BIO REFERENCE LABORATORIES INC
Form 10-Q
March 11, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended January 31, 2008

Or

o **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	**22-2405059**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
481 Edward H. Ross Drive, Elmwood Park, NJ	**07407**
(Address of principal executive offices)	(Zip Code)

(201) 791-2600

(Registrant s telephone number, including area code)

(Former name, former address and former fiscal year, ir 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 x No o

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 file in Rule 12b-2 of the Exchange Act.

Large accelerated filer o Accelerated Filer x Non-accelerated Filer o Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes o No x

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of the issuer s common stock, as of the latest practicable date: 13,781,140 shares of Common Stock ($.01 par value) at March 6, 2008.

BIO-REFERENCE LABORATORIES, INC.

FORM 10-Q

JANUARY 31, 2008

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Item 1

BIO-REFERENCE LABORATORIES, INC. AND SUBSIDIARIES

PART I FINANCIAL INFORMATION

CONSOLIDATED BALANCE SHEETS

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

ASSETS

	January 31, 2008 (Unaudited)	October 31, 2007
CURRENT ASSETS:		
Cash and Cash Equivalents	$ 8,812	$ 11,897
Accounts Receivable - Net	90,115	86,018
Inventory	3,561	3,120
Other Current Assets	2,319	1,443
Deferred Tax Assets	6,290	6,019
TOTAL CURRENT ASSETS	111,097	108,497
PROPERTY AND EQUIPMENT - AT COST	34,287	33,791
LESS: Accumulated Depreciation	12,725	13,266
PROPERTYAND EQUIPMENT - NET	21,562	20,525
OTHER ASSETS:		
Deposits	535	516
Goodwill - Net	16,681	16,681
Intangible Assets - Net	6,264	6,550
Other Assets	1,104	1,054
Deferred Tax Assets	1,007	751
TOTAL OTHER ASSETS	25,591	25,552
TOTAL ASSETS	$ 158,250	$ 154,574

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

BIO-REFERENCE LABORATORIES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

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

LIABILITIES AND SHAREHOLDERS EQUITY

	January 31, 2008 (Unaudited)	October 31, 2007
CURRENT LIABILITIES:		
Accounts Payable	$ 23,478	$ 24,576
Accrued Salaries and Commissions Payable	6,318	5,214
Accrued Taxes and Expenses	4,932	3,583
Revolving Note Payable - Bank	21,937	23,252
Current Maturities of Long-Term Debt	1,159	1,154
Capital Lease Obligations - Short-Term Portion	2,164	1,971
TOTAL CURRENT LIABILITIES	59,988	59,750
LONG-TERM LIABILITIES:		
Capital Lease Obligations - Long-Term Portion	3,374	2,509
Long Term Debt - Net of Current Portion	6,474	6,766
Deferred Tax Liabilities	294	282
TOTAL LONG-TERM LIABILITIES	10,142	9,557
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS EQUITY:		
Preferred Stock $.10 Par Value;		
Authorized 1,059,589 shares,		
None Issued		
Series A Senior Preferred Stock, $.10 Par Value;		
Authorized Issued and Outstanding; None		
Series A - Junior Participating Preferred Stock,		
$.10 Par Value, Authorized 3,000 Shares; None Issued		
Common Stock, $.01 Par Value;		
Authorized 35,000,000 shares:		
Issued and Outstanding 13,781,140 and 13,748,634 at January 31, 2008 and at October 31, 2007, respectively	138	138
Additional Paid-In Capital	42,074	41,435
Retained Earnings	45,908	43,700
Totals	88,120	85,273
Deferred Compensation		(6)
TOTAL SHAREHOLDERS EQUITY	88,120	85,267
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	$ 158,250	$ 154,574

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

BIO-REFERENCE LABORATORIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

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

[UNAUDITED]

	Three months ended January 31,	
	2008	**2007**
NET REVENUES:	$ 66,879	$ 53,722
COST OF SERVICES:		
Depreciation	1,375	903
Employee Related Expenses	16,476	13,350
Reagents and Lab Supplies	10,256	7,881
Other Cost of Services	7,121	5,395
TOTAL COST OF SERVICES	35,228	27,529
GROSS PROFIT ON REVENUES	31,651	26,193
General and Administrative Expenses:		
Depreciation and Amortization	558	614
Other General and Administrative Expenses	17,628	15,062
Bad Debt Expense	9,202	6,929
TOTAL GENERAL AND ADMIN. EXPENSES	27,388	22,605
OPERATING INCOME	4,263	3,588
OTHER (INCOME) EXPENSES:		
Interest Expense	601	517
Interest Income	(81)	(51)
TOTAL OTHER EXPENSES - NET	520	466
INCOME BEFORE INCOME TAXES	3,743	3,122
Provision for Income Taxes	1,535	1,156
NET INCOME	$ 2,208	$ 1,966
NET INCOME PER SHARE - BASIC:	$ 0.16	$ 0.14
WEIGHTED AVERAGE NUMBER OF SHARES BASIC:	13,765,152	13,582,814
NET INCOME PER SHARE - DILUTED:	$ 0.16	$ 0.14
WEIGHTED AVERAGE NUMBER OF SHARES - DILUTED:	14,000,250	13,839,485

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

BIO-REFERENCE LABORATORIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

[Dollars In Thousands Except Per Share Data]

[UNAUDITED]

	Three months ended January 31,	
	2008	**2007**
OPERATING ACTIVITIES:		
Net Income	$ 2,208	$ 1,966
Adjustments to Reconcile Net Income to		
Cash (Used For) Provided by Operating Activities:		
Depreciation and Amortization	1,933	1,517
Deferred Compensation	6	36
Deferred Income Taxes (Benefit)	(515)	(1,029)
Stock Based Compensation	40	
Loss (Gain) on Disposal of Property and Equipment	13	
Change in Assets and Liabilities:		
(Increase) Decrease in:		
Accounts Receivable	(5,362)	(7,201)
Provision for Bad Debts	1,265	2,606
Inventory	(441)	(106)
Other Current Assets	(876)	(180)
Other Assets and Deposits	(69)	121
Deferred Charges		
Increase (Decrease) in:		
Accounts Payable and Accrued Liabilities	3,272	3,997
NET CASH - OPERATING ACTIVITIES	1,474	1,727
INVESTING ACTIVITIES:		
Acquisition of Equipment and		
Leasehold Improvements	209	(1,623)
Business Aquisitions and Related Costs	(1,917)	
Acquisition of Intangible Assets		(28)
NET CASH - INVESTING ACTIVITIES	(2,721)	(1,651)
FINANCING ACTIVITIES:		
Payments of Long-Term Debt	(287)	(209)
Payments of Capital Lease Obligations	(835)	(609)
Increase (Decrease) in Revolving Line of Credit	(1,315)	1,002
Proceeds from Exercise of Options	599	387
NET CASH - FINANCING ACTIVITIES	(1,838)	571
NET INCREASE IN CASH AND CASH EQUIVALENTS	(3,085)	647
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIODS	11,897	8,954
CASH AND CASH EQUIVALENTS AT END OF PERIODS	8,812	9,601

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:				
Cash paid during the period for:				
Interest	$	548	$	542
Income Taxes	$	2,366	$	432

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

SUPPLEMENTAL SCHEDULE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:

[Dollars In Thousands Except Per Share Data]

During the three month period ended January 31, 2008 and January 31, 2007 the Company entered into capital leases totaling $1,893 and $680, respectively.

During the three month period ended January 31, 2008 and January 31, 2007, the Company wrote-off approximately $2,201 and $1,897 of furniture and equipment that were fully depreciated.

During the three month period ended January 31, 2008 the Company wrote-off approximately $2,333 of intangible assets that were fully amortized.

During the three month period ended January 31, 2008 the Company recorded approximately $40 of compensation expense under the FAS123R related to granting of stock options.

During the three month period ended January 31, 2007, the Company recorded the tax effect on the exercise of non-qualified stock options. The tax benefit approximated $229 and was recorded as an increase to Paid-In Capital and the Deferred Tax Asset.

During the three month period ended January 31, 2007, the Company financed the purchase of equipment through a term note of approximately $4,100.

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

BIO-REFERENCE LABORATORIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

(UNAUDITED)

[1] In the opinion of management, the accompanying unaudited consolidated financial statements reflect all adjustments [consisting only of normal adjustments and recurring accruals] which are necessary to present a fair statement of the results for the interim periods presented but do not include all of the information and footnotes required by generally accepted accounting principles in the United States of America for complete financial statements.

[2] The results of operations for the three months ended January 31, 2008 are not necessarily indicative of the results to be expected for the entire year.

[3] The consolidated financial statements and notes thereto should be read in conjunction with the consolidated financial statements and notes for the year ended October 31, 2007 as filed with the Securities and Exchange Commission in the Company s Annual Report on Form 10-K.

[4] 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, 2007 Form 10-K.

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

[6] 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]	
	2008	2007
Medicare/Medicaid	$ 43,523	$ 33,701
Other	113,937	74,220

	$ 157,460	$ 107,921

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.

[7] 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 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. Accounts Receivable on the balance sheets are net of the following amounts for contractual credits and doubtful accounts:

	[Unaudited] January 31, 2008	**October 31, 2007**
Contractual Credits/Discounts	$ 86,686	$ 79,257
Doubtful Accounts	12,907	11,643
	$ 99,593	$ 90,900

[8] In February 1, 2008, FASB issued FASB Staff Position (FSP) Fin 48-2. FSP FIN 48-2 amends FIN 48 to defer its effective date for nonpublic and pass through entities. This is not expected to have any effect on the Company s consolidated financial statements as the Company does not currently employ any pass through entities.

In December 2007, the FASB issued Financial Accounting Standards No. 160, Noncontrolling Interests in Consolidated Financial Statements an amendment of ARB No. 51. This statement is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008, with earlier adoption prohibited. This statement requires the recognition of a noncontrolling interest (minority interest) as equity in the consolidated financial statements and separate from the parent s equity. The amount of net income attributable to the noncontrolling interest will be included in consolidated net income on the face of the income statement. It also amends certain of ARB NO. 51 s consolidation procedures for consistency with the requirements of SFAS 141(R). The statement also includes expanded disclosure requirements regarding the interests of the parent and its noncontrolling interest. We are currently evaluating this new statement and anticipate that the statement will not have a significant impact on the reporting of our results of operations.

[9] The following disclosures present certain information on the Company s intangible assets as of January 31, 2008 (Unaudited) and October 31, 2007. All intangible assets are being amortized over their estimated useful lives, as indicated below, with no estimated residual value.

October 31, 2007

Intangible Asset	Weighted-Average Amortization Period	Cost	Accumulated Amortization	Net of Accumulated Amortization
Customer Lists	20	$ 5,045	$ 1,828	$ 3,217
Covenants Not-to-Compete	5	4,205	927	3,278
Patent	17	156	101	55
Totals		$ 9,406	$ 2,856	$ 6,550

[Unaudited}
January 31, 2008

Intangible Asset	Weighted-Average Amortization Period	Cost	Accumulated Amortization	Net of Accumulated Amortization
Customer Lists	20	$ 4,873	$ 1,730	$ 3,143
Covenants Not-to-Compete	5	4,205	1137	3,068
Patent	17	156	103	53
Totals		$ 9,234	$ 2,970	$ 6,264

The aggregate intangible amortization expense for the three months ended January 31, 2008 and 2007 was $286 and $313, respectively. The estimated intangible asset amortization expense for the fiscal year ending October 31, 2008 and for the four subsequent years is as follows:

Ended October 31,	Amortization Expense
2008	$ 1,135
2009	1,110
2010	1,085
2011	973
2012	202
Thereafter	1,759
Total	$ 6,264

[10] In October 2007, the Company entered into an amended revolving note payable loan agreement with PNC Bank. The maximum amount of the credit line available to the Company is the lesser of (i) $30,000 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 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 October 31, 2007, the Company had elected to have $20,000 of the total advances outstanding converted into a Eurodollar rate loan with a variable interest rate of 6.33% at October 31, 2007. The remaining outstanding advances during that period were subject to the bank s prime rate of interest. At January 31, 2008, advances of $1,937 were subject to interest at the prime rate. As of January 31, 2008, the bank s prime rate of interest was 6%. The credit line is collateralized by substantially all of the Company s assets. The line of credit is available through October 2008 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, insurance coverage and the prohibition of the payment by the Company of cash dividends. As of January 31, 2008, the Company utilized $21,937 and had $8,063 of available unused credit under this revolving note payable loan agreement.

Effective as of October 31, 2006, we executed a fourth amendment to the Loan Agreement formalizing the repayment terms of the $5 million term loan from PNC Bank used by our wholly-owned BRLI No. 2 Acquisition Corp. subsidiary to fund the $5 million acquisition cash payment in connection with its purchase of the operating assets of GeneDx, Inc. The term loan is evidenced by a secured promissory note payable over a six year term in equal monthly principal payments of approximately $69, plus interest at an annual rate of 6.85%. The balance on this note as of January 31, 2008 is approximately $3,819.

Pursuant to this agreement the Company made a cash payment to the prior owners of GeneDx as certain financial goals were achieved of $1,917 and 11,548 of BRLI s common stock during the period ended January 31, 2008.

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 approximately $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, 2008 is approximately $3,800.

[11] 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. At January 31, 2008, the Company had a current deferred tax asset of $6,290 included in other current assets and a long-term deferred tax asset of $1,007 along with a long-term deferred tax liability of $294 incurred in other long-term liabilities. The provision for income taxes for the three months ended January 31, 2007, consists of a current tax provision of $2,414 and a deferred tax benefit of $1,258

Item 2.

MANAGEMENT S DISCUSSION AND ANALYSIS

OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

COMPARISON OF FIRST QUARTER 2007 VS FIRST QUARTER 2006

[In Thousands Except Per Share 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 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, our cancer and oncology laboratory, is one of the premier hematopathology laboratories in 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 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.

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 NIH 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 believes 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 CGH 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 2007.

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 informatics 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 out 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 three 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.

OPERATING RESULTS (In Thousands)

NET REVENUES:

We had net revenues for the three month period ended January 31, 2007 of $53,722 as compared to $66,879 for the three month period ended January 31, 2008. This represents a 24% increase in net revenues. This increase is due primarily to a 15% increase in the number of patients serviced and an 9% increase in net revenue per patient.

The number of patients serviced during the quarter ended January 31, 2008 was approximately 963 thousand which was 15% greater when compared to the prior fiscal year s quarter ended January 31, 2006. Net revenue per patient for the quarter ended January 31, 2007 was $63.21 compared to net revenue per patient for the quarter ended January 31, 2008 of $68.83, an increase of 9%.

COST OF SERVICES:

Cost of Services increased from $27,529 for the three month period ended January 31, 2007 to $35,228 for the three month period ended January 31, 2008, an increase of $7,699 or 28%. Two factors caused the majority of this increase in costs 1). Reagents (41%) and reference laboratory (60%) increases were caused by increased testing volume and lower reimbursements from payors for these services and 2). Outside couriers (32%) and vehicle operating expenses (76%) caused by significant increases in petroleum products also contributed to the increase in costs. There was also an increase in Depreciation of almost $475 quarter over quarter, most of the which was due to new testing platforms purchased for both our Elmwood Park and GeneDx Gaithersburg, Maryland facilities.

GROSS PROFITS:

Gross profit on net revenues increased 20% to $31,651 for the three month period ended January 31, 2008 compared to $26,193 for the same period ended January 31, 2007. Gross Profit margins decreased from 49% for the three month period ended January 31, 2007 to 47% for the three month period ended January 31, 2008. This decrease in profit margins was caused by a 28% increase in direct costs while net revenue only increased 24%.

GENERAL AND ADMINISTRATIVE EXPENSES:

General and administrative expenses for the three month period ended January 31, 2007 were $22,605 compared to $27,388 for the three month period ended January 31, 2008. This represents an increase of $4,783 (21%) which is in line with the increase in net revenues. However, included in the current year s expense is approximately $200 of expenses associated with an acquisition which was not consummated.

INTEREST EXPENSE:

Interest expense increased from $517 for the three month period ended January 31, 2007 to $601 for the three month period ended January 31, 2008, an increase of $84 (16%). This increase is due to an increase in the utilization of the PNC Bank line and an increase in Long-Term Debt. Management believes that this trend will continue in the future due to the continued use of our revolving line of credit to fund our expansion and growth. However, interest rates are expected to decrease or level off at a lower rate than the prior year.

INCOME:

We realized net income of $1,966 for the three month period ended January 31, 2007 as compared to $2,181 for the three month period ended January 31, 2007, an increase of 11%.

Pre-tax income for the period ended January 31, 2007 was $3,122 as compared to $3,743 for the period ended January 31, 2008, an increase of $621 (20%). The provision for income taxes increased from $1,156 for the period ended January 31, 2007, to $1,535 (33%) for the current three month period. Our tax rate increased from 37% to 41% and may decrease in the future because of the current legislation, The Economic Stimulus Act of 2008, recently passed by Congress.

LIQUIDITY AND CAPITAL RESOURCES [In Thousands]:

Our working capital at January 31, 2008 was $51,109 as compared to $48,747 at October 31, 2007 an increase of $2,362. Our cash position decreased by $3,085 during the current period. This was caused primarily by the cash payment to the prior owners of GeneDx of $1,917. We reduced our short term debt $1,315 and repaid $1,122 in existing debt. We had current liabilities of $59,988 at January 31, 2008. We utilized $523 in cash from operations, compared to $1,727 in cash from operations for the quarter ended January 31, 2007, an overall decrease of $2,250 in cash generated from operations year over year.

Accounts receivable, net of allowance for doubtful accounts, totaled $90,115 at January 31, 2008, an increase of $4,097 from October 31, 2007 or 5%. This increase was primarily attributable to increased revenue. Cash collected during the three month period ended January 31, 2008 increased 29% 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 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. Days Sales Outstanding (DSO) for the period ended January 31, 2008 was 120 days, a decrease of 2 days, or 2%, from the 122 days that we reported for the period ended January 31, 2007. We believe that this increase is due to several factors. Historically, first quarters 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 October 2007, the Company entered into an amended revolving note payable loan agreement with PNC Bank. The maximum amount of the credit line available to the Company is the lesser of (i) $30,000 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 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 October 31, 2007, the Company had elected to have $20,000 of the total advances outstanding converted into a Eurodollar rate loan with a variable interest rate of 6.33% at October 31, 2007. The remaining outstanding advances during that period were subject to the bank s prime rate of interest. At January 31, 2008, advances of $1,937 were subject to interest at the prime rate. As of January 31, 2008, the bank s prime rate of interest was 6%. The credit line is collateralized by substantially all of the Company s assets. The line of credit is available through October 2008 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, insurance coverage and the prohibition of the payment by the Company of cash dividends. As of January 31, 2008, the Company utilized $21,937 and had $8,063 of available unused credit under this revolving note payable loan agreement.

Effective as of October 31, 2006, we executed a fourth amendment to the Loan Agreement formalizing the repayment terms of the $5 million term loan from PNC Bank used by our wholly-owned BRLI No. 2 Acquisition Corp. subsidiary to fund the $5 million acquisition cash payment in connection with its purchase of the operating assets of GeneDx, Inc. The term loan is evidenced by a secured promissory note payable over a six year term in equal monthly principal payments of approximately $69, plus interest at an annual rate of 6.85%. The balance on this note as of January 31, 2008 is approximately $3,819.

Pursuant to this agreement the Company made a cash payment to the prior owners of GeneDx as certain financial goals were achieved of $1,917 and 11,548 of BRLI s common stock during the period ended January 31, 2008.

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 approximately $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, 2008 is approximately $3,800.

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

	Over the Next Five Years	FY2008
Long - Term Debt	$ 7,920	$ 1,155
Capital Leases	4,917	2,266
Operating Leases	3,290	2,404
Purchase Obligations	34,941	9,631
Employment/Consultant Contracts	8,895	2,165
Total	$ 59,963	$ 17,621

Our cash balance at January 31, 2008 totaled $8,812 as compared to $11,897 at October 31, 2007. 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 2008.

Impact of Inflation - To date, inflation has not had a material effect on our operations.

New Authoritative Pronouncements

In February 1, 2008, FASB issued FASB Staff Position (FSP) Fin 48-2. FSP FIN 48-2 amends FIN 48 to defer its effective date for nonpublic and pass through entities. This is not expected to have any effect on the Company s consolidated financial statements as the Company does not currently employ any pass through entities.

In December 2007, the FASB issued Financial Accounting Standards No. 160, Noncontrolling Interests in Consolidated Financial Statements an amendment of ARB No. 51. This statement is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008, with earlier adoption prohibited. This statement requires the recognition of a noncontrolling interest (minority interest) as equity in the consolidated financial statements and separate from the parent s equity. The amount of net income attributable to the noncontrolling interest will be included in consolidated net income on the face of the income statement. It also amends certain of ARB NO. 51 s consolidation procedures for consistency with the requirements of SFAS 141(R). The statement also includes expanded disclosure requirements regarding the interests of the parent and its noncontrolling interest. We are currently evaluating this new statement and anticipate that the statement will not have a significant impact on the reporting of our results of operations.

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, annually at the end of the fiscal year. 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 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 Credits and Doubtful Accounts

An allowance for contractual credits is determined based upon a review of the reimbursement policies and subsequent collections for the different types of payors. 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 the allowance for doubtful accounts at an appropriate level, based on our experience with our accounts receivable. We write off accounts 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 being transferred to a third party collection agency. Third party accounts are written off when they exceed the payer s timely filing limits.

Accounting for Employment Benefit Plan

We sponsor the Bio-Reference Laboratories, Inc. 401(k) Profit-Sharing Plan [the Plan]. Our employees become eligible for participation after attaining the age of eighteen and completing one year of service. Participants may elect to contribute up to ten percent of their compensation, as defined in the Plan Adoption Agreement, to a maximum allowed by the Internal Revenue Service. We may choose to make a matching contribution to the plan for each participant who has elected to make tax-deferred contributions for the plan year, at a percentage determined each year by the Company. The Employer contribution will be fully vested after the third year of service.

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. Future tax benefits, such as net operating loss carryforwards, are recognized to the extent that realization of such benefits is more likely than not.

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 Risk Factors contained in Item 1A of our Annual Report on Form 10-K for the year ended October 31, 2007, 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.

- 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.

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, 2008, advances of approximately $1,937 under our Loan Agreement with PNC Bank were subject to interest charges at the Bank s then prime rate of 6%. In addition, we elected to have the remaining $20,000 of advances outstanding at said date converted into a Eurodollar rate loan with a variable interest rate of 6.33%.

We estimate that our monthly cash interest expense at January 31, 2008 was approximately $200 and that a one percentage point increase or decrease in short-term rates would increase or decrease our monthly interest expense by approximately $18.

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.

PART II - OTHER INFORMATION

Item 6

EXHIBITS

31A Certification of Chief Executive Officer

31B Certification of Chief Financial Officer

32A Certification Pursuant to 18 U.S.C. Section 1350 of Chief Executive Officer

32B Certification Pursuant to 18 U.S.C. Section 1350 of Chief Financial Officer

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, 2008