

ABBOTT CAPITAL INDIA LIMITED

Report and Accounts

**For the period 1 December 2009 to
31 December 2010**



Registered Number 4166322 England and Wales

DIRECTORS' REPORT

For the period 1 December 2009 to 31 December 2010

The directors present their annual report on the affairs of the company, together with the accounts and auditors' report, for the period ended 31 December 2010

BOARD OF DIRECTORS

The directors who served throughout the period and since the period end, except as noted, were as follows

T Freyman
C Soenderby
M Smith
S Hudson (Resigned 30/01/2010, re-appointed 15/11/2010)

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The directors have changed the accounting reference date from 30 November to 31 December, so as to align the year end date with the Abbott Parent company

On 24 May 2010 the company through an open offer, acquired 1,009,942 voting equity shares of Solvay Pharma India Limited. On 17th August 2010, the company paid £4,500 for subscription of shares in Abbott Truecare Pharma Limited. Also, during the year the Board of Directors have approved a merger between Abbott India and Solvay Pharma Limited.

The company's principal activity is that of a holding company. There have not been any significant changes in the company's principal activities in the period under review. The directors are not aware, at the date of this report, of any likely major changes in the company's activities next year.

PRINCIPAL RISKS AND UNCERTAINTIES

The company is at risk from foreign exchange movements on income from its subsidiary and has some risk from interest rate movements. The directors do not consider these to be significant risks.

The company has considerable financial resources and as a consequence, the directors believe that the company is well placed to manage its business successfully despite the current uncertain economic outlook.

The directors have received a letter of ongoing financial support from the ultimate parent company. The directors, having assessed the responses of the directors of the company's ultimate parent Abbott Laboratories to their enquiries, have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the Abbott Laboratories group to honour the letter of ongoing financial support.

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the annual report and accounts.

RESULTS

The audited accounts for the period ended 31 December 2010 are set out on pages 4 to 8.

The profit after tax for the period was £2,055,000 (2009: £1,724,000). Interim dividends of £nil (2009: £nil) were paid during the period. The directors recommend that no further dividend be paid (2009: £nil) and that retained earnings of £2,055,000 be transferred to reserves.

DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclosed with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

DIRECTORS' INDEMNITIES

The company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the period and remain in force at the date of this report.

ABBOTT CAPITAL INDIA LIMITED

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DIRECTORS' REPORT (continued)

For the period 1 December 2009 to 31 December 2010

AUDITOR

In the case of each of the persons who are directors of the company at the date when this report is approved

- so far as each of the directors is aware, there is no relevant audit information of which the company's auditor is unaware and
- each of the directors has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

Deloitte LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditors in the absence of an Annual General Meeting

Date *16th September 2011*
Maidenhead
Berkshire SL6 4XE


BY ORDER OF THE BOARD,
K. POOTS
Company Secretary

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
ABBOTT CAPITAL INDIA LIMITED

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We have audited the financial statements of Abbott Capital India Limited for the period ended 31 December 2010 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 13. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error.

This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2010 and of its profit for the period then ended
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



Richard Muschamp (Senior Statutory Auditor)
for and on behalf of DELOITTE LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom

Date 16.9.11

ABBOTT CAPITAL INDIA LIMITED

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Profit and Loss Account for the period 1 December 2009 to 31 December 2010

		<u>13 months to</u> <u>31 December</u> <u>2010</u> <u>£000's</u>	<u>Year ended</u> <u>30 November</u> <u>2009</u> <u>£000's</u>
Income from shares in group undertakings		2,238	1,715
Other expenses		<u>(10)</u>	<u>(9)</u>
Operating profit		2,228	1,706
Interest receivable and similar income	(2)	107	21
Interest payable and similar charges	(3)	<u>(282)</u>	-
Profit on ordinary activities before taxation	(4)	2,052	<u>1,727</u>
Tax credit/(charge) on profit on ordinary activities	(6)	<u>3</u>	<u>(3)</u>
Profit for the financial period		<u>2,055</u>	<u>1,724</u>

The accompanying notes are an integral part of this profit and loss account

Note 11 shows the movement on reserves during the period

There were no recognised gains or losses in either 2010 or 2009 other than the results for the financial period. Consequently, no statements of total recognised gains and losses have been presented.

All transactions are derived from continuing operations

ABBOTT CAPITAL INDIA LIMITED

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Balance Sheet as at 31 December 2010

	Notes	31 December 2010 £000's	30 November 2009 £000's
FIXED ASSETS			
Investments	(7)	95,814	50,116
CURRENT ASSETS			
Debtors	(8)	-	2,063
Cash at bank and in hand		450	12
		<u>450</u>	<u>2,075</u>
CREDITORS amounts falling due within one year	(9)	(42,032)	(14)
NET CURRENT (LIABILITIES) / ASSETS		<u>(41,582)</u>	<u>2 061</u>
NET ASSETS		<u><u>54,232</u></u>	<u><u>52,177</u></u>
CAPITAL AND RESERVES			
Called up share capital	(12)	-	-
Share Premium	(11)	9,971	9,971
Other Capital reserve	(11)	40,145	40,145
Profit and loss account	(11)	4,116	2,061
SHAREHOLDERS' FUNDS	(10)	<u><u>54,232</u></u>	<u><u>52,177</u></u>

These financial statements of Abbott Capital India Limited company no 4166322 were approved by the Board of Directors on 16 September 2011 and signed on its behalf by

C Soenderby
Director

The accompanying notes are an integral part of this balance sheet

NOTES TO THE ACCOUNTS
For the period 1 December 2009 to 31 December 2010

1 ACCOUNTING POLICIES

A summary of the principal accounting policies, all of which have been applied consistently throughout the period and the preceding year, is set out below

Except that the accounting reference date has changed to 31 December to align the period end with that of the ultimate parent company Abbott Laboratories

a) Basis of accounting

The accounts have been prepared on the historical cost basis and have been prepared in accordance with applicable United Kingdom law and accounting standards

The company has taken advantage of the exemption from the requirement of FRS 1 (revised) "Cash Flow Statements" to present a cash flow statement because it is a wholly-owned subsidiary of the ultimate parent company, Abbott Laboratories incorporated in the State of Illinois USA, which prepares consolidated accounts that are publicly available (see note 13)

The directors have received a letter of ongoing financial support from the ultimate parent company. The directors, having assessed the responses of the directors of the company's ultimate parent Abbott Laboratories to their enquiries have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the Abbott Laboratories group to honour the letter of ongoing financial support

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the annual report and accounts. See further disclosure on going concern in the Directors' report

b) Interest income

Interest income is due to the company from cash deposits with affiliated companies or third party banks. Interest income is calculated on a daily basis and accrued monthly

c) Taxation

UK corporation tax is provided at amounts expected to be paid, or recovered, using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the accounts that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the accounts. A net deferred tax asset is recognised as recoverable only when, on the basis of available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Deferred tax is not discounted

d) Foreign currency

Foreign currency transactions are translated into sterling at the rates ruling at the transaction date. Amounts payable or receivable in foreign currency are translated into sterling at the rate ruling at the balance sheet date, or where appropriate, at the rate of exchange in a related forward exchange contract. Any gains or losses are reported as exchange differences in the profit and loss account

e) Fixed asset investments

Fixed asset investments are shown at cost less provision for impairment

2 INTEREST RECEIVABLE AND SIMILAR INCOME

	31 December 2010 £000's	30 November 2009 £000's
Bank interest	107	-
Loans to other affiliated undertakings	-	21
	<u>107</u>	<u>21</u>

3 INTEREST PAYABLE AND SIMILAR CHARGES

	31 December 2010 £000's	30 November 2009 £000's
Loans from other group undertakings	282	-

4 PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

Profit on ordinary activities before taxation is stated after charging

	31 December 2010 £000's	30 November 2009 £000's
Auditor remuneration payable for the audit of the company's annual accounts	<u>5</u>	<u>5</u>

5 STAFF COSTS AND DIRECTORS' EMOLUMENTS

During the period, and the preceding year, all the directors were paid by other affiliates within the Abbott Laboratories group of companies. The company had no other employees in either period

ABBOTT CAPITAL INDIA LIMITED

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NOTES TO THE ACCOUNTS (Continued)
For the period 1 December 2009 to 31 December 2010

6 TAX (CREDIT)/CHARGE ON PROFIT ON ORDINARY ACTIVITIES

	31 December 2010 £000's	30 November 2009 £000's
The tax (credit)/charge is based on the profit for the period and comprises		
UK Corporation tax at 28% (2009 28%)	(3)	3
Current tax (credit)/charge for the period	(3)	3
The difference between the current tax amount shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax is as follows		
	31 December 2010 £000's	30 November 2009 £000's
Profit on ordinary activities before tax	2,052	1,727
Tax on profit on ordinary activities at standard UK corporation tax of 28% (2009 28%)	575	483
Group relief surrendered to other group companies	52	-
Double tax relief on income from shares in group undertakings	-	(480)
Dividend income not subject to UK corporation tax	(627)	-
Adjustment in respect of prior years	(3)	-
	(3)	3

7 FIXED ASSET INVESTMENTS

The following are included in the company net book value of fixed asset investments

	31 December 2010 £000's	30 November 2009 £000's
Subsidiary undertakings		
Cost and net book value at the beginning of the period	50,116	50,116
Additions	45,698	-
Cost and net book value at the end of the period	95,814	50,116

The company has investments in the following subsidiary

	<u>Country of Incorporation</u>	<u>Principal Activity</u>	2010 Holding	2009 Holding
Abbott India Limited	India	Healthcare	68.9%	68.9%
Solvay Pharma India Limited	India	Healthcare	20.0%	-

The company has the following other investments

	<u>Country of Incorporation</u>	<u>Principal Activity</u>	2010 Holding	2009 Holding
Abbott Truecare Pharma Pvt Limited	India	Healthcare	1.00%	-

On 24 May 2010 the company through an open offer, acquired 1,009,942 voting equity shares of Solvay Pharma India Limited. Also, on 17 August 2010, the company paid £4,500 for subscription of shares in Abbott Truecare Pharma Limited.

8 DEBTORS

	31 December 2010 £000's	30 November 2009 £000's
Due from other group undertakings falling due within one year	-	2,063
	-	2,063

9 CREDITORS

	31 December 2010 £000's	30 November 2009 £000's
Due to other group undertakings	42,024	-
Corporation tax payable	-	2
Accruals	8	12
	42,032	14

10 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	31 December 2010 £000's	30 November 2009 £000's
Profit for the financial year	2,055	1,724
Net addition to shareholders' funds	2,055	1,724
Opening shareholders' funds	52,177	50,453
Closing shareholders' funds	54,232	52,177

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NOTES TO THE ACCOUNTS (Continued)
For the period 1 December 2009 to 31 December 2010

11 RESERVES

	Share Premium £000's	Other reserves £000's	Profit & loss account £000's	Total £000's
At 1 December 2009	9,971	40,145	2,061	52,177
Profit for the period	-	-	2,055	2,055
At 31 December 2010	<u>9,971</u>	<u>40,145</u>	<u>4,116</u>	<u>54,232</u>

12 CALLED UP SHARE CAPITAL

	31 December 2010 £	30 November 2009 £
<i>Called up, allotted and fully paid</i>		
2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

13 ULTIMATE HOLDING COMPANY AND GROUP STRUCTURE

a) Under the Companies Act 2006 s401A, the company is exempt from the obligation to prepare and deliver group accounts. The immediate parent company of Abbott Capital India Limited is Abbott Asia Investments Limited, incorporated in the United Kingdom. The smallest and largest group into which the results of Abbott Capital India Limited are consolidated is the ultimate parent company Abbott Laboratories, incorporated in the State of Illinois, USA. The consolidated accounts are available to the public and may be obtained from Abbott Laboratories, 100 Abbott Park Road, Abbott Park, IL60064-6400, USA.

b) A material element of the company's activities are transacted with companies in the Abbott Laboratories Group. As permitted by Financial Reporting Standard 8, details of such transactions are not provided in these accounts as the company is a wholly-owned subsidiary undertaking and the consolidated accounts of the group are available to the public (see (a) above).

2010 Financial Report

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Consolidated Statement of Earnings

(dollars and shares in thousands except per share data)

Year Ended December 31	2010	2009	2008
Net Sales	\$35,166,721	\$30,764,707	\$29,527,552
Cost of products sold	14,665,192	13,209,329	12,612,022
Research and development	3,724,424	2,743,733	2,688,811
Acquired in-process research and development	313,200	170,000	97,256
Selling, general and administrative	10,376,324	8,405,904	8,435,624
Total Operating Cost and Expenses	29,079,140	24,528,966	23,833,713
Operating Earnings	6,087,581	6,235,741	5,693,839
Interest expense	553,135	519,656	528,474
Interest (income)	(105,453)	(137,779)	(201,229)
(Income) from the TAP Pharmaceutical Products Inc. joint venture	—	—	(118,997)
Net foreign exchange (gain) loss	(10,924)	35,584	84,244
Other (income) expense, net	(62,011)	(1,375,494)	(454,939)
Earnings from Continuing Operations Before Taxes	5,712,834	7,193,774	5,856,286
Taxes on Earnings from Continuing Operations	1,086,662	1,447,936	1,122,070
Earnings from Continuing Operations	4,626,172	5,745,838	4,734,216
Gain on Sale of Discontinued Operations, net of taxes	—	—	146,503
Net Earnings	\$ 4,626,172	\$ 5,745,838	\$ 4,880,719
Basic Earnings Per Common Share —			
Continuing Operations	\$ 2.98	\$ 3.71	\$ 3.06
Gain on Sale of Discontinued Operations, net of taxes	—	—	0.10
Net Earnings	\$ 2.98	\$ 3.71	\$ 3.16
Diluted Earnings Per Common Share —			
Continuing Operations	\$ 2.96	\$ 3.69	\$ 3.03
Gain on Sale of Discontinued Operations, net of taxes	—	—	0.09
Net Earnings	\$ 2.96	\$ 3.69	\$ 3.12
Average Number of Common Shares Outstanding Used for Basic			
Earnings Per Common Share	1,546,400	1,546,983	1,545,355
Dilutive Common Stock Options and Awards	9,622	8,143	15,398
Average Number of Common Shares Outstanding	1,556,022	1,555,126	1,560,753
Plus Dilutive Common Stock Options and Awards	—	—	—
Outstanding Common Stock Options Having No Dilutive Effect	29,403	66,189	30,579

The accompanying notes to consolidated financial statements are an integral part of this statement

Consolidated Balance Sheet

(dollars in thousands)

December 31	2010	2009	2008
Assets			
Current Assets			
Cash and cash equivalents	\$ 3,648,371	\$ 8,809,339	\$ 4,112,022
Investments, primarily time deposits and certificates of deposit	1,803,079	1,122,709	967,603
Restricted funds, primarily U.S. treasury bills	1,872,490	—	—
Trade receivables, less allowances of —			
2010 \$388,564, 2009 \$311,546, 2008 \$263,632	7,184,034	6,541,941	5,465,660
Inventories			
Finished products	2,058,735	2,289,280	1,545,950
Work in process	383,580	448,487	698,140
Materials	746,419	527,110	531,759
Total inventories	3,188,734	3,264,877	2,775,849
Deferred income taxes	3,076,051	2,364,142	2,462,871
Other prepaid expenses and receivables	1,544,770	1,210,883	1,258,554
Total Current Assets	22,317,529	23,313,891	17,042,559
Investments	302,049	1,132,866	1,073,736
Property and Equipment, at Cost			
Land	648,988	546,204	509,606
Buildings	4,334,236	4,010,439	3,698,861
Equipment	11,813,618	11,325,450	10,366,267
Construction in progress	577,460	604,813	613,939
	17,374,302	16,486,906	15,188,673
Less accumulated depreciation and amortization	9,403,346	8,867,417	7,969,507
Net Property and Equipment	7,970,956	7,619,489	7,219,166
Intangible Assets, net of amortization	12,151,628	6,291,989	5,151,106
Goodwill	15,930,077	13,200,174	9,987,361
Deferred Income Taxes and Other Assets	790,027	858,214	1,945,276
	\$59,462,266	\$52,416,623	\$42,419,204

Consolidated Balance Sheet

(dollars in thousands)

December 31	2010	2009	2008
Liabilities and Shareholders' Investment			
Current Liabilities			
Short-term borrowings	\$ 4,349,796	\$ 4,978,438	\$ 1,691,069
Trade accounts payable	1,535,759	1,280,542	1,351,436
Salaries, wages and commissions	1,328,665	1,117,410	1,011,312
Other accrued liabilities	6,014,772	4,363,032	4,216,742
Dividends payable	680,749	620,640	559,064
Income taxes payable	1,307,723	442,140	805,397
Obligation in connection with conclusion of the TAP Pharmaceutical Products Inc. joint venture	—	36,105	915,982
Current portion of long-term debt	2,044,970	211,182	1,040,906
Total Current Liabilities	17,262,434	13,049,489	11,591,908
Long-term Debt	12,523,517	11,266,294	8,713,327
Post-employment Obligations and Other Long-term Liabilities	7,199,851	5,202,111	4,595,278

Commitments and Contingencies

Shareholders' Investment

Preferred shares, one dollar par value

Authorized — 1,000,000 shares, none issued

Common shares, without par value

Authorized — 2,400,000,000 shares

Issued at stated capital amount —

Shares 2010 1,619,689,876,

2009 1,612,683,987, 2008 1,601,580,899

Common shares held in treasury, at cost —

Shares 2010 72,705,928,

2009 61,516,398, 2008 49,147,968

Earnings employed in the business

Accumulated other comprehensive income (loss)

Total Abbott Shareholders' Investment

Noncontrolling Interests in Subsidiaries

Total Shareholders' Investment

—	—	—
8,744,703	8,257,873	7,444,411
(3,916,823)	(3,310,347)	(2,626,404)
18,927,101	17,054,027	13,825,383
(1,366,846)	854,074	(1,163,839)
22,388,135	22,855,627	17,479,551
88,329	43,102	39,140
22,476,464	22,898,729	17,518,691
\$59,462,266	\$52,416,623	\$42,419,204

The accompanying notes to consolidated financial statements are an integral part of this statement

Consolidated Statement of Shareholders' Investment

(dollars in thousands except per share data)

Year Ended December 31	2010	2009	2008
Common Shares			
Beginning of Year			
Shares 2010 1,612,683,987, 2009 1,601,580,899, 2008 1,580,854,677	\$ 8,257,873	\$ 7,444,411	\$ 6,104,102
Issued under incentive stock programs			
Shares 2010 7,005,889, 2009 11,103,088, 2008 20,726,222	305,947	530,373	1,001,507
Tax benefit from option shares and vesting of restricted stock awards (no share effect)	10,124	15,351	64,714
Share-based compensation	388,493	366,128	342,315
Issuance of restricted stock awards	(217,734)	(98,390)	(68,227)
End of Year			
Shares 2010 1,619,689,876, 2009 1,612,683,987, 2008 1,601,580,899	\$ 8,744,703	\$ 8,257,873	\$ 7,444,411
Common Shares Held in Treasury			
Beginning of Year			
Shares 2010 61,516,398, 2009 49,147,968, 2008 30,944,537	\$ (3,310,347)	\$ (2,626,404)	\$ (1,213,134)
Private transaction in 2008			
Shares purchased 15,176,500, Shares issued 14,870,195	—	—	(378,931)
Issued under incentive stock programs			
Shares 2010 4,166,200, 2009 2,477,853, 2008 1,607,326	224,237	133,042	40,946
Purchased			
Shares 2010 15,355,730, 2009 14,846,283, 2008 19,504,452	(830,713)	(816,985)	(1,075,285)
End of Year			
Shares 2010 72,705,928, 2009 61,516,398, 2008 49,147,968	\$ (3,916,823)	\$ (3,310,347)	\$ (2,626,404)
Earnings Employed in the Business			
Beginning of Year	\$17,054,027	\$13,825,383	\$10,805,809
Net earnings	4,626,172	5,745,838	4,880,719
Cash dividends declared on common shares (per share — 2010 \$1.76, 2009 \$1.60, 2008 \$1.44)	(2,731,584)	(2,476,036)	(2,228,776)
Cost of common shares retired in excess of stated capital amount	(11,055)	(25,040)	(70,590)
Cost of treasury shares issued (above) below market value	(10,459)	(16,118)	438,221
End of Year	\$18,927,101	\$17,054,027	\$13,825,383
Accumulated Other Comprehensive Income (Loss)			
Beginning of Year	\$ 854,074	\$ (1,163,839)	\$ 2,081,763
Other comprehensive (loss) income	(2,220,920)	2,017,913	(3,245,602)
End of Year	\$ (1,366,846)	\$ 854,074	\$ (1,163,839)
Comprehensive Income	\$ 2,405,252	\$ 7,763,751	\$ 1,635,117
Noncontrolling Interests in Subsidiaries			
Beginning of Year	\$ 43,102	\$ 39,140	\$ 45,405
Noncontrolling Interests' share of income, business combinations, net of distributions and share repurchases	45,227	3,962	(6,265)
End of Year	\$ 88,329	\$ 43,102	\$ 39,140

The accompanying notes to consolidated financial statements are an integral part of this statement

Consolidated Statement of Cash Flows

(dollars in thousands)

Year Ended December 31	2010	2009	2008
Cash Flow From (Used in) Operating Activities of Continuing Operations			
Net earnings	\$ 4,626,172	\$ 5,745,838	\$ 4,880,719
Less Gain on sale of discontinued operations	—	—	146,503
Earnings from continuing operations	4,626,172	5,745,838	4,734,216
Adjustments to reconcile earnings from continuing operations to net cash from operating activities of continuing operations —			
Depreciation	1,207,450	1,210,977	1,051,728
Amortization of intangible assets	1,416,855	878,533	787,101
Derecognition of a contingent liability associated with the conclusion of the TAP Pharmaceutical Products Inc. joint venture	—	(797,130)	—
Share-based compensation	387,183	366,357	347,015
Gain on dissolution of the TAP Pharmaceutical Products Inc. joint venture	—	—	(94,248)
Acquired in-process research and development	313,200	170,000	97,256
Investing and financing (gains) losses, net	126,337	41,967	111,238
Trade receivables	(394,665)	(387,749)	(948,314)
Inventories	139,857	230,555	(257,476)
Prepaid expenses and other assets	553,145	(386,889)	436,218
Trade accounts payable and other liabilities	572,533	(374,715)	569,056
Income taxes	(212,086)	577,416	160,830
Net Cash From Operating Activities of Continuing Operations	8,735,981	7,275,160	6,994,620
Cash Flow From (Used in) Investing Activities of Continuing Operations			
Acquisitions of businesses and technologies, net of cash acquired	(9,433,243)	(2,370,630)	(250,000)
Acquisitions of property and equipment	(1,015,075)	(1,089,048)	(1,287,724)
Sales of Boston Scientific common stock	—	—	318,645
Purchases of investment securities	(805,932)	(248,970)	(923,937)
Proceeds from sales of investment securities	954,361	16,306	130,586
Deposit of restricted funds	(1,870,000)	—	—
Other	(18,426)	(6,368)	(75,061)
Net Cash (Used in) Investing Activities of Continuing Operations	(12,188,315)	(3,698,710)	(2,087,491)
Cash Flow From (Used in) Financing Activities of Continuing Operations			
(Repayments of) proceeds from issuance of short-term debt and other	(203,854)	3,217,331	(324,739)
Proceeds from issuance of long-term debt and debt with maturities over 3 months	4,000,000	3,000,000	—
Repayments of long-term debt and debt with maturities over 3 months	(1,673,998)	(2,483,176)	(913,948)
Purchases of common shares	(866,825)	(826,345)	(1,081,806)
Proceeds from stock options exercised, including income tax benefit	328,411	508,669	1,008,843
Dividends paid	(2,671,475)	(2,414,460)	(2,174,252)
Net Cash (Used in) From Financing Activities of Continuing Operations	(1,087,741)	1,002,019	(3,485,902)
Effect of exchange rate changes on cash and cash equivalents	(620,893)	118,848	(115,160)
Net cash provided from the sale of discontinued operations	—	—	349,571
Net (Decrease) Increase in Cash and Cash Equivalents	(5,160,968)	4,697,317	1,655,638
Cash and Cash Equivalents, Beginning of Year	8,809,339	4,112,022	2,456,384
Cash and Cash Equivalents, End of Year	\$ 3,648,371	\$ 8,809,339	\$ 4,112,022

The accompanying notes to consolidated financial statements are an integral part of this statement

Notes to Consolidated Financial Statements

Note 1 — Summary of Significant Accounting Policies

Nature of Business — Abbott's principal business is the discovery, development, manufacture and sale of a broad line of health care products

Concentration of Risk and Guarantees — Due to the nature of its operations, Abbott is not subject to significant concentration risks relating to customers, products or geographic locations, except that three U.S. wholesalers accounted for 23 percent of trade receivables as of December 31, 2010 and 2009, and 27 percent of trade receivables as of December 31, 2008. Product warranties are not significant.

Abbott has no material exposures to off-balance sheet arrangements, no special purpose entities, nor activities that include non-exchange-traded contracts accounted for at fair value. Abbott has periodically entered into agreements in the ordinary course of business, such as assignment of product rights, with other companies which has resulted in Abbott becoming secondarily liable for obligations that Abbott was previously primarily liable. Since Abbott no longer maintains a business relationship with the other parties, Abbott is unable to develop an estimate of the maximum potential amount of future payments, if any, under these obligations. Based upon past experience, the likelihood of payments under these agreements is remote. Abbott periodically acquires a business or product rights in which Abbott agrees to pay contingent consideration based on attaining certain thresholds or based on the occurrence of certain events.

Basis of Consolidation — The consolidated financial statements include the accounts of the parent company and subsidiaries, after elimination of intercompany transactions. The accounts of foreign subsidiaries are consolidated as of November 30, due to the time needed to consolidate these subsidiaries. In December 2009, a foreign subsidiary acquired certain technology that was accounted for as acquired in-process research and development. This transaction was recorded in 2009 due to the significance of the amount. No other events occurred related to these foreign subsidiaries in December 2010, 2009 and 2008 that materially affected the financial position, results of operations or cash flows.

Effective January 1, 2009, Abbott adopted SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements—an amendment of ARB No. 51," as codified in FASB ASC No. 810, "Consolidation" and accordingly, noncontrolling interests in subsidiaries are presented as a component of total equity as of December 31, 2010, 2009 and 2008.

Use of Estimates — The financial statements have been prepared in accordance with generally accepted accounting principles in the United States and necessarily include amounts based on estimates and assumptions by management. Actual results could differ from those amounts. Significant estimates include amounts for sales rebates, income taxes, pension and other post-employment benefits, valuation of intangible assets, litigation, share-based compensation, derivative financial instruments, and inventory and accounts receivable exposures.

Revenue Recognition — Revenue from product sales is recognized upon passage of title and risk of loss to customers. Provisions for discounts, rebates and sales incentives to customers, and returns and other adjustments are provided for in the period the related sales are recorded. Sales incentives to customers are not material. Historical data is readily available and reliable, and is used for estimating the amount of the reduction in gross sales. Revenue from the launch of

a new product, from an improved version of an existing product, or for shipments in excess of a customer's normal requirements are recorded when the conditions noted above are met. In those situations, management records a returns reserve for such revenue, if necessary. Sales of product rights for marketable products are recorded as revenue upon disposition of the rights. Revenue from license of product rights, or for performance of research or selling activities, is recorded over the periods earned.

Income Taxes — Deferred income taxes are provided for the tax effect of differences between the tax bases of assets and liabilities and their reported amounts in the financial statements at the enacted statutory rate to be in effect when the taxes are paid. U.S. income taxes are provided on those earnings of foreign subsidiaries which are intended to be remitted to the parent company. Deferred income taxes are not provided on undistributed earnings reinvested indefinitely in foreign subsidiaries as working capital and plant and equipment. Interest and penalties on income tax obligations are included in taxes on income.

Earnings Per Share — Effective January 1, 2009, Abbott adopted FSP EITF 03-6-1, "Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities," as codified in FASB ASC No. 260, "Earnings Per Share," which requires that unvested restricted stock units and awards that contain non-forfeitable rights to dividends be treated as participating securities and be included in the computation of earnings per share under the two-class method. Under the two-class method, net earnings are allocated between common shares and participating securities. Net earnings allocated to common shares in 2010 and 2009 were \$4.613 billion and \$5.733 billion, respectively. Net earnings allocated to common shares in 2008 were not significantly different than net earnings.

Pension and Post-Employment Benefits — Abbott accrues for the actuarially determined cost of pension and post-employment benefits over the service attribution periods of the employees. Abbott must develop long-term assumptions, the most significant of which are the health care cost trend rates, discount rates and the expected return on plan assets. Differences between the expected long-term return on plan assets and the actual return are amortized over a five-year period. Actuarial losses and gains are amortized over the remaining service attribution periods of the employees under the corridor method.

Fair Value Measurements — For assets and liabilities that are measured using quoted prices in active markets, total fair value is the published market price per unit multiplied by the number of units held without consideration of transaction costs. Assets and liabilities that are measured using significant other observable inputs are valued by reference to similar assets or liabilities, adjusted for contract restrictions and other terms specific to that asset or liability. For these items, a significant portion of fair value is derived by reference to quoted prices of similar assets or liabilities in active markets. For all remaining assets and liabilities, fair value is derived using a fair value model, such as a discounted cash flow model or Black-Scholes model. Purchased intangible assets are recorded at fair value. The fair value of significant purchased intangible assets is based on independent appraisals. Abbott uses a discounted cash flow model to value intangible assets. The discounted cash flow model requires assumptions about the timing and amount of future net cash flows, risk, the cost of capital, terminal values and market participants. Intangible assets, and goodwill and indefinite-lived intangible assets are reviewed for impairment at least on a quarterly and annual basis, respectively.

Notes to Consolidated Financial Statements

Share-Based Compensation — The value of stock options and restricted stock awards and units are amortized over their service period, which could be shorter than the vesting period if an employee is retirement eligible, with a charge to compensation expense

Litigation — Abbott accounts for litigation losses in accordance with FASB ASC No. 450, "Contingencies." Under ASC No. 450, loss contingency provisions are recorded for probable losses at management's best estimate of a loss, or when a best estimate cannot be made, a minimum loss contingency amount is recorded

Cash, Cash Equivalents and Investments — Cash equivalents consist of time deposits and certificates of deposit with original maturities of three months or less. Investments in marketable equity securities are classified as available-for-sale and are recorded at fair value with any unrealized holding gains or losses, net of tax, included in Accumulated other comprehensive income (loss). Investments in equity securities that are not traded on public stock exchanges are recorded at cost. Investments in debt securities are classified as held-to-maturity, as management has both the intent and ability to hold these securities to maturity, and are reported at cost, net of any unamortized premium or discount. Income relating to these securities is reported as interest income.

Abbott reviews the carrying value of investments each quarter to determine whether an other than temporary decline in market value exists. Abbott considers factors affecting the investee, factors affecting the industry the investee operates in and general equity market trends. Abbott considers the length of time an investment's market value has been below carrying value and the near-term prospects for recovery to carrying value. When Abbott determines that an other than temporary decline has occurred, the investment is written down with a charge to Other (income) expense, net.

Trade Receivable Valuations — Accounts receivable are stated at their net realizable value. The allowance against gross trade receivables reflects the best estimate of probable losses inherent in the receivables portfolio determined on the basis of historical experience, specific allowances for known troubled accounts and other currently available information.

Inventories — Inventories are stated at the lower of cost (first-in, first-out basis) or market. Cost includes material and conversion costs.

Property and Equipment — Depreciation and amortization are provided on a straight-line basis over the estimated useful lives of the assets. The following table shows estimated useful lives of property and equipment:

Classification	Estimated Useful Lives
Buildings	10 to 50 years (average 27 years)
Equipment	3 to 20 years (average 11 years)

Product Liability — Abbott accrues for product liability claims, on an undiscounted basis, when it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated based on existing information. The liabilities are adjusted quarterly as additional information becomes available. Recoveries for insurance recoveries for product liability claims are recorded as assets, on an

undiscounted basis, when it is probable that a recovery will be realized. Prior to 2009, Abbott carried third-party insurance coverage in amounts that reflect historical loss experience, which did not include coverage for sizable losses. Beginning in 2009, product liability losses are self-insured.

Research and Development Costs — Internal research and development costs are expensed as incurred. Clinical trial costs incurred by third parties are expensed as the contracted work is performed. Where contingent milestone payments are due to third parties under research and development arrangements, the milestone payment obligations are expensed when the milestone results are achieved.

Note 2 — Supplemental Financial Information

(dollars in millions)

	2010	2009	2008
Long-term Investments			
Equity securities	\$ 240	\$ 153	\$ 147
Note receivable from			
Boston Scientific 4% interest	—	880	865
Other	62	100	62
Total	\$ 302	\$ 1,133	\$ 1,074

The judgment entered by the U.S. District Court for the Eastern District of Texas against Abbott in its litigation with New York University and Centocor, Inc. requires Abbott to secure the judgment in the event that its appeal to the Federal Circuit court is unsuccessful in overturning the district court's decision. In 2010, Abbott deposited \$1.87 billion with an escrow agent and considers these assets to be restricted.

Other (income) expense, net, for 2009 includes the derecognition of a contingent liability of \$797 million associated with the conclusion of the TAP Pharmaceutical Products Inc. joint venture as discussed in Note 11, a \$287 million gain from the settlement reached between Abbott and Medtronic, Inc. resolving all outstanding intellectual property litigation between the two parties and income from the recording of certain investments at fair value in connection with business acquisitions. Other (income) expense, net, for 2010, 2009 and 2008 also includes ongoing contractual payments from Takeda associated with the conclusion of the TAP joint venture and a gain in 2008 on the sale of an equity investment accounted for as an available-for-sale investment. In addition, Abbott recorded a gain of approximately \$94 million in connection with the dissolution of the TAP joint venture in 2008.

(dollars in millions)

	2010	2009	2008
Other Accrued Liabilities			
Accrued rebates payable			
to government agencies	\$ 900	\$ 641	\$ 577
Accrued other rebates (a)	862	668	455
All other (b)	4,253	3,054	3,185
Total	\$6,015	\$4,363	\$4,217

(a) Accrued wholesaler chargeback rebates of \$216, \$217 and \$210 at December 31, 2010, 2009 and 2008, respectively, are netted in trade receivables because Abbott's customers are invoiced at a higher catalog price but only remit to Abbott their contract price for the products.

(b) 2010 includes acquisition consideration payable of \$400 related to the acquisition of Piramal Healthcare Limited's Healthcare Solutions business.

Notes to Consolidated Financial Statements

(dollars in millions)

Post-employment Obligations and Other Long-term Liabilities	2010	2009	2008
Defined benefit pension plans and post-employment medical and dental plans for significant plans	\$2,425	\$2,394	\$2,713
All other (c)	4,775	2,808	1,882
Total	\$7,200	\$5,202	\$4,595

(c) 2010 includes acquisition consideration payable of \$1,150 related to the acquisition of Piramal Healthcare Limited's Healthcare Solutions business

(dollars in millions)

Comprehensive Income, net of tax.	2010	2009	2008
Foreign currency (loss) gain translation adjustments	\$(2,291)	\$2,295	\$(2,208)
Net actuarial (losses) and prior service cost and credits and amortization of net actuarial losses and prior service cost and credits, net of taxes of \$(70) in 2010, \$8 in 2009 and \$638 in 2008	(59)	(260)	(987)
Unrealized gains (losses) on marketable equity securities, net of taxes of \$(4) in 2009 and \$28 in 2008	—	7	(49)
Net adjustments for derivative instruments designated as cash flow hedges	129	(24)	(2)
Other comprehensive (loss) income	(2,221)	2,018	(3,246)
Net Earnings	4,626	5,746	4,881
Comprehensive Income	\$2,405	\$7,764	\$1,635

(dollars in millions)

Supplemental Accumulated Other Comprehensive Income Information, net of tax	2010	2009	2008
Cumulative foreign currency translation (gain) adjustments	\$ (744)	\$(3,035)	\$ (740)
Net actuarial losses and prior service cost and credits	2,220	2,161	1,901
Cumulative unrealized (gains) on marketable equity securities	(24)	(24)	(17)
Cumulative (gains) losses on derivative instruments designated as cash flow hedges	(85)	44	20

(dollars in millions)

Supplemental Cash Flow Information	2010	2009	2008
Income taxes paid	\$810	\$635	\$772
Interest paid	580	514	561

For the acquired *Lupron* business in 2008, as discussed in Note 11, Abbott recorded intangible assets, primarily *Lupron* product rights, of approximately \$700 million, goodwill of approximately \$350 million and deferred tax liabilities related to the intangible assets of approximately \$260 million. Abbott also recorded a liability of approximately \$1.1 billion relating to an agreement to remit cash to Takeda if certain research

and development events are not achieved on the development assets retained by Takeda. Related deferred tax assets of approximately \$410 million were also recorded. The sale of Abbott's equity interest in TAP resulted in the recording of net assets related to the *Lupron* business, primarily cash, receivables, inventory and other assets, net of accounts payable and other accrued liabilities, offset by a credit to Abbott's investment in TAP in the amount of approximately \$280 million.

Note 3 — Financial Instruments, Derivatives and Fair Value Measures

Certain Abbott foreign subsidiaries enter into foreign currency forward exchange contracts to manage exposures to changes in foreign exchange rates for anticipated intercompany purchases by those subsidiaries whose functional currencies are not the U.S. dollar. These contracts, totaling \$1.3 billion, \$2.0 billion and \$129 million at December 31, 2010, 2009 and 2008, respectively, are designated as cash flow hedges of the variability of the cash flows due to changes in foreign exchange rates and are recorded at fair value. Accumulated gains and losses as of December 31, 2010 will be included in Cost of products sold at the time the products are sold, generally through the next twelve months. The amount of hedge ineffectiveness was not significant in 2010, 2009 and 2008.

Abbott enters into foreign currency forward exchange contracts to manage currency exposures for foreign currency denominated third-party trade payables and receivables, and for intercompany loans and trade accounts payable where the receivable or payable is denominated in a currency other than the functional currency of the entity. For intercompany loans, the contracts require Abbott to sell or buy foreign currencies, primarily European currencies and Japanese yen, in exchange for primarily U.S. dollars and other European currencies. For intercompany and trade payables and receivables, the currency exposures are primarily the U.S. dollar, European currencies and Japanese yen. At December 31, 2010, 2009 and 2008, Abbott held \$10.8 billion, \$7.5 billion and \$8.3 billion, respectively, of such foreign currency forward exchange contracts.

Abbott has designated foreign denominated short-term debt as a hedge of the net investment in a foreign subsidiary of approximately \$650 million, \$575 million and \$585 million as of December 31, 2010, 2009 and 2008, respectively. Accordingly, changes in the fair value of this debt due to changes in exchange rates are recorded in Accumulated other comprehensive income (loss), net of tax.

Abbott is a party to interest rate hedge contracts totaling \$7.3 billion, \$5.5 billion and \$2.5 billion at December 31, 2010, 2009 and 2008, respectively, to manage its exposure to changes in the fair value of fixed-rate debt due 2011 through 2020. These contracts are designated as fair value hedges of the variability of the fair value of fixed-rate debt due to changes in the long-term benchmark interest rates. The effect of the hedge is to change a fixed-rate interest obligation to a variable rate for that portion of the debt. Abbott records the contracts at fair value and adjusts the carrying amount of the fixed-rate debt by an offsetting amount. No hedge ineffectiveness was recorded in income in 2010, 2009 and 2008 for these hedges.

Gross unrealized holding gains (losses) on available-for-sale equity securities totaled \$40 million and \$(1) million, respectively, at December 31, 2010, \$42 million and \$(3) million, respectively, at December 31, 2009 and \$55 million and \$(23) million, respectively, at December 31, 2008.

Notes to Consolidated Financial Statements

The following table summarizes the amounts and location of certain derivative financial instruments as of December 31

(dollars in millions)	Fair Value - Assets				Fair Value - Liabilities			
	2010	2009	2008	Balance Sheet Caption	2010	2009	2008	Balance Sheet Caption
Interest rate swaps designated as fair value hedges	\$138	\$ 80	\$170	Deferred income taxes and other assets	\$ 36	\$218	\$ —	Post-employment obligations and other long-term liabilities
Interest rate swaps designated as fair value hedges	8	—	—	Other prepaid expenses and receivables	—	—	—	n/a
Foreign currency forward exchange contracts — Hedging instruments	16	—	—	Other prepaid expenses and receivables	10	27	7	Other accrued liabilities
Others not designated as hedges	109	31	148	n/a	120	87	93	Short-term borrowings
Debt designated as a hedge of net investment in a foreign subsidiary	—	—	—		650	575	585	
	\$271	\$111	\$318		\$816	\$907	\$685	

The following table summarizes the activity for foreign currency forward exchange contracts designated as cash flow hedges, debt designated as a hedge of net investment in a foreign subsidiary

and the amounts and location of income (expense) and gain (loss) reclassified into income and for certain other derivative financial instruments. The amount of hedge ineffectiveness was not significant in 2010, 2009 and 2008 for these hedges

(dollars in millions)	Gain (loss) Recognized in Other Comprehensive Income (loss)			Income (expense) and Gain (loss) Reclassified into Income			Income Statement Caption
	2010	2009	2008	2010	2009	2008	
Foreign currency forward exchange contracts designated as cash flow hedges	\$170	\$(65)	\$ (7)	\$ 63	\$ (64)	\$ (8)	Cost of products sold
Debt designated as a hedge of net investment in a foreign subsidiary	(75)	15	(212)	—	—	—	n/a
Interest rate swaps designated as fair value hedges	n/a	n/a	n/a	248	(309)	195	Interest expense
Foreign currency forward exchange contracts not designated as hedges	n/a	n/a	n/a	155	(106)	292	Net foreign exchange (gain) loss

The interest rate swaps are designated as fair value hedges of the variability of the fair value of fixed-rate debt due to changes in the long-term benchmark interest rates. The hedged debt is marked to market, offsetting the effect of marking the interest rate swaps to market.

The carrying values and fair values of certain financial instruments as of December 31 are shown in the table below. The carrying values of all other financial instruments approximate their estimated fair values. The counterparties to financial instruments consist of select major international financial institutions. Abbott does not expect any losses from nonperformance by these counterparties.

(dollars in millions)	2010		2009		2008	
	Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value
Long-term Investments						
Available-for-sale equity securities	\$ 240	\$ 240	\$ 153	\$ 153	\$ 147	\$ 147
Note receivable	—	—	880	925	865	824
Other	62	43	100	79	62	56
Total Long-term Debt	(14,568)	(15,723)	(11,477)	(12,304)	(9,754)	(10,458)
Foreign Currency Forward Exchange Contracts						
Receivable position	125	125	31	31	148	148
(Payable) position	(130)	(130)	(114)	(114)	(100)	(100)
Interest Rate Hedge Contracts						
Receivable position	146	146	80	80	170	170
(Payable) position	(36)	(36)	(218)	(218)	—	—

Notes to Consolidated Financial Statements

The following table summarizes the bases used to measure certain assets and liabilities at fair value on a recurring basis in the balance sheet

(dollars in millions)	Basis of Fair Value Measurement			
	Outstanding Balances	Quoted Prices in Active Markets	Significant Other Observable Inputs	Significant Unobservable Inputs
December 31, 2010				
Equity securities	\$ 75	\$ 75	\$ —	\$ —
Interest rate swap financial instruments	146	—	146	—
Foreign currency forward exchange contracts	125	—	125	—
Total Assets	\$ 346	\$ 75	\$ 271	\$ —
Fair value of hedged long-term debt	\$7,444	\$ —	\$7,444	\$ —
Interest rate swap financial instruments	36	—	36	—
Foreign currency forward exchange contracts	130	—	130	—
Contingent consideration related to business combinations	365	—	—	365
Total Liabilities	\$7,975	\$ —	\$7,610	\$365
December 31, 2009				
Equity and other securities	\$ 104	\$ 75	\$ —	\$ 29
Interest rate swap financial instruments	80	—	80	—
Foreign currency forward exchange contracts	31	—	31	—
Total Assets	\$ 215	\$ 75	\$ 111	\$ 29
Fair value of hedged long-term debt	\$5,362	\$ —	\$5,362	\$ —
Interest rate swap financial instruments	218	—	218	—
Foreign currency forward exchange contracts	114	—	114	—
Total Liabilities	\$5,694	\$ —	\$5,694	\$ —
December 31, 2008				
Equity and other securities	\$ 144	\$105	\$ 10	\$ 29
Interest rate swap financial instruments	170	—	170	—
Foreign currency forward exchange contracts	148	—	148	—
Total Assets	\$ 462	\$105	\$ 328	\$ 29
Fair value of hedged long-term debt	\$2,670	\$ —	\$2,670	\$ —
Foreign currency forward exchange contracts	100	—	100	—
Total Liabilities	\$2,770	\$ —	\$2,770	\$ —

The fair value of the debt was determined based on the face value of the debt adjusted for the fair value of the interest rate swaps, which is based on a discounted cash flow analysis. The fair value of the contingent consideration was determined based on an independent appraisal adjusted for the time value of money.

Notes to Consolidated Financial Statements

Note 4 — Post-Employment Benefits

Retirement plans consist of defined benefit, defined contribution and medical and dental plans. Information for Abbott's major defined benefit plans and post-employment medical and dental benefit plans is as follows:

(dollars in millions)	Defined Benefit Plans			Medical and Dental Plans		
	2010	2009	2008	2010	2009	2008
Projected benefit obligations, January 1	\$ 6,852	\$ 5,541	\$ 5,783	\$ 1,705	\$ 1,443	\$ 1,514
Service cost — benefits earned during the year	288	221	233	60	45	43
Interest cost on projected benefit obligations	421	368	353	101	94	92
Losses (gains) primarily changes in discount rates						
plan design changes law changes and differences						
between actual and estimated health care costs	565	747	(278)	(153)	175	(158)
Benefits paid	(289)	(251)	(241)	(74)	(58)	(68)
Acquisition of Solvay's pharmaceuticals business	1,045	—	—	28	—	—
Other, primarily foreign currency translation	(276)	226	(309)	6	6	20
Projected benefit obligations, December 31	\$ 8,606	\$ 6,852	\$ 5,541	\$ 1,673	\$ 1,705	\$ 1,443
Plans' assets at fair value, January 1	\$ 5,812	\$ 3,997	\$ 5,667	\$ 341	\$ 266	\$ 307
Actual return on plans' assets	782	1,096	(1,568)	55	62	(106)
Company contributions	525	862	285	74	71	133
Benefits paid	(289)	(251)	(241)	(74)	(58)	(68)
Acquisition of Solvay's pharmaceuticals business	763	—	—	—	—	—
Other, primarily foreign currency translation	(142)	108	(146)	—	—	—
Plans' assets at fair value, December 31	\$ 7,451	\$ 5,812	\$ 3,997	\$ 396	\$ 341	\$ 266
Projected benefit obligations greater than plans' assets, December 31	\$ (1,155)	\$ (1,040)	\$ (1,544)	\$ (1,277)	\$ (1,364)	\$ (1,177)
Long-term assets	\$ 27	\$ 21	\$ 16	\$ —	\$ —	\$ —
Short-term liabilities	(34)	(31)	(24)	—	—	—
Long-term liabilities	(1,148)	(1,030)	(1,536)	(1,277)	(1,364)	(1,177)
Net liability	\$ (1,155)	\$ (1,040)	\$ (1,544)	\$ (1,277)	\$ (1,364)	\$ (1,177)
Amounts Recognized in Accumulated Other Comprehensive Income (loss)						
Actuarial losses, net	\$ 2,879	\$ 2,699	\$ 2,554	\$ 713	\$ 685	\$ 587
Prior service cost (credits)	30	34	38	(406)	(184)	(206)
Total	\$ 2,909	\$ 2,733	\$ 2,592	\$ 307	\$ 501	\$ 381

The projected benefit obligations for non-U.S. defined benefit plans was \$3.0 billion, \$2.0 billion and \$1.3 billion at December 31, 2010, 2009 and 2008, respectively. The accumulated benefit obligations for all defined benefit plans was \$7.5 billion, \$5.8 billion and \$4.7 billion at December 31, 2010, 2009 and 2008, respectively. For plans where the accumulated benefit obligations exceeded plan assets at

December 31, 2010, 2009 and 2008, the aggregate accumulated benefit obligations were \$2.0 billion, \$1.5 billion and \$4.2 billion, respectively, the projected benefit obligations were \$2.2 billion, \$1.8 billion and \$4.8 billion, respectively, and the aggregate plan assets were \$1.1 billion, \$780 million and \$3.3 billion, respectively.

(dollars in millions)	Defined Benefit Plans			Medical and Dental Plans		
	2010	2009	2008	2010	2009	2008
Service cost — benefits earned during the year	\$ 288	\$ 221	\$ 233	\$ 60	\$ 45	\$ 43
Interest cost on projected benefit obligations	421	368	353	101	94	92
Expected return on plans' assets	(571)	(506)	(487)	(31)	(24)	(33)
Amortization of actuarial losses	136	52	34	38	30	29
Amortization of prior service cost (credits)	4	4	4	(22)	(22)	(21)
Total cost	\$ 278	\$ 139	\$ 137	\$ 146	\$ 123	\$ 110

Notes to Consolidated Financial Statements

Other comprehensive income (loss) for 2010 includes amortization of actuarial losses and prior service cost of \$136 million and \$4 million, respectively, and net actuarial losses of \$305 million for defined benefit plans and amortization of actuarial losses and prior service credits of \$38 million and \$22 million, respectively, and net actuarial gains of \$177 million for medical and dental plans. Other comprehensive income (loss) for 2009 includes amortization of actuarial losses and prior service cost of \$52 million and \$4 million, respectively, and net actuarial losses of \$197 million for defined benefit plans and amortization of actuarial losses and prior service credits of \$30 million and \$22 million, respectively, and net actuarial losses of \$128 million for medical and dental plans. Other comprehensive income (loss) for 2008 includes amortization of actuarial losses and prior service cost of \$34 million and \$4 million, respectively, and net actuarial losses of \$1.6 billion for defined benefit plans and amortization of actuarial losses and prior service credits of \$29 million and \$21 million, respectively, and net actuarial gains of \$19 million for medical and dental plans. The pretax amount of actuarial losses and prior service cost (credits) included in Accumulated other comprehensive income (loss) at December 31, 2010 that is expected to be recognized in the net periodic benefit cost in 2011 is \$174 million and \$4 million, respectively, for defined benefit pension plans and \$43 million and \$(41) million, respectively, for medical and dental plans.

The weighted average assumptions used to determine benefit obligations for defined benefit plans and medical and dental plans are as follows:

	2010	2009	2008
Discount rate	5.4%	5.8%	6.7%
Expected aggregate average long-term change in compensation	5.1%	5.2%	4.3%

The weighted average assumptions used to determine the net cost for defined benefit plans and medical and dental plans are as follows:

	2010	2009	2008
Discount rate	5.8%	6.7%	6.2%
Expected return on plan assets	7.8%	8.2%	8.4%
Expected aggregate average long-term change in compensation	4.9%	4.3%	4.2%

The assumed health care cost trend rates for medical and dental plans at December 31 were as follows:

	2010	2009	2008
Health care cost trend rate assumed for the next year	7%	7%	7%
Rate that the cost trend rate gradually declines to	5%	5%	5%
Year that rate reaches the assumed ultimate rate	2016	2016	2012

The discount rates used to measure liabilities were determined based on high-quality fixed income securities that match the duration of the expected retiree benefits. The health care cost trend rates represent Abbott's expected annual rates of change in the cost of health care benefits and is a forward projection of health care costs as of the measurement date. A one-percentage point increase/(decrease) in the assumed health care cost trend rate would increase/(decrease) the accumulated post-employment benefit obligations as of December 31, 2010, by \$240 million / \$(194) million, and the total of the service and interest cost components of net post-employment health care cost for the year then ended by approximately \$30 million / \$(23) million.

The following table summarizes the bases used to measure defined benefit plans' assets at fair value:

(dollars in millions)		Basis of Fair Value Measurement			
	Outstanding	Quoted Prices in Active Markets	Significant Other Observable Inputs	Significant Unobservable Inputs	
December 31, 2010	Balances				
Equities					
U.S. large cap (a)	\$1,523	\$1,499	\$ 24	\$ —	
U.S. mid cap (b)	437	162	275	—	
International (c)	1,552	758	794	—	
Fixed income securities					
U.S. government securities (d)	793	355	438	—	
Corporate debt instruments (e)	524	237	286	1	
Non-U.S. government securities (f)	758	172	586	—	
Other (g)	40	20	19	1	
Absolute return funds (h)	1,426	258	582	586	
Commodities (i)	242	5	234	3	
Other (j)	156	156	—	—	
	\$7,451	\$3,622	\$3,238	\$591	

December 31, 2009

Equities					
U.S. large cap (a)	\$1,267	\$1,247	\$ 20	\$ —	
U.S. mid cap (b)	339	105	234	—	
International (c)	1,186	455	731	—	
Fixed income securities					
U.S. government securities (d)	753	321	430	2	
Corporate debt instruments (e)	478	203	272	3	
Non-U.S. government securities (f)	346	163	183	—	
Other (g)	46	21	23	2	
Absolute return funds (h)	1,296	237	536	523	
Other (i)	101	74	27	—	
	\$5,812	\$2,826	\$2,456	\$530	

- (a) A mix of index funds that track the S&P 500 (45 percent in 2010 and 40 percent in 2009) and separate actively managed equity accounts that are benchmarked to the Russell 1000 (55 percent in 2010 and 60 percent in 2009).
- (b) A mix of index funds (75 percent) and separate actively managed equity accounts (25 percent) that track or are benchmarked to the S&P 400 midcap index.
- (c) Primarily separate actively managed pooled investment accounts that are benchmarked to the MSCI and MSCI emerging market indices.
- (d) Index funds not actively managed (45 percent in 2010 and 75 percent in 2009) and separate actively managed accounts (55 percent in 2010 and 25 percent in 2009).
- (e) Index funds not actively managed (15 percent in 2010 and 75 percent in 2009) and separate actively managed accounts (85 percent in 2010 and 25 percent in 2009).
- (f) Primarily United Kingdom, Japan and Irish government-issued bonds.
- (g) Primarily mortgage backed securities.
- (h) Primarily funds invested by managers that have a global mandate with the flexibility to allocate capital broadly across a wide range of asset classes and strategies including but not limited to equities, fixed income, commodities, interest rate futures, currencies and other securities to outperform an agreed upon benchmark with specific return and volatility targets.
- (i) Primarily investments in liquid commodity future contracts.
- (j) Primarily cash and cash equivalents.

Notes to Consolidated Financial Statements

Equities that are valued using quoted prices are valued at the published market prices. Equities in a common collective trust or a registered investment company that are valued using significant other observable inputs are valued at the net asset value (NAV) provided by the fund administrator. The NAV is based on the value of the underlying assets owned by the fund minus its liabilities. Fixed income securities that are valued using significant other observable inputs are valued at prices obtained from independent financial service industry-recognized vendors. Absolute return funds and commodities are valued at the NAV provided by the fund administrator.

The following table summarizes the change in the value of assets that are measured using significant unobservable inputs:

<i>(dollars in millions)</i>	2010	2009
January 1	\$530	\$303
Transfers (out of) in from other categories	(37)	3
Actual return on plan assets		
Assets on hand at year end	41	99
Assets sold during the year	(2)	(5)
Purchases, sales and settlements, net	59	130
December 31	\$591	\$530

The investment mix of equity securities, fixed income and other asset allocation strategies is based upon achieving a desired return, balancing higher return, more volatile equity securities, and lower return, less volatile fixed income securities. Investment allocations are made across a range of markets, industry sectors, capitalization sizes, and in the case of fixed income securities, maturities and credit quality. The plans do not directly hold any securities of Abbott. There are no known significant concentrations of risk in the plans' assets. Abbott's medical and dental plans' assets are invested in a similar mix as the pension plan assets.

The plans' expected return on assets, as shown above, is based on management's expectations of long-term average rates of return to be achieved by the underlying investment portfolios. In establishing this assumption, management considers historical and expected returns for the asset classes in which the plans are invested, as well as current economic and capital market conditions.

Abbott funds its domestic pension plans according to IRS funding limitations. International pension plans are funded according to similar regulations. Abbott funded \$525 million in 2010, \$862 million in 2009 and \$285 million in 2008 to defined pension plans. Abbott expects pension funding for its main domestic pension plan of \$200 million annually.

Total benefit payments expected to be paid to participants, which includes payments funded from company assets as well as paid from the plans, are as follows:

<i>(dollars in millions)</i>	Defined Benefit Plans	Medical and Dental Plans
2011	\$ 301	\$ 81
2012	306	85
2013	318	87
2014	331	93
2015	350	99
2016 to 2020	2,071	595

The Abbott Stock Retirement Plan is the principal defined contribution plan. Abbott's contributions to this plan were \$147 million in 2010, \$137 million in 2009 and \$129 million in 2008.

Abbott provides certain other post-employment benefits, primarily salary continuation plans, to qualifying domestic employees, and accrues for the related cost over the service lives of the employees.

Note 5 — Taxes on Earnings

Taxes on earnings from continuing operations reflect the annual effective rates, including charges for interest and penalties. Deferred income taxes reflect the tax consequences on future years of differences between the tax bases of assets and liabilities and their financial reporting amounts. U.S. income taxes are provided on those earnings of foreign subsidiaries which are intended to be remitted to the parent company. Abbott does not record deferred income taxes on earnings reinvested indefinitely in foreign subsidiaries. Undistributed earnings reinvested indefinitely in foreign subsidiaries as working capital and plant and equipment aggregated \$26.8 billion at December 31, 2010. It is not practicable to determine the amount of deferred income taxes not provided on these earnings. In the U.S., Abbott's federal income tax returns through 2005 are settled, and the income tax returns for years after 2005 are open. There are numerous other income tax jurisdictions for which tax returns are not yet settled, none of which are individually significant. Reserves for interest and penalties are not significant.

Earnings from continuing operations before taxes, and the related provisions for taxes on earnings from continuing operations, were as follows:

<i>(dollars in millions)</i>	2010	2009	2008
Earnings From Continuing Operations Before Taxes			
Domestic	\$ (275)	\$1,502	\$ (81)
Foreign	5,988	5,692	5,937
Total	\$5,713	\$7,194	\$5,856

	2010	2009	2008
Taxes on Earnings From Continuing Operations			
Current			
U.S. Federal, State and Possessions	\$ 1,462	\$ 194	\$1,188
Foreign	835	521	782
Total current	2,297	715	1,970
Deferred			
Domestic	(1,068)	905	(845)
Foreign	(142)	(172)	(3)
Total deferred	(1,210)	733	(848)
Total	\$ 1,087	\$1,448	\$1,122

Differences between the effective income tax rate and the U.S. statutory tax rate were as follows:

	2010	2009	2008
Statutory tax rate on earnings from continuing operations	35.0%	35.0%	35.0%
Benefit of lower foreign tax rates and tax exemptions	(19.4)	(16.4)	(16.7)
State taxes, net of federal benefit	0.4	1.0	0.2
Adjustments primarily related to resolution of prior years' accrual requirements	—	—	(0.5)
Domestic dividend exclusion	—	—	(0.6)
All other, net	3.0	0.5	1.8
Effective tax rate on earnings from continuing operations	19.0%	20.1%	19.2%

Notes to Consolidated Financial Statements

As of December 31, 2010, 2009 and 2008, total deferred tax assets were \$6.1 billion, \$4.4 billion and \$5.4 billion, respectively, and total deferred tax liabilities were \$3.0 billion, \$1.8 billion and \$1.4 billion, respectively. Abbott has incurred losses in a foreign jurisdiction where realization of the future economic benefit is so remote that the benefit is not reflected as a deferred tax asset. Valuation allowances for recorded deferred tax assets were not significant. The tax effect of the differences that give rise to deferred tax assets and liabilities were as follows:

(dollars in millions)	2010	2009	2008
Compensation and employee benefits	\$ 1,327	\$ 1,332	\$ 1,496
Trade receivable reserves	525	369	434
Inventory reserves	293	251	261
Deferred intercompany profit	255	232	248
State income taxes	233	187	137
Depreciation	(64)	(93)	(64)
Acquired in-process research and development and other accruals and reserves not currently deductible	3,401	1,889	2,771
Other primarily the excess of book basis over tax basis of intangible assets	(2,905)	(1,593)	(1,293)
Total	\$ 3,065	\$ 2,574	\$ 3,990

The following table summarizes the gross amounts of unrecognized tax benefits without regard to reduction in tax liabilities or additions to deferred tax assets and liabilities if such unrecognized tax benefits were settled:

(dollars in millions)	2010	2009	2008
January 1	\$2,172	\$1,523	\$1,126
Increase due to current year tax positions	635	544	385
Increase due to prior year tax positions	171	234	418
Decrease due to current year tax positions	—	—	(25)
Decrease due to prior year tax positions	(94)	(90)	(240)
Settlements	(160)	(39)	(121)
Lapse of statute	—	—	(20)
December 31	\$2,724	\$2,172	\$1,523

The total amount of unrecognized tax benefits that, if recognized, would impact the effective tax rate is approximately \$2.5 billion. Although it is reasonably possible that a change in the balance of

unrecognized tax benefits may occur within the next twelve months, at this time it is not possible to estimate the range of change due to the uncertainty of the potential outcomes.

Note 6 — Segment and Geographic Area Information

Abbott's principal business is the discovery, development, manufacture and sale of a broad line of health care products. Abbott's products are generally sold directly to retailers, wholesalers, hospitals, health care facilities, laboratories, physicians' offices and government agencies throughout the world. Abbott's reportable segments are as follows:

Pharmaceutical Products — Worldwide sales of a broad line of pharmaceuticals. For segment reporting purposes, four pharmaceutical divisions are aggregated and reported as the Pharmaceutical Products segment.

Nutritional Products — Worldwide sales of a broad line of adult and pediatric nutritional products.

Diagnostic Products — Worldwide sales of diagnostic systems and tests for blood banks, hospitals, commercial laboratories and alternate-care testing sites. For segment reporting purposes, three diagnostic divisions are aggregated and reported as the Diagnostic Products segment.

Vascular Products — Worldwide sales of coronary, endovascular and vessel closure products.

Abbott's underlying accounting records are maintained on a legal entity basis for government and public reporting requirements. Segment disclosures are on a performance basis consistent with internal management reporting. Intersegment transfers of inventory are recorded at standard cost and are not a measure of segment operating earnings. The cost of some corporate functions and the cost of certain employee benefits are charged to segments at predetermined rates that approximate cost. Remaining costs, if any, are not allocated to segments. For acquisitions prior to 2006, substantially all intangible assets and related amortization are not allocated to segments. The following segment information has been prepared in accordance with the internal accounting policies of Abbott, as described above, and are not presented in accordance with generally accepted accounting principles applied to the consolidated financial statements.

(dollars in millions)	Net Sales to External Customers (a)			Operating Earnings (a)			Depreciation and Amortization			Additions to Long-term Assets			Total Assets		
	2010	2009	2008	2010	2009	2008	2010	2009	2008	2010	2009	2008	2010	2009	2008
Pharmaceuticals (b)	\$19,894	\$16,486	\$16,708	\$7,408	\$6,443	\$6,331	\$ 993	\$ 384	\$ 323	\$10,631	\$ 239	\$ 831	\$22,816	\$11,215	\$10,356
Nutritionals	5,532	5,284	4,924	777	910	859	177	157	135	163	173	281	3,244	3,368	3,220
Diagnostics	3,794	3,578	3,575	559	406	375	244	282	312	319	453	270	3,462	3,688	3,218
Vascular (b)	3,194	2,692	2,241	910	557	205	252	238	240	528	611	489	5,390	5,403	4,822
Total Reportable															
Segments	32,414	28,040	27,448	\$9,654	\$8,316	\$7,770	\$1,666	\$1,061	\$1,010	\$11,641	\$1,476	\$1,871	\$34,912	\$23,674	\$21,616
Other	2,753	2,725	2,080												
Net Sales	\$35,167	\$30,765	\$29,528												

(a) Net sales and operating earnings were favorably affected by the relatively weaker U.S. dollar in 2010 and 2008 and for 2009 were unfavorably affected by the relatively stronger U.S. dollar.

(b) Additions to long-term assets in 2010 for the Pharmaceutical Products segment include goodwill of \$3,249 and intangibles of \$7,261. Additions to long-term assets in 2010 and 2009 for the Vascular Products segment include goodwill of \$310 and \$158, respectively, and intangibles of \$129 and \$373, respectively. Additions to long-term assets in 2008 for the Pharmaceutical Products segment include acquired intangible assets of \$700 and for the Vascular Products segment include goodwill of \$321.

Notes to Consolidated Financial Statements

(dollars in millions)	2010	2009	2008
Total Reportable Segment			
Operating Earnings	\$ 9,654	\$ 8,316	\$ 7,770
Corporate functions and benefit plans costs	(558)	(354)	(377)
Non-reportable segments	69	209	133
Net interest expense	(448)	(382)	(327)
Acquired in-process research and development	(313)	(170)	(97)
Share-based compensation	(387)	(366)	(347)
Other net (c)	(2,304)	(59)	(899)
Consolidated Earnings from Continuing Operations Before Taxes	\$ 5,713	\$ 7,194	\$ 5,856

(c) Other net for 2010 includes charges of \$881 for integration restructuring and other costs associated with the acquisitions of Solvay and Pramel and \$189 for the impairment of the intangible asset related to sibutramine. Other net for 2009 includes the derecognition of a contingent liability of \$797 established in connection with the conclusion of the TAP joint venture and a \$287 gain from a patent litigation settlement.

(dollars in millions)	2010	2009	2008
Total Reportable Segment Assets	\$34,912	\$23,674	\$21,616
Cash, investments and restricted funds	7,626	11,065	6,153
Current deferred income taxes	3,076	2,364	2,463
Non-reportable segments	5,385	5,371	1,094
All other net primarily goodwill and intangible assets not allocated to reportable segments	8,463	9,943	11,093
Total Assets	\$59,462	\$52,417	\$42,419

(dollars in millions)	Net Sales to			Long-term Assets		
	External Customers (d)			2010	2009	2008
United States	\$15,194	\$14,453	\$14,495	\$16,769	\$14,886	\$14,271
Japan	2,025	1,590	1,249	1,172	1,161	1,046
Germany	1,846	1,481	1,381	5,950	6,914	5,833
The Netherlands	2,001	1,801	1,753	312	365	175
Italy	1,144	1,172	1,089	242	274	248
Canada	1,036	902	924	224	166	131
France	1,216	959	977	87	106	114
Spain	1,066	970	909	291	342	284
United Kingdom	888	779	725	1,272	1,095	1,008
All Other Countries	8,751	6,658	6,026	10,826	3,794	2,267
Consolidated	\$35,167	\$30,765	\$29,528	\$37,145	\$29,103	\$25,377

(d) Sales by country are based on the country that sold the product.

Note 7 — Litigation and Environmental Matters

Abbott has been identified as a potentially responsible party for investigation and cleanup costs at a number of locations in the United States and Puerto Rico under federal and state remediation laws and is investigating potential contamination at a number of company-owned locations. Abbott has recorded an estimated cleanup cost for each site for which management believes Abbott has a probable loss exposure. No individual site cleanup exposure is expected to exceed \$3 million, and the aggregate cleanup exposure is not expected to exceed \$15 million.

There are a number of patent disputes with third parties who claim Abbott's products infringe their patents. In April 2007, New York University (NYU) and Centocor, Inc. filed a lawsuit in the Eastern District of Texas asserting that HUMIRA infringes a patent co-owned by NYU and Centocor and exclusively licensed to Centocor. In June 2009, a jury found that Abbott had willfully infringed the patent and awarded NYU and Centocor approximately \$1.67 billion in past compensatory damages. In October 2009, the district court overturned the jury's finding that Abbott's infringement was willful, but denied Abbott's request to overturn the jury's verdict on validity, infringement, and damages. In December 2009, the district court issued a final judgment and awarded the plaintiffs an additional \$175 million in prejudgment interest. Abbott has appealed the jury's verdict. Abbott is confident in the merits of its case and believes that it will prevail on appeal. As a result, no reserves have been recorded in this case.

Within the next year, legal proceedings may occur that may result in a change in the estimated reserves recorded by Abbott. For its legal proceedings and environmental exposures, Abbott estimates the range of possible loss to be from approximately \$75 million to \$115 million. The recorded reserve balance at December 31, 2010 for these proceedings and exposures was approximately \$95 million. These reserves represent management's best estimate of probable loss, as defined by FASB ASC No. 450, "Contingencies."

While it is not feasible to predict the outcome of all such proceedings and exposures with certainty, management believes that their ultimate disposition should not have a material adverse effect on Abbott's financial position, cash flows, or results of operations, except for the patent case discussed in the second paragraph of this footnote, the resolution of which could be material to cash flows or results of operations.

In 2009, Abbott and Medtronic, Inc. reached a settlement resolving all outstanding intellectual property litigation between the two parties. Under the terms of the settlement, Medtronic paid Abbott \$400 million. The settlement also includes a mutual agreement not to pursue additional litigation on current and future vascular products, subject to specific conditions and time limits. In connection with the settlement, Abbott recognized a gain of \$287 million which is included in Other (income) expense, net. The remaining amounts are being recognized as royalty income as earned.

Notes to Consolidated Financial Statements

Note 8 — Incentive Stock Program

The 2009 Incentive Stock Program authorizes the granting of nonqualified stock options, replacement stock options, restricted stock awards, restricted stock units, performance awards, foreign benefits and other share-based awards. Stock options, replacement stock options and restricted stock awards and units comprise the majority of benefits that have been granted and are currently outstanding under this program and a prior program. In 2010, Abbott granted 1,597,276 stock options, 589,970 replacement stock options, 1,850,892 restricted stock awards and 6,099,307 restricted stock units under this program. The purchase price of shares under option must be at least equal to the fair market value of the common stock on the date of grant, and the maximum term of an option is 10 years. Options vest equally over three years except for replacement options, which vest in six months. Options granted before January 1, 2005 included a replacement feature. Except for options outstanding that have a replacement feature, options granted after December 31, 2004 do not include a replacement feature. When an employee tenders mature shares to Abbott upon exercise of a stock option, a replacement stock option may be granted equal to the amount of shares tendered. Replacement options are granted at the then current market price for a term that expires on the date of the underlying option grant. Upon a change in control of Abbott, all outstanding stock options become fully exercisable, and all terms and conditions of all restricted

stock awards and units are deemed satisfied. Restricted stock awards generally vest between 3 and 5 years and for restricted stock awards that vest over 5 years, no more than one-third of the award vests in any one year upon Abbott reaching a minimum return on equity target. Restricted stock units vest over three years and upon vesting, the recipient receives one share of Abbott stock for each vested restricted stock unit. The aggregate fair market value of restricted stock awards and units is recognized as expense over the service period. Restricted stock awards and settlement of vested restricted stock units are issued out of treasury shares. Abbott generally issues new shares for exercises of stock options. Abbott does not have a policy of purchasing its shares relating to its share-based programs. At December 31, 2010, approximately 200 million shares were reserved for future grants. Subsequent to year-end, the reserve was reduced by approximately 24 million shares for stock options and restricted stock awards and units granted by the Board of Directors.

The number of restricted stock awards and units outstanding and the weighted-average grant-date fair value at December 31, 2009 and December 31, 2010 was 8,703,247 and \$53.64 and 12,449,413 and \$54.02, respectively. The number of restricted stock awards and units, and the weighted-average grant-date fair value, that were granted, vested and lapsed during 2010 were 7,950,199 and \$54.15, 3,781,223 and \$53.50 and 422,810 and \$53.43, respectively. The fair market value of restricted stock awards and units vested in 2010, 2009 and 2008 was \$203 million, \$81 million and \$76 million, respectively.

	Options Outstanding			Exercisable Options		
	Shares	Weighted Average Exercise Price	Weighted Average Remaining Life (Years)	Shares	Weighted Average Exercise Price	Weighted Average Remaining Life (Years)
December 31, 2009	118,860,121	\$50.09	5.7	98,251,406	\$49.16	5.2
Granted	2,187,246	\$6.38				
Exercised	(8,086,101)	\$43.61				
Lapsed	(3,039,578)	\$58.23				
December 31, 2010	109,921,688	\$50.46	4.9	100,739,252	\$50.06	4.6

The aggregate intrinsic value of options outstanding and exercisable at December 31, 2010 was \$194 million and \$193 million, respectively. The total intrinsic value of options exercised in 2010, 2009 and 2008 was \$77 million, \$129 million and \$314 million, respectively. The total unrecognized compensation cost related to all share-based compensation plans at December 31, 2010 amounted to approximately \$270 million which is expected to be recognized over the next three years.

Total non-cash compensation expense charged against income in 2010, 2009 and 2008 for share-based plans totaled approximately \$385 million, \$365 million and \$350 million, respectively, and the tax benefit recognized was approximately \$119 million, \$118 million and \$117 million, respectively. Compensation cost capitalized as part of inventory is not significant.

The fair value of an option granted in 2010, 2009 and 2008 was \$9.24, \$9.28 and \$11.42, respectively. The fair value of an option grant was estimated using the Black-Scholes option-pricing model with the following assumptions:

	2010	2009	2008
Risk-free interest rate	2.9%	2.7%	3.0%
Average life of options (years)	6.0	6.0	6.0
Volatility	22.0%	22.0%	24.0%
Dividend yield	3.2%	3.0%	2.6%

The risk-free interest rate is based on the rates available at the time of the grant for zero-coupon U.S. government issues with a remaining term equal to the option's expected life. The average life of an option is based on both historical and projected exercise and lapsing data. Expected volatility is based on implied volatilities from traded options on Abbott's stock and historical volatility of Abbott's stock over the expected life of the option. Dividend yield is based on the option's exercise price and annual dividend rate at the time of grant.

Notes to Consolidated Financial Statements

Note 9 — Debt and Lines of Credit

The following is a summary of long-term debt at December 31

(dollars in millions)	2010	2009	2008
1.51% Yen notes, due 2010	\$ —	\$ —	\$ 157
3.75% Notes, due 2011	—	500	500
5.6% Notes, due 2011	—	1,500	1,500
5.15% Notes, due 2012	1,000	1,000	1,000
4.35% Notes, due 2014	500	500	500
2.7% Notes, due 2015	750	—	—
5.875% Notes, due 2016	2,000	2,000	2,000
5.6% Notes, due 2017	1,500	1,500	1,500
5.125% Notes, due 2019	2,000	2,000	—
4.125% Notes, due 2020	1,000	—	—
6.15% Notes, due 2037	1,000	1,000	1,000
6.0% Notes, due 2039	1,000	1,000	—
5.3% Notes, due 2040	1,250	—	—
Other, including fair value adjustments relating to interest rate hedge contracts designated as fair value hedges	524	266	556
Total, net of current maturities	12,524	11,266	8,713
Current maturities of long-term debt	2,045	211	1,041
Total carrying amount	\$14,569	\$11,477	\$9,754

Principal payments required on long-term debt outstanding at December 31, 2010, are \$2.0 billion in 2011, \$1.0 billion in 2012, \$301 million in 2013, \$500 million in 2014, \$750 million in 2015 and \$9.8 billion thereafter.

At December 31, 2010, Abbott's long-term debt rating was AA by Standard & Poor's Corporation and A1 by Moody's Investors Service. Abbott has readily available financial resources, including unused lines of credit of \$6.7 billion that support commercial paper borrowing arrangements of which a \$3.0 billion facility expires in October 2012 and a \$3.7 billion facility expires in 2013. Related compensating balances, which are subject to withdrawal by Abbott at its option, and commitment fees are not material. Abbott's weighted-average interest rate on short-term borrowings was 0.4% at December 31, 2010, 0.2% at December 31, 2009 and 0.5% at December 31, 2008.

Note 10 — Business Combinations, Technology Acquisitions and Related Transactions

On January 1, 2009, Abbott adopted the provisions of SFAS No. 141 (revised 2007), "Business Combinations," as codified in FASB ASC No. 805, "Business Combinations." Under ASC No. 805, acquired in-process research and development is accounted for as an indefinite-lived intangible asset until approval or discontinuation rather than as expense; acquisition costs in connection with an acquisition are expensed rather than added to the cost of an acquisition and the fair value of contingent consideration at the date of an acquisition is added to the cost of the acquisition.

On September 8, 2010, Abbott acquired Piramal Healthcare Limited's Healthcare Solutions business, a leader in the Indian branded generics market, for \$2.2 billion, in cash, plus additional payments of \$400 million annually in 2011, 2012, 2013 and 2014. Abbott recorded a \$1.6 billion liability for the present value of the additional payments at the acquisition date. The acquisition was financed with current cash.

The preliminary allocation of the fair value of the acquisition resulted in the recording of \$2.7 billion of deductible acquired intangible assets and \$1.0 billion of deductible goodwill. Acquired intangible assets consist primarily of trade names, customer relationships and associated rights and will be amortized over an average of 19 years. The allocation of the fair value of the acquisition will be finalized when the valuation is completed.

In February 2010, Abbott acquired Solvay's pharmaceuticals business (Solvay Pharmaceuticals) for approximately \$6.1 billion, in cash, plus additional payments of up to EUR 100 million per year if certain sales milestones are met in 2011, 2012 and 2013. Contingent consideration of approximately \$290 million was recorded based on a preliminary valuation. The acquisition of Solvay Pharmaceuticals provides Abbott with a large and complementary portfolio of pharmaceutical products and expands Abbott's presence in key global emerging markets. Abbott acquired control of this business on February 15, 2010 and the financial results of the acquired operations are included in these financial statements beginning on that date. Net sales for the acquired operations for 2010 were approximately \$3.1 billion. Pretax loss of the acquired operations, including acquisition, integration and restructuring expenses, for 2010 was approximately \$395 million. The acquisition was funded with current cash and short-term investments. The preliminary allocation of the fair value of the acquisition is shown in the table below (in billions of dollars). The allocation of the fair value of the acquisition will be finalized when the valuation is completed.

Goodwill, non-deductible	\$ 2.2
Acquired intangible assets, non-deductible	4.1
Acquired in-process research and development, non-deductible	0.5
Acquired net tangible assets	0.7
Deferred income taxes recorded at acquisition	(1.1)
Total preliminary allocation of fair value	\$ 6.4

Acquired intangible assets consist primarily of product rights for currently marketed products and are amortized over 2 to 14 years (average of 11 years). Acquired in-process research and development is accounted for as indefinite-lived intangible assets until regulatory approval or discontinuation. The net tangible assets acquired consist primarily of trade accounts receivable of approximately \$675 million, inventory of approximately \$390 million, property and equipment of approximately \$725 million, net of assumed liabilities, primarily trade accounts payable, accrued compensation and other liabilities.

The following unaudited pro forma financial information reflects the consolidated results of operations of Abbott as if the acquisition of Solvay Pharmaceuticals had taken place on January 1, 2010 and January 1, 2009. The pro forma information includes adjustments for amortization of intangible assets and fair value adjustments to acquisition-date inventory as well as acquisition, integration and restructuring expenses. The pro forma financial information is not necessarily indicative of the results of operations as they would have been had the transaction been effected on the assumed date.

(in billions of dollars except per share amounts)	2010	2009
Net sales	\$35.8	\$34.2
Net earnings	4.6	5.2
Diluted earnings per common share	2.96	3.36

Notes to Consolidated Financial Statements

In March 2010, Abbott acquired STARLIMS Technologies for approximately \$100 million, in cash, net of cash held by STARLIMS, providing Abbott with leading products and expertise to build its position in laboratory informatics. A substantial portion of the fair value of the acquisition has been allocated to goodwill and amortizable intangible assets. The allocation of the fair value of the acquisition will be finalized when the valuation is completed.

In April 2010, Abbott acquired the outstanding shares of Facet Biotech Corporation for approximately \$430 million, in cash, net of cash held by Facet. The acquisition enhances Abbott's early- and mid-stage pharmaceutical pipeline, including a biologic for multiple sclerosis and compounds that complement Abbott's oncology program. A substantial portion of the fair value of the acquisition has been allocated to acquired in-process research and development that is accounted for as an indefinite-lived intangible asset until regulatory approval or discontinuation.

In February 2009, Abbott acquired the outstanding shares of Advanced Medical Optics, Inc. (AMO) for approximately \$1.4 billion in cash, net of cash held by AMO. Prior to the acquisition, Abbott held a small investment in AMO. Abbott acquired AMO to take advantage of increasing demand for vision care technologies due to population growth and demographic shifts and AMO's premier position in its field. Abbott acquired control of this business on February 25, 2009 and the financial results of the acquired operations are included in these financial statements beginning on that date. The acquisition was financed with long-term debt. The allocation of the fair value of the acquisition is shown in the table below.

(dollars in billions)

Goodwill, non-deductible	\$ 1.7
Acquired intangible assets, non-deductible	0.9
Acquired in-process research and development, non-deductible	0.2
Acquired net tangible assets	0.4
Acquired debt	(1.5)
Deferred income taxes recorded at acquisition	(0.3)
Total allocation of fair value	\$ 1.4

Acquired intangible assets consist of established customer relationships, developed technology and trade names and are amortized over 2 to 30 years (average of 15 years). Acquired in-process research and development is accounted for as an indefinite-lived intangible asset until regulatory approval or discontinuation. The net tangible assets acquired consist primarily of trade accounts receivable, inventory, property and equipment and other assets, net of assumed liabilities, primarily trade accounts payable, accrued compensation and other liabilities. In addition, subsequent to the acquisition, Abbott repaid substantially all of the acquired debt of AMO.

In October 2009, Abbott acquired 100 percent of Visiogen, Inc. for \$400 million, in cash, providing Abbott with a next-generation accommodating intraocular lens (IOL) technology to address presbyopia for cataract patients. The allocation of the fair value of the acquisition resulted in non-deductible acquired in-process research and development of approximately \$200 million which is accounted for as an indefinite-lived intangible asset until regulatory approval or discontinuation, non-deductible definite-lived intangible assets of approximately \$24 million and goodwill of approximately \$200 million.

In October 2009, Abbott acquired Evalve, Inc. for \$320 million, in cash, plus an additional payment of \$90 million to be made upon completion of certain regulatory milestones. Abbott acquired Evalve to obtain a presence in the growing area of non-surgical treatment for structural heart disease. Including a previous investment in Evalve, Abbott has acquired 100 percent of the outstanding shares of Evalve. In connection with the acquisition, the carrying amount of this investment was revalued to fair value resulting in recording \$28 million of income, which is reported as Other (income) expense, net. The allocation of the fair value of the acquisition resulted in non-deductible definite-lived intangible assets of approximately \$140 million, non-deductible acquired in-process research and development of approximately \$220 million which is accounted for as an indefinite-lived intangible asset until regulatory approval or discontinuation, goodwill of approximately \$100 million and deferred income taxes of approximately \$110 million. Acquired intangible assets consist of developed technology and will be amortized over 11 years.

In January 2009, Abbott acquired Ibis Biosciences, Inc. (Ibis) for \$175 million, in cash, to expand Abbott's position in molecular diagnostics for infectious disease. Including a \$40 million investment in Ibis in 2008, Abbott has acquired 100 percent of the outstanding shares of Ibis. A substantial portion of the fair value of the acquisition has been allocated to goodwill and amortizable intangible assets, and acquired in-process research and development which is accounted for as an indefinite-lived intangible asset until regulatory approval or discontinuation. The investment in Ibis in 2008 resulted in a charge to acquired in-process research and development. In connection with the acquisition, the carrying amount of this investment was revalued to fair value resulting in recording \$33 million of income, which is reported as Other (income) expense, net.

Except for the acquisition of Solvay Pharmaceuticals, had the above acquisitions taken place on January 1 of the previous year, consolidated net sales and income would not have been significantly different from reported amounts.

In 2010, Abbott entered into an agreement to acquire licensing rights outside the U.S., excluding certain Asian markets, to a product in development for the treatment of chronic kidney disease resulting in a charge to acquired in-process research and development of \$238 million. In addition, Abbott acquired an equity interest of approximately \$62 million. An additional equity interest and additional milestone payments could be required upon the achievement of certain development and regulatory milestones. In 2010, Abbott also entered into an agreement to develop and commercialize a product for the treatment of endometriosis resulting in a charge to acquired in-process research and development of \$75 million. Additional payments of approximately \$500 million could be required for the achievement of certain development, regulatory and commercial milestones.

In 2009, Abbott acquired the global rights to a novel biologic for the treatment of chronic pain for \$170 million, in cash, resulting in a charge to acquired in-process research and development.

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Note 11 — Conclusion of TAP Pharmaceutical Products Inc Joint Venture and Sale of Abbott's Spine Business

On April 30, 2008, Abbott and Takeda concluded their TAP Pharmaceutical Products Inc (TAP) joint venture, evenly splitting the value and assets of the joint venture. Abbott exchanged its 50 percent equity interest in TAP for the assets, liabilities and employees related to TAP's *Lupron* business. Subsequent to the conclusion of the joint venture, TAP was merged into two Takeda entities. The exchange of Abbott's investment in TAP for TAP's *Lupron* business resulted in a gain at closing of approximately \$94 million. The Internal Revenue Service has issued a private letter ruling that the transaction qualifies as tax-free for U.S. income tax purposes.

Beginning on May 1, 2008, Abbott began recording U.S. *Lupron* net sales and costs in its operating results and no longer records income from the TAP joint venture. TAP's sales of *Lupron* were \$182 million for the four months ended April 30, 2008. Abbott also receives payments based on specified development, approval and commercial events being achieved with respect to products retained by Takeda and payments from Takeda based on sales of products retained by Takeda, which are recorded by Abbott as Other (income) expense, net when the specified event is achieved or as the applicable sales are made.

The exchange transaction was accounted for as a sale of Abbott's equity interest in TAP and as an acquisition of TAP's *Lupron* business. The sale of Abbott's equity interest in TAP resulted in the recording of net assets related to the *Lupron* business, primarily cash, receivables, inventory and other assets, net of accounts payable and other accrued liabilities, offset by a credit to Abbott's investment in TAP in the amount of approximately \$280 million.

For the acquired *Lupron* business, Abbott recorded intangible assets, primarily *Lupron* product rights, of approximately \$700 million, goodwill of approximately \$350 million and deferred tax liabilities related primarily to the intangible assets of approximately \$260 million. The intangible assets are being amortized over 15 years. Abbott agreed to remit cash to Takeda if certain research and development events were not achieved on the development assets retained by Takeda. These amounts were recorded as a liability at closing in the amount of approximately \$1.1 billion. Related deferred tax assets of approximately \$410 million were also recorded. Of the \$1.1 billion, Abbott made tax-deductible payments of \$36 million, \$83 million and \$200 million in 2010, 2009 and 2008. In 2009 events occurred resulting in the remaining payments not being required and the remaining liability in the amount of \$797 million was derecognized and recorded as income in Other (income) expense, net.

In 2008, Abbott sold its spine business for approximately \$360 million in cash, resulting in an after-tax gain of approximately \$147 million which is presented as Gain on sale of discontinued operations, net of taxes, in the accompanying statement of income. The operations and financial position of the spine business are not presented as discontinued operations because the effects would not be significant.

Note 12 — Goodwill and Intangible Assets

Abbott recorded goodwill of approximately \$3.4 billion in 2010 related to the acquisitions of Solvay's pharmaceuticals business, Piramal Healthcare Limited's Healthcare Solutions business, Facet Biotech and STARLIMS Technologies. Goodwill related to the Solvay,

Piramal and Facet acquisitions was allocated to the Pharmaceutical Products segment. In addition, in 2010, Abbott paid \$250 million to Boston Scientific as a result of the approval to market the *Xience V* drug-eluting stent in Japan, resulting in an increase in goodwill in the Vascular Products segment. Abbott recorded goodwill of approximately \$2.2 billion in 2009 related to the acquisitions of Advanced Medical Optics, Inc., Ibis Biosciences, Inc., Visiogen, Inc. and Evalve, Inc. Goodwill of approximately \$120 million related to the Ibis acquisition was allocated to the Diagnostic Products segment and goodwill of approximately \$160 million related to the Evalve acquisition was allocated to the Vascular Products segment. In connection with the dissolution of the TAP Pharmaceutical Products Inc (TAP) joint venture in 2008, Abbott recorded approximately \$350 million of goodwill related to the Pharmaceutical Products segment. In 2008, Abbott paid \$250 million to Boston Scientific as a result of the FDA's approval to market the *Xience V* drug-eluting stent in the U.S., resulting in an increase in goodwill in the Vascular Products segment. Foreign currency translation and other adjustments (decreased) increased goodwill in 2010, 2009 and 2008 by \$(879) million, \$997 million and \$(677) million, respectively. The amount of goodwill related to reportable segments at December 31, 2010 was \$9.4 billion for the Pharmaceutical Products segment, \$208 million for the Nutritional Products segment, \$383 million for the Diagnostic Products segment, and \$2.6 billion for the Vascular Products segment. Goodwill was reduced by approximately \$64 million in connection with the sale of Abbott's spine business in 2008. There were no other significant reductions of goodwill relating to impairments or disposal of all or a portion of a business.

The gross amount of amortizable intangible assets, primarily product rights and technology was \$17.3 billion, \$10.8 billion and \$9.4 billion as of December 31, 2010, 2009 and 2008, respectively, and accumulated amortization was \$6.5 billion, \$5.1 billion and \$4.2 billion as of December 31, 2010, 2009 and 2008, respectively. Indefinite-lived intangible assets, which relate to in-process research and development acquired in a business combination, were approximately \$1.4 billion and \$610 million at December 31, 2010 and 2009, respectively. The estimated annual amortization expense for intangible assets recorded at December 31, 2010 is approximately \$1.6 billion in 2011, \$1.3 billion in 2012, \$1.1 billion in 2013, \$895 million in 2014 and \$790 million in 2015. Amortizable intangible assets are amortized over 2 to 30 years (average 12 years).

Note 13 — Restructuring Plans

In 2010, Abbott management approved a restructuring plan primarily related to the acquisition of Solvay's pharmaceuticals business. This plan streamlines operations, improves efficiencies and reduces costs in certain Solvay sites and functions as well as in certain Abbott and Solvay commercial organizations in various countries. Action plans have been identified and most are expected to be implemented within the next two years. This plan will result in pretax charges of approximately \$810 million to \$970 million over the life of the plan. These charges include employee-related costs of approximately \$650 million, accelerated depreciation and asset write-downs of approximately \$105 million, and other related exit costs of up to approximately \$215 million, mainly related to discontinuation of certain research and development programs and product transfers. Under this plan, Abbott recorded charges to Cost of products sold, Research and

Notes to Consolidated Financial Statements

development and Selling, general and administrative of approximately \$99 million, \$152 million and \$272 million, respectively. Additional charges of \$12 million were subsequently recorded primarily for accelerated depreciation. The following summarizes the activity for this restructuring:

(dollars in millions)

2010 restructuring charge	\$ 523
Payments, impairments and other adjustments	(113)
Accrued balance at December 31, 2010	\$ 410

In 2010 and prior years, Abbott management approved plans to realign its worldwide pharmaceutical and vascular manufacturing operations and selected domestic and international commercial and research and development operations in order to reduce costs. In 2010, 2009 and 2008, Abbott recorded charges of approximately \$56 million, \$114 million and \$36 million, respectively, reflecting the impairment of manufacturing facilities and other assets, employee severance and other related charges. Approximately \$56 million in 2010 is classified as Cost of products sold and \$114 million and \$36 million in 2009 and 2008, respectively, are classified as Selling, general and administrative. An additional \$13 million, \$47 million and \$81 million were subsequently recorded in 2010, 2009 and 2008, respectively, relating to these restructurings, primarily for accelerated depreciation. The following summarizes the activity for these restructurings:

(dollars in millions)

Accrued balance at January 1, 2008	\$ 194
2008 restructuring charges	36
Payments, impairments and other adjustments	(125)
Accrued balance at December 31, 2008	105
2009 restructuring charges	114
Payments, impairments and other adjustments	(74)
Accrued balance at December 31, 2009	145
2010 restructuring charges	56
Payments and other adjustments	(124)
Accrued balance at December 31, 2010	\$ 77

In 2008, Abbott management approved a plan to streamline global manufacturing operations, reduce overall costs, and improve efficiencies in Abbott's core diagnostic business. In 2008, Abbott recorded a charge to Cost of products sold of approximately \$129 million under the plan. Additional charges of approximately \$60 million, \$54 million and \$16 million were recorded in 2010, 2009 and 2008, respectively, relating to this restructuring, primarily for accelerated depreciation and product transfer costs. Additional charges will be incurred through 2011 as a result of product re-registration timelines required under manufacturing regulations in a number of countries and product transition timelines. The following summarizes the activity for this restructuring:

(dollars in millions)

2008 restructuring charge	\$129
Payments and other adjustments	(19)
Accrued balance at December 31, 2008	110
Payments and other adjustments	(12)
Accrued balance at December 31, 2009	98
Payments and other adjustments	(10)
Accrued balance at December 31, 2010	\$ 88

Note 14 — Subsequent Event

In January 2011, Abbott management approved a restructuring plan to streamline manufacturing and commercial operations, improve efficiencies and reduce costs in the pharmaceutical business. This plan will result in pre-tax charges of approximately \$295 million over the next several years based on the timing of events, including product transfers. Approximately \$165 million of the charges are forecast to occur in 2011, with about \$140 million projected in the first quarter of 2011.

Note 15 — Quarterly Results (Unaudited)

(dollars in millions except per share data)

	2010	2009	2008
First Quarter			
Net Sales	\$7,698.4	\$6,718.4	\$6,765.6
Gross Profit	4,363.2	3,782.4	3,804.5
Net Earnings	1,003.0	1,438.6	937.9
Basic Earnings Per Common Share (a)	65	93	61
Diluted Earnings Per Common Share (a)	64	92	60
Market Price Per Share-High	56.79	57.39	61.09
Market Price Per Share-Low	52.21	44.10	50.09

Second Quarter

Net Sales	\$8,826.0	\$7,494.9	\$7,314.0
Gross Profit	5,282.1	4,365.9	4,194.4
Net Earnings	1,291.7	1,288.1	1,322.0
Basic Earnings Per Common Share (a)	83	83	86
Diluted Earnings Per Common Share (a)	83	83	85
Market Price Per Share-High	53.25	48.37	57.04
Market Price Per Share-Low	45.26	41.27	50.09

Third Quarter

Net Sales	\$8,674.5	\$7,761.3	\$7,497.7
Gross Profit	4,933.4	4,401.2	4,144.8
Net Earnings	890.7	1,480.4	1,084.6
Basic Earnings Per Common Share (a)	58	95	70
Diluted Earnings Per Common Share (a)	57	95	69
Market Price Per Share-High	52.86	49.69	60.78
Market Price Per Share-Low	44.59	43.45	52.63

Fourth Quarter

Net Sales	\$9,967.8	\$8,790.1	\$7,950.3
Gross Profit	5,922.8	5,005.9	4,771.9
Net Earnings	1,440.8	1,538.7	1,536.2
Basic Earnings Per Common Share (a)	93	99	99
Diluted Earnings Per Common Share (a)	92	98	98
Market Price Per Share-High	53.75	54.97	59.93
Market Price Per Share-Low	46.03	48.41	45.75

(a) The sum of the quarters' basic earnings per share for 2010 and 2009 and diluted earnings per share for 2009 do not add to the full year earnings per share amounts due to rounding.

Management Report on Internal Control Over Financial Reporting

The management of Abbott Laboratories is responsible for establishing and maintaining adequate internal control over financial reporting. Abbott's internal control system was designed to provide reasonable assurance to the company's management and board of directors regarding the preparation and fair presentation of published financial statements.

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 presentation.

Abbott's management assessed the effectiveness of the company's internal control over financial reporting as of December 31, 2010. In making this assessment, it used the criteria set forth in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. As allowed by SEC guidance, management excluded from its assessment the 2010 acquisitions of Solvay's pharmaceuticals business and Piramal Healthcare Limited's Healthcare Solutions business which accounted for approximately 20 percent of consolidated total assets and 9 percent of consolidated net sales as of and for the year ended December 31, 2010. Based on our assessment, we believe that, as of December 31, 2010, the company's internal control over financial reporting was effective based on those criteria.

Abbott's independent registered public accounting firm has issued an audit report on their assessment of the effectiveness of the company's internal control over financial reporting. This report appears on page 60.

Miles D. White
Chairman of the Board and Chief Executive Officer

Thomas C. Freyman
Executive Vice President, Finance and Chief Financial Officer

Greg W. Linder
Vice President and Controller

February 18, 2011

Reports of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Abbott Laboratories

We have audited the accompanying consolidated balance sheets of Abbott Laboratories and subsidiaries (the "Company") as of December 31, 2010, 2009, and 2008, and the related consolidated statements of earnings, shareholders' investment, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements 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, such consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2010, 2009, and 2008, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 10 to the consolidated financial statements, the Company adopted the provisions of a new accounting standard relating to business combinations in 2009.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2010, based on the criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 18, 2011 expressed an unqualified opinion on the Company's internal control over financial reporting.

Deloitte & Touche LLP
Chicago, Illinois
February 18, 2011

To the Board of Directors and Shareholders of Abbott Laboratories

We have audited the internal control over financial reporting of Abbott Laboratories and subsidiaries (the "Company") as of December 31, 2010, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. As described in Management Report on Internal Control Over Financial Reporting, management excluded from its assessment the 2010 acquisitions of Solvay's pharmaceuticals business and Piramal Healthcare Limited's Healthcare Solutions business which accounted for approximately 20 percent of consolidated total assets and 9 percent of consolidated net sales as of and for the year ended December 31, 2010. Accordingly, our audit did not include the internal control over financial reporting at Solvay's pharmaceuticals business or Piramal Healthcare Limited's Healthcare Solutions business. 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, included in the accompanying Management Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on 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, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, 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 by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel 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 the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the 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, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2010, based on the criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements of the Company as of and for the year ended December 31, 2010 and our report dated February 18, 2011 expresses an unqualified opinion on those financial statements and includes an explanatory paragraph regarding the Company's adoption of a new accounting standard in 2009.

Deloitte & Touche LLP
Chicago, Illinois
February 18, 2011

Financial Instruments and Risk Management

Market Price Sensitive Investments

Abbott holds available-for-sale equity securities from strategic technology acquisitions. The market value of these investments was approximately \$75 million as of December 31, 2010 and 2009. Abbott monitors these investments for other than temporary declines in market value, and charges impairment losses to income when an other than temporary decline in value occurs. A hypothetical 20 percent decrease in the share prices of these investments would decrease their fair value at December 31, 2010 by approximately \$15 million. (A 20 percent decrease is believed to be a reasonably possible near-term change in share prices.)

Non-Publicly Traded Equity Securities

Abbott holds equity securities from strategic technology acquisitions that are not traded on public stock exchanges. The carrying value of these investments was approximately \$165 million and \$78 million as of December 31, 2010 and 2009, respectively. Except for one equity investment recorded at \$62 million, no other individual investment is in excess of \$18 million. Abbott monitors these investments for other than temporary declines in market value, and charges impairment losses to income when an other than temporary decline in estimated value occurs.

Interest Rate Sensitive Financial Instruments

At December 31, 2010 and 2009, Abbott had interest rate hedge contracts totaling \$7.3 billion and \$5.5 billion, respectively, to manage its exposure to changes in the fair value of debt due in 2011 through 2020. The effect of these hedges is to change the fixed interest rate to a variable rate. Abbott does not use derivative financial instruments, such as interest rate swaps, to manage its exposure to changes in interest rates for its investment securities. At December 31, 2010, Abbott had \$2.6 billion of domestic commercial paper outstanding with an average annual interest rate of 0.27% with an average remaining life of 24 days. The fair value of long-term debt at December 31, 2010 and 2009 amounted to \$15.7 billion and \$12.3 billion, respectively (average interest rates of 5.2% and 5.3%, respectively) with maturities through 2040. At December 31, 2010 and 2009, the fair

value of current and long-term investment securities amounted to approximately \$2.1 billion. A hypothetical 100-basis point change in the interest rates would not have a material effect on cash flows, income or market values. (A 100-basis point change is believed to be a reasonably possible near-term change in rates.)

Foreign Currency Sensitive Financial Instruments

Abbott enters into foreign currency forward exchange contracts to manage its exposure to foreign currency denominated intercompany loans and trade payables and third-party trade payables and receivables. The contracts are marked-to-market, and resulting gains or losses are reflected in income and are generally offset by losses or gains on the foreign currency exposure being managed. At December 31, 2010 and 2009, Abbott held \$10.8 billion and \$7.5 billion, respectively, of such contracts, which mature in the next twelve months.

In addition, certain Abbott foreign subsidiaries enter into foreign currency forward exchange contracts to manage exposures to changes in foreign exchange rates for anticipated intercompany purchases by those subsidiaries whose functional currencies are not the U.S. dollar. These contracts are designated as cash flow hedges of the variability of the cash flows due to changes in foreign currency exchange rates and are marked-to-market with the resulting gains or losses reflected in Accumulated other comprehensive income (loss). Gains or losses will be included in Cost of products sold at the time the products are sold, generally within the next twelve months. At December 31, 2010 and 2009, Abbott held \$1.3 billion and \$2.0 billion, respectively, of such contracts, which all mature in the following calendar year.

Abbott has designated foreign denominated short-term debt of approximately \$650 million and approximately \$575 million as of December 31, 2010 and 2009, respectively, as a hedge of the net investment in a foreign subsidiary. Accordingly, changes in the fair value of this debt due to changes in exchange rates are recorded in Accumulated other comprehensive income (loss), net of tax.

The following table reflects the total foreign currency forward contracts outstanding at December 31, 2010 and 2009.

	2010			2009		
	Contract	Weighted	Fair and	Contract	Weighted	Fair and
	Amount	Average	Carrying	Amount	Average	Carrying
(dollars in millions)		Exchange	Value		Exchange	Value
Receive primarily U.S. Dollars		Rate	Receivable/ (Payable)		Rate	Receivable/ (Payable)
in exchange for the following currencies						
Euro	\$ 5,803	1.347	\$ 16	\$4,045	1.482	\$(20)
British Pound	1,422	1.581	2	1,246	1.658	(2)
Japanese Yen	2,256	82.7	(2)	2,057	89.8	(46)
Canadian Dollar	538	1.021	4	448	1.064	(4)
All other currencies	2,090	N/A	(25)	1,714	N/A	(11)
Total	\$12,109		\$ (5)	\$9,510		\$(83)

Financial Review

Abbott's revenues are derived primarily from the sale of a broad line of health care products under short-term receivable arrangements. Patent protection and licenses, technological and performance features, and inclusion of Abbott's products under a contract or by a pharmacy benefit manager most impact which products are sold, price controls, competition and rebates most impact the net selling prices of products, and foreign currency translation impacts the measurement of net sales and costs. Abbott's primary products are prescription pharmaceuticals, nutritional products, diagnostic testing products and vascular products. Sales in international markets are approximately 55 percent of consolidated net sales.

Continued robust growth of *HUMIRA* after the worldwide launch of additional indications, the acquisitions of Solvay's pharmaceuticals business (Solvay Pharmaceuticals), Piramal Healthcare Limited's Healthcare Solutions business, and Advanced Medical Optics, Inc., the launch of the *Xience V* drug eluting stent, the conclusion of the TAP Pharmaceutical Products Inc. joint venture, the loss of patent protection for some pharmaceutical products, and the challenging economic environment in many countries around the world have impacted Abbott's sales, costs and financial position over the last three years.

Pharmaceutical research and development is focused on therapeutic areas that include immunology, oncology, neuroscience, pain management, hepatitis C (HCV), chronic kidney disease and women's health. In 2003, Abbott began the worldwide launch of *HUMIRA* for rheumatoid arthritis, followed by launches for five additional indications, which increased *HUMIRA*'s worldwide sales to \$6.5 billion in 2010 compared to \$5.5 billion in 2009, and \$4.5 billion in 2008. Abbott forecasts growth in the low teens for worldwide *HUMIRA* sales in 2011. Abbott is studying additional indications for *HUMIRA*. Substantial research and development and selling support has been and continues to be dedicated to maximizing the worldwide potential of *HUMIRA*. Increased generic competition has resulted in U.S. *Depakote* sales declining from \$1.3 billion in 2008 to \$161 million in 2010. Austerity measures implemented by several European countries reduced health-care spending and affected pharmaceutical pricing in the second half of 2010 and that impact is expected to continue for all of 2011.

In February 2010, Abbott acquired Solvay Pharmaceuticals which provided Abbott with a large and complementary portfolio of pharmaceutical products and expanded Abbott's presence in key global emerging markets. The acquisition added approximately \$3.1 billion to Abbott's 2010 total sales, primarily outside the U.S. In 2010, Abbott recorded approximately \$710 million of expense related to the integration of the Solvay business and a restructuring plan announced in September to streamline operations, improve efficiencies and reduce costs primarily in certain Solvay sites and functions. The restructuring plan is further described below. In September 2010 Abbott completed the acquisition of Piramal's Healthcare Solutions business, propelling Abbott to market leadership in the Indian pharmaceutical market and further accelerating the company's growth in emerging markets.

In 2007, Abbott's nutritional products businesses were reorganized into a worldwide business to better leverage the opportunities available for strong nutritional brands. Significant efforts have been focused on capturing those opportunities, particularly in developing markets where growth has been strong.

In 2008, Abbott received FDA approval to market the *Xience V* drug eluting stent in the U.S. and in 2006 received European Union approval. *Xience V* became the market-leading drug eluting stent in the U.S. in the fourth quarter of 2008. In June 2009, *Xience PRIME*, Abbott's next generation drug eluting stent, received CE Mark approval and was launched in Europe in August 2009. Abbott received approval to market *Xience V* in Japan in January 2010 and *Xience V* became the market-leading drug eluting stent in Japan in the second quarter of 2010.

In 2010, the U.S. government passed health care reform legislation which included an increase in Medicaid rebate rates and the extension of the rebate to drugs provided through Medicaid managed care organizations beginning in 2010. The legislation also imposes annual fees to be paid by pharmaceutical manufacturers and medical device companies beginning in 2011 and 2013, respectively, as well as additional rebates related to the Medicare Part D "donut hole" beginning in 2011. In addition to a one-time charge of approximately \$60 million to reduce deferred tax assets associated with retiree health care liabilities related to the Medicare Part D retiree drug subsidy, the legislation negatively impacted Abbott's performance by more than \$200 million in 2010 and that is expected to increase to more than \$400 million in 2011.

Abbott's short- and long-term debt totaled \$18.9 billion at December 31, 2010, largely incurred to finance acquisitions. Operating cash flows in excess of capital expenditures and cash dividends have partially funded acquisitions over the last three years. At December 31, 2010, Abbott's long-term debt rating was AA by Standard and Poor's Corporation and A1 by Moody's Investors Service.

In April 2008, Abbott and Takeda concluded their TAP Pharmaceutical Products Inc. (TAP) joint venture, evenly splitting the value and assets of the joint venture in a tax-free exchange. Abbott received TAP's *Lupron* business in exchange for Abbott's 50 percent ownership in TAP. *Lupron*'s U.S. results are included in the Pharmaceutical Products segment beginning in May 2008. Abbott also receives payments based on specified development, approval and commercial events being achieved with respect to products retained by Takeda and payments from Takeda based on sales of products retained by Takeda.

In 2011, Abbott will focus on several key initiatives. In the pharmaceutical business, Abbott will continue to build its global presence, expand its presence in emerging markets and diversify its sources of growth with the Solvay Pharmaceuticals and Piramal Healthcare Solutions acquisitions. Abbott will also continue maximizing the market potential for *HUMIRA*. Pharmaceutical research and development efforts will continue to focus a significant portion of expenditures on compounds for immunology, oncology, neuroscience, pain management, HCV, chronic kidney disease and women's health. Such compounds include one Phase III compound for multiple sclerosis, one Phase III compound and three Phase II compounds in oncology, three Phase II compounds targeting HCV, three Phase II compounds targeting Alzheimer's disease or cognitive disorders of schizophrenia, two Phase II compounds targeting chronic kidney disease, and one Phase II compound each in women's health and pain management. In the vascular business, Abbott will continue to focus on marketing *Xience PRIME* in Europe and other markets, obtaining regulatory review of *Xience Nano*, *Xience PRIME*, and the *MiraClip* device in the U.S. and a limited European roll-out as well as further clinical development of *ABSORB*, its bioresorbable vascular scaffold (BVS) device. In the other business segments, Abbott will focus on developing or acquiring differentiated technologies in higher growth segments of those markets.

Financial Review

Critical Accounting Policies

Sales Rebates — Approximately 50 percent of Abbott's consolidated gross revenues are subject to various forms of rebates and allowances that Abbott records as reductions of revenues at the time of sale. Most of these rebates and allowances are in the Pharmaceutical Products segment and the Nutritional Products segment. Abbott provides rebates to pharmacy benefit management companies, state agencies that administer the federal Medicaid program, insurance companies that administer Medicare drug plans, state agencies that administer the Special Supplemental Nutrition Program for Women, Infants, and Children (WIC), wholesalers, group purchasing organizations, and other government agencies and private entities. Rebate amounts are usually based upon the volume of purchases using contractual or statutory prices for a product. Factors used in the rebate calculations include the identification of which products have been sold subject to a rebate, which customer or government agency price terms apply, and the estimated lag time between sale and payment of a rebate. Using historical trends, adjusted for current changes, Abbott estimates the amount of the rebate that will be paid, and records the liability as a reduction of gross sales when Abbott records its sale of the product. Settlement of the rebate generally occurs from two to 24 months after sale. Abbott regularly analyzes the historical rebate trends and makes adjustments to reserves for changes in trends and terms of rebate programs. Rebates and chargebacks charged against gross sales in 2010, 2009 and 2008 amounted to approximately \$4.9 billion, \$4.4 billion and \$3.8 billion, respectively, or 23.1 percent, 23.8 percent and 22.8 percent, respectively, based on gross sales of approximately \$21.1 billion, \$18.4 billion and \$16.8 billion, respectively, subject to rebate. A one-percentage point increase in the percentage of rebates to related gross sales would decrease net sales by approximately \$211 million in 2010. Abbott considers a one-percentage point increase to be a reasonably likely increase in the percentage of rebates to related gross sales. Other allowances charged against gross sales were approximately \$415 million, \$414 million and \$362 million for cash discounts in 2010, 2009 and 2008, respectively, and \$537 million, \$456 million and \$439 million for returns in 2010, 2009 and 2008, respectively. Cash discounts are known within 15 to 30 days of sale, and therefore can be reliably estimated. Returns can be reliably estimated because Abbott's historical returns are low, and because sales returns terms and other sales terms have remained relatively unchanged for several periods.

Management analyzes the adequacy of ending rebate accrual balances each quarter. In the domestic nutritional business, management uses both internal and external data available to estimate the level of inventory in the distribution channel. Management has access to several large customers' inventory management data, and for other customers, utilizes data from a third party that measures time on the retail shelf. These sources allow management to make reliable estimates of inventory in the distribution channel. Except for a transition period before or after a change in the supplier for the WIC business in a state, inventory in the distribution channel does not vary substantially. Management also estimates the states' processing lag time based on claims data. In addition, internal processing time is a factor in estimating the accrual. In the WIC business, the state where the sale is made, which is the determining factor for the applicable price, is reliably determinable. Estimates are required for the amount of WIC

sales within each state where Abbott has the WIC business. External data sources utilized for that estimate are participant data from the U.S. Department of Agriculture (USDA), which administers the WIC program, participant data from some of the states, and internally administered market research. The USDA has been making its data available for many years. Internal data includes historical redemption rates and pricing data. At December 31, 2010, Abbott had the exclusive WIC business in 23 states.

In the domestic pharmaceutical business, the most significant charges against gross sales are for Medicaid and Medicare Rebates, Pharmacy Benefit Manager Rebates and Wholesaler Chargebacks. In order to evaluate the adequacy of the ending accrual balances, management uses both internal and external data to estimate the level of inventory in the distribution channel and the rebate claims processing lag time. External data sources used to estimate the inventory in the distribution channel include inventory levels periodically reported by wholesalers and third party market data purchased by Abbott. Management estimates the processing lag time based on periodic sampling of claims data. To estimate the price rebate percentage, systems and calculations are used to track sales by product by customer and to estimate the contractual or statutory price. Abbott's systems and calculations have developed over time as rebates have become more significant, and Abbott believes they are reliable.

The following table is an analysis of the four largest rebate accruals, which comprise approximately 69 percent of the consolidated rebate provisions charged against revenues in 2010. Remaining rebate provisions charged against gross sales are not significant in the determination of operating earnings.

	Domestic Nutritional WIC Rebates	Domestic Pharmaceutical Products		
		Medicaid and Medicare Rebates	Pharmacy Benefit Manager Rebates	Wholesaler Charge- backs
<i>(dollars in millions)</i>				
Balance at				
January 1, 2008	\$ 199	\$ 420	\$ 237	\$ 92
Provisions	808	556	397	1,034
Payments	(845)	(681)	(406)	(980)
Balance at				
December 31, 2008	162	295	228	146
Provisions	747	563	505	1,134
Payments	(756)	(506)	(494)	(1,120)
Balance at				
December 31, 2009	153	352	239	160
Provisions	616	899	841	1,162
Payments	(640)	(617)	(670)	(1,163)
Balance at				
December 31, 2010	\$ 129	\$ 634	\$ 410	\$ 159

Historically, adjustments to prior years' rebate accruals have not been material to net income. Abbott employs various techniques to verify the accuracy of claims submitted to it, and where possible, works with the organizations submitting claims to gain insight into changes that might affect the rebate amounts. For Medicaid, Medicare and other government agency programs, the calculation of a rebate involves interpretations of relevant regulations, which are subject to challenge or change in interpretation.

Financial Review

Income Taxes — Abbott operates in numerous countries where its income tax returns are subject to audits and adjustments. Because Abbott operates globally, the nature of the audit items are often very complex, and the objectives of the government auditors can result in a tax on the same income in more than one country. Abbott employs internal and external tax professionals to minimize audit adjustment amounts where possible. In accordance with the accounting rules relating to the measurement of tax contingencies, in order to recognize an uncertain tax benefit, the taxpayer must be more likely than not of sustaining the position, and the measurement of the benefit is calculated as the largest amount that is more than 50 percent likely to be realized upon resolution of the benefit. Application of these rules requires a significant amount of judgment. In the U.S., Abbott's federal income tax returns through 2005 are settled, and the income tax returns for years after 2005 are open. Abbott does not record deferred income taxes on earnings reinvested indefinitely in foreign subsidiaries.

Pension and Post-Employment Benefits — Abbott offers pension benefits and post-employment health care to many of its employees. Abbott engages outside actuaries to assist in the determination of the obligations and costs under these programs. Abbott must develop long-term assumptions, the most significant of which are the health care cost trend rates, discount rates and the expected return on plan assets. The discount rates used to measure liabilities were determined based on high-quality fixed income securities that match the duration of the expected retiree benefits. The health care cost trend rates represent Abbott's expected annual rates of change in the cost of health care benefits and is a forward projection of health care costs as of the measurement date. A difference between the assumed rates and the actual rates, which will not be known for decades, can be significant in relation to the obligations and the annual cost recorded for these programs. Negative asset returns in 2008 due to poor market conditions and low interest rates have significantly increased actuarial losses for these plans. At December 31, 2010, pretax net actuarial losses and prior service costs and (credits) recognized in Accumulated other comprehensive income (loss) for Abbott's defined benefit plans and medical and dental plans were losses of \$2.9 billion and \$307 million, respectively. Actuarial losses and gains are amortized over the remaining service attribution periods of the employees under the corridor method, in accordance with the rules for accounting for post-employment benefits. Differences between the expected long-term return on plan assets and the actual annual return are amortized over a five-year period. Note 4 to the consolidated financial statements describes the impact of a one-percentage point change in the health care cost trend rate, however, there can be no certainty that a change would be limited to only one percentage point.

Valuation of Intangible Assets — Abbott has acquired and continues to acquire significant intangible assets that Abbott records at fair value. Transactions involving the purchase or sale of intangible assets occur with some frequency between companies in the health care field and valuations are usually based on a discounted cash flow analysis. The discounted cash flow model requires assumptions about the timing and amount of future net cash flows, risk, the cost of capital, terminal values and market participants. Each of these factors can significantly affect the value of the intangible asset. Abbott engages independent

valuation experts who review Abbott's critical assumptions and calculations for acquisitions of significant intangibles. Abbott reviews definite-lived intangible assets for impairment each quarter using an undiscounted net cash flows approach. If the undiscounted cash flows of an intangible asset are less than the carrying value of an intangible asset, the intangible asset is written down to its fair value, which is usually the discounted cash flow amount. Where cash flows cannot be identified for an individual asset, the review is applied at the lowest group level for which cash flows are identifiable. Goodwill and indefinite-lived intangible assets, which relate to in-process research and development acquired in a business combination, are reviewed for impairment annually or when an event that could result in an impairment occurs. At December 31, 2010, goodwill and intangibles amounted to \$15.9 billion and \$12.2 billion, respectively, and amortization expense for intangible assets amounted to \$1.4 billion in 2010. There were no impairments of goodwill in 2010, 2009 or 2008.

Litigation — Abbott accounts for litigation losses in accordance with FASB Accounting Standards Codification No. 450, "Contingencies." Under ASC No. 450, loss contingency provisions are recorded for probable losses at management's best estimate of a loss, or when a best estimate cannot be made, a minimum loss contingency amount is recorded. These estimates are often initially developed substantially earlier than the ultimate loss is known, and the estimates are refined each accounting period as additional information becomes known. Accordingly, Abbott is often initially unable to develop a best estimate of loss, and therefore the minimum amount, which could be zero, is recorded. As information becomes known, either the minimum loss amount is increased, resulting in additional loss provisions, or a best estimate can be made, also resulting in additional loss provisions. Occasionally, a best estimate amount is changed to a lower amount when events result in an expectation of a more favorable outcome than previously expected. Abbott estimates the range of possible loss to be from approximately \$75 million to \$115 million for its legal proceedings and environmental exposures. Reserves of approximately \$95 million have been recorded at December 31, 2010 for these proceedings and exposures. These reserves represent management's best estimate of probable loss, as defined by FASB ASC No. 450, "Contingencies."

Stock Compensation — Abbott records the fair value of stock options in its results of operations. Since there is no market for trading employee stock options, management must use a fair value method. There is no certainty that the results of a fair value method would be the value at which employee stock options would be traded for cash. Fair value methods require management to make several assumptions, the most significant of which are the selection of a fair value model, stock price volatility and the average life of an option. Abbott has readily available grant-by-grant historical activity for several years in its option administration system that it uses in developing some of its assumptions. Abbott uses the Black-Scholes model to value stock options. Abbott uses both historical volatility of its stock price and the implied volatility of traded options to develop the volatility assumptions. Abbott uses the historical grant activity, combined with expectations about future exercise activity, to develop the average life assumptions. Abbott has also used the historical grant data to evaluate whether certain holders of stock options exercised their options differently than other holders and has not found any differentiating pattern among holders.

Financial Review

Results of Operations

Sales

The following table details the components of sales growth by reportable segment for the last three years

	Total % Change	Components of Change %		
		Price	Volume	Exchange
Total Net Sales				
2010 vs 2009	14.3	(0.1)	13.2	1.2
2009 vs 2008	4.2	(0.1)	8.3	(4.0)
2008 vs 2007	13.9	1.4	9.3	3.2
Total U.S.				
2010 vs 2009	6.8	0.7	6.1	—
2009 vs 2008	0.4	(0.3)	0.7	—
2008 vs 2007	10.1	3.4	6.7	—
Total International				
2010 vs 2009	20.7	(0.8)	19.3	2.2
2009 vs 2008	7.7	0.2	15.1	(7.6)
2008 vs 2007	17.8	(0.5)	12.0	6.3
Pharmaceutical Products Segment				
2010 vs 2009	20.7	0.2	19.5	1.0
2009 vs 2008	(1.3)	(0.1)	3.0	(4.2)
2008 vs 2007	14.2	1.9	9.1	3.2
Nutritional Products Segment				
2010 vs 2009	4.7	1.7	1.2	1.8
2009 vs 2008	7.3	1.5	8.6	(2.8)
2008 vs 2007	12.2	3.4	6.9	1.9
Diagnostic Products Segment				
2010 vs 2009	6.0	0.1	4.3	1.6
2009 vs 2008	0.1	1.4	3.7	(5.0)
2008 vs 2007	13.2	1.3	6.8	5.1
Vascular Products Segment				
2010 vs 2009	18.6	(4.7)	22.3	1.0
2009 vs 2008	20.1	(2.9)	26.0	(3.0)
2008 vs 2007	34.7	(4.6)	35.8	3.5

Worldwide sales growth in 2010 reflects the acquisition of Solvay's pharmaceuticals business on February 15, 2010, unit growth and the positive effect of the relatively weaker U.S. dollar. Worldwide sales growth in 2009 reflects unit growth and the acquisition of Advanced Medical Optics, Inc. on February 25, 2009, partially offset by the negative effect of the relatively stronger U.S. dollar. Worldwide, U.S. and Pharmaceutical Products segment sales also reflect decreased sales of *Depakote* due to generic competition in 2009. Excluding U.S. *Depakote* sales, worldwide sales increased 7.7 percent, U.S. sales increased 7.6 percent and Pharmaceutical Products segment sales increased 4.3 percent from 2008 to 2009. Worldwide 2008 sales growth reflects unit growth and the positive effect of the relatively weaker U.S. dollar.

A comparison of significant product group sales is as follows. Percent changes are versus the prior year and are based on unrounded numbers.

(dollars in millions)	2010	Percent Change	2009	Percent Change	2008	Percent Change
Pharmaceuticals —						
U.S. Specialty	\$4,596	(2)	\$4,676	(10)	\$5,211	20
U.S. Primary Care	3,010	(1)	3,043	(2)	3,102	(1)
International Pharmaceuticals	8,287	5	7,861	6	7,399	23
Nutritionals —						
U.S. Pediatric						
Nutritionals	1,208	(7)	1,306	3	1,268	3
International						
Pediatric Nutritionals	1,676	9	1,543	12	1,374	26
U.S. Adult Nutritionals	1,345	6	1,269	9	1,162	8
International						
Adult Nutritionals	1,268	15	1,106	3	1,070	13
Diagnostics —						
Immunochemistry	2,904	4	2,798	(2)	2,843	13

Decreased sales of *Depakote* due to generic competition impacted U.S. Specialty product sales in 2010, 2009 and 2008 and lower sales of *Zemplar*, *Kaletra* and *Lupron* affected U.S. Specialty product sales in 2010. These were partially offset by increased sales of *HUMIRA* in all three years and the addition of *Lupron* sales from the conclusion of the TAP joint venture in April 2008 which increased U.S. Specialty product sales in 2009 and 2008. U.S. sales of *HUMIRA* were \$2.8 billion, \$2.5 billion and \$2.2 billion in 2010, 2009, and 2008, respectively, and U.S. sales of *Depakote* were \$161 million, \$331 million and \$1.3 billion in 2010, 2009 and 2008, respectively. U.S. Primary Care sales were impacted by the discontinuation of *Azmecort* and generic competition for *Cardizem LA* in 2010, by decreased sales of *Synthroid* in 2009 and 2008 and by decreased sales of *Omnicef* and *Biaxin* in 2008 due to generic competition. These were partially offset in all three years by increased sales of *Niaspan* and in 2010 and 2008 by higher *Tricor/Tripix* franchise sales. Increased sales volume of *HUMIRA* in 2010, 2009 and 2008 favorably impacted International Pharmaceuticals sales, partially offset by decreased sales of clanthromycin. International sales of *HUMIRA* were \$3.7 billion, \$3.0 billion and \$2.3 billion in 2010, 2009 and 2008, respectively. The relatively weaker dollar increased International Pharmaceutical sales in 2010 and 2008 by 1.9 percent and 7.3 percent, respectively. The relatively stronger U.S. dollar decreased International Pharmaceutical sales in 2009 by 8.6 percent. International Pediatric Nutritionals sales increases were due primarily to volume growth in developing countries. U.S. Pediatric Nutritionals sales in 2010 were affected by the voluntary recall of certain Similac-brand powder infant formulas in September 2010. International Adult Nutritionals sales and Immunochemistry sales in 2010 and 2008 were positively impacted by the effect of the relatively weaker U.S. dollar and were negatively impacted in 2009 by the effect of the relatively stronger U.S. dollar. Abbott has periodically sold product rights to non-strategic products and has recorded the related gains in net sales in accordance with Abbott's revenue recognition policies as discussed in Note 1 to the consolidated financial statements. Related net sales were approximately \$58 million, \$120 million and \$111 million in 2010, 2009 and 2008, respectively.

Financial Review

The expiration of licenses, patent protection and generic competition can affect the future revenues and operating income of Abbott. There are currently no significant patent or license expirations in the next three years. Under a license agreement for *TrCor* 145 mg, generic competition could begin as early as March 2011 but is not expected until July 2012. Under an agreement relating to Abbott's niacin products and acquired with the Kos Pharmaceuticals acquisition, *Niaspan* may become subject to generic competition in September 2013.

Operating Earnings

Gross profit margins were 58.3 percent of net sales in 2010, 57.1 percent in 2009 and 57.3 percent in 2008. The increase in the gross profit margin in 2010 was due, in part, to improved margins in the pharmaceutical, vascular, diabetes and diagnostics businesses and the favorable effect of exchange on the gross profit margin ratio. The decrease in the gross profit margin in 2009 was due, in part, to the negative impact from lower sales of *Depakote* and the unfavorable effect of exchange on the gross profit margin ratio, partially offset by improved margins in the vascular and diagnostics businesses. The increase in the gross profit margin in 2008 was due, in part, to favorable product mix and the favorable impact of foreign exchange.

In the U.S., states receive price rebates from manufacturers of infant formula under the federally subsidized Special Supplemental Nutrition Program for Women, Infants, and Children. There are also rebate programs for pharmaceutical products. These rebate programs continue to have a negative effect on the gross profit margins of the Nutritional and Pharmaceutical Products segments.

Research and development expense was \$3.724 billion in 2010, \$2.744 billion in 2009 and \$2.689 billion in 2008 and represented increases of 35.7 percent in 2010, 2.0 percent in 2009 and 7.3 percent in 2008. Excluding charges related to the Solvay restructurings announced in September 2010, research and development expenses in 2010 increased 29.4 percent. This increase, exclusive of the effects of the restructuring charges, reflects the acquisitions of Solvay's pharmaceuticals business in February 2010 and Facet Biotech in April 2010. The increase in 2009 reflects the favorable effect of exchange rates which reduced research and development expense in 2009. Excluding the effect of exchange, research and development expenses increased 3.4 percent in 2009. The increases in 2010, 2009 and 2008 also reflect continued pipeline spending, including programs in vascular devices, biologics, neuroscience, oncology and hepatitis C. The majority of research and development expenditures are concentrated on pharmaceutical products.

Selling, general and administrative expenses increased 23.4 percent in 2010, decreased 0.4 percent in 2009 and increased 13.9 percent in 2008. Excluding charges related to the Solvay restructuring and integration charges, selling, general and administrative expenses in 2010 increased 18.2 percent. This increase, exclusive of the effects of the restructuring and integration charges, reflects the acquisitions of Solvay's pharmaceuticals business in 2010 and Advanced Medical Optics, Inc. in 2009 and higher provisions for litigation in 2010. The 2009 decrease reflects the favorable effect of exchange rates which was offset by expenses relating to the acquisition of Advanced Medical Optics, Inc. and the settlement of litigation. Excluding the effects of the charges and exchange, selling, general and administrative expenses increased 0.9 percent in 2009. The 2008 increase reflects the settlement of litigation relating to *TrCor*, which increased selling,

general and administration expenses by 3.1 percentage points. The remaining increases in selling, general and administrative expenses were due primarily to increased selling and marketing support for new and existing products, including continued spending for *HUMIRA* and *Xience V*, and inflation.

Conclusion of TAP Pharmaceutical Products Inc. Joint Venture and Sale of Abbott's Spine Business

On April 30, 2008, Abbott and Takeda concluded their TAP Pharmaceutical Products Inc. (TAP) joint venture, evenly splitting the value and assets of the joint venture. Abbott exchanged its 50 percent equity interest in TAP for the assets, liabilities and employees related to TAP's *Lupron* business. Subsequent to the conclusion of the joint venture, TAP was merged into two Takeda entities. The exchange of Abbott's investment in TAP for TAP's *Lupron* business resulted in a gain at closing of approximately \$94 million. The Internal Revenue Service has issued a private letter ruling that the transaction qualifies as tax-free for U.S. income tax purposes.

Beginning on May 1, 2008, Abbott began recording U.S. *Lupron* net sales and costs in its operating results and no longer records income from the TAP joint venture. TAP's sales of *Lupron* were \$182 million for the four months ended April 30, 2008. Abbott also receives payments based on specified development, approval and commercial events being achieved with respect to products retained by Takeda and payments from Takeda based on sales of products retained by Takeda, which are recorded by Abbott as Other (income) expense, net when the specified event is achieved or as the applicable sales are made.

The exchange transaction was accounted for as a sale of Abbott's equity interest in TAP and as an acquisition of TAP's *Lupron* business. The sale of Abbott's equity interest in TAP resulted in the recording of net assets related to the *Lupron* business, primarily cash, receivables, inventory and other assets, net of accounts payable and other accrued liabilities, offset by a credit to Abbott's investment in TAP in the amount of approximately \$280 million.

For the acquired *Lupron* business, Abbott recorded intangible assets, primarily *Lupron* product rights, of approximately \$700 million, goodwill of approximately \$350 million and deferred tax liabilities related primarily to the intangible assets of approximately \$260 million. The intangible assets are being amortized over 15 years. Abbott agreed to remit cash to Takeda if certain research and development events were not achieved on the development assets retained by Takeda. These amounts were recorded as a liability at closing in the amount of approximately \$1.1 billion. Related deferred tax assets of approximately \$410 million were also recorded. Of the \$1.1 billion, Abbott made tax-deductible payments of \$36 million, \$83 million and \$200 million in 2010, 2009 and 2008. In 2009 events occurred resulting in the remaining payments not being required and the remaining liability in the amount of \$797 million was derecognized and recorded as income in Other (income) expense, net.

In 2008, Abbott sold its spine business for approximately \$360 million in cash, resulting in an after-tax gain of approximately \$147 million which is presented as Gain on sale of discontinued operations, net of taxes, in the accompanying statement of income. The operations and financial position of the spine business are not presented as discontinued operations because the effects would not be significant.

Financial Review

Restructurings

In 2010, Abbott management approved a restructuring plan primarily related to the acquisition of Solvay's pharmaceuticals business. This plan streamlines operations, improves efficiencies and reduces costs in certain Solvay sites and functions as well as in certain Abbott and Solvay commercial organizations in various countries. Action plans have been identified and most are expected to be implemented within the next two years. This plan will result in pretax charges of approximately \$810 million to \$970 million over the life of the plan. These charges include employee-related costs of approximately \$650 million, accelerated depreciation and asset write-downs of approximately \$105 million, and other related exit costs of up to approximately \$215 million, mainly related to discontinuation of certain research and development programs and product transfers. Under this plan, Abbott recorded charges to Cost of products sold, Research and development and Selling, general and administrative of approximately \$99 million, \$152 million and \$272 million, respectively. Additional charges of \$12 million were subsequently recorded primarily for accelerated depreciation. The following summarizes the activity for this restructuring.

<i>(dollars in millions)</i>	
2010 restructuring charge	\$ 523
Payments, impairments and other adjustments	(113)
Accrued balance at December 31, 2010	\$ 410

In 2010 and prior years, Abbott management approved plans to realign its worldwide pharmaceutical and vascular manufacturing operations and selected domestic and international commercial and research and development operations in order to reduce costs. In 2010, 2009 and 2008, Abbott recorded charges of approximately \$56 million, \$114 million and \$36 million, respectively, reflecting the impairment of manufacturing facilities and other assets, employee severance and other related charges. Approximately \$56 million in 2010 is classified as Cost of products sold and \$114 million and \$36 million in 2009 and 2008, respectively, are classified as Selling, general and administrative. An additional \$13 million, \$47 million and \$81 million were subsequently recorded in 2010, 2009 and 2008, respectively, relating to these restructurings, primarily for accelerated depreciation. The following summarizes the activity for these restructurings.

<i>(dollars in millions)</i>	
Accrued balance at January 1, 2008	\$ 194
2008 restructuring charges	36
Payments, impairments and other adjustments	(125)
Accrued balance at December 31, 2008	105
2009 restructuring charges	114
Payments, impairments and other adjustments	(74)
Accrued balance at December 31, 2009	145
2010 restructuring charges	56
Payments and other adjustments	(124)
Accrued balance at December 31, 2010	\$ 77

In 2008, Abbott management approved a plan to streamline global manufacturing operations, reduce overall costs, and improve efficiencies in Abbott's core diagnostic business. In 2008, Abbott recorded a charge to Cost of products sold of approximately \$129 million under the plan. Additional charges of approximately \$60 million, \$54 million

and \$16 million were recorded in 2010, 2009 and 2008, respectively, relating to this restructuring, primarily for accelerated depreciation and product transfer costs. Additional charges will be incurred through 2011 as a result of product re-registration timelines required under manufacturing regulations in a number of countries and product transition timelines. The following summarizes the activity for this restructuring.

<i>(dollars in millions)</i>	
2008 restructuring charge	\$129
Payments and other adjustments	(19)
Accrued balance at December 31, 2008	110
Payments and other adjustments	(12)
Accrued balance at December 31, 2009	98
Payments and other adjustments	(10)
Accrued balance at December 31, 2010	\$ 88

Interest expense and Interest (income)

In 2010, interest expense increased due primarily to increased debt levels. In 2009 and 2008, interest expense decreased primarily as a result of lower interest rates, partially offset by increased debt levels in 2009 related to the acquisition of Advanced Medical Optics, Inc. Interest income decreased in 2010 due to lower investment balances, decreased in 2009 due to lower interest rates and increased in 2008 due to higher interest rates.

Other (income) expense, net

Other (income) expense, net, for 2009 includes the derecognition of a contingent liability of \$797 million associated with the conclusion of the TAP Pharmaceutical Products Inc. joint venture as discussed above, a \$287 million gain from the settlement reached between Abbott and Medtronic, Inc. resolving all outstanding intellectual property litigation between the two parties and income from the recording of certain investments at fair value in connection with business acquisitions. Other (income) expense, net, for 2010, 2009 and 2008 also includes ongoing contractual payments from Takeda associated with the conclusion of the TAP joint venture and a gain in 2008 on the sale of an equity investment accounted for as an available-for-sale investment. In addition, Abbott recorded a gain of approximately \$94 million in connection with the dissolution of the TAP joint venture in 2008.

Taxes on Earnings

The income tax rates on earnings from continuing operations were 19.0 percent in 2010, 20.1 percent in 2009 and 19.2 percent in 2008. As a result of the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act which were signed into law in 2010, Abbott recorded a charge of approximately \$60 million in 2010 to reduce deferred tax assets associated with retiree health care liabilities related to the Medicare Part D retiree drug subsidy. The tax rate in 2009 was affected by a higher tax rate applied to the derecognition of a contingent liability associated with the conclusion of the TAP Pharmaceutical Products Inc. joint venture and the Medtronic intellectual property litigation settlement.

In October 2010, Puerto Rico enacted legislation that assesses a tax beginning in 2011 on certain products manufactured in Puerto Rico. This excise tax will be recorded in Cost of products sold although the tax is expected to be creditable for U.S. income tax purposes.

Financial Review

Research and Development Programs

Abbott currently has numerous pharmaceutical, medical and nutritional products in development. The significant areas of therapeutic focus include the following:

Pharmaceutical Products —

Immunology — Projects are ongoing to identify new mechanisms with the potential to treat an array of immune-mediated diseases. Projects include early stage work in oral DMARD therapies and a number of biologic candidates.

Phase III trials are ongoing for additional indications of *HUMIRA* including ulcerative colitis in Japan, ankylosing spondylitis in China, pediatric Crohn's disease in the U.S. and the European Union (EU), uveitis in the U.S., EU and Japan, and peripheral and axial spondyloarthritis in the U.S. and EU. Global regulatory applications for ulcerative colitis were submitted in early 2011.

Neuroscience/Pain — Abbott is focused on the development of compounds that target receptors in the brain that help regulate mood, memory and other neurological functions to address conditions such as Alzheimer's disease, schizophrenia, pain, Parkinson's disease and multiple sclerosis (MS). This includes three compounds directed toward the treatment of Alzheimer's disease. ABT-126 and ABT-288 are completing Phase II studies in early 2011 and ABT-384 will complete its Phase II study later in 2011. Daclizumab, a next-generation antibody, entered Phase III clinical trials for relapsing remitting MS in the second quarter of 2010.

Oncology — Abbott is focused on the development of targeted treatments that inhibit tumor growth and improve response to common cancer therapies. Abbott has new molecular entities in development for more than a dozen types of cancer including:

- ABT-869, a multi-targeted kinase inhibitor, for which a Phase III trial for liver cancer was initiated in 2010 and Phase II studies for other cancer types are ongoing.
- ABT-263, a Bcl-2 family protein antagonist, currently in Phase II development for chronic lymphoid leukemia.
- ABT-888, a PARP-inhibitor, is completing Phase II in early 2011.
- Elotuzamab under a collaboration agreement acquired as part of the Facet Biotech acquisition in 2010. Abbott expects to begin Phase III development of elotuzamab for the treatment of multiple myeloma with its partner in 2011.

Hepatitis C — Abbott's antiviral program is focused on developing treatments for hepatitis C (HCV) and includes a partnership with Enanta Pharmaceuticals to discover protease inhibitors as well as internal programs focused on additional viral targets. In 2010, Abbott initiated Phase II clinical trials to evaluate three of Abbott's HCV antiviral agents, including the investigational protease inhibitor ABT-450, part of the Enanta collaboration. Polymerase inhibitors ABT-333 and ABT-072 as well as ABT-267, a NSSA inhibitor, are currently being developed exclusively by Abbott.

Women's Health — In 2010, Abbott entered into a collaboration agreement with Neurocrine to develop and commercialize elagolix, an oral gonadotropin-releasing hormone (GnRH) antagonist, for the treatment of endometriosis-related pain and fibroids. A Phase II study in endometriosis was recently completed.

Chronic Kidney Disease — In 2010, Abbott entered into an agreement with Reata Pharmaceuticals for ex-U.S. rights, excluding certain Asian markets, to bardoxolone, an investigational treatment for chronic kidney disease (CKD). A Phase IIb study was recently completed and a global Phase III trial is targeted to begin in 2011.

In addition, new formulations of Abbott's existing pharmaceutical products, including *Lupron* 6-month depot and *AndroGel* 1.62%, are currently under FDA review. Work is also continuing on numerous early-stage programs, including the biologic acquired from Pangenetics for chronic pain in late 2009, a cMet antibody for cancer in partnership with Pierre Fabre SA, and other programs across all of Abbott's therapeutic areas of focus.

Vascular — Ongoing projects in the pipeline include:

- *Xience Nano*, a version of *Xience V* for small vessels, currently under regulatory review in the U.S.
- *Xience PRIME*, the next-generation drug-eluting stent (DES) based on *Xience V* attributes. Ongoing clinical trials for *Xience PRIME* in the U.S. are evaluating a range of stent sizes, including small vessel and long lengths.
- *ABSORB*, a bioresorbable vascular scaffold (BVS) device for the treatment of coronary artery disease that is gradually resorbed into the vessel wall. In 2010, Abbott released four-year data from its *ABSORB* clinical trial, which showed efficacy and safety results consistent with the three-year data. In early 2010, Abbott also initiated the *ABSORB EXTEND* clinical trial which will enroll up to 1,000 patients with more complex coronary artery disease. In 2011 after receiving CE Mark approval for *ABSORB*, Abbott announced its plans to initiate a randomized, controlled clinical trial later in 2011 to further study the device in an expanded population in Europe. A global trial, including the U.S. and other geographies, is planned for later this year.
- *MitraClip* device for the treatment of mitral regurgitation — In September 2010, Abbott announced additional data from the EVEREST II (Endovascular Valve Edge-to-Edge REpair Study) trial on the safety and clinical benefits of the *MitraClip* system. Abbott's *MitraClip* system which is on the market in Europe is currently under review for approval by the FDA.
- Coronary and endovascular core product projects, including new coronary and endovascular guide wires, and the *Herculink Elite* stent for renal indication in the U.S., are at various stages of development and/or undergoing regulatory approvals.

Medical Optics — Abbott is expanding its proprietary laser platforms into new vision correction applications, including cataract surgery and is developing new diagnostic instruments and treatments to improve visual outcomes. Synchrony, a next-generation intraocular lens (IOL) designed to mimic the eye's natural ability to change focus and deliver improved vision at all distances for patients following cataract surgery, is currently under FDA review. Abbott is also developing new products for patients undergoing cataract surgery, including new intraocular lenses that address astigmatism, a new insertion system to facilitate micro-incision surgery and an ophthalmic viscoelastic for the U.S. market.

Financial Review

Molecular Diagnostics — Numerous new molecular diagnostic products, including oncology and infectious disease assays as well as improved instrument systems, are currently under development. An assay to aid in the management of HCV-infected patients undergoing antiviral therapy is currently under U.S. regulatory review. Additional assays to detect the presence of HIV virus, tuberculosis, and CMV viral load and a test to detect hepatitis B drug resistance in patients are under regulatory review for CE Mark approval.

Core Laboratory Diagnostics — Abbott is researching dozens of novel biomarkers focusing on areas such as diabetes, infectious disease, and neuroscience disorders and also has several next generation instrument systems for hematology, immunochemistry and blood screening in development.

Diabetes Care — Abbott is developing new products for diabetes patients including the next generation *Freestyle* glucose monitoring system with new features supporting the insulin-using patient. This new system is currently under regulatory review for CE Mark approval and a filing for FDA approval is expected to be submitted in 2011.

Nutrition — Abbott is focusing its R&D spend on six benefit platforms that span the pediatric, adult and performance nutrition areas: immunity, cognition, lean body mass, inflammation, metabolism and tolerance. Numerous new products that build on advances in these benefit platforms are currently under development and are expected to be launched in 2011.

Given the diversity of Abbott's business, its intention to remain a broad-based healthcare company and the numerous sources for potential future growth, no individual project is expected to be material to cash flows or results of operations. Factors considered included research and development expenses projected to be incurred for the project (compound or device) over the next year relative to Abbott's total research and development expenses as well as qualitative factors, such as marketplace perceptions and impact of a new product on Abbott's overall market position. There were no delays in Abbott's 2010 research and development activities that are expected to have a material impact on operations.

While the aggregate cost to complete the numerous pharmaceutical and medical device projects currently in development is expected to be material, the total cost to complete will depend upon Abbott's ability to successfully complete each project, the rate at which each project advances, and the ultimate timing for completion. Given the potential for significant delays and the high rate of failure inherent in the research and development of new pharmaceutical and medical device products and technologies, it is not possible to accurately estimate the total cost to complete all projects currently in development. However, Abbott plans to continue to manage our portfolio of projects to achieve research and development spend equal to approximately 9.5 percent to 10 percent of sales each year.

Business Combinations, Technology Acquisitions and Related Transactions

On January 1, 2009, Abbott adopted the provisions of SFAS No. 141 (revised 2007), "Business Combinations," as codified in FASB ASC No. 805, "Business Combinations." Under ASC No. 805, acquired in-process research and development is accounted for as an indefinite-lived intangible asset until approval or discontinuation rather than as expense. In addition, acquisition costs in connection with an

acquisition are expensed rather than added to the cost of an acquisition and the fair value of contingent consideration at the date of an acquisition is added to the cost of the acquisition.

On September 8, 2010, Abbott acquired Piramal Healthcare Limited's Healthcare Solutions business, a leader in the Indian branded generics market, for \$2.2 billion, in cash, plus additional payments of \$400 million annually in 2011, 2012, 2013 and 2014. Abbott recorded a \$1.6 billion liability for the present value of the additional payments at the acquisition date. The acquisition was financed with current cash. The preliminary allocation of the fair value of the acquisition resulted in the recording of \$2.7 billion of deductible acquired intangible assets and \$1.0 billion of deductible goodwill. Acquired intangible assets consist primarily of trade names, customer relationships and associated rights and will be amortized over an average of 19 years. The allocation of the fair value of the acquisition will be finalized when the valuation is completed.

In February 2010, Abbott acquired Solvay's pharmaceuticals business (Solvay Pharmaceuticals) for approximately \$6.1 billion, in cash, plus additional payments of up to EUR 100 million per year if certain sales milestones are met in 2011, 2012 and 2013. Contingent consideration of approximately \$290 million was recorded based on a preliminary valuation. The acquisition of Solvay Pharmaceuticals provides Abbott with a large and complementary portfolio of pharmaceutical products and expands Abbott's presence in key global emerging markets. Abbott acquired control of this business on February 15, 2010 and the financial results of the acquired operations are included in these financial statements beginning on that date. Net sales for the acquired operations for 2010 were approximately \$3.1 billion. Pretax loss of the acquired operations, including acquisition, integration and restructuring expenses, for 2010 was approximately \$395 million. The acquisition was funded with current cash and short-term investments. The preliminary allocation of the fair value of the acquisition is shown in the table below (*in billions of dollars*). The allocation of the fair value of the acquisition will be finalized when the valuation is completed.

Goodwill, non-deductible	\$ 2.2
Acquired intangible assets, non-deductible	4.1
Acquired in-process research and development, non-deductible	0.5
Acquired net tangible assets	0.7
Deferred income taxes recorded at acquisition	(1.1)
Total preliminary allocation of fair value	\$ 6.4

Acquired intangible assets consist primarily of product rights for currently marketed products and are amortized over 2 to 14 years (average of 11 years). Acquired in-process research and development is accounted for as indefinite lived intangible assets until regulatory approval or discontinuation. The net tangible assets acquired consist primarily of trade accounts receivable of approximately \$675 million, inventory of approximately \$390 million, property and equipment of approximately \$725 million, net of assumed liabilities, primarily trade accounts payable, accrued compensation and other liabilities.

The following unaudited pro forma financial information reflects the consolidated results of operations of Abbott as if the acquisition of Solvay Pharmaceuticals had taken place on January 1, 2010 and January 1, 2009. The pro forma information includes adjustments for amortization of intangible assets and fair value adjustments to acquisition-date inventory as well as acquisition, integration and restructuring expenses. The pro forma financial information is not

Financial Review

necessarily indicative of the results of operations as they would have been had the transaction been effected on the assumed date

<i>(in billions of dollars, except per share amounts)</i>	2010	2009
Net sales	\$35.8	\$34.2
Net earnings	4.6	5.2
Diluted earnings per common share	2.96	3.36

In March 2010, Abbott acquired STARLIMS Technologies for approximately \$100 million, in cash, net of cash held by STARLIMS, providing Abbott with leading products and expertise to build its position in laboratory informatics. A substantial portion of the fair value of the acquisition has been allocated to goodwill and amortizable intangible assets. The allocation of the fair value of the acquisition will be finalized when the valuation is completed.

In April 2010, Abbott acquired the outstanding shares of Facet Biotech Corporation for approximately \$430 million, in cash, net of cash held by Facet. The acquisition enhances Abbott's early- and mid-stage pharmaceutical pipeline, including a biologic for multiple sclerosis and compounds that complement Abbott's oncology program. A substantial portion of the fair value of the acquisition has been allocated to acquired in-process research and development that is accounted for as an indefinite-lived intangible asset until regulatory approval or discontinuation.

In February 2009, Abbott acquired the outstanding shares of Advanced Medical Optics, Inc. (AMO) for approximately \$1.4 billion in cash, net of cash held by AMO. Prior to the acquisition, Abbott held a small investment in AMO. Abbott acquired AMO to take advantage of increasing demand for vision care technologies due to population growth and demographic shifts and AMO's premier position in its field. Abbott acquired control of this business on February 25, 2009 and the financial results of the acquired operations are included in these financial statements beginning on that date. The acquisition was financed with long-term debt. The allocation of the fair value of the acquisition is shown in the table below.

<i>(dollars in billions)</i>	
Goodwill, non-deductible	\$1.7
Acquired intangible assets, non-deductible	0.9
Acquired in-process research and development, non-deductible	0.2
Acquired net tangible assets	0.4
Acquired debt	(1.5)
Deferred income taxes recorded at acquisition	(0.3)
Total allocation of fair value	\$1.4

Acquired intangible assets consist of established customer relationships, developed technology and trade names and are amortized over 2 to 30 years (average of 15 years). Acquired in-process research and development is accounted for as an indefinite-lived intangible asset until regulatory approval or discontinuation. The net tangible assets acquired consist primarily of trade accounts receivable, inventory, property and equipment and other assets, net of assumed liabilities, primarily trade accounts payable, accrued compensation and other liabilities. In addition, subsequent to the acquisition, Abbott repaid substantially all of the acquired debt of AMO.

In October 2009, Abbott acquired 100 percent of Visiogen, Inc. for \$400 million, in cash, providing Abbott with a next-generation accommodating intraocular lens (IOL) technology to address presbyopia for

cataract patients. The allocation of the fair value of the acquisition resulted in non-deductible acquired in-process research and development of approximately \$200 million which is accounted for as an indefinite-lived intangible asset until regulatory approval or discontinuation, non-deductible definite-lived intangible assets of approximately \$24 million and goodwill of approximately \$200 million.

In October 2009, Abbott acquired Evalve, Inc. for \$320 million, in cash, plus an additional payment of \$90 million to be made upon completion of certain regulatory milestones. Abbott acquired Evalve to obtain a presence in the growing area of non-surgical treatment for structural heart disease. Including a previous investment in Evalve, Abbott has acquired 100 percent of the outstanding shares of Evalve. In connection with the acquisition, the carrying amount of this investment was revalued to fair value resulting in recording \$28 million of income, which is reported as Other (income) expense, net. The allocation of the fair value of the acquisition resulted in non-deductible definite-lived intangible assets of approximately \$140 million, non-deductible acquired in-process research and development of approximately \$220 million which is accounted for as an indefinite-lived intangible asset until regulatory approval or discontinuation, goodwill of approximately \$100 million and deferred income taxes of approximately \$110 million. Acquired intangible assets consist of developed technology and will be amortized over 11 years.

In January 2009, Abbott acquired Ibis Biosciences, Inc. (Ibis) for \$175 million, in cash, to expand Abbott's position in molecular diagnostics for infectious disease. Including a \$40 million investment in Ibis in 2008, Abbott has acquired 100 percent of the outstanding shares of Ibis. A substantial portion of the fair value of the acquisition has been allocated to goodwill and amortizable intangible assets, and acquired in-process research and development which is accounted for as an indefinite-lived intangible asset until regulatory approval or discontinuation. The investment in Ibis in 2008 resulted in a charge to acquired in-process research and development. In connection with the acquisition, the carrying amount of this investment was revalued to fair value resulting in recording \$33 million of income, which is reported as Other (income) expense, net.

Except for the acquisition of Solvay Pharmaceuticals, had the above acquisitions taken place on January 1 of the previous year, consolidated net sales and income would not have been significantly different from reported amounts.

In 2010, Abbott entered into an agreement to acquire licensing rights outside the U.S., excluding certain Asian markets, to a product in development for the treatment of chronic kidney disease resulting in a charge to acquired in-process research and development of \$238 million. In addition, Abbott acquired an equity interest of approximately \$62 million. In 2011, Abbott expects to acquire an additional equity interest and make milestone and other payments related to the license agreement totalling approximately \$300 million. In 2010, Abbott also entered into an agreement to develop and commercialize a product for the treatment of endometriosis resulting in a charge to acquired in-process research and development of \$75 million. Additional payments of approximately \$500 million could be required for the achievement of certain development, regulatory and commercial milestones.

In 2009, Abbott acquired the global rights to a novel biologic for the treatment of chronic pain for \$170 million, in cash, resulting in a charge to acquired in-process research and development.

Financial Review

Goodwill

At December 31, 2010, goodwill recorded as a result of business combinations totaled \$15.9 billion. Goodwill is reviewed for impairment annually or when an event that could result in an impairment occurs. The results of the last impairment test indicated that the fair value of each reporting unit was substantially in excess of its carrying value except for the Medical Optics unit. While the fair value of the Medical Optics business exceeds its carrying value, extended economic pressure particularly in the LASIK surgery business and longer regulatory approval timelines for products currently under development could result in a valuation in the future where the fair value of the Medical Optics unit has declined below its carrying value, thereby triggering the requirement to estimate the implied fair value of the goodwill and measure for impairment.

Financial Condition

Cash Flow

Net cash from operating activities of continuing operations amounted to \$8.7 billion, \$7.3 billion and \$7.0 billion in 2010, 2009 and 2008, respectively. \$2.0 billion of long-term debt to be paid in March and May of 2011 will be funded out of operating cash flow and borrowings. Abbott funded \$525 million in 2010, \$862 million in 2009 and \$285 million in 2008 to defined pension plans. Abbott expects pension funding for its main domestic pension plan of \$200 million annually. Abbott expects annual cash flow from operating activities to continue to exceed Abbott's capital expenditures and cash dividends.

Debt and Capital

At December 31, 2010, Abbott's long-term debt rating was AA by Standard & Poor's Corporation and A1 by Moody's Investors Service. Abbott has readily available financial resources, including unused lines of credit of \$6.7 billion that support commercial paper borrowing arrangements of which a \$3.0 billion facility expires in October 2012 and a \$3.7 billion facility expires in 2013. Related compensating balances, which are subject to withdrawal by Abbott at its option, and commitment fees are not material.

In October 2008, the board of directors authorized the purchase of up to \$5 billion of Abbott's common shares from time to time. Under this authorization, 14.8 million shares were purchased in 2010 at a cost of approximately \$800 million, 14.5 million shares were purchased in 2009 at a cost of approximately \$800 million and 146,400 shares were purchased in 2008 at a cost of approximately \$8 million. In 2008, Abbott also purchased approximately 19.0 million of its common shares at a cost of approximately \$1.1 billion under a prior authorization.

Under a registration statement filed with the Securities and Exchange Commission in February 2009, Abbott issued \$3.0 billion of long-term debt in the second quarter of 2010 that matures in 2015, 2020 and 2040 with interest rates of 2.7 percent, 4.125 percent and 5.3 percent, respectively. Proceeds from this debt were used to pay down short-term borrowings. Under the February 2009 registration statement, Abbott issued \$3.0 billion of long-term debt in the first quarter of 2009 that matures in 2019 and 2039 with interest rates of 5.125 percent and 6.0 percent, respectively. Proceeds from this debt were used to fund the acquisition of Advanced Medical Optics, Inc. and to repay debt of Advanced Medical Optics, Inc. In addition, Abbott repaid \$1 billion of long-term notes that were due in 2009 using short-term borrowings.

In connection with the judgment entered by the U.S. District Court for the Eastern District of Texas against Abbott in its litigation with New York University and Centocor, Inc., Abbott executed a collateralized escrow agreement in February 2010 with a financial institution to secure the judgment in the event that Abbott's appeal to the federal circuit court is unsuccessful in overturning the district court's decision. Abbott has deposited approximately \$1.87 billion with the escrow agent and considers these assets to be restricted. The assets are invested in U.S. Treasury bills and money market funds per the terms of the agreement.

Working Capital

Working capital was \$5.1 billion at December 31, 2010, \$10.3 billion at December 31, 2009 and \$5.5 billion at December 31, 2008. The decrease in working capital in 2010 was due primarily to cash and investments used to acquire Solvay's pharmaceuticals business and Primal Healthcare Limited's Healthcare Solutions business. The increase in working capital in 2009 was due primarily to increased levels of cash and investments and the derecognition of a contingent liability associated with the conclusion of the TAP joint venture, partially offset by increased debt levels.

Capital Expenditures

Capital expenditures of \$1.0 billion in 2010, \$1.1 billion in 2009 and \$1.3 billion in 2008 were principally for upgrading and expanding manufacturing, research and development, investments in information technology and administrative support facilities in all segments, and for laboratory instruments placed with customers.

Contractual Obligations

The following table summarizes Abbott's estimated contractual obligations as of December 31, 2010.

(dollars in millions)	Payment Due By Period				
	Total	2011	2012-2013	2014-2015	2016 and Thereafter
Long-term debt, including current maturities and future interest payments	\$22,549	\$2,757	\$2,519	\$2,358	\$14,915
Operating lease obligations	637	129	200	128	180
Capitalized auto lease obligations	90	30	60	—	—
Purchase commitments (a)	2,737	2,668	68	1	—
Other long-term liabilities reflected on the consolidated balance sheet —					
Benefit plan obligations	2,807	—	480	413	1,914
Other	4,333	—	3,143	777	413
Total (b)	\$33,153	\$5,584	\$6,470	\$3,677	\$17,422

(a) Purchase commitments are for purchases made in the normal course of business to meet operational and capital expenditure requirements.

(b) Unrecognized tax benefits totaling \$2.5 billion are excluded from the table above as Abbott is unable to reasonably estimate the period of cash settlement with the respective taxing authorities on such items.

Financial Review

Contingent Obligations

Abbott has periodically entered into agreements in the ordinary course of business, such as assignment of product rights, with other companies which has resulted in Abbott becoming secondarily liable for obligations that Abbott was previously primarily liable. Since Abbott no longer maintains a business relationship with the other parties, Abbott is unable to develop an estimate of the maximum potential amount of future payments, if any, under these obligations. Based upon past experience, the likelihood of payments under these agreements is remote. In addition, Abbott periodically acquires a business or product rights in which Abbott agrees to pay contingent consideration based on attaining certain thresholds or based on the occurrence of certain events.

Legislative Issues

In the first quarter 2010, the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act (collectively referred to herein as "health care reform legislation") were signed into law in the U.S. Health care reform legislation included an increase in the basic Medicaid rebate rate from 15.1 percent to 23.1 percent and extended the rebate to drugs provided through Medicaid managed care organizations. These Medicaid rebate changes will continue to have a negative effect on the gross profit margin of the Pharmaceutical Products segment in future quarters.

Beginning in 2013, health care reform legislation will eliminate the federal income tax deduction for prescription drug expenses of retirees for which Abbott receives reimbursement under the Medicare Part D retiree drug subsidy program. As a result, Abbott recorded a charge of approximately \$60 million in the first quarter 2010 to reduce deferred tax assets associated with retiree health care liabilities.

In 2011, Abbott will begin recording the annual fee imposed by health care reform legislation on companies that sell branded prescription drugs to specified government programs. The amount of the annual fee will be based on the ratio of certain of Abbott's sales as compared to the total such sales of all covered entities multiplied by a fixed dollar amount specified in the legislation by year. In 2011, additional rebates will be incurred related to the Medicare Part D coverage gap "donut hole." Beginning in 2013, Abbott will record the 2.3 percent excise tax imposed by health care reform legislation on the sale of certain medical devices in the U.S.

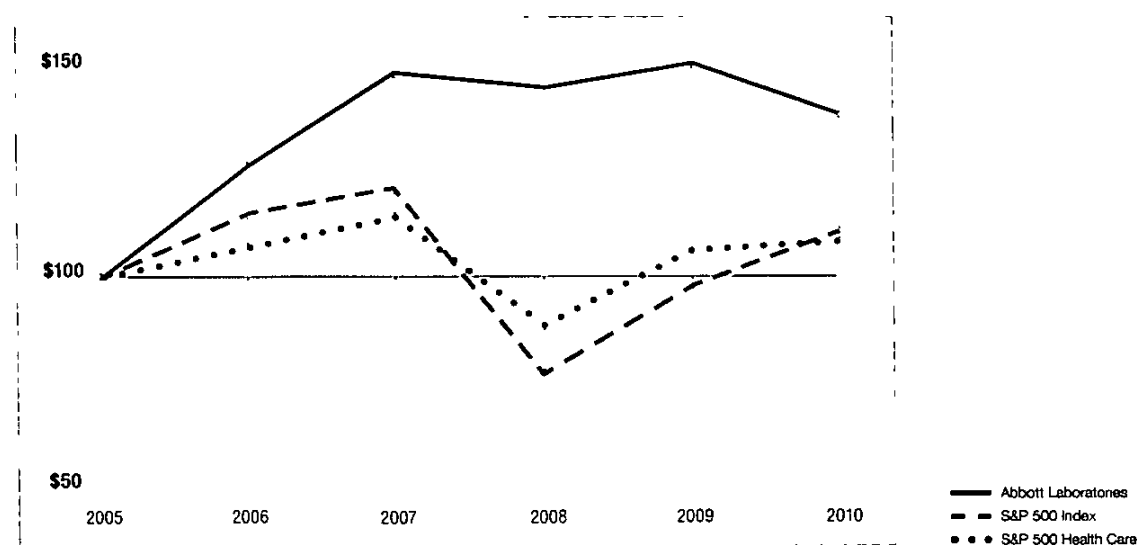
Abbott's primary markets are highly competitive and subject to substantial government regulations throughout the world. Abbott expects debate to continue over the availability, method of delivery, and payment for health care products and services. It is not possible to predict the extent to which Abbott or the health care industry in general might be adversely affected by these factors in the future. A more complete discussion of these factors is contained in Item 1, Business, and Item 1A, Risk Factors, to the Annual Report on Form 10-K.

Private Securities Litigation Reform Act of 1995 — A Caution Concerning Forward-Looking Statements

Under the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, Abbott cautions investors that any forward-looking statements or projections made by Abbott, including those made in this document, are subject to risks and uncertainties that may cause actual results to differ materially from those projected. Economic, competitive, governmental, technological and other factors that may affect Abbott's operations are discussed in Item 1A, Risk Factors, to the Annual Report on Form 10-K.

Performance Graph

The following graph compares the change in Abbott's cumulative total shareholder return on its common shares with the Standard & Poor's 500 Index and the Standard & Poor's 500 Health Care Index.



Assuming \$100 invested on 12/31/05 with dividends reinvested

Summary of Selected Financial Data

(dollars in millions, except per share data)

Year Ended December 31	2010	2009	2008	2007	2006	2005	2004	2003	2002	2001
Summary of Operations										
Net Sales	\$35,166.7	30,764.7	29,527.6	25,914.2	22,476.3	22,337.8	19,680.0	17,280.3	15,279.5	13,918.5
Cost of products sold	\$14,665.2	13,209.3	12,612.0	11,422.0	9,815.1	10,641.1	8,884.2	7,774.2	6,820.5	6,107.1
Research and development (a)	\$ 3,724.4	2,743.7	2,688.1	2,505.6	2,255.3	1,821.2	1,696.8	1,623.8	1,474.5	1,491.8
Selling, general and administrative	\$10,376.3	8,405.9	8,435.6	7,408.0	6,349.7	5,496.1	4,921.8	4,808.1	3,724.9	3,491.0
Operating earnings	\$ 6,087.6	6,235.7	5,693.8	4,578.5	2,042.2	4,362.3	3,898.3	2,974.0	3,151.9	1,498.2
Interest expense	\$ 553.1	519.7	528.5	593.1	416.2	241.4	200.2	188.3	238.9	307.3
Interest income	\$ (105.5)	(137.8)	(201.2)	(138.8)	(123.8)	(87.7)	(51.1)	(41.9)	(33.5)	(71.4)
Other (income), net	\$ (62.0)	(1,375.5)	(489.7)	(347.5)	(526.5)	(411.3)	(376.4)	(559.5)	(374.4)	(231.3)
Earnings from continuing operations before taxes	\$ 5,712.8	7,193.8	5,856.3	4,469.6	2,276.4	4,619.9	4,125.6	3,387.2	3,321.0	1,493.6
Taxes on earnings from continuing operations	\$ 1,086.7	1,447.9	1,122.1	863.3	559.6	1,247.9	949.8	882.4	774.0	215.9
Earnings from continuing operations	\$ 4,626.2	5,745.8	4,734.2	3,606.3	1,716.8	3,372.1	3,175.8	2,504.7	2,547.0	1,277.7
Basic earnings per share from continuing operations	\$ 2.98	3.71	3.06	2.34	1.12	2.17	2.03	1.60	1.63	0.82
Diluted earnings per share from continuing operations	\$ 2.96	3.69	3.03	2.31	1.12	2.16	2.02	1.59	1.62	0.82
Financial Position										
Working capital	\$ 5,055.1	10,264.4	5,106.8	4,939.5	(669.3)	3,970.5	3,908.8	2,650.9	2,119.6	492.4
Long-term investments	\$ 302.0	1,132.9	1,073.7	1,125.3	1,229.9	134.0	145.8	406.4	250.8	647.2
Net property and equipment	\$ 7,971.0	7,619.5	7,219.2	7,518.1	6,946.4	6,003.1	6,007.9	6,281.8	5,828.1	5,551.5
Total assets	\$59,462.3	52,416.6	42,419.2	39,713.9	36,178.2	29,141.2	28,767.5	26,039.3	23,592.7	22,755.5
Long-term debt	\$12,523.5	11,266.3	8,713.3	9,487.8	7,009.7	4,571.5	4,787.9	3,452.3	4,274.0	4,335.5
Shareholders' investment	\$22,476.5	22,898.7	17,518.7	17,823.9	14,054.2	14,415.3	14,325.8	13,072.3	10,664.6	9,059.4
Return on shareholders' investment from continuing operations	% 20.4	28.4	26.9	22.7	12.1	23.5	23.8	22.6	28.0	15.9
Book value per share	\$ 14.53	14.76	11.26	11.47	9.14	9.37	9.18	8.36	6.82	5.83
Other Statistics										
Gross profit margin	% 58.3	57.1	57.3	55.9	56.3	52.4	54.9	55.0	55.4	56.1
Research and development to net sales	% 10.6	8.9	9.1	9.7	10.0	8.2	8.6	9.4	9.7	10.7
Net cash from operating activities of continuing operations	\$ 8,736.0	7,275.2	6,994.6	5,183.8	5,262.1	5,047.4	4,306.0	3,385.2	3,653.5	3,083.7
Capital expenditures	\$ 1,015.1	1,089.0	1,287.7	1,656.2	1,337.8	1,207.5	1,291.6	1,050.1	1,105.4	963.6
Cash dividends declared per common share	\$ 1.76	1.60	1.44	1.30	1.18	1.10	1.04	0.98	0.94	0.84
Common shares outstanding (in thousands)	1,546,984	1,551,168	1,552,433	1,549,910	1,537,243	1,539,235	1,560,024	1,564,518	1,563,068	1,554,530
Number of common shareholders	64,413	67,461	69,733	73,176	77,727	82,237	88,582	91,212	94,687	97,760
Number of employees	91,440	72,868	68,838	68,697	66,663	59,735	60,617	58,181	57,819	56,426
Sales per employee (in dollars)	\$ 384,588	422,198	428,943	377,225	337,163	373,948	324,662	297,010	264,265	246,668
Market price per share - high	\$ 56.79	57.39	61.09	59.50	49.87	50.00	47.63	47.15	58.00	57.17
Market price per share - low	\$ 44.59	41.27	45.75	48.75	39.18	37.50	38.26	33.75	29.80	42.00
Market price per share - close	\$ 47.91	53.99	53.37	56.15	48.71	39.43	46.65	46.60	40.00	55.75

(a) In 2010, 2009, 2006, 2005, 2004, 2003, 2002 and 2001 Abbott also recorded pretax charges of \$313, \$170, \$2,014, \$17, \$279, \$100, \$108 and \$1,330 respectively for acquired in-process research and development.

Directors and Corporate Officers

Directors

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Abbott

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Corporate Marketing

Gary M. Winer
Vice President,
Pharmaceuticals,
Japan

Valentine Yen
Vice President, Treasurer

*Denotes executive officer

Shareholder and Corporate Information

Stock Listing

The ticker symbol for Abbott's common stock is ABT. The principal market for Abbott's common shares is the New York Stock Exchange. Shares are also listed on the Chicago Stock Exchange and traded on various regional and electronic exchanges. Outside the United States, Abbott's shares are listed on the London Stock Exchange and the Swiss Stock Exchange.

Quarterly Dividend Dates

Dividends are expected to be declared and paid on the following schedule in 2011, pending approval by the board of directors:

Quarter	Declared	Record	Paid
First	2/18	4/15	5/16
Second	6/10	7/15	8/15
Third	9/16	10/14	11/15
Fourth	12/9	1/13/12	2/15/12

Tax Information for Shareholders

Abbott is an Illinois High Impact Business and is located in a U.S. federal Foreign Trade Sub-Zone (Sub-Zone 22F).

Dividends may be eligible for a subtraction from base income for Illinois income tax purposes.

If you have any questions, please contact your tax advisor.

Dividend Reinvestment Plan

The Abbott Dividend Reinvestment Plan offers registered shareholders an opportunity to purchase additional shares, commission-free, through automatic dividend reinvestment and/or optional cash investments. Interested persons may contact the transfer agent, call Abbott's Investor Newsline or write Abbott Shareholder Services.

Dividend Direct Deposit

Shareholders may have quarterly dividends deposited directly into a checking or savings account at any financial institution that participates in the Automated Clearing House system. For more information, please contact the transfer agent, call the Investor Newsline or write Abbott Shareholder Services.

Direct Registration System

In August 2008, Abbott implemented a Direct Registration System (DRS) for all registered shareholder transactions. Shareholders will be sent a statement in lieu of a physical stock certificate for Abbott Laboratories stock. Please contact the transfer agent with any questions.

Annual Meeting

The annual meeting of shareholders will be held at 9 a.m. on Friday, April 29, 2011, at Abbott's corporate headquarters. Questions regarding the annual meeting may be directed to the Corporate Secretary.

A copy of Abbott's 2010 Form 10-K Annual Report, as filed with the Securities and Exchange Commission, is available on the Abbott Web site at www.abbott.com or by contacting the Investor Newsline.

CEO and CFO Certifications

In 2010, Abbott's chief executive officer (CEO) provided to the New York Stock Exchange the annual CEO certification regarding Abbott's compliance with the New York Stock Exchange's corporate governance listing standards. In addition, Abbott's CEO and chief financial officer filed with the U.S. Securities and Exchange Commission all required certifications regarding the quality of Abbott's public disclosures in its fiscal 2010 reports.

Investor Newsline

(847) 937-7300

Investor Relations

Dept. 362, AP602

Shareholder Services

Dept. 312, AP602

Corporate Secretary

Dept. 364, AP602

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Web Site

www.abbott.com

Abbott Online Annual Report

www.abbott.com/annualreport

Global Citizenship Report

Visit www.abbott.com/citizenship to read Abbott's current global citizenship report.

Transfer Agent and Registrar

Computershare
P.O. Box 43078
Providence, RI 02940-3078
(888) 332-2268
www.computershare.com

Shareholder Information

Shareholders with questions about their accounts may contact the transfer agent, call the Investor Newsline or write Abbott Shareholder Services.

Individuals who would like to receive additional information or have questions regarding Abbott's business activities may call the Investor Newsline, write Abbott Investor Relations or visit Abbott's Web site.

Some statements in this annual report may be forward-looking statements for purposes of the Private Securities Litigation Reform Act of 1995. Abbott cautions that these forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those indicated in the forward-looking statements. Economic, competitive, governmental, technological and other factors may affect Abbott's operations. These factors are discussed in Item 1A, "Risk Factors," in our Securities and Exchange Commission 2010 Form 10-K and are not intended to be a complete list. We undertake no obligation to revise or update any forward-looking statements as the result of subsequent events or developments.

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The Abbott 2010 Annual Report was printed with the use of renewable wind power resulting in a 50% reduction in carbon emissions compared to 2009. The amount of wind power used in the production of this report was 1,320 megawatt-hours, which is equivalent to 2,320 trees planted. The Abbott 2010 Annual Report was printed on 100% post-consumer recycled paper with a minimum of 10% post-consumer recycled content. The report is printed on 100% post-consumer recycled paper.



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