AMERIPATH INC
Form 10-Q
May 15, 2007
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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2007

or

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 000-22313

AMERIPATH, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**65-0642485**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**
7111 Fairway Drive, Suite 400	
Palm Beach Gardens, Florida	**33418**
(Address of Principal Executive Offices)	**(Zip Code)**

(561) 712-6200

(Registrant s Telephone Number, Including Area Code)

Not Applicable

(Former Name, Former Address and Formal 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 Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant is a larger 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. (Check one):

Large Accelerated Filer ¨ Accelerated Filer ¨ Non-Accelerated Filer x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.): Yes ¨ No x

The number of shares of common stock of the registrant outstanding as of May 15, 2007 was 100.

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AMERIPATH, INC. AND SUBSIDIARIES

QUARTERLY REPORT ON FORM 10-Q

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PART I FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

AMERIPATH, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(in thousands)

	March 31,2007 (Unaudited)	December 31,2006
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$	$ 182
Restricted cash	29,601	30,906
Accounts receivable, net	153,279	137,947
Inventories	7,175	6,426
Deferred tax assets, net	15,317	15,073
Other current assets	10,989	10,210
Total current assets	216,361	200,744
PROPERTY AND EQUIPMENT, NET	122,240	114,630
OTHER ASSETS:		
Goodwill	851,031	846,475
Identifiable intangibles, net	213,062	215,577
Other	34,540	33,675
Total other assets	1,098,633	1,095,727
TOTAL ASSETS	$ 1,437,234	$ 1,411,101
LIABILITIES AND STOCKHOLDER S EQUITY		
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	$ 78,881	$ 89,310
Accrued interest	21,111	10,349
Current portion of long-term debt	2,087	2,090
Other current liabilities	1,161	1,285
Total current liabilities	103,240	103,034
LONG -TERM LIABILITIES:		
Long-term debt	623,447	622,169
Other liabilities	45,028	43,971
Deferred tax liabilities, net	35,587	35,587
Total long-term liabilities	704,062	701,727
COMMITMENTS AND CONTINGENCIES		

STOCKHOLDER S EQUITY:		
Common stock, $.01 par value, 100 shares issued and outstanding at March 31, 2007 and December 31, 2006	1	1
Additional paid-in capital	603,899	580,523
Retained earnings	26,032	25,816
Total stockholder s equity	629,932	606,340
TOTAL LIABILITIES AND STOCKHOLDER S EQUITY	$ 1,437,234	$ 1,411,101

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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AMERIPATH, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands)

(Unaudited)

	Three Months Ended March 31,	
	2007	**2006**
NET REVENUES:		
Total net revenues	$ 200,694	$ 170,936
OPERATING COSTS AND EXPENSES:		
Cost of services	117,005	96,926
Selling, general and administrative expenses	46,635	35,751
Provision for doubtful accounts	19,358	19,840
Amortization expense	2,515	3,264
Merger-related charges	109	586
Total operating costs and expenses	185,622	156,367
INCOME FROM OPERATIONS	15,072	14,569
OTHER INCOME (EXPENSES):		
Interest expense	(15,043)	(13,693)
Change in value of derivative		293
Write-off of deferred financing costs		(3,360)
Other income, net	393	338
Total other expenses, net	(14,650)	(16,422)
INCOME (LOSS) BEFORE INCOME TAXES	422	(1,853)
PROVISION FOR INCOME TAXES	203	237
NET INCOME (LOSS)	$ 219	$ (2,090)

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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AMERIPATH, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

(Unaudited)

	Three Months Ended March 31,	
	2007	**2006**
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	$ 219	$ (2,090)
Adjustments to reconcile net income (loss) to net cash (used in) provided by operating activities		
Depreciation	6,391	4,687
Amortization	2,515	3,264
Loss on disposal of assets	3	68
Deferred income taxes	(244)	
Provision for doubtful accounts	19,358	19,840
Write-off of deferred financing costs		3,360
Change in value of derivative		(293)
Non-cash stock option expense	1,157	143
Changes in assets and liabilities (net of effect of acquisitions)		
Increase in accounts receivable	(34,690)	(28,709)
Increase in inventories	(749)	(121)
(Decrease) increase in other current assets	(780)	2,827
Increase in accrued interest	10,762	10,676
Increase in other assets	(865)	(5,340)
Decrease in accounts payable and accrued expenses	(12,672)	(7,918)
Net cash (used in) provided by operating activities	(9,595)	394
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisitions of property and equipment	(14,004)	(13,475)
Cash paid for acquisitions and related costs, net of cash acquired		(168,618)
Decrease (increase) in restricted cash	1,305	(145)
Payments of contingent notes	(1,380)	(2,889)
Net cash used in investing activities	(14,079)	(185,127)
CASH FLOWS FROM FINANCING ACTIVITIES		
Debt issuance costs		(5,013)
Net payments borrowings on long term debt and capital leases	(16)	(266)
Proceeds from new term loan facility, net of payments	(509)	203,500
Payments on former term loan facility		(99,049)
Proceeds from new revolving debt facility, net of payments	1,800	57,000
Payments on former revolving debt facility		(30,000)
Proceeds from release of contingent note fund		14,390
Contingent note proceeds	1,217	2,746
Equity investment by parent		46,075
Proceeds from Intermediate Holdings, Inc	21,000	
Net cash provided by financing activities	23,492	189,383

(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(182)	4,650
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	182	3,998
CASH AND CASH EQUIVALENTS, END OF PERIOD	$	$ 8,648
SUPPLEMENTAL NON-CASH TRANSACTIONS		
Issuance of AmeriPath Group Holdings, Inc. equity in relation to Specialty Laboratories, Inc. acquisition	$	$ 119,581
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid during period for interest	$ 3,709	$ 2,425
Cash paid during period for taxes	$ 1,311	$ 512

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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Note 1 Basis of Presentation

The accompanying unaudited condensed consolidated financial statements, which include the accounts of AmeriPath, Inc. and its subsidiaries (collectively, AmeriPath or the Company), have been prepared in accordance with accounting principles generally accepted in the United States (GAAP) for interim financial reporting and the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, the financial statements do not include all of the information and notes required by GAAP for complete financial statements. In the opinion of management, such interim financial statements contain all adjustments (consisting of normal recurring items) considered necessary for a fair presentation of the Company s financial position, results of operations and cash flows for the interim periods presented. The results of operations and cash flows for any interim period are not necessarily indicative of results that may be expected for the full year.

The accompanying unaudited interim financial statements should be read in conjunction with the audited consolidated financial statements, and the notes thereto, included in the Company s Form 10-K for the year ended December 31, 2006 and filed with the Securities and Exchange Commission (SEC) on March 29, 2007.

In order to maintain consistency and comparability between periods presented, certain amounts in the prior period s financial statements have been reclassified to conform to the financial statement presentation of the current period.

Note 2 The March 2003 Transaction

On December 8, 2002, Amy Holding Company and its wholly-owned subsidiary, Amy Acquisition Corp., entered into a merger agreement with the predecessor of AmeriPath pursuant to which Amy Acquisition Corp. merged with and into the predecessor, with AmeriPath continuing as the surviving corporation. Amy Holding Company and Amy Acquisition Corp. were Delaware corporations formed at the direction of Welsh, Carson, Anderson & Stowe IX, L.P, (WCAS). WCAS, its related investors and several employees of the Company owned 100% of the outstanding common stock of Holdings after the March 2003 Transaction. The March 2003 Transaction was approved by the Company s stockholders and subsequently consummated on March 27, 2003. As a result of the March 2003 Transaction, AmeriPath became a wholly-owned subsidiary of Amy Holding Company, which was renamed Ameripath Holdings, Inc. (Holdings).

In addition, Holdings issued to WCAS Capital Partners III, L.P., an investment fund affiliated with WCAS, $67.0 million in principal amount of Holdings senior subordinated notes and an agreed-upon number of shares of its common stock, for an aggregate purchase price of $67.0 million. The proceeds from this transaction were deposited into a Holdings company cash collateral account, which cash, subject to some exceptions, will be contributed to the Company from time to time to fund up to $67.0 million of future payments under the Company s contingent notes relating to acquisitions consummated prior to the March 2003 Transaction. As of March 31, 2007 of the $67.0 million contributed to the Company, approximately $50.6 million has been contributed to the Company to fund contingent note payments and approximately $14.4 million was contributed to the Company to help fund the Specialty Laboratories, Inc. (Specialty) acquisition in January 2006. The lenders under the Company s Credit Facility have a first-priority security interest in all funds held in such cash collateral account.

On April 15, 2007, AmeriPath s ultimate parent, Group Holdings, Inc., a Delaware corporation, signed a definitive agreement to be acquired by Quest Diagnostics Incorporated, a Delaware corporation, in an all cash transaction valued at approximately $2 billion, including approximately $770 million in anticipated debt at closing. The consummation of the merger is subject to various conditions, including the expiration or termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act. The Company expects the transaction to be completed during the second quarter of 2007.

Note 3 Recent Accounting Pronouncements

In September 2006, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 157 *Fair Value Measurements* (SFAS 157). SFAS 157 provides a new single authoritative definition of fair value and provides enhanced guidance for measuring the fair value of assets and liabilities and requires additional disclosures related to the extent to which companies measure assets and liabilities at fair value, the information used to measure fair value, and the effect of fair value measurements on earnings, SFAS 157 is effective as of January 1, 2008. The Company is currently assessing the impact, if any, of SFAS 157 on the consolidated financial statements.

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In July 2006, the Financial Accounting Standards Board issued Interpretation No. 48 *Accounting for Uncertainty in Income Taxes* (FIN 48). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in a company s financial statements in accordance with Statement of Financial Accounting Standards No. 109 *Accounting for Income Taxes* (SFAS 109). FIN 48 provides guidance on recognizing, measuring, presenting and disclosing in the financial statements uncertain tax positions that a company has taken or expects to take on a tax return. The Company adopted FIN 48 in the first quarter of 2007, as required. The cumulative effect of adopting FIN 48 did not have a significant impact on the Company s consolidated financial position, results of operations or effective tax rate.

Note 4. Mergers and Acquisitions

During the first quarter of 2007, the Company did not acquire any new practices.

On January 31, 2006, the Company completed its acquisition of Specialty, an esoteric lab in Valencia, California in a transaction valued at approximately $334.0 million. In connection with the acquisition, the Company formed a new parent entity, AmeriPath Group Holdings (Group Holdings). Subsequent to the transaction Group Holdings is the new parent of Holdings, which remains the parent of AmeriPath. Under the terms of the merger agreement, the Company acquired all common shares of Specialty common stock outstanding at closing for $13.25 per common share, or $317.4 million. The Company financed the acquisition through a combination of cash on hand, contribution of shares by Specialty s majority shareholder, additional cash equity of $46.1 million from AmeriPath s majority stockholder, WCAS, the release of certain contingent note funds of $14.4 million from Holdings, and borrowings under AmeriPath s new senior credit facility (the New Credit Facility). The Company paid $197.8 million in cash and issued $119.6 million or 19,930,208 shares in Group Holdings stock. Group Holdings common stock was issued at $6.00 a share, which was based on an internal valuation and previous transactions with third parties. In addition, AmeriPath paid $9.7 million in cash for outstanding stock options of Specialty. Pursuant to the terms of the merger agreement, Specialty s outstanding stock options became fully vested and exercisable and were canceled in exchange for the right to receive an amount, for each share subject to the stock option, equal to the excess of $13.25 per share over the exercise price per share of such option. The aggregate purchase price of approximately $334.0 million includes transaction costs of approximately $6.9 million consisting primarily of fees and expenses of investment bankers, attorneys, and accountants.

The purchase price of the acquisition is summarized below:

Cash paid for Specialty s outstanding common stock	$ 197,801
Group Holdings common stock issued	119,581
Cash paid for Specialty s outstanding stock options	9,662
Transaction costs incurred	6,949
Total purchase price	$ 333,993

The following table summarizes the fair value of the assets acquired and liabilities assumed in connection with the acquisition, as of the date of the acquisition, as accounted for under Statement of Financial Accounting Standards No. 141 *Business Combinations* , which requires the use of the purchase method of accounting. The intangible asset valuation was performed by an independent third-party valuation firm. In accordance with SFAS 109, the Company recognized a deferred tax liability of $11.6 million related to both definite and indefinite-lived intangible assets acquired in the Specialty acquisition. The allocation of the purchase price is summarized below:

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Cash	$ 40,986
Accounts receivable, net	27,774
Property & equipment, net	30,104
Inventory	3,679
Prepaid expenses	1,814
Intangible assets	58,870
Other investments	2,545
Other	1,598
Goodwill	211,716
Total assets	379,086
Accounts payable	10,932
Other long term liabilities	2,114
Deferred tax liabilities	11,567
Accrued liabilities	20,480
Total liabilities	45,093
Net assets acquired	$ 333,993

Of the $58.9 million of acquired intangible assets, $24.5 million was assigned to trademark and trade names that are not subject to amortization, $20.3 million was identified as hospital contracts to be amortized over 10 years, $12.0 was assigned to laboratory contracts to be amortized over 15 years, $0.8 million was identified as payor contracts that are not subject to amortization, $0.7 million was assigned to key physicians to be amortized over 5 years, and $0.6 million was identified as management agreements to be amortized over 5 years. Of the $211.7 million allocated to goodwill, approximately $6.1 million is expected to be deductible for taxes.

On March 31, 2006, the Company also acquired Rose Pathology Associates, P.C., a hospital based anatomic pathology practice in Denver, Colorado. The Company also acquired Jill A. Cohen, M.D., P.C., a dermatopathology practice in Tucson, Arizona, on October 26, 2006. The total consideration paid by the Company in connection with these acquisitions was $23.4 million in cash. The pre-acquisition results of operations were not considered material, therefore, pro forma financial statements were not required to be presented. The Company is currently in the process of performing its allocation of purchase price, but goodwill assumed with these transactions is expected to be approximately $22 million.

All of the above acquisitions were recorded using the purchase method of accounting. The final allocation of the purchase price was determined based on the fair value of assets acquired and the fair value of liabilities assumed as of the date that the acquisition was consummated. Intangible assets have been identified which are valued apart from goodwill in the amount of approximately $60.5 million for the 2006 acquisitions. Under Statement of Financial Accounting Standards No. 142 *Goodwill and Other Intangible Assets* (SFAS 142), goodwill associated with these acquisitions is no longer being amortized, but is reviewed annually for impairment. Goodwill recorded as a result of the 2006 acquisitions totaled $234.1 million. The operating results of the companies acquired are included in the accompanying consolidated financial statements from their respective dates of purchase.

The unaudited pro forma information presented below is for illustrative information purposes only and is not necessarily indicative of results which would have been achieved or results which may be achieved in the future.

	Three Months Ended March 31, 2006
Net revenues	$ 183,762
Net loss	(4,996)

Note 5 Intangible Assets

Amortization expense of identifiable intangibles was approximately $2.5 million and $3.3 million for the three months ended March 31, 2007 and 2006, respectively.

Amortization expense related to identifiable intangibles for each of the five succeeding fiscal years and thereafter as of March 31, 2007 is as follows:

Remainder of 2007	$ 7,540
2008	9,222
2009	8,944
2010	8,766
2011	8,530
2012	8,508
Thereafter	96,971

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The weighted average amortization period for identifiable intangible assets is approximately 19.1 years.

Note 6 Long-term Debt

Senior Subordinated Notes On March 27, 2003, in connection with the March 2003 Transaction, Amy Acquisition Corp. issued $275.0 million of 10 1/2% Senior Subordinated Notes due 2013. The Company assumed Amy Acquisition Corp. s obligations with respect to the notes upon consummation of the March 2003 Transaction. Interest became payable semi-annually in arrears beginning in October 2003. In February 2004, the Company issued an additional $75.0 million of its 10 1/2% Senior Subordinated Notes due 2013 at a premium price of 106% plus accrued interest. The net premium amount is included in Other liabilities on the consolidated balance sheets. The notes are unconditionally guaranteed, jointly and severally and on an unsecured senior subordinated basis, by certain of the Company s current and former subsidiaries. The notes and guarantees rank junior to all of the Company s and the subsidiary guarantors existing and future senior indebtedness, on par with all of the Company s and the subsidiary guarantors existing and future senior subordinated indebtedness and senior to all of the Company s and the subsidiary guarantors existing and future subordinated indebtedness.

The Company may redeem any of the notes at any time and from time to time beginning on April 1, 2008, in whole or in part, in cash at the specified redemption prices, plus accrued and unpaid interest to the date of redemption.

If a change in control of the Company occurs, subject to certain conditions, the Company must give holders of the notes an opportunity to sell the notes to the Company at a purchase price of 101% of the principal amount of the notes, plus accrued and unpaid interest to the date of the purchase of the notes by the Company.

The indenture governing the notes contains covenants that, among other things, limit the Company s ability and the ability of the Company s restricted subsidiaries to incur or guarantee additional indebtedness, pay dividends or make other equity distributions, purchase or redeem capital stock, make certain investments, enter into arrangements that restrict dividends from subsidiaries, transfer and sell assets, engage in certain transactions with affiliates and effect a consolidation or merger.

Credit Facility On January 31, 2006, in connection with the acquisition of Specialty, the Company terminated its existing senior credit facility and entered into a new credit facility (the New Credit Facility) with a syndicate of financial institutions led by Wachovia Bank and Citigroup Global Markets, Inc. The new senior credit facility consists of a $203.5 million term loan and a $105.0 million revolving credit facility. The Company borrowed $203.5 million of the term loan and $52.0 million of the revolving credit to fund a portion of the Specialty acquisition consideration, to pay certain transaction costs related to the acquisition, to refinance existing indebtedness of the Company and to pay related expenses with the acquisition. As of March 31, 2007, the available balance on the revolving credit facility was $18.9 million.

The interest rates per annum applicable to loans under the New Credit Facility are, at the Company s option, equal to either an alternate base rate or an adjusted LIBOR rate for a one, two, three or six month interest period chosen by the Company, or a nine or twelve month period if agreed to by all participating lenders, plus an applicable margin percentage in each case.

The alternate base rate is the greater of (1) the prime rate or (2) one-half of 1% over the weighted average of rates on overnight federal funds as published by the Federal Reserve Bank of New York. The adjusted LIBOR rate will be determined by reference to settlement rates established for deposits in dollars in the London interbank market for a period equal to the interest period of the loan and the maximum reserve percentages established by the Board of Governors of the United States Federal Reserve to which our lenders are subject. The facility also requires a commitment fee to be paid quarterly equal to 0.125% of any unused commitments under the revolving loan facility.

The New Credit Facility requires scheduled quarterly principal payments on the term loan in amounts equal to $508,750 on each of June 30, September 30, December 31 and March 31. On March 30, 2007, the Company made its mandatory payment of $508,750.

Indebtedness under the New Credit Facility is guaranteed by all of the Company s current restricted subsidiaries, certain of its future restricted subsidiaries and by Holdings. It is secured by a first priority security interest in substantially all of the Company s existing and future property and assets, including accounts receivable, inventory, equipment, general intangibles, intellectual property, investment property, other personal property, owned and material leased real property, cash and cash proceeds of the foregoing and a first priority pledge of the Company s capital stock and the capital stock of the guarantor subsidiaries.

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The New Credit Facility requires that the Company comply on a quarterly basis with certain financial covenants, including an interest coverage ratio calculation, a fixed charge coverage ratio calculation and a maximum net senior leverage ratio calculation, which become more restrictive over time. In addition, the New Credit Facility includes negative covenants restricting or limiting the Company s ability and the ability of its subsidiaries to, among other things, incur, assume or permit to exist additional indebtedness or guarantees; incur liens and engage in sale leaseback transactions; make capital expenditures; make loans and investments; declare dividends, make payments or redeem or repurchase capital stock; engage in mergers, acquisitions and other business combinations; prepay, redeem or purchase certain indebtedness; amend or otherwise alter terms of our indebtedness; sell assets; transact with affiliates and alter the business that it conducts.

On February 12, 2007, the New Credit Facility was amended, among other things, to allow AmeriPath Intermediate Holdings, Inc. (Intermediate Holdings) to issue senior unsecured floating rate PIK toggle Notes in an initial principal amount of $125.0 million (PIK Notes). On February 12, 2007, Intermediate Holdings issued the aforementioned PIK Notes. Approximately $21.0 million was deposited into the Company in a form of a dividend prior to March 31, 2007. Intermediate Holdings is a newly formed direct subsidiary of Holdings and now direct parent of AmeriPath. In connection with the issuance of the PIK Notes and the amended New Credit Facility, AmeriPath is now able to, among other things, use the net proceeds of the PIK Notes issuance to repay outstanding loans under the Company s revolving loan facility, for general corporate purposes, including consummating various contemplated acquisitions, and to pay related fees and expenses.

Letters of Credit

As of March 31, 2007, the Company had letters of credit outstanding totaling $12.1 million. The letters of credit secure payments under certain operating leases and insurance policies and expire at various dates during 2007 through 2013. Some of the letters of credit automatically decline in value over various lease terms. The letters of credit have annual fees averaging 2.4%. Available borrowings under the $105.0 million revolving credit facility are reduced by the notional balance outstanding on these letters of credit. In addition, the Company had $300,000 of surety bonds outstanding on March 31, 2007 to satisfy Florida Medicaid requirements.

Note 7 Derivative Instrument

In April 2004, the Company entered into a 2 1/2 year interest rate swap transaction which involved the exchange of fixed for floating rate interest payments without the exchange of the underlying principal amount. The interest differential to be paid or received was accrued and was recognized as an adjustment to interest expense. The change in the market value of the derivative instrument was recognized in the consolidated statements of operations. On October 2, 2006, the Company terminated the agreement. For the three months ended March 31, 2006, the Company recognized a $0.3 million gain in the value of the derivative, which is reflected in the accompanying consolidated statements of operations.

Note 8 Commitments and Contingencies

During the ordinary course of business, the Company has become and may in the future become subject to legal actions and proceedings. The Company may have liability with respect to its employees and its pathologists and with respect to hospital employees who are under the supervision of its hospital-based pathologists. The majority of these pending legal proceedings involve claims of medical malpractice and most of those suits relate to cytology services. Based upon investigations conducted to date, the Company believes the outcome of any pending legal actions and proceedings, individually or in the aggregate, will not have a material adverse effect on the Company s consolidated financial condition, results of operations or liquidity. If the Company is ultimately found liable under the outstanding medical malpractice claims, there can be no assurance that medical malpractice insurance arrangements will be adequate to cover all such liabilities. The Company also may, from time to time, be involved with legal actions related to the acquisition of anatomic pathology operations, the prior conduct of acquired operations or the employment and restriction on competition of physicians. There can be no assurance that any costs or liabilities for which the Company becomes responsible in connection with these claims or actions will not be material or will not exceed the limitations of any applicable indemnification provisions or the financial resources of the indemnifying parties.

Healthcare Regulatory Environment and Reliance on Government Programs The healthcare industry in general, and the services that the Company provides, are subject to extensive federal and state laws and regulations. Additionally, a significant portion of the Company s net revenue is from payments by government-sponsored health care programs, principally Medicare and Medicaid, and is subject to audits and adjustments by applicable regulatory agencies. Failure to comply with any of these laws or regulations, the results of increased regulatory audits and adjustments, or changes in the interpretation of the coding of services or the amounts payable for the Company s services under these programs could have a material adverse effect on the Company s consolidated financial position and results of operations. The Company s operations are continuously subject to review and inspection by regulatory authorities.

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From time to time, the Company receives subpoenas from government officials. For instance, Specialty received a subpoena from the California Attorney General s Office. The subpoena seeks various documents including documents relating to billings to the Medicaid program with time frames ranging from three to ten years. The Company is providing or has provided information to the California Attorney General s Office and intends to cooperate in the investigation. It is not possible at this point to determine whether the government will pursue action against AmeriPath or to assess the merits of possible defenses AmeriPath might have to any such action. Accordingly, no assurances can be given regarding the ultimate outcome of the investigation.

Note 9 Comprehensive Income

Statement of Financial Accounting Standards No. 130, *Comprehensive Income* , requires that an enterprise (a) classify items of other comprehensive income by their nature in the financial statements, and (b) display the accumulated balance of other comprehensive income separately from retained earnings and additional paid-in capital in the equity section of the balance sheet. For the three months ended March 31, 2007, net income equaled comprehensive income.

Note 10 Segment Reporting

The Company operates in one reportable segment, the medical laboratory industry. Medical laboratories offer a broad range of testing services to the medical profession. The Company s testing services are categorized based upon the nature of the test: anatomic pathology, esoteric services, and dermatopathology. These testing services are used by physicians in the diagnosis, prognosis, monitoring and general management of diseases and other clinical conditions. The tests included in such services generally detect medically-significant abnormalities and visual patterns in blood, tissue samples and other specimens.

Note 11 Income Taxes

On January 1, 2007, the Company adopted FIN 48. FIN 48 provides guidance on recognizing, measuring, presenting and disclosing in the financial statements uncertain tax positions that a company has taken or expects to take on a tax return. The Company has identified and categorized its tax positions and these positions have been evaluated and assessed for recognition and measurement under the guidelines of FIN 48.

The recognition and measurement of certain tax benefits includes estimates and judgment by management and inherently includes subjectivity. Changes in estimates may create volatility in the Company s effective tax rate in future periods due to settlements with various tax authorities (either favorable or unfavorable), the expiration of the statute of limitations on some tax positions and obtaining new information about particular tax positions that may cause management to change its estimates.

The adoption of FIN 48 resulted in an increase to the Company s contingent tax liability reserves of $2.9 million with corresponding charges to goodwill of $2.9 million. The contingent tax liability does not include accrued interest expense and penalties. Accruals and assessments for interest expense and penalties on contingent tax liabilities have historically been immaterial. The contingent liabilities for tax positions under FIN 48 primarily relate to uncertainties associated with the realization of tax benefits derived from the characterization and timing of certain tax deductions associated with acquisitions. As of January 1, 2007, the amount of unrecognized tax benefits was $7.5 million which, if recognized, none would affect the effective rate.

The Company s effective income tax rate was 48.1% and 12.8% for the three month periods ended March 31, 2007 and 2006, respectively. The increase in tax rate is primarily attributable to state income tax valuation allowances and increase in income before income taxes. Income before income taxes increased by $2.3 million to $0.4 million of income for three months ended March 31, 2007 from ($1.9) million of loss for the three months ended March 31, 2006. This increase resulted in additional income tax expense and a higher income tax rate.

Note 12 Stock Options

The Company s Parent has adopted a 2006 Stock Option and Restricted Stock Purchase Plan, which the Company refers to as the stock option plan. In December 2006, Group Holdings consummated a reclassification of its outstanding equity securities pursuant to which

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each holder of a share of outstanding common stock received 1 share of common stock and 1 share of participating preferred stock. All options to purchase shares of common stock remained options to purchase common stock, but had their exercise prices proportionately adjusted to reflect the reclassification from $6.00 a share to $3.50 a share. The total number of shares of common stock for which options or awards may be granted under the stock option plan are 12,229,923 shares of Group Holdings common stock. Shares of common stock relating to expired or terminated options may again be subject to an option or award under the stock option plan, subject to any limitation required by the United States Internal Revenue Code of 1986, as amended, or the Code. The stock option plan provides for the grants of incentive stock options, within the meaning of Section 422 of the Code, to selected employees and for grants of non-qualified stock options and awards to selected employees and other persons providing services for us. The purpose of the stock option plan is to attract and retain the best available personnel, provide additional incentives to our employees and consultants and promote the success of our business.

The stock option plan will terminate in March 2013, but the board of directors may amend the plan subject to limited restrictions requiring the vote of a majority of the outstanding voting stock of Group Holdings.

Options granted under the stock option plan generally vest ratably over a five-year period and expire ten years from the date of grant Such options generally have an exercise price equal to the fair market value of the underlying common stock at the grant date. The Company grants stock options for a fixed number of common shares to employees and directors from time to time. As of March 31, 2007, approximately 267,313 shares are available for future issuance.

Effective January 1, 2006, the Company adopted the fair value recognition provisions of Statement of Financial Accounting Standards No. 123(R), S*hare-Based Payment* (a revision of FASB Statement No. 123, Accounting for Stock Based Compensation), or SFAS No. 123(R), using the prospective transition method. Under that method, compensation cost recognized for the year ended December 31, 2006 includes all share-based payments granted on or subsequent to January 1, 2006, based on the grant-date fair value estimated in accordance with the provisions of SFAS No. 123(R). Compensation cost related to stock awards granted is being recognized on a straight-line basis over the requisite service period. Results for the periods prior to January 1, 2006 were not restated.

The Company calculates the fair value of employee stock options using a Black-Scholes-Merton option pricing model at the time the stock options are granted and that amount is amortized over the vesting period of the options, which is generally up to five years. The fair value for employee stock options for the three months ended March 31, 2007 and 2006 was calculated based on the following assumptions: an average risk-free interest rate for the period of 4.6%; dividend yield of 0%; weighted-average volatility factor of 36.0%; and a weighted average expected life of the options of 6.5 years. The expected term was determined using the shortcut method described in Staff Accounting Bulletin Topic 14.D.2, which is based on a calculation to arrive at the midpoint between the vesting date and the end of the contractual term. The risk-free interest rate was based on the applied yield currently available on U.S treasury zero-coupon issues with a remaining term equivalent to the stock option award s expected term. The expected weighted-average volatility factor is based on the historical stock prices of two competitors of the Company whose shares are publicly traded over the most recent period, commensurate with the expected term of the stock option award.

In accordance with SFAS No. 123(R), the Company recorded compensation cost of approximately $1,157,000 and $143,000 for the three months ended March 31, 2007 and 2006, respectively. The Company recognized a tax benefit for share-based compensation arrangements of approximately $244,000 and $55,000 in the first quarter of 2007 and 2006, respectively. As required by SFAS No. 123(R), the Company now estimates forfeitures of employee stock options and recognizes compensation cost only for those awards expected to vest. Forfeiture rates are determined for two groups of employees executives and management based on historical experience. Estimated forfeitures are now adjusted to actual forfeiture experience as needed.

The following table summarizes information related to the Company s stock option activity for the three months ended March 31, 2007:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Yrs)
Outstanding at December 31, 2006	11,931,110	$ 3.50	
Granted	37,500	3.50	
Exercised			
Terminated/lapsed	(6,000)	3.50	
Outstanding at March 31, 2007	11,962,610	$ 3.50	

Vested or expected to vest as of March 31, 2007	11,412,130	$	3.50	7.6
Exercisable at March 31, 2007	4,912,635	$	3.50	6.9

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The weighted-average fair value of stock options granted during the three months ended March 31, 2007 and 2006 was $1.58 for options issued at $3.50 and $2.71 for options issued at $6.00. There were no stock option exercises during the three months ended March 31, 2007 or 2006.

As of March 31, 2007, there was $8.7 million of total unrecognized compensation cost related to non-vested options, which is expected to be recognized, on a straight-line basis, over a weighted average period of 4.05 years.

Note 13 Subsequent Events

On April 2, 2007, the Company made its semi-annual interest payment on the Senior Subordinated Notes of approximately $18.4 million.

On April 5, 2007, approximately $88.0 million from the Intermediate Holdings PIK Notes were deposited into the Company in the form of a dividend. A portion of the funds were used to pay off the revolving credit facility of $74.0 million. The remaining funds were used for general corporate purposes or deposited in the bank as an investment.

On April 15, 2007, AmeriPath s ultimate parent, Group Holdings, Inc., a Delaware corporation, signed a definitive agreement to be acquired by Quest Diagnostics Incorporated, a Delaware corporation, in an all cash transaction valued at approximately $2 billion, including approximately $770 million in anticipated debt at closing. The consummation of the merger is subject to various conditions, including the expiration or termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act. The Company expects the transaction to be completed during the second quarter of 2007.

Note 14 Guarantor Subsidiaries

The following information is presented as required by regulations of the Securities and Exchange Commission in connection with the Company s 10 1/2% senior subordinated notes due 2013. This information is not routinely prepared for use by management. The operating and investing activities of the separate legal entities included in the Company s consolidated financial statements are fully interdependent and integrated. Accordingly, consolidating the operating results of those separate legal entities is not representative of what the actual operating results of those entities would be on a stand-alone basis. Operating expenses of those separate legal entities include intercompany charges for management fees and other services. Certain expense items and asset and liability balances that are applicable to the Company s subsidiaries are typically recorded in the books and records of AmeriPath, Inc. For purposes of this footnote disclosure, such balances and amounts have been pushed down to the respective subsidiaries either on a specific identification basis, or when such items cannot be specifically attributed to an individual subsidiary, have been allocated on an incremental or proportional cost basis to AmeriPath, Inc. and the Company s subsidiaries.

The following tables present consolidating financial information at March 31, 2007 and 2006, and December 31, 2006, for (i) AmeriPath, (ii) on a combined basis, the subsidiaries of AmeriPath that are guarantors of the Company s 10 1/2% Senior Subordinated Notes due 2013 (the Subsidiary Guarantors) and (iii) on a combined basis, the subsidiaries of AmeriPath that are not guarantors of the Company s 10 1/2% Senior Subordinated Notes due 2013 (the Non-Guarantor Subsidiaries). The maximum potential amount of future payments the subsidiary Guarantors could be required to make under the Guarantee is $350.0 million.

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Condensed Consolidating Balance Sheets:

March 31, 2007	AmeriPath, Inc.	Subsidiary Guarantors	Non Guarantor Subsidiaries	Consolidating Adjustments	Consolidated Total
Assets					
Current assets:					
Cash and cash equivalents	$ 1,522	$ (1,436)	$ (86)	$	$
Restricted cash		29,601			29,601
Accounts receivable, net	(461)	123,606	30,134		153,279
Inventories	209	6,843	123		7,175
Other current assets	3,119	19,449	3,738		26,306
Total current assets	4,389	178,063	33,909		216,361
Property & equipment, net	55,187	65,161	1,892		122,240
Goodwill, net		698,952	152,079		851,031
Other identifiable intangibles, net	41,660	138,570	32,832		213,062
Investment in subsidiaries	1,132,260			(1,132,260)	
Other assets	16,951	13,927	3,662		34,540
Total assets	$ 1,250,447	$ 1,094,673	$ 224,374	$ (1,132,260)	$ 1,437,234
Liabilities and stockholder s equity					
Current liabilities:					
Accounts payable and accrued expenses	$ 35,972	$ 60,101	$ 3,919	$	$ 99,992
Current portion of long-term debt	2,087				2,087
Other current liabilities	779	382			1,161
Total current liabilities	38,838	60,483	3,919		103,240
Long-term debt	623,430	17			623,447
Other liabilities	16,073	26,196	2,759		45,028
Deferred tax liabilities, net	1,093	43,696	(9,202)		35,587
Total long-term liabilities	640,596	69,909	(6,443)		704,062
Intercompany payable (receivable)	(58,919)	11,781	47,138		
Stockholder s equity:					
Common stock	1				1
Additional paid-in capital	603,899				603,899
Retained earnings (deficit)	26,032	952,500	179,760	(1,132,260)	26,032
Total stockholder s equity	629,932	952,500	179,760	(1,132,260)	629,932
Total liabilities and stockholder s equity	$ 1,250,447	$ 1,094,673	$ 224,374	$ (1,132,260)	$ 1,437,234

December 31, 2006	AmeriPath, Inc.	Subsidiary Guarantors	Non Guarantor Subsidiaries	Consolidating Adjustments	Consolidated Total
Assets					
Current assets:					
Cash and cash equivalents	$ 26	$ (756)	$ 912	$	$ 182

Restricted cash		30,906			30,906
Accounts receivable, net	(1,154)	113,210	25,891		137,947
Inventories	234	5,976	216		6,426
Other current assets	2,367	19,326	3,590		25,283
Total current assets	1,473	168,662	30,609		200,744
Property & equipment, net	49,640	63,199	1,791		114,630
Goodwill, net		695,210	151,265		846,475
Other identifiable intangibles, net	41,750	140,540	33,287		215,577
Investment in subsidiaries	1,132,260			(1,132,260)	
Other assets	17,630	13,543	2,502		33,675
Total assets	$ 1,242,753	$ 1,081,154	$ 219,454	$ (1,132,260)	$ 1,411,101
Liabilities and stockholder s equity					
Current liabilities:					

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Accounts payable and accrued expenses	$ 26,108	$ 67,381	$ 6,170	$	$ 99,659
Current portion of long-term debt	2,035	55			2,090
Other current liabilities	908	377			1,285
Total current liabilities	29,051	67,813	6,170		103,034
Long-term debt	622,139	30			622,169
Other liabilities	16,237	27,314	420		43,971
Deferred tax liabilities, net	1,092	43,697	(9,202)		35,587
Total long-term liabilities	639,468	71,041	(8,782)		701,727
Intercompany payable (receivable)	(32,106)	(10,200)	42,306		
Stockholder s equity:					
Common stock	1				1
Additional paid-in capital	580,523				580,523
Retained earnings (deficit)	25,816	952,500	179,760	(1,132,260)	25,816
Total stockholder s equity	606,340	952,500	179,760	(1,132,260)	606,340
Total liabilities and stockholder s equity	$ 1,242,753	$ 1,081,154	$ 219,454	$ (1,132,260)	$ 1,411,101

Condensed Consolidating Statements of Operations:

For the three months ended March 31, 2007	AmeriPath, Inc.	Subsidiary Guarantors	Non Guarantor Subsidiaries	Consolidating Adjustments	Consolidated Total
Net revenues	$	$ 164,807	$ 35,887	$	$ 200,694
Cost of services		103,709	13,296		117,005
Selling, general and administrative expenses	1,754	56,923	7,316		65,993
Amortization expense		2,225	290		2,515
Merger-related charges	109				109
Total operating costs and expense	1,863	162,857	20,902		185,622
(Loss) income from operations	(1,863)	1,950	14,985		15,072
Other income (expense)					
Interest expense	(14,367)	(676)			(15,043)
Management fee (A)		14,967	(14,967)		
Change in value of derivative					
Write-off of deferred financing costs					
Other, net	34	377	(18)		393
Total other expenses	(14,333)	14,668	(14,985)		(14,650)
(Loss) income before income taxes	(16,196)	16,618			422
Benefit (provision) for income taxes	7,793	(7,996)			(203)
Equity earnings from subsidiaries	8,622			(8,622)	
Net income (loss)	$ 219	$ 8,622	$	$ (8,622)	$ 219

For the three months ended March 31, 2006	AmeriPath, Inc.	Subsidiary Guarantors	Non Guarantor Subsidiaries	Consolidating Adjustments	Consolidated Total
Net revenues	$	$ 139,320	$ 31,616	$	$ 170,936

Cost of services		85,561	11,365	96,926
Selling, general and administrative expenses	722	49,936	4,933	55,591
Amortization expense		2,894	370	3,264
Merger-related charges	586			586
Total operating costs and expense	1,308	138,391	16,668	156,367
(Loss) income from operations	(1,308)	929	14,948	14,569
Other income (expense)				
Interest expense	(13,691)	(2)		(13,693)
Management fee (A)		14,948	(14,948)	

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Change in value of derivative	293			293
Write-off of deferred financing costs	(3,360)			(3,360)
Other, net	(16)	354		338
Total other expenses	(16,774)	15,300	(14,948)	(16,422)
(Loss) income before income taxes	(18,082)	16,229		(1,853)
Benefit (provision) for income taxes	6,963	(7,200)		(237)
Equity earnings from subsidiaries	9,029		(9,029)	
Net (loss) income	$ (2,090)	$ 9,029	$	$ (9,029) $ (2,090)

(A) In accordance with the applicable management fee agreements, the Subsidiary Guarantors are the direct beneficiary of substantially all of the pre-tax income of the Non-Guarantor Subsidiaries.

Condensed Consolidating Statements of Cash Flows:

For the three months ended March 31, 2007	AmeriPath, Inc.	Subsidiary Guarantors	Non Guarantor Subsidiaries	Consolidating Adjustments	Consolidated Total
Cash flows from operating activities:					
Net income (loss)	$ 219	$ 8,622	$	$ (8,622)	$ 219
Adjustments to reconcile net income (loss) to cash provided by (used in) operating activities	2,180	7,871	19,129		29,180
Changes in assets and liabilities which used cash, net of effects of acquisitions	(18,504)	(25,090)	(4,022)	8,622	(38,994)
Net cash (used in) provided by operating activities	(16,105)	(8,597)	15,107		(9,595)
Cash flows used in investing activities	(5,907)	(7,786)	(386)		(14,079)
Cash flows provided by (used in) financing activities	23,508	(16)			23,492
Increase (decrease) in cash equivalents	1,496	(16,399)	14,721		(182)
Cash and cash equivalents, beginning of period	26	14,963	(14,807)		182
Cash and cash equivalents, end of period	$ 1,522	$ (1,436)	$ (86)	$	$

For the three months ended March 31, 2006	AmeriPath, Inc.	Subsidiary Guarantors	Non Guarantor Subsidiaries	Consolidating Adjustments	Consolidated Total
Cash flows from operating activities:					
Net (loss) income	$ (2,090)	$ 9,029	$	$ (9,029)	$ (2,090)
Adjustments to reconcile net (loss) income to cash provided by operating activities	4,316	22,926	3,827		31,069
Changes in assets and liabilities which provided (used) cash, net of effects of acquisitions	(46,739)	11,184	(2,059)	9,029	(28,585)
Net cash (used in) provided by operating activities	(44,513)	43,139	1,768		394
Cash flows used in investing activities	(145,261)	(38,422)	(1,444)		(185,127)
Cash flows provided by (used in) financing activities	189,649	(266)			189,383

(Decrease) increase in cash equivalents	(125)	4,451	324			4,650
Cash and cash equivalents, beginning of period		3,325	673			3,998
Cash and cash equivalents, end of period	$ (125)	$ 7,776	$ 997	$	$	8,648

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

General

The condensed consolidated financial statements contained in Item 1 include the accounts of AmeriPath, Inc. and subsidiaries (collectively, AmeriPath or the Company) as of and for the three months ended March 31, 2007 and 2006.

The following discussion of our financial condition and results of operations should be read together with our condensed consolidated financial statements and the accompanying notes included elsewhere in Item 1. Our fiscal year is the calendar year ending December 31.

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We are one of the leading anatomic pathology laboratory companies and esoteric testing services providers in the United States. We are a provider of physician-based anatomic pathology, dermatopathology, molecular diagnostic services, and other esoteric testing services to physicians, hospitals, surgery centers and clinical laboratories. We support community-based medicine by helping physicians provide excellent and effective care for their patients. During 2006, we processed and diagnosed over six million tissue biopsies and offered a comprehensive menu of more than 2,700 esoteric assays. We believe that we are the only anatomic pathology laboratory company and esoteric testing services provider with substantial operations in both the outpatient and inpatient sectors of the market.

We service an extensive referring physician base through our 40 outpatient laboratories located in 19 states, providing us with a regional or local presence in 16 of the 30 most populous metropolitan areas of the United States. Our services are marketed under three distinct brands: AmeriPath for our anatomic pathology, DermPath Diagnostics for our outpatient-focused dermatopathology, and Specialty for our esoteric testing. Our anatomic pathology services, including dermatopathology, are performed by 392 pathologists and scientists, many of whom are leaders in their field. In addition to anatomic pathology, we are a leader in esoteric testing through our recent acquisition of Specialty in January 2006. Specialty is a leading hospital-focused clinical reference laboratory, performing highly advanced, clinically useful esoteric testing services for hospitals, laboratories and physician specialists nationwide. We have built our business by completing approximately 67 acquisitions of pathology and esoteric laboratories and operations since our formation as a Delaware corporation in 1996, enabling us to build regional density in attractive geographic markets and to establish a platform for organic growth.

Our fields of expertise include dermatopathology, in which we maintain a leading market position, gastrointestinal pathology, oncology, urologic pathology, and women s health diagnostic services. We also believe that we are the leading anatomic pathology services provider to hospitals in the United States. Generally, we are the exclusive provider of inpatient diagnostic anatomic pathology and medical director services for the approximately 216 hospitals we serve, which arrangements have historically provided us with a stable stream of revenue. Through Specialty, we believe we offer one of the most comprehensive menus of esoteric assays in the industry, many of which have been developed or enhanced through our internal research and development efforts. In addition, through our managed care relationships, we contract with health maintenance organizations, or HMOs, and preferred provider organization, or PPOs that insure approximately 42 million and 127 million individuals, respectively, which represents more than half of all individuals covered by managed care in the United States.

AmeriPath s industry is highly regulated. The manner in which licensed physicians can organize to perform and bill for medical services is governed by state laws and regulations. Business corporations like AmeriPath often are not permitted to employ physicians or to own corporations that employ physicians or to otherwise exercise control over the medical judgments or decisions of physicians.

In states where AmeriPath is not permitted to directly own a medical operation, it performs only non-medical administrative and support services, does not represent to the public or its clients that it offers medical services and does not exercise influence or control over the practice of medicine. In those states, AmeriPath conducts business through entities that it controls, and it is these affiliated entities that employ the physicians who practice medicine. In such states, AmeriPath generally enters into a contract that restricts the owner of the affiliated entity from transferring their ownership interests in the affiliated entity and otherwise provides the Company or its designee with a controlling voting or financial interest in the affiliated entity and its laboratory operations. This controlling financial interest generally is obtained pursuant to a long-term management service agreement between AmeriPath and the affiliated entity. Under the management services agreement, AmeriPath exclusively manages all aspects of the operation, including entering into all managed care contracts, other than the provision of medical services. Generally, the affiliated entity has no operating assets because AmeriPath acquired all of its operating assets at the time it acquired the related laboratory operations. In accordance with Emerging Issues Task Force Issue No. 97-2, Physician Practice Management Entities and Certain Other Entities with Contractual Management Agreements (EITF 97-2), FASB Statement No. 94 and APB Opinion No. 16, the financial statements of the operations AmeriPath controls, including these affiliated entities, are included in the consolidated financial statements of AmeriPath.

The Company has also acquired an interest in a few anatomic pathology laboratory operations whose financial statements are not required to be consolidated with its own under ETIF 97-2 (managed operations). In these circumstances, the Company acquired assets of physician groups and entered into service contracts with the physician groups to provide equipment, supplies, support personnel, and management and financial advisory services. The financial statements of these entities are not required to be included in the consolidated financial statements of AmeriPath since AmeriPath has no controlling interest in these operations. Management service fees received pursuant to service agreements with these operations constituted approximately 1.7% and 1.9% of the Company s net revenues for the three months ended March 31, 2007 and 2006, respectively.

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Acquisitions. For the first three months of 2007, the Company did not acquire any new practices. On January 31, 2006 we acquired Specialty, a leading hospital-focused clinical reference laboratory specializing in esoteric testing in Valencia, California. On March 31, 2006 we acquired Rose Pathology Associates, P.C., a hospital based anatomic pathology practice in Denver, Colorado and on October 26, 2006 the Company acquired Jill A. Cohen, M.D., P.C., a dermatopathology practice in Tucson, Arizona. The accompanying unaudited condensed consolidated financial statements include the results of operations of the Company s acquisitions accounted for under the purchase method from the date acquired through March 31, 2007. During the three months ended March 31, 2007 and 2006, we made contingent note payments of approximately $1.4 million and $2.9 million respectively, relating to previous acquisitions.

Medical Malpractice Insurance Costs. We are at risk for being sued for acts or omissions of our pathologists, our laboratory personnel or hospital employees who are under the supervision of our hospital-based pathologists. We and our pathologists periodically become involved as defendants in medical malpractice and other lawsuits, some of which are currently ongoing, and are subject to the attendant risk of substantial damage awards. In June 2002, we replaced our existing medical malpractice insurance coverage with third party insurance companies with a new self-insurance, or captive, arrangement. Under our self-insurance structure, we retain more risk for medical malpractice costs, including settlements and claims expense, than under our previous coverage. While we have obtained excess liability coverage for medical malpractice costs, we have no aggregate excess stop loss protection, meaning there is no aggregate limitation on the amount of risk we retain under these arrangements. Our medical malpractice costs are based on actuarial estimates of our medical malpractice settlement and claims expense and the costs of maintaining our captive insurance program and excess coverage. We periodically review and update the appropriateness of our accrued liability for medical malpractice costs. Because we retain these risks, in addition to an actual increase in claims or related expenses, a change in the actuarial assumptions upon which our medical malpractice costs are based could materially affect results of operations in a particular period, even if we do not experience an actual increase in claims or related expenses. For the three months ended March 31, 2007 and 2006, our medical malpractice cost was $3.8 million and $3.6 million, respectively. The terms of the purchase agreements relating to each of our past acquisitions generally contain certain limited rights of indemnification from the sellers of the practices. We also maintain property and general liability insurance policies and obtain indemnity agreements from third parties such as hospitals and national clinical laboratories.

Financial Statement Presentation

The following paragraphs provide a brief description of the most important items that appear in our financial statements and general factors that impact these items.

Net Revenues. Net revenues consist of revenues received from patients, third-party payors and others for services rendered. Our same store net revenue is affected by changes in customer volume, payor mix and reimbursement rates. References to same store refer to operations that have been included in our financial statements throughout the periods compared.

Cost of Services. Cost of services consists principally of the compensation and fringe benefits of pathologists, medical malpractice insurance, licensed technicians and support personnel, laboratory supplies, shipping and distribution costs and facility costs. Historically, acquisitions, and the costs associated with additional personnel and facilities, have been the most significant factor driving increases in our cost of services. Also, increases in medical malpractice insurance have affected our cost of services.

Selling, General and Administrative Expenses. Selling, general and administrative expenses primarily include the cost of field operations, corporate support, sales and marketing, information technology and billing and collections. As we have developed our national sales and marketing infrastructure, our selling, general and administrative expenses have increased. In addition, spending on new information technology initiatives historically has contributed to increased expenses in this category.

Provision for Doubtful Accounts. We calculate our provision for doubtful accounts based upon our past billing and collection experience by type of payor and type of service (outpatient versus inpatient) for each of our labs. The provision for doubtful accounts typically is higher for inpatient services than for outpatient services due primarily to a larger concentration of indigent and private pay patients, greater difficulty gathering complete and accurate billing information and longer billing and collection cycles for inpatient services. Management service revenue generally does not include a provision for doubtful accounts.

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The Company s billing systems generate detailed accounts receivable aging reports by payor type and by location, which are reviewed by billing personnel, who in turn perform follow up procedures on unpaid amounts. Based on historical experience, the Company deems accounts receivable balances greater than 150 days to be uncollectible, at which time the accounts receivables are charged off against the allowance for doubtful accounts.

Since we do not have a direct relationship with our patients, and must obtain insurance information via our referring physician offices or hospitals, inaccurate or incomplete insurance information may be supplied to us and may result in third party claims filed by us beyond the timely filing restrictions per our managed care contracts. Based on historical experience, we deem third party accounts receivable that has exceeded the payor s timely filing limits to be uncollectible, and at that time charge off third party accounts receivable against the allowance for doubtful accounts.

Private pay patient accounts, including deductibles and co-payment amounts, generate a minimum of three patient statements which are sent to the patient s last known address. If unpaid after three statement cycles these accounts are either submitted to a collection agency or pursued by our billing department personnel. Based on historical experience, we deem private patient accounts outstanding after these collection efforts have occurred to be uncollectible, and at that time charge off private pay patient accounts receivable against the allowance for doubtful accounts. Management service revenue generally does not include a provision for doubtful accounts.

Amortization Expense. Our acquisitions have resulted in significant net identifiable intangible assets and goodwill. We record net identifiable intangible assets at fair value on the date of acquisition. Effective January 1, 2002, we adopted SFAS No. 142, which required us to cease amortizing goodwill and instead perform a transitional impairment test as of January 1, 2002 and an annual impairment analysis to assess the recoverability of goodwill. The results of the transitional and annual impairment tests indicated no impairment of goodwill or other indefinite lived intangibles. We continually evaluate whether events or circumstances have occurred that may warrant revisions to the carrying values of our goodwill and other identifiable intangible assets or to the estimated useful lives assigned to such assets. Any significant impairment on the carrying values of our goodwill or other identifiable intangible assets would be recorded as a charge to income from operations and a reduction of intangible assets and could materially reduce our profitability in the period in which the charge is recorded.

Critical Accounting Policies

Our critical accounting policies remain consistent with those reported in our Annual Report on Form 10-K for the year ended December 31, 2006.

Principles of Consolidation

Our condensed consolidated financial statements include our accounts and those of our owned operations. As part of the consolidation process, we have eliminated intercompany accounts and transactions. We do not consolidate the results of operations of our managed operations.

Segments

The Company operates in one reportable segment, the medical laboratory industry. Medical laboratories offer a broad range of testing services to the medical profession. The Company s testing services are categorized based upon the nature of the test: Anatomic Pathology testing, Esoteric Services, and Dermatopathology testing. These testing services are used by physicians in the diagnosis, prognosis, monitoring and general management of diseases and other clinical conditions. The tests included in such services generally detect medically-significant abnormalities and visual patterns in blood, tissue samples and other specimens.

Results of Operations

The following table outlines, for the periods indicated, selected operating data as a percentage of net revenues.

	Three Months Ended March 31,	
	2007	**2006**
Net revenues	100.0%	100.0%
Operating costs and expenses:		

Cost of services	58.3	56.7
Selling, general and administrative expenses	23.2	20.9
Provision for doubtful accounts	9.7	11.6
Amortization expense	1.3	2.0
Merger-related charges		0.3
Total operating costs and expenses	92.5	91.5
Income from operations	7.5	8.5
Interest expense	(7.5)	(8.0)
Change in value of derivative		0.2
Write-off of deferred financing costs		(2.0)
Other income, net	0.2	0.2
Income (loss) before income taxes	0.2	(1.1)
Provision for income taxes	0.1	0.1
Net income (loss)	0.1%	(1.2)%

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Net Revenues.

Net revenues increased by $29.8 million, or 17.5%, to $200.7 million for the three months ended March 31, 2007 from $170.9 million for the three months ended March 31, 2006. This increase consisted primarily of revenues of acquired practices of $15.9 million and through growth of our same store practices of $13.9 million. Same store net revenues increased $13.9 million or 8.1% to $184.8 million for the three months ended March 31, 2007 from $170.9 million for the three months ended March 31, 2006.

Costs of Services.

Costs of services increased by $20.1 million, or 20.8%, to $117.0 million for the three months ended March 31, 2007, from $96.9 million for the three months March 31, 2006. Costs of services as a percentage of net revenues increased to 58.3% for the three months ended March 31, 2007 from 56.7% for the three months ended March 31, 2006. The increases in costs of services as a percentage of net revenues is primarily due to the shift of our business mix from inpatient practice revenues to outpatient practice revenues. Inpatient practices generally have very low costs of services compared to outpatient practices. For the three months ended March 31, 2007 compared to the three months ended March 31, 2006, excluding Specialty, our outpatient revenues grew 15.6%.

Selling, General and Administrative Expenses.

Selling, general and administrative expenses increased by $10.8 million to $46.6 million for the three months ended March 31, 2007 from $35.8 million for the three months ended March 31, 2006. As a percentage of net revenues, selling, general and administrative expenses increased to 23.2% for the three months ended March 31, 2007 from 21.0% for the three months ended March 31, 2006. The increases in selling, general, and administrative expenses as a percentage of net revenues for the three months ended March 31, 2007 are primarily due to adding additional resources in information technology, increased sales and marketing costs, billing conversions to our new internal billing information system (BIS), and increased Sarbanes Oxley and audit related costs.

Provision for Doubtful Accounts.

Our provision for doubtful accounts decreased by $0.4 million to $19.4 million for the three months ended March 31, 2007 from $19.8 million for the three months ended March 31, 2006. The provision for doubtful accounts as a percentage of net revenues decreased to 9.7% for the three months ended March 31, 2007 from 11.6% for the same period of 2006. Outpatient and esoteric revenues, as a percentage of total revenues, continued to grow at a faster rate than our inpatient revenues. The bad debt percentages on outpatient and esoteric revenues are generally lower than on inpatient revenues and therefore reduces total bad debt expense as a percentage of total revenues. Outpatient and esoteric revenues, as a percentage of total revenues, for the three months ended March 31, 2007 were 74.0% compared to 68.3% for the three months ended March 31, 2006.

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Amortization Expense.

Amortization expense decreased by $0.8 million to $2.5 million for the three months ended March 31, 2007 from $3.3 million for the three months ended March 31, 2006.

Merger Costs

Merger costs decreased by $0.5 million to $0.1 million for the three months ended March 31, 2007 from $0.6 million for the three months ended March 31, 2006, in connection with the acquisition of Specialty.

Interest Expense.

Interest expense increased by $1.3 million to $15.0 million for the three months ended March 31, 2007 from $13.7 million for the three months ended March 31, 2006. Our effective interest rate was 9.0% and 9.5% for the three months ended March 31, 2007 and 2006, respectively.

Write-off of Deferred Financing Costs.

During the first three months of 2007, the Company did not incur deferred debt financing costs.

In January 2006, in connection with the acquisition of Specialty, the Company terminated its existing credit facility and entered into a new senior credit facility. As a result of terminating the credit facility, the Company wrote-off approximately $3.4 million of its deferred debt financing costs.

Change in Value of Derivative.

In April 2004, the Company entered into a 2 1/2 year interest rate swap transaction with a notional amount of $75.0 million. The market valuation is performed quarterly by an independent third party and the change in market value of the derivative instrument is recognized in the condensed consolidated statements of income. On October 2, 2006, the Company terminated the agreement.

For the three months ended March 31, 2006, the Company recognized a $0.3 million gain in the value of the derivative.

Provision for Income Taxes.

Our effective income tax rate was 48.1% and 12.8% for the three month periods ended March 31, 2007 and 2006, respectively. The increase in tax rate is primarily attributable to state income tax valuation allowances and increase in income before income taxes. Income before income taxes increased by $2.3 million to $0.4 million of income for three months ended March 31, 2007 from ($1.9) million of loss for the three months ended March 31, 2006. This increase resulted in additional income tax expense and a higher income tax rate.

Net Income.

Net income for the three months ended March 31, 2007, was $0.2 million compared with net loss of ($2.1) million for the three months ended March 31, 2006.

Liquidity and Capital Resources

At March 31, 2007, we had working capital of approximately $113.1 million, an increase of $15.4 million from working capital of $97.7 million at December 31, 2006. Increased accounts receivable due to increased net revenues was the primary reason for the increase in working capital for the three months ended March 31, 2007.

Net cash used in operating activities was $9.6 million for the three months ended March 31, 2007 and net cash provided by operating activities of $0.4 million for the three months ended March 31, 2006. The decrease in cash provided by operations from the three months ended March 31, 2007 to the three months ended March 31, 2006 was primarily caused by an increase in net accounts receivable due to increased net revenues.

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Net cash used in investing activities decreased $171.0 million from $185.1 million for the three months ended March 31, 2006 to $14.1 for the three months ended March 31, 2007. The decrease in cash used in investing activities from the three months ended March 31, 2006 to the three months ended March 31, 2007 was primarily caused by cash paid for acquisitions of $168.6 in the three months ended March 31, 2006 compared to no cash paid for acquisitions for the three months ended March 31, 2007.

Net cash provided by financing activities decreased $165.9 million from $189.4 million for the three months ended March 31, 2006 to $23.5 million for the three months ended March 31, 2007. The decrease in cash provided by financing activities from the three months ended March 31, 2006 to the three months ended March 31, 2007 relates to increased levels of debt under the New Credit Facility to fund the Specialty acquisition in 2006, an equity investment by our parent to help fund the Specialty acquisition in 2006, and a release of funds from our contingent note reserve to help fund the Specialty acquisition in 2006.

On January 31, 2006, in connection with the merger of Specialty, the Company terminated its existing senior credit facility and the Company entered into the New Credit Facility with a syndicate of financial institutions led by Wachovia Bank and Citigroup Global Markets, Inc. The new senior credit facility consists of a $203.5 million term loan and a $105.0 million revolving credit facility. The Company borrowed $203.5 million of the term loan and $52.0 million of the revolving credit facility to fund a portion of the Specialty merger consideration, to pay certain transaction costs related to the merger, to refinance existing indebtedness of the Company and to pay related expenses with the merger. As of March 31, 2007, the available balance on the revolving credit facility was $18.9 million.

The interest rates per annum applicable to loans under the New Credit Facility are, at the Company s option, equal to either an alternate base rate or an adjusted LIBOR rate for a one, two, three or six month interest period chosen by the Company, or a nine or twelve month period if agreed to by all participating lenders, plus an applicable margin percentage in each case.

The alternate base rate is the greater of (1) the prime rate or (2) one-half of 1% over the weighted average of rates on overnight federal funds as published by the Federal Reserve Bank of New York. The adjusted LIBOR rate will be determined by reference to settlement rates established for deposits in dollars in the London interbank market for a period equal to the interest period of the loan and the maximum reserve percentages established by the Board of Governors of the United States Federal Reserve to which our lenders are subject. The facility also requires a commitment fee to be paid quarterly equal to 0.125% of any unused commitments under the revolving loan facility.

On February 12, 2007, the New Credit Facility was amended, among other things, to allow Intermediate Holdings to issue senior unsecured floating rate PIK toggle Notes in an initial principal amount of $125.0 million. Intermediate Holdings is a newly formed direct subsidiary of Holdings and now direct parent of AmeriPath. On February 12, 2007, Intermediate Holdings issued the aforementioned Notes. Approximately $21.0 million was deposited into the Company in a form of dividend prior to March 31, 2007. In connection with the issuance of the Notes and the amended New Credit Facility AmeriPath, Inc. is now able to, among other things, use the net proceeds of the Notes issuance to repay outstanding loans under the Company s revolving loan facility, for general corporate purposes, including consummating various contemplated acquisitions, and to pay related fees and expenses.

On March 27, 2003, in connection with the March 2003 Transaction, Amy Acquisition Corp. issued $275.0 million of 10 1/2% Senior Subordinated Notes due 2013. We assumed Amy Acquisition Corp. s obligations under these notes upon consummation of the March 2003 Transaction. Interest became payable semi-annually in arrears beginning in October 2003. In February 2004, we issued an additional $75.0 million of our 10 1/2% Senior Subordinated Notes due 2013 at a premium price of 106%. The notes are unconditionally guaranteed, jointly and severally and on an unsecured senior subordinated basis, by certain of our current and former subsidiaries. The notes and guarantees rank junior to all of our and the guarantors existing and future senior indebtedness, on par with all of our and the guarantors existing and future senior subordinated indebtedness and senior to all of our and the guarantors existing and future subordinated indebtedness. We may redeem any of the notes at any time and from time to time beginning on April 1, 2008, in whole or in part, in cash at the specified redemption prices, plus accrued and unpaid interest to the date of redemption.

The Credit Facility and the indenture governing the notes contain covenants that, among other things, limit our ability and the ability of our restricted subsidiaries to incur or guarantee additional indebtedness, pay dividends or make other equity distributions, purchase or redeem capital stock, make certain investments, transfer and sell assets, engage in certain transactions with affiliates and effect a consolidation or merger.

Historically, our capital expenditures have been primarily for laboratory equipment, information technology equipment and leasehold improvements. Total capital expenditures were $14.0 million and $13.5 million for the three months ended March 31, 2007 and 2006, respectively.

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We expect to use our revolving credit facility, funding from PIK Notes and operating cash flow to fund internal growth, for acquisitions and for working capital. We anticipate that funds generated by operations, funds available under our revolving loan facility and funds in the cash collateral account will be sufficient to meet working capital requirements and anticipated contingent note obligations and to finance capital expenditures over the next twelve months. Further, in the event payments under the contingent payment obligations exceed the amounts held in the cash collateral account, we believe that the incremental cash generated from operations would exceed the cash required to satisfy those additional payments.

Off-Balance Sheet Arrangements

We had no off-balance sheet arrangements as of March 31, 2007.

Contractual Obligations

The following is a summary of our contractual cash obligations, excluding interest and payments on our contingent notes, as of March 31, 2007, for our term loan, our revolver loan, senior subordinated notes, and other indebtness, and as of December 31, 2006 for our operating leases. The balances of our operating leases have not changed substantially since year end.

	Payments Due By Period (in millions)				
Contractual Obligations [1]	**Less than 1 year**	**1-2 years**	**3-5 years**	**After 5 years**	**Total**
Term loan under our senior credit facility	$ 2.0	$ 2.0	$ 6.1	$ 191.3	$ 201.4
Revolver loan			74.0		74.0
Other indebtedness	0.1				0.1
Operating leases	14.0	13.1	33.9	82.6	143.6
Senior subordinated notes				350.0	350.0
Total contractual cash obligations	$ 16.1	$ 15.1	$ 114.0	$ 623.9	$ 769.1

(1) In addition, we have issued contingent notes in connection with our previous acquisitions that are structured to provide for payments to sellers upon the achievement of specified levels of operating income by the acquired operations over three to five year periods from the date of acquisition. As of March 31, 2007, our maximum obligation remaining under the contingent notes was $0.7 million.

Interest Rate Risk

The Company is subject to market risk associated principally with changes in interest rates. Our principal interest rate exposure relates to the amounts outstanding under the Company s credit facility. The balances outstanding under the credit facility are at floating rates. Based on the outstanding balance of $275.5 million at March 31, 2007, each quarter point increase or decrease in the floating rate increases or decreases interest expense by approximately $0.7 million per year.

In April 2004, the Company entered into a 2 1/2 year interest rate swap transaction with a notional amount of $75.0 million. The market valuation is performed quarterly by an independent third party and the change in market value of the derivative instrument is recognized in the condensed consolidated statements of income. On October 2, 2006, the Company terminated the agreement. For the three months ended March 31, 2006, the Company recognized a $0.3 million gain in the value of the derivative.

Inflation

Inflation was not a material factor in either revenues or operating expenses during the first three months of 2007.

Qualification of Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Statements contained anywhere in this Annual Report on Form 10-K that are not limited to historical information are considered forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities

Exchange Act of 1934, including, without limitation, statements regarding our expectations,

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beliefs, intentions, plans or strategies regarding the future. These forward-looking statements are based largely on our expectations which are subject to a number of known and unknown risks, uncertainties and other factors discussed in this report and in other documents filed by us with the SEC, which may cause actual results to be materially different from those anticipated, expressed or implied by the forward-looking statements. All forward-looking statements included in this document are based on information available to us on the date hereof, and we assume no obligation to update any such forward-looking statements to reflect future events or circumstances. Forward-looking statements are sometimes indicated by words such as may, should, believe, expect, anticipate and similar expressions.

In addition to the risks and uncertainties identified elsewhere herein and in other documents filed by us with the SEC, the matters discussed below under the heading Risk Factors should be carefully considered when evaluating our business and future prospects. Past performance is not necessarily indicative of future results.

The risks described below are not the only ones facing our company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our business, financial condition or results of operations. Any of the following risks could materially and adversely affect our business, financial condition or results of operations.

Our substantial indebtedness could adversely affect our financial condition and prevent us from fulfilling our obligations under our term loan and subordinated debt.

We have a significant amount of indebtedness. As of March 31, 2007 our total debt was $625.5 million, excluding unused revolving loan commitments under our senior credit facility and $0.7 million of obligations under our contingent note fund, which represented approximately 49.8% of our total capitalization.

Our substantial indebtedness could have important consequences by adversely affecting our financial condition and thus making it more difficult for us to satisfy our obligations. Our substantial indebtedness could:

- increase our vulnerability to adverse general economic and industry conditions,
- require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, payments under our contingent notes, research and development efforts and other general corporate purposes,
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate,
- place us at a competitive disadvantage compared to our competitors that have less debt and
- limit our ability to borrow additional funds.

Despite our level of indebtedness, we will be able to incur substantially more debt. This could further exacerbate the risks to our financial condition described above.

We and our subsidiaries may be able to incur substantial additional indebtedness in the future. Although the senior secured credit facility and the indentures governing the senior subordinated notes contain restrictions on the incurrence of additional indebtedness, such restrictions are subject to a number of qualifications and exceptions, and under certain circumstances, indebtedness incurred in compliance with such restrictions could be substantial. The revolving credit facility that is part of the senior secured credit facility provides commitments of up to $105.0 million. If new debt is added to our and our subsidiaries current debt levels, the related risks that we now face could intensify.

The agreements governing our debt impose, or will impose, significant operating restrictions, which may prevent us from pursuing certain business opportunities and taking certain actions that may be in our interest.

The agreements governing our debt contain, or will contain, various covenants that limit our ability to engage in specified types of transactions. These covenants will limit our ability to, among other things:

incur, assume, or guarantee additional debt and issue or sell preferred stock;

pay dividends on, redeem or repurchase our capital stock;

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make investments;

create or permit certain liens;

use the proceeds from sales of assets and subsidiary stock;

create or permit restrictions on the ability of our restricted subsidiaries to pay dividends or make other distributions to us;

enter into transactions with affiliates;

conduct certain business activities; and

consolidate or merge or sell all or substantially all of our assets.

In addition, the senior secured credit facility requires our subsidiaries to comply with certain financial covenants, including the maintenance of specified financial ratios. See Description of Other Indebtedness. The ability of our subsidiaries that are obligors under the senior secured credit facility and indenture governing the existing senior subordinated notes to meet those financial tests can be affected by events beyond their and our control, and they may not be able to meet those tests. Their failure to comply with any of these covenants could result in an event of default under the senior secured credit facility or the indenture governing the existing senior subordinated notes which could, in turn, result in an event of default under the indenture governing the notes.

We may not be able to generate sufficient cash flow to meet our debt service obligations.

Our cash flow from operations declined $10.0 million from $0.4 million in 2006 to ($9.6) million in 2007. Our ability to generate sufficient cash flow from operations to make scheduled payments on our debt obligations will depend on our future financial performance, which will be affected by a range of economic, competitive, regulatory, legislative and business factors, many of which are outside of our control. If we do not generate sufficient cash flow from operations to satisfy our debt obligations, including payments on the notes, we may have to undertake alternative financing plans, such as refinancing or restructuring our debt, selling assets, reducing or delaying capital investments or seeking to raise additional capital. We cannot assure you that any refinancing would be possible or that any assets could be sold on acceptable terms or otherwise. Our inability to generate sufficient cash flow to satisfy our debt obligations, or to refinance our obligations on commercially reasonable terms, would have an adverse effect on our business, financial condition and results of operations, as well as on our ability to satisfy our obligations under the notes.

We conduct business in a heavily regulated industry, and changes in regulations or violations of regulations may, directly or indirectly, reduce our revenues and harm our business.

The healthcare industry is highly regulated, and there can be no assurance that the regulatory environment in which we operate will not change significantly and adversely in the future. Several areas of regulatory compliance that may affect our ability to conduct business include:

federal and state anti-kickback laws,

federal and state self-referral and financial inducement laws, including the federal physician anti-self-referral law, or the Stark Law,

federal and state false claims laws,

state laws regarding prohibitions on the corporate practice of medicine,

state laws regarding prohibitions on fee-splitting,

federal and state antitrust laws,

the Health Insurance Portability and Accountability Act of 1996, or HIPAA,

federal and state regulation of privacy, security and electronic transactions and code sets,

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federal, state and local laws governing the handling and disposal of medical and hazardous waste, and

federal and state laws applicable to billing and claims payment and/or regulatory agencies enforcing those laws and regulations. These laws and regulations are extremely complex. In many instances, the industry does not have the benefit of significant regulatory or judicial interpretation of these laws and regulations. It also is possible that the courts could ultimately interpret these laws in a manner that is different from our interpretations. While we believe that we are currently in material compliance with applicable laws and regulations, a determination that we have violated these laws, or the public announcement that we are being investigated for possible violations of these laws, would have an adverse effect on our business, financial condition and results of operations.

Our business could be materially harmed by future interpretation or implementation of state laws regarding prohibitions on the corporate practice of medicine.

The manner in which licensed physicians can be organized to perform and bill for medical services is governed by state laws and regulations. Under the laws of some states, business corporations generally are not permitted to employ physicians or to own corporations that employ physicians or to otherwise exercise control over the medical judgments or decisions of physicians.

We believe that we currently are in compliance with the corporate practice of medicine laws in the states in which we operate in all material respects. Nevertheless, there can be no assurance that regulatory authorities or other parties will not assert that we are engaged in the corporate practice of medicine or that the laws of a particular state will not change. If such a claim were successfully asserted in any jurisdiction, or as a result of such a change in law, we could be required to restructure our contractual and other arrangements, we and our pathologists could be subject to civil or criminal penalties, and some of our existing contracts, including non-competition provisions, could be found to be illegal and unenforceable. In addition, expansion of our operations to other states may require structural and organizational modification of our form of relationship with pathologists, operations or hospitals. These results or the inability to successfully restructure contractual arrangements would have an adverse effect on our business, financial condition and results of operations.

We could be hurt by future interpretation or implementation of federal and state anti-kickback and anti-referral laws.

Federal and state anti-kickback laws prohibit the offer, solicitation, payment or receipt of remuneration in exchange for referrals of products and services for which payment may be made by Medicare, Medicaid or other federal and state healthcare programs. Federal and state anti-referral laws, including the Stark Law, generally prohibit physicians from referring their patients to healthcare providers with which the physicians or their immediate family members have a financial relationship for certain designated health services when such services are subject to reimbursement by Medicare or Medicaid and do not otherwise meet exceptions to the law or applicable regulations. A violation of any of these laws could result in monetary fines, civil and criminal penalties and exclusion from participation in Medicare, Medicaid and other federal and state healthcare programs, which accounted for approximately 20% of our revenues for the first three months of 2007.

Our affiliates owe some of our physicians contingent payment obligations entered into in connection with acquisitions we have completed and some of our physicians are a party to compensation arrangements with us and own common stock of AmeriPath Holdings. Although we have attempted to structure our businesses so that our financial relationships with our physicians and our referral practices comply in all material respects with federal and state anti-referral laws, including the Stark Law, the government may take the position that they do not comply, or a prohibited referral may be made by one of our physicians without our knowledge. If our financial relationships with our physicians were found to be unlawful or unlawful referrals were found to have been made, we or they could be fined, become subject to government recoupment of fees previously paid to us, and forfeiture of revenues due to us, or become subject to civil and criminal penalties. In such situations, we also may be excluded from participation in Medicare, Medicaid and other federal and state healthcare programs. Any one of these consequences could have an adverse effect on our business, financial condition and results of operations.

Our business could be harmed by future interpretation or implementation of state law prohibitions on fee-splitting.

Many states prohibit the splitting or sharing of fees between physicians and non-physicians. We believe our arrangements with pathologists and operations comply in all material respects with the fee-splitting laws of the states in which we operate. Nevertheless, it is possible that regulatory authorities or other parties could claim we are engaged in fee-splitting. If such a claim were successfully asserted in any jurisdiction, our pathologists could be subject to civil and criminal penalties, including loss of licensure, and we could be required to restructure our contractual and other arrangements. In addition, expansion of our operations to new states with

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fee-splitting prohibitions may require structural and organizational modification to the form of our current relationships which may be less profitable. A claim of fee-splitting or modification of our business to avoid such a claim could have an adverse effect on our business, financial condition and results of operations.

Federal and state regulation of privacy could cause us to incur significant costs.

The Federal Trade Commission, or FTC, pursuant to consumer protection laws, and the Department of Health and Human Services, or HHS, pursuant to HIPAA, regulate the use and disclosure of information we may have about our patients. Many states also have laws regarding privacy of health information. While we believe that we are in compliance with FTC and state laws regarding privacy, and with the HIPAA privacy regulations, these laws are complex and will have an impact upon our operations. Violations of the HIPAA privacy regulations are punishable by civil and criminal penalties. In addition, while individuals do not have a private right of action under HIPAA, the privacy regulations may be viewed by the courts as setting a standard of conduct, and the failure to comply could serve as the basis for a private claim. In addition, HIPAA regulations regarding the security of electronic health information and standards for electronic transactions also apply to our business.

We are subject to significant professional or other liability claims and we cannot assure you that insurance coverage will be available or sufficient to cover such claims.

We may be sued under physician liability or other liability law for acts or omissions by our pathologists, laboratory personnel and hospital employees who are under the supervision of our hospital-based pathologists. We and our pathologists periodically become involved as defendants in medical malpractice and other lawsuits, some of which are currently ongoing, and are subject to the attendant risk of substantial damage awards.

Through June 30, 2002, we were insured for medical malpractice risks on a claims made basis under traditional professional liability insurance policies. In July 2002, we began using a captive insurance program to partially self-insure our medical malpractice risk. Under the captive insurance program we retain more risk for medical malpractice costs, including settlements and claims expenses, than under our prior coverage. We have no aggregate excess stop loss protection under our captive insurance arrangements, meaning there is no aggregate limitation on the amount of risk we retain under these arrangements. Because of our self-insurance arrangements and our lack of aggregate excess stop loss protection, professional malpractice claims could result in substantial uninsured losses. In addition, it is possible that the costs of our captive insurance arrangements and excess insurance coverage will rise, causing us either to incur additional costs or to further limit the amount of our coverage. Further, our insurance does not cover all potential liabilities arising from governmental fines and penalties, indemnification agreements and certain other uninsurable losses. For example, from time to time we agree to indemnify third parties, such as hospitals and national clinical laboratories, for various claims that may not be covered by insurance. As a result, we may become responsible for substantial damage awards that are uninsured. We are currently subject to indemnity claims, which if determined adversely to us, could result in substantial uninsured losses. Therefore, it is possible that pending or future claims will not be covered by or will exceed the limits of our insurance coverage and indemnification agreements or that third parties will fail or otherwise be unable to comply with their obligations to us.

Government programs account for approximately 20% of our revenues, so a decline in reimbursement rates from government programs would harm our revenues and profitability.

We derived approximately 20% of our net revenues during the first quarter of 2007 from payments made by government programs, principally Medicare and Medicaid. These programs are subject to substantial regulation by federal and state governments. Any changes in reimbursement policies, practices, interpretations or statutes that place limitations on reimbursement amounts or change reimbursement coding practices could materially harm our business by reducing revenues and lowering profitability. Increasing budgetary pressures at both the federal and state levels and concerns over escalating costs of healthcare have led, and may continue to lead, to significant reductions in healthcare reimbursements, which would have an adverse effect on our business, financial condition and results of operations.

We incur financial risk related to collections as well as potentially long collection cycles when seeking reimbursement from third-party payors.

Substantially all of our net revenues are derived from services for which our operations charge on a fee-for-service basis. Accordingly, we assume the financial risk related to collection, including potential write-offs of doubtful accounts, and long collection cycles for accounts receivable, including reimbursements by third-party payors, such as governmental programs, private insurance plans and managed care organizations. Our provision for doubtful accounts for first three months of 2007 was 9.7% of net revenues, with net revenues from inpatient services having a provision for doubtful accounts of approximately 26.6%. If our revenue from hospital-based services increases as a percentage of our total net revenues, our provision for doubtful accounts as a percentage of total net revenues may increase. Increases in write-offs of

doubtful accounts, delays in receiving payments or potential retroactive adjustments and penalties resulting from audits by payors could have an adverse effect on our business, financial condition and results of operations.

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In addition to services billed on a fee-for-service basis, our hospital-based pathologists in their capacities as medical directors of hospitals clinical laboratories, microbiology laboratories and blood banking operations, bill non-Medicare patients according to a fee schedule for their clinical professional component, or CPC, services. Our historical collection experience for CPC services is significantly lower than other anatomic pathology procedures. See Business Billing. Hospitals and third party payors are continuing to increase pressure to reduce our revenues from CPC services, including but not limited to encouraging their patients not to pay us for such services.

The continued growth of managed care may have a material adverse effect on our business.

The number of individuals covered under managed care contracts or other similar arrangements has grown over the past several years and may continue to grow in the future. In addition, Medicare and Medicaid and other government healthcare programs may continue to shift to managed care. For the three months ended March 31, 2007 and 2006, approximately 42%, and 57%, respectively, of our net revenue was derived from reimbursements from managed care organizations and third party payors. Entities providing managed care coverage have reduced payments for medical services in numerous ways, including entering into arrangements under which payments to a service provider are capitated, limiting testing to specified procedures, denying payment for services performed without prior authorization and refusing to increase fees for specified services. These trends reduce our revenues and limit our ability to pass cost increases to our customers. Also, if these or other managed care organizations do not select us as a participating provider, we may lose some or all of that business, which could have an adverse effect on our business, financial condition and results of operations.

There has been an increasing number of state and federal investigations of healthcare companies, which may increase the likelihood of investigations of our business practices and the possibility that we will become subject to lawsuits.

Prosecution of fraudulent practices by healthcare companies is a priority of the United States Department of Justice, HHS s Office of the Inspector General, or OIG, and state authorities. The federal government has become more aggressive in examining laboratory billing practices and seeking repayments and penalties allegedly resulting from improper billing practices, such as using an improper billing code for a test to realize higher reimbursement. While the primary focus of this initiative has been on hospital laboratories and on routine clinical chemistry tests, which comprise only a small portion of our revenues, the scope of this initiative could expand, and it is not possible to predict whether or in what direction the expansion might occur. In certain circumstances, federal and some state laws authorize private whistleblowers to bring false claim or qui tam suits against providers on behalf of the government and reward the whistleblower with a portion of any final recovery. In addition, the federal government has engaged a number of non-governmental audit organizations to assist in tracking and recovering false claims for healthcare services.

Since investigations relating to false claims have increased in recent years, it is more likely that companies in the healthcare industry, like us, could become the subject of a federal or state civil or criminal investigation or action. While we believe that we are in compliance in all material respects with federal and state fraud and abuse statutes and regulations, and we monitor our billing practices and hospital arrangements for compliance with prevailing industry practices under applicable laws, these laws are complex and constantly evolving, and it is possible that governmental investigators may take positions that are inconsistent with our practices. Moreover, even when the results of an investigation or a qui tam suit are favorable to a company, the process is time consuming and legal fees and diversion of company management focus are expensive. Any lengthy investigation could have an adverse effect on our business, financial condition and results of operations.

Investigations of entities with which we do business and regulatory audits could adversely affect us.

Entities with which we do business have been under investigation with respect to fraud and abuse issues. The government s investigation of these entities could result in investigations of one or more of our operations. Furthermore, Specialty Laboratories, Inc., a California corporation received a subpoena from the California Attorney General s Office. The subpoena seeks various documents including documents relating to billings to the Medicaid program with time frames ranging from three to ten years. We are providing or have provided information to the California Attorney General s Office and intend to cooperate in the investigation. It is not possible at this point in the investigation to determine whether the government will pursue action against us or to assess the merits of possible defenses we may have to any such action. Accordingly, no assurances can be given regarding the ultimate outcome of the investigation.

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We derive a significant portion of our revenues from short-term hospital contracts and hospital relationships that can be terminated without penalty.

Many of our hospital contracts may be terminated prior to the expiration of the initial or any renewal term by either party with relatively short notice and without cause. We also have business relationships with hospitals that are not governed by written contracts and may be terminated by the hospitals at any time. Loss of a hospital contract or relationship would not only result in a loss of net revenues but may also result in a loss of the outpatient net revenues derived from our association with the hospital and its medical staff. Any such loss could also result in an impairment of the balance sheet value of the assets we have acquired or may acquire, requiring substantial charges to earnings. Continuing consolidation in the hospital industry resulting in fewer hospitals and fewer laboratories enhances the risk that some of our hospital contracts and relationships may be terminated, which could have an adverse effect on our business, financial condition and results of operations.

If we cannot effectively implement our internal growth strategy, it would materially and adversely affect our business and results of operations.

Our focus on internal growth, which is based upon our existing relationships and services offered, is a departure from our prior focus on growth through acquisitions. The success of our strategy rests upon expanding our personnel and expertise to be able to provide a broader range of services so we can increase testing volumes, improving the mix of our services and obtaining more favorable pricing, all of which will result in a greater focus on our sales and marketing function. The success of this strategy also is dependent upon our ability to hire and retain qualified personnel, including pathologists, to develop new areas of expertise and new customer relationships and to expand our current relationships with existing customers. There can be no assurance that we will be able to make our new strategy a success.

We may inherit significant liabilities and may be unable to achieve anticipated cost savings and other synergies from operations that we have acquired or acquire in the future.

We perform due diligence investigations with respect to potential liabilities of acquired operations and typically obtain indemnification from the sellers of such operations. Nevertheless, undiscovered claims may arise, and liabilities for which we become responsible may be material and may exceed either the limitations of any applicable indemnification provisions or the financial resources of the indemnifying parties. Claims or liabilities of acquired operations may include matters involving compliance with laws, including healthcare laws. While we believe, based on our due diligence investigations, that our acquired operations were generally in compliance with applicable healthcare laws prior to their acquisition, they may not have been in full compliance and we may become accountable for their non-compliance. A violation of the healthcare laws could result in monetary fines, government recoupment of fees previously paid to us, forfeiture of revenues due to us or civil and criminal penalties. In such situations, we may also be excluded from participation in Medicare, Medicaid and other federal and state healthcare programs. Any one of these consequences could have an adverse effect on our business, financial condition and results of operations.

The integration of an acquired company s operations following the consummation of a acquisition involves a number of risks and presents financial, managerial and operational challenges. In particular, we may have difficulty, and may incur unanticipated expenses related to, integrating management and personnel from the acquired company with our management and personnel. Additionally, we may not be able to achieve the anticipated cost savings or other synergies. For instance, in January 2006, we consummated an acquisition of Specialty, and Specialty became a wholly-owned subsidiary of AmeriPath. Failure to integrate the acquisition of Specialty, or a future acquired company, successfully may have a material adverse effect on our business, results of operations, financial condition and cash flow.

We have recorded a significant amount of intangible assets, which may never generate the returns we expect.

Our acquisitions have resulted in significant increases in net identifiable intangible assets and goodwill. Net identifiable intangible assets, which include hospital contracts, management service agreements and laboratory contracts acquired in acquisitions, were approximately $213.1 million at March 31, 2007, representing approximately 14.8% of our total assets. Goodwill, which relates to the excess of cost over the fair value of the net assets of the businesses acquired, was approximately $851.0 million at March 31, 2007, representing approximately 59.2% of our total assets. Goodwill and net identifiable intangible assets are recorded at fair value on the date of acquisition and, under SFAS No. 142, will be reviewed at least annually for impairment. Impairment may result from, among other things, deterioration in performance of the acquired company, adverse market conditions, adverse changes in applicable laws or regulations, including changes that restrict the activities of the acquired business, and a variety of other circumstances. The amount of any impairment must be written off. We evaluated our recorded goodwill and identifiable intangible assets during December 2006 and determined that there was no asset impairment charge required with respect to our intangible assets. We may not ever realize the full value of our intangible assets. Any future determination requiring the write-off of a significant portion of intangible assets would have an adverse effect on our financial condition and results of operations.

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Our business is highly dependent on the recruitment and retention of qualified pathologists.

Our business is dependent upon recruiting and retaining pathologists, particularly those with subspecialties, such as dermatopathology, hematopathology, immunopathology and cytopathology. While we have been able to recruit and retain pathologists in the past, we may be unable to continue to do so in the future as fair market value competition for the services of pathologists increases. In addition, we may need to provide more compensation to our pathologists in order to enhance our recruitment and retention efforts and may be unable to recover these increased costs through price increases. The relationship between the pathologists and their respective local medical communities is important to the operation and continued profitability of each of our local operations. Loss of even one of our pathologists could lead to the loss of hospital contracts or other sources of revenue derived from our relationship with the pathologist. For the years ended 2006, 2005 and 2004, turnover rates for our pathologists were 9.8%, 9.2%, and 10.8%, respectively. If turnover rates were to increase, our revenues and earnings could be adversely affected.

We may be unable to enforce non-competition provisions with departed pathologists.

Each of our pathologists typically enters into an employment agreement with us or a physician-owned entity we control. Most of these employment agreements prohibit the pathologist from competing with our company or its subsidiary within a defined geographic area and prohibit solicitation of other pathologists, employees or clients for a period of one to two years after termination of employment. We attempt to structure all of these contracts in accordance with applicable laws and to maintain and enforce these contracts as necessary. However, agreements not to compete are subject to many limitations under state law and these limitations may vary from state to state. We cannot predict whether a court will enforce the non-competition covenants in our various employment agreements. A finding that these covenants are unenforceable could have an adverse effect on our business, financial condition and results of operations.

Competition from other providers of pathology services may materially harm our business.

We have numerous competitors, including anatomic pathology practices, large physician group practices, hospital laboratories, specialized commercial laboratories and the anatomic pathology divisions of some national clinical laboratories. Moreover, companies in other healthcare segments, some of which have previously been customers of ours, such as hospitals, national clinical laboratories, managed care organizations and other third party payors, may enter our markets and begin to compete with us. Some of our competitors may have greater financial resources than us, which could further intensify competition. Increasing competition may erode our customer base, reduce our sources of revenue, cause us to reduce prices, enter into more capitated contracts in which we take on greater pricing risks or increase our marketing and other costs of doing business. Increasing competition may also impede our growth objectives by making it more difficult or more expensive for us to acquire or affiliate with additional pathology operations.

If advances in technology allow others to perform assays similar to ours, the demand for our assays may decrease.

The field of specialized clinical laboratory testing is characterized by advancing technology which may enable other clinical laboratories, hospitals, physicians or other medical providers to perform assays with properties similar to ours in a more efficient or cost-effective manner than is currently possible. Such technological advances may be introduced by our competitors, or other third parties. For instance, a diagnostic manufacturing company could release an instrument or technology that would make it cost-effective for our customers to perform complex assays internally, rather than through us. If these or other advances in technology allow other entities to perform testing we currently perform, it could result in a decreased demand for our assays, and our assay volume and net revenue would decline. We may also be forced to lower prices on our assays to reduce the likelihood that other entities, including our clients, will perform such testing. Any assay volume, test price or revenue reductions would significantly harm our business.

Typically, we market new specialized assays at premium prices until similar assays are developed as either standardized prepared kits for broad application or as internally developed assays by competing laboratories. The opportunity to sell our products at premium prices may be reduced or eliminated if our competitors are able to develop and market competing assays more quickly than they currently do. We may also be forced to lower prices on our assays to reduce the likelihood that other entities, including our clients, will perform testing we currently perform for them.

If we are unable to develop and successfully market new assays or improve existing assays in a timely manner, our profit margins may decline.

In order to maintain our margins and benefit from the premium prices that we typically charge for our newly introduced specialized assays, we must continually develop new assays and improve our existing assays through licensing arrangements with third parties and through the efforts of our R&D department. We can provide no assurance, however, that we will be able to maintain our current pace of developing and improving assays in the future. Even if we develop such assays in a timely manner, our customers may not utilize these new assays. If we fail to develop

new technologies, release new or improved assays on a timely basis, or if such assays do not obtain market acceptance, our profit margins may decline.

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We depend on numerous complex information systems, and any failure to successfully maintain those systems or implement new systems could materially harm our operations.

We depend upon numerous information systems for operational and financial information, test reporting for our physicians and our complex billing operations. We currently have several major information technology initiatives underway, including the integration of information from our operations. No assurance can be given that we will be able to enhance existing or implement new information systems that can integrate successfully our disparate operational and financial information systems. In addition to their integral role in helping our operations realize efficiencies, these new systems are critical to developing and implementing a comprehensive enterprise-wide management information database. To develop an integrated network, we must continue to invest in and administer sophisticated management information systems. We may experience unanticipated delays, complications and expenses in implementing, integrating and operating our systems. Furthermore, our information systems may require modifications, improvements or replacements as we expand and as new technologies become available. These modifications, improvements or replacements may require substantial expenditures and may require interruptions in operations during periods of implementation. Moreover, implementation of these systems is subject to the availability of information technology and skilled personnel to assist us in creating and implementing the systems. The failure to successfully implement and maintain operation, financial, test reports, billing and physician practice information systems would have an adverse effect on our business, financial condition and results of operations.

Failure to timely or accurately bill for our services may have a substantial negative impact on our revenues, cash flow and bad debt expense.

Billing for laboratory testing services involves numerous parties and complex issues and procedures. The industry practice is to perform tests in advance of payment and without certainty as to the outcome of the billing process. We bill various payors, such as patients, government programs, physicians, hospitals and managed care organizations. These various payors have different billing information requirements and typically reimburse us only for medically necessary tests and only after we comply with a variety of procedures, such as providing them with Current Procedural Terminology, or CPT, codes and other information. If we do not meet all of the payors stringent requirements, we may not be reimbursed, which would increase our bad debt expense.

Among many other factors complicating our billing are:

- disputes between payors as to which party is responsible for payment,
- disparity in coverage among various payors, and
- difficulty satisfying the specific compliance requirements and CPT coding of and other procedures mandated by various payors.

The complexity of laboratory billing also tends to cause delays in our cash collections. Confirming incorrect or missing billing information generally slows down the billing process and increases the age of our accounts receivable. We assume the financial risk related to collection, including the potential write-off of doubtful accounts and delays due to incorrect or missing information.

Our tests and business processes may infringe on the intellectual property rights of others, which could cause us to engage in costly litigation, pay substantial damages or prohibit us from selling our services.

Other companies or individuals, including our competitors, may obtain patents or other property rights that would prevent, limit or interfere with our ability to develop, perform or sell our tests or operate our business. As a result, we may be involved in intellectual property litigation and may be found to infringe on the proprietary rights of others, which could force us to do one or more of the following:

- cease developing and performing services that incorporate the challenged intellectual property,
- obtain and pay for licenses from the holder of the infringed intellectual property right,

redesign or reengineer our tests,

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change our business processes or

pay substantial damages, court costs and attorneys fees, including potentially increased damages for any infringement determined to be willful.

Infringement and other intellectual property claims, whether with or without merit, can be expensive and time-consuming to litigate. In addition, any requirement to reengineer our tests or change our business processes could substantially increase our costs, force us to interrupt the delivery of our services or delay new test releases.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk

The Company is subject to market risk associated principally with changes in interest rates. Our principal interest rate exposure relates to the amount outstanding under the Company s credit facility. The balances outstanding under the credit facility are at floating rates. Based on the outstanding credit facility balance of $275.5 million at March 31, 2007, each quarter point increase or decrease in the floating rate increases or decreases interest expense by approximately $0.7 million per year.

In April 2004, the Company entered into a 2 1/2 year interest rate swap transaction which involves the exchange of fixed for floating rate interest payments without the exchange of the underlying principal amount. On October 2, 2006, the Company terminated the agreement. The interest differential to be paid or received is accrued and is recognized as an adjustment to interest expense. The change in the market value of the derivative instrument is recognized in the consolidated statements of income. For the three months ended March 31, 2006, the Company recognized a $0.3 million gain in the value of the derivative.

ITEM 4. CONTROLS AND PROCEDURES

We are currently in the process of reviewing and formalizing our internal controls and procedures for financial reporting in accordance with the SEC s rules implementing the internal control reporting requirements included in Section 404 of the Sarbanes-Oxley Act of 2002. Changes have been and will be made to our internal controls over financial reporting as a result of these efforts. We are dedicating significant resources, including senior management time and effort, in connection with our ongoing Section 404 assessment in order to allow us to comply with applicable SEC rules and regulations by the filing deadline for our annual report for the calendar year ended December 31, 2007. The evaluation of our internal controls is being conducted under the direction of our senior management in consultation with an independent third party consulting firm. In addition, our senior management is regularly discussing the results of our testing and any proposed improvements to our control environment with our Audit Committee. We will continue to assess our controls and procedures on a regular basis and we will continue to work to improve our controls and procedures and educate and train our employees on our existing controls and procedures in connection with our efforts to maintain an effective controls infrastructure at our Company.

During the course of their audit of our consolidated financial statements for the calendar year ended December 31, 2006, our independent registered public accounting firm, Ernst & Young LLP, advised management and the Audit Committee of our Board of Directors that they had identified two deficiencies in internal controls that they considered to be material weaknesses as defined under standards established by the American Institute of Certified Public Accountants. The material weaknesses relate to the following: (i) the adequacy of general controls relating to certain of the Company s information technology systems, and (ii) the adequacy of the support and analysis for the accounts receivable allowances. We believe that the information technology general control deficiency has been present since the March 2003 transaction and the adequacy of the support and analysis for the accounts receivable allowances deficiency has been present since 2006.

Prior to the identification of the deficiencies, we had already undertaken, or were in the process of undertaking, a number of steps to improve the Company s control environment, including:

Significant investments in new systems for the Company, including the purchase of an Oracle financial reporting system to replace the Company s previous system.

Retention of outside consulting firms to assist our own internal audit function in the Company s Section 404 initiative, including the engagement of a firm to provide guidance specific to IT concerns.

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Development and implementation of a billing information system (BIS) that will interface with the Oracle financial reporting system and our laboratory information system (LIS).

Development and implementation of an internal LIS to be installed in all lab locations in 2007.

We have discussed our corrective actions and future plans with our Audit Committee and Ernst & Young LLP. While we believe that the remedial actions that have been or will be taken will result in correcting the conditions that are considered to be material weaknesses as soon as practicable, the exact timing of when the conditions will be corrected is dependent upon future events which may or may not occur.

Senior management of the Company, including our Chief Executive Officer and Chief Financial Officer, carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of December 31, 2006. Our management, including our Chief Executive Officer and Chief Financial Officer, has concluded that, as of the evaluation date, our disclosure controls and procedures were not effective due to the internal control deficiencies described above, to give reasonable assurance that information we must disclose in reports filed with the SEC is properly recorded, processed, and summarized, and then reported within the time periods specified in the rules and forms of the SEC.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, we receive subpoenas from government officials. While to date none of these investigations has resulted in liability, investigations are expensive and take valuable management time. For instance, Specialty received a subpoena from the California Attorney General s Office. The subpoena seeks various documents including documents relating to billings to the California Medicaid program. The subpoena seeks documents from various time frames ranging from three to ten years. We have provided or are providing information to the California Attorney General s Office and intend to cooperate in the investigation. It is not possible at this point to determine whether the government will pursue action against us or to assess the merits of possible defenses we may have to any such action. Accordingly, no assurances can be given regarding the ultimate outcome of the investigation. Any action against us by the government could result in fines or penalties being imposed upon us. Additionally, although we believe that we are in material compliance with federal and state fraud and abuse laws, there is no assurance that at a future time a federal or state government agency will not reach a different conclusion.

From time to time, we receive letters alleging infringement of patent or other intellectual property rights. Our management believes that these letters generally are without merit and intend to contest them vigorously. For more information, please see Risk Factors Our tests and business processes may infringe on the intellectual property rights of others, which could cause us to engage in costly litigation, pay substantial damages or prohibit us from selling our services.

In addition, during the ordinary course of business, we have become and may in the future become subject to legal actions and proceedings. We may have liability with respect to our employees and our pathologists and with respect to hospital employees who are under the supervision of our hospital based pathologists. The majority of these pending legal proceedings involve claims of medical malpractice. Based upon investigations conducted to date, we believe the outcome of pending legal actions and proceedings, individually or in the aggregate, will not have a material adverse effect on our financial condition, results of operations or liquidity. There can be no assurance that our captive insurance arrangements and our excess liability insurance coverage will be adequate to cover all potential medical malpractice liabilities that we may incur. We have no aggregate excess stop loss protection, meaning once our claim limits have been reached, we are subject for any excess amounts. We also may, from time to time, be involved with legal actions related to the acquisition of anatomic pathology operations, the prior conduct of acquired operations or the employment and restriction on competition of physicians. There can be no assurance that any costs or liabilities for which we become responsible in connection with these claims or actions will not be material or will not exceed the limitations of any applicable indemnification provisions or the financial resources of the indemnifying parties.

ITEM 6. EXHIBITS

31.1 Certification of Principal Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934

31.2 Certification of Principal Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934

32.1 Certification of Principal Executive Officer pursuant to Rule 13a-14(b)/15d-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350

32.2 Certification of Principal Financial Officer pursuant to Rule 13a-14(b)/15d-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350

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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.

AMERIPATH, INC.

Date: May 15, 2007 By: /S/ DONALD E. STEEN
Donald E. Steen

Chairman and Chief Executive Officer

Date: May 15, 2007 By: /S/ DAVID L. REDMOND
David L. Redmond

President and Chief Financial Officer

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EXHIBIT INDEX

Exhibit Number	Description
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32.2	Certification of Principal Financial Officer, as required by Rule 13a-14(b)/15d-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350