

LABORATORY CORP OF AMERICA HOLDINGS  
Form 10-Q  
August 02, 2011

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

FORM 10-Q

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

For the quarterly period ended June 30, 2011

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-11353

LABORATORY CORPORATION OF  
AMERICA HOLDINGS  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or  
organization)

13-3757370  
(I.R.S. Employer Identification No.)

358 South Main Street,  
Burlington, North Carolina  
(Address of principal executive offices)

27215  
(Zip Code)

(Registrant's telephone number, including area code) 336-229-1127

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (paragraph 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated Filer

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Non-accelerated filer  (Do not check if a smaller reporting company)      Smaller reporting company

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

The number of shares outstanding of the issuer's common stock is 101.4 million shares, net of treasury stock as of July 21, 2011.

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## PART I – FINANCIAL INFORMATION

## Item 1. – Financial Statements

LABORATORY CORPORATION OF AMERICA HOLDINGS AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS

(in millions)

(unaudited)

	June 30, 2011	December 31, 2010
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$118.9	\$230.7
Accounts receivable, net of allowance for doubtful accounts of \$185.5 and \$149.2 at June 30, 2011 and December 31, 2010, respectively	714.8	655.6
Supplies inventories	106.8	103.4
Prepaid expenses and other	64.4	95.7
Deferred income taxes	78.7	58.4
Total current assets	1,083.6	1,143.8
Property, plant and equipment, net	586.4	586.9
Goodwill, net	2,644.3	2,601.3
Intangible assets, net	1,676.0	1,674.1
Joint venture partnerships and equity method investments	79.4	78.5
Other assets, net	98.6	103.2
Total assets	\$6,168.3	\$6,187.8
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$212.5	\$257.8
Accrued expenses and other	444.7	352.9
Noncontrolling interest	153.4	148.1
Short-term borrowings and current portion of long-term debt	215.1	361.7
Total current liabilities	1,025.7	1,120.5
Long-term debt, less current portion	1,788.2	1,826.7
Deferred income taxes and other tax liabilities	586.8	602.3
Other liabilities	166.4	151.4
Total liabilities	3,567.1	3,700.9
Commitments and contingent liabilities	--	--
Noncontrolling interest	21.4	20.6
Shareholders' equity		
Common stock, 101.4 and 102.4 shares outstanding at June 30, 2011 and December 31, 2010, respectively	12.1	12.2
Additional paid-in capital	72.7	53.9

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Retained earnings	3,326.6	3,246.6
Less common stock held in treasury	(940.9 )	(934.9 )
Accumulated other comprehensive income	109.3	88.5
Total shareholders' equity	2,579.8	2,466.3
Total liabilities and shareholders' equity	\$6,168.3	\$6,187.8

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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LABORATORY CORPORATION OF AMERICA HOLDINGS AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
(in millions, except per share data)  
(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Net sales	\$1,403.3	\$1,238.4	\$2,771.7	\$2,432.0
Cost of sales	815.1	704.8	1,615.1	1,391.5
Gross profit	588.2	533.6	1,156.6	1,040.5
Selling, general and administrative expenses	322.7	245.4	605.5	491.4
Amortization of intangibles and other assets	21.5	17.7	43.4	35.1
Restructuring and other special charges	18.3	--	46.2	9.3
Operating income	225.7	270.5	461.5	504.7
Other income (expenses):				
Interest expense	(21.0 )	(14.5 )	(45.0 )	(29.1 )
Equity method income, net	2.6	4.6	4.1	8.4
Investment income	0.2	0.2	0.5	0.5
Other, net	(0.2 )	(0.8 )	(0.1 )	(1.4 )
Earnings before income taxes	207.3	260.0	421.0	483.1
Provision for income taxes	80.6	102.8	163.7	189.7
Net earnings	126.7	157.2	257.3	293.4
Less: Net earnings attributable to the noncontrolling interest	(3.8 )	(3.5 )	(7.3 )	(7.0 )
Net earnings attributable to Laboratory Corporation of America Holdings	\$122.9	\$153.7	\$250.0	\$286.4
Basic earnings per common share	\$1.22	\$1.48	\$2.49	\$2.75
Diluted earnings per common share	\$1.20	\$1.46	\$2.44	\$2.70

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.



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LABORATORY CORPORATION OF AMERICA HOLDINGS AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN  
SHAREHOLDERS' EQUITY

(in millions)

(unaudited)

	Common Stock	Additional Paid-in Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income	Total Shareholders' Equity
<b>BALANCE AT DECEMBER</b>						
31, 2009	\$12.5	\$36.7	\$2,927.9	\$(932.5)	\$ 61.5	\$ 2,106.1
Comprehensive earnings:						
Net earnings attributable to Laboratory Corporation of America Holdings	--	--	286.4	--	--	286.4
Other comprehensive earnings:						
Foreign currency translation adjustments	--	--	--	--	(7.9)	(7.9)
Interest rate swap adjustments	--	--	--	--	4.0	4.0
Tax effect of other comprehensive earnings adjustments	--	--	--	--	1.4	1.4
Comprehensive earnings						283.9
Issuance of common stock under employee stock plans	0.1	36.6	--	--	--	36.7
Surrender of restricted stock awards	--	--	--	(2.4)	--	(2.4)
Stock compensation	--	19.4	--	--	--	19.4
Value of noncontrolling interest put	--	(17.2)	--	--	--	(17.2)
Income tax benefit from stock options exercised	--	4.2	--	--	--	4.2
Purchase of common stock	(0.3)	(79.7)	(141.7)	--	--	(221.7)
<b>BALANCE AT JUNE 30,</b>						
2010	\$12.3	\$--	\$3,072.6	\$(934.9)	\$ 59.0	\$ 2,209.0
<b>BALANCE AT DECEMBER</b>						
31, 2010	\$12.2	\$53.9	\$3,246.6	\$(934.9)	\$ 88.5	\$ 2,466.3
Comprehensive earnings:						
Net earnings attributable to Laboratory Corporation of America Holdings	--	--	250.0	--	--	250.0



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Other comprehensive earnings:						
Foreign currency translation adjustments	--	--	--	--	30.7	30.7
Interest rate swap adjustments	--	--	--	--	2.4	2.4
Tax effect of other comprehensive earnings adjustments	--	--	--	--	(12.3 )	(12.3 )
Comprehensive earnings						270.8
Issuance of common stock under						
employee stock plans	0.1	102.8	--	--	--	102.9
Surrender of restricted stock and						
performance share awards	--	--	--	(6.0 )	--	(6.0 )
Conversion of zero-coupon convertible debt	0.1	36.1	--	--	--	36.2
Stock compensation	--	25.5	--	--	--	25.5
Income tax benefit from stock options exercised	--	9.9	--	--	--	9.9
Purchase of common stock	(0.3 )	(155.5 )	(170.0 )	--	--	(325.8 )
BALANCE AT JUNE 30, 2011	\$12.1	\$72.7	\$3,326.6	\$(940.9 )	\$ 109.3	\$ 2,579.8

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

INDEXLABORATORY CORPORATION OF AMERICA HOLDINGS AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in millions)

(unaudited)

	Six Months Ended June 30,	
	2011	2010
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net earnings	\$257.3	\$293.4
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	115.9	100.1
Stock compensation	25.5	19.4
Loss on sale of assets	0.4	1.3
Accreted interest on zero-coupon subordinated notes	2.5	2.9
Cumulative earnings less than distribution from equity method investments	0.4	--
Deferred income taxes	(19.5 )	3.5
Change in assets and liabilities (net of effects of acquisitions):		
Increase in accounts receivable (net)	(58.4 )	(37.0 )
(Increase) decrease in inventories	(2.7 )	3.8
Decrease in prepaid expenses and other	24.7	11.0
Increase (decrease) in accounts payable	(57.3 )	9.1
Increase in accrued expenses and other	111.4	40.7
Net cash provided by operating activities	400.2	448.2
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Capital expenditures	(75.2 )	(59.0 )
Proceeds from sale of assets	3.1	2.4
Deferred payments on acquisitions	(0.2 )	(2.0 )
Acquisition of licensing technology	--	(0.4 )
Acquisition of businesses, net of cash acquired	(45.0 )	(174.9 )
Net cash used for investing activities	(117.3 )	(233.9 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from revolving credit facilities	85.0	95.0
Payments on revolving credit facilities	(85.0 )	(140.0 )
Principal payments on term loan	(37.5 )	(25.0 )
Payments on zero-coupon subordinated notes	(149.1 )	(4.3 )
Payments on vendor-financed equipment	--	(1.3 )
Increase in bank overdraft	6.0	--
Payments on long-term debt	(0.8 )	--
Payment of debt issuance costs	(0.5 )	--
Proceeds from sale of interest in a consolidated subsidiary	--	137.5
Cash paid to acquire an interest in a consolidated subsidiary	--	(137.5 )
Noncontrolling interest distributions	(2.7 )	(5.8 )
Excess tax benefits from stock based compensation	9.6	2.5
Net proceeds from issuance of stock to employees	102.9	36.7

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Purchase of common stock	(322.8 )	(216.2 )
Net cash used for financing activities	(394.9 )	(258.4 )
Effect of exchange rate changes on cash and cash equivalents	0.2	(0.6 )
Net decrease in cash and cash equivalents	(111.8 )	(44.7 )
Cash and cash equivalents at beginning of period	230.7	148.5
Cash and cash equivalents at end of period	\$118.9	\$103.8

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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LABORATORY CORPORATION OF AMERICA HOLDINGS AND SUBSIDIARIES  
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(dollars and shares in millions, except per share data)

## 1. BASIS OF FINANCIAL STATEMENT PRESENTATION

The consolidated financial statements include the accounts of Laboratory Corporation of America Holdings (the “Company”) and its majority-owned subsidiaries for which it exercises control. Long-term investments in affiliated companies in which the Company exercises significant influence, but which it does not control, are accounted for using the equity method. Investments in which the Company does not exercise significant influence (generally, when the Company has an investment of less than 20% and no representation on the investee’s board of directors) are accounted for using the cost method. All significant inter-company transactions and accounts have been eliminated. The Company does not have any variable interest entities or special purpose entities whose financial results are not included in the condensed consolidated financial statements.

The financial statements of the Company’s foreign subsidiaries are measured using the local currency as the functional currency. Assets and liabilities are translated at exchange rates as of the balance sheet date. Revenues and expenses are translated at average monthly exchange rates prevailing during the period. Resulting translation adjustments are included in “Accumulated other comprehensive income.”

The accompanying condensed consolidated financial statements of the Company are unaudited. In the opinion of management, all adjustments necessary for a fair statement of results of operations, cash flows and financial position have been made. Except as otherwise disclosed, all such adjustments are of a normal recurring nature. Interim results are not necessarily indicative of results for a full year. The year-end condensed consolidated balance sheet data was derived from audited financial statements but does not include all disclosures required by generally accepted accounting principles.

The financial statements and notes are presented in accordance with the rules and regulations of the Securities and Exchange Commission and do not contain certain information included in the Company’s 2010 Annual Report on Form 10-K. Therefore, the interim statements should be read in conjunction with the consolidated financial statements and notes thereto contained in the Company’s annual report.

## 2. EARNINGS PER SHARE

Basic earnings per share is computed by dividing net earnings by the weighted average number of common shares outstanding. Diluted earnings per share is computed by dividing net earnings including the impact of dilutive adjustments by the weighted average number of common shares outstanding plus potentially dilutive shares, as if they had been issued at the earlier of the date of issuance or the beginning of the period presented. Potentially dilutive common shares result primarily from the Company’s outstanding stock options, restricted stock awards, performance share awards, and shares issuable upon conversion of zero-coupon subordinated notes.

The following represents a reconciliation of basic earnings per share to diluted earnings per share:

	Three Months Ended June 30,		Six Months Ended June 30,									
	2011	2010	2011	2010	Income	Shares	Amount	Income	Shares	Amount		
	Per Share		Per Share		Per Share		Per Share		Per Share			
Basic earnings	Income	Shares	Amount	Income	Shares	Amount	Income	Shares	Amount	Income	Shares	Amount

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per share:

Net earnings	\$122.9	100.6	\$1.22	\$153.7	103.5	\$1.48	\$250.0	100.4	\$2.49	\$286.4	104.0	\$2.75
Dilutive effect of employee stock options and awards	--	1.3	--	0.9	--	1.3	--	0.9	--	0.9	--	1.0
E f f e c t o f convertible debt, net of tax	--	0.9	--	1.0	--	0.9	--	0.9	--	1.0	--	1.0

Diluted earnings  
per share:

Net earnings including impact of dilutive adjustments	\$122.9	102.8	\$1.20	\$153.7	105.4	\$1.46	\$250.0	102.6	\$2.44	\$286.4	105.9	\$2.70
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(dollars and shares in millions, except per share data)

The following table summarizes the potential common shares not included in the computation of diluted earnings per share because their impact would have been antidilutive:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2011	2010	2011	2010
Stock options	1.4	2.8	1.2	4.0

### 3. NEW ACCOUNTING PRONOUNCEMENTS

In June 2011, the Financial Accounting Standards Board (“FASB”) issued authoritative guidance on the presentation of comprehensive income. Specifically, this literature allows an entity to present components of net earnings and other comprehensive income in one continuous statement, referred to as the statement of comprehensive income, or in two separate, but consecutive statements. The authoritative guidance eliminates the current option to report other comprehensive income and its components in the statement of changes in shareholders’ equity. While the authoritative guidance changes the presentation of comprehensive income, there are no changes to the components that are recognized in net earnings or other comprehensive income under current accounting guidance. The guidance is effective for fiscal years and interim periods beginning after December 15, 2011. The Company does not believe the adoption of the authoritative guidance in the first quarter of fiscal 2012 will have an impact on its consolidated financial position, results of operations or cash flows.

In May 2011, the FASB issued authoritative guidance to achieve common fair value measurement and disclosure requirements between U.S. generally accepted accounting principles and International Financial Reporting Standards. This new literature amends current fair value measurement and disclosure guidance to include increased transparency around valuation inputs and investment categorization. The guidance is effective for fiscal years and interim periods beginning after December 15, 2011. The Company does not believe the adoption of the authoritative guidance in the first quarter of fiscal 2012 will have an impact on its consolidated financial statements.

### 4. NONCONTROLLING INTEREST PUTS

The partnership units of the holders of the noncontrolling interest in the Ontario, Canada (“Ontario”) joint venture were acquired by the Company on February 8, 2010 for \$137.5. On February 17, 2010, the Company completed a transaction to sell the units acquired from the previous noncontrolling interest holder to a new Canadian partner for the same price. As a result of this transaction, the Company recorded a component of noncontrolling interest in other liabilities and a component in mezzanine equity. Upon the completion of these two transactions, the Company’s financial ownership percentage in the joint venture partnership remained unchanged at 85.6%. Concurrent with the sale to the new partner, the partnership agreement for the Ontario joint venture was amended and restated with substantially the same terms as the previous agreement. The combined contractual value of these puts, in excess of the current noncontrolling interest of \$30.7, totals \$144.1 at June 30, 2011. At June 30, 2011, \$153.4 has been classified as a current liability in the Company’s condensed consolidated balance sheet as the noncontrolling interest that acquired these units has the ability to put its units in the partnership to the Company on December 31, 2011.

Net sales of the Ontario joint venture for the six month and three month periods ended June 30, 2011 were \$154.9 (CN\$151.2) and \$80.8 (CN\$78.1), respectively, and \$140.0 (CN\$144.8) and \$71.1 (CN\$73.1) for the six month and three month periods ended June 30, 2010, respectively.



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(dollars and shares in millions, except per share data)

**5. RESTRUCTURING AND OTHER SPECIAL CHARGES**

During the first six months of 2011, the Company recorded net restructuring charges of \$24.2. Of this amount, \$13.3 related to severance and other personnel costs, and \$13.8 primarily related to facility-related costs associated with the ongoing integration of the Genzyme Genetics\* and Westcliff acquisitions. These charges were offset by restructuring credits of \$2.9 resulting from the reversal of unused severance and facility closure liabilities. In addition, the Company recorded fixed assets impairment charges of \$7.2 primarily related to equipment and leasehold improvements in closed facilities. The Company also recorded a special charge of \$14.8 related to a write-off of certain assets and liabilities related to an investment made in a prior year.

During the first quarter of 2010, the Company recorded net restructuring charges of \$3.1 related to severance payments and the closing of redundant and underutilized facilities. Of this amount, \$3.9 related to severance and other employee costs for employees primarily in the affected facilities, and \$0.6 related to contractual obligations associated with leased facilities and other facility related costs. The Company also reduced its prior facility related restructuring accruals by \$1.4 as a result of incurring less cost than planned on those restructuring initiatives primarily due to favorable settlements on lease buyouts. In addition, the Company recorded a special charge of \$6.2 related to the write-off of development costs incurred on systems abandoned during the quarter.

\* Genzyme Genetics and its logo are trademarks of Genzyme Corporation and used by Esoterix Genetic Laboratories, LLC (“EGL”), a wholly-owned subsidiary of the Company, under license. EGL and the Company are operated independently from Genzyme Corporation.

**6. RESTRUCTURING RESERVES**

The following represents the Company’s restructuring activities for the period indicated:

	Severance and Other Employee Costs	Lease and Other Facility Costs	Total
Balance as of December 31, 2010	\$4.9	\$12.9	\$17.8
Restructuring charges	13.3	13.8	27.1
Reduction of prior restructuring accruals	(2.4 )	(0.5 )	(2.9 )
Cash payments and other adjustments	(6.4 )	(3.9 )	(10.3 )
Balance as of June 30, 2011	\$9.4	\$22.3	\$31.7
Current			\$19.0
Non-current			12.7
			\$31.7

**7. GOODWILL AND INTANGIBLE ASSETS**

The changes in the carrying amount of goodwill for the six-month period ended June 30, 2011 and for the year ended December 31, 2010 are as follows:



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	June 30, 2011	December 31, 2010
Balance as of January 1	\$2,601.3	\$1,897.1
Goodwill acquired during the period	44.2	704.4
Adjustments to goodwill	(1.2 )	(0.2 )
Balance at end of period	\$2,644.3	\$2,601.3

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LABORATORY CORPORATION OF AMERICA HOLDINGS AND SUBSIDIARIES  
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(dollars and shares in millions, except per share data)

The components of identifiable intangible assets are as follows:

	June 30, 2011		December 31, 2010	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Customer relationships	\$1,163.3	\$ (399.1 )	\$1,146.0	\$ (370.0 )
Patents, licenses and technology	144.7	(82.0 )	144.7	(75.7 )
Non-compete agreements	28.0	(12.1 )	26.6	(9.4 )
Trade name	123.5	(55.6 )	123.3	(50.3 )
Canadian licenses	765.3	--	738.9	--
	\$2,224.8	\$ (548.8 )	\$2,179.5	\$ (505.4 )

Amortization of intangible assets for the six month and three month periods ended June 30, 2011 was \$43.4 and \$21.5, respectively, and \$35.1 and \$17.7 for the six month and three month periods ended June 30, 2010, respectively. Amortization expense for the net carrying amount of intangible assets is estimated to be \$42.7 for the remainder of fiscal 2011, \$81.8 in fiscal 2012, \$76.2 in fiscal 2013, \$73.4 in fiscal 2014, \$69.8 in fiscal 2015 and \$566.8 thereafter.

The Ontario operation had \$765.3 and \$738.9 of value assigned to the partnership's indefinite lived Canadian licenses to conduct diagnostic testing services in the province as of June 30, 2011 and December 31, 2010, respectively.

## 8. DEBT

Short-term borrowings and the current portion of long-term debt at June 30, 2011 and December 31, 2010 consisted of the following:

	June 30, 2011	December 31, 2010
Zero-coupon convertible subordinated notes	\$140.1	\$286.7
Term loan, current	75.0	75.0
Total short-term borrowings and current portion of long-term debt	\$215.1	\$361.7

Long-term debt at June 30, 2011 and December 31, 2010 consisted of the following:

	June 30, 2011	December 31, 2010
Senior notes due 2013	\$350.7	\$350.9
Senior notes due 2015	250.0	250.0
Senior notes due 2016	325.0	325.0
Senior notes due 2020	600.0	600.0

Term loan, non-current	262.5	300.0
Other long-term debt	--	0.8
Total long-term debt	\$1,788.2	\$1,826.7

#### Zero-coupon Subordinated Notes

During the six months ended June 30, 2011, the Company settled notices to convert approximately \$183.2 aggregate principal amount at maturity of its zero-coupon subordinated notes with a conversion value of \$240.7. The total cash used for these settlements was \$149.1 and the Company also issued 0.9 additional shares of common stock. As a result of these conversions, the Company also reversed approximately \$36.1 of deferred tax liability to reflect the tax benefit realized upon issuance of the shares. The Company's zero-coupon subordinated notes are considered common stock equivalents and are included in the potentially diluted shares as disclosed in footnote 2. Earnings Per Share.

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(dollars and shares in millions, except per share data)

On March 14, 2011, the Company announced that for the period of March 12, 2011 to September 11, 2011, the zero-coupon subordinated notes will accrue contingent cash interest at a rate of no less than 0.125% of the average market price of a zero-coupon subordinated note for the five trading days ended March 9, 2011, in addition to the continued accrual of the original issue discount.

On July 1, 2011, the Company announced that its zero-coupon subordinated notes may be converted into cash and common stock at the conversion rate of 13.4108 per \$1,000 principal amount at maturity of the notes, subject to the terms of the zero-coupon subordinated notes and the Indenture, dated as of October 24, 2006 between the Company and The Bank of New York Mellon, as trustee and conversion agent. In order to exercise the option to convert all or a portion of the zero-coupon subordinated notes, holders are required to validly surrender their zero-coupon subordinated notes at any time during the calendar quarter beginning July 1, 2011, through the close of business on the last business day of the calendar quarter, which is 5:00 p.m., New York City time, on Friday, September 30, 2011.

#### Credit Facilities

The balances outstanding on the Company's Term Loan Facility at June 30, 2011 and December 31, 2010 were \$337.5 and \$375.0, respectively. There were no balances outstanding on the Company's Revolving Facility at June 30, 2011 and December 31, 2010. The Term Loan Facility and Revolving Facility bear interest at varying rates based upon LIBOR plus a percentage based on the Company's credit rating with Standard & Poor's Ratings Services. The Term Loan Facility and Revolving Facility contain certain debt covenants which require that the Company maintain a leverage ratio of no more than 2.5 to 1.0 and an interest coverage ratio of at least 5.0 to 1.0. Both ratios are calculated in relation to EBITDA (Earnings Before Interest, Taxes, Depreciation, and Amortization). The credit agreement allows payment of dividends provided that the Company is not in default (as defined in the agreement) and its leverage ratio is less than 2.0 to 1.0. The Company was in compliance with all covenants as of June 30, 2011. As of June 30, 2011, the leverage and interest coverage ratios were 1.6 to 1.0 and 14.9 to 1.0, respectively.

As of June 30, 2011, the effective interest rates on the Term Loan Facility and Revolving Facility were 0.87% and 0.54%, respectively.

#### 9. PREFERRED STOCK AND COMMON SHAREHOLDERS' EQUITY

The Company is authorized to issue up to 265.0 shares of common stock, par value \$0.10 per share. The Company's treasury shares are recorded at aggregate cost. The Company is authorized to issue up to 30.0 shares of preferred stock, par value \$0.10 per share. There were no preferred shares outstanding as of June 30, 2011.

The changes in common shares issued and held in treasury are summarized below:

	Issued	Held in Treasury	Outstanding
Common shares at December 31, 2010	124.5	(22.1 )	102.4
Common stock issued under employee stock plans	1.7	--	1.7
Common stock issued upon conversion of zero-coupon subordinated notes	0.9	--	0.9
Surrender of restricted stock and performance share awards	--	(0.1 )	(0.1 )
Retirement of common stock	(3.5 )	--	(3.5 )

Common shares at June 30, 2011	123.6	(22.2	)	101.4
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#### Share Repurchase Program

As of December 31, 2010, the Company had outstanding authorization from the Board of Directors to purchase approximately \$234.3 of Company common stock. On February 10, 2011, the Company announced the Board of Directors authorized the purchase of \$500.0 of additional shares of the Company's common stock. During the six months ended June 30, 2011, the Company purchased approximately 3.5 shares of its common stock at a total cost of approximately \$325.8. As of June 30, 2011, the Company had outstanding authorization from the Board of Directors to purchase approximately \$408.5 of Company common stock.

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10. INCOME TAXES

The Company does not recognize a tax benefit, unless the Company concludes that it is more likely than not that the benefit will be sustained on audit by the taxing authority based solely on the technical merits of the associated tax position. If the recognition threshold is met, the Company recognizes a tax benefit measured at the largest amount of the tax benefit that the Company believes is greater than 50% likely to be realized.

The gross unrecognized income tax benefits were \$57.9 and \$53.6 at June 30, 2011 and December 31, 2010, respectively. It is anticipated that the amount of the unrecognized income tax benefits will change within the next twelve months; however, these changes are not expected to have a significant impact on the results of operations, cash flows or the financial position of the Company.

As of June 30, 2011 and December 31, 2010, \$58.9 and \$54.6, respectively, is the approximate amount of unrecognized income tax benefits that, if recognized, would favorably affect the effective income tax rate in future periods.

The Company recognizes interest and penalties related to unrecognized income tax benefits in income tax expense. Accrued interest and penalties related to uncertain tax positions totaled \$13.9 and \$12.2 as of June 30, 2011 and December 31, 2010, respectively.

The Company has substantially concluded all U.S. federal income tax matters for years through 2006. Substantially all material state and local, and foreign income tax matters have been concluded through 2005 and 2001, respectively.

The Company has various state income tax examinations ongoing throughout the year. Management believes adequate provisions have been recorded related to all open tax years.

11. COMMITMENTS AND CONTINGENCIES

The Company is involved in a number of judicial, regulatory, and arbitration proceedings (including those described below) concerning matters arising in connection with the conduct of the Company's business activities. Many of these proceedings are at preliminary stages, and many of these cases seek an indeterminate amount of damages.

The Company records an aggregate legal reserve, which is determined using actuarial calculations around historical loss rates and assessment of trends experienced in settlements and defense costs. In accordance with ASC 450 "Contingencies", the Company establishes reserves for judicial, regulatory, and arbitration matters outside the aggregate legal reserve if and when those matters present loss contingencies that are both probable and estimable and would exceed the aggregate legal reserve. When loss contingencies are not both probable and estimable, the Company does not establish separate reserves.

Management is unable to estimate a range of reasonably possible loss for cases described below in which damages either have not been specified or, in management's judgment, are unsupported and/or exaggerated and (i) the proceedings are in early stages; (ii) there is uncertainty as to the outcome of pending appeals or motions; (iii) there are significant factual issues to be resolved; and/or (iv) there are novel legal issues to be presented. For these cases, however, management does not believe, based on currently available information, that the outcomes of these

proceedings will have a material adverse effect on the Company's financial condition, though the outcomes could be material to the Company's operating results for any particular period, depending, in part, upon the operating results for such period.

A subsidiary of the Company, DIANON Systems, Inc. ("DIANON"), is the appellant in a wrongful termination lawsuit originally filed by G. Berry Schumann in Superior Court in the State of Connecticut. After a jury trial, the state court entered judgment against DIANON, with total damages, attorney's fees, and pre-judgment interest payable by DIANON, of approximately \$10.0. DIANON filed a notice of appeal in December 2009, and the case has been transferred to the Connecticut Supreme Court. The Court heard oral argument on May 18, 2011 and the parties await the Court's decision on DIANON's appeal.

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As previously reported on July 14, 2011, the Company reached an agreement in principle to settle the previously disclosed lawsuit, California ex rel. Hunter Laboratories, LLC et al. v. Quest Diagnostics Incorporated, et al., to avoid the uncertainty and costs associated with prolonged litigation. The original lawsuit was brought against the Company and several other major laboratories operating in California and alleged that the defendants improperly billed the state Medicaid program and, therefore, violated the California False Claims Act. The original complaint was dismissed on the basis of (i) misjoinder and (ii) lack of particularity in the claims and a separate amended complaint was filed against the Company on December 14, 2009. The complaint against the Company sought a refund of alleged overpayments made to the Company from November 7, 1995 through November 2009, plus simple interest of 7% per year, calculated as of the filing date to total \$97.5. In addition, the suit sought continuing damages past November 2009 plus treble damages, civil penalties of \$0.01 per each alleged false claim, recovery of costs, attorney's fees, and legal expenses, and pre- and post-judgment interest. The Company filed an answer to the new Complaint on February 5, 2010. Pursuant to the settlement in principle, the Company will pay \$49.5 to resolve all claims brought against the Company in the lawsuit without any admission of liability. As a result of the settlement in principle, the Company recorded litigation settlement expense of \$34.5 (net of a previously recorded reserve of \$15.0) in the second quarter of 2011. The settlement is subject to the negotiation and execution of a Settlement Agreement and Release.

In addition, the Company has received three other subpoenas since 2007 related to Medicaid billing. In June 2010, the Company received a subpoena from the State of Florida requesting documents related to its billing to Florida Medicaid. In February 2009, the Company received a subpoena from the Commonwealth of Virginia seeking documents related to the Company's billing for state Medicaid. In October 2009, the Company received a subpoena from the State of Michigan seeking documents related to its billing to Michigan Medicaid. The Company also responded to an October 2007 subpoena from the United States Office of Inspector General's regional office in New York and a September 2009 subpoena from the United States Office of Inspector General's regional office in Massachusetts regarding certain of its billing practices. The Company is cooperating with the requests.

On August 19, 2010, Aetna, Inc., Aetna Health Holdings, LLC and Aetna Health Management, LLC filed a lawsuit against Laboratory Corporation of America Holdings in the United States District Court for the Eastern District of Pennsylvania, alleging unfair competition, misrepresentation, interference and breach of contract, and violation of trade secret laws. Aetna is seeking unspecified monetary damages and equitable relief. The Company filed a motion to dismiss the complaint and the Court issued an order dismissing the case on May 26, 2011. On June 6, 2011, the Plaintiffs filed a motion for reconsideration of the Court's ruling, and on July 18, 2011, the Court issued an order denying the motion.

The Company is involved from time to time in various claims and legal actions, including arbitrations, class actions, and other litigation, arising in the ordinary course of business. Some of these actions involve claims that are substantial in amount. These matters include, but are not limited to, intellectual property disputes, professional liability, employee related matters, and inquiries, including subpoenas and other civil investigative demands, from governmental agencies and Medicare or Medicaid payers and managed care payers reviewing billing practices or requesting comment on allegations of billing irregularities that are brought to their attention through billing audits or third parties. The Company works cooperatively to respond to appropriate requests for information.



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The Company is also named from time to time in suits brought under the qui tam provisions of the False Claims Act and comparable state laws. These suits typically allege that the Company has made false statements and/or certifications in connection with claims for payment from federal or state health care programs. They may remain under seal (hence, unknown to the Company) for some time while the government decides whether to intervene on behalf of the qui tam plaintiff. Such claims are an inevitable part of doing business in the health care field today.

The Company believes that it is in compliance in all material respects with all statutes, regulations and other requirements applicable to its clinical laboratory operations. The clinical laboratory testing industry is, however, subject to extensive regulation, and the courts have not interpreted many of these statutes and regulations. There can be no assurance therefore that those applicable statutes and regulations will not be interpreted or applied by a prosecutorial, regulatory or judicial authority in a manner that would adversely affect the Company. Potential sanctions for violation of these statutes and regulations include significant fines and the loss of various licenses, certificates and authorizations.

Under the Company's present insurance programs, coverage is obtained for catastrophic exposure as well as those risks required to be insured by law or contract. The Company is responsible for the uninsured portion of losses related primarily to general, professional and vehicle liability, certain medical costs and workers' compensation. The self-insured retentions are on a per occurrence basis without any aggregate annual limit. Provisions for losses expected under these programs are recorded based upon the Company's estimates of the aggregated liability of claims incurred. At June 30, 2011, the Company had provided letters of credit aggregating approximately \$37.3, primarily in connection with certain insurance programs. The Company's availability under its Revolving Facility is reduced by the amount of these letters of credit.

At June 30, 2011, the Company was a guarantor on approximately \$1.0 of equipment leases. These leases were entered into by a joint venture in which the Company owns a 50% interest and have a remaining term of approximately one year.

## 12. PENSION AND POSTRETIREMENT PLANS

The Company's defined contribution retirement plan (the "401K Plan") covers substantially all employees. All employees eligible for the 401K Plan receive a minimum 3% non-elective contribution concurrent with each payroll period. The 401K Plan also permits discretionary contributions by the Company of 1% to 3% of pay for eligible employees based on service. The cost of this plan was \$22.4 and \$19.8 for the six months ended June 30, 2011 and 2010, respectively.

The Company also maintains a frozen defined benefit retirement plan (the "Company Plan"), that as of December 31, 2009, covered substantially all employees. The benefits to be paid under the Company Plan are based on years of credited service through December 31, 2009 and ongoing interest credits. Effective January 1, 2010, the Company Plan was closed to new participants. The Company's policy is to fund the Company Plan with at least the minimum amount required by applicable regulations.

The Company maintains a second unfunded, non-contributory, non-qualified defined benefit retirement plan (the "PEP"), that as of December 31, 2009, covered substantially all of its senior management group. The PEP supplements the Company Plan and was closed to new participants effective January 1, 2010.

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The effect on operations for the Company Plan and the PEP is summarized as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Service cost for benefits earned	\$0.7	\$0.6	\$1.3	\$1.3
Interest cost on benefit obligation	4.2	4.6	8.6	9.2
Expected return on plan assets	(4.8 )	(4.6 )	(9.3 )	(9.3 )
Net amortization and deferral	2.0	2.0	3.7	4.0
Defined benefit plan costs	\$2.1	\$2.6	\$4.3	\$5.2

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For the six months ended June 30, 2011 and 2010, the Company made no contributions to its defined benefit retirement plan.

The Company assumed obligations under a subsidiary's post-retirement medical plan. Coverage under this plan is restricted to a limited number of existing employees of the subsidiary. This plan is unfunded and the Company's policy is to fund benefits as claims are incurred. The effect on operations of the post-retirement medical plan is shown in the following table:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Service cost for benefits earned	\$0.1	\$0.1	\$0.2	\$0.2
Interest cost on benefit obligation	0.5	0.6	1.1	1.2
Net amortization and deferral	--	(0.1 )	--	(0.3 )
Postretirement medical plan costs	\$0.6	\$0.6	\$1.3	\$1.1

## 13. FAIR VALUE MEASUREMENTS

The Company's population of financial assets and liabilities subject to fair value measurements as of June 30, 2011 and December 31, 2010 are as follows:

	Fair value as of June 30, 2011	Fair Value Measurements as of June 30, 2011 Using Fair Value Hierarchy		
		Level 1	Level 2	Level 3
Noncontrolling interest puts	\$174.8	\$--	\$174.8	\$--
Derivatives				
Embedded derivatives related to the zero-coupon subordinated notes	\$--	\$--	\$--	\$--
Interest rate swap liability	--	--	--	--
Total fair value of derivatives	\$--	\$--	\$--	\$--
	Fair value as of December 31, 2010	Fair Value Measurements as of December 31, 2010 Using Fair Value Hierarchy		
		Level 1	Level 2	Level 3
Noncontrolling interest puts	\$168.7	\$--	\$168.7	\$--
Derivatives				
Embedded derivatives related to the zero-coupon subordinated notes	\$--	\$--	\$--	\$--
Interest rate swap liability	2.4	--	2.4	--

Total fair value of derivatives	\$2.4	\$--	\$2.4	\$--
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The noncontrolling interest puts are valued at their contractually determined values, which approximate fair values. The fair values for the embedded derivatives and interest rate swap are based on observable inputs or quoted market prices from various banks for similar instruments.

The carrying amounts of cash and cash equivalents, accounts receivable, income taxes receivable, and accounts payable are considered to be representative of their respective fair values due to their short-term nature. The fair market value of the zero-coupon subordinated notes, based on market pricing, was approximately \$222.6 and \$419.5 as of June 30, 2011 and December 31, 2010, respectively. The fair market value of the senior notes, based on market pricing, was approximately \$1,594.8 and \$1,549.8 as of June 30, 2011 and December 31, 2010, respectively. As of June 30, 2011 and December 31, 2010, the estimated fair market value of the Company's variable rate debt of \$336.1 and \$370.1, respectively, was estimated by calculating the net present value of related cash flows, discounted at current market rates.

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14. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

The Company addresses its exposure to market risks, principally the market risk associated with changes in interest rates, through a controlled program of risk management that includes, from time to time, the use of derivative financial instruments such as interest rate swap agreements (see Interest Rate Swap section below). Although the Company's zero-coupon subordinated notes contain features that are considered to be embedded derivative instruments (see Embedded Derivative section below), the Company does not hold or issue derivative financial instruments for trading purposes. The Company does not believe that its exposure to market risk is material to the Company's financial position or results of operations.

Interest Rate Swap

The interest rate swap agreement to hedge variable interest rate risk on the Company's variable interest rate term loan expired on March 31, 2011. On a quarterly basis under the swap, the Company paid a fixed rate of interest (2.92%) and received a variable rate of interest based on the three-month LIBOR rate on an amortizing notional amount of indebtedness equivalent to the term loan balance outstanding. The swap was designated as a cash flow hedge. Accordingly, the Company recognized the fair value of the swap in the condensed consolidated balance sheets and any changes in the fair value were recorded as adjustments to accumulated other comprehensive income (loss), net of tax. The fair value of the interest rate swap agreement was the estimated amount that the Company would have paid or received to terminate the swap agreement at the reporting date. The fair value of the swap was a liability of \$2.4 at December 31, 2010 and was included in other liabilities in the respective condensed consolidated balance sheet.

Embedded Derivatives Related to the Zero-Coupon Subordinated Notes

The Company's zero-coupon subordinated notes contain the following two features that are considered to be embedded derivative instruments under authoritative guidance in connection with accounting for derivative instruments and hedging activities:

- 1) The Company will pay contingent cash interest on the zero-coupon subordinated notes after September 11, 2006, if the average market price of the notes equals 120% or more of the sum of the issue price, accrued original issue discount and contingent additional principal, if any, for a specified measurement period.
- 2) Holders may surrender zero-coupon subordinated notes for conversion during any period in which the rating assigned to the zero-coupon subordinated notes by Standard & Poor's Ratings Services is BB- or lower.

The Company believes these embedded derivatives had no fair value at June 30, 2011 and December 31, 2010. These embedded derivatives also had no impact on the condensed consolidated statements of operations for the six months ended June 30, 2011 and 2010.

The following table summarizes the fair value and presentation in the condensed consolidated balance sheets for derivatives designated as hedging instruments (interest rate swap liability derivative) as of June 30, 2011 and December 31, 2010, respectively:

Balance Sheet Location	Fair Value as of	
	June 30, 2011	December 31, 2010
Other liabilities	\$--	\$2.4

The following table summarizes the effect of the interest rate swap on other comprehensive income for the six months ended June 30, 2011 and 2010:

	2011	2010
Effective portion of derivative gain	\$2.4	\$4.0

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## 15. SUPPLEMENTAL CASH FLOW INFORMATION

	Six Months Ended June 30,	
	2011	2010
Supplemental schedule of cash flow information:		
Cash paid during period for:		
Interest	\$39.4	\$24.2
Income taxes, net of refunds	148.4	155.7
Disclosure of non-cash financing and investing activities:		
Accrued repurchases of common stock	\$3.0	\$5.5

## 16. BUSINESS ACQUISITIONS

During the six months ended June 30, 2011, the Company acquired various laboratories and related assets for approximately \$45.0 in cash (net of cash acquired). These acquisitions were made primarily to extend the Company's geographic reach in important market areas and/or enhance the Company's scientific differentiation and esoteric testing capabilities.

In April 2011, the Company and Orchid Cellmark Inc. ("Orchid") announced that they had entered into a definitive agreement and plan of merger under which the Company will acquire all of the outstanding shares of Orchid in a cash tender offer for \$2.80 per share for a total purchase price to stockholders and optionholders of approximately \$85.4. The tender offer and the merger are subject to customary closing conditions set forth in the agreement and plan of merger, including the acquisition in the tender offer of a majority of Orchid's fully diluted shares and the expiration or early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended ("HSR Act"). The closing of the acquisition is expected in the third quarter of 2011. The Company has received lawsuits filed by putative classes of shareholders of Orchid in New Jersey and Delaware state courts and federal court in New Jersey alleging breaches of fiduciary duty and/or other violations of state law arising out of the proposed acquisition of Orchid. Both Orchid and the Company are named in the lawsuits. The federal court lawsuit was subsequently dismissed and the New Jersey state court actions have been stayed. The remaining Delaware lawsuits have been consolidated and will be vigorously defended.

In addition, the Company has received a request for additional information (commonly referred to as a "Second Request") from the Federal Trade Commission ("FTC") in connection with the Company's proposed acquisition of Orchid. The Company is cooperating with FTC staff since the Company originally filed its required notification pursuant to the HSR Act on April 18, 2011. The Company intends to continue to cooperate with the FTC to obtain clearance as promptly as possible. The issuance of the Second Request extends the HSR Act waiting period to ten days after the Company has substantially complied with the request, unless that period is terminated earlier by the FTC.

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

FORWARD-LOOKING STATEMENTS

The Company has made in this report, and from time to time may otherwise make in its public filings, press releases and discussions by Company management, forward-looking statements concerning the Company's operations, performance and financial condition, as well as its strategic objectives. Some of these forward-looking statements can be identified by the use of forward-looking words such as "believes", "expects", "may", "will", "should", "seeks", "approximates", "intends", "plans", "estimates", or "anticipates" or the negative of those words or other comparable terminology. Such forward-looking statements are subject to various risks and uncertainties and the Company claims the protection afforded by the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. Actual results could differ materially from those currently anticipated due to a number of factors in addition to those discussed elsewhere herein and in the Company's other public filings, press releases and discussions with Company management, including:

1. changes in federal, state, local and third party payer regulations or policies or other future reforms in the health care system (or in the interpretation of current regulations), new insurance or payment systems, including state or regional insurance cooperatives, new public insurance programs or a single-payer system, affecting governmental and third-party coverage or reimbursement for clinical laboratory testing;
2. adverse results from investigations or audits of clinical laboratories by the government, which may include significant monetary damages, refunds and/or exclusion from the Medicare and Medicaid programs;
3. loss or suspension of a license or imposition of a fine or penalties under, or future changes in, or interpretations of, the law or regulations of the Clinical Laboratory Improvement Act of 1967, and the Clinical Laboratory Improvement Amendments of 1988, or those of Medicare, Medicaid, the False Claims Act or other federal, state or local agencies;
4. failure to comply with the Federal Occupational Safety and Health Administration requirements and the Needlestick Safety and Prevention Act, which may result in penalties and loss of licensure;
5. failure to comply with HIPAA, including changes to federal and state privacy and security obligations and changes to HIPAA, including those changes included within HITECH and any subsequent amendments, which could result in increased costs, denial of claims and/or significant penalties;
6. failure to maintain the security of customer-related information or compliance with security requirements could damage the Company's reputation with customers, cause it to incur substantial additional costs and become subject to litigation;
7. failure of the Company, third party payers or physicians to comply with Version 5010 Transactions by January 1, 2012 or the ICD-10-CM Code Set issued by the Department of Health and Human Services and effective for claims submitted as of October 1, 2013;



8. increased competition, including competition from companies that do not comply with existing laws or regulations or otherwise disregard compliance standards in the industry;
9. increased price competition, competitive bidding for laboratory tests and/or changes or reductions to fee schedules;
10. changes in payer mix, including an increase in capitated reimbursement mechanisms or the impact of a shift to consumer-driven health plans;
11. failure to obtain and retain new customers and alliance partners, or a reduction in tests ordered or specimens submitted by existing customers;
12. failure to retain or attract managed care business as a result of changes in business models, including new risk based or network approaches, or other changes in strategy or business models by managed care companies;

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13. failure to effectively integrate and/or manage newly acquired businesses, including Genzyme Genetics, and the cost related to such integrations;
14. the effects of the acquisition of Genzyme Genetics on the Company's cash position and levels of indebtedness;
15. adverse results in litigation matters;
16. inability to attract and retain experienced and qualified personnel;
17. failure to maintain the Company's days sales outstanding and/or bad debt expense levels;
18. decrease in the Company's credit ratings by Standard & Poor's and/or Moody's;
19. discontinuation or recalls of existing testing products;
20. failure to develop or acquire licenses for new or improved technologies, or customers using new technologies to perform their own tests;
21. inability to commercialize newly licensed tests or technologies or to obtain appropriate coverage or reimbursement for such tests, which could result in impairment in the value of certain capitalized licensing costs;
22. changes in government regulations or policies, including regulations and policies of the Food and Drug Administration, affecting the approval, availability of, and the selling and marketing of diagnostic tests;
23. inability to obtain and maintain adequate patent and other proprietary rights for protection of the Company's products and services and successfully enforce the Company's proprietary rights;
24. the scope, validity and enforceability of patents and other proprietary rights held by third parties which might have an impact on the Company's ability to develop, perform, or market the Company's tests or operate its business;
25. failure in the Company's information technology systems resulting in an increase in testing turnaround time or billing processes or the failure to meet future regulatory or customer information technology, data security and connectivity requirements;
26. failure of the Company's financial information systems resulting in failure to meet required financial reporting deadlines;
27. failure of the Company's disaster recovery plans to provide adequate protection against the interruption of business and/or to permit the recovery of business operations;
28. business interruption or other impact on the business due to adverse weather (including hurricanes), fires and/or other natural disasters, terrorism or other criminal acts, and/or widespread outbreak of influenza or other pandemic illness;

29. liabilities that result from the inability to comply with corporate governance requirements;
30. significant deterioration in the economy or financial markets which could negatively impact the Company's testing volumes, cash collections and the availability of credit for general liquidity or other financing needs;
31. changes in reimbursement by foreign governments and foreign currency fluctuations;  
and
32. expenses and risks associated with international operations, including compliance with laws and regulations that differ from the United States, and economic, political, legal, operational and other risks associated with foreign markets.

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## GENERAL (dollars in millions, except per share data)

During the first six months of 2011, the Company continued to strengthen its financial performance through volume growth in its core and esoteric testing, pricing discipline and expense control.

On December 1, 2010, the Company acquired Genzyme Genetics, a business unit of Genzyme Corporation, for approximately \$925.2 in cash (net of cash acquired). The Genzyme Genetics acquisition was made to expand the Company's capabilities in reproductive, genetic, hematology-oncology and clinical trials central laboratory testing, enhance the Company's esoteric testing capabilities and advance the Company's personalized medicine strategy.

On October 28, 2010, in conjunction with the acquisition of Genzyme Genetics, the Company entered into a \$925.0 bridge term loan credit agreement. The Company replaced and terminated the bridge term loan credit agreement in November 2010 by making an offering in the debt capital markets. On November 19, 2010, the Company sold \$925.0 in debt securities, consisting of \$325.0 aggregate principal amount of 3.125% Senior Notes due May 15, 2016 and \$600.0 aggregate principal amount of 4.625% Senior Notes due November 15, 2020.

Due to the normal post-acquisition enrollment process for government payers and contract assignment process for managed care payers, the Company has experienced delays in billing for services rendered by Genzyme Genetics. Cash collections, receivable agings and DSO in the first six months of 2011 were negatively impacted by these delays. The Company expects the delays to be resolved in due course and the related billings and collections to be brought up-to-date during the third quarter of 2011.

## RESULTS OF OPERATIONS (amounts in millions except Revenue Per Requisition info)

Operating results for the six months ended June 30, 2011 and 2010 were negatively impacted by severe winter weather primarily in the eastern and middle sections of the country during the first quarters of 2011 and 2010. The Company's testing facilities were not damaged by the severe winter weather; however, specimen volume was negatively impacted due to patients' inability to visit doctors' offices and patient service centers – the sources of the majority of testing volume. During the six months ended June 30, 2011 and 2010 inclement weather had an impact on the Company's results, reducing volume by an estimated 0.5 and 0.6, respectively, and reducing revenue by an estimated \$22.0 and \$23.0, respectively.

Three months ended June 30, 2011 compared with three months ended June 30, 2010

## Net Sales

	Quarter ended June 30,			
	2011	2010	% Change	
Net sales				
Routine Testing	\$790.5	\$745.5	6.0	%
Genomic and Esoteric Testing	532.0	421.8	26.1	%
Ontario, Canada	80.8	71.1	13.6	%
Total	\$1,403.3	\$1,238.4	13.3	%

	Number of Requisitions Quarter ended June 30,			
	2011	2010	% Change	
Volume				
Routine Testing	21.5	20.8	3.6	%

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Genomic and Esoteric Testing	7.5	6.8	9.6	%
Ontario, Canada	2.4	2.3	1.7	%
Total	31.4	29.9	4.8	%

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	Quarter ended June 30,		% Change	
	2011	2010		
Revenue Per Requisition				
Routine Testing	\$36.76	\$35.92	2.3	%
Genomic and Esoteric Testing	70.91	61.64	15.0	%
Ontario, Canada	33.80	30.26	11.7	%
Total	\$44.70	\$41.35	8.1	%

The increase in net sales for the three months ended June 30, 2011 as compared with the corresponding 2010 period was driven primarily by incremental revenue from recent acquisitions including Genzyme Genetics (8% of growth in revenue and 6.4% of growth in revenue per requisition), the Company's organic volume growth and continued shift in test mix to higher priced genomic and esoteric tests along with growth in revenue per requisition for such testing, and increases in the Canadian exchange rate. Genomic and esoteric testing volume as a percentage of total volume increased from 22.9% in 2010 to 23.9% in 2011. Revenue per requisition and volume growth for genomic and esoteric testing was primarily due to the incremental revenue and volume from Genzyme Genetics. Net sales of the Ontario joint venture were \$80.8 for the three months ended June 30, 2011 compared to \$71.1 in the corresponding 2010 period, an increase of \$9.7, or 13.6%. Net sales of the Ontario joint venture were impacted by a weaker U.S. dollar in 2011 as compared with 2010. In Canadian dollars, net sales of the Ontario joint venture increased by CN\$5.0, or 6.8%.

Cost of Sales	Quarter ended June 30,		% Change	
	2011	2010		
Cost of sales	\$815.1	\$704.8	15.6	%
Cost of sales as a % of sales	58.1	% 56.9	%	

Cost of sales (primarily laboratory and distribution costs) increased 15.6% in the 2011 period as compared with the 2010 period primarily due to incremental costs from recent acquisitions including Genzyme Genetics, increases in labor, and the continued shift in test mix to genomic and esoteric testing. As a percentage of net sales, cost of sales increased to 58.1% in 2011 from 56.9% in 2010. The increase in cost of sales as a percentage of net sales is primarily due to lower margins on recently acquired operations that have not been fully integrated into the Company's operating cost structure as of June 30, 2011.

## Selling, General and Administrative Expenses

	Quarter ended June 30,		% Change	
	2011	2010		
Selling, general and administrative expenses	\$322.7	\$245.4	31.5	%
SG&A as a % of sales	23.0	% 19.8	%	

Selling, general and administrative ("SG&A") expenses as a percentage of net sales increased to 23.0% in the second quarter of 2011 compared to 19.8% in 2010. The increase in SG&A as a percentage of net sales is primarily due to the recently announced settlement of the Hunter Labs litigation in California for \$34.5 (\$49.5 settlement less previously recorded reserves of \$15.0), \$1.1 in legal costs associated with the planned acquisition of Orchid Cellmark, and expenses from recently acquired operations that have not been fully integrated into the Company's operating cost structure as of June 30, 2011. As an offset to the increase in SG&A as a percentage of net sales, bad debt expense decreased to 4.7% of net sales in 2011 as compared with 4.8% in 2010 primarily due to improved collection trends resulting from process improvement programs within the Company's billing department and field operations.

Amortization of Intangibles and Other Assets

	Quarter ended June 30,		% Change	
	2011	2010		
Amortization of intangibles and other assets	\$21.5	\$17.7	21.5	%

The increase in amortization of intangibles and other assets primarily reflects certain acquisitions closed during 2011 and 2010.

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## Restructuring and Other Special Charges

	Quarter ended June 30,		
	2011	2010	% Change
Restructuring and other special charges	\$18.3	\$--	N/A

During the second quarter of 2011, the Company recorded net restructuring charges of \$11.1. Of this amount, \$9.3 related to severance and other personnel costs, and \$4.0 primarily related to facility-related costs associated with the ongoing integration of the Genzyme Genetics and Westcliff acquisitions. These charges were offset by a restructuring credit of \$2.2 resulting from the reversal of unused severance and facility closure liabilities. These restructuring initiatives are expected to provide annualized cost savings of approximately \$35.2. In addition, the Company recorded fixed assets impairment charges of \$7.2 primarily related to equipment and leasehold improvements in closed facilities.

	Quarter ended June 30,		
	2011	2010	% Change
Interest expense	\$21.0	\$14.5	44.8 %

The increase in interest expense was primarily due to interest incurred during 2011 in connection with proceeds from the senior notes offering of \$925.0 in November 2010. Other interest related costs decreased due to lower average borrowings outstanding in the second quarter of 2011 as compared with the 2010 period primarily due to principal payments on the Term Loan Facility and the settlement of approximately \$149.1 of the zero-coupon subordinated notes in the first six months of 2011. In addition, the effective interest rate on the Term Loan Facility was lower in 2011 as compared with the 2010 period due to the expiration of the interest rate swap on March 31, 2011.

## Equity Method Income

	Quarter ended June 30,		
	2011	2010	% Change
Equity method income	\$2.6	\$4.6	(43.5) %

Equity method income represents the Company's ownership share in joint venture partnerships along with stock investments in other companies in the clinical diagnostic industry. The decrease in income in the second quarter of 2011 as compared with the 2010 period is primarily due to the Company's share of losses in the Cincinnati, Ohio joint venture and the Canada, China and Western Europe equity method investment.

	Quarter ended June 30,		
	2011	2010	% Change
Income tax expense	\$80.6	\$102.8	(21.6) %
Income tax expense as a % of income before tax	38.9 %	39.5 %	

The decrease in the effective tax rate for 2011 as compared to 2010 was primarily the result of lower taxes on foreign earnings.

Six months ended June 30, 2011 compared with six months ended June 30, 2010



## Net Sales

	Six Months Ended June		% Change	
	2011	2010		
Net sales				
Routine Testing	\$1,566.5	\$1,463.8	7.0	%
Genomic and Esoteric Testing	1,050.3	828.2	26.8	%
Ontario, Canada	154.9	140.0	10.6	%
Total	\$2,771.7	\$2,432.0	14.0	%

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	Number of Requisitions Six Months Ended June 30,			% Change
	2011	2010		
Volume				
Routine Testing	42.8	41.1	4.3	%
Genomic and Esoteric Testing	14.7	13.3	10.4	%
Ontario, Canada	4.7	4.6	0.7	%
Total	62.2	59.0	5.4	%
	Six Months Ended June 30,			% Change
	2011	2010		
Revenue Per Requisition				
Routine Testing	\$36.60	\$35.66	2.6	%
Genomic and Esoteric Testing				