

UNILAB ACQUISITION CORP
Form 424B3
June 19, 2007

Filed Pursuant to Rule 424b3
Registration No. 333-143867

The information in this preliminary prospectus supplement and the accompanying prospectus is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and we are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

PROSPECTUS SUPPLEMENT (Subject to Completion) Issued June 19, 2007
(To Prospectus dated June 19, 2007)

\$800,000,000

% Senior Notes due
% Senior Notes due

Interest payable on and

We will pay interest on the notes on and of each year, beginning , 2007. The % notes will mature on . The % notes will mature on . We may redeem some or all of the notes of either series at any time at the applicable redemption prices described in this prospectus supplement.

The notes will be senior unsecured obligations of ours and will rank equally with our other existing and future senior unsecured obligations. The notes will be guaranteed by certain of our domestic wholly owned subsidiaries. Each guarantee will be a senior unsecured obligation of the subsidiary guarantor issuing such guarantee and will rank equally with other existing and future senior unsecured obligations of such subsidiary guarantor. The notes will be issued only in registered form in denominations of \$2,000 and integral multiples of \$1,000.

Investing in the notes involves risks that are described in the Risk Factors section of our Annual Report on Form 10-K for the year ended December 31, 2006, incorporated by reference into this prospectus supplement, and in the Risk Factors section beginning on page S-8 of this prospectus supplement.

NOTES DUE	PRICE	% AND ACCRUED INTEREST, IF ANY
NOTES DUE	PRICE	% AND ACCRUED INTEREST, IF ANY

	% Senior Notes due		% Senior Notes due	
	Per Note	Total	Per Note	Total
Public offering price(1)	%	\$	%	\$
Underwriting discount	%	\$	%	\$
Proceeds, before expenses, to Quest Diagnostics	%	\$	%	\$

- (1) Plus
accrued
interest
from ,
2007, if
settlement
occurs
after that
date.

The Securities and Exchange Commission and state securities regulators have not approved or disapproved these securities, or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The notes will be ready for delivery in book-entry form only through The Depository Trust Company and its participants, including Euroclear and Clearstream Luxembourg, on or about , 2007.

MORGAN
STANLEY BANC
OF AMERICA
SECURITIES
LLC MERRILL
LYNCH & CO.
June , 2007.

TABLE OF CONTENTS

	Page
<u>Prospectus Supplement</u>	
<u>Summary</u>	S-1
<u>Risk Factors</u>	S-8
<u>Cautionary Statement for Purposes of the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995</u>	S-11
<u>Ratio of Earnings to Fixed Charges</u>	S-13
<u>Use of Proceeds</u>	S-14
<u>Capitalization</u>	S-15
<u>Description of Certain Other Indebtedness</u>	S-16
<u>Selected Historical Financial Data for Quest Diagnostics</u>	S-18
<u>Selected Historical Financial Data for AmeriPath, Inc.</u>	S-21
<u>Description of Notes</u>	S-24
<u>United States Federal Income Tax Considerations</u>	S-44
<u>Underwriting</u>	S-48
<u>Legal Matters</u>	S-50
<u>Experts</u>	S-50
<u>Where You Can Find More Information</u>	S-50
Page	
<u>Prospectus</u>	
<u>About This Prospectus</u>	ii
<u>Quest Diagnostics Incorporated</u>	ii
<u>Where You Can Find More Information</u>	iii
<u>Cautionary Statement for Purposes of the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995</u>	1
<u>Use of Proceeds</u>	3
<u>Ratio of Earnings to Fixed Charges</u>	4
<u>Securities We May Issue</u>	5
<u>Description of Senior Debt Securities and Guarantees of Senior Debt Securities</u>	6
<u>Plan of Distribution</u>	7
<u>Validity of the Securities</u>	8
<u>Experts</u>	8

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the

accompanying prospectus and the documents incorporated by reference is accurate only as of their respective dates. Our business, financial condition, cash flows, results of operations and prospects may have changed since these dates.

References to we, us, our, Quest Diagnostics and the Company are to Quest Diagnostics Incorporated and its consolidated subsidiaries unless otherwise specified or the context otherwise requires.

SUMMARY

This summary highlights selected information appearing elsewhere in this prospectus supplement and may not contain all of the information that is important to you. You should carefully read this prospectus supplement in its entirety, including the documents incorporated by reference.

Our Company

We are the nation's leading provider of diagnostic testing, information and services, providing insights that enable physicians and other healthcare professionals to make decisions to improve health. We offer patients and physicians the broadest access to diagnostic laboratory services through our nationwide network of laboratories and our own patient service centers. We provide interpretive consultation through the largest medical and scientific staff in the industry, with approximately 900 M.D. s and Ph.D. s around the country. We are the leading provider of esoteric testing, including gene-based testing, the leading provider of anatomic pathology services, including dermatopathology, and the leading provider of testing for drugs of abuse. We are also a leading provider of testing for clinical trials and risk assessment services for the life insurance industry. We empower healthcare organizations and clinicians with state-of-the-art information technology solutions that can improve patient care and medical practice.

During 2006, we generated net revenues of \$6.3 billion and processed approximately 151 million requisitions for testing. Each requisition form accompanies a patient specimen, indicating the tests to be performed and the party to be billed for the tests. Our customers include patients, physicians, hospitals, employers, governmental institutions and other commercial clinical laboratories. On May 31, 2007, we acquired AmeriPath Group Holdings, Inc., the ultimate parent of AmeriPath, Inc., which generated net revenues of \$752 million during 2006.

We operate a nationwide network of greater than 2,100 of our own patient service centers, principal clinical laboratories located in more than 30 major metropolitan areas throughout the United States and approximately 150 smaller rapid response laboratories (including, in each case, facilities operated at our joint ventures). We provide full esoteric testing services, including gene-based testing, on both coasts through our Quest Diagnostics Nichols Institute laboratory facilities, located in San Juan Capistrano, California and Chantilly, Virginia, and through our Specialty Laboratories facility located in Valencia, California, as well as infectious and immunologic disease testing through our Focus Diagnostics laboratory facility, located in Cypress, California. Our AmeriPath subsidiary operates 40 outpatient anatomic pathology laboratories and provides inpatient anatomic pathology and medical director services for approximately 200 hospitals throughout the country. We also have laboratory facilities in Mexico City, Mexico, San Juan, Puerto Rico and Heston, England.

Our principal executive offices are located at 1290 Wall Street West, Lyndhurst, New Jersey 07071, telephone number: (201) 393-5000.

The AmeriPath Acquisition

On May 31, 2007, we completed the acquisition of AmeriPath Group Holdings, Inc., or AmeriPath, a Delaware corporation. As a result of the merger, AmeriPath is a wholly-owned subsidiary of ours. Prior to the acquisition, Welsh, Carson, Anderson & Stowe IX, L.P. was the holder of a majority of the outstanding shares of common stock and participating preferred stock of AmeriPath.

The aggregate consideration paid in connection with the merger was approximately \$2 billion, including the assumption of approximately \$780 million of indebtedness (including interest). We funded the acquisition, as well as the refinancing of certain of our other debt, with borrowings of \$1.6 billion under our term loan facility, borrowings of \$780 million under our \$1.0 billion bridge loan facility, and from cash on hand.

As part of the refinancing of AmeriPath debt, on May 21, 2007, we commenced a tender offer and consent solicitation for the \$350 million 10¹/₂% Senior Subordinated Notes of AmeriPath, Inc.

S-1

On June 8, 2007, we purchased \$348.03 million of such notes pursuant to an early settlement of the tender offer, at which time certain amendments to the indenture governing the notes became operative.

In addition, on May 31, 2007, we called for redemption the \$125 million Senior Unsecured Floating Rate PIK Toggle Notes due 2014 of AmeriPath Intermediate Holdings, Inc., the direct parent of AmeriPath, Inc. and an indirect wholly-owned subsidiary of AmeriPath Group Holdings, Inc., and deposited sufficient funds with the trustee to pay for such notes on the redemption date.

As Adjusted Combined Impact of the AmeriPath Acquisition and Related Transactions

The following discussion of as adjusted combined financial information reflects the impact of the following transactions, which we refer to in this prospectus supplement as the Transactions :

our purchase,
on May 31,
2007, of
AmeriPath,
including the
all-cash
purchase price
and related
transaction
costs
associated
with the
AmeriPath
acquisition;

a \$1.0 billion
bridge loan
facility entered
into to fund
the acquisition
of AmeriPath,
of which \$780
million was
drawn after
March 31,
2007, and will
be refinanced
with the
proceeds of
this offering;

a new
five-year \$1.6
billion term
loan facility
entered into to
fund the

acquisition of
AmeriPath;

the repayment
of AmeriPath's
existing debt
of
approximately
\$780 million
(including
interest);

the repayment
of the interim
credit
agreement of
\$450 million
borrowed in
connection
with the
acquisition of
POCT Holding
AB, or
HemoCue; and

the completion
of this \$800
million
offering of
senior notes.

The acquisition of AmeriPath will be accounted for under the purchase method of accounting. As such, the cost to acquire AmeriPath will be allocated to the respective assets acquired and liabilities assumed based on their estimated fair values as of the closing date. The as adjusted combined financial information discussion below reflects a preliminary allocation of the cost to acquire AmeriPath to the assets acquired and liabilities assumed based on preliminary estimates, which are subject to change. Management is in the early stages of assessing the estimated fair values of the assets acquired and the liabilities assumed. The following as adjusted combined financial information is not pro forma financial information prepared in accordance with Article 11 of Regulation S-X.

As of March 31, 2007, our total assets approximated \$6.2 billion and total liabilities approximated \$3.2 billion. As of March 31, 2007, AmeriPath, Inc.'s total assets and liabilities approximated \$1.4 billion and \$0.8 billion, respectively. Assuming the Transactions occurred on March 31, 2007, our unaudited as adjusted combined total assets are estimated to approximate \$8.3 billion to \$8.8 billion, reflecting a preliminary purchase price allocation of the cost to acquire AmeriPath primarily associated with goodwill and other intangible assets. Assuming the Transactions occurred on March 31, 2007, our unaudited as adjusted combined total liabilities are estimated to approximate \$5.3 billion to \$5.8 billion, reflecting primarily an increase in debt outstanding. See Capitalization for further details regarding total capitalization on an actual and as adjusted basis to reflect the impact of the Transactions.

For the three months ended March 31, 2007 and year ended December 31, 2006, our income from continuing operations was \$108 million and \$626 million, respectively. For the three months ended March 31, 2007 and year ended December 31, 2006, AmeriPath, Inc.'s net income was \$0.2 million and \$10.5 million, respectively. Assuming the Transactions occurred January 1, 2006, as adjusted combined income from continuing operations for the three

months ended March 31, 2007 and the year ended December 31, 2006 are estimated to approximate \$90 million and \$567 million, respectively, reflecting primarily an increase in as adjusted combined interest expense as a result of the Transactions and excluding any net synergies anticipated from the AmeriPath acquisition.

S-2

The Offering

The following is a brief summary of some of the terms of this offering. For a more complete description of the terms of the notes, see [Description of Notes](#) in this prospectus supplement.

Issuer	Quest Diagnostics Incorporated.
Notes offered	\$ aggregate principal amount of % senior notes due . \$ aggregate principal amount of % senior notes due .
Maturities	% senior notes due . % senior notes due .
Interest payment dates	and , beginning , 2007.
Guarantees	The notes will be fully and unconditionally guaranteed, jointly and severally, by certain of our domestic wholly owned subsidiaries.
Ranking	The notes will be senior unsecured obligations of ours and will rank equally with our other existing and future senior unsecured obligations. Each guarantee will be a senior unsecured obligation of the subsidiary guarantor issuing such guarantee and will rank equally with other existing and future senior unsecured obligations of such subsidiary guarantor. The notes and the guarantees will effectively rank junior to all liabilities of our subsidiaries that are not guarantors. The notes and the guarantees will also effectively be subordinated to any existing and future secured obligations of ours or our subsidiary guarantors as to the assets securing such obligations. As of March 31, 2007, after giving effect to the Transactions: we and our subsidiary guarantors would have had total debt outstanding of \$3.64 billion, of which \$5.5 million is secured; and our subsidiaries that are not guarantors (other than certain subsidiaries which will guarantee our term loans, our senior unsecured revolving credit facility and existing senior notes) would have had debt outstanding of \$314 million, of which \$300 million was incurred under our secured receivables credit facility. For more information, see Description of Certain Other Indebtedness , Capitalization and Description of Notes .
Optional redemption	We may redeem some or all of the notes of either series, at any time, at the applicable redemption prices described in this prospectus supplement. For a more detailed description, see Description of Notes Optional Redemption .

Repurchase Upon a Change of Control	Upon the occurrence of a Change of Control Triggering Event (as defined in this prospectus supplement), we will be required to make an offer to purchase the notes at a price equal to 101% of their principal amount plus accrued and unpaid interest to the date of repurchase. See Description of Notes Change of Control.
Covenants	<p>The indenture governing the notes will contain covenants that, among other things, will limit our ability and the ability of our subsidiary guarantors to:</p> <ul style="list-style-type: none">create certain liens;enter into certain sale and leaseback transactions;make payments to certain non-guarantor subsidiaries;consolidate, merge or transfer all or substantially all of our assets and the assets of our subsidiaries on a consolidated basis; andincur indebtedness of non-guarantor subsidiaries. <p>These covenants are subject to important exceptions and qualifications, which are described in this prospectus supplement. For a more detailed description, see Description of Notes.</p>
Use of proceeds	We estimate that the net proceeds from this offering of notes after deducting underwriting discounts but before deducting other expenses of the offering will be approximately \$. We intend to use these proceeds, together with cash on hand, to repay all borrowings under the bridge loan facility incurred to pay a portion of the purchase price and transaction expenses of the AmeriPath acquisition and to refinance the debt of AmeriPath. See Use of Proceeds and Summary The AmeriPath Acquisition.
Risk factors	See Risk Factors and the other information in this prospectus supplement and in our Annual Report on Form 10-K for the fiscal year ended December 31, 2006, incorporated by reference into this prospectus supplement for a discussion of factors you should carefully consider before deciding to invest in the notes.

Summary Selected Historical Financial Data of Quest Diagnostics

	Three Months Ended March 31,		Year Ended December 31,		
	2007 (a)	2006	2006 (b)	2005 (g)	
	(in thousands, except for ratios)				
Operations Data:					
Net revenues	\$ 1,526,208	\$ 1,553,105	\$ 6,268,659	\$ 5,456,726	\$
Operating income	200,870	258,718 (e)	1,128,077 (c),(e)	1,007,548 (h)	
Income from continuing operations	107,515	154,603 (d)	625,692 (d)	573,196 (j)	
(Loss)/income from discontinued operations	(1,622)	(9,967)	(39,271)(f)	(26,919)(f)	
Net income	105,893	144,636	586,421	546,277	
Balance Sheet Data (at end of period):					
Cash and cash equivalents	\$ 158,397	\$ 156,461	\$ 149,640	\$ 92,130	\$
Accounts receivable, net	810,576	775,724	774,414	732,907	
Total assets	6,186,542	5,434,568	5,661,482	5,306,115	
Long-term debt	1,238,265	1,240,501	1,239,105	1,255,386	
Total debt	2,005,306	1,532,390	1,555,979	1,592,225	
Total stockholders equity	3,029,232	2,865,296	3,019,171	2,762,984	
Other Data:					
Net cash provided by operating activities	\$ 151,553	\$ 240,659	\$ 951,896	\$ 851,583	\$
Net cash (used) in investing activities	(345,947)	(27,991)	(414,402)	(1,079,793)	
	(203,151)	(148,337)	(479,984)	247,038	

Net cash (used in) provided by financing activities				
Provision for doubtful accounts	67,508	63,423	243,443	233,628
Rent expense	40,183	38,722	153,185	139,660
Capital expenditures	40,126	42,186	193,422	224,270
Depreciation and amortization	50,335	49,060	197,398	176,124
Ratio of earnings to fixed charges	5.4x		8.2x	9.9x

- (a) On January 31, 2007, we completed the acquisition of HemoCue, which generated annualized revenues of approximately \$90 million. Consolidated operating results for 2007 include the results of operations of HemoCue subsequent to the closing of the acquisition.
- (b) On July 3, 2006, we completed the acquisition of Focus Technologies

Holding Company, or Focus Diagnostics, which generated annualized revenues of approximately \$65 million. Consolidated operating results for 2006 include the results of operations of Focus Diagnostics subsequent to the closing of the acquisition. See Note 3 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2006, which is incorporated by reference into this prospectus supplement.

- (c) During 2006, we recorded \$55 million of stock-based compensation expense in accordance with Statement of Financial Accounting Standards, or SFAS, No.

123, revised
2004,
Share-Based
Payment, or
SFAS 123R.

- (d) During 2006, we recorded \$10 million related to net investment losses, which included a \$15.8 million gain on the sale of an investment recorded during the first quarter of 2006.

S-5

- (e) During 2006, we recorded \$23 million in charges as a result of finalizing our plan of integration of LabOne, Inc., or LabOne, and \$4.1 million in charges related to consolidating operations in California into a new facility.

- (f) During 2006, we recorded \$32 million in charges as a result of discontinuing the operations of NID, a test kit manufacturing subsidiary. During the fourth quarter of 2005, we recorded a \$16 million charge to write-off certain assets in connection with a product hold at NID.

- (g) On November 1, 2005, we completed the acquisition of LabOne, which had annual revenues of approximately \$468 million. Consolidated operating results for 2005 include the results of operations of LabOne subsequent to the closing of the acquisition. See Note 3 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2006, which is incorporated by reference into this prospectus supplement.

- (h) During 2005, we recorded a \$6.2 million charge primarily related to

forgiveness of amounts owed by patients and physicians, and related property damage as a result of hurricanes in the Gulf Coast.

- (i) During 2004, we recorded a \$10.3 million charge associated with the acceleration of certain pension obligations in connection with the succession of our prior Chief Executive Officer.
- (j) During 2005, we recorded a \$7.1 million charge associated with the write-down of an investment.
- (k) During 2004, we recorded a \$2.9 million charge to interest expense, net representing the write-off of deferred financing costs associated with the refinancing of our bank debt and credit facility.

Summary Selected Historical Financial Data of AmeriPath, Inc.^(a)

	Three Months Ended March 31,		Year Ended December 31,		
	2007	2006	2006(c)	2005	2004
	(in thousands)				
Operations Data:					
Net revenues	\$ 200,694	\$ 170,936	\$ 752,321	\$ 563,617	\$ 507,271
Operating income	15,072	14,569	79,877	65,931	49,789
Net income (loss)	219	(2,090)	10,527	9,921	1,514
Balance Sheet Data (at end of period):					
Cash and cash equivalents (b)	\$	\$ 8,648	\$ 182	\$ 3,998	\$ 20,980
Accounts receivable, net	153,279	122,122	137,947	84,968	76,567
Total assets	1,437,234	1,340,786	1,411,101	984,149	964,309
Long-term debt, including current portion	625,534	610,826	624,259	479,490	497,853
Total stockholders equity	629,932	565,563	606,340	384,717	358,092
Other Data:					
Net cash (used in) provided by operating activities	\$ (9,595)	\$ 394	\$ 30,624	\$ 38,152	\$ 54,038
Net cash used in investing activities	(14,079)	(185,127)	(262,672		