

FOREST LABORATORIES INC
Form DEFC14A
July 19, 2011

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant ..

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Check the appropriate box:

- .. Preliminary Proxy Statement
- .. **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- x Definitive Proxy Statement
- .. Definitive Additional Materials
- .. Soliciting Material Pursuant to § 240.14a-12

FOREST LABORATORIES, INC.

(Name of Registrant as Specified In Its Charter)

MR. CARL C. ICAHN

DR. ALEXANDER J. DENNER

DR. RICHARD MULLIGAN

PROF. LUCIAN A. BEBCHUK

DR. ERIC J. ENDE

MAYU SRIS

HIGH RIVER LIMITED PARTNERSHIP

HOPPER INVESTMENTS LLC

BARBERRY CORP.

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3) Filing Party:

4) Date Filed:

2011 ANNUAL MEETING OF STOCKHOLDERS

OF

FOREST LABORATORIES, INC.

PROXY STATEMENT

DATED JULY 19, 2011

OF

CARL C. ICAHN

DR. ALEXANDER J. DENNER

DR. RICHARD MULLIGAN

PROFESSOR LUCIAN A. BEBCHUK

DR. ERIC J. ENDE

MAYU SRIS

ICAHN PARTNERS LP

ICAHN PARTNERS MASTER FUND LP

ICAHN PARTNERS MASTER FUND II L.P.

ICAHN PARTNERS MASTER FUND III L.P.

HIGH RIVER LIMITED PARTNERSHIP

HOPPER INVESTMENTS LLC

BARBERRY CORP.

ICAHN ONSHORE LP

ICAHN OFFSHORE LP

ICAHN CAPITAL L.P.

IPH GP LLC

ICAHN ENTERPRISES HOLDINGS L.P.

ICAHN ENTERPRISES G.P. INC.

BECKTON CORP.

To Our Fellow Forest Laboratories Stockholders:

This Proxy Statement and the accompanying **GOLD** proxy card are being furnished to Stockholders (Stockholders) of Forest Laboratories, Inc., 909 Third Avenue, New York, New York 10022 (Forest Laboratories, the Corporation or the Company) in connection with the solicitation of proxies by Carl C. Icahn and the Participants (as hereinafter defined), to be used at the 2011 Annual Meeting (the Annual Meeting) of Stockholders of Forest Laboratories which is scheduled to be held at JPMorgan Chase & Co., 270 Park Avenue, New York, NY 10017, on August 18, 2011, at 10:00 a.m., and at any adjournments, postponements or continuations thereof. This Proxy Statement and the **GOLD** proxy card are first being furnished to Stockholders on or about July 19, 2011.

At the Annual Meeting, the Participants will seek to elect to the Board of Directors (Board) of Forest Laboratories the following persons (each a Nominee and collectively, the Nominees):

DR. ALEXANDER J. DENNER

DR. RICHARD MULLIGAN

PROFESSOR LUCIAN A. BEBCHUK

DR. ERIC J. ENDE

The Icahn Parties (as hereinafter defined) believe that the Nominees have impressive qualifications and that their experience, including on other pharma boards, would be extremely beneficial to Forest Laboratories and, therefore, its stockholders. Dr. Denner has an accomplished record in improving the operations, research and development of biotech companies. Dr. Mulligan is an internationally known expert in genetics and gene therapy. Professor Bebchuk is a Professor of Law, Economics, and Finance and Director of the Program on Corporate Governance at Harvard Law School. He is one of the nation's leading corporate governance experts. Dr. Ende is a successful analyst and consultant with extensive financial expertise and a strong understanding of the pharmaceutical industry. The Icahn Parties believe that the Nominees' knowledge of science, medicine, corporate governance, finance and business will significantly improve the science, corporate governance and business expertise of the Board of Directors of the Corporation. The Icahn Parties also believe that each Nominee is a strong stockholder-oriented individual who will help represent the best interests of the Corporation's stockholders.

The Icahn Parties believe that recent events concerning Forest Laboratories, together with the declining performance of its shares over the past 7 years and the anticipated decline in Forest Laboratories' results of operations due to the loss of patent protection on Lexapro, its most significant drug, also warrant a change in the composition of the Company's board of directors. The share price of Forest Laboratories' Common Stock was \$75.48 per share in February 2004. The closing share price on July 18, 2011 was \$37.95 per share. This represents a decline in the price of Forest Laboratories' Common Stock of approximately 49.7% over the past 7 years. In addition, according to Forest Laboratories' Form 10-K for the fiscal year ended March 31, 2011, under Risk Factors, [Forest Laboratories is] Substantially Dependent on Sales of Two of Our Principal Products, Lexapro accounted for 55% of Forest Laboratories' net sales in 2011 and with the expiration of the patent for Lexapro in March 2012, the Company will face generic competition, which [Forest Laboratories expects] will immediately and significantly erode sales of Lexapro going forward. According to a Form 8-K filed by Forest Laboratories on April 20, 2011, earnings per share was \$3.59 for the fiscal year ending March 31, 2011 and Forest Laboratories expects diluted earnings per share to be in a range of \$3.60 to \$3.70 for the fiscal year ending March 31, 2012 and not less than \$1.20 per share for the fiscal year ending March 31, 2013.

The Icahn Parties believe that the experience of their nominees, including experience on boards of other pharmaceutical companies, will be extremely beneficial to Forest Laboratories and, therefore, its stockholders.

Additionally, in 2010, the Company disclosed that it pled guilty to a felony and misdemeanor charges and paid in excess of \$300 million to settle claims brought against it by the US Department of Justice and US Attorney's Office. The Company stated that these matters were resolved. However, this proved not to be the case. On April 13, 2011, the Company publicly disclosed that on April 12, 2011, Mr. Howard Solomon, the longtime Chairman and CEO of the Company, was notified by the Office of the Inspector General, Department of Health and Human Services (the OIG-HHS) that the OIG-HHS was commencing an action to exclude him from participating in federal healthcare programs based on the matters that the Company previously disclosed were settled. The Company stated that should the OIG-HHS ultimately determine that Mr. Solomon should be excluded, Mr. Solomon would be required to step down as an officer of the Company unless his exclusion is enjoined by legal proceedings. The Company also disclosed on that same day (just one day after receiving the notification from the OIG-HHS) that Mr. Solomon plans to commence litigation to prevent any such exclusion and that the Company will support such litigation by Mr. Solomon. The Company indicated that it believes that these actions by the OIG-HHS are unprecedented.

Each of our Nominees has consented to being named in this Proxy Statement and, if elected, to serve as a director.

Under the proxy rules we may only solicit proxies for our Nominees, which would result in limiting the ability of Stockholders that would like to vote for our Nominees to fully exercise their voting rights to vote for up to a full complement of ten directors. Alternatively, we may solicit proxies in support of our Nominees and also seek authority to vote for all of the Forest Laboratories nominees other than those Forest Laboratories nominees we specify. This would enable a Stockholder who desires to vote for up to a full complement of ten director nominees to use the **GOLD** proxy card to vote for our Nominees as well as the Forest Laboratories nominees for whom we are seeking authority to vote other than those nominees as to which the Stockholder specifically withholds our authority to vote for. We have determined to nominate a slate of four Nominees, Dr. Denner, Dr. Mulligan, Professor Bechuk and Dr. Ende and are seeking authority to vote for all of the Forest Laboratories nominees other than Howard Solomon, Dan L. Goldwasser, Kenneth E. Goodman and Lester B. Salans. As a result, should a Stockholder so authorize us, on the **GOLD** proxy card, we would cast votes for our four Nominees and six Forest Laboratories nominees. None of the Forest Laboratories nominees for whom we seek authority to vote have agreed to serve with any of our Nominees, if elected.

THE PARTICIPANTS URGE YOU TO VOTE THE **GOLD** PROXY CARD FOR DR. ALEXANDER J. DENNER, DR. RICHARD MULLIGAN, PROFESSOR LUCIAN A. BEBCHUK AND DR. ERIC J. ENDE AS DIRECTORS.

The Nominees and each of the other Participants have no interest in Forest Laboratories other than through the beneficial ownership (if any) of shares of Common Stock, par value \$0.10 per share, of Forest Laboratories (the Common Stock) or other securities (if any) of Forest Laboratories, except as disclosed herein, including the Annexes hereto, and in the case of each of Dr. Mulligan, Professor Bechuk and Dr. Ende, pursuant to an agreement in which certain affiliates of Carl C. Icahn have agreed to pay each of Dr. Mulligan, Professor Bechuk and Dr. Ende \$25,000 and to indemnify such Nominee with respect to certain costs incurred by each such Nominee in connection with the proxy contest relating to the Annual Meeting (the Nominee Agreement) and in the case of Dr. Denner, through his profit interests in the shares of Common Stock held by the Icahn Parties and their affiliates as described herein.

DR. ALEXANDER J. DENNER, DR. RICHARD MULLIGAN, PROFESSOR LUCIAN A. BEBCHUK AND DR. ERIC J. ENDE ARE COMMITTED TO ACTING IN THE BEST INTEREST OF ALL STOCKHOLDERS OF FOREST LABORATORIES. THE PARTICIPANTS URGE YOU TO VOTE YOUR **GOLD** PROXY CARD FOR DR. ALEXANDER J. DENNER, DR. RICHARD MULLIGAN, PROFESSOR LUCIAN A. BEBCHUK AND DR. ERIC J. ENDE.

IMPORTANT

According to Forest Laboratories Proxy Statement, the Bylaws and applicable law, the election of the Nominees requires the affirmative vote of a plurality of the votes cast by the holders of Forest Laboratories Common Stock at a meeting at which a quorum is present in person or represented by proxy. As a result, your vote is extremely important. We urge you to mark, sign, date, and return the enclosed **GOLD** proxy card to vote **FOR** the election of each Nominee.

WE URGE YOU NOT TO SIGN ANY PROXY CARD SENT TO YOU BY FOREST LABORATORIES. IF YOU HAVE ALREADY DONE SO, YOU MAY REVOKE YOUR PROXY BY DELIVERING A LATER-DATED GOLD PROXY CARD IN THE ENCLOSED POSTAGE-PREPAID ENVELOPE, EXECUTING A VOTE VIA INTERNET OR TELEPHONE, OR BY VOTING IN PERSON AT THE ANNUAL MEETING. SEE VOTING PROCEDURES AND PROXY PROCEDURES BELOW.

If you attend the Annual Meeting and you beneficially own shares of Common Stock but are not the record owner, your mere attendance at the Annual Meeting **WILL NOT** be sufficient to cancel your prior given proxy card. You must have written authority from the record owner to vote the shares of Common Stock in its name at the meeting. Contact D.F. King & Co., Inc. at the number shown in this Proxy Statement for assistance or if you have any questions.

If you have any questions or require any assistance in executing your proxy, please call:

D.F. King & Co., Inc.

Stockholders call toll-free: (800) 697-6975

Banks and Brokers call collect: (212) 269-5550

The Proxy Statement, as well as other proxy materials distributed by the Participants, are available free of charge online at www.dfking.com/frx.

Only holders of record of Forest Laboratories Common Stock as of the close of business on June 24, 2011 (the Record Date) are entitled to notice of, and to attend and to vote at, the Annual Meeting and any adjournments or postponements thereof. According to the proxy statement of Forest Laboratories filed with the Securities and Exchange Commission (Forest Laboratories Proxy Statement) for the Annual Meeting, as of the Record Date, there were outstanding 276,457,485 shares of Common Stock. Stockholders of record at the close of business on the Record Date will be entitled to one vote at the Annual Meeting for each share of Common Stock of Forest Laboratories held on the Record Date.

As of the Record Date, the Participants and their affiliates beneficially owned an aggregate of 19,895,841 shares of Common Stock, representing approximately 7.2% of the outstanding shares of Common Stock. The Participants and their affiliates intend to vote such shares of Common Stock **FOR** the election of the Nominees.

VOTE FOR THE NOMINEES BY USING THE ENCLOSED **GOLD** PROXY TO VOTE TODAY BY TELEPHONE, BY INTERNET, OR BY MARKING, SIGNING, DATING AND RETURNING THE **GOLD** PROXY CARD IN THE POSTAGE-PAID ENVELOPE PROVIDED TO YOU.

Participants in Solicitation of Proxies

In addition to the Nominees (who are Dr. Alexander J. Denner, Dr. Richard Mulligan, Professor Lucian A. Bebchuk and Dr. Eric J. Ende), the participants in the solicitation of proxies (the Participants) from Stockholders of Forest Laboratories include the following: Carl C. Icahn, a citizen of the United States, Mayu Sris, a citizen of the United States, High River Limited Partnership, a Delaware limited partnership (High River), Hopper Investments LLC, a Delaware limited liability company (Hopper), Barberry Corp., a Delaware corporation (Barberry), Icahn Partners LP, a Delaware limited partnership (Icahn Partners), Icahn Partners Master Fund LP, a Cayman Islands limited partnership (Icahn Master), Icahn Partners Master Fund II L.P., a Cayman Islands limited partnership (Icahn Master II), Icahn Partners Master Fund III L.P., a Cayman Islands limited partnership (Icahn Master III), Beckton Corp., a Delaware corporation (Beckton), Icahn Enterprises G.P. Inc., a Delaware corporation (Icahn Enterprises GP), Icahn Enterprises Holdings L.P., a Delaware limited partnership (Icahn Enterprises Holdings), IPH GP LLC, a Delaware limited liability company (IPH), Icahn Capital LP, a Delaware limited partnership (Icahn Capital), Icahn Onshore LP, a Delaware limited partnership (Icahn Onshore) and Icahn Offshore LP, a Delaware limited partnership (Icahn Offshore).

Icahn Partners, Icahn Master, Icahn Master II, Icahn Master III and High River (collectively, the Icahn Parties), are entities controlled by Mr. Carl C. Icahn. Dr. Denner is an employee and/or officer and/or director of the Icahn Parties and various other entities controlled by Mr. Icahn, who will participate in soliciting proxies from Forest Laboratories Stockholders. Except as described herein, Dr. Denner does not own beneficially any interest in securities of Forest Laboratories and Dr. Denner will not receive any special compensation in connection with such solicitation. In connection with his employment by Mr. Icahn and his affiliated companies, Dr. Denner, among other employees, had a participatory interest in, among other things, the profits and fees derived by Mr. Icahn and/or his affiliates from Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III ownership of the shares of Common Stock. In the aggregate, Dr. Denner's profit interests and capital accounts of Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III entitled him to less than 2% of the profits generated by such entities ownership of the shares of Common Stock. The foregoing with respect to the shares of Common Stock has been superseded by the following as of June 10, 2011: Dr. Denner has a participatory interest in the profits attributable to the shares of Common Stock beneficially owned by the Icahn Parties and their affiliates equal to 5% of an amount equal to (x) such profits minus (y) an amount equal to a return of 8% per annum, compounded annually, on the Icahn Parties and their affiliates investment in the shares of Common Stock. From February 2005 to January 2010, Mayu Sris was employed by the Icahn Parties as an investment analyst. Effective as of July 5, 2011, Icahn Capital engaged Mr. Sris as a consultant in connection with the solicitation of proxies at the Annual Meeting and matters relating thereto. Mr. Sris does not, and his associates do not, own, beneficially or of record, any shares of capital stock of the Corporation. The business address of Mr. Sris is c/o Icahn Associates Corp, 767 Fifth Avenue, Suite 4700, New York, NY 10153.

Annex A attached hereto sets forth, as to the Nominees and the other Participants, all transactions in securities of Forest Laboratories effected during the past two years and their beneficial ownership of securities of Forest Laboratories.

With respect to each Participant (including the Nominees), except as set forth herein or in any of the Annexes attached hereto, (i) such Participant is not, nor was within the past year, a party to any contract, arrangement or understanding with any person with respect to any securities of Forest Laboratories, including, but not limited to, joint ventures, loan or option arrangements, puts or calls, guarantees against loss or guarantees of profit, division of losses or profits, or the giving or withholding of proxies; and (ii) neither such Participant nor any of such Participant's associates have any arrangement or understanding with any person with respect to (A) any future employment by Forest Laboratories or its affiliates or (B) any future transactions to which Forest Laboratories or any of its affiliates will or may be a party.

PROPOSAL 1 ELECTION OF DIRECTORS

Article I, Section 6, of Forest Laboratories' Amended and Restated Bylaws provides that nominations of persons for election to the Board of Directors of the Corporation may be made by any stockholder of the Corporation who was a stockholder of record at the time of giving of notice provided for in this Bylaw, who is entitled to vote at the meeting and who complies with the notice procedures set forth in this Bylaw. On June 10, 2011, High River, a record holder of Common Stock, delivered timely notice in accordance with the foregoing, notifying Forest Laboratories that High River intends to nominate and will seek to elect at the Annual Meeting Dr. Alexander J. Denner, Dr. Richard Mulligan, Professor Lucian A. Bebhuk and Dr. Eric J. Ende as members of the board of directors of Forest Laboratories. Each Nominee, if elected, would serve a one-year term and hold office until the 2012 annual meeting of Stockholders and until a successor has been duly elected and qualified. Background information about each of the Nominees is set forth below and the Annexes attached hereto.

According to Forest Laboratories' Proxy Statement, the Board of Forest Laboratories intends to nominate ten candidates for election as directors at the Annual Meeting. This Proxy Statement is soliciting proxies to elect Dr. Alexander J. Denner, Dr. Richard Mulligan, Professor Lucian A. Bebhuk and Dr. Eric J. Ende, and to enable Stockholders to vote for the Forest Laboratories nominees other than Howard Solomon, Dan L. Goldwasser, Kenneth E. Goodman and Lester B. Salans. Therefore, should a Stockholder so authorize us, we will cast votes for our four Nominees and the six Forest Laboratories nominees who are not Howard Solomon, Dan L. Goldwasser, Kenneth E. Goodman and Lester B. Salans. None of such Forest Laboratories nominees for whom we seek authority to vote have agreed to serve with any of our Nominees, if elected.

If elected, the Nominees will be a minority of the directors and will not alone be able to adopt resolutions. However, the Nominees expect to be able to actively engage other Board members in full discussion of the issues facing the Company and resolve them together. By utilizing their respective experiences and working constructively with Board members, the Nominees believe they can effect positive change at the Company.

Mr. Icahn has an interest in the election of directors at the Annual Meeting indirectly through the beneficial ownership of securities, as further described in Annex A. Dr. Richard Mulligan, Professor Lucian A. Bebhuk and Dr. Eric J. Ende are each party to a Nominee Agreement, substantially in the form attached hereto as Annex B, pursuant to which Icahn Capital has agreed to pay certain fees to each such Nominee and to indemnify each such Nominee with respect to certain costs incurred by each such Nominee in connection with the proxy contest relating to the Annual Meeting. Except as disclosed in this Proxy Statement, including the Annexes attached hereto and as provided in the Nominee Agreement (which, among other things, provides for a payment to each of Dr. Richard Mulligan, Professor Lucian A. Bebhuk and Dr. Eric J. Ende of \$25,000), none of the Nominees will receive any compensation from any of the Participants or any of their affiliates in connection with this proxy solicitation. Dr. Richard Mulligan, Professor Lucian A. Bebhuk and Dr. Eric J. Ende have an interest in the election of directors at the Annual Meeting pursuant to the Nominee Agreement. Dr. Denner has an interest in the election of directors at the Annual Meeting indirectly through his profit interests in the shares of Common Stock.

held by the Icahn Parties as follows: Dr. Denner has a participatory interest in the profits attributable to the shares of Common Stock beneficially owned by the Icahn Parties and their affiliates equal to 5% of an amount equal to (x) such profits minus (y) an amount equal to a return of 8% per annum, compounded annually, on the Icahn Parties and their affiliates investment in the shares of Common Stock.

The Nominees would not be barred from being considered independent under the independence requirements of the New York Stock Exchange and the independence standards applicable to Forest Laboratories under paragraph (a)(1) of Item 407 of Regulation S-K under the Securities Exchange Act of 1934, as amended.

DR. ALEXANDER J. DENNER, age 41

Dr. Denner's principal occupation is serving as Managing Director of entities affiliated with Carl C. Icahn, including Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III (collectively, the Funds). The Funds are private investment funds. Dr. Denner has served in this position since August 2006. From April 2005 to May 2006, Dr. Denner served as a portfolio manager specializing in healthcare investments for Viking Global Investors. Previously, he served in a variety of roles at Morgan Stanley, beginning in 1996, including as portfolio manager of healthcare and biotechnology mutual funds. Dr. Denner was the chairman of the Executive Committee of the Board of Directors of ImClone Systems Incorporated, a publicly traded biopharmaceutical company, and a director of ImClone Systems Incorporated from April 2006 until the company was purchased in December 2008. He served on the Board of Adventrx Pharmaceuticals Inc., a publicly traded biopharmaceutical company from October 2006 to October 2009. In addition, Dr. Denner has served as a director of Biogen Idec Pharmaceuticals, a publicly traded biopharmaceutical company from June 2009 until the present; as a director of Amylin Pharmaceuticals, Inc., a publicly traded biopharmaceutical company from June 2009 until the present; and as a director of Enzon Pharmaceuticals, a publicly traded biopharmaceutical company from May 2009 until the present; and as Chairman of the Board of Directors of Enzon Pharmaceuticals from July 2009 until the present. Dr. Denner received his S.B. degree from the Massachusetts Institute of Technology and his M.S., M.Phil., and Ph.D. degrees from Yale University. Except as described herein, Dr. Denner does not, and his associates do not, own, beneficially or of record, any shares of capital stock of the Corporation. The business address of Dr. Denner is c/o Icahn Associates Corp, 767 Fifth Avenue, Suite 4700, New York, NY 10153.

Based upon Dr. Denner's experience of overseeing the operations, research and development of biopharmaceutical companies; service on boards of biopharmaceutical companies; financial background, including with respect to pharma companies; and education, the Icahn Parties believe that Dr. Denner has the requisite set of skills to serve as a Board member of Forest Laboratories.

DR. RICHARD MULLIGAN, age 56

Dr. Mulligan's principal occupation is serving as the Mallinckrodt Professor of Genetics at Harvard Medical School, and Director of the Harvard Gene Therapy Initiative. Professor Mulligan received his B.S. degree from the Massachusetts Institute of Technology, and his Ph.D. from the Department of Biochemistry at Stanford University School of Medicine. After receiving postdoctoral training at the Center for Cancer Research at MIT, Professor Mulligan joined the MIT faculty and subsequently was appointed Professor of Molecular Biology and Member of the Whitehead Institute for Biomedical Research before moving to Children's Hospital and Harvard in 1996. His honors include the MacArthur Foundation Prize, the Rhodes Memorial Award of the American Association for Cancer Research, the ASMB-Amgen Award, and the Nagai Foundation International Prize.

Dr. Mulligan served as a director of ImClone System Incorporated, a publicly traded biopharmaceutical company, from September 2006 until November 2008, and as a member of Scientific Advisory Board and Executive Committee. In addition, Dr. Mulligan has served as a director of Biogen Idec Inc., a publicly traded biopharmaceutical company from June 2009 until the present; as a director of Enzon Pharmaceuticals, a publicly traded biopharmaceutical company from May 2009 until the present; and as a director of Cellectis SA, a biotechnology company which specializes in genome engineering, since 2007. He has also served on the National

Institutes of Health's Recombinant DNA Advisory Committee and on the U.S. Food and Drug Administration Biological Response Modifiers Advisory Committee. Dr. Mulligan does not, and his associates do not, own, beneficially or of record, any shares of capital stock of the Corporation. Dr. Mulligan's business address is Harvard Institutes of Medicine, Rm 407, 4 Blackfan Circle, Boston, Massachusetts 02115.

Based upon Dr. Mulligan's expertise in genetics and gene therapy; experience in overseeing the operations, research and development of biopharmaceutical companies; service on boards of biotechnology and/or biopharmaceutical companies; and his education, the Icahn Parties believe that Dr. Mulligan has the requisite set of skills to serve as a Board member of Forest Laboratories.

PROF. LUCIAN A. BEBCHUK, age 55

Professor Bebchuk's principal occupation is serving as the William J. Friedman and Alicia Townsend Friedman Professor of Law, Economics, and Finance and Director of the Program on Corporate Governance at Harvard Law School. Professor Bebchuk is also a Research Associate of the National Bureau of Economic Research and Inaugural Fellow of the European Corporate Governance Network. Trained in both law and economics, Professor Bebchuk holds an LL.M. and S.J.D. from Harvard Law School and an M.A. and a Ph.D. in Economics from the Harvard Economics Department. His research focuses on corporate governance, law and finance, and law and economics. Upon electing him to membership in 2000, the American Academy of Arts and Sciences cited him as "[o]ne of the nation's leading scholars of law and economics, who has made major contribution to the study of corporate control, governance, and insolvency. The author of more than one hundred research papers, Professor Bebchuk's work has appeared in the top academic journals in law, in economics, and in finance. His widely acclaimed book, *Pay without Performance: the Unfulfilled Promise of Executive Compensation*, co-authored with Jesse Fried, was published in 2004. Professor Bebchuk has been a frequent contributor to policy-making, practice, and public debate in the fields of corporate governance and financial regulation. He has appeared in hearings and roundtables before the Senate Finance Committee, the House of Representatives Committee of Financial Services, and the SEC; has advised publicly traded firms, governmental authorities both in and outside the U.S., and law firms; has authored numerous op-ed pieces, including in the *Wall Street Journal*, the *New York Times*, and the *Financial Times*; and serves on the board of directors of OJSC MMC Norilsk Nickel, the world's largest producer of nickel and palladium. He was included in the list of 100 most influential players in corporate governance of *Directorship*, the 100 most influential people in finance of *Treasury & Risk Management*, and the list of top-10 governance stars of *Global Proxy Watch*. Professor Bebchuk served as President of the American Law and Economics Association and Chair of the Business Association Section of the American Association of Law Teachers. He is a Vice-President of the Western Economics Association International and the founding Director of the SSRN Corporate Governance Network. Professor Bebchuk does not, and his associates do not, own, beneficially or of record, any shares of capital stock of the Corporation. Professor Bebchuk's business address is c/o Harvard Law School, 1545 Massachusetts Avenue, Cambridge, Massachusetts 02138.

Based upon Professor Bebchuk's expertise in corporate governance and finance; and his education, the Icahn Parties believe that Professor Bebchuk has the requisite set of skills to serve as a Board member of Forest Laboratories.

Dr. ERIC J. ENDE, age 43

Dr. Ende's principal occupation is serving as President of Ende Consulting Group, which is focused on biotechnology industry consulting, since 2009. Since 2008, Dr. Ende has also served as a Managing Partner of Silverback Group, which is focused on identifying, evaluating and participating in various types of investment opportunities, including venture capital, real estate and financings. From 2002 through 2008, Dr. Ende was the senior biotechnology analyst at Merrill Lynch. From 2000 to 2002, he was the senior biotechnology analyst at Banc of America Securities. From 1997 to 2000, he was a biotechnology analyst at Lehman Brothers. During Dr. Ende's career as a biotechnology analyst, he was named to Institutional Investor's All America Equity

Research Team six times as well as to The Greenwich Survey list of top analysts. He was also named Top Stock Picker by The Street.com and Best Earnings Estimator by Forbes.com. Dr. Ende served as a director of Genzyme Corporation from 2010 until it was acquired by Sanofi-Aventis in 2011. Dr. Ende received an M.B.A. in Finance & Accounting from New York University's Stern Business School in 1997, an M.D. from Mount Sinai School of Medicine in 1994, and a B.S. in Biology and Psychology from Emory University in 1990. Dr. Ende does not, and his associates do not, own, beneficially or of record, any shares of capital stock of the Corporation. Dr. Ende's business address is 6231 PGA Blvd, STE 104-161, Palm Beach Gardens, FL 33418.

Based upon Dr. Ende's extensive financial expertise and a strong understanding of the pharmaceutical industry, as well as his service on another board, and his education, the Icahn Parties believe that Dr. Ende has the requisite set of skills to serve as a Board member of Forest Laboratories.

Drs. Denner and Mulligan currently serve on the Board of Directors of Biogen Idec Inc. (Biogen) and Enzon Pharmaceuticals, Inc. (Enzon). Drs. Denner and Mulligan were elected to the Board of Directors of Biogen Idec Inc. at the 2009 Annual Meeting of Stockholders following their nomination by entities affiliated with Mr. Icahn. In January 2009, representatives of Mr. Icahn and his affiliated entities suggested Drs. Denner and Mulligan as potential directors to the Board of Directors of Enzon. Drs. Denner and Mulligan were subsequently nominated on Enzon's board slate of directors and elected at the 2009 Annual Meeting of Stockholders.

Drs. Denner, Mulligan and Mr. Icahn served together on the Board of Directors of ImClone Systems Incorporated (ImClone). Following discussions in April 2006 between ImClone and Mr. Icahn, a then stockholder of ImClone, Dr. Denner, who was not then employed by affiliated entities of Mr. Icahn, was appointed to the board of ImClone. In August 2006, representatives of ImClone offered to nominate on management's slate of directors, Mr. Icahn, Dr. Denner, then an employee of entities affiliated with Mr. Icahn, and two persons recommended to ImClone by Mr. Icahn, including Dr. Richard Mulligan, and all of such nominees were subsequently elected at the 2006 Annual Meeting of Stockholders.

Dr. Ende provided consulting services to Mr. Icahn and certain affiliated entities in connection with the proxy contest conducted by Mr. Icahn and such affiliates in respect of Genzyme Corporation, Amylin Pharmaceuticals, Inc. and Biogen Idec Inc. In 2010, Dr. Ende was nominated to the board of Genzyme Corporation at the suggestion of Mr. Icahn.

WE STRONGLY URGE YOU TO VOTE FOR THE ELECTION OF DR. ALEXANDER J. DENNER, DR. RICHARD MULLIGAN, PROFESSOR LUCIAN A. BEBCHUK AND DR. ERIC J. ENDE BY MARKING, SIGNING, DATING AND RETURNING THE ENCLOSED GOLD PROXY CARD IN THE POSTAGE PAID ENVELOPE PROVIDED TO YOU WITH THIS PROXY STATEMENT OR BY USING THE GOLD PROXY CARD TO VOTE BY TELEPHONE OR INTERNET. IF YOU HAVE SIGNED THE GOLD PROXY CARD AND NO MARKING IS MADE, YOU WILL BE DEEMED TO HAVE GIVEN A DIRECTION TO VOTE ALL THE SHARES OF COMMON STOCK REPRESENTED BY THE GOLD PROXY CARD FOR THE ELECTION OF DR. ALEXANDER J. DENNER, DR. RICHARD MULLIGAN, PROFESSOR LUCIAN A. BEBCHUK AND DR. ERIC J. ENDE AND THE FOREST LABORATORIES NOMINEES OTHER THAN HOWARD SOLOMON, DAN L. GOLDWASSER, KENNETH E. GOODMAN AND LESTER B. SALANS.

OTHER MATTERS TO BE CONSIDERED AT THE ANNUAL MEETING

According to Forest Laboratories' Proxy Statement, Forest Laboratories is soliciting proxies with respect to three other proposals. Please refer to Forest Laboratories' Proxy Statement for a detailed discussion of these proposals. These proposals are outlined below. **IF YOU HAVE SIGNED THE GOLD PROXY CARD AND NO MARKING IS MADE, YOU WILL BE DEEMED TO HAVE GIVEN A DIRECTION TO VOTE ALL OF THE SHARES OF COMMON STOCK REPRESENTED BY YOUR GOLD PROXY CARD AGAINST PROPOSAL 2, FOR 1 YEAR ON PROPOSAL 3 AND FOR PROPOSAL 4.**

PROPOSAL 2 ADVISORY VOTE ON EXECUTIVE COMPENSATION (SAY-ON-PAY VOTE)

According to Forest Laboratories Proxy Statement, the Company will also solicit proxies with respect to a proposal for the Stockholders to approve, on an advisory basis, the compensation of the Named Executive Officers, as disclosed in Forest Laboratories Proxy Statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the 2011 Summary Compensation Table and the tabular disclosure regarding such compensation and the accompanying narrative disclosure. Please refer to the Forest Laboratories Proxy Statement for a discussion of such proposal. The Participants intend to vote, and recommend that you vote, **AGAINST** this proposal.

PROPOSAL 3 ADVISORY VOTE ON THE FREQUENCY OF AN ADVISORY VOTE ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS (SAY-WHEN-ON-PAY VOTE)

According to Forest Laboratories Proxy Statement, the Company will also solicit proxies with respect to a proposal for Stockholders to express a preference as to how frequently future advisory votes on executive compensation should take place one, two or three years. Please refer to the Forest Laboratories Proxy Statement for a discussion of such proposal. The Participants intend to vote, and recommend that you vote for **1 YEAR** as the frequency for future advisory votes on the compensation of the Company's named executive officers.

PROPOSAL 4 RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

According to Forest Laboratories Proxy Statement, the Company will also solicit proxies with respect to a proposal for Stockholders to ratify the selection of BDO USA, LLP to audit the financial statements of the Company for the fiscal year ending March 31, 2012. Please refer to the Forest Laboratories Proxy Statement for a discussion of such proposal. The Participants intend to vote, and recommend that you vote, **FOR** this proposal.

OTHER PROPOSALS

The Participants and their affiliates know of no other business to be presented at the Annual Meeting. If any other matters should properly come before the Annual Meeting, it is intended that the persons named on the enclosed **GOLD** proxy card will vote that proxy on such other matters in accordance with their judgment.

VOTING PROCEDURES

According to Forest Laboratories Proxy Statement, the Bylaws and applicable law, holders of shares of Forest Laboratories Common Stock, at the close of business on the Record Date are entitled to notice of, and to vote at, the Annual Meeting. Each share of Common Stock outstanding on the Record Date is entitled to one vote on each matter presented at the Annual Meeting.

According to Forest Laboratories Proxy Statement, the Bylaws and applicable law, a nominee for director will be elected to the Company's Board of Directors if the votes cast for such nominee's election exceed the votes cast against such nominee's election; provided, however, that directors will be elected by a plurality of the votes cast at any meeting of stockholders for which (i) the Secretary of the Company receives a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with the Company's Bylaws and (ii) such nomination has not been withdrawn by such stockholder on or before the tenth day before the Company first mails its notice of meeting for such meeting to the Stockholders. Plurality means that the individuals who receive the largest number of votes cast are elected as directors, up to the maximum number of directors to be chosen at the meeting. Consequently, any shares of Common Stock not voted (whether by abstention, broker nonvote or otherwise) have no impact in the election of directors.

A quorum must be present, in person or by proxy, in order for the Company to hold the Annual Meeting. A quorum is the presence by person or by proxy of a majority of the shares of Common Stock issued and outstanding and entitled to vote at the Annual Meeting. The shares of Common Stock represented by a proxy marked withhold or abstain and broker non-votes (as described below) will be considered present at the Annual Meeting for purposes of determining a quorum.

BROKER NON-VOTES

If you hold your shares of Common Stock through a bank, broker or other nominee and do not provide voting instructions to the record holder of the shares of Common Stock, your shares of Common Stock will not be voted on any proposal on which your broker or nominee does not have discretionary authority to vote. In this case, a broker non-vote occurs. Shares of Common Stock constituting broker non-votes are not counted or deemed to be present or represented for the purpose of determining whether Stockholders have approved a matter, but they are counted as present for the purpose of determining a quorum at the Annual Meeting.

The election of directors at the Annual Meeting is a non-routine matter and brokers do not have discretionary authority to vote your shares of Common Stock on non-routine matters. Therefore, unless you provide specific voting instructions to your broker, your broker will not have discretionary authority to vote your shares of Common Stock for the election of directors at the Annual Meeting and your shares of Common Stock will not be voted for the election of directors. If your shares of Common Stock are held in street name, your broker or nominee has enclosed a voting instruction card with this Proxy Statement. We strongly encourage you to vote your shares of Common Stock by following the instructions provided on the voting instruction card.

According to Forest Laboratories Proxy Statement, the Bylaws and applicable law, the Stockholder vote on Proposal 2 ADVISORY VOTE ON EXECUTIVE COMPENSATION (SAY ON PAY VOTE) is advisory and will not be binding on the Company's Board. However, in order to be approved on an advisory basis, this proposal must receive the FOR vote of a majority of the shares present in person or by proxy and entitled to vote on the matter. Abstentions will therefore have the same effect as a vote against the proposal. Brokers are not entitled to vote on such proposals in the absence of voting instructions from the beneficial owner. Therefore, broker non-votes will have no effect on this proposal.

According to Forest Laboratories Proxy Statement, the Bylaws and applicable law, the Stockholder vote on Proposal 3 ADVISORY VOTE ON THE FREQUENCY OF AN ADVISORY VOTE ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS (SAY WHEN ON PAY VOTE) is advisory and will not be binding on the Company's Board. If none of the frequency alternatives (one year, two years or three years) receives a majority vote, the Company has disclosed that it will consider the frequency that receives the highest number of votes by stockholders to be the frequency that has been selected by stockholders. However, the Company disclosed that because this vote is advisory and not binding on the Company or its Board in any way, its Board may decide that it is in the Company's and its stockholders' best interests to hold an advisory vote on executive compensation more or less frequently than the alternative selected by the Stockholders. Abstentions and broker non-votes will not be counted as expressing any preference and will therefore have no effect on the outcome of this proposal. Brokers are not entitled to vote on such proposals in the absence of voting instructions from the beneficial owner.

According to Forest Laboratories Proxy Statement, the Bylaws and applicable law, the approval of Proposal 4 RATIFICATION OF THE SELECTION OF THE INDEPENDENT REGISTERED ACCOUNTING FIRM requires the affirmative vote of a majority of the shares present in person or by proxy and entitled to vote on the matter. Abstentions will therefore have the same effect as a vote against the proposal. Brokers are not entitled to vote on such proposals in the absence of voting instructions from the beneficial owner. Therefore, broker non-votes will have no effect on this proposal.

As explained in the detailed instructions on your **GOLD** proxy card, there are four ways you may vote. You may:

1. Sign, date and return the enclosed **GOLD** proxy card in the enclosed postage-paid envelope. We recommend that you vote on the **GOLD** proxy card even if you plan to attend the Annual Meeting;
2. Vote via the Internet by following the voting instructions on the **GOLD** proxy card or the voting instructions provided by your broker, bank or other holder of record.
3. Vote by telephone by following the voting instructions on the **GOLD** proxy card or the instructions provided by your broker, bank or other holder of record; or
4. Vote in person by attending the Annual Meeting. Written ballots will be distributed to Stockholders who wish to vote in person at the Annual Meeting. If you hold your shares of Common Stock through a bank, broker or other custodian, you must obtain a legal proxy from such custodian in order to vote in person at the meeting.

To submit a proxy with voting instructions by telephone please call the telephone number listed on the **GOLD** proxy card. Proxies may also be submitted over the Internet. Please refer to the **GOLD** proxy card for the website information. In each case Stockholders will be required to provide the unique control number which has been printed on each Stockholder's **GOLD** proxy card. In addition to the instructions that appear on the **GOLD** proxy card, step-by-step instructions will be provided by a recorded telephone message for those Stockholders submitting proxies by telephone or at the designated website for those Stockholders submitting proxies over the Internet. Stockholders submitting their proxies with voting instructions by telephone or over the Internet will receive confirmation on the telephone that their vote by telephone was successfully submitted, and may provide an email address for confirmation that their vote by Internet was successfully submitted.

Whether or not you are able to attend the Annual Meeting, you are urged to complete the enclosed **GOLD** proxy and return it in the enclosed self-addressed, prepaid envelope. All valid proxies received prior to the meeting will be voted. If you specify a choice with respect to any item by marking the appropriate box on the proxy, the shares of Common Stock will be voted in accordance with that specification. IF NO SPECIFICATION IS MADE, THE SHARES OF COMMON STOCK WILL BE VOTED (I) **FOR** DR. ALEXANDER J. DENNER FOR DIRECTOR; (II) **FOR** DR. RICHARD MULLIGAN FOR DIRECTOR; (III) **FOR** PROFESSOR LUCIAN A. BEBCHUK FOR DIRECTOR (IV) **FOR** DR. ERIC J. ENDE FOR DIRECTOR; (V) **FOR** THE PERSONS WHO HAVE BEEN NOMINATED BY FOREST LABORATORIES TO SERVE AS DIRECTORS, OTHER THAN HOWARD SOLOMON, DAN L. GOLDWASSER, KENNETH E. GOODMAN AND LESTER B. SALANS; (VI) **AGAINST** THE ADVISORY VOTE ON EXECUTIVE COMPENSATION (SAY-ON-PAY VOTE); (VII) **FOR 1 YEAR** ON THE ADVISORY VOTE ON THE FREQUENCY OF AN ADVISORY VOTE ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS (SAY WHEN ON PAY VOTE); (VIII) **FOR** THE RATIFICATION OF THE SELECTION OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM; AND (IX) IN THE PROXY HOLDERS DISCRETION AS TO OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING.

If you have any questions or require any assistance in executing your proxy, please call:

D.F. King & Co., Inc.

Stockholders call toll-free: (800) 697-6975

Banks and Brokerage Firms call: (212) 269-5550

PROXY PROCEDURES

IN ORDER TO SUPPORT THE NOMINEES AND VOTE AS RECOMMENDED BY THE PARTICIPANTS AT THE ANNUAL MEETING, PLEASE MARK, SIGN, DATE AND RETURN THE ENCLOSED **GOLD** PROXY CARD IN THE ENCLOSED POSTAGE-PREPAID ENVELOPE OR USE THE **GOLD** PROXY CARD TO VOTE BY TELEPHONE OR INTERNET.

The accompanying **GOLD** proxy card will be voted at the Annual Meeting in accordance with your instructions on such card.

Only holders of record as of the close of business on the Record Date will be entitled to vote. If you were a Stockholder of record on the Record Date, you will retain your voting rights at the Annual Meeting even if you sell such shares of Common Stock after the Record Date. Accordingly, it is important that you vote the shares of Common Stock held by you on the Record Date, or grant a proxy to vote such shares of Common Stock on the **GOLD** proxy card, even if you sell such shares of Common Stock after the Record Date.

IF YOUR SHARES OF COMMON STOCK ARE HELD IN THE NAME OF A BROKERAGE FIRM, BANK, BANK NOMINEE OR OTHER INSTITUTION ON THE RECORD DATE, ONLY IT CAN VOTE SUCH SHARES OF COMMON STOCK AND ONLY UPON RECEIPT OF YOUR SPECIFIC INSTRUCTIONS. ACCORDINGLY, IF YOU WISH TO SUPPORT THE NOMINEES AND VOTE AS RECOMMENDED BY THE PARTICIPANTS AT THE ANNUAL MEETING PLEASE CONTACT THE PERSON RESPONSIBLE FOR YOUR ACCOUNT AND INSTRUCT THAT PERSON TO EXECUTE ON YOUR BEHALF THE **GOLD** PROXY CARD AS SOON AS POSSIBLE.

REVOCATION OF PROXIES

Any Stockholder of record may revoke or change his or her proxy instructions at any time prior to the vote at the Annual Meeting by:

submitting a properly executed, subsequently dated **GOLD** proxy card that will revoke all prior proxy cards, including any white proxy cards which you may have submitted to Forest Laboratories;

submitting a properly executed, subsequently dated **WHITE** proxy card that will revoke all prior proxy cards, including any gold proxy cards which you may have submitted to Forest Laboratories;

instructing the Icahn Parties by telephone or via the Internet as to how you would like your shares of Common Stock voted (instructions are on your **GOLD** proxy card);

attending the Annual Meeting and withdrawing his or her proxy by voting in person (although attendance at the Annual Meeting will not in and of itself constitute revocation of a proxy); or

delivering written notice of revocation either to the Icahn Parties c/o D.F. King & Co., Inc., 48 Wall Street, New York, NY 10005, or the Corporate Secretary of Forest Laboratories.

Although a revocation is effective if delivered to Forest Laboratories, the Icahn Parties request that either the original or a copy of any revocation be mailed to the Icahn Parties c/o D.F. King & Co., Inc., 48 Wall Street, New York, NY 10005, so that the Icahn Parties will be aware of all revocations.

IF YOU PREVIOUSLY SIGNED AND RETURNED A WHITE PROXY CARD TO FOREST LABORATORIES, WE URGE YOU TO REVOKE IT BY (1) MARKING, SIGNING, DATING AND RETURNING THE GOLD PROXY CARD, (2) INSTRUCTING US BY TELEPHONE OR VIA THE INTERNET AS TO HOW YOU WOULD LIKE YOUR SHARES OF COMMON STOCK VOTED WITH RESPECT TO THE GOLD PROXY CARD, (3) ATTENDING THE ANNUAL MEETING AND VOTING IN PERSON OR (4) DELIVERING A WRITTEN NOTICE OF REVOCATION TO THE ICAHN PARTIES OR TO THE CORPORATE SECRETARY OF THE COMPANY.

COST AND METHOD OF SOLICITATION

Solicitation of proxies will be made by Mr. Icahn, Dr. Denner, Dr. Mulligan, Prof. Bebhuk, Dr. Ende and Mayu Sris.

Icahn Capital has retained D.F. King & Co., Inc. (D.F. King) to conduct the solicitation, for which D.F. King is to receive a fee of up to \$200,000. In addition, Icahn Capital has retained Mayu Sris to perform certain consulting services in connection with the solicitation, for which Mr. Sris is to receive a monthly fee of \$40,000 and up to an additional \$60,000, in certain circumstances. Icahn Capital has agreed to indemnify each of D.F. King and Mr. Sris against certain liabilities and expenses, including certain liabilities under the federal securities laws. Insofar as indemnification for liabilities arising under the federal securities laws may be permitted to D.F. King or Mr. Sris pursuant to the foregoing provisions, we have been informed that in the opinion of the Securities and Exchange Commission, such indemnification is against public policy and is therefore unenforceable. Proxies may be solicited by mail, courier services, Internet, advertising, telephone or telecopier or in person. It is anticipated that D.F. King will employ up to 100 persons to solicit proxies from Forest Laboratories' Stockholders for the Annual Meeting. The total expenditures in furtherance of, or in connection with, the solicitation of proxies incurred to date is estimated to be approximately \$130,000, and is estimated to be approximately \$400,000 in total.

The Icahn Parties will pay all costs associated with this solicitation. The Icahn Parties do not intend to seek reimbursement for the costs and expenses associated with the proxy solicitation in the event that any of the Nominees are elected to the Board of Directors of Forest Laboratories.

ADDITIONAL INFORMATION

Certain information regarding the securities of Forest Laboratories held by Forest Laboratories directors, management and 5% Stockholders is contained in the Forest Laboratories Proxy Statement. Information concerning the date by which proposals of security holders intended to be presented at the next annual meeting of Stockholders of Forest Laboratories must be received by Forest Laboratories for inclusion in the Forest Laboratories Proxy Statement and form of proxy for that meeting is also contained in the Forest Laboratories Proxy Statement. This information is expected to be contained in Forest Laboratories public filings. The Participants take no responsibility for the accuracy or completeness of such information contained in Forest Laboratories public filings.

Date: July 19, 2011

MR. CARL C. ICAHN

DR. ALEXANDER J. DENNER

DR. RICHARD MULLIGAN

PROF. LUCIAN A. BEBCHUK

DR. ERIC J. ENDE

MAYU SRIS

HIGH RIVER LIMITED PARTNERSHIP

HOPPER INVESTMENTS LLC

BARBERRY CORP.

ICAHN PARTNERS LP

ICAHN PARTNERS MASTER FUND LP

ICAHN PARTNERS MASTER FUND II LP

ICAHN PARTNERS MASTER FUND III LP

ICAHN ENTERPRISES G.P. INC.

ICAHN ENTERPRISES HOLDINGS L.P.

IPH GP LLC

ICAHN CAPITAL L.P.

ICAHN ONSHORE LP

ICAHN OFFSHORE LP

BECKTON CORP.

SECURITY OWNERSHIP OF THE PARTICIPANTS

(1) Title of Class	(2) Name of Beneficial Owner ¹	(3) Amount of Beneficial Ownership	(4) Percent of Class ²
Common Stock, par value \$0.10 per share	High River	3,979,168	1.44%
(Shares)			
Shares	Icahn Partners	6,095,186	2.20%
Shares	Icahn Master	6,582,778	2.38%
Shares	Icahn Master II	2,256,777	0.82%
Shares	Icahn Master III	981,932	0.36%

¹ Please note that each stockholder listed in this table is, as of July 19, 2011, the direct beneficial owner of the Shares set forth under the heading (3) Amount of Beneficial Ownership and that indirect beneficial ownership of Shares is described below in the text of this Annex A under the heading Description of Beneficial Ownership.

² Please note that percentages of ownership set forth in this column were calculated based on the 276,457,485 Shares stated to be outstanding as of June 24, 2011 by the Corporation in the Forest Laboratories Proxy Statement.

Description of Beneficial Ownership and Beneficial Owners

Barberry Corp., a Delaware corporation (Barberry), is the sole member of Hopper Investments LLC, a Delaware limited liability company (Hopper), which is the general partner of High River. Beckton Corp., a Delaware corporation (Beckton) is the sole stockholder of Icahn Enterprises G.P. Inc., a Delaware corporation (Icahn Enterprises GP), which is the general partner of Icahn Enterprises Holdings L.P., a Delaware limited partnership (Icahn Holdings). Icahn Holdings is the sole member of IPH GP LLC, a Delaware limited liability company (IPH), which is the general partner of Icahn Capital L.P., a Delaware limited partnership (Icahn Capital). Icahn Capital is the general partner of each of Icahn Onshore LP, a Delaware limited partnership (Icahn Onshore) and Icahn Offshore LP, a Delaware limited partnership (Icahn Offshore). Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of each of Icahn Master, Icahn Master II and Icahn Master III. Each of Barberry and Beckton is 100 percent owned by Carl C. Icahn (Mr. Icahn), and collectively with Barberry, Hopper, Beckton, Icahn Enterprises GP, Icahn Holdings, IPH, Icahn Capital, Icahn Onshore, Icahn Offshore, the Beneficial Owners and each of them a Beneficial Owner. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of the Icahn Parties.

The principal business address of each of (i) Icahn Offshore, Icahn Onshore, Icahn Capital, IPH, Icahn Holdings, Icahn Enterprises GP and Beckton is White Plains Plaza, 445 Hamilton Avenue Suite 1210, White Plains, NY 10601 and (ii) Mr. Icahn, Barberry and Hopper is c/o Icahn Capital LP, 767 Fifth Avenue, 47th Floor, New York, NY 10153. The principal business address of Icahn Partners is 767 Fifth Avenue, 47th Floor, New York, NY 10153. The principal business address of Icahn Master is c/o Walkers SPV Limited, P.O. Box 908GT, 87 Mary Street, George Town, Grand Cayman, Cayman Islands. The principal business address of Icahn Master II is c/o Walkers SPV Limited, Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9002, Cayman Islands. The principal business address of Icahn Master III is c/o Walkers SPV Limited, Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9002, Cayman Islands. The principal business address of High River is 767 Fifth Avenue, 47th Floor, New York, NY 10153.

Barberry is primarily engaged in the business of serving as the sole member of Hopper and investing in securities. Hopper is primarily engaged in the business of serving as the general partner of High River and investing in securities. Icahn Offshore is primarily engaged in the business of serving as the general partner of each of Icahn Master, Icahn Master II and Icahn Master III. Icahn Onshore is primarily engaged in the business of serving as the general partner of Icahn Partners. Icahn Capital is primarily engaged in the business of serving as the general partner of each of Icahn Offshore and Icahn Onshore. IPH is primarily engaged in the business of serving as the general partner of Icahn Capital. Icahn Holdings is primarily engaged in the business of holding direct or indirect interests in various operating businesses. Icahn Enterprises GP is primarily engaged in the business of serving as the general partner of each of Icahn Enterprises and Icahn Holdings. Beckton is primarily engaged in the business of holding the capital stock of Icahn Enterprises GP. Mr. Carl C. Icahn is primarily engaged in serving as (i) Chief Executive Officer of Icahn Capital LP, a wholly owned subsidiary of Icahn Enterprises, through which Mr. Icahn manages various private investment funds, including Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III, (ii) Chairman of the Board of Icahn Enterprises GP, the general partner of Icahn Enterprises L.P., a New York Stock Exchange listed diversified holding company engaged in a variety of businesses, including investment management, automotive, gaming, railcar, food packaging, metals, real estate and home fashion, and (iii) Chairman of the Board and a director of Starfire Holding Corporation (Starfire), a holding company engaged in the business of investing in and/or holding securities of various entities, and as Chairman of the Board and a director of various of Starfire's subsidiaries. Each of High River, Icahn Master, Icahn Master II, Icahn Master III, Icahn Partners and High River are primarily engaged in the business of investing in securities.

The Icahn Parties and Carl C. Icahn may be deemed to beneficially own, in the aggregate, 19,895,841 Shares, representing approximately 7.2% of the Corporation's outstanding Shares (based upon the 276,457,485 Shares stated to be outstanding as of June 24, 2011 by the Corporation in the Forest Laboratories Proxy Statement).

High River has sole voting power and/or sole dispositive power with regard to 3,979,168 Shares. Each of Hopper, Barberry and Mr. Icahn has shared voting power and/or shared dispositive power with regard to such Shares. Icahn Partners has sole voting power and/or sole dispositive power with regard to 6,095,186 Shares. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and/or shared dispositive power with regard to such Shares. Icahn Master has sole voting power and/or sole dispositive power with regard to 6,582,778 Shares. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and/or shared dispositive power with regard to such Shares. Icahn Master II has sole voting power and/or sole dispositive power with regard to 2,256,777 Shares. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and/or shared dispositive power with regard to such Shares. Icahn Master III has sole voting power and/or sole dispositive power with regard to 981,932 Shares. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and/or shared dispositive power with regard to such Shares.

Each Each of Hopper, Barberry and Mr. Icahn, by virtue of their relationships to High River, may be deemed to indirectly beneficially own the 3,979,168 Shares which High River directly beneficially owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Partners, may be deemed to indirectly beneficially own the 6,095,186 Shares which Icahn Partners directly beneficially owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Master, Icahn Master II and Icahn Master III, may be deemed to indirectly beneficially own the 9,821,487 Shares which Icahn Master, Icahn Master II and Icahn Master III directly beneficially own.

Without acknowledging the following disclosure is required, on January 5, 2001, Reliance Group Holdings, Inc. (Reliance) commenced an action in the United States District Court for the Southern District of New York against Carl C. Icahn, Icahn Associates Corp. and High River alleging that High River's tender offer for Reliance 9% senior notes violated Section 14(e) of the Exchange Act. Reliance sought a temporary restraining order and preliminary and permanent injunctive relief to prevent defendants from purchasing the notes. The Court initially imposed a temporary restraining order. Defendants then supplemented the tender offer disclosures. The Court conducted a hearing on the disclosures and other matters raised by Reliance. It then denied plaintiff's motion for a preliminary injunction and ordered dissolution of its temporary restraining order following dissemination of the supplement. Reliance took an immediate appeal to the United States Court of Appeals for the Second Circuit and sought a stay to restrain defendants from purchasing notes during the pendency of the appeal. On January 30, 2001, the Court of Appeals denied plaintiff's stay application. On January 30, Reliance also sought a further temporary restraining order from the District Court. The Court considered the matter and reimposed its original restraint until noon the next day, at which time the restraint was dissolved. The appeal was argued on March 9 and denied on March 22, 2001.

Two Year Summary Table:

The following table indicates the date of each purchase and sale of Shares, as well as the exercise of call options, by the Participants and by Mr. Icahn and his affiliates within the past two years, and the number of shares in each such purchase and sale.

Name	Date	Shares Purchased/Call Options Exercised
High River	8/21/2009	80,000
High River	8/24/2009	1,080
High River	8/25/2009	31,280
High River	8/27/2009	120
High River	8/28/2009	13,700
High River	9/1/2009	33,820
High River	9/2/2009	30,000
High River	9/11/2009	23,060
High River	9/14/2009	1,640
High River	9/15/2009	25,300
High River	9/24/2009	10,000
High River	10/2/2009	10,000
High River	10/26/2009	23,280
High River	10/28/2009	20,000
High River	3/1/2011	48,813
High River	3/1/2011	1,000
High River	3/2/2011	40,000
High River	3/4/2011	20,000
High River	6/24/2011	3,566,075 ³
Icahn Partners	8/21/2009	109,547
Icahn Partners	8/24/2009	1,478
Icahn Partners	8/25/2009	42,834
Icahn Partners	8/27/2009	165
Icahn Partners	8/28/2009	18,759
Icahn Partners	9/1/2009	46,823
Icahn Partners	9/2/2009	41,165
Icahn Partners	9/11/2009	31,651
Icahn Partners	9/14/2009	2,250
Icahn Partners	9/15/2009	34,724
Icahn Partners	9/24/2009	13,725
Icahn Partners	10/2/2009	14,680
Icahn Partners	10/26/2009	32,053
Icahn Partners	10/28/2009	27,524
Icahn Partners	3/1/2011	115,927
Icahn Partners	3/2/2011	69,954
Icahn Partners	3/4/2011	30,693
Icahn Partners	6/24/2011	5,461,234 ⁽³⁾
Icahn Master	8/21/2009	134,886
Icahn Master	8/24/2009	1,820
Icahn Master	8/25/2009	52,741
Icahn Master	8/27/2009	202
Icahn Master	8/28/2009	23,099
Icahn Master	9/1/2009	57,157
Icahn Master	9/2/2009	50,571
Icahn Master	9/11/2009	38,896
Icahn Master	9/14/2009	2,765
Icahn Master	9/15/2009	42,674

Name	Date	Shares Purchased/Call Options Exercised
Icahn Master	9/24/2009	16,867
Icahn Master	10/2/2009	18,530
Icahn Master	10/26/2009	39,409
Icahn Master	10/28/2009	33,863
Icahn Master	3/1/2011	72,491
Icahn Master	3/2/2011	76,863
Icahn Master	3/4/2011	33,724
Icahn Master	6/24/2011	5,886,220 ⁽³⁾
Icahn Master II	8/21/2009	54,727
Icahn Master II	8/24/2009	739
Icahn Master II	8/25/2009	21,399
Icahn Master II	8/27/2009	81
Icahn Master II	8/28/2009	9,373
Icahn Master II	9/1/2009	22,622
Icahn Master II	9/2/2009	20,465
Icahn Master II	9/11/2009	15,704
Icahn Master II	9/14/2009	1,119
Icahn Master II	9/15/2009	17,231
Icahn Master II	9/24/2009	6,811
Icahn Master II	10/2/2009	5,113
Icahn Master II	10/26/2009	15,701
Icahn Master II	10/28/2009	13,491
Icahn Master II	3/2/2011	1,572
Icahn Master II	3/4/2011	10,490
Icahn Master II	6/24/2011	2,040,139 ⁽³⁾
Icahn Master III	8/21/2009	20,840
Icahn Master III	8/24/2009	283
Icahn Master III	8/25/2009	8,146
Icahn Master III	8/27/2009	32
Icahn Master III	8/28/2009	3,569
Icahn Master III	9/1/2009	8,678
Icahn Master III	9/2/2009	7,799
Icahn Master III	9/11/2009	5,989
Icahn Master III	9/14/2009	426
Icahn Master III	9/15/2009	6,571
Icahn Master III	9/24/2009	2,597
Icahn Master III	10/2/2009	1,677
Icahn Master III	10/26/2009	5,957
Icahn Master III	10/28/2009	5,122
Icahn Master III	3/1/2011	10,834
Icahn Master III	3/2/2011	11,611
Icahn Master III	3/4/2011	5,093
Icahn Master III	6/24/2011	876,708 ⁽³⁾

³ The record holder acquired these Shares upon the exercise of call options as described on Attachment I-A to this Annex A. Shares of Common Stock purchased by each of the Icahn Parties are maintained in margin accounts that include positions in securities in addition to the shares. As of July 15, 2011, the indebtedness of (i) High River's margin account was approximately \$372.7 million, (ii) Icahn Partners' margin account was approximately \$524.6 million, (iii) Icahn Master's margin account was approximately \$670.2 million, (iv) Icahn Master II's margin account was approximately \$157.0 million, and (v) Icahn Master III's margin account was approximately \$81.2 million.

Attachment 1-A

The following are American call options purchased by the Icahn Parties, which were written by UBS AG with a \$21.25 strike price and an expiration date of March 7, 2013, and which provided for physical settlement (unless the applicable Icahn Party opts for a cash settlement). These are further described in the chart set forth below. On June 24, 2011, the Icahn Parties exercised all of their respective call options.

NAME	DATE	Quantity	Option Premium Paid (\$)
High River	3/7/2011	40,000	439,412.00
High River	3/8/2011	24,958	278,134.45
High River	3/10/2011	25,688	279,305.62
High River	3/11/2011	20,000	211,742.00
High River	3/14/2011	26,590	275,504.31
High River	3/16/2011	67,290	616,336.03
High River	3/17/2011	40,000	375,088.00
High River	3/18/2011	40,740	389,380.70
High River	3/23/2011	4,879	46,285.61
High River	4/26/2011	66,354	772,778.59
High River	4/27/2011	30,488	361,569.39
High River	4/28/2011	320	3,801.60
High River	4/29/2011	65,980	789,127.40
High River	5/12/2011	127,227	1,574,853.97
High River	5/13/2011	101,298	1,315,921.80
High River	5/16/2011	1,329	17,220.52
High River	5/17/2011	24,003	311,628.55
High River	5/18/2011	175,365	2,393,451.67
High River	5/19/2011	222,287	3,103,904.52
High River	5/20/2011	222,384	3,128,609.30
High River	5/23/2011	155,759	2,109,428.56
High River	5/24/2011	87,833	1,203,619.52
High River	5/25/2011	162,407	2,265,528.93
High River	5/26/2011	112,860	1,596,867.43
High River	6/1/2011	12,394	176,817.76
High River	6/2/2011	42,836	610,841.36
High River	6/3/2011	446,401	6,917,340.62
High River	6/6/2011	95,000	1,454,250.50
High River	6/7/2011	262,741	4,106,247.72
High River	6/8/2011	219,098	3,452,173.82
High River	6/9/2011	362,519	5,967,389.01
High River	6/10/2011	279,047	4,647,332.45
Icahn Partners	3/7/2011	61,386	674,343.63
Icahn Partners	3/8/2011	38,302	426,841.32
Icahn Partners	3/10/2011	39,422	428,635.41
Icahn Partners	3/11/2011	30,692	324,939.27
Icahn Partners	3/14/2011	40,807	422,809.49
Icahn Partners	3/16/2011	103,267	945,863.76
Icahn Partners	3/17/2011	61,383	575,600.67
Icahn Partners	3/18/2011	62,522	597,566.52
Icahn Partners	3/23/2011	7,488	71,036.41
Icahn Partners	4/26/2011	103,149	1,201,304.20

NAME	DATE	Quantity	Option Premium Paid (\$)
Icahn Partners	4/27/2011	46,839	555,482.44
Icahn Partners	4/28/2011	493	5,856.84
Icahn Partners	4/29/2011	101,370	1,212,395.34
Icahn Partners	5/12/2011	191,068	2,365,097.02
Icahn Partners	5/13/2011	155,182	2,015,907.29
Icahn Partners	5/16/2011	2,035	26,368.51
Icahn Partners	5/17/2011	36,771	477,394.22
Icahn Partners	5/18/2011	268,648	3,666,615.36
Icahn Partners	5/19/2011	340,528	4,754,962.73
Icahn Partners	5/20/2011	340,677	4,792,814.37
Icahn Partners	5/23/2011	238,613	3,231,512.00
Icahn Partners	5/24/2011	134,553	1,843,847.04
Icahn Partners	5/25/2011	248,797	3,470,643.51
Icahn Partners	5/26/2011	172,894	2,446,294.50
Icahn Partners	6/1/2011	18,626	265,725.97
Icahn Partners	6/2/2011	65,615	935,669.90
Icahn Partners	6/3/2011	683,786	10,595,811.10
Icahn Partners	6/6/2011	145,518	2,227,574.99
Icahn Partners	6/7/2011	402,460	6,289,846.11
Icahn Partners	6/8/2011	335,608	5,287,940.33
Icahn Partners	6/9/2011	555,298	9,140,704.85
Icahn Partners	6/10/2011	427,437	7,118,664.03
Icahn Master	3/7/2011	67,448	740,936.51
Icahn Master	3/8/2011	42,085	468,999.45
Icahn Master	3/10/2011	43,314	470,953.12
Icahn Master	3/11/2011	33,725	357,049.95
Icahn Master	3/14/2011	44,835	464,544.40
Icahn Master	3/16/2011	113,464	1,039,262.16
Icahn Master	3/17/2011	67,449	632,482.76
Icahn Master	3/18/2011	68,695	656,566.20
Icahn Master	3/23/2011	8,229	78,066.05
Icahn Master	4/26/2011	78,757	917,227.65
Icahn Master	4/27/2011	50,095	594,096.64
Icahn Master	4/28/2011	526	6,248.88
Icahn Master	4/29/2011	108,417	1,296,678.16
Icahn Master	5/12/2011	219,672	2,719,165.92
Icahn Master	5/13/2011	167,531	2,176,328.21
Icahn Master	5/16/2011	2,197	28,467.63
Icahn Master	5/17/2011	39,698	515,395.16
Icahn Master	5/18/2011	290,025	3,958,377.21
Icahn Master	5/19/2011	367,627	5,133,359.61
Icahn Master	5/20/2011	367,787	5,174,211.41
Icahn Master	5/23/2011	257,602	3,488,678.13
Icahn Master	5/24/2011	145,261	1,990,584.11
Icahn Master	5/25/2011	268,594	3,746,805.72
Icahn Master	5/26/2011	186,653	2,640,971.96
Icahn Master	6/1/2011	21,565	307,654.92
Icahn Master	6/2/2011	70,863	1,010,506.38
Icahn Master	6/3/2011	738,386	11,443,431.36
Icahn Master	6/6/2011	157,160	2,405,789.56

NAME	DATE	Quantity	Option Premium Paid (\$)
Icahn Master	6/7/2011	434,655	6,793,005.67
Icahn Master	6/8/2011	362,455	5,710,949.72
Icahn Master	6/9/2011	599,720	9,871,930.95
Icahn Master	6/10/2011	461,630	7,688,124.51
Icahn Master II	3/7/2011	20,976	230,427.65
Icahn Master II	3/8/2011	13,089	145,865.12
Icahn Master II	3/10/2011	13,472	146,481.06
Icahn Master II	3/11/2011	10,488	111,037.50
Icahn Master II	3/14/2011	13,945	144,486.93
Icahn Master II	3/16/2011	35,288	323,216.91
Icahn Master II	3/17/2011	20,979	196,724.28
Icahn Master II	3/18/2011	21,365	204,200.26
Icahn Master II	3/23/2011	2,558	24,266.98
Icahn Master II	4/26/2011	71,564	833,455.81
Icahn Master II	4/27/2011	17,447	206,910.95
Icahn Master II	4/28/2011	182	2,162.16
Icahn Master II	4/29/2011	37,753	451,529.66
Icahn Master II	5/12/2011	68,223	844,484.76
Icahn Master II	5/13/2011	57,497	746,920.53
Icahn Master II	5/16/2011	755	9,782.91
Icahn Master II	5/17/2011	13,624	176,879.03
Icahn Master II	5/18/2011	99,536	1,358,507.14
Icahn Master II	5/19/2011	126,170	1,761,774.80
Icahn Master II	5/20/2011	126,226	1,775,810.48
Icahn Master II	5/23/2011	88,408	1,197,300.70
Icahn Master II	5/24/2011	49,853	683,160.59
Icahn Master II	5/25/2011	92,180	1,285,883.35
Icahn Master II	5/26/2011	64,059	906,377.20
Icahn Master II	6/1/2011	6,014	85,798.13
Icahn Master II	6/2/2011	24,296	346,460.96
Icahn Master II	6/3/2011	253,176	3,923,164.66
Icahn Master II	6/6/2011	53,880	824,789.65
Icahn Master II	6/7/2011	149,013	2,328,849.67
Icahn Master II	6/8/2011	124,261	1,957,893.59
Icahn Master II	6/9/2011	205,601	3,384,377.50
Icahn Master II	6/10/2011	158,261	2,635,726.17
Icahn Master III	3/7/2011	10,190	111,940.21
Icahn Master III	3/8/2011	6,357	70,843.04
Icahn Master III	3/10/2011	6,543	71,142.04
Icahn Master III	3/11/2011	5,095	53,941.27
Icahn Master III	3/14/2011	6,773	70,176.41
Icahn Master III	3/16/2011	17,141	157,001.28
Icahn Master III	3/17/2011	10,189	95,544.29
Icahn Master III	3/18/2011	10,378	99,189.81
Icahn Master III	3/23/2011	1,243	11,791.97
Icahn Master III	4/26/2011	11,944	139,103.41
Icahn Master III	4/27/2011	7,569	89,763.80
Icahn Master III	4/28/2011	79	938.52
Icahn Master III	4/29/2011	16,382	195,930.36

NAME	DATE	Quantity	Option Premium Paid (\$)
Icahn Master III	5/12/2011	29,945	370,668.19
Icahn Master III	5/13/2011	24,984	324,557.15
Icahn Master III	5/16/2011	327	4,237.10
Icahn Master III	5/17/2011	5,921	76,871.75
Icahn Master III	5/18/2011	43,250	590,293.30
Icahn Master III	5/19/2011	54,822	765,507.00
Icahn Master III	5/20/2011	54,846	771,600.95
Icahn Master III	5/23/2011	38,415	520,250.50
Icahn Master III	5/24/2011	21,663	296,858.92
Icahn Master III	5/25/2011	40,055	558,755.23
Icahn Master III	5/26/2011	27,833	393,811.90
Icahn Master III	6/1/2011	3,373	48,120.57
Icahn Master III	6/2/2011	10,570	150,728.20
Icahn Master III	6/3/2011	110,158	1,706,986.34
Icahn Master III	6/6/2011	23,442	358,847.79
Icahn Master III	6/7/2011	64,836	1,013,289.43
Icahn Master III	6/8/2011	54,066	851,880.12
Icahn Master III	6/9/2011	89,459	1,472,575.65
Icahn Master III	6/10/2011	68,860	1,146,815.10

A-9

Attachment 1-B

The following are European put options which were written by the Icahn Parties to UBS AG and had a \$21.25 strike price and an expiration date of the earlier of March 7, 2013 or the date on which the corresponding American-style call option described above in Annex A, Attachment 1-A is exercised, and provided for cash settlement only and are further described in the chart set forth below. On June 24, 2010, the Icahn Parties exercised all of the call options described in Annex A Attachment 1-A, and upon exercise of the call options, all of the put options described below expired pursuant to their terms.

NAME	DATE	Quantity	Option Premium Received (\$)
High River	3/7/2011	40,000	400.00
High River	3/8/2011	24,958	249.58
High River	3/10/2011	25,688	256.88
High River	3/11/2011	20,000	200.00
High River	3/14/2011	26,590	265.90
High River	3/16/2011	67,290	672.90
High River	3/17/2011	40,000	400.00
High River	3/18/2011	40,740	407.40
High River	3/23/2011	4,879	48.79
High River	4/26/2011	66,354	663.54
High River	4/27/2011	30,488	304.88
High River	4/28/2011	320	3.20
High River	4/29/2011	65,980	659.80
High River	5/12/2011	127,227	1,272.27
High River	5/13/2011	101,298	1,012.98
High River	5/16/2011	1,329	13.29
High River	5/17/2011	24,003	240.03
High River	5/18/2011	175,365	1,753.65
High River	5/19/2011	222,287	2,222.87
High River	5/20/2011	222,384	2,223.84
High River	5/23/2011	155,759	1,557.59
High River	5/24/2011	87,833	878.33
High River	5/25/2011	162,407	1,624.07
High River	5/26/2011		