WATERS CORP /DE/
Form 10-Q
August 05, 2011

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

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

For the quarterly period ended July 2, 2011

or

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

For the transition period from __________ to __________.

Commission File Number: 01-14010

Waters Corporation

(Exact name of registrant as specified in its charter)

Delaware	**13-3668640**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*

34 Maple Street
Milford, Massachusetts 01757
(Address, including zip code, of principal executive offices)
(508) 478-2000
(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). þ Yes o No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer þ	Accelerated filer o	Non-accelerated filer o (Do not check if smaller reporting company)	Smaller reporting company o

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

Indicate the number of shares outstanding of the registrant s common stock as of July 29, 2011: 91,354,748

WATERS CORPORATION AND SUBSIDIARIES
QUARTERLY REPORT ON FORM 10-Q
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WATERS CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(IN THOUSANDS, EXCEPT PER SHARE DATA)
(unaudited)

	July 2, 2011	December 31, 2010
ASSETS		
Current assets:		
Cash and cash equivalents	$ 344,914	$ 308,498
Short-term investments	776,763	637,921
Accounts receivable, less allowances for doubtful accounts and sales returns of $7,878 and $6,196 at July 2, 2011 and December 31, 2010, respectively	365,331	358,237
Inventories	243,180	204,300
Other current assets	69,820	77,685
Total current assets	1,800,008	1,586,641
Property, plant and equipment, net	218,637	215,060
Intangible assets, net	195,074	181,316
Goodwill	294,020	291,657
Other assets	64,117	52,996
Total assets	$ 2,571,856	$ 2,327,670
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Notes payable and debt	$ 136,176	$ 66,055
Accounts payable	67,967	64,406
Accrued employee compensation	32,332	52,831
Deferred revenue and customer advances	142,958	106,445
Accrued income taxes	8,440	11,909
Accrued warranty	12,299	11,272
Other current liabilities	67,125	72,932
Total current liabilities	467,297	385,850
Long-term liabilities:		
Long-term debt	700,000	700,000
Long-term portion of retirement benefits	76,431	72,624
Long-term income tax liability	77,594	77,764
Other long-term liabilities	25,000	22,635
Total long-term liabilities	879,025	873,023
Total liabilities	1,346,322	1,258,873
Commitments and contingencies (Notes 5, 6 and 10)		

Stockholders equity:		
Preferred stock, par value $0.01 per share, 5,000 shares authorized, none issued at July 2, 2011 and December 31, 2010		
Common stock, par value $0.01 per share, 400,000 shares authorized, 152,343 and 151,054 shares issued, 91,369 and 91,848 shares outstanding at July 2, 2011 and December 31, 2010, respectively	1,523	1,511
Additional paid-in capital	1,041,759	970,068
Retained earnings	2,813,043	2,618,479
Treasury stock, at cost, 60,974 and 59,206 shares at July 2, 2011 and December 31, 2010, respectively	(2,663,286)	(2,509,466)
Accumulated other comprehensive income (loss)	32,495	(11,795)
Total stockholders equity	1,225,534	1,068,797
Total liabilities and stockholders equity	$ 2,571,856	$ 2,327,670

The accompanying notes are an integral part of the interim consolidated financial statements.

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WATERS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(IN THOUSANDS, EXCEPT PER SHARE DATA)
(unaudited)

	Three Months Ended July 2, 2011	July 3, 2010
Product sales	$ 316,150	$ 275,425
Service sales	131,477	115,630
Total net sales	447,627	391,055
Cost of product sales	121,280	106,890
Cost of service sales	54,823	48,243
Total cost of sales	176,103	155,133
Gross profit	271,524	235,922
Selling and administrative expenses	125,439	106,939
Research and development expenses	23,014	20,807
Purchased intangibles amortization	2,504	2,592
Operating income	120,567	105,584
Interest expense	(5,052)	(3,621)
Interest income	813	448
Income from operations before income taxes	116,328	102,411
Provision for income taxes	16,253	17,489
Net income	$ 100,075	$ 84,922
Net income per basic common share	$ 1.09	$ 0.92
Weighted-average number of basic common shares	91,662	92,612
Net income per diluted common share	$ 1.07	$ 0.90

Weighted-average number of diluted common shares and equivalents	93,271	94,278

The accompanying notes are an integral part of the interim consolidated financial statements.

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WATERS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(IN THOUSANDS, EXCEPT PER SHARE DATA)
(unaudited)

	Six Months Ended	
	July 2, 2011	July 3, 2010
Product sales	$ 619,486	$ 528,467
Service sales	255,744	230,288
Total net sales	875,230	758,755
Cost of product sales	237,181	204,295
Cost of service sales	108,751	96,770
Total cost of sales	345,932	301,065
Gross profit	529,298	457,690
Selling and administrative expenses	242,563	213,632
Research and development expenses	45,268	40,883
Purchased intangibles amortization	5,005	5,234
Operating income	236,462	197,941
Interest expense	(9,135)	(6,235)
Interest income	1,526	777
Income from operations before income taxes	228,853	192,483
Provision for income taxes	34,289	32,043
Net income	$ 194,564	$ 160,440
Net income per basic common share	$ 2.12	$ 1.72
Weighted-average number of basic common shares	91,649	93,110
Net income per diluted common share	$ 2.09	$ 1.69

Weighted-average number of diluted common shares and equivalents	93,302	94,753

The accompanying notes are an integral part of the interim consolidated financial statements.

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WATERS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(IN THOUSANDS)
(unaudited)

	Six Months Ended	
	July 2, 2011	July 3, 2010
Cash flows from operating activities:		
Net income	$ 194,564	$ 160,440
Adjustments to reconcile net income to net cash provided by operating activities:		
Provisions for doubtful accounts on accounts receivable	1,676	1,118
Provisions on inventory	4,892	5,109
Stock-based compensation	13,763	12,314
Deferred income taxes	(3,692)	(4,014)
Depreciation	17,939	17,118
Amortization of intangibles	15,506	13,168
Change in operating assets and liabilities:		
Decrease (increase) in accounts receivable	7,191	(12,852)
Increase in inventories	(36,051)	(25,169)
Decrease (increase) in other current assets	4,063	(3,188)
Increase in other assets	(1,597)	(7,800)
(Decrease) increase in accounts payable and other current liabilities	(32,652)	32,357
Increase in deferred revenue and customer advances	31,350	27,041
Increase (decrease) in other liabilities	3,027	(815)
Net cash provided by operating activities	219,979	214,827
Cash flows from investing activities:		
Additions to property, plant, equipment and software capitalization	(35,272)	(21,229)
Purchase of short-term investments	(829,598)	(481,697)
Maturity of short-term investments	690,756	327,254
Net cash used in investing activities	(174,114)	(175,672)
Cash flows from financing activities:		
Proceeds from debt issuances	297,131	268,538
Payments on debt	(227,010)	(143,452)
Payments of debt issuance costs	(1,218)	(1,498)
Proceeds from stock plans	42,974	19,183
Purchase of treasury shares	(153,820)	(179,823)
Excess tax benefit related to stock option plans	15,246	3,862
Proceeds from (payments for) debt swaps and other derivative contracts	1,970	(6,967)
Net cash used in financing activities	(24,727)	(40,157)
Effect of exchange rate changes on cash and cash equivalents	15,278	(29,225)
Increase (decrease) in cash and cash equivalents	36,416	(30,227)
Cash and cash equivalents at beginning of period	308,498	341,111
Cash and cash equivalents at end of period	$ 344,914	$ 310,884

The accompanying notes are an integral part of the interim consolidated financial statements.

WATERS CORPORATION AND SUBSIDIARIES
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1 Basis of Presentation and Summary of Significant Accounting Policies

Waters Corporation (Waters® or the Company), an analytical instrument manufacturer, primarily designs, manufactures, sells and services, through its Waters Division, high performance liquid chromatography (HPLC), ultra performance liquid chromatography (UPLC® and together with HPLC, referred to as LC) and mass spectrometry (MS) instrument systems and support products, including chromatography columns, other consumable products and comprehensive post-warranty service plans. These systems are complementary products that can be integrated together and used along with other analytical instruments. LC is a standard technique and is utilized in a broad range of industries to detect, identify, monitor and measure the chemical, physical and biological composition of materials, and to purify a full range of compounds. MS instruments are used in drug discovery and development, including clinical trial testing, the analysis of proteins in disease processes (known as proteomics), food safety analysis and environmental testing. LC is often combined with MS to create LC-MS instruments that include a liquid phase sample introduction and separation system with mass spectrometric compound identification and quantification. Through its TA Division (TA®), the Company primarily designs, manufactures, sells and services thermal analysis, rheometry and calorimetry instruments, which are used in predicting the suitability of fine chemicals, polymers and viscous liquids for various industrial products, consumer goods and healthcare products, as well as for life science research. The Company is also a developer and supplier of software-based products that interface with the Company s instruments and are typically purchased by customers as part of the instrument system.

The Company s interim fiscal quarter typically ends on the thirteenth Saturday of each quarter. Since the Company s fiscal year end is December 31, the first and fourth fiscal quarters will not consist of thirteen complete weeks. The Company s second fiscal quarters for 2011 and 2010 ended on July 2, 2011 and July 3, 2010, respectively.

The accompanying unaudited interim consolidated financial statements have been prepared in accordance with the instructions to the Quarterly Report on Form 10-Q and do not include all of the information and note disclosures required by generally accepted accounting principles (GAAP) in the United States of America. The consolidated financial statements include the accounts of the Company and its subsidiaries, most of which are wholly owned. All material inter-company balances and transactions have been eliminated.

The preparation of consolidated financial statements in conformity with GAAP requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent liabilities at the dates of the financial statements. Actual amounts may differ from these estimates under different assumptions or conditions.

It is management s opinion that the accompanying interim consolidated financial statements reflect all adjustments (which are normal and recurring) that are necessary for a fair statement of the results for the interim periods. The interim consolidated financial statements should be read in conjunction with the consolidated financial statements included in the Company s Annual Report on Form 10-K for the year ended December 31, 2010, as filed with the Securities and Exchange Commission on February 25, 2011.

During the second quarter of 2010, the Company identified an error originating in periods prior to December 31, 2009. The error relates to an overstatement of the Company s incentive plan and other accrual balances. The Company identified and corrected the error in the three months ended July 3, 2010 which reduced selling and administrative expense. The Company did not believe that the prior period error, individually or in the aggregate, was material to the three and six months ended July 3, 2010 and any previously issued annual or quarterly financial statements.

Fair Value Measurements

In accordance with the accounting standards for fair value measurements and disclosures, certain of the Company s assets and liabilities are measured at fair value on a recurring basis as of July 2, 2011 and December 31, 2010. Fair values determined by Level 1 inputs utilize observable data, such as quoted prices in active markets. Fair values determined by Level 2 inputs utilize data points other than quoted prices in active markets that are observable either directly or indirectly. Fair values determined by Level 3 inputs utilize unobservable data points for which there is little or no market data, which require the reporting entity to develop its own assumptions.

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CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table represents the Company s assets and liabilities measured at fair value on a recurring basis at July 2, 2011 (in thousands):

	Total at July 2, 2011	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Cash equivalents	$ 138,248	$	$ 138,248	$
Short-term investments	776,763		776,763	
Waters 401(k) Restoration Plan assets	22,026		22,026	
Foreign currency exchange contract agreements	389		389	
Total	$ 937,426	$	$ 937,426	$
Liabilities:				
Foreign currency exchange contract agreements	$ 440	$	$ 440	$
Total	$ 440	$	$ 440	$

The following table represents the Company s assets and liabilities measured at fair value on a recurring basis at December 31, 2010 (in thousands):

	Total at December 31, 2010	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Cash equivalents	$ 87,975	$	$ 87,975	$
Short-term investments	637,921		637,921	
Waters 401(k) Restoration Plan assets	19,988		19,988	
Foreign currency exchange contract agreements	424		424	
Total	$ 746,308	$	$ 746,308	$
Liabilities:				

Foreign currency exchange contract agreements	$	626	$		$	626	$	
Total	$	626	$		$	626	$	

The Company s financial assets and liabilities have been classified as Level 2. These assets and liabilities have been initially valued at the transaction price and subsequently valued, typically utilizing third-party pricing services. The pricing services use many inputs to determine value, including reportable trades, benchmark yields, credit spreads, broker/dealer quotes, current spot rates and other industry and economic events. The Company validates the prices provided by third-party pricing services by reviewing their pricing methods and obtaining market values from other pricing sources. The fair values of the Company s cash equivalents, short-term investments, 401(k) restoration plan assets and foreign currency exchange contracts are determined through market and observable sources and have been classified as Level 2. After completing these validation procedures, the Company did not adjust or override any fair value measurements provided by third-party pricing services as of July 2, 2011 and December 31, 2010.

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CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Fair Value of Other Financial Instruments

The Company s cash, accounts receivable, accounts payable and variable interest rate debt are recorded at cost, which approximates fair value. The carrying value and fair value of the Company s fixed interest rate debt is $400 million and $395 million, respectively, at July 2, 2011. The carrying value and fair value of the Company s fixed interest rate debt is $200 million and $203 million, respectively, at December 31, 2010.

Hedge Transactions

The Company operates on a global basis and is exposed to the risk that its earnings, cash flows and stockholders equity could be adversely impacted by fluctuations in currency exchange rates and interest rates.

The Company records its hedge transactions in accordance with the accounting standards for derivative instruments and hedging activities, which establish the accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities. All derivatives, whether designated in hedging relationships or not, are required to be recorded on the consolidated balance sheets at fair value as either assets or liabilities. If the derivative is designated as a fair-value hedge, the changes in the fair value of the derivative and of the hedged item attributable to the hedged risk are recognized in earnings. If the derivative is designated as a cash flow hedge, the effective portions of changes in the fair value of the derivative are recorded in other comprehensive income and are recognized in earnings when the hedged item affects earnings; ineffective portions of changes in fair value are recognized in earnings. In addition, disclosures required for derivative instruments and hedging activities include the Company s objectives for using derivative instruments, the level of derivative activity the Company engages in, as well as how derivative instruments and related hedged items affect the Company s financial position and performance.

The Company currently uses derivative instruments to manage exposures to foreign currency and interest rate risks. The Company s objectives for holding derivatives are to minimize foreign currency and interest rate risk using the most effective methods to eliminate or reduce the impact of foreign currency and interest rate exposures. The Company documents all relationships between hedging instruments and hedged items and links all derivatives designated as fair-value, cash flow or net investment hedges to specific assets and liabilities on the consolidated balance sheets or to specific forecasted transactions. In addition, the Company considers the impact of its counterparties credit risk on the fair value of the contracts as well as the ability of each party to execute under the contracts. The Company also assesses and documents, both at the hedges inception and on an ongoing basis, whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows associated with the hedged items. The Company did not have any interest rate swap agreements in place at July 2, 2011 and December 31, 2010.

The Company enters into forward foreign exchange contracts, principally to hedge the impact of currency fluctuations on certain inter-company balances and short-term assets and liabilities. Principal hedged currencies include the Euro, Japanese Yen, British Pound and Singapore Dollar. The periods of these forward contracts typically range from one to three months and have varying notional amounts, which are intended to be consistent with changes in the underlying exposures. Gains and losses on these forward contracts are recorded in selling and administrative expenses in the consolidated statements of operations. At July 2, 2011 and December 31, 2010, the Company held forward foreign exchange contracts with notional amounts totaling $144 million and $136 million, respectively.

The Company s foreign currency exchange contracts included in the consolidated balance sheets are classified as follows (in thousands):

	July 2, 2011	**December 31, 2010**
Current assets	$ 389	$ 424
Current liabilities	$ 440	$ 626

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following is a summary of the activity related to the forward foreign exchange contracts (in thousands):

	Three Months Ended		Six Months Ended	
	July 2, 2011	**July 3, 2010**	**July 2, 2011**	**July 3, 2010**
Realized (losses) gains on closed contracts	$ (922)	$ (3,336)	$ 1,970	$ (6,967)
Unrealized (losses) gains on open contracts	(754)	(1,129)	151	257
Cumulative net pre-tax (losses) gains	$ (1,676)	$ (4,465)	$ 2,121	$ (6,710)

Stockholders Equity

The Company repurchased $148 million and $176 million of the Company s outstanding common stock during the six months ended July 2, 2011 and July 3, 2010, respectively. In February 2011, the Company s Board of Directors authorized the Company to repurchase up to $500 million of its outstanding common stock over a two-year period. During the six months ended July 2, 2011, the Company repurchased 1.0 million shares at a cost of $98 million under this program.

In February 2009, the Company s Board of Directors authorized the Company to repurchase up to $500 million of its outstanding common stock over a two-year period. During the six months ended July 2, 2011 and July 3, 2010, the Company repurchased 0.7 million and 2.7 million shares at a cost of $50 million and $176 million, respectively, under this program. As of April 2, 2011, the Company repurchased an aggregate of 8.2 million shares of its common stock under the now expired February 2009 program for an aggregate cost of $499 million.

Product Warranty Costs

The Company accrues estimated product warranty costs at the time of sale, which are included in cost of sales in the consolidated statements of operations. While the Company engages in extensive product quality programs and processes, including actively monitoring and evaluating the quality of its component supplies, the Company s warranty obligation is affected by product failure rates, material usage and service delivery costs incurred in correcting a product failure. The amount of the accrued warranty liability is based on historical information, such as past experience, prior product failure rates, number of units repaired and estimated costs of material and labor. The liability is reviewed for reasonableness at least quarterly.

The following is a summary of the activity of the Company s accrued warranty liability for the six months ended July 2, 2011 and July 3, 2010 (in thousands):

	Balance at Beginning of Period	**Accruals for Warranties**	**Settlements Made**	**Balance at End of Period**
Accrued warranty liability:				
July 2, 2011	$ 11,272	$ 4,835	$ (3,808)	$ 12,299
July 3, 2010	$ 10,109	$ 3,001	$ (2,836)	$ 10,274

Subsequent Events

The Company did not have any material subsequent events, except as described in Notes 3 and 5.

2 Inventories

Inventories are classified as follows (in thousands):

	July 2, 2011	**December 31, 2010**
Raw materials	$ 76,518	$ 63,475
Work in progress	22,235	17,301

Finished goods	144,427	123,524
Total inventories	$ 243,180	$ 204,300

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CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

3 Acquisitions

On July 18, 2011, the Company acquired the net assets of Anter Corporation (Anter), a manufacturer of thermal analyzers used to measure thermal expansion and shrinkage, thermal conductivity and resistivity, thermal diffusivity and specific heat capacity of a wide range of materials, for $11 million in cash. Anter is expected to add approximately $6 million to the Company s annual sales. This acquisition will be accounted for under the accounting standards for business combinations and Anter s results will be included in the Company s consolidated results of the Company from the acquisition date.

4 Goodwill and Other Intangibles

The carrying amount of goodwill was $294 million and $292 million at July 2, 2011 and December 31, 2010, respectively. Currency translation adjustments increased goodwill by $2 million.

The Company s intangible assets included in the consolidated balance sheets are detailed as follows (in thousands):

	July 2, 2011			December 31, 2010		
	Gross Carrying Amount	Accumulated Amortization	Weighted-Average Amortization Period	Gross Carrying Amount	Accumulated Amortization	Weighted-Average Amortization Period
Purchased intangibles	$ 136,859	$ 77,395	10 years	$ 134,723	$ 70,832	10 years
Capitalized software	266,837	147,411	5 years	229,850	127,056	5 years
Licenses	6,624	5,914	6 years	9,877	8,971	7 years
Patents and other intangibles	32,522	17,048	8 years	28,931	15,206	8 years
Total	$ 442,842	$ 247,768	7 years	$ 403,381	$ 222,065	7 years

The effect of foreign currency translation increased the gross carrying value of intangible assets and accumulated amortization for intangible assets by $23 million and $14 million, respectively, in the six months ended July 2, 2011. Amortization expense for intangible assets was $8 million and $7 million for the three months ended July 2, 2011 and July 3, 2010, respectively. Amortization expense for intangible assets was $16 million and $13 million for the six months ended July 2, 2011 and July 3, 2010, respectively. Amortization expense for intangible assets is estimated to be approximately $40 million per year for 2012 and 2013 and is estimated to increase to approximately $45 million per year for the years 2014 through 2016. The estimated significant increases in amortization expense in 2012, and thereafter, are due to amortization associated with capitalized software costs related to the launch of new products and software platforms planned in 2012.

5 Debt

On July 28, 2011, Waters entered into a new credit agreement (the 2011 Credit Agreement). The 2011 Credit Agreement provides for a $700 million revolving facility and a $300 million term loan facility. The term loan facility and the revolving facilities both mature on July 28, 2016 and require no scheduled prepayments before that date. The Company used the proceeds of the 2011 Credit Agreement to repay the outstanding amounts under the Company s existing multi-borrower credit agreement dated as of January 11, 2007 (the 2007 Credit Agreement). Waters terminated the 2007 Credit Agreement early without penalty. As of July 2, 2011, $300 million of the term loan from the 2007 Credit Agreement has been classified as a long-term liability in the consolidated balance sheet according to the terms of the 2011 Credit Agreement.

The interest rates applicable to term loan and revolving loans under the 2011 Credit Agreement are, at the Company s option, equal to either the base rate (which is the highest of (i) the prime rate, (ii) the federal funds rate plus 1/2%, or (iii) the one month LIBOR rate plus 1%) or the applicable 1, 2, 3, 6, 9 or 12 month LIBOR rate, in each case, plus an interest rate margin based upon the Company s leverage ratio, which can range between 0 to 20 basis points and between 85 basis points and 120 basis points. The facility fee on the 2011 Credit Agreement ranges between 15 basis points and 30 basis points. The 2011 Credit Agreement requires that the Company comply with an interest coverage ratio test of not less than 3.50:1 and a leverage ratio test of not more than 3.25:1 for any period of four consecutive fiscal quarters, respectively, the same as the 2007 Credit Agreement. In addition, the 2011 Credit Agreement includes negative covenants, affirmative covenants, representations and warranties and events of default

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

that are customary for investment grade credit facilities and are similar in nature to ones contained in the 2007 Credit Agreement.

In March 2011, the Company issued and sold the following senior unsecured notes during the six months ended July 2, 2011:

Senior Notes	Issue Date	Term	Interest Rate	Face Value (in millions)	Maturity Date
Series C	March 2011	5 years	2.50%	$ 50	March 2016
Series D	March 2011	7 years	3.22%	$ 100	March 2018
Series E	March 2011	10 years	3.97%	$ 50	March 2021

The Company used the proceeds from the issuance of these senior unsecured notes to repay $140 million of the term loan under the 2007 Credit Agreement and other outstanding debt, and for general corporate purposes. Interest on the senior unsecured notes is payable semi-annually in March and September of each year. The Company may prepay all or some of the senior unsecured notes at any time in an amount not less than 10% of the aggregate principal amount outstanding, plus the applicable make-whole amount. In the event of a change in control (as defined in the note purchase agreement) of the Company, the Company may be required to prepay the senior unsecured notes at a price equal to 100% of the principal amount thereof, plus accrued and unpaid interest. These notes require that the Company comply with an interest coverage ratio test of not less than 3.50:1 and a leverage ratio test of not more than 3.50:1 for any period of four consecutive fiscal quarters, respectively. In addition, these notes include customary negative covenants, affirmative covenants, representations and warranties and events of default.

As of July 2, 2011, the Company was in compliance with all debt covenants.

At July 2, 2011 and December 31, 2010, the Company had the following outstanding debt (in thousands):

	July 2, 2011	December 31, 2010
Lines of credit	$ 11,176	$ 11,055
2007 Credit Agreement, due January 2012	125,000	55,000
Total notes payable and debt	136,176	66,055
Senior unsecured notes Series A - 3.75%, due February 2015	100,000	100,000
Senior unsecured notes Series B - 5.00%, due February 2020	100,000	100,000
Senior unsecured notes Series C - 2.50%, due March 2016	50,000	
Senior unsecured notes Series D - 3.22%, due March 2018	100,000	
Senior unsecured notes Series E - 3.97%, due March 2021	50,000	
2007 Credit Agreement, due January 2012	300,000	500,000
Total long-term debt	700,000	700,000
Total debt	$ 836,176	$ 766,055

As of July 2, 2011 and December 31, 2010, the Company had a total amount available to borrow of $533 million and $543 million, respectively, after outstanding letters of credit under the 2007 Credit Agreement. The weighted-average interest rates applicable to the senior unsecured notes and 2007 Credit Agreement borrowings were 2.20% and 1.69% at July 2, 2011 and December 31, 2010, respectively. The increase in the weighted-average interest rate for the Company s long-term debt is primarily due to a higher rate paid on the fixed-rate debt.

The Company and its foreign subsidiaries also had available short-term lines of credit totaling $94 million and $111 million at July 2, 2011 and December 31, 2010, respectively, for the purpose of short-term borrowing and issuance of commercial guarantees. At July 2, 2011 and December 31, 2010, the weighted-average interest rates applicable to the short-term borrowings were 2.05% and 2.10%, respectively.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

6 Income Taxes

The Company accounts for its uncertain tax return reporting positions in accordance with the accounting standards for income taxes, which require financial statement reporting of the expected future tax consequences of uncertain tax reporting positions on the presumption that all concerned tax authorities possess full knowledge of the reporting positions, as well as all of the pertinent facts and circumstances, but prohibit any discounting of unrecognized tax benefits associated with uncertain reporting positions for the time value of money.

The following is a summary of the activity in the Company s unrecognized tax benefits for the six months ended July 2, 2011 and July 3, 2010 (in thousands):

	July 2, 2011	July 3, 2010
Balance at the beginning of the period	$ 71,523	$ 77,924
Realization of uncertain pre-acquisition tax benefits		(1,500)
Increase in other uncertain tax benefits	1,846	2,244
Balance at the end of the period	$ 73,369	$ 78,668

During the six months ended July 3, 2010, the Company recorded approximately $2 million of tax benefit in the income tax provision related to the resolution of a pre-acquisition tax exposure. The Company s uncertain tax positions are taken with respect to income tax return reporting periods beginning after December 31, 1999, which are the periods that generally remain open to income tax audit examination by the concerned income tax authorities. The Company continuously monitors the lapsing of statutes of limitations on potential tax assessments for related changes in the measurement of unrecognized tax benefits, related net interest and penalties, and deferred tax assets and liabilities. As of July 2, 2011, the Company does not expect to record any material changes in the measurement of any other unrecognized tax benefits, related net interest and penalties or deferred tax assets and liabilities due to the settlement of tax audit examinations or to the lapsing of statutes of limitations on potential tax assessments within the next twelve months.

The Company s effective tax rates for the three months ended July 2, 2011 and July 3, 2010 were 14.0% and 17.1%, respectively. The Company s effective tax rates for the six months ended July 2, 2011 and July 3, 2010 were 15.0% and 16.6%, respectively. Included in the income tax provision for the three and six months ended July 2, 2011 is approximately $2 million of tax benefit related to the reversal of reserves for interest related to an audit settlement in the United Kingdom. This tax benefit decreased the Company s effective tax rate by 1.4 percentage points and 0.7 percentage points in the three and six months ended July 2, 2011, respectively. Included in the income tax provision for the six months ended July 3, 2010 is the aforementioned $2 million of tax benefit related to the resolution of a pre-acquisition tax exposure. This tax benefit decreased the Company s effective tax rate by 0.8 percentage points in the six months ended July 3, 2010. The remaining differences between the effective tax rates for the three and six months ended July 2, 2011 as compared to the three and six months ended July 3, 2010 were primarily attributable to differences in the proportionate amounts of pre-tax income recognized in jurisdictions with different effective tax rates.

7 Stock-Based Compensation

The Company maintains various shareholder-approved, stock-based compensation plans which allow for the issuance of incentive or non-qualified stock options, stock appreciation rights, restricted stock or other types of awards (e.g. restricted stock units).

The Company accounts for stock-based compensation costs in accordance with the accounting standards for stock-based compensation, which require that all share-based payments to employees be recognized in the statements of operations based on their fair values. The Company recognizes the expense using the straight-line attribution method. The stock-based compensation expense recognized in the consolidated statements of operations is based on awards that ultimately are expected to vest; therefore, the amount of expense has been reduced for estimated forfeitures. The stock-based compensation accounting standards require forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Forfeitures were estimated based on historical experience. If actual results differ significantly from these estimates, stock-based compensation expense and the Company s results of operations could be materially impacted. In addition, if the Company employs different assumptions in the application of this standard, the compensation expense that the

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Company records in the future periods may differ significantly from what the Company has recorded in the current period.

The consolidated statements of operations for the six months ended July 2, 2011 and July 3, 2010 include the following stock-based compensation expense related to stock option awards, restricted stock, restricted stock unit awards and the employee stock purchase plan (in thousands):

	Three Months Ended		Six Months Ended	
	July 2, 2011	July 3, 2010	July 2, 2011	July 3, 2010
Cost of sales	$ 629	$ 604	$ 1,325	$ 1,229
Selling and administrative expenses	5,272	4,878	10,738	9,535
Research and development expenses	847	801	1,700	1,550
Total stock-based compensation	$ 6,748	$ 6,283	$ 13,763	$ 12,314

As of both July 2, 2011 and December 31, 2010, the Company has capitalized stock-based compensation costs of less than $1 million in inventory in the consolidated balance sheets. As of both July 2, 2011 and December 31, 2010, the Company has capitalized stock-based compensation costs of $3 million in capitalized software in the consolidated balance sheets.

Stock Options

In determining the fair value of the stock options, the Company makes a variety of assumptions and estimates, including volatility measures, expected yields and expected stock option lives. The fair value of each option grant was estimated on the date of grant using the Black-Scholes option pricing model. The Company uses implied volatility on its publicly traded options as the basis for its estimate of expected volatility. The Company believes that implied volatility is the most appropriate indicator of expected volatility because it is generally reflective of historical volatility and expectations of how future volatility will differ from historical volatility. The expected life assumption for grants is based on historical experience for the population of non-qualified stock optionees. The risk-free interest rate is the yield currently available on U.S. Treasury zero-coupon issues with a remaining term approximating the expected term used as the input to the Black-Scholes model. The relevant data used to determine the value of the stock options granted during the six months ended July 2, 2011 and July 3, 2010 are as follows:

Options Issued and Significant Assumptions Used to Estimate Option Fair Values	**July 2, 2011**	**July 3, 2010**
Options issued in thousands	32	32
Risk-free interest rate	2.1%	3.0%
Expected life in years	6	6
Expected volatility	0.290	0.293
Expected dividends		

Weighted-Average Exercise Price and Fair Value of Options on the Date of Grant	**July 2, 2011**	**July 3, 2010**
Exercise price	$ 78.10	$ 61.63
Fair value	$ 25.25	$ 21.40

The following table summarizes stock option activity for the plans for the six months ended July 2, 2011 (in thousands, except per share data):

	Price per Share	**Weighted-Average Exercise Price**

	Number of Shares		
Outstanding at December 31, 2010	5,560	$ 21.39 to $80.97	$ 50.19
Granted	32	$ 78.10	$ 78.10
Exercised	(996)	$ 21.39 to $77.94	$ 40.98
Canceled	(24)	$ 36.25 to $80.97	$ 80.87
Outstanding at July 2, 2011	4,572	$ 21.39 to $79.05	$ 52.23

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CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Restricted Stock

During the six months ended July 2, 2011, the Company granted twelve thousand shares of restricted stock. The fair value of these awards on the grant date was $78.10 per share. The restrictions on these shares lapse at the end of a three-year period.

Restricted Stock Units

The following table summarizes the unvested restricted stock unit award activity for the six months ended July 2, 2011 (in thousands, except for per share amounts):

	Shares	Weighted-Average Price
Unvested at December 31, 2010	752	$ 49.64
Granted	173	$ 79.00
Vested	(250)	$ 48.12
Forfeited	(7)	$ 51.79
Unvested at July 2, 2011	668	$ 57.79

Restricted stock units are generally granted annually in February and vest in equal annual installments over a five-year period.

8 Earnings Per Share

Basic and diluted earnings per share (EPS) calculations are detailed as follows (in thousands, except per share data):

	Three Months Ended July 2, 2011		
	Net Income (Numerator)	Weighted-Average Shares (Denominator)	Per Share Amount
Net income per basic common share	$ 100,075	91,662	$ 1.09
Effect of dilutive stock option, restricted stock and restricted stock unit securities		1,609	
Net income per diluted common share	$ 100,075	93,271	$ 1.07

	Three Months Ended July 3, 2010		
	Net Income (Numerator)	Weighted-Average Shares (Denominator)	Per Share Amount
Net income per basic common share	$ 84,922	92,612	$ 0.92
Effect of dilutive stock option, restricted stock and restricted stock unit securities		1,666	
Net income per diluted common share	$ 84,922	94,278	$ 0.90

Six Months Ended July 2, 2011
Weighted-

	Net Income (Numerator)	Average Shares (Denominator)	Per Share Amount
Net income per basic common share	$ 194,564	91,649	$ 2.12
Effect of dilutive stock option, restricted stock and restricted stock unit securities		1,653	
Net income per diluted common share	$ 194,564	93,302	$ 2.09

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CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	Six Months Ended July 3, 2010		
	Net Income (Numerator)	Weighted-Average Shares (Denominator)	Per Share Amount
Net income per basic common share	$ 160,440	93,110	$ 1.72
Effect of dilutive stock option, restricted stock and restricted stock unit securities		1,643	
Net income per diluted common share	$ 160,440	94,753	$ 1.69

For both the three and six months ended July 2, 2011, the Company had 0.7 million stock options that were antidilutive due to having higher exercise prices than the Company s average stock price during the period. For the three and six months ended July 3, 2010, the Company had 1.8 million and 1.9 million stock options that were antidilutive, respectively. These securities were not included in the computation of diluted EPS. The effect of dilutive securities was calculated using the treasury stock method.

9 Comprehensive Income

Comprehensive income is detailed as follows (in thousands):

	Three Months Ended		Six Months Ended	
	July 2, 2011	July 3, 2010	July 2, 2011	July 3, 2010
Net income	$ 100,075	$ 84,922	$ 194,564	$ 160,440
Foreign currency translation	9,947	(28,420)	42,053	(51,830)
Unrealized gains (losses) on investments before income taxes	41	(41)	2,529	
Income tax (expense) benefit	(14)	14	(885)	
Unrealized gains (losses) on investments, net of tax	27	(27)	1,644	
Retirement liability adjustment, net of tax	242	(16)	593	113
Other comprehensive income (loss)	10,216	(28,463)	44,290	(51,717)
Comprehensive income	$ 110,291	$ 56,459	$ 238,854	$ 108,723

10 Retirement Plans

The Company sponsors various retirement plans. The summary of the components of net periodic pension costs for the plans for the three and six months ended July 2, 2011 and July 3, 2010 is as follows (in thousands):

	Three Months Ended					
	July 2, 2011			July 3, 2010		
	U.S. Pension Plans	U.S. Retiree Healthcare Plan	Non-U.S. Pension Plans	U.S. Pension Plans	U.S. Retiree Healthcare Plan	Non-U.S. Pension Plans
Service cost	$	$ 134	$ 480	$ 15	$ 96	$ 424
Interest cost	1,554	94	265	1,585	103	256

Expected return on plan assets	(1,880)	(69)	(75)	(1,785)	(53)	(79)
Net amortization:						
Prior service credit		(13)			(13)	
Net actuarial loss (gain)	433		7	262		(13)
Net periodic pension cost	$ 107	$ 146	$ 677	$ 77	$ 133	$ 588

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	Six Months Ended					
	July 2, 2011			July 3, 2010		
	U.S. Pension Plans	U.S. Retiree Healthcare Plan	Non-U.S. Pension Plans	U.S. Pension Plans	U.S. Retiree Healthcare Plan	Non-U.S. Pension Plans
Service cost	$	$ 268	$ 960	$ 30	$ 192	$ 848
Interest cost	3,108	188	530	3,170	206	512
Expected return on plan assets	(3,760)	(138)	(150)	(3,570)	(106)	(158)
Net amortization:						
Prior service credit		(26)			(26)	
Net actuarial loss (gain)	866		14	524		(26)
Net periodic pension cost	$ 214	$ 292	$ 1,354	$ 154	$ 266	$ 1,176

For the three and six months ended July 2, 2011, the Company contributed less than $1 million and $1 million to the Company s U.S. pension plans, respectively. During fiscal year 2011, the Company expects to contribute a total of approximately $4 million to $5 million to the Company s defined benefit plans.

11 Business Segment Information

The Company s business activities, for which discrete financial information is available, are regularly reviewed and evaluated by the chief operating decision makers. As a result of this evaluation, the Company determined that it has two operating segments: Waters Division and TA Division.

Waters Division is primarily in the business of designing, manufacturing, distributing and servicing LC and MS instruments, columns and other chemistry consumables that can be integrated and used along with other analytical instruments. TA Division is primarily in the business of designing, manufacturing, distributing and servicing thermal analysis, rheometry and calorimetry instruments. The Company s two divisions are its operating segments and each has similar economic characteristics; product processes; products and services; types and classes of customers; methods of distribution and regulatory environments. Because of these similarities, the two segments have been aggregated into one reporting segment for financial statement purposes. Please refer to the consolidated financial statements for financial information regarding the one reportable segment of the Company.

Net sales for the Company s products and services are as follows for the three and six months ended July 2, 2011 and July 3, 2010 (in thousands):

	Three Months Ended		Six Months Ended	
	July 2, 2011	July 3, 2010	July 2, 2011	July 3, 2010
Product net sales:				
Waters instrument systems	$ 206,421	$ 182,534	$ 403,932	$ 341,101
Chemistry	74,299	62,871	148,021	129,549
TA instrument systems	35,430	30,020	67,533	57,817
Total product sales	316,150	275,425	619,486	528,467
Service net sales:				
Waters service	119,871	104,886	233,278	209,894

TA service	11,606	10,744	22,466	20,394
Total service sales	131,477	115,630	255,744	230,288
Total net sales	$ 447,627	$ 391,055	$ 875,230	$ 758,755