CAMBREX CORP
Form 10-Q
November 09, 2006

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

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

for the quarterly period ended September 30, 2006

OR

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

for the transition period from _____ to _____

Commission file number 1-10638

CAMBREX CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE	22-2476135
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

ONE MEADOWLANDS PLAZA, EAST RUTHERFORD, NEW JERSEY 07073
(Address of principal executive offices)

(201) 804-3000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding twelve months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X]. No [ ].

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer [ ] Accelerated filer [X] Non-accelerated filer [ ]

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes [ ]. No [X].

As of October 31, 2006, there were 29,204,719 shares outstanding of the registrant's Common Stock, $.10 par value.

CAMBREX CORPORATION AND SUBSIDIARIES

FORM 10-Q

For The Quarter Ended September 30, 2006

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Part I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS (UNAUDITED)

CAMBREX CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(unaudited)
(in thousands, except share data)

	SEPTEMBER 30, 2006	DECEMBER 31, 2005
ASSETS		
Current assets:		
Cash and cash equivalents	$ 34,458	$ 45,932
Trade receivables, net	66,910	74,425
Inventories, net	110,840	93,617
Prepaid expenses and other current assets	16,750	15,552
Total current assets	228,958	229,526
Property, plant and equipment, net	239,812	229,410
Goodwill	96,695	96,368
Other intangible assets, net	50,232	51,183
Other assets	6,414	5,985
Total assets	$622,111	$612,472
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 36,617	$ 38,813
Accrued expense and other current liabilities	57,680	53,333
Total current liabilities	94,297	92,146
Long-term debt	181,723	186,819
Deferred tax liabilities	29,131	28,543
Other non-current liabilities	63,978	61,713
Total liabilities	369,129	369,221
Stockholders' equity:		
Common stock, $.10 par value; authorized 100,000,000, issued 29,200,366 and 29,118,141 shares at respective dates	2,920	2,912
Additional paid-in capital	221,233	219,236
Retained earnings	55,030	62,170
Treasury stock, at cost, 2,446,585 and 2,443,313 shares at respective dates	(20,873)	(20,768)
Deferred compensation	--	(2,131)
Accumulated other comprehensive loss	(5,328)	(18,168)
Total stockholders' equity	252,982	243,251
Total liabilities and stockholders' equity	$622,111	$612,472

See accompanying notes to unaudited consolidated financial statements.

CAMBREX CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)
(in thousands, except per-share data)

	THREE MONTHS ENDED	NINE MONTHS ENDED

	SEPTEMBER 30,		SEPTEMBER 30,	
	2006	2005	2006	2005
Gross sales	$113,205	$104,500	$356,389	$331,133
Allowances and rebates	459	1,031	1,632	3,696
Net sales	112,746	103,469	354,757	327,437
Other revenues	1,253	1,116	3,398	5,827
Net revenues	113,999	104,585	358,155	333,264
Cost of goods sold	74,797	67,763	231,260	212,910
Gross profit	39,202	36,822	126,895	120,354
Operating expenses:				
Selling, general and administrative expenses	29,102	25,825	86,407	77,640
Research and development expenses	5,115	4,862	16,608	16,601
Goodwill impairment	2,092	--	2,092	--
Total operating expenses	36,309	30,687	105,107	94,241
Operating profit	2,893	6,135	21,788	26,113
Other expenses:				
Interest expense, net	2,540	2,801	12,188	8,282
Other (income)/expenses, net	(9)	(25)	107	72
Income before income taxes	362	3,359	9,493	17,759
Provision for income taxes	4,666	3,407	13,998	6,637
(Loss)/income before cumulative effect of a change in accounting principle	$ (4,304)	$ (48)	$ (4,505)	$ 11,122
Cumulative effect of a change in accounting principle	--	--	(228)	--
Net (loss)/income	$ (4,304)	$ (48)	$ (4,733)	$ 11,122
Basic earnings per share:				
(Loss)/income before cumulative effect of a change in accounting principle	$ (0.16)	$ (0.00)	$ (0.17)	$ 0.42
Cumulative effect of a change in accounting principle	--	--	(0.01)	--
Net (loss)/income	$ (0.16)	$ (0.00)	$ (0.18)	$ 0.42
Diluted earnings per share:				
(Loss)/income before cumulative effect of a change in accounting principle	$ (0.16)	$ (0.00)	$ (0.17)	$ 0.42
Cumulative effect of a change in accounting principle	--	--	(0.01)	--
Net (loss)/income	$ (0.16)	$ (0.00)	$ (0.18)	$ 0.42
Weighted average shares outstanding:				
Basic	26,752	26,418	26,718	26,389
Effect of dilutive stock based compensation	--	--	--	161
Diluted	26,752	26,418	26,718	26,550
Cash dividends paid per share	$ 0.03	$ 0.03	$ 0.09	$ 0.09

See accompanying notes to unaudited consolidated financial statements.

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CAMBREX CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)
(in thousands)

	NINE MONTHS ENDED SEPTEMBER 30,	
	2006	2005
Cash flows from operating activities:		
Adjustments to reconcile net (loss)/income to cash flows:		
Net (loss)/income	$ (4,733)	$ 11,122
Goodwill impairment charge	2,092	--
Cumulative effect of a change in accounting principle	228	--
Depreciation and amortization	26,571	29,312
Acquired in-process research and development	1,445	--
Write-off of debt origination fees	463	--
Stock based compensation	1,140	25
Deferred income taxes	(349)	--
Allowance for doubtful accounts	541	870
Inventory reserve	4,717	4,719
Loss on disposal of property, plant and equipment	204	--
Other	(19)	--
Changes in assets and liabilities:		
Receivables	9,476	(1,336)
Inventories	(18,092)	(22,733)
Prepaid expenses and other current assets	(576)	(3,789)
Accounts payable and other current liabilities	183	1,139
Other non-current assets and liabilities	(1,735)	1,018
Net cash provided by operating activities	21,556	20,347
Cash flows from investing activities:		
Capital expenditures	(26,461)	(27,987)
Acquired in-process research and development	(1,392)	--
Other investing activities	(99)	1,303
Net cash used in investing activities	(27,952)	(26,684)
Cash flows from financing activities:		
Dividends paid	(2,407)	(2,376)
Net increase in short-term debt	294	636
Long-term debt activity (including current portion):		
Borrowings	200,500	124,129
Repayments	(207,629)	(166,958)
Proceeds from stock options exercised	1,618	1,521
Other financing activities	(113)	(75)
Net cash used in financing activities	(7,737)	(43,123)
Effect of exchange rate changes on cash and cash equivalents	2,659	(9,312)
Net decrease in cash and cash equivalents	(11,474)	(58,772)
Cash and cash equivalents at beginning of period	45,932	91,532

Cash and cash equivalents at end of period	$ 34,458	$ 32,760

See accompanying notes to unaudited consolidated financial statements.

CAMBREX CORPORATION AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except share data)

(1) BASIS OF PRESENTATION

Unless otherwise indicated by the context, "Cambrex" or the "Company" means Cambrex Corporation and subsidiaries.

The accompanying unaudited consolidated financial statements have been prepared from the records of the Company. In the opinion of management, the financial statements include all adjustments which are of a normal and recurring nature, except as otherwise described herein, and are necessary for a fair statement of financial position and results of operations in conformity with generally accepted accounting principles ("GAAP"). These interim financial statements should be read in conjunction with the financial statements for the year ended December 31, 2005.

The results of operations for the three and nine months ended September 30, 2006 are not necessarily indicative of the results to be expected for the full year.

(2) IMPACT OF RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

Accounting for Uncertainty in Income Taxes

In June 2006, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes--an interpretation of FASB Statement No. 109 ("FIN 48"), which clarifies the accounting for uncertainty in income tax positions. This Interpretation requires that the Company recognize in the consolidated financial statements the impact of a tax position that is more likely than not to be sustained upon examination based on the technical merits of the position. The provisions of FIN 48 will be effective for Cambrex at the beginning of the Company's 2007 fiscal year, with the cumulative effect of the change in accounting principle recorded as an adjustment to opening retained earnings. The Company is currently evaluating the impact of adopting FIN 48 on the consolidated financial statements.

Fair Value Measurements

In September 2006, the FASB issued FASB Statement No. 157 "Fair Value Measurements" ("FAS 157"). This statement defines fair value, establishes a framework for measuring fair value in GAAP, and expands disclosures about fair value measurements. This statement will apply whenever another standard requires (or permits) assets or liabilities to be measured at fair value. The standard does not expand the use of fair value to any new circumstances. FAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The Company is currently evaluating the potential impact of this statement.

Employers' Accounting for Defined Benefit Pension and Other Postretirement

Plans

In September 2006, the FASB issued FASB Statement No. 158 "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans, an amendment of FASB Statements No. 87, 88, 106 and 132(R)" ("FAS 158") which is effective for fiscal years ending after December 15, 2006. FAS 158 requires an employer to recognize the overfunded or underfunded status of a defined benefit postretirement plan as an asset or liability in the balance sheet and to recognize changes in that funded status in the year in which the changes occur through comprehensive income. This statement does not impact the amounts recognized in the income statement. FAS 158 will also require an employer to measure the funded status of a plan as of the date of the fiscal year end balance sheet. This measurement requirement is effective for fiscal years ending after December 15, 2008.

CAMBREX CORPORATION AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
(dollars in thousands, except share data)

(2) IMPACT OF RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS (CONTINUED)

Based on the Company's funded status of plan obligations disclosed in Notes 14 and 15 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005, the estimated impact of adopting FAS 158 would have been a reduction to December 31, 2005 comprehensive income of approximately $5,910, with no impact to the Company's consolidated statements of operations or cash flows. It is not expected that there will be any affect on the Company's financing agreements as none of the current debt covenants will be impacted. As the actual impact of adopting FAS 158 will be dependent upon the fair value of plan assets and the amount of projected benefit obligations measured as of December 31, 2006, the above estimated amounts may not be reflective of the actual impact of the adoption at December 31, 2006.

(3) ACQUISITIONS

On February 2, 2006, the Company acquired Cutanogen Corporation ("Cutanogen") for a purchase price of $1,445 which was paid at closing with additional purchase price payments of up to $4,800 subject to the achievement of certain regulatory and commercial milestones. Cutanogen, formally a biotechnology company, focuses on products used to treat patients with severe burns. Cutanogen's product, PermaDerm(TM) cultured skin, is the first multi-layered product that combines autologous epidermal and dermal layers of the skin in a product for severe burns that is pliable and grows with the patient, a particular advantage when a burn patient is a child. The Company expensed the purchase price payment and will continue to expense all additional payments prior to regulatory approval of the product as in-process research and development. At acquisition, Cutanogen was a development stage company, as it had no long-lived assets, revenues or employees. The results are reported as part of the Bioproducts segment.

(4) STOCK-BASED COMPENSATION

The Company adopted FAS 123(R) "Share-Based Payment," effective January 1, 2006 using the modified prospective transition method. Prior to January 1, 2006, the company accounted for those plans under the recognition and measurement provisions of APB Opinion No. 25, Accounting for Stock Issued to Employees. No stock-based employee compensation cost associated with stock options was

recognized in the financial results for the three and nine months ended September 30, 2005, as all the options granted under those plans had an exercise price equal to the market value of the underlying common stock on the date of grant. The first nine months of 2006 do not include compensation cost for options granted prior to January 1, 2006 as all options outstanding prior to January 1, 2006 were fully vested as of December 31, 2005. On September 30, 2006, the Company had seven active stock-based employee compensation plans. The Company also had outstanding at September 30, 2006 Stock Appreciation Rights ("SARs") and restricted stock as described below.

Beginning January 1, 2006, the Company began recognizing compensation costs for stock option awards to employees based on their grant-date fair value. The value of each stock option is estimated on the date of grant using the Black-Scholes option-pricing model. The weighted-average fair value per share for the stock options granted to employees during the three and nine months ended September 30, 2006 was $8.04 and $7.99, respectively.

Stock option values were estimated using a 0.55% to 0.56% dividend yield, expected volatility of 36.49% to 38.28% and a risk-free interest rate of 4.42% to 4.96%. The Company's stock options are not publicly traded; therefore, expected volatilities are based on historical volatility of the Company's stock. The risk-free interest rate is based on the yield of a zero-coupon U.S. Treasury bond whose maturity period approximates the

(4) STOCK-BASED COMPENSATION (CONTINUED)

option's expected term. The expected term of 3.75 to 4.75 years was utilized based on the "simplified" method for determining the expected term of stock options in Staff Accounting Bulletin No. 107, "Share-Based Payment." Assumptions used in estimating the fair value of stock options granted in the first nine months of 2006 are consistent with the assumptions used prior to the adoption of FAS 123(R) with the exception of the expected life. As a result of using the "simplified" method, the expected life was shortened by 1.25 years.

FAS 123(R) requires companies to estimate the expected forfeitures for all unvested awards and record compensation costs only for those awards that are expected to vest. As of September 30, 2006, the total compensation cost related to unvested stock option awards granted to employees but not yet recognized was $1,786. The cost will be amortized on a straight-line basis over the remaining weighted-average vesting period of 3.6 years.

The amount of stock-based compensation costs related to stock options recorded in the three and nine months ended September 30, 2006 were $120 and $278, respectively. Diluted earnings per share changed by $0.00 and $0.01 for the three and nine months ended September 30, 2006 as a result of adopting FAS 123(R) on January 1, 2006.

Cambrex senior executives participate in a long-term incentive plan which rewards achievement of long-term strategic goals with restricted stock units. Awards are made annually to key executives and vest in one-third increments on the first, second and third anniversaries of the grant. On the third anniversary of the grant, restrictions on sale or transfer are removed and shares are issued to executives. In the event of termination of employment or retirement, the

participant is entitled to the vested portion of the restricted stock units and forfeits the remaining amount; the three-year sale and transfer restriction remains in place. In the event of death or permanent disability, all shares vest and the deferred sales restriction lapses. These awards are classified as equity awards as defined in FAS 123(R). Historically, only senior executives participated in this plan. As of January 1, 2006, certain other employees are eligible to receive restricted stock as part of a redesigned stock-based compensation plan. These awards cliff vest on the third anniversary of the grant date. For the three and nine months ended September 30, 2006, the Company recorded $335 and $721, respectively, in compensation expense for this plan. For the three and nine months ended September 30, 2005, the Company recorded $320 and $1,195, respectively, in compensation expense for this plan. As of September 30, 2006, the total compensation cost related to unvested restricted stock granted but not yet recognized was $2,919. The cost will be amortized on a straight-line basis over the remaining vesting period.

At September 30, 2006, the Company had outstanding 150,000 fully-vested cash-settled incentive SARs at a price of $19.30. These SARs are classified as liability awards and, as such, will be recorded at fair value until the rights are exercised or expire with the amount being recorded as compensation expense or benefit in the applicable period. Fair market value was estimated using a 0.58% dividend yield, expected volatility of 38.38% and a risk-free rate of 4.89%. For the three and nine months ended September 30, 2006 the Company recorded, at fair market value, ($123) and $141, respectively, in compensation expense. For the three and nine months ended September 30, 2005 the Company recorded, at intrinsic value, $0 and $1,170, respectively, in compensation benefit. Under FAS 123(R), the Company is required to measure the SARs at fair market value. Prior to adopting FAS 123(R), the SARs were measured at the intrinsic value. The Company recorded $228 in compensation expense as a cumulative effect of a change in accounting principle in accordance with FAS 123(R).

CAMBREX CORPORATION AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
(dollars in thousands, except share data)

(4) STOCK-BASED COMPENSATION (CONTINUED)

The following table is a summary of the Company's stock option activity issued to employees and related information:

OPTIONS	NUMBER OF SHARES	WEIGHTED-AVERAGE EXERCISE PRICE	WEIGHTED-AVERAGE REMAINING CONTRACTUAL TERM
Outstanding at January 1, 2006	4,021,247	$26.60	4.63
Granted	2,250	$21.71	
Exercised	(79,600)	$14.48	
Forfeited or expired	(59,533)	$22.96	
Outstanding at March 31, 2006	3,884,364	$26.90	4.41

(dollars in thousands, except share data)

Granted	1,000	$20.28	
Exercised	(26,438)	$15.17	
Forfeited or expired	(206,362)	$32.15	
Outstanding at June 30, 2006	3,652,564	$26.68	4.24
Granted	245,917	$21.39	
Exercised	(3,838)	$19.36	
Forfeited or expired	(124,210)	$25.73	
Outstanding at September 30, 2006	3,770,433	$26.38	3.97
Exercisable at September 30, 2006	3,532,251	$26.71	3.78

The aggregate intrinsic value for all stock options exercised for the three and nine months ended September 30, 2006 were $8 and $572, respectively. The aggregate intrinsic value for all stock options exercised for the three and nine months ended September 30, 2005 were $643 and $727, respectively.

A summary of the Company's nonvested restricted stock as of September 30, 2006 and changes during the three and nine months ended September 30, 2006 is presented below:

NONVESTED RESTRICTED STOCK	NUMBER OF SHARES	WEIGHTED-AVERAGE GRANT-DATE FAIR VALUE
Nonvested at January 1, 2006	69,756	$24.30
Granted	63,005	$21.71
Vested during period	(30,306)	$24.64
Forfeited	(5,462)	$21.71
Nonvested at March 31, 2006	96,993	$22.66
Granted	340	$20.28
Vested during period	--	--
Forfeited	(2,658)	$22.67
Nonvested at June 30, 2006	94,675	$22.65
Granted	90,413	$21.39
Vested during period	--	--
Forfeited	(18,728)	$22.17
Nonvested at September 30, 2006	166,360	$22.02

(4) STOCK-BASED COMPENSATION (CONTINUED)

The following table illustrates the effect on net (loss)/income and earnings per share if the Company had applied the fair value recognition provisions of FAS 123 as amended by FAS 148 "Accounting for Stock-Based Compensation," to stock-based employee compensation for the three and nine months ended September 30, 2005. For purposes of this pro forma disclosure, the value of the options is estimated using the Black-Scholes option-pricing model and amortized ratably to expense over the option's vesting periods.

	Three months ended September 30, 2005	Nine months ended September 30, 2005
Net (loss)/income, as reported	$ (48)	$11,122
Add: stock-based compensation expense included in reported net income	320	25
Deduct: stock-based compensation expenses determined using fair value method	853	16,859
Pro forma net loss	$ (581)	$(5,712)
Earnings per share:		
Basic - as reported	$(0.00)	$ 0.42
Basic - pro forma	$(0.02)	$ (0.22)
Diluted - as reported	$(0.00)	$ 0.42
Diluted - pro forma	$(0.02)	$ (0.22)

(5) GOODWILL AND INTANGIBLE ASSETS

The changes in the carrying amount of goodwill for the nine months ended September 30, 2006, are as follows:

	Bioproducts Segment	Biopharma Segment	Human Health Segment	Total
Balance as of January 1, 2006	$56,642	$8,863	$30,863	$96,368
Goodwill impairment	--		(2,092)	(2,092)
Translation effect	608	--	1,811	2,419
Balance as of September 30, 2006	$57,250	$8,863	$30,582	$96,695

The Company recorded a goodwill impairment charge of $2,092 during the third quarter of 2006 to write-off the remaining goodwill for a reporting unit within the Human Health segment. This charge resulted from lower cash flow projections to compute the implied fair value of goodwill as a result of current market conditions. The facility for which the impairment was recorded was divested in October 2006 as described in Note 14.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
(dollars in thousands, except share data)

(5) GOODWILL AND INTANGIBLE ASSETS (CONTINUED)

Other intangible assets that are not subject to amortization consist of the following:

	September 30, 2006	December 31, 2005
Trademarks	$33,898	$33,898
Proprietary process	2,052	2,052
Total	$35,950	$35,950

Other intangible assets, which will continue to be amortized, consist of the following:

	September 30, 2006		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Product technology	$12,884	$ (5,047)	$ 7,837
Patents	5,958	(2,440)	3,518
Supply agreements	2,110	(1,488)	622
License agreement	2,005	(540)	1,465
Other	2,142	(1,302)	840
Total	$25,099	$(10,817)	$14,282

	December 31, 2005		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Product technology	$12,326	$(4,257)	$ 8,069
Patents	5,685	(2,097)	3,588
Supply agreements	2,110	(1,152)	958
License agreement	2,005	(401)	1,604
Other	1,974	(960)	1,014
Total	$24,100	$(8,867)	$15,233

Amortization expense for the three and nine months ended September 30, 2006 was $681 and $1,655, respectively.

The expected amortization expense related to intangible assets in the future is as follows:

For the year ended December 31, 2006	$2,012
For the year ended December 31, 2007	$1,978
For the year ended December 31, 2008	$1,861
For the year ended December 31, 2009	$1,552
For the year ended December 31, 2010	$1,360

CAMBREX CORPORATION AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
(dollars in thousands, except share data)

(6) INCOME TAXES

The effective tax rate for the three months ended September 30, 2006 and 2005 was 1,289.0% and 101.4%, respectively. The tax provision for the three months ended September 30, 2006 increased to $4,666 compared to $3,407 in the three months ended September 30, 2005. The effective tax rate for the nine months ended September 30, 2006 and 2005 was 147.5% and 37.4%, respectively. The tax provision in the first nine months ended September 30, 2006 increased to $13,998 compared to $6,637 in the first nine months of 2005.

The three and nine months of 2006 include $1,696 of income tax expense related to the true-up of the 2005 foreign tax provision and tax returns currently under audit. The tax rate for the nine months ended September 30, 2005 includes the favorable settlement of a tax matter in Sweden of $3,329. Additionally, the operating results for the three and nine months ended September 30, 2006 include larger losses domestically and within certain foreign jurisdictions where the Company is unable to recognize a tax benefit related to these losses within its tax provision. The Company maintains a full valuation allowance against its domestic, and certain foreign, net deferred tax assets and will continue to do so until an appropriate level of profitability is sustained or tax strategies can be developed that would enable the Company to conclude that it is more likely than not that a portion of these net deferred assets would be realized. As such, improvements in domestic, and certain foreign, pre-tax income in the future may result in these tax benefits ultimately being realized. However, there is no assurance that such improvements will be achieved.

(7) NET INVENTORIES

Inventories are stated at the lower of cost, determined on a first-in, first-out basis, or market.

Net inventories at September 30, 2006 and December 31, 2005 consist of the following:

	September 30, 2006	December 31, 2005

Finished goods	$ 51,203	$46,134
Work in process	30,717	24,615
Raw materials	25,544	18,159
Supplies	3,376	4,709
Total	$110,840	$93,617

(8) LONG-TERM DEBT

Long-term debt at September 30, 2006 and December 31, 2005 consists of the following:

	September 30, 2006	December 31, 2005
Bank credit facilities	$177,998	$ 81,943
Senior notes	--	100,000
Capitalized leases	4,945	6,056
Notes payable	232	291
Subtotal	$183,175	$188,290
Less: current portion	1,452	1,471
Total	$181,723	$186,819

CAMBREX CORPORATION AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
(dollars in thousands, except share data)

(8) LONG-TERM DEBT (CONTINUED)

In January 2006, the Company elected to prepay the senior notes with funds provided by borrowing under the 5-Year Syndicated Senior Revolving Credit Facility. An expense of $5,272 was recorded related to a make-whole payment of $4,809 paid to the senior note holders concurrent with the January 2006 payment, and the related acceleration of $463 of unamortized origination fees.

(9) COMPREHENSIVE INCOME

The following table shows the components of comprehensive (loss)/income for the three and nine months ended September 30, 2006 and 2005:

Three months ended September 30,		Nine months ended September 30,	
2006	2005	2006	2005

(dollars in thousands, except share data)

Net (loss)/income	$(4,304)	$ (48)	$(4,733)	$ 11,122
Foreign currency translation	(235)	82	13,101	(34,815
Unrealized (loss)/gain on hedging contracts	(212)	(628)	162	(1,368
Unrealized (loss)/gain on available for sale securities	(252)	38	(423)	(97
Total	$(5,003)	$(556)	$ 8,107	$(25,158

(10) RETIREMENT PLANS

Domestic Pension Plans

The Company maintains two U.S. defined-benefit pension plans which cover all eligible employees: the Nepera Hourly Pension Plan which covers the union employees at the previously owned Harriman, New York plant, and the Cambrex Pension Plan which covers all other eligible employees.

The components of net periodic pension cost for the Company's domestic plans for the three and nine months ended September 30, 2006 and 2005 are as follows:

	Three months ended September 30, 2006	Three months ended September 30, 2005	Nine months ended September 30, 2006	Ni mon end Septemb 20
COMPONENTS OF NET PERIODIC BENEFIT COST				
Service cost	$ 729	$ 688	$ 2,187	$ 2,
Interest cost	858	791	2,574	2,
Expected return on plan assets	(746)	(735)	(2,238)	(2,
Amortization of prior service costs	11	11	33	
Recognized actuarial loss	180	113	540	
Net periodic benefit cost	$1,032	$ 868	$ 3,096	$ 2,

(10) RETIREMENT PLANS (CONTINUED)

The Company has two Supplemental Executive Retirement Plans ("SERP") for key executives. These plans are non-qualified and unfunded.

The components of net periodic benefit cost for the Company's SERP Plans for the three and nine months ended September 30, 2006 and 2005 are as follows:

(dollars in thousands, except share data)

	Three months ended September 30, 2006	Three months ended September 30, 2005	Nine months ended September 30, 2006	Ni mon end Septemb 20
COMPONENTS OF NET PERIODIC BENEFIT COST				
Service cost	$ 55	$ 56	$165	$1
Interest cost	113	108	339	3
Amortization of unrecognized transition obligation	26	25	78	
Amortization of prior service cost	1	1	3	
Recognized actuarial loss	18	10	54	
Net periodic benefit cost	$213	$200	$639	$6

International Pension Plans

Certain foreign subsidiaries of the Company maintain pension plans for their employees that conform to the common practice in their respective countries. Based on local laws and customs, some of those plans are not funded. For those plans that are funded, the amount in the trust supporting the plan is actuarially determined, and where applicable, in compliance with local statutes.

The components of net periodic pension cost for the Company's international plans for the three and nine months ended September 30, 2006 and 2005 are as follows:

	Three months ended September 30, 2006	Three months ended September 30, 2005	Nine months ended September 30, 2006	Ni mon end Septemb 20
COMPONENTS OF NET PERIODIC BENEFIT COST				
Service cost	$ 344	$302	$1,032	$ 9
Interest cost	260	282	780	8
Expected return on plan assets	(102)	(92)	(306)	(2
Amortization of unrecognized net obligation	(8)	(13)	(24)	(
Recognized actuarial loss	17	59	51	1
Amortization of prior service cost	33	(2)	99	
Net periodic benefit cost	$ 544	$536	$1,632	$1,6

(11) OTHER POSTRETIREMENT BENEFITS

Cambrex provides post-retirement health and life insurance benefits ("post-retirement benefits") to all eligible retired employees. Employees who retire at or after age 55 with fifteen years of service are eligible to participate in the postretirement benefit plans. Certain subsidiaries and all employees hired after December 31, 2002 (excluding those covered by collective bargaining) are not eligible for these benefits. The Company's responsibility for such premiums for each plan participant is based upon years of service. Such plans are self-insured and are not funded. Effective January 1, 2006, the Cambrex Retiree Medical Plan no longer provides prescription coverage to retirees or dependents age 65 or older.

The components of net periodic postretirement benefit cost for the three and nine months ended September 30, 2006 and 2005 are as follows:

	Three months ended September 30, 2006	Three months ended September 30, 2005	Nine months ended September 30, 2006	Sept
COMPONENTS OF NET PERIODIC BENEFIT COST				
Service cost of benefits earned	$ 16	$ 15	$ 48	
Interest cost	34	38	102	
Actuarial loss recognized	33	29	99	
Amortization of unrecognized prior service cost	(45)	(38)	(135)	
Total periodic postretirement benefit cost	$ 38	$ 44	$ 114	

(12) SEGMENT INFORMATION

The Company classifies its business units into three reportable segments: Bioproducts, consisting of research products and services and therapeutic applications, Biopharma, consisting of biopharmaceutical process development and manufacturing services and Human Health, consisting of active pharmaceutical ingredients and pharmaceutical intermediates produced under Food and Drug Administration cGMP for use in the production of prescription and over-the-counter drug products and other fine custom chemicals derived from organic chemistry.

Information as to the operations of the Company in each of its business segments is set forth below based on the nature of the products and services offered. Cambrex evaluates performance based on gross profit and operating profit. Inter-segment sales are not material. The Company allocates certain corporate expenses to each of the segments.

One customer accounts for 10% of consolidated gross sales in the three months ended September 30, 2005. There are no individual customers accounting for more than 10% of consolidated gross sales in the three and nine months ended September 30, 2006 and nine months ended September 30, 2005.

CAMBREX CORPORATION AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
(dollars in thousands, except share data)

(12) SEGMENT INFORMATION (CONTINUED)

The Company currently has a long-term sales contract that accounts for more than 10% of Human Health segment sales for the three and nine months ended September 30, 2006 and 2005 that is scheduled to expire at the end of 2008. There is no guarantee that this contract will be renewed. The Company is currently in negotiations to extend this contract to 2013 which, if the Company elects to do so, will result in significantly lower profitability in 2007 and 2008 than under the existing contract.

During the second quarter 2006 there was a change in allocation methodology which reflects certain employee medical benefit expenses that were reclassified from segment cost of goods sold and operating expenses to Corporate operating expenses to better reflect actual costs reported in the operating segments. Prior period amounts have not been recast to reflect this change in allocation methodology.

As a result of the change in allocation methodology, cost of goods sold decreased $1,321 with an increase to operating expense for the nine months ended September 30, 2006. At the segment level, cost of goods sold decreased $540, $505 and $276 for Bioproducts, Biopharma and Human Health, respectively. The decrease in segment operating expenses was $322, $48 and $135 for Bioproducts, Biopharma and Human Health, respectively, offset by an increase in Corporate operating expense of $1,826. Consolidated operating profit was not effected.

The following is a summary of business segment information:

	Three months ended September 30,		Nine months ended September 30,	
	2006	2005	2006	2005
Gross Sales:				
Bioproducts	$ 39,326	$ 35,729	$121,740	$113,638
Biopharma	11,615	8,385	35,429	27,747
Human Health	62,264	60,386	199,220	189,748
	$113,205	$104,500	$356,389	$331,133
Gross Profit:				
Bioproducts	$ 19,363	$ 18,481	$ 63,491	$ 59,952
Biopharma	(165)	(2,137)	(783)	(4,800)
Human Health	20,004	20,478	64,187	65,202
	$ 39,202	$ 36,822	$126,895	$120,354
Operating Profit:				
Bioproducts	$ 6,242	$ 5,024	$ 21,276	$ 20,499
Biopharma	(2,422)	(4,368)	(7,782)	(12,545)
Human Health	7,804	11,343	32,413	34,373
Corporate	(8,731)	(5,864)	(24,119)	(16,214)
	$ 2,893	$ 6,135	$ 21,788	$ 26,113

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CAMBREX CORPORATION AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
(dollars in thousands, except share data)

(12) SEGMENT INFORMATION (CONTINUED)

	Three months ended September 30,		Nine months ended September 30,	
	2006	2005	2006	2005
Capital Expenditures:				
Bioproducts	$1,285	$2,365	$ 6,443	$ 7,946
Biopharma	1,092	1,531	3,344	3,721
Human Health	6,440	5,977	16,606	15,228
Corporate	11	37	68	1,092
	$8,828	$9,910	$26,461	$27,987
Depreciation:				
Bioproducts	$1,618	$1,467	$ 4,969	$ 4,448
Biopharma	939	1,250	2,751	3,419
Human Health	5,682	6,114	16,529	18,836
Corporate	171	84	667	891
	$8,410	$8,915	$24,916	$27,594
Amortization:				
Bioproducts	$ 607	$ 413	$ 1,431	$ 875
Biopharma	64	88	195	813
Human Health	10	10	29	30
	$ 681	$ 511	$ 1,655	$ 1,718

	September 30, 2006	December 31, 2005
Total Assets:		
Bioproducts	$236,984	$231,965
Biopharma	56,474	58,652
Human Health	310,122	301,771
Corporate	18,531	20,084
	$622,111	$612,472

(13) CONTINGENCIES

The Company is subject to various investigations, claims and legal proceedings covering a wide range of matters that arise in the ordinary course of its business activities. The Company continually assesses all known facts and circumstances as they pertain to all legal and environmental matters and evaluates the need for reserves and disclosures as deemed necessary based on these facts and circumstances and as such facts and circumstances develop.

(13) CONTINGENCIES (CONTINUED)

Environmental

In connection with laws and regulations pertaining to the protection of the environment, the Company and/or its subsidiaries is a party to several environmental proceedings and remediation investigations and cleanups and, along with other companies, has been named a potentially responsible party ("PRP") for certain waste disposal sites ("Superfund sites"). Additionally, as discussed in the "Sale of Rutherford Chemicals" section of this Note, the Company has retained the liability for certain environmental proceedings, associated with the Rutherford Chemicals business. Each of these matters is subject to various uncertainties, and it is possible that some of these matters will be decided unfavorably against the Company.

The resolution of such matters often spans several years and frequently involves regulatory oversight or adjudication.

Additionally, many remediation requirements are not fixed and are likely to be affected by future technological, site, and regulatory developments. Consequently, the ultimate extent of liabilities with respect to such matters, as well as the timing of cash disbursements cannot be determined with certainty.

In matters where the Company has been able to reasonably estimate its liability, the Company has accrued for the estimated costs associated with the study and remediation of Superfund sites not owned by the Company and the Company's current and former operating sites. These accruals were $7,522 and $6,413 at September 30, 2006 and December 31, 2005, respectively. The increase in the accrual is primarily due to an increase in the reserve for the Clifton, NJ site and the Bayonne, NJ site of $425 and $235, respectively, an increase in the reserve at a Company subsidiary with an offsetting receivable recorded in Other Assets of $887 and currency fluctuation of $253, partially offset by payments of $753. Based upon currently available information and analysis, the Company's current accrual represents management's best estimate of the probable and estimable costs associated with environmental proceedings including amounts for legal and investigation fees where remediation costs may not be estimable at the reporting date.

As a result of the sale of the Bayonne, New Jersey facility (see "Sale of Rutherford Chemicals" section of this Note), an obligation to investigate site conditions and conduct required remediation under the New Jersey Industrial Site Recovery Act was triggered and the Company has retained the responsibility for such obligation. The Company completed a preliminary assessment of the site and submitted the preliminary assessment to the New Jersey Department of

Environmental Protection ("NJDEP"). The preliminary assessment identified potential areas of concern based on historical operations and sampling of such areas commenced. The Company has completed a second phase of sampling and determined that a third phase of sampling is necessary to determine the extent of contamination and any necessary remediation. The results of the completed and proposed sampling, and any additional sampling deemed necessary, will be used to develop an estimate of the Company's future liability for remediation costs, if required. The Company submitted its plan for the third phase of sampling to the NJDEP during the fourth quarter of 2005. The sampling will commence in the next few months. During 2006 the Company increased reserves to cover currently anticipated investigation and minimum remediation costs related to the site.

In March 2000, the Company completed the acquisition of the Cambrex Profarmaco Landen facility in Belgium. At the time of acquisition, Cambrex was aware of certain site contamination and recorded a reserve for the estimated costs of remediation. This property has been the subject of an extensive on-going environmental investigation and health risk assessment. The investigation had been considered complete but the Company recently determined that an additional small area required further sampling to fully identify the

(13) CONTINGENCIES (CONTINUED)

contamination. The results of the entire investigation and the final risk assessment, both of which are nearing completion, will determine the ultimate remedial actions to be performed at the site. The Company is proceeding with finalization of the delineation and risk assessment. The reserve established in this matter is adequate based on current information. As discussed in Note 14, in October 2006, the Company announced the sale of the Landen facility. This obligation related to the remediation of this site transferred to the new owner with the sale.

The Company's Cosan subsidiary conducted manufacturing operations in Clifton, New Jersey from 1968 until 1979. Prior to the acquisition by the Company, the operations were moved to another location and thereafter Cambrex purchased the business. In 1997, Cosan entered into an Administrative Consent Order with the NJDEP. Under the Administrative Consent Order, Cosan was required to complete an investigation of the extent of the contamination related to the Clifton site and conduct remediation as may be necessary. During the third quarter of 2005, the Company completed the investigation related to the Clifton site, which extends to adjacent properties. The results of the investigation caused the Company to increase its related reserves by $1,300 in 2005 based on the proposed remedial action plan. The Company submitted the results of the investigation and proposed remedial action plan to the NJDEP.

In February 2005, the New Jersey Federal District Court ruled that a lawsuit claiming property damages against Cosan by the owners of contaminated property adjacent to the Clifton location could be placed on the active calendar. To avoid the expense and uncertainty of trial, the parties have reached agreement to settle this matter. A reserve of $425 was recorded in March 2006. In July 2006, under the settlement, Cosan paid the property owner $425 and this matter is considered concluded.

In mid-2004 the United States Environmental Protection Agency ("USEPA")

conducted a hazardous waste inspection of the Company's Charles City facility. Thereafter, the USEPA notified the facility of several alleged violations of the hazardous waste laws related to management of hazardous waste and requested additional information related to the alleged violations. The Company responded and provided information which questioned the conclusion that the violations occurred. Nevertheless, the USEPA concluded that several violations existed at the time of the inspection, and in October 2005 issued the facility an order and penalty assessment in the amount of $189. In October 2005, the Company filed a request for a hearing and an informal conference to discuss settlement. In July 2006, the USEPA and the Company have reached agreement under which the Company neither admits, nor denies the USEPA's factual allegations or conclusions of law. The Company has paid a mitigated penalty in the amount of $15 and will complete a Supplemental Environmental Project designed to minimize the potential for pollution associated with certain activities at the site. This matter is considered concluded.

In March 2006, the Company received notice from the USEPA that two former operating subsidiaries are considered PRPs at the Berry's Creek Superfund Site, Bergen County, New Jersey. The operating companies are among many other PRPs that were listed in the notice. Pursuant to the notice, the PRPs have been asked to perform a remedial investigation and feasibility study of the Berry's Creek Site. The Company has met with the other PRPs. Both operating companies joined the groups of PRPs and filed a joint response to the USEPA agreeing to jointly negotiate to conduct or fund (along with other PRPs) an appropriate remedial investigation and feasibility study of the Berry's Creek Site. At this time it is too early to predict the extent of any liabilities. However, in the second quarter 2006, the Company established a minimum reserve to cover anticipated initial costs related to the site.

(13) CONTINGENCIES (CONTINUED)

The Company is involved in other matters where the range of liability is not reasonably estimable at this time and it is not determinable when information will become available to provide a basis for recording an accrual, should an accrual ultimately be required. If any of the Company's environmental matters develop in a more unfavorable manner than presently estimated, these matters either individually or in the aggregate, could have a material adverse effect on the Company's financial condition, operating results and cash flows in a future reporting period.

Litigation and Other Matters

Mylan Laboratories

In 1998 the Company and its subsidiary Profarmaco S.r.l. (currently known as Cambrex Profarmaco Milano S.r.l.") ("Profarmaco") were named as defendants (along with Mylan Laboratories, Inc. ("Mylan") and Gyma Laboratories of America, Inc., Profarmaco's distributor in the United States) in a proceeding instituted by the Federal Trade Commission ("FTC") in the United States District Court for the District of Columbia (the "District Court"). Suits were also commenced by several State Attorneys' General. The suits alleged violations of the Federal Trade Commission Act arising from exclusive license agreements between Profarmaco and Mylan covering two APIs. The FTC and Attorneys' General suits

were settled in February 2001, with Mylan (on its own behalf and on behalf of Profarmaco and Cambrex) agreeing to pay over $140,000 and with Mylan, Profarmaco and Cambrex agreeing to monitor certain future conduct.

The same parties including the Company and Profarmaco have also been named in purported class action complaints brought by private plaintiffs in various state courts on behalf of purchasers of the APIs in generic form, making allegations similar to those raised in the FTC's complaint and seeking various forms of relief including treble damages.

In April 2003, Cambrex reached an agreement with Mylan under which Cambrex would contribute $12,415 to the settlement of litigation brought by a class of direct purchasers. In exchange, Cambrex and Profarmaco received from Mylan a release and full indemnity against future costs or liabilities in related litigation brought by purchasers, as well as potential future claims related to this matter. Cambrex recorded an $11,342 charge (discounted to the present value due to the five year pay-out) in the first quarter of 2003 as a result of this settlement. In accordance with the agreement $9,215 has been paid through September 30, 2006, with the remaining $3,200 to be paid over the next two years. As of September 30, 2006 the outstanding balance for this liability was $3,048.

Vitamin B-3

In May 1998, the Company's subsidiary, Nepera, which formerly operated the Harriman facility and manufactured and sold niacinamide ("Vitamin B-3"), received a Federal Grand Jury subpoena for the production of documents relating to the pricing and possible customer allocation with regard to that product. In 2000, Nepera reached agreement with the Government as to its alleged role in Vitamin B-3 violations from 1992 to 1995. The Canadian government claimed similar violations. All government suits in the U.S. and Canada have been concluded.

Nepera has been named as a defendant, along with several other companies, in a number of private civil actions brought on behalf of alleged purchasers of Vitamin B-3. The actions seek injunctive relief and unspecified but substantial damages. All cases have been settled within established reserve amounts.

(13) CONTINGENCIES (CONTINUED)

Settlement documents will be finalized and payments will be made during the next several months. The balance of the reserves recorded within accrued liabilities related to this matter was $1,585 as of September 30, 2006.

Sale of Rutherford Chemicals

The Company completed the sale of its Rutherford Chemicals business in November 2003. Under the agreement for the sale ("Purchase Agreement"), the Company provided standard representations and warranties and included various covenants concerning the business, operations, liabilities and financial condition of the Rutherford Chemicals business ("Rutherford Business"). Most of such representations and warranties survived for a period of thirty days after the preparation of the audited financial statements for year-end 2004 by the

purchasers of the Rutherford Business ("Buyers"). Therefore, claims for breaches of such representations had to be brought during such time frame. Certain specified representations, warranties and covenants, such as those relating to employee benefit matters and certain environmental matters, survive for longer periods and claims under such representations, warranties and covenants could be brought during such longer periods. Under the Purchase Agreement, the Company has indemnified the Buyer for breaches of representations, warranties and covenants. Indemnifications for certain but not all representations and warranties are subject to a deductible of $750 and a cap at 25 percent of the purchase price.

Under the Purchase Agreement, the Company has retained the liabilities associated with existing general litigation matters related to Rutherford Chemicals. With respect to certain pre-closing environmental matters, the Company retains the responsibility for: (i) certain existing matters including violations, environmental testing for the New York facility incinerator and off-site liabilities; and (ii) completing the on-going remediation at the New York facility. Further, as a result of the sale of the Bayonne, New Jersey facility within Rutherford Chemicals, and as discussed in the Environmental Section above, the obligation to investigate site conditions and conduct required remediation under the provisions of the New Jersey Industrial Site Recovery Act was triggered; and the Company has retained the responsibility for completion of any such investigation and remediation. With respect to all other pre-closing environmental liabilities, whether known or unknown, the Buyer is responsible for the management of potential future matters; however, the Buyer and the Company may share the costs of associated remediation with respect to such potential future matters, subject to certain limitations defined in the agreement for sale. The Company has accrued for exposures which are deemed probable and estimable.

In March 2005, the Company received a claim from the Buyers claiming breach of certain representations, warranties and covenants contained in the Purchase Agreement. In April 2005, the Company responded rejecting the claim. Thereafter, the Buyers submitted an amended claim. The amended claim alleges breaches of representations, warranties and covenants covering each of the five operating sites sold pursuant to the Purchase Agreement and are related primarily to facility structures, utilities and equipment and alleges damages of $26,407. To the extent the alleged damages arise from breaches of representations and warranties, the claim would be subject to a cap of between approximately $14,000 and $16,250, depending on whether certain contingent payments are made, and is subject to the deductible of $750 which is the responsibility of the Buyers. In May 2005, the Company responded to the Buyers and rejected the claim entirely.

In September 2005, the Company received a request for indemnity ("September Notice") from the Buyers related to an arbitration claim filed by a Rutherford Business customer ("Customer"). The arbitration claim arises from a claimed breach of a supply agreement that was assigned to and assumed by

(13) CONTINGENCIES (CONTINUED)

the Buyers pursuant to the Purchase Agreement. Thereafter, the Company was also served with an arbitration claim by the Customer related to the same matter. In the arbitration claim, the Customer claims $30,000 in damages arising from

Buyers' breach of the supply agreement. The Buyers claim that the September Notice amends the earlier claims that they filed in March and April 2005, as discussed above, and that the Customer's claimed breach of the supply agreement should be treated as part of a breach of a representation, warranty or covenant set forth in the earlier notices. The supply agreement was assigned to and assumed by the Buyers, and the Company has now been dismissed from the Customer's arbitration claim. In October 2005, the Company rejected the Buyers' claim for indemnity under the September Notice in its entirety.

In October 2005, the Company received a notice from the Buyers ("October Notice") that summarized the claims previously received in March and April 2005, and included the Buyers' response to the Company's April and May rejection of the earlier notices. The October Notice also set forth additional claims for environmental matters related to the Rutherford Business that relate to environmental matters at each of the five operating sites sold pursuant to the Purchase Agreement. In December 2005, the Buyers added two additional environmental claims related to the former operating sites ("December Notices"). The Company has now responded to the October and December Notices disputing the environmental claims on various grounds, including that the Company believes most claims relate to Buyers' obligations under the Purchase Agreement. The Company also requested additional information because some environmental claims may be covered by sections of the Purchase Agreement where the parties share liability concerning such matters.

In April 2006, the Company received a summons and complaint (the "Complaint") from the Buyers, which was filed in the Supreme Court of the State of New York, County of New York. The Complaint seeks indemnification, declaratory and injunctive relief for alleged (i) breaches of representations, warranties and covenants covering each of the former operating sites related to facility structures, utilities and equipment included in the March, April and October Notices mentioned above and the allegedly related breach of the Customer Supply Agreement arising from a breach of warranty at the Harriman facility included in the September Notice mentioned above (collectively "Equipment Matters"); and (ii) claims related to environmental matters at each of the five operating locations, most of which related to the former Harriman location included in the October Notice and December Notices mentioned above (collectively "Environmental Matters").

The Company continues its evaluation of Buyers' allegations and intends to defend itself against these claims vigorously. The Company continues to believe that the Equipment Matters are without merit. Further, the Company continues to believe that based on current information the majority of the Environmental Matters are either the Buyers' responsibility or without merit and the remaining are otherwise not reasonably estimable at this time. As such, the Company has recorded no reserves for this matter.

Class Action Matter

In October 2003, the Company was notified of a securities class action lawsuit filed against Cambrex and five former and current Company officers. Five class action suits were filed with the New Jersey Federal District Court (the "Court"). Discovery in this matter is proceeding. In January 2004, the Court consolidated the cases, designated the lead plaintiff and selected counsel to represent the class. An amended complaint was filed in March 2004. The lawsuit has been brought as a class action in the names of

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
(dollars in thousands, except share data)

(13) CONTINGENCIES (CONTINUED)

purchasers of the Company's common stock from October 21, 1998 through July 25, 2003. The complaint alleges that the Company failed to disclose in a timely fashion the January 2003 accounting restatement and subsequent SEC investigation, as well as the loss of a significant contract at the Baltimore facility.

The Company filed a Motion to Dismiss in May 2004. Thereafter, the plaintiff filed a reply brief. In October 2005, the Court denied the Company's Motion to Dismiss against the Company and two current Company officers. The Company has reached its deductible under its insurance policy and further costs, expenses and any settlement is expected to be paid by the Company's insurers. The Company continues to believe that the complaints are without merit and will vigorously defend against them. As such, the Company has recorded no reserves related to this matter.

Securities and Exchange Commission

The SEC is currently conducting an investigation into the Company's inter-company accounting procedures from the period 1997 through 2001. The investigation began in the first half of 2003 after the Company voluntarily disclosed certain matters related to inter-company accounts for the five-year period ending December 31, 2001 that resulted in the restatement of the Company's financial statements for those years. To the Company's knowledge, the investigation is limited to this inter-company accounting matter, and the Company does not expect further revisions to its historical financial statements relating to these issues. The Company is fully cooperating with the SEC.

Baltimore Litigation

In 2001, the Company acquired the biopharmaceutical manufacturing business in Baltimore (the "Baltimore Business"). The sellers of the Baltimore Business filed suit against the Company alleging that the Company made false representations during the negotiations on which the sellers relied in deciding to sell the business and that the Company breached its obligation to pay additional consideration as provided in the purchase agreement which was contingent on the performance of the Baltimore Business. Management believes the matter to be without merit and continues its defense of this matter.

Other

The Company has commitments incident to the ordinary course of business including corporate guarantees of certain subsidiary obligations to the Company's lenders related to financial assurance obligations under certain environmental laws for remediation, closure and/or third party liability requirements of certain of its subsidiaries and a former operating location; contract provisions for indemnification protecting its customers and suppliers against third party liability for manufacture and sale of Company products that fail to meet product warranties and contract provisions for indemnification protecting licensees against intellectual property infringement related to licensed Company technology or processes.

Additionally, as permitted under Delaware law, the Company has agreements whereby we indemnify our officers and directors for certain events or occurrences while the officer or director is, or was serving, at our request in such capacity. The term of the indemnification period is for the officer's or director's lifetime. The maximum potential amount of future payments we could be required to make under these indemnification agreements is unlimited; however,

we have a Director and Officer insurance policy that covers a portion of any potential exposure.

(13) CONTINGENCIES (CONTINUED)

The Company currently believes the estimated fair value of its indemnification agreements is not significant based on currently available information, and as such, the Company has no liabilities recorded for these agreements as of September 30, 2006.

In addition to the matters identified above, Cambrex's subsidiaries are party to a number of other proceedings. The Company's litigation matters, if resolved in an unfavorable manner, could have a material effect on the operating results and cash flows when resolved in a future reporting period.

(14) SUBSEQUENT EVENTS

On October 20, 2006, the Company signed a definitive stock purchase agreement to sell two facilities within the Human Health segment to a holding company controlled by International Chemical Investors II S.A. for nominal consideration. The sale closed on October 27, 2006. As a result of this transaction, the Company expects to report a non-cash charge of approximately $30,000 in the fourth quarter of 2006. Gross sales for these two facilities for the three months and nine months ended September 30, 2006 were $8,764 and $28,571, respectively.

On October 24, 2006, the Company entered into a definitive stock purchase agreement with Lonza Group AG for the sale of the businesses that comprise the Bioproducts and Biopharma segments (excluding certain liabilities) for total cash consideration of $460,000. The Company expects to realize net proceeds after tax and transaction fees of approximately $450,000. This sale is subject to the Company's stockholders approval as well as customary regulatory approvals and is expected to close in the first quarter of 2007. The Bioproducts and Biopharma segments had combined gross sales of $50,941 and $157,169 for the three and nine months ended September 30, 2006, respectively.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

EXECUTIVE OVERVIEW

The Company's business consists of three segments - Bioproducts, Biopharma and Human Health. The Bioproducts segment consists of research products and services and therapeutic applications. The Biopharma segment consists of the Company's biopharmaceutical process development and manufacturing business. The Human Health segment is primarily comprised of active pharmaceutical ingredients

derived from organic chemistry and pharmaceutical intermediates.

The following significant events occurred during the third quarter 2006 which affected reported operating profit:

- A charge of approximately $1,700 recorded within administrative expenses for the costs related to the evaluation of strategic alternatives to enhance shareholder value.

- A $2,092 goodwill impairment charge recorded within operating expenses for the write-off of goodwill for a reporting unit within the Human Health segment.

Subsequent to the third quarter 2006 the Company signed a definitive stock purchase agreement to sell two facilities within the Human Health segment to a holding company controlled by International Chemical Investors II S.A. This transaction closed on October 27, 2006. In addition, in October 2006, the Company entered into a definitive stock purchase agreement with Lonza Group AG for the sale of the businesses that comprise the Bioproducts and Biopharma segments.

RESULTS OF OPERATIONS

COMPARISON OF THIRD QUARTER 2006 VERSUS THIRD QUARTER 2005

The following tables show the gross sales of the Company's three segments, in dollars and as a percentage of the Company's total gross sales, for the three months ended September 30, 2006 and 2005.

	2006		2005	
	$	%	$	%
Bioproducts	$ 39,326	34.7%	$ 35,729	34.2%
Biopharma	11,615	10.3	8,385	8.0
Human Health	62,264	55.0	60,386	57.8
Total gross sales	$113,205	100.0%	$104,500	100.0%

The following table shows the gross profit of the Company's three segments for the three months ended September 30, 2006 and 2005.

	2006		2005	
	Gross Profit $	Gross Profit %	Gross Profit $	Gross Profit %
Bioproducts	$19,363	49.2%	$18,481	51.7%
Biopharma	(165)	(1.4)	(2,137)	(25.5)
Human Health	20,004	32.1	20,478	33.9
Total	$39,202	34.6%	$36,822	35.2%

RESULTS OF OPERATIONS (CONTINUED)

COMPARISON OF THIRD QUARTER 2006 VERSUS THIRD QUARTER 2005 (CONTINUED)

Gross sales in the third quarter 2006 increased 8.3% to $113,205 from $104,500 in the third quarter 2005 due to stronger sales in all segments. Gross sales were favorably impacted 2.2% due to exchange rates reflecting a weaker U.S. dollar in the third quarter of 2006 versus 2005.

Gross profit in the third quarter of 2006 was $39,202 compared to $36,822 in 2005. Gross margin percentage decreased to 34.6% from 35.2% in the third quarter of 2005 as a result of product mix and higher production costs. Additionally, the Company reclassified certain employee medical benefit expenses from segment cost of goods sold and operating expense to Corporate operating expenses to better reflect actual costs incurred within the operating segments. The 2006 results include this reclassification. If the Company had applied this new methodology to the third quarter of 2005, gross margins would have been 35.6%.

The following table shows sales by geographic area for the three months ended September 30, 2006 and 2005:

	2006	2005
North America	$ 52,729	$ 46,157
Europe	52,658	50,738
Asia	5,098	5,419
Other	2,720	2,186
Total Gross Sales	$113,205	$104,500

Bioproducts gross sales in the third quarter 2006 of $39,326 were $3,597 or 10.1% above the third quarter 2005. The Bioproducts segment gross sales were favorably impacted 1.9% due to exchange rates reflecting a weaker U.S. dollar in the third quarter of 2006 versus 2005.

Within the Bioproducts segment, research products gross sales of $18,726 were $429 or 2.3% above the third quarter 2005 due primarily to increased sales of cell biology products as a result of higher pricing. Therapeutic applications gross sales of $20,600 were $3,168 or 18.2% above the third quarter 2005 due primarily to increased sales in cell therapy services as a result of the timing of shipments and addition of new customers. Sales of rapid microbial detection ("RMD") products and biotherapeutic media also increased.

Bioproducts gross margins decreased to 49.2% in the third quarter 2006 from 51.7% in the third quarter 2005. If the Company had applied the new medical allocation methodology to the third quarter 2005, gross margins would have been 52.2%. The decrease in margins is primarily due to higher production costs and product mix partially offset by price increases and a favorable impact due to foreign currency.

Biopharma gross sales in the third quarter 2006 of $11,615 were $3,230 or 38.5% above the third quarter of 2005 reflecting higher fees for suites and process development revenue partially offset by lower labor fees and reimbursed materials. Foreign currency had no impact on the Biopharma segment.

Biopharma gross margins increased to (1.4%) in the third quarter 2006 from (25.5%) in the third quarter 2005. If the Company had applied the new medical allocation methodology to the third quarter 2005, gross margins would have been (23.6%). This increase primarily reflects higher revenue partially offset by higher production costs.

Human Health gross sales in the third quarter 2006 of $62,264 were $1,878 or 3.1% above the third quarter 2005. The Human Health segment gross sales were favorably impacted 2.7% due to foreign exchange in the third quarter of 2006 versus 2005.

RESULTS OF OPERATIONS (CONTINUED)

COMPARISON OF THIRD QUARTER 2006 VERSUS THIRD QUARTER 2005 (CONTINUED)

Within the Human Health segment, sales of active pharmaceutical ingredients ("APIs") of $50,007 were $3,792 or 8.2% above the third quarter 2005 primarily due to higher generics sales volume partially offset by lower pricing. Sales of pharmaceutical intermediates of $5,081 were $3,305 or 39.4% below the third quarter 2005 primarily due to weaker demand for custom development products and an intermediate used for treatment of end-stage kidney disease. Sales of other Human Health products of $7,176 were $1,391 or 24.0% above the third quarter 2005 primarily due to stronger demand for x-ray media and crop protection partially offset by lower sales of feed additives.

Human Health gross margins decreased to 32.1% in the third quarter 2006 from 33.9% in the third quarter 2005. If the Company had applied the new medical allocation methodology to the third quarter 2005, gross margins would have been 34.1%. This decline is due to unfavorable product mix partially offset by a favorable impact of foreign currency exchange.

Selling, general and administrative expenses ("SG&A") of $29,102 or 25.7% of gross sales in the third quarter 2006 increased from $25,825, or 24.7% in the third quarter 2005. If the Company had applied the new medical allocation methodology to the third quarter 2005, SG&A expenses would have been 25.1% of sales. The increase in expense is due primarily to higher administration expenses related to costs associated with the strategic alternative process and higher legal and audit fees. The impact of foreign currency exchange was negligible.

Research and development expenses of $5,115 were 4.5% of gross sales in the third quarter 2006, compared to $4,862 or 4.7% of gross sales in the third quarter 2005. The increase in expense primarily reflects Cutanogen Corporation ("Cutanogen"), acquired in February 2006, related costs. The impact of foreign currency exchange was negligible.

The Company recorded a goodwill impairment charge of $2,092 during the third quarter of 2006 to write-off the remaining goodwill for a reporting unit within the Human Health segment. This charge resulted from lower cash flow projections to compute the implied fair value of goodwill as a result of current

market conditions. The facility for which the impairment was recorded was divested in October 2006 as described in Note 14.

Operating profit in the third quarter 2006 was $2,893 compared to $6,135 in the third quarter of 2005. The results reflect higher operating expenses partially offset by higher gross margins as discussed above.

Net interest expense of $2,540 in the third quarter 2006 decreased $261 from the third quarter 2005 primarily reflecting lower average debt partially offset by higher interest rates. The average interest rate was 6.1% in the third quarter of 2006 versus 5.8% in the third quarter of 2005.

The effective tax rate for the third quarter 2006 was 1,289.0% compared to 101.4% in the third quarter 2005. The tax provision in the third quarter 2006 increased to $4,666 compared to $3,407 in the third quarter of 2005. The third quarter of 2006 includes $1,696 of income tax expense related to the true-up of the 2005 foreign tax provision and tax returns currently under audit. Additionally, the results for the third quarter 2006 include larger losses domestically and within certain foreign jurisdictions where the Company is unable to recognize a tax benefit related to these losses within its tax provision. The Company maintains a full valuation allowance against its domestic, and certain foreign, net deferred tax assets and will continue to do so until an appropriate level of profitability is sustained or tax strategies can be developed that would

enable the Company to conclude that it is more likely than not that a portion of these net deferred assets would be realized. As such, improvements in domestic, and certain foreign, pre-tax income in the future may result in these tax benefits ultimately being realized. However, there is no assurance that such improvements will be achieved.

Net loss in the third quarter of 2006 was $4,304, or $0.16, per diluted share versus $48, or $0.00 per diluted share in the same period a year ago.

COMPARISON OF FIRST NINE MONTHS 2006 VERSUS FIRST NINE MONTHS 2005

The following tables show the gross sales of the Company's three segments, in dollars and as a percentage of the Company's total gross sales, for the nine months ended September 30, 2006 and 2005.

	2006		2005	
	$	%	$	%
Bioproducts	$121,740	34.2%	$113,638	34.3%
Biopharma	35,429	9.9	27,747	8.4
Human Health	199,220	55.9	189,748	57.3
Total gross sales	$356,389	100.0%	$331,133	100.0%

The following table shows the gross profit of the Company's three segments for the nine months ended September 30, 2006 and 2005.

	2006		2005	
	Gross Profit $	Gross Profit %	Gross Profit $	Gross Profit %
Bioproducts	$ 63,491	52.2%	$ 59,952	52.8%
Biopharma	(783)	(2.2)	(4,800)	(17.3)
Human Health	64,187	32.2	65,202	34.4
Total gross profit	$126,895	35.6%	$120,354	36.3%

Gross sales for the first nine months of 2006 increased 7.6% to $356,389 from $331,133 in the first nine months of 2005. Sales increased in all segments. Gross sales were unfavorably impacted 1.0% due to exchange rates reflecting a stronger U.S. dollar in the first nine months of 2006 versus 2005.

Gross profit in the first nine months of 2006 was $126,895 compared to $120,354 in the first nine months of 2005. Gross margin percentage decreased to 35.6% from 36.3% in the first nine months of 2005. During the second quarter of 2006 the Company reclassified certain employee medical benefit expenses from segment cost of goods sold and operating expense to Corporate operating expenses to better reflect actual costs incurred within the operating segments. The 2006 results include this reclassification. If the Company had applied this new methodology to the first nine months of 2005, gross margins would have been 36.7%. The reduced gross margin percentage reflects lower margins in the Human Health and Bioproducts segments.

RESULTS OF OPERATIONS (CONTINUED)

COMPARISON OF FIRST NINE MONTHS 2006 VERSUS FIRST NINE MONTHS 2005 (CONTINUED)

During the third quarter of 2006, the Company recorded adjustments related to prior periods, primarily within the Human Health segment, with a net effect of decreasing pre-tax income by $85. The adjustments included $835 of expense (principally inventory reserves) related to 2005 and prior and $750 of increased revenues related to the first six months of 2006.

The following table shows sales by geographic area for the nine months ended September 30, 2006 and 2005:

	2006	2005
North America	$166,351	$150,587

Europe	168,493	158,731
Asia	13,737	14,879
Other	7,808	6,936
Total Gross Sales	$356,389	$331,133

Bioproducts gross sales in the first nine months of 2006 of $121,740 were $8,102 or 7.1% above the first nine months of 2005. Sales were unfavorably impacted 0.7% due to exchange rates reflecting a stronger U.S. dollar in the first nine months of 2006 versus 2005.

Within the Bioproducts segment, research products gross sales of $59,765 were $2,371 or 4.1% above the first nine months of 2005 due primarily to increased sales of cell biology and molecular biology products as a result of stronger demand, higher pricing and timing of shipments. Therapeutic applications gross sales of $61,975 were $5,731 or 10.2% above the first nine months of 2005 due primarily to increased sales in cell therapy services as a result of the timing of shipments and the addition of new customers. Sales of RMD products also increased due to strong demand and favorable pricing.

Bioproducts gross margins decreased to 52.2% in the first nine months of 2006 from 52.8% in the first nine months of 2005. If the Company had applied the new medical allocation methodology to the first nine months of 2005, gross margins would have been 53.2%. The decrease in margins is primarily due to higher production costs partially offset by increased prices and a favorable impact due to foreign currency.

Biopharma gross sales in the first nine months of 2006 of $35,429 were $7,682 or 27.7% above the first nine months of 2005 reflecting higher fees from suites, primarily resulting from the shipments, in the first quarter of 2006, of all remaining inventories to a client that terminated their project due to their unfavorable regulatory developments during clinical trials in the fourth quarter of 2005 and the addition of new clients, reimbursed materials and process development, partially offset by lower labor fees. Foreign currency had no impact on the Biopharma segment.

Biopharma gross margins were (2.2%) in the first nine months of 2006 compared to (17.3%) in the first nine months of 2005. If the Company had applied the new methodology to the first nine months of 2005, gross margins would have been (15.5%). The increase in margins is primarily due to higher revenues partially offset by higher production costs.

Human Health gross sales for the first nine months of 2006 of $199,220 were $9,472 or 5.0% above the first nine months of 2005. Human Health sales were unfavorably impacted 1.3% due to foreign exchange in the first nine months 2006 versus 2005.

Within the Human Health segment, sales of APIs of $155,070 were $8,789 or 6.0% above the first nine months of 2005 primarily due to higher sales volume

partially offset by continued price erosion. Sales of pharmaceutical intermediates of $20,859 were $2,273 or 9.8% below the first nine months of 2005 primarily due to weaker demand for custom development products and an intermediate used for treatment of end-stage kidney disease. Sales of other Human Health products of $23,291 were $2,956 or 14.5% above the first nine months of 2005 primarily due to stronger demand for x-ray media partially offset by weaker sales of feed additives.

Human Health gross margins decreased to 32.2% in the first nine months of 2006 from 34.4% in the first nine months 2005. If the Company had applied the new medical allocation methodology to the first nine months of 2005, gross margins would have been 34.5%. The decrease in margins is due to continued pricing pressures on APIs and unfavorable impact of foreign currency translation partially offset by higher sales volume.

Selling, general and administrative expenses of $86,407 or 24.2% of gross sales in the first nine months of 2006 increased from $77,640 or 23.4% in the first nine months of 2005. If the Company had applied the new medical allocation methodology to the first nine months of 2005, SG&A expenses would have been 23.8% of sales. The increase in expense is due primarily to higher administrative expenses related to costs associated with the strategic alternative process and higher legal fees partially offset by the impact of foreign currency exchange.

Research and development expenses of $16,608 were 4.7% of gross sales in the first nine months of 2006, compared to $16,601 or 5.0% of gross sales in the first nine months of 2005. The expense primarily reflects Cutanogen in process research and development costs partially offset by a reduction of corporate personnel, lower labor costs and the impact of foreign currency.

The Company recorded a goodwill impairment charge of $2,092 during the third quarter of 2006 to write-off the remaining goodwill for a reporting unit within the Human Health segment. This charge resulted from lower cash flow projections to compute the implied fair value of goodwill as a result of current market conditions. The facility for which the impairment was recorded was divested in October 2006 as described in Note 14.

Operating profit in the first nine months of 2006 was $21,788 compared to $26,113 in the first nine months of 2005.

Net interest expense of $12,188 in the first nine months of 2006 increased $3,906 from the first nine months of 2005. The Company incurred costs of $5,272 associated with the prepayment of Senior Notes. Excluding this charge, net interest expense decreased $1,366 primarily reflecting lower average debt partially offset by higher interest rates. The average interest rate was 5.7% in the first nine months of 2006 versus 5.5% in the first nine months of 2005.

The effective tax rate for the first nine months of 2006 was 147.5% compared to 37.4% in the first nine months of 2005. The tax provision in the first nine months of 2006 increased to $13,998 compared to $6,637 in the first nine months of 2005. The first nine months of 2006 includes $1,696 of income tax expense related to the true-up of the 2005 foreign tax provision and tax returns currently under audit. The tax rate for the first nine months of 2005 includes the favorable settlement of a tax matter in Sweden of $3,329. Additionally, the results for the first nine months of 2006 include larger losses domestically and within certain foreign jurisdictions where the Company is unable to recognize a tax benefit related to these losses within its tax provision. The Company maintains a full valuation allowance against its domestic and certain foreign, net deferred tax assets and will continue to do so until an appropriate level of profitability is

RESULTS OF OPERATIONS (CONTINUED)

COMPARISON OF FIRST NINE MONTHS 2006 VERSUS FIRST NINE MONTHS 2005 (CONTINUED)

sustained or tax strategies can be developed that would enable the Company to conclude that it is more likely than not that a portion of these net deferred assets would be realized. As such, improvements in domestic, and certain foreign, pre-tax income in the future may result in these tax benefits ultimately being realized. However, there is no assurance that such improvements will be achieved.

Net loss in the first nine months of 2006 was $4,733, or $0.18, per diluted share versus net income of $11,122, or $0.42 per diluted share in the same period a year ago.

IMPACT OF RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In June 2006, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes--an interpretation of FASB Statement No. 109 ("FIN 48"), which clarifies the accounting for uncertainty in income tax positions. This Interpretation requires that the Company recognize in the consolidated financial statements the impact of a tax position that is more likely than not to be sustained upon examination based on the technical merits of the position. The provisions of FIN 48 will be effective for Cambrex at the beginning of the Company's 2007 fiscal year, with the cumulative effect of the change in accounting principle recorded as an adjustment to opening retained earnings. The Company is currently evaluating the impact of adopting FIN 48 on the consolidated financial statements.

In September 2006, the FASB issued FASB Statement No. 157 "Fair Value Measurements" ("FAS 157"). This statement defines fair value, establishes a framework for measuring fair value in GAAP, and expands disclosures about fair value measurements. This statement will apply whenever another standard requires (or permits) assets or liabilities to be measured at fair value. The standard does not expand the use of fair value to any new circumstances. FAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The Company is currently evaluating the potential impact of this statement.

In September 2006, the FASB issued FASB Statement No. 158 "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans, an amendment of FASB Statements No. 87, 88, 106 and 132(R)" ("FAS 158") which is effective for fiscal years ending after December 15, 2006. FAS 158 requires an employer to recognize the overfunded or underfunded status of a defined benefit postretirement plan as an asset or liability in the balance sheet and to recognize changes in that funded status in the year in which the changes occur through comprehensive income. This statement does not impact the amounts recognized in the income statement. FAS 158 will also require an employer to measure the funded status of a plan as of the date of the year end balance sheet. This measurement requirement is effective for fiscal years ending after December 15, 2008.

Based on the Company's funded status of plan obligations disclosed in Notes 14 and 15 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005, the estimated impact of adopting FAS 158 would have been a reduction to December 31, 2005 comprehensive income of approximately $5,910, with no impact to the Company's consolidated statements of operations or cash flows. It is not expected that there will be any affect on the Company's

financing agreements as none of the current debt covenants will be impacted. As the actual impact of adopting FAS 158 will be dependent upon the fair value of plan assets and the amount of projected benefit obligations measured as of December 31, 2006, the above estimated amounts may not be reflective of the actual impact of the adoption at December 31, 2006.

LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalents decreased $11,474 in the first nine months of 2006. During the nine months ended September 30, 2006, the Company generated cash flows from operations totaling $21,556, an increase of $1,209 versus the same period a year ago. The increase in cash flows generated from operations in the first nine months of 2006 versus the first nine months of 2005 is due primarily to improved collections of accounts receivable and timing of sales volume. Reduced build up of custom development inventory within the Human Health segment and reduced serum inventory within the Bioproducts segment also contributed to the increase in cash flows from operations partially offset by a decrease in net income.

Capital expenditures from continuing operations were $26,461 in the first nine months of 2006 as compared to $27,987 in 2005. Part of the funds in 2006 were used for cell therapy manufacturing capabilities at the Bioproducts facility in Walkersville, MD, a new warehouse and API purification and finishing facility in Milan, Italy and capital improvements to existing facilities.

Cash flows used in financing activities in the first nine months of 2006 of $7,737 include net pay down of debt of $6,835 and dividends paid of $2,407 partially offset by proceeds from stock options exercised of $1,618. In the first nine months of 2005 financing activities include a net pay down of debt of $42,193, dividends paid of $2,376 partially offset by proceeds from stock options exercised of $1,521.

During the first nine months of 2006 and 2005, the Company paid cash dividends of $0.09 per share.

Management believes that existing sources of capital, together with cash flows from operations, will be sufficient to meet foreseeable cash flow requirements.

On October 24, 2006, the Company entered into a definitive stock purchase agreement with Lonza Group AG for the sale of the businesses that comprise the Bioproducts and Biopharma segments (excluding certain liabilities) for total cash consideration of $460,000. The sale of these businesses, which is subject to Cambrex stockholder and customary regulatory approvals, is expected to close during the first quarter of 2007. The Company anticipates repaying outstanding debt and assuming the arrangement of new lines of credit of $125,000 to $150,000 on favorable terms and plans to pay stockholders a special dividend of approximately $13.50 to $14.50 per share. Upon, or shortly after, the closing of the sale of the Bioproducts and Biopharma business units, approximately $20,000 of expense is expected to be incurred related to certain retention and performance bonus plans and the triggering of change of control employment agreements with certain individuals.

FORWARD-LOOKING STATEMENTS

This document may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and Rule 3b-6 under The

Securities Exchange Act of 1934, including, without limitation, statements regarding expected performance, especially expectations with respect to sales, research and development expenditures, earnings per share, capital expenditures, acquisitions, divestitures, collaborations, or other expansion opportunities. These statements may be identified by the fact that they use words such as "expects," "anticipates," "intends," "estimates," "believes" or similar expressions in connection with any discussion of future financial and operating performance. Any forward-looking statements are qualified in their entirety by reference to the factors discussed throughout this Form 10-Q. The forward-looking statements contained herein are based on current plans and expectations and involve risks and uncertainties that could cause actual outcomes and results to differ materially from current expectations including, but not limited to, global economic trends, pharmaceutical outsourcing trends, competitive pricing or product developments, government legislation and/or regulations (particularly environmental issues), tax rate, interest rate, technology, manufacturing and legal issues, changes in foreign exchange rates, performance of minority investments, uncollectable receivables, loss on disposition of assets, cancellation or delays in renewal of contracts, lack of suitable raw materials or packaging materials, the possibility that the value of the acquisition of PermaDerm cultured skin may not be realized or that our plans to obtain a Humanitarian Device

Exemption, completion of clinical trials and commercialization of PermaDerm cultured skin in the United States may not be successful, the Company's ability to receive regulatory approvals for its products, the outcome of the evaluation of strategic alternatives, the satisfaction of conditions to closing set forth in the stock purchase agreement with Lonza and the availability of financing on favorable terms in order to fund the portion of the special dividend that is not being funded from proceeds of the sale. Any forward-looking statement speaks only as of the date on which it is made, and the Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise. New factors emerge from time to time and it is not possible for us to predict which will arise. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

For further details and a discussion of these and other risks and uncertainties, investors are cautioned to review the Cambrex 2005 Annual Report on Form 10-K, including the Forward-Looking Statement section therein, and other filings with the U.S. Securities and Exchange Commission. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There has been no significant change in our exposure to market risk during the first nine months of 2006. For a discussion of the Company's exposure to market risk, refer to Part II, Item 7A, "Quantitative and Qualitative Disclosures about Market Risk," contained in the Company's Annual Report on Form 10-K for the period ended December 31, 2005.

ITEM 4. CONTROLS AND PROCEDURES

The Company maintains a system of disclosure controls and procedures

designed to provide reasonable assurance that information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls are also designed to reasonably assure that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Disclosure controls include components of internal control over financial reporting, which consists of control processes designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with generally accepted accounting principles in the United States.

As reported in its annual report on Form 10-K for the year ended December 31, 2005, the Company's management identified a material weakness in its internal control over accounting for income taxes. Specifically, the Company did not have a sufficient level of experienced personnel to enable the Company to properly consider and apply generally accepted accounting principles to the accounting for income taxes. Additionally, the Company did not maintain effective controls to determine the completeness and accuracy of the components of the income tax provision calculations and the related deferred income taxes and income taxes payable, including the monitoring of the differences between the tax basis and the financial reporting basis of assets and liabilities to effectively reconcile the deferred taxes balances. As a result of this material weakness, management concluded in its 2005 annual report on Form 10-K that the Company's internal controls over financial reporting was not effective as of December 31, 2005.

During the nine months ended September 30, 2006, the Company has added experienced personnel and implemented additional controls and procedures in order to remediate the material weakness discussed above, and it is continuing to assess the need for additional controls, procedures and resources that may be

required to remediate the material weakness. The Company's management, with the participation of the Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures as of September 30, 2006, pursuant to Exchange Act Rule 13a-15(e) and 15d-15(e) (the "Exchange Act"). As part of its evaluation, management has evaluated whether the material weakness in internal control over financial reporting continues to exist. The Company continues to consider or implement additional controls, procedures and resources impacting its accounting for income taxes. The Company has not completed its remediation activities and testing of the changes in controls and procedures which it believes are necessary to conclude that the material weaknesses have been remediated. As a result, the Company's management has concluded that it cannot assert that the material weakness has been effectively remediated as of September 30, 2006. Based upon this conclusion, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were not effective as of September 30, 2006.

The Company believes that the actions it has taken to date, including the changes outlined below, are sufficient, such that the information contained in this quarterly report fairly states, in all material respects, the financial condition and results of operations of the Company for the periods presented.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING.

During the nine months ended September 30, 2006, management has taken the following actions listed below to remediate the material weakness described in the Company's annual report on Form 10-K for the year ended December 31, 2005:

- Strengthened procedures whereby the current income tax payable account and deferred income tax asset and liability accounts are reconciled on a regular and timely basis.

- Increased level of review and discussion of significant tax matters and supporting documentation with senior finance management.

- Hired a Senior Director and Director of Tax.

- Identified interim personnel to augment existing corporate tax staff to ensure there are adequate resources to reconcile all tax-related accounts for each reporting period.

The Company continues to identify other controls, procedures, and resources to improve both the preparation and review of accounting for income taxes. We expect to complete this process and implement additional procedures to address this material weakness during the fourth quarter of 2006. We believe that, once fully implemented, these remediation steps will be sufficient to eliminate the material weakness described above.

There have been changes, as indicated above, in the Company's internal control over financial reporting during the Company's most recently completed quarter that have materially affected, or are reasonably likely to affect, the Company's internal control over financial reporting.

PART II - OTHER INFORMATION

CAMBREX CORPORATION AND SUBSIDIARIES

ITEM 1 LEGAL PROCEEDINGS

See the discussion under Part I, Item 1, Note 13 to the Consolidated Financial Statements.

ITEM 1A RISK FACTORS

There have been no material changes to our risk factors and uncertainties during the first nine months of 2006. For a discussion of the Risk Factors, refer to Part I, Item 1A, "Risk Factors," contained in the Company's Annual Report on Form 10-K for the period ended December 31, 2005.

ITEM 6. EXHIBITS

Exhibits

1. Exhibit 10.20.1 - Form of Amendment to Employment Agreement between the registrant and its executive officers named in the Revised Schedule of Parties to the Employment Agreement both as filed as an Exhibit to the Annual Report on Form 10-K for the period ended December 31, 2005.

2. Exhibit 10.43 - Stock Purchase Agreement, dated October 19, 2006, and the Transition Services Agreement, dated October 27, 2006, between Cambrex AB and International Chemical Investors II S.A.

3. Exhibit 31.1 - CEO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

4. Exhibit 31.2 - CFO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

5. Exhibit 32.1 - CEO Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

6. Exhibit 32.2 - CFO Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

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

CAMBREX CORPORATION

By /s/ Luke M. Beshar

Luke M. Beshar
Executive Vice President and
Chief Financial Officer
(On behalf of the Registrant and
as the Registrant's Principal
Financial Officer)

Dated: November 9, 2006