

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, 2013
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, 2013, there were outstanding 151,886,161 shares of the registrant's common stock, \$.01 par value.

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QUEST DIAGNOSTICS INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2013 AND 2012
(unaudited)
(in thousands, except per share data)

	<u>Three Months Ended June 30,</u>		<u>Six Months Ended June 30,</u>	
	<u>2013</u>	<u>2012</u>	<u>2013</u>	<u>2012</u>
Net revenues	\$ 1,815,740	\$ 1,878,352	\$ 3,602,387	\$ 3,787,049
Operating costs and expenses:				
Cost of services	1,093,666	1,101,924	2,185,510	2,211,088
Selling, general and administrative	418,548	424,085	866,407	907,337
Amortization of intangible assets	19,756	18,808	39,040	37,633
Other operating (income) expense, net	(4,951)	183	(4,285)	(180)
Total operating costs and expenses	<u>1,527,019</u>	<u>1,545,000</u>	<u>3,086,672</u>	<u>3,155,878</u>
Operating income	288,721	333,352	515,715	631,171
Other income (expense):				
Interest expense, net	(39,921)	(41,750)	(79,786)	(83,852)
Equity earnings in unconsolidated joint ventures	7,253	7,372	13,399	14,981
Other income (expense), net	258	(1,255)	3,649	3,501
Total non-operating expenses, net	<u>(32,410)</u>	<u>(35,633)</u>	<u>(62,738)</u>	<u>(65,370)</u>
Income from continuing operations before taxes	256,311	297,719	452,977	565,801
Income tax expense	<u>94,491</u>	<u>113,726</u>	<u>167,828</u>	<u>216,288</u>
Income from continuing operations	161,820	183,993	285,149	349,513
Income from discontinued operations, net of taxes	<u>12,803</u>	<u>2,480</u>	<u>33,091</u>	<u>5,475</u>
Net income	174,623	186,473	318,240	354,988
Less: Net income attributable to noncontrolling interests	9,155	8,768	16,993	18,165
Net income attributable to Quest Diagnostics	<u>\$ 165,468</u>	<u>\$ 177,705</u>	<u>\$ 301,247</u>	<u>\$ 336,823</u>
Amounts attributable to Quest Diagnostics' stockholders:				
Income from continuing operations	\$ 152,665	\$ 175,225	\$ 268,156	\$ 331,348
Income from discontinued operations, net of taxes	12,803	2,480	33,091	5,475
Net income	<u>\$ 165,468</u>	<u>\$ 177,705</u>	<u>\$ 301,247</u>	<u>\$ 336,823</u>
Earnings per share attributable to Quest Diagnostics' common stockholders - basic:				
Income from continuing operations	\$ 0.99	\$ 1.10	\$ 1.72	\$ 2.08
Income from discontinued operations	0.08	0.02	0.21	0.04
Net income	<u>\$ 1.07</u>	<u>\$ 1.12</u>	<u>\$ 1.93</u>	<u>\$ 2.12</u>
Earnings per share attributable to Quest Diagnostics' common stockholders - diluted:				
Income from continuing operations	\$ 0.99	\$ 1.09	\$ 1.71	\$ 2.06
Income from discontinued operations	0.08	0.02	0.21	0.04
Net income	<u>\$ 1.07</u>	<u>\$ 1.11</u>	<u>\$ 1.92</u>	<u>\$ 2.10</u>
Weighted average common shares outstanding:				
Basic	152,708	158,477	155,403	158,385
Diluted	154,059	159,784	156,733	159,745
Dividends per common share	\$ 0.30	\$ 0.17	\$ 0.60	\$ 0.34

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, 2013 AND 2012
(unaudited)
(in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Net income	\$ 174,623	\$ 186,473	\$ 318,240	\$ 354,988
Other comprehensive income (loss):				
Currency translation	(26,264)	(19,183)	(30,651)	(967)
Market valuation, net of tax	363	44	305	245
Net deferred loss on cash flow hedges, net of tax	210	210	420	420
Other, net of tax	2,827	—	2,837	—
Other comprehensive loss	<u>(22,864)</u>	<u>(18,929)</u>	<u>(27,089)</u>	<u>(302)</u>
Comprehensive income	151,759	167,544	291,151	354,686
Less: Comprehensive income attributable to noncontrolling interests	<u>9,155</u>	<u>8,768</u>	<u>16,993</u>	<u>18,165</u>
Comprehensive income attributable to Quest Diagnostics	<u>\$ 142,604</u>	<u>\$ 158,776</u>	<u>\$ 274,158</u>	<u>\$ 336,521</u>

The accompanying notes are an integral part of these statements.

QUEST DIAGNOSTICS INCORPORATED AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
JUNE 30, 2013 AND DECEMBER 31, 2012
(in thousands, except per share data)

	June 30, 2013	December 31,
	(unaudited)	2012
<u>Assets</u>		
Current assets:		
Cash and cash equivalents	\$ 148,342	\$ 295,586
Accounts receivable, net of allowance for doubtful accounts of \$245,975 and \$235,747 at June 30, 2013 and December 31, 2012, respectively	946,753	867,010
Inventories	89,442	93,050
Deferred income taxes	158,786	174,209
Prepaid expenses and other current assets	126,376	90,950
Current assets held for sale	—	40,192
Total current assets	1,469,699	1,560,997
Property, plant and equipment, net	751,814	755,831
Goodwill	5,665,845	5,535,848
Intangible assets, net	929,421	872,172
Other assets	219,406	204,631
Non-current assets held for sale	—	354,384
Total assets	\$ 9,036,185	\$ 9,283,863
<u>Liabilities and Stockholders' Equity</u>		
Current liabilities:		
Accounts payable and accrued expenses	\$ 915,927	\$ 1,016,191
Short-term borrowings and current portion of long-term debt	374,764	9,404
Current liabilities held for sale	—	22,008
Total current liabilities	1,290,691	1,047,603
Long-term debt	3,121,601	3,354,173
Other liabilities	685,327	635,558
Non-current liabilities held for sale	—	60,800
Stockholders' equity:		
Quest Diagnostics stockholders' equity:		
Common stock, par value \$0.01 per share; 600,000 shares authorized at both June 30, 2013 and December 31, 2012; 215,358 shares and 215,075 shares issued at June 30, 2013 and December 31, 2012, respectively	2,154	2,151
Additional paid-in capital	2,326,926	2,370,677
Retained earnings	4,898,331	4,690,378
Accumulated other comprehensive (loss) income	(12,769)	14,320
Treasury stock, at cost; 63,538 shares and 56,744 shares at June 30, 2013 and December 31, 2012, respectively	(3,302,686)	(2,914,479)
Total Quest Diagnostics stockholders' equity	3,911,956	4,163,047
Noncontrolling interests	26,610	22,682
Total stockholders' equity	3,938,566	4,185,729
Total liabilities and stockholders' equity	\$ 9,036,185	\$ 9,283,863

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, 2013 AND 2012
(unaudited)
(in thousands)

	Six Months Ended June 30,	
	2013	2012
Cash flows from operating activities:		
Net income	\$ 318,240	\$ 354,988
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	142,014	144,029
Provision for doubtful accounts	139,449	147,183
Deferred income tax benefit	(10,991)	(11,305)
Stock-based compensation expense	16,515	34,178
Excess tax benefits from stock-based compensation arrangements	(2,736)	(3,929)
Other, net	(23,522)	264
Changes in operating assets and liabilities:		
Accounts receivable	(213,312)	(181,918)
Accounts payable and accrued expenses	(68,198)	(87,698)
Income taxes payable	(34,547)	28,648
Other assets and liabilities, net	(7,588)	(12,306)
Net cash provided by operating activities	255,324	412,134
Cash flows from investing activities:		
Business acquisitions, net of cash acquired	(179,949)	(50,568)
Proceeds from sale of business	266,041	—
Capital expenditures	(104,718)	(77,408)
Increase in investments and other assets	(736)	(2,565)
Net cash used in investing activities	(19,362)	(130,541)
Cash flows from financing activities:		
Proceeds from borrowings	578,082	685,000
Repayments of debt	(414,792)	(899,646)
Purchases of treasury stock	(511,630)	(100,000)
Exercise of stock options	63,257	90,579
Excess tax benefits from stock-based compensation arrangements	2,736	3,929
Dividends paid	(95,267)	(53,981)
Distributions to noncontrolling interests	(13,447)	(15,795)
Other financing activities, net	(9,379)	17,177
Net cash used in financing activities	(400,440)	(272,737)
Net change in cash and cash equivalents	(164,478)	8,856
Add: Decrease in cash and cash equivalents included in assets held for sale	17,234	—
Cash and cash equivalents, beginning of period	295,586	164,886
Cash and cash equivalents, end of period	\$ 148,342	\$ 173,742

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, 2013 AND 2012
(unaudited)
(in thousands)

	Quest Diagnostics Stockholders' Equity							Total Stockholders' Equity
	Shares of Common Stock Outstanding	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Treasury Stock, at Cost	Non-controlling Interests	
Balance, December 31, 2012	158,331	\$ 2,151	\$ 2,370,677	\$ 4,690,378	\$ 14,320	\$ (2,914,479)	\$ 22,682	\$ 4,185,729
Net income				301,247			16,993	318,240
Other comprehensive loss, net of tax					(27,089)			(27,089)
Dividends declared				(93,294)				(93,294)
Distributions to noncontrolling interests							(13,447)	(13,447)
Issuance of common stock under benefit plans	664	5	1,256			8,922		10,183
Stock-based compensation expense			14,718			1,797		16,515
Exercise of stock options	1,306		(4,454)			67,704	7	63,257
Shares to cover employee payroll tax withholdings on stock issued under benefit plans	(172)	(2)	(9,881)					(9,883)
Tax benefits associated with stock-based compensation plans			(390)					(390)
Purchases of treasury stock	(8,309)		(45,000)			(466,630)		(511,630)
Other							375	375
Balance, June 30, 2013	151,820	\$ 2,154	\$ 2,326,926	\$ 4,898,331	\$ (12,769)	\$ (3,302,686)	\$ 26,610	\$ 3,938,566

	Quest Diagnostics Stockholders' Equity							Total Stockholders' Equity
	Shares of Common Stock Outstanding	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Treasury Stock, at Cost	Non-controlling Interests	
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

The accompanying notes are an integral part of these statements.

QUEST DIAGNOSTICS INCORPORATED AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)
(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 information services ("DIS") providing insights that empower and enable patients, physicians, hospitals, integrated delivery networks, health plans, employers and others to make better healthcare decisions. The Company offers the broadest access in the United States to DIS through our nationwide network of laboratories and Company-owned patient service centers and the Company is the leading provider of DIS, including routine testing, esoteric or gene-based testing and anatomic pathology testing. 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, many of whom are recognized leaders in their fields. The Company's Diagnostic Solutions ("DS") businesses offers a variety of solutions for life insurers and healthcare providers. The Company is the leading provider of risk assessment services for the life insurance industry. In addition, the Company is a leading provider of testing for clinical trials. The Company's diagnostics products business manufactures and markets diagnostic products. In addition, the Company offers healthcare organizations and clinicians 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 2012 Annual Report on Form 10-K.

The year-end balance sheet data was derived from the audited financial statements as of December 31, 2012, but does not include all the disclosures required by accounting principles generally accepted in the United States ("GAAP").

The Company completed the sale of its OralDNA salivary-diagnostics business ("OralDNA") during the fourth quarter of 2012. In April 2013, the Company completed the sale of its HemoCue diagnostics products business ("HemoCue"). During the third quarter of 2006, the Company completed its wind-down of NID, a test kit manufacturing subsidiary, and classified the operations of NID as discontinued operations. The accompanying consolidated statements of operations and related disclosures have been recast to report the results of OralDNA and HemoCue as discontinued operations for the three and six months ended June 30, 2013 and 2012. See Note 12 for a further discussion of discontinued operations.

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

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

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, 2013, the Company adopted a new accounting standard issued by the Financial Accounting Standards Board ("FASB") related to the testing of indefinite-lived intangible assets, other than goodwill, for impairment. Similar to the guidance related to the testing of goodwill for impairment, an entity testing an indefinite-lived intangible asset for impairment has the option to perform a qualitative assessment before calculating the fair value of the asset. If, after assessing the totality of events and circumstances an entity determines that it is not more-likely-than-not that the indefinite-lived intangible asset is impaired, the entity would not be required to perform the quantitative impairment test. However, if the qualitative assessment indicates that it is more-likely-than-not that the fair value of the asset is less than its carrying amount, then the quantitative assessment must be performed. An entity is permitted to perform the qualitative assessment on none, some or all of its indefinite-lived intangible assets and may also bypass the qualitative assessment and begin with the quantitative assessment of indefinite-lived intangible assets for impairment. The adoption of this new standard did not have a material impact on the Company's consolidated financial statements.

On January 1, 2013, the Company adopted a new accounting standard issued by the FASB that adds new disclosure requirements for amounts reclassified out of accumulated other comprehensive income ("AOCI"). The total changes in AOCI must be disaggregated between reclassification adjustments and current period other comprehensive income. This new standard also requires an entity to present reclassification adjustments out of AOCI either on the face of the income statement or in the notes to the financial statements based on their source and the income statement line items affected by the reclassification. This standard is effective prospectively for the Company for interim and annual periods beginning on January 1, 2013. The adoption of this new standard did not have a material impact on the Company's consolidated financial statements.

New Accounting Pronouncements

In March 2013, the FASB issued a new accounting standard on foreign currency matters that clarifies the guidance of a parent company's accounting for the cumulative translation adjustment upon derecognition of certain subsidiaries or groups of assets within a foreign entity or of an investment in a foreign entity. Under this new standard, a parent company that ceases to have a controlling financial interest in a foreign subsidiary or group of assets within a foreign entity shall release any related cumulative translation adjustment into net income only if a sale or transfer results in complete or substantially complete liquidation of the foreign entity. This standard shall be applied prospectively and will become effective for the Company on January 1, 2014. The Company expects that the adoption of this standard will not have a material effect on its consolidated financial statements.

In July 2013, the FASB issued a new accounting standard to permit the use of the Fed Funds Effective Swap Rate to be used as an alternative benchmark interest rate for hedge accounting purposes in interest rate derivatives. The new standard is effective prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013. The new standard is not expected to have a material effect on the Company's consolidated financial statements.

In July 2013, the FASB issued a new accounting standard on the financial statement presentation of unrecognized tax benefits. The new standard provides that a liability related to an unrecognized tax benefit would be presented as a reduction of a deferred tax asset for a net operating loss carryforward, a similar tax loss or a tax credit carryforward if such settlement is required or expected in the event the uncertain tax position is disallowed. The new standard becomes effective for the Company on January 1, 2014 and it should be applied prospectively to unrecognized tax benefits that exist at the effective date with retrospective application permitted. The Company is currently assessing the impacts of this new standard.

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

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,	
	2013	2012	2013	2012
Amounts attributable to Quest Diagnostics' stockholders:				
Income from continuing operations	\$ 152,665	\$ 175,225	\$ 268,156	\$ 331,348
Income from discontinued operations, net of taxes	12,803	2,480	33,091	5,475
Net income attributable to Quest Diagnostics' common stockholders	\$ 165,468	\$ 177,705	\$ 301,247	\$ 336,823
Income from continuing operations	\$ 152,665	\$ 175,225	\$ 268,156	\$ 331,348
Less: Earnings allocated to participating securities	562	712	927	1,306
Earnings available to Quest Diagnostics' common stockholders – basic and diluted	\$ 152,103	\$ 174,513	\$ 267,229	\$ 330,042
Weighted average common shares outstanding – basic	152,708	158,477	155,403	158,385
Effect of dilutive securities:				
Stock options and performance share units	1,351	1,307	1,330	1,360
Weighted average common shares outstanding – diluted	154,059	159,784	156,733	159,745
Earnings per share attributable to Quest Diagnostics' common stockholders – basic:				
Income from continuing operations	\$ 0.99	\$ 1.10	\$ 1.72	\$ 2.08
Income from discontinued operations	0.08	0.02	0.21	0.04
Net income	\$ 1.07	\$ 1.12	\$ 1.93	\$ 2.12
Earnings per share attributable to Quest Diagnostics' common stockholders – diluted:				
Income from continuing operations	\$ 0.99	\$ 1.09	\$ 1.71	\$ 2.06
Income from discontinued operations	0.08	0.02	0.21	0.04
Net income	\$ 1.07	\$ 1.11	\$ 1.92	\$ 2.10

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,	
	2013	2012	2013	2012
Stock options and performance share units	1,457	2,463	1,771	2,229

4. INVIGORATE PROGRAM

During 2012, the Company committed to a course of action related to a multi-year program called Invigorate which is designed to reduce its cost structure. The Invigorate program 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 the Company to improve operating profitability and quality. In connection with this program, the Company also launched a voluntary retirement program to certain eligible employees, which was essentially completed at the end of the first quarter of 2013. The Invigorate program is currently expected to be principally completed by the end of 2014.

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

As part of the Invigorate program, the Company launched a major management restructuring aimed at driving operational excellence and restoring growth. The key element of this organizational change is to eliminate the complexity associated with the Company's prior structure, including reducing management layers, so that the Company can better focus on customers and speed decision-making. The new organization is designed to align around future growth opportunities, improve execution and leverage company-wide infrastructure to maximize value and efficiency. The majority of the organizational changes became effective on January 1, 2013. The Company has completed the elimination of at least three layers from the organization, and has reduced approximately 450 management positions from the Company through the end of the second quarter of 2013 associated with this initiative. The Company expects to eliminate a total of approximately 500 management positions by the end of 2013.

The following table provides a summary of the Company's pre-tax restructuring and integration charges associated with the Invigorate program and other employee separation costs for the three and six months ended June 30, 2013:

	Three Months Ended June 30, 2013	Six Months Ended June 30, 2013
Employee separation costs	\$ 7,762	\$ 41,355
Facility-related costs	1,234	1,243
Accelerated vesting of stock-based compensation	—	1,284
Total restructuring charges	<u>8,996</u>	<u>43,882</u>
Other integration costs	\$ 8,413	\$ 13,257
Total restructuring and integration charges	<u>\$ 17,409</u>	<u>\$ 57,139</u>

Of the total employee separation costs incurred during the three and six months ended June 30, 2013, \$0.3 million and \$18.5 million, respectively, represent costs associated with the Company's management layer reduction initiative, and \$1.4 million and \$4.4 million, respectively, represent costs incurred under the Company's voluntary retirement program. The remaining employee separation costs incurred during the three and six months ended June 30, 2013 represent other actions the Company has taken to restructure its business.

Of the total \$17.4 million in restructuring and integration charges incurred during the three months ended June 30, 2013, \$5.6 million and \$11.8 million was recorded in cost of services and selling, general and administrative expenses, respectively. Of the total \$57.1 million in restructuring and integration charges incurred during the six months ended June 30, 2013, \$22.3 million and \$34.8 million was recorded in cost of services and selling, general and administrative expenses, respectively. These charges were primarily recorded in the Company's DIS business for both periods presented.

The following table summarizes activity in the restructuring liability as of June 30, 2013:

	Employee Separation Costs	Facility- Related Costs	Total
<i>Balance, December 31, 2012</i>	\$ 40,018	\$ 257	\$ 40,275
Current period charges	41,355	1,243	42,598
Other / adjustments	2,915	—	2,915
Less:			
Cash payments	<u>(36,775)</u>	<u>—</u>	<u>(36,775)</u>
<i>Balance, June 30, 2013</i>	<u>\$ 47,513</u>	<u>\$ 1,500</u>	<u>\$ 49,013</u>

In addition to the restructuring and integration charges noted above, the Company incurred approximately \$1.4 million and \$6.1 million during the three and six months ended June 30, 2013, respectively, primarily associated with professional fees

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incurred in connection with further restructuring and integration of the Company's business. The remainder for both periods represent costs related to the integration of recent acquisitions with the Company's operations.

5. BUSINESS ACQUISITIONS

Acquisition of Businesses from UMass Memorial Medical Center

On January 2, 2013, the Company completed the acquisition of the clinical outreach and anatomic pathology businesses of UMass Memorial Medical Center ("UMass"). This purchase was the first step in a series of transactions between the parties whereby the two organizations expect to eventually have a financial stake in a new entity that will perform diagnostic information testing services in a defined territory within the state of Massachusetts. The assets acquired at the acquisition date primarily represent goodwill and intangible assets, principally comprised of customer-related intangibles (see Note 7). In addition the Company granted to UMass a call option and UMass granted to the Company a put option for UMass to acquire an 18.90% equity interest in a newly formed entity. The put and call options have a vesting period of approximately two years (see Note 6).

Other Acquisitions

On May 15, 2013, the Company completed the acquisition of the toxicology and clinical laboratory business of Advanced Toxicology Network ("ATN") from Concentra, a subsidiary of Humana Inc. The assets acquired at the acquisition date primarily represent goodwill and intangible assets, principally comprised of customer-related intangibles (see Note 7).

On June 22, 2013, the Company completed the acquisition of certain lab-related clinical outreach service operations of Dignity Health ("Dignity"), a hospital system in California. The assets acquired at the acquisition date primarily represent goodwill and intangible assets, principally comprised of customer-related intangibles (see Note 7).

Pro Forma Combined Financial Information

Supplemental pro forma combined financial information has not been presented as the combined impact of the above acquisitions are not material to the Company's consolidated financial statements.

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6. 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 Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
June 30, 2013				
Assets:				
Trading securities	\$ 47,362	\$ 47,362	\$ —	\$ —
Cash surrender value of life insurance policies	27,004	—	27,004	—
Put option	7,400	—	—	7,400
Available-for-sale equity securities	1,113	—	—	1,113
Foreign currency forward contracts	134	—	134	—
Total	<u>\$ 83,013</u>	<u>\$ 47,362</u>	<u>\$ 27,138</u>	<u>\$ 8,513</u>
Liabilities:				
Deferred compensation liabilities	\$ 79,410	\$ —	\$ 79,410	\$ —
Interest rate swaps	30,694	—	30,694	—
Call option	9,940	—	—	9,940
Total	<u>\$ 120,044</u>	<u>\$ —</u>	<u>\$ 110,104</u>	<u>\$ 9,940</u>
		Basis of Fair Value Measurements		
		Quoted Prices in Active Markets for Identical Assets / Liabilities Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
		Level 1	Level 2	Level 3
December 31, 2012				
Assets:				
Trading securities	\$ 52,283	\$ 52,283	\$ —	\$ —
Cash surrender value of life insurance policies	25,018	—	25,018	—
Interest rate swaps	830	—	830	—
Available-for-sale equity securities	612	—	—	612
Foreign currency forward contracts	403	—	403	—
Total	<u>\$ 79,146</u>	<u>\$ 52,283</u>	<u>\$ 26,251</u>	<u>\$ 612</u>
Liabilities:				
Deferred compensation liabilities	\$ 82,218	\$ —	\$ 82,218	\$ —
Interest rate swaps	3,129	—	3,129	—
Total	<u>\$ 85,347</u>	<u>\$ —</u>	<u>\$ 85,347</u>	<u>\$ —</u>

A full description regarding the Company's fair value measurements is contained in Note 6 to the Consolidated Financial Statements in the Company's 2012 Annual Report on Form 10-K.

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

In connection with the acquisition of certain businesses of UMass, the Company granted to UMass a call option and UMass granted to the Company a put option for UMass to acquire an 18.90% equity interest in a newly formed entity. The put and call options are derivative instruments that have a vesting period of approximately two years and their fair values have been measured using a combination of discounted cash flows and the Black-Scholes-Merton option pricing model (See Note 5).

The following table provides a reconciliation of the beginning and ending balances of assets and liabilities using significant unobservable inputs:

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)		
	Available-for-Sale Equity Securities	Put Option Derivative Asset	Total
<i>Balance, December 31, 2012</i>	\$ 612	\$ —	\$ 612
Purchases, additions and issuances	—	8,250	8,250
Total gains (losses) - realized/ unrealized:			
Included in earnings	—	(850)	(850)
Included in other comprehensive income (loss)	501	—	501
Transfers in and out of Level 3	—	—	—
<i>Balance, June 30, 2013</i>	\$ 1,113	\$ 7,400	\$ 8,513

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)	
		Call Option Derivative Liability
<i>Balance, December 31, 2012</i>		\$ —
Purchases, additions and issuances		10,808
Total (gains) losses - realized/ unrealized:		
Included in earnings		(868)
Transfers in and out of Level 3		—
<i>Balance, June 30, 2013</i>		\$ 9,940

The unrealized gains and losses included in earnings for the six months ended June 30, 2013 are reported in other non-operating income.

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, 2013, the fair value of the Company's debt was estimated at \$3.8 billion, which exceeded the carrying value by \$262 million. At December 31, 2012, the fair value of the Company's debt was estimated at \$3.8 billion, which exceeded the carrying value by \$481 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.

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7. GOODWILL AND INTANGIBLE ASSETS

The changes in goodwill for the six months ended June 30, 2013 and for the year ended December 31, 2012 are as follows:

	June 30, 2013	December 31, 2012
Balance at beginning of period	\$ 5,535,848	\$ 5,795,765
Goodwill acquired during the period	130,192	28,144
Goodwill impairment and write-off associated with sale of business during the period	—	(85,173)
Reclassification to non-current assets held for sale	—	(218,795)
(Decrease) increase related to foreign currency translation	(195)	15,907
Balance at end of period	<u>\$ 5,665,845</u>	<u>\$ 5,535,848</u>

Approximately 90% of the Company's goodwill as of June 30, 2013 and December 31, 2012 was associated with its clinical testing business.

For the six months ended June 30, 2013, goodwill acquired was principally associated with the UMass, Dignity and ATN acquisitions, which is deductible for tax purposes. These acquisitions resulted in \$94.9 million of intangible assets, principally comprised of customer-related intangibles.

For the year ended December 31, 2012, goodwill acquired was principally associated with the acquisition of S.E.D. Medical Laboratories. 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, 2012, goodwill impairment was associated with HemoCue and the write-off of goodwill was associated with the sale of OralDNA during the fourth quarter of 2012. For further details regarding goodwill included in non-current assets held for sale, see Note 18 to the Consolidated Financial Statements in the Company's 2012 Annual Report on Form 10-K.

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Intangible assets at June 30, 2013 and December 31, 2012 consisted of the following:

	Weighted Average Amortization Period (in Years)	June 30, 2013			December 31, 2012		
		Cost	Accumulated Amortization	Net	Cost	Accumulated Amortization	Net
Amortizing intangible assets:							
Customer-related intangibles	18	\$ 657,901	\$ (190,909)	\$ 466,992	\$ 566,701	\$ (173,516)	\$ 393,185
Non-compete agreements	4	41,651	(21,893)	19,758	38,551	(17,123)	21,428
Technology	14	131,040	(31,002)	100,038	131,040	(25,144)	105,896
Other	8	143,806	(48,652)	95,154	141,818	(37,634)	104,184
Total	16	974,398	(292,456)	681,942	878,110	(253,417)	624,693
Intangible assets not subject to amortization:							
Tradenames		246,200	—	246,200	246,200	—	246,200
In-process research and development		120	—	120	120	—	120
Other		1,159	—	1,159	1,159	—	1,159
Total intangible assets		\$ 1,221,877	\$ (292,456)	\$ 929,421	\$ 1,125,589	\$ (253,417)	\$ 872,172

Amortization expense related to intangible assets was \$19.8 million and \$18.8 million for the three months ended June 30, 2013 and 2012, respectively. For the six months ended June 30, 2013 and 2012, amortization expense related to intangible assets was \$39.0 million and \$37.6 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, 2013 is as follows:

Year Ending December 31,	
Remainder of 2013	\$ 40,539
2014	77,376
2015	65,963
2016	58,922
2017	55,168
2018	48,428
Thereafter	335,546
Total	<u>\$ 681,942</u>

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.

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

	June 30, 2013		December 31, 2012	
	Balance Sheet Classification	Fair Value	Balance Sheet Classification	Fair Value
Derivatives Designated as Hedging Instruments				
Asset Derivatives:				
Interest rate swaps	Other assets	\$ —	Other assets	\$ 830
Liability Derivatives:				
Interest rate swaps	Other liabilities	30,694	Other liabilities	3,129
Derivatives Not Designated as Hedging Instruments				
Asset Derivatives:				
Put option	Other assets	7,400	Other assets	—
Foreign currency forward contracts	Other current assets	134	Other current assets	403
		<u>7,534</u>		<u>403</u>
Liability Derivatives:				
Call option	Other liabilities	9,940	Other liabilities	—
Total Net Derivatives Liabilities		<u>\$ (33,100)</u>		<u>\$ (1,896)</u>

A full description regarding the Company's use of derivative financial instruments is contained in Note 13 to the Consolidated Financial Statements in the Company's 2012 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) income, related to the Company's cash flow hedges as of June 30, 2013 and December 31, 2012 was \$6.4 million and \$6.8 million, respectively. The loss recognized on the Company's cash flow hedges for the three and six months ended June 30, 2013 and 2012, 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) income into earnings within the next twelve months is \$1.3 million.

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Interest Rate Derivatives – Fair Value Hedges

The Company maintains various fixed-to-variable interest rate swaps to convert a portion of the Company's long-term debt into variable interest rate debt. These derivative financial instruments are accounted for as fair value hedges of a portion of the Senior Notes due 2015, 2016, 2020 and 2021. In prior years, the Company entered into various fixed-to-variable interest rate swap agreements with 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%. In July 2012, the Company monetized the value of these interest rate swap assets by terminating the hedging instruments. The asset value, including accrued interest through the date of termination, was \$71.8 million and the amount to be amortized as a reduction of interest expense over the remaining terms of the hedged debt instruments was \$65.2 million. Immediately after the termination of these interest rate swaps, the Company entered into new fixed-to-variable interest rate swap agreements on the same Senior Notes. The fixed-to-variable interest rate swap agreements that the Company entered into in July 2012 have an aggregate notional amount of \$550 million and variable interest rates based on six-month LIBOR plus 2.3% and one-month LIBOR plus 3.6%. During the fourth quarter of 2012, the Company entered into additional fixed-to-variable interest rate swap agreements with an aggregate notional amount of \$400 million and variable interest rates based on one-month LIBOR plus a spread ranging from 3.4% to 5.1%. These derivative financial instruments are accounted for as fair value hedges on a portion of the Senior Notes due 2015 and a portion of the Senior Notes due 2021.

The interest rate swaps associated with the Senior Notes due 2015, 2016, 2020 and 2021 are classified as liabilities with an aggregate fair value of \$30.7 million at June 30, 2013. The interest rate swaps associated with the Senior Notes due 2016 are classified as assets with a fair value of \$0.8 million at December 31, 2012. The interest rate swaps associated with the Senior Notes due 2015, 2020, and 2021 are classified as liabilities with an aggregate fair value of \$3.1 million at December 31, 2012. Since inception, the fair value hedges have been highly effective; therefore, there is no impact on earnings for the three and six months ended June 30, 2013 and 2012 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. 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, 2013 and 2012, 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.

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Changes in Accumulated Other Comprehensive (Loss) Income by Component

The changes in accumulated other comprehensive (loss) income by component for the six months ended June 30, 2013 and 2012 were as follows:

	Foreign Currency Translation Adjustment	Market Value Adjustment	Deferred Loss	Accumulated Other Comprehensive (Loss) Income
<i>Balance, December 31, 2012</i>	\$ 25,463	\$ (4,326)	\$ (6,817)	\$ 14,320
Other comprehensive (loss) income before reclassifications	(1,358)	305	—	(1,053)
Amounts reclassified from accumulated other comprehensive (loss) income	(29,293)	2,837	420	(26,036)
Net current period other comprehensive (loss) income	(30,651)	3,142	420	(27,089)
<i>Balance, June 30, 2013</i>	\$ (5,188)	\$ (1,184)	\$ (6,397)	\$ (12,769)

	Foreign Currency Translation Adjustment	Market Value Adjustment	Deferred Loss	Accumulated Other Comprehensive (Loss) Income
<i>Balance, December 31, 2011</i>	\$ 943	\$ (1,355)	\$ (7,655)	\$ (8,067)
Other comprehensive (loss) income before reclassifications	(967)	245	—	(722)
Amounts reclassified from accumulated other comprehensive (loss) income	—	—	420	420
Net current period other comprehensive (loss) income	(967)	245	420	(302)
<i>Balance, June 30, 2012</i>	\$ (24)	\$ (1,110)	\$ (7,235)	\$ (8,369)

For the six months ended June 30, 2013, the gross foreign currency translation adjustment of \$29.3 million and principally all of the gross market value adjustment of \$3.8 million, associated with the completion of the sale of HemoCue, were reclassified from accumulated other comprehensive (loss) income to income from discontinued operations, net of taxes. The remaining gross market value adjustment and gross deferred loss were reclassified from accumulated other comprehensive (loss) income to interest expense, net on the accompanying consolidated statements of operations.

For the six months ended June 30, 2012, the gross deferred loss was reclassified from accumulated other comprehensive (loss) income to interest expense, net on the accompanying consolidated statements of operations.

Dividend Program

During each of the first three quarters of 2012, the Company's Board of Directors declared a quarterly cash dividend of \$ 0.17 per common share and in November 2012, declared an increase in the quarterly cash dividend from \$0.17 per common share to \$0.30 per common share. This 76% increase raises the annual dividend rate to \$1.20 per common share from \$0.68 per common share and represents a three-fold increase from the annual rate in effect in 2011. During each of the first two quarters of 2013, the Company's Board of Directors declared a quarterly cash dividend of \$0.30 per common share.

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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.

On April 19, 2013, the Company entered into an accelerated share repurchase agreement ("ASR") with a financial institution to repurchase \$450 million of the Company's common stock as part of the Company's Common Stock repurchase program. The ASR is structured as a combination of two transactions: (1) a treasury stock repurchase and (2) a forward contract which permits the Company to purchase shares immediately with the final purchase price of those shares determined by the volume weighted average price of the Company's common stock during the purchase period, less a fixed discount. For the three months ended June 30, 2013, the Company repurchased 7.2 million shares of its common stock under the ASR at a price of \$55.92 per share for a total of \$405 million, which represents approximately 90 percent of the total shares expected to be repurchased under the ASR. The forward contract will settle the remaining shares upon the completion of the ASR in the third quarter of 2013. The Company recorded this transaction as an increase to treasury stock of \$405 million, and recorded the remaining \$45 million as a decrease to additional paid-in capital in the Company's Consolidated Balance Sheet at June 30, 2013. The \$45 million recorded in additional paid-in capital will be reclassified to treasury stock upon completion of the ASR. For the six months ended June 30, 2013, the Company repurchased 8.3 million shares of its common stock at an average price of \$56.16 per share for a total of \$467 million, including 7.2 million shares purchased in the second quarter of 2013 under the ASR. For the three and six months ended June 30, 2013, the Company reissued 1.1 million and 1.5 million shares, respectively, for employee benefit plans. At June 30, 2013, \$353 million remained available under the Company's share repurchase authorizations.

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 and 2.2 million shares, respectively, for employee benefit plans.

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10. SUPPLEMENTAL CASH FLOW & OTHER DATA

Supplemental cash flow data for the three and six months ended June 30, 2013 and 2012 is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Depreciation expense	\$ 52,037	\$ 51,686	\$ 102,895	\$ 103,629
Amortization expense	19,759	20,169	39,119	40,400
Interest paid	32,180	32,208	83,971	81,990
Income taxes paid	120,981	192,556	204,938	202,809
Assets acquired under capital leases	1,995	1,763	2,411	2,955
<u>Businesses acquired:</u>				
Fair value of assets acquired	89,473	—	241,016	50,800
Fair value of liabilities assumed	154	—	10,962	269
Fair value of net assets acquired	89,319	—	230,054	50,531
Merger consideration paid (payable), net	237	12	(50,105)	37
Cash paid for business acquisitions	89,556	12	179,949	50,568
Less: Cash acquired	—	—	—	—
Business acquisitions, net of cash acquired	<u>\$ 89,556</u>	<u>\$ 12</u>	<u>\$ 179,949</u>	<u>\$ 50,568</u>

Supplemental continuing operations data for the statement of operations for the three and six months ended June 30, 2013 and 2012 is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Depreciation expense	\$ 52,037	\$ 51,019	\$ 102,671	\$ 102,255
Interest expense	(40,579)	(42,371)	(81,065)	(85,132)
Interest income	658	621	1,279	1,280
Interest expense, net	<u>(39,921)</u>	<u>(41,750)</u>	<u>(79,786)</u>	<u>(83,852)</u>

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, 2013.

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, 2013. The letters of credit primarily represent collateral for current and future automobile liability and workers' compensation loss payments.

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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 17 to the Consolidated Financial Statements contained in the Company's 2012 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 addition to the matters described below, in the normal course of business, we have been named, from time to time, as a defendant in various legal actions, including arbitrations, class actions and other litigation, arising in connection with our activities as a provider of diagnostic testing, information and services. These legal actions may include lawsuits alleging negligence or other similar legal claims. These actions could involve claims for substantial compensatory and/or punitive damages or claims for indeterminate amounts of damages, and could have an adverse impact on our client base and reputation.

We are also involved, from time to time, in other reviews, investigations and proceedings by governmental agencies regarding our business, including, among other matters, operational matters, which may result in adverse judgments, settlements, fines, penalties, injunctions or other relief. The number of these reviews, investigations and proceedings has increased in recent years with regard to many firms in the healthcare services industry, including our Company.

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 payers, 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. 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 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 added 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. Both parties have filed summary judgment motions. The defendants' motion was granted in part and denied in part and the plaintiff's motion was denied. The plaintiff recently moved for class certification of the remaining claim.

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 the complaint was denied. The parties are engaged in discovery.

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(unaudited)
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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. The company's motion to compel arbitration was granted and the case was dismissed.

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's motion to dismiss the complaint was denied.

In March 2011, prior to the Company's acquisition of Celera, several putative class action lawsuits were filed by shareholders of Celera against the Company, Celera, and the directors of Celera in the Court of Chancery of Delaware and in California. The suits allege that Celera's directors breached their fiduciary duties in connection with the Company's proposed acquisition of Celera, and that the Company aided and abetted those alleged breaches. The parties reached a settlement, and the Court of Chancery of Delaware certified a settlement class and approved the settlement over the objection of a Celera shareholder, BVF Partners L.P. On appeal of the Court of Chancery's decision, the Supreme Court of the State of Delaware affirmed the certification of the settlement class and approval of the settlement, but determined that BVF Partners L.P. should have been afforded the right to "opt out" of the settlement and pursue its claims. Following this decision, in July 2013, Biotechnology Value Fund, L.P. and others filed a lawsuit in the United States District Court for the Northern District of California against the Company, Celera, former directors of Celera and Credit Suisse Securities (USA) LLC ("Credit Suisse") alleging federal securities laws violations and breach of fiduciary duty claims against Celera, its directors and Credit Suisse. The complaint also alleges that the Company and Credit Suisse aided and abetted those breaches. The Company has not yet responded to the complaint.

In July 2012, a putative class action entitled *Mt. Lookout Chiropractic Center Inc. v. Quest Diagnostics Incorporated, et al.* ("Mt. Lookout") was filed in the United States District Court for the District of New Jersey against the Company, two of its subsidiaries and others. In June 2013, the plaintiff voluntarily dismissed the action and filed a new complaint in state court in Illinois. The new complaint alleges that the defendants violated the federal Telephone Consumer Protection Act by sending fax advertisements without permission and without the required opt-out notice, and seeks monetary damages and injunctive relief. The parties have reached a settlement that requires court approval.

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 are 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

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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.

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. As of June 30, 2013, the Company believes that there are no losses related to the Other Legal Matters described above that are probable, or, if a loss is probable, it cannot be reasonably estimated. 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 Legal Matters

Reserves for legal matters, unrelated to those described in "Other Legal Matters", totaled less than \$5 million at both June 30, 2013 and December 31, 2012.

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 \$118 million and \$110 million as of June 30, 2013 and December 31, 2012, 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.

12. DISCONTINUED OPERATIONS

The Company completed the sale of OralDNA in December 2012 and completed the sale of HemoCue in April 2013. Results of operations for OralDNA, HemoCue and NID have been reported as discontinued operations for the three and six months ended June 30, 2013 and 2012. The Company recorded a \$29.2 million receivable, included in prepaid expenses and other current assets, associated with the agreed upon cash on-hand at closing and other customary adjustments, which was received in July 2013 related to the sale of HemoCue.

Discontinued operations, net of taxes, for the three and six months ended June 30, 2013 includes a gain of \$13.3 million (including foreign currency translation adjustments, partially offset by income tax expense and transaction costs) associated with the sale of HemoCue. In addition, income from discontinued operations, net of taxes for the six months ended June 30, 2013, includes discrete tax benefits of \$19.8 million associated with favorable resolution of certain tax contingencies related to our NID business.

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Summarized financial information for the discontinued operations is set forth below:

	<u>Three Months Ended June 30,</u>		<u>Six Months Ended June 30,</u>	
	<u>2013</u>	<u>2012</u>	<u>2013</u>	<u>2012</u>
Net revenues	\$ 2,563	\$ 28,459	\$ 27,562	\$ 56,218
Income from discontinued operations before taxes	21,083	1,635	22,074	4,152
Income tax (expense) benefit	(8,280)	845	11,017	1,323
Income from discontinued operations, net of taxes	<u>\$ 12,803</u>	<u>\$ 2,480</u>	<u>\$ 33,091</u>	<u>\$ 5,475</u>

The remaining balance sheet information related to OralDNA and NID was not material at June 30, 2013 and December 31, 2012. The remaining balance sheet information related to HemoCue was not material at June 30, 2013.

13. BUSINESS SEGMENT INFORMATION

Clinical testing is an essential element in the delivery of healthcare services. Physicians use clinical testing to assist in the detection, diagnosis, evaluation, monitoring and treatment of diseases and other medical conditions. The Company's DIS business includes its clinical testing operations which are generally categorized as clinical laboratory testing and anatomic pathology services. Clinical laboratory testing generally is 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 DIS business include patients, physicians, hospitals, employers, governmental institutions and other commercial clinical laboratories. The DIS business accounted for greater than 90% of net revenues from continuing operations in 2013 and 2012.

All other operating segments are included in the Company's DS business 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 provider of clinical connectivity and data management solutions for healthcare organizations, 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 testing for the professional market.

During the first quarter of 2013, the Company acquired UMass, which is included in the Company's DIS business. During the second quarter of 2013, the Company acquired the operations of ATN and Dignity, which are included in the Company's DIS business.

On April 19, 2006, the Company decided to discontinue NID's operations. The Company completed the sale of OralDNA in the fourth quarter of 2012 and completed the sale of HemoCue in the second quarter of 2013. The results of operations for NID, OralDNA and HemoCue have been classified as discontinued operations for all periods presented. See Note 12 for further details regarding discontinued operations.

At June 30, 2013, 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, 2013 and 2012. 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 2012 have been reclassified to conform to the current year presentation. The accounting policies of the segments are the same as those of the Company as set forth in Note 2 to the

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Consolidated Financial Statements contained in the Company's 2012 Annual Report on Form 10-K and Note 2 to the interim consolidated financial statements.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Net revenues:				
DIS business	\$ 1,675,139	\$ 1,738,372	\$ 3,323,557	\$ 3,505,543
All other operating segments	140,601	139,980	278,830	281,506
Total net revenues	<u>\$ 1,815,740</u>	<u>\$ 1,878,352</u>	<u>\$ 3,602,387</u>	<u>\$ 3,787,049</u>
Operating earnings (loss):				
DIS business	\$ 323,297	\$ 366,359	\$ 593,145	\$ 721,517
All other operating segments	16,541	18,028	30,982	30,804
General corporate expenses	(51,117)	(51,035)	(108,412)	(121,150)
Total operating income	<u>288,721</u>	<u>333,352</u>	<u>515,715</u>	<u>631,171</u>
Non-operating expenses, net	<u>(32,410)</u>	<u>(35,633)</u>	<u>(62,738)</u>	<u>(65,370)</u>
Income from continuing operations before taxes	<u>256,311</u>	<u>297,719</u>	<u>452,977</u>	<u>565,801</u>
Income tax expense	<u>94,491</u>	<u>113,726</u>	<u>167,828</u>	<u>216,288</u>
Income from continuing operations	<u>161,820</u>	<u>183,993</u>	<u>285,149</u>	<u>349,513</u>
Income from discontinued operations, net of taxes	<u>12,803</u>	<u>2,480</u>	<u>33,091</u>	<u>5,475</u>
Net income	<u>174,623</u>	<u>186,473</u>	<u>318,240</u>	<u>354,988</u>
Less: Net income attributable to noncontrolling interests	<u>9,155</u>	<u>8,768</u>	<u>16,993</u>	<u>18,165</u>
Net income attributable to Quest Diagnostics	<u>\$ 165,468</u>	<u>\$ 177,705</u>	<u>\$ 301,247</u>	<u>\$ 336,823</u>

14. SUBSEQUENT EVENT

On July 18, 2013, the Company completed the sale of its rights to royalties from commercialization of the drug candidate ibrutinib to Royalty Pharma, Inc. for \$485 million in cash. The Company was entitled to these rights pursuant to a royalty agreement between Celera Corporation (which the Company acquired in May 2011) and Pharmacyclics, Inc. The Company will account for this transaction as a sale in the third quarter of 2013 since the Company has transferred all of its substantive rights related to these royalty rights.

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 information services ("DIS") providing insights that empower and enable patients, physicians, hospitals, integrated delivery networks, health plans, employers and others to make better healthcare decisions. Over 90% of our revenues are derived from DIS with the balance derived from risk assessment services, clinical trials testing, diagnostic products and healthcare information technology. Our business segment information is disclosed in Note 13 to the interim consolidated financial statements.

Initiatives to Improve Operating Efficiency and Restore Growth

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 called Invigorate which is designed to deliver \$600 million in annual run-rate cost savings versus 2011 by the time we exit 2014. We are continuing to seek additional opportunities to increase the savings from Invigorate, to as much as \$1 billion over time, and where practical to accelerate the savings. The Invigorate program 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 approximately 35% of the savings to come from laboratory operations and specimen acquisition by driving process standardization across all laboratory operations and by creating a new logistics operating platform; approximately 25% of the savings to come from procurement and supply chain by further automating and standardizing technology platforms with suppliers and by building global sourcing capabilities; approximately 25% of the savings from selling, general and administrative expenses, including information technology, by reducing management layers and increasing spans of control, centralizing and selective outsourcing of certain activities, and migrating to standard information technology systems and data bases; and approximately 15% of the savings from client support/billing by increasing the utilization of electronic billing, creating one standard billing system and partnering with payers to improve efficiency.

In connection with our Invigorate program, we launched a voluntary retirement program to certain eligible employees that qualified for the program. This program was essentially completed at the end of the first quarter of 2013. This program will contribute an estimated \$40 million in annualized savings, and we have incurred approximately \$49 million of pre-tax employee separation costs in connection with the voluntary separation program through June 30, 2013.

In October 2012, as part of Invigorate, we launched a major management restructuring aimed at driving operational excellence and restoring growth. We have completed the elimination of at least three layers from the organization, and have reduced approximately 450 management positions through the end of the second quarter of 2013, contributing about \$80 million of the \$600 million in expected savings associated with our Invigorate program. We expect to eliminate a total of approximately 500 management positions by the end of 2013. In the six months ended June 30, 2013, we recorded approximately \$18.5 million of employee separation costs associated this management restructuring initiative, and are on-track to meet our expected savings in 2013.

As a result of our Invigorate program, we expect to deliver more than \$250 million in realized savings in 2013 versus 2012. Furthermore, we continue to track well against our goal to deliver \$600 million of run rate savings by the end of 2014.

Our high-level estimates of the pre-tax charges expected to be incurred through 2014 in connection with our Invigorate program remain unchanged. The total estimated pre-tax charges range from \$170 million to \$250 million and consist of \$90 million to \$135 million of employee separation costs; \$30 million to \$45 million of facility-related costs; \$10 million to \$20 million of asset impairment charges; and \$40 million to \$50 million of systems conversion and integration costs. Of the total estimated pre-tax charges expected to be incurred, we estimate that \$160 million to \$230 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. Through June 30, 2013, the cumulative charge recorded in connection with the Invigorate program totaled \$135.5 million.

For additional information on the Invigorate program and associated costs (see Note 4 to the Consolidated Financial Statements).

Divestiture of Business

In April 2013, we completed the sale of HemoCue, our diagnostic point-of-care testing business ("HemoCue"). As a result of the sale, discontinued operations for the three and six months ended June 30, 2013 includes a gain of \$13.3 million.

Sale of Future Royalty Rights

In July 2013, we completed the sale of our rights to royalties from commercialization of the drug candidate ibrutinib to Royalty Pharma, Inc. for \$485 million in cash. We are entitled to these rights pursuant to a royalty agreement between Celera Corporation (which we acquired in May 2011) and Pharmacyclics, Inc.

Recent Acquisitions

Acquisition of Businesses from UMass Memorial Medical Center

On January 2, 2013, we completed the acquisition of the clinical outreach and anatomic pathology businesses of UMass Memorial Medical Center ("UMass"). This purchase is the first step in a series of transactions between the parties whereby the two organizations expect to eventually have a financial stake in a new entity that will perform diagnostic information testing services in a defined territory within the state of Massachusetts.

Acquisition of Advanced Toxicology Network

On May 15, 2013, we completed the acquisition of the toxicology and clinical laboratory business of Advanced Toxicology Network ("ATN") from Concentra, a subsidiary of Humana Inc.

Acquisition of Business from Dignity Health

On June 22, 2013, we completed the acquisition of certain lab-related clinical outreach service operations of Dignity Health ("Dignity"), a hospital system in California.

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 2012 Annual Report on Form 10-K.

Results of Operations***Three and Six Months Ended June 30, 2013 Compared with Three and Six Months Ended June 30, 2012****Continuing Operations*

	Three Months Ended June 30,			Six Months Ended June 30,		
	2013	2012	% Increase (Decrease)	2013	2012	% Increase (Decrease)
	(dollars in millions, except per share data)					
Net revenues	\$ 1,815.7	\$ 1,878.4	(3.3)%	\$ 3,602.4	\$ 3,787.0	(4.9)%
Income from continuing operations	152.7	175.2	(12.8)%	268.2	331.3	(19.0)%
Earnings per diluted share	\$ 0.99	\$ 1.09	(9.2)%	\$ 1.71	\$ 2.06	(17.0)%

Results for the three months ended June 30, 2013 include \$18.8 million of pre-tax charges, or \$0.07 per diluted share, related to restructuring and integration costs primarily associated with workforce reductions and professional fees associated with further restructuring and integrating our business.

Results for the six months ended June 30, 2013 included \$63.3 million of pre-tax charges, or \$0.24 per diluted share, related to restructuring and integration costs primarily associated with workforce reductions and professional fees associated with further restructuring and integrating our business.

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 \$12.3 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 \$25.4 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.

Net Revenues

Net revenues for the three months ended June 30, 2013 were 3.3% below the prior year level. Net revenues decreased in the second quarter of 2013 due to lower healthcare utilization, which impacted many healthcare providers, as well as reduction in reimbursement.

DIS revenue, which accounted for over 90% of our consolidated net revenues, decreased by 3.6% for the three months ended June 30, 2013 compared to the prior year period. DIS volume, measured by the number of requisitions, increased 0.1% for the second quarter of 2013 compared to the prior year period. The acquisitions of UMass, ATN and Dignity contributed approximately 1.6% to the DIS volume growth in the quarter. The contribution from these acquisitions was essentially offset by a decrease in our underlying volumes of approximately 1.5% as compared to the prior year period. This compares to the first quarter of 2013 where our underlying volumes were down 2% as compared to the first quarter of 2012.

Revenue per requisition for the three months ended June 30, 2013 decreased 3.7% from the prior year level. This decrease is primarily associated with a Medicare fee schedule reduction, including pathology reimbursement reductions that went into effect at the beginning of the year and Medicare reductions related to sequestration, which were implemented at the beginning of the current quarter. Certain commercial fee schedule changes, all of which went into effect at the beginning of the year, also negatively impacted revenue per requisition in the quarter. Revenue per requisition was also negatively impacted by a decrease in higher priced anatomic pathology testing and an increase in lower priced drugs-of-abuse testing, which includes the impact of the ATN acquisition.

Net revenues for the six months ended June 30, 2013 were 4.9% below the prior year level. DIS revenue, which accounted for over 90% of our consolidated net revenues, decreased by 5.2% for the six months ended June 30, 2013 compared

to the prior year period. DIS volume, measured by the number of requisitions, decreased 1.6% compared to the prior year period. The acquisitions of UMass, ATN and Dignity contributed approximately 1.2% to the DIS volume for the six months ended June 30, 2013. The contribution from these acquisitions was partially offset by fewer business days and weather during the current period, as compared to the prior year period. The underlying volume was about 2% below the prior year.

Revenue per requisition for the six months ended June 30, 2013 decreased 3.6% from the prior year level. This decrease is primarily associated with a Medicare fee schedule reduction, including pathology reimbursement reductions, as well as certain commercial fee schedule changes, all of which went into effect at the beginning of the year. Revenue per requisition was also negatively impacted by a decrease in higher priced anatomic pathology testing and an increase in lower priced drugs-of-abuse testing. We expect reimbursement pressures to adversely impact our underlying revenue per requisition by about 3% for the full year in 2013, as compared to 2012.

Our Diagnostic Solutions ("DS") business accounted for approximately 8% of our net revenues for the three and six months ended June 30, 2013 and 2012. For the three months ended June 30, 2013, combined revenues in these businesses increased by approximately 0.4%, compared to the prior year period. This compares to the first quarter of 2013, where combined revenues in these businesses were down approximately 2% as compared to the first quarter of 2012. For the six months ended June 30, 2013, combined revenues in these businesses decreased by approximately 1.0%, compared to the prior year period. The decrease in both periods was primarily due to a reduction in revenues within our clinical trials testing business.

Operating Costs and Expenses

	Three Months Ended June 30,					
	2013		2012		Increase (Decrease)	
	\$	% Net Revenue	\$	% Net Revenue	\$	% Net Revenue
	(dollars in millions)					
Cost of services	\$ 1,093.7	60.2 %	\$ 1,101.9	58.7%	\$ (8.2)	1.5 %
Selling, general and administrative expenses (SG&A)	418.5	23.1	424.1	22.6	(5.6)	0.5
Amortization of intangible assets	19.8	1.1	18.8	1.0	1.0	0.1
Other operating expense, net	(5.0)	(0.3)	0.2	—	(5.2)	(0.3)
Total operating costs and expenses	<u>\$ 1,527.0</u>	<u>84.1 %</u>	<u>\$ 1,545.0</u>	<u>82.3%</u>	<u>\$ (18.0)</u>	<u>1.8 %</u>
Bad debt expense (included in SG&A)	\$ 67.5	3.7 %	\$ 66.5	3.5%	\$ 1.0	0.2 %

	Six Months Ended June 30,					
	2013		2012		Increase (Decrease)	
	\$	% Net Revenue	\$	% Net Revenue	\$	% Net Revenue
	(dollars in millions)					
Cost of services	\$ 2,185.5	60.7 %	\$ 2,211.1	58.4 %	\$ (25.6)	2.3 %
Selling, general and administrative expenses (SG&A)	866.4	24.1	907.3	24.0	(40.9)	0.1
Amortization of intangible assets	39.0	1.1	37.6	1.0	1.4	0.1
Other operating expense, net	(4.2)	(0.2)	(0.1)	(0.1)	(4.1)	(0.1)
Total operating costs and expenses	<u>\$ 3,086.7</u>	<u>85.7 %</u>	<u>\$ 3,155.9</u>	<u>83.3 %</u>	<u>\$ (69.2)</u>	<u>2.4 %</u>
Bad debt expense (included in SG&A)	\$ 139.4	3.9 %	\$ 147.2	3.9 %	\$ (7.8)	— %

Total Operating Costs and Expenses

For the three months ended June 30, 2013, total operating costs and expenses were \$18.0 million below the prior year level, primarily driven by actions we have taken to reduce our cost structure under our Invigorate program and lower testing volumes in our DIS business. The savings associated with Invigorate have served to mitigate some of the earnings impact from

the year over year revenue decrease. These savings were partially offset by higher costs primarily associated with workforce reductions and professional fees incurred in connection with further restructuring and integrating our business. These costs totaled \$18.8 million (\$6.9 million in cost of services and \$11.9 million in selling, general and administrative expenses).

Results for the three months ended June 30, 2012 included costs of \$12.3 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 \$7.7 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.

For the six months ended June 30, 2013, total operating costs and expenses were \$69.2 million below the prior year level, primarily driven by actions we have taken to reduce our cost structure under our Invigorate program and lower testing volumes in our DIS business. The savings associated with Invigorate have served to mitigate some of the earnings impact from the year over year revenue decrease. These savings were partially offset by higher costs primarily associated with workforce reductions and professional fees incurred in connection with further restructuring and integrating our business. These costs totaled \$63.3 million (\$24.3 million in cost of services and \$39.0 million in selling, general and administrative expenses).

Results for the six months ended June 30, 2012 included costs of \$25.4 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 \$16.8 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.

Cost of Services

The decrease in cost of services for the three and six months ended June 30, 2013 is primarily due to the impact of actions we have taken to reduce our cost structure under the Invigorate program and lower testing volumes in our DIS business. This was partially offset by higher costs associated with restructuring and integration activities in 2013, compared to both prior year periods. The decrease in net revenues was the primary factor for the increase in cost of services as a percentage of net revenues in 2013 compared to both prior year periods.

Selling, General and Administrative Expenses

Selling, general and administrative expenses for the three and six months ended June 30, 2013 decreased as a result of actions we have taken to reduce our cost structure under the Invigorate program as compared to the prior year periods.

Amortization of Intangible Assets

The increase in amortization of intangible assets for the three and six months ended June 30, 2013, compared to the prior year period, primarily reflects the impact of amortization of intangible assets acquired as part of the ATN, Dignity and UMass acquisitions.

Other Operating (Income) Expense, net

Other operating (income) expense, net includes miscellaneous income and expense items related to operating activities. For both the three and six months ended June 30, 2013, other operating (income) expense, net includes a gain of \$5.7 million resulting from consideration received associated with certain non-compete agreements.

Operating Income

	Three Months Ended June 30,			Six Months Ended June 30,		
	2013	2012	Increase (Decrease)	2013	2012	Increase (Decrease)
	(dollars in millions)					
Operating income	\$ 288.7	\$ 333.4	\$ (44.7)	\$ 515.7	\$ 631.2	\$ (115.5)
Operating income as a % of net revenues	15.9%	17.7%	(1.8)%	14.3%	16.7%	(2.4)%

The decrease in operating income as a percentage of net revenues for the three and six months ended June 30, 2013, compared to both prior year periods, is primarily a function of reduced revenues and higher costs associated with restructuring and integration activities, partially offset by savings realized from our Invigorate program.

Interest Expense, net

	Three Months Ended June 30,			Six Months Ended June 30,		
	2013	2012	Increase (Decrease)	2013	2012	Increase (Decrease)
	(dollars in millions)					
Interest expense, net	\$ 39.9	\$ 41.8	\$ (1.9)	\$ 79.8	\$ 83.9	\$ (4.1)

Interest expense, net for the three and six months ended June 30, 2013 decreased, compared to prior year period, primarily due to lower average outstanding debt balances in 2013.

Other Income (Expense), net

Other income (expense), 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 months ended June 30, 2013 and 2012, other income (expense), net includes a gain of \$0.3 million and a loss of \$1.3 million, respectively, associated with investments held in trusts pursuant to our supplemental deferred compensation plans. For the six months ended June 30, 2013 and 2012, other income (expense), net includes gains of \$3.6 million and \$3.5 million, respectively, associated with investments held in trusts pursuant to our supplemental deferred compensation plans.

Income Tax Expense

	Three Months Ended June 30,			Six Months Ended June 30,		
	2013	2012	Increase (Decrease)	2013	2012	Increase (Decrease)
	(dollars in millions)					
Income tax expense	\$ 94.5	\$ 113.7	\$ (19.2)	\$ 167.8	\$ 216.3	\$ (48.5)
Effective income tax rate	36.9%	38.2%	(1.3)%	37.1%	38.2%	(1.1)%

The decrease in the effective income tax rate for the three and six months ended June 30, 2013, compared to both prior year periods, is due primarily to certain tax credits reflected in the effective income tax rate for 2013.

Discontinued Operations

Discontinued operations for the three and six months ended June 30, 2013 include HemoCue, OralDNA, a salivary-diagnostics business ("OralDNA"), which was sold during the fourth quarter of 2012 and NID, a test kit manufacturing subsidiary. The results of operations for HemoCue, OralDNA and NID have been classified as discontinued operations for all periods presented. See Note 12 to the interim consolidated financial statements for further details.

The following table summarizes our income from discontinued operations, net of taxes:

	Three Months Ended June 30,			Six Months Ended June 30,		
	2013	2012	Increase (Decrease)	2013	2012	Increase (Decrease)
	(dollars in millions)			(dollars in millions)		
Net revenues	\$ 2.6	\$ 28.5	\$ (25.9)	\$ 27.6	\$ 56.2	\$ (28.6)
Income from discontinued operations before taxes	21.1	1.6	19.5	22.1	4.2	17.9
Income tax (expense) benefit	(8.3)	0.9	(9.2)	11.0	1.3	9.7
Income from discontinued operations, net of taxes	\$ 12.8	\$ 2.5	\$ 10.3	\$ 33.1	\$ 5.5	\$ 27.6

Discontinued operations, net of taxes, for the three and six months ended June 30, 2013 includes a gain of \$13.3 million (including foreign currency translation adjustments, partially offset by income tax expense and transaction costs) associated with the sale of HemoCue. In addition, income from discontinued operations, net of taxes for the six months ended June 30, 2013, includes discrete tax benefits of \$19.8 million associated with favorable resolution of certain tax contingencies related to our NID business.

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 both June 30, 2013 and December 31, 2012, the fair value of our debt was estimated at approximately \$3.8 billion using quoted prices in active markets and yields for the same or similar types of borrowings, taking into account the underlying terms of the debt instruments. At June 30, 2013 and December 31, 2012, the estimated fair value exceeded the carrying value of the debt by \$262 million and \$481 million, respectively. A hypothetical 10% increase in interest rates (representing 46 basis points and 48 basis points at June 30, 2013 and December 31, 2012, respectively) would potentially reduce the estimated fair value of our debt by approximately \$100 million and \$98 million at June 30, 2013 and December 31, 2012, 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, 2013, 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, 0.94%. At June 30, 2013, the weighted average LIBOR was 0.3%. As of June 30, 2013, \$200 million was outstanding under our floating rate senior notes due 2014 and \$165 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, 2013.

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 prior years, we entered into various fixed-to-variable interest rate swap agreements with 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%. In July 2012, we monetized the value of these interest rate swap assets by terminating the hedging instruments. The asset value, including accrued interest through the date of termination, was \$71.8 million and the amount to be amortized as a reduction of interest expense over the remaining terms of the hedged debt instruments was \$65.2 million. Immediately after the

termination of these interest rate swaps, we entered into new fixed-to-variable interest rate swap agreements on the same Senior Notes. The interest rate swap agreements we entered into in July 2012 have an aggregate notional amount of \$550 million and variable interest rates based on six-month LIBOR plus 2.3% and one-month LIBOR plus 3.6% and 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. During the fourth quarter of 2012, we entered into additional fixed-to-variable interest rate swap agreements with an aggregate notional amount of \$400 million and variable interest rates based on one-month LIBOR plus a spread ranging from 3.4% and 5.1%. These derivative financial instruments are accounted for as fair value hedges of a portion of the Senior Notes due 2015 and a portion of the Senior Notes due 2021. Based on our net exposure to interest rate changes, a hypothetical 10% change in interest rates on our variable rate indebtedness (representing 3 basis points) would impact annual interest expense by approximately \$0.3 million, assuming no changes to the debt outstanding at June 30, 2013.

The fair value of the fixed-to-variable interest rate swap agreements related to our Senior Notes due 2015, 2016, 2020 and 2021 was a liability of \$30.7 million at June 30, 2013. A hypothetical 10% change in interest rates (representing 15 basis points) would potentially change the fair value of this liability by \$8 million.

For further details regarding our outstanding debt, see Note 12 to the Consolidated Financial Statements included in our 2012 Annual Report on Form 10-K for the year ended December 31, 2012. 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 \$14.0 million at June 30, 2013.

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, 2013 totaled \$148 million, compared to \$296 million at December 31, 2012. Cash and cash equivalents consist of cash and highly liquid short-term investments. For the six months ended June 30, 2013, cash flows from operating activities of \$255 million, together with cash on hand, were used to fund investing and financing activities of \$19 million and \$400 million, respectively. Cash and cash equivalents at June 30, 2012 totaled \$174 million compared to \$165 million at December 31, 2011. 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 Flows from Operating Activities

Net cash provided by operating activities for the six months ended June 30, 2013 was \$255 million compared to \$412 million in the prior year period. Cash flows from operating activities for the six months ended June 30, 2013 were reduced by approximately \$70 million of income tax payments which were deferred from the fourth quarter of 2012 under a program offered to companies whose principal place of business was in states most affected by Hurricane Sandy. The remainder of the decrease in cash flows from operating activities is primarily due to reduced earnings and higher days sales outstanding. Days sales outstanding, a measure of billing and collection efficiency, was 48 days at June 30, 2013, compared to 47 days at December 31, 2012 and 44 days at June 30, 2012. The increase in days sales outstanding at June 30, 2013, as compared to June 30, 2012, is primarily associated with temporary delays in receiving Medicare provider numbers related to a recent acquisition and delays in payments related to CPT coding changes. We expect these temporary delays to be resolved by the end of 2013.

Cash Flows from Investing Activities

Net cash used in investing activities for the six months ended June 30, 2013 was \$19 million, and consisted principally of \$179.9 million for business acquisitions and \$105 million for capital expenditures. These decreases were partially offset by proceeds of \$266 million, which is net of \$29 million of cash associated with the sale of HemoCue. The \$29 million of cash was received in July 2013 related to the agreed upon customary closing adjustments associated with the sale of HemoCue.

Net cash used in investing activities for the six months ended June 30, 2012 was \$131 million, consisting principally of \$50.6 million for business acquisitions and \$77 million for capital expenditures.

Cash Flows from Financing Activities

Net cash used in financing activities for the six months ended June 30, 2013 was \$400 million, consisting primarily of purchases of treasury stock of \$512 million, dividend payments of \$95 million and distributions to noncontrolling interests of \$13 million, partially offset by net increases in debt of \$163 million and proceeds from the exercise of stock options and related tax benefits totaling \$66 million. The net increase in debt consisted of \$578.1 million of borrowings and \$414.8 million of repayments.

The borrowings of \$578.1 million and the repayment of \$414.8 million are primarily associated with our secured receivables credit facility.

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, partially offset by proceeds from the exercise of stock options and related tax benefits totaling \$95 million. The net decrease in debt consisted 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 consisted of \$685 million of borrowings and \$335 million of repayments.

Dividends

During each of the first two quarters of 2013, our Board of Directors declared a quarterly cash dividend of \$0.30 per common share. During each of the first three quarters of 2012, our Board of Directors declared a quarterly cash dividend of \$0.17 per common share, and in November 2012, declared an increase in the quarterly cash dividend to \$0.30 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.

On April 19, 2013, we entered into an accelerated share repurchase agreement ("ASR") with a financial institution to repurchase \$450 million of our common stock as part of our Common Stock repurchase program. The ASR is structured as a combination of two transactions: (1) a treasury stock repurchase and (2) a forward contract which permits us to purchase shares immediately with the final purchase price of those shares determined by the volume weighted average price of our common stock during the purchase period, less a fixed discount. For the three months ended June 30, 2013, we repurchased 7.2 million shares of our common stock under the ASR at a price of \$55.92 per share for a total of \$405 million, which represents approximately 90 percent of the total shares expected to be repurchased under the ASR. The forward contract will settle the remaining shares upon the completion of the ASR in the third quarter of 2013. We recorded this transaction as an increase to treasury stock of \$405 million, and recorded the remaining \$45 million as a decrease to additional paid-in capital in the Consolidated Balance Sheets at June 30, 2013. The \$45 million recorded in additional paid-in capital will be reclassified to treasury stock upon completion of the ASR. For the six months ended June 30, 2013, we repurchased 8.3 million shares of our common stock at an average price of \$56.16 per share for a total of \$467 million, including 7.2 million shares purchased in the

second quarter of 2013 under the ASR. For the three and six months ended June 30, 2013, we reissued 1.1 million and 1.5 million shares, respectively, for employee benefit plans. At June 30, 2013, \$353 million remained available under share repurchase authorizations.

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.

Contractual Obligations and Commitments

The following table summarizes certain of our contractual obligations as of June 30, 2013:

Contractual Obligations	Payments due by period				
	Total	Remainder of 2013	1-3 years	3-5 years	After 5 years
Outstanding debt	\$ 3,468,082	\$ 165,000	\$ 703,082	\$ 675,000	\$ 1,925,000
Capital lease obligations	25,277	4,823	16,388	3,867	199
Interest payments on outstanding debt	1,986,139	82,707	326,148	258,276	1,319,008
Operating leases	667,043	102,449	284,851	139,868	139,875
Purchase obligations	91,474	18,625	60,556	10,483	1,810
Merger consideration obligations	51,129	891	50,238	—	—
Total contractual obligations	\$ 6,289,144	\$ 374,495	\$ 1,441,263	\$ 1,087,494	\$ 3,385,892

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, 2013 applied to the June 30, 2013 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 12 to the Consolidated Financial Statements in our 2012 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, 2012 is contained in Note 17 to the Consolidated Financial Statements in our 2012 Annual Report on Form 10-K. Merger consideration obligation includes consideration due related to the Celera and UMass acquisitions. 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, 2012 is contained in Note 5 to the Consolidated Financial Statements in our 2012 Annual Report on Form 10-K. See Note 5 to the interim consolidated financial statements for further details regarding the UMass acquisition.

As of June 30, 2013, our total liabilities associated with unrecognized tax benefits were approximately \$192 million, which were excluded from the table above. We believe it is reasonably possible that these liabilities may decrease by up to approximately \$30 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 7 to the Consolidated Financial Statements in our 2012 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, 2013, 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 approximately 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 \$250 million during 2013 for capital expenditures, to support and expand our existing operations, principally related to investments in information technology, laboratory equipment and facilities, including specific initiatives associated with our Invigorate program. 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, 2013, \$1.1 billion of borrowing capacity was available under our existing credit facilities, consisting of \$360 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

In March 2013, the FASB issued a new accounting standard on foreign currency matters that clarifies the guidance of a parent company's accounting for the cumulative translation adjustment upon derecognition of certain subsidiaries or groups of assets within a foreign entity or of an investment in a foreign entity. In July 2013, the FASB issued a new accounting standard to permit the use of the Fed Funds Effective Swap Rate to be used as an alternative benchmark interest rate for hedge accounting purposes. In July 2013, the FASB issued a new accounting standard that requires a liability related to an unrecognized tax benefit to be presented as a reduction of a deferred tax asset for a net operating loss carryforward, a similar tax loss or tax credit carryforward if certain criteria are met. The impact of these accounting standards are discussed in Note 2 to the interim 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 2012 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 2013 Quarterly Reports on Form 10-Q and other items throughout the 2012 Form 10-K and our 2013 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 2013, 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 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 2013.

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, 2013 – April 30, 2013				
Share Repurchase Program (A)	7,242,489	\$ 55.92	7,242,489	\$ 398,431 (C)
Employee Transactions (B)	8,493	\$ 57.88	N/A	N/A
May 1, 2013 – May 31, 2013				
Share Repurchase Program (A)	—	\$ —	—	\$ 398,431 (C)
Employee Transactions (B)	9,641	\$ 58.41	N/A	N/A
June 1, 2013 – June 30, 2013				
Share Repurchase Program (A)	—	\$ —	—	\$ 398,431 (C)
Employee Transactions (B)	108	\$ 62.53	N/A	N/A
Total				
Share Repurchase Program (A)	7,242,489	\$ 55.92	7,242,489	\$ 398,431 (C)
Employee Transactions (B)	18,242	\$ 58.19	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, 2013.

(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.

(C) Does not include the second quarter of 2013 payment of \$45 million associated with the April 2013 accelerated share repurchase agreement ("ASR"), which represents the cost of the remaining 10 percent of the total shares expected to be repurchased in the third quarter of 2013. See Note 9 to the interim consolidated financial statements for further information regarding the ASR.

Item 6. Exhibits

Exhibits:

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-20130630.xml
101.SCH	dgx-20130630.xsd
101.CAL	dgx-20130630_cal.xml
101.DEF	dgx-20130630_def.xml
101.LAB	dgx-20130630_lab.xml
101.PRE	dgx-20130630_pre.xml

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 25, 2013

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

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 25, 2013

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

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 25, 2013

By /s/ Robert A. Hagemann

Robert A. Hagemann
Senior Vice President and
Chief Financial Officer

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, 2013 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 25, 2013

/s/ Stephen H. Rusckowski

Stephen H. Rusckowski
President and Chief Executive Officer

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, 2013 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 25, 2013

/s/ Robert A. Hagemann

Robert A. Hagemann
Senior Vice President and
Chief Financial Officer

