

ENDO PHARMACEUTICALS HOLDINGS INC  
Form SC 13D/A  
March 06, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 5)\***

**Endo Pharmaceuticals Holdings Inc.**

(Name of Issuer)

**Common Stock**

**\$.01 par value per share**

(Title of Class of Securities)

**29264F 20 5**

(CUSIP Number)

**James J. Connors, II**

**Endo Pharma LLC**

**320 Park Avenue**

**New York, New York 10022**

**(212) 751-3939**

**with a copy to:**

**Eileen T. Nugent, Esq.**

**Skadden, Arps, Slate, Meagher & Flom LLP**

**4 Times Square**

Edgar Filing: ENDO PHARMACEUTICALS HOLDINGS INC - Form SC 13D/A

New York, New York 10036-6522

(212)735-3000

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

March 1, 2006

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Item 2. Identity and Background

Item 5. Interest in Securities of the Issuer

SIGNATURE

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CUSIP No. 29264F 20 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Endo Pharma LLC  
23-3053410
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
Delaware
- |   |     |                                      |
|---|-----|--------------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.  | Sole Voting Power<br>10,619,715      |
|   | 8.  | Shared Voting Power<br>None          |
|   | 9.  | Sole Dispositive Power<br>10,619,715 |
|   | 10. | Shared Dispositive Power<br>None     |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,619,715
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
8.0%
14. Type of Reporting Person (See Instructions)  
OO

CUSIP No. 29264F 20 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Kelso Investment Associates V, L.P.  
13-372-8774
2. Check the Appropriate Box if a Member of a Group (See Instructions)
  - (a)
  - (b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
N/A
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
Delaware
  7. Sole Voting Power  
None
  8. Shared Voting Power  
8,879,658
  9. Sole Dispositive Power  
None
  10. Shared Dispositive Power  
8,879,658
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
8,879,658
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
6.7%
14. Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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CUSIP No. 29264F 20 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Kelso Equity Partners V, L.P.  
13-378-7708
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
N/A
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
Delaware
7. Sole Voting Power  
None
8. Shared Voting Power  
8,879,658
9. Sole Dispositive Power  
None
10. Shared Dispositive Power  
8,879,658
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
8,879,658
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
6.7%
14. Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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CUSIP No. 29264F 20 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
 Kelso Partners V, L.P.  
 13-372-8773
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

|     |                                  |
|-----|----------------------------------|
| (a) | <input type="radio"/>            |
| (b) | <input checked="" type="radio"/> |
3. SEC Use Only
4. Source of Funds (See Instructions)  
 N/A
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
 Delaware
 

|     |                          |           |
|-----|--------------------------|-----------|
| 7.  | Sole Voting Power        | None      |
| 8.  | Shared Voting Power      | 8,190,481 |
| 9.  | Sole Dispositive Power   | None      |
| 10. | Shared Dispositive Power | 8,190,481 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
 8,190,481
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
 6.2%
14. Type of Reporting Person (See Instructions)  
 PN

CUSIP No. 29264F 20 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Philip E. Berney
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

|     |                                  |
|-----|----------------------------------|
| (a) | <input type="radio"/>            |
| (b) | <input checked="" type="radio"/> |
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
N/A
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
U.S.A.
- |   |     |                                       |
|---|-----|---------------------------------------|
|   | 7.  | Sole Voting Power<br>None             |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>8,879,658      |
|   | 9.  | Sole Dispositive Power<br>None        |
|   | 10. | Shared Dispositive Power<br>8,879,658 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
8,879,658
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
6.7%
  14. Type of Reporting Person (See Instructions)  
IN

CUSIP No. 29264F 20 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Frank K. Bynum, Jr.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

|     |                                  |
|-----|----------------------------------|
| (a) | <input type="radio"/>            |
| (b) | <input checked="" type="radio"/> |
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
N/A
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
U.S.A.
- |     |                          |           |
|-----|--------------------------|-----------|
| 7.  | Sole Voting Power        | None      |
| 8.  | Shared Voting Power      | 8,879,658 |
| 9.  | Sole Dispositive Power   | None      |
| 10. | Shared Dispositive Power | 8,879,658 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
8,879,658
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
6.7%
  14. Type of Reporting Person (See Instructions)  
IN

CUSIP No. 29264F 20 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
James J. Connors, II
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

|     |                                  |
|-----|----------------------------------|
| (a) | <input type="radio"/>            |
| (b) | <input checked="" type="radio"/> |
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
N/A
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
U.S.A.
- |   |     |                                       |
|---|-----|---------------------------------------|
|   | 7.  | Sole Voting Power<br>None             |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>8,879,658      |
|   | 9.  | Sole Dispositive Power<br>None        |
|   | 10. | Shared Dispositive Power<br>8,879,658 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
8,879,658
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
6.7%
  14. Type of Reporting Person (See Instructions)  
IN

CUSIP No. 29264F 20 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Michael B. Goldberg
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

|     |                                  |
|-----|----------------------------------|
| (a) | <input type="radio"/>            |
| (b) | <input checked="" type="radio"/> |
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
N/A
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
U.S.A.
- |     |                          |           |
|-----|--------------------------|-----------|
| 7.  | Sole Voting Power        | None      |
| 8.  | Shared Voting Power      | 8,879,658 |
| 9.  | Sole Dispositive Power   | None      |
| 10. | Shared Dispositive Power | 8,879,658 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
8,879,658
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
6.7%
  14. Type of Reporting Person (See Instructions)  
IN

CUSIP No. 29264F 20 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Frank J. Loverro
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

|     |                                  |
|-----|----------------------------------|
| (a) | <input type="radio"/>            |
| (b) | <input checked="" type="radio"/> |
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
N/A
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
U.S.A.
- |   |     |                                       |
|---|-----|---------------------------------------|
|   | 7.  | Sole Voting Power<br>None             |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>8,879,658      |
|   | 9.  | Sole Dispositive Power<br>None        |
|   | 10. | Shared Dispositive Power<br>8,879,658 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
8,879,658
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
6.7%
  14. Type of Reporting Person (See Instructions)  
IN

CUSIP No. 29264F 20 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
George E. Matelich
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

|     |                                  |
|-----|----------------------------------|
| (a) | <input type="radio"/>            |
| (b) | <input checked="" type="radio"/> |
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
N/A
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
U.S.A.
- |   |     |                                       |
|---|-----|---------------------------------------|
|   | 7.  | Sole Voting Power<br>None             |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>8,879,658      |
|   | 9.  | Sole Dispositive Power<br>None        |
|   | 10. | Shared Dispositive Power<br>8,879,658 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
8,879,658
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
6.7%
  14. Type of Reporting Person (See Instructions)  
IN

CUSIP No. 29264F 20 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Frank T. Nickell
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

|     |                                  |
|-----|----------------------------------|
| (a) | <input type="radio"/>            |
| (b) | <input checked="" type="radio"/> |
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
N/A
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
U.S.A.
- |   |     |                          |           |
|---|-----|--------------------------|-----------|
|   | 7.  | Sole Voting Power        | None      |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power      | 8,976,354 |
|   | 9.  | Sole Dispositive Power   | None      |
|   | 10. | Shared Dispositive Power | 8,976,354 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
8,976,354
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
6.8%
  14. Type of Reporting Person (See Instructions)  
IN

CUSIP No. 29264F 20 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
David I. Wahrhaftig
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

|     |                                  |
|-----|----------------------------------|
| (a) | <input type="radio"/>            |
| (b) | <input checked="" type="radio"/> |
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
N/A
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
U.S.A.
- |   |     |                                       |
|---|-----|---------------------------------------|
|   | 7.  | Sole Voting Power<br>None             |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>8,879,658      |
|   | 9.  | Sole Dispositive Power<br>None        |
|   | 10. | Shared Dispositive Power<br>8,879,658 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
8,879,658
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
6.7%
  14. Type of Reporting Person (See Instructions)  
IN

CUSIP No. 29264F 20 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Thomas R. Wall, IV
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
N/A
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
U.S.A.
- |   |     |   |
|---|-----|---|
|   | 7.  | Sole Voting Power<br>None   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>8,879,658  |
|   | 9.  | Sole Dispositive Power<br>None  |
|   | 10. | Shared Dispositive Power<br>8,879,658                                     |
|   | 11. | Aggregate Amount Beneficially Owned by Each Reporting Person<br>8,879,658 |
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
6.7%
  14. Type of Reporting Person (See Instructions)  
IN

This Amendment No. 5 to Schedule 13D (this Amendment) amends and supplements the Schedule 13D filed by Endo Pharma LLC, a limited liability company organized under the laws of the State of Delaware (Endo LLC), and the other reporting persons named therein with the Securities Exchange Commission (SEC) on July 17, 2000, as amended by Amendment No. 1 filed with the SEC on February 11, 2003, as amended by Amendment No. 2 filed with the SEC on September 22, 2005, as amended by Amendment No. 3 filed with the SEC on October 17, 2005, as amended by Amendment No. 4 filed with the SEC on January 26, 2006 (together, the Filing), with respect to the common stock, par value \$.01 per share (the Common Stock), of Endo Pharmaceuticals Holdings Inc. (the Issuer or Endo). Capitalized terms used herein which are not defined herein have the meanings given to them in the Filing. The main purpose of this Amendment is to amend and supplement the information contained in Items 2 and 5 of the Filing. Except as set forth below, all previous Items of the Filing remain unchanged.

- Item 1. Security and Issuer  
Item 2. Identity and Background

Item 2(a) is hereby amended and restated as follows:

(a) This Schedule 13D is being filed jointly by Endo Pharma LLC, a limited liability company organized under the laws of the State of Delaware ("Endo LLC"); Kelso Investment Associates V, L.P., a limited partnership organized under the laws of the State of Delaware ("KIA V"); Kelso Equity Partners V, L.P., a limited partnership organized under the laws of the State of Delaware ("KEP V"); Kelso Partners V, L.P., a limited partnership organized under the laws of the State of Delaware and the general partner of KIA V ("KP V"); Philip E. Berney, Frank K. Bynum, Jr., James J. Connors, II, Michael B. Goldberg, Frank J. Loverro, George E. Matelich, Frank T. Nickell, David I. Wahrhaftig, and Thomas R. Wall, IV, each of whom is a general partner of KP V and of KEP V (such individuals, collectively, the "Kelso General Partners") (Endo LLC, KIA V, KEP V, KP V, the Kelso General Partners, are referred to herein as the "Filing Persons"). Joseph S. Schuchert retired and is no longer a general partner of KP V and KEP V effective February 28, 2006. The Filing Persons, other than Endo LLC, hereby disclaim beneficial ownership of any shares of the Common Stock that may be beneficially owned by Endo LLC, and the filing of this statement shall not be construed as an admission that the Filing Persons, other than Endo LLC, are, for purposes of Section 13(d) of the Exchange Act, the beneficial owners of any such shares of Common Stock. Information with respect to each Filing Person is given solely by such Filing Person and no Filing Person has responsibility for the accuracy or completeness of information supplied by any other Filing Person.

The second paragraph of Item 2(c) is hereby amended and restated as follows:

KIA V and KEP V are private investment vehicles formed for the purpose of investing in transactions arranged by Kelso & Company, a private investment firm specializing in acquisition transactions ("Kelso"). The present principal occupation of each of the Kelso General Partners is as follows: Mr. Nickell is President and Chief Executive Officer of Kelso; Mr. Berney is Managing Director of Kelso; Mr. Bynum is Managing Director of Kelso; Mr. Connors is Managing Director and General Counsel of Kelso; Mr. Goldberg is Managing Director of Kelso; Mr. Loverro is Managing Director of Kelso; Mr. Matelich is Managing Director of Kelso; Mr. Wall is Managing Director of Kelso and Mr. Wahrhaftig is Managing Director of Kelso.

- Item 3. Source and Amount of Funds or Other Consideration

- Item 4. Purpose of Transaction

- Item 5. Interest in Securities of the Issuer

Item 5(a)-(b) is hereby amended and restated in its entirety to read as follows:

Endo LLC

As of March 1, 2006, the aggregate number of shares of Common Stock that Endo LLC has the sole power to vote or to direct the vote of (and as a result, may, under Rule 13d-3 under the Exchange Act, be deemed the beneficial owner of) is 10,619,715. This represents approximately 8.0% of the 132,922,980 shares of Common Stock outstanding as of March 1, 2006.



All Other Filing Persons

Because of their direct or indirect ownership of the majority of the Units of Endo LLC, each of KIA V, KEP V, KP V and the Kelso General Partners may be deemed as possessing the shared power to vote or to direct the vote (and as a result, may under Rule 13d-3 under the Exchange Act, be deemed the beneficial owner of) an aggregate of 8,879,658 shares of Common Stock (8,190,481 shares of Common Stock in the case of KP V). This number of shares represents approximately 6.7% (6.2% in the case of KP V) of the 132,922,980 shares of such Common Stock outstanding as of March 1, 2006. However, all such Filing Persons, other than Endo LLC, disclaim beneficial ownership of such shares of Common Stock.

Item 5(c) is hereby amended by adding the following after the last paragraph under "Endo LLC Common Stock Sales":

On February 17, 2006, Endo LLC, in satisfaction of its contractual obligations under certain equity plans, transferred 2,500 shares of Common Stock held by it to certain employees of the Issuer in connection with the exercise of options held by such employees.

On February 23, 2006, Endo LLC, in satisfaction of its contractual obligations under certain equity plans, transferred 3,000 shares of Common Stock held by it to certain employees of the Issuer in connection with the exercise of options held by such employees.

On February 27, 2006, Endo LLC, in satisfaction of its contractual obligations under certain equity plans, transferred 4,528 shares of Common Stock held by it to certain employees of the Issuer in connection with the exercise of options held by such employees.

On March 1, 2006, Endo LLC, in satisfaction of its contractual obligations under certain equity plans, transferred 2,027 shares of Common Stock held by it to certain employees of the Issuer in connection with the exercise of options held by such employees.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 7. Material to Be Filed as Exhibits

## Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 6, 2006

ENDO PHARMA LLC

By: /s/ JEFFREY R. BLACK  
Name: Jeffrey R. Black  
Title: Chief Financial Officer

KELSO INVESTMENT ASSOCIATES V, L.P.  
BY: Kelso Partners V, L.P., its General Partner

By: /s/ JAMES J. CONNORS, II  
General Partner

KELSO EQUITY PARTNERS V, L.P.

By: /s/ JAMES J. CONNORS, II  
General Partner

KELSO PARTNERS V, L.P.

By: /s/ JAMES J. CONNORS, II  
General Partner

\*

Philip E. Berney

\*

Frank K. Bynum, Jr.

/s/ JAMES J. CONNORS, II  
James J. Connors, II

\*

Michael B. Goldberg

\*

Frank J. Loverro

\*

George E. Matelich

\*

Frank T. Nickell

\*

David I. Wahrhaftig

\*

Thomas R. Wall, IV

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\* The undersigned, by signing his name hereto, executes this Schedule pursuant to the Power of Attorney executed on behalf of the above-named entities and individuals and filed herewith.

By: /s/ JAMES J. CONNORS, II  
James J. Connors, II  
Attorney-in-Fact

Exhibit Index

| Exhibit | Description  |
|---------|--|
| 1.*     | Form of Exchange Agreement, by and between Endo Pharmaceuticals Holdings Inc. ( Endo ) and the stockholders party thereto  |
| 2.*     | Endo Warrant, dated as of July 17, 2000, issued by Endo to Endo Pharma LLC ( Endo LLC )  |
| 3.*     | Pre-Merger Warrant Agreement, dated as of July 17, 2000, by and between Endo and United States Trust Company of New York, as warrant agent   |
| 4.*     | Letter Agreement, dated as of November 26, 1999, by and among Algos Pharmaceutical Corporation, Endo, Kelso Investment Associates V, L.P. ( KIA V ) and Kelso Equity Partners V, L.P. ( KEP V )  |
| 5.*     | Limited Liability Company Agreement of Endo LLC, dated as of July 14, 2000, by and among the persons party thereto and each of their Permitted Transferees (as defined therein)  |
| 6.*     | Amended and Restated Executive Stockholders Agreement, dated as of July 14, 2000, by and among Endo, Endo LLC, KIA V, KEP V and the Management Stockholders (as defined therein)   |
| 7.*     | Amended and Restated Employee Stockholders Agreement, dated as of July 14, 2000, by and among Endo, Endo LLC, KIA V, KEP V and the Employee Stockholders (as defined therein)  |
| 8.*     | Endo Pharma LLC Amended and Restated 1997 Employee Stock Option Plan   |
| 9.*     | Endo Pharma LLC Amended and Restated 1997 Executive Stock Option Plan  |
| 10.*    | Endo Pharma LLC 2000 Supplemental Employee Option Plan   |
| 11.*    | Endo Pharma LLC 2000 Supplemental Executive Option Plan  |
| 12.*    | Tax Sharing Agreement, dated as of July 17, 2000, by and among Endo, Endo Inc. and Endo LLC  |
| 13.*    | Treasury Agreement, dated as of July 17, 2000, by and between Endo and Endo LLC  |
| 14.*    | Registration Rights Agreement, dated as of July 17, 2000, by and between Endo and Endo LLC   |
| 15.*    | Joint Filing Agreement, dated as of July 26, 2000  |
| 16.*    | Powers of Attorney   |
| 17.**   | <b>Amended and Restated Employee Stockholders Agreement, dated June 5, 2003, by and among Endo, Endo LLC, KIA V, KEP V and the Employee Stockholders (as defined therein) (incorporated herein by reference to Exhibit 10.2 of Amendment No. 2 to the Form S-3 Registration Statement (Registration No. 333-105338) filed by Endo with the Commission on July 1, 2003)</b> |
| 18.**   | Amendment to the Registration Rights Agreement, dated June 30, 2003, by and between Endo and Endo LLC (incorporated herein by reference to Exhibit 10.1 of Amendment No. 2 to the Form S-3 Registration Statement (Registration No. 333-105338) filed by Endo with the Commission on July 1, 2003)   |

- 19.\*\* Amended and Restated Executive Stockholders Agreement, dated July 7, 2003, by and among Endo, Endo LLC, KIA V, KEP V and certain Amending Stockholders (as defined therein) (incorporated herein by reference to Exhibit 4.1 of Form 10Q for the Quarter ended June 30, 2003, filed by Endo with the Commission on August 14, 2003)
- 20.\*\* Shelf Registration Agreement, dated April 30, 2004, by and between Endo and Endo LLC (incorporated herein by reference to Exhibit 10.2 of Amendment No. 1 to the Form S-3 Registration Statement (Registration No. 333-115032) filed by Endo with the Commission on June 10, 2004)
- 21.\*\* Amended and Restated Tax Sharing Agreement, dated April 30, 2004, by and among Endo, Endo Pharmaceuticals Inc (f/k/a Endo Inc.) and Endo LLC (incorporated herein by reference to Exhibit 10.6 of Form 10Q for the Quarter ended March 31, 2004, filed by Endo with the Commission on May 10, 2004)
- 22.\*\* Amendment to the Shelf Registration Agreement, dated June 10, 2004, by and between Endo and Endo LLC (incorporated herein by reference to Exhibit 10.3 of Amendment No. 1 to the Form S-3 Registration Statement (Registration No. 333-115032) filed by Endo with the Commission on June 10, 2004)
- 23.\*\* Amendment to the Amended and Restated Employee Stockholders Agreement, dated June 28, 2004, by and among Endo, Endo LLC, KIA V, KEP V and certain Amending Stockholders (as defined therein) (incorporated herein by reference to Exhibit 4.2 of Form 10Q for the Quarter ended September 30, 2004, filed by Endo with the Commission on November 5, 2004)
- 24.\*\* Amendment to the Amended and Restated Executive Stockholders Agreement, dated June 28, 2004, by and among Endo, Endo LLC, KIA V, KEP V and certain Amending Stockholders (as defined therein) (incorporated herein by reference to Exhibit 4.1 of Form 10Q for the Quarter ended September 30, 2004, filed by Endo with the Commission on November 5, 2004)
- 25.\*\* Consent and Release, dated September 20, 2005, by and among Endo, Endo LLC, KIA V, KEP V and certain Employee Stockholders (as defined therein) signatory thereto (incorporated herein by reference to Exhibit 99.1 of Form 8-K, filed by Endo with the Commission on September 21, 2005)
- 26.\*\* Amendment 2 to the Amended and Restated Employee Stockholders Agreement, dated September 20, 2005, by and among Endo, Endo LLC, KIA V, KEP V and certain Amending Stockholders (as defined therein) (incorporated herein by reference to Exhibit 99.2 of Form 8-K, filed by Endo with the Commission on September 21, 2005)
- 27.\*\* Amendment 2 to the Amended and Restated Executive Stockholders Agreement, dated September 20, 2005, by and among Endo, Endo LLC, KIA V, KEP V and certain Amending Stockholders (as defined therein) (incorporated herein by reference to Exhibit 99.3 of Form 8-K, filed by Endo with the Commission on September 21, 2005)
- 28.\*\* Shelf Registration Agreement, dated September 21, 2005, by and between Endo, Endo LLC and certain Stockholders (as defined therein) (incorporated herein by reference to Exhibit 99.4 of Form 8-K, filed by Endo with the Commission on September 21, 2005)
- 29.\*\* Shelf Registration Agreement, dated January 19, 2006, by and between Endo, Endo LLC and certain Stockholders (as defined therein) (incorporated herein by reference to Exhibit 10.50 of Form 8-K, filed by Endo with the Commission on January 23, 2006)

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\* Previously filed on Schedule 13D, dated July 17, 2000

\*\* Previously filed on Amendment 2 to Schedule 13D, dated September 20, 2005

\*\*\* Previously filed on Amendment 4 to Schedule 13D, dated January 24, 2006