QUEST DIAGNOSTICS INC (DGX)

10-Q

Quarterly report pursuant to sections 13 or 15(d)
Filed on 07/26/2012
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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, 2012
Commission file number 001-12215

Quest Diagnostics Incorporated

Three Giralda Farms
Madison, NJ 07940
(973) 520-2700

Delaware
(State of Incorporation)

16-1387862
(I.R.S. Employer Identification Number)

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 (§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 ☐
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 ☒

As of July 19, 2012, there were outstanding 158,750,985 shares of the registrant’s common stock, $.01 par value.

PART I - FINANCIAL INFORMATION

Page

Item 1. Financial Statements

Index to consolidated financial statements filed as part of this report:

QUEST DIAGNOSTICS INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2012 AND 2011
(unaudited)
(in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Net revenues	$ 1,906,810	$ 1,903,201	$ 3,843,266	$ 3,724,778
Operating costs and expenses:				
Cost of services	1,110,514	1,104,394	2,227,052	2,201,392
Selling, general and administrative	440,788	462,789	941,429	910,647
Amortization of intangible assets	20,169	18,592	40,400	28,441
Other operating expense, net	591	572	52	236,484
Total operating costs and expenses	1,572,062	1,586,347	3,208,933	3,376,964
Operating income	334,748	316,854	634,333	347,814
Other income (expense):				
Interest expense, net	(41,942)	(46,581)	(84,275)	(84,510)
Equity earnings in unconsolidated joint ventures	7,372	7,869	14,981	15,568
Other (expense) income, net	(1,256)	(346)	3,501	1,862
Total non-operating expenses, net	(35,826)	(39,058)	(65,793)	(67,080)
Income from continuing operations before taxes	298,922	277,796	568,540	280,734
Income tax expense	112,394	105,762	213,771	154,988
Income from continuing operations	186,528	172,034	354,769	125,746
Income (loss) from discontinued operations, net of taxes	(55)	(507)	219	(881)
Net income	186,473	171,527	354,988	124,865
Less: Net income attributable to noncontrolling interests	8,768	8,384	18,165	15,583
Net income attributable to Quest Diagnostics	$ 177,705	$ 163,143	$ 336,823	$ 109,282
Amounts attributable to Quest Diagnostics' stockholders:				
Income from continuing operations	$ 177,760	$ 163,650	$ 336,604	$ 110,163
Income (loss) from discontinued operations, net of taxes	(55)	(507)	219	(881)
Net income	$ 177,705	$ 163,143	$ 336,823	$ 109,282
Earnings per share attributable to Quest Diagnostics' common stockholders - basic:				
Income from continuing operations	$ 1.12	$ 1.03	$ 2.12	$ 0.68
Income (loss) from discontinued operations	—	—	—	—
Net income	$ 1.12	$ 1.03	$ 2.12	$ 0.68
Earnings per share attributable to Quest Diagnostics' common stockholders - diluted:				
Income from continuing operations	$ 1.11	$ 1.02	$ 2.10	$ 0.68
Income (loss) from discontinued operations	—	—	—	(0.01)
Net income	$ 1.11	$ 1.02	$ 2.10	$ 0.67
Weighted average common shares outstanding:				
Basic	158,477	157,607	158,385	159,548
Diluted	159,784	159,352	159,745	161,278
Dividends per common share	$ 0.17	$ 0.10	$ 0.34	$ 0.20

The accompanying notes are an integral part of these statements.

QUEST DIAGNOSTICS INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2012 AND 2011
(unaudited)
(in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	**2011**	**2012**	**2011**
Net income	$ 186,473	$ 171,527	$ 354,988	$ 124,865
Other comprehensive income (loss):				
Currency translation	(19,183)	1,970	(967)	26,474
Market valuation, net of tax	44	(346)	245	(1,596)
Net deferred loss on cash flow hedges, net of tax	210	210	420	(1,461)
Other comprehensive (loss) income	(18,929)	1,834	(302)	23,417
Comprehensive income	167,544	173,361	354,686	148,282
Less: Comprehensive income attributable to noncontrolling interests	8,768	8,384	18,165	15,583
Comprehensive income attributable to Quest Diagnostics	$ 158,776	$ 164,977	$ 336,521	$ 132,699

The accompanying notes are an integral part of these statements.

QUEST DIAGNOSTICS INCORPORATED AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
JUNE 30, 2012 AND DECEMBER 31, 2011
(in thousands, except per share data)

	June 30, 2012	December 31, 2011
	(unaudited)	
Assets		
Current assets:		
Cash and cash equivalents	$ 173,742	$ 164,886
Accounts receivable, net of allowance for doubtful accounts of $249,472 and $237,339 at June 30, 2012 and December 31, 2011, respectively	941,469	906,455
Inventories	90,098	89,132
Deferred income taxes	163,457	153,328
Prepaid expenses and other current assets	108,409	87,459
Total current assets	1,477,175	1,401,260
Property, plant and equipment, net	788,626	799,771
Goodwill	5,822,551	5,795,765
Intangible assets, net	1,016,293	1,035,612
Other assets	288,202	280,971
Total assets	$9,392,847	$ 9,313,379
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable and accrued expenses	$ 880,221	$ 906,764
Short-term borrowings and current portion of long-term debt	444,497	654,395
Total current liabilities	1,324,718	1,561,159
Long-term debt	3,378,190	3,370,522
Other liabilities	668,804	666,699
Stockholders' equity:		
Quest Diagnostics stockholders' equity:		
Common stock, par value $0.01 per share; 600,000 shares authorized at both June 30, 2012 and December 31, 2011; 215,058 shares and 214,607 shares issued at June 30, 2012 and December 31, 2011, respectively	2,151	2,146
Additional paid-in capital	2,357,648	2,347,518
Retained earnings	4,546,307	4,263,599
Accumulated other comprehensive loss	(8,369)	(8,067)
Treasury stock, at cost; 56,763 shares and 57,187 shares at June 30, 2012 and December 31, 2011, respectively	(2,902,533)	(2,912,324)
Total Quest Diagnostics stockholders' equity	3,995,204	3,692,872
Noncontrolling interests	25,931	22,127
Total stockholders' equity	4,021,135	3,714,999
Total liabilities and stockholders' equity	$9,392,847	$ 9,313,379

The accompanying notes are an integral part of these statements.

QUEST DIAGNOSTICS INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED JUNE 30, 2012 AND 2011
(unaudited)
(in thousands)

	Six Months Ended June 30,	
	2012	**2011**
Cash flows from operating activities:		
Net income	$ 354,988	$ 124,865
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	144,029	136,084
Provision for doubtful accounts	147,183	145,985
Deferred income tax (benefit) provision	(11,305)	8,890
Stock-based compensation expense	34,178	35,192
Excess tax benefits from stock-based compensation arrangements	(3,929)	(4,786)
Provision for special charge	—	236,000
Other, net	264	6,430
Changes in operating assets and liabilities:		
Accounts receivable	(181,918)	(194,057)
Accounts payable and accrued expenses	(87,698)	(74,546)
Settlement of special charge	—	(241,000)
Income taxes payable	28,648	39,323
Other assets and liabilities, net	(12,306)	1,703
Net cash provided by operating activities	412,134	220,083
Cash flows from investing activities:		
Business acquisitions, net of cash acquired	(50,568)	(1,136,380)
Sale of securities acquired in business acquisition	—	213,541
Capital expenditures	(77,408)	(78,624)
Increase in investments and other assets	(2,565)	(6,503)
Net cash used in investing activities	(130,541)	(1,007,966)
Cash flows from financing activities:		
Proceeds from borrowings	685,000	2,433,329
Repayments of debt	(899,646)	(1,108,786)
Purchases of treasury stock	(100,000)	(835,001)
Exercise of stock options	90,579	97,216
Excess tax benefits from stock-based compensation arrangements	3,929	4,786
Dividends paid	(53,981)	(32,930)
Distributions to noncontrolling interests	(15,795)	(16,850)
Other financing activities, net	17,177	(18,964)
Net cash (used in) provided by financing activities	(272,737)	522,800
Net change in cash and cash equivalents	8,856	(265,083)
Cash and cash equivalents, beginning of period	164,886	449,301
Cash and cash equivalents, end of period	$ 173,742	$ 184,218

The accompanying notes are an integral part of these statements.

QUEST DIAGNOSTICS INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
FOR THE SIX MONTHS ENDED JUNE 30, 2012 AND 2011
(unaudited)
(in thousands)

		Quest Diagnostics Stockholders' Equity						
	Shares of Common Stock Outstanding	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Compre-hensive Loss	Treasury Stock, at Cost	Non-controlling Interests	Total Stock-holders' Equity
Balance, December 31, 2011	157,420	$ 2,146	$2,347,518	$4,263,599	$ (8,067)	$(2,912,324)	$ 22,127	$ 3,714,999
Net income				336,823			18,165	354,988
Other comprehensive loss, net of tax					(302)			(302)
Dividends declared				(54,115)				(54,115)
Distributions to noncontrolling interests							(15,795)	(15,795)
Issuance of common stock under benefit plans	996	8	1,523			8,582		10,113
Stock-based compensation expense			32,393			1,785		34,178
Exercise of stock options	1,950		(8,845)			99,424		90,579
Shares to cover employee payroll tax withholdings on stock issued under benefit plans	(342)	(3)	(19,721)					(19,724)
Tax benefits associated with stock-based compensation plans			4,780					4,780
Purchases of treasury stock	(1,729)					(100,000)		(100,000)
Other							1,434	1,434
Balance, June 30, 2012	158,295	$ 2,151	$2,357,648	$4,546,307	$ (8,369)	$(2,902,533)	$ 25,931	$ 4,021,135

		Quest Diagnostics Stockholders' Equity						
	Shares of Common Stock Outstanding	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Compre-hensive Income	Treasury Stock, at Cost	Non-controlling Interests	Total Stock-holders' Equity
Balance, December 31, 2010	170,717	$ 2,142	$2,311,421	$3,867,420	$ 10,626	$(2,158,129)	$ 20,645	$ 4,054,125
Net income				109,282			15,583	124,865
Other comprehensive income, net of tax					23,417			23,417
Dividends declared				(31,665)				(31,665)
Distributions to noncontrolling interests							(16,850)	(16,850)
Issuance of common stock under benefit plans	972	7	1,274			8,770		10,051
Stock-based compensation expense			33,418			1,774		35,192
Exercise of stock options	2,240		(16,220)			113,436		97,216
Shares to cover employee payroll tax withholdings on stock issued under benefit plans	(339)	(3)	(19,283)					(19,286)
Tax benefits associated with stock-based compensation plans			6,464					6,464
Purchases of treasury stock	(15,378)					(835,001)		(835,001)
Other							2,068	2,068
Balance, June 30, 2011	158,212	$ 2,146	$2,317,074	$3,945,037	$ 34,043	$(2,869,150)	$ 21,446	$ 3,450,596

The accompanying notes are an integral part of these statements.

QUEST DIAGNOSTICS INCORPORATED AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands unless otherwise indicated)

1. DESCRIPTION OF BUSINESS

Background

Quest Diagnostics Incorporated and its subsidiaries ("Quest Diagnostics" or the "Company") is the world's leading provider of diagnostic testing, information and services, providing insights that enable patients and physicians to make better healthcare decisions. Quest Diagnostics offers patients and physicians the broadest access to diagnostic laboratory services through the Company's nationwide network of laboratories and patient service centers. The Company provides interpretive consultation through the largest medical and scientific staff in the industry, with hundreds of M.D.s and Ph.D.s, primarily located in the United States. Quest Diagnostics is the leading provider of clinical testing, including gene-based and esoteric testing, and anatomic pathology services, and the leading provider of risk assessment services for the life insurance industry in North America. The Company is also a leading provider of testing for clinical trials and testing for drugs-of-abuse. The Company's diagnostics products business manufactures and markets diagnostic test kits and specialized point-of-care testing. Quest Diagnostics empowers healthcare organizations and clinicians with robust information technology solutions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The interim consolidated financial statements reflect all adjustments which in the opinion of management are necessary for a fair statement of results of operations, comprehensive income, financial condition, cash flows and stockholders' equity for the periods presented. Except as otherwise disclosed, all such adjustments are of a normal recurring nature. The interim consolidated financial statements have been compiled without audit. Operating results for the interim periods are not necessarily indicative of the results that may be expected for the full year. These interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements included in the Company’s 2011 Annual Report on Form 10-K.

The year-end balance sheet data was derived from the audited financial statements as of December 31, 2011 , but does not include all the disclosures required by accounting principles generally accepted in the United States (“GAAP”).

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Earnings Per Share

The Company’s unvested restricted common stock and unvested restricted stock units that contain non-forfeitable rights to dividends are participating securities and, therefore, are included in the earnings allocation in computing earnings per share using the two-class method. Basic earnings per common share is calculated by dividing net income, adjusted for earnings allocated to participating securities, by the weighted average number of common shares outstanding. Diluted earnings per common share is calculated by dividing net income, adjusted for earnings allocated to participating securities, by the weighted average number of common shares outstanding after giving effect to all potentially dilutive common shares outstanding during the period. Potentially dilutive common shares include the dilutive effect of outstanding stock options and performance share units granted under the Company’s Amended and Restated Employee Long-Term Incentive Plan and its Amended and Restated Non-Employee Director Long-Term Incentive Plan. Earnings allocable to participating securities include the portion of dividends declared as well as the portion of undistributed earnings during the period allocable to participating securities.

Adoption of New Accounting Standards

On January 1, 2012, the Company adopted an amendment issued by the Financial Accounting Standards Board ("FASB") to the accounting standards related to fair value measurements and disclosure requirements. This standard provides certain amendments to the existing guidance on the use and application of fair value measurements and maintains a definition of fair value that is based on the notion of exit price. The adoption of this standard did not have a material impact on the Company's consolidated financial statements.

On January 1, 2012, the Company adopted amendments issued by the FASB to the accounting standards related to the presentation of comprehensive income. These standards revise the manner in which entities present comprehensive income in their financial statements and remove the option to present items of other comprehensive income in the statement of changes in stockholders' equity. These standards require an entity to report components of comprehensive income in either (1) a continuous statement of comprehensive income, or (2) two separate but consecutive statements of net income and other comprehensive income. The Company modified its financial statements presentation using the latter alternative.

On January 1, 2012, the Company adopted revised guidance issued by the FASB related to the testing of goodwill for impairment. Under the revised guidance, an entity has the option to perform a qualitative assessment of whether it is more-likely-than-not that a reporting unit's fair value is less than its carrying value prior to performing the two-step quantitative goodwill impairment test. If, based on the qualitative factors, an entity determines that the fair value of the reporting unit is greater than its carrying amount, then the entity would not be required to perform the two-step quantitative impairment test for that reporting unit. However, if the qualitative assessment indicates that it is not more-likely-than-not that the reporting unit's fair value exceeds its carrying value, then the quantitative assessment must be performed. An entity is permitted to perform the qualitative assessment on none, some or all of its reporting units and may also elect to bypass the qualitative assessment and begin with the quantitative assessment of goodwill impairment. This amendment did not have a material impact on the Company's consolidated financial statements.

3. EARNINGS PER SHARE

The computation of basic and diluted earnings per common share was as follows (in thousands, except per share data):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Amounts attributable to Quest Diagnostics' stockholders:				
Income from continuing operations	$ 177,760	$ 163,650	$ 336,604	$ 110,163
Income (loss) from discontinued operations, net of taxes	(55)	(507)	219	(881)
Net income attributable to Quest Diagnostics' common stockholders	$ 177,705	$ 163,143	$ 336,823	$ 109,282
Income from continuing operations	$ 177,760	$ 163,650	$ 336,604	$ 110,163
Less: Earnings allocated to participating securities	722	877	1,326	967
Earnings available to Quest Diagnostics' common stockholders – basic and diluted	$ 177,038	$ 162,773	$ 335,278	$ 109,196
Weighted average common shares outstanding – basic	158,477	157,607	158,385	159,548
Effect of dilutive securities:				
Stock options and performance share units	1,307	1,745	1,360	1,730
Weighted average common shares outstanding – diluted	159,784	159,352	159,745	161,278
Earnings per share attributable to Quest Diagnostics' common stockholders – basic:				
Income from continuing operations	$ 1.12	$ 1.03	$ 2.12	$ 0.68
Income (loss) from discontinued operations	—	—	—	—
Net income	$ 1.12	$ 1.03	$ 2.12	$ 0.68
Earnings per share attributable to Quest Diagnostics' common stockholders – diluted:				
Income from continuing operations	$ 1.11	$ 1.02	$ 2.10	$ 0.68
Income (loss) from discontinued operations	—	—	—	(0.01)
Net income	$ 1.11	$ 1.02	$ 2.10	$ 0.67

The following securities were not included in the calculation of diluted earnings per share due to their antidilutive effect (shares in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Stock options and performance share units	2,463	2,275	2,229	2,154

(dollars in thousands unless otherwise indicated)

4. FAIR VALUE MEASUREMENTS

The following table provides a summary of the recognized assets and liabilities that are measured at fair value on a recurring basis:

		Basis of Fair Value Measurements		
		Quoted Prices in Active Markets for Identical Assets / Liabilities	Significant Other Observable Inputs	Significant Unobservable Inputs
June 30, 2012		**Level 1**	**Level 2**	**Level 3**
Assets:				
Interest rate swaps	$ 65,218	$ —	$ 65,218	$ —
Trading securities	48,434	48,434	—	—
Cash surrender value of life insurance policies	23,487	—	23,487	—
Available-for-sale equity securities	1,048	—	—	1,048
Foreign currency forward contracts	77	—	77	—
Total	$ 138,264	$ 48,434	$ 88,782	$ 1,048
Liabilities:				
Deferred compensation liabilities	$ 76,192	$ —	$ 76,192	$ —
Foreign currency forward contracts	459	—	459	—
Total	$ 76,651	$ —	$ 76,651	$ —

		Basis of Fair Value Measurements		
		Quoted Prices in Active Markets for Identical Assets / Liabilities	Significant Other Observable Inputs	Significant Unobservable Inputs
December 31, 2011		**Level 1**	**Level 2**	**Level 3**
Assets:				
Interest rate swaps	$ 56,520	$ —	$ 56,520	$ —
Trading securities	46,926	46,926	—	—
Cash surrender value of life insurance policies	20,936	—	20,936	—
Available-for-sale equity securities	646	—	—	646
Foreign currency forward contracts	180	—	180	—
Total	$ 125,208	$ 46,926	$ 77,636	$ 646
Liabilities:				
Deferred compensation liabilities	$ 71,688	$ —	$ 71,688	$ —
Foreign currency forward contracts	1,648	—	1,648	—
Total	$ 73,336	$ —	$ 73,336	$ —

A full description regarding the Company's fair value measurements is contained in Note 5 to the Consolidated Financial Statements in the Company's 2011 Annual Report on Form 10-K.

Investments in available-for-sale equity securities consist of the revaluation of an existing investment in unregistered

(dollars in thousands unless otherwise indicated)

common shares of a publicly-held company. This investment is classified within Level 3 because the unregistered securities contain restrictions on their sale, and therefore, the fair value measurement reflects a discount for the effect of the restriction.

The carrying amounts of cash and cash equivalents, accounts receivable and accounts payable and accrued expenses approximate fair value based on the short maturities of these instruments. At June 30, 2012, the fair value of the Company's debt was estimated at $4.3 billion, which exceeded the carrying value by $500 million. At December 31, 2011, the fair value of the Company's debt was estimated at $4.4 billion, which exceeded the carrying value by $387 million. Principally all of the Company's debt is classified within Level 1 of the fair value hierarchy because the fair value of the debt is estimated based on rates currently offered to the Company with identical terms and maturities, using quoted active market prices and yields, taking into account the underlying terms of the debt instruments.

5. SETTLEMENT OF CALIFORNIA LAWSUIT

On May 9, 2011, the Company announced an agreement in principle to settle, and on May 19, 2011, the Company finalized a settlement of, a *qui tam* case filed by a competitor under the California False Claims Act in California state court (the "California Lawsuit") related to the Company's billing practices to Medi-Cal, the California Medicaid program. While denying liability, in order to avoid the uncertainty, expense and risks of litigation, the Company agreed to resolve these matters for $241 million. As a result of the agreement in principle, the Company recorded a pre-tax charge to earnings in the first quarter of 2011 of $236 million (the "Medi-Cal charge"), which represented the cost to resolve the matters noted above and related claims, less amounts previously reserved for related matters. The Company funded the $241 million payment in the second quarter of 2011 with cash on hand and borrowings under its existing credit facilities.

6. TAXES ON INCOME

Income tax expense for the six months ended June 30, 2012 and 2011 was $214 million and $155 million, respectively. The decrease in the effective income tax rate for the six months ended June 30, 2012, compared to the prior year period, is primarily due to the Medi-Cal charge in the first quarter of 2011 (see Note 5), a portion for which a tax benefit was not recorded.

7. GOODWILL AND INTANGIBLE ASSETS

The changes in goodwill for the six months ended June 30, 2012 and for the year ended December 31, 2011 are as follows:

	June 30, 2012	December 31, 2011
Balance at beginning of period	$ 5,795,765	$ 5,101,938
Goodwill acquired during the period	28,144	701,087
Decrease related to foreign currency translation	(1,358)	(7,260)
Balance at end of period	$ 5,822,551	$ 5,795,765

Approximately 90% of the Company’s goodwill as of June 30, 2012 and December 31, 2011 was associated with its clinical testing business.

For the six months ended June 30, 2012, goodwill acquired was principally associated with the acquisition of S.E.D. Medical Laboratories. Of the all-cash purchase price of $50.5 million, approximately $28 million and $19 million, respectively, represented goodwill, which is deductible for tax purposes, and intangible assets, principally comprised of customer-related intangibles.

For the year ended December 31, 2011, goodwill acquired was principally associated with the Athena Diagnostics ("Athena") and Celera Corporation ("Celera") acquisitions. A full description of the Company’s acquisitions is contained in Note 4 to the Consolidated Financial Statements in the Company’s 2011 Annual Report on Form 10-K.

(dollars in thousands unless otherwise indicated)

Intangible assets at June 30, 2012 and December 31, 2011 consisted of the following:

	Weighted Average Amortization Period	June 30, 2012			December 31, 2011		
		Cost	Accumulated Amortization	Net	Cost	Accumulated Amortization	Net
Amortizing intangible assets:							
Customer-related intangibles	19 years	$ 648,161	$ (209,874)	$ 438,287	$ 630,671	$ (193,131)	$ 437,540
Non-compete agreements	4 years	46,163	(19,955)	26,208	45,798	(14,633)	31,165
Technology	14 years	170,044	(35,066)	134,978	165,113	(27,929)	137,184
Other	8 years	149,762	(34,592)	115,170	146,613	(23,552)	123,061
Total	16 years	1,014,130	(299,487)	714,643	988,195	(259,245)	728,950
Intangible assets not subject to amortization:							
Tradenames		300,371	—	300,371	300,648	—	300,648
In-process research and development		120	—	120	5,250	—	5,250
Other		1,159	—	1,159	764	—	764
Total intangible assets		$ 1,315,780	$ (299,487)	$ 1,016,293	$ 1,294,857	$ (259,245)	$ 1,035,612

Amortization expense related to intangible assets was $20.2 million and $18.6 million for the three months ended June 30, 2012 and 2011 , respectively. For the six months ended June 30, 2012 and 2011 , amortization expense related to intangible assets was $40.4 million and $28.4 million , respectively.

The estimated amortization expense related to amortizable intangible assets for each of the five succeeding fiscal years and thereafter as of June 30, 2012 is as follows:

Fiscal Year Ending December 31,	
Remainder of 2012	$ 39,818
2013	78,383
2014	76,028
2015	64,666
2016	57,956
2017	53,349
Thereafter	344,443
Total	$ 714,643

8. FINANCIAL INSTRUMENTS

The Company uses derivative financial instruments to manage its exposure to market risks for changes in interest rates and foreign currencies. This strategy includes the use of interest rate swap agreements, forward starting interest rate swap agreements, treasury lock agreements and foreign currency forward contracts to manage its exposure to movements in interest and currency rates. The Company has established policies and procedures for risk assessment and the approval, reporting and monitoring of derivative financial instrument activities. These policies prohibit holding or issuing derivative financial instruments for speculative purposes. The Company does not enter into derivative financial instruments that contain credit-risk-related contingent features or requirements to post collateral.

(dollars in thousands unless otherwise indicated)

A summary of the fair values of derivative instruments in the consolidated balance sheets is stated in the table below:

	June 30, 2012		December 31, 2011	
	Balance Sheet Classification	Fair Value	Balance Sheet Classification	Fair Value
Derivatives Designated as Hedging Instruments				
Asset Derivatives:				
Interest rate swaps	Other assets	$ 65,218	Other assets	$ 56,520
Derivatives Not Designated as Hedging Instruments				
Asset Derivatives:				
Foreign currency forward contracts	Other current assets	77	Other current assets	180
Liability Derivatives:				
Foreign currency forward contracts	Other current liabilities	459	Other current liabilities	1,648
Total Net Derivatives Asset		$ 64,836		$ 55,052

A full description regarding the Company's use of derivative financial instruments is contained in Note 12 to the Consolidated Financial Statements in the Company's 2011 Annual Report on Form 10-K.

Interest Rate Risk

The Company is exposed to interest rate risk on its cash and cash equivalents and its debt obligations. Interest income earned on cash and cash equivalents may fluctuate as interest rates change; however, due to their relatively short maturities, the Company does not hedge these assets or their investment cash flows and the impact of interest rate risk is not material. The Company's debt obligations consist of fixed-rate and variable-rate debt instruments. The Company's primary objective is to achieve the lowest overall cost of funding while managing the variability in cash outflows within an acceptable range. In order to achieve this objective, the Company has entered into interest rate swaps. Interest rate swaps involve the periodic exchange of payments without the exchange of underlying principal or notional amounts. Net settlements between the counterparties are recognized as an adjustment to interest expense.

Interest Rate Derivatives – Cash Flow Hedges

The Company has entered into various interest rate lock agreements and forward starting interest rate swap agreements to hedge part of the Company's interest rate exposure associated with the variability in future cash flows attributable to changes in interest rates. The total net loss, net of taxes, recognized in accumulated other comprehensive loss, related to the Company's cash flow hedges as of June 30, 2012 and December 31, 2011 was $7.2 million and $7.7 million , respectively. The loss recognized on the Company's cash flow hedges for the three and six months ended June 30, 2012 and 2011 , as a result of ineffectiveness, was not material. The net amount of deferred losses on cash flow hedges that is expected to be reclassified from accumulated other comprehensive loss into earnings within the next twelve months is $1.3 million .

Interest Rate Derivatives – Fair Value Hedges

The Company maintains various fixed-to-variable interest rate swaps which have an aggregate notional amount of $550 million and variable interest rates based on six-month LIBOR plus 0.54% and one-month LIBOR plus 1.33% . These derivative financial instruments are accounted for as fair value hedges of a portion of the Senior Notes due 2016 and a portion of the Senior Notes due 2020 and effectively convert that portion of the debt into variable interest rate debt. These interest rate swaps are classified as assets with fair values of $65.2 million and $56.5 million at June 30, 2012 and December 31, 2011 , respectively. Since inception, the fair value hedges have been effective; therefore, there is no impact on earnings for the three and six months ended June 30, 2012 and 2011 as a result of hedge ineffectiveness.

Foreign Currency Risk

The Company is exposed to market risk for changes in foreign exchange rates primarily under certain intercompany receivables and payables. Foreign exchange forward contracts are used to mitigate the exposure of the eventual net cash inflows or outflows resulting from these intercompany transactions. The objective is to hedge a portion of the forecasted foreign currency risk over a rolling 12-month time horizon to mitigate the eventual impacts of changes in foreign exchange rates on the cash flows of the intercompany transactions. As of June 30, 2012, the gross notional amount of foreign currency forward contracts in U.S. dollars was $17.2 million and principally consists of contracts in Swedish krona. The Company does not designate these derivative instruments as hedges under current accounting standards unless the benefits of doing so are material. The Company's foreign exchange exposure is not material to the Company's consolidated financial condition or results of operations. The Company does not hedge its net investment in non-U.S. subsidiaries because it views those investments as long-term in nature.

9. STOCKHOLDERS' EQUITY

Components of Comprehensive Income

The market valuation adjustments represent unrealized holding gains (losses) on available-for-sale securities, net of taxes. The net deferred loss on cash flow hedges represents deferred losses on the Company's interest rate related derivative financial instruments designated as cash flow hedges, net of amounts reclassified to interest expense (see Note 8). For the three and six months ended June 30, 2012 and 2011, the tax effects related to the market valuation adjustments and deferred losses were not material. Foreign currency translation adjustments are not adjusted for income taxes since they relate to indefinite investments in non-U.S. subsidiaries.

Dividend Program

During each of the first three quarters of 2011, the Company's Board of Directors declared a quarterly cash dividend of $0.10 per common share and in October 2011, declared an increase in the quarterly cash dividend from $0.10 per common share to $0.17 per common share. During each of the quarters in 2012, the Company's Board of Directors declared a quarterly cash dividend of $0.17 per common share.

Share Repurchase Plan

In January 2012, the Company's Board of Directors authorized the Company to repurchase an additional $1 billion of the Company's common stock, increasing the total available authorization at that time to $1.1 billion. The share repurchase authorization has no set expiration or termination date.

For the three months ended June 30, 2012, the Company repurchased 882 thousand shares of its common stock at an average price of $56.70 per share for a total of $50 million. For the six months ended June 30, 2012, the Company repurchased 1.7 million shares of its common stock at an average price of $57.83 per share for a total of $100 million. For the three and six months ended June 30, 2012, the Company reissued 0.7 million shares and 2.2 million shares, respectively, for employee benefit plans. At June 30, 2012, $965 million remained available under the Company's share repurchase authorizations.

For the six months ended June 30, 2011, the Company repurchased, in a transaction which occurred in the first quarter, 15.4 million shares of its common stock from SB Holdings Capital Inc., a wholly-owned subsidiary of GlaxoSmithKline plc., at an average price of $54.30 per share for a total of $835 million. For the three and six months ended June 30, 2011, the Company reissued 1.1 million shares and 2.4 million shares, respectively, for employee benefit plans.

(dollars in thousands unless otherwise indicated)

10. SUPPLEMENTAL CASH FLOW & OTHER DATA

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Depreciation expense	$ 51,686	$ 54,127	$ 103,629	$ 107,643
Interest expense	(42,639)	(47,231)	(85,626)	(85,510)
Interest income	697	650	1,351	1,000
Interest expense, net	(41,942)	(46,581)	(84,275)	(84,510)
Interest paid	32,208	17,539	81,990	72,583
Income taxes paid	192,556	97,119	202,809	107,721
Assets acquired under capital leases	1,763	1,876	2,955	2,697
Businesses acquired:				
Fair value of assets acquired	—	1,555,444	50,800	1,555,444
Fair value of liabilities assumed	—	148,192	269	148,192
Fair value of net assets acquired	—	1,407,252	50,531	1,407,252
Merger consideration paid (payable)	12	(158,560)	37	(158,560)
Cash paid for business acquisitions	12	1,248,692	50,568	1,248,692
Less: Cash acquired	—	112,312	—	112,312
Business acquisitions, net of cash acquired	$ 12	$ 1,136,380	$ 50,568	$ 1,136,380

11. COMMITMENTS AND CONTINGENCIES

The Company has a line of credit with a financial institution totaling $85 million for the issuance of letters of credit (the “Letter of Credit Line”). The Letter of Credit Line, which is renewed annually, matures on November 18, 2012 .

In support of its risk management program, to ensure the Company’s performance or payment to third parties, $60 million in letters of credit were outstanding at June 30, 2012 . The letters of credit primarily represent collateral for current and future automobile liability and workers’ compensation loss payments. In addition, $5 million of bank guarantees were outstanding at June 30, 2012 in support of certain foreign operations.

Contingent Lease Obligations

The Company is subject to contingent obligations under certain leases and other instruments incurred in connection with real estate activities and other operations associated with LabOne, Inc., which the Company acquired in 2005, and certain of its predecessor companies. No liability has been recorded for any of these potential contingent obligations. See Note 16 to the Consolidated Financial Statements contained in the Company’s 2011 Annual Report on Form 10-K for further details.

Other Legal Matters

The Company is involved in various legal proceedings. Some of the proceedings against the Company involve claims that could be substantial in amount.

In November 2009, the U.S. District Court for the Southern District of New York partially unsealed a civil complaint, U.S. ex rel. Fair Laboratory Practices Associates v. Quest Diagnostics Incorporated, filed against the Company under the whistleblower provisions of the federal False Claims Act. The complaint alleged, among other things, violations of the federal Anti-Kickback Statute and the federal False Claims Act in connection with the Company's pricing of laboratory services. The

complaint seeks damages for alleged false claims associated with laboratory tests reimbursed by government payors, treble damages and civil penalties. In March 2011, the district court granted the Company's motion to dismiss the relators' complaint and disqualified the relators and their counsel from pursuing an action based on the facts alleged in the complaint; the relators filed a notice of appeal. The government was given additional time to decide whether to join the case. In July 2011, the government filed a notice declining to intervene in the action and the Court entered a final judgment in the Company's favor. The relators' appeal is pending.

In April 2010, a putative class action was filed against the Company and NID in the U.S. District Court for the Eastern District of New York on behalf of entities that allegedly purchased or paid for certain of NID's test kits. The complaint alleges that certain of NID's test kits were defective and that defendants, among other things, violated RICO and state consumer protection laws. The complaint alleges an unspecified amount of damages. The Company filed a motion to dismiss this complaint. In April 2012, the Magistrate Judge issued a report and recommendation recommending that the court dismiss the complaint. Following the Magistrate Judge's report, the plaintiff agreed to dismiss their case with prejudice.

In August 2010, a shareholder derivative action entitled *Cornish v. Quest Diagnostics Incorporated, et al.* was filed in New Jersey state court on behalf of the Company against the directors and certain officers of the Company. The complaint alleges that the defendants breached their fiduciary duties in connection with, among other things, alleged overcharges by the Company to Medi-Cal, the California Medicaid program, for testing services, and seeks unspecified compensatory damages and equitable relief. The action was dismissed without prejudice. On July 21, 2011, the action was re-filed. In June 2011 and October 2011, two additional shareholder derivative actions were filed in New Jersey state court raising allegations similar to those in the Cornish case. The Company filed motions to dismiss each of the three complaints. The court granted the Company's motion to dismiss the *Cornish* complaint. The other two actions were consolidated and, in light of the dismissal of the *Cornish* complaint, the plaintiff agreed to dismiss the consolidated actions.

In November 2010, a putative class action entitled *Seibert v. Quest Diagnostics Incorporated, et al.* was filed against the Company and certain former officers of the Company in New Jersey state court, on behalf of the Company's sales people nationwide who were over forty years old and who either resigned or were terminated after being placed on a performance improvement plan. The complaint alleges that the defendants' conduct violates the New Jersey Law Against Discrimination ("NJLAD"), and seeks, among other things, unspecified damages. The defendants removed the complaint to the United States District Court for the District of New Jersey. The plaintiffs filed an amended complaint that adds claims under ERISA. The Company filed a motion seeking to limit the application of the NJLAD to only those members of the purported class who worked in New Jersey and to dismiss the individual defendants. The motion was granted. The only remaining NJLAD claim is that of the named plaintiff; the ERISA claim remains in the case.

In 2010, a purported class action entitled *In re Celera Corp. Securities Litigation* was filed in the United States District Court for the Northern District of California against Celera Corporation and certain of its directors and current and former officers. An amended complaint filed in October 2010 alleges that from April 2008 through July 22, 2009, the defendants made false and misleading statements regarding Celera's business and financial results with an intent to defraud investors. The complaint was further amended in 2011 to add allegations regarding a financial restatement. The complaint seeks unspecified damages on behalf of an alleged class of purchasers of Celera's stock during the period in which the alleged misrepresentations were made. The Company's motion to dismiss is pending.

In August 2011, the Company received a subpoena from the U.S. Attorney for the Northern District of Georgia seeking various business records, including records related to the Company's compliance program, certain marketing materials, certain product offerings, and test ordering and other policies. The Company is cooperating with the request.

In January 2012, a putative class action entitled *Beery v. Quest Diagnostics Incorporated* was filed in the United States District Court for the District of New Jersey against the Company and a subsidiary, on behalf of all female sales representatives employed by the defendants from February 17, 2010 to the present. The amended complaint alleges that the defendants discriminate against these female sales representatives on account of their gender, in violation of the federal civil rights and equal pay acts, and seeks, among other things, injunctive relief and monetary damages. The Company has filed motions to dismiss the complaint, to strike the class allegations and to compel arbitration with the named plaintiffs.

In September 2009, the Company received a subpoena from the Michigan Attorney General's Office seeking documents relating to the Company's pricing and billing practices as they relate to Michigan's Medicaid program. The Company cooperated with the requests. In January 2012, the State of Michigan intervened as a plaintiff in a civil lawsuit,

Michigan ex rel. Hunter Laboratories LLC v. Quest Diagnostics Incorporated, et al. , filed in Michigan Superior Court. The suit, originally filed by a competitor laboratory, alleges that the Company overcharged Michigan's Medicaid program. The Company filed a motion to dismiss the complaint.

In addition, the Company and certain of its subsidiaries have received subpoenas from state agencies. The Company and the subsidiaries continue responding to subpoenas from state agencies in two states and cooperating with their requests.

The federal or state governments may bring claims based on new theories as to the Company's practices which management believes to be in compliance with law. In addition, certain federal and state statutes, including the qui tam provisions of the federal False Claims Act, allow private individuals to bring lawsuits against healthcare companies on behalf of government or private payers. The Company is aware of certain pending individual or class action lawsuits, and has received several subpoenas, related to billing practices filed under the qui tam provisions of the Civil False Claims Act and/or other federal and state statutes, regulations or other laws. The Company understands that there may be other pending qui tam claims brought by former employees or other "whistle blowers" as to which the Company cannot determine the extent of any potential liability.

Management cannot predict the outcome of such matters. Although management does not anticipate that the ultimate outcome of such matters will have a material adverse effect on the Company's financial condition, given the high degree of judgment involved in establishing loss estimates related to these types of matters, the outcome of such matters may be material to the Company's results of operations or cash flows in the period in which the impact of such matters is determined or paid.

Reserves for Legal Matters

These matters are in different stages. Some of these matters are in their early stages. Matters may involve responding to and cooperating with various government investigations and related subpoenas. Reserves for legal matters totaled less than $5 million at both June 30, 2012 and December 31, 2011. As of June 30, 2012, the Company does not believe that any losses related to the Other Legal Matters described above are probable. While the Company believes that a reasonable possibility exists that losses may have been incurred related to the Other Legal Matters described above, based on the nature and status of these matters, potential losses, if any, cannot be estimated.

Reserves for General and Professional Liability Claims

As a general matter, providers of clinical testing services may be subject to lawsuits alleging negligence or other similar legal claims. These suits could involve claims for substantial damages. Any professional liability litigation could also have an adverse impact on the Company's client base and reputation. The Company maintains various liability insurance coverages for, among other things, claims that could result from providing, or failing to provide, clinical testing services, including inaccurate testing results, and other exposures. The Company's insurance coverage limits its maximum exposure on individual claims; however, the Company is essentially self-insured for a significant portion of these claims. Reserves for such matters, including those associated with both asserted and incurred but not reported claims, are established by considering actuarially determined losses based upon the Company's historical and projected loss experience. Such reserves totaled approximately $123 million and $127 million as of June 30, 2012 and December 31, 2011, respectively. Management believes that established reserves and present insurance coverage are sufficient to cover currently estimated exposures. Management cannot predict the outcome of any claims made against the Company. Although management does not anticipate that the ultimate outcome of any such proceedings or claims will have a material adverse effect on the Company's financial condition, given the high degree of judgment involved in establishing accruals for loss estimates related to these types of matters, the outcome may be material to the Company's results of operations or cash flows in the period in which the impact of such claims is determined or paid.

(dollars in thousands unless otherwise indicated)

12. DISCONTINUED OPERATIONS

Summarized financial information for the discontinued operations of NID, a test kit manufacturing subsidiary which was closed in 2006, is set forth below:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Net revenues	$ —	$ —	$ —	$ —
Income (loss) from discontinued operations before taxes	431	(190)	1,413	(282)
Income tax expense	(486)	(317)	(1,194)	(599)
Income (loss) from discontinued operations, net of taxes	$ (55)	$ (507)	$ 219	$ (881)

The remaining balance sheet information related to NID was not material at June 30, 2012 and December 31, 2011.

13. BUSINESS SEGMENT INFORMATION

Clinical testing is an essential element in the delivery of healthcare services. Physicians use clinical tests to assist in the detection, diagnosis, evaluation, monitoring and treatment of diseases and other medical conditions. Clinical testing is generally categorized as clinical laboratory testing and anatomic pathology services. Clinical laboratory testing is generally performed on whole blood, serum, plasma and other body fluids, such as urine, and specimens such as microbiology samples. Anatomic pathology services are principally for the detection of cancer and are performed on tissues, such as biopsies, and other samples, such as human cells. Customers of the clinical testing business include patients, physicians, hospitals, employers, governmental institutions and other commercial clinical laboratories. The clinical testing business accounted for greater than 90% of net revenues from continuing operations in 2012 and 2011.

All other operating segments include the Company's non-clinical testing businesses and consist of its risk assessment services, clinical trials testing, healthcare information technology, and diagnostics products businesses. The Company's risk assessment services business provides underwriting support services to the life insurance industry including electronic data collection, specimen collection and paramedical examinations, laboratory testing, medical record retrieval, case management, motor vehicle reports, telephone inspections, prescription histories and credit checks. The Company's clinical trials testing business provides clinical testing performed in connection with clinical research trials on new drugs, vaccines and certain medical devices. The Company's healthcare information technology business is a developer and integrator of clinical connectivity and data management solutions for healthcare organizations, physicians and clinicians that can help improve patient care and medical practice. The Company's diagnostics products business manufactures and markets products that enable healthcare professionals to make healthcare diagnoses, including products for point-of-care, or near-patient, testing for the professional market. During the second quarter of 2011, the Company acquired Athena and Celera. Athena is included in the Company's clinical laboratory testing business. The majority of Celera's operations are included in the Company's clinical laboratory testing business, with the remainder in other operating segments. A full description of the Company’s acquisitions is contained in Note 4 to the Consolidated Financial Statements in the Company’s 2011 Annual Report on Form 10-K.

On April 19, 2006, the Company decided to discontinue NID’s operations and results of operations for NID have been classified as discontinued operations for all periods presented (see Note 12).

At June 30, 2012 , substantially all of the Company’s services are provided within the United States, and substantially all of the Company’s assets are located within the United States.

The following table is a summary of segment information for the three and six months ended June 30, 2012 and 2011. Segment asset information is not presented since it is not used by the chief operating decision maker at the operating segment level. Operating earnings (loss) of each segment represents net revenues less directly identifiable expenses to arrive at operating income for the segment. Certain general operating expenses in 2011 have been reclassified to conform to the current year presentation of the Company's clinical laboratory testing business. General management and administrative corporate expenses, including amortization of intangible assets and the Medi-Cal charge in the first quarter of 2011 of $236 million (see Note 5), are included in general corporate expenses below. The accounting policies of the segments are the same as those of the Company as set forth in Note 2 to the Consolidated Financial Statements contained in the Company’s 2011 Annual Report on Form 10-K

(dollars in thousands unless otherwise indicated)

and Note 2 to the interim consolidated financial statements.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Net revenues:				
Clinical laboratory testing business	$ 1,739,092	$ 1,726,948	$ 3,507,079	$ 3,389,113
All other operating segments	167,718	176,253	336,187	335,665
Total net revenues	$ 1,906,810	$ 1,903,201	$ 3,843,266	$ 3,724,778
Operating earnings (loss):				
Clinical laboratory testing business	$ 374,670	$ 366,609	$ 730,385	$ 676,893
All other operating segments	16,283	14,766	27,910	22,625
General corporate expenses	(56,205)	(64,521)	(123,962)	(351,704)
Total operating income	334,748	316,854	634,333	347,814
Non-operating expenses, net	(35,826)	(39,058)	(65,793)	(67,080)
Income from continuing operations before taxes	298,922	277,796	568,540	280,734
Income tax expense	112,394	105,762	213,771	154,988
Income from continuing operations	186,528	172,034	354,769	125,746
Income (loss) from discontinued operations, net of taxes	(55)	(507)	219	(881)
Net income	186,473	171,527	354,988	124,865
Less: Net income attributable to noncontrolling interests	8,768	8,384	18,165	15,583
Net income attributable to Quest Diagnostics	$ 177,705	$ 163,143	$ 336,823	$ 109,282

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Our Company

Quest Diagnostics is the world's leading provider of diagnostic testing, information and services, providing insights that enable patients and physicians to make better healthcare decisions. Our clinical testing business currently represents our one reportable business segment and accounted for greater than 90% of our net revenues from continuing operations in both 2012 and 2011. Our other operating segments consist of our risk assessment services, clinical trials testing, healthcare information technology, and diagnostic products businesses. Our business segment information is disclosed in Note 13 to the interim consolidated financial statements.

Critical Accounting Policies

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and assumptions and select accounting policies that affect our reported financial results and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

While many operational aspects of our business are subject to complex federal, state and local regulations, the accounting for most of our business is generally straightforward with net revenues primarily recognized upon completion of the testing process. Our revenues are primarily comprised of a high volume of relatively low dollar transactions, and about one-half of our total costs and expenses consist of employee compensation and benefits. Due to the nature of our business, several of our accounting policies involve significant estimates and judgments. There have been no significant changes to our critical accounting policies from those disclosed in our 2011 Annual Report on Form 10-K.

Initiatives to Improve Operating Efficiency

The diagnostic testing industry is labor intensive. Employee compensation and benefits constitute approximately one-half of our total costs and expenses. Cost of services consists principally of costs for obtaining, transporting and testing specimens. Selling, general and administrative expenses consist principally of the costs associated with our sales and marketing efforts, billing operations, bad debt expense and general management and administrative support. In addition, performing diagnostic testing involves significant fixed costs for facilities and other infrastructure required to obtain, transport and test specimens. Therefore, relatively small changes in volume can have a significant impact on profitability in the short-term.

We are engaged in a multi-year program designed to deliver $500 million in run rate cost savings versus 2011 by the time we exit 2014. We anticipate that this program, which we now call Invigorate, will deliver approximately 20% of our $500 million goal as we exit 2012, with the remainder in 2013 and 2014. This effort is intended to address continued reimbursement pressures and labor and benefit cost increases, free up additional resources to invest in science, innovation and other growth initiatives, and enable us to improve operating profitability and quality. We anticipate roughly one-third of the savings from client support/billing, procurement and supply chain; one-third from laboratory operations and specimen acquisition; and one-third from selling, general and administrative expenses, including information technology. Common themes across many of the opportunities include standardizing systems and processes and data bases, increased use of automation and technology, and centralizing and selective outsourcing of certain activities.

We have developed high-level estimates of the pre-tax charges expected to be incurred in connection with the course of action totaling $100 million to $175 million through 2014 consisting of: $40 million to $80 million of employee separation costs; $30 million to $45 million of facility-related costs; $10 million to $20 million of asset impairment charges; and $20 million to $30 million of systems conversion and integration costs. Of the total estimated pre-tax charges expected to be incurred, we estimate that $90 million to $155 million are anticipated to result in cash expenditures. The actual charges incurred in connection with the multi-year course of action could be materially different from these estimates. As detailed plans to implement the multi-year course of action are approved and executed, it will result in charges to earnings.

In connection with our Invigorate program, we launched a voluntary retirement program to certain eligible employees that qualified for the program. Of the total estimated pre-tax charges for employee separation costs noted above, we expect to incur approximately $50 million in connection with the voluntary retirement program over the next several quarters. We estimate that the voluntary retirement program will contribute approximately $40 million of annualized savings once fully implemented, which we expect in the first quarter of 2013.

Recent Acquisitions

On February 24, 2011, we signed a definitive agreement to acquire Athena Diagnostics (“Athena”) from Thermo Fisher Scientific, Inc., in an all-cash transaction valued at approximately $740 million. We completed the acquisition of Athena on April 4, 2011.

On March 17, 2011, we entered into a definitive merger agreement with Celera Corporation (“Celera”) under which we agreed to acquire Celera for $8 per share, in a transaction valued at approximately $344 million, net of $326 million in acquired cash and short-term marketable securities. We completed the acquisition of Celera on May 17, 2011.

On January 6, 2012, we completed the acquisition of S.E.D. Medical Laboratories ("S.E.D.") for approximately $50.5 million.

The acquisitions of Athena, Celera and S.E.D. (collectively "the acquisitions") are further described in Note 4 to the Consolidated Financial Statements in our 2011 Annual Report on Form 10-K and Note 7 to the interim consolidated financial statements.

Results of Operations

Three and Six Months Ended June 30, 2012 Compared with Three and Six Months Ended June 30, 2011

Continuing Operations

	Three Months Ended June 30,			Six Months Ended June 30,		
	2012	2011	% Increase (Decrease)	2012	2011	% Increase (Decrease)
	(dollars in millions, except per share data)					
Net revenues	$ 1,906.8	$ 1,903.2	0.2%	$ 3,843.3	$ 3,724.8	3.2%
Income from continuing operations	177.8	163.6	8.7%	336.6	110.2	205.4%
Earnings per diluted share	$ 1.11	$ 1.02	8.8%	$ 2.10	$ 0.68	208.8%

Results for the three months ended June 30, 2012 were affected by certain items that impacted earnings per diluted share by $0.06. During the second quarter of 2012, we incurred costs of $12.6 million, or $0.05 per diluted share, primarily associated with professional fees and workforce reductions associated with further restructuring and integrating our business. Results for the quarter also included $3.0 million, or $0.01 per diluted share, principally associated with separation costs and accelerated vesting of certain equity awards in connection with the succession of our prior CEO.

Results for the six months ended June 30, 2012 were affected by certain items that impacted earnings per diluted share by $0.14. During the six months ended June 30, 2012 , we incurred costs of $25.7 million, or $0.10 per diluted share, primarily associated with professional fees and workforce reductions associated with further restructuring and integrating our business. Results for the six months ended June 30, 2012 also included $10.1 million, or $0.04 per diluted share, principally associated with separation costs and accelerated vesting of certain equity awards in connection with the succession of our prior CEO.

Results for the three months ended June 30, 2011 included $15.1 million of pre-tax transaction costs, or $0.07 per diluted share, associated with the acquisitions of Athena and Celera. Of these costs, $14.3 million, primarily related to professional fees, were recorded in selling, general and administrative expenses and $0.8 million of financing related costs were included in interest expense, net. Results for the three months ended June 30, 2011 also included $6.1 million of pre-tax restructuring and integration charges, or $0.03 per diluted share, consisting principally of workforce reductions.

Results for the six months ended June 30, 2011 were affected by a number of items which impacted earnings per diluted share by $1.44. During the first quarter of 2011, we recorded the Medi-Cal charge of $236 million, or $1.20 per diluted share, in "other operating expense, net." Results for the six months ended June 30, 2011 also included $19.4 million of pre-tax restructuring and integration charges, or $0.07 per diluted share, principally associated with workforce reductions. In addition, results for the six months ended June 30, 2011 included pre-tax charges of $19.7 million, or $0.10 per diluted share, associated with the acquisitions of Athena and Celera. Of these costs $16.6 million, primarily related to professional fees, were recorded in selling, general and administrative expenses and $3.1 million of financing related costs were included in interest expense, net. In addition, we estimate that the impact of severe weather during the first quarter of 2011 adversely affected operating income for the six months ended June 30, 2011 by $18.5 million, or $0.07 per diluted share.

Net Revenues

Net revenues for the three months ended June 30, 2012 were 0.2% above the prior year level with the Celera and S.E.D. acquisitions contributing 0.8% revenue growth in the quarter.

Clinical testing revenue, which accounted for over 90% of our consolidated revenues, increased by 0.7% for the three months ended June 30, 2012 compared to the prior year period. The acquisitions of Celera and S.E.D. contributed about half a percent to clinical testing revenue growth in the quarter. Clinical testing volume, measured by the number of requisitions, increased 0.7% for the second quarter of 2012, compared to the prior year period. This increase was primarily driven by the acquisitions of Celera and S.E.D., and the continued growth of pre-employment drug testing, which increased about 5% in the quarter.

Revenue per requisition for the three months ended June 30, 2012 was essentially unchanged from the prior year level. Revenue per requisition benefited from an increase in the number of tests ordered per requisition, and was offset by reimbursement changes, and business and payor mix changes including an increase in lower priced drugs-of-abuse testing, and a decrease in higher priced anatomic pathology testing.

Net revenues for the six months ended June 30, 2012 were 3.2% above the prior year level with the Athena, Celera and S.E.D. acquisitions contributing approximately 2% to consolidated revenue growth.

Clinical testing revenue increased 3.5% for the six months ended June 30, 2012 compared to the prior year period. The acquisitions of Athena, Celera and S.E.D. contributed about 1.7% to clinical testing revenue growth during the period. Clinical testing volume, measured by the number of requisitions, increased 2.0% compared to the prior year period. We estimate that the impact of weather favorably affected the year-over-year volume comparisons by about 1%, and acquisitions contributed about 0.5%. After considering the favorable impact of weather and acquisitions, underlying volume growth was about 0.5%. Pre-employment drug testing volume grew about 5% during the six months ended June 30, 2012 .

Revenue per requisition for the six months ended June 30, 2012 was 1.4% above the prior year period. Revenue per requisition continued to benefit from an increased mix in gene-based and esoteric testing, particularly from the impact of the acquired operations of Athena and Celera. Partially offsetting this benefit were reimbursement changes, and business and payor mix changes including an increase in lower priced drugs-of-abuse testing, and a decrease in higher priced anatomic pathology testing.

Our businesses other than clinical laboratory testing accounted for approximately 9% of our net revenues for the three and six months ended June 30, 2012 and 2011 . These businesses contain most of our international operations and include our risk assessment services, clinical trials testing, healthcare information technology and diagnostic products businesses. For the three months ended June 30, 2012 , combined revenues in these businesses decreased by approximately 5%, compared to the prior year period. For the six months ended June 30, 2012 , combined revenues in these businesses approximated the prior year level. Increased revenues associated with our diagnostics products operations acquired as part of the Celera acquisition offset an approximate 5% reduction in revenues among our other non-clinical testing businesses.

Operating Costs and Expenses

	Three Months Ended June 30,					
	2012		2011		Increase (Decrease)	
	$	% Net Revenue	$	% Net Revenue	$	% Net Revenue
	(dollars in millions)					
Cost of services	$ 1,110.5	58.2%	$ 1,104.4	58.0%	$ 6.1	0.2 %
Selling, general and administrative expenses (SG&A)	440.8	23.1	462.8	24.3	(22.0)	(1.2)
Amortization of intangible assets	20.2	1.1	18.6	1.0	1.6	0.1
Other operating expense, net	0.6	—	0.6	0.1	—	(0.1)
Total operating costs and expenses	$ 1,572.1	82.4%	$ 1,586.4	83.4%	$ (14.3)	(1.0)%
Bad debt expense (included in SG&A)	$ 66.5	3.5%	$ 68.6	3.6%	$ (2.1)	(0.1)%

	Six Months Ended June 30,					
	2012		2011		Increase (Decrease)	
	$	% Net Revenue	$	% Net Revenue	$	% Net Revenue
	(dollars in millions)					
Cost of services	$ 2,227.1	57.9%	$ 2,201.4	59.1%	$ 25.7	(1.2)%
Selling, general and administrative expenses (SG&A)	941.4	24.5	910.6	24.4	30.8	0.1
Amortization of intangible assets	40.4	1.1	28.5	0.8	11.9	0.3
Other operating expense, net	0.1	—	236.5	6.4	(236.4)	(6.4)
Total operating costs and expenses	$ 3,209.0	83.5%	$ 3,377.0	90.7%	$ (168.0)	(7.2)%
Bad debt expense (included in SG&A)	$ 147.2	3.8%	$ 146.0	3.9%	$ 1.2	(0.1)%

Total Operating Costs and Expenses

For the three months ended June 30, 2012, total operating costs and expenses were $14 million below the prior year level, primarily driven by actions we have taken to reduce our cost structure, and by the impact in 2011 of professional fees and integration charges associated with the acquisitions of Athena and Celera. This decrease was partially offset by higher professional fees and other costs associated with further restructuring and integrating our business and costs incurred in connection with the succession of our prior CEO.

Results for the three months ended June 30, 2012 included costs of $12.6 million, primarily associated with professional fees and workforce reductions incurred in connection with further restructuring and integrating our business ($4.6 million in cost of services and $8.0 million in selling, general and administrative expenses). In addition, $3.0 million of pre-tax charges, associated with separation costs and accelerated vesting of certain equity awards in connection with the succession of our prior CEO, were recorded in selling, general and administrative expenses.

Results for the three months ended June 30, 2011 included pre-tax transaction costs of $14.3 million associated with the acquisitions of Athena and Celera, primarily related to professional fees, which were recorded in selling, general and administrative expenses. Results for the three months ended June 30, 2011 also included $6.1 million of pre-tax restructuring and integration charges, principally associated with workforce reductions, which were recorded in selling, general and administrative expenses.

For the six months ended June 30, 2012, total operating costs and expenses were $168 million below the prior year level, primarily due to the impact of the 2011 Medi-Cal charge, transaction costs associated with the acquisitions of Athena and Celera in 2011 and, to a lesser extent, actions we have taken to reduce our cost structure. This decrease was partially offset by an increase in operating expenses associated with the acquired operations of Athena, Celera and S.E.D., higher costs associated

with employee compensation and benefits, and costs incurred in connection with the succession of our prior CEO. The decrease in total operating expenses as a percentage of net revenues compared to the prior year is principally due to the Medi-Cal charge recorded in 2011.

Results for the six months ended June 30, 2012 included costs of $25.7 million, primarily associated with professional fees and workforce reductions incurred in connection with further restructuring and integrating our business ($8.6 million in cost of services and $17.1 million in selling, general and administrative expenses). In addition, $10.1 million of pre-tax charges, associated with separation costs and accelerated vesting of certain equity awards in connection with the succession of our prior CEO, were recorded in selling, general and administrative expenses in 2012.

Results for the six months ended June 30, 2011 included the Medi-Cal charge of $236 million recorded in connection with the California Lawsuit. In addition, results for the six months ended June 30, 2011 included $19.4 million of restructuring and integration charges, principally associated with workforce reductions ($9.0 million in cost of services and $10.4 million in selling, general and administrative expenses). Results for the six months ended June 30, 2011 also included pre-tax transaction costs of $16.6 million associated with the acquisitions of Athena and Celera, primarily related to professional fees, which were recorded in selling, general and administrative expenses.

Cost of Services

The increase in cost of services as a percentage of net revenues for the three months ended June 30, 2012, compared to the prior year period, is principally associated with costs associated with workforce reductions. Higher costs associated with employee compensation and benefits were essentially offset by the impact of actions we have taken to reduce our cost structure.

The decrease in cost of services as a percentage of net revenues for the six months ended June 30, 2012, compared to the prior year period, primarily reflects the impact of actions we have taken to reduce our cost structure, and the impact of the acquired operations of Athena and Celera which serve to reduce the percentage. In addition, severe weather in 2011, which served to reduce revenues and increase costs as a percentage of revenues, contributed to higher cost of services as a percentage of revenues in 2011 compared to the current year period.

Selling, General and Administrative Expenses

The decrease in selling, general and administrative expenses as a percentage of net revenues for the three months ended June 30, 2012, compared to the prior year period, primarily reflects the transaction costs associated with the Athena and Celera acquisitions that were incurred during the second quarter of 2011, and actions we have taken to reduce our cost structure. This improvement was partially offset by costs incurred in connection with the succession of our prior CEO and a $1.9 million increase in pre-tax charges associated with restructuring and integration costs.

The increase in selling, general and administrative expenses as a percentage of net revenues for the six months ended June 30, 2012 , compared to the prior year period, primarily reflects the impact of the acquired operations of Athena and Celera, costs incurred in connection with the succession of our prior CEO, and a $6.7 million increase in pre-tax charges associated with restructuring and integration costs. These increases were partially offset by actions we have taken to reduce our cost structure, and the favorable impact on the year over year comparisons due to the severe weather in 2011, and the transaction costs associated with the Athena and Celera acquisitions that were incurred during the 2011.

Amortization of Intangible Assets

The increase in amortization of intangible assets for the three and six months ended June 30, 2012, compared to the prior year period, primarily reflects the impact of amortization of intangible assets acquired as part of the Athena, Celera and S.E.D. acquisitions.

Other Operating Expense, net

Other operating expense, net includes special charges, and miscellaneous income and expense items related to operating activities. For the six months ended June 30, 2011, other operating expense, net included the Medi-Cal charge of $236.0 million recorded in connection with the California Lawsuit.

Operating Income

	Three Months Ended June 30,			Six Months Ended June 30,		
	2012	2011	Increase (Decrease)	2012	2011	Increase (Decrease)
	(dollars in millions)					
Operating income	$ 334.7	$ 316.9	$ 17.8	$ 634.3	$ 347.8	$ 286.5
Operating income % of net revenues	17.6%	16.6%	1.0%	16.5%	9.3%	7.2%

The primary driver of the increase in operating income as a percentage of net revenues for the three months ended June 30, 2012, compared to the prior year period, are actions we have taken to reduce our cost structure. In addition, the impact of transaction costs associated with the Athena and Celera acquisitions in 2011 served to decrease operating income as a percentage of net revenues in the second quarter of 2011. Partially offsetting these improvements are higher costs associated with employee compensation and benefits, higher costs associated with restructuring and integration activities and costs incurred in connection with the succession of our prior CEO.

The impacts of the Medi-Cal charge and severe weather in the first quarter of 2011 served to decrease operating income as a percentage of net revenues in 2011 and are the principal drivers of the improved operating income as a percentage of net revenues for the six months ended June 30, 2012. Also contributing to the improvement are actions we have taken to reduce our cost structure. Partially offsetting these improvements are higher costs associated with employee compensation and benefits, costs incurred in connection with the succession of our prior CEO, and costs associated with a legal settlement.

Interest Expense, net

	Three Months Ended June 30,			Six Months Ended June 30,		
	2012	2011	Increase (Decrease)	2012	2011	Increase (Decrease)
	(dollars in millions)					
Interest expense, net	$ 41.9	$ 46.6	$ (4.7)	$ 84.3	$ 84.5	$ (0.2)

Interest expense, net for the three and six months ended June 30, 2012 decreased, compared to prior year periods, primarily due to lower average outstanding debt balances in 2012 and the financing commitment fees incurred in 2011 related to the acquisition of Celera.

Other (Expense) Income, net

Other (expense) income, net represents miscellaneous income and expense items related to non-operating activities, such as gains and losses associated with investments and other non-operating assets. For the three and six months ended June 30, 2012 and 2011, other (expense) income, net consisted of the following:

	Three Months Ended June 30,			Six Months Ended June 30,		
	2012	2011	Increase (Decrease)	2012	2011	Increase (Decrease)
	(dollars in millions)					
Investment gains (losses) associated with our supplemental deferred compensation plans	$ (1.3)	$ 0.2	$ (1.5)	$ 3.5	$ 2.3	$ 1.2
Other (expense) income items, net	—	(0.5)	0.5	—	(0.4)	0.4
Total other (expense) income, net	$ (1.3)	$ (0.3)	$ (1.0)	$ 3.5	$ 1.9	$ 1.6

Income Tax Expense

	Three Months Ended June 30,			Six Months Ended June 30,		
	2012	2011	Increase (Decrease)	2012	2011	Increase (Decrease)
	(dollars in millions)					
Income tax expense	$ 112.4	$ 105.8	$ 6.6	$ 213.8	$ 155.0	$ 58.8
Effective income tax rate	37.6%	38.1%	(0.5)%	37.6%	55.2%	(17.6)%

The increase in income tax expense for the three and six months ended June 30, 2012 is principally due to an increase in pre-tax income. The decrease in the effective income tax rate for the six months ended June 30, 2012, compared to the prior year period, is due primarily to the Medi-Cal charge in 2011, a portion for which a tax benefit was not recorded.

Discontinued Operations

Loss from discontinued operations, net of taxes, for the three months ended June 30, 2012 and 2011 was $0.1 million and $0.5 million, respectively, with no impact on diluted earnings per share. Results from discontinued operations, net of taxes for the six months ended June 30, 2012 was income of $0.2 million and a loss of $0.9 million, with a $0.01 negative impact on diluted earnings per share, for the six months ended June 30, 2011. See Note 12 to the interim consolidated financial statements for further details.

Quantitative and Qualitative Disclosures About Market Risk

We address our exposure to market risks, principally the market risk of changes in interest rates, through a controlled program of risk management that includes the use of derivative financial instruments. We do not hold or issue derivative financial instruments for speculative purposes. We believe that our exposures to foreign exchange impacts and changes in commodity prices are not material to our consolidated financial condition or results of operations. See Note 8 to the interim consolidated financial statements for additional discussion of our financial instruments and hedging activities.

At June 30, 2012 and December 31, 2011, the fair value of our debt was estimated at approximately $4.3 billion and $4.4 billion, respectively, using quoted active market prices and yields for the same or similar types of borrowings, taking into account the underlying terms of the debt instruments. At June 30, 2012 and December 31, 2011, the estimated fair value exceeded the carrying value of the debt by $500 million and $387 million, respectively. A hypothetical 10% increase in interest rates (representing 44 basis points and 41 basis points at June 30, 2012 and December 31, 2011, respectively) would potentially reduce the estimated fair value of our debt by approximately $102 million and $112 million at June 30, 2012 and December 31, 2011, respectively.

Borrowings under our floating rate senior notes due 2014, our senior unsecured revolving credit facility and our secured receivables credit facility are subject to variable interest rates. Interest on our secured receivables credit facility is based on rates that are intended to approximate commercial paper rates for highly-rated issuers. Interest on our senior unsecured revolving credit facility is subject to a pricing schedule that can fluctuate based on changes in our credit ratings. As such, our borrowing cost under this credit arrangement will be subject to both fluctuations in interest rates and changes in our credit ratings. At June 30, 2012, the borrowing rates under these debt instruments were: for our floating rate senior notes due 2014, LIBOR plus 0.85%; for our senior unsecured revolving credit facility, LIBOR plus 1.125%; and for our secured receivables credit facility, 0.96%. At June 30, 2012, the weighted average LIBOR was 0.5%. As of June 30, 2012, $200 million was outstanding under our floating rate senior notes due 2014 and $435 million was outstanding under our $525 million secured receivables credit facility. There were no borrowings outstanding under our $750 million senior unsecured revolving credit facility as of June 30, 2012.

We seek to mitigate the variability in cash outflows that result from changes in interest rates by maintaining a balanced mix of fixed-rate and variable-rate debt obligations. In order to achieve this objective, we have entered into interest rate swaps. Interest rate swaps involve the periodic exchange of payments without the exchange of underlying principal or notional amounts. Net settlements are recognized as an adjustment to interest expense.

In March 2011, we entered into various fixed-to-variable interest rate swap agreements which have a notional amount totaling $200 million and a variable interest rate based on six-month LIBOR plus 0.54%. These derivative financial instruments

are accounted for as fair value hedges of a portion of our senior notes due 2016. In addition, in previous years we entered into various fixed-to-variable interest rate swap agreements with a notional amount of $350 million and a variable interest rate based on one-month LIBOR plus 1.33% that were accounted for as fair value hedges of a portion of our senior notes due 2020. Based on our net exposure to interest rate changes, a hypothetical 10% change in interest rates on our variable rate indebtedness (representing 4 basis points) would impact annual interest expense by approximately $0.5 million, assuming no changes to the debt outstanding at June 30, 2012.

The fair value of the fixed-to-variable interest rate swap agreements related to our senior notes due 2016 and our senior notes due 2020 was an asset of $65.2 million at June 30, 2012 . A hypothetical 10% change in interest rates (representing 10 basis points) would potentially change the fair value of the asset by approximately $4.0 million . In July 2012, we monetized the asset associated with these interest rate swap agreements by terminating the agreements, and entered into new fixed-to-variable interest rate swap agreements. As a result of this termination, we received proceeds of $71.8 million, which will be amortized as a reduction of interest expense over the remaining term of the hedged debt instruments.

The new agreements entered into in July 2012 include: fixed-to-variable interest rate swap agreements with a notional amount of $200 million and a variable interest rate based on six-month LIBOR plus 2.33% that are accounted for as fair value hedges of a portion of our senior notes due 2016; and fixed-to-variable interest rate swap agreements with a notional amount of $350 million and a variable interest rate based on one-month LIBOR plus 3.56% that are accounted for as fair value hedges of a portion of our senior notes due 2020.

For further details regarding our outstanding debt, see Note 11 to the Consolidated Financial Statements included in our 2011 Annual Report on Form 10-K for the year ended December 31, 2011. For details regarding our financial instruments, see Note 8 to the interim consolidated financial statements.

Risk Associated with Investment Portfolio

Our investment portfolio includes equity investments comprised primarily of strategic equity holdings in privately held companies. These securities are exposed to price fluctuations and are generally concentrated in the life sciences industry. The carrying value of our equity investments was $12.6 million at June 30, 2012.

We regularly evaluate the fair value measurements of our equity investments to determine if losses in value are other than temporary and if an impairment loss has been incurred. The evaluation considers whether the security has the ability to recover and, if so, the estimated recovery period. Other factors that are considered in this evaluation include the amount of the other-than-temporary decline and its duration, the issuer’s financial condition and short-term prospects, and whether the market decline was caused by overall economic conditions or conditions specific to the individual security.

We do not hedge our equity price risk. The impact of an adverse movement in equity prices on our holdings in privately held companies cannot be easily quantified, as our ability to realize returns on investments depends on, among other things, the enterprises’ ability to raise additional capital or derive cash inflows from continuing operations or through liquidity events such as initial public offerings, mergers or private sales.

Liquidity and Capital Resources

Cash and Cash Equivalents

Cash and cash equivalents at June 30, 2012 totaled $174 million, compared to $165 million at December 31, 2011. Cash and cash equivalents consist of cash and highly liquid short-term investments. For the six months ended June 30, 2012, cash flows from operating activities of $412 million were used to fund investing and financing activities of $131 million and $273 million, respectively. Cash and cash equivalents at June 30, 2011 totaled $184 million compared to $449 million at December 31, 2010. For the six months ended June 30, 2011, cash flows from operating activities of $220 million, together with cash on hand and cash flows from financing activities of $523 million, were used to fund investing activities of $1.0 billion.

Cash Flows from Operating Activities

Net cash provided by operating activities for the six months ended June 30, 2012 was $412 million compared to $220 million in the prior year period. For the six months ended June 30, 2011, cash flows from operating activities included the second quarter payment to Medi-Cal, the California Medicaid program, of $241 million (see Note 5 to the interim consolidated financial statements), or $194 million net of an associated reduction in second quarter estimated tax payments. Days sales

outstanding, a measure of billing and collection efficiency, was 44 days at June 30, 2012 , compared to 45 days at December 31, 2011 and 44 days at June 30, 2011 .

Cash Flows from Investing Activities

Net cash used in investing activities for the six months ended June 30, 2012 was $131 million, and consisted principally of $50.5 million related to the S.E.D. acquisition and capital expenditures of $77 million.

Net cash used in investing activities for the six months ended June 30, 2011 was $1.0 billion, consisting principally of $740 million related to the acquisition of Athena and $396 million net of cash acquired related to the acquisition of Celera, or $183 million net of cash and $213 million of short-term marketable securities acquired. A liability of $159 million, representing merger consideration related to shares of Celera which had not been surrendered, was included in accounts payable and accrued expenses at June 30, 2011. Proceeds from the sale of the short-term marketable securities, acquired as part of the Celera acquisition, were used to repay borrowings outstanding under our secured receivables credit facility and our senior unsecured revolving credit facility in the second quarter of 2011. In addition, cash flows from investing activities for the six months ended June 30, 2011 included capital expenditures of $79 million.

Cash Flows from Financing Activities

Net cash used in financing activities for the six months ended June 30, 2012 was $273 million, consisting primarily of net decreases in debt of $215 million, purchases of treasury stock of $100 million, dividend payments of $54 million and distributions to noncontrolling interests of $16 million. These decreases were partially offset by proceeds from the exercise of stock options and related tax benefits totaling $95 million. The net decrease in debt consists of $685 million of borrowings and $900 million of repayments.

For the six months ended June 30, 2012, net borrowings of $350 million under our secured receivables credit facility, together with $210 million of cash on hand, were used to fund repayments of $560 million under our term loan due May 2012. The net borrowings under our secured receivables credit facility consist of $685 million of borrowings and $335 million of repayments.

Net cash provided by financing activities for the six months ended June 30, 2011 was $523 million , consisting primarily of net increases in debt of $1.3 billion, and proceeds from the exercise of stock options and related tax benefits totaling $102 million, partially offset by purchases of treasury stock of $835 million , dividend payments of $33 million , distributions to noncontrolling interests of $17 million and $10 million of payments primarily related to debt issuance costs incurred in connection with our senior notes offering in the first quarter of 2011.

In February 2011, borrowings of $500 million under our secured receivables credit facility and $75 million under our senior unsecured revolving credit facility, together with $260 million of cash on hand, were used to fund purchases of treasury stock totaling $835 million. In addition, we completed a $1.25 billion senior notes offering in March 2011 (the “2011 Senior Notes”). We used $485 million of the $1.24 billion in net proceeds from the 2011 Senior Notes offering, together with $90 million of cash on hand, to fund the repayment of $500 million outstanding under our secured receivables credit facility, and the repayment of $75 million outstanding under our senior unsecured revolving credit facility. The remaining portion of the net proceeds from the 2011 Senior Notes offering were used to fund our acquisition of Athena on April 4, 2011. The 2011 Senior Notes are further described in Note 11 to the Consolidated Financial Statements in our 2011 Annual Report on Form 10-K.

During the second quarter of 2011, $585 million and $30 million of borrowings under our secured receivables credit facility and our senior unsecured revolving credit facility, respectively, together with cash on hand, were used to fund the acquisition of Celera in May 2011. During the second quarter of 2011, proceeds from the sale of short-term marketable securities acquired as part of the Celera acquisition totaling $214 million, together with cash on hand, were used to fund $500 million and $30 million of debt repayments under our secured receivables credit facility and our senior unsecured revolving credit facility, respectively.

Dividends

During each of the first three quarters of 2011 , our Board of Directors declared a quarterly cash dividend of $0.10 per common share and in October 2011, declared an increase in the quarterly cash dividend from $0.10 per common share to $0.17 per common share. During each of the quarters in 2012, our Board of Directors declared a quarterly cash dividend of $0.17 per common share. We expect to fund future dividend payments with cash flows from operations, and do not expect the dividend to have a material impact on our ability to finance future growth.

Share Repurchases

In January 2012, our Board of Directors authorized $1 billion of additional share repurchases of our common stock, increasing our total available authorization at that time to $1.1 billion . The share repurchase authorization has no set expiration or termination date.

For the three months ended June 30, 2012 , we repurchased 882 thousand shares of our common stock at an average price of $56.70 per share for a total of $50 million . For the six months ended June 30, 2012 , we repurchased 1.7 million shares of our common stock at an average price of $57.83 per share for a total of $100 million . At June 30, 2012 , $965 million remained available under share repurchase authorizations.

For the six months ended June 30, 2011 , we repurchased, in a transaction which occurred in the first quarter, 15.4 million shares of our common stock from SB Holdings Capital Inc., a wholly-owned subsidiary of GlaxoSmithKline plc., at an average price of $54.30 per share for a total of $835 million .

Contractual Obligations and Commitments

The following table summarizes certain of our contractual obligations as of June 30, 2012:

	Payments due by period (in thousands)				
Contractual Obligations	**Total**	**Remainder of 2012**	**1-3 years**	**3-5 years**	**After 5 years**
Outstanding debt	$ 3,735,000	$ 435,000	$ 200,000	$ 800,000	$ 2,300,000
Capital lease obligations	45,407	4,826	18,107	8,548	13,926
Interest payments on outstanding debt	2,076,097	79,767	307,338	273,014	1,415,978
Operating leases	614,086	93,937	261,560	139,213	119,376
Purchase obligations	98,163	16,559	61,420	15,721	4,463
Merger consideration obligation	966	966	—	—	—
Total contractual obligations	$ 6,569,719	$ 631,055	$ 848,425	$ 1,236,496	$ 3,853,743

Interest payments on our long-term debt have been calculated after giving effect to our interest rate swap agreements, using the interest rates as of June 30, 2012 applied to the June 30, 2012 balances, which are assumed to remain outstanding through their maturity dates.

A full description of the terms of our indebtedness and related debt service requirements and our future payments under certain of our contractual obligations is contained in Note 11 to the Consolidated Financial Statements in our 2011 Annual Report on Form 10-K. A full discussion and analysis regarding our minimum rental commitments under noncancelable operating leases and noncancelable commitments to purchase product or services at December 31, 2011 is contained in Note 16 to the Consolidated Financial Statements in our 2011 Annual Report on Form 10-K. A full discussion and analysis regarding our acquisition of Celera and the merger consideration related to shares of Celera which had not been surrendered as of December 31, 2011 is contained in Note 4 to the Consolidated Financial Statements in our 2011 Annual Report on Form 10-K .

As of June 30, 2012, our total liabilities associated with unrecognized tax benefits were approximately $202 million, which were excluded from the table above. We believe it is reasonably possible that these liabilities may decrease by up to approximately $17 million within the next twelve months, primarily as a result of the expiration of statutes of limitations, settlements and/or the conclusion of tax examinations on certain tax positions. For the remainder, we cannot make reasonably reliable estimates of the timing of the future payments of these liabilities. See Note 6 to the Consolidated Financial Statements in our 2011 Annual Report on Form 10-K for information regarding our contingent tax liability reserves.

Our credit agreements contain various covenants and conditions, including the maintenance of certain financial ratios, that could impact our ability to, among other things, incur additional indebtedness. As of June 30, 2012, we were in compliance with the various financial covenants included in our credit agreements and we do not expect these covenants to adversely impact our ability to execute our growth strategy or conduct normal business operations.

Unconsolidated Joint Ventures

We have investments in unconsolidated joint ventures in Phoenix, Arizona; Indianapolis, Indiana; and Dayton, Ohio, which are accounted for under the equity method of accounting. We believe that our transactions with our joint ventures are conducted at arm's length, reflecting current market conditions and pricing. Total net revenues of our unconsolidated joint ventures equal less than 6% of our consolidated net revenues. Total assets associated with our unconsolidated joint ventures are less than 2% of our consolidated total assets. We have no material unconditional obligations or guarantees to, or in support of, our unconsolidated joint ventures and their operations.

Requirements and Capital Resources

We estimate that we will invest approximately $200 million during 2012 for capital expenditures, to support and expand our existing operations, principally related to investments in information technology, laboratory equipment and facilities. We expect to fund the repayment of our short-term borrowings and the current portion of our long-term debt using cash on hand and existing credit facilities.

As of June 30, 2012 , $840 million of borrowing capacity was available under our existing credit facilities, consisting of $90 million available under our secured receivables credit facility and $750 million available under our senior unsecured revolving credit facility.

We believe the banks participating in our various credit facilities are predominantly highly-rated banks, and that the borrowing capacity under the credit facilities described above is currently available to us. Should one or several banks no longer participate in either of our credit facilities, we would not expect it to impact our ability to fund operations. We expect that we will be able to replace our existing secured receivables credit facility with alternative arrangements prior to its expiration.

We believe that cash and cash equivalents on-hand and cash from operations, together with our borrowing capacity under our credit facilities, will provide sufficient financial flexibility to fund seasonal working capital requirements, capital expenditures, debt service requirements and other obligations, cash dividends on common shares, share repurchases and additional growth opportunities for the foreseeable future. We believe that our credit profile should provide us with access to additional financing, if necessary, to fund growth opportunities that cannot be funded from existing sources.

Recent Accounting Pronouncements Not Yet Effective

There have been no new accounting pronouncements not yet effective that have significance, or potential significance, to our consolidated financial statements.

Forward-Looking Statements

Some statements and disclosures in this document are forward-looking statements. Forward-looking statements include all statements that do not relate solely to historical or current facts and can be identified by the use of words such as “may,” “believe,” “will,” “expect,” “project,” “estimate,” “anticipate,” “plan” or “continue.” These forward-looking statements are based on our current plans and expectations and are subject to a number of risks and uncertainties that could cause our plans and expectations, including actual results, to differ materially from the forward-looking statements. Risks and uncertainties that may affect our future results include, but are not limited to, adverse results from pending or future government investigations, lawsuits or private actions, the competitive environment, changes in government regulations, changing relationships with customers, payers, suppliers and strategic partners and other factors discussed in “Business,” “Risk Factors,” “Cautionary Factors That May Affect Future Results,” “Legal Proceedings,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and “Quantitative and Qualitative Disclosures About Market Risk” in our 2011 Annual Report on Form 10-K and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Quantitative and Qualitative Disclosures About Market Risk” in our 2012 Quarterly Reports on Form 10-Q and other items throughout the 2011 Form 10-K and our 2012 Quarterly Reports on Form 10-Q and Current Reports on Form 8-K.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

See Item 2. "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Item 4. Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures (as defined under Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended). Based upon that evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this quarterly report.

During the second quarter of 2012 , there were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended) that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

See Note 11 to the interim consolidated financial statements for information regarding the status of legal proceedings involving the Company.

Item 6. Exhibits

Exhibits:

10.1	Amended and Restated Quest Diagnostics Incorporated Employee Long-Term Incentive Plan as amended March 27, 2012
31.1	Rule 13a-14(a) Certification of Chief Executive Officer
31.2	Rule 13a-14(a) Certification of Chief Financial Officer
32.1	Section 1350 Certification of Chief Executive Officer
32.2	Section 1350 Certification of Chief Financial Officer
101.INS	dgx-20120630.xml
101.SCH	dgx-20120630.xsd
101.CAL	dgx-20120630_cal.xml
101.DEF	dgx-20120630_def.xml
101.LAB	dgx-20120630_lab.xml
101.PRE	dgx-20120630_pre.xml

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The table below sets forth the information with respect to purchases made by or on behalf of the Company of its common stock during the second quarter of 2012.

ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (in thousands)
April 1, 2012 – April 30, 2012				
Share Repurchase Program (A)	—	$ —	—	$ 1,015,056
Employee Transactions (B)	27,426	$ 57.56	N/A	N/A
May 1, 2012 – May 31, 2012				
Share Repurchase Program (A)	548,705	$ 57.41	548,705	$ 983,554
Employee Transactions (B)	6,596	$ 57.40	N/A	N/A
June 1, 2012 – June 30, 2012				
Share Repurchase Program (A)	333,201	$ 55.51	333,201	$ 965,056
Employee Transactions (B)	595	$ 58.02	N/A	N/A
Total				
Share Repurchase Program (A)	881,906	$ 56.70	881,906	$ 965,056
Employee Transactions (B)	34,617	$ 57.54	N/A	N/A

(A) In January 2012, our Board of Directors authorized the Company to repurchase an additional $1 billion of the Company's common stock, increasing the total available authorization at that time to $1.1 billion. The share repurchase authorization has no set expiration or termination date. Since the share repurchase program's inception in May 2003, our Board of Directors has authorized $5.5 billion of share repurchases of our common stock through June 30, 2012.

(B) Includes: (1) shares delivered or attested to in satisfaction of the exercise price and/or tax withholding obligations by holders of stock options (granted under the Company's Amended and Restated Employee Long-Term Incentive Plan and its Amended and Restated Non-Employee Director Long-Term Incentive Plan, collectively the "Stock Compensation Plans") who exercised options; (2) restricted common shares withheld (under the terms of grants under the Stock Compensation Plans) to offset tax withholding obligations that occur upon vesting and release of the restricted common shares; and (3) shares withheld (under the terms of grants under the Stock Compensation Plans) to offset tax withholding obligations that occur upon the delivery of common shares underlying restricted stock units and performance share units.

Signatures

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

July 26, 2012
Quest Diagnostics Incorporated

By /s/ Stephen H. Rusckowski
Stephen H. Rusckowski
President and Chief Executive Officer

By /s/ Robert A. Hagemann
Robert A. Hagemann
Senior Vice President and Chief Financial Officer

AMENDED AND RESTATED

Quest Diagnostics Incorporated

Employee Long-Term Incentive Plan

(As amended March 27, 2012)

1. THE PLAN

(a) *Purpose*. This Amended and Restated Quest Diagnostics Incorporated Employee Long-Term Incentive Plan (the "Plan") is intended to benefit the stockholders of Quest Diagnostics Incorporated (the "Company") by providing a means to attract, retain and reward individuals who can and do contribute to the longer term financial success of the Company. Further, the recipients of stock-based awards under the Plan should identify their success with that of the Company's stockholders and therefore will be encouraged to increase their proprietary interest in the Company.

(b) *Effective Date*. The original version of the Plan became effective upon its approval by the holders of stock entitled to vote at the Company's 2005 Annual Meeting of Stockholders (the "Effective Date").

2. ADMINISTRATION

(a) *Committee*. The Plan shall be administered by a committee, appointed by the Board of Directors of the Company (the "Board"), which shall consist of no less than two of its members, none of whom shall be (or formerly have been) employees of the Company (the "Committee"); provided, however, that from time to time the Board may assume, at its sole discretion, administration of the Plan. Except with regard to awards to employees subject to Section 16 of the Securities Exchange Act of 1934, the Committee may delegate such responsibilities and powers as it specifies to one or more members of the Committee or to any officer or officers selected by it. Any action undertaken by an administrator in accordance with the Committee's delegation of authority shall have the same force and effect as if undertaken directly by the Committee. Any such delegation may be revoked by the Committee at any time.

(b) *Powers and authority*. The Committee's powers and authority include, but are not limited to: selecting individuals to receive awards from among those persons eligible to receive awards pursuant to Section 2(c); determining the types and terms and conditions of all awards granted, including performance and other earnout and/or vesting conditions and the consequences of termination of employment; determining the extent to which awards may be transferred to eligible third parties to the extent provided in Section 7(a); interpreting the Plan's provisions; and administering the Plan in a manner that is consistent with its purpose. The Committee's determinations under the Plan need not be uniform and may be made by it selectively among persons who receive, or are eligible to receive, awards under the Plan (whether or not such persons are similarly situated). The Committee's decision in carrying out the Plan and its interpretation and construction of any provisions of the Plan or any award granted or agreement or other instrument executed under it shall be final and binding upon all persons. No members of the Board shall be liable for any action, omission or determination made in good faith in administering the Plan.

(c) *Eligible Persons*. Awards may be granted to any employee of the Company or of (i) any corporation (or a partnership or other enterprise) in which the Company owns or controls, directly or indirectly, 50% or more of the outstanding shares of stock normally entitled to vote for the election of directors (or comparable equity participation and voting power) or (ii) any other corporation (or partnership or other enterprise) in which the Company, directly or indirectly, has at least a 20% equity or similar interest and whose employees the Committee designates as eligible to receive awards under the Plan. An individual's status as an administrator of the Plan pursuant to authority delegated under Section 2(b) will not affect his or her eligibility to receive awards under the Plan.

(d) *Award Prices*. Except for awards made in connection with the assumption of, or in substitution for, outstanding awards previously granted by an acquired entity ("Substitute Awards"), all awards denominated or made in Shares shall use as the per Share price an amount equal to or greater than the Fair Market Value (as defined herein) of the Shares on the date of grant. For purposes of the Plan, "Fair Market Value" means, unless the Committee determines otherwise, the mean between the high and low selling prices of a share of the Common Stock of the Company ("Share") on the New York Stock Exchange Composite list (or such other stock exchange as shall be the principal public trading market for the Shares) on the date the award is granted, or if Shares are not traded on such date, the mean between the high and low selling prices on the New York Stock Exchange Composite list (or such other stock exchange as shall be the principal public trading market for the Shares) on the next preceding day on which such Shares were traded. With respect to Substitute Awards, the per Share price, if less than the Fair Market Value of the Shares on the date of the award, shall be determined so that the excess of the aggregate intrinsic value of the Substitute Award, determined immediately after the transaction giving rise to the substitution or assumption of the predecessor award, does not exceed the aggregate intrinsic value of such predecessor award, determined immediately before such transaction, and such substitution complies with applicable laws and regulations, including the listing requirements of the New York Stock Exchange or other principal stock exchange on which the Shares are then listed and Section 409A or Section 424 of the Internal Revenue Code (the "Code"), as applicable.

(e) *No Repricing*. Except as provided for in Section 3(f), the per Share exercise price of any stock option or stock appreciation right may not be decreased after the grant of the award, and a stock option or stock appreciation right may not be surrendered as consideration in exchange for cash, the grant of a new stock option or stock appreciation right with a lower per Share exercise price or the grant of a stock award, without stockholder approval.

3. SHARES SUBJECT TO THE PLAN AND ADJUSTMENTS

(a) *Maximum Shares Available for Delivery*. Subject to adjustments under Section 3(f), the maximum number of Shares that may be delivered to participants and their beneficiaries under the Plan shall be equal to (i) 60,250,000 Shares; (ii) any Shares that were available for future awards under the Company's 1996 Employee Equity Participation Plan (the " Prior Plan") as of June 29, 1999; and (iii) any Shares that were represented by awards granted under the Prior Plan, which are or may be forfeited, which expire or are canceled without the delivery of Shares or which have resulted or may result in the forfeiture of Shares back to the Company after June 29, 1999. For awards made on or after the date of the Company's 2012 annual meeting of stockholders, any Shares covered by awards granted pursuant to Section 4(b) or Section 4(c) shall be counted against the foregoing limit on the basis of one Share for every Share subject to the award, and any Shares covered by awards granted pursuant to Section 4(d) shall be counted against such limit on the basis of 2.65 Shares of every Share subject to the award.

(b) Any Shares delivered under the Plan or the Prior Plan which are forfeited back to the Company because of the failure to meet an award contingency or condition shall again be available for delivery pursuant to new awards granted under the Plan. Any Shares covered by an award (or portion of an award) granted under the Plan or the Prior Plan of the Company, which is forfeited or canceled, expires or is settled in cash, shall be deemed not to have been delivered for purposes of determining the maximum number of Shares available for delivery under the Plan. Any Shares that become available for delivery under the Plan pursuant to the two preceding sentences and that were subject to awards made on or after the date of the Company's 2012 annual meeting of stockholders shall be added back as one Share if such Shares were subject an award granted pursuant to Section 4(b) or Section 4(c), and as 2.65 Shares if such Shares were subject to an award granted pursuant to Section 4(d). For purposes of determining the number of shares that remain available for issuance under the Plan, (i) any Shares that are tendered by a participant or withheld by the Company to pay the exercise price of an award or to satisfy the participant's tax withholding obligations in connection with the exercise or settlement of an award and (ii) all of the Shares covered by a net share settled stock option or a stock-settled stock appreciation right to the extent exercised, shall be deemed delivered pursuant to the Plan and shall not be available for delivery pursuant to new awards under the Plan. In addition, Shares repurchased on the open market with the proceeds of the exercise price of an award shall not be added to the number of Shares available for delivery pursuant to new awards under the Plan. The Shares delivered under the Plan may be authorized and unissued shares or shares held in the treasury of the Company, including shares purchased by the Corporation (at such time or times and in such manner as it may determine).

(c) *Substitute Awards*. Shares issued under the Plan through the settlement, assumption or substitution of Substitute Awards or, to the extent permitted by the rules of the New York Stock Exchange (or other stock exchange as shall be the principal public trading market for the Shares), awards granted over Shares available as a result of the Company's assumption of an acquired entity's plans in corporate acquisitions and mergers shall not reduce the maximum number of Shares available for delivery under the Plan or the maximum number of Shares that may be delivered in conjunction with awards granted pursuant to Section 4(d).

(d) *Other Plan Limits*. Subject to adjustment under Section 3(f), the following additional maximums are imposed under the Plan. The maximum aggregate number of Shares that may be covered by awards granted to any one individual during any fiscal year of the Company pursuant to Sections 4(b) and 4(c) shall not exceed 2,000,000 Shares. The aggregate maximum payments that can be made for awards granted to any one individual during any fiscal year of the Company pursuant to Section 4(d) shall not exceed 1,000,000 Shares. The full number of Shares available for delivery under the Plan may be delivered pursuant to incentive stock options under Section 422 or any other similar provision of the Code, except that in calculating the number of Shares that remain available for awards of incentive stock options, the rules set forth in Section 3(a) shall not apply to the extent not permitted by Section 422 of the Code.

(e) *Payment Shares*. Subject to the overall limitation on the number of Shares that may be delivered under the Plan, the Committee may, in addition to granting awards under Section 4, use available Shares as the form of payment for compensation, grants or rights earned or due under any other compensation plans or arrangements of the Company.

(f) *Adjustments for Corporate Transactions*. In the event of any change in the Shares by reason of any stock split, reverse stock split, stock dividend, recapitalization, reorganization, merger, consolidation, split-up, combination or exchange of shares, or any similar change affecting the Shares, (i) the number and kind of shares which may be delivered under the Plan pursuant to Sections 3(a) and 3(d); (ii) the number and kind of shares subject to outstanding awards; and (iii) the exercise price of outstanding stock options and stock appreciation rights shall be appropriately adjusted consistent with such change in such manner as the Committee may deem equitable to prevent substantial dilution or enlargement of the right granted to, or available for, participants in the Plan; provided, however, that no such adjustment shall be required if the Committee determines that such action could cause a stock option or stock appreciation right to fail to satisfy the conditions of an applicable exception from the requirements of Section 409A of the Internal Revenue Code (" Section 409A") or otherwise could subject a participant to any interest or additional tax imposed under Section 409A

in respect of an outstanding award. Similar adjustments may be made in situations where the Company assumes or substitutes for outstanding awards held by employees and other persons of an entity acquired by the Company.

4. TYPES OF AWARDS

(a) *General*. An award may be granted singularly, in combination with another award(s) or in tandem whereby exercise or vesting of one award held by a participant cancels another award held by the participant. Subject to the limitations of Section 2(d), an award may be granted as an alternative or successor to or replacement of an existing award under the Plan or under any other compensation plan or arrangement of the Company, including the plan of any entity acquired by the Company. The types of awards that may be granted under the Plan include:

(b) *Stock Option*. A stock option represents a right to purchase a specified number of Shares during a specified period at a price per Share which is no less than one hundred percent (100%) of the Fair Market Value of a Share on the date of the award. A stock option may be intended to qualify as an incentive stock option under Section 422 or any other similar provision of the Code or may be intended not to so qualify. Each stock option granted on or after the Effective Date shall expire on the applicable date designated by the Committee but in no event may such date be more than ten years from the date the stock option is granted. The Shares covered by a stock option may be purchased by means of a cash payment or such other means as the Committee may from time-to-time permit, including (i) tendering (either actually or by attestation) Shares valued using the market price on the date of exercise, (ii) authorizing a third party to sell Shares (or a sufficient portion thereof) acquired upon exercise of a stock option and to remit to the Company a sufficient portion of the sale proceeds to pay for all the Shares acquired through such exercise and any tax withholding obligations resulting from such exercise; (iii) a net share settlement procedure or through the withholding of Shares subject to the stock option valued using the market price on the date of exercise; or (iv) any combination of the above.

(c) *Stock Appreciation Right.* A stock appreciation right is a right to receive a payment in cash, Shares or a combination thereof, equal to the excess of the aggregate market price on the date of exercise of a specified number of Shares over the aggregate exercise price of the stock appreciation right being exercised. The longest period during which a stock appreciation right granted on or after the Effective Date may be outstanding shall be ten years from the date the stock appreciation right is granted. The exercise price of a stock appreciation right shall be no less than one hundred percent (100%) of the Fair Market Value of a Share on the date of the award.

(d) *Stock Award.* A stock award is a grant of Shares or of a right to receive Shares (or their cash equivalent or a combination of both) in the future. Each stock award shall be earned and vest over such period and shall be governed by such conditions, restrictions and contingencies as the Committee shall determine. These may include continuous service and/or the achievement of performance goals. The performance goals that may be used by the Committee for stock awards intended to qualify as “performance-based compensation” for purposes of Section 162(m) of the Code shall consist of one or more of the following: operating profits (including EBITDA), net profits, earnings per share, profit returns and margins, revenues, shareholder return and/or value, stock price, return on invested capital, cash flow, customer attrition, productivity, workforce diversity, employee satisfaction, individual executive performance, customer service and quality metrics. Performance goals may be measured solely on a corporate, subsidiary or business unit basis, or a combination thereof. Further, performance criteria may reflect absolute entity performance or a relative comparison of entity performance to the performance of a peer group of entities or other external measure of the selected performance criteria. Profit, earnings and revenues used for any performance goal measurement may exclude: gains or losses on operating asset sales or dispositions; asset write-downs; litigation or claim judgments or settlements; accruals for historic environmental obligations; effect of changes in tax law or rate on deferred tax assets and liabilities; accruals for reorganization and restructuring programs; uninsured catastrophic property losses; the effect of changes in accounting standards; the cumulative effect of changes in accounting principles; and any extraordinary non-recurring items as determined in accordance with generally accepted accounting principles and/or described in management’s discussion and analysis of financial performance appearing in the Company’s annual report to stockholders for the applicable year.

5. AWARD SETTLEMENTS AND PAYMENTS

(a) *Dividends and Dividend Equivalents.* Awards of stock options and stock appreciation rights shall not include any right to receive dividends or dividend equivalent payments in respect of Shares underlying the award; provided, however, that Shares delivered upon exercise of stock options and stock appreciation rights shall, from the date of delivery, have the same dividend rights as other outstanding Shares. A stock award pursuant to Section 4(d) may include the right to receive dividends or dividend equivalent payments which may be paid either currently or credited to a participant’s account. Any such crediting of dividends or dividend equivalents may be subject to such conditions, restrictions and contingencies as the Committee shall establish, including vesting conditions and the reinvestment of such credited amounts in Share equivalents, and, in the case of any award subject to the achievement of performance goals, such dividends or dividend equivalents shall be paid only if, and to the extent that, such performance goals are satisfied.

(b) *Payments.* Awards may be settled through cash payments, the delivery of Shares, the granting of awards or combination thereof as the Committee shall determine. Any award settlement, including payment deferrals, may be subject to such conditions, restrictions and contingencies as the Committee shall determine. The Committee may permit or require the deferral of any award payment, subject to such rules and procedures as it may establish, which may include provisions for the payment or crediting of interest, or dividend equivalents, including converting such credits into deferred Share equivalents. It is intended that any such settlement or deferral shall be implemented in a manner and this Plan shall be interpreted and administered so as to comply with Section 409A and any applicable guidance issued thereunder in order to avoid the imposition of any interest or additional tax on an employee under Section 409A in respect of any award.

6. PLAN AMENDMENT AND TERMINATION

(a) *Amendments.* The Board may amend this Plan and the Committee may amend any outstanding award in such manner as it deems necessary and appropriate to better achieve the Plan's purpose, provided, however, that (i) except as provided in Section 3(f), (a) the Share and other award limitations set forth in Sections 3(a) and 3(d) cannot be increased and (b) the minimum stock option and stock appreciation right exercise prices set forth in Sections 2(d), 4(b) and 4(c) cannot be changed unless such a plan amendment is properly approved by the Company's stockholders, and (ii) no such amendment shall, without a participant's consent, materially adversely affect a participant's rights with respect to any outstanding award. Notwithstanding the foregoing, no action taken by the Committee (x) to settle or adjust an outstanding award pursuant to Section 3(f) or (y) to modify an outstanding award to avoid, in the reasonable, good faith judgment of the Company, the imposition on any participant of any tax, interest or penalty under Section 409A, shall require the consent of any participant.

(b) *Plan Suspension and Termination.* The Board may suspend or terminate this Plan at any time. However, in no event may any awards be granted under the Plan after the date of the 2022 Annual Meeting of Stockholders. Any such suspension or termination shall not of itself impair any outstanding award granted under the Plan or the applicable participant's rights regarding such award.

7. MISCELLANEOUS

(a) *Assignability.* No Award granted under the Plan shall be transferable, whether voluntarily or involuntarily, other than by will or by the laws of descent and distribution; provided, however, that the Committee may permit transfers as gifts to family members or to trusts or other entities for the benefit of one or more family members on such terms and conditions as it shall determine; and, provided, further, that unless permitted by applicable regulations under the Code or other Internal Revenue Service guidance, the Committee may not permit any such transfers of incentive stock options. During the lifetime of a participant to whom incentive stock options were awarded, such incentive stock options shall be exercisable only by the participant.

(b) *No Individual Rights.* The Plan does not confer on any person any claim or right to be granted an award under the Plan. Neither the Plan nor any action taken hereunder shall be construed as giving any employee or other person any right to continue to be employed by or to perform services for the Company, any subsidiary or related entity. The right to terminate the employment of or performance of services by any Plan participant at any time and for any reason is specifically reserved to the employing entity.

(c) *Unfunded Plan.* The Plan shall be unfunded and shall not create (or be construed to create) a trust or a separate fund or funds. The Plan shall not establish any fiduciary relationship between the Company and any participant or beneficiary of a participant. To the extent any person holds any obligation of the Company by virtue of an award granted under the Plan, such obligation shall merely constitute a general unsecured liability of the Company and accordingly shall not confer upon such person any right, title or interest in any assets of the Company.

(d) *Use of Proceeds.* Any proceeds from the sale of shares under the Plan shall constitute general funds of the Company.

(e) *Other Benefit and Compensation Plans.* Unless otherwise specifically determined by the Committee, settlements of awards received by participants under the Plan shall not be deemed a part of a participant's regular, recurring compensation for purposes of calculating payments or benefits from any Company benefit plan or severance Plan. Further, the Company may adopt any other compensation Plans, plans or arrangements as it deems appropriate.

(f) *No Fractional Shares.* Unless otherwise determined by the Committee, no fractional Shares shall be issued or delivered pursuant to the Plan or any award, and the Committee shall determine whether any fractional Share shall be rounded up or rounded down to the nearest whole Share, whether cash shall be paid or transferred in lieu of any fractional Shares, or whether such fractional Shares or any rights thereto shall be canceled.

(g) *Governing Law.* The validity, construction and effect of the Plan and, except as otherwise determined by the Committee, any award, agreement or other instrument issued under the Plan, shall be determined in accordance with the laws of the State of New Jersey applicable to contracts entered into and performed entirely within the State of New Jersey (without reference to its principles of conflicts of law).

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Stephen H. Rusckowski, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Quest Diagnostics Incorporated;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

July 26, 2012

By /s/ Stephen H. Rusckowski

Stephen H. Rusckowski

President and Chief Executive Officer

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Robert A. Hagemann, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Quest Diagnostics Incorporated;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

July 26, 2012

By /s/ Robert A. Hagemann

Robert A. Hagemann
Senior Vice President and
Chief Financial Officer

Exhibit 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO 18 U.S.C. § 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to 18 U.S.C. § 1350, the undersigned certifies that, to the best of my knowledge, the Quarterly Report on Form 10-Q for the period ended June 30, 2012 of Quest Diagnostics Incorporated, as being filed with the Securities and Exchange Commission concurrently herewith, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. § 78m or 78o(d)) and that the information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of Quest Diagnostics Incorporated.

Dated: July 26, 2012

/s/ Stephen H. Rusckowski

Stephen H. Rusckowski
President and Chief Executive Officer

Exhibit 32.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. § 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to 18 U.S.C. § 1350, the undersigned certifies that, to the best of my knowledge, the Quarterly Report on Form 10-Q for the period ended June 30, 2012 of Quest Diagnostics Incorporated, as being filed with the Securities and Exchange Commission concurrently herewith, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. § 78m or 78o(d)) and that the information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of Quest Diagnostics Incorporated.

Dated: July 26, 2012

/s/ Robert A. Hagemann

Robert A. Hagemann
Senior Vice President and
Chief Financial Officer