MENTOR CORP /MN/
Form 10-K/A
July 29, 2005

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

FORM 10-K/A

(Mark One)

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended **March 31, 2005**
or

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Commission File No. 0-7955

MENTOR CORPORATION

(Exact name of registrant as specified in its charter)

Minnesota	**41-0950791**
(State of other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

201 Mentor Drive, Santa Barbara, California 93111
(Address of principal executive offices) (Zip Code)

(805) 879-6000
(Registrant's telephone number, including area code)

Title of Each Class	**Name of Each Exchange on Which Registered**
Common Shares	New York Stock Exchange

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

Common Shares, par value $.10 per share

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 x No o

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

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2).
Yes x No o

Based on the closing sale price on the New York Stock Exchange as of the last business day of the Registrant's most recently completed second fiscal quarter (September 30, 2004), the aggregate market value of the Common Shares of the Registrant held by non-affiliates of the Registrant was approximately $1,059,407,465. For purposes of this calculation, shares held by each executive officer, director and holder of 10% or more of the outstanding shares of the Registrant have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of July 18, 2005, there were approximately 42,335,458 Common Shares outstanding.

EXPLANATORY NOTE

We are filing this Amendment No. 1 on Form 10-K/A to our Annual Report on Form 10 K for the fiscal year ended March 31, 2005 (the "Report") for the purpose of including information that was to be incorporated by reference from our definitive proxy statement pursuant to Regulation 14A of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). We will not file our definitive proxy statement within 120 days of our fiscal year ended March 31, 2005, and are, therefore, amending Part III of the Report and, for convenience of the reader, restating the Report in its entirety. We anticipate filing our definitive proxy statement in August 2005 for our 2005 Annual Shareholder Meeting, which is currently scheduled to be held on September 14, 2005. In addition, in connection with the filing of this Amendment and pursuant to Rules 12b 15 and 13a 14 under the Exchange Act, we are including with this Amendment currently dated certifications. Except as described above, no other amendments are being made to the Report. This Form 10 K/A does not reflect events occurring after the filing of our original Report, modify or update the disclosure contained in the Report in any way other than as required to reflect the amendments discussed above.

MENTOR CORPORATION

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PART I

FORWARD-LOOKING STATEMENTS

Unless the context indicates otherwise, when we refer to "Mentor," "we," "us," "our," or the "Company" in this Form 10-K, we are referring to Mentor Corporation and its subsidiaries on a consolidated basis. Various statements in this Form 10-K or incorporated by reference into this Form 10-K, in future filings by us with the SEC, in our press releases and in our oral statements made by or with the approval of authorized personnel, constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on current expectations and are indicated by words or phrases such as "anticipate," "estimate," "expect," "intend," "project," "plan," "believe," "will," "seek," and similar words or phrases and involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Some of the factors that could affect our financial performance or cause actual results to differ from our estimates in, or underlying, such forward-looking statements are set forth under the heading of "Risk Factors" or elsewhere in this Form 10-K. Forward-looking statements include statements regarding, among other things:

- Our anticipated growth strategies;
- Our intention to introduce or seek approval for new products;
- Our ability to continue to meet FDA and other regulatory requirements;
- Our anticipated outcomes of litigation and regulatory reviews; and
- Our ability to replace sources of supply without disruption and regulatory delay.

These forward-looking statements are based largely on our expectations and are subject to a number of risks and uncertainties, many of which are beyond our control. Actual results could differ materially from these forward-looking statements as a result of the facts described in "Risk Factors" or elsewhere including, among others, problems with suppliers, changes in the competitive marketplace, significant product liability or other claims, difficulties with new product development, the introduction of new products by our competitors, changes in the economy, United States Food Drug and Administration ("FDA") delay in approval or rejection of new or existing products, changes in Medicare, Medicaid or third-party reimbursement policies, changes in government regulations, use of hazardous or environmentally sensitive materials, inability to implement new information technology systems, inability to integrate new acquisitions, and other events. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks and uncertainties, we cannot assure you that the forward-looking information contained in this Form 10-K will, in fact, transpire.

ITEM 1. BUSINESS.

Mentor Corporation was incorporated in Minnesota in 1969. Our fiscal year ends on March 31, and references to fiscal 2005, fiscal 2004 or fiscal 2003 refer to the years ended March 31, 2005, 2004 or 2003, respectively.

General

We develop, manufacture and market a broad range of products serving the medical specialties market. Our products are utilized by three primary segments: aesthetic and general surgery (plastic and reconstructive surgery), surgical urology, and clinical and consumer healthcare. Aesthetic and general surgery products include surgically implantable prostheses for plastic and reconstructive surgery as well as capital equipment and consumables used for soft tissue aspiration or body contouring (liposuction). Surgical urology products include surgically implantable prostheses for the treatment of impotence, surgically implantable incontinence products, urinary care products, and brachytherapy seeds for the treatment of prostate cancer. Clinical and consumer healthcare products include catheters and other products for the management of urinary incontinence and retention.

Recent Events

On April 15, 2003, we purchased the U.S. method patent rights to a surgical procedure known as the trans-obturator technique, which utilizes a sling device implanted through the trans-obturator foramen in the treatment of female urinary incontinence. In July 2003, we acquired exclusive distribution rights to the ObTape® product in the United States, which is used in the trans-obturator technique.

On August 25, 2003, we acquired A-Life Ltd. located in Edinburgh Scotland from Vitrolife AB. A-Life has developed proprietary technology related to double cross-linked hyaluronic acid dermal filler products. We have filed an application for CE mark and received approval to market the products in Europe and are currently conducting a clinical study to seek approval of the products as an injectable dermal filler for facial aesthetic applications in the United States.

On October 25, 2003, we acquired Inform Solutions, Inc., now doing business as Mentor Solutions, located in San Diego, California. Mentor Solutions is a leading provider of comprehensive, integrated practice management software and revenue enhancement services in the plastic surgery industry.

On December 10, 2003, we entered into an exclusive license agreement with Wisconsin Alumni Research Foundation (WARF) to develop, manufacture and distribute products utilizing their proprietary botulinum toxin technology. We have completed construction of a production facility and have begun a clinical study in the United States to seek approval of the product initially for aesthetic applications.

In December 2003, we completed the submission for our silicone gel PMA application to the FDA for breast augmentation, reconstruction and revision. The FDA indicated that our PMA "is sufficiently complete to permit a substantive review and is, therefore, suitable for filing." On January 8, 2004, the FDA released a "Draft Guidance for Saline, Silicone Gel, and Alternative Breast Implants". This new draft guidance has additional requirements from the FDA's previously issued guidance document dated February 2003. In August 2004, we amended our PMA based on the January 2004 revised (new) FDA draft guidance and responded to other issues raised by the FDA. On April 11-13, 2005, an advisory panel composed of outside experts selected by the FDA met to consider questions presented to it by the FDA regarding our and our competitor's PMA submissions and to make a recommendation to the FDA regarding whether the PMA applications should be approved. The panel recommended approval of our PMA submission to the FDA, with conditions. The FDA must deliberate on the recommendations of the panel. We cannot predict the timing or the outcome of this review. In the meantime, we continue to address the FDA's questions, and the FDA review and approval process may require additional substantial time and expense, with no assurances of success.

Principal Products and Markets

The following table shows the net sales attributable to our principal product lines, each of which constitute one of our three reportable business segments, and the percentage contributions of such net sales to total net sales for the periods indicated.

	Year Ended March 31,					
	2005		2004		2003	
(in thousands)	**Amount**	**%**	Amount	%	Amount	%
Aesthetic and General Surgery	**$ 251,726**	**52%**	$ 218,437	52%	$ 191,405	50%
Surgical Urology	**129,292**	**27%**	108,370	26%	106,675	28%
Clinical and Consumer Healthcare	**102,379**	**21%**	95,361	22%	84,304	22%
	$ 483,397	**100%**	$ 422,168	100%	$ 382,384	100%

Aesthetic and General Surgery Products

Our aesthetic and general surgery products fall into three general categories: breast implants, body contouring and other aesthetics. Net sales for each of these product categories and the percentage contributions of such net sales to total net sales for Aesthetic and General Surgery are as follows:

				Year Ended March 31,			
		2005		2004		2003	
(in thousands)		**Amount**	**%**	Amount	%	Amount	%
Breast implants	**$**	**217,420**	**86.4%**	194,052	88.8%	172,024	89.9%
Body contouring		**18,609**	**7.4%**	15,276	7.0%	12,621	6.6%
Other aesthetics		**15,697**	**6.2%**	9,109	4.2%	6,760	3.5%
Aesthetic and General Surgery	**$**	**251,726**	**100.0%**	218,437	100.0%	191,405	100.0%

We develop, produce, and market a broad line of breast implants, including saline-filled implants and silicone gel-filled (MemoryGel™) implants. Our breast implants consist of a silicone elastomer shell that is either filled during surgery with a saline solution or pre-filled during the manufacturing process with silicone gel. Our MemoryGel™ products come in varying degrees of cohesiveness. Additionally, all of our implants have either a smooth or textured surface and are provided in a variety of sizes and shapes to meet the varying preferences of patients and surgeons.

Mammary prostheses have applications in both cosmetic and reconstructive plastic surgery procedures. These prostheses are used in augmentation procedures to enhance breast size and shape, correct breast asymmetries and help restore fullness after breast feeding. During reconstruction procedures, mammary prostheses are utilized as a surgical solution to create a breast mound following a mastectomy. Breast reconstruction is a surgical option for many women following a mastectomy, either at the time of surgery or a later date.

We carry a full line of breast reconstruction products including the Contour Profile Expander (CPX®) family of breast expanders. These expansion products, used in the first-stage of a two-stage breast reconstruction, create a pocket that will ultimately hold the breast implant that is placed in a subsequent second-stage operation. All of the CPX devices utilize our proprietary BufferZone™ self-sealing technology and Centerscope™ injection port locators. We also are the industry leader for single-stage breast reconstruction procedures, with our line of smooth and textured Becker implants, which are designed to be used as both an expander and an implant.

We offer a line of extremity tissue expanders. Extremity tissue expansion involves the process of growing additional tissue for reconstruction and skin graft procedures. Some of the major applications of extremity tissue expansion include the correction of disfigurements such as burns, large scars and congenital deformities.

We market an ultrasound-assisted product used for the aspiration of soft tissues in general surgery and cosmetic surgery applications and have obtained U.S. Food and Drug Administration ("FDA") approval to label the product for use in Ultra-sonic liposuction. Our subsidiary, Byron Medical, Inc., offers a complete line of liposuction products including traditional power-assisted and ultrasonic liposuction product offerings and disposable supplies. As a result we are positioned as a broad line supplier to the entire body contouring (liposuction) market.

In fiscal 2005, Mentor founded two new business lines in the Aesthetics arena: Mentor Solutions and Facial Aesthetics. We had previously acquired a company called Inform Solutions and during the year combined it into a new focus area of our business called Mentor Solutions. The Mentor Solutions group offers software, consulting and business management tools to help plastic surgeons grow their business.

In the Facial Aesthetics area, we launched our new dermal filler product, Puragen™, in a variety of international markets in May 2005. Puragen™ is our proprietary non-animal based, hyaluronic acid dermal filler that features an innovative double cross-linked technology (DXL™), making it the next generation in injectible hyaluronic acid fillers. We are currently conducting a clinical study of Puragen ™ in the United States, which is anticipated to be completed before the end of calendar 2005.

We are developing a next-generation botulinum toxin type A product based on proprietary technology that yields a formulation designed to be purer than other commercially available botulinum products. During fiscal 2005, we initiated the United States phase 1 dose escalation study for cosmetic indications.

Surgical Urology Products

Our surgical urology products fall into four general categories: erectile dysfunction products, cancer treatment products (brachytherapy), women's health products, and disposable urinary care products. Net sales for each of these product categories, and the percentage contributions of such net sales to total net sales for Surgical Urology, are as follows:

	Year Ended March 31,					
	2005		2004		2003	
(in thousands)	**Amount**	**%**	Amount	%	Amount	%
Erectile dysfunction	**$ 26,353**	**20.4%**	$ 23,201	21.4%	$ 24,733	23.2%
Brachytherapy	**15,828**	**12.2%**	14,615	13.5%	24,512	23.0%
Women's health	**22,537**	**17.4%**	15,552	14.4%	9,981	9.3%
Disposable urinary care/other	**64,574**	**50.0%**	55,002	50.7%	47,448	44.5%
Surgical Urology	**$ 129,292**	**100.0%**	$ 108,370	100.0%	$ 106,675	100.0%

Our erectile dysfunction products consist of a line of penile implants for the treatment of male sexual impotence. Penile prostheses are implanted in men who cannot achieve a natural erection of sufficient rigidity for sexual intercourse. Penile implants have become the standard of care for men who have not responded to less invasive oral therapies. In order to respond to a variety of physician and patient preferences, we manufacture several types of penile prostheses, including hydraulic inflatable devices and a malleable prosthesis. We have FDA approval to market the Titan® Inflatable penile prosthesis and the Genesis™ malleable penile prosthesis with a hydrophilic coating that offers a number of advantages to both the physician and the patient. We also have Conformite Europeene (CE) approval for the sale and marketing of penile implants utilizing the same coating, Resist,™ which is designed to reduce bacterial adherence.

Our cancer treatment products consist primarily of two types of brachytherapy seeds (iodine and palladium) for the treatment of prostate cancer, as well as associated supplies and delivery systems. Our iodine seeds, ProstaSeed® , are manufactured by our subsidiary, Mills Biopharmaceuticals, Inc. For palladium seeds, we entered into a nonexclusive agreement in January 2003 to distribute Best™ Medical Palladium-103 brachytherapy seeds, and began to distribute those seeds shortly thereafter. However, due to difficulties in increasing manufacturing capacity in a short time frame, we were unable to secure adequate supply from the vendor to fulfill customer demand during fiscal 2004. In fiscal 2005, we had a sufficient supply of seeds, and expect that our current sources of supply are adequate to meet anticipated customer demand.

In October of 2002, the FDA approved the IsoLoader™, our computer-based workstation and automated cartridge-based needle loading and physics workstation, which automates brachytherapy needle loading, radioactive seed assay and reporting for use in brachytherapy procedures. In early 2003, we began to market the workstation. We also received the necessary approvals from the Canadian Therapeutic Products Directorate to market and sell the Isoloader™ in Canada in April of 2002. In addition, we market a variety of other brachytherapy products, which include prescription loaded needles and strands, pre-loaded cartridges, and a complete line of pre-loaded style and original MICK® applicator needles.

In June of 2005, we launched our new IsoStrand™ product for use in conjunction with the IsoLoader™ workstation. The key benefit of this new technology is that it allows the end-user to automate stranding and needle loading safely and efficiently, directly from the treatment plan on the IsoLoader™. This key benefit meets the clinical shift towards intra-operative planning and the clinical demands for "real time" strands.

Our Women's Health offering consists of a line of innovative surgical products to treat Stress Urinary Incontinence (SUI) and pelvic floor disorders. These procedures provide relief for women suffering from stress urinary incontinence and pelvic organ prolapse, and consists of the following products:

- ObTape® is a polypropylene trans-obturator sling used to treat SUI. ObTape®, which was initially sold in Europe through an exclusive supply and distribution arrangement. In fiscal 2004, we acquired the exclusive rights to distribute these products in the United States and received 510(k) approval from the FDA to market ObTape®. This product uses an innovative and patented Trans-obturator surgical approach that offers the benefits of a faster, less invasive surgical procedure to patients and a selection of specially designed surgical tools to the physicians.
- Aris™, our newest trans-obturator sling product for the treatment of SUI, was launched on May 21, 2005. Aris™ represents our newest technical achievement for a knitted, monofilament polypropylene tape and offers the benefits of being a light and thick mesh, with smooth edges and low elasticity.
- Suspend® Tutoplast® Processed Fascia Lata, which is treated using Tutogen Medical Inc.'s proprietary Tutoplast® process to ensure safe and strong tissue grafts that are non freeze-dried. Tutogen harvests and processes the donor tissue and we have the exclusive distribution rights to this innovative product used to treat SUI and pelvic organ prolapse.
- Axis® Tutoplast® Processed Dermis, which also uses Tutogen Medical Inc.'s proprietary Tutoplast® process to ensure safe and strong tissue grafts that are non freeze-dried. We also have the exclusive distribution rights to this product which offers the surgeon an additional tissue choice for the treatment of SUI and pelvic organ prolapse.

Our urinary care products consist of disposable urological devices for use in the hospital and outpatient setting. These devices consist of endourological stents, catheters, urinary drainage systems, stone baskets, wound drainage products and other specialty urological items, most of which are manufactured and marketed by our Porges subsidiary. These products are used during and following surgery for the treatment of upper urinary tract disease such as kidney stones, ureteral stones and tumors, and for the diagnosis and treatment of lower urinary track diseases such as BPH, prostate cancer, bladder cancer, urethral strictures and other voiding disorders, including urinary incontinence.

Clinical and Consumer Healthcare Products

We manufacturer a broad line of daily management products which provide dignified solutions for urinary incontinence and retention problems. We market a complete line of intermittent urinary catheters, male external catheters and urine collection bags, as well as Foley catheters and trays. These disposable products are used in homes, hospitals, rehabilitation and extended care facilities around the world. Approximately two-thirds of our revenues in this business segment are primarily from sales of intermittent catheters for the management of urinary retention and to a lesser degree, male external catheters for the management of urinary incontinence. Sales of other ancillary products account for the remaining revenues.

Our Porges subsidiary specializes in urological disposables, diagnostic tools and various devices for surgery and postoperative follow-up. We introduced the first of these products into the U.S. market in fiscal 2002 and continue to expand the range of products into developing markets. We also manufacture and market incontinence and ostomy products primarily for the home healthcare market such as drainage bags, ostomy pouches, intermittent catheters, male external catheters, and Foley catheters.

Various ancillary urologic products are included in our product portfolio including organic odor eliminators, moisturizing skin creams and ointments, and pessaries for the management of pelvic organ prolapse. We also distribute the BTA *Stat*® point-of-care bladder cancer screening test manufactured by Polymedco, Inc., under an exclusive supply and distribution agreement.

We continue to be a leading developer of specialty intermittent catheters to meet the varied needs of our customers. The Self-Cath Plus®, a patent-pending hydrophilic intermittent catheter, and the Self-Cath Closed System have provided a platform for the development of the new Self-Cath HydroGel®. Launching in August of 2005, the Self-Cath HydroGel® incorporates a unique combination of features providing protection to minimize the incidence of urinary tract infections and a highly lubricious lubricant for smooth insertion.

Marketing

We employ specialized domestic sales forces for our aesthetic surgery, body contouring, and urologic specialties, which includes our women's health, erectile dysfunction, prostate brachytherapy and clinical and consumer healthcare product lines. Each sales force provides product information or specific data support and related services to physicians, nurses and other health care professionals. We also market certain products, particularly our disposable incontinence products, through a domestic network of independent hospital supply dealers and healthcare distributors, and through retail pharmacies.

We promote our products through participation in and sponsorship of medical conferences and educational seminars, radio, newspaper, specialized websites, journal advertising, direct mail programs, and a variety of marketing support programs. In fiscal 2005, we launched the first primetime advertising campaign in the industry for our saline breast implant products. We ran four distinct commercials on ABC's *Extreme Makeover* program for the 2004/05 season while at the same time launching our *Mentor4me.com* patient education program designed to help educate interested women about breast augmentation surgery and help them locate surgeons. During the year these commercials have also run during ABC's Daytime programming and ABC's *Desperate Housewives* program. Mentor participates in supporting organizations that provide counseling and education for persons suffering from specific disease states, and we provide patient education materials for most of our products to physicians for use with their patients. The "Kids Can Cath!" catheterization training program is aimed to provide creative tools to clinicians and parents of children who live with spina bifida in order to maximize the level of self-care for each child. We also conduct patient awareness programs including "Straight Talk about E.D." and "Back in Control™to help educate individuals on erectile dysfunction and female stress urinary incontinence, respectively.

International Operations

We export most of our product lines, principally to Canada, Western Europe, Central and South America, and the Pacific Rim. Products are sold through our direct international sales offices in Canada, the United Kingdom, Germany, France, Japan, Benelux, Australia, Spain, Portugal and Italy, as well as through independent distributors in other countries. Total foreign net sales through distributors and direct international sales offices were $195.2 million, $170.4 million, and $138.2 million in fiscal 2005, 2004 and 2003, respectively. Other than sales made through our international sales offices, which are denominated in the local currency of the sales office, export sales are made in United States dollars.

In addition, we manufacture mammary implants in The Netherlands, disposable urology products in France and the United Kingdom and have recently initiated production of facial products in the United Kingdom. Total long-lived assets located in foreign countries were $59.8 million, $62.2 million, and $48.1 million in fiscal 2005, 2004 and 2003, respectively.

For additional information regarding our international operations, see "Risk Factors - Our International Business Exposes Us to a Number of Risks" and "Note R - Business Segment Information" of the "Notes to the Consolidated Financial Statements."

Competition

We believe we are one of the leading suppliers of cosmetic and reconstructive surgery products, penile implants, and disposable catheter products. This belief is based upon information developed internally, public information sources, and information from independent research studies of market share.

In the domestic breast implant market, we compete primarily with one other company, Inamed Corporation. The primary competitive factors in this market currently are product performance and quality, range of styles and sizes, proprietary design, warranty programs, customer service and, in certain instances, price. In Europe, we compete with Inamed Corporation and various smaller competitors. On March 21, 2005, Medicis, a specialty pharmaceutical company with offerings in the dermatological, podiatric and aesthetics markets, and a competitor with our newly launched facial dermal filler products, announced a definitive merger agreement with Inamed Corporation. As of June 9, 2005 the merger was not yet completed.

We compete primarily with only one other company worldwide in the inflatable penile implant market, American Medical Systems, Inc. Several companies sell competing malleable penile implants. The primary competitive factors in the penile implant market are product performance and reliability, ease of implantation, proprietary design, and customer service. We believe that by providing several types of implants that emphasize high performance and reliability, we can successfully respond to various physician and patient preferences. Recently, the erectile dysfunction market has experienced renewed growth in the penile implant segment, which has recently stabilized following the introduction of two additional oral medications.

We compete with many other companies in the United States providing brachytherapy seeds for the treatment of prostate cancer, including Oncura, a division of Amersham Health, C.R. Bard, Inc., Theragenics Corporation, North American Scientific, Inc., and others. The primary competitive factors in this market are technologies that support efficient preparation and implantation of radioactive sources through improved product delivery, price, product offering, customer service, and consistent quality. We believe that we have the third largest market share for iodine and palladium brachytherapy seeds.

We compete with a number of other companies in the pubovaginal sling and pelvic floor reconstruction market, including J&J Gynecare, C.R. Bard, Inc., American Medical Systems, Inc., Boston Scientific's Microvasive division, and others. As a first line treatment, the demand factors for this market include having a wide selection of materials and offering the surgeon multiple choices of procedure options to meet specific patient requirements. We offer a wide selection of choices including allograft, bioresorbable and synthetic materials that may be placed through a number of surgical techniques. We also believe that our patented surgical method provides the least invasive treatment for stress urinary incontinence.

Through our innovative design and customer-focused marketing of catheters and other disposable incontinence products, we have been able to compete successfully against larger companies in this market. C.R. Bard, Inc., Hollister, Inc., Kendall (a division of Tyco HealthCare), and Coloplast Corporation are the dominant competitors in the worldwide market. We compete primarily on the basis of product design and performance, and by providing product support and related services to health care professionals and consumers.

Government Regulations

General

As a manufacturer of medical devices our manufacturing processes and facilities are subject to continuing review by the FDA and various state and international agencies ("Agencies"). These Agencies inspect our processes and our facilities from time to time to determine whether we are in compliance with various regulations relating to manufacturing practices and other requirements. These Agencies have the power to prevent or limit further marketing of products based upon the results of these inspections. These regulations depend heavily on administrative interpretation. There can be no assurance that future interpretations made by these Agencies will not adversely affect us. Failure to comply with these Agencies regulatory requirements may result in enforcement action by these Agencies, including product recalls, suspension or revocation of product approval, seizure of product to prevent distribution, imposition of injunctions prohibiting product manufacture or distribution, and civil or criminal penalties.

Advertising and promotion of medical devices are regulated by the FDA and the Federal Trade Commission ("FTC") in the U.S. and by analogous agencies internationally. A determination that we are in violation of regulatory requirements governing promotional activities could lead to imposition of various penalties, including warning letters, product recalls, injunctive relief, and civil or criminal penalties.

Products and materials manufactured internationally may come under Homeland Security statutes from time to time and could be considered for restricted entry into the United States by FDA and U.S. Customs. The restricted entry of such products and materials could affect the manufacturing and sale of product domestically and internationally.

Regulation of Medical Devices

Under the "Federal Food, Drug, and Cosmetic Act" ("FDCA") as amended, the FDA has the authority to adopt regulations that: (i) set standards and general controls for medical devices; (ii) require demonstration of safety and effectiveness or other forms of data support prior to marketing devices which the FDA believes require pre-market approval or clearance; (iii) require test data to be submitted to the FDA prior to evaluation in humans; (iv) permit detailed inspections of device manufacturing facilities; (v) establish Good Manufacturing Practices ("GMPs") now referred to as the Quality System Regulation ("QSR") that must be followed in device manufacture; (vi) require reporting of certain adverse events, device malfunctions, and other post-market information to the FDA; and (vii) prohibit device exports that do not meet certain requirements. The FDA also regulates promotional activities by device companies. Essentially all of our products currently marketed are medical devices and are therefore subject to FDA regulation in the U.S. and analogous foreign agencies for the international countries to which we export our products.

The FDCA established complex procedures for FDA regulation of devices. Devices are placed in three classes: Class I (general controls to preclude misbranding or adulteration, compliance with labeling and other requirements), Class II (special controls and FDA clearance in addition to general controls), and Class III (a pre-market approval application ("PMA") before commercial marketing). Class III devices are the most extensively regulated. Class III devices require each manufacturer to submit to the FDA a PMA that includes information demonstrating the safety and effectiveness of the device. The majority of our aesthetic surgery and urology implants are in Class III, while most of our disposable incontinence products are in Classes I and II.

In 1991, we submitted a PMA for our silicone gel-filled mammary prostheses to the FDA. In 1992, the FDA's outside advisory panel on aesthetic surgery products indicated that although there was insufficient data to establish with reasonable certainty that silicone gel implants were safe and effective, there was a public health need for these types of implants. The FDA adopted the recommendations of the panel.

The FDA denied the pending applications for the use of silicone gel-filled breast implants for augmentation, but provided for the continued availability of the implants for reconstruction and revision purposes on the basis of a public health need. Since 1993, women have been required to enroll in a clinical program for future follow-up in order to receive gel-filled implants for reconstruction. Patients are required to sign an informed consent form and physicians must certify that saline implants are not a satisfactory alternative. We continue to ship these products under the terms of this clinical program, and these shipment activities require device tracking and documentation support to ensure compliance and accountability.

In 1993, the FDA published proposed guidelines for the PMA applicable to our saline-filled breast implants. We submitted all the required data for our saline implants, and the FDA approved our application on May 10, 2000. In conjunction with its review of the data, the FDA inspected our manufacturing facility in Irving, Texas and indicated the facility was in substantial compliance with the applicable regulations.

Concurrently, in 1993, the FDA also published proposed guidelines for the PMA applicable to our inflatable penile prostheses. We submitted all required data for our penile implants, and received FDA approval on July 14, 2000. In addition, on July 19, 2002, we received PMA approval from the FDA for our saline-filled testicular implants.

In December 2003, we completed the submission for our silicone gel PMA application to the FDA for breast augmentation, reconstruction and revision. The FDA indicated that our PMA "is sufficiently complete to permit a substantive review and is, therefore, suitable for filing." On January 8, 2004, the FDA released a "Draft Guidance for Saline, Silicone Gel, and Alternative Breast Implants." This new draft guidance has additional requirements from the FDA's previously issued guidance document dated February 2003. In August 2004, we amended our PMA based on the January 2004 revised (new) FDA draft guidance and responded to other issues raised by the FDA. On April 11-13, 2005, an advisory panel composed of outside experts selected by the FDA met to consider questions presented to it by the FDA regarding our and our competitor's PMA submissions and to make a recommendation to the FDA regarding whether the PMA applications should be approved. The panel recommended approval of our PMA submission to the FDA, with conditions. The FDA must deliberate on the recommendations of the panel. We cannot predict the timing or the outcome of this review. In the meantime, we continue to address the FDA's questions, and the FDA review and approval process may require additional substantial time and expense, with no assurances of success.

We also have two pending applications for Medical Device Licenses in Canada for our silicone gel-filled breast implants. An expert advisory panel convened by the Canadian government on March 22, 2005 to review our pending application for Medical Device Licenses. We have been notified of Health Canada's desire to hold a public forum on these devices sometime later this calendar year. We cannot predict the timing or outcome of this review or determine when or if Health Canada will approve our product applications.

Biologics

Certain other products being developed by us are regulated by the FDA as biologics under the Public Health Service Act requiring pre-marketing approval, and are subject to regulations and requirements on preclinical and clinical testing, manufacture, labeling, quality control, storage, advertising, promotion, marketing, distribution, and export. Prior to commercial sale of a biologic, a Biologics License Application ("BLA") that includes results from required, well-controlled clinical trials to establish the safety and effectiveness for the product's intended use, and specified manufacturing information, must be submitted to, and approved by, the FDA. FDA inspection of the manufacturing facility during review of the BLA is required to ensure that manufacturing processes conform to FDA-mandated GMPs. Continued compliance with GMPs is required after product approval, and post-approval changes in manufacturing processes or facilities, product labeling, or other areas require FDA review and approval.

We have incurred, and will continue to incur, substantial costs relating to laboratory and clinical testing of new and existing products and the preparation and filing of documents required by the FDA for product approval. The process of obtaining marketing clearance and approvals from the FDA can be time consuming and expensive, and there is no assurance that such clearances or approvals will be granted. We also may encounter delays in bringing new products to market as a result of being required by the FDA to conduct and document additional investigations of product safety and effectiveness, which may adversely affect our ability to commercialize additional products or additional applications for existing products.

Additional Regulations

As a manufacturer of medical devices and biologics, our manufacturing processes and facilities are subject to regulation and review by international regulatory agencies for products sold internationally. A medical device may only be marketed in the European Union ("EU") if it complies with the Medical Devices Directive (93/42/EEC) ("MDD") and bears the CE mark as evidence of that compliance. To achieve this, the medical devices in question must meet the "essential requirements" defined under the MDD relating to safety and performance, and we as manufacturer of the devices must undergo verification of our regulatory compliance by a third party standards certification provider, known as a "Notified Body". We have obtained CE marking for our products sold in the EU by demonstrating compliance with the ISO 9001, EN46001 and ISO13485 international quality system standards. Medical device laws and regulations are also in effect in some of the other countries to which we export our products. These range from comprehensive device approval requirements for some or all of our medical device products, to requests for product data or certifications. Failure to comply with these international regulatory standards and requirements, and to changes in the international quality system standards, could affect our ability to market and sell products in these markets and may have a significant negative impact on sales and results of operations.

Additional products are being developed, which will be regulated as medicinal products in the EU and as such will require a marketing authorization before they can be introduced into the market. There are two routes by which this can be achieved: the centralized procedure whereby an approval granted by the European Commission permits the supply of the product in question throughout the EU, or the Mutual Recognition Procedure ("MRP") where a marketing authorization granted by one national authority is recognized by the authorities of the other member states in which we intend to supply the products. The centralized procedure is compulsory for biotechnology products and is optional for certain high-technology products. All such products which are not authorized by the centralized route must be authorized by the MRP unless the product is designed for a single EU country, in which case a national application can be made. In each case, the application must contain full details of the product and the research that has been carried out to establish its efficacy, safety and quality.

Our present and future business has been and will continue to be subject to various other laws and regulations, including state and local laws relating to such matters as safe working conditions and disposal of potentially hazardous substances. We may incur significant costs in complying with such laws and regulations now, or in the future, and any failure to comply may have a material adverse impact on our business.

Environmental Regulation

We are subject to federal, state, local and foreign environmental laws and regulations. Our manufacturing and research and development activities involve the controlled use of potentially hazardous materials, chemicals and biological materials, which require compliance with various laws and regulations regarding the use, storage, and disposal of such materials. We believe that our operations comply in all material respects with applicable environmental laws and regulations in each country where we have a business presence. Although we continue to make expenditures for environmental protection, we do not anticipate any additional significant expenditures, in complying with such laws and regulations, that would have a material impact on our earnings or competitive position. We are not aware of any pending litigation or significant financial obligations arising from current or past environmental practices that are likely to have a material adverse effect on our financial position. We cannot assure, however, that environmental problems relating to properties owned or operated by us will not develop in the future, nor can we predict whether any such problems, if they were to develop, would require significant expenditures on our part. In addition, we are unable to predict what legislation or regulations may be adopted or enacted in the future with respect to environmental protection and waste disposal.

We are subject to regulation by the United States Environmental Protection Agency in each of our domestic manufacturing facilities. In addition, in Texas, we are subject to regulation by the local Air Pollution Control District as a result of some of the chemicals used in our manufacturing processes. In our Oklahoma facility, we are also subject to regulation by the United States Nuclear Regulatory Commission (NRC) due to the manufacture and distribution of brachytherapy seeds using radioactive iodine I-125 and palladium Pd-103. In our Wisconsin facility, we are also subject to regulation by the U.S. Department of Health and Human Services, Centers for Disease Control, due to the nature of the biological agent used to manufacture our botulinum toxin product, *Clostridium botulinum* type A, which is still in the development phase. Failure to comply with the regulations and requirements of these various agencies could affect our ability to manufacture products and may have a significant negative impact on sales and results of operations.

Medicare, Medicaid and Third-Party Reimbursement

Health care providers that purchase medical devices, such as our products, generally rely on third-party payors, including the Medicare and Medicaid programs and private payors, such as indemnity insurers, employer group health insurance programs and managed care plans, to reimburse all or part of the cost of the products. In the United States, our products are sold principally to hospitals, surgery centers, surgeons and patients directly and, in the case of certain home care products, through dealers and distributors. We invoice our customers and they remit directly to us. In some cases, the patient and the procedure may be eligible for reimbursement by third-party payors, including Medicare, Medicaid and other similar programs, but this coverage is invisible to us on a case-by-case basis. However, we are aware that some of our customers are being reimbursed, in full or in part, for our products or for procedures that utilize our products, and we estimate that as much as 70% or more of our product sales could be reimbursed by these third-party payors. This reimbursement can be a significant market factor when the product cost represents a major portion of the total procedure cost and the reimbursement for that procedure (or alternative procedures) is changing, or influencing treatment decisions. As a result, demand for our products is dependent in part on the coverage and reimbursement policies of these payors. The manner in which reimbursement is sought and obtained for any of our products varies based upon the type of payor involved and the setting in which the product is furnished and utilized by patients.

Payments from Medicare, Medicaid and other third party payors are subject to legislative and regulatory changes and are susceptible to budgetary pressures. Our customers' revenues and ability to purchase our products and services is therefore subject to the effect of those changes and to possible reductions in coverage or payment rates by third-party payors. Any changes in the health care regulatory, payment or enforcement landscape relative to our customers' health care services may significantly affect our operations and revenues. Discussed below are certain factors which could have a significant impact on our future operations and financial condition. It is difficult to predict the effect of these factors on our operations; however, the effect could be negative and material.

Medicare Overview

Medicare is a federal program administered by the Centers for Medicare and Medicaid Services ("CMS"), formerly known as HCFA, through fiscal intermediaries and carriers. Available to individuals age 65 or over, and certain other classes of individuals, the Medicare program provides, among other things, health care benefits that cover, within prescribed limits, the major costs of most medically necessary care for such individuals, subject to certain deductibles and co-payments. There are three components to the Medicare program relevant to our business: Part A, which covers inpatient services, home health care and hospice care; Part B which covers physician services, other health care professional services and outpatient services; and Part C or Medicare+Choice, which is a program for managed care plans.

The Medicare program has established guidelines for the coverage and reimbursement of certain equipment, supplies and services. In general, in order to be reimbursed by Medicare, a health care item or service furnished to a Medicare beneficiary must be reasonable and necessary for the diagnosis or treatment of an illness or injury or to improve the functioning of a malformed body part. The methodology for determining (1) the coverage status of our products; and (2) the amount of Medicare reimbursement for our products, varies based upon, among other factors, the setting in which a Medicare beneficiary received health care items and services. Any changes in federal legislation, regulations and policy affecting Medicare coverage and reimbursement relative to our products could have a material effect on our performance.

Medicare - Inpatient Hospital Setting

A portion of our revenue is derived from our customers who operate inpatient hospital facilities. Acute care hospitals are generally reimbursed by Medicare for inpatient operating costs based upon prospectively determined rates. Under the Prospective Payment System, or PPS, acute care hospitals receive a predetermined payment rate based upon the Diagnosis-Related Group, or DRG, into which each Medicare beneficiary stay is assigned, regardless of the actual cost of the services provided. Certain additional or "outlier" payments may be made to a hospital for cases involving unusually high costs. Accordingly, acute care hospitals generally do not receive direct Medicare reimbursement under PPS for the distinct costs incurred in purchasing our products. Rather, reimbursement for these costs is deemed to be included within the DRG-based payments made to hospitals for the services furnished to Medicare-eligible inpatients in which our products are utilized. Because PPS payments are based on predetermined rates and are often less than a hospital's actual costs in furnishing care, acute care hospitals have incentives to lower their inpatient operating costs by utilizing equipment, devices and supplies, including those sold by us, that will reduce the length of inpatient stays, decrease labor or otherwise lower their costs. Our product revenue could be affected negatively if acute care hospitals discontinue product use due to insufficient reimbursement, or if other treatment options are perceived to be more profitable.

Medicare - Outpatient Hospital Setting

CMS implemented the hospital Outpatient Prospective Payment System, or OPPS, effective July 1, 2000. OPPS is the current payment methodology for hospital outpatient services, among others. Services paid under the OPPS are classified into groups called Ambulatory Payment Classifications, or APC. Services grouped within each APC are similar clinically and in terms of the resources they require. A payment rate is established for each APC through the application of a conversion factor that CMS updates on an annual basis. OPPS may cause providers of outpatient services with costs above the payment rate to incur losses on such services provided to Medicare beneficiaries.

The Balanced Budget Refinement Act of 1999 provides for temporary financial relief from the effects of OPPS through the payment of additional outlier payments and transitional pass-through payments to outpatient providers reimbursed through OPPS who qualify for such assistance. Transitional pass-through payments are required for new or innovative medical devices, drugs, and biological agents. The purpose of transitional pass-through payments is to allow for adequate payment of new and innovative technology until there is enough data to incorporate cost for these items into the base APC group. The qualification of a device for transitional pass-through payments is temporary. Most of the categories established under the pass-through system expired on January 1, 2003. At that time, APC payment rates were adjusted to reflect the costs of devices (and drugs and biologics) that received transitional pass-through payments. In January, 2004, a pass-through methodology was reintroduced for brachytherapy seeds.

Annually CMS proposes, and after consideration of public comment, implements changes to OPPS and payment rates for the following calendar year. The OPPS methodology determines the amount hospitals will be reimbursed for procedures performed on an outpatient basis and determines the profitability of certain procedures for the hospital and may impact hospital purchasing decisions.

The products most affected by these most recent changes in reimbursement rules are our penile implants for the treatment of erectile dysfunction and our brachytherapy seeds for the treatment of prostate cancer. We cannot predict the final effect that any change in OPPS regulations, including future annual updates, will have on our customers or our penile implant and brachytherapy seed revenues. Any such effect, however, could be negative if APC groupings become less advantageous, reimbursement allowables decline, or if the OPPS is modified in any other manner detrimental to our business.

Medicare - Home Setting

Our disposable urological products are provided to Medicare beneficiaries in home care settings. Medicare, under the Part B program, reimburses beneficiaries, or suppliers accepting assignment, for the purchase or rental of covered Durable Medical Equipment and supplies for use in the beneficiary's home or a home for the aged (as opposed to use in a hospital or skilled nursing facility setting). As long as the Medicare Part B coverage criteria are met, certain of our products are reimbursed in the home setting pursuant to a fee schedule payment methodology.

There are increasing pressures on Medicare to control health care costs and to reduce or limit reimbursement rates for home medical equipment, supplies and services, such as urological products. Medicare is subject to statutory and regulatory changes, retroactive rate adjustments, administrative and executive orders and governmental funding restrictions, all of which could significantly decrease reimbursement payments to our customers for our urological products, which may have a material impact on our revenues.

On February 11, 2003, CMS promulgated an interim final rule implementing its "inherent reasonableness" authority, which allows CMS and third-party insurance carriers to adjust payment amounts by up to 15% per year for certain Medicare covered items and services when the existing payment amounts are determined to be grossly excessive or deficient. Using this authority, CMS and the carriers may reduce reimbursement levels for certain items and services covered by Medicare Part B, which could have an adverse effect on our results of operations.

On December 8, 2003, the Medicare Prescription Drug, Improvement and Modernization Act of 2003, or MMA, was enacted. The new law significantly changes how Medicare Part B will pay for many medical supplies and products used in the home setting. Starting in 2007, Medicare will begin to phase in a nationwide competitive bidding program to replace the existing fee schedule payment methodology. Under competitive bidding, suppliers would compete for the exclusive or limited right to provide items to beneficiaries in a defined region. CMS may use information on payments from the competitive bidding program to adjust payments in regions not subject to competitive bidding. The impact of this competitive bidding program on our business is uncertain. At this time, we do not know with certainty whether urologicals will be subject to inherent reasonableness and/or competitive bidding, nor can we predict the impact of inherent reasonableness and competitive bidding will have on our business.

Some of our medical supplies may be used by home health agencies ("HHA") in connection with home care services furnished to their patients. HHAs are reimbursed by Medicare for their services pursuant to a Home Health Prospective Payment System, under which most of the services a Medicare patient receives under a home health plan of care are covered by a single payment received by the home health agency for each 60-day episode of care. Home Health Resource Groups are used to classify patients for purposes of determining payment rates. The amount of the payment will ultimately depend upon the Home Health Resource Group to which the patient is assigned, and is subject to a variety of adjustments. The Medicare Prescription Drug, Improvement and Modernization Act of 2003 increased the market basket update by 0.8%, and provided additional reimbursement increases for rural HHAs. Because our HHA customers generally receive fixed payments for their Medicare covered services, any decrease in reimbursement rates or any increase in HHA operating costs could have a negative impact on our revenues.

Medicare - Skilled Nursing Facility Setting

Skilled nursing facilities, or SNFs, which may purchase our products, are reimbursed by Medicare under a prospective payment system for Medicare covered services. Under this system, SNFs are paid a predetermined amount per patient, per day, based on the anticipated costs of treating patients. The amount to be paid is determined by assigning each patient upon admission into one of many resource utilization group ("RUG") categories, based upon a patient's acuity level. Through the RUG reimbursement system, the SNF receives a patient specific prospectively determined daily payment amount intended generally to cover all inpatient services and items for Medicare patients, including use of certain of our products. Because the RUGs system provides SNFs with fixed daily cost reimbursement, SNFs have become less inclined than in the past to use products which had previously been reimbursed as variable ancillary costs. CMS issued two increases in SNF rates effective October 1, 2003: a 3.0% increase of the annual update to the market basket and an additional 3.3% market basket increase to correct the underestimate of the market basket forecast in prior years. Because our SNF customers generally receive fixed payments for their Medicare covered services, any decrease in reimbursement rates or any increase in SNF operating costs could have a negative impact on our revenues.

Medicaid

The Medicaid program is a cooperative federal/state program that provides medical assistance benefits to qualifying low income and medically needy persons. State participation in Medicaid is optional and each state is given discretion in developing and administering its own Medicaid program, subject to certain federal requirements pertaining to payment levels, eligibility criteria and minimum categories of services. The coverage, method and level of reimbursement varies from state to state and is subject to each state's budget restraints. Changes to the coverage, method or level of reimbursement for our products may affect future revenue negatively if reimbursement amounts are decreased or discontinued.

Private Payors

Many third-party private payors, including indemnity insurers, employer group health insurance programs and managed care plans, presently provide coverage for the purchase of our products. The scope of coverage and payment policies varies among third-party private payors. Furthermore, many such payors are investigating or implementing methods for reducing health care costs, such as the establishment of capitated or prospective payment systems. Cost containment pressures have led to an increased emphasis on the use of cost-effective technologies and products by health care providers. Future changes in reimbursement methods and cost control strategies may limit or discontinue reimbursement for our products and could have a negative effect on revenues and results of operations.

Health Care Fraud and Abuse Laws and Regulations

The federal government has made a policy decision to significantly increase the financial resources allocated to enforcing the health care fraud and abuse laws. Private insurers and various state enforcement agencies also have increased their level of scrutiny of health care claims and arrangements in an effort to identify and prosecute fraudulent and abusive practices in the health care industry. We monitor compliance with federal and state laws and regulations applicable to the health care industry in order to minimize the likelihood that we would engage in conduct or enter into contracts that could be deemed to be in violation of the fraud and abuse laws. The health care fraud and abuse laws to which we are subject include the following, among others:

Federal and State Anti-Kickback Laws and Safe Harbor Provisions. The federal anti-kickback laws make it a felony to knowingly and willfully offer, pay, solicit or receive any form of remuneration in exchange for referring, recommending, arranging, purchasing, leasing or ordering items or services covered by a federal health care program, including Medicare or Medicaid, subject to various "safe harbor" provisions. The anti-kickback prohibitions apply regardless of whether the remuneration is provided directly or indirectly, in cash or in kind, and various state laws have similar prohibitions that are sometimes broader in nature. Interpretations of the law have been very broad. Under current law, courts and federal regulatory authorities have stated that the federal law is violated if even one purpose (as opposed to the sole or primary purpose) of the arrangement is to induce referrals. A violation of the federal statute is a felony and could result in civil and administrative penalties, including exclusion from the Medicare or Medicaid program, even if no criminal prosecution is initiated.

The Department of Health and Human Services has issued regulations from time to time setting forth safe harbors, which would guarantee protection of certain limited types of arrangements from prosecution under the statute if all elements of a particular safe harbor are met. However, failure to fall within a safe harbor or within each element of a particular safe harbor does not mean that an arrangement is *per se* in violation of the federal anti-kickback laws. As the comments to the safe harbors indicate, the purpose of the safe harbors is not to describe all illegal conduct, but to set forth standards for certain non-violative arrangements. If an arrangement violates the federal anti-kickback laws and full compliance with a safe harbor cannot be achieved, we risk greater scrutiny by the Office of the Inspector General, ("OIG"), and, potentially, civil and/or criminal sanctions. We believe our arrangements are in compliance with the federal anti-kickback laws, and analogous state laws; however, regulatory or enforcement authorities may take a contrary position, and we cannot assure that these laws will ultimately be interpreted in a manner consistent with our practices.

Federal False Claims Act. We are subject to state and federal laws that govern the submission of claims for reimbursement. The federal False Claims Act imposes civil liability on individuals or entities that submit (or "cause" to be submitted) false or fraudulent claims to the government for payment. Violations of the False Claims Act may result in civil monetary penalties for each false claim submitted treble damages and exclusion from the Medicare and Medicaid programs. In addition, we could be subject to criminal penalties under a variety of federal statutes to the extent that we knowingly violate legal requirements under federal health programs or otherwise present (or cause to be presented) false or fraudulent claims or documentation to the government. In addition, the OIG may impose extensive and costly corporate integrity requirements upon a health industry participant that is the subject of a false claims judgment or settlement. These requirements may include the creation of a formal compliance program, the appointment of a government monitor, and the imposition of annual reporting requirements and audits conducted by an independent review organization to monitor compliance with the terms of any such compliance program, as well as the relevant laws and regulations.

The False Claims Act also allows a private individual to bring a "qui tam" suit on behalf of the government for violations of the False Claims Act, and if successful, the "qui tam" individual shares in the government's recovery. A qui tam suit may be brought, with only a few exceptions, by any private citizen who has material information of a false claim that has not yet been previously disclosed. Recently, the number of qui tam suits brought in the health care industry has increased dramatically. In addition, several states have enacted laws modeled after the False Claims Act.

Product Development

We are focused on the development of new products and improvements to existing products, as well as obtaining FDA approval of certain products and processes, and we maintain the highest quality standards of existing products. During fiscal years 2005, 2004 and 2003, we spent a total of $ 32.8 million, $ 30.0 million and $ 23.0 million, respectively, for research and development primarily in support of our silicone gel breast implant regulatory submissions in the United States and Canada, laboratory testing and clinical studies for our hyaluronic acid-based dermal filler Puragen™ and our botulinum toxin products.

Patents and Licenses

It is our policy to protect our intellectual property rights relating to our products whenever possible and appropriate. Our patents and licenses include those relating to penile prostheses, tissue expanders, a combination breast implant and tissue expander (Becker implant), pelvic floor products and related surgical implantation methods (trans-obturator approach), body contouring (liposuction) equipment and disposable catheters. We license technology through supplier and licensing arrangements for certain products, including brachytherapy seeds and breast implants. We believe that although our patents and licenses are material in their totality, no single patent or license is material to our business as a whole.

In those instances where we have acquired technology from third parties, we have sought to obtain rights of ownership to the technology through the acquisition of underlying patents or licenses. While we believe design, development, regulatory and marketing aspects of the medical device business represent the principal barriers to entry into such business, we also recognize that our patents and license rights may make it more difficult for our competitors to market products similar to those we produce. We can give no assurance that our patent rights, whether issued, subject to license, or in process, will not be circumvented, terminated, or invalidated. Further, there are numerous existing and pending patents on medical products and biomaterials. We can give no assurance that our existing or planned products do not or will not infringe such rights or that others will not claim such infringement or that we will be able to prevent competitors from challenging our patents or entering markets currently served by us.

Raw Material Supply and Single Source Suppliers

We obtain certain raw materials and components for a number of our products from single source suppliers, including our implant quality silicone elastomers and gel materials for mammary prostheses. We believe our sources of supply could be replaced if necessary, but it is possible that the process of qualifying new materials and/or vendors for certain raw materials and components could cause an interruption in our ability to manufacture our products and potentially have a material negative impact on sales. No significant interruptions to raw material supplies occurred during fiscal 2005.

Our saline-filled mammary implants, inflatable penile prostheses, catheters and other products are available for sale in the United States under FDA approvals and/or clearances. Gel-filled mammary implants are only available in the United States as part of the adjunct clinical study. A change in raw material, components or suppliers for products may require a new FDA submission, and subsequent review and approval. There is no assurance that such a submission would be approved without delay, or at all. Any delay or failure to obtain approval may have a significant adverse impact on our sales and results of operations.

We have secured supplier arrangements for certain products. Those products includes Tutogen® processed fascia lata for the Suspend® Sling, Tutogen® processed dermis for Axis®, ObTape®, and Aris™ used in pelvic floor reconstruction, BTA *Stat*® bladder cancer test, and radioactive sources for our palladium brachytherapy seeds. These suppliers are our sole-source of these products. Any interruption in their ability to supply the product may have an adverse impact on our sales and results of operations.

Seasonality

Our quarterly results reflect slight seasonality, as the second fiscal quarter ending September 30 tends to have the lowest revenue of all of the quarters. This is primarily due to lower levels of sales of breast implants for augmentation, an elective procedure, as surgeons and patients tend to take vacation, particularly in Europe, during this quarter.

Working Capital

We maintain normal industry levels of inventory in each of the three segments of our business. This includes significant consignment inventories of our aesthetics products to aid the surgeon in correctly sizing an implant to meet patient needs and to reduce the rate of returns of products that are purchased in order to facilitate sizing options. Inventories are managed to levels consistent with high levels of customer service. Additionally, new product introductions require inventory build-ups to ensure success.

Our accounts receivable credit terms are consistent with normal industry practices in each of the markets that we sell our products. Aesthetic surgery product return policies allow for product returns for full or partial credit for up to six months. It is common practice to order additional quantities and sizes to facilitate correct sizing to meet patient needs. Consequently, product return rates are high but are considered to be consistent with the industry rates. See "Application of Critical Accounting Policies - Revenue Recognition" of "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Employees

As of April 30, 2005, we employed approximately 1,975 people, of whom 1,123 were in manufacturing, 491 in sales and marketing, 161 in research and development and 200 in finance and administration. In the fourth quarter of fiscal 2005, the Company initiated restructuring activities and resulted in a net reduction of approximately 5% of our workforceand the closure of a manufacturing facility in the United Kingdom. We have never had a work stoppage due to labor difficulties, and we consider our relations with our employees to be satisfactory.

Executive Officers of the Registrant

Our executive officers as of June 12, 2005 are listed below, followed by brief accounts of their business experience and certain other information.

Name	Age	Position
Joshua H. Levine	46	President and Chief Executive Officer
Loren L. McFarland	46	Vice President, Chief Financial Officer and Treasurer
David J. Adornetto	43	Vice President, Operations
Kathleen M. Beauchamp	40	Vice President, Sales and Marketing
A. Christopher Fawzy	35	General Counsel and Secretary
Clarke Scherff	58	Vice President, Regulatory Compliance, Quality Assurance and Compliance Officer
Cathy Ullery	52	Vice President, Human Resources

Mr. Levine joined us in October 1996 as Vice President, Sales, Aesthetic Products. In September 1998, he was promoted to domestic Vice President, Sales and Marketing, Aesthetic Products. In January 2000, Mr. Levine resigned to join a start-up practice management organization, The Plastic Surgery Company where he was Chief Development Officer until his resignation in September 2000. (More than a year after his resignation, in March 2002, The Plastic Surgery Company filed a voluntary petition for bankruptcy under Chapter 11 of the U.S. Bankruptcy Code.) In September 2000, Mr. Levine rejoined us as Vice President, Domestic Sales & Marketing for Aesthetic Products, and in November 2001, he assumed global responsibilities for all of our aesthetic sales and marketing activities. Mr. Levine was promoted to Senior Vice President, Global Sales & Marketing in June 2002. In December 2003, Mr. Levine was promoted to President and Chief Operating Officer, followed by his promotion to President and Chief Executive Officer in May 2004. Prior to joining us, from 1989 to 1996, Mr. Levine was with Kinetic Concepts Inc., a specialty medical equipment manufacturer, in a variety of executive level sales and marketing positions, ultimately serving as Vice President and General Manager of KCI Home Health Care Division.

Mr. McFarland joined us in 1985 as General Accounting Manager. He was promoted to Assistant Controller in 1987 and to Controller in 1989. In 2001, Mr. McFarland was promoted to Vice President of Finance and Corporate Controller. In May 2004, he was promoted to the position of Chief Financial Officer and Treasurer. From 1981 to 1985, Mr. McFarland was employed by Touche Ross and Co., a public accounting firm, as a Certified Public Accountant and auditor.

Mr. Adornetto joined us in 1992 and has served the Company in various management capacities. In May 1997, he was named Director of Finance for our Manufacturing Operations Division, and in May 1999, he was promoted to Vice President of Finance for our subsidiary, Mentor Medical, Inc. In August 2002, he was appointed Vice President of Strategic Planning and Operational Development and in December 2003, he was appointed Vice President of Operations. Prior to joining us, Mr. Adornetto was employed by Deloitte & Touche as a senior auditor and Certified Public Accountant.

Ms. Beauchamp joined us in 1993 as an Aesthetics Sales Representative. In 1997, she was promoted to National Sales Trainer. She was promoted in 1998 to Regional Manager in our former Ophthalmic division. She rejoined the Aesthetics division in late 1998 as the National Sales Manager for Body Contouring. In 2000, she was promoted to Director of Sales for the domestic Aesthetics business and assumed global responsibilities as Vice President of Aesthetic Sales in 2002. She was promoted to her current position of Vice President of Sales and Marketing in December 2003. Prior to her employment with us, Ms. Beauchamp worked in sales positions with Pfizer, Inc. and Centocor, Inc.

Mr. Fawzy joined us in January 2001 as Staff Attorney, where he was responsible for our contractual arrangements, commercial and product litigation, and general legal compliance. In February 2002, Mr. Fawzy was promoted to Corporate Counsel, and in December 2003, he was promoted to General Counsel and is responsible for all of our legal functions. Prior to his employment with us, Mr. Fawzy practiced law at Casey & Brannen, P.C., an Illinois-based law firm, where he focused on commercial and civil litigation.

Mr. Scherff joined us in July 1995 as Director, Regulatory Affairs following the acquisition of Optical Radiation Corporation, where he held the position of Group Vice President, Quality Assurance/Regulatory Affairs from April 1993 to June 1995. He was promoted to Vice President, Quality and Regulatory Assurance in June 1997, to Vice President, Regulatory Compliance and Compliance Officer in October 2000, and resumed the duties of quality assurance and designation as Vice President, Regulatory Compliance/Quality Assurance and Compliance Officer in April 2004. Prior to Mr. Scherff's employment with us, he held various positions of increasing responsibility for American Hospital Supply Corporation/Baxter Healthcare Corporation during 1980 to 1993, ultimately serving as the Director of Quality Assurance.

Ms. Ullery joined us in 1998 and served in several capacities in the Human Resources Department. She was promoted to Director of Human Resources in July 1999, and Vice President of Human Resources in May 2002. Prior to her employment with us, Ms. Ullery was Director of Organizational Effectiveness for the City of Tucson from 1993 to 1997. >From 1982 to 1993, she held various positions of increasing responsibility for the Arizona Education Association, an affiliate of the National Education Association, ultimately serving as the Executive Manager for Field Services and Member Programs.

Available Information

We maintain a web site at www.mentorcorp.com. Our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to those reports, are available, without charge, on our web site, www.mentorcorp/about/investor.htm, as soon as reasonably practicable after they are filed electronically with the Securities and Exchange Commission. Paper copies are also available, without charge, from Mentor Corporation, 201 Mentor Drive, Santa Barbara, CA 93111, Attention: Investor Relations.

Risk Factors

Forward-Looking Information Under the Private Securities Litigation Reform Action of 1995

The Private Securities Litigation Reform Act of 1995 provides a "safe harbor" for forward-looking statements. The Act was designed to encourage companies to provide prospective information about them without fear of litigation. The prospective information must be identified as forward-looking and must be accompanied by meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those projected in the statements. The statements about our business, plans, strategies, intentions, expectations and prospects contained throughout this document are based on current expectations. These statements are forward-looking and actual results may differ materially from those predicted as of the date of this report in the forward-looking statements, which involve risks and uncertainties. In addition, past financial performance is not necessarily a reliable indicator of future performance and investors should not use historical performance to anticipate results or future period trends. We undertake no obligation to revise or update publicly any forward-looking statements for any reason, even if new information becomes available or other events occur in the future.

Our business faces many risks. The risks described below may not be the only risks we face. Additional risks that we do not yet know of or that we currently think are immaterial may also impair our business operations. If any of the events or circumstances described in the following risks actually occurs, our business, financial condition or results of operations could suffer and the trading price of our common stock or our convertible notes could decline. You should consider the following risks before deciding to invest in our common stock or convertible notes.

Significant product liability claims or product recalls may force us to pay substantial damage awards and other expenses that could exceed our accruals and insurance coverages.

The manufacture and sale of medical devices exposes us to significant risk of product liability claims. In the past, and currently, we have had a number of product liability claims relating to our products, and we may be subject to additional product liability claims in the future, some of which may have a negative impact on our business. If a product liability claim or series of claims is brought against us for uninsured liabilities or in excess of our insurance coverage, our business could suffer. Some manufacturers that suffered such claims in the past have been forced to cease operations or even to declare bankruptcy. Additionally, we could experience a material design or manufacturing failure in our products, a quality system failure, other safety issues, or heightened regulatory scrutiny that would warrant a recall of some of our products and could result in exposure to additional product liability claims.

We are subject to substantial government regulation, which could have a material adverse affect on our business.

The production and marketing of our products and our ongoing research and development activities, including pre-clinical testing and clinical trial activities, are subject to extensive regulation and review by numerous governmental authorities both in the U.S. and abroad. Most of the medical devices we develop must undergo rigorous pre-clinical and clinical testing and an extensive regulatory approval process before they can be marketed. Certain of our products are required to undergo review by a panel of outside experts selected by the FDA, which makes a recommendation to the FDA as to whether the product(s) should or should not be approved. This process makes it potentially longer, more difficult and/or more costly to bring our products to market, and we cannot guarantee that any of our unapproved products will be approved or how long it may take for any one particular product to be approved. The pre-marketing approval process can be particularly expensive, uncertain and lengthy, and a number of devices for which FDA approval has been sought by other companies have never been approved for marketing. In addition to testing and approval procedures, extensive regulations also govern manufacturing, packaging, labeling, storage, distribution, record-keeping, and advertising and marketing procedures. If we do not comply with applicable regulatory requirements, such violations could result in non-approval, suspensions of clinical trials, suspension or withdrawal of regulatory approvals, product recalls, civil penalties and criminal fines, product seizures, operating restrictions, injunctions, and criminal prosecution.

Delays in, withdrawal, or rejection of the FDA or other government entity approval(s) of our products may also adversely affect our business. Such delays, withdrawals, or rejections may be encountered due to, among other reasons, government or regulatory delays, lack of demonstrated safety or efficacy during clinical trials, safety issues, manufacturing issues, slower than expected rate of patient recruitment for clinical trials, inability to follow patients after treatment in clinical trials, inconsistencies between early clinical trial results and results obtained in later clinical trials, varying interpretations of data generated by clinical trials, or changes in regulatory policy or requirements in the U.S. and abroad. In the U.S., there has been a continuing trend toward more stringent FDA requirements in the areas of product approval and enforcement, causing medical device manufacturers to experience longer research and development timelines, longer approval cycles, greater risk and uncertainty, and higher expenses. Internationally, there is a risk that we may not be successful in meeting the quality standards or other certification requirements. Even if regulatory approval of a product is granted, such approval may entail limitations on uses for which the product may be labeled and promoted, stringent post-marketing requirements, or may prevent us from broadening the uses of our current products for different applications. In addition, to the extent permissible by law, we may not receive FDA approval to export our products in the future, and countries to which products are to be exported may not approve them for import.

Our manufacturing facilities also are subject to continual governmental review and inspection. The FDA has stated publicly that compliance with manufacturing regulations will be scrutinized more strictly. A governmental authority may challenge our compliance with applicable federal, state and/or foreign regulations. In addition, any discovery of previously unknown problems with one of our products or facilities may result in restrictions on the product or the facility, including, but not limited to, product recalls, withdrawal of the product from the market or other enforcement actions.

From time to time, legislative or regulatory proposals are introduced that, if implemented, could alter the review and approval process relating to medical devices, or related the sale of our products. It is possible that the FDA or other governmental authorities will issue additional regulations, which could further reduce or restrict the sales of our presently marketed products or products under development. Any change in legislation or regulations that govern the review and approval process relating to our current and/or future products, or that restrict the manner by which we may sell our products, could make it more difficult and/or costly to obtain approval for new products, and/or to produce, market, and distribute existing products.

If we are unable to continue to develop and commercialize new technologies and products, we may experience a decrease in demand for our products or our products could become obsolete.

The medical device industry is highly competitive and is subject to significant and rapid technological change. We believe that our ability to develop or acquire new technologies is crucial to our success. We are continually engaged in product research and development, improvement programs, and required clinical studies to develop new technologies and to maintain and improve our competitive position. Any significant delays in the above or termination or failure of our clinical trials would materially and adversely affect our research, development and commercialization timelines. We cannot guarantee that we will be successful in enhancing existing products, or in developing or acquiring new products or technologies that will timely achieve regulatory approval or success in the marketplace.

There is also a risk that our products may not gain market acceptance among physicians, patients and the medical community generally. The degree of market acceptance of any medical device or other product that we develop will depend on a number of factors, including demonstrated clinical safety and efficacy, cost-effectiveness, potential advantages over alternative products, user/patient acceptance, and our marketing and distribution capabilities. Physicians will not recommend our products if clinical and/or other data and/or other factors do not demonstrate their safety and efficacy compared to other competing products, or if our products do not best meet the particular needs of the individual patient.

Our products also compete with a number of other similar medical products manufactured by major companies, and may also compete with new products currently under development by major companies and others. On January 8, 2004, the FDA released a "Draft Guidance for Saline, Silicone Gel, and Alternative Breast Implants." This new draft guidance has additional requirements from the FDA's previously issued guidance document dated February 2003. We completed our pre-market approval ("PMA") application to the FDA for our silicone gel-filled implants for breast augmentation, reconstruction and revision in December 2003, using the February 2003 guidance document previously released by the FDA. The Agency indicated that our PMA "is sufficiently complete to permit a substantive review and is, therefore, suitable for filing." In August 2004, we amended our PMA based on the January 2004 revised (new) FDA draft guidance and responded to other issues raised by the FDA. We continue to address the Agency's questions, and the FDA review and approval process may require additional substantial time and expense, with no assurances of success. On April 11-13, 2005, an advisory panel composed of outside experts selected by the FDA met to consider questions presented to it by the FDA regarding our and our competitor's PMA submissions and to make a recommendation to the Agency regarding whether the PMA applications should be approved. The panel recommended approval of our PMA submission to the FDA, with conditions. The FDA must deliberate on the recommendations of the panel. We cannot predict the outcome of this review. The FDA may not agree or follow the panel's recommendation. The FDA by itself and based on the panel recommendations could recommend additional post-approval conditions or requirements that could impact our sales and earnings, depending on the scope and complexity of the requirements. Further change in FDA regulatory requirements, including those implemented through new or revised FDA guidance, (such as that announced on January 8, 2004 by the FDA), may delay or may otherwise adversely affect our pending PMA application as well as its review or approval by the FDA. A delay, denial, or "not approvable" response by the FDA would have a material adverse effect on our commercialization timelines and competitive position, and ultimately our revenue and operating results. If our competitor gains FDA approval to market its silicone gel-filled breast implant products before we do, our competitive position will likely suffer. If our new products do not achieve significant market acceptance, or if our current products are not able to continue competing successfully in the changing market, our sales and earnings may not grow as much as expected, or may even decline.

We also have two pending applications for Medical Device Licenses in Canada for our silicone gel-filled breast implants. An expert advisory panel convened by the Canadian government on March 22, 2005 to review our pending application for Medical Device Licenses. We have been notified of Health Canada's desire to hold a public forum on these devices sometime later this year. We cannot predict the timing or the outcome of this review, nor determine when or if Health Canada will approve our product application. In addition, any approval could be granted with stringent post-marketing requirements that may impact our sales and earnings, depending on the scope and complexity of such requirements.

If we suffer negative publicity concerning the safety of our products, our sales may be harmed and we may be forced to withdraw products.

Physicians and potential patients may have a number of concerns about the safety of our products, including our breast and other implants, whether or not such concerns have a basis in generally accepted science or peer-reviewed scientific research. Negative publicity-whether accurate or inaccurate-concerning our products could reduce market or governmental acceptance of our products and could result in decreased product demand or product withdrawal. In addition, significant negative publicity could result in an increased number of product liability claims, whether or not these claims are supported by applicable law.

If changes in the economy and consumer spending reduce consumer demand for our products, our sales and profitability could suffer.

Certain elective procedures, such as breast augmentation, body contouring, and in some cases surgical treatment for male impotence are typically not covered by insurance. Adverse changes in the economy may cause consumers to reassess their spending choices and reduce the demand for these surgeries and could have an adverse effect on consumer spending. This shift could have an adverse effect on our sales and profitability.

If we are unable to implement new information technology systems, our ability to manufacture and sell products, maintain regulatory compliance and manage and report our business activities may be impaired, delayed or diminished, which would cause substantial business interruption and loss of sales, customers and profits.

We recently implemented an enterprise resource planning system at our major locations that will be our primary business management system. We intend to continue to implement the system for nearly all of our businesses worldwide. Many other companies have had severe problems with computer system implementations of this nature and scope. We are using a controlled project plan and we believe we have assigned adequate staffing and other resources to the projects to ensure its successful implementation; however there is no assurance that the design will meet our current and future business needs or that it will operate as designed. We are heavily dependent on such computer systems, and any failure or delay in the system implementation would cause a substantial interruption to our business, additional expense, and loss of sales, customers, and profits.

If we are unable to acquire companies, businesses or technologies as part of our growth strategy or to successfully integrate past acquisitions, our growth, sales and profitability could suffer.

A significant portion of our recent growth has been the result of acquisitions of other companies, businesses and technologies. We intend to continue to acquire other businesses and technologies to facilitate our future business strategies. There can be no assurance that we will be able to identify appropriate acquisition candidates, consummate transactions or obtain agreements with terms favorable to us. Further, once a business is acquired, any inability to integrate the business, failure to retain and develop its workforce, or establish and maintain appropriate communications, performance expectations, regulatory compliance procedures, accounting controls, and reporting procedures could adversely affect our future sales and earnings.

State legislatures and taxing authorities may create new laws or change their interpretation of existing state and local tax laws that may affect future product demand or create unforeseen tax liabilities.

If any state legislature or other government authority creates new laws to assess sales taxes on medical procedures determined by them to be cosmetic, our physician and patient customers may have to pay more for our products and future demand may decrease. In addition, if taxing authorities determine that our products are cosmetic and thus taxable based on their interpretations of existing tax laws or that our products are otherwise taxable, they may disallow currently available exemptions related to medical products and procedures. Such taxing authorities may then determine that we owe additional taxes related to product sales from prior periods. These determinations would have a negative effect on our results of operations.

If our intellectual property rights do not adequately protect our products or technologies, others could compete against us more directly, which would hurt our profitability.

Our success depends in part on our ability to obtain patents or rights to patents, protect trade secrets, operate without infringing upon the proprietary rights of others, and prevent others from infringing on our patents, trademarks and other intellectual property rights. We will be able to protect our intellectual property from unauthorized use by third parties only to the extent that it is covered by valid and enforceable patents, trademarks or licenses. Patent protection generally involves complex legal and factual questions and, therefore, enforceability of patent rights cannot be predicted with certainty; thus, any patents that we own or license from others may not provide us with adequate protection against competitors. Moreover, the laws of certain foreign countries do not recognize intellectual property rights or protect them to the same extent as do the laws of the United States.

In addition to patents and trademarks, we rely on trade secrets and proprietary know-how. We seek protection of these rights, in part, through confidentiality and proprietary information agreements. These agreements may not provide sufficient protection or adequate remedies for violation of our rights in the event of unauthorized use or disclosure of confidential and proprietary information. Failure to protect our proprietary rights could seriously impair our competitive position.

If third parties claim we are infringing their intellectual property rights, we could suffer significant litigation or licensing expenses or be prevented from marketing our products.

Our commercial success depends significantly on our ability to operate without infringing the patents and other proprietary rights of others. However, regardless of our intent, our technologies may infringe upon the patents or violate other proprietary rights of third parties. In the event of such infringement or violation, we may face expensive litigation and may be prevented from selling existing products and pursuing product development or commercialization.

We depend on single and sole source suppliers for certain raw materials and licensed or manufactured products and the loss of any supplier could adversely affect our ability to manufacture or sell many of our products.

We currently rely on single or sole source suppliers for raw materials used in many of our products, including silicone. In the event that they cannot meet our requirements, we cannot guarantee that we would be able to obtain a sufficient amount of quality raw materials in a timely manner. We also depend on third party manufacturers for components and licensed products, including our women's health products and our palladium brachytherapy seed product. If there is a disruption in the supply of these products, our sales and profitability would be adversely affected.

Our international business exposes us to a number of risks.

More than one-third of our sales are derived from international operations. Accordingly, any material decrease in foreign sales would have a material adverse effect on our overall sales and profitability. Most of our international sales are denominated in Euros, British Pounds, Canadian Dollars or U.S. Dollars. Depreciation or devaluation of the local currencies of countries where we sell our products may result in our products becoming more expensive in local currency terms, thus reducing demand, which could have an adverse effect on our operating results. Our operations and financial results may be adversely affected by other international factors, including:

foreign government regulation of medical products;

product liability, intellectual property and other claims;

new export license requirements;

political or economic instability in our target markets;

trade restrictions;

changes in tax laws and tariffs;

managing foreign distributors and manufacturers;

managing foreign branch offices and staffing;

competition; and

fluctuations in foreign currency exchange rates.

Health care reimbursement or reform legislation could materially affect our business.

If any national health care reform or other legislation or regulations are passed that imposes limits on the amount of reimbursement for certain types of medical procedures or products, or on the number or type of medical procedures that may be performed, or that has the effect of restricting a physician's ability to select specific products for use in patient procedures, such changes could have a material adverse effect on the demand for our products. Our revenues depend largely on U.S. and foreign government health care programs and private health insurers reimbursing patients' medical expenses. Physicians, hospitals, and other health care providers may not purchase our products if they do not receive satisfactory reimbursement from these third-party payers for the cost of procedures using our products. In the U.S., there have been, and we expect that there will continue to be, a number of federal and state legislative and regulatory proposals to implement greater governmental control over the healthcare industry and its related costs. These proposals create uncertainty as to the future of our industry and may have a material adverse effect on our ability to raise capital or to form collaborations. In a number of foreign markets, the pricing and profitability of healthcare products are subject to governmental influence or control. In addition, legislation or regulations that impose restrictions on the price that may be charged for healthcare products or medical devices may adversely affect our sales and profitability.

If our use of hazardous materials results in contamination or injury, we could suffer significant financial loss.

Our manufacturing and research activities involve the controlled use of potentially hazardous materials. We cannot eliminate the risk of accidental contamination or injury from these materials. In the event of an accident or environmental discharge, we may be held liable for any resulting damages, which may exceed our financial resources and any applicable insurance coverage.

Future changes in financial accounting standards may cause adverse unexpected revenue or expense fluctuations and affect our reported results of operations.

A change in accounting standards could have a significant effect on our reported results and may even affect our reporting of transactions completed before the change is effective. New pronouncements and varying interpretations of existing pronouncements have occurred and may occur in the future. Changes to existing rules or current practices may adversely affect our reported financial results and require restatement of previously issued results for retroactive application of the new accounting

standard. This was evidenced by the adoption of EITF 04-8 which was adopted in the quarter ended December 2004, resulting in the restatement of fiscal 2004 diluted earnings per share and weighted average shares outstanding.

Hedging transactions and other transactions may affect the value of the notes.

In connection with the original issuance of our 2¾% convertible subordinated notes in December 2003, we entered into convertible note hedge and warrant transactions with respect to our common stock, with Credit Suisse First Boston International, an affiliate of Credit Suisse First Boston LLC, the initial purchaser of the notes, to reduce the potential dilution from conversion of the notes up to a price of our common stock of approximately $39.43 per share. In connection with these hedging arrangements, Credit Suisse First Boston International, and/or its affiliates, has taken and, we expect, will continue to take positions in our common stock in secondary market transactions and/or will enter into various derivative transactions. Such hedging arrangements could adversely affect the market price of our common stock. In addition, the existence of the notes may encourage short selling in our common stock by market participants because the conversion of the notes could depress the price of our common stock.

Litigation may harm our business or otherwise distract our management.

Substantial, complex or extended litigation could cause us to incur large expenditures and distract our management, and could result in significant monetary or equitable judgments against us. For example, lawsuits by employees, patients, customers, licensors, licensees, suppliers, business partners, distributors, stockholders, or competitors could be very costly and could substantially disrupt our business. Disputes from time to time with such companies or individuals are not uncommon, and we cannot assure that we will always be able to resolve such disputes out of court or on terms favorable to us.

Our publicly-filed SEC reports are reviewed by the SEC from time to time and any significant changes required as a result of any such review may result in material liability to us and have a material adverse impact on the trading price of our common stock.

The reports of publicly-traded companies are subject to review by the SEC from time to time for the purpose of assisting companies in complying with applicable disclosure requirements and to enhance the overall effectiveness of companies public filings, and comprehensive reviews by the SEC of such reports are now required at least every three years under the Sarbanes-Oxley Act of 2002. SEC reviews often occur at the time companies file registration statements such as the registration statement we filed in connection with our convertible note offering, but reviews may also be initiated at any time by the SEC. While we believe that our previously filed SEC reports comply, and we intend that all future reports will comply in all material respects with the published rules and regulations of the SEC, we could be required to modify or reformulate information contained in prior filings as a result of an SEC review. Any modification or reformulation of information contained in such reports could be significant and result in material liability to us and have a material adverse impact on the trading price of our securities, including our common stock or our convertible notes.

Our operating results may fluctuate substantially, and could precipitate unexpected movement in the price of our common stock and convertible notes.

Our common stock trades on the New York Stock Exchange under the symbol "MNT." On March 31, 2005, the closing price of our common stock on the New York Stock Exchange was $32.10 per share. On December 22, 2003, we completed an offering of $150 million of convertible subordinated notes ("notes") due January 1, 2024 pursuant to Rule 144A under the Securities Act of 1933. The notes bear interest at 2¾% per annum, are convertible into shares of our common stock at an adjusted conversion price of $29.25 per share and are subordinated to all existing and future senior debt. The market prices of our stock and convertible securities are subject to significant fluctuations in response to the factors set forth above and other factors, many of which are beyond our control including such factors as changes in pricing policies by our competitors and the timing of significant orders and shipments.

Such factors, as well as other economic conditions, may adversely affect the market price of our securities, including our common stock and convertible notes. There could be periods in which we experience shortfalls in revenue and/or earnings from levels expected by securities analysts and investors, which could have an immediate and significant adverse effect on the trading price of our securities, including our common stock and our convertible notes.

ITEM 2. PROPERTIES.

At March 31, 2005, we owned and leased the following facilities:

Location	Total Sq. Ft.	Principal Segment and Use
Owned Properties		
Minnesota	208,000	Surgical Urology, Clinical and Consumer Healthcare: manufacturing, warehousing and administrative offices
France	124,000	Surgical Urology, Clinical and Consumer Healthcare: manufacturing, warehousing and administrative offices
Netherlands	65,000	Aesthetic and General Surgery: manufacturing, warehousing and administrative offices
Oklahoma	25,000	Surgical Urology: manufacturing, warehousing and administrative offices
United Kingdom	13,000	Clinical and Consumer Healthcare: manufacturing, warehousing and administrative offices
	435,000	
Leased Properties		
Texas	134,000	Aesthetic and General Surgery: manufacturing, warehousing and administrative offices
California	126,000	Services all Segments: corporate offices, research and development, and sales and marketing
France	102,000	Surgical Urology, Clinical and Consumer Healthcare: manufacturing, warehousing and administrative offices
United Kingdom	68,000	Clinical and Consumer Healthcare, Aesthetic and General Surgery: manufacturing, warehousing and administrative offices
Arizona	32,000	Aesthetic and General Surgery: manufacturing, warehousing and administrative offices
Minnesota	16,000	Surgical Urology, Clinical and Consumer Healthcare: manufacturing, warehousing and administrative offices
Wisconsin	10,000	Aesthetic and General Surgery: research and development
	488,000	

Our leases have terms ranging from 1 to 21 years, many of which have options to renew on terms we consider favorable. In addition to the facilities mentioned above, we have international sales offices throughout ten countries where we lease office and warehouse space ranging from 1,000 to 8,000 square feet. We anticipate that we will be able to extend or renew the leases that expire in the near future on terms satisfactory to us, or if necessary, locate substitute facilities on acceptable terms.

We believe our facilities are generally suitable and adequate to accommodate our current operations and additional suitable facilities are readily available to accommodate future expansion as necessary.

For information regarding lease obligations see Note N "Commitments" under "Notes to the Consolidated Financial Statements."

ITEM 3. LEGAL PROCEEDINGS.

In February 2004, we filed a patent infringement suit in the United States District Court for the District of Minnesota against American Medical Systems, Inc. ("AMS"). The suit alleged that AMS was inducing infringement and contributing to the infringement of our United States Patent No. 6,638,211 B2 ("211 Patent"), a patent involving a method for the treatment of urinary incontinence in women, by AMS offering for sale and selling its Monarc Subfacial Hammock in the United States. The suit sought compensatory and treble damages. AMS subsequently served us with a Complaint for declaratory judgment, which AMS had filed earlier in the same District Court, seeking a declaration that AMS did not infringe any valid claim of the '211 Patent and that the claims of the '211 Patent were invalid and unenforceable against AMS. Because the cases involved the same facts, they were assigned to the same judge. On September 13, 2004, during the early stages of the litigation, we entered into a settlement agreement with AMS under which both parties agreed to dismiss their respective lawsuits. Under the settlement agreement, the parties agreed to concurrently enter into a non-exclusive cross-license agreement covering patents and patent applications related to the field of female pelvic health. Under the cross-license agreement, AMS made a one-time payment to us in the amount of $2.5 million for access to the '211 Patent.

On March 4, 2004, John H. Alico, et. al., d/b/a PTF Royalty Partnership ("PTF") filed a lawsuit against us in the Business Litigation Session of the Superior Court of Massachusetts, Suffolk County in which PTF alleges, among other things, breach of a merger agreement that involved our acquisition of Mentor O&O, Inc. ("O&O"), an unrelated entity at that time, which was dated as of March 14, 1990 ("Merger Agreement") (prior to the merger, O&O had no affiliation with us). PTF alleges that we breached the terms of the Merger Agreement by failing to exert commercially reasonable and diligent efforts to obtain approval by the FDA for a product used for the treatment of urinary incontinence and by failing to accurately account for and pay royalties due thereunder. PTF seeks damages in excess of $18 million, which is the maximum amount of royalties PTF could have received under the Merger Agreement. After almost ten years, in or about January 2001, we elected to discontinue pursuing FDA approval for the product, given the FDA's repeated and ongoing concerns regarding the product's use for urinary incontinence. We complied with all of our obligations under the Merger Agreement, which specifically provided that we were under no obligation to engage in efforts or expenditures in respect of the product which we in good faith deemed to be inadvisable based on various factors. Accordingly, we intend to vigorously defend the lawsuit. Dr. Richard Young, a member of our Board of Directors since March 1990, is a partner of PTF and is a named plaintiff in the above action. Dr. Young was a shareholder and principal of O&O prior to the merger and was instrumental in facilitating the transition after the merger. Pursuant to Dr. Young's request, the PTF Partnership Agreement has recently been amended to permit withdrawal of partners from the PTF Royalty Partnership upon notice. Thereafter, on June 3, 2005, Dr. Young submitted his notice of withdrawal to the Partnership, and the parties have prepared a stipulation for the court in which they seek the removal of Dr. Young from the caption of the complaint and as a named party to the litigation.

In addition, in the ordinary course of our business we experience other varied types of claims that sometimes result in litigation or other legal proceedings. Although there can be no certainty, we do not anticipate that any of these proceedings will have a material adverse effect on us.

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

No matters were submitted for a vote of our shareholders during the fourth quarter of the fiscal year ended March 31, 2005.

PART II

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

Our common stock has traded on the New York Stock Exchange under the symbol "MNT" since August 2003. Prior to August 2003, our common stock was traded on the Nasdaq National Market. The high and low sales prices of our common stock, as reported by the Nasdaq or the NYSE, as applicable, for the two most recent fiscal years are set forth below.

Year Ended March 31, 2005		High		Low
Quarter ended March 31, 2005	$	35.80	$	29.98
Quarter ended December 31, 2004	$	35.18	$	29.20
Quarter ended September 30, 2004	$	35.94	$	29.59
Quarter ended June 30, 2004	$	34.43	$	29.80

Year Ended March 31, 2004		High		Low
Quarter ended March 31, 2004	$	31.33	$	23.87
Quarter ended December 31, 2003	$	24.37	$	20.00
Quarter ended September 30, 2003	$	25.00	$	19.09
Quarter ended June 30, 2003	$	22.43	$	17.01

According to the records of our transfer agent, there were approximately 906 holders of record of our common stock on June 9, 2005. However, the majority of shares are held by brokers and other institutions on behalf of shareholders.

Dividend Policy

In fiscal 2004, we declared and paid a quarterly dividend of $.02 per share of common stock for the first fiscal quarter. On August 1, 2003, the Board of Directors authorized a significant increase in our cash dividend. The quarterly dividend payable on the common stock was increased from $.02 to $.15 per share. In fiscal 2005, we declared and paid a quarterly dividend of $.15 per share of common stock for the first fiscal quarter. On September 23, 2004, the Board of Directors authorized a further increase in our quarterly cash dividend payable on the common stock from $.15 to $.17 per share. It is our intent to continue to pay dividends for the foreseeable future subject to, among other things, Board approval, cash availability and alternative cash needs. Our existing credit agreement limits the aggregate amount of dividends payable in any fiscal year to 60% of our net income for the four most recent fiscal quarters.

	Quarterly Dividends Year Ended March 31,		
	2005	2004	2003
First Quarter	**$ 0.15**	$ 0.02	$ 0.015
Second Quarter	**0.17**	0.15	0.015
Third Quarter	**0.17**	0.15	0.020
Fourth Quarter	**0.17**	0.15	0.020
Total	**$ 0.66**	$ 0.47	$ 0.070

Issuer Purchases of Equity Securities

Our Board of Directors has authorized a stock repurchase program, primarily to offset the dilutive effect of our employee stock option plans, to provide liquidity to the market and to reduce the overall number of shares outstanding. All shares repurchased under the program are retired and are no longer deemed to be outstanding. The timing of repurchases is subject to market conditions, cash availability, and blackout periods during which we are restricted from repurchasing shares. We believe, but cannot be certain, that we will continue to repurchase shares during fiscal 2006, although we cannot estimate or guarantee the amount of shares to be repurchased during this time. There were no share repurchases during the fourth quarter of fiscal 2005, and at March 31, 2005, 1.3 million shares remained authorized for repurchase. Additionally, after the repurchase of the 1.3 million shares currently authorized for repurchase, our new Credit Agreement limits the amount that can be used to repurchase shares to net income from the previous four quarters less dividends.

ITEM 6. SELECTED FINANCIAL DATA.

The selected consolidated financial information presented below is obtained from our audited consolidated financial statements for each of the five years ending March 31, 2005. This selected financial data should be read together with our consolidated financial statements and related notes, as well as the discussion under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations."

	Year Ended March 31,				
(in thousands, except per share data)	**2005**	2004	2003[1]	2002[2]	2001[2]
Statement of Income Data:					
Net sales	**$ 483,397**	$ 422,168	$ 382,384	$ 321,062	$ 268,894
Gross profit	**309,706**	261,385	229,507	190,607	164,198
Operating income	**83,639**	79,069	76,977	57,516	41,787
Income before income taxes - Continuing operations	**81,227**	80,140	79,039	59,216	46,549
Income taxes - continuing operations	**26,346**	25,361	23,219	17,396	14,731
Income from continuing operations	**54,881**	54,779	55,820	41,820	31,818
Discontinued operations, net of income tax	**-**	-	-	-	260
Net income	**$ 54,881**	$ 54,779	$ 55,820	$ 41,820	$ 32,078
Basic earnings per share[3]:					
Continuing operations	**$ 1.31**	$ 1.20	$ 1.20	$ 0.88	$ 0.67
Discontinued operations	**-**	-	-	-	0.01
Basic earnings per share	**$ 1.31**	$ 1.20	$ 1.20	$ 0.88	$ 0.68
Diluted earnings per share[3]:					
Continuing operations	**$ 1.17**	$ 1.13	$ 1.15	$ 0.85	$ 0.66
Discontinued operations	**-**	-	-	-	-
Diluted earnings per share	**$ 1.17**	$ 1.13[4]	$ 1.15	$ 0.85	$ 0.66
Dividends per common share	**$ 0.66**	$ 0.47	$ 0.07	$ 0.06	$ 0.05
Average outstanding shares[3]:					
Basic	**41,921**	45,543	46,428	47,278	47,254
Diluted	**49,667**	49,272[4]	48,388	48,926	48,372
Balance Sheet Data:					
Working capital	**$ 197,013**	$ 206,435	$ 167,996	$ 126,556	$ 112,461
Total assets	**477,601**	498,779	398,088	324,636	290,837
Long-term accrued liabilities, less current portion	**10,587**	17,996	13,970	12,873	10,691
Convertible subordinated notes	**150,000**	150,000	-	-	-
Shareholders' equity	**$ 175,155**	$ 198,304	$ 276,710	$ 224,178	$ 196,306

(1) Results in fiscal 2003 and thereafter include the impact of the Portex acquisition in May 2002.

(2) Results after fiscal 2001 include the impact of the Porges S.A. acquisition in February 2001.

(3) Per share amounts and shares outstanding have been adjusted to reflect a two-for-one stock split effected January 21, 2003.

(4) Per share amounts and diluted shares outstanding for fiscal 2004 have been restated to reflect the additional shares that would be issued upon conversion of our 2¾% convertible notes, in accordance with the adoption of Emerging Issue Task Force (EITF) Issue No. 04-8 in the quarter ended December 2004.

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

The following discussion should be read together with our consolidated financial statements and related notes, which are included in this report, and the "Risk Factors" information in the "Business" section of this report.

APPLICATION OF CRITICAL ACCOUNTING POLICIES

Management's Discussion and Analysis of Financial Condition and Results of Operations addresses our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, we evaluate our estimates and judgments. We base our estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe the following critical accounting policies, among others, affect our more significant judgments and estimates used in the preparation of our consolidated financial statements.

Revenue Recognition

We recognize product revenue, net of discounts, returns, and rebates in accordance with Statement of Financial Accounting Standards ("SFAS") No. 48, "Revenue Recognition When the Right of Return Exists," and Staff Accounting Bulletin ("SAB") No. 104, "Revenue Recognition."

As required by these standards, revenue is recorded when persuasive evidence of a sales arrangement exists, delivery has occurred, the buyer's price is fixed or determinable, contractual obligations have been satisfied, and collectibility is reasonably assured. These requirements are met, and sales and related cost of sales are recognized upon the shipment of products, or in the case of consignment inventories, upon the notification of usage by the customer. We record estimated reductions to revenue for customer programs and other volume-based incentives. Should the actual level of customer participation in these programs differ from those estimated, additional adjustments to revenue may be required. We also allow credit for products returned within our policy terms. We record an allowance for estimated returns at the time of sale based on historical experience, recent gross sales levels and any notification of pending returns. Should the actual returns differ from those estimated, additional adjustments to revenue and cost of sales may be required.

Accounts Receivable

We market our products to a diverse customer base, principally throughout the United States, Canada and Western Europe. We grant credit terms in the normal course of business to our customers, primarily hospitals, doctors and distributors. We perform ongoing credit evaluations of our customers and adjust credit limits based upon payment history and the customer's current credit worthiness, as determined through review of their current credit information. We continuously monitor collections and payments from customers and maintain allowances for doubtful accounts for estimated losses resulting from the inability of some of our customers to make required payments. Estimated losses are based on historical experience and any specifically identified customer collection issues. If the financial condition of our customers, or the economy as whole, were to deteriorate resulting in an impairment of our customers' ability to make payments, additional allowances may be required. These additional allowances for estimated losses would be included in selling, general and administrative expenses.

Inventories

We value our inventory at the lower of cost, based on the first-in first-out ("FIFO") cost method, or the current estimated market value of the inventory. We write down our inventory for estimated obsolescence or unmarketable inventory equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand and market conditions. If actual future demand or market conditions differ from those projected by us, additional inventory valuation adjustments may be required. These additional valuation adjustments would be included in cost of sales.

Warranties and Related Reserves

We provide an accrual for the estimated cost of product warranties and product liability claims at the time revenue is recognized. Such accruals are based on estimates, which are based on relevant factors such as historical experience, the warranty period, estimated costs, levels of insurance and insurance retentions, identified product quality issues, if any, and, to a limited extent, information developed by the insurance company using actuarial techniques. These accruals are analyzed periodically for adequacy. While we engage in extensive product quality programs and processes, including actively monitoring and evaluating the quality of our component suppliers, the warranty obligation is affected by reported rates of product problems and costs incurred in correcting product problems. Should actual reported problem rates or the resulting costs differ from our estimates, adjustments to the estimated warranty liability may be required. These adjustments would be included in selling, general and administrative expenses.

Goodwill and Intangible Asset Impairment

We evaluate long-lived assets, including goodwill and other intangibles, for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. In addition, we evaluate goodwill and other intangibles annually in the fourth quarter of each fiscal year. In assessing the recoverability of goodwill and other intangibles, we must make assumptions regarding estimated future cash flows and other factors to determine the fair value of the respective assets. We adopted SFAS No. 142, "Goodwill and Other Intangible Assets," effective April 1, 2002 and analyzed goodwill and intangibles for impairment. Impairment tests were performed at adoption, and in the fourth quarter of fiscal years 2003 and 2004, and no impairment was noted as a result of these analyses. The impairment tests performed in fiscal 2005 indicated certain impaired assets, for which we recorded impairment charges in fiscal 2005. These impairment charges are included in the results of operations. See Note I - "Intangible Assets and Goodwill" of the "Notes to the Consolidated Financial Statements."

RESULTS OF OPERATIONS

The following table sets forth various items from the Consolidated Statements of Income as a percentage of net sales for the periods indicated:

	Year Ended March 31,		
	2005	**2004**	2003
Net sales	**100.0%**	100.0%	100.0%
Cost of sales	**35.9**	38.1	40.0
Gross profit	**64.1**	61.9	60.0
Selling, general, and administrative	**36.5**	36.1	33.9
Research and development	**6.8**	7.1	6.0
Severance charges	**1.8**	-	-
Restructuring & long-lived asset impairment charges	**1.7**	-	-
Operating income	**17.3**	18.7	20.1
Interest expense	**(1.1)**	(0.4)	(0.3)
Interest income	**0.4**	0.4	0.6
Other income, net	**0.2**	0.3	0.3
Income before income taxes	**16.8**	19.0	20.7
Income taxes	**5.4**	6.0	6.1
Net income	**11.4%**	13.0%	14.6%

YEARS ENDED MARCH 31, 2005 AND 2004

Sales

Net sales for fiscal 2005 increased $61 million to $483 million from $422 million in fiscal 2004, an increase of 14.5%. The increase in net sales for fiscal 2005 resulted from an increase in net sales in both the domestic and international markets. Foreign exchange rate movements, primarily the stronger Euro, had a favorable year-to-year impact on international net sales of $12 million, or approximately three percentage points of the year-over-year growth. We expect our net sales to increase in fiscal 2006 at a low double digit rate over net sales in fiscal 2005.

We have three principal product lines, each of which constitutes one of our business segments. Set forth below is a summary of our net sales for each of the last two fiscal years, by segment.

	Net Sales by Principal Product Line		
(in thousands)	**2005**	2004	Percent Change
Aesthetic & General Surgery Products	**$ 251,726**	$ 218,437	15.2%
Surgical Urology Products	**129,292**	108,370	19.3%
Clinical & Consumer Healthcare Products	**102,379**	95,361	7.4%
	$ 483,397	$ 422,168	14.5%

Net sales of aesthetic and general surgery products increased 15% to $251.7 million from $218.4 million in the prior year. Net sales of breast implant products increased 12% to $217.4 million from $194.1 million in the prior year. Approximately $20.4 million of the increase in breast implant products is attributable to organic growth in unit sales of our breast implants and associated products and approximately $3.0 million is the result of a favorable impact of foreign exchange rate movements. Increased net sales were driven by growth in the augmentation and reconstruction markets both domestically and internationally. We saw overall growth in domestic unit sales of breast implant products of approximately 12%. Although we try to avoid competing on price, we continue to see competitive price pressure in both the domestic and international markets for breast implants. Net sales of body contouring products increased 22% to $18.6 million from $15.3 million in the prior year. Liposuction continues to be the leading surgical cosmetic procedure in the United States, and sales of our capital equipment, associated disposable products, and higher average selling prices were the leading contributors to our body contouring sales growth. Other aesthetic products net sales increased 72.3% to $15.7 million from $9.1 million in the prior year, primarily as a result of increased revenue from physician participation in our "Extreme Mentor" direct to consumer television advertising program. We expect to continue our direct to consumer advertising programs into fiscal 2006.

Net sales of surgical urology products increased 19.3% to $129.3 million from $108.4 million in the prior year. The fastest growing product area was our women's health offering, in which net sales increased 45% to $22.5 million from $15.6 million in the prior year. This increase was primarily attributable to our ObTape® trans-obturator sling, which was introduced in the United States in August 2003 for the treatment of stress urinary incontinence. Net sales of our disposable urinary care products increased 17.4% to $64.6 million from $55.0 million in the prior year. The majority of this increase was attributable to increased sales at our international branches, which also received the benefit of favorable exchange rate movements. Penile implant sales increased 13.6% to $26.4 million, from $23.2 million in the prior year, due to increased market acceptance of our Titan® penile device, which carries a higher average selling price than its predecessor product, the Alpha I, both domestically and in Europe, and a reduction in the trend of patients sampling competitive drug therapies for erectile dysfunction, which had negatively impacted prior year sales. Brachytherapy product net sales increased by 8.3% to $15.8 million, from $14.6 million in the prior year, primarily as a result of higher unit sales due to the absence of supply interruptions, which occurred in the prior year. The favorable impact of foreign exchange rate variations for the surgical urology product segment, which primarily benefits our disposable urinary care products, was $5.0 million for the year.

Net sales of clinical and consumer healthcare products increased 7.4% to $102.4 million from $95.4 million in the prior year. Net sales growth was generally aided by the effect of the stronger Euro as nearly half of these product sales are invoiced in currencies other than the U.S. Dollar; this positive effect was approximately $3.8 million for the segment. The remainder of the growth is attributable to an overall increase in unit sales in all product groupings, partially offset by decreases in average selling prices. Net sales of intermittent catheters increased 14.9%, or $4.6 million to $35.5 million. Net sales of male external catheters increased 8.3%, or $1.3 million, to $19.4 million. Net sales of other disposable healthcare and ostomy products increased 2.4% to $47.5 million from $46.4 million in the prior year, primarily due to the favorable impact of foreign exchange rate movements.

Cost of Sales

Cost of sales for fiscal 2005 was 35.9% of net sales, compared to 38.1% in fiscal 2004. Cost of sales for the aesthetic and general surgery products decreased to 24.3% from 27.7% of net sales, primarily due to favorable pricing on raw materials and overall improved manufacturing efficiencies at our Texas and Netherlands facilities. Cost of sales for surgical urology products decreased to 45.9% from 48.6% of net sales, primarily due to increased sales of women's health products, which have a higher margin than other surgical urology products. Cost of sales for clinical and consumer healthcare products increased to 51.9% from 49.9% of net sales in the prior year, primarily due to manufacturing inefficiencies at certain of our foreign manufacturing facilities and lower average selling prices to our international distributors.

Selling, General and Administrative

Selling, general and administrative expenses increased $24 million to 36.5% of net sales in fiscal 2005 compared to 36.1% of net sales in fiscal 2004. We had generally higher levels of expenses at our foreign sales and manufacturing subsidiaries of approximately $5.8, of which approximately $4.0 million reflects the effect of foreign currency rate movements, primarily the stronger Euro. Also contributing to the increase was approximately $3.3 million in incentive compensation expenses associated with achieving specific operating targets, our recently launched direct to consumer television advertising program of approximately $3.0 million, and higher legal related expenses of approximately $3.2 million due to increased litigation expenses and other legal and corporate matters. In addition, to a lesser extent, increased costs associated with compliance with the Sarbanes-Oxley Act and increased support of sales and marketing contributed to the year over year increase. The increase in general and administrative expense was partially offset by lower product warranty and product liability expenses of approximately $1.3 million.

Research and Development

Research and development spending primarily supports our key strategic product development programs.

Research and development expenses in fiscal 2005 increased $2.8 million to $32.8 million from $30.0 million in fiscal 2004, but decreased as a percentage of net sales to 6.8% from 7.1% in fiscal 2004. The majority of the increase was attributable to the aesthetic and general surgery segment and was primarily due to increased support for our silicone gel-filled breast implant regulatory submissions in the United States and Canada, increased patient volume in our adjunct study, new clinical studies and laboratory testing for our hyaluronic acid-based dermal filler product, Puragen™, and our botulinum toxin project. During the first quarter of fiscal 2005, we recorded a $0.8 million charge related to the termination of a brachytherapy development project and related automated manufacturing equipment. We continue to be committed to a variety of clinical studies and laboratory tests in connection with our gel-filled and saline-filled mammary implants and other products.

Severance Charges

On February 16, 2005, Christopher J. Conway and Adel Michael each resigned as a director and executive officer of the Company. In connection with resignation and severance agreements entered into with them, we incurred $8.5 million in expenses in February 2005, as set forth in the table below:

	Cash Expense	Accelerated Options	Total Severance
Christopher J. Conway	$ 2,288,000	$ 2,146,000	$ 4,434,000
Adel Michael	1,825,000	2,260,000	4,085,000
	$ 4,113,000	$ 4,406,000	$ 8,519,000

As one of the co-founders of our Company, and following 36 years of service, Mr. Conway received certain severance compensation in the form of cash payments totaling $2.3 million and non-cash benefits in the amount of $2.1 million related to the accelerated vesting of his unvested and unexpired stock options. In addition, Mr. Adel Michael, our former Vice Chairman, received severance compensation in the form of cash benefits in the amount of $1.8 million and non-cash benefits in the amount of $2.3 million related to the accelerated vesting of his unvested and unexpired employee stock options.

Restructuring and Long-Lived Asset Impairment Charges

During the fourth quarter of fiscal year 2005, we incurred $8.2 million in expenses related certain long-lived assets that were determined to be impaired, and restructuring of certain of our operations to achieve improved efficiencies. The impairment charges totaled $3.2 million. Of this amount, $2.9 million related to intangible assets within the surgical urology segment, and $0.3 million within the aesthetics and general surgery segment. The restructuring charges totaled $5.0 million and resulted in a net reduction of approximately 5% of our workforce and the closure of a manufacturing facility in the United Kingdom. Of this amount, $1.1 million related to the aesthetics and general surgery segment, $1.9 million related to the surgical urology segment, and $2.0 million related to the clinical and consumer healthcare segment.

Interest and Other Income and Expense

Interest expense increased to $5.4 million in fiscal 2005, compared to $1.8 million in fiscal 2004. Approximately $4.9 million of the expense relates to the 2 ¾% coupon and issuance cost amortization for our $150 million convertible subordinated notes issued in December 2003. The increase in interest expense is attributable to a full year of interest and amortization of issuance costs on these notes as interest expense for fiscal 2004, included only four months of accrued interest payable and amortization of bond issue costs. The remaining interest expense is interest on balances outstanding under our foreign lines of credit, which benefited from lower rates of interest and lower levels of borrowings.

Interest income increased to $2.0 million in fiscal 2005, from $1.7 million in fiscal 2004. The increase is due to higher prevailing interest rates on short term investments, and slightly longer maturities, partially offset by lower levels of cash balances available for investment.

Other income primarily includes gains or losses on sales of marketable securities and foreign currency gains or losses related to our foreign operations. Other income decreased to $1.0 million from $1.2 million in the prior year. This decrease was the result of the less favorable impact of the Euro's relative strength compared to the U.S. Dollar, and a decrease in realized and unrealized gains and losses in our portfolio of marketable securities. These decreases were partially offset by a one-time gains of approximately $0.5 million relating to insurance proceeds received to cover lost sales margin on finished goods inventory that was damaged, and a gain of approximately $0.5 million relating to the sale of a building in the United Kingdom in the fourth quarter of fiscal 2005.

Income Taxes

Our effective rate of corporate income taxes was 32.4% in fiscal year 2005, an increase of 0.8% of pretax income from the 31.6% rate in fiscal year 2004. This increase is a result of higher state taxes and reduced research and development credits, partially offset by greater tax benefits associated with our foreign operations.

Net Income and Earnings Per Share

Net income in fiscal 2005 increased slightly to $54.9 million from $54.8 million in fiscal 2004. Earnings per share increased 9.2% to $1.31 per share in fiscal 2005 from $1.20 per share in fiscal 2004. Diluted earnings per share increased 3.5% to $1.17 for the fiscal year compared to a restated $1.13 for fiscal 2004. (As required by EITF 04-8, we have retroactively restated diluted earnings per share figures for fiscal 2004 for the impact of our convertible subordinated notes issued in December 2003.) The effect of share repurchases was partially offset by the dilutive effect to earnings per share following the adoption of EITF 04-8 which required the inclusion, for calculation purposes, of additional shares that are contingently issuable. As a result of our stock repurchase program, we have fewer shares outstanding, resulting in a positive impact on the year-over-year comparison of diluted earnings per share.

Net income in fiscal 2005 remained relatively unchanged, although diluted earnings per share was positively impacted by fewer shares outstanding due to our stock repurchase program. Increased net sales and lower cost of goods sold in fiscal 2005 were offset by higher operating expenses, including severance, restructuring and long-lived asset impairment charges, as well as higher interest expense resulting in net income being essentially unchanged from 2004. We expect diluted earnings per share for fiscal 2006 to be in the range of $1.60 to $1.65.

Inflation

We do not believe that inflation has had a material effect on our financial condition and results of operation for the reporting periods presented in this report. We cannot be certain that inflation will not have a material adverse effect on our business in the future.

YEARS ENDED MARCH 31, 2004 AND 2003

Net sales

Net sales for fiscal 2004 increased $40 million to $422 million from $382 million in fiscal 2003, an increase of 10.4%. The increase in net sales for fiscal 2004 resulted from increased sales in both the domestic and international markets. Foreign exchange rate movements, primarily the stronger Euro, had a favorable year-to-year impact on international net sales of $21 million, or approximately five percentage points of the year-over-year growth.

	Net Sales by Principal Product Line		
(in thousands)	2004	2003	Percent Change
Aesthetic & General Surgery Products	$ 218,437	$ 191,405	14.1%
Surgical Urology Products	108,370	106,675	1.6%
Clinical & Consumer Healthcare Products	95,361	84,304	13.1%
	$ 422,168	$ 382,384	10.4%

During fiscal 2004 ,net sales of aesthetic and general surgery products increased 14% to $218.4 million from $191.4 million in the prior year. Net sales of breast implant products increased 13% to $194.1 million from $172.0 million in the prior year. Approximately $17.0 million of the increase in breast implant products is attributable to organic growth in unit sales of our breast implants and associated products and approximately $5.1 million was the result of favorable foreign exchange rate movements. Net sales of body contouring products increased 21% to $15.3 million from $12.6 million in the prior year. The increase in body contouring product sales was primarily attributable to increased liposuction procedural volumes, as awareness and acceptance of this procedure increased. In addition, other product net sales increased $2.2 million, which was primarily attributable to our acquisition of Inform Solutions, now doing business as Mentor Solutions, and ancillary product sales.

Net sales of surgical urology products in fiscal 2004 increased 1.6% to $108.4 million from $106.7 million in the prior year. Increases in net sales of women's health products and disposable urinary care products, along with a favorable impact of foreign exchange rate movements of $9.4 million were partially offset by a $1.5 million decrease in penile implant net sales and a $9.9 million decrease in brachytherapy product sales from the prior year. Net sales of women's health products increased 56% to $15.5 million from $10.0 million in the prior year primarily due to the introduction of the ObTape sling to the U.S. market in August 2003 and the favorable impact of foreign exchange rate movements. Net sales of disposable urinary care and other products increased 13.6% to $55 million from $47.5 million in the prior year. The increase was primarily a result of the favorable impact of foreign exchange rate movements. Net sales of penile implant products for the year decreased 6% to $23.2 million from $24.7 million in the prior year. In the fourth quarter of fiscal 2004, we restructured our domestic urology sales force and provided cross-training across the full range of our urology product line, which we believe attributed to a short-term negative impact on our penile implant product sales. In addition, we believe net sales were also negatively impacted by the recent introduction of new drug therapies for erectile dysfunction in the United States. Brachytherapy net sales decreased $9.9 million to $14.6 million from $24.5 million, a decrease of 40% from the prior year. This decrease is a result of several factors. On January 31, 2003, our exclusive distribution and supply agreement with NASI, which was our sole source of iodine and palladium seeds, expired resulting in an interruption of our supply of seeds. On February 1, 2003, we completed our acquisition of Mills Biopharmaceuticals, Inc. and began supplying our customers with iodine seeds manufactured by Mills. In addition, we reached a nonexclusive one-year agreement with Best Medical, Inc. (Best) to distribute Best™ Palladium-103 brachytherapy seeds. However, due to Best's difficulties in increasing manufacturing capacity in a short time frame, and our inability to secure sufficient new vendor supply of palladium brachytherapy seeds, we were unable to fill all customer orders. In addition, alternative procedures, changes in Medicare reimbursement, and additional competitive pressures have decreased procedural volumes and decreased average selling prices of our brachytherapy products. These market factors and supply interruptions resulted in lost sales of approximately $3 million per quarter for the first three quarters of fiscal 2004 and lost sales of approximately $1 million in the fourth quarter.

Net sales of clinical and consumer healthcare products in fiscal 2004 increased 13% to $95.4 million from $84.3 million in the prior year. Net sales growth was generally aided by the effect of the stronger Euro as nearly half of these product sales are invoiced in currencies other than the U.S. Dollar; this effect was approximately $6.4 million for the segment. The remainder of the growth was attributable to recent direct-to-consumer advertising, and the introduction of the Self-Cath Plus™ lubricious catheter in fiscal 2002, which positively impacted unit sales. Net sales of intermittent catheters increased 9%, or $2.5 million to $31.0 million, and were partially offset by a decrease of 8%, or $1.5 million in net sales of male external catheters as compared in the prior year. The decrease in male external catheter sales was primarily attributable to the timing of distributor purchases. Net sales of other disposable healthcare and ostomy products increased 28% to $46.3 million from $36.2 million in the prior year primarily due to favorable foreign exchange rate movements and unit sales growth.

Cost of Sales

Cost of sales for fiscal 2004 was 38.1% of net sales, compared to 40.0% in fiscal 2003. Cost of sales for the aesthetic and general surgery products decreased to 27.7% from 28.1% of net sales, primarily due to efficiencies of scale and improved manufacturing efficiencies at our Texas facility, partially offset by manufacturing inefficiencies at our manufacturing facility in The Netherlands. Cost of sales for surgical urology products decreased to 48.6% from 51.2% of net sales, primarily due to the decrease in brachytherapy sales which have a lower margin than other surgical urology products and the vertical integration of our subsidiary, Mills Biopharmaceuticals, as the manufacturer of our own iodine brachytherapy seeds. Cost of sales for clinical and consumer healthcare products decreased to 49.9% from 52.7% of net sales in the prior year, primarily due to product mix shift towards higher margin products and manufacturing efficiencies in our Minnesota facility.

Selling, General and Administrative

Selling, general and administrative expenses increased $23 million to 36.1% of net sales in fiscal 2004 compared to 33.9% of net sales in fiscal 2003. Approximately $8 million of the increase reflects the effect of foreign currency rate movements, primarily the stronger Euro. We had generally higher levels of expenses at our foreign sales and manufacturing subsidiaries of approximately $4.4 million and new general and administrative expenses at recently acquired subsidiaries of approximately $2.2 million. During fiscal 2004 we implemented a global enterprise resource planning ("ERP") system. As a result, certain non-capitalizable expenses, training costs, depreciation and start-up inefficiencies contributed to higher levels of expenses. These costs were approximately $3 million. Selling and marketing expenses included approximately $1 million of additional expenses related to the reorganization of the urology sales forces for cross training and costs related to a reduction in the number of employees. The balance of the increase is generally related to higher levels of selling and marketing efforts.

Research and Development

Research and development expenses in fiscal 2004 increased $7.0 million to $30.0 million and to 7.1% of net sales from 6.0% in fiscal 2003. Approximately $5.8 million of the increase was attributable to the aesthetic and general surgery segment and was primarily due to increased activity in our breast implant studies to support our silicone gel-filled breast implant PMA, increased patient volume in our adjunct study, and our recent acquisition of A-Life Ltd., which was in the process of developing a hyaluronic acid based soft tissue filler for aesthetic facial applications. The remaining increase of $1.2 million was attributable to our ongoing development activities in our surgical urology segment and the development of automated manufacturing technologies, and development expenses related to brachytherapy seeds. Our gel implant PMA was filed with the FDA in December 2003 and we amended our application to meet new Draft Guidance for Saline, Silicone Gel, and Alternative Breast Implants released by the FDA during fiscal 2004.

Interest and Other Income and Expense

Interest expense increased to $1.8 million in fiscal 2004, compared to $1.0 million in fiscal 2003. Interest expense included interest on our foreign lines of credit and imputed interest on long-term liabilities recorded at net present value related to certain acquisitions of assets during fiscal 2001 and 2002. In December 2003, we issued 2¾% convertible subordinated notes totaling $150 million. Interest expense for fiscal 2004 includes four months of accrued interest payable and amortization of bond issue costs. The increase in interest expense is attributable to the interest on these notes, partially offset by lower rates of interest, lower levels of borrowings on our operating lines and decreased levels of imputed interest on acquisition liabilities.

Interest income decreased to $1.7 million in fiscal 2004, from $2.5 million in fiscal 2003. The decrease was due to lower prevailing interest rates on short-term investments, partially offset by higher levels of cash balances available for investment.

Other income in fiscal 2004 primarily includes gains or losses on sales of marketable securities and foreign currency gains or losses related to our foreign operations. Other income, net increased to $1.2 million from $0.6 million in the prior year. This increase was the result of the favorable impact of the Euro's relative strength compared to the U.S. dollar, partially offset by a decrease in realized and unrealized gains and losses in our portfolio of marketable securities. During fiscal 2003 we recorded a one-time pre-tax impairment charge of $1,857,000 related to our investment in Paradigm Medical. Also in fiscal 2003, we sold our remaining investment in NASI and we recorded a pre-tax gain of $403,000.

Income Taxes

Our effective rate of corporate income taxes was 31.6% in fiscal year 2004, an increase of 2.2% of pretax income from the 29.4% rate in fiscal year 2003. The increase in the effective tax rate represented a return to our historic effective tax rate, as the prior year's rates reflected refunds received in the third quarter of fiscal year 2003 related to the amendment of tax returns for our foreign sales corporation.

Net Income and Earnings Per Share

Net income in fiscal 2004 decreased 2% to $54.8 million from $55.8 million in fiscal 2003. Earnings per share was $1.20 per share in both fiscal 2004 and 2003. Diluted earnings per share was $1.13 per diluted share, as restated to reflect the additional shares that would be issued upon conversion of our 2¾ % convertible notes, in accordance with the adoption of EITF Issue No. 04-8 in December 2004, in fiscal 2004 and $1.15 in fiscal 2003. The effect of lower net income in fiscal 2004 was offset by the positive impact of fewer shares outstanding due to our stock repurchase program. Increased net sales and lower cost of goods sold in fiscal 2004 were offset by higher operating expenses, which resulted in a decrease in operating income. Fiscal 2004 net income was partially impacted by a slightly higher effective tax rate compared to fiscal 2003.

LIQUIDITY AND CAPITAL RESOURCES

We had cash, cash equivalents and short-term marketable securities of $113 million and $127 million at March 31, 2005 and 2004, respectively. Other than the proceeds of the December 2003 offering of convertible subordinated notes, cash provided by operating activities has been our primary recurring source of funds.

We invest excess cash in marketable securities that are highly liquid, of high-quality investment grade, and predominantly have maturities of less than one year from the date of purchase. The Company's short-term marketable securities consist primarily of money market mutual funds, U.S. state and municipal government and government agency obligations, Federal Home Loan Bank and Mortgage Association bonds, auction rate securities, and investment grade corporate obligations, including commercial paper.

Cash flow changes

Cash provided by operating activities of $94 million in fiscal 2005 and $74 million in fiscal 2004 was greater than net income in both 2005 and 2004 due to the net impact of non-cash adjustments to income. Non-cash adjustments include depreciation and amortization, compensation expense related to the acceleration of stock options, tax benefits from stock options, impairment of long-lived assets, imputed interest on long-term liabilities, as well as adjustments for gains and losses from the sale of investments. For fiscal year ended March 31, 2005, there was a positive working capital change resulting from cash provided by an increase in accounts payable and accrued liabilities offset by cash used for accounts receivable and inventory increases. However, the days sales outstanding metric improved decreasing from 82 days at March 31, 2004, to 77 days at March 31, 2005.

Cash used in investing activities is primarily attributable to net purchases of marketable debt securities, capital expenditures and cash consideration used in acquisitions. Total cash used in investing activities was $38 million in fiscal 2005 and $45 million in fiscal 2004. We reinvested our cash in marketable debt securities in net amounts of $28 million and $7 million in fiscal 2005 and 2004, respectively.

Our capital expenditures totaled $9.7 million in fiscal 2005 as a result of upgrades to our production facilities and equipment, and the completion of our botulinum toxin production facility. We anticipate doubling our capital expenditures to approximately $20 million in fiscal 2006, as we will continue to invest in facility improvements and production equipment. During fiscal 2004, we invested approximately $18 million to upgrade production equipment and facilities, complete our iodine brachytherapy seed production capabilities, automate production technologies, and upgrade and replace our information technology systems with a new Enterprise Resource Planning System ("ERP") by JD Edwards. In addition, in fiscal 2004, we invested $6 million procuring intangible rights to products and technologies.

There were no acquisitions in fiscal 2005. In fiscal 2004, $14 million in cash was used for acquisitions.

On August 25, 2003, we completed the acquisition of A-Life Ltd, a subsidiary of Vitrolife AB. The consideration totaled $7.5 million of which $7.4 million was paid in cash from existing cash balances.

On September 9, 2003, we entered into several transactions to acquire from AMI, LLC, the exclusive license, marketing and distribution rights for certain products, and a related supply agreement with Prosurg, Inc. We paid $3 million in cash and issued 133,630 restricted shares of our common stock valued at fair market value of $3 million.

On October 25, 2003, we acquired Inform Solutions, Inc., for total consideration of $3 million in cash. The agreement committed us to make additional payments totaling up to $1.7 million based upon achievement of future sales and earnings thresholds over three years following the acquisition. Approximately $0.2 million was paid during fiscal 2005 and approximately $1.5 million remains.

Cash provided by (used in) financing activities is primarily related to our stock repurchases, dividends paid, employee stock option exercises, and debt financing activities.

We have a stock repurchase program, primarily to offset the dilutive effect of our employee stock option program, to provide liquidity to the market, and to reduce the overall number of shares outstanding. All shares repurchased under the program are retired and are no longer deemed to be outstanding. During the quarter ended December 31, 2004, 2.3 million shares were repurchased for $79.8 million. The December repurchase included the repurchase of 2.25 million shares from two investment partnerships managed by VA Partners, LLC, which was at the time, our largest shareholder. Mr. Jeff Ubben, a managing member of VA Partners, LLC, is a member of our Board of Directors. The repurchase of such shares was at or below closing market price quotations on the NYSE, and the transactions were pre-approved by our Audit Committee. At March 31, 2005, 1.3 million shares remained authorized for repurchase. The timing of our repurchases is subject to market conditions, cash availability, and blackout periods during which we are restricted from repurchasing shares. There is no guarantee that shares authorized for repurchase by the Board will ultimately be repurchased. Additionally, after the repurchase of the 1.3 million shares currently authorized for repurchase, our new Credit Agreement limits the amount that can be used to repurchase shares to net income from the previous four quarters less dividends.

In September 2004, the Board of Directors authorized an increase in the quarterly dividend rate from $.15 per share to $.17 per share. Previously, in July 2003, the Board of Directors declared an increase in the quarterly dividend rate from $.02 per share to $.15 per share. It is our intent to continue to pay dividends for the foreseeable future subject to, among other things, Board approval, cash availability, debt restrictions and alternative cash needs. At the current annual dividend rate of $.68 per share, the aggregate annual dividend would be approximately $29 million.

We receive cash from the exercise of employee stock options. Employee stock option exercises provided $11.5 million and $10.1 million of cash in fiscal 2005 and 2004, respectively. Proceeds from the exercise of employee stock options will vary from period to period based upon, among other factors, fluctuations in the market value of our common stock relative to the exercise price of such options.

Financing

Senior Credit Facility

On May 26, 2005, we entered into a three-year Credit Agreement ("Credit Agreement") that provides us with a $200 million senior revolving credit facility, subject to a $20 million sublimit for the issuance of standby and commercial letters of credit, a $10 million sublimit for swing line loans, and a $50 million alternative currency sublimit. At our election and subject to lender approval, the amount available for borrowings under the Credit Agreement may be increased by an additional $50 million. Funds are available under the Credit Agreement to finance permitted acquisitions, stock repurchases up to certain dollar limitations, and for other general corporate purposes. As of June 14, 2005, there were no borrowings outstanding under the Credit Agreement.

Interest on borrowings (other than swing line loans) under the Credit Agreement is at a variable rate that is calculated, at our option, at the prime rate, or LIBOR plus an additional percentage that varies between 1% and 1.65%, depending on our senior leverage ratio at the time of the borrowing. Swing line loans bear interest at the prime rate plus additional basis points, depending on our senior leverage ratio at the time of the loan. In addition, we paid certain fees to the lenders to initiate the Credit Agreement and will pay an unused commitment fee based on our senior leverage ratio and unborrowed lender commitments.

Borrowings under the Credit Agreement are guaranteed by two of our domestic subsidiaries and are also secured by a pledge of 100% of the outstanding capital stock of two of our other domestic subsidiaries and by 65% of the outstanding capital stock of our French subsidiary. In addition, if the ratio of total funded debt to adjusted earnings before interest, taxes, depreciation and amortization (or "adjusted EBITDA"), exceeds 2.50 to 1.00, then we are obligated to grant to the lenders a first priority perfected security interest in essentially all of our domestic assets.

The Credit Agreement imposes certain financial and operational restrictions, including financial covenants that require us to maintain a maximum consolidated funded debt leverage ratio of not greater than 4.00 to 1.00, a senior funded debt ratio of not greater than 2.50 to 1.00, a minimum quarterly adjusted EBITDA, and a minimum fixed charge ratio of greater than 1.25 to 1.00. The covenants also restrict our ability, among other things, to make certain investments, incur certain types of indebtedness or liens, make acquisitions in excess of $20 million except in compliance with certain criteria, and repurchase shares of common stock, pay dividends or dispose of assets above specified thresholds. The Credit Agreement also contains customary events of default, including payment defaults, material inaccuracies in our representations and warranties, covenant defaults, bankruptcy and involuntary proceedings, monetary judgment defaults in excess of specified amounts, cross-defaults to certain other agreements, change of control, and ERISA defaults.

Convertible Subordinated Notes

On December 22, 2003, we completed an offering of $150 million of convertible subordinated notes due January 1, 2024, pursuant to Rule 144A under the Securities Act of 1933. The notes bear interest at 2¾% per annum and are convertible into shares of our common stock at an initial conversion price of $29.289 per share and are subordinated to all existing and future senior debt. Concurrent with the issuance of the convertible subordinated notes, we entered into a convertible bond hedge and warrants transactions with respect to our common stock, the exposure for which is held by Credit Suisse First Boston LLC for a net cash payment of $18.5 million. Both the bond hedge and the warrants transactions may be settled at our option either in cash or net shares and expire January 1, 2009. The convertible bond hedge and warrants transactions combined are intended to reduce the potential dilution from conversion of the notes by effectively increasing the conversion price per share, from our perspective, to approximately $39.43.

Other Financing

In addition, in fiscal 2001, we established several lines of credit with local foreign lenders to facilitate operating cash flow needs at our foreign subsidiaries. These lines are at market rates of interest, unsecured, are guaranteed by us, and total $7.4 million, of which $2.2 million was outstanding, and $5.2 million was available at March 31, 2005.

In fiscal 2002, a line of credit of $6.7 million was established to finance the construction of a new facility in Leiden, the Netherlands. Upon completion, the line of credit was converted to a revolving facility. The borrowings accrue interest at EURIBOR plus 0.75% and are secured by the new facility and other assets in The Netherlands. At March 31, 2005, $1.0 million was outstanding and $5.7 million was available under this line.

At March 31, 2005, our total short-term borrowings under all lines of credit were $3.2 million and the weighted-average interest rate was 5.42%. The total amount of additional borrowings available to us under all lines of credit was $10.9 million and $28.1 million at March 31, 2005 and 2004, respectively. The decrease in the amounts available from the prior year is primarily due to the expiration of our previous $25 million credit agreement in September 2004.

Contractual Obligations and Commitments

The following table summarizes our significant contractual obligations and other commitments at March 31, 2005, and the effect such obligations are expected to have on our liquidity and cash flows in future periods.

		Payments Due by Period			
(in thousands)		Less than	1-3	4-5	More than
Contractual Obligations	Total	1 Year	Years	Years	5 Years
Convertible notes	$ 150,000	$ -	$ 150,000	$ -	$ -
Operating lease obligations	45,520	6,096	16,603	10,141	12,680
Purchase obligations	23,382	23,382	-	-	-
Interest on debt	15,483	4,125	11,358	-	-
Lines of credit	3,182	3,182	-	-	-
Credit agreement (commitment fees)	1,400	400	800	200	
Acquisition and other milestones	2,512	1,812	700	-	-
Other long-term liabilities	9,524	843	2,364	1,507	4,810
Total	$ 251,003	$ 39,840	$ 181,825	$ 11,848	$ 17,490

The nature of our business creates a need to enter into purchase obligations with suppliers. In accordance with accounting principles generally accepted in the United States, these unconditional purchase obligations are not reflected in the accompanying consolidated balance sheets. Inventory related and other purchase obligations do not exceed our projected requirements over the normal course of business.

We enter into various product and intellectual property acquisitions and business combinations. In connection with some of these activities, we agree to make payments to third parties when specific milestones are achieved, such as receipt of regulatory approvals or achievement of performance or operational targets.

The expected timing of payment of the obligations discussed above is estimated based on current information. Timing of payments and actual amounts paid may be different depending on the time of receipt of goods or services or changes to agreed-upon amounts for some obligations. Amounts disclosed as contingent or milestone-based obligations are dependent on the achievement of the milestones or the occurrence of the contingent events and can vary significantly.

We do not have any off-balance sheet arrangements that are currently material or reasonably likely to be material to our financial position or results of operations.

We believe that funds generated from operations, our cash, cash equivalents and marketable securities and funds available under our line of credit agreements will be adequate to meet our working capital needs and capital expenditure investment requirements and commitments for the foreseeable future. However, it is possible that we may need to raise additional funds to finance unforeseen requirements or to consummate acquisitions of other businesses, products or technologies through the sale of equity or debt securities to the public or to selected investors, or by borrowing money from financial institutions. In addition, even though we may not need additional funds, we may still elect to sell additional equity or debt securities or borrow for other reasons. There are no assurances that we will be able to obtain additional funds on terms that would be favorable to us, or at all. If funds are raised by issuing additional equity securities or convertible debt securities, the ownership percentage of existing shareholders would be reduced. In addition, equity or debt securities issued by us may have rights, preferences or privileges senior to those of our common stock.

FORWARD-LOOKING STATEMENTS

Certain words in this report like "believe," "intend," "anticipate," "expect," "estimate," "seek," "project", "plan", "will", and similar expressions are intended to identify, in certain cases, forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from the predicted results. Such factors which may affect forward-looking statements include, among others, the following:

- Significant product liability, warranty claims, or other claims;
- Errors in estimates, assumptions and judgments used in accounting;
- Non-compliance with FDA and other regulatory agencies;
- Inadequate reimbursement by government agencies and others for our products;
- Difficulties implementing and integrating new information technologies systems; and
- Other factors outlined in our previously filed public documents, copies of which may be obtained without cost from us.

Given these uncertainties, investors are cautioned not to place too much weight on such statements. We are not obligated to update these forward-looking statements.

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

The following discussion about our market risks involves forward-looking statements. Actual results could differ materially from those projected in the forward-looking statements. We are exposed to market risk related to fluctuations in interest rates and foreign exchange rates. We generally do not use derivative instruments.

Interest Rate Risk

We maintain a portfolio of highly liquid cash equivalents, with maturities of three months or less from the date of purchase. We also have current marketable securities, consisting primarily of money market mutual funds, U.S., state and municipal bonds, and commercial paper that are of limited credit risk and have contractual maturities of less than two years and investments in Federal Home Loan Bank and Federal Mortgage Association bonds with maturities of two to five years. Given the relative short-term nature of these investments, we do not expect to experience any material impact upon our results of operation as a result of changes to interest rates related to these investments.

On December 22, 2003, we completed an offering of $150 million of convertible subordinated notes due January 1, 2024 pursuant to Rule 144A under the Securities Act of 1933. The notes bear interest at a fixed rate of 2¾% per annum. Our subsidiaries also maintain certain levels of variable rate debt such as operating lines of credit. The majority of our debt carries a fixed rate percentage and therefore is not subject to significant interest rate risk. A 100 basis point change in interest rates would not have a material impact on our results of operations or financial condition related to the variable rate debt described.

Exchange Rate Risk

A portion of our operations consist of sales activities in foreign markets. We manufacture our products primarily in the United States and Europe and sell them outside the U.S. through a combination of international distributors and wholly owned sales offices. Sales to third-party distributors and to the wholly owned sales offices are transacted in U.S. Dollars, Euros, British Pounds, and Canadian Dollars. Our foreign sales offices primarily invoice customers in their local currency.

As a result, our financial results could be significantly affected by factors such as changes in foreign currency exchange rates or weak economic conditions in the foreign markets mentioned. The principal risk exposure we face results from fluctuation in foreign exchange rates. We experience transactional exchange rate risk when one of our subsidiaries enter into transactions denominated in currencies other than their local currency. In the last two fiscal years the effect of exchange rate risk has been favorable upon our operating results and financial condition. We do not currently hedge any of the foreign exchange rate exposures. A significant and rapid change in foreign exchange rates could have a material adverse effect upon our results of operations.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

The information required by this Item is submitted pursuant to Item 15 of this Annual Report on Form 10-K and incorporated herein by reference.

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

None.

ITEM 9A. CONTROLS AND PROCEDURES.

We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) that are designed to ensure that information required to be disclosed in our reports filed under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

We carried out an evaluation under the supervision of and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of March 31, 2005, the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of March 31, 2005.

Further, management determined that, there have been no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended March 31, 2005 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management's Report on Internal Control Over Financial Reporting

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) under the Securities Exchange Act of 1934. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in the U.S. However, all internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and reporting.

Management assessed the effectiveness of the Company's internal control over financial reporting as of March 31, 2005. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organization of the Treadway Commission (COSO) in Internal Control-Integrated Framework. Based on our assessment, management believes that the Company maintained effective internal control over financial reporting as of March 31, 2005 based on those criteria.

Management's assessment of the effectiveness of the Company's internal control over financial reporting has been audited by Ernst & Young, LLP, an independent registered public accounting firm, as stated in their report appearing below, which expresses unqualified opinions on management's assessment and on the effectiveness of the Company's internal control over financial reporting as of March 31, 2005.

Report of Independent Registered Public Accounting Firm

on Internal Control Over Financial Reporting

The Board of Directors and Shareholders of Mentor Corporation

We have audited management's assessment, included in the accompanying Management's Report on Internal Control Over Financial Reporting, that Mentor Corporation (the "Company") maintained effective internal control over financial reporting as of March 31, 2005, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

In our opinion, management's assessment that Mentor Corporation maintained effective internal control over financial reporting as of March 31, 2005, is fairly stated, in all material aspects, based on the COSO criteria. Also, in our opinion, Mentor Corporation maintained, in all material respects, effective internal control over financial reporting as of March 31, 2005, based on the COSO criteria.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Mentor Corporation as of March 31, 2005 and 2004 and related consolidated statements of operations, stockholders' equity and cash flows for each of the three years in the period ended March 31, 2005 of Mentor Corporation and our report dated May 13, 2005 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Los Angeles, California
May 13, 2005

ITEM 9B. OTHER INFORMATION.
None.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT.
DIRECTORS

The following sets forth certain information concerning our directors, as of July 29, 2005:

Director	Age	Director Since	Positions and Offices Held
Joseph E. Whitters	47	2004	Chairman of the Board
Michael L. Emmons	64	2004	Director
Walter W. Faster	72	1980	Director
Eugene G. Glover	62	1969	Director
Joshua H. Levine	47	2004	President, Chief Executive Officer and Director
Michael Nakonechny	77	1980	Director
Ronald J. Rossi	65	1999	Director
Jeffrey W. Ubben	44	2003	Director
Dr. Richard W. Young	78	1990	Director

Joseph E. Whitters held various financial, accounting and tax positions at First Health Group Corp., a managed health care company, from 1986 until January 2005, including being the CFO from 1988 until 2004. In January 2005, First Health Group Corp. was acquired. Prior to joining First Health Group Corp., Mr. Whitters was employed in various financial, accounting and tax positions by United HealthCare Corp., Overland Express and Peat Marwick. Mr. Whitters is a certified public accountant. He is also a director of Omnicell, Inc. and Luminent Mortgage Capital.

Michael L. Emmons retired from Accenture, a worldwide consulting firm (formerly known as Andersen Consulting), in August 2001 where he had developed and managed its worldwide tax function since 1995. Prior to joining Accenture, he had been a tax partner with Arthur Andersen & Co., where he was employed for over 28 years in various tax and management positions. Mr. Emmons is a certified public accountant and an attorney.

Walter W. Faster retired as Vice President, Corporate Growth and Development for General Mills, Inc., a manufacturer of packaged foods and other consumer goods, in 1997. Prior to his retirement, he served in various executive marketing and finance capacities with General Mills, Inc. from 1963 to 1997. Prior to that, he served as a management consultant with Booz, Allen and Hamilton, an international consulting firm.

Eugene G. Glover is a founder of the Company and held the position of Vice President, Engineering from 1969 to 1986. In October 2000, he was appointed Senior Vice President, Advanced Development. He retired as an employee of the Company as of August 31, 2004.

Joshua H. Levine joined us in October 1996 as Vice President, Sales, Aesthetic Products. In September 1998, he was promoted to Domestic Vice President, Sales and Marketing, Aesthetic Products. In January 2000, Mr. Levine resigned to join a start-up practice management organization, The Plastic Surgery Company, where he was Chief Development Officer until his resignation in September 2000. More than a year after his resignation, in March 2002, The Plastic Surgery Company filed a voluntary petition in bankruptcy under Chapter 11 of the U.S. Bankruptcy Code. In September 2000, Mr. Levine rejoined us as Vice President, Domestic Sales and Marketing for Aesthetic Products, and in November 2001, he assumed global responsibilities for all of aesthetic sales and marketing activities. Mr. Levine was promoted to Senior Vice President, Global Sales and Marketing in June 2002. In December 2003, Mr. Levine was promoted to President and Chief Operating Officer, followed by his promotion to President and Chief Executive Officer in May 2004. Prior to joining us, from 1989 to 1996, Mr. Levine was with Kinetic Concepts, Inc., a specialty medical equipment manufacturer, in a variety of executive level sales and marketing positions, ultimately serving as Vice President and General Manager of KCI Home Health Care Division.

Michael Nakonechny has been President of NAK Associates Corp., a closely held engineering consulting company, since 1981. He also served as Chairman of the Board, President, Chief Executive Officer and Secretary of Transducer Systems, Inc., a manufacturer of electro-mechanical transducers, from November 1968 to January 1989.

Ronald J. Rossi was Chief Executive Officer of LoJack Corporation, a company which develops and markets stolen vehicle recovery technology, from November 2000 until February 1, 2005 and continues to serve as its Chairman of the Board, a position to which he was first elected in March 2001. Mr. Rossi has been a member of the Board of UST, Inc. a consumer products company, since June 2004. Mr. Rossi served as President of Oral-B Worldwide, a maker of oral personal care products and a subsidiary of The Gillette Company, from 1998 to 2000. He also served as President of Gillette North America Grooming Division from 1988 to 1998 and prior to that held various executive and sales and marketing positions at The Gillette Company.

Jeffrey W. Ubben is a founder and has been a Managing Member of VA Partners, L.L.C., an investment partnership, since 2000. From 1995 to 2000, Mr. Ubben was a Managing Partner of Blum Capital, an investment management firm. Prior to that, he was a portfolio manager for Fidelity Investments from 1987 to 1995. Mr. Ubben is a director of Per Se Technologies, Inc. and Gartner Inc.

Dr. Richard W. Young has been a private investor since April 1992. Prior to that, he was Chairman and Chief Executive Officer of Mentor O & O, Inc. from April 1985 until its purchase by the Company in 1990. Following its purchase by the Company, Dr. Young served as a consultant of the Company until 1992. Dr. Young was also President of Houghton Mifflin Company, a publishing firm, from 1982 to 1985 and Executive Vice President of Polaroid Corporation, an instant imaging company, from 1972 to 1982. Dr. Young is a director of Bay State Milling Company, a flour milling company.

Certain Litigation

On March 4, 2004, John H. Alico, et. al., d/b/a PTF Royalty Partnership ("PTF") filed a lawsuit against us in the Business Litigation Session of the Superior Court of Massachusetts, Suffolk County in which PTF alleges, among other things, breach of a merger agreement that involved our acquisition of Mentor O&O, Inc. ("O&O"), an unrelated entity at that time, which was dated as of March 14, 1990 ("Merger Agreement") (prior to the merger, O&O had no affiliation with the Company). PTF alleges that we breached the terms of the Merger Agreement by failing to exert commercially reasonable and diligent efforts to obtain approval by the FDA for a product used for the treatment of urinary incontinence and by failing to accurately account for and pay royalties due thereunder. PTF seeks damages in excess of $18 million, which is the maximum amount of royalties PTF could have received under the Merger Agreement.

After almost ten years, in or about January 2001, we elected to discontinue pursuing FDA approval for the product, given the FDA's repeated and ongoing concerns regarding the product's use for urinary incontinence. We complied with all of our obligations under the Merger Agreement, which specifically provided that we were under no obligation to engage in efforts or expenditures in respect of the product which it in good faith deemed to be inadvisable based on various factors. Accordingly, we intend to vigorously defend the lawsuit. Dr. Richard Young, a member of our Board of Directors since March 1990, was a partner of PTF and was a named plaintiff in the above action. Dr. Young was a shareholder and principal of O&O prior to the merger and was instrumental in facilitating the transition after the merger. Pursuant to Dr. Young's request, the PTF Partnership Agreement was recently amended to permit withdrawal of partners from the PTF Royalty Partnership upon notice. On June 3, 2005, Dr. Young submitted his notice of withdrawal to the Partnership, and a joint stipulation removing Dr. Young from the caption of the complaint and as a named party to the litigation was entered by the court in June 2005.

Director Independence, Audit Committee and Audit Committee Financial Expert

Our Board of Directors has standing Compensation, Audit and Nominating and Governance Committees. The Audit Committee oversees our financial reporting and internal control processes on behalf of the Board of Directors, as well as the independent audit of our consolidated financial statements by our independent auditors. The Board has determined that all of the directors, other than Messrs. Glover and Levine, including those who serve on the Audit, Compensation and Nominating and Governance Committees, are "independent" under the listing standards of the New York Stock Exchange, as well as in the assessment of the Board and that the members of the Audit Committee are also "independent" for purposes of Section 10A(m)(3) of the Securities Exchange Act of 1934. The Board based this determination primarily on a review of the responses of the directors and executive officers to questions regarding employment and compensation history, affiliations and family and other relationships and on discussions with the directors. The Audit Committee of the Board of Directors currently consists of Michael L. Emmons, Walter W. Faster, Michael Nakonechny and Joseph E. Whitters. Although more than one member of the Audit Committee of our Board of Directors qualifies as an Audit Committee financial expert, the Board has designated Mr. Emmons as that expert.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our directors and executive officers, among others, to file with the Securities and Exchange Commission (the "SEC") and New York Stock Exchange an initial report of ownership of our stock on Form 3 and reports of changes in ownership on a Form 4 or a Form 5. Persons subject to Section 16 are required by SEC regulations to furnish us with copies of all Section 16(a) forms that they file. Under SEC rules, certain forms of indirect ownership and ownership of our stock by certain family members are covered by these reporting rules. As a matter of practice, our administrative staff assists our executive officers and directors in preparing initial reports of ownership, reports of changes in ownership and in filing these reports on their behalf.

To our knowledge, based solely upon a review of the copies of such reports furnished to us and written representations that no other reports were required, during the fiscal year ended March 31, 2005, all Section 16(a) filing requirements applicable to its officers, directors and greater than ten percent beneficial owners were complied with, except with respect to the following items, which were not timely filed: Mr. Conway's Form 4s for two transactions reporting sales of our stock, Mr. Whitters' Form 4s reporting two separate stock option grants, and Mr. Levine's Form 4 to report a purchase of our stock. Form 4s reporting these transactions were subsequently filed. In addition, Form 4s for various officers were not timely filed (Mr. Levine, Mr. McFarland, Dr. Maher Michael, Ms. Beauchamp, Ms. Ullery, Mr. Scherff, and Mr. Shepard) for the simultaneous grant of stock options to each such officer; these Form 4s were subsequently filed one business day late.

Code of Ethics

We have adopted a Code of Ethics for Senior Financial Officers, a copy of which is available on our website, and can be found under the Investor Relations and Corporate Governance links. Our website is www.mentorcorp.com. Copies are also available in print, free of charge, by writing to Investor Relations, Mentor Corporation, 201 Mentor Drive, Santa Barbara, California 93111. We may post amendments to or waivers of the provisions of the Code of Ethics for Senior Financial Officers, if any, on the website.

Executive Officers

The executive officers of the Company, as of July 29, 2005, are as follows:

Name	Age	Positions with the Company
Joshua H. Levine	47	President and Chief Executive Officer
Loren L. McFarland	46	Vice President, Chief Financial Officer and Treasurer
David J. Adornetto	43	Vice President, Operations
Kathleen M. Beauchamp	40	Vice President, Sales and Marketing
A. Christopher Fawzy	35	Secretary and General Counsel
Clarke Scherff	58	Vice President, Regulatory Compliance, Quality Assurance and Compliance Officer
Cathy S. Ullery	52	Vice President, Human Resources

For additional information with respect to Mr. Levine who is also a director of the Company, see the description following the table above identifying our directors.

Loren L. McFarland joined us in 1985 as General Accounting Manager. He was promoted to Assistant Controller in 1987 and to Controller in 1989. In 2001, Mr. McFarland was promoted to Vice President of Finance and Corporate Controller. In May 2004, he was promoted to the position of Chief Financial Officer and Treasurer. From 1981 to 1985, Mr. McFarland was employed by Touche Ross and Co., a public accounting firm, as a Certified Public Accountant and auditor.

David J. Adornetto joined us in 1992 and has served the Company in various management capacities. In May 1997, he was named Director of Finance for the Company's Manufacturing Operations Division, in May 1999 he was promoted to Vice President Finance for the Company's subsidiary, Mentor Medical, Inc., and in August 2002 he was appointed Vice President Strategic Planning and Operational Development. In December 2003, Mr. Adornetto was promoted to his current position of Vice President, Operations. Prior to joining us, Mr. Adornetto was employed by Deloitte & Touche as a senior auditor and Certified Public Accountant.

Kathleen M. Beauchamp joined us in 1993 as an Aesthetics Sales Representative. In 1997, she was promoted to National Sales Trainer. She was promoted in 1998 to Regional Manager in our former Ophthalmic division. She rejoined the Aesthetics division in late 1998 as the National Sales Manager for Body Contouring. In 2000, she was promoted to Director of Sales for the domestic Aesthetics business and assumed global responsibilities as Vice President of Aesthetic Sales in 2002. She was promoted to her current position of Vice President, Sales and Marketing in December, 2003. Prior to her employment with us, Ms. Beauchamp worked in sales positions with Pfizer, Inc. and Centocor, Inc.

A. Christopher Fawzy joined us in January 2001 as Staff Attorney, where he was responsible for the Company's contractual arrangements, commercial and product litigation, and general legal compliance. In February 2002, Mr. Fawzy was promoted to Corporate Counsel. In December 2003, he was promoted to General Counsel and remains responsible for all legal functions of the Company. Prior to his employment with us, Mr. Fawzy practiced law at Casey & Brannen, P.C., an Illinois-based law firm, where he focused on commercial and civil litigation.

Clarke Scherff joined us in July 1995 as Director, Regulatory Affairs following the acquisition of Optical Radiation Corporation, where he held the position of Group Vice President, Quality Assurance/Regulatory Affairs from April 1993 to June 1995. He was promoted to Vice President, Quality and Regulatory Assurance in June 1997, to Vice President, Regulatory Compliance and Compliance Officer in October 2000, and resumed the duties of quality assurance and designation as Vice President, Regulatory Compliance/Quality Assurance and Compliance Officer in April 2004. Prior to Mr. Scherff's employment with us, he held various positions of increasing responsibility for American Hospital Corporation/Baxter Healthcare Corporation during 1980 to 1993, ultimately serving as the Director of Quality Assurance.

Cathy S. Ullery joined us in 1998 and served in several capacities in the Human Resources Department. She was promoted to Director, Human Resources in July 1999, and Vice President, Human Resources in May 2002. Prior to her employment with the Company, Ms. Ullery was Director, Organizational Effectiveness for the City of Tucson from 1993 to 1997. From 1982 to 1993, she held various positions of increasing responsibility for the Arizona Education Association, an affiliate of the National Education Association, ultimately serving as the Executive Manager for Field Services and Member Programs.

Certifications

In accordance with Section 302 of the Sarbanes-Oxley Act of 202, we have filed our Chief Executive Officer and Chief Financial Officer 302 certifications as exhibits to our Annual Report on Form 10-K for the fiscal year ended March 31, 2005. In accordance with Section 303A.12 of the New York Stock Exchange listing standards, we have also filed our NYSE 303A.12(a) Chief Executive Officer certification with the New York Stock Exchange.

ITEM 11. EXECUTIVE COMPENSATION.

Summary of Cash and Certain Other Compensation

The following table sets forth certain summary compensation information concerning the named executive officers for each of our last three fiscal years.

		Annual Compensation		Long Term Compensation Awards	
Name and Principal Position [1]	**Fiscal Year**	**Salary ($)**	**Bonus ($)**	**Securities Underlying Options (#)**	**All Other Compensation [2] ($)**
Joshua H. Levine [3]	2005	$375,079	$310,145	100,000	$17,235
President and Chief Executive Officer	2004	$288,813	$1,375	85,000	$21,608
	2003	$206,881	$112,401	42,000	$15,263
Christopher J. Conway [4]	2005	$410,796	-	50,000	$4,394,230
Chairman and Chief Executive Officer	2004	$425,724	$2,130	100,000	$29,374
	2003	$413,763	$304,289	70,000	$27,191
Bobby K. Purkait [5]	2005	$370,353	$274,177	7,500	$531,577
Senior Vice President	2004	$272,838	$126,365	30,000	$22,421
Science & Technology	2003	$265,837	$131,670	56,000	$17,174
Adel Michael [6]	2005	$518,248	-	50,000	$3,834,545
Vice Chairman, Chief Financial	2004	$344,768	$1,725	110,000	$14,139
Officer and Treasurer	2003	$334,328	$226,125	56,000	$16,499
Kathleen M. Beauchamp [7]	2005	$241,942	$174,864	25,000	$18,806
Vice President	2004	$264,723	$7,365	36,200	$16,450
Sales and Marketing					
David J. Adornetto [8]	2005	$241,942	$168,399	25,000	$15,800
Vice President					
Operations					
Loren L. McFarland [9]	2005	$234,413	$174,950	25,000	$11,852
Vice President, Chief Financial					
Officer and Treasurer					
Cathy S. Ullery [10]	2005	$189,772	$109,539	25,000	$14,464
Vice President	2004	$159,654	$800	20,000	$17,898
Human Resources	2003	$144,695	$75,255	28,000	$12,698

(1) The principal position for each executive officer reflects the executive officers and title held by each of them for the fiscal year ended March 31, 2005.

(2) All Other Compensation represents matching amounts contributed by the Company on behalf of the named individual under the terms of the Company's 401(k) Plan, the Company provided term life insurance, executive vehicle program, and severance, if applicable.

(3) Mr. Levine became an executive officer of the Company in September 2001. In December 2003, Mr. Levine was appointed President and Chief Operating Officer and in May 2004 he was appointed President and Chief Executive Officer. All Other Compensation for fiscal 2005 totaling $17,235 is comprised of $10,568 covered under the executive vehicle program, $6,033 in matching amounts contributed by the Company on behalf of Mr. Levine under terms of the Company's 401(k) Plan; and $634 in Company provided term life insurance. All Other Compensation totaling $21,608 and $15,263 for fiscal 2004 and 2003, respectively, is comprised of $14,663 and $9,600 covered under the executive vehicle program; $6,515 and $5,451 in matching amounts contributed by the Company on behalf of Mr. Levine under terms of the Company's 401(k) Plan; and $430 and $212 in Company provided term life insurance.

(4) Mr. Conway resigned as Chairman of the Board in February 2005 and relinquished his position as Chief Executive Officer in May 2004. The table reflects compensation for the full fiscal years ending March 31, 2005, 2004, and 2003. All Other Compensation for fiscal 2005 totaling $4,394,230 is comprised of $2,172,600 in cash severance payments, $29,826 in auto lease payments, $25,000 in office reimbursement, $10,220 covered under the executive vehicle program, $8,559 in matching amounts contributed by the Company on behalf of Mr. Conway under terms of the Company's 401(k) Plan, and $2,700 in Company provided term life insurance. Also included in this amount, and pursuant to the terms of a severance agreement with the Company, is non-cash compensation for the acceleration and full vesting of previously unvested stock options to acquire 185,000 shares of common stock held by Mr. Conway. The accelerated options were valued at $2,145,325, the difference between the exercised price and the fair market value on the date of termination. All Other Compensation totaling $29,374, and $27,191 for fiscal 2004 and 2003, respectively, is comprised of $17,575 and $17,087 covered under the executive vehicle program, $6,097 and $6,523 in matching amounts contributed by the Company on behalf of Mr. Conway under terms of the Company's 401(k) Plan; and $5,702 and $3,581in Company provided term life insurance.

(5) Mr. Purkait resigned his position as Senior Vice President in March 2005. The table reflects compensation for the full fiscal years ending March 31, 2005, 2004, and 2003. All Other Compensation for fiscal 2005 totaling $531,577 is comprised of $510,510 in cash severance payments, $14,587 covered under the executive vehicle program, $5,723 in matching amounts contributed by the Company on behalf of Mr. Purkait under terms of the Company's 401(k) Plan, and $757 in Company provided term life insurance. All Other Compensation totaling $22,421, and $17,174 for fiscal 2004 and 2003, respectively, is comprised of $15,752 and $10,691 covered under the executive vehicle program, $6,056 and $5,891in matching amounts contributed by the Company on behalf of Mr. Purkait under terms of the Company's 401(k) Plan; and $613 and $592 in Company provided term life insurance.

(6) Mr. Michael resigned as Vice Chairman in February 2005 and relinquished his position as Chief Financial Officer and Treasurer in May 2004. The table reflects compensation for the full fiscal years ending March 31, 2005, 2004, and 2003. All Other Compensation for fiscal 2005 totaling $3,834,545 is comprised of $1,500,000 in cash severance payments, $57,145 in auto lease payments, $5,524 covered under the executive vehicle program, $9,213 in matching amounts contributed by the Company on behalf of Mr. Michael under terms of the Company's 401(k) Plan, and $2,191 in Company provided term life insurance. Also included in this amount, and pursuant to the terms of a severance agreement with the Company, is non-cash compensation for the acceleration and full vesting of previously unvested stock options to acquire 193,000 shares of common stock held by Mr. Michael. The accelerated options were valued at $2,260,472, the difference between the exercised price and the fair market value on the date of termination. All Other Compensation totaling $14,139, and $16,499 for fiscal 2004 and 2003, respectively, is comprised of $5,283 and $7,359 covered under the executive vehicle program, $6,532 and $7,493 in matching amounts contributed by the Company on behalf of Mr. Michael under terms of the Company's 401(k) Plan; and $2,324 and $1,647 in Company provided term life insurance.

(7) Ms. Beauchamp was appointed an executive officer of the Company in December 2003. The table reflects compensation for the full fiscal year in which she became an executive officer. All Other Compensation totaling $18,806 and $16,450 for fiscal 2005 and 2004, respectively, is comprised of $12,869 and $10,000 covered under the executive vehicle program, $5,650 and $6,296 in matching amounts contributed by the Company on behalf of Ms. Beauchamp under terms of the Company's 401(k) Plan, and $287and $154 in Company provided term life insurance.

(8) Mr. Adornetto was appointed an executive officer of the Company in July 2004. The table reflects compensation for the full fiscal year in which he became an executive officer. All Other Compensation totaling $15,800 for fiscal 2005 is comprised of $9,600 covered under the executive vehicle program, $5,913 in matching amounts contributed by the Company on behalf of Mr. Adornetto under terms of the Company's 401(k) Plan, and $287 in Company provided term life insurance.

(9) Mr. McFarland was appointed an executive officer of the Company in May 2004. The table reflects compensation for the full fiscal year in which he became an executive officer. All Other Compensation totaling $11,852 for fiscal 2005 is comprised of $5,196 covered under the executive vehicle program, $6,260 in matching amounts contributed by the Company on behalf of Mr. McFarland under terms of the Company's 401(k) Plan, and $396 in Company provided term life insurance.

(10) Ms. Ullery was appointed an executive officer of the Company in September 2002. The table reflects compensation for the full fiscal years ending March 31, 2005, 2004, and 2003. All Other Compensation totaling $14,464 for fiscal 2005 is comprised of $8,383 covered under the executive vehicle program, $5,693 in matching amounts contributed by the Company on behalf of Ms. Ullery under terms of the Company's 401(k) Plan, and $388 in Company provided term life insurance. All Other Compensation totaling $17,898, and $12,968 for fiscal 2004 and 2003, respectively, is comprised of $12,811 and $8,966 covered under the executive vehicle program, $4,790 and $3,812 in matching amounts contributed by the Company on behalf of Ms. Ullery under terms of the Company's 401(k) Plan; and $297 and $190 in Company provided term life insurance.

Options Grants

The following table sets forth certain information concerning individual grants of stock options during the fiscal year ended March 31, 2005 to each of the named executive officers.

Option Grants in Last Fiscal Year

	Individual Grants					
Name	**Number of Securities Underlying Options Granted [1]**	**% of Total Options Granted to Employees In Fiscal Year**	**Exercise or Base Price ($/share) [2]**	**Expiration Date**	**Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation For Option Terms ($) [3]**	
					5%	**10%**
Joshua H. Levine	100,000	12.3%	$ 32.47	5/26/14	$ 2,042,020	$ 5,174,882
Christopher J. Conway	50,000	6.2%	$ 32.47	5/26/14	$ 1,021,010	$ 2,587,441
Bobby K. Purkait	7,500	.9%	$ 31.63	7/16/14	$ 149,189	$ 378,076
Adel Michael	50,000	6.2%	$ 32.47	5/26/14	$ 1,021,010	$ 2,587,441
Kathleen M. Beauchamp	25,000	3.1%	$ 32.15	6/09/14	$ 505,474	$ 1,280,971
David J. Adornetto	25,000	3.1%	$ 32.15	6/09/14	$ 505,474	$ 1,280,971
Loren. L. McFarland	25,000	3.1%	$ 32.15	6/09/14	$ 505,474	$ 1,280,971
Cathy S. Ullery	25,000	3.1%	$ 32.15	6/09/14	$ 505,474	$ 1,280,971

(1) All options were granted under the Company's Amended 2000 Long-Term Incentive Plan. Each option will generally become exercisable for the option shares in four equal and successive annual installments over the optionee's period of service with the Company, beginning one year after the grant date. Each option has a maximum term of ten years, subject to earlier termination immediately prior to a change in control (as defined in the Amended 2000 Long-Term Incentive Plan); alternatively, the administrator of the Amended 2000 Long-Term Incentive Plan may provide for replacement of outstanding options with options to purchase shares of the surviving corporation, or for a cash payment in exchange for the cancellation of outstanding options. In accordance with the severance agreements with Messrs. Conway and Michael, discussed under "Summary of Cash and Certain Other Compensation", their respective options as reflected in the above table, as well as other previously-granted and unvested options, were accelerated and became fully vested upon the effective date of their respective severance agreements.

(2) The exercise price of each option is equal to the fair market value of the common stock on the date of grant. The exercise price may be paid in cash or pursuant to a cashless exercise procedure under which the optionee provides irrevocable instructions to a brokerage firm to sell the purchased shares and to remit to the Company, out of the sale proceeds, an amount equal to the exercise price plus all applicable withholding taxes.

(3) Potential realizable value is based on an assumption that the market price of the stock appreciates at the stated rate, compounded annually, from the date of grant until the end of the ten-year option term. These values are calculated based on regulations promulgated by the Securities and Exchange Commission and do not reflect the Company's estimate of future stock price appreciation. There is no assurance that the actual stock price appreciation over the ten-year option term will be at the assumed 5% or 10% levels, or at any other defined level.

Aggregated Option Exercises and Year-End Option Values

The following table sets forth certain information concerning each exercise of stock options during the fiscal year ended March 31, 2005 by each of the named executive officers and the aggregated fiscal year-end value of the unexercised options of each such executive officer.

Aggregated Option Exercises in Last Fiscal Year and Fiscal Year-End Option Values

Name	Shares Acquired on Exercise (#)	Value Realized ($) [1]	Number of Securities Underlying Unexercised Options at Fiscal Year-End		Value of Unexercised In-The-Money Options At Fiscal Year End ($) [2]	
			Exercisable	Unexercisable	Exercisable	Unexercisable
Joshua H. Levine	-	-	105,250	199,750	$ 1,772,630	$ 1,238,190
Christopher J. Conway	-	-	1,104,000	-	$ 21,989,820	$ -
Bobby K. Purkait	14,000	$ 374,290	263,178	78,000	$ 5,390,513	$ 995,695
Adel Michael	140,000	$ 3,492,474	346,000	-	$ 4,327,890	$ -
Kathleen M. Beauchamp	-	-	27,050	65,150	$ 407,541	$ 486,935
David J. Adornetto	-	-	69,650	70,750	$ 1,326,333	$ 547,105
Loren L. McFarland	-	-	131,000	52,000	$ 2,847,580	$ 352,105
Cathy S. Ullery	-	-	66,500	64,000	$ 1,195,266	$ 537,710

(1) Value realized is based on the fair market value of our common stock on the date of exercise minus the exercise price and does not necessarily indicate that the optionee sold such stock.

(2) An In-The-Money option is an option which has an exercise price for the common stock that is lower than the fair market value of the common stock on a specified date. The fair market value of our common stock at March 31, 2005 was $32.10 per share.

Employment Agreements

On April 27, 2005, the Compensation Committee approved new base salaries and target bonus percentages for its executive officers, and approved changes to our standard executive employment agreement, as discussed below. Prior to such approval, we had entered into the following employment agreements:

We entered into an employment agreement with Mr. Levine effective as of May 26, 2004. The agreement provides that he is to receive (i) an initial base salary of $385,000, (ii) an annual incentive bonus of up to 60% of base salary, (iii) grants of options to purchase shares of common stock in amounts consistent with our executive compensation program, and (iv) in the case of termination without cause or resignation for good reason (as those terms are defined therein), severance compensation equal to 24 months of base salary plus one additional month for each full year of service, and (v) in the case of termination due to a change in control of the Company (as defined in the applicable agreement), pro-rata bonus for the year plus severance pay equal to 24 months salary and one additional month for each full year of service.

We entered into employment agreements with each of Mr. McFarland, Mr. Adornetto and Ms. Beauchamp effective as of August 5, 2004. Each of these agreements provides that the executive is to receive (i) an initial base salary of $250,000, (ii) an annual incentive bonus of up to 50% of base salary, (iii) grants of options to purchase shares of common stock in amounts consistent with our executive compensation program, and (iv) in the case of termination without cause or resignation for good reason (as those terms are defined therein), severance compensation equal to 12 months of base salary plus one additional month for each full year of service.

We entered into an employment agreement with Ms. Ullery effective as of August 5, 2004. The agreement provides that she is to receive (i) an initial base salary of $200,000, (ii) an annual incentive bonus of up to 40% of base salary, (iii) grants of options to purchase shares of common stock in amounts consistent with our executive compensation program, and (iv) in the case of termination without cause or resignation for good reason (as those terms are defined therein), severance compensation equal to 12 months of base salary plus one additional month for each full year of service.

We entered into an employment agreement with Mr. Fawzy effective as of August 5, 2004. The agreement provides that he is to receive (i) an initial base salary of $180,000 increasing to $195,000 effective January 1, 2005, (ii) an annual incentive bonus of up to 40% of base salary, (iii) grants of options to purchase shares of common stock in amounts consistent with our executive compensation program, and (iv) in the case of termination without cause or resignation for good reason (as those terms are defined therein), severance compensation equal to 12 months of base salary plus one additional month for each full year of service.

We entered into an employment agreement with Mr. Scherff effective as of August 5, 2004. The agreement provides that he is to receive (i) an initial base salary of $180,702, (ii) an annual incentive bonus of up to 40% of base salary, (iii) grants of options to purchase shares of common stock in amounts consistent with our executive compensation program, and (iv) in the case of termination without cause or resignation for good reason (as those terms are defined therein), severance compensation equal to 12 months of base salary plus one additional month for each full year of service.

The Compensation Committee's April 27, 2005 approval of new base salaries, target bonus percentages, and revisions to the Company's standard executive employment agreement, were as follows:

Base Salary and Target Bonus Percentages: The following table sets forth the new base salaries and target bonus percentages approved by the Compensation Committee for the listed individuals:

Name	Base Salary	Target Bonus Percentage of Base Salary
Joshua H. Levine	$ 500,000	100%
Loren L. McFarland	$ 300,000	75%
Kathleen M. Beauchamp	$ 300,000	75%
David J. Adornetto	$ 275,000	75%
A. Christopher Fawzy	$ 240,000	60%
Cathy S. Ullery	$ 206,000	60%
Clarke Scherff	$ 189,000	60%

Other Approved Revisions to Employment Agreements: The following description sets forth certain other revisions to the employment agreements listed above approved by the Compensation Committee with respect to the provisions related to termination without cause or resignation for good reason. The approved revisions provide for:

payment of full COBRA premiums for twenty-four (24) months following termination;

severance compensation equal to 36 months' of executives then current base salary; and

a pro-rated amount, based on timing of the executive officer's termination or resignation relative to the end of the then current fiscal year, of the target bonus percentage applicable to such executive officer; provided, however, that if such termination occurs with in twelve (12) months following a change of control, the amount shall be 100% of the target bonus percentage for the year of termination.

Compensation of Directors

Board members who are employees of the Company receive no additional compensation for their services as directors. Each non-employee member of our Board of Directors, other than the Chairman of the Board, receives a quarterly fee of $12,500, or a total annual fee of $50,000. The Chairman of the Board, who is a non-employee Director, receives a quarterly fee of $37,500, for a total annual fee of $150,000. The Chairperson of the Audit Committee receives an additional $5,000 annually. The annual fee for Mr. Ubben's service as a director is paid directly to VA Partners, LLC, the investment partnership he founded and for which he is the Managing Member.

Compensation Committee Interlocks and Insider Participation

During fiscal 2005 Messrs. Faster, Nakonechny, Rossi, Ubben and Young served on the Compensation Committee. No member of the Compensation Committee was an officer or employee of the Company at any time during fiscal 2005 or at any other time.

On December 13, 2004, we repurchased 1,500,000 shares of our common stock from two investment partnerships managed by VA Partners, LLC, at the time our largest shareholder, at a purchase price of $33.85 per share, the closing price of the common stock on the NYSE on that date. On December 14, we repurchased an additional 750,000 shares of our common stock from the same investment partnerships at $34.00 per share, a discount to the $34.41 closing price on the NYSE on that date. The 2.25 million shares were repurchased for a total of $76.3 million pursuant to our continuing stock repurchase program and represented approximately 5% of outstanding shares before the occurrence of the transactions. VA Partners, LLC, through several of its investment partnerships, owned 6.9 million shares representing approximately 16% of our outstanding common stock prior to these transactions. Mr. Jeff Ubben, a managing member of VA Partners, LLC, is a member of Mentor's Board of Directors. Our Audit Committee evaluated and pre-approved the transactions.

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

Ownership of Securities

The following table sets forth certain information known to us with respect to the beneficial ownership of the common stock of the Company as of June 30, 2005, by (i) each person who beneficially owns more than five percent (5%) of such stock, (ii) each director and nominee for director of the Company, (iii) each of the executive officers named in the compensation tables below, and (iv) all current directors and executive officers as a group.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership [1]	Approximate Percent of Class
Neuberger Berman, Inc. [2]		
Neuberger Berman, LLC	6,292,908	14.6%
Jeffrey W. Ubben [3]	4,149,818	9.6%
VA Partners, LLC [4]	4,149,818	9.6%
Fidelity Management & Research Company [5]	2,160,200	5.0%
Eugene G. Glover [6]	995,814	2.3%
Christopher Conway[7]	797,750	1.8%
Walter W. Faster	237,438	*
Joshua H. Levine	174,580	*
Loren L. McFarland	131,750	*
Michael Nakonechny	120,000	*
Richard W. Young	102,150	*
Cathy S. Ullery	94,850	*
David J. Adornetto	89,400	*
Adel Michael [8]	78,835	*
Bobby K. Purkait [9]	77,196	*
Ronald J. Rossi	68,180	*
Kathleen M. Beauchamp	45,200	*
Joseph E. Whitters	7,500	*
Michael L. Emmons	-0-	-
All current directors and executive officers as a group (15 persons)	6,298,280	14.3%

*Less than 1%

(1) Unless otherwise indicated, each of the shareholders has sole voting and investment power with respect to the shares beneficially owned, except to the extent spouses share authority under applicable law. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Shares of common stock issuable pursuant to options that are currently exercisable or exercisable within 60 days of June 30, 2005 are deemed to be outstanding and to be beneficially owned by the person holding such options for the purpose of computing the percentage ownership of such person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person. The figures include options to purchase common stock exercisable within 60 days of June 30, 2005 and held by: Mr. Glover, 106,007 shares; Mr. Conway, 0 shares; Mr. Faster, 120,000 shares; Mr. Levine, 164,500 shares; Mr. McFarland, 130,750; Mr. Nakonechny, 60,000 shares; Dr. Young, 60,000 shares; Ms. Ullery, 94,750 shares; Mr. Adornetto, 89,400 shares; Mr. Rossi, 0 shares; Ms. Beauchamp, 45,100 shares; Mr. Whitters, 0 shares; Mr. Emmons, 0 shares, and all current directors and executive officers as a group, 951,507 shares.

(2) According to a Schedule 13G, Amendment No. 5 filed with the Securities and Exchange Commission on February 9, 2004, includes (i) 6,292,908 shares beneficially owned by Neuberger Berman, LLC and Neuberger Berman Management, Inc., each a wholly-owned subsidiary of Neuberger Berman, Inc., and Neuberger Berman Genesis Fund (ii) 199,500 shares beneficially owned by Neuberger Berman, LLC and Neuberger Berman Management, Inc. and (iii) 1,954,149 shares beneficially owned by Neuberger Berman, LLC. Neuberger Berman, Inc. has sole voting power with respect to 297,751 of these shares, shared voting power with respect to 4,725,500 of these shares, and shared dispositive power with respect to all of these shares. The address of each of these parties is 605 Third Avenue, New York, New York 10158-3698.

(3) According to a Amendment number 7 to Schedule 13D filed June 10, 2005, the figure includes 4,149,818 shares of common stock beneficially owned by VA Partners, L.L.C. as general partner of ValueAct Capital Partners Co-Investors, L.P. and ValueAct Capital Master Fund, L.P. and VA Partners, L.L.C., and as investment advisor of ValueAct Capital International, Ltd. Mr. Ubben is attributed beneficial ownership of these shares as a managing member of VA Partners, L.L.C., but disclaims beneficial ownership except to the extent of his pecuniary interest in each fund.

(4) According to a Amendment number 7 to Schedule 13D filed June 10, 2005, the figure includes 4,149,818 shares beneficially owned by VA Partners, L.L.C. serving as the general partner of ValueAct Capital Partners Co-Investors, L.P., ValueAct Capital Master Fund, L.P., and VA Partners, L.L.C., and as investment advisor of ValueAct Capital International, Ltd. The address for each of these parties is 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133.

(5) According to a Schedule 13F, Amendment No. 1 filed with the Securities and Exchange Commission on May 18, 2005, includes 1,530,800 shares beneficially owned by Fidelity Management & Research Corp., 537,700 shares beneficially owned by Fidelity Management Trust Company, 91,700 shares beneficially owned by Strategic Advisors Incorporated. The address for each of these parties is 82 Devonshire Street, Boston, MA 02109.

(6) Includes 889,807 shares held by a trust of which Mr. Glover is the sole trustee.

(7) Mr. Conway resigned as a director and executive officer of the Company on February 16, 2005 and reported that he owns 797,750 shares as of June 30, 2005.

(8) Mr. Michael resigned as a director and executive officer of the Company on February 16, 2005 and reported he owned 78,835 shares as of June 30, 2005.

(9) Mr. Purkait's employment contract with the Company was terminated on March 25, 2005. He reported ownership of 77,196 shares. The figure includes 33,598 shares of options exercisable within 60 days of June 30, 2005.

Equity Compensation Plan Information

We currently maintain two equity compensation plans: the 1991 Stock Option Plan (the "1991 Plan") and the Amended 2000 Long-Term Incentive Plan (the "2000 Plan"). Each of these plans has been approved by our shareholders.

The following table sets forth, for our equity compensation plans, the number of shares of common stock subject to outstanding options, the weighted-average exercise price of outstanding options, and the number of shares remaining available for future award grants as of March 31, 2005.

	Number of shares of Common Stock to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of shares of Common Stock remaining available for future issuance under equity compensation plans (excluding shares reflected in the first column)
Plan Category			
Equity compensation plans approved by shareholders	6,164,731[1]	$16.83	2,438,986[1]
Equity compensation plans not approved by shareholders	N/A	N/A	N/A
Total	6,164,731	$16.83	2,438,986

[1] All of the shares that remained available for future issuance were available under the 2000 Plan. No new awards may be granted under the 1991 Plan.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.

On December 13, 2004, we repurchased 1,500,000 shares of our common stock from two investment partnerships managed by VA Partners, LLC, at the time our largest shareholder, at a purchase price of $33.85 per share, the closing price of the common stock on the NYSE on that date. On December 14, we repurchased an additional 750,000 shares of our common stock from the same investment partnerships at $34.00 per share, a discount to the $34.41 closing price on the NYSE on that date. The 2.25 million shares were repurchased for a total of $76.3 million pursuant to our Company's continuing stock repurchase program and represented approximately 5% of outstanding shares before the occurrence of the transactions. VA Partners, LLC, through several of its investment partnerships, owned 6.9 million shares representing approximately 16% of our outstanding common stock prior to these transactions. Mr. Jeff Ubben, a managing member of VA Partners, LLC, is a member of Mentor's Board of Directors. The Company's Audit Committee evaluated and pre-approved the transactions.

Since 1991 we have had an exclusive agreement with Rochester Medical Corporation ("Rochester") a publicly traded company, to market and distribute certain external catheter products developed by Rochester. The Company purchased $3.1 million of products from Rochester under the agreement during fiscal year 2005. Three siblings of Christopher J. Conway, our former Chairman, own approximately 24% of Rochester shares. Two of the siblings serve as directors and executive officers of Rochester.

Dr. Maher Michael, M.D., was employed as Vice President and Medical Director of the Company through March 2005. Dr. Maher Michael, M.D., is the brother of Mr. Adel Michael, former Vice Chairman. In fiscal 2005, Dr. Michael was paid total cash compensation of $605,455, including base salary of $237,866, plus a bonus of $100,980, other benefits of $11,609, and severance of $255,000. In fiscal 2005, Dr. Michael also received non-cash compensation of options to purchase 7,500 shares of Mentor's common stock at an exercise price of $32.15 per share.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

Pursuant to authority delegated to the Audit Committee by the Board of Directors, the Audit Committee appointed the firm of Ernst & Young LLP to act as our principal independent auditors for the fiscal years ended 2004 and 2005 and the following table sets forth the aggregate fees billed to the Company by Ernst & Young LLP for services rendered during the fiscal years ended 2004 and 2005:

		Fiscal 2005		Fiscal 2004
Audit Fees [1]	**$**	**1,201,420**	$	432,260
Audit-Related Fees [2]		**118,075**		152,448
Tax Fees [3]		**78,553**		126,399
All Other Fees [4]		**5,000**		-
TOTAL	**$**	**1,403,048**	$	711,107

(1) Audit Fees - These are fees for professional services performed by Ernst & Young LLP for the audit of the Company's annual financial statements and review of financial statements included in our 10-Q filings, and Section 404 attest services, consents and comfort letters and services that are normally provided in connection with statutory and regulatory filings or engagements.

(2) Audit-Related Fees - These are fees for assurance and related services performed by Ernst & Young LLP. This includes assistance performing due diligence in connection with potential acquisitions.

(3) Tax Fees - These are fees for professional services performed by Ernst & Young LLP with respect to tax compliance, tax advice and tax planning. This includes preparation or review of original and amended tax returns for the Company and/or its subsidiaries and tax work stemming from our debt offering and other "Audit-Related" items.

(4) All Other Fees - This category is for fees related to Information Technology participation in a security seminar sponsored by Ernst & Young LLP and for the Ernst & Young LLP online subscription service.

Under its Charter, the Audit Committee must pre-approve all engagements of our independent auditor unless an exception to such pre-approval exists under the Securities Exchange Act of 1934 or the rules of the Securities and Exchange Commission. Each year, the independent auditor's retention to audit our financial statements, including the associated fee, is approved by the committee. At the beginning of the fiscal year, the Audit Committee will evaluate other known potential engagements of the independent auditor, including the scope of work proposed to be performed and the proposed fees, and approve or reject each service, taking into account whether the services are permissible under applicable law and the possible impact of each non-audit service on the independent auditor's independence from management. At each subsequent Audit Committee meeting, the committee will receive updates on the services actually provided by the independent auditor, and management may present additional services for approval. The committee has delegated to the Chairman of the committee the authority to evaluate and approve engagements on behalf of the committee in the event that a need arises for pre-approval between committee meetings. If the Chairman so approves any such engagements, he will report that approval to the full committee at the next committee meeting.

Since May 6, 2003, each new engagement of Ernst & Young LLP has been approved in advance by the Audit Committee and none of those engagements made use of the de minimus exception to pre-approval contained in the Commission's rules.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

(a)(1) Consolidated Financial Statements

Report of Ernst & Young LLP, Independent Registered Public Accounting Firm

Consolidated Balance Sheets as of March 31, 2005 and 2004

Consolidated Statements of Income for the Years Ended March 31, 2005, 2004 and 2003

Consolidated Statements of Changes in Shareholders' Equity for the Years Ended March 31, 2005, 2004 and 2003

Consolidated Statements of Cash Flows for the Years Ended March 31, 2005, 2004 and 2003

Notes to Consolidated Financial Statements

(a)(2) Consolidated Financial Statement Schedules

Schedule II - Valuation and Qualifying Accounts and Reserves

All other schedules are omitted because they are not required, inapplicable, or the information is otherwise shown in the consolidated financial statements or notes thereto.

(a)(3) Exhibits

The information required by this item is incorporated by reference to the Exhibit Index in this report.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON THE FINANCIAL STATEMENTS

The Board of Directors and Shareholders of Mentor Corporation

We have audited the accompanying consolidated balance sheets of Mentor Corporation as of March 31, 2005 and 2004, and the related consolidated statements of income, changes in shareholders' equity and cash flows for each of the three years in the period ended March 31, 2005. Our audits also included the financial statement schedule listed in the Index at Item 15(a)(2). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Mentor Corporation at March 31, 2005 and 2004, and the consolidated results of its operations and its cash flows for each of the three years in the period ended March 31, 2005, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of Mentor Corporation's internal control over financial reporting as of March 31, 2005, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated May 13, 2005 expressed an unqualified opinion thereon.

/s/ERNST & YOUNG LLP

Los Angeles, California
May 13, 2005

MENTOR CORPORATION
CONSOLIDATED BALANCE SHEETS

(in thousands)	March 31, 2005	2004
Assets		
Current assets:		
Cash and cash equivalents	**$ 76,666**	$ 118,225
Marketable securities	**36,228**	8,519
Accounts receivable, net of allowance for doubtful accounts of $7,081 in 2005 and $6,801 in 2004	**110,749**	106,016
Inventories	**74,679**	67,912
Deferred income taxes	**23,976**	22,488
Prepaid expenses and other	**16,574**	13,205
Total current assets	**338,872**	336,365
Property and equipment, net	**72,287**	77,529
Intangible assets, net	**32,155**	51,014
Goodwill, net	**24,080**	23,711
Other assets	**10,207**	10,160
	$ 477,601	$ 498,779
Liabilities and shareholders' equity		
Current liabilities:		
Account payable and accrued liabilities	**$ 128,833**	$ 113,324
Income taxes payable	**2,917**	285
Dividends payable	**6,927**	6,309
Short-term bank borrowings	**3,182**	10,012
Total current liabilities	**141,859**	129,930
Deferred income taxes	**-**	2,549
Long-term accrued liabilities	**10,587**	17,996
Convertible subordinated notes	**150,000**	150,000
Commitments and contingencies		
Shareholders' equity:		
Common Stock, $.10 par value: Authorized - 150,000,000 shares; issued and outstanding 40,745,626 shares in 2005; 42,059,136 shares in 2004;	**4,075**	4,206
Capital in excess of par value	**8,419**	-
Accumulated other comprehensive income	**25,162**	19,122
Retained earnings	**137,499**	174,976
	175,155	198,304
	$ 477,601	$ 498,779

See notes to consolidated financial statements.

MENTOR CORPORATION
CONSOLIDATED STATEMENTS OF INCOME

(in thousands, except per share data)	Year Ended March 31, **2005**	2004	2003
Net sales	**$ 483,397**	$ 422,168	$ 382,384
Cost of sales	**173,691**	160,783	152,877
Gross Profit	**309,706**	261,385	229,507
Selling, general, and administrative	**176,473**	152,275	129,552
Research and development	**32,839**	30,041	22,978
Severance charges	**8,519**	-	-
Restructuring & long-lived asset impairment charges	**8,236**	-	-
	226,067	182,316	152,530
Operating income	**83,639**	79,069	76,977
Interest expense	**(5,388)**	(1,844)	(1,022)
Interest income	**2,008**	1,663	2,456
Other income	**968**	1,252	628
Income before income taxes	**81,227**	80,140	79,039
Income taxes	**26,346**	25,361	23,219
Net income	**$ 54,881**	$ 54,779	$ 55,820
Earnings per share			
Basic earnings per share	**$ 1.31**	$ 1.20	$ 1.20
Diluted earnings per share *	**$ 1.17**	$ 1.13	$ 1.15
Dividends per share	**$ 0.66**	$ 0.47	$ 0.07
Weighted average shares outstanding			
Basic	**41,921**	45,543	46,428
Diluted *	**49,667**	49,272	48,388

See notes to consolidated financial statements.

* 2004 diluted earnings per share and weighted average shares outstanding have been restated to reflect the additional shares that would be issued upon conversion of our 2¾% convertible notes, in accordance with the adoption of EITF 04-8 in the quarter ended December 2004.

MENTOR CORPORATION
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(in thousands except per share data)	Common Shares Outstanding	Common Stock $.10 Par Value	Capital in Excess of Par Value	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total
Balance March 31, 2002	**23,473**	**$ 2,347**	**$ -**	**$ (6,487)**	**$ 228,318**	**$ 224,178**
Comprehensive income:						
Net income	-	-	-	-	55,820	55,820
Foreign currency translation adjustment	-	-	-	13,437	-	13,437
Unrealized (loss) on investments	-	-	-	(551)	-	(551)
Comprehensive income						68,706
Exercise of stock options	374	37	6,621	-	-	6,658
Stock split	23,171	2,318	(2,318)			
Income tax benefit arising from the exercise of stock options	-	-	2,699	-	-	2,699
Repurchase of common stock	(781)	(78)	(7,002)	-	(15,194)	(22,274)
Dividends declared ($.07 per share)	-	-	-	-	(3,257)	(3,257)
Balance March 31, 2003	**46,237**	**$ 4,624**	**$ -**	**$ 6,399**	**$ 265,687**	**$ 276,710**
Comprehensive income:						
Net income	-	-	-	-	54,779	54,779
Foreign currency translation adjustment	-	-	-	12,616	-	12,616
Unrealized gain on investments	-	-	-	107	-	107

Comprehensive income						67,502
Exercise of stock options	1,094	109	9,980	-	-	10,089
Income tax benefit arising from the exercise of stock options	-	-	5,406	-	-	5,406
Issuance of common stock for the acquisition of intangible assets	133	13	2,987	-	-	3,000
Convertible note hedge and warrants	-	-	(7,741)	-	-	(7,741)
Repurchase of common stock	(5,405)	(540)	(10,632)	-	(124,662)	(135,834)
Dividends declared ($.47 per share)	-	-	-	-	(20,828)	(20,828)
Balance March 31, 2004	**42,059**	**$ 4,206**	**$ -**	**$ 19,122**	**$ 174,976**	**$ 198,304**

(continued on next page)

MENTOR CORPORATION
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (continued)

(in thousands except per share data)	Common Shares Outstanding	Common Stock $.10 Par Value	Capital in Excess of Par Value	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total
Balance March 31, 2004	**42,059**	**$ 4,206**	**$ -**	**$ 19,122**	**$ 174,976**	**$ 198,304**
Comprehensive income:	-	-	-	-	-	-
Net income	-	-	-	-	54,881	54,881
Foreign currency translation adjustment	-	-	-	6,215	-	6,215
Unrealized loss on investments	-	-	-	(175)	-	(175)
Comprehensive income	-	-	-	-	-	**60,921**
Exercise of stock options	1,028	103	11,435	-	-	11,538
Acceleration of options	-	-	4,405	-	-	4,405
Income tax benefit arising from the exercise of stock options	-	-	7,184	-	-	7,184
Repurchase of common stock	(2,341)	(234)	(14,605)	-	(64,934)	(79,773)
Dividends declared ($.66 per share)	-	-	-	-	(27,424)	(27,424)
Balance March 31, 2005	**40,746**	**$ 4,075**	**$ 8,419**	**$ 25,162**	**$ 137,499**	**$ 175,155**

See notes to consolidated financial statements.

MENTOR CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)	Year Ended March 31, 2005	2004	2003
Operating Activities:			
Income from operations	**$ 54,881**	$ 54,779	$ 55,820
Adjustments to derive cash flows operating activities:			
Depreciation	**15,205**	11,808	11,397
Amortization	**4,844**	3,589	3,336
Deferred income taxes	**(4,084)**	(7,102)	(4,183)
Non-cash compensation	**4,405**	-	-
Tax benefit from exercise of stock options	**7,184**	5,406	2,699
Non-cash impairment of long-lived assets	**4,192**	-	-
Loss (gain) on sale of assets	**281**	3,271	(433)
Imputed interest on long-term liabilities	**14**	2,717	576
Loss on long-term marketable securities and investment write-downs, net	**20**	136	1,454
Changes in operating assets and liabilities:			
Accounts receivable	**(1,960)**	(22,634)	(9,577)
Inventories and other current assets	**(5,619)**	(3,681)	(4,276)
Accounts payable and accrued liabilities	**13,901**	25,944	22,946
Income taxes payable	**286**	(179)	(3,467)
Foreign currency transaction gain (loss)	**-**	-	(509)
Net cash provided by operating activities	**93,551**	74,054	75,783
Investing Activities:			
Purchases of property and equipment	**(9,661)**	(17,875)	(16,441)
Purchases of intangibles	**(507)**	(6,053)	(302)
Purchases of marketable securities	**(150,720)**	(34,540)	(23,789)
Sales of marketable securities	**122,855**	27,813	44,750
Acquisitions, net of cash acquired	**-**	(14,295)	(14,666)
Other, net	**251**	(278)	500
Net cash used for investing activities	**(37,782)**	(45,228)	(9,948)
Financing Activities:			
Issuance of convertible notes, net of issuance costs	**-**	126,305	-
Sale of warrants	**-**	11,891	-
Repurchase of common stock	**(79,773)**	(135,755)	(22,274)
Proceeds from exercise of stock options	**11,539**	10,089	6,658
Dividends paid	**(26,806)**	(20,829)	(3,037)
Borrowings under line of credit agreements	**-**	3,450	29
Repayments under line of credit agreements	**(6,811)**	(2,681)	(3,488)
Reduction in long-term debt	**3,600**	(101)	(14)
Deferred tax on investment	**-**	(9,503)	-
Net cash used for financing activities	**(98,251)**	(17,134)	(22,126)
Effect of currency exchange rates on cash and cash equivalents	**923**	693	1,734
Increase (decrease) in cash and cash equivalents	**(41,559)**	12,385	45,442
Cash and cash equivalents at beginning of year	**118,225**	105,840	60,398
Cash and cash equivalents at end of year	**$ 76,666**	$ 118,225	$ 105,840
Supplemental cash flow information			
Cash paid during the year for:			
Income taxes	**$ 21,349**	$ 25,203	$ 30,506
Interest	**$ 4,542**	$ 580	$ 447
Supplemental non-cash investing and financing activities			
Issuance of common stock in acquisition of intangible assets	**$ -**	$ 3,000	$ -

See notes to consolidated financial statements.

MENTOR CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2005

Note A - Summary of Significant Accounting Policies

Business Activity

Mentor Corporation (the "Company") was incorporated in April 1969. Unless the context indicates otherwise, when we refer to "Mentor," "we," "us," "our," or the "Company" in this Form 10-K, we are referring to Mentor Corporation and its subsidiaries on a consolidated basis. We develop, manufacture and market a broad range of products serving the medical specialties market. Our products are utilized by three primary segments, aesthetic and general surgery (plastic and reconstructive surgery), surgical urology, and clinical and consumer healthcare. Aesthetic and general surgery products include surgically implantable prostheses for plastic and reconstructive surgery as well as capital equipment and consumables used for soft tissue aspiration or body contouring (liposuction). Surgical urology products include surgically implantable prostheses for the treatment of impotence, surgically implantable incontinence products, urinary care products and brachytherapy seeds for the treatment of prostate cancer. Clinical and consumer healthcare products include catheters and other products for the management of urinary incontinence and retention.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and all of its subsidiaries in which a controlling interest is maintained. For those subsidiaries where the Company owns less than 100%, the outside shareholders' interests are treated as minority interests. All intercompany accounts and transactions have been eliminated. Certain prior year amounts in previously issued financial statements have been reclassified to conform to the current year presentation.

Cash Equivalents and Marketable Securities

All highly liquid investments with maturities of three months or less at the date of purchase are considered to be cash equivalents.

The Company considers its marketable securities available-for-sale as defined in SFAS No. 115, "Accounting for Certain Investments in Debt and Equity Securities." Realized gains and losses and declines in value considered to be other than temporary are included in income. The cost of securities sold is based on the specific identification method. For short-term marketable securities, there were no material realized or unrealized gains or losses, nor any material differences between estimated fair values, based on quoted market prices, and the costs of securities in the investment portfolio as of March 31, 2005 and 2004. Short-term investments, except auction rate securities, mature between three months and one year from the purchase date. The Company's short-term marketable securities consist primarily of money market mutual funds, U.S. state and municipal government and government agency obligations, Federal Home Loan Bank and Mortgage Association bonds, auction rate securities, and investment grade corporate obligations, including commercial paper. Auction rate securities carry interest or dividend rates that reset every 28 days, but have contractual maturities of greater than one year.

The Company had an investment in Paradigm Medical Industries Inc., (Paradigm). During fiscal 2003, Paradigm reported financial and operational difficulties and its quoted market prices decreased substantially during the year ended March 31, 2003 and we determined the decrease in market prices was more than temporary and recorded a pre-tax impairment charge of $1,857,000 pre-tax in other income. As of March 31, 2005, the Company has no remaining investment in Paradigm.

Available-for-sale investments at March 31, 2005 were as follows:

(in thousands)	Adjusted Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Cash balances	**$ 68,598**			**$ 68,598**
Money market mutual funds	**8,068**			**8,068**
Marketable equity securities	**161**		**(18)**	**143**
U.S., State and Municipal agency obligations	**36,149**		**(342)**	**35,807**
Corporate debt securities	**278**			**278**
Total available-for-sale investments	**$ 113,254**	**$ -**	**$ (360)**	**$ 112,894**
Included in cash and cash equivalents	**$ 76,666**	**$ -**	**$ -**	**$ 76,666**
Included in current marketable securities	**36,588**	**-**	**(360)**	**36,228**
Total available-for-sale investments	**$ 113,254**	**$ -**	**$ (360)**	**$ 112,894**

Available-for-sale investments at March 31, 2004 were as follows:

(in thousands)	Adjusted Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Cash balances	$ 19,139	$ -	$ -	$ 19,139
Money market mutual funds	99,086	-	-	99,086
Marketable equity securities	56	-	(8)	48
U.S., State and Municipal agency obligations	8,193	-	-	8,193
Corporate debt securities	278	-	-	278
Total available-for-sale investments	$ 126,752	$ -	$ (8)	$ 126,744
Included in cash and cash equivalents	$ 118,225	$ -	$ -	$ 118,225
Included in current marketable securities	8,527	-	(8)	8,519
Total available-for-sale investments	$ 126,752	$ -	$ (8)	$ 126,744

Concentrations and Credit Risk

The Company obtains certain raw materials and components for a number of its products from single suppliers. In most cases the Company's sources of supply could be replaced if necessary without undue disruption, but it is possible that the process of qualifying new materials and/or vendors for certain raw materials and components could cause a material interruption in manufacturing or sales. During fiscal 2004, our supply of palladium brachytherapy seeds was reduced after the termination of our supply agreement with NASI in fiscal 2003. No material interruptions in raw material supply occurred during fiscal 2005.

The Company grants credit terms in the normal course of business to its customers, primarily hospitals, doctors and distributors. The Company performs ongoing credit evaluations of its customers and adjusts credit limits based upon payment history and the customer's current credit worthiness, as determined through review of their current credit information. The Company continuously monitors collections and payments from customers and maintains allowances for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments. Estimated losses are based on historical experience and any specific customer collection issues identified. Bad debts have been minimal. The Company does not normally require collateral or other security to support credit sales. No customer accounted for more than 10% of the Company's revenues or accounts receivable balance for any periods presented.

Revenue Recognition

In the United States and in those countries where the Company has sales offices, the Company employs specialized direct sales employees. The Company also markets its products through distributors in those countries where it does not have a sales office or for certain products, particularly its disposable incontinence products, through a domestic network of independent hospital supply dealers and healthcare distributors and through retail pharmacies.

The Company recognizes product revenue, net of discounts, returns, and rebates in accordance with SFAS No. 48, "Revenue Recognition When the Right of Return Exists," and SAB No. 104, "Revenue Recognition." As required by these standards, revenue can be recorded when persuasive evidence of a sales arrangement exists, delivery has occurred, the buyer's price is fixed or determinable, contractual obligations have been satisfied, and collectibility is reasonably assured. These requirements are met, and sales and related cost of sales are recognized primarily upon the shipment of products, or in the case of consignment inventories, upon the notification of usage by the customer. The Company records estimated reductions to revenue for customer programs and other volume-based incentives. Should customer participation in these programs exceed that estimated by the Company, additional reductions to revenue may be required. The Company also allows credit for products returned within its policy terms. The Company records an allowance for estimated returns, based on historical experience, recent gross sales levels and any notification of pending returns, at the time of sale. Should the actual returns exceed those estimated by the Company, additional reductions to revenue and cost of sales may be required.

Inventories

Inventories are stated at the lower of cost or market, cost determined by the first-in, first-out ("FIFO") method. The Company writes down its inventory for estimated obsolescence or unmarketable inventory equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand and market conditions.

Property and Equipment

Property and equipment is stated at cost. Depreciation is based on the useful lives of the properties and computed using the straight-line method. Buildings are depreciated over 30 years, furniture and equipment over 3 to 10 years and leasehold improvements over the shorter of their estimated useful lives ranging from 3 to 15 years or lease term. Significant improvements and betterments are capitalized while maintenance and repairs are charged to operations as incurred.

Intangible Assets and Goodwill

Intangible assets consist of values assigned to patents, licenses, trademarks and other intangibles. These are stated at cost less accumulated amortization and are amortized over their economic useful life ranging from 3 to 20 years using the straight-line method. Goodwill, the excess purchase cost over fair value of net identifiable assets acquired, was amortized using the straight-line method in fiscal year 2002. Goodwill amortization was discontinued in fiscal 2003 in accordance with SFAS No. 142, Goodwill and Other Intangible Assets. As required by SFAS No. 142, the Company has reassessed the remaining amortization periods of intangible assets acquired on or before June 30, 2001 and assigned all goodwill to reporting units for impairment testing. The impairment tests involved the use of both estimates of fair value for the Company's reporting units as well as discounted cash flow assumptions. If the book value exceeds the fair value, then the net book value would then be reduced to fair value based on an estimate of discounted cash flow.

Income Taxes

Deferred income taxes are provided on the temporary differences between income for financial statement and tax purposes. The Company has not recorded a valuation allowance on its deferred tax assets as management believes that it is more likely than not that all deferred tax assets will be realized.

Stock Based Compensation

In December 2004, the Financial Accounting Standards Board issued Statement of Financial Accounting Standard ("SFAS") No. 123(R), "Share-Based Payment". SFAS No. 123(R) will require the Company to account for our stock options using a fair-value-based method as described in such statement and recognize the resulting compensation expense in our financial statements. The Company currently accounts for its employee stock options using the intrinsic value method under APB Opinion No. 25, "Accounting for Stock Issued to Employees" and related Interpretations, which generally results in no employee stock option expense. The Company plans to adopt SFAS No. 123(R) as required on April 1, 2006. Accordingly, the Company has provided pro forma disclosures of net income and earnings per share as determined under the provision of SFAS No. 123 in Note G - Stock Options.

Advertising Expenses

The Company expenses media advertising costs as incurred or where applicable, upon first showing. Advertising expenses were $4.3 million, $1.2 million and $1.2 million in 2005, 2004 and 2003, respectively. Capitalized advertising costs as of March 31, 2005, were $1.1 million and $0 as of March 31, 2004 and 2003, respectively.

Foreign Operations

Export sales to independent distributors, were $11.6 million, $9.9 million and $13.3 million in 2005, 2004 and 2003, respectively. In addition, $183.6 million, $160.5 million, and $124.9 million of net sales in 2005, 2004 and 2003, respectively, were from the Company's direct international sales offices primarily in Canada and Western Europe. Income before income taxes for foreign operations was $16.1 million, $9.6 million and $7.2 million for fiscal 2005, 2004 and 2003, respectively.

Foreign Currency Translation

The financial statements of the Company's non-U.S. subsidiaries are translated into U.S. Dollars in accordance with SFAS No. 52, "Foreign Currency Translation." The assets and liabilities of certain non-U.S. subsidiaries whose functional currencies are other than the U.S. Dollar are translated at current rates of exchange. Revenue and expense items are translated at the average exchange rate for the year. The resulting translation adjustments are recorded directly into accumulated other comprehensive income (loss). Transaction gains and losses, other than intercompany debt deemed to be of a long-term nature, are included in net income in the period they occur.

Derivative Instruments

The Company accounts for derivative instruments and hedging activities in accordance with SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities." SFAS No. 133 requires all derivatives to be recorded as assets or liabilities at fair value. Changes in derivative fair values will either be recognized in earnings, offset against changes in the fair value of the related hedged assets, liabilities and firm commitments or, for forecasted transactions, recorded as a component of accumulated other comprehensive income in shareholders' equity until the hedge transactions occur and are recognized in earnings.

Effects of Recent Accounting Pronouncements

In December 2004, the Financial Accounting Standards Board ("FASB") issued SFAS No. 123 (revised 2004), "Share-Based Payment," ("SFAS 123(R)"). Statement 123(R) replaces FASB Statement No. 123, Accounting for Stock-Based Compensation, and supersedes APB Opinion No. 25, Accounting for Stock Issued to Employees. Statement 123(R) covers a wide range of share-based compensation arrangements and requires that the compensation cost related to these types of payment transactions be recognized in financial statements. Cost will be measured based on the fair value of the equity or liability instruments issued.

In March 2005, the Securities and Exchange Commission ("SEC") issued Staff Accounting Bulletin No. 107 ("SAB 107") which provides guidance regarding the application of SFAS 123(R). SAB 107 expresses views of the Staff regarding the interaction between SFAS No. 123(R), Share-Based Payment, and certain SEC rules and regulations, and provides the Staff's views regarding the valuation of share-based payment arrangements for public companies. In particular, SAB 107 provides guidance related to share-based payment transactions with nonemployees, the transition from nonpublic to public entity status, valuation methods (including assumptions such as expected volatility and expected term), the accounting for certain redeemable financial instruments issued under share-based payment arrangements, the classification of compensation expense, non-GAAP financial measures, first-time adoption of SFAS 123(R) in an interim period, capitalization of compensation cost related to share-based payment arrangements, the accounting for income tax effects of share-based payment arrangements upon adoption of SFAS 123(R), the modification of employee share options prior to adoption of SFAS 123(R), and disclosures in Management's Discussion and Analysis ("MD&A") subsequent to adoption of SFAS 123(R).

On April 14, 2005, the SEC approved a new rule that delays the effective date for SFAS 123(R) to annual periods beginning after June 15, 2005, thereby rendering it effective as to the Company on April 1, 2006. The adoption of SFAS 123(R) on April 1, 2006 is expected to have a material impact on the Company's consolidated net income and earnings per share. The Company has not completed its analysis of the impact of the adoption of 123(R); however, the effect of the adoption is estimated to approximate that shown in Note G - Stock Options.

In November 2004, the Financial Accounting Standards Board (FASB) issued Statement No. 151, Inventory Costs, which amends the guidance in ARB No. 43, Chapter 4, Inventory Pricing. This amendment clarifies the accounting for abnormal amounts of idle facility expense, freight, handling costs and wasted material (spoilage). This Statement requires that those items be recognized as current-period charges, regardless of whether they meet the criteria specified in ARB 43 of "so abnormal". In addition, this Statement requires that allocation of fixed production overheads to the costs of conversion be based on normal capacity of the production facilities. This Statement is effective for financial statements for fiscal years beginning after June 15, 2005. The impact upon adoption of SFAS No. 151 is not expected to have a material impact on the results of operations or the financial position of the Company.

In September 2004, the Financial Accounting Standards Board (FASB) confirmed Emerging Issue Task Force (EITF) Issue No. 04-8, "The Effect of Contingently Convertible Debt on Diluted Earnings per Share," with an effective date of December 15, 2004. The EITF reflects the Task Force's conclusion that contingently convertible debt should be included in diluted earnings per share calculations, regardless of whether or not the trigger price has been reached. The Company adopted EITF 04-8 in the quarter ended December 31, 2004 and retroactively restated the weighted average shares outstanding for diluted earnings per share for the previously reported periods affected due to our December 2003 issuance of convertible subordinated notes. The impact of the EITF changed the diluted earnings per share calculation by increasing net income used in the numerator by the after tax amount of interest expense related to the convertible notes (approximately $802,000 per quarter), and by increasing weighted average shares outstanding used in the denominator by approximately 5.1 million shares; the number of shares to be issued upon full conversion of the convertible notes. The effect of the restatement was a decrease in diluted earnings per share of approximately $0.02 cents per share for the first and second quarters of fiscal 2005, and approximately $0.02 for the period the notes were outstanding in fiscal 2004.

In March 2004, the Financial Accounting Standards Board (FASB) approved the consensus reached on the EITF Issue No. 03-1, "The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments." The objective of this Issue is to provide guidance for identifying impaired investments. EITF 03-1 also provides new disclosure requirements for investments that are deemed to be temporarily impaired. The accounting provisions of EITF 03-1 are effective for all reporting periods beginning after June 15, 2004, while the disclosure requirements are effective only for annual periods ending after June 15, 2004. The Company has evaluated the impact of the adoption of EITF 03-1 and does not believe it will be significant to its results of operations or financial position.

Stock Split

On December 13, 2002 the Board of Directors authorized a two-for-one stock split in the form of a 100% stock dividend to be distributed on or about January 17, 2003 to shareholders of record on December 31, 2002. All references in the financial statements to number of shares, per share amounts and market prices of the Company's common stock have been retroactively restated to reflect the increased number of common shares outstanding.

Use of Estimates

Financial statements prepared in accordance with accounting principles generally accepted in the United States require management to make estimates and judgments that affect amounts and disclosures reported in the financial statements. Actual results could differ from those estimates.

Note B - Inventories

Inventories at March 31 consisted of:

(in thousands)	**2005**	2004
Raw materials	**$ 14,155**	$ 13,050
Work in process	**12,055**	11,572
Finished goods	**48,469**	43,290
	$ 74,679	$ 67,912

Note C - Property and Equipment

Property and equipment at March 31 consisted of:

(in thousands)	**2005**	2004
Land	**$ 574**	$ 561
Buildings	**24,758**	24,534
Leasehold improvements	**25,371**	23,776
Furniture, fixtures and equipment	**109,325**	103,242
Construction in progress	**4,562**	3,811
	164,590	155,924
Less accumulated depreciation and amortization	**(92,303)**	(78,395)
	$ 72,287	$ 77,529

Note D - Other Comprehensive Income

Other comprehensive income includes the net change in unrealized gains (losses) on available-for-sale securities as follows:

	Year Ended March 31,		
(in thousands)	**2005**	2004	2003
Unrealized gains (losses) arising during period, net of taxes of $137, $8 and $225, respectively	**$ (386)**	$ 14	$ 421
Reclassification adjustments for gains (losses) realized in net income, net of taxes of $115, $50 and $523, respectively	**211**	93	(972)
Change in net unrealized gains (losses) on securities	**$ (175)**	$ 107	**$ (551)**

Accumulated other comprehensive income which is included in the Company's shareholders' equity at March 31 consisted of:

(in thousands)	**2005**	2004
Net unrealized (losses) gains on securities	**$ (180)**	$ (5)
Foreign currency translation adjustments	**25,342**	19,127
Accumulated other comprehensive income	**$ 25,162**	$ 19,122

Note E - Accounts Payable and Accrued Liabilities and Long-Term Accrued Liabilities

Accounts payable and accrued liabilities at March 31 consisted of:

(in thousands)	2005	2004
Trade accounts payable	**$ 31,290**	$ 37,126
Accrued compensation	**28,680**	18,212
Warranty and related reserves	**25,728**	23,396
Sales returns	**13,612**	11,797
Deferred revenue	**10,111**	6,915
Current portion of purchase price related to acquired technologies and acquisitions	**1,812**	1,864
Interest payable	**1,083**	1,187
Accrued royalties	**785**	567
Other	**15,732**	12,260
	$ 128,833	$ 113,324

Long-term accrued liabilities at March 31 consisted of:

(in thousands)	2005	2004
Accrued acquisition liabilities	**$ 700**	$ 11,535
Deferred compensation	**8,192**	6,461
Deferred revenue	**1,695**	-
	$ 10,587	$ 17,996

Note F - Short-Term Bank Borrowings

Outstanding borrowings under all credit arrangements had a weighted-average interest rate of 5.42% and 3.58% at March 31, 2005 and 2004, respectively. A total of $10.9 million was available under the foreign lines of credit at March 31, 2005 and $28.1 million was available under the $25M Credit Agreement and the foreign lines of credit at March 31, 2004. The Company's $25M Credit Agreement expired in September 2004 and a new credit agreement was entered into on May 26, 2005, subsequent to year-end. See Note T - "Subsequent Event (Unaudited) - Credit Agreement" in the Notes to the Financial Statements.

Credit Agreement

As of March 31, 2003 and 2004, the Company had a secured line of credit ("$25M Credit Agreement") for borrowings up to $25 million, which accrued interest at the prevailing prime rate or at 1.75% over LIBOR, at the Company's discretion. The $25M Credit Agreement included certain covenants that, among others, limited the dividends the Company could pay and required maintenance of certain levels of tangible net worth and debt service ratios. Two letters of credit totaling $1.3 million were outstanding at March 31, 2004, which reduced the amount available under the $25M Credit Agreement. Accordingly, although there were no borrowings outstanding under the $25M Credit Agreement at March 31, 2004, only $23.7 million was available for additional borrowings. The $25M Credit Agreement expired in September 2004.

Foreign Lines of Credit

In addition, in February 2001, several lines of credit were established at a local level to facilitate operating cash flow needs at our foreign subsidiaries. These lines are at market rates of interest, unsecured, guaranteed by us and totaled $7.4 million and $6.9 million at March 31, 2005 and 2004, respectively. Total borrowed and outstanding under these lines were $2.2 million and $4.5 million at March 31, 2005 and 2004, respectively. The amount available for additional borrowing was $5.2 million and $2.4 million at March 31, 2005 and 2004, respectively.

In fiscal year 2002, a line of credit of $6.7 million was established to finance the construction of a new facility in Leiden, the Netherlands. Upon completion, the line of credit was converted to a revolving facility. The borrowings accrue interest at EURIBOR plus 0.75% and are secured by the new facility and other assets in The Netherlands. Total borrowed and outstanding under this line was $1.0 million and $5.5 million at March 31, 2005 and 2004, respectively. The amounts available for additional borrowing were $5.7 million and $2.0 million, at March 31, 2005 and 2004, respectively.

Note G - Stock Options

The Company has granted options to key employees and non-employee directors under its Amended 2000 Long-Term Incentive Plan and 1991 Plan. Options granted under both plans are exercisable in four equal annual installments beginning one year from the date of grant, and expire ten years from the date of grant. Options are granted at the fair market value on the date of grant. Activity in the stock option plans during fiscal 2005, 2004 and 2003 was as follows:

	At March 31 Options Outstanding	
	Number of Shares	Weighted Average Price per Share
Balance March 31, 2002	6,028,468	$ 10.025
Granted	1,270,140	19.01
Exercised	(711,877)	9.35
Canceled or terminated	(150,206)	12.75
Balance March 31, 2003	6,436,525	$ 11.84
Granted	1,289,635	21.45
Exercised	(1,097,036)	9.36
Canceled or terminated	(110,971)	16.34
Balance March 31, 2004	6,518,153	$ 14.08
Granted	818,650	32.43
Exercised	(1,028,136)	11.22
Canceled or terminated	(143,936)	19.77
Balance March 31, 2005	**6,164,731**	**$ 16.83**

At March 31, 2004, the Company had one Plan under which stock options were available for future grants, the Amended 2000 Long-term Incentive Plan (2000 Plan), approved by the Company's shareholders on October 19, 2000, and amended by vote of the shareholders September 14, 2001. At March 31, 2005, the 2000 Plan had options for 3,757,225 shares granted and outstanding, and 2,438,986 shares available for grant. The 1991 Plan had options for 2,893,239 shares granted and outstanding at March 31, 2005. No additional options can be granted under the 1991 Plan.

Information regarding stock options outstanding at March 31, 2005 is as follows:

	Options Outstanding			Options Exercisable	
Price Range	Number of Shares	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price	Number of Shares	Weighted-Average Exercise Price
Under $13.31	3,018,239	4.66 years	$ 10.31	2,682,214	$ 9.94
$13.56-$21.00	2,128,642	7.42 years	$ 19.53	1,003,438	$ 19.00
$21.70-$35.13	1,017,850	9.11 years	$ 30.58	191,625	$ 27.88

At March 31, 2005, 2004 and 2003, stock options to purchase 3,877,277, 2,973,209, and 2,644,804 shares, respectively, were exercisable at weighted-average prices of $13.17, $10.61, and $9.24 respectively.

Stock option exercise prices are set at the closing price of the Company's common stock on the date of grant and the related number of shares granted is fixed at that point in time. Therefore, under the principles of APB Opinion 25, the Company does not recognize compensation expense associated with the grant of stock options. SFAS 123 requires the use of an option valuation model to provide supplemental information regarding options granted after fiscal 1995. Pro forma information regarding net income and earnings per share shown below were determined as if the Company had accounted for its employee stock options under the fair value method of that statement.

The weighted average fair values of stock options granted were estimated at the date of grant using the Black-Scholes option valuation model and the following assumptions:

	Year Ended March 31,		
	2005	2004	2003
Weighted average fair value of stock options granted	**$ 8.91**	$ 4.85	$ 11.01
Risk-free interest rate	**3.96%**	2.68%	4.500%
Expected life (in years)	**4.74**	4.65	7.000
Expected volatility	**0.32**	0.31	0.557
Expected dividend yield	**2.115%**	2.86%	0.500%

The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options. The Company's employee stock options have characteristics significantly different from those of traded options such as vesting restrictions and extremely limited transferability. In addition, the assumptions used in option valuation models are highly subjective, particularly the expected stock price volatility of the underlying stock. Because changes in these subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not provide a reliable single measure of the fair value of its employee stock options.

For purposes of pro forma disclosure, the estimated fair value of the options is amortized ratably over the option's vesting period. The pro forma effect on net income may not be representative of the pro forma effect on net income in future years because compensation expense in future years will reflect the amortization of a different number of stock options granted in succeeding years, at different fair values. The Company's pro forma information is as follows:

	Year Ended March 31,		
(in thousands, except per share data)	**2005**	2004	2003
Net income: as reported [(1)]	**$ 54,881**	$ 54,779	$ 55,820
Deduct: compensation expense fair value method	**(5,864)**	(7,099)	(6,408)
Net income: pro forma	**$ 49,017**	$ 47,680	$ 49,412
Basic earnings per share: as reported	**$ 1.31**	$ 1.20	$ 1.20
Basic earnings per share: pro forma	**$ 1.17**	$ 1.05	$ 1.06
Net income: as reported[1]	**$ 54,881**	$ 54,779	$ 55,820
Add back after tax interest expense on convertible notes	**3,208**	947	-
Net income: diluted earnings per share	**58,089**	55,726	55,820
Deduct: compensation expense fair value method	**(5,864)**	(7,099)	(6,408)
Net income: diluted earnings per share pro forma	**$ 52,225**	$ 48,627	$ 49,412
Diluted earnings per share: as reported	**$ 1.17**	$ 1.13	$ 1.15
Diluted earnings per share: pro forma	**$ 1.10**	$ 1.02	$ 1.04

[1] Net income for fiscal 2005 as reported includes a $4.4 million pre-tax charge associated with accelerated vesting of stock options.

[2] Diluted earnings per share and weighted average shares outstanding for fiscal 2004 have been restated to reflect the additional shares that would be issued upon conversion of our 2¾% convertible notes, in accordance with the adoption of Emerging Issue Task Force (EITF) Issue No. 04-8 in the quarter ended December 2004.

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In December 2004, the Financial Accounting Standards Board issued Statement of Financial Accounting Standard ("SFAS") No. 123(R), "Share-Based Payment". SFAS No. 123(R) will require the Company to account for its stock options using a fair-value-based method as described in such statement and recognize the resulting compensation expense in our financial statements. The Company currently accounts for its employee stock options using the intrinsic value method under APB Opinion No. 25, "Accounting for Stock Issued to Employees" and related Interpretations, which generally results in no employee stock option expense. The Company plans to adopt SFAS No. 123(R) on April 1, 2006, as required.

Note H - Income Taxes

Income tax expense consists of the following:

	Year Ended March 31,		
(in thousands)	**2005**	2004	2003
Current:			
Federal	**$ 24,098**	$ 25,589	$ 22,414
Foreign	**2,709**	2,593	2,478
State	**3,763**	2,683	2,125
	30,570	30,865	27,017
Deferred:			
Federal	**(3,297)**	(4,504)	(3,256)
Foreign	**(570)**	(52)	(55)
State	**(357)**	(948)	(487)
	(4,224)	(5,504)	(3,798)
	$ 26,346	$ 25,361	$ 23,219

The reconciliation of the federal statutory rate to the Company's effective rate is as follows:

	Year Ended March 31,		
	2005	2004	2003
Federal statutory rate	**35.0%**	35.0%	35.0%
Increase (decrease) resulting from:			
State taxes net of federal tax benefit	**2.0**	1.1	1.3
Non-taxable interest and dividends	**(0.1)**	(0.0)	(0.1)
Research and development credit	**(0.9)**	(1.4)	(2.0)
Foreign Sales Corporation/ETI	**(0.8)**	(0.9)	(2.8)
Foreign operations	**(3.1)**	(2.3)	(2.1)
Non-deductible goodwill	**-**	0.1	-
Other	**0.3**	-	0.1
	32.4%	31.6%	29.4%

Significant components of the Company's deferred tax liabilities and assets at March 31 are as follows:

(in thousands)	**2005**	2004
Deferred tax liabilities:		
Tax over book depreciation	**$ (921)**	$ (74)
Unrealized gain (loss) on long-term marketable securities	**(137)**	3
Porges book over tax basis/net deferred liabilities	**(1,867)**	(2,576)
	(2,925)	(2,647)
Deferred tax assets:		
Book liabilities not deductible for tax	**22,623**	16,880
Inventory	**1,171**	1,257
Profit in inventory of foreign subsidiaries	**3,900**	2,993
Convertible notes hedge	**8,701**	10,766
	36,395	31,896
Net deferred tax assets	**$ 33,470**	$ 29,249

We do not provide for U.S. income taxes on undistributed earnings of our foreign operations that are intended to be invested indefinitely outside the United States. At March 31, 2005, these foreign earnings amounted to approximately $34.5 million. If repatriated, additional taxes of approximately $12.4 million on these earnings would be due, based on the current tax rates in effect. For the years ended March 31, 2005, 2004, and 2003 foreign income before taxes were $13.8 million, $6.2 million and $3.4 million, respectively.

On October 22, 2004, the President of the United States signed the American Jobs Creation Act of 2004 (AJCA). The AJCA created a temporary incentive for U.S. corporations to repatriate accumulated income earned abroad by providing an 85 percent dividends received deduction for certain dividends from controlled foreign corporations. The deduction is subject to a number of limitations. Further, uncertainty remains as to how to interpret numerous provisions in the AJCA and additional technical clarification is expected to be issued. As such, the Company is currently evaluating the effects of the repatriation provisions and our fiscal 2005 results of operations do not reflect any impact relating to such repatriation provisions. For fiscal 2006 the Company is considering repatriation of up to $25.0 million in foreign profits, and the Company estimates the tax liability on the $25.0 million to be approximately $1.5 to $2.0 million.

Note I - Intangible Assets and Goodwill

In 2001, the FASB issued SFAS No. 142, "Goodwill and Other Intangible Assets". SFAS No. 142 was effective for the Company as of April 1, 2002. SFAS No. 142 specifies the financial accounting and reporting for acquired goodwill and other intangible assets. Goodwill and intangible assets that have indefinite useful lives are no longer to be amortized, but rather are to be tested for impairment annually or more frequently if impairment indicators arise. None of the Company's intangible assets have an indefinite life. Intangible assets with finite lives continue to be amortized on a straight-line basis over their useful lives. Goodwill and intangible assets have been recorded at either incurred or allocated cost. Allocated costs were based on respective fair values at the date of acquisition.

Upon the adoption of SFAS No. 142, the Company reassessed the remaining amortization periods of intangible assets acquired on or before June 30, 2001, and assigned all goodwill to reporting units for impairment testing. The impairment tests involve the use of both estimates of fair value for the Company's reporting units as well as discounted cash flow assumptions. Impairment tests were performed at adoption and in the fourth quarter of fiscal years 2003 and 2004 and no impairment was noted on a result of these analyses. In the fourth quarter of fiscal 2005, the Company performed impairment testing and determined that certain intangible assets primarily related to surgical urology had fair values less than their respective book values and were deemed impaired. Accordingly, the Company recorded a net impairment charge for the impairment of long-lived assets of $3.2 million.

In the quarter ended December 31, 2004, the Company determined that certain purchase price payments to South Bay Medical LLC related to future sales of Isoloader™ workstations were no longer probable, and accordingly, reduced the liabilities captioned "current portion of purchase price related to acquired technologies and acquisitions" and "long-term accrued liabilities" by a total of approximately $10.4 million. This determination was considered a potential impairment indicator and the Company also reduced the value of the patents and technologies related to the workstations based on future expected sales levels by $10.4 million. The combined adjustments had no effect on net income.

Balances of acquired intangible assets were as follows:

	Year Ended March 31, 2005			
(in thousands)	**Original Cost**	**Accumulated Amortization**	**Carrying Value**	Useful Life
Patents	**$ 22,004**	**$ (3,431)**	**$ 18,573**	5-20
Licenses	**12,563**	**(3,581)**	**8,982**	3-17
Trademarks	**1,492**	**(426)**	**1,066**	10-20
Other intangibles	**5,703**	**(2,169)**	**3,534**	3-20
Subtotal intangibles	**41,762**	**(9,607)**	**32,155**	
Goodwill	**27,135**	**(3,055)**	**24,080**	
Total intangibles and goodwill	**$ 68,897**	**$ (12,662)**	**$ 56,235**	

	Year Ended March 31, 2004			
(in thousands)	Original Cost	Accumulated Amortization	Carrying Value	Useful Life
Patents	$ 35,972	$ (4,822)	$ 31,150	5-20
Licenses	15,424	(3,695)	11,729	3-17
Trademarks	1,668	(376)	1,292	10-20
Other intangibles	8,854	(2,011)	6,843	3-20
Subtotal intangibles	61,918	(10,904)	51,014	
Goodwill	27,022	(3,311)	23,711	-
Total intangibles and goodwill	$ 88,940	$ (14,215)	$ 74,725	

The aggregate amortization expense on intangible assets recorded for the year ended March 31, 2005 was $4.8 million. The following table summarizes the estimated aggregate amortization expense for each of the five succeeding years:

Year Ended	Estimated Amortization Expense (in thousands)
March 31, 2006	$ 4,336
March 31, 2007	$ 4,094
March 31, 2008	$ 3,834
March 31, 2009	$ 3,121
March 31, 2010	$ 2,574

Upon adoption of SFAS 142 we identified four reporting units: aesthetics, body contouring, surgical urology, and clinical and consumer healthcare. Goodwill is the result of acquisitions directly benefiting only one of the four reporting units of the Company. That goodwill resides completely within that reporting unit, and accordingly the goodwill was assigned to the reporting units based upon specific identification.

The changes in the carrying amount of goodwill for the years ended March 31, 2005, 2004 and 2003 are as follows:

(in thousands)	Aesthetics	Surgical Urology	Clinical and Consumer Healthcare	Total
Balance at March 31, 2002	$ 4,596	$ 2,514	$ 2,045	$ 9,155
Goodwill acquired	739	1,809	4,817	7,365
Balance at March 31, 2003	5,335	4,323	6,862	16,520
Goodwill acquired	5,714	417	1,060	7,191
Balance at March 31, 2004	11,049	4,740	7,922	23,711
Goodwill acquired	119	249	278	646
Goodwill disposed	(277)	-	-	(277)
Balance at March 31, 2005	**$ 10,891**	**$ 4,989**	**$ 8,200**	**$ 24,080**

Note J - Acquisitions

South Bay Medical LLC

On January 19, 2001, the Company purchased the assets of South Bay Medical LLC (South Bay), a company focused on the development of a new computer-based workstation and automated cartridge-based needle loading system for use in brachytherapy procedures. The acquisition was accounted for as a purchase with the results of operations included in the Company's financial statements from the date of acquisition. The Company paid $2,000,000 in cash and issued restricted common stock valued at $4 million on the date of purchase. Additional purchase price payments will be made to South Bay over the next several years as workstation sales are made. The net present value of these amounts is recorded at March 31, 2005, in current accrued liabilities ($150,000) and in long-term accrued liabilities ($700,000) as the Company believes it is probable these payments will be paid.

Byron Medical, Inc.

In December 2001, the Company paid $3 million for 51% of the outstanding shares of Byron Medical, Inc. The Company had previously purchased 49% of the shares in 1998, and now owns all outstanding shares. The purchase price allocation included goodwill of $2.1 million and net assets of $900,000. Byron Medical, Inc. is located in Tucson, Arizona and specializes in the distribution of liposuction equipment and disposables.

Prosurg, Inc.

In December 2001, the Company entered into several agreements with Prosurg, Inc., Inc. to acquire certain patent rights and obtain a source of supply of a bio-absorbable co-polymer for $2 million in cash and up to an additional $2 million upon the achievement of certain milestones. The purchase price was allocated to intangible assets and the net present value of the remaining amounts is recorded at March 31, 2005, in accrued liabilities ($1,000,000) as the Company believes it is probable that certain of these milestones will be achieved and that this payment will be paid.

Portex Ltd.

On May 6, 2002, the Company purchased the assets of the urology and ostomy businesses of Portex Ltd., a subsidiary of Smiths Group plc. The acquired businesses, now named Mentor Medical, Ltd., manufactures and markets incontinence and ostomy products reported in our clinical and consumer healthcare segment. The products are sold mainly in the UK, Germany and the Netherlands. The acquisition was valued at $11,232,000, of which $10,603,000 was paid in cash, plus an acquired liability of $629,000. The acquisition was accounted for using SFAS No. 141, "Business Combinations," using the purchase method of accounting, and the purchase price was allocated to the tangible and intangible net assets acquired on the basis of their respective fair values on the acquisition date. The total purchase price was allocated to inventory of $3,150,000, buildings of $739,000, production equipment of $1,185,000, leasehold improvements of $621,000, patents, trademarks and licenses of $731,000 and goodwill and other intangibles of $4,806,000.

Mills Biopharmaceuticals, Inc.

On February 1, 2003, the Company completed the acquisition of Mills Biopharmaceuticals, Inc., a manufacturer of iodine brachytherapy seeds for the treatment of prostate cancer. The acquisition was accounted for using SFAS No. 141, "Business Combinations," using the purchase method of accounting, and the purchase price was allocated to the tangible and intangible net assets acquired on the basis of their respective fair values on the acquisition date. The acquisition is included in our surgical urology segment. The acquisition was valued at $4,063,000, net of cash acquired, and was paid from existing cash balances. The purchase price was initially allocated to accounts receivable of $626,000, inventory of $322,000, other assets of $36,000, production equipment of $830,000, long-term investments, preliminarily valued at $1,100,000, and goodwill and other intangibles with indefinite lives of $1,410,000, net of accrued liabilities of $261,000. In fiscal 2004, the fair value of certain assets and liabilities were adjusted based upon more recent information and as a result goodwill was decreased by $125,000.

A-Life Ltd.

On August 25, 2003, the Company completed the acquisition of A-Life Ltd, which has developed a hyaluronic acid based dermal filler product, from Vitrolife, AB. The acquisition was valued at $7.5 million, net of cash acquired, and was paid from existing cash balances. The purchase price was allocated to the tangible and intangible net assets acquired on the basis of their respective fair values on the acquisition date. The purchase price was allocated to accounts receivable of $36,000, other assets of $349,000, production equipment of $393,000 and intangible assets of $6,821,000, net of accrued liabilities of $123,000.

Inform Solutions, Inc.

On October 25, 2003, the Company completed the acquisition of Inform Solutions Inc., now doing business as Mentor Practice Development Services, located in San Diego, California. Mentor Practice Development Services is a leading provider of comprehensive integrated practice management software and revenue enhancement services to the plastic surgery industry. The Company paid cash for the acquisition and committed to several milestone payments over the ensuing three years based upon sales and earnings.

Note K - Earnings per Share

A reconciliation of weighted average shares outstanding, used to calculate basic earnings per share, to weighted average shares outstanding assuming dilution, used to calculate diluted earnings per share, follows:

	Year Ended March 31,		
(in thousands, except per share data)	**2005**	2004	2003
Net income: as reported	**$ 54,881**	$ 54,779	$ 55,820
Add back after tax interest expense on convertible note	**3,208**	947	-
Net income for numerator of diluted earnings per share	**$ 58,089**	$ 55,726	$ 55,820

	Year Ended March 31,		
(in thousands)	**2005**	2004	2003
Weighted average outstanding shares: basic	**41,921**	45,543	46,428
Shares issuable through exercise of stock options	**2,621**	2,214	1,960
Shares issuable through convertible notes	**5,126**	1,515	-
Weighted average outstanding shares: diluted	**49,667**	49,272	48,388
Basic earnings per share	**$ 1.31**	$ 1.20	$ 1.20
Diluted earnings per share[1]	**$ 1.17**	$ 1.13	$ 1.15

[1] Diluted earnings per share and weighted average shares outstanding the year ended March 31, 2004 have been restated to reflect the additional shares that would be issued upon conversion of the Company's 2¾% convertible notes, in accordance with the adoption of Emerging Issue Task Force (EITF) Issue No. 04-8.

Employee stock options

Shares issuable under the Company's employee stock option plans that have exercise prices in excess of the average price per share during the period are included in the diluted earnings per share calculation using the treasury stock method. Options to purchase 24,666, 10,175 and 1,089,478 shares with exercise prices greater than the average market prices of common stock were outstanding during the years ended March 31, 2005, 2004 and 2003, respectively. These options were excluded from the respective computations of diluted earnings per share because their effect would be anti-dilutive.

Convertible subordinated notes and warrants

The terms of the Company's convertible subordinated notes include restrictions which prevent the holder from converting the notes until the Company's share price exceeds the 120% Conversion Price on 20 trading days of the 30 consecutive trading day period ending on the first day of such fiscal quarter. However, EITF issue No. 04-8 requires that the Company use the if-converted method to determine the dilutive impact of the convertible subordinated notes described below in Note L. Under the if-converted method, the numerator of the diluted earnings per share calculation is increased by the after-tax interest expense avoided for the period upon conversion and the denominator of the calculation is increased by approximately 5.1 million shares potentially issued upon conversion for both that current reporting period and the corresponding year-to-date reporting period.

As described below in Note L, we purchased a convertible note hedge and sold warrants which, in combination, have the effect of reducing the dilutive impact of the convertible subordinated notes by increasing the effective conversion price for the notes from the Company's perspective to approximately $39.43. SFAS 128, however, requires the Company to analyze the impact of the convertible note hedge and warrants on diluted EPS separately. As a result, the purchase of the convertible note hedge is excluded because its impact will always be anti-dilutive. SFAS 128 further requires that the impact of the sale of the warrants be computed using the treasury stock method. For example, using the treasury stock method, if the average price of the Company's stock during the period ended March 31, 2005 had been $38.00, $40.00 or $45.00, the shares from the warrants to be included in diluted EPS would have been zero, and approximately 400,000 and approximately 900,000 shares, respectively. The total maximum number of shares that could potentially be included under the warrants is 5.1 million. Since the average share price of the Company's stock during the years ended March 31, 2004 and 2005 did not exceed the conversion price of warrants, $39.43, there was no impact of these warrants on diluted shares or diluted EPS during that period.

Note L - Long-Term Debt

On December 22, 2003, the Company completed an offering of $150 million of convertible subordinated notes due January 1, 2024 pursuant to Rule 144A under the Securities Act of 1933. The notes bear interest at 2¾% per annum and are convertible into shares of the Company's common stock at an initial conversion price of $29.289 per share and are subordinated to all existing and future senior debt.

Holders of the notes may convert their notes only if any of the following conditions is satisfied:

- during any fiscal quarter prior to January 1, 2019, if the closing price of the Company's common stock for at least 20 trading days in the 30 consecutive trading day period ending on the first trading day of such fiscal quarter is more than 120% of the conversion price per share of the Company's common stock on such trading day;
- any business day on or after January 1, 2019, if the closing price of the Company's common stock on the immediately preceding trading day is more than 120% of the conversion price per share of the Company's common stock on such trading day;
- during the five business day period after any five consecutive trading day period if the average of the trading prices of the notes for such five consecutive trading day period is less than 98% of the average of the conversion values of the notes during such period, subject to certain limitations;
- if the Company has called the notes for redemption; or
- if the Company makes certain significant distributions to holders of its common stock or the Company enters into specified corporate transactions.

At an initial conversion price of $29.289, each $1,000 principle amount of notes will be convertible into 34.1425 shares of common stock. As a result of the Company's recent dividend increase the conversion price has been adjusted to $29.25, and each $1,000 principle amount will be convertible into 34.1880 shares of common stock.

Concurrent with the issuance of the convertible subordinated notes, the Company entered into a convertible note hedge and a warrants transaction with respect to its common stock, the exposure for which is held by Credit Suisse First Boston LLC. Both the note hedge and the warrants transaction may be settled at the Company's option either in cash or shares and expire January 1, 2009. The convertible note hedge and warrants transactions combined are intended to reduce the potential dilution from conversion of the notes by effectively increasing the initial conversion price per share from the Company's perspective to approximately $39.43. The cost of the note hedge and the proceeds of warrants sale have been included in shareholders' equity in accordance with the guidance in Emerging Issues Task Force No. 00-19, "Accounting for Derivative Financial Instruments Indexed to and Potentially Settled in a Company's own Stock." Any proceeds received or payments made upon termination of these instruments will be recorded in shareholders' equity.

Note M - Share Repurchase Program

The Company has a stock repurchase program to provide liquidity to the market and to reduce the overall number of shares outstanding, which has helped offset the dilutive effects of our employee stock option program (Long-Term Incentive Plan) and the dilutive effect of EITF Issue No. 04-8 related to the inclusion of contingently convertible debt in fully diluted earnings per share calculations. All shares repurchased under the program are retired and are no longer deemed to be outstanding. At March 31, 2003, 1.8 million shares remained authorized for repurchase under prior year's Board of Directors authorization. On July 31, 2003 the Board of Directors increased the authorized number of shares to be repurchased from 1.8 million to 4.0 million shares. On December 5, 2003, the Board of Directors increased the authorized number of shares to be repurchased by 5.0 million shares from 2.5 million to 7.5 million shares. During fiscal 2004, 5.4 million shares were repurchased for $135.8 million and 3.6 million shares remained authorized for repurchase as of March 31, 2004. During fiscal 2005, 2.3 million shares were repurchased for $79.8 million and 1.3 million shares remained authorized for repurchase as of March 31, 2005. See Note O - Related Party Transactions for additional information on the share repurchase. The timing of repurchases is subject to market conditions, cash availability, and blackout periods during which the Company is restricted from repurchasing shares. There is no guarantee that the remaining shares authorized for repurchase by the Board will ultimately be repurchased. The Company's Credit Agreement entered into on May 26, 2005 limits future stock repurchases.

Note N - Commitments

The Company leases certain facilities under non-cancelable operating leases with unexpired terms ranging from 1 to 21 years. Most leases contain renewal options. Rental expense for these leases was $5.9 million, $5.1 million and $4.5 million for fiscal 2005, 2004 and 2003, respectively.

Future minimum lease payments under lease arrangements at March 31, 2005 are as follows:

(in thousands)		
2006	$	6,096
2007		5,845
2008		5,452
2009		5,306
2010		5,083
Thereafter		17,738
Total	$	45,520

Note O - Related Party Transactions

On December 13, 2004, the Company repurchased 1,500,000 shares of its common stock from two investment partnerships managed by VA Partners, LLC, at the time our largest shareholder, at a purchase price of $33.85 per share, the closing price of the common stock on the NYSE on that date. On December 14, the Company repurchased an additional 750,000 shares of its common stock from the same investment partnerships at $34.00 per share, a discount to the $34.41 closing price on the NYSE on that date. The 2.25 million shares were repurchased for a total of $76.3 million pursuant to the Company's continuing stock repurchase program and represented approximately 5% of outstanding shares before the occurrence of the transactions. VA Partners, LLC, through several of its investment partnerships, owned 6.9 million shares representing approximately 16% of our outstanding common stock prior to these transactions. Mr. Jeff Ubben, a managing member of VA Partners, LLC, is a member of Mentor's Board of Directors. The Company's Audit Committee evaluated and pre-approved the transactions.

Since 1991, the Company has had an exclusive license agreement with Rochester Medical Corporation ("Rochester") to market and distribute certain external catheter products developed by Rochester. The Company purchased $3.1 million $3.5 million, and $3.4 million of product from Rochester in 2005, 2004 and 2003, respectively. Several officers/founders of Rochester, a public company, are siblings of Mr. Christopher J. Conway, the former Chairman of the Board for Mentor Corporation. Mr. Conway derived no financial or other benefit from transactions between the Company and Rochester.

In December 2001, the Company purchased the remaining 51% of the outstanding shares of Byron Medical, Inc. and currently owns all outstanding shares. Byron Medical, Inc. leases a facility from Avtar, LLC, which is owned by Byron Economidy, the former President of Byron Medical, Inc. and an employee of the Company during fiscal 2005. Rent paid to Avtar, LLC was $122,000, $119,000 and $115,000 in 2005, 2004 and 2003. During 2003, the Company paid $270,000 to retire a note payable to Byron Economidy, then President of Byron Medical, Inc. and an employee of the Company at that time.

In February 2003, the Company purchased Mills Biopharmaceuticals, Inc. (see Note J Acquisitions for more information) and as part of the acquisition, purchased the building owned by Dr. Stan Mills, an employee, and his wife, for $525,000.

On January 19, 2001, the Company purchased the assets of South Bay Medical LLC (South Bay), a company focused on the development of a new computer-based workstation and automated cartridge-based needle loading system for use in brachytherapy procedures. Additional purchase price payments will be made to South Bay over the next several years as workstation sales are made. The net present value of these amounts is recorded at March 31, 2005, in accrued liabilities ($150,000) and in long-term accrued liabilities ($700,000). The corresponding acquisition agreement also provides for certain other contingent amounts to be paid to South Bay which will be expensed as earned based upon future sales levels. The majority of the shares of South Bay are owned by individuals, who became employees of the Company, and their spouses. These individuals have directly benefited from the past payments of cash and common stock to South Bay and will benefit as future payments are made based on workstation and brachytherapy seed sales. During fiscal 2005 and 2004, $262,000 and $385,000, respectively, was paid to South Bay under the agreement. No amounts were paid in fiscal year 2003.

Note P - Contingencies

Warranty and product liability claims are a regular and ongoing aspect of the medical device industry. At any one time, the Company is subject to claims against it and is involved in litigation. These actions can be brought by an individual, or by a group of patients purported to be a class action. The Company carries product liability insurance on all its products, except silicone gel-filled implants, which in the United States are only available through a controlled clinical study. This insurance is subject to certain self-insured retention and other limits of the policy, exclusions and deductibles that the Company believes to be appropriate.

In addition, the Company also offers warranty coverage on some of its products. The Company provides an accrual for the estimated cost of product warranties and product liability claims at the time revenue is recognized. Such accruals are based on estimates, which are based on relevant factors such as historical experience, the warranty period, estimated costs, levels of insurance and insurance retentions, identified product quality issues, if any, and to a limited extent, information developed by the insurance company using actuarial techniques. The Company assesses the adequacy of these accruals periodically and adjusts the amounts as necessary based on actual experience and changes in future expectations. While the Company engages in extensive product quality programs and processes, including actively monitoring and evaluating the quality of its component suppliers, the warranty obligation is affected by reported rates of product problems as well as the costs incurred in correcting product problems. The Company has recorded warranty and related reserves of $25.7 million, $23.4 million and $20.0 million at March 31, 2005, 2004 and 2003, respectively, to cover the cost of anticipated warranty and product liability claims.

The following table presents changes in the Company's accrued warranties and related costs for the years ended March 31, 2005, 2004 and 2003.

	Year Ended March 31,		
(in thousands)	**2005**	2004	2003
Beginning warranty reserves	**$ 23,396**	$ 19,989	$ 16,252
Cost of warranty claims	**(4,429)**	(4,244)	(3,893)
Accrual for product warranties	**6,761**	7,651	7,630
Ending warranty reserves	**$ 25,728**	$ 23,396	$ 19,989

In addition, in the ordinary course of its business, the Company experiences various types of claims that sometimes result in litigation or other legal proceedings. The Company does not anticipate that any of these proceedings will have a material adverse effect on the Company.

Note Q - Severance Charges and Restructuring and Long-Lived Asset Impairment Charges

Severance Charges

On February 16, 2005, Christopher J. Conway and Adel Michael each resigned as a director and executive officer of the Company. In connection with resignation and severance agreements entered into with them, we incurred $8.5 million in expenses in February 2005. As one of the co-founders of our Company, and following 36 years of service, Mr. Conway received certain severance compensation in the form of both cash payments totaling $2.3 million and non-cash benefits in the amount of $2.1 million related to the accelerated vesting of his unvested and unexpired stock options. In addition, Mr. Adel Michael, our former Vice Chairman, received severance compensation in the form of cash benefits in the amount of $1.8 million and non-cash benefits in the amount of $2.3 million related to the accelerated vesting of his unvested and unexpired employee stock options.

Restructuring and Long-Lived Asset Impairment Charges

During the fourth quarter of fiscal year 2005, we incurred $8.2 million in expenses related certain long-lived assets that were determined to be impaired, and restructuring of certain of our operations to achieve improved efficiencies. The impairment charges totaled $3.2 million. Of this amount, $2.9 million related to intangible assets within the surgical urology segment, and $0.3 million within the aesthetics and general surgery segment. The restructuring charges totaled $5.0 million and resulted in a net reduction of approximately 5% of our workforce and the closure of a manufacturing facility in the United Kingdom. Of this amount, $1.1 million related to the aesthetics and general surgery segment, $1.9 million related to the surgical urology segment, and $2.0 million related to the clinical and consumer healthcare segment.

Note R - Business Segment Information

The Company's operations are principally managed and reported on a product basis. There are three reportable segments: aesthetic and general surgery, surgical urology, and clinical and consumer healthcare. The accounting policies of the reportable segments are the same as those described in the summary of significant accounting policies except that certain expenses such as interest and certain corporate expenses are not allocated to the segments.

The aesthetic and general surgery products segment consists primarily of breast implants, tissue expanders and the Company's body contouring (liposuction) equipment and disposables. The surgical urology segment includes erectile dysfunction products, brachytherapy seeds for cancer treatment, women's health products and disposable urinary care products. The clinical and consumer healthcare segment includes catheters and other disposable products for the management of urinary incontinence and retention.

Selected financial information for the Company's reportable segments for the years ended March 31, is as follows:

(in thousands)	Year Ended March 31, 2005	2004	2003
Net Sales			
Aesthetic and General Surgery	**$ 251,726**	$ 218,437	$ 191,405
Surgical Urology	**129,292**	108,370	106,675
Clinical and Consumer Healthcare	**102,379**	95,361	84,304
Total consolidated revenues	**$ 483,397**	$ 422,168	$ 382,384

(in thousands)	Year Ended March 31, 2005	2004	2003
Operating profit			
Aesthetic and General Surgery	**$ 87,559**	$ 76,696	$ 67,631
Surgical Urology	**4,165**	(860)	6,851
Clinical and Consumer Healthcare	**11,243**	13,294	12,854
Total reportable segments	**$ 102,967**	$ 89,130	$ 87,336

(in thousands)	At March 31, 2005	2004	2003
Identifiable assets			
Aesthetic and General Surgery	**$ 140,611**	$ 135,199	$ 102,570
Surgical Urology	**105,596**	114,937	105,415
Clinical and Consumer Healthcare	**74,111**	76,695	62,155
Total reportable segments	**$ 320,318**	$ 326,831	$ 270,140

(in thousands)	Year Ended March 31, 2005	2004	2003
Depreciation and amortization			
Aesthetic and General Surgery	**$ 6,344**	$ 4,469	$ 3,852
Surgical Urology	**6,545**	5,045	4,865
Clinical and Consumer Healthcare	**3,055**	2,834	3,261
Total reportable segments	**$ 15,944**	$ 12,348	$ 11,978
Corporate and other	**4,105**	3,049	2,755
	$ 20,049	$ 15,397	$ 14,733

(in thousands)	Year Ended March 31, 2005	2004	2003
Capital expenditures			
Aesthetic and General Surgery	**$ 3,478**	$ 4,460	$ 4,995
Surgical Urology	**1,488**	8,911	7,420
Clinical and Consumer Healthcare	**1,278**	3,197	2,576
Total reportable segments	**$ 6,244**	$ 16,568	$ 14,991
Corporate and other	**3,924**	7,360	1,752
	$ 10,168	$ 23,928	$ 16,743

The following tables reconcile segment information to the amounts shown on the consolidated financial statements.

	Year Ended March 31,		
(in thousands)	**2005**	2004	2003
Operating profit			
Reportable segments	**$ 102,967**	$ 89,130	$ 87,336
Corporate and other operating loss	**(19,328)**	(10,061)	(10,359)
Interest expense	**(5,388)**	(1,844)	(1,022)
Interest income	**2,008**	1,663	2,456
Other income	**968**	1,252	628
Income before taxes	**$ 81,227**	$ 80,140	$ 79,039

	At March 31,		
(in thousands)	**2005**	2004	2003
Identifiable assets			
Reportable segments	**$ 320,855**	$ 326,831	$ 270,140
Corporate and other	**156,746**	171,948	127,948
Consolidated assets	**$ 477,601**	$ 498,779	$ 398,088

Selected financial information for the Company's operations by geographic area is as follows:

	Year Ended March 31,		
(in thousands)	**2005**	2004	2003
Geographic area revenue			
United States	**$ 315,418**	$ 251,788	$ 244,220
France	**54,217**	49,653	39,436
All other countries	**113,762**	120,727	98,728
Consolidated total	**$ 483,397**	$ 422,168	$ 382,384

	At March 31,		
(in thousands)	**2005**	2004	2003
Geographic area long-lived assets			
United States	**$ 68,765**	$ 90,076	$ 72,649
France	**24,535**	26,733	24,532
UK	**17,663**	18,104	8,554
Netherlands	**16,460**	16,259	14,052
All other countries	**1,099**	1,082	974
Consolidated total	**$ 128,522**	$ 152,254	$ 120,761

Note S - Quarterly Financial Data (Unaudited)

The following is a summary of unaudited quarterly results of operations.

(in thousands, except per share data)

Year Ended March 31, 2005	**First**	**Second**	**Third**	**Fourth**
Net sales	**$ 122,432**	**$ 108,779**	**$ 120,601**	**$ 131,585**
Gross profit	**78,457**	**68,141**	**77,745**	**85,363**
Net income	**17,654**	**12,534**	**16,329**	**8,364**
Earnings per share				
Basic earnings per share	**$ 0.42**	**$ 0.29**	**$ 0.39**	**$ 0.21**
Diluted earnings per share *	**$ 0.37**	**$ 0.26**	**$ 0.34**	**$ 0.19**

Year Ended March 31, 2004	First	Second	Third	Fourth
Net sales	$ 105,106	$ 93,263	$ 106,502	$ 117,297
Gross profit	65,733	57,702	66,041	71,909
Net income	16,033	11,238	12,540	14,968
Earnings per share				
Basic earnings per share	$ 0.35	$ 0.24	$ 0.27	$ 0.34
Diluted earnings per share *	$ 0.33	$ 0.23	$ 0.26	$ 0.31

* Per share amounts and diluted shares outstanding have been restated to reflect the additional shares that would be issued upon conversion of our 2¾% convertible notes, in accordance with the adoption of Emerging Issue Task Force (EITF) Issue No. 04-8 in December 2004.

Note T - Subsequent Event (Unaudited) - Credit Agreement

Subsequent to year end, on May 26, 2005, the Company entered into a Credit Agreement (the "Credit Agreement") that provides a $200 million senior revolving credit facility, subject to a $20 million sublimit for the issuance of standby and commercial letters of credit, a $10 million sublimit for swing line loans and $50 million alternative currency sublimit. The Credit Agreement expires on September 30, 2008. At the election of the Company, the amount available for borrowings under the Credit Agreement may be increased by an additional $50 million. Funds under the Credit Agreement are available to the Company for to finance permitted acquisitions, stock repurchases up to certain dollar limitations and other general corporate purposes. As of June 14th 2005 there were no borrowings outstanding under the Credit Agreement.

Interest on borrowings (other than swing line loans) under the Credit Agreement is a variable rate that is calculated, at the Company's option, at either prime rate, or LIBOR plus an additional percentage that varies depending on the Company's senior leverage ratio (as defined in the Credit Agreement) at the time of the borrowing. Swing line loans bear interest at the Prime Rate plus additional basis points depending on the Company's senior leverage ratio at the time of the loan. In addition, the Company paid certain fees to the lenders to initiate the Credit Agreement and will pay an unused commitment fee based on the Company's senior leverage ratio and unborrowed lender commitments.

Borrowings under the Credit Agreement are guaranteed by two of the Company's domestic subsidiaries and are also secured by a pledge of 100% of the outstanding capital stock of two other domestic subsidiaries and by 65% of the outstanding capital stock of our French subsidiary. In addition, if the ratio of total funded debt to adjusted EBITDA exceeds 2.50 to 1.00, then the Company is obligated to grant to the lenders a first priority perfected security interest the essentially all domestic assets.

The Credit Agreement imposes certain financial and operational restrictions on the Company and its subsidiaries, including financial covenants that require the Company to maintain a maximum consolidated funded debt leverage ratio of not greater than 4.00 to 1.00, a senior funded debt ratio of not greater than 2.50 to 1.00, minimum quarterly EBITDA and a minimum fixed charge ratio of greater than 1.25 to 1.00. The covenants also restrict the Company's ability, among other things, to make certain investments, incur certain types of indebtedness or liens, make acquisitions in excess of $20 million except in compliance with certain criteria, and repurchase shares of common stock, pay dividends or dispose of assets above specified thresholds. The Credit Agreement also contains customary events of default, including payment defaults, material inaccuracies in its representations and warranties, covenant defaults, bankruptcy and involuntary proceedings, monetary judgment defaults in excess of specified amounts, cross-defaults to certain other agreements, change of control, and ERISA defaults. If an event of default occurs and is continuing, the commitments under the Credit Agreement may be terminated and the principal amount and all accrued but unpaid interest and other amounts owed thereunder may be declared immediately due and payable.

SCHEDULE II

VALUATION AND QUALIFYING ACCOUNTS AND RESERVES
(in thousands)

Description	Balance at Beginning of Period	Additions: Charged to Costs and Expenses	Additions: Charged to Other Accounts	Deductions	Balance at End of Period
Year Ended March 31, 2005					
Deducted from asset accounts:					
Allowance for doubtful accounts	**$ 6,801**	**$ 1,192**	**$ -**	**$ 912**	**$ 7,081**
Liability reserves:					
Warranty and related reserves	**$ 23,396**	**$ 6,761**	**$ -**	**$ 4,429**	**$ 25,728**
Accrued sales returns and allowances	**11,797**	**1,815**	**-**	**-**	**13,612**
	$ 35,193	**$ 8,576**	**$ -**	**$ 4,429**	**$ 39,340**
Year Ended March 31, 2004					
Deducted from asset accounts:					
Allowance for doubtful accounts	$ 5,406	$ 2,708	$ -	$ 1,313	$ 6,801
Liability reserves:					
Warranty and related reserves	$ 19,989	$ 7,651	$ -	$ 4,244	$ 23,396
Accrued sales returns	10,455	1,342	-	-	11,797

and allowances	$ 30,444	$ 8,993	$ -	$ 4,244	$ 35,193
Year Ended March 31, 2003					
Deducted from asset accounts:					
Allowance for doubtful accounts	$ 3,870	$ 3,605	$ -	$ 2,069	$ 5,406
Liability reserves:					
Warranty and related reserves	$ 16,252	$ 7,630	$ -	$ 3,893	$ 19,989
Accrued sales returns and allowances	7,806	2,649	-	-	10,455
	$ 24,058	$ 10,279	$ -	$ 3,893	$ 30,444

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MENTOR CORPORATION

DATE: July 29, 2005	/s/JOSHUA H. LEVINE Joshua H. Levine President and Chief Executive Officer
DATE: July 29, 2005	/s/LOREN L. MCFARLAND Loren L. McFarland Vice President, Chief Financial Officer and Treasurer

EXHIBIT INDEX

Regulation S-K Exhibit Table Item Number	Description of Exhibit
3.1	Composite Restated Articles of Incorporation of the Company dated December 12, 2002 Incorporated by reference to Exhibit 3.1 of the Registrant's Annual Report on Form 10-K for the year ended March 31, 2003.
3.2	Amended and Restated Bylaws of Mentor Corporation dated July 15, 2003 -- Incorporated by reference to Exhibit 3.2 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003.
4.1	Indenture 2¾% Convertible Subordinated Notes Due 2024, dated December 22, 2003 --Incorporated by reference to Exhibit 4.1 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 2003.
10.1*	Mentor Corporation 1991 Stock Option Plan -- Incorporated by reference to Registration Statement on Form S-8, Registration No. 333-48815, filed June 24, 1992.
10.2*	Mentor Corporation 2000 Stock Option Plan -- Incorporated by reference to Registration Statement on Form S-8, Registration No. 333-73306, filed November 14, 2001.
10.3*	Mentor Corporation 1991 Stock Option Plan -- Incorporated by reference to Registration Statement on Form S-8, Registration No. 333-100841, filed October 30, 2002.
10.4	Lease Agreement, dated November 1989, between Mentor Corporation and Skyway Business Center Joint Venture -- Incorporated by reference to Exhibit 10(b) of the Registrant's Annual Report on Form 10-K for the year ended March 31, 2002.
10.5	First Amendment to Lease Agreement, dated December 1, 1993, between Mentor Corporation and Skyway Business Center Joint Venture -- Incorporated by reference to Exhibit 10(c) of the Registrant's Annual Report on Form 10-K for the year ended March 31, 2002.
10.6	Lease Agreement, dated July 23, 1990, between Mentor Corporation and SB Corporate Center, Ltd., covering 201 Mentor Drive, Santa Barbara, CA 93111 -- Incorporated by reference to Exhibit 10(f) of the Registrant's Annual Report on Form 10-K for the year ended March 31, 2003.
10.7	Lease Agreement, dated August 19, 1998, between Mentor Corporation and SB Corporate Center, LLC, covering 301 Mentor Drive -- Incorporated by reference to Exhibit 10(n) of the Registrant's Annual Report on Form 10-K for the year ended March 31, 1999.
10.8*	Transition Agreement, dated August 1, 1999, between Mentor Corporation and Christopher Conway -- Incorporated by reference to Exhibit 10(s) of the Registrant's Annual Report on Form 10-K for the year ended March 31, 2000.
10.9*	Employment Agreement, dated October 16, 2000, between Mentor Corporation and Eugene G. Glover -- Incorporated by reference to Exhibit 10(a) of the Registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 2000.
10.10	Purchase Agreement, dated January 19, 2001 between Mentor Corporation and South Bay Medical LLC-Incorporated by reference to Exhibit 10(w) of the Registrant's Annual Report on Form 10-K for the year ended March 31, 2001.

EXHIBIT INDEX (continued)

Regulation S-K Exhibit Table Item Number	Description of Exhibit
10.11	Amended and Restated Credit Agreement, dated October 25, 2000, between Mentor Corporation and Sanwa Bank California -- Incorporated by reference to Exhibit 10(x) of the Registrant's Annual Report on Form 10-K for the year ended March 31, 2001.
10.12	First Amendment to Amended and Restated Credit Agreement, dated February 2, 2001, between Mentor Corporation and Sanwa Bank California -- Incorporated by reference to Exhibit 10(y) of the Registrant's Annual Report on Form 10-K for the year ended March 31, 2001.
10.13	Second Amendment to Amended and Restated Credit Agreement, dated February 14, 2001, between Mentor Corporation and Sanwa Bank California -- Incorporated by reference to Exhibit 10(z) of the Registrant's Annual Report on Form 10-K for the year ended March 31, 2001.
10.14	Third Amendment to Amended and Restated Credit Agreement, dated December 14, 2001, between Mentor Corporation and Bank of the West -- Incorporated by reference to Exhibit 10(s) of the Registrant's Annual Report on Form 10-K for the year ended March 31, 2003.
10.15	Fourth Amendment to Amended and Restated Credit Agreement, dated March 25, 2003, between Mentor Corporation and Bank of the West -- Incorporated by reference to Exhibit 10(t) of the Registrant's Annual Report on Form 10-K for the year ended March 31, 2003.
10.16*	Incentive Bonus Plan -- Incorporated by reference to Exhibit 10(2) of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003.
10.17	Option and Asset Purchase Agreement between Alchemy Engineering, LLC and Mentor Corporation -- Incorporated by reference to Exhibit 10(a) of the Registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 2003.
10.18	Convertible Note Hedge Confirmation, dated December 17, 2003 -- Incorporated by reference to Exhibit 10(b) of the Registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 2003.
10.19	Registration Rights Agreement - 2¾% Convertible Subordinated Notes Due 2024, dated December 22, 2003 - Incorporated by reference to Exhibit 10(c) of the Registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 2003.
10.20	Warrants Confirmation, dated December 17, 2003 -- Incorporated by reference to Exhibit 10(d) of the Registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 2003.
10.21	Purchase Agreement - 2¾% Convertible Subordinated Notes Due 2024, dated December 17, 2003 -- Incorporated by reference to Exhibit 10(e) of the Registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 2003.
10.22	Collared Accelerated Share Repurchase Transaction, dated March 8, 2004--Incorporated by reference to Exhibit 10(29) of the Registrant's Annual Report on Form 10-K for the year ended March 31, 2004.

EXHIBIT INDEX (continued)

Regulation S-K Exhibit Table Item Number	Description of Exhibit
10.23*	Amendment to Employment Agreement between Mentor Corporation and Eugene Glover, effective April 9, 2004 -- Incorporated by reference to Exhibit 10(32) of the Registrant's Annual Report on Form 10-K for the year ended March 31, 2004.
10.24	Exclusive Supply Agreement between Alchemy Engineering, LLC d/b/a SiTech, LLC and Mentor Corporation-- Incorporated by reference to Exhibit 10(33) of the Registrant's Annual Report on Form 10-K for the year ended March 31, 2004.
10.25*	Employment Agreement dated July 15, 2004, between Mentor Corporation and Peter Shepard-- Incorporated by reference to Exhibit 10(1) of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004.
10.26*	Employment Agreement dated July 27, 2004, between Mentor Corporation and Bobby Purkait-- Incorporated by reference to Exhibit 10(2) of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004.
10.27*	Employment Agreement dated August 6, 2004, between Mentor Corporation and Adel Michael-- Incorporated by reference to Exhibit 10(3) of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004.
10.28*	Employment Agreement dated August 6, 2004, between Mentor Corporation and Joshua Levine-- Incorporated by reference to Exhibit 10(4) of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004.
10.29*	Employment Agreement dated August 6, 2004, between Mentor Corporation and Loren McFarland-- Incorporated by reference to Exhibit 10(5) of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004.
10.30*	Employment Agreement dated August 6, 2004, between Mentor Corporation and Cathy Ullery-- Incorporated by reference to Exhibit 10(6) of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004.
10.31*	Employment Agreement dated August 6, 2004, between Mentor Corporation and Kathleen Beauchamp-- Incorporated by reference to Exhibit 10(7) of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004.
10.32*	Employment Agreement dated August 6, 2004, between Mentor Corporation and Clarke Scherff-- Incorporated by reference to Exhibit 10(8) of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004.
10.33	Amended and Restated Supply Agreement, dated July 6, 2004 by and among NuSil Corporation, SiTech Inc., and Mentor Corporation-- Incorporated by reference to Exhibit 10(9) of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004.
10.34*	Employment Agreement dated August 5, 2004, between Mentor Corporation and David Adornetto-- Incorporated by reference to Exhibit 10(1) of the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004.
10.35*	Employment Agreement dated August 5, 2004, between Mentor Corporation and Chris Fawzy-- Incorporated by reference to Exhibit 10(2) of the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004.

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EXHIBIT INDEX (continued)

Regulation S-K Exhibit Table Item Number	Description of Exhibit
10.36*	Mentor Corporation Option Agreement-- Incorporated by reference to Exhibit 10(3) of the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004.
10.37*	Written Description of Directors Fees Pursuant to Item 601(b)(10)(iii)(A) of Regulation S-K-- Incorporated by reference to Exhibit 10(4) of the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004.
10.38*	Incentive Bonus Plans-- Incorporated by reference to Exhibit 10(5) of the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004.
10.39*	Written Description of Car Allowance Plan-- Incorporated by reference to Exhibit 10(6) of the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004.
10.40	Summary of Material Contract to Repurchase Shares-- Incorporated by reference to Exhibit 10(2) of the Registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 2004.
10.41*	Written Description of Directors Fees Pursuant To Item 601(b)(10)(iii)(A) of Regulation S-K.
10.42	Lease Agreement, dated March 17, 2004 between University Research Park, Incorporated, and Mentor Corporation covering 535 Science Drive, Suites A, B, C and D, Madison, Wisconsin.
10.43*	Severance Agreement and Release dated February 16, 2005, between Mentor Corporation and Christopher J. Conway.
10.44*	Severance Agreement and Release dated February 17, 2005, between Mentor Corporation and Adel Michael.
10.45*	Release of Claims Agreement dated March 25, 2005, between Mentor Corporation and Bobby Purkait.
10.46*	Summary Description of Executive Officer Employment Agreement Changes approved by the Board of Directors dated April 27, 2005.
10.47	Credit Agreement dated May 25, 2005, between Mentor Corporation, Bank of the West, Union Bank of California, and Wells Fargo, N.A.--Incorporated by reference to Exhibit 99(1) of the Registrant's Current Report on Form 8-K filed June 1, 2005.
21	Subsidiaries of the Company
23	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
31.1	Rule 13a-15(e) and 15d-15(e) Certification - Principal Executive Officer - Joshua H. Levine
31.2	Rule 13a-15(e) and 15d-15(e) Certification - Principal Financial Officer - Loren L. McFarland
32.1	Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 - Joshua H. Levine
32.2	Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 - Loren L. McFarland

* Management contract or compensatory plan or arrangement