

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholders' Matters

The information called for by this Item is incorporated by reference to the information under the caption "Stock Ownership Information" and "Additional Information Regarding Executive Compensation – Equity Compensation Plan Information" appearing in the Proxy Statement.

Item 13. Certain Relationships and Related Transactions

The information called for by this Item is incorporated by reference to the information under the caption "Information About Our Corporate Governance – Related Transactions" appearing in the Proxy Statement.

Item 14. Principal Accounting Fees and Services

The information called for by this Item is incorporated by reference to the information under the caption "Ratification of PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm for 2006" appearing in the Proxy Statement.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) Documents filed as part of this report:

1. Index to financial statements and supplementary data filed as part of this report:

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Consolidated Balance Sheets	F-3
Consolidated Statements of Operations	F-4
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2. Financial Statement Schedule:

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3. Exhibits filed as part of this report:

See (b) below.

(b) Exhibits filed as part of this report:

<u>Exhibit Number</u>	<u>Description</u>
3.1	Restated Certificate of Incorporation (filed as an Exhibit to the Company's current report on Form 8-K (Date of Report: May 31, 2001) and incorporated herein by reference)
3.2	Amended and Restated By-Laws of the Registrant (filed as an Exhibit to the Company's 2000 annual report on Form 10-K and incorporated herein by reference)
4.1	Form of Rights Agreement dated December 31, 1996 (the "Rights Agreement") between Corning Clinical Laboratories Inc. and Harris Trust and Savings Bank as Rights Agent (filed as an Exhibit to the Company's Registration Statement on Form 10 (File No. 001-12215) and incorporated herein by reference)
4.2	Form of Amendment No. 1 effective as of July 1, 1999 to the Rights Agreement (filed as an Exhibit to the Company's current report on Form 8-K (Date of Report: August 16, 1999) and incorporated herein by reference)
4.3	Form of Amendment No. 2 to the Rights Agreement (filed as an Exhibit to the Company's 1999 annual report on Form 10-K and incorporated herein by reference)
4.4	Form of Amendment No. 3 to the Rights Agreement (filed as an Exhibit to the Company's 2000 annual report on Form 10-K and incorporated herein by reference)

- 4.5 Form of Acceptance by National City Bank as successor Rights Agent under the Rights Agreement (filed as an Exhibit to the Company's 2003 annual report on Form 10-K and incorporated herein by reference)
- 4.6 Registration Rights Agreement dated October 31, 2005, among Quest Diagnostics Incorporated and the Subsidiary Guarantors, Banc of America Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley as representatives of the initial purchasers (filed as an Exhibit to the Company's current report on Form 8-K (Date of Report: October 31, 2005) and incorporated herein by reference)
- 10.1 Form of 6¾% Senior Notes due 2006, including the form of guarantee endorsed thereon (filed as an Exhibit to the Company's current report on Form 8-K (Date of Report: June 27, 2001) and incorporated herein by reference)
- 10.2 Form of 7½% Senior Notes due 2011, including the form of guarantee endorsed thereon (filed as an Exhibit to the Company's current report on Form 8-K (Date of Report: June 27, 2001) and incorporated herein by reference)
- 10.3 Form of 5.125% Exchange Senior Note due 2010, including the form of guarantee endorsed thereon (filed as an Exhibit to the Company's current report on Form 8-K (Date of Report: November 1, 2005) and incorporated herein by reference)
- 10.4 Form of 5.45% Exchange Senior Note due 2015, including the form of guarantee endorsed thereon (filed as an Exhibit to the Company's current report on Form 8-K (Date of Report: November 1, 2005) and incorporated herein by reference)
- 10.5 Indenture dated as of June 27, 2001, among the Company, the Subsidiary Guarantors, and the Trustee (filed as an Exhibit to the Company's current report on Form 8-K (Date of Report: June 27, 2001) and incorporated herein by reference)
- 10.6 First Supplemental Indenture, dated as of June 27, 2001, among the Company, the Subsidiary Guarantors, and the Trustee to the Indenture referred to in Exhibit 10.5 (filed as an Exhibit to the Company's current report on Form 8-K (Date of Report: June 27, 2001) and incorporated herein by reference)
- 10.7 Second Supplemental Indenture, dated as of November 26, 2001, among the Company, the Subsidiary Guarantors, and the Trustee to the Indenture referred to in Exhibit 10.5 (filed as an Exhibit to the Company's current report on Form 8-K (Date of Report: November 26, 2001) and incorporated herein by reference)
- 10.8 Third Supplemental Indenture, dated as of April 4, 2002, among Quest Diagnostics, the Additional Subsidiary Guarantors, and the Trustee to the Indenture referred to in Exhibit 10.5 (filed as an Exhibit to the Company's current report on Form 8-K (Date of Report: April 1, 2002) and incorporated herein by reference)
- 10.9 Fourth Supplemental Indenture dated as of March 19, 2003, among Unilab Corporation (f/k/a Quest Diagnostics Newco Incorporated), Quest Diagnostics Incorporated, The Bank Of New York, and the Subsidiary Guarantors (filed as an Exhibit to the Company's quarterly report on Form 10-Q for the quarter ended March 31, 2003 and incorporated herein by reference)
- 10.10 Fifth Supplemental Indenture dated as of April 16, 2004, among Unilab Acquisition Corporation (d/b/a FNA Clinics of America), Quest Diagnostics Incorporated, The Bank Of New York, and the Subsidiary Guarantors (filed as an Exhibit to the Company's quarterly report on Form 10-Q for the quarter ended March 31, 2004 and incorporated herein by reference)
- 10.11 Sixth Supplemental Indenture dated as of October 31, 2005, among Quest Diagnostics Incorporated, The Bank of New York, and the Subsidiary Guarantors (filed as an Exhibit to the Company's current report on Form 8-K (Date of Report: October 31, 2005) and incorporated herein by reference)
- 10.12 Seventh Supplemental Indenture dated as of November 21, 2005, among Quest Diagnostics Incorporated, The Bank of New York, and the Subsidiary Guarantors (filed as an Exhibit to the Company's current report on Form 8-K (Date of Report: November 21, 2005) and incorporated herein by reference)
- 10.13 Amended and Restated Credit Agreement, dated as of April 20, 2004, among the Company, the Subsidiary Guarantors, the lenders party thereto, and Bank of America, N.A., as Administrative Agent (filed as an Exhibit to the Company's quarterly report on Form 10-Q for the quarter ended March 31, 2004 and incorporated herein by reference)

- 10.14 Third Amended and Restated Credit and Security Agreement dated as of April 20, 2004 among Quest Diagnostics Receivables Inc., as Borrower, Quest Diagnostics Incorporated, as Servicer, each of the lenders party thereto and Wachovia Bank, National Association, as Administrative Agent (filed as an Exhibit to the Company's quarterly report on Form 10-Q for the quarter ended March 31, 2004 and incorporated herein by reference)
- 10.15 Second Amended and Restated Receivables Sale Agreement dated as of April 20, 2004 among Quest Diagnostics Incorporated and each of its direct or indirect wholly owned subsidiaries who is or hereafter becomes a seller hereunder, as the Sellers, and Quest Diagnostics Receivables Inc., as the Buyer (filed as an Exhibit to the Company's quarterly report on Form 10-Q for the quarter ended March 31, 2004 and incorporated herein by reference)
- 10.16 Term Loan Credit Agreement dated as of December 19, 2003 among Quest Diagnostics Incorporated, certain subsidiary guarantors of the Company, the lenders party thereto, and Sumitomo Mitsui Banking Corporation (filed as an Exhibit to the Company's 2003 annual report on Form 10-K and incorporated herein by reference)
- 10.17 First Amendment to Term Loan Credit Agreement dated as April 20, 2004 among Quest Diagnostics Incorporated, certain subsidiary guarantors of the Company, the lenders party thereto, and Sumitomo Mitsui Banking Corporation (filed as an Exhibit to the Company's quarterly report on Form 10-Q for the quarter ended June 30, 2004 and incorporated herein by reference)
- 10.18 Stock and Asset Purchase Agreement dated as of February 9, 1999 among SmithKline Beecham plc, SmithKline Beecham Corporation and the Company (the "Stock and Asset Purchase Agreement") (filed as Appendix A of the Company's Definitive Proxy Statement dated May 11, 1999 and incorporated herein by reference)
- 10.19 Amendment No. 1 dated August 6, 1999 to the Stock and Asset Purchase Agreement (filed as an Exhibit to the Company's current report on Form 8-K (Date of Report: August 16, 1999) and incorporated herein by reference)
- 10.20 Stockholders Agreement dated as of August 16, 1999 between SmithKline Beecham plc and the Company (filed as an Exhibit to the Company's current report on Form 8-K (Date of Report: August 16, 1999) and incorporated herein by reference)
- 10.21 Amended and Restated Global Clinical Trials Agreement, dated as of December 19, 2002 between SmithKline Beecham plc dba GlaxoSmithKline and the Company (filed as an Exhibit to post effective amendment No. 1 to the Company's Registration Statement on Form S-4 (No. 333-88330) and incorporated herein by reference)
- 10.22 Form of Employees Stock Purchase Plan, as amended (filed as an Exhibit to the Company's 2004 annual report on Form 10-K and incorporated herein by reference)
- 10.23 Form of 1996 Employee Equity Participation Program, as amended (filed as an Exhibit to the Company's quarterly report on Form 10-Q for the quarter ended September 30, 2002 and incorporated herein by reference)
- 10.24 Form of 1999 Employee Equity Participation Program, as amended as of July 31, 2003 (filed as an Exhibit to the Company's quarterly report on Form 10-Q for the quarter ended June 30, 2003 and incorporated herein by reference)
- 10.25 Form of Amended and Restated Employee Long-Term Incentive Plan (filed as an Exhibit to the Company's current report on Form 8-K (Date of report: May 10, 2005) and incorporated herein by reference)
- 10.26 Form of Amended and Restated Director Long-Term Incentive Plan (filed as an Exhibit to the Company's current report on Form 8-K (Date of report: May 10, 2005) and incorporated herein by reference)
- 10.27 Form of Amended and Restated Deferred Compensation Plan For Directors (filed as an Exhibit to the Company's quarterly report on Form 10-Q for the quarter ended June 30, 2003 and incorporated herein by reference)
- 10.28 Employment Agreement between the Company and Surya N. Mohapatra dated as of November 9, 2003 (filed as an Exhibit to the Company's 2003 annual report on Form 10-K and incorporated herein by reference)
- 10.29 Form of Supplemental Deferred Compensation Plan (filed as an Exhibit to the Company's quarterly report on Form 10-Q for the quarter ended March 31, 2004 and incorporated herein by reference)

- 10.30 Form of Executive Retirement Supplemental Plan (filed as an Exhibit to the Company's Registration Statement on Form 10 (File No. 001-12215) and incorporated herein by reference)
 - 10.31 Form of Quest Diagnostics Incorporated Supplemental Executive Retirement Plan, effective December 14, 2004 (filed as an exhibit to the Company's current report on Form 8-K (Date of report: December 14, 2004) and incorporated herein by reference)
 - 10.32 Form of Senior Management Incentive Plan (filed as Appendix A to the Company's Definitive Proxy Statement dated March 28, 2003 and incorporated herein by reference)
 - 14.1 Code of Business Ethics (filed as an exhibit to the Company's current report on Form 8-K (Date of report: October 21, 2004) and incorporated herein by reference)
 - 21.1 Subsidiaries of Quest Diagnostics Incorporated
 - 23.1 Consent of PricewaterhouseCoopers LLP
 - 31.1 Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
 - 31.2 Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
 - 32.1 Certification of Chief Executive Officer Pursuant to 18 U.S.C. § 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
 - 32.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C. § 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- (c) None.

Signatures

Pursuant to the requirements of Sections 13 or 15(d) 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.

Quest Diagnostics Incorporated

By <u>/s/ Surya N. Mohapatra</u> Surya N. Mohapatra, Ph.D.	Chairman of the Board, President and Chief Executive Officer	February 28, 2006
By <u>/s/ Robert A. Hagemann</u> Robert A. Hagemann	Senior Vice President and Chief Financial Officer	February 28, 2006
By <u>/s/ Thomas F. Bongiorno</u> Thomas F. Bongiorno	Vice President, Corporate Controller and Chief Accounting Officer	February 28, 2006

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and on the dates indicated.

	<u>Capacity</u>	<u>Date</u>
<u>/s/ Surya N. Mohapatra</u> Surya N. Mohapatra, Ph.D.	Chairman of the Board, President and Chief Executive Officer	February 28, 2006
<u>/s/ John C. Baldwin</u> John C. Baldwin, M.D.	Director	February 28, 2006
<u>/s/ Jenne K. Britell</u> Jenne K. Britell, Ph.D.	Director	February 28, 2006
<u>/s/ William F. Buehler</u> William F. Buehler	Director	February 28, 2006
<u>/s/ James F. Flaherty III</u> James F. Flaherty III	Director	February 28, 2006
<u>/s/ William R. Grant</u> William R. Grant	Director	February 28, 2006
<u>/s/ Rosanne Haggerty</u> Rosanne Haggerty	Director	February 28, 2006
<u>/s/ Gary M. Pfeiffer</u> Gary M. Pfeiffer	Director	February 28, 2006
<u>/s/ Daniel C. Stanzione</u> Daniel C. Stanzione, Ph.D.	Director	February 28, 2006
<u>/s/ Gail R. Wilensky</u> Gail R. Wilensky, Ph.D.	Director	February 28, 2006
<u>/s/ John B. Ziegler</u> John B. Ziegler	Director	February 28, 2006