

BIO REFERENCE LABORATORIES INC
Form 10-Q
March 11, 2009
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended January 31, 2009

Or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF
THE SECUTRIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number 0-15266

BIO-REFERENCE LABORATORIES, INC.

(Exact name of registrant as specified in its charter)

NEW JERSEY
(State or other jurisdiction of incorporation or organization)

22-2405059
(IRS Employer Identification No.)

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481 Edward H. Ross Drive, Elmwood Park, NJ
(Address of principal executive offices)

07407
(Zip Code)

(201) 791-2600

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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 and Exchange Act of 1934 during the past 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 is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated Filer Non-accelerated Filer 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

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of the issuer's common stock, as of the latest practicable date: 13,798,108 shares of Common Stock (\$.01 par value) at March 5, 2009.

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JANUARY 31, 2009

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[Dollars In Thousands Except Per Share Data]

ASSETS

	January 31, 2009 (Unaudited)	October 31, 2008
<u>CURRENT ASSETS:</u>		
Cash and Cash Equivalents	\$ 13,243	\$ 12,696
Accounts Receivable - Net	96,729	93,718
Inventory	3,612	3,731
Other Current Assets	2,435	1,771
Deferred Tax Assets	8,269	7,635
<u>TOTAL CURRENT ASSETS</u>	124,288	119,551
<u>PROPERTY AND EQUIPMENT - AT COST</u>	46,217	41,748
<u>LESS: Accumulated Depreciation</u>	20,028	17,291
<u>PROPERTY AND EQUIPMENT - NET</u>	26,189	24,457
<u>OTHER ASSETS:</u>		
Deposits	515	525
Goodwill - Net	19,072	19,072
Intangible Assets - Net	5,289	5,574
Other Assets	1,275	1,224
Deferred Tax Assets	1,012	908
<u>TOTAL OTHER ASSETS</u>	27,163	27,303
<u>TOTAL ASSETS</u>	\$ 177,640	\$ 171,311

The Accompanying Notes are an Integral Part of These Financial Statements.

Table of Contents**BIO-REFERENCE LABORATORIES, INC. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

[Dollars In Thousands Except Per Share Data]

LIABILITIES AND SHAREHOLDERS EQUITY

	January 31, 2009 (Unaudited)	October 31, 2008
<u>CURRENT LIABILITIES:</u>		
Accounts Payable	\$ 23,720	\$ 25,801
Accrued Salaries and Commissions Payable	4,858	5,590
Accrued Taxes and Expenses	3,987	7,315
Revolving Note Payable - Bank	27,746	18,831
Current Maturities of Long-Term Debt	1,181	1,175
Capital Lease Obligations - Short-Term Portion	2,311	2,278
<u>TOTAL CURRENT LIABILITIES</u>	63,803	60,990
<u>LONG-TERM LIABILITIES:</u>		
Capital Lease Obligations - Long-Term Portion	2,960	3,052
Long Term Debt - Net of Current Portion	5,432	5,729
<u>TOTAL LONG-TERM LIABILITIES</u>	8,392	8,781
<u>COMMITMENTS AND CONTINGENCIES</u>		
<u>SHAREHOLDERS EQUITY:</u>		
Preferred Stock \$.10 Par Value; Authorized 1,666,667 shares, including 3,000 shares of Series A Junior Preferred Stock None Issued		
Common Stock, \$.01 Par Value; Authorized 35,000,000 shares: Issued and Outstanding 13,790,608 and 13,776,795 at January 31, 2009 and at October 31, 2008, respectively	138	138
Additional Paid-In Capital	42,392	42,085
Retained Earnings	62,915	59,317
<u>TOTAL SHAREHOLDERS EQUITY</u>	105,445	101,540
<u>TOTAL LIABILITIES AND SHAREHOLDERS EQUITY</u>	\$ 177,640	\$ 171,311

The Accompanying Notes are an Integral Part of These Consolidated Financial Statements.

Table of Contents**BIO-REFERENCE LABORATORIES, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF OPERATIONS**

[Dollars In Thousands Except Per Share Data]

[UNAUDITED]

	Three months ended January 31,	
	2009	2008
<u>NET REVENUES:</u>	\$ 75,735	\$ 66,879
<u>COST OF SERVICES:</u>		
Depreciation	1,675	1,375
Employee Related Expenses	19,081	16,476
Reagents and Lab Supplies	11,881	10,256
Other Cost of Services	7,403	7,121
<u>TOTAL COST OF SERVICES</u>	40,040	35,228
<u>GROSS PROFIT ON REVENUES</u>	35,695	31,651
<u>General and Administrative Expenses:</u>		
Depreciation and Amortization	589	558
Other General and Administrative Expenses	19,179	17,628
Bad Debt Expense	10,957	9,202
<u>TOTAL GENERAL AND ADMIN. EXPENSES</u>	30,725	27,388
<u>OPERATING INCOME</u>	4,970	4,263
<u>OTHER (INCOME) EXPENSES:</u>		
Interest Expense	443	601
Interest Income	(53)	(81)
Other Income	(1,600)	
<u>TOTAL OTHER (INCOME) EXPENSES - NET</u>	(1,210)	520
<u>INCOME BEFORE INCOME TAXES</u>	6,180	3,743
Provision for Income Taxes	2,582	1,535
<u>NET INCOME</u>	\$ 3,598	\$ 2,208
<u>NET INCOME PER COMMON SHARE - BASIC:</u>	\$ 0.26	\$ 0.16
<u>WEIGHTED AVERAGE NUMBER OF COMMON SHARES BASIC:</u>	13,785,425	13,765,152
<u>NET INCOME PER COMMON SHARE - DILUTED:</u>	\$ 0.26	\$ 0.16

CONSOLIDATED BALANCE SHEETS

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WEIGHTED AVERAGE NUMBER OF COMMON SHARES - DILUTED:	13,910,076	14,000,250
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The Accompanying Notes are an Integral Part of These Financial Statements.

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	Three months ended January 31,	
	2009	2008
<u>OPERATING ACTIVITIES:</u>		
Net Income	\$ 3,598	\$ 2,208
Adjustments to Reconcile Net Income to Cash Provided by Operating Activities:		
Depreciation and Amortization	2,264	1,933
Deferred Compensation		6
Deferred Income Taxes (Benefit)	(738)	(515)
Stock Based Compensation	40	40
Loss (Gain) on Disposal of Property and Equipment	67	13
Change in Assets and Liabilities:		
(Increase) Decrease in:		
Accounts Receivable	(4,338)	(5,362)
Provision for Bad Debts	1,327	1,265
Inventory	119	(441)
Other Current Assets	(664)	(876)
Other Assets	(51)	(50)
Deposits	10	(19)
Increase (Decrease) in:		
Accounts Payable and Accrued Liabilities	(3,974)	3,272
<u>NET CASH - OPERATING ACTIVITIES</u>	\$ (2,340)	\$ 1,474
<u>INVESTING ACTIVITIES:</u>		
Acquisition of Equipment and Leasehold Improvements	(3,227)	(804)
Business Acquisition Contingency Payments	(1,917)	(1,917)
Acquisition of Intangible Assets		
<u>NET CASH - INVESTING ACTIVITIES</u>	(5,144)	(2,721)
<u>FINANCING ACTIVITIES:</u>		
Payments of Long-Term Debt	(291)	(287)
Payments of Capital Lease Obligations	(610)	(835)
Increase (Decrease) in Revolving Line of Credit	8,915	(1,315)
Proceeds from Exercise of Options	17	599
<u>NET CASH - FINANCING ACTIVITIES</u>	8,031	(1,838)
<u>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</u>	547	(3,085)
<u>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIODS</u>	\$ 12,696	\$ 11,897
<u>CASH AND CASH EQUIVALENTS AT END OF PERIODS</u>	\$ 13,243	\$ 8,812

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:

Cash paid during the period for:

Interest	\$	426	\$	548
Income Taxes	\$	4,508	\$	2,366

The Accompanying Notes are an Integral Part of These Financial Statements.

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SUPPLEMENTAL SCHEDULE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:

[Dollars In Thousands]

During the three month periods ended January 31, 2009 and January 31, 2008 the Company entered into capital leases totaling \$551 and \$1,893, respectively.

During the three month periods ended January 31, 2009 and January 31, 2008, the Company wrote-off approximately \$249 and \$2,201 of furniture and equipment that were fully depreciated.

During the three month period ended January 31, 2009 and January 31, 2008 the Company wrote off approximately \$300 and \$2,333 of intangible assets.

Table of Contents**BIO-REFERENCE LABORATORIES, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****[Dollars In Thousands Except Per Share Data, Or Unless Otherwise Noted]****(UNAUDITED)**

[1] The accompanying unaudited consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and, therefore, do not include all information and footnotes necessary for a fair presentation of the financial position, results of operations and cash flows in conformity with accounting principles generally accepted in the United States of America. However, in the opinion of the management of the Company, all adjustments necessary for a fair presentation of the financial position and operating results have been included in the statements. Interim results are not necessarily indicative of results for a full year. Reference is made to the October 31, 2008 consolidated financial statements of Bio-Reference Laboratories, Inc. contained in its Annual Report on Form 10-K for the year ended October 31, 2008.

[2] The significant accounting policies followed by the Company are set forth in Note 2 to the Company's consolidated financial statements in the October 31, 2008 Form 10-K. On November 1, 2008, the Company adopted SFAS 157, Fair Value Measurements. This statement provides a single definition of fair value, establishes a framework for measuring fair value in U.S. generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. SFAS 157 creates a three-level hierarchy for the inputs used in the valuation techniques to derive fair values where Level 1 is having the highest priority and Level 3 having the lowest priority.

	1/31/2009	Quoted Prices in Active Markets for Identical Assets/Liabilities Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
Assets:				
Cash surrender value of officer's life insurance policies	\$ 1,275		\$ 1,275	

The adoption of SFAS No. 157 did not have a material impact on our fair value measurements.

[3] Certain prior year amounts have been reclassified to conform with the current year presentation.

[4] Service Revenue - Service revenues are principally generated from laboratory testing services including chemical diagnostic tests such as blood analysis, urine analysis and genetic testing among others. Net service revenues are recognized at the time the testing services are performed and are reported at their estimated net realizable amounts. Net realizable amounts from patients, third party payors and others for services rendered, are accrued on an estimated basis in the period the related services are rendered, and are adjusted in subsequent periods based upon an analysis of the Company's collection experience from each category of payor group as well as prospectively determined contractual adjustments and discounts with third party payors. Differences between these adjustments and any subsequent revisions are included in the statement of operations in which the revisions are made and are disclosed, if material. Applying this methodology and aggregating its collection experience from all payor groups, the Company has not been required to record an adjustment related to revenue recorded in prior periods that was material in nature. Revenues on the statements of operations are net of the following amounts for allowances and discounts.

	Three Months Ended	
	January 31	
	[Unaudited]	
	2009	2008
Medicare/Medicaid	\$ 52,386	\$ 43,523
Other	158,885	113,937
	\$ 211,271	\$ 157,460

A number of proposals for legislation or regulation continue to be under discussion which could have the effect of substantially reducing Medicare reimbursements for clinical laboratories or introducing cost sharing to beneficiaries. Depending upon the nature of regulatory action, if any, which is taken and the content of legislation, if any, which is adopted, the Company could experience a significant decrease in revenues from Medicare and Medicaid, which could have a material adverse effect on the Company. The Company is unable to predict, however, the extent to which such actions will be taken.

[5] An allowance for contractual credits and discounts is estimated by payor group and determined based upon a review of the reimbursement policies and subsequent collections from the different types of payors. The Company has not been required to record an adjustment in a subsequent period related to revenue recorded in a prior period, which was material in nature. Agings of accounts receivable are monitored by billing personnel and follow-up activities are conducted as necessary. Bad debt expense is recorded within general and administrative expenses as a percentage of sales considered necessary to maintain an allowance for doubtful accounts at an appropriate level, based on the Company's experience with its accounts receivable. The Company writes off accounts receivable against the allowance for doubtful accounts when they are deemed to be uncollectible. For client billing, accounts are written off when all reasonable collection efforts prove to be unsuccessful. Patient accounts are written off after the normal dunning cycle has occurred, which may include transfer to a third party collection agency. Third party accounts are written off when they exceed the payer's timely filing limits. Accounts Receivable on the balance sheets are net of the following amounts for contractual credits and doubtful accounts:

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	[Unaudited]	
	January 31, 2009	October 31, 2008
Contractual Credits/Discounts	\$ 82,493	\$ 78,042
Doubtful Accounts	16,970	15,643
	\$ 99,463	\$ 93,685

[6] The following disclosures present certain information on the Company's intangible assets as of January 31, 2009 (Unaudited) and October 31, 2008. All intangible assets are being amortized over their estimated useful lives, as indicated below, with no estimated residual value.

January 31, 2009

Intangible Asset	Weighted-Average Amortization Period	Cost	Accumulated Amortization	Net of Accumulated Amortization
Customer Lists	20	\$ 4,573	\$ 1,709	\$ 2,864
Covenants Not-to-Compete	5	4,205	1,979	2,226
Patents	17	316	117	199
Totals		\$ 9,094	\$ 3,805	\$ 5,289

October 31, 2008

Intangible Asset	Weighted-Average Amortization Period	Cost	Accumulated Amortization	Net of Accumulated Amortization
Customer Lists	20	\$ 4,873	\$ 1,941	\$ 2,932
Covenants Not-to-Compete	5	4,205	1,768	2,437
Patents	17	316	111	205
Totals		\$ 9,394	\$ 3,820	\$ 5,574

The aggregate intangible amortization expense for the three months ended January 31, 2009 and 2008 was \$285 and \$286, respectively. The estimated intangible asset amortization expense for the fiscal year ending October 31, 2009 and for the four subsequent years is as follows:

October 31,	
2009	\$ 1,121
2010	1,094
2011	984
2012	215
2013	206

Thereafter		1,954
Total	\$	5,574

[7] In May 2008, the Company entered into an amended revolving note payable loan agreement with PNC Bank, N.A. (the bank). The maximum amount of the credit line available to the Company pursuant to the loan agreement is the lesser of (i) \$40,000 or (ii) 50% of the Company's qualified accounts receivable [as defined in the agreement]. The amendment to the Loan and Security Agreement provides for interest on advances to be subject to the bank's prime rate or the Eurodollar rate of interest plus, in certain instances, an additional interest percentage. The additional interest percentage charges on Eurodollar borrowings range from 1% to 4% and are determined based upon certain financial ratios achieved by the Company. At January 31, 2009, the Company had elected to have all of the total advances outstanding to be subject to the bank's prime rate of interest of 3.25%. The credit line is collateralized by substantially all of the Company's assets. The line of credit is available through October 2012 and may be extended for annual periods by mutual consent, thereafter. The terms of this agreement contain, among other provisions, requirements for maintaining defined levels of capital expenditures, fixed charge coverage, and the prohibition of the payment by the Company of cash dividends. As of January 31, 2009, the Company utilized \$27,746 of the available credit under this revolving note payable loan agreement.

Effective as of October 31, 2007, we executed a fifth amendment to the loan agreement formalizing the repayment terms of a \$5 million term loan from PNC Bank used by our wholly-owned subsidiary, BRLI No. 2 Acquisition Corp. to fund the \$5 million acquisition cash payment in connection with the purchase of the operating assets of GeneDx. The term loan is evidenced by a secured promissory note payable over a six year term in equal monthly principal payments of \$69, plus interest at an annual rate of 6.85%. The Balance on this note as of January 31, 2009 was approximately \$3,125.

In January 2007, the Company issued a ten year term note of \$4,100 for the financing of equipment. The note is payable in equal monthly installments of \$47 including principal and interest, with payment commencing on March 1, 2007 at an effective interest rate of 6.63% per annum. The balance on this note as of January 31, 2009 was

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approximately \$3,469.

[8] During the period ended January 31, 2009, the Company executed a Restitution Agreement with a former Vice President in sales (the former employee). The former employee paid the Company \$1,600,000 for payments made to him and others that were from our perspective, improperly paid. These payments were paid for a) recruiting fees for new hires paid to parties with an undisclosed relationship to him and b) reimbursement to him or others of improperly or insufficiently documented expenses; both of which were in violation of the Company's policies (see Form 8k; filed January 26, 2009 for more information). This amount is presented as Other Income in the Company's consolidated statement of operations for the period ended January 31, 2009 (Page 3).

[9] The provision for income taxes for the three months ended January 31, 2009 consists of a current tax provision of \$3,320 and a deferred tax benefit of \$738. At January 31, 2009, the Company had a current deferred tax asset of \$8,269 included in other current assets and a long-term deferred tax asset of \$1,012 incurred in other assets. The provision for income taxes for the three months ended January 31, 2008 consists of a current tax provision of \$2,051 and a deferred tax benefit of \$516.

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Item 2.

MANAGEMENT'S DISCUSSION AND ANALYSIS

OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

[Dollars In Thousands Except Per Share Data, Total Patient Data, Or Unless Otherwise Noted]

OVERVIEW

We are a clinical laboratory located in northeastern New Jersey. Our regional footprint lies within the New York City metropolitan area and the surrounding areas of New Jersey and southern New York State as well as eastern Pennsylvania and some areas of western Connecticut; under certain circumstances, we provide services further into New York State, Pennsylvania, Delaware and Maryland. As a regional provider, we are a full-service laboratory that primarily services physician office practices; our drivers pick up samples and deliver reports and supplies, we provide sophisticated technical support, phlebotomy services or patient service centers where appropriate, and electronic communication services in many cases. We have also developed a national reputation for our expertise in certain focused areas of clinical testing. GenPath, the label under which we provide our cancer and oncology services, is recognized for the superior hematopathology services it provides throughout the country. Physicians outside of our regional footprint send samples to our laboratory in order to take advantage of the expertise that we are able to provide in blood-based cancer pathology and associated diagnostics. Our correctional healthcare services are used throughout the country at prisons and jails. The focused markets we serve on a national basis outside of our regional footprint do not require many of the logistical and other ancillary support services required within the region. Even within our regional footprint, we provide the same services that we provide on a national basis as well as some regional focused diagnostic services, such as histology and pathology support services, substance abuse testing, fertility testing, hemostasis testing, women's health testing, and molecular diagnostics that are unavailable from many of the smaller regional competitors; testing in some of these areas may be provided outside of physician offices.

Over the last few years, there have been fundamental changes in the laboratory services industry. In the 1990s, the industry was negatively impacted by the growth of managed care, increased government regulation, and investigations into fraud and abuse. These factors led to revenue and profit declines and industry consolidations, especially among commercial laboratories. There are currently only three publicly-traded full service laboratories operating in the U.S. While that means that the two national mega-laboratories and BioReference Laboratories are the only remaining publicly traded full service commercial laboratories, there are numerous hospital outreach programs and smaller reference laboratories that compete for the commercial clinical laboratory business scattered throughout the country. Clinical laboratories have had to improve efficiency, leverage economies of scale, comply with government regulations and other laws and develop more profitable approaches to pricing. Moreover, there has been a proliferation of technology advancements in clinical diagnostics over the last decade that has created significant opportunities for new testing and growth.

As a full service clinical laboratory, we are constantly looking for new technologies and new methodologies that will help us to grow. Since the turn of the century, our size alone has made us attractive to companies that are driving the advances in technology. We represent a significant opportunity for these companies to market their products in one of the major population centers of the world—the New York Metropolitan area. We have had several successful strategic relationships with such technology opportunities. In addition to new technology opportunities, we have an extremely seasoned and talented management staff that has been able to identify emerging laboratory markets that are under-served or under-utilized. We are currently developing programs for cardiology, histology and women's health to go along with our existing hemostasis, hematopathology and correctional healthcare initiatives which have already been established and in which we have been increasing our market share for the past several years. We will continue to vigilantly seek focused diagnostic marketing opportunities where we can provide information, technology, service or support that expand and grow our clinical laboratory.

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During the fourth quarter of fiscal 2006, the Company acquired the operating assets of GeneDx, a leading DNA sequencing laboratory. As molecular testing in general becomes a more significant element in the diagnostic testing industry, the Company believes that genetic testing will become an essential diagnostic tool of the future. GeneDx was started by two geneticists from the National Institute of Health in 2000. Over the next six years, based on the reputation and expertise of the founders and the outstanding team they built around themselves, along with a very focused and dedicated understanding of the science of genetics, GeneDx became known as one of the premier genetic testing laboratories for the diagnosis of rare genetic diseases. The Company believed that the promise of genetic testing is in the diagnosis of the genetic variants of common diseases. It is the Company's intention to leverage the expertise and reputation of GeneDx in order to take a leadership role in the expanding area of genetic testing. The Company is seeking cutting edge methods of testing that will be commercially viable diagnostic tools for the advancement of genetic testing. During the past year, GeneDx introduced GenomeDx, a new test based on Comparative Genomic Hybridization Array technology, a high-speed, chip-based technology, that has allowed GeneDx to move to the forefront of an emerging technology platform. The Company is already expanding the menu of tests offered and employing marketing techniques that were extremely successful in building GenPath, our oncology laboratory. In addition to scientists and technicians to manage testing, GeneDx employs several genetic counselors to help patients and referring physicians and geneticists understand the meaning of the test results. Prior to the acquisition, GeneDx's revenues and profits were increasing at an accelerating rate. This increase has continued through fiscal 2008.

While we recognize that we are a clinical laboratory that processes samples, we also understand that we are an information company that needs to effectively communicate the results of our efforts back to healthcare providers. Laboratory results play a major role in the implementation of physician healthcare. Laboratory results are used to diagnose, monitor and classify health concerns. In many cases, laboratory results represent the confirming data in diagnosing complicated health issues. Since laboratory results play such an important role in routine physician care, we have developed informatic solutions that leverage our role in healthcare. We needed to build a web-based solution to quickly, accurately, conveniently and competitively collect ordering information and deliver results, so we built an internal solution that we call CareEvolve. That solution has been essential to our own operations. We license the technology to other laboratories throughout the country which they utilize to more effectively compete against the national laboratories. These other laboratories licensing our technology are not our competitors since they are outside our regional footprint.

We have also created our PSIMedica business unit which has developed a Clinical Knowledge Management (CKM) System that takes data from enrollment, claims, pharmacy, laboratory results and any other available electronic source to provide both administrative and clinical analysis of a population. The system uses proprietary algorithms to cleanse and configure the data and transfer the resulting information into a healthcare data repository. Using advanced cube technology methodologies, the data can be analyzed from a myriad of views and from highly granular transactional detail to global trended overview. Events such as the Katrina disaster in Louisiana two summers ago and general pressures from the government have made development of an electronic medical record system and Pay-for Performance reimbursement priority goals in the healthcare industry. A large portion of an individual's medical record consists of laboratory data and a key performance indicator in any Pay-for-Performance initiative is laboratory result data. Our CKM system is a mature, full functioning solution that will allow us to play a role in these important national initiatives.

To date, neither our PSIMedica business unit nor CareEvolve has produced significant revenues.

Summary

During the period ended January 31, 2009, the Company executed a Restitution Agreement with John Littleton, a former Vice President in sales. Mr. Littleton paid the Company \$1,600,000 for payments made to him and others that were from our perspective, improperly paid. These payments were paid for a) recruiting fees for new hires paid to parties with an undisclosed relationship to him and b) reimbursement to him or others of improperly or insufficiently documented expenses; both of which are in violation of the Company's policies (See Other Income in table below). As such, in certain areas within the Management's Discussion and Analysis we will present an analysis of our operating results including the restitution amount and pro-forma operating results excluding the restitution amount (it will be labeled as such).

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(Dollars in Thousands except Per Share Data)

(Unaudited)

Three Months Ended

January 31,

	Pro Forma 2009	Actual 2009	2008
Net Revenues	\$ 75,735	\$ 75,735	\$ 66,879
Cost of Sales	40,040	40,040	35,228
Gross Profit on Revenues	\$ 35,695	\$ 35,695	\$ 31,651
General and Administrative	30,725	30,725	27,388
Operating Income	4,970	4,970	4,263
Other (Income) Expense, Net	390	(1,210)	520
Income Before Taxes	\$ 4,580	\$ 6,180	\$ 3,743
Taxes	1,917	2,582	1,535
Net Income	\$ 2,663	\$ 3,598	\$ 2,208
Income Per Share	\$.19	\$.26	\$.16
Number of Shares	13,875,425	13,785,425	13,765,152
Income Per Share (Diluted)	\$.19	\$.26	\$.16
Number of Shares (Diluted)	13,910,076	13,910,076	14,000,250

OPERATING RESULTS (In Thousands)

NET REVENUES:

We had net revenues for the three month period ended January 31, 2008 of \$66,879 as compared to \$75,735 for the three month period ended January 31, 2009. This represents a 13% increase in net revenues. This increase is due primarily to a 13% increase in net revenue per patient.

The number of patients serviced during the quarter ended January 31, 2009 was approximately 965 thousand which was .3% higher when compared to the prior fiscal year's quarter ended January 31, 2008. Net revenue per patient for the quarter ended January 31, 2008 was \$68.83 compared to net revenue per patient for the quarter ended January 31, 2009 of \$77.79, an increase of 13%.

COST OF SERVICES:

Cost of Services increased from \$35,228 for the three month period ended January 31, 2008 to \$40,040 for the three month period ended January 31, 2009, an increase of \$4,812 or 14%. The increase in cost of services is basically in line with the increase in sales.

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GROSS PROFITS:

Gross profit on net revenues increased 18% to \$37,295 for the three month period ended January 31, 2009 compared to \$31,651 for the same period ended January 31, 2008. Gross Profit margins for both comparable periods was 47%. Effectively, both the increase in net revenues and the increase in cost of services offset each other.

GENERAL AND ADMINISTRATIVE EXPENSES:

General and administrative expenses for the three month period ended January 31, 2009 were \$30,725 compared to \$27,388 for the three month period ended January 31, 2008. This represents an increase of \$3,337 (12%) which is in line with the increase in net revenues.

INTEREST EXPENSE:

Interest expense decreased from \$601 for the three month period ended January 31, 2008 to \$443 for the three month period ended January 31, 2009, a decrease of \$158 (26%). This decrease is due to a decrease in PNC Bank's primary rate to 3.25%. Management believes that this trend will continue in the immediate future due to the bank's lower prime rate.

INCOME:

We realized net income of \$3,598 for the three month period ended January 31, 2009 as compared to \$2,208 for the three month period ended January 31, 2008, an increase of 63%. On a pro-forma basis (which excludes the restitution amount), the increase year over year would have been 21% not 63% as reported above.

Pre-tax income for the period ended January 31, 2009 was \$6,180 as compared to \$3,743 for the period ended January 31, 2008, an increase of \$2,437 (65%). The provision for income taxes increased from \$1,535 for the period ended January 31, 2008, to \$2,582 (68%) for the current three month period. Our tax rate increased from 41% to 42%. However, on a pro-forma basis our pretax income for the period ended January 31, 2009 would have been \$4,580 an increase of \$837 (22%). Our tax provision would have been \$1,917 or 42%.

The most profound change on a pro-forma basis would have been that our fully-diluted earnings per share (EPS) went from \$.26 under the current operating results to \$.19 on a pro-forma basis a difference of \$.07 per share, which is more reflective of our true operating results.

LIQUIDITY AND CAPITAL RESOURCES:

Our working capital at January 31, 2009 was \$60,485 as compared to \$58,561 at October 31, 2008 an increase of \$1,924. Our cash position increased by \$547 during the current period. We increased our short term debt \$8,915 and repaid \$901 in existing debt. We had current

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liabilities of \$63,803 at January 31, 2009. We utilized \$2,340 in cash from operations, compared to \$1,474 in cash provided from operations for the quarter ended January 31, 2008, an overall decrease of \$3,814 in cash generated from operations year over year.

Accounts receivable, net of allowance for doubtful accounts, totaled \$96,729 at January 31, 2009, an increase of \$3,011 from October 31, 2008 or 3%. This increase was primarily attributable to increased revenue. Cash collected during the three month period ended January 31, 2009 increased 15% over the comparable three month period.

Credit risk with respect to accounts receivable is generally diversified due to the large number of patients comprising our client base. We have significant receivable balances with government payors and various insurance carriers. Generally, we do not require collateral or other security to support customer receivables. However, we continually monitor and evaluate our client acceptance and collection procedures to minimize potential credit risks associated with our accounts receivable and establish an allowance for uncollectible accounts. As a consequence, we believe that our accounts receivable credit risk exposure beyond such allowance is not material to the financial

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statements.

A number of proposals for legislation continue to be under discussion which could substantially reduce Medicare and Medicaid reimbursements to clinical laboratories. Depending upon the nature of regulatory action, and the content of legislation, we could experience a significant decrease in revenues from Medicare and Medicaid, which could have a material adverse effect on us. We are unable to predict, however, the extent to which such actions will be taken.

Billing for laboratory services is complicated and we must bill various payors, such as the individual, the insurance company, the government (federal or state), the private company or the health clinic. Other factors that may complicate billing include:

- Differences between fee schedules and reimbursement rates.
- Incomplete or inaccurate billing information as provided by the physician.
- Disparity in coverage and information requirements.
- Disputes with payors.
- Internal and external compliance policies and procedures.

Significant costs are incurred as a result of our participation in government programs since billing and reimbursement for laboratory tests are subject to complex regulations. We perform the requested tests and report the results whether the information is correct or not or even missing. This adds to the complexity and slows the collection process and increases the aging of our accounts receivable (A/R). When patient invoices are not collected in a timely manner the item is written off to the allowance for collectable accounts. Days Sales Outstanding (DSO) for the period ended January 31, 2009 was 115 days, a decrease of 5 days, or 4%, from the 120 days that we reported for the period ended January 31, 2008. Historically, first quarters of the fiscal year for our Company are problematic for several reasons, including the fact that most insurance companies re-start the deductibles on January 1, requiring significant collection directly from the patient, along with generally slower payment throughout the holiday season of the year.

In May 2008, the Company entered into an amended revolving note payable loan agreement with PNC Bank, N.A. (the bank). The maximum amount of the credit line available to the Company pursuant to the loan agreement is the lesser of (i) \$40,000 or (ii) 50% of the Company's qualified accounts receivable [as defined in the agreement]. The amendment to the Loan and Security Agreement provides for interest on advances to be subject to the bank's prime rate or the Eurodollar rate of interest plus, in certain instances, an additional interest percentage. The additional interest percentage charges on Eurodollar borrowings range from 1% to 4% and are determined based upon certain financial ratios achieved by the Company. At January 31, 2009, the Company had elected to have all of the total advances outstanding to be subject to the bank's prime rate of interest of 3.25%. The credit line is collateralized by substantially all of the Company's assets. The line of credit is available through October 2012 and may be extended for annual periods by mutual consent, thereafter. The terms of this agreement contain, among other provisions, requirements for maintaining defined levels of capital expenditures, fixed charge coverage, and the prohibition of the payment by the Company of cash dividends. As of January 31, 2009, the Company utilized \$27,746 of the available credit under this revolving note payable loan agreement.

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Effective as of October 31, 2007, we executed a fifth amendment to the loan agreement formalizing the repayment terms of a \$5 million term loan from PNC Bank used by our wholly-owned subsidiary, BRLI No. 2 Acquisition Corp. to fund the \$5 million acquisition Cash Payment in connection with the purchase of the operating assets of GeneDx. The term loan is evidenced by a secured promissory note payable over a six year term in equal monthly principal payments of \$69, plus interest at an annual rate of 6.85%. The Balance on this note as of January 31, 2009 was approximately \$3,125.

In January 2007, the Company issued a ten year term note of \$4,100 for the financing of equipment. The note is payable in equal monthly installments of \$47 including principal and interest, with payment commencing on March 1, 2007 at an effective interest rate of 6.63% per annum. The balance on this note as of January 31, 2009 was approximately \$3,469

We intend to expand our laboratory operations through aggressive marketing while also diversifying into related medical fields through acquisitions. These acquisitions may involve cash, notes, common stock, and/or combinations thereof.

Tabular Disclosure of Contractual Obligations

	Five Years	FY2009
Long - Term Debt	\$ 6,904	\$ 1,180
Capital Leases	5,732	2,469
Operating Leases	2,829	2,294
Purchase Obligations	49,691	17,042
Employment/Consultant Contracts	12,622	3,568
Total	\$ 77,778	\$ 26,553

Our cash balance at January 31, 2009 totaled \$13,243 as compared to \$12,696 at October 31, 2008. In September 2006, we acquired certain assets of a Maryland genetics testing laboratory, GeneDx. We made a \$5 million cash payment, delivered 230,947 shares of our unregistered common stock valued at \$5 million, and assumed certain GeneDx liabilities to complete the acquisition. The Purchase Agreement also provides for an upside Contingent Payment, not to exceed \$7 million, payable partly in cash and partly in stock, dependent upon the performance of GeneDx's operations during the four twelve month measuring periods commencing October 1, 2006. The maximum amount payable with respect to the second measuring period was approximately \$2 million. We believe that our cash position, the anticipated cash generated from future operations, and the availability of our credit line with PNC Bank, will meet our anticipated cash needs in fiscal 2009.

Impact of Inflation

To date, inflation has not had a material effect on our operations.

New Authoritative Pronouncements

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In December 2007 the FASB issued FAS 141(R) Business Combinations and FAS 160 Noncontrolling Interests in Consolidated Financial Statements These

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statements are effective for fiscal years, and interim periods within those fiscal years in the case of FAS 160, beginning on or after December 15, 2008. Earlier adoption is prohibited. Together these statements revise the accounting rules with respect to accounting for business combinations.

Specifically, the objective of FAS 141(R) is to improve the relevance, representational faithfulness and comparability of the information that the reporting entity provides in its financial reports about a business combination and its effects. This statement thus establishes principles and requirements for how the acquirer:

- Recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree
- Recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase
- Determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination.

The objective of FAS 160 is to improve the relevance, comparability, and transparency of the financial information that a reporting entity provides in its consolidated financial statements by establishing accounting and reporting standards that require:

- The ownership interests in subsidiaries held by parties other than the parent be clearly identified, labeled, and presented in the consolidated statement of financial position within equity, but separate from the parent's equity.
- The amount of consolidated net income attributable to the parent and to the noncontrolling interest be clearly identified and presented on the face of the consolidated statement of income.
- Changes in a parent's ownership interest while the parent retains its controlling financial interest in its subsidiary be accounted for consistently. A parent's ownership interest in a subsidiary changes if the parent purchases additional ownership interests in its subsidiary or if the parent sells some of its ownership interests in its subsidiary. It also changes if the subsidiary reacquires some of its ownership interests or the subsidiary issues additional ownership interests. All of those transactions are economically similar, and this Statement requires that they be accounted for similarly, as equity transactions.
- When a subsidiary is deconsolidated, any retained noncontrolling equity investment in the former subsidiary be initially measured at fair value. The gain or loss on the deconsolidation of the subsidiary is measured using the fair value of any noncontrolling equity investment rather than the carrying amount of that retained investment.

- Entities provide sufficient disclosures that clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owners.

Together these statements are not currently expected to have a significant impact on the entity's consolidated financial statements. A significant impact may however be realized on any future acquisition(s) by this Company. The amounts of such impact can not be currently determined and will depend on the nature and terms of such future acquisition(s), if any.

Critical Accounting Policies

The preparation of financial statements in conformity with generally accepted accounting principles 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 reported periods.

Accounting for Goodwill

We evaluate the recoverability and measure the possible impairment of goodwill under SFAS 142. The impairment test is a two-step process that begins with the estimation of the fair value of the reporting unit. The first step screens for potential impairment and the second step measures the amount of the impairment, if any. Management's estimate of fair value considers publicly available information regarding our market capitalization as well as (i) publicly available information regarding comparable publicly-traded companies in the clinical laboratory testing industry, (ii) the financial projections and future prospects of our business, including its growth opportunities and likely operational improvements, and (iii) comparable sales prices, if available. As part of the first step to assess potential impairment, management compares the estimate of fair value to book value of the Company's consolidated net assets. If the book value of the consolidated net assets is greater than the estimate of fair value, we then proceed to the second step to measure the impairment, if any. The second step compares the implied fair value of goodwill with its carrying value.

The implied fair value is determined by allocating the fair value of the reporting unit to all of the assets and liabilities of that unit as if the reporting unit had been acquired in a business combination and the fair value of the reporting unit was the purchase price paid to acquire the reporting unit. The excess of the fair value of the reporting unit over the amounts assigned to its assets and liabilities is the implied fair value of goodwill. If the carrying amount of the goodwill is greater than its implied fair value, an impairment loss will be recognized in that period.

Accounting for Intangible and Other Long-Lived Assets

We evaluate the possible impairment of our long-lived assets, including intangible assets. We review the recoverability of our long-lived assets when events or changes in circumstances occur that indicate that the carrying value of the asset may not be recoverable. Evaluation of possible impairment is based on our ability to recover the asset from the expected future pretax cash flows (undiscounted and without interest charges) of the related operations. If the expected undiscounted pretax cash flows are less than the carrying amount of such asset, an impairment loss is recognized for the difference between the estimated fair value and carrying amount of the asset.

Accounting for Revenue

Service revenues are principally generated from laboratory testing services including chemical diagnostic tests such as blood analysis, urine analysis and genetic testing among others. Net service revenues are recognized at the time the testing services are performed and are reported at their estimated net realizable amounts. These estimated net realizable amounts from patients, third party payors and others for services rendered, are accrued on an estimated basis in the period the related services are rendered and adjusted in subsequent periods based upon an analysis of the Company's collection experience from each category of payor group as well as

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prospectively determined contractual adjustments and discounts with third party payors. Differences between these adjustments and any subsequent revisions are included in the statement of operations in which the revisions are made and are disclosed, if material. Applying this methodology and aggregating its collection experience from all payor groups, the Company has not been required to record an adjustment related to revenue recorded in prior periods that was material in nature.

Accounting for Contractual Adjustments (Credits) and Doubtful Accounts

An allowance for contractual credits and discounts is estimated by payor group and determined based upon a review of the reimbursement policies and subsequent collections from the different types of payors. The Company has not been required to record an adjustment in a subsequent period related to revenue recorded in a prior period that was material in nature.

Accounting for Contractual Credits and Doubtful Accounts

Agings of accounts receivable are monitored by billing personnel and follow-up activities are conducted as necessary. Bad debt expense is recorded within selling, general and administrative expenses as a percentage of sales considered necessary to maintain an allowance for doubtful accounts at an appropriate level based on the Company's experience with its accounts receivable. The Company writes off receivables against the allowance for doubtful accounts when they are deemed to be uncollectible. For client billing, accounts are written off when all reasonable collection efforts prove to be unsuccessful. Patient accounts are written off after the normal dunning cycle has occurred, which may include transfer to a third party collection agency. Third party accounts are written off when they exceed the payer's timely filing limits.

Accounting for Income Taxes

We account for income taxes utilizing the asset and liability method. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and for tax loss carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

Our annual effective tax rate is estimated quarterly on a cumulative basis in accordance with FASB Statement No.109. The estimated effective tax rate is computed based upon both historical and projected factors and is therefore subject to change during the year. Some of the factors which may affect the effective tax rate include the execution of additional capital leases, the exercise of stock options and the attainment of designated benchmarks in connection with some of our acquisitions. As we approach the completion of a fiscal year, we are able to estimate our annual effective tax rate to a greater degree based upon historical factors and to a lesser degree based upon projected factors. We now estimate that the effective tax rate for our 2009 fiscal year will approximate 42%.

Forward Looking Statements

This Quarterly Report on Form 10-Q contains historical information as well as forward-looking statements. Statements looking forward in time are included in this Quarterly Report pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such statements involve known and unknown risks and uncertainties that may cause our actual results in future periods to be materially different from any future performance suggested herein.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and assumptions that affect the reported amounts of revenues and expenses during the reporting period. While many aspects of our business are subject to complex federal, state and local regulations, the accounting for our business is generally straightforward. Our revenues are primarily comprised of a high volume of relatively low dollar transactions, and about 42% of all our costs consist of employee compensation and benefits. Revenues are recognized at the time the services are performed and are reported at the estimated net realizable amounts from patients, third-party payors and others for services rendered including prospectively determined adjustments under reimbursement agreements with third-party payors. These adjustments are accrued on an estimated basis in the period the services are rendered and adjusted in future periods as final settlements are determined. These estimates are reviewed and adjusted, if warranted, by senior management on a monthly basis. We believe that our estimates and assumptions are correct; however, several factors could cause actual results to differ materially from those currently anticipated due to a number of factors in addition to those discussed under the caption Cautionary Statements contained in Item 1 of our Annual Report on Form 10-K for the year ended October 31, 2008, as well as elsewhere herein including:

- Our failure to integrate newly acquired businesses (if any) and the cost related to such integration.
- Our failure to obtain and retain new customers and alliance partners, or a reduction in tests ordered or specimens submitted by existing customers.
- Adverse results from investigations of clinical laboratories by the government, which may include significant monetary damages and/or exclusion from the Medicare and Medicaid programs.
- Loss or suspension of a license or imposition of a fine or penalties under, or future changes in, the law or regulations of CLIA-88, or those of Medicare, Medicaid or other federal, state or local agencies.
- Changes in federal, state, local and third party payor regulations or policies (or in the Interpretation of current regulations) affecting governmental and third-party reimbursement for clinical laboratory testing (such as the decrease in Medicare reimbursement for Flow Cytometry testing which occurred in the first quarter of calendar year 2005).
- Failure to comply with the Federal Occupational Safety and Health Administration requirements and the recently passed Needlestick Safety and Prevention Act.
- Failure to comply with HIPAA, which could result in significant fines as well as substantial criminal penalties.
- changes in payor mix.
- Failure to maintain acceptable days sales outstanding levels.
- Increased competition, including price competition.
- Our ability to attract and retain experienced and qualified personnel.
- Adverse litigation results.
- Liabilities that result from our inability to comply with new corporate governance requirements.
- Failure to comply with the Sarbanes-Oxley Act of 2002.

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Item 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We do not invest in or trade market risk sensitive instruments. We also do not have any foreign operations or significant foreign sales so that our exposure to foreign currency exchange rate risk is minimal.

We do have exposure to both rising and falling interest rates. At January 31, 2009, advances of approximately \$27,746 under our Loan Agreement with PNC Bank were subject to interest charges at the Bank's then prime rate of 3.25%.

We estimate that our monthly cash interest expense at January 31, 2009 was approximately \$148 and that a one percentage point increase or decrease in short-term rates would increase or decrease our monthly interest expense by approximately \$23.

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Item 4 - CONTROLS AND PROCEDURES

An evaluation was carried out under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based upon that evaluation, our principal executive officer and principal financial officer concluded that those disclosure controls and procedures were effective to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

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BIO-REFERENCE LABORATORIES, INC.

PART II OTHER INFORMATION

Item 6. Exhibits

- 31.1 Certification of Chief Executive Officer
- 31.2 Certification of Chief Financial Officer
- 32.1 Certification Pursuant to 18 U.S.C. Section 1350 of Chief Executive Officer
- 32.2 Certification Pursuant to 18 U.S.C. Section 1350 of Chief Financial Officer

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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.

BIO-REFERENCE LABORATORIES, INC.
(Registrant)

/S/ Marc D. Grodman, M.D.
Marc D. Grodman, M.D.
President and Chief Executive Officer

S/ Sam Singer
Sam Singer
Chief Financial and Accounting Officer

Date: March 10, 2009