

IN RE BECKMAN COULTER, INC.)	Case No. 30-2010-00406352
SHAREHOLDERS LITIGATION)	(Consolidated with Case No. 30-2010-00433728)
_____)	
This Document Relates to:)	Assigned to: Nancy Wieben Stock
)	DEPT.: CX 105
ALL ACTIONS)	DATE ACTION FILED: SEPTEMBER 8, 2010
_____)	

NOTICE OF PENDENCY AND PROPOSED SETTLEMENT OF CLASS ACTION

TO: ANY AND ALL RECORD HOLDERS AND BENEFICIAL OWNERS OF ANY SHARE(S) OF BECKMAN COULTER, INC. (“BECKMAN” OR THE “COMPANY”) COMMON STOCK ON DECEMBER 10, 2010 THROUGH AND INCLUDING JUNE 30, 2011 (THE DATE OF THE CONSUMMATION OF THE PROPOSED MERGER), INCLUDING ANY AND ALL OF EACH SUCH HOLDER’S RESPECTIVE SUCCESSORS IN INTEREST, REPRESENTATIVES, TRUSTEES, EXECUTORS, ADMINISTRATORS, ESTATES, HEIRS, ASSIGNS AND TRANSFEREES, IMMEDIATE AND REMOTE, AND ANY PERSON OR ENTITY ACTING FOR OR ON BEHALF OF, OR CLAIMING UNDER, ANY OF THEM, AND EACH OF THEM (THE “SETTLEMENT CLASS”), BUT NOT DEFENDANTS, MEMBERS OF THE IMMEDIATE FAMILY OF ANY DEFENDANT, ANY ENTITY IN WHICH A DEFENDANT HAS OR HAD A CONTROLLING INTEREST, OFFICERS OF BECKMAN AND THE LEGAL REPRESENTATIVES, HEIRS, SUCCESSORS OR ASSIGNS OF ANY SUCH EXCLUDED PERSON.

THIS NOTICE WAS SENT TO YOU BY ORDER OF THE COURT. PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. THIS NOTICE RELATES TO A PROPOSED SETTLEMENT OF THIS SHAREHOLDER ACTION AND, IF YOU ARE A SETTLEMENT CLASS MEMBER, CONTAINS IMPORTANT INFORMATION AS TO YOUR RIGHTS CONCERNING THE SETTLEMENT DESCRIBED BELOW.

IF YOU HELD SHARES OF BECKMAN STOCK FOR THE BENEFIT OF ANOTHER, PLEASE PROMPTLY TRANSMIT THIS DOCUMENT TO THE BENEFICIAL OWNER.

This Notice is not a lawsuit against you, you are not being sued. You have received this Notice because you may be a member of the Settlement Class described in this Notice.

I. PURPOSE OF THIS NOTICE

This Notice is given pursuant to an Order of the Superior Court of the State of California, County of Orange (the “California Court”), entered in the above-captioned action (the “Lead Case”) on December 2, 2011 (the “Notice Order”). The purpose of this Notice is to inform you of the pendency and proposed settlement (the “Settlement”) of the Lead Case and a related shareholder class action pending in the Delaware Court of Chancery, *Levin v. Beckman Coulter, Inc. et al.*, C.A. No. 6213-VCS, (collectively, the “Settlement Actions”), by means of the Stipulation of Settlement dated May 18, 2011 (the “Stipulation”)¹ entered into by the Parties, and the California Court’s conditional certification of a Settlement Class for purposes of the Settlement, and to notify you of a hearing to be held on **March 12, 2012 at 8:30 a.m.**, before the California Court (the “Settlement Hearing”) at Civil Complex Center, 751 West Santa Ana Boulevard, Santa Ana, CA 92701, to determine whether the Settlement should be finally approved by the California Court; and whether an Order and Final Judgment as provided in the Stipulation should be entered herein.

The California Court has determined that for purposes of the Settlement only, the Lead Case shall be conditionally maintained as a class action pursuant to §382 of the California Code of Civil Procedure and Rule 3.769 of the California Rules of Court on behalf of the Settlement Class. At the Settlement Hearing, the California Court will also consider whether the Settlement Class should be permanently certified as a settlement class pursuant to §382 of the California Code of Civil Procedure and Rule 3.769 of the California Rules of Court and whether Plaintiffs and their counsel have adequately represented the Settlement Class.

If the California Court approves the Settlement, the Parties will ask the California Court at the Settlement Hearing to enter an Order and Final Judgment dismissing the Lead Case with prejudice on the merits and releasing all Settled Claims.

The California Court has reserved the right to adjourn the Settlement Hearing without further notice to the Class other than by announcement at the Settlement Hearing or any adjournment thereof. The California Court has further reserved the right to approve the Settlement at or after the Settlement Hearing with such modifications as may be consented to by the Parties and without further notice to the members of the Settlement Class.

¹ Unless otherwise provided herein, all capitalized terms have the same meaning as set forth in the Stipulation.

II. HISTORY AND BACKGROUND OF THE SETTLEMENT

THE FOLLOWING RECITATION DOES NOT CONSTITUTE FINDINGS OF THE COURT. IT IS BASED ON THE STATEMENTS OF THE PARTIES AND SHOULD NOT BE UNDERSTOOD AS AN EXPRESSION OF ANY OPINION OF THE COURT AS TO THE MERITS OF ANY OF THE CLAIMS OR DEFENSES RAISED BY ANY OF THE PARTIES.

On September 8, 2010, Plaintiff Rosenbloom, filed a shareholder derivative complaint in the California Court on behalf of Beckman, captioned *Rosenbloom v. Garrett, et al.*, Case No. 30-2010-00406352 (“*Rosenbloom*”). *Rosenbloom* alleged that Beckman’s directors breached their fiduciary duties to Beckman by, among other things, allegedly failing to exercise adequate oversight with respect to FDA compliance and product quality controls, specifically involving troponin test kits. *Rosenbloom* named the Beckman Board, Scott T. Garrett, Charles Slacik, J. Robert Hurley, and Paul Glycer as defendants and Beckman as a nominal defendant.

On or about December 10, 2010, third-party press releases reflected stock market rumors that Beckman was engaged in a private auction process for a sale of the Company. On December 13, 2010, Plaintiff New Jersey Carpenters Pension Fund filed a shareholder derivative complaint in the California Court on behalf of Beckman, captioned *New Jersey Carpenters Pension Fund v. Schafer, et al.*, No. 30-2010-00433728 (“*New Jersey Carpenters*”). *New Jersey Carpenters* asserted the same claims as *Rosenbloom* and also alleged that the Beckman Board was looking for potential buyers for the Company at an inadequate price due to the alleged troponin test kit and quality control issues alleged in support of the derivative claims, and that any such sale should be enjoined. *New Jersey Carpenters* named the Beckman Board, Scott T. Garrett, Charles Slacik, and J. Robert Hurley as defendants and Beckman as a nominal defendant.

On January 26, 2011, the California Court consolidated *Rosenbloom* and *New Jersey Carpenters* under the caption *In re Beckman Coulter, Inc. S’holders Litig.*, Lead Case No. 30-2010-00406352 and appointed as Plaintiffs’ Co-Lead Counsel, The Weiser Law Firm P.C. and Milberg LLP (“Plaintiffs’ Co-Lead Counsel”).

On February 6, 2011, Beckman entered into a merger agreement (the “Merger Agreement”) with Danaher and Djanet by which Djanet, an indirect wholly-owned subsidiary of Danaher (collectively “Danaher”), will purchase all outstanding shares of Beckman’s common stock in a cash tender offer for \$83.50 per share (“Tender Offer”) to be followed by a second-step merger (collectively, and together with any amendments or modifications to the terms or conditions of the Merger Agreement, the “Proposed Merger”).

On February 8, 2011, Plaintiffs in the Lead Case served a Consolidated Complaint, continuing to assert derivative claims as before, and adding direct merger class action claims on behalf of an alleged class of Beckman stockholders. Among other things, Plaintiffs alleged that the Beckman Board, aided and abetted by Beckman, breached their fiduciary duties to the Company’s stockholders in agreeing to the Proposed Merger, and that the Proposed Merger is unfair to the stockholders, is the product of alleged conflicts of interest, and should be enjoined.

On February 15, 2011, Danaher commenced the Tender Offer and filed with the Securities and Exchange Commission (the “SEC”) a Schedule TO (together with exhibits and amendments thereto or restatements thereof, the “Schedule TO”).

Also on February 15, 2011, Beckman filed with the SEC a Schedule 14D-9 (together with exhibits and amendments thereto or restatements thereof, the “Schedule 14D-9”).

On February 23, 2011, Plaintiff Yuri Levin filed a class action complaint in the Delaware Court of Chancery (the “Delaware Court”) on behalf of the Company’s stockholders, captioned *Levin v. Beckman Coulter, Inc., et al.*, No. 6213 (“*Levin*,” together with the Lead Case the “Settlement Actions”), naming as defendants Beckman, the Beckman Board, Danaher, and Djanet. *Levin* asserted allegations and theories similar to those in the Lead Case.

Also on February 23, 2011, Levin filed in the Delaware Court a motion for expedited discovery and a preliminary injunction seeking to enjoin the Proposed Merger.

On February 25, 2011, Plaintiffs in the Lead Case filed the First Amended Complaint in order to include additional allegations that the Schedule 14D-9 contains material misrepresentations and omissions.

On February 28, 2011, the parties to the Lead Case proposed a stipulated schedule for completing expedited discovery and depositions, and setting a preliminary injunction hearing date and related briefing schedule. The California Court thereafter adopted the preliminary injunction schedule and set a hearing date of April 8, 2011, later continued to April 22, and taken off calendar following the parties’ agreement to settle in principle.

On March 3, 2011, the Plaintiff in *Levin* informed the Delaware Court of an agreement with the Plaintiff in the Lead Case in California to coordinate with the Lead Case to avoid burdening the courts and parties with duplicative multi-forum litigation. In cooperation with this agreement, Defendants agreed to produce the same discovery in *Levin* as produced in the Lead Case and the Plaintiff in *Levin* agreed to withdraw his motion for expedited discovery and preliminary injunction without prejudice.

Plaintiffs in the Settlement Actions have received, reviewed and analyzed thousands of pages of documents produced by Defendants in the Lead Case and by Beckman’s financial advisor, Goldman Sachs, have taken the depositions of Beckman’s

Chief Executive Officer, a representative of Goldman Sachs, and the Chairman of the Beckman Board, and have worked with a financial expert to evaluate the Proposed Merger.

Counsel for Defendants (“Defendants’ Counsel”) and counsel for Plaintiffs (“Plaintiffs’ Counsel”) in the Settlement Actions have engaged in arms’ length discussions and negotiations regarding a potential resolution of the claims asserted in the Settlement Actions.

In connection with such discussions and negotiations, Plaintiffs’ Counsel proposed to Defendants’ Counsel supplemental disclosures that Plaintiffs’ Counsel believe should be included in amendments to the Schedule 14D-9, including a disclosure that Beckman stockholders have additional time to demand appraisal rights.

Without in any way admitting or conceding that any additional disclosures are or have been material or required, Defendants acknowledge that the negotiations with Plaintiffs’ Counsel in connection with a potential settlement of the Actions were the cause of the Supplemental Disclosures set forth in Exhibit A to the Stipulation (and attached hereto).

After extensive negotiations, the Parties reached an agreement in principle concerning the proposed settlement of the Settlement Actions, which agreement was memorialized in a Memorandum of Understanding (“MOU”) on April 14, 2011. The Parties were ultimately able to document the final terms of the Settlement on May 18, 2011 in the Stipulation.

On June 30, 2011, the Proposed Merger was consummated.

As set forth in the Stipulation, Defendants deny all allegations of wrongdoing, fault, liability or damage to Plaintiffs and the putative class of Beckman stockholders, deny that they engaged in any wrongdoing or violation of law or breach of duty, and believe that they acted properly at all times, but wish to settle the litigation in order to eliminate the burden and expense of further litigation and to put the claims to be released hereby to rest finally and forever, and to avoid any possible delay in the vote by the stockholders of the Company on the Proposed Merger.

Plaintiffs state that they believe that they brought their claims in good faith and continue to believe that their claims have legal merit.

The Parties recognize the time and expense that would be incurred by further litigation and the uncertainties inherent in such litigation and, therefore, have reached an agreement providing for settlement of the Settlement Actions on the terms and conditions set forth below, which would include, but not be limited to, a release of all claims which were or could have been asserted in the Settlement Actions or any other actions asserting the same or similar claims on behalf of the same alleged class of Beckman stockholders, including *City of Royal Oak Retirement System v. Beckman Coulter, Inc., et al.*, No. 30-2011-00451801 (Cal. Super. Orange Cty.) (“Royal Oak”), *Astor BK Realty Trust v. Beckman Coulter, Inc., et al.*, No. CV11-01695 GAF (SSx) (C.D. Cal.) (“Astor”), and *Cox v. Beckman Coulter, Inc., et al.*, C.A. No. 6306 (Del. Ch.) (“Cox”).

Plaintiffs’ Counsel have concluded that the terms contained in this Stipulation are fair, reasonable, and adequate to the members of the Settlement Class, and the Parties believe that it is reasonable to pursue the settlement of the Settlement Actions.

III. THE PROPOSED SETTLEMENT

As a result of Plaintiffs’ efforts, Beckman made additional disclosures (the “Supplemental Disclosures”) set forth in Exhibit A to the Stipulation (and attached hereto) and included the Supplemental Disclosures in the Schedule 14D-9 filed with the SEC on April 18, 2011.

Defendants acknowledge that negotiations with Plaintiffs’ Counsel were the cause of the Supplemental Disclosures.

IV. RELEASE AND DISMISSAL OF CLAIMS – ORDER AND FINAL JUDGMENT

At the Settlement Hearing, the Parties will jointly ask the Court to enter an Order and Final Judgment which will, among other things:

- (a) approve the Settlement pursuant to §382 of the California Code of Civil Procedure and Rule 3.769 of the California Rules of Court;
- (b) authorize and direct performance of the Settlement in accordance with its terms and conditions and reserve jurisdiction to supervise the consummation of the Settlement;
- (c) permanently certify the Settlement Class for settlement purposes only pursuant to §382 of the California Code of Civil Procedure and Rule 3.769 of the California Rules of Court;

- (d) release the following claims (the “Released Claims”) with respect to (i) Beckman, Glenn S. Schafer, Peter B. Dervan, Kevin M. Farr, Robert G. Funari, Charles A. Haggerty, Van B. Honeycutt, William N. Kelley, Susan R. Salka, Richard P. Wallace, Lewis T. Williams, S. Betty Woods, Scott T. Garrett, Charles Slacik, J. Robert Hurley, Paul Glycer, Danaher, Djanet; (ii) any person or entity which is, was, or will be related to or affiliated with any or all of them or in which any or all of them has, had, or will have a controlling interest; and (iii) the respective past, present, or future family members, spouses, heirs, trusts, trustees, executors, estates, administrators, beneficiaries, distributees, foundations, agents, employees, fiduciaries, partners, partnerships, general or limited partners or partnerships, joint ventures, member firms, limited liability companies, corporations, parents, subsidiaries, divisions, affiliates, associated entities, stockholders, principals, officers, managers, directors, managing directors, members, managing members, managing agents, predecessors, predecessors-in-interest, successors, successors-in-interest, assigns, financial or investment advisors, advisors, consultants, investment bankers, entities providing any fairness opinion, underwriters, brokers, dealers, lenders, commercial bankers, attorneys, personal or legal representatives, accountants, insurers, co-insurers, reinsurers, and associates, of each and all of the foregoing, and any other representatives of any of these persons or entities (the “Released Parties”):

“Released Claims” means the full and complete discharge, dismissal with prejudice on the merits, settlement and release of, and a permanent injunction barring, any and all manner of claims, demands, rights, liabilities, losses, obligations, duties, damages, costs, debts, expenses, interest, penalties, sanctions, fees, attorneys’ fees, actions, potential actions, causes of action, suits, agreements, judgments, decrees, matters, issues and controversies of any kind, nature or description whatsoever, whether known or unknown, disclosed or undisclosed, accrued or unaccrued, apparent or not apparent, foreseen or unforeseen, matured or not matured, suspected or unsuspected, liquidated or not liquidated, fixed or contingent, including Unknown Claims (defined below), that Plaintiffs or any or all other members of the Class ever had, now have, or may have, whether direct, individual, class, representative, legal, equitable or of any other type, or in any other capacity, including without limitation claims for negligence, gross negligence, indemnification, breach of duty of care, breach of duty of loyalty, fraud, misrepresentation (negligent, reckless, intentional or otherwise, and including misrepresentations through omission(s)), breach of fiduciary duty, mismanagement, corporate waste or breach of contract, or any other claim under any theory, against any of the Released Parties, whether based on state, local, foreign, federal, statutory, regulatory, common or other law or rule (including, but not limited to, any claims under federal securities laws or state disclosure law), which, now or hereafter, are based upon, arise out of, relate in any way to, or involve, directly or indirectly, any of the actions, transactions, occurrences, statements, representations, misrepresentations, omissions, allegations, facts, practices, events, claims or any other matters, things or causes whatsoever, or any series thereof, that were, could have been, or in the future can or might be alleged, asserted, set forth, claimed, embraced, involved, or referred to in, or related to, directly or indirectly, the Settlement Actions or the subject matter of the Settlement Actions in any court, tribunal, forum or proceeding, and which are based upon, arise out of, relate in any way to, or involve, directly or indirectly, (i) the Proposed Merger or the issuance of any securities in connection therewith, (ii) any deliberations or negotiations in connection with the Proposed Merger, including the process of deliberation or negotiation by each of the Beckman Board, Danaher, or Djanet, and any of their respective officers, directors, principals, partners, limited partners, stockholders, members or advisors, (iii) the consideration to be received by putative Class members or by any other person in connection with the Proposed Merger, (iv) the Schedule 14D-9, the Schedule TO, or any other disclosures, public filings, periodic reports, press releases, proxy statements or other statements issued, made available or filed relating, directly or indirectly, to the Proposed Merger, including claims under the federal securities laws within the exclusive jurisdiction of the federal courts, (v) investments in (including, but not limited to, purchases, sales, exercises of rights with respect to and decisions to hold) securities issued by Beckman or Danaher related to the Proposed Merger, (vi) the fiduciary obligations of the Released Parties in connection with the Proposed Merger, (vii) the fees, expenses or costs incurred in prosecuting, defending, or settling the Settlement Actions or any other related actions including *Royal Oak*, *Cox*, and *Astor*, or (viii) any of the allegations in any complaint or amendment(s) thereto filed in the Settlement Actions, including in any of their respective constituent actions (collectively, the “Released Claims”); provided, however, that the Released Claims shall not include (i) the right to enforce the Settlement or (ii) any claims for statutory appraisal with respect to the Merger, claims by stockholders who properly perfect appraisal claims and do not otherwise waive their appraisal rights or any claims to enforce this Stipulation or the Settlement, (iii) claims alleged on behalf of a purported class of Beckman investors in the consolidated securities class action pending in the United States District Court for the Central District of California, captioned *In re Beckman Coulter, Inc. Securities Litigation*, Case No. 8:10-CV-01327-JST (RNBx); and (iv) Defendants’ claims, if any, against their insurers. Plaintiffs lost their standing to pursue derivative claims on Beckman's behalf after the Proposed Merger closed. Therefore, the Court ordered Plaintiffs to voluntarily dismiss the derivative claims on the Effective Date of the proposed Settlement;

- (e) dismiss the Lead Case with prejudice and without court costs to any party as against any other party and permanently bar and enjoin the institution and prosecution by Plaintiffs and any other member of the Settlement Class of any other action against any Released Party (as defined above) in any court asserting any Released Claim (as defined above); and
- (f) reserve jurisdiction over all matters relating to the administration and effectuation of the Settlement.

Within 10 business days after a Final Order and Judgment has been entered by the California Court and is no longer subject to any appeal or review, the parties in the *Levin* Action will file papers with the Delaware Court to dismiss the *Levin* Action with prejudice.

V. NOTICE TO BROKERS AND OTHER NOMINEES

The Court has ordered that record holders of Beckman common stock included in the Settlement Class send this Notice to all beneficial owners of such stock within five (5) business days after receipt of the Notice or send a list of the names and addresses of such beneficial owners to the Notice Administrator within five (5) business days of receipt of the Notice. You may obtain reimbursement of your reasonable and actual out-of-pocket disbursements that would not have been made but for this request by submitting an itemized statement to the Notice Administrator:

In re Beckman Coulter, Inc. Shareholders Litigation
c/o Kurtzman Carson Consultants LLC
P.O. Box 6155
Novato, CA 94948-6155
Beckman@kccllc.com
<http://classaction.kccllc.net/Beckman>

VI. PLAINTIFFS' COUNSEL'S ATTORNEYS' FEES AND EXPENSES

Defendants acknowledge that Plaintiffs' Counsel have a claim for attorneys' fees and reimbursement of expenses in the Settlement Actions based upon the benefits which the settlement has and will provide to Beckman's public stockholders.

Unless the parties reach agreement as to a fee award, subject to approval the California Court, Plaintiffs and Plaintiffs' Counsel in the Settlement Actions intend to petition the Court for an award of attorneys' fees and expenses (including costs, disbursements, and expert and consultant fees) in connection with the Settlement Actions (the "Fee and Expense Application"), in an amount not to exceed \$2,165,000. Defendants reserve all rights to oppose, consent to or take no position on the Fee and Expense Application and to any fee and award ("Fee and Expense Award"), including on appeal, if any. Without waiving rights to object and appeal, Defendants agree that Beckman, its insurers, or any successor in interest, will pay or cause to be paid to Plaintiffs' Counsel, on behalf of and for the benefit of the Defendants, such Fee and Expense Award as ordered by and subject to the approval of the Court.

Plaintiffs' Counsel anticipate filing their papers in support of the Settlement and their Fee and Expense Application with the Court and on the website by **January 16, 2012**.

VII. THE SETTLEMENT HEARING

The Settlement Hearing will be held on **March 12, 2012 at 8:30 a.m.**, before the Hon. Nancy Wieben Stock, Superior Court of the State of California, County of Orange, Civil Complex Center, 751 West Santa Ana Boulevard, Santa Ana, CA 92701. Any Settlement Class Member may, but is not required to, appear at the Settlement Hearing in person or by counsel and be heard in support of, or in opposition to, the fairness, reasonableness and adequacy of the Settlement. However, no Settlement Class Member shall be heard in opposition to the Settlement and no paper or brief submitted by any such person shall be received or considered by the Court unless no later than **February 9, 2012**, that person shall file with the Clerk of this Court: (i) a written notice of his, her or its intention to appear, (ii) proof of his, her or its membership in the Settlement Class, (iii) a written statement of the position he, she or it will assert, (iv) the reason for his, her or its position, and (v) copies of any papers, briefs or other matter they wish the Court to consider. In addition, such person must also file with the Clerk of this Court no later than **February 9, 2012** a proof of service of such notice and papers upon Counsel for the Parties at the following addresses:

Jeff S. Westerman
MILBERG LLP
One California Plaza
300 South Grand Avenue, Suite 3900
Los Angeles, CA 90071
Telephone: (213) 617-1200

Co-Lead Counsel for Plaintiffs in the Lead Case and Counsel for Plaintiff New Jersey Carpenters Pension Fund

- and -

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Co-Lead Counsel for Plaintiffs in the Lead Case and Counsel for Plaintiff Willa Rosenbloom

- and -

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Attorneys for Beckman Coulter, Inc. and the Beckman Board in the Direct Claims and for the Individual Defendants in the Derivative Claims

- and -

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Attorneys for Danaher Corporation and Djanet

Any person who fails to object in the manner provided above shall be deemed to have waived the right to object (including any right of appeal) and shall be forever barred from raising such objection in this or any other action or proceeding.

VIII. EXAMINATION OF PAPERS

This Notice contains only a summary of the terms of the proposed Settlement. For a more detailed statement of the matters involved in these proceedings, you may review the files at the Office of the Clerk of the Court during regular business hours.

More details are in the Stipulation of Settlement dated May 18, 2011 (the "Stipulation"). You can get a copy of the Stipulation by visiting <http://classaction.kccllc.net/Beckman> or by contacting the Notice Administrator (see Section V above for contact information).

IF YOU HAVE ANY QUESTIONS, PLEASE MAKE ALL INQUIRIES TO:

Jeff S. Westerman
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One California Plaza
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Los Angeles, CA 90071
Telephone: (213) 617-1200

Co-Lead Counsel for Plaintiffs in the Lead Case and Counsel for Plaintiff New Jersey Carpenters Pension Fund

- and -

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Co-Lead Counsel for Plaintiffs in the Lead Case and Counsel for Plaintiff Willa Rosenbloom

PLEASE DO NOT CONTACT THE COURT DIRECTLY

Dated: December 2, 2011

DISTRIBUTED BY ORDER OF THE SUPERIOR
COURT OF THE STATE OF CALIFORNIA, IN THE
COUNTY OF ORANGE

EXHIBIT A

Amendments to Schedule 14D-9

A. [Page 39 of the 14D-9, disclosure re stockholders' appraisal rights will be amended and supplemented as follows:]

Holders of the Shares do not have appraisal rights in connection with the Offer. However, if the Merger is completed, stockholders who have not tendered their Shares in the Offer and have not voted in favor of the Merger or consented thereto in writing, who timely submit a demand for appraisal in accordance with Section 262 of the DGCL (a "**Demand for Appraisal**") and who otherwise comply with the applicable statutory procedures under the DGCL will be entitled to receive a judicial determination of the fair value of the Shares (exclusive of any element of value arising from the accomplishment or expectation of the Merger) and to receive payment of such fair value in cash (all such Shares, the "**Dissenting Shares**"). Any such judicial determination of the fair value of the Dissenting Shares could be based upon considerations other than or in addition to the Offer Price and the market value of the Shares. The value so determined could be higher or lower than, or the same as, the Offer Price or the consideration paid in the Merger. Moreover, Danaher could argue in an appraisal proceeding that, for purposes of such a proceeding, the fair value of the Dissenting Shares is less than the Offer Price. In the event that any holder of Shares who **makes a Demand for Appraisal** fails to perfect, or effectively withdraws or loses his rights to appraisal as provided in the DGCL, the Shares of such stockholder will be converted into the right to receive the Offer Price. Failure to follow the steps required by Section 262 of the DGCL for perfecting appraisal rights may result in the loss of such rights. **Pursuant to a settlement agreement in certain merger-related Shareholder Actions, if Danaher completes a short form merger under Section 253 of the DGCL, stockholders shall have 30 days in addition to the statutory period of 20 days, for a total of 50 days, to submit a Demand for Appraisal to the Surviving Corporation. If Danaher is unable to complete a short form merger under Section 253 of the DGCL, and instead completes a long form merger under Section 251 of the DGCL, the statutory period shall remain the applicable time period for stockholders to submit a Demand for Appraisal to the Surviving Corporation.**

B. [Amendment No. 3 to the 14D-9, disclosure re Certain Financial Forecasts table will be further amended and supplemented as follows:]

	<i>Millions of Dollars (except per share data)</i>					
	<u>2010(1)</u>	<u>2011E</u>	<u>2012E</u>	<u>2013E</u>	<u>2014E</u>	<u>2015E</u>
Revenue, net	\$ 3663	\$ 3916	\$ 4213	\$ 4547	\$ 4919	\$ 5325
Adjusted net earnings(2)	\$ 276	\$ 286	\$ 321	\$ 357	\$ 411	\$ 464
Adjusted earnings per diluted share(2)	\$ 3.90	\$ 4.00	\$ 4.49	\$ 4.96	\$ 5.64	\$ 6.31
Adjusted income from operations(2)	\$ 459	\$ 487	\$ 525	\$ 574	\$ 633	\$ 700
Adjusted depreciation and amortization(2)	\$ (344)	\$ (336)	\$ (337)	\$ (344)	\$ (354)	\$ (368)
Adjusted EBITDA(2)(3)	\$ 806	\$ 823	\$ 862	\$ 918	\$ 987	\$ 1067
Increase in net working capital	\$ (35)	\$ (35)	\$ (47)	\$ (58)	\$ (66)	\$ (82)
Capital expenditures(4)	\$ (316)	\$ (290)	\$ (305)	\$ (321)	\$ (340)	\$ (359)
Adjusted Tax rate(2)	24.9%	26.5%	27.0%	27.2%	27.6%	28.0%

- (1) Unaudited as of, and based on financial information available to Beckman Coulter only as of, the date the information included in the Financial Forecasts was prepared.
- (2) Reconciliations of these non-GAAP financial measures to the GAAP basis financial measures most directly comparable are provided below.
- (3) "Adjusted EBITDA" is defined by Beckman Coulter as adjusted net earnings before interest, taxes and depreciation and amortization. Adjusted EBITDA as defined by Beckman Coulter may differ from non-GAAP measures used by other companies.
- (4) **Includes property, plant and equipment capital expenditures in the amounts of \$139 million in 2010 and \$100 million in each of 2011, 2012, 2013, 2014 and 2015. The remainder of the capital expenditures are capital expenditures related to OTLs.**

Reconciliation of Financial Forecasts Non-GAAP to GAAP.

"GAAP" refers to generally accepted accounting principles in the United States. The information set forth in the table, including adjusted net earnings, adjusted earnings per diluted share, adjusted income from operations, adjusted depreciation and amortization,

adjusted EBITDA and adjusted tax rates, are “non-GAAP financial measures” as defined in Rule 101(a)(1) of Regulation G (the “Non-GAAP Financial Measures”). These Non-GAAP Financial Measures are not calculated in accordance with, or a substitute for financial measures calculated in accordance with, GAAP and may be different from non-GAAP financial measures used by other companies. Furthermore, there are limitations inherent in Non-GAAP Financial Measures, in that they exclude a variety of charges and credits that are required to be included in a GAAP presentation. Accordingly, these Non-GAAP Financial Measures should be considered together with, and not as an alternative to, GAAP basis financial measures.

Set forth below are reconciliations of Adjusted Net Earnings, Adjusted Earnings Per Diluted Share, Adjusted Income from Operations, Adjusted Depreciation and Amortization, Adjusted EBITDA, and Adjusted Tax Rates to the most comparable GAAP financial measures based on unaudited financial information available to, or projected by, Beckman Coulter only as of the date the information included in the Financial Forecasts was prepared (totals may not add due to rounding):

	<i>Millions of Dollars</i>					
	<u>2010</u>	<u>2011E</u>	<u>2012E</u>	<u>2013E</u>	<u>2014E</u>	<u>2015E</u>
GAAP net earnings	\$ 231	\$ 272	\$ 307	\$ 343	\$ 397	\$ 450
<i>Reconciling items:</i>						
Restructuring and acquisition related costs	31	—	—	—	—	—
Olympus intangible asset amortization	22	22	22	22	22	22
Fair market value inventory adjustment	6	—	—	—	—	—
Litigation accrual	(4)	—	—	—	—	—
Unusual stock compensation expense for liability plans	4	—	—	—	—	—
Adjustment for income taxes	(22)	(8)	(8)	(8)	(8)	(8)
Medicare drug subsidy deferred tax asset write-off due to change in law	8	—	—	—	—	—
Adjusted net earnings	<u>\$ 276</u>	<u>\$ 286</u>	<u>\$ 321</u>	<u>\$ 357</u>	<u>\$ 411</u>	<u>\$ 464</u>
	<u>2010</u>	<u>2011E</u>	<u>2012E</u>	<u>2013E</u>	<u>2014E</u>	<u>2015E</u>
GAAP earnings per diluted share	\$ 3.25	\$ 3.80	\$ 4.29	\$ 4.76	\$ 5.44	\$ 6.11
<i>Reconciling items:</i>						
Restructuring and acquisition related costs	0.45	—	—	—	—	—
Olympus intangible asset amortization	0.31	0.31	0.31	0.31	0.31	0.31
Fair market value inventory adjustment	0.08	—	—	—	—	—
Litigation accrual	(0.05)	—	—	—	—	—
Unusual stock compensation expense for liability plans	0.05	—	—	—	—	—
Adjustment for income taxes	(0.31)	(0.11)	(0.11)	(0.11)	(0.11)	(0.11)
Medicare drug subsidy deferred tax asset write-off due to change in law	0.12	—	—	—	—	—
Adjusted earnings per diluted share	<u>\$ 3.90</u>	<u>\$ 4.00</u>	<u>\$ 4.49</u>	<u>\$ 4.96</u>	<u>\$ 5.64</u>	<u>\$ 6.31</u>

<i>Millions of Dollars</i>					
<u>2010</u>	<u>2011E</u>	<u>2012E</u>	<u>2013E</u>	<u>2014E</u>	<u>2015E</u>

GAAP income from operations	\$ 400	\$ 465	\$ 503	\$ 552	\$ 611	\$ 678
<i>Reconciling items:</i>						
Restructuring and acquisition related costs	31	—	—	—	—	—
Olympus intangible asset amortization	22	22	22	22	22	22
Fair market value inventory adjustment	6	—	—	—	—	—
Litigation accrual	(4)	—	—	—	—	—
Unusual stock compensation expense for liability plans	4	—	—	—	—	—
Adjusted income from operations	<u>\$ 459</u>	<u>\$ 487</u>	<u>\$ 525</u>	<u>\$ 574</u>	<u>\$ 633</u>	<u>\$ 700</u>

	<i>Millions of Dollars</i>					
	<u>2010</u>	<u>2011E</u>	<u>2012E</u>	<u>2013E</u>	<u>2014E</u>	<u>2015E</u>
GAAP depreciation and amortization	\$366	\$ 358	\$ 359	\$ 366	\$ 376	\$ 390
<i>Reconciling items:</i>						
Olympus intangible asset amortization	(22)	(22)	(22)	(22)	(22)	(22)
Adjusted depreciation and amortization	<u>\$344</u>	<u>\$ 336</u>	<u>\$ 337</u>	<u>\$ 344</u>	<u>\$ 354</u>	<u>\$ 368</u>

	<i>Millions of Dollars</i>					
	<u>2010</u>	<u>2011E</u>	<u>2012E</u>	<u>2013E</u>	<u>2014E</u>	<u>2015E</u>
GAAP net earnings	\$231	\$ 272	\$ 307	\$ 343	\$ 397	\$ 450
Income taxes	78	95	111	125	149	173
Interest expense, net	94	98	85	84	65	54
Depreciation and amortization	<u>366</u>	<u>358</u>	<u>359</u>	<u>366</u>	<u>376</u>	<u>390</u>
EBITDA	769	823	862	918	987	1067
<i>Reconciling items:</i>						
Restructuring and acquisition related costs	31	—	—	—	—	—
Fair market value inventory adjustment	6	—	—	—	—	—
Litigation accrual	(4)	—	—	—	—	—
Unusual stock compensation expense for liability plans	4	—	—	—	—	—
Adjusted EBITDA	<u>\$806</u>	<u>\$ 823</u>	<u>\$ 862</u>	<u>\$ 918</u>	<u>\$ 987</u>	<u>\$ 1067</u>

2010 2011E 2012E 2013E 2014E 2015E

GAAP tax rate	25.3	%	25.8	%	26.5	%	26.7	%	27.3%	27.8	%
Reconciling items:											
Restructuring and acquisition related costs	1.2	—	—	—	—	—	—	—	—	—	—
Olympus intangible asset amortization	0.9	0.7	0.5	0.5	0.3	0.2					
Fair market value inventory adjustment	0.2	—	—	—	—	—					
Deferred tax asset write-off	(2.7)	—	—	—	—	—					
Adjusted tax rate	24.9%	26.5%	27.0%	27.2%	27.6%	28.0%					

- C. [Page 11 of the 14D-9, disclosure regarding Background of the Offer will be amended and supplemented as follows:]

As a matter of course and in their ongoing effort to enhance stockholder value, the Company Board and management of Beckman Coulter have regularly reviewed and evaluated the Company's business plan and strategy, including the review of a variety of strategic alternatives (including the sale of some of the businesses, assets or the entire company, or the acquisition of businesses or assets) to take into account the changing developments, trends and conditions impacting the business generally. These evaluations continued into 2010 as the Company dealt with the additional challenges of the recent healthcare legislation, as well as further operational challenges affecting the Company and the industry as a whole, **including differences in growth between the mature/developed healthcare markets and the emerging/developing markets (particularly the considerable slowing of recurring revenue growth in the U.S. and Europe while growth in emerging markets, especially China, remained strong), the decline in gross margins, pricing pressures, product mix and new product introductions, and healthcare utilization trends.**

- D. [Page 12 of the 14D-9, disclosure regarding Background of the Offer will be amended and supplemented as follows:]

On October 20-21, 2010, a regularly scheduled meeting of the Board of Directors was held. At this meeting, the Company Board considered the letter of interest submitted by Danaher and discussed whether pursuing a sale of Beckman Coulter was in the best interests of the stockholders. During the meeting, representatives of Goldman Sachs reviewed with the Company Board a financial analysis of the Company, strategic alternatives available to the Company, potential parties that could possibly participate in a strategic transaction, and strategies in responding to Danaher or other interested parties. **In discussing the strategic alternative of remaining an independent public company, the Board considered trends in national healthcare, utilization and reimbursement for healthcare services, and increasing regulatory oversight and requirements. The Board's consideration of strategic alternatives included a leveraged recapitalization or other restructuring and whether, at an appropriate price, a sale of the Company would be in the best interests of the Company and its stockholders.** Representatives of Goldman Sachs also discussed with the Board of Directors the unsolicited interest that Goldman Sachs had received and the informal expressions of interest from both strategic and private equity parties with respect to a possible transaction with Beckman Coulter. **The Board discussed with its advisors how a sale of the Company might proceed, including pursuant to a public or private auction or other process. The Board also discussed potential strategic and private equity investors who would likely be interested in buying the Company and would have the financial wherewithal to do so.**

- E. [Page 13 of the 14D-9, disclosure regarding Background of the Offer will be amended and supplemented as follows:]

The Board of Directors then reviewed the Company's strategic options, including the Company's prospects and projected growth trajectory if it were to remain an independent company. The Company Board reviewed the fact that Beckman Coulter had reduced its annual guidance in April 2010 and **again** in July 2010 based on management's assessment at **those** times that, although the Company was on track in meeting its operating plan through mid-year, management expected that in the second half of the year, the Company would likely fall short of its guidance and initial operating plan for the year. **As of the October 2010 Board meeting, the Company still expected to meet the annual guidance as revised in July 2010, which the Company ultimately did meet. In summary, on February 11, 2010, Beckman disclosed its initial earnings guidance for 2010, including total revenue of \$3.8 to \$3.9 billion and adjusted diluted EPS of \$4.40 to \$4.55. On April 28, 2010, Beckman updated its annual guidance, including downward revision of total revenue to \$3.75 to \$3.85 billion and adjusted diluted EPS to \$4.30 to \$4.50. Beckman estimated that the weak Euro would have a negative impact on EPS and Beckman also planned to address certain regulatory compliance and quality issues, including costs to transition customers to alternative methods of troponin testing, as well as certain costs to retain customers. On July 22, 2010, Beckman again updated its annual guidance for 2010, including downward revision of**

total revenue to \$3.65 to \$3.70 billion and adjusted diluted EPS to \$3.90 to \$4.00. Factors leading to the reduced annual guidance and shortfall from the Company's 2010 operating plan included product regulatory compliance and quality matters, foreign exchange rates, growing softness in demand from European markets, decline in U.S. healthcare utilization rates, and weakness in demand from life science markets. The July 2010 guidance also reflected lowered expectations for the Company's cellular business since the April outlook. During the October 2010 meeting, the Company Board considered the Company's current status with respect to remediation of product quality and regulatory compliance challenges, as well as the ongoing industry-wide impacts of lowered healthcare utilization in the U.S. and certain global markets, and increasing regulatory challenges. The Board of Directors took into account management's then-current internal growth projections for the Company and considered the best interests of the Company and the stockholders if realization of projected future value could be accelerated, and risk in achieving that value avoided, by a sale of the Company at a sufficiently high price, and in that context discussed the possibility of achieving a price in excess of \$75 per share. The Company Board further discussed whether to consider exploring the sale of Beckman Coulter, including whether to initiate a private or public auction process, as well as identifying potential strategic and private equity investors that may be interested in such a transaction with the Company.

- F. [Page 16 of the 14D-9, disclosure regarding Background of the Offer will be amended and supplemented as follows:]

On December 10, 2010, a regularly scheduled meeting of the Board was held. Representatives of Goldman Sachs gave a presentation to the Company Board updating the market perspectives for Beckman Coulter as well as an update of the auction process, including a detailed summary of the expressions of interest received from each of the ten potential purchasers. The Company Board was informed that ten potential purchasers had submitted initial bids and that the bids ranged from a low of \$70 per share to a high of \$75 per share. **The bidders included three strategic corporate bidders and seven private equity firms.** The Board of Directors and representatives of Goldman Sachs and Latham & Watkins had a full and complete discussion regarding the potential purchasers, the overall timing of the process and the next steps for the process. ...

- G. [Page 17 of the 14D-9, disclosure regarding Background of the Offer will be amended and supplemented as follows:]

On December 23, 2010, the Board of Directors held a meeting via teleconference to discuss the status of the auction process and the revised bids received from the various potential purchasers. Representatives of Goldman Sachs explained that nine of the ten potential purchasers, **consisting of two strategic corporate bidders and seven private equity firms,** submitted revised bids ranging from a low of \$70 to a high range of \$80-\$83. The Company Board also discussed recent media coverage that reflected apparent leaks regarding certain elements of the auction process being conducted by Goldman Sachs and concluded not to provide any public comment at that time. Mr. Schafer led a detailed discussion regarding the next steps in the process, including how to appropriately respond to certain potential purchasers in order to get such parties to consider increasing their second round bids and remain competitive. There were also discussions regarding the possible partnering of certain of the potential private equity purchasers for purposes of forming acquisition groups in order for such potential purchasers to remain competitive in the auction process. Following the various discussions, the Board of Directors instructed Goldman Sachs to continue discussions with the potential purchasers, including the possibility of potential partnering, and also instructed the management to continue assisting the potential purchasers with their diligence efforts.

* * *

During this period the remaining potential purchasers, **consisting of two strategic corporate bidders and five private equity firms,** continued to conduct due diligence through review of documents in the virtual data room and diligence calls with Beckman Coulter's executive management team.

- H. [Amendment No. 2 of the 14D-9, disclosure re Litigation will be amended and supplemented by adding to the end of the first full paragraph beginning "On September 8, 2010 and December 13, 2010, and ending with the sentence "Plaintiffs in the California Shareholder Actions seek a declaration that the merger agreement was entered into in breach of the individual defendants' fiduciary duties, and damages and to enjoin the transaction, and other equitable relief" as follows:]

Plaintiffs in the California Shareholder Actions also allege that the damages recoverable on the derivative claims asserted on behalf of the Company against the individual defendants include the damages allegedly recoverable by the stockholders from the Company in the Securities Action.

- I. [Amendment No. 2 of the 14D-9, disclosure re Litigation will be amended and supplemented by adding to the end of the disclosure as follows:]

The Company gave notice of all of the foregoing litigation matters to its directors and officers liability insurance carriers. The Company has not accrued for any loss contingency in connection with the Securities Action or any of the other foregoing litigation matters.

- J. [Page 22 of the 14D-9, disclosure regarding Background of the Offer will be amended and supplemented as follows:]

The Company Board and representatives of both Goldman Sachs and Latham & Watkins had a thorough discussion about how to proceed with each of the potential purchasers in light of the price offered and the material provisions of the merger agreement that had been delivered. After a detailed and lengthy discussion, the Company Board determined that, even at the nominally lower price of \$83 per share (and a \$0.19 dividend per share), the Danaher bid, **in light of the superiority of the material provisions of their merger agreement, provided the best overall transaction for the stockholders of Beckman Coulter. Specifically, Danaher's bid provided a substantially higher certainty of closing because it did not include any financing condition or third party consents, and because it provided for a lower breakup fee in the event of a superior proposal in the amount of \$165 million. Danaher's merger agreement also offered a more favorable definition of "Company Material Adverse Effect," because, in part, the reasonably foreseeable effects set forth in Beckman Coulter's disclosure letter would not be taken into account when determining whether a Company Material Adverse Effect has occurred. In addition, Danaher left available to Beckman Coulter the possibility of recovering full expectancy damages in the event of breaches of the merger agreement. Furthermore, Danaher's proposed transaction was structured as a tender offer, potentially allowing for a quicker closing. In addition to the provisions specifically referenced above, Danaher's merger agreement included various other more favorable provisions, including the terms of the representations and warranties made by Beckman Coulter, terms which also increase the certainty of closing.** After further discussions between the Company Board and representatives of both Goldman Sachs and Latham & Watkins, the Board of Directors directed Goldman Sachs to request Danaher to further increase its proposed price by \$0.50 per share.

- K. [Page 21 of the 14D-9, disclosure regarding Background of the Offer will be amended and supplemented as follows:]

At 9:30 p.m. Pacific time, the Company Board held a special telephonic meeting with certain members of executive management and representatives of Goldman Sachs and Latham & Watkins. Shortly after 9:30 p.m. Pacific time, each of Danaher, Potential Purchaser #3 and Consortium B submitted revised purchase price bids to Goldman Sachs within minutes of each other. At the Company Board meeting,

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- certain members of executive management and representatives of Latham & Watkins reviewed with the Company Board that no members of the executive management team had interests in any of the proposed transactions with any of the potential purchasers, **and to the best of their knowledge, that none had been approached by any potential purchaser regarding continued employment post-merger;** and

- L. [The disclosure under the section titled "Opinion of Goldman Sachs" will be amended and supplemented as follows:]

Selected Public Companies Analysis. Goldman Sachs reviewed and compared certain financial information for Beckman Coulter to corresponding financial information, ratios and public market multiples for the following publicly traded companies in the diagnostics and life sciences industries (**the "Selected Companies"**):

Diagnostics Companies

- Alere Inc.
- BioMerieux S.A.

- Bio-Rad Laboratories, Inc.
- Gen-Probe Incorporated
- Hologic, Inc.
- Immucor, Inc.
- Miraca Holdings Inc.
- Qiagen N.V.
- Sysmex Corporation

Life Sciences Companies

- Bruker Corporation
- Mettler-Toledo International Inc.
- PerkinElmer, Inc.
- Tecan Group Ltd.

Although none of the Selected Companies is directly comparable to Beckman Coulter, the companies included were chosen because they are publicly traded companies with operations that, for purposes of analysis, may be considered similar to Beckman Coulter in that they have operations in the specialty diagnostic and/or life sciences instrumentation industries.

Goldman Sachs calculated and compared various financial multiples and ratios based on the most recent publicly available financial data obtained from SEC filings or research reports and estimates obtained from Institutional Brokers' Estimates System ("IBES"). The multiples and ratios of Beckman Coulter and the Selected Companies were calculated using the closing price of each company's shares on February 4, 2011. With respect to Beckman Coulter and the Selected Companies, Goldman Sachs calculated (1) enterprise value, which is the market value of common equity plus the book value of debt, less cash and cash equivalents, and (2) enterprise value as a multiple of (a) earnings before interest, taxes, depreciation and amortization ("EBITDA"), for the last twelve months ended September 30, 2010 (or later date if disclosed) ("LTM"); and (b) EBITDA estimated for calendar years 2010 and 2011, respectively, based on IBES estimates. In addition, Goldman Sachs also calculated adjusted LTM EBITDA multiples for Beckman Coulter by deducting from EBITDA Beckman Coulter's capital expenditures related to customer-leased instruments (operating-type leases ("OTL")). **Goldman Sachs adjusted the EBITDA for Beckman Coulter by subtracting the OTL capital expenditures to make it more comparable to EBITDA of Selected Companies, which do not utilize operating-type lease agreements to place their instruments with customers.** The following table presents the results of this analysis:

	Selected Public Companies				Company		
	Diagnostics Companies		Life Sciences Companies		As of 12/09/2010	As of 2/04/2011	Offer Price \$83.50
	Range	Median	Range	Median			
Enterprise Value as a multiple of EBITDA							
LTM	5.2x- 16.2x	10.9x	10.8x- 15.1x	12.9x	6.6x	7.7x	8.5x
CY2010E	5.2x- 16.0x	10.6x	11.1x- 14.8x	13.1x	6.7x	7.8x	8.6x
CY2011E	5.0x- 14.5x	9.2x	9.9x- 13.5x	11.3x	6.5x	7.6x	8.4x
Enterprise Value as a multiple of EBITDA less OTL Capex							
LTM	n/a	n/a	n/a	n/a	8.4x	9.8x	10.9x

Goldman Sachs also calculated the LTM EBITDA multiples for Beckman Coulter and the Selected Companies for the last three years and since July 22, 2010 (the date on which Beckman Coulter revised its 2010 earnings guidance and announced second quarter results, resulting in a 21.1% decline in its share price on July 23, 2010). The following table presents the results of this analysis:

	Selected Public Companies		Company
	Diagnostics Companies	Life Sciences Companies	
Enterprise Value as a multiple of EBITDA			
3 Year Mean	10.9x	10.8x	7.6x
2 Year Mean	10.0x	10.5x	7.1x
1 Year Mean	10.3x	11.9x	6.5x
Mean since Second Quarter Results Announced (July 22, 2010)	10.0x	12.0x	6.0x
Mean since Undisturbed Date	10.4x	12.6x	7.3x

Goldman Sachs also calculated for Beckman Coulter and the Selected Companies enterprise value as a multiple of (a) earnings before interest and taxes (“EBIT”) for the LTM; and (b) EBIT estimated for calendar years 2010 and 2011, respectively, based on IBES estimates. The following table presents the results of this analysis:

	Selected Public Companies				Company		
	Diagnostics Companies		Life Sciences Companies		As of 12/09/2010	As of 2/04/2011	Offer Price \$83.50
	Range	Median	Range	Median			
Enterprise Value as a multiple of EBIT							
LTM	7.8x- 21.4x	12.4x	12.3x- 18.7x	16.5x	11.4x	13.3x	14.7x
CY2010E	7.6x- 20.6x	12.6x	13.9x- 16.9x	15.3x	11.8x	13.7x	15.2x
CY2011E	7.2x- 18.0x	12.1x	12.5x- 15.4x	13.0x	11.3x	13.2x	14.6x

Goldman Sachs also calculated the LTM EBIT multiples for Beckman Coulter and the Selected Companies for the last three years. The following table presents the results of this analysis:

	Selected Companies		Company
	Diagnostics Companies	Life Sciences Companies	
Enterprise Value as a multiple of EBIT			
3 Year Mean	13.0x	13.7x	13.4x
2 Year Mean	12.6x	13.2x	12.8x
1 Year Mean	13.5x	15.0x	11.6x
Mean since Second Quarter Results Announced (July 22, 2010)	13.0x	15.0x	10.8x
Mean since Undisturbed Date	12.6x	16.3x	13.0x

Goldman Sachs also calculated the price-to-earnings ratios for the estimated earnings in calendar years 2011 and 2012, respectively, for Beckman Coulter and the Selected Companies. The following table presents the results of this analysis:

	Selected Public Companies				Company		
	Diagnostics Companies		Life Sciences Companies		As of	As of	Offer Price
	Range	Median	Range	Median	12/09/2010	2/04/2011	\$83.50
Price-to-Earnings Ratio							
CY2011E	14.2x- 26.7x	17.4x	16.7x- 20.3x	18.6x	14.2x	18.7x	20.8x
CY2012E	12.8x- 23.2x	15.9x	14.3x- 17.9x	15.8x	12.6x	16.5x	18.4x

Goldman Sachs also calculated the one year forward price-to-earnings ratio for Beckman Coulter and the Selected Companies over the last three years. The following table presents the results of this analysis:

	Selected Companies		Company
	Diagnostics Companies	Life Sciences Companies	
One Year Forward Price-to-Earnings Ratio			
3 Year Mean	16.8x	14.2x	14.0x
2 Year Mean	16.2x	14.3x	13.3x
1 Year Mean	16.4x	15.4x	12.8x
Mean since Second Quarter Results Announced (July 22, 2010)	15.8x	15.8x	13.1x
Mean since Undisturbed Date	16.2x	16.5x	17.0x

Goldman Sachs also calculated for Beckman Coulter enterprise value as a multiple of (a) revenues for the LTM; and (b) estimated revenues for calendar years 2011 and 2012, respectively, based on IBES estimates. The following table presents the results of this analysis:

	Company		
	As of	As of	Offer Price
	12/09/2010	2/04/2011	\$83.50
Enterprise Value as a multiple of Revenue			
LTM	1.5x	1.7x	1.9x
CY2011E	1.4x	1.7x	1.9x
CY2012E	1.4x	1.6x	1.8x

Illustrative Discounted Cash Flow Analysis. Goldman Sachs performed an illustrative discounted cash flow analysis on Beckman Coulter using the Financial Forecasts. Goldman Sachs calculated indications of present value of free cash flows for Beckman Coulter for the years 2011 through 2015 by discounting free cash flows to January 1, 2011 using a mid-year convention and illustrative discount rates ranging from 7.0% to 9.0%. **This range of discount rates was derived by Goldman Sachs utilizing the capital asset pricing model, which takes into account certain financial metrics, including betas, for Beckman Coulter and for Selected Companies which are publicly listed in the United States, as well as certain financial metrics for the U.S. financial markets generally.** Goldman Sachs calculated terminal value indications in the year 2015 based on perpetuity growth rates ranging from 1.0% to 3.0%. **The range of perpetuity growth rates was estimated by Goldman Sachs utilizing its professional judgment and experience, taking into account the Financial Forecasts and market expectations regarding long-term growth of gross domestic product and inflation. Goldman Sachs has also cross-checked such estimates of perpetuity growth rates against the LTM EBITDA multiples that are implied by such growth rates and a range of discount rates to be applied to the Company's future unlevered cash flow forecasts.** These terminal value indications were then discounted to calculate implied indications of present values using illustrative discount rates ranging from 7.0% to 9.0%. The analysis resulted in a range of implied present values per Share of \$62.20 to \$115.80.

Illustrative Present Value of Future Share Price Analysis. Goldman Sachs performed an illustrative analysis of the implied present values of the future stock price of Beckman Coulter, which is intended to provide an indication of the present value of a theoretical future value of a company's equity as a function of such company's estimated future earnings per share and its assumed future price to future earnings per share multiple. For this analysis, Goldman Sachs used the Financial Forecast for each of the calendar years ending December 31, 2013 to 2015. **These illustrative 14.0x to 15.8x price to forward earnings multiples were derived by Goldman Sachs utilizing its experience and professional judgment, taking into account current and historical trading data and the current price to forward earnings multiples for Beckman Coulter and for Selected Companies.** Goldman Sachs first calculated implied per share values for the Shares as of February 2012, 2013 and 2014 by applying a price to forward earnings multiples ranging from 14.0x to 15.8x to earnings per share estimates for each of the calendar years ending December 31, 2013 to 2015. Goldman Sachs then calculated the present value of the implied per share values using an illustrative discount rate of 8.0%, reflecting an estimate of Beckman Coulter's cost of equity. The analysis resulted in a range of implied present values per Share of \$64.30 to \$79.18.

Selected Transactions Analysis. Goldman Sachs analyzed certain information relating to the following selected transactions in the diagnostics and life sciences industries since January 2005. These transactions (listed by acquirer, targets, year of announcement, and transactional value (dollars in millions)) were:

- Agilent Technologies Inc. / Varian, Inc. (2009) **(\$1,500)**
- Beckman Coulter / Olympus Corporation (diagnostics systems business) (2009) **(\$792)**
- Invitrogen Corporation / Applied Biosystems, Inc. (2008) **(\$6,443)**
- Siemens AG / Dade Behring Holdings Inc. (2007) **(\$7,218)**

- Eppendorf Group / New Brunswick Scientific Co. (2007) **(\$110)**
- MDS Inc. / Molecular Devices Corporation (2007) **(\$615)**
- GE Healthcare / Abbott Diagnostics (withdrawn) (2007) **(\$8,130)**
- Cinven / Phadia AB (2006) **(\$1,646)**
- Siemens AG / Bayer Diagnostics (2006) **(\$5,266)**
- GE Healthcare Life Sciences / Biacore International AB (2006) **(\$395)**
- Siemens AG / Diagnostic Products Corporation (2006) **(\$1,764)**
- Thermo Electron Corporation / Kendro Laboratory Products (subsidiary of SPX Corporation) (2005) **(\$834)**

For each of the selected transactions, Goldman Sachs calculated and compared, using publicly available data:

- enterprise value as a multiple of last twelve months' sales of the target company ("LTM Sales");
- enterprise value as a multiple of last twelve months' EBITDA of the target company ("LTM EBITDA");
- enterprise value as a multiple of last twelve months earnings before tax and interest of the target company ("LTM EBIT");
- median enterprise value as a multiple of LTM EBIT for selected companies at the time of announcement of each transaction;
- premium or discount of the transaction LTM EBIT to LTM EBIT for selected companies at the time of the announcement of each transaction;
- premium paid in relation to the closing market price of the target company's stock one day prior to the announcement of the transactions; and
- premium paid in relation to the closing market price of the target company's stock four weeks prior to the announcement.

While none of the companies that participated in the selected transactions is directly comparable to Beckman Coulter, the companies that participated in the selected transactions are companies that have operations in the specialty diagnostic and/or life sciences instrumentation industries and may also be considered similar, for the purposes of analysis, to Beckman Coulter.

The following table presents the results of this analysis:

Selected Transactions Range	Enterprise Value Multiple of LTM			Premium of Transaction Multiple to Sector Median Multiple	Premia (%)	
	Sales	EBITDA	EBIT	EBIT	1 Day Prior	4 Weeks Prior
High	4.8x	18.9x	35.6x	95.4%	48.7	68.5
Mean	3.0x	14.5x	21.7x	20.4%	30.9	39.8
Median	3.0x	14.3x	19.9x	0.4%	32.7	46.4
Low	1.4x	10.8x	12.6x	(14.7)%	16.1	12.4
Proposed Transaction (Premia % is based on the Undisturbed Closing Price)	1.9x	8.5x	14.7x	(11)% -19%	46.3	50.0

Premia Paid Analysis. Goldman Sachs also calculated the median price premia paid per share relative to the market closing price of target companies on the day prior to announcement and the four weeks prior to announcement for all announced and completed cash transactions involving target companies in the United States in all industries since 2006 where majority ownership was acquired with transaction enterprise values of \$1 billion to \$10 billion using publicly available historical data.

The following table presents the results of this analysis:

Period	One Day Premium (%)	Four Week Premium (%)
Selected Transactions		
2006	22.2	27.1
2007	20.5	23.2
2008	41.7	34.1
2009	32.7	39.7
2010	40.1	41.4
Proposed Transaction (Premium to the Undisturbed Closing Price)	46.3	50.0

Research Price Targets Analysis. Goldman Sachs also considered publicly available research per Share price targets for the Shares provided by internationally recognized equity research firms as of February 4, 2011. The following table reflects the results of the calculation:

Research Price Targets	Low	Mean	High
	\$49.00	\$68.41	\$85.00

The preparation of a fairness opinion is a complex process and is not necessarily susceptible to partial analysis or summary description. Selecting portions of the analyses or of the summary set forth above, without considering the analyses as a whole, could create an incomplete view of the processes underlying Goldman Sachs' opinion. In arriving at its fairness determination, Goldman Sachs considered the results of all of its analyses and did not attribute any particular weight to any factor or analysis considered by it. Rather, Goldman Sachs made its determination as to fairness on the basis of its experience and professional judgment after considering the results of all of its analyses. No company or transaction used in the above analyses as a comparison is directly comparable to Beckman Coulter or the transactions contemplated by the Merger Agreement.

Goldman Sachs prepared these analyses for purposes of Goldman Sachs' providing its opinion to the Board of Directors as to the fairness from a financial point of view of the \$83.50 per Share in cash to be paid to the holders (other than Danaher and its affiliates) of Shares pursuant to the Merger Agreement. These analyses do not purport to be appraisals nor do they necessarily reflect the prices at which businesses or securities actually may be sold. Analyses based upon forecasts of future results are not necessarily indicative of actual future results, which may be significantly more or less favorable than suggested by these analyses. Because these analyses are inherently subject to uncertainty, being based upon numerous factors or events beyond the control of the parties or their respective advisors, none of Beckman Coulter, Danaher, Goldman Sachs or any other person assumes responsibility if future results are materially different from those forecast.

The consideration for the transactions contemplated by the Merger Agreement was determined through arm's length negotiations between Beckman Coulter and Danaher and was approved by the Board of Directors. Goldman Sachs provided advice to Beckman Coulter during these negotiations. Goldman Sachs did not, however, recommend any specific amount of consideration to Beckman Coulter or the Board of Directors or that any specific amount of consideration constituted the only appropriate consideration for the transactions contemplated by the merger agreement.

As described above, Goldman Sachs' opinion to the Board of Directors was one of many factors taken into consideration by the Board of Directors in making its determination to approve the Merger Agreement. The foregoing summary does not purport to be a complete description of the analyses performed by Goldman Sachs in connection with the fairness opinion and is qualified in its entirety by reference to the written opinion of Goldman Sachs attached as Annex I to this Schedule 14D-9.

Goldman Sachs and its affiliates are engaged in investment banking and financial advisory services, commercial banking, securities trading, investment management, principal investment, financial planning, benefits counseling, risk management, hedging, financing, brokerage activities and other financial and non-financial activities and services for various persons and entities. In the ordinary course of these activities and services, Goldman Sachs and its affiliates may at any time make or hold long or short positions and investments, as well as actively trade or effect transactions, in the equity, debt and other securities (or related derivative securities) and financial instruments (including bank loans and other obligations) of Beckman Coulter, Danaher and any of their respective affiliates and third parties or any currency or commodity that may be involved in the transactions contemplated by the Merger Agreement for their own account and for the accounts of their customers. Goldman Sachs acted as financial advisor to Beckman Coulter in connection with, and has participated in certain of the negotiations leading to, the transactions contemplated by the Merger Agreement. In addition, Goldman Sachs has provided certain investment banking services to Beckman Coulter and its affiliates from time to time for which its investment banking division has received, and may receive, compensation, including having acted as joint bookrunning manager with respect to an offering of 4,950,000 shares of common stock of Beckman Coulter in May 2009. Goldman Sachs has also provided certain investment banking services to Danaher and its affiliates from time to time for which its investment banking division has received customary compensation, and may receive compensation, including having acted as joint bookrunning manager with respect to a public offering by Danaher of its senior notes due 2019 (aggregate principal amount of \$750 million) in February 2009; and as Danaher's financial advisor in connection with its divestiture of its Pacific Scientific Aerospace business announced in January 2011. **The Investment Banking Division of Goldman Sachs has accrued during the two-year period ended February 6, 2011, and will receive, upon and subject to the closing of Danaher's sale of its Pacific Aerospace business, revenues for services provided to Danaher of approximately \$6 million in the aggregate. The Investment Banking Division of Goldman Sachs has also accrued during the same two-year period ended February 6, 2011, revenues for services provided to Beckman Coulter unrelated to the Merger of approximately \$5 million in the aggregate.** Goldman Sachs may also in the future provide investment banking services to Beckman Coulter, Danaher and their respective affiliates for which its investment banking division may receive compensation.

The Board of Directors selected Goldman Sachs as its financial advisor because it is an internationally recognized investment banking firm that has substantial experience in transactions similar to the transactions contemplated by the Merger Agreement. Pursuant to a letter agreement dated December 14, 2007, as supplemented by the letter agreement dated January 7, 2011, Beckman Coulter engaged Goldman Sachs to act as its financial advisor in connection with the transactions contemplated by the Merger Agreement. Pursuant to the terms of this engagement, Beckman Coulter has agreed to pay Goldman Sachs a transaction fee of approximately **\$32 million, \$9 million of which was paid upon execution of the Merger Agreement.** In addition, Beckman Coulter has agreed to reimburse Goldman Sachs for its reasonable expenses, including attorneys' fees and disbursements, arising, and to indemnify Goldman Sachs and related persons against various liabilities that may arise, out of this engagement.

In re Beckman Coulter, Inc. Shareholders Litigation

c/o Kurtzman Carson Consultants LLC

P.O. Box 6155

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