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

FORM 8-K/A
Amendment No.1

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): April 28, 2011

TECHNE CORPORATION
(Exact Name of Registrant as Specified in Charter)

Minnesota	0-17272	41-1427402
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	I.R.S. Employer Identification No.)

**614 Mckinley Place NE
Minneapolis, MN 55413**
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (612) 379-8854

Not Applicable
(Former Name or Former Address, if changed since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act 17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.01 Completion of Acquisition or Disposition of Assets.

On May 4, 2011, Techne Corporation (Techne) filed a Current Report on Form 8-K reporting that it had completed the acquisition of Tocris Holdings Limited (Tocris), a United Kingdom company.

This Form 8-K/A amends the Form 8-K we filed on May 4, 2011, to include Tocris' audited consolidated financial statements as of December 31, 2010 (Tocris' fiscal year end), and for the year then ended as required by Item 9.01(a) of Form 8-K, and the unaudited pro forma condensed consolidated financial information related to the Tocris acquisition required by Item 9.01(b) of Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

The Tocris audited consolidated financial statements as of December 31, 2010, and for the year then ended, are attached as Exhibit 99.1 to this Form 8-K/A and incorporated by reference to this Form 8-K/A.

The consent of KPMG LLP, Tocris' independent auditor, is attached as Exhibit 23.1 to this Form 8-K/A.

(b) Pro Forma Financial Information.

The following unaudited pro forma condensed consolidated financial information related to Techne's acquisition of Tocris is attached as Exhibit 99.2 to this Form 8-K/A and incorporated by reference into this Form 8-K/A.

(i) Unaudited Pro Forma Condensed Consolidated Statement of Income for the year ended June 30, 2010;

(ii) Unaudited Pro Forma Condensed Consolidated Statement of Income for the six months ended December 31, 2010; and

(iii) Unaudited Pro Forma Condensed Consolidated Balance Sheet as of December 31, 2010.

(c) Exhibits.

23.1 Consent of KPMG LLP

99.1 Tocris Audited Consolidated Financial Statements as of December 31, 2010 and for the year then ended

99.2 Unaudited Pro Forma Condensed Consolidated Financial Information

SIGNATURE

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

Dated: July 8, 2011	TECHNE CORPORATION
	By: /s/ Thomas E. Oland
	Name: Thomas E. Oland
	Title: President and Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Description
23.1	Consent of KPMG LLP
99.1	Tocris Audited Consolidated Financial Statements as of December 31, 2010 and for the year then ended
99.2	Unaudited Pro Forma Condensed Consolidated Financial Information

Exhibit 23.1

Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statements (No. 333-37263, 333-88885, 333-49962 and 333-170576) on Form S-8 of Techne Corporation of our report dated July 8, 2011, with respect to the consolidated balance sheet of Tocris Holdings Limited as of December 31, 2010 and the related consolidated profit and loss account, and consolidated cash flow statement for the year then ended, which report appears in the Form 8-K/A of Techne Corporation dated July 8, 2011.

Our report dated July 8, 2011 includes an explanatory paragraph that states that accounting principles generally accepted in the United Kingdom vary in certain significant respects from U.S. generally accepted accounting principles. Information relating to the nature of such differences is presented in note 25 to the consolidated financial statements.

/s/ KPMG LLP
Bristol, United Kingdom
July 8, 2011

Exhibit 99.1

Tocris Holdings Limited

Consolidated financial statements

For the year ended 31 December 2010

Contents

Independent Auditor's Report

The Board of Directors
Tocris Holdings Limited:

We have audited the accompanying consolidated balance sheet of Tocris Holdings Limited and subsidiaries ("the Group") as of 31 December 2010, and the related consolidated profit and loss account, and consolidated cash flow statement for the year then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Group as of 31 December 2010, and the results of its operations and its cash flows for the year then ended, in conformity with generally accepted accounting principles in the United Kingdom.

Accounting principles generally accepted in the United Kingdom vary in certain significant respects from U.S. generally accepted accounting principles. Information relating to the nature of such differences is presented in note 25 to the consolidated financial statements.

KPMG LLP

Bristol, United Kingdom

July 8, 2011

Consolidated Profit and Loss Account
for the year ended 31 December 2010

	Note	**2010 £000**
Turnover	*1-2*	**11,743**
Cost of sales		**(2,229)**
Gross profit		**9,514**
Administrative expenses		**(2,774)**
Operating profit		**6,740**
Interest receivable and similar income	*4*	**2**
Interest payable and similar charges	*5*	**(1,295)**
Profit on ordinary activities before taxation	*3-5*	**5,447**
Taxation	*6*	**(1,695)**
Profit for the financial year	*15*	**3,752**

The notes on pages 7 to 22 form part of these financial statements.

Consolidated Balance Sheet
as at 31 December 2010

		2010	
	Note	**£000**	**£000**
Fixed assets			
Goodwill	*7*		**7,402**
Tangible assets	*8*		**778**
			8,180
Current assets			
Stocks	*9*	**4,085**	
Debtors	*10*	**1,063**	
Cash at bank and in hand		**1,645**	
		6,793	
Creditors: amounts falling due within one year	*11*	**(3,142)**	
Net current assets			**3,651**
Total assets less current liabilities			**11,831**
Creditors: amounts falling due after more than one year	*12*		**(6,045)**
Provisions for liabilities and charges	*13*		**(111)**
Net assets			**5,675**
Capital and reserves			
Called up share capital	*14*		**1,500**
Share premium account	*15*		**1,400**
Profit and loss account	*15*		**2,775**
Shareholders' funds	*16*		**5,675**

The notes on pages 7 to 22 form part of these financial statements.

Consolidated Cash Flow Statement
for the year ended 31 December 2010

	Note	2010 £000
Net cash inflow from operating activities	*19*	**7,039**
Returns on investments and servicing of finance	*20*	**(1,262)**
Taxation	*20*	**(2,016)**
Capital expenditure	*20*	**(137)**
Dividends paid on shares classified in shareholders' funds	*20*	**(2,000)**
Net cash inflow before financing and management of liquid resources		**1,624**
Financing	*20*	**(1,587)**
Increase/(decrease) in cash		**37**

Consolidated Reconciliation of Net Cash Flow to Movement in Net Debt
for the year ended 31 December 2010

	Note	2010 £000
Increase/(decrease) in cash in the year		**37**
Cash outflow from bank loan financing		**1,587**
Change in net debt resulting from cash flows		**1,624**
Net debt at beginning of year		**(6,662)**
Translation differences		**(14)**
Amortisation of issue costs		**(78)**
Net debt at end of year	*21*	**(5,130)**

The notes on pages 7 to 22 form part of these financial statements.

Notes
(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Group's financial statements.

Basis of preparation

These non-statutory accounts do not constitute the Group's statutory accounts for the year ended 31 December 2010 but have been prepared in order to meet the SEC filing requirements of Techne Corporation. The latest statutory accounts of the Group were for the year ended 31 December 2010. Those statutory accounts have been delivered to the Registrar of Companies (the auditors have reported on these statutory accounts; their report was unqualified and did not contain a statement under section 498(2) or (3) of the Companies Act 2006). The next statutory accounts of the Group will be prepared for the period ended 30 June 2011.

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom Generally Accepted Accounting Practice (UK GAAP).

The directors have prepared the financial statements on a going concern basis for the following reasons. The directors have reviewed the cash flow forecasts for the Group for the foreseeable future and, taking account of reasonably possible changes in trading, are satisfied that the Group will be able to settle its liabilities as they fall due for payment and continue in operation for a period of at least twelve months from the date of signing of these financial statements.

Basis of consolidation

The consolidated financial statements include the financial statements of Tocris Holdings Limited and its subsidiary companies made up to 31 December 2010. The results of the subsidiaries are consolidated using the acquisition method of accounting. Under this method, the results of subsidiary companies acquired or disposed of in the year are included in the consolidated profit and loss account from the date of acquisition or up to the date of disposal.

Goodwill

Purchased goodwill (representing the excess of the fair value of the consideration given over the fair value of the separable net assets acquired) arising on business combinations and consolidation in respect of acquisitions is capitalised and amortised fully, by equal instalments over its expected useful economic life of 20 years.

Fixed assets and depreciation

Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows:

Plant and machinery	-	10% on cost
Motor vehicles	-	25% on cost
Computer equipment	-	25% on cost

Stocks

Stocks are stated at the lower of cost and net realisable value. In the case of the manufactured product, cost includes all direct expenditure and production overhead based on a normal level of activity. Stock is stated after making due allowance for obsolete and slow moving items.

Work in progress is stated on the basis of direct costs plus attributable overheads based on normal level of activity. Provision is made for any foreseeable losses. No element of profit is included in the valuation of work in progress.

Note *(continued)*

1. Accounting policies *(continued)*

Turnover

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of value added tax. Turnover is recognised when goods are despatched.

Cash and liquid resources

Cash, for the purpose of the cash flow statement, comprises cash in hand and deposits repayable on demand, less overdrafts payable on demand.

Liquid resources are current asset investments which are disposable without curtailing or disrupting the business and are either readily convertible into known amounts of cash at or close to their carrying values or traded in an active market.

Taxation

The charge for taxation is based on the result for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

Deferred tax assets are recognised when it is more likely than not that they will be recovered. Deferred tax is measured using rates of tax that have been enacted or substantively enacted by the balance sheet date.

Post retirement benefits

The Company operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting period.

Leases

Operating lease rentals, where substantially all of the benefits and risks of ownership remain with the lessor, are charged against profits on a straight line basis over the period of the lease.

Debt financing

Fees on the issue of debt have been deducted from the gross proceeds of the issue and, together with the finance costs, are allocated to the profit and loss account over the life of the debt at a constant rate on the carrying amount.

Note *(continued)*

1. Accounting policies *(continued)*

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the contracted rate or the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

The assets and liabilities of overseas subsidiary undertakings are translated at the closing exchange rates. Profit and loss accounts of such undertakings are consolidated at the average rates of exchange during the year.

Classification of financial instruments issued by the Group

Following the adoption of FRS 25, financial instruments issued by the Group are treated as equity (i.e. forming part of shareholders' funds) only to the extent that they meet the following two conditions:

a) they include no contractual obligations upon the Company (or Group as the case may be) to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company (or Group); and

b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Finance payments associated with financial liabilities are dealt with as part of interest payable and similar charges. Finance payments associated with financial instruments that are classified as part of shareholders' funds (see dividends policy), are dealt with as appropriations in the reconciliation of movements in shareholders' funds.

Research and development

Research and development expenditure is written off to the profit and loss account in the year in which it is incurred.

European Union grant income

Grants are received from the European Union to fund the development of certain compounds; the amounts received are released to the profit and loss account as the costs of development are incurred and the criteria for recognising funding are met.

Share based payments

During 2008 share options were issued to employees of the group. Options vest 10 years from the date of grant. The share options terms allow the holders of the options to acquire shares of the Company The fair value is measured at grant date and spread over the period during which the holders become unconditionally entitled to the options. The fair value of the options granted is measured using an option pricing model, taking into account the terms and conditions upon which the options were granted. The amount recognised as an expense is adjusted to reflect the actual number of share options that vest except where forfeiture is due to share prices not achieving the threshold for vesting.

Financial instruments

Interest rate swaps are used to manage exposure to interest rate risks and are not used for trading purposes. Interest differentials arising on interest rate swaps are recognised by adjusting the net interest charge.

Note *(continued)*

2 Segmental information

The turnover and profit before tax are attributable to the one principal activity of the Company. An analysis of turnover, by destination, is given below:

	2010 £000
United Kingdom	**1,249**
Europe	**2,532**
North America	**6,461**
Other	**1,501**
	11,743

3 Profit on ordinary activities before taxation

	2010 £000
Profit on ordinary activities before taxation is stated after charging/(crediting):	
Depreciation	**160**
Amortisation of goodwill	**462**
Operating lease rentals - land and buildings	**123**
EU grant income recognised	**(31)**
Research and development expenditure	**367**
Foreign exchange differences on transactions in foreign currencies	**(255)**
Auditors' remuneration:	
Audit of these financial statements	**5**
Audit of financial statements of subsidiaries pursuant to legislation	**28**
Other services relating to taxation	**6**
All other services	**15**

Note *(continued)*

4 Interest receivable and similar income

	2010 £000
Bank interest	**2**
Exchange gains on foreign currency loans	**—**
	2

5 Interest payable and similar charges

	2010 £000
On bank loans and overdraft	**728**
Amortisation of loan issue costs	**78**
Finance costs on shares classified as liabilities	**451**
Exchange losses on foreign currency loans	**38**
	1,295

6 Taxation

Analysis of charge in year

	2010 £000	£000
UK corporation tax		
Current tax on income for the year	**1,337**	
Adjustments in respect of previous periods	**(98)**	
	1,239	
Foreign tax		
Current tax on income for the year	**287**	
Total current tax		**1,526**
Deferred tax (see note 13)		
Origination/reversal of timing differences		**169**
Tax on profit on ordinary activities		**1,695**

Factors affecting the tax charge for the current year

The current tax charge for the year is higher than the standard rate of corporation tax in the UK (*28*%). The differences are explained below.

Note *(continued)*

6 Taxation *(continued)*

	2010 £000
Current tax reconciliation	
Profit on ordinary activities before tax	**5,447**
Current tax at 28%	**1,525**
Effects of:	
Enhanced tax allowances on research and development expenditure	**(59)**
Expenses not deductible for tax purposes (primarily goodwill amortisation and preference share interest)	**254**
Capital allowances in excess of depreciation	**(2)**
Utilisation of tax losses	**(168)**
Adjustments to tax charge in respect of previous periods	**(98)**
Impact of overseas tax rates on overseas earnings	**74**
Total current tax charge	**1,526**

Finance (no. 2) Act 2010 enacted the reduction in corporation tax rate from 28% to 27% with effect from April 2011. In addition, the UK Government announced three further annual 1% cuts to reduce the rate to 24% from April 2014. This will reduce the company's future current tax charge accordingly. As this rate change from 28% to 27% was substantively enacted before the balance sheet date deferred tax is calculated at a rate of 27%.

At Budget 2011 on 23rd March 2011 the UK Government announced that the corporation tax rate would instead reduce to 26% from April 2011 with three further annual 1% cuts to 23% by April 2014. Other than the enacted change to 27%, the effects of the announced changes are not reflected in the financial statements for the year ended 31 December 2010 as they have not yet been enacted and the impact has not yet been estimated.

7 Intangible fixed assets

	Goodwill £000
Cost	
At beginning and end of year	9,252
Amortisation	
At beginning of year	1,388
Charge for year	462
At end of year	1,850
Net book value	
At 31 December 2010	**7,402**

Goodwill arose on the purchase of Tocris Cookson Limited and its subsidiaries in the period to 31 December 2007.

Note *(continued)*

8 Tangible fixed assets

	Plant and machinery £000	Motor vehicles £000	Computer equipment £000	Total £000
Cost				
At beginning of year	1,183	5	65	**1,253**
Additions	102	—	35	**137**
Disposals	—	—	(58)	**(58)**
At end of year	1,285	5	42	**1,332**
Depreciation				
At beginning of year	390	5	57	**452**
Charge for year	154	—	6	**160**
Disposals	—	—	(58)	**(58)**
At end of year	544	5	5	**554**
Net book value				
At 31 December 2010	741	—	37	**778**

9 Stocks

	2010 £000
Work in progress	**367**
Finished goods	**3,718**
	4,085

10 Debtors

	2010 £000
Trade debtors	**899**
Other debtors	**47**
Prepayments and accrued income	**117**
	1,063

All debtors are due within one year.

Note *(continued)*

11 Creditors: amounts falling due within one year

	2010 £000
Bank loans (note 12)	**733**
Trade creditors	**261**
Corporation tax	**1,094**
Other taxation and social security	**38**
Accruals and deferred income	**565**
Dividend on preference shares	**451**
	3,142

12 Creditors: amounts falling due after more than one year

	2010 £000
Bank loans	**6,042**
Preference shares classified as liabilities	**3**
	6,045

Debt maturity:

	2010 £000
Within one year	**733**
Between two and five years	**6,042**
Five years and over	**3**
	6,778
Senior loan A1	**602**
Senior loan A2	**195**
Senior loan B	**4,187**
Mezzanine loan	**1,895**
Issue costs	**(104)**
Ordinary preference shares	**3**
	6,778

Note *(continued)*

12 Creditors: amounts falling due after more than one year *(continued)*

The bank loans are in favour of the Royal Bank of Scotland.

The A1 facility is denominated in US dollars, a committed facility of a US dollar equivalent of £4.55 million. Interest is charged at US Dollar Libor plus 2.25%. The loan is repayable by two quarterly instalments of 1.8% of the loan on 30 March and 30 June 2007, four quarterly instalments of 3.3% starting on the 30 September 2007, and sixteen quarterly instalments of 5.2% of the loan starting on the 30 September 2008. The loan is fully repayable by 21 December 2012.

The A2 facility is denominated in Euros, a committed facility of Euro equivalent of £1.45 million. Interest is charged at Euribor plus 2.25%. The loan is repayable by two quarterly instalments of 1.8% of the loan on 30 March and 30 June 2007, four quarterly instalments of 3.3% starting on the 30 September 2007, and sixteen quarterly instalments of 5.2% of the loan starting on the 30 September 2008. The loan is fully repayable by 21 December 2012.

The B facility is denominated in Euros, a committed facility of Euro equivalent of £3.25 million. Interest is charged at Euribor plus 2.75%. The loan is repayable in full by 21 December 2013.

The Mezzanine facility is denominated in US dollars, a committed facility of US Dollars equivalent of £2.5 million. Interest is charged at US Dollar LIBOR plus 10%. The loan is repayable in full by 21 December 2014.

The expenses of the issues of debt were, in accordance with FRS 4 “Capital Instruments”, deducted from the gross proceeds of the issue and, together with finance costs, are allocated to the profit and loss account over the life of the debt at a constant rate on the carrying amount.

The Royal Bank of Scotland holds a fixed and floating charge over all the current and future assets of the Company as security for the loans in issue.

The Company has entered into four interest rate swap transactions for the purpose of hedging the Company’s future interest liability by replacing floating interest rate risk with fixed interest commitments.

The details are as follows:

Commencement date:	*Amount:*	
4 January 2008	USD 8,940,750	Amortising over 6 years
4 January 2008	USD 4,912,500	Terminating 31 December 2014
2 January 2008	Euro 2,161,950	Amortising over 6 years
2 January 2008	Euro 4,845,750	Terminating 31 December 2013

The amounts on the balance sheet are stated net of capitalised fees of £104,000.

13 Provisions for liabilities and charges

The amounts provided for deferred tax and the amounts not provided are as follows:

	2010 £000
At beginning of the year	**(58)**
Charge/(credit) to the profit and loss for the year (note 6)	**167**
Adjustments in respect of prior periods	**2**
At end of year	**111**

The deferred tax liability is made up of the following balances:

	2010 £000
Deferred taxation	
Accelerated capital allowances	**116**
Tax losses	—
Other timing differences	**(5)**
Deferred tax liability	**111**

The deferred tax liability is disclosed within provisions.

14 Called up share capital

	2010 £000
Allotted issued and fully paid	
15,000,005 ordinary shares of £0.10 each (classified as share capital)	**1,500**
2,647,060 preferred ordinary shares of £0.001 each (classified as liabilities)	**3**

Attached to the preferred ordinary shares is an entitlement to a preference dividend. The preference dividend is equal to 7% of the "profits" of the Group for the relevant financial year and is to be paid in priority to the dividends of any other class of shares. The preference dividend is to be paid three months after the end of the relevant financial year or ten business days after the date of approval of the consolidated audited accounts of the Group, whichever is earlier. Other than the above, the preferred ordinary shares shall rank pari passu in all respects with the ordinary shares.

Note *(continued)*

15 Reserves

	Share premium account £000	Profit and loss account £000
At beginning of year	1,400	1,013
Profit for the financial year	—	3,752
Credit in relation to share based payments (note 22)	—	10
Dividends on shares classified in shareholders' funds	—	(2,000)
At end of year	**1,400**	**2,775**

There were no movements in reserves in the year other than the profit for the financial year.

16 Reconciliation of movements in shareholders' funds

	2010 £000
Opening shareholders' funds	**3,913**
Profit for the financial year	**3,752**
Net exchange differences	—
Dividends on shares classified in shareholders' funds	**(2,000)**
Credit in relation to share based payments (note 22)	**10**
Closing shareholders' funds	**5,675**

17 Pension scheme

The Group operates a defined contribution pension scheme in the UK and a simple IRA plan for its US Office staff (this is similar to a traditional 401(k) plan). The pension cost charge for the year represents contributions payable by the Group to the schemes and amounted to £153,000.

There were outstanding contributions at the end of the financial year of £18,000 included in creditors.

Note *(continued)*

18 Commitments under operating leases

Annual commitments under non-cancellable operating leases in respect of land and buildings and other equipment are as follows:

	2010 Land and buildings £000
Operating leases which expire:	
Within one year	—
In two to five years	**45**
Over five years	**42**
	87

19 Reconciliation of operating profit to net cash inflow from operating activities

	2010 £000
Operating profit	**6,740**
Depreciation charges	**160**
Amortisation of goodwill	**462**
Increase in stocks	**(575)**
Decrease in debtors	**13**
Increase in creditors	**229**
Charge in relation to share based payments	**10**
Net cash inflow from operating activities	**7,039**

Note *(continued)*

20 Analysis of cash flows

	2010 £000	£000
Returns on investments and servicing of finance		
Interest received	**2**	
Interest paid	**(1,264)**	
		(1,262)
Taxation		**(2,016)**
Capital expenditure and financial investment		
Purchase of tangible fixed assets		**(137)**
Dividends paid on shares classified in shareholders' funds		**(2,000)**
Financing		
Repayment of bank loans		**(1,587)**

21 Analysis of net debt

	At beginning of year £000	Cashflow £000	Non cash movements £000	At end of year £000
Cash at bank and in hand	1,608	37	—	**1,645**
Debt due within one year	(1,476)	1,476	(733)	**(733)**
Debt due after one year	(6,794)	97	655	**(6,042)**
Total	(6,662)	1,610	(78)	**(5,130)**

Non cash movements represent the amortisation of previously capitalised debt fees and translation differences on foreign currency denominated debt.

Note *(continued)*

22 Share based payments

Share options issued by the Company are as follows:

Grant date/nature of scheme/holder of options	Method of accounting	Number of instruments	Vesting conditions	Contractual life of options
25 February 2009, employee share scheme	Equity	608,887	None	10 years

Details of the number of share options and the weighted average exercise price (WAEP) outstanding during the year are as follows:

	2010 No.
Outstanding at the beginning of the year	**497,687**
Granted during the year	—
Exercised during the year	—
Lapsed during the year	**(61,300)**
Outstanding at the year end	**436,387**

The weighted average exercise price (WAEP) outstanding during the year was £0.50 per share.

No options were exercised during the period. 436,387 options were outstanding at the balance sheet date. No options were exercisable at the year end.

The total expense recognised for the year arising from share based payments was £10,000.

The fair value of the share appreciation rights at grant date of 12.6p was determined based on the Black Scholes model. The model inputs were the share price of 33.8p, the exercise price of 50p, expected volatility of 50%, a term of five years and a risk free interest rate of 4.80%.

23 Dividends

The aggregate amount of dividends comprises:

	2010 £000
Interim dividends paid in respect of the current year	**2,000**

Note *(continued)*

24 Related party disclosures

Amounts owed to the Company represent loans to Tocris Investments Limited, which is repayable on demand under the terms of the loan note agreement. Tocris Holdings Limited has agreed that it will not call in the loan for a period of at least 12 months from the date of signing the accounts. Interest is charged on the loan principal of £31,000,000 at a rate of Libor + 7%.

During the period fees of £200,000 were incurred and remain unpaid at year end to Momentum Corporate Finance LLP in relation to financial modelling and to arrangement fees for a debt finance facility. AE Kenny acts as a director of Tocris Holdings Ltd and is a partner for Momentum Corporate Finance LLP.

25 Summary of Significant Differences Between UK and US Generally Accepted Accounting Principles (“GAAP”)

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United Kingdom (“UK GAAP”). Such principles differ in certain respects from generally accepted accounting principles in the United States (“US GAAP”). A summary of principal differences and additional disclosures applicable to the Group is set out below.

Goodwill and Intangible assets

Both UK and US GAAP require purchase consideration to be allocated to the net assets acquired at their fair value on the date of acquisition.

Under UK GAAP, goodwill arising and separately identifiable and separable intangible assets acquired on acquisitions made on, or after, 27 September 1998 are capitalised and amortised over their useful life, not exceeding a period of 20 years. Goodwill of the Group arose on the purchase of Tocris Cookson Limited and its subsidiaries in the period ended 31 December 2007.

Under US GAAP, separately identified definite life intangible assets arising from an acquisition would be capitalised and amortised over their useful lives. Under UK GAAP, these assets are included within goodwill. For the purposes of US GAAP goodwill and indefinite life intangible assets would not be amortised but would be reviewed annually for impairment.

Deferred taxation

UK GAAP requires that no provision for deferred taxation should be made if there is reasonable evidence that such taxation will not be payable within the foreseeable future and that deferred tax assets should only be recognised if the realisation of such assets can be assessed with reasonable certainty.

US GAAP requires full provision for deferred tax liabilities, and permits deferred tax assets to be recognised without valuation allowance if their realisation is more likely than not.

Under UK GAAP, the Group classified the deferred tax assets and liabilities as non-current. Under US GAAP, deferred taxes are classified between current and non-current portions, consistent with the classification of the underlying assets or liabilities that give rise to the temporary difference, disclosed separately and presented on a net basis, by tax jurisdiction.

25 Summary of Significant Differences Between UK and US Generally Accepted Accounting Principles ("GAAP") ***(continued)***

Financial Instruments

The Group is exposed to interest rate risk arising from long term borrowings. The Group uses interest rate swaps to reduce exposure to interest rate movements by replacing floating interest rate risk with fixed interest commitments. Interest rate swaps are not used for trading purposes. Interest differentials arising on interest rate swaps are recognised by adjusting the net interest charge.

Under UK GAAP, only accrued interest under interest rate swaps was recognised on the balance sheet. Under US GAAP, the fair value of interest rate swaps is recognised on the balance sheet with changes in fair value being recognised in the income statement.

Preference shares

Under UK GAAP, preference shares are treated as equity (i.e. forming part of shareholders' funds) only to the extent that they meet the following two conditions:

a) they include no contractual obligations upon the Company (or Group as the case may be) to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company (or Group); and

b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability at nominal value. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Finance payments associated with financial liabilities are dealt with as part of interest payable and similar charges. Finance payments associated with financial instruments that are classified as part of shareholders' funds (see dividends policy), are dealt with as appropriations in the reconciliation of movements in shareholders' funds.

Under US GAAP, such preference shares are required to be split into debt and equity components and recorded at fair market value at the date of issuance.

Exhibit 99.2

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION

The following tables set forth certain unaudited pro forma condensed consolidated financial information giving effect to Techne Corporation's ("Techne") acquisition of Tocris Holdings Limited ("Tocris").

The unaudited pro forma condensed consolidated statements of income for the year ended June 30, 2010 and for the six months ended December 31, 2010 (the "Pro Forma Income Statements"), give effect to Techne's acquisition of Tocris, as discussed in Note 3, as if such acquisition had occurred on July 1, 2009, combining the results of Techne and Tocris for the year ended June 30, 2010 (Techne's fiscal year end) and for the six month period ended December 31, 2010. The unaudited pro forma condensed consolidated balance sheet as of December 31, 2010 (the "Pro Forma Balance Sheet") gives effect to the Tocris acquisition as if it had occurred on December 31, 2010, combining Techne's December 31, 2010 balance sheet with Tocris' December 31, 2010 balance sheet. The Pro Forma Income Statements and the Pro Forma Balance Sheet are hereafter collectively referred to as the "Pro Forma Financial Information". The Pro Forma Financial Information is unaudited and does not purport to represent what Techne's consolidated results of operations would have been if the Tocris acquisition had occurred on July 1, 2009, or what those results will be for any future periods, or what Techne's consolidated balance sheet would have been if the Tocris acquisition had occurred on December 31, 2010.

The Pro Forma Financial Information is based upon the historical consolidated financial statements of Techne and Tocris and certain adjustments which Techne believes are reasonable, to give effect of the Tocris acquisition. The pro forma adjustments and Pro Forma Financial Information included herein were prepared using the acquisition method of accounting for the business combination. The pro forma adjustments are based on preliminary estimates and certain assumptions that Techne believes are reasonable under the circumstances. The purchase price allocation is considered preliminary and subject to change once Techne receives certain information it believes is necessary to finalize the acquisition accounting, as noted in Note 3 to the Pro Forma Financial Information.

The Pro Forma Financial Information has been compiled from the following sources with the following unaudited adjustments:

- The financial information for Techne has been prepared in accordance with U.S. Generally Accepted Accounting Principles ("U.S. GAAP") and extracted without adjustment from: (i) Techne's audited consolidated statement of income for the fiscal year ended June 30, 2010, contained in Techne's Annual Report on Form 10-K filed with the Securities and Exchange Commission ("SEC") on August 27, 2010; and (ii) Techne's unaudited consolidated statement of income for the six month period ended December 31, 2010, and Techne's unaudited consolidated balance sheet as of December 31, 2010, both contained in Techne's Quarterly Report on Form 10-Q filed with the SEC on February 9, 2011.
- The financial information for Tocris has been prepared in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice) and derived without material adjustment from: (i) Tocris' audited consolidated balance sheet and statement of income as of and for the year ended December 31, 2010, contained in this Form 8-K/A; and (ii) Tocris' unaudited consolidated statements of income for the six month period ended June 30, 2010 and December 31, 2009, both received from Tocris management. These financial statements were originally prepared using pounds sterling as the reporting currency, and have been translated into U.S. dollars in the Pro Forma Financial Information using the methodology and the exchange rates noted below.
- Certain adjustments have been made to convert Tocris' UK Generally Accepted Accounting Practice financial information to U.S. GAAP and to align those policies with Techne's U.S. GAAP accounting policies. The basis of these adjustments is explained in the notes to the Pro Forma Financial Information.

- Tocris translated the financial information from its U.S. operations into pounds sterling based upon the requirements of UK Generally Accepted Accounting Practice. Based upon its review of Tocris' historical financial statements and understanding of the differences between U.S. GAAP and UK Generally Accepted Accounting Practice, Techne is not aware of any further adjustments that it would need to make to Tocris' historical financial statements relating to foreign currency translation.

  The pro forma adjustments in the Pro Forma Financial Information have been translated from pounds sterling to U.S. dollars using historic exchanges rates. The average exchange rates applicable to Tocris during the periods presented for the Pro Forma Income Statements and the period end exchange rate for the Pro Forma Balance Sheet are as follows:

		GBP/USD
Year ended June 30, 2010	Average Spot Rate	\$1.5818
Six months ended December 31, 2010	Average Spot Rate	\$1.5653
December 31, 2010	Period End Spot Rate	\$1.5468

The Pro Forma Financial Information should be read in conjunction with:

- the accompanying notes to the Pro Forma Financial Information;
- the consolidated financial statements of Techne for the year ended June 30, 2010 and the related notes thereto, and the consolidated financial statements of Techne for the six months ended December 31, 2010 and related notes thereto; and
- the consolidated financial statements of Tocris for the year ended December 31, 2010 and the related notes thereto, included in this Form 8-K/A.

TECHNE CORPORATION
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME
YEAR ENDED JUNE 30, 2010
(In thousands, except per share amounts)

	Year Ended June 30, 2010 Techne	Year Ended June 30, 2010 Note 1(a) Tocris		Pro Forma and GAAP Adjustments	Note	Pro Forma Techne
	(in USD)	(in GBP)	(in USD)			(in USD)
Net sales	$269,047	£11,295	$17,866	$ —		$286,913
Cost of sales	54,463	1,997	3,159	2,529	4(e)	60,151
Gross Margin	214,584	9,298	14,707	(2,529)		226,762
Operating expenses:						
Selling, general and administrative	32,175	2,343	3,706	1,311	4(e); 4(h)	37,192
Research and development	25,121	—	—	300	4(h)	25,421
Amortization of intangibles	960	463	732	(732)	4(e)	960
Total operating expenses	58,256	2,806	4,438	879		63,573
Operating income (loss)	156,328	6,492	10,269	(3,408)		163,189
Other income (expense):						
Interest income (expense)	4,375	(997)	(1,577)	337	4(b); 4(c)(ii)	3,135
Other non-operating, net	(4,257)	—	—	—		(4,257)
Total other income	118	(997)	(1,577)	337		(1,122)
Earnings before income taxes	156,446	5,495	8,692	(3,071)		162,067
Income taxes	46,670	1,743	2,757	(918)	4(g)(iii)	48,509
Net Earnings	$109,776	£ 3,752	$ 5,935	$ (2,153)		$113,558
Pro forma income per common and equivalent share:						
Basic	$ 2.95					$ 3.05
Diluted	$ 2.94					$ 3.04
Shares used in pro forma per share computation:						
Basic	37,255				4(i)	37,255
Diluted	37,347				4(i)	37,347

See notes to pro forma condensed consolidated financial information

TECHNE CORPORATION
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME
SIX MONTH PERIOD ENDED DECEMBER 31, 2010
(In thousands, except per share amounts)

	Six Month Period Ended December 31, 2010 Techne	Six Month Period Ended December 31, 2010 Note 1(b) Tocris				
	(in USD)	(in GBP)	(in USD)	Pro Forma and GAAP Adjustments	Note	Pro Forma Techne (in USD)
Net sales	$ 135,653	£ 5,693	$ 8,911	$ —		$144,564
Cost of sales	30,459	1,082	1,694	1,265	4(e)	33,418
Gross Margin	105,194	4,611	7,217	(1,265)		111,146
Operating expenses:						
Selling, general and administrative	15,917	1,321	2,067	656	4(e); 4(h)	18,640
Research and development	13,222	—	—	150	4(h)	13,372
Amortization of intangibles	341	231	362	(362)	4(e)	341
Total operating expenses	29,480	1,552	2,429	444		32,353
Operating income (loss)	75,714	3,059	4,788	(1,709)		78,793
Other income (expense):						
Interest income (expense)	1,867	(370)	(579)	(41)	4(b); 4(c)(ii)	1,247
Other non-operating, net	(955)	—	—	—		(955)
Total other income	912	(370)	(579)	(41)		292
Earnings before income taxes	76,626	2,689	4,209	(1,750)		79,085
Income taxes	23,719	818	1,280	(541)	4(g)(iii)	24,458
Net Earnings	$ 52,907	£ 1,871	$ 2,929	$ (1,209)		$ 54,627
Pro forma income per common and equivalent share:						
Basic	$ 1.43					$ 1.47
Diluted	$ 1.42					$ 1.47
Shares used in pro forma per share computation:						
Basic	37,066				4(i)	37,066
Diluted	37,131				4(i)	37,156

See notes to pro forma condensed consolidated financial information

TECHNE CORPORATION
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET
DECEMBER 31, 2010
(In thousands)

	December 31, 2010 Techne	December 31, 2010 Tocris		Pro Forma and GAAP Adjustments	Note	Pro Forma Techne
	(in USD)	(in GBP)	(in USD)			(in USD)
ASSETS						
Cash and cash equivalents	$ 135,875	£ 1,645	$ 2,544	$(126,500)	4(b); 4(d)	$ 11,919
Short-term available-for-sale investments	58,987	—	—			58,987
Trade accounts receivable, net	28,228	1,063	1,644			29,872
Income tax receivable	1,671	—	—			1,671
Other receivables	1,986	—	—			1,986
Inventories	13,736	4,085	6,319	24,595	4(a)(iii)	44,650
Deferred income taxes	12,119	—	—	(6,024)	4(h)	6,095
Prepaid expenses	958	—	—			958
Total current assets	253,560	6,793	10,507	(107,929)		156,138
Available-for-sale investments	158,666	—	—			158,666
Property and equipment, net	95,096	778	1,203			96,299
Goodwill	25,068	7,402	11,450	52,518	3; 4(a)(ii)	89,036
Intangible assets, net	1,703	—	—	48,425	4(a)(i)	50,128
Deferred income taxes	1,063	—	—			1,063
Investments in unconsolidated entities	20,012	—	—			20,012
Other assets	440	—	—			440
	$ 555,608	£14,973	$23,160	$ (6,986)		$571,782
LIABILITIES AND STOCKHOLDERS' EQUITY						
Short-term debt	$ —	£ 733	$ 1,134	$ (1,134)	4(c)(i)	$ —
Trade accounts payable	3,918	261	404			4,322
Salaries, wages and related accruals	3,087	—	—			3,087
Other accounts payable and accrued expenses	2,443	1,054	1,630	(698)	4(c)(i)	3,375
Income taxes payable	4,224	1,094	1,692			5,916
Total current liabilities	13,672	3,142	4,860	(1,832)		16,700
Long-term debt	—	6,045	9,350	(9,350)	4(c)(i)	—
Deferred taxes payable	—	111	172	12,974	4(a)(iv); 4(h)	13,146
Common stock	371	1,500	2,320	(2,320)	4(f)	371
Additional paid-in-capital	127,228	1,400	2,166	(2,166)	4(f)	127,228
Retained earnings	433,387	2,775	4,292	(4,292)	4(f)	433,387
Accumulated other comprehensive loss	(19,050)	—	—			(19,050)
Total stockholders' equity	541,936	5,675	8,778	(8,778)	4(f)	541,936
	$ 555,608	£14,973	$23,160	$ (6,986)		$571,782

See notes to pro forma condensed consolidated financial information

TECHNE CORPORATION
NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION

1. BASIS OF PRESENTATION

The accompanying Pro Forma Income Statements for the year ended June 30, 2010, and for the six month period ended December 31, 2010, give effect to Techne's acquisition of Tocris as discussed in Note 3, as if such acquisition had occurred on July 1, 2009, combining the results of Techne and Tocris for the year ended June 30, 2010 and for the six month period ended December 31, 2010 (Tocris' fiscal year end). The accompanying Pro Forma Balance Sheet as of December 31, 2010 gives effect to the Tocris acquisition as if it had occurred on December 31, 2010, combining the consolidated balance sheet of Techne and Tocris as of December 31, 2010. The Pro Forma Financial Information is unaudited and does not purport to represent what Techne's consolidated results of operations would have been if the Tocris acquisition had occurred on July 1, 2009, or what those results will be for any future periods; or what Techne's consolidated balance sheet would have been if the Tocris acquisition had occurred on December 31, 2010.

(a) Year Ended June 30, 2010

Tocris' financial statements for the year ended June 30, 2010 were derived by removing the financial results for the six month period ended December 31, 2010 from its year ended December 31, 2010 financial results and adding the financial results for the six month period ended December 31, 2009.

(b) Six Month Period Ended December 31, 2010

The financial statements of Tocris for the six month period ended December 31, 2010 were derived by removing the financial results for the six month period ended June 30, 2010 from the December 31, 2010 financial results. No duplicated operating information is included in the periods presented.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Pro Forma Financial Information has been compiled in a manner consistent with the accounting policies adopted by Techne. The accounting policies of Tocris were not deemed to be materially different from those adopted by Techne. Adjustments were made for presentational differences between UK Generally Accepted Accounting Practice and U.S. Generally Accepted Accounting Principals (GAAP), as set out further in Note 4, together with adjustments arising as part of the acquisition accounting.

The Tocris financial information has been translated from pounds sterling to U.S. dollars using the average exchange rates applicable during the periods presented in the Pro Forma Statements of Income and the period end spot rate for the Pro Forma Balance Sheet.

3. TOCRIS ACQUISITION

On May 3, 2011, Techne announced that on April 28, 2011, two wholly-owned subsidiaries of Techne, Research and Diagnostic Systems, Inc., a Minnesota corporation ("RDS"), and R&D Systems Europe Ltd. ("RDSE"), a United Kingdom company, entered into a Share Purchase Agreement (the "Agreement") with the shareholders of Tocris pursuant to which RDS and RDSE collectively acquired all of the outstanding stock of Tocris in exchange for cash. Through the acquisition of Tocris, RDS and RDSE also acquired the following subsidiaries of Tocris (collectively the "Tocris Entities"):

- Tocris Investments Limited, a United Kingdom company and wholly-owned subsidiary of Tocris;
- Tocris Cookson Limited, a United Kingdom company and wholly-owned subsidiary of Tocris Investments Limited; and
- Tocris Cookson, Inc., a Delaware corporation and wholly-owned subsidiary of Tocris Cookson Limited.

RDS and RDSE acquired the shares of Tocris for total consideration of £75.0 million (approximately $124 million at the exchange rate of £1.00:$1.6528 on April 28, 2011), which consists of approximately £68.0 million ($112.4 million) paid to Tocris shareholders and approximately £7.0 million (approximately $11.6 million) used to pay the Tocris Entities' external debt at closing. Pursuant to the agreement, £7.5 million of the purchase price paid to Tocris' shareholders will be held in escrow for 18 months to secure warranty and indemnity obligations of the shareholders contained in the Agreement, and £1.0 million of the purchase price was held in escrow pending confirmation of the final levels of cash, debt and working capital of Tocris at closing. The purchase price may be adjusted post-closing based on these measurements.

Pursuant to the Agreement, the Tocris shareholders, other than the institutional shareholders, are subject to non-compete and non-solicitation obligations for three years following the closing. In connection with the acquisition, Tocris has entered into new employment agreements with key managers of Tocris.

The total purchase price and related preliminary excess total purchase price over fair value of net assets acquired is as follows (in thousands):

Total purchase price		$123,956
Book value of net assets acquired	$ 8,569	
Fair value adjustments to inventories	24,595	
Fair value of tangible net assets acquired		$ 33,164
Identifiable intangibles at acquisition-date fair value		
Trademark/Trade Name	16,526	
Developed Technology	25,288	
Customer Relationships	6,611	
		48,425
Deferred taxes		(18,998)
		62,591
Residual goodwill		$ 61,365

Except as discussed in Note 4 below, the carrying value of assets and liabilities in Tocris' financial statements are considered to be a reasonable estimate of the fair value of those assets and liabilities.

The total purchase price allocation is considered preliminary and is subject to change once Techne receives certain information it believes is necessary to finalize its determination of the fair value of assets acquired and liabilities assumed. Thus the allocation of total purchase price is subject to refinement, and additional adjustments to record the fair value of all assets acquired and liabilities assumed may be required.

Residual goodwill at the date of acquisition varies from goodwill presented in the Pro Forma Financial Information due to changes in the net book value of tangible assets during the period January 1, 2011 through the date of acquisition and different currency exchange rates at December 31, 2010 and the date of acquisition.

4. PRO FORMA ADJUSTMENTS

The Pro Forma Financial Information is based upon the historical consolidated financial statements of Techne and Tocris and certain adjustments which Techne believes are reasonable to give effect to the Tocris acquisition. These adjustments are based upon currently available information and certain assumptions, and therefore the actual adjustments will likely differ from the pro forma adjustments. The Pro Forma Financial Information included herein was prepared using the acquisition method of accounting for the business combination. As discussed above, the purchase price allocation is considered preliminary at this time. However, Techne believes that the preliminary purchase price allocation and other related assumptions utilized in preparing the Pro Forma Financial Information provide a reasonable basis for presenting the pro forma effects of the Tocris acquisition.

Other than those described below, Techne believes there are no adjustments, in any material respects, that need to be made to present the Tocris financial information in accordance with U.S. GAAP, or to align Tocris' historical accounting policies with Techne's U.S. GAAP accounting policies.

The adjustments made in preparing the Pro Forma Financial Information are as follows:

(a) Fair Value Acquisition Accounting Adjustments:

For purposes of the pro forma presentation, the following adjustments were made to reflect our preliminary estimate of the fair value of the net assets acquired:

i. The intangible assets with finite lives of Tocris have been increased by approximately $48.4 million to reflect our preliminary estimate of the fair value of the acquired intangible assets, including trade names, technology assets, and customer relationship assets. The purchase price allocated to these intangible assets was based on management's forecasted cash inflows and outflows and using a relief-from-royalty and a multi-period excess earnings method to calculate the fair value of assets purchased with consideration to other factors including an independent valuation of management's assumptions.

ii. The historical carrying value of Tocris' goodwill as of the acquisition date of approximately $11.5 million (which relates to prior Tocris acquisitions) was eliminated.

iii. The $24.6 million increase in inventories relates to the recognition of the fair value of these inventories. The preliminary fair value of inventories was determined based on quantities acquired, selling prices at the date of acquisition and management's assumptions regarding units that have future value and costs to sell such inventories.

   Tocris produces batches of established products in quantities greater than current sales requirements due to economies of scale. The Tocris products have long life-cycles. While the recording of Tocris inventories is not expected to have a continuing impact on cost of goods sold, the sale of inventory held at the date of acquisition will likely be sold over a number of years. It is estimated that the increase in inventories due to fair value adjustments will be charged to Techne's cost of goods sold approximately as follows: $8.5 million in the first year following the acquisition; $6.2 million in the second year following the acquisition; $4.4 million in the third year following the acquisition; $3.5 million in the fourth year following the acquisition and $2.0 million in the fifth year following the acquisition.

iv. Techne recorded a net deferred tax liability impact of $19.0 million related to the fair value purchase accounting adjustments discussed above.

Adjustments were also made to the acquired assets and assumed liabilities of Tocris to align the Tocris financial information prepared using UK Generally Accepted Accounting Practice with Techne's U.S. GAAP accounting policies. See Note 4(g)-Income Taxes and 4(h)-Reclassifications below.

Goodwill, representing the total excess of the total purchase price over the fair value of the net assets acquired, was approximately $61.4 million at the date of acquisition. This allocation is based on preliminary estimates; the final acquisition cost allocation may differ materially from the preliminary assessment outlined above. Any changes to the initial estimates of the fair value of the assets and liabilities will be allocated to goodwill.

(b) Acquisition Funding

The Tocris acquisition was funded through the use of approximately $124.0 million of cash held by Techne at the time of acquisition. Adjustments were made in the Pro Forma Financial Information to reduce interest income by an estimated amount of interest income that will be lost because of lower invested fund balances. A 1.0% rate of return was assumed based upon recent and projected yields earned by Techne.

(c) Debt

i. Debt Borrowing of Tocris

In accordance with the Agreement, at closing, certain cash paid by Techne to acquire Tocris was used to satisfy all outstanding debt and accrued dividends on the preference shares of Tocris.

ii. Interest Expense

Adjustments were made in the Pro Forma Financial Information to eliminate interest expense paid by Tocris related to its outstanding debt in the year ended June 30, 2010 and the six months ended December 31, 2010 because, as explained in Note 4(c)(i) above, all such debt was satisfied at the time the acquisition was closed.

(d) Cash held by Tocris

All cash held by Tocris on the date of close was ultimately returned to Tocris shareholders in accordance with the Agreement.

(e) Amortization Expense Related to Acquired Intangible Assets

Acquired finite-lived intangible assets were recorded at their estimated fair value of approximately $48.4 million. The weighted-average useful life of the acquired intangible assets is estimated at 12 years. Adjustments to record estimated amortization expense of $4.1 million and $2.1 million, respectively, were made for the year ended June 30, 2010 and the six month period ended December 30, 2010, and were reflected in the Pro Forma Statement of Income as follows (dollars in thousands):

Intangible Asset	Fair Value	Life (in years)	Annual Amortization	P/L Category
Developed Technology	$25,288	10	$ 2,529	Cost of Sales
Trademark/Trade Name	16,526	15	1,102	Selling, General & Administrative
Customer Relationships	6,611	13	509	Selling, General & Administrative
	$48,425		$ 4,140	

In addition, adjustments to reverse amortization expense of $732,000 and $362,000, respectively, were made for the year ended June 30, 2010 and the six month period ended December 31, 2010, respectively. These expenses related to Tocris acquisition-related intangible assets that existed prior to the acquisition,and were subsequently eliminated on the acquisition date. These expenses were previously reflected in the Selling, General and Administrative Expense line item by Tocris.

(f) Elimination of Tocris' Stockholder Equity

An adjustment of $8.8 million to eliminate Tocris' stockholders' equity balances was recorded in the Pro Forma Balance Sheet.

(g) Income Taxes

The following pro forma adjustments related to income taxes were made to the Pro Forma Balance Sheet:

i. Techne recorded a net deferred tax liability of $19.0 million related to the fair value acquisition accounting adjustments discussed in 4(a)(iv) above.

ii. Under UK Generally Accepted Accounting Practice, Tocris classified the deferred tax assets and liabilities as non-current. Under U.S. GAAP, deferred taxes are classified between current and non-current portions, consistent with the classification of the underlying assets or liabilities that give rise to the temporary difference, disclosed separately and presented on a net basis, by tax jurisdiction. Note 4(h) further describes the reclassification to reflect this presentation difference.

The following pro forma adjustments related to income taxes were made to the Pro Forma Statements of Income:

iii. Adjustments to income tax (provision) benefit have been recorded for the other pro forma adjustments using the weighted average statutory rate in effect during the periods for which the Pro Forma Statements of Income are presented.

(h) Reclassifications

Certain balances were reclassified from the Tocris consolidated financial statements so their presentation would be consistent with Techne.

The following reclassifications were made to the unaudited Pro Forma Balance Sheet (in thousands):

	Increase/(Decrease)
Deferred income tax liability	$ 6,024
Non-current deferred income taxes	(6,024)

The following reclassifications were made to the unaudited Pro Forma Statement of Income for the year ended June 30, 2010 (in thousands):

	Increase/(Decrease)
Selling, general and administrative	$ (300)
Research and development	300

The following reclassifications were made to the Pro Forma Statement of Income for the six months ended December 31, 2010 (in thousands):

	Increase/(Decrease)
Selling, general and administrative	$ (150)
Research and development	150

(i) Earnings per Common Share

Pro forma earnings per common share for the year ended June 30, 2010 and the six month period ended December 31, 2010, have been calculated using the same weighted average number of common shares outstanding used by Techne in its earnings per share calculations.