

Edgar Filing: GUIDANT CORP - Form 425

GUIDANT CORP  
Form 425  
March 15, 2006

Filed by Boston Scientific Corporation

Pursuant to Rule 425 under the Securities Act of 1933

and deemed filed pursuant to Rule 14a-6

under the Securities Exchange Act of 1934

Subject Company: Guidant Corporation

Commission File No.: 333-131608

The following material relates to a presentation given by Boston Scientific at the Analyst Meeting at ACC and made available on Boston Scientific's website.

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[LOGO]

**Analyst Meeting at ACC**

**Introduction**

**Larry Best**

**March 13, 2006**

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[LOGO]

**Safe Harbor:  
Forward-Looking Statements**

This presentation contains forward-looking statements, including, among other statements, statements regarding the proposed business combination between Boston Scientific Corporation and Guidant Corporation, and the anticipated consequences and benefits of such transaction. Statements made in the future tense, and words such as anticipate, expect, project, believe, plan, estimate, intend, will, may and expressions are intended to identify forward-looking statements. These statements are based on current expectations, but are subject to certain risks and uncertainties, many of which are difficult to predict and are beyond the control of Boston Scientific or Guidant. Relevant risks and uncertainties include those referenced in Boston Scientific's and Guidant's filings with the Securities and Exchange Commission (SEC) (which can be obtained as described in Additional Information below), and include: general industry conditions and competition; economic conditions, such as interest rate and currency exchange rate fluctuations; technological advances and patents attained by competitors; challenges inherent in new product development, including obtaining regulatory approvals; domestic and foreign health care reforms and governmental laws and regulations; and trends toward health care cost containment. Risks and uncertainties relating to the proposed transaction include: required regulatory approvals will not be obtained in a timely manner, if at all; the proposed transaction will not be consummated; the anticipated benefits of the proposed transaction will not be realized; and the integration of Guidant's operations with Boston Scientific will be materially delayed or will be more costly or difficult than expected. These risks and uncertainties could cause actual results to differ materially from those expressed in or implied by the forward-looking statements, and therefore should be carefully considered. Neither Boston Scientific nor Guidant assumes any obligation to update any forward-looking statements as a result of new information or future events or developments.

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**Safe Harbor: Additional Information**

Boston Scientific and Guidant have filed a definitive prospectus/joint proxy statement with the SEC in connection with the proposed transaction. The material contained herein is not a substitute for the definitive prospectus/joint proxy statement or any other documents that Boston Scientific and Guidant have filed or will file with the SEC. Investors and security holders are urged to read the definitive prospectus/joint proxy statement and any other relevant documents filed or to be filed by Boston Scientific or Guidant, because they contain or will contain important information about the proposed transaction. The definitive prospectus/joint proxy statement is, and other documents filed or to be filed by Boston Scientific and Guidant with the SEC are or will be, available free of charge at the SEC's website ([www.sec.gov](http://www.sec.gov)) or from Boston Scientific by directing a request to Boston Scientific Corporation, One Boston Scientific Place, Natick, Massachusetts 01760-1537, Attention: Milan Kofol, Investor Relations, or from Guidant by directing a request to Guidant Corporation, 111 Monument Circle, 29th Floor, Indianapolis, Indiana 46204, Attention: Investor Relations.

Boston Scientific, Guidant and their respective directors, executive officers and other employees may be deemed to be participants in the solicitation of proxies from the security holders of Boston Scientific or Guidant in connection with the proposed transaction. Information about Boston Scientific's directors and executive officers is available in Boston Scientific's Annual Report on Form 10-K for the year ended December 31, 2005, and information about Guidant's directors and executive officers is available in Guidant's Annual Report on Form 10-K for the year ended December 31, 2005. Additional information about the interests of potential participants is included in the definitive prospectus/joint proxy statement referred to above.

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**Agenda**

Introduction	Larry Best, Executive Vice President and Chief Financial Officer
Business Update	Paul LaViolette, Chief Operating Officer
TAXUS Clinical Program Update	Joerg Koglin, M.D., Senior Medical Director, Vice President, Cardiovascular Clinical Sciences
Cardiovascular Business Update	Paul LaViolette, Chief Operating Officer
Q&A	All

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[LOGO]

**Business Update**

**Paul LaViolette**

**March 13, 2006**

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[LOGO]

**Key Take-Aways**

**DES Global Leadership (x-Japan) strengthening**

**U.S. TAXUS® share stable at 54%**

**Q4 TAXUS® Liberté Launch**

**Int 1 TAXUS share stable  $\geq$  50%**

**TAXUS® Liberté Launch Expansion**

**Endeavor / Cypher® share exchange**

**Compelling pipeline, progressing steadily**

**Apex, Barracuda, Petal**

**Xience\* program upside**

**TAXUS Clinical Program repeatedly demonstrates safety & efficacy in more complex patients and lesions**

**TAXUS V-ISR**

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**\*Subject to closing of Guidant transaction**

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**Key Take-Aways**

**Warning Letter remediation making measured progress with new systems**

**Guidant on track**

**VI Divestiture and close**

**Week of April 3rd**

**Diversification and Growth**

**Cardiovascular / Full BSC continues strong performance**

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**Corporate Warning Letter  
Internal Progress Underway**

Quality System Components

Management Responsibility

Product Surveillance/MDR Reporting

Field Action Decision Making

CAPA

Leading BSC change that will be

Company- wide

Cross-functional

Rapid

Comprehensive

**Corrective Action**

**Global Quality  
and Compliance  
Improvement Program**

**Compliance Excellence through  
Continuous Improvement**

**Warning Letter Response Status**

Filed response with FDA 3/3

Currently under review

Face to Face meetings being scheduled

Monthly updates to be provided to FDA

On-going execution of remediation

Measured progress

Expansion of new systems

Global Complaint System

Global CAPA System

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[LOGO]

**TAXUS Clinical Program Update**  
**Joerg Koglin, M.D.**

**March 13, 2006**

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**Boston Scientific Analyst Meeting  
Clinical Research Update**

[LOGO]

**Joerg Koglin, MD**

**Senior Medical Director, Vice President Medical Sciences**

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[LOGO]

**The DES Clinical Trial Landscape in Perspective**

	<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>
[LOGO]	n=4487	n=1204	n=987
[LOGO]	n=3792	n=902	n=683
[LOGO]	n=1027	n=100	
[LOGO]	n=694		
[LOGO]	n=40		
[LOGO]	n=28		

Atlanta, March 13, 2006

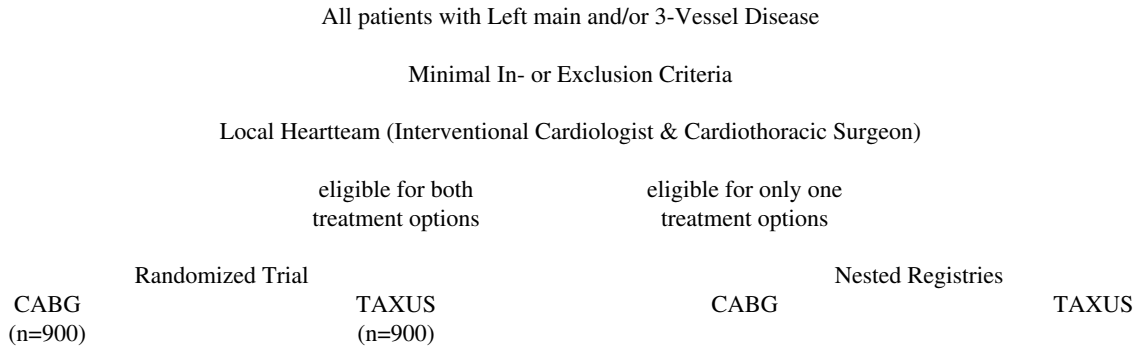
ACC Clinical Research Update

**Stairway to Evidence-Based Medicine**

[CHART]

**SYNTAX: Expanding into 3-Vessel and Left Main**

[LOGO]



**SYNTAX on Track to Address Remaining Needs  
Indication Expansion to 3-Vessel Disease & LM**

[LOGO]

Enrollment status

[CHART]

15

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**SYNTAX Expanding Procedural Complexity**

[LOGO]

# Lesions per patient	4.11±1.74 (1,12)
# of stents per patients	4.58±2.19 (1,13)
Patients with total stent length $\geq$ 100 mm	34.3%

Site reported as of March 10, 2006

**SYNTAX - Addressing the Remaining Needs**

[CHART]

Site reported as of March 10, 2006

**SYNTAX in perspective**

[LOGO]

[LOGO]

**FREEDOM**

**SYNTAX**

2- and 3-vessel disease in diabetics

3-vessel disease and/or left main

Superiority trial

Equivalence trial

2300 patients planned

1800 patients planned

5 year MACCE

1 year MACCE

Study start April 2005

Study start March 2005

**100 patients**  
(4%) enrolled at 50 sites

**1101 patients**  
(62%) enrolled at 71 sites

**TAXUS V ISR Mastering Another Step**

[CHART]

**TAXUS Changing the Way Patients Are Treated**

[GRAPHIC]

simultaneous publication in JAMA available online since Mar 12, 2006 available in print on Mar 15 2006

**Why In-Stent Restenosis ?**

an unsolved clinical problem

12% of the US market is still BMS (150,000 stents in 2005)

50% of the OUS market is still BMS (1,000,000 stents in 2005)

an excellent surrogate for lesion complexity

*if it works well in ISR, it will work well in all lesions*

a well defined restenotic challenge model allowing technology comparisons

Brachytherapy versus DES

DES versus DES

**In-stent Restenosis - an Unsolved Clinical Problem**

[GRAPHIC]

	<b>TLR after PCI</b>	<b>TLR after VBT</b>
<b>Focal</b>	19%	17%
<b>Diffuse</b>	35%	25%
<b>Proliferative</b>	50%	30%
<b>Total Occlusion</b>	83%	?

Mehran et al.; Circulation 1999; 100: 1872-1878

Costantino et al.; Am J Cardiol 2001; 92: 1214-1217

**In-Stent Restenosis in TAXUS V ISR**

before procedure

[GRAPHIC]

lesion length 39 mm  
vessel diameter 2.5 mm  
diameter stenosis 77%

after procedure

[GRAPHIC]

2 TAXUS Express stents  
3.0x24mm and 3.0x32 mm

9 months after

[GRAPHIC]



**Study Design**

[LOGO]

Patients with in-stent restenosis of a previously implanted bare metal stents in a native coronary artery lesions  
≤ 46mm in length and ≥ 2.5mm to ≤ 3.75mm in diameter  
(n=396)

Randomize 1:1

Brachytherapy  
(n=201)

TAXUS  
(n=195)

Primary endpoint 9-month Target Vessel Revascularization (TVR)  
powered for sequential non-inferiority & superiority

**TAXUS Approach**

PTCA catheter

Old stent

New stent

[GRAPHIC]

5mm  
Proximal  
edge

In-Stent

5mm  
Distal  
edge

Injury Segment  
Area in which balloon was inflated against the wall

Analysis Segment  
Stented segment plus 5 mm on each edge

**Vascular Brachytherapy Approach**

PTCA catheter

Old stent

$\beta$  radiation source

[GRAPHIC]

Injury Segment

Area in which balloon was inflated against the wall

5mm  
Proximal  
edge

Radiation Segment  
Area exposed to brachytherapy

5mm  
Distal  
edge

Analysis Segment

Radiation segment plus 5 mm on each edge

**Patient Enrollment and Follow-up** [LOGO]

	Randomized (n=396)		TAXUS Registry (n=25)
Brachytherapy (n=201)		TAXUS (n=195)	TAXUS Registry (n=25)
	9m Follow-Up (n=385; 97.2%)		9m Follow-Up (n=25; 100%)
Brachytherapy (n=194)		TAXUS (n=191)	TAXUS Registry (n=25)

**Primary Superiority Endpoint Met**

**Reduced 9-Month TLR and TVR with TAXUS**

[CHART]

**Cumulative TVR out to 9-Month**

**Superior Outcomes for TAXUS with Early Separation**

[CHART]

**9-Month MACE Advantage Driven by Reduced TVR**

[CHART]

**9-Month Target Vessel Thrombosis Comparable**

[CHART]



## Evolving Statistical Standards

### Mean

Normal distribution  
(bell-shaped, symmetric)

Reported as  
*mean ± standard deviation*

Parametric comparison taking  
advantage of distribution type

Two-Sample t-test

reported for cross-reference  
across trials

statistical discussion as part  
of the JAMA submission

### Median

Non-Normal distribution  
(skewed, asymmetric)

Reported as  
*median (interquartile range)*

Non-parametric comparison ranking  
each observation

Wilcoxon Rank Sum test

used for analysis of continuous  
angiographic variables

**MLD Analysis Segment**

[CHART]

**Late Loss - Paired Angiographic Analysis**

[CHART]

**9-Month Restenosis Superior in TAXUS**

[CHART]

**No Differences in Aneurysms**

	<b>Brachytherapy</b>	<b>TAXUS</b>	<b>p</b>
<b>Post-Procedure</b>	6 (3.0%)	3 (1.6%)	0.50
<b>9-Month Follow-up</b>	8 (4.7%)	2 (1.2%)	0.06
<b>Paired Analysis</b>			
<b>Resolved</b>	0	1 (0.6%)	1.00
<b>Persistent</b>	5 (2.9%)	1 (0.6%)	0.12
<b>Late Acquired</b>	3 (1.8%)	1 (0.6%)	0.37

Aneurysms defined as  $\geq 20\%$  increase in diameter compared to reference vessel

**Conclusions Superiority in a Non-Inferiority Trial**

The use of TAXUS Express for treatment of in-stent restenosis has been shown to be

**safe** with low rates for target vessel thrombosis, myocardial infarction, late acquired aneurysms

**effective** with TLR rate of 6.3% and an angiographic restenosis rate of 7.0%

when compared to vascular brachytherapy as the preexisting gold standard .

**TAXUS V ISR In Perspective  
Study Design**

[LOGO]

[LOGO]

<b>SISR</b>	<b>TAXUS V ISR</b>
CYPHER vs VBT	TAXUS vs VBT
384 patients 2:1	396 patients 1:1
<b>6 months</b> angio f/u	<b>9 month</b> angio f/u
9 months clinical f/u	9 months clinical f/u
RVD $\geq 2.5$ and $\leq 3.5$ mm	RVD $\geq 2.5$ and $\leq 3.75$ mm
Lesion $\geq 15$ and $\leq 40$ mm	Lesion $\leq 46$ mm
<b>no additional PCI</b>	<b>additional PCI allowed</b> in non target vessel

**TAXUS V ISR In Perspective**  
**Baseline characteristics**

[LOGO]

[LOGO]

<b>SISR</b>		<b>TAXUS V ISR</b>
<b>9.3%</b> insulin-treated		<b>19.5%</b> insulin treated
<b>17.2 mm</b> lesion length		<b>18.5 mm</b> mean lesion length
	not reported	2.68 mm mean RVD
	not reported	81.9% B2/C lesions



**TAXUS V ISR In Perspective  
Clinical 9-Month Outcomes**

[LOGO]

[LOGO]

SISR		TAXUS V ISR
<b>8.5%</b>	TLR	<b>6.3%</b>
10.8%	TVR	10.5%
12.4%	TVF	11.5%
0.4%	Q-wave MI	0.5%
2.3%	Non-Q-wave MI	3.1%
2 pts (0.8%)	Stent thrombosis	3 pts (1.6%)
		one patient would not be included under the CYPHER definition

**TAXUS V ISR In Perspective  
Angiographic Outcomes**

[LOGO]

[LOGO]

SISR		TAXUS V ISR
<b>0.27±0.65 mm</b>	Late Loss	<b>0.29±0.54 mm</b>
at <b>6-Month</b>	analysis segment	at <b>9-Month</b>
not reported	Late Loss	0.38±0.49 mm
	in-stent	at 9-Month
<b>19.8%</b>	Binary restenosis	<b>14.5%</b>
at <b>6-Month</b>	analysis segment	at <b>9-Month</b>
not reported	Binary restenosis	7.0%
	in-stent	at 9-Month

**TAXUS Express:**  
**Closing the Development Cycle from Simple to Complex**

[LOGO]

[GRAPHIC]

**What is Next:  
TAXUS ATLAS as the First Second Generation DES**

[LOGO]

[GRAPHIC]

[LOGO]

[LOGO]

**Cardiovascular Business Update**  
**Paul LaViolette**

**March 13, 2006**

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[LOGO]

**TAXUS® Liberté Stent System  
International Market Performance**

**The good news:**

Impacting international markets

Increasing revenue by approximately 16%

Converting accounts previously unable to convert

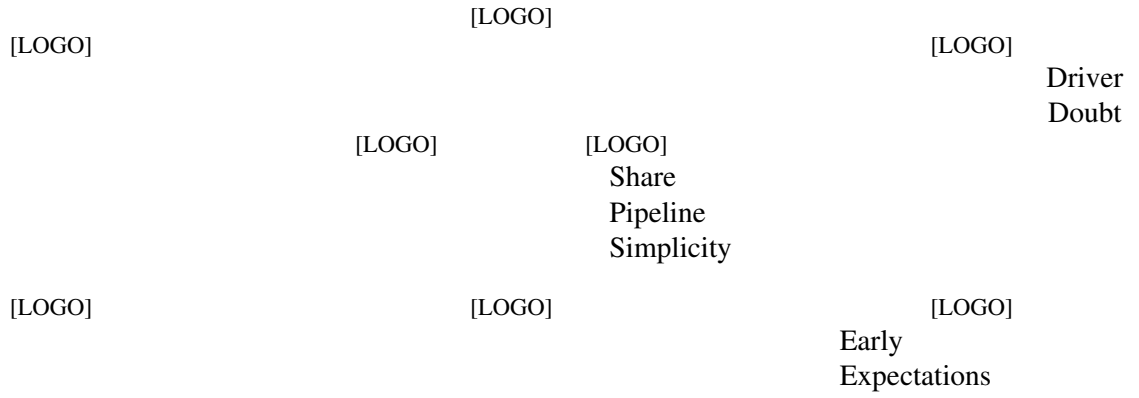
**The better news**

Not fully launched in largest international markets

Maintaining share and ASP in crowded market

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**International DES Space is Crowding**



**International**  
**TAXUS® Liberté Stent Sales Increasing**

[CHART]

Launched in all EU countries & 14 Operations in IC

>65% Conversion; Target >70% at end of Q1 06

ASP: Avg. 5% price premium over TAXUS Express

**BSC Internal Estimates**

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**TAXUS® Market Share remains stable**

**Cypher® share declining**

[CHART]

TAXUS steady

Cypher® down significantly

Endeavor hitting plateau

Endeavor share coming from Cypher®

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**TAXUS® Liberté Launched in 65% of Int'l Market, 35% Additional Opportunity**

[GRAPHIC]

**TAXUS Liberté launched in all EU. In 4 months later, GDR, ESP, ITA, & UK gained 16% revenue**

[GRAPHIC]

**TAXUS Liberté has launched in 14/ 21 IC markets; largest yet to come (Brazil, Australia, Canada)**

**If France follows trend, potential 10% market share increase**

**France/Belgium** received reimbursement and launched in late February 2006

10% Share Gain Possible

[GRAPHIC]

[CHART]

65% of International is now converted from TAXUS Express to TAXUS Liberté

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**TAXUS® Liberté Stent Design**  
**Achieving the Optimal Balance**

[GRAPHIC]

**Conformability**

[GRAPHIC]

**Deliverability**

[GRAPHIC]

**Side Branch Access**

This product is not yet approved for sale in the United States.

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**Balloon Withdrawal Reduced**

**Significant improvement in bench testing under identical conditions**

[CHART]

[CHART]

**85% of evaluators rated TAXUS Liberté *Well* or *Very Well* in withdrawal of stent delivery system**

Bench testing performed internally by Boston Scientific. Data on file.

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**Advanced Deliverability of Liberté Stent Driving Up BMS Share in U.S.**

[CHART]

**BSC Internal Estimates**

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**U.S. TAXUS® Express<sup>2</sup>™**  
**Market Share Stable**

[CHART]

**Sequential Sales**

**Competitor supply, publications and campaign**

**BSC Internal Estimates**

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**Major DES Activities in 06**

**Q1**

**TAXUS® Assurance**

**ACC:**

**STENT registry**

**TAXUS V ISR**

**ARRIVE II**

**REWARDS Registry**

**Q2**

**ATLAS 9 mo**

**TAXUS VI**

**TINY Trial Enrollment**

**Q3**

**Xience\* launch OUS**

**TAXUS® Express<sup>2</sup>**

**Expanded Matrix**

**2.25/4.0 mm**

**TAXUS® Liberté**

**Launch Prep**

**Q4**

**TAXUS® Liberté Launch**

**TCT:**

**TAXUS IV 4yr**

**TAXUS V 2yr**

**Arrive II 1yr**

**Olympia**

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\*Subject to closing of Guidant transaction

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**DES Regulatory Update**

TAXUS® Liberté U.S.

final PMA module submitted

Launch expected Q4 06

Xience\* CE Mark Q1 06

Launch expected Q3 06

TAXUS® Express™ Japan

approval expected Q1 07

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\*Subject to closing of Guidant transaction

BSC Internal Estimates

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**Apex Design**  
*Radical Advances*

**TruFeel™  
Hypotube**

[GRAPHIC]

[GRAPHIC]

**Nano-Composite  
Outer Shaft**

[GRAPHIC]

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**TAXUS® Apex Stent System**  
*Commercialization Milestones*

Design Freeze	Complete
CE Submission	2H 2006
PMA Submission	2H 2007
Japan Submission	2H 2007
EU/IC Launch	1H 2007
U.S. Launch	1H 2008

**BSC Internal Estimates**

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**TAXUS® Barracuda Stent System**  
*Technology Driving DES Performance*

Paclitaxel/ Translute drug delivery

[GRAPHIC]

Geometry designed for drug delivery

PERSS: New stent material- thin struts without compromise

Increased flexibility & Conformability

Optimal radiopacity

High radial strength

[GRAPHIC]

Apex -based delivery system

[GRAPHIC]

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**TAXUS® Barracuda Stent System**  
*Commercialization Milestones*

Design Freeze	1Q 2006
IDE Submission	2H 2006
CE Submission	2H 2007
PMA Submission	1H 2008
Japan Submission	2H 2008
EU/IC Launch	1H 2008
U.S. Launch	1H 2009

**BSC Internal Estimates**

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**TAXUS® Petal™ Bifurcation**  
*Carina Coverage, Aligning Architecture*

[GRAPHIC]

[GRAPHIC]

[GRAPHIC]

[GRAPHIC]

**Rapid Integration of Acquired Bifurcation  
Stent and BSC Drug-Elution Technology**

**Bifurcations are involved in 25-30% of all interventions**

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**TAXUS® Petal™ Bifurcation Status**

[GRAPHIC]

**World-Class Technology**

New stent design and material

Apex based delivery system

**Chronic drug-coated pre-clinical studies underway**

**Promising acute performance**

**Targeting end of 2006 to begin first human clinicals**

**BSC Internal Estimates**

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**DES Pipeline: Sustainable Advantage**

**Only TAXUS provides incremental improvements year after year**

[GRAPHIC]

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**\*Subject to closing of Guidant transaction**

**BSC Internal Estimates**

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**Interventional Cardiology Pipeline**

2005				2006				2007				2008	
Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2
			[GRAPHIC]								[GRAPHIC]		
			IQ Guidewires								Delta Guidewire		
	[GRAPHIC]			[GRAPHIC]				[GRAPHIC]				[GRAPHIC]	
	FW EZ/EZ Vascular Protection			FW EZ CAS Indication & FW EZ Small (2.25-3.5mm)				FW EZ Large (7.0mm)				Rubicon NG Device 2.3F/Sheathless	
			[GRAPHIC]								[GRAPHIC]		
			Maverick PTCA Balloons								NG PTCA Balloon (Apex)		
			[GRAPHIC]								[GRAPHIC]		
			Plainview IVUS System								IVUS NG Platform (iLab & iSight)		

**BSC Internal Estimates**

**Peripheral & Vascular Surgery Pipeline**

2005				2006				2007				2008	
Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2
	[GRAPHIC]							[GRAPHIC]					
	Polarcath							Sterling .018/.014 Balloon					
	[GRAPHIC]				[GRAPHIC]					[GRAPHIC]			
	Sentinel SE Stent				EPIC SE Stent					New Delivery System			
	[GRAPHIC]				[GRAPHIC]					[GRAPHIC]			
	PV Ultra 2				ZipWire Hydrophilic GW					New Fusion Graft			
	Cutting Balloon												

**BSC Internal Estimates**

**Carotid Systems Approval Timeline**

[GRAPHIC]

**BSC Internal Estimates**

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**CV Core Business Summary**  
**Q1 '06, US MS Rankings**

	BSC	Cordis	Rank GDT	MDT
<b>INTERVENTIONAL CARDIOLOGY</b>				
Bare Metal Stents	2	4	1	3
Balloon Catheters	1	4	2	3
Guide Wires	2	3	1	4
Guide Catheters	2	1	4	3
Diagnostic Catheters	2	1	N/A	3
Atherectomy	1	N/A	N/A	N/A
IVUS	1	N/A	N/A	N/A
Embolic Protection	1	4	3	2
Fluid Management	1	3	N/A	N/A
Vascular Sealing	N/A	N/A	N/A	N/A
<b>PERIPHERAL / VASCULAR SURGERY</b>				
Peripheral Stents	2	1	3	5
Balloon Catheters	1	2	4	N/A
Guide Wires	1	4	5	N/A
EVAR	N/A	N/A	N/A	1

**BSC Internal Estimates**

**Key Take-Aways**

**DES Global Leadership (x-Japan) strengthening**

**U.S. TAXUS® share stable at 54%**

**Q4 TAXUS® Liberté Launch**

**Int 1 TAXUS share stable  $\geq$  50%**

**TAXUS® Liberté Launch Expansion**

**Endeavor / Cypher® share exchange**

**Compelling pipeline, progressing steadily**

**Apex, Barracuda, Petal**

**Xience\* program upside**

**TAXUS Clinical Program repeatedly demonstrates safety & efficacy in more complex patients and lesions**

**TAXUS V-ISR**

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\*Subject to closing of Guidant transaction



**Key Take-Aways**

**Warning Letter remediation making measured progress with new systems**

**Guidant on track**

**VI Divestiture and close**

**Week of April 3<sup>rd</sup>**

**Diversification and Growth**

**Cardiovascular / Full BSC continues strong performance**

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[LOGO]

**Cardiovascular Business Update**  
**Paul LaViolette**

**March 13, 2006**

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[LOGO]

**Analyst Meeting at ACC**

**Q&A**

**March 13, 2006**

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