruments for us and in our name in the capacity indicated below, which said attorneys-in-fact and agents, or either of them, may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or in our name in the capacity indicated below, any and all amendments (including post-effective amendments) hereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, including any filings pursuant to Rule 462(b) under the Securities Act of 1933, and we do hereby ratify and confirm all that said attorney-in-facts and agents, or either of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
/s/ JEFFREY R. BINDER <b>Jeffrey R. Binder</b>	Manager	September 17, 2012
/s/ BRADLEY J. TANDY <b>Bradley J. Tandy</b>	Manager and Secretary	September 17, 2012
/s/ ADAM JOHNSON <b>Adam Johnson</b>	President (Principal Executive Officer)	September 17, 2012
/s/ MICHAEL T. HODGES <b>Michael T. Hodges</b>	Manager and Treasurer (Principal Financial Officer and Principal Accounting Officer)	September 17, 2012

**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Biomet Florida Services, LLC has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Warsaw, State of Indiana, on the 17<sup>th</sup> day of September, 2012.

**BIOMET FLORIDA SERVICES, LLC**

By: /s/ MICHAEL T. HODGES  
**Michael T. Hodges**  
 Treasurer

**POWER OF ATTORNEY**

We, the undersigned managers and officers of Biomet Florida Services, LLC, do hereby constitute and appoint Bradley J. Tandy and Michael T. Hodges, either of them, the true and lawful attorneys-in-fact and agents of the undersigned, to do any and all acts and things in our name and on our behalf in our capacity as managers and officers and to execute any and all instruments for us and in our name in the capacity indicated below, which said attorneys-in-fact and agents, or either of them, may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or in our name in the capacity indicated below, any and all amendments (including post-effective amendments) hereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, including any filings pursuant to Rule 462(b) under the Securities Act of 1933, and we do hereby ratify and confirm all that said attorney-in-facts and agents, or either of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
/s/ ADAM JOHNSON <b>Adam Johnson</b>	President (Principal Executive Officer)	September 17, 2012
/s/ BRADLEY J. TANDY <b>Bradley J. Tandy</b>	Manager and Secretary	September 17, 2012
/s/ MICHAEL T. HODGES <b>Michael T. Hodges</b>	Manager and Treasurer (Principal Financial Officer and Principal Accounting Officer)	September 17, 2012
/s/ JEFFREY R. BINDER <b>Jeffrey R. Binder</b>	Manager	September 17, 2012

**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Implant Innovations Holdings, LLC has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Warsaw, State of Indiana, on the 17<sup>th</sup> day of September, 2012.

**IMPLANT INNOVATIONS HOLDINGS, LLC**

By: /s/ MICHAEL T. HODGES  
**Michael T. Hodges**  
 Treasurer

**POWER OF ATTORNEY**

We, the undersigned managers and officers of Implant Innovations Holdings, LLC, do hereby constitute and appoint Bradley J. Tandy and Michael T. Hodges, and any of them, the true and lawful attorneys-in-fact and agents of the undersigned, to do any and all acts and things in our name and on our behalf in our capacities as managers and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys-in-fact and agents, or any of them, may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments) hereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, including any filings pursuant to Rule 462(b) under the Securities Act of 1933, and we do hereby ratify and confirm all that said attorneys-in-fact and agents, and any of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
/s/ MARGARET ANDERSON <b>Margaret Anderson</b>	President (Principal Executive Officer)	September 17, 2012
/s/ EDWARD G. SABIN <b>Edward G. Sabin</b>	Senior Vice President - Finance and Administration (Principal Financial Officer)	September 17, 2012
/s/ MICHAEL T. HODGES <b>Michael T. Hodges</b>	Manager and Treasurer (Principal Accounting Officer)	September 17, 2012
/s/ JEFFREY R. BINDER <b>Jeffrey R. Binder</b>	Manager	September 17, 2012
/s/ BRADLEY J. TANDY <b>Bradley J. Tandy</b>	Manager and Secretary	September 17, 2012



**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Interpore Cross International, LLC has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Warsaw, State of Indiana, on the 17<sup>th</sup> day of September, 2012.

**INTERPORE CROSS INTERNATIONAL, LLC**

By: /s/ MICHAEL T. HODGES  
**Michael T. Hodges**  
**Treasurer**

**POWER OF ATTORNEY**

We, the undersigned managers and officers of Interpore Cross International, LLC, do hereby constitute and appoint Bradley J. Tandy and Michael T. Hodges, and any of them, the true and lawful attorneys-in-fact and agents of the undersigned, to do any and all acts and things in our name and on our behalf in our capacities as managers and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys-in-fact and agents, or any of them, may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments) hereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, including any filings pursuant to Rule 462(b) under the Securities Act of 1933, and we do hereby ratify and confirm all that said attorneys-in-fact and agents, and any of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
/s/ MICHAEL T. HODGES  <b>Michael T. Hodges</b>	Manager and Treasurer (Principal Financial Officer and Principal Accounting Officer)	September 17, 2012
/s/ PHILIP A. MELLINGER  <b>Philip A. Mellinger</b>	General Manager (Principal Executive Officer)	September 17, 2012
/s/ JEFFREY R. BINDER  <b>Jeffrey R. Binder</b>	Manager	September 17, 2012
/s/ BRADLEY J. TANDY  <b>Bradley J. Tandy</b>	Manager and Secretary	September 17, 2012

**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Interpore Spine Ltd. has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Warsaw, State of Indiana, on the 17<sup>th</sup> day of September, 2012.

**INTERPORE SPINE, LTD.**

By: /s/ MICHAEL T. HODGES  
**Michael T. Hodges**

**Treasurer**

**POWER OF ATTORNEY**

We, the undersigned directors and officers of Interpore Spine Ltd., do hereby constitute and appoint Bradley J. Tandy and Michael T. Hodges, and any of them, the true and lawful attorneys-in-fact and agents of the undersigned, to do any and all acts and things in our name and on our behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys-in-fact and agents, or any of them, may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments) hereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, including any filings pursuant to Rule 462(b) under the Securities Act of 1933, and we do hereby ratify and confirm all that said attorneys-in-fact and agents, and any of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
/s/ PHILIP A. MELLINGER <b>Philip A. Mellinger</b>	General Manager (Principal Executive Officer)	September 17, 2012
/s/ MICHAEL T. HODGES <b>Michael T. Hodges</b>	Director and Treasurer (Principal Financial Officer and Principal Accounting Officer)	September 17, 2012
/s/ DANIEL E. WILLIAMSON <b>Daniel E. Williamson</b>	Vice President	September 17, 2012
/s/ BRADLEY J. TANDY <b>Bradley J. Tandy</b>	Director and Secretary	September 17, 2012
/s/ JEFFREY R. BINDER <b>Jeffrey R. Binder</b>	Director	September 17, 2012

**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Kirschner Medical Corporation has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Warsaw, State of Indiana, on the 17<sup>th</sup> day of September, 2012.

**KIRSCHNER MEDICAL CORPORATION**

By: /s/ MICHAEL T. HODGES  
**Michael T. Hodges**  
 Treasurer

**POWER OF ATTORNEY**

We, the undersigned directors and officers of Kirschner Medical Corporation, do hereby constitute and appoint Bradley J. Tandy and Michael T. Hodges, either of them, the true and lawful attorneys-in-fact and agents of the undersigned, to do any and all acts and things in my name and on my behalf in my capacity as director and to execute any and all instruments for me and in my name in the capacity indicated below, which said attorneys-in-fact and agents, or either of them, may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for me or in my name in the capacity indicated below, any and all amendments (including post-effective amendments) hereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, including any filings pursuant to Rule 462(b) under the Securities Act of 1933, and I do hereby ratify and confirm all that said attorney-in-facts and agents, or either of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
/s/ ADAM JOHNSON <b>Adam Johnson</b>	President (Principal Executive Officer)	September 17, 2012
/s/ MICHAEL T. HODGES <b>Michael T. Hodges</b>	Director and Treasurer (Principal Financial Officer and Principal Accounting Officer)	September 17, 2012
/s/ BRADLEY J. TANDY <b>Bradley J. Tandy</b>	Director and Secretary	September 17, 2012
/s/ JEFFREY R. BINDER <b>Jeffrey R. Binder</b>	Director	September 17, 2012

**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Biomet Trauma, LLC has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Warsaw, State of Indiana, on the 17<sup>th</sup> day of September, 2012.

**BIOMET TRAUMA, LLC**

By: /s/ MICHAEL T. HODGES  
**Michael T. Hodges**  
 Treasurer

**POWER OF ATTORNEY**

We, the undersigned managers and officers of Biomet Trauma, LLC, do hereby constitute and appoint Bradley J. Tandy and Michael T. Hodges, either of them, the true and lawful attorneys-in-fact and agents of the undersigned, to do any and all acts and things in our name and on our behalf in our capacity as managers and officers and to execute any and all instruments for us and in our name in the capacity indicated below, which said attorneys-in-fact and agents, or either of them, may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or in our name in the capacity indicated below, any and all amendments (including post-effective amendments) hereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, including any filings pursuant to Rule 462(b) under the Securities Act of 1933, and we do hereby ratify and confirm all that said attorney-in-facts and agents, or either of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
/s/ DAVID A. NOLAN, JR <b>David A. Nolan, Jr.</b>	President (Principal Executive Officer)	September 17, 2012
/s/ MICHAEL T. HODGES <b>Michael T. Hodges</b>	Manager and Treasurer (Principal Financial Officer and Principal Accounting Officer)	September 17, 2012
/s/ BRADLEY J. TANDY <b>Bradley J. Tandy</b>	Manager and Secretary	September 17, 2012
/s/ JEFFREY R. BINDER <b>Jeffrey R. Binder</b>	Manager	September 17, 2012

**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Biomet U.S. Reconstruction, LLC has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Warsaw, State of Indiana, on the 17<sup>th</sup> day of September, 2012.

**BIOMET U.S. RECONSTRUCTION, LLC**

By: /s/ MICHAEL T. HODGES  
**Michael T. Hodges**  
 Treasurer

**POWER OF ATTORNEY**

We, the undersigned managers and officers of Biomet U.S. Reconstruction, LLC, do hereby constitute and appoint Bradley J. Tandy and Michael T. Hodges, either of them, the true and lawful attorneys-in-fact and agents of the undersigned, to do any and all acts and things in our name and on our behalf in our capacity as managers and officers and to execute any and all instruments for us and in our name in the capacity indicated below, which said attorneys-in-fact and agents, or either of them, may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or in our name in the capacity indicated below, any and all amendments (including post-effective amendments) hereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, including any filings pursuant to Rule 462(b) under the Securities Act of 1933, and we do hereby ratify and confirm all that said attorney-in-facts and agents, or either of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
/s/ JON SERBOUSEK <b>Jon Serbousek</b>	President (Principal Executive Officer)	September 17, 2012
/s/ MICHAEL T. HODGES <b>Michael T. Hodges</b>	Manager and Treasurer (Principal Accounting Officer)	September 17, 2012
/s/ BRADLEY J. TANDY <b>Bradley J. Tandy</b>	Manager and Secretary	September 17, 2012
/s/ JEFFREY R. BINDER <b>Jeffrey R. Binder</b>	Manager	September 17, 2012
/s/ J. PAT RICHARDSON <b>J. Pat Richardson</b>	Vice President Global Finance (Principal Financial Officer)	September 17, 2012

**Table of Contents****EXHIBIT INDEX****Exhibit**

<b>No.</b>	<b>Exhibit</b>
2.1	Agreement and Plan of Merger, dated as of December 18, 2006, amended and restated as of June 7, 2007, among Biomet, Inc., LVB Acquisition, LLC and LVB Acquisition Merger Sub, Inc., incorporated herein by reference to the Company's Current Report on Form 8-K filed on June 7, 2007
3.1	Amended and Restated Articles of Incorporation, incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on September 25, 2007
3.2	Amended and Restated Bylaws, incorporated herein by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on September 25, 2007
3.3***	Amended and Restated Certificate of Incorporation of Bioelectron, Inc.
3.4***	Bylaws of Bioelectron, Inc.
3.5***	Articles of Organization of Biomet 3i, LLC
3.6***	Limited Liability Company Agreement of Biomet 3i, LLC
3.7***	Articles of Entity Conversion of Biomet Biologics, LLC
3.8***	Limited Liability Company Agreement of Biomet Biologics, LLC
3.9***	Articles of Incorporation of Biomet Europe Ltd. (f/k/a OEC Ltd., Inc.), as amended
3.10***	Amended and Restated Bylaws of Biomet Europe, Ltd. (f/k/a OEC Ltd., Inc.)
3.11***	Articles of Entity Conversion of Biomet Fair Lawn LLC
3.12***	Limited Liability Company Agreement of Biomet Fair Lawn LLC
3.13***	Certificate of Incorporation of Biomet International Ltd.
3.14***	Bylaws of Biomet International Ltd.
3.15***	Articles of Incorporation of Biomet Leasing, Inc.
3.16***	Bylaws of Biomet Leasing, Inc.
3.17***	Articles of Incorporation of Biomet Manufacturing Corporation
3.18***	Bylaws of Biomet Manufacturing Corporation
3.19***	Articles of Organization of Biomet Microfixation, LLC
3.20***	Limited Liability Company Agreement of Biomet Microfixation, LLC
3.21***	Articles of Entity Conversion of Biomet Orthopedics, LLC
3.22***	Limited Liability Company Agreement of Biomet Orthopedics, LLC
3.23***	Articles of Entity Conversion of Biomet Sports Medicine, LLC
3.24***	Limited Liability Company Agreement of Biomet Sports Medicine, LLC

**Table of Contents****Exhibit**

<b>No.</b>	<b>Exhibit</b>
3.25***	Certificate of Formation of Cross Medical Products, LLC
3.26***	Limited Liability Company Agreement of Cross Medical Products, LLC
3.27***	Certificate of Formation of EBI Holdings, LLC
3.28***	Limited Liability Company Agreement of EBI Holdings, LLC
3.29***	Articles of Entity Conversion of EBI, LLC
3.30***	Limited Liability Company Agreement of EBI, LLC
3.31***	Certificate of Formation of EBI Medical Systems, LLC
3.32***	Limited Liability Company Agreement of EBI Medical Systems, LLC
3.33***	Certificate of Formation of Electro-Biology, LLC
3.34***	Limited Liability Company Agreement of Electro-Biology, LLC
3.35***	Articles of Organization of Biomet Florida Services, LLC
3.36***	Limited Liability Company Agreement of Biomet Florida Services, LLC
3.37***	Articles of Entity Conversion of Implant Innovations Holdings, LLC
3.38***	Limited Liability Company Agreement of Implant Innovations Holdings, LLC
3.39***	Articles of Organization Conversion of Interpore Cross International, LLC
3.40***	Limited Liability Company Agreement of Interpore Cross International, LLC
3.41***	Amended and Restated Certificate of Incorporation of Interpore Spine Ltd. (f/k/a Interpore International, Inc.)
3.42***	Amended and Restated Bylaws of Interpore Spine, Ltd. (f/k/a Interpore International, Inc.)
3.43***	Certificate of Incorporation of Kirschner Medical Corporation (f/k/a Effner Biomet Corp., f/k/a Kirschner Acquisition Corp.), as amended
3.44***	Bylaws of Kirschner Medical Corporation
3.45*	Limited Liability Company Agreement of Biomet Trauma, LLC
3.46*	Certificate of Formation of Biomet Trauma, LLC
3.47*	Limited Liability Company Agreement of Biomet U.S. Reconstruction, LLC
3.48*	Certificate of Formation of Biomet U.S. Reconstruction, LLC
4.1***	Senior Notes Indenture, dated as of September 25, 2007, among LVB Acquisition Merger Sub, Inc., Biomet, Inc., the Guarantors listed therein and Wells Fargo Bank, National Association, as Trustee
4.1.1***	First Supplemental Senior Notes Indenture, dated as of October 16, 2007, among Biomet, Inc., the Guarantors listed therein and Wells Fargo Bank, National Association, as Trustee
4.1.2	Form of 10% Senior Notes due 2017 (included in Exhibit 4.1)
4.2***	Senior Subordinated Notes Indenture, dated as of September 25, 2007, among LVB Acquisition Merger Sub, Inc., Biomet, Inc., the Guarantors listed therein and Wells Fargo Bank, National Association, as Trustee
4.2.1***	First Supplemental Senior Subordinated Notes Indenture, dated as of October 16, 2007, among Biomet, Inc., the Guarantors listed therein and Wells Fargo Bank, National Association, as Trustee
4.2.2	Form of 11 <sup>5</sup> / <sub>8</sub> % Senior Subordinated Notes due 2017 (included in Exhibit 4.2)
4.3***	Registration Rights Agreement, dated as of September 25, 2007, among LVB Acquisition Merger Sub, Inc., Biomet, Inc., the Guarantors listed therein, and Banc of America Securities LLC, Goldman, Sachs & Co., Lehman Brothers Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Wachovia Capital Markets, LLC and Bear, Stearns & Co. Inc.

## Edgar Filing: SERONO S A - Form 6-K

- 4.5 Senior Notes Indenture, dated as of August 8, 2012, among Biomet, Inc., the Guarantors listed therein and Wells Fargo Bank, National Association, as Trustee, incorporated herein by reference to Exhibit 4.5 to the Company's Annual Report on Form 10-K filed on August 20, 2012
- 4.5.1 Form of Regulation S Global Note, representing up to \$1,000,000,000, 6.500% Senior Notes due 2020, incorporated herein by reference to Exhibit 4.5.1 to the Company's Annual Report on Form 10-K filed on August 20, 2012



**Table of Contents**

<b>Exhibit</b>	
<b>No.</b>	<b>Exhibit</b>
4.5.2	Form of Rule 144A Global Note, Certificate No. A-1, representing up to \$1,000,000,000, 6.500% Senior Notes due 2020, incorporated herein by reference to Exhibit 4.5.2 to the Company's Annual Report on Form 10-K filed on August 20, 2012
4.5.3	Form of Rule 144A Global Note, Certificate No. A-2, representing up to \$1,000,000,000, 6.500% Senior Notes due 2020, incorporated herein by reference to Exhibit 4.5.3 to the Company's Annual Report on Form 10-K filed on August 20, 2012
4.6	Registration Rights Agreement, dated as of August 8, 2012, among Biomet, Inc., the Guarantors listed therein, and Goldman, Sachs & Co., Barclays Capital Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., Wells Fargo Securities, LLC, HSBC Securities (USA) Inc., ING Financial Markets LLC, Natixis Securities Americas LLC, RBC Capital Markets, LLC, SMBC Nikko Capital Markets Limited, and UBS Securities LLC, incorporated herein by reference to Exhibit 4.6 to the Company's Annual Report on Form 10-K filed on August 20, 2012
5.4**	Opinion of Edwards Angell Palmer & Dodge LLP
10.1***	Credit Agreement, dated as of September 25, 2007, among Biomet, Inc., LVB Acquisition, Inc., Bank of America, N.A. and the Other Lenders party thereto
10.1.1***	Guaranty (Cash Flow), dated as of September 25, 2007, among LVB Acquisition, Inc., Certain Subsidiaries of Biomet, Inc. identified therein, and Bank of America, N.A.
10.1.2***	Pledge and Security Agreement (Cash Flow), dated as of September 25, 2007, among Biomet, Inc., LVB Acquisition, Inc., Certain Subsidiaries of Biomet, Inc. identified therein, and Bank of America, N.A.
10.1.3***	Intercreditor Agreement, dated as of September 25, 2007, by and among Bank of America, N.A., as ABL Collateral Agent, and Bank of America, N.A., as CF Collateral Agent
10.1.4***	Patent Security Agreement, dated as of September 25, 2007, among LVB Acquisition, Inc., Biomet, Inc., Certain Subsidiaries of Biomet, Inc. and Bank of America, N.A.
10.1.5***	Trademark Security Agreement, dated as of September 25, 2007, among LVB Acquisition, Inc., Biomet, Inc., Certain Subsidiaries of Biomet, Inc. and Bank of America, N.A.
10.2***	Credit Agreement, dated as of September 25, 2007, among Biomet, Inc., the Several Subsidiary Borrowers Party thereto, LVB Acquisition, Inc., Bank of America, N.A. and the Other Lenders Party thereto
10.2.1***	Guaranty (ABL), dated as of September 25, 2007 between LVB Acquisition, Inc. and Bank of America, N.A.
10.2.2***	Pledge and Security Agreement (ABL), dated as of September 25, 2007 among Biomet, Inc., LVB Acquisition, Inc., Certain Subsidiaries of Biomet, Inc. identified therein and Bank of America, N.A.
10.3***	Corporate Integrity Agreement, dated as of September 27, 2007, by and between the Office of Inspector General of the Department of Health and Human Services and Biomet, Inc.
10.3.1***	Settlement Agreement, dated as of September 27, 2007, by and between Biomet, Inc. and the Office of Inspector General of the Department of Health and Human Services
10.4	Biomet, Inc. Deferred Compensation Plan (Post-409A Plan), incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed on January 14, 2009
10.5	LVB Acquisition Management Stockholders' Agreement for Senior Executives, dated as of September 13, 2007, by and among LVB Acquisition, Inc. and the stockholders party thereto, incorporated herein by reference to Exhibit 10.5 to the Company's Annual Report on Form 10-K filed on August 12, 2011.
10.5.1	LVB Acquisition Management Stockholders' Agreement, dated as of November 6, 2007, by and among LVB Acquisition, Inc. and the stockholders party thereto, incorporated herein by reference to Exhibit 10.5.1 to the Company's Annual Report on Form 10-K filed on August 12, 2011
10.6	Governance Acknowledgement, dated as of September 25, 2007, by and between LVB Acquisition Holding, LLC, LVB Acquisition, Inc. and Biomet, Inc., incorporated by reference to Exhibit 10.6 to the Company's Annual Report on Form 10-K filed on August 25, 2010

**Table of Contents****Exhibit**

<b>No.</b>	<b>Exhibit</b>
10.7	Amended and Restated Registration Rights Agreement, dated as of September 27, 2007, by and among LVB Acquisition Holding, LLC, LVB Acquisition, Inc., Biomet, Inc. and the stockholders party thereto, incorporated by reference to Exhibit 10.7 to the Company's Annual Report on Form 10-K filed on August 25, 2010
10.7.1	Indemnification Priority Agreement, dated as of January 11, 2010, among the Company, LVB Acquisition, Inc., The Blackstone Group, L.P., The Goldman Sachs Group, Inc., Kohlberg Kravis Roberts & Co., L.P. and TPC Capital, L.P. incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on January 14, 2010
10.8 ***	LVB Acquisition, Inc. 2007 Management Equity Incentive Plan
10.9	Biomet, Inc. Executive Annual Cash Incentive Plan, effective June 1, 2008, filed as Exhibit 10.26 to the Company's Annual Report on Form 10-K filed on August 28, 2008 and incorporated herein by reference.
10.10.1	First Amendment to Employment Agreement, dated as of December 31, 2008, by and between Biomet, Inc. and Jeffrey R. Binder, incorporated herein by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed on January 14, 2009.
10.11	Employment Agreement, dated as of February 28, 2008, by and among Biomet, Inc. and Daniel P. Florin, filed as Exhibit 10.16 to the Company's Annual Report on Form 10-K filed on August 28, 2008 and incorporated herein by reference.
10.11.1	First Amendment to Employment Agreement, dated as of December 31, 2008, by and between Biomet, Inc. and Daniel P. Florin, filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q on January 14, 2009 and incorporated herein by reference.
10.14	Employment Agreement, dated as of March 3, 2008, by and between Biomet, Inc. and Jon Serbousek, filed as Exhibit 10.32 to the Company's Annual Report on Form 10-K filed on August 21, 2009 and incorporated herein by reference.
10.14.1	First Amendment to Employment Agreement, dated as of December 31, 2008, by and between Biomet, Inc. and Jon Serbousek, filed as Exhibit 10.33 to the Company's Annual Report on Form 10-K filed on August 21, 2009 and incorporated herein by reference.
10.15	Employment Agreement, dated as of February 28, 2008, by and between Biomet, Inc. and Brad Tandy filed as Exhibit 10.15 to the Company's Annual Report on Form 10-K filed on August 20, 2012 and incorporated herein by reference.
10.15.1	First Amendment to Employment Agreement, dated as of December 31, 2008, by and between Biomet, Inc. and Bradley J. Tandy filed as Exhibit 10.15.1 to the Company's Annual Report on Form 10-K filed on August 20, 2012 and incorporated herein by reference.
10.16	Consulting Agreement dated as of January 14, 2010 between Company and Dane A. Miller, Ph. D., filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed on January 14, 2010 and incorporated herein by reference.
10.16.1	First Amendment to Consulting Agreement, dated September 6, 2011 between the Company and Dane A. Miller, Ph. D filed as Exhibit 10.16.1 to the Company's Annual Report on Form 10-K filed on August 20, 2012 and incorporated herein by reference.
10.17	Indemnification Priority Agreement, dated as of January 11, 2010, among the Company, LVB Acquisition, Inc., The Blackstone Group, L.P., The Goldman Sachs Group, Inc., Kohlberg Kravis Roberts & Co., L.P. and TPG Capital, L.P. filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on January 14, 2010 and incorporated herein by reference.
10.18	Employment Agreement, dated September 2, 2008, by and between Biomet, Inc. and Robin T. Barney filed as Exhibit 10.18 to the Company's Annual Report on Form 10-K filed on August 20, 2012 and incorporated herein by reference.

**Table of Contents****Exhibit**

<b>No.</b>	<b>Exhibit</b>
10.18.1	First Amendment to Employment Agreement, dated December 31, 2008, by and between Biomet, Inc. and Robin T. Barney filed as Exhibit 10.18.1 to the Company's Annual Report on Form 10-K filed on August 20, 2012 and incorporated herein by reference.
10.20	LVB Acquisition, Inc. Restricted Stock Unit Plan, filed as Exhibit 10.1 to the Company's Form 8-K filed on February 15, 2011 and incorporated herein by reference.
10.20.1	LVB Acquisition, Inc. Form Restricted Stock Unit Grant Agreement, filed as Exhibit 10.2 to the Company's Form 8-K filed on February 15, 2011 and incorporated herein by reference.
10.22	Asset Purchase Agreement, dated April 2, 2012, between Biomet, Inc. and DePuy Orthopaedics, Inc., filed as Exhibit 10.1 to the Company's Current Report on Form 8-K on April 5, 2012 and incorporated herein by reference.
10.22.1	Amendment No. 1 dated June 1, 2012, between DePuy Orthopaedics, Inc. and Biomet, Inc., to the Asset Purchase Agreement, dated as of April 2, 2012, filed as Exhibit 10.1 to the Company's Current Report on Form 8-K on June 5, 2012 and incorporated herein by reference.
10.23	LVB Acquisition, Inc. 2012 Restricted Stock Unit Plan dated July 31, 2012 filed as Exhibit 10.23 to the Company's Annual Report on Form 10-K filed on August 20, 2012 and incorporated herein by reference.
10.23.1	LVB Acquisition, Inc. 2012 Form Restricted Stock Unit Grant Agreement, filed as Exhibit (d)(2) to the Company's Schedule TO on July 2, 2012 and incorporated herein by reference.
10.24	Form of Management Equity Incentive Plan Stock Option Grant Agreement, filed as Exhibit (d)(3) to the Company's Schedule TO on July 2, 2012 and incorporated herein by reference.
10.25	Amendment and Restatement Agreement dated as of August 2, 2012, among Biomet, Inc., LVB Acquisition, Inc., Bank of America, N.A., and each of the other lenders party thereto, filed as Exhibit 10.1 to the Company's Current Report on form 8-K on August 6, 2012 and incorporated herein by reference.
10.26	Management Services Agreement dated September 25, 2007, by and among LVB Acquisition Merger Sub, Inc., LVB Acquisition Holding, LLC, LVB Acquisition, Inc., Blackstone Management Partners V L.L.C., Goldman, Sachs & Co., Kohlberg Kravis Roberts & Co. L.P. and TPG Capital, L.P filed as Exhibit 10.26 to the Company's Annual Report on Form 10-K filed on August 20, 2012 and incorporated herein by reference.
10.27	Biomet, Inc. Executive Annual Cash Incentive Plan, incorporated herein by reference to Exhibit 10.26 to the Company's Annual Report on Form 10-K filed on August 28, 2008
21.1*	Subsidiaries of Biomet, Inc.
23.1*	Consent of Deloitte & Touche LLP
23.2	Consent of Cleary Gottlieb Steen & Hamilton LLP (included in the opinion filed as Exhibit 5.1)
23.3	Consent of Kirkland & Ellis LLP (included in the opinion filed as Exhibit 5.2)
23.4	Consent of Taft Stettinius & Hollister LLP (included in the opinion filed as Exhibit 5.3)
23.5	Consent of Edwards Angell Palmer & Dodge LLP (included in the opinion filed as Exhibit 5.4)
25.1***	Form T-1 statement of eligibility under the Trust Indenture Act of 1939, as amended, of Wells Fargo Bank, National Association, as Trustee with respect to the Indenture governing the 10% Senior Notes due 2017
25.2***	Form T-1 statement of eligibility under the Trust Indenture Act of 1939, as amended, of Wells Fargo Bank, National Association, as Trustee with respect to the Indenture governing the 115/8% Senior Subordinated Notes due 2017

\* Filed herewith

\*\* Incorporated by reference to the Registration Statement on Form S-1 of Biomet, Inc filed on May 6, 2008.

\*\*\* Incorporated by reference to the Registration Statement on Form S-4 of Biomet, Inc. filed on May 6, 2008  
Management contract or compensatory plan or arrangement