

LABONE INC/
Form 10-Q
August 14, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For quarterly period ended June 30, 2003

Commission file number: 0-16946

LabOne, Inc.

10101 Renner Blvd.

Lenexa, Kansas 66219

(913) 888-1770

Incorporated in Missouri

I.R.S. Employer Identification Number: 43-1039532

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 an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes /X/ No / /

Number of shares outstanding of the only class of Registrant's common stock, \$.01 par value, as of July 31, 2003 - 11,734,974.

LabOne, Inc.

Form 10-Q for the Second Quarter, 2003

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PART I. FINANCIAL INFORMATION

ITEM 1 - Financial Statements

LabOne, Inc. and Subsidiaries
Consolidated Balance Sheets
(Unaudited)

June 30, December 31,

| | <u>2003</u> | <u>2002</u> |
|---|-----------------------|--------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 10,580,554 | 8,107,554 |
| Accounts and notes receivable - trade, net of allowance for doubtful accounts of \$8,101,652 in 2003 and \$7,075,748 in 2002 | 52,331,434 | 48,669,148 |
| Inventories | 5,083,317 | 4,739,423 |
| Prepaid expenses and other current assets | 4,411,973 | 3,967,757 |
| Deferred income taxes | <u>5,044,125</u> | <u>3,865,539</u> |
| Total current assets | 77,451,403 | 69,349,421 |
| Property, plant and equipment | 110,031,949 | 106,946,090 |
| Less accumulated depreciation | <u>64,442,683</u> | <u>60,094,949</u> |
| Net property, plant and equipment | 45,589,266 | 46,851,141 |
| Other assets: | | |
| Goodwill | 97,721,939 | 96,309,148 |
| Other intangible assets | 1,855,284 | 1,967,282 |
| Debt issue costs, net of accumulated amortization of \$694,746 in 2003 and \$395,262 in 2002 | 1,231,987 | 1,522,552 |
| Deposits and other assets | <u>780,760</u> | <u>691,980</u> |
| Total assets | \$ <u>224,630,639</u> | <u>216,691,524</u> |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Accounts payable | \$ 15,649,220 | 15,373,393 |
| Accrued payroll and benefits | 9,720,947 | 9,148,323 |
| Other accrued expenses | 3,053,750 | 2,000,703 |
| Income taxes payable | 911,349 | 454,206 |
| Current portion of long-term debt | <u>1,944,445</u> | <u>2,005,596</u> |
| Total current liabilities | 31,279,711 | 28,982,221 |
| Long-term debt | 57,960,367 | 63,050,455 |
| Deferred income taxes - noncurrent | 4,546,135 | 4,598,957 |
| Stockholders' equity: | | |
| Preferred stock, \$.01 par value per share; 3,000,000 total authorized shares: Series B-1: 8% convertible; 45,000 shares authorized; 40,270 shares issued in 2003, and 38,865 shares issued in 2002 | 40,269,981 | 38,865,492 |
| Common stock, \$.01 par value per share; 40,000,000 shares authorized, 13,050,020 shares issued | 130,500 | 130,500 |
| Additional paid-in capital | 41,409,988 | 48,865,813 |
| Accumulated comprehensive loss - equity adjustment from foreign currency translation | (449,520) | (867,147) |

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| | | |
|---|------------------------------|---------------------|
| Retained earnings | 66,258,467 | 58,217,280 |
| Less treasury stock of 1,327,267 shares in 2003 and 1,756,027 shares in 2002 | <u>(16,774,990)</u> | <u>(25,152,047)</u> |
| Total stockholders' equity | <u>130,844,426</u> | <u>120,059,891</u> |
| Total liabilities and stockholders' equity | <u>\$ 224,630,639</u> | <u>216,691,524</u> |

See accompanying notes to consolidated financial statements.

LabOne, Inc. and Subsidiaries
Consolidated Statements of Operations
(Unaudited)

See accompanying notes to consolidated financial statements.

LabOne, Inc. and Subsidiaries
Consolidated Statement of Stockholders' Equity
Six Months Ended June 30, 2003
(Unaudited)

| | Common stock | Preferred stock | Additional paid-in capital | Accumulated comprehensive income (loss) | Retained earnings | Treasury stock | Total stockholders' equity |
|--|-------------------------|----------------------------|---|--|------------------------------|---------------------------|---|
| Balance at December 31, 2002 | \$ 130,500 | 38,865,492 | 48,865,813 | (867,147) | 58,217,280 | (25,152,047) | 120,059,891 |
| Comprehensive income: | | | | | | | |
| Net earnings | | | | | 9,595,808 | | 9,595,808 |
| Equity adjustment from foreign currency translation | | | | 417,627 | | | 417,627 |
| Preferred stock dividend | | 1,554,621 | | | (1,554,621) | | |
| Directors' stock issued (875 shares) | | | 159 | | | 17,393 | 17,552 |
| Stock options exercised (139,511 shares) | | | (771,691) | | | 2,773,170 | 2,001,479 |
| Tax benefit from exercise of options | | | 305,018 | | | | 305,018 |
| Purchase of treasury stock (79,476 shares) | | | | | | (1,552,699) | (1,552,699) |
| Conversion of preferred stock (130 shares) to common stock (18,044 shares) | | (150,132) | (69,989) | | | 220,106 | (15) |
| WCAS warrants exercised (350,000 shares) | | | (6,919,322) | | | 6,922,822 | 3,500 |
| Purchase of treasury stock (194 shares)-WCAS warrants exercised | | | | | | (3,735) | (3,735) |
| Balance at June 30, 2003 | <u>\$ 130,500</u> | <u>40,269,981</u> | <u>41,409,988</u> | <u>(449,520)</u> | <u>66,258,467</u> | <u>(16,774,990)</u> | <u>130,844,426</u> |

See accompanying notes to consolidated financial statements.

LabOne, Inc. and Subsidiaries
Consolidated Statements of Cash Flows
(Unaudited)

| | <u>Six months ended June 30,</u> | |
|---|---|--------------------|
| | <u>2003</u> | <u>2002</u> |
| Cash provided by (used for) operations: | | |
| Net earnings | \$ 9,595,808 | 6,734,722 |
| Adjustments to reconcile net earnings to net cash provided by operations: | | |
| Depreciation and amortization | 5,636,495 | 4,635,323 |
| Provision for loss on accounts receivable | 3,234,899 | 3,158,293 |
| Gain on disposal of property and equipment | (32,049) | (27,754) |
| Directors' stock compensation | 17,552 | 17,542 |
| Provision for deferred taxes | (1,225,491) | (249,058) |
| Changes in: | | |
| Accounts and notes receivable - trade | (6,897,185) | (9,527,179) |
| Income taxes | 457,143 | 160,591 |
| Income tax benefit - exercise of stock options | 305,018 | 2,183,515 |
| Inventories | (343,894) | 505,140 |
| Prepaid expenses and other current assets | (444,216) | 577,099 |
| Accounts payable | 275,827 | 846,556 |
| Accrued payroll and benefits | 572,624 | (1,573,544) |
| Other accrued expenses | 473,543 | (414,410) |
| Other current liabilities | 337,196 | (64,427) |
| Other | <u>(80,538)</u> | <u>8,993</u> |
| Net cash provided by operations | <u>11,882,732</u> | <u>6,971,402</u> |
| Cash provided by (used for) investment transactions: | | |
| Property, plant and equipment | (3,807,384) | (4,495,821) |
| Proceeds from sale of property, plant, and equipment | 53,674 | 18,124 |
| Acquisition of businesses | <u>(1,357,965)</u> | <u>(3,836,359)</u> |
| Net cash used for investment transactions | <u>(5,111,675)</u> | <u>(8,314,056)</u> |
| Cash provided by (used for) financing transactions: | | |
| Line of credit, net | (5,000,000) | 8,000,000 |
| Financing costs | | (1,483,605) |
| Exercised value of stock options and warrants | 2,004,979 | 9,515,038 |
| Treasury stock acquisition cost from exercise of stock options and warrants | (1,556,434) | (8,486,200) |
| Payments on long-term debt | (6,463) | (13,154) |
| Notes payable | (59,000) | (50,000) |

| | | |
|--|----------------------|-------------------|
| Preferred stock conversion | <u>(15)</u> | <u> </u> |
| Net cash provided by (used for) financing transactions | <u>(4,616,933)</u> | <u>7,482,079</u> |
| Effect of foreign currency translation | <u>318,876</u> | <u>74,015</u> |
| Net increase in cash and cash equivalents | <u>2,473,000</u> | <u>6,213,440</u> |
| Cash and cash equivalents - beginning of period | <u>8,107,554</u> | <u>5,949,591</u> |
| Cash and cash equivalents - end of period | <u>\$ 10,580,554</u> | <u>12,163,031</u> |

Supplemental disclosures of cash flow information:

Cash paid during the period for:

| | | |
|--------------|---------------------|------------------|
| Interest | <u>\$ 914,849</u> | <u>1,431,570</u> |
| Income taxes | <u>\$ 6,181,737</u> | <u>2,182,852</u> |

See accompanying notes to consolidated financial statements.

LabOne, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
June 30, 2003 and 2002

The accompanying consolidated financial statements include the accounts of LabOne, Inc. and its wholly- owned subsidiaries Osborn Group, Inc. ("Osborn"), Intellisys, Inc., Lab One Canada Inc., Systematic Business Services, Inc. ("SBSI"), ExamOne World Wide, Inc. ("ExamOne") and Central Plains Laboratories, L.L.C. ("CPL"). All significant intercompany transactions have been eliminated in consolidation.

The financial information furnished herein as of June 30, 2003, and for the periods ended June 30, 2003, and 2002, is unaudited; however, in the opinion of management, it reflects all adjustments, consisting of normal recurring adjustments, which are necessary to fairly state the Company's financial position, the results of its operations and cash flows. The balance sheet information as of December 31, 2002, has been derived from the audited consolidated financial statements as of that date. The financial statements have been prepared in conformity with accounting principles generally accepted in the United States appropriate in the circumstances, and included in the financial statements are certain amounts based on management's estimates and judgments.

The financial information herein is not necessarily representative of a full year's operations because levels of sales, capital additions and other factors fluctuate throughout the year. These same considerations apply to all year-to-year comparisons. Certain information and note disclosures normally included in the Company's annual financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. These condensed, consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2002.

Forward Looking Statements

This Quarterly report on Form 10-Q may contain "forward-looking statements." Forward-looking statements often can be identified by the use of forward-looking terminology, such as "could," "should," "will," "will be," "intended," "continue," "believe," "may," "hope," "anticipate," "goal," "forecast," "plan," "estimate" or variations thereof. Forward-looking statements are not guarantees of future performance or results. Forward-looking statements involve known and unknown risks and uncertainties. Many factors could cause actual results to differ materially from those that may be expressed or implied in such forward-looking statements, including, but not limited to, the volume, pricing and mix of services provided by the Company, intense competition, the loss of one or more significant

customers, general economic conditions and other factors detailed from time to time in the Company's reports and registration statements filed with the Securities and Exchange Commission ("SEC"), including the Cautionary Statement filed as Exhibit 99 to the Company's Annual Report on Form 10-K for the year ended December 31, 2002. Investors are cautioned not to put undue reliance on any forward-looking statement.

Goodwill and Other Intangible Assets

Total intangible assets as of June 30, 2003, comprised \$97.7 million of goodwill, \$0.9 million for noncompete agreements, \$0.9 million for a customer contract and \$0.1 million for customer lists. Intangible assets as of December 31, 2002, comprised \$96.3 million of goodwill, \$0.9 million for noncompete agreements, \$1.0 million for a customer contract and \$0.1 million for customer lists. SFAS 142 requires that goodwill and intangible assets with indefinite useful lives not be amortized, but instead tested for impairment at least annually in accordance with the provisions in the statement. SFAS 142 also requires that intangible assets with estimable useful lives be amortized over their respective estimated useful lives to their residual values and reviewed for impairment.

Comprehensive Income

The following table is a reconciliation of the Company's net earnings to comprehensive income for the three month and six month periods ended June 30:

| | Three Months Ended | | Six Months Ended | |
|---|---------------------|------------------|---------------------|------------------|
| | June 30, | | June 30, | |
| | <u>2003</u> | <u>2002</u> | <u>2003</u> | <u>2002</u> |
| Net earnings | \$ 5,045,132 | 3,635,476 | \$ 9,595,808 | 6,734,722 |
| Other comprehensive income: | | | | |
| Foreign currency translation adjustment | <u>277,212</u> | <u>126,348</u> | <u>417,627</u> | <u>96,449</u> |
| Comprehensive income | <u>\$ 5,322,344</u> | <u>3,761,824</u> | <u>\$10,013,435</u> | <u>6,831,171</u> |

Business Segment Information

The Company operates two divisions: risk assessment services and clinical (comprised of healthcare and substance abuse testing). The following table presents selected financial information for each segment:

| | Three Months Ended | | Six Months Ended | |
|--------------------------|----------------------|-------------------|-----------------------|--------------------|
| | June 30, | | June 30, | |
| | <u>2003</u> | <u>2002</u> | <u>2003</u> | <u>2002</u> |
| Sales: | | | | |
| Risk assessment services | \$ 55,714,017 | 53,006,292 | \$ 111,091,521 | 103,486,704 |
| Clinical: | | | | |
| Healthcare | 21,250,051 | 14,650,232 | 41,844,635 | 28,723,538 |
| Substance abuse testing | <u>6,999,130</u> | <u>7,375,613</u> | <u>12,954,804</u> | <u>13,462,931</u> |
| Total sales | <u>\$ 83,963,198</u> | <u>75,032,137</u> | <u>\$ 165,890,960</u> | <u>145,673,173</u> |
| Operating earnings: | | | | |
| Risk assessment services | \$ 11,818,836 | 10,158,840 | \$ 23,189,566 | 19,481,065 |
| Clinical: | | | | |
| Healthcare | 3,534,580 | 2,879,964 | 7,392,730 | 5,549,330 |

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| | | | | |
|------------------------------|---------------------|-------------|----------------------|--------------|
| Substance abuse testing | 1,250,275 | 1,160,166 | 1,966,633 | 1,584,477 |
| General corporate expense | (8,065,936) | (7,261,992) | (16,136,455) | (13,993,034) |
| Total operating earnings | 8,537,755 | 6,936,978 | 16,412,474 | 12,621,838 |
| Other expense | (606,314) | (869,440) | (1,202,540) | (1,738,292) |
| Earnings before income taxes | \$ 7,931,441 | 6,067,538 | \$ 15,209,934 | 10,883,546 |

Operating earnings of each segment is computed as sales less directly identifiable expenses. In computing operating earnings of the segments, none of the following items have been allocated: general corporate expenses such as administrative, management, and information systems expenses; investment income; or other income (expenses). General corporate assets are principally cash, fixed assets and goodwill not identified with a specific segment.

Stock-Based Compensation

The Company has chosen to adopt the disclosure only provisions of SFAS No. 123, *Accounting for Stock-Based Compensation* ("SFAS 123"), as amended by SFAS No. 148, *Accounting for Stock-Based Compensation - Transition and Disclosure - an amendment of FASB Statement No. 123* ("SFAS 148") and continue to account for stock-based compensation using the intrinsic value method prescribed in Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees* ("APB 25"), and related interpretations.

The following table illustrates the effect on net earnings if the fair-value based method had been applied to all outstanding and unvested awards in each period, consistent with the method prescribed by SFAS 123, as amended by SFAS 148:

| | Three months ended | | Six months ended | |
|--|---------------------|-------------|---------------------|-------------|
| | <u>June 30,</u> | | <u>June 30,</u> | |
| | <u>2003</u> | <u>2002</u> | <u>2003</u> | <u>2002</u> |
| Net earnings, as reported | \$ 5,045,132 | 3,635,476 | \$ 9,595,808 | 6,734,722 |
| Deduct total stock-based employee compensation expense determined under fair-value-based method for all awards, net of tax | (326,416) | (191,670) | (812,934) | (543,238) |
| Proforma net earnings | \$ 4,718,716 | 3,443,806 | \$ 8,782,874 | 6,191,484 |
| Basic earnings per share: | | | | |
| As reported | \$ 0.36 | 0.26 | \$ 0.69 | 0.47 |
| Proforma | \$ 0.34 | 0.24 | \$ 0.62 | 0.42 |
| Diluted earnings per share: | | | | |
| As reported | \$ 0.30 | 0.22 | \$ 0.57 | 0.42 |
| Proforma | \$ 0.28 | 0.21 | \$ 0.53 | 0.39 |

Contingencies

In the normal course of business, LabOne had certain lawsuits pending at June 30, 2003. Although LabOne cannot predict the outcome of such proceedings or any other claims made against it, management believes that the ultimate resolution of these claims will not have a material adverse impact on the Company's financial position, results of operations and its cash flows.

ITEM 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations.

RESULTS OF OPERATIONS

SELECTED FINANCIAL DATA

| | Three months ended | | | Six months ended | | |
|-----------------------------------|----------------------|---------------|---------------|-----------------------|----------------|---------------|
| | June 30, | | | June 30, | | |
| | <u>2003</u> | <u>2002</u> | <u>% Inc.</u> | <u>2003</u> | <u>2002</u> | <u>% Inc.</u> |
| Sales | \$ 83,963,198 | \$ 75,032,137 | 12% | \$ 165,890,960 | \$ 145,673,173 | 14% |
| Net earnings | \$ 5,045,132 | \$ 3,635,476 | 39% | \$ 9,595,808 | \$ 6,734,722 | 42% |
| Basic earnings per common share | \$ 0.36 | \$ 0.26 | | \$ 0.69 | \$ 0.47 | |
| Diluted earnings per common share | \$ 0.30 | \$ 0.22 | | \$ 0.57 | \$ 0.42 | |

LabOne provides certified and accredited laboratory testing, investigative services and paramedical examinations for the insurance industry; laboratory testing services for the healthcare industry; and substance abuse testing services for employers.

LabOne's risk assessment division provides underwriting and claims support services to the insurance industry including: teleunderwriting, specimen collection, paramedical examinations, laboratory testing, telephone inspections, motor vehicle reports, claims investigation services and medical information retrieval. The laboratory tests performed by the Company are specifically designed to assist an insurance company in objectively evaluating the mortality and morbidity risks posed by policy applicants. The majority of the testing is performed on specimens of individual life insurance policy applicants, but also includes specimens of individuals applying for individual and group medical and disability policies.

LabOne's clinical division includes laboratory testing services for the healthcare industry as an aid in the diagnosis and treatment of patients. LabOne operates a highly automated and centralized laboratory, which the Company believes has significant economic advantages over other laboratory competitors. LabOne markets its healthcare testing services to managed care companies, insurance companies, self-insured groups and physicians.

LabOne's clinical division also includes substance abuse testing services provided to employers and third party administrators. LabOne is certified by the Substance Abuse and Mental Health Services Administration to perform substance abuse testing services for federally regulated employers and currently markets these services throughout the country to both regulated and nonregulated employers. The Company's rapid turnaround times and multiple testing options help clients reduce downtime for affected employees and meet federally mandated drug screening guidelines.

SECOND QUARTER ANALYSIS

Net sales increased 12% in the second quarter 2003 to \$84.0 million from \$75.0 million in the second quarter 2002. The increase of \$8.9 million was due to increases in healthcare laboratory revenue of \$6.6 million and risk assessment services revenue of \$2.7 million, partially offset by a decrease in substance abuse testing (SAT) revenue of \$0.4 million. Total revenue from clinical and risk assessment laboratory services was \$51.0 million as compared to \$46.1

million in the second quarter 2002.

During the second quarter, healthcare revenue increased 45% to \$21.3 million as compared to \$14.7 million in the prior year. Total patients tested increased 37% due to growth in LabOne's customer base and the addition of CPL, acquired in December 2002. Average revenue per patient increased 6% as compared to the second quarter 2002. Healthcare revenue attributable to the acquisition of CPL was \$3.0 million for the quarter. SAT revenue decreased 5% to \$7.0 million in 2003 from \$7.4 million in 2002 due to an 8% decrease in testing volumes, partially offset by a 3% increase in average revenue per specimen.

The risk assessment services division revenue increased \$2.7 million to \$55.7 million primarily due to growth of paramedical (ExamOne) revenue and teleunderwriting revenue. Revenue from ExamOne grew \$1.9 million or 10% to \$20.6 million for the quarter. Teleunderwriting revenue increased to \$3.2 million from \$1.9 million in 2002. The total number of insurance applicants tested in the second quarter 2003 decreased by 10% as compared to the same quarter last year because of the substantial increases last year, likely associated with the events of 9/11. Average revenue per insurance applicant increased 3% due to an increase in reflex testing.

Cost of sales increased \$5.4 million or 10% in the second quarter 2003 as compared to the prior year, due primarily to increases in payroll, outside services (including paramed collections and physician statement fees), lab supplies and outside laboratory services. Payroll increased due to the addition of CPL, increased specimen volume in the healthcare laboratory testing segment and growth of teleunderwriting and attending physician statement services. Paramedical services increased primarily due to continued growth of the ExamOne paramedical operations. Risk assessment cost of sales, including all of the above mentioned factors, increased to \$39.4 million in 2003 from \$38.2 million in the second quarter 2002. Healthcare cost of sales were \$12.8 million as compared to \$8.1 million in the second quarter 2002. SAT cost of sales expenses decreased to \$4.9 million as compared to \$5.4 million in the second quarter 2002 primarily due to savings on collection supplies, testing reagents and payroll expense.

As a result of the above factors, gross profit for the quarter increased 15% or \$3.6 million from \$23.3 million in 2002 to \$26.9 million in 2003. Risk assessment gross profit increased 11% or \$1.6 million on an increase in revenue of \$2.7 million. Healthcare gross profit increased 29% or \$1.9 million on an increase in revenue of \$6.6 million. SAT gross profit increased 5% or \$0.1 million on a decrease in revenue of \$0.4 million.

Selling, general and administrative expenses increased \$2.0 million or 12% in the second quarter 2003 as compared to the prior year. This increase is primarily due to increases in payroll expenses, insurance expense, consulting expense and bad debt accruals. Risk assessment overhead expenditures decreased to \$4.5 million in 2003 from \$4.6 million in the second quarter 2002. Healthcare overhead expenditures increased to \$4.9 million as compared to \$3.7 million in 2002 due primarily to an increase in payroll and bad debt expense. SAT overhead expenditures remained steady at \$0.8 million for the quarter.

Operating earnings increased from \$6.9 million in the second quarter 2002 to \$8.5 million in 2003. The risk assessment segment operating earnings were \$11.8 million in 2003 as compared to \$10.2 million in the second quarter 2002. The healthcare segment operating earnings were \$3.5 million in 2003 as compared to \$2.9 million in 2002. The SAT segment operating earnings were \$1.3 million in the second quarter 2003 as compared to \$1.2 million in 2002. General corporate operating expenses increased to \$8.1 million from \$7.3 million in the second quarter 2002 primarily due to higher payroll expenses and insurance expenses.

Non operating expense decreased \$0.3 million primarily due to lower interest expense. The effective income tax rate was 36% in the second quarter 2003 as compared to 40% in 2002. The federal, state and Canadian income tax rates produce a statutory tax rate of approximately 39% of pre-tax income. The Company, pursuant to certain state income tax credits available to it, is able to reduce its effective rate upon usage of these credits. Upon exercise of certain employee non-qualified stock options during 2002, the usage of the state income tax credits became unavailable due to the reduction in state taxable income thereby increasing the reported effective tax rate.

The combined effect of the above factors resulted in net earnings of \$5.0 million in the second quarter 2003 as compared to \$3.6 million in 2002. Convertible preferred dividends in the second quarter 2003 were \$0.8 million and earnings available to common shareholders were \$4.3 million (See "Financial Position, Liquidity and Capital Resources").

Basic earnings per share in the second quarter 2003 were \$0.36 and fully diluted earnings per share were \$0.30. Basic earnings per share in the second quarter 2002 were \$0.26 and fully diluted earnings per share were \$0.22. The basic weighted average number of shares outstanding in the second quarter of 2003 and 2002 were 11,691,270 and 11,382,827, respectively. The fully diluted weighted average number of shares outstanding in 2003 and 2002 were 16,746,059 and 16,250,810, respectively.

YEAR TO DATE ANALYSIS

Net sales increased 14% in the six month period ended June 30, 2003, to \$165.9 million from \$145.7 million in the same period last year. The increase of \$20.2 million was due to increases in healthcare laboratory revenue of \$13.1 million and risk assessment services revenue of \$7.6 million, partially offset by a decrease in SAT revenue of \$0.5 million. Total revenue in the first six months of 2003 from clinical and risk assessment laboratory services was \$100.3 million as compared to \$90.5 million in 2002.

Healthcare revenue increased 46% in the first six months of 2003 to \$41.8 million as compared to \$28.7 million in the prior year. Total patients tested increased 38% due to growth in LabOne's customer base and the addition of CPL. Average revenue per patient increased 6%. Healthcare revenue from the acquisition of CPL was \$6.0 million for the first six months of 2003. SAT revenue decreased 4% to \$13.0 million in 2003 from \$13.5 million in 2002 due to a 6% decrease in testing volumes, partially offset by a 2% increase in average revenue per specimen.

The risk assessment services division revenue increased \$7.6 million to \$111.1 million primarily due to growth in ExamOne revenue, teleunderwriting revenue and attending physician statement (APS) revenue. ExamOne revenue increased \$4.6 million and teleunderwriting revenue increased \$3.8 million in the six month period. These increases were partially offset by a 7% decrease in insurance laboratory testing revenue. The total number of insurance applicants tested in the first six months decreased by 9% as compared to last year because of the substantial increases last year, likely associated with the events of 9/11. Average revenue per insurance applicant increased 3%.

Cost of sales increased \$12.2 million or 12% in the six month period as compared to the prior year. This increase was due primarily to growth in the clinical laboratory division and the acquisition of CPL. Additionally, the insurance division experienced increases in paramed collections, physician statement and information services fees, partially offset by lower laboratory payroll and supplies expenses. Paramedical services increased primarily due to continued growth of the ExamOne paramedical operations. Risk assessment cost of sales, including the above mentioned factors, increased to \$78.9 million in 2003 from \$75.3 million in 2002. Healthcare cost of sales in the six month period were \$24.9 million as compared to \$15.6 million in 2002. SAT cost of sales expenses decreased to \$9.4 million as compared to \$10.1 million in 2002.

As a result of the above factors, year to date gross profit increased 18% or \$8.0 million from \$44.7 million in 2002 to \$52.7 million in 2003. Risk assessment gross profit increased 14% or \$4.0 million on an increase in revenue of \$7.6 million. Healthcare gross profit increased 29% or \$3.8 million on an increase in revenue of \$13.1 million. SAT gross profit increased 6% or \$0.2 million on a decrease in revenue of \$0.5 million.

Selling, general and administrative expenses increased \$4.2 million or 13% in the first six months of 2003 as compared to the prior year. The increase is primarily due to increases in payroll expenses, insurance expense, consulting expense and bad debt accruals. Risk assessment overhead expenditures increased to \$9.0 million in 2003 from \$8.7 million in 2002 primarily due to a software write-off included as depreciation expense, consulting expense

and accruals for legal expenses. Healthcare overhead expenditures were \$9.5 million as compared to \$7.6 million in 2002 due to the addition of CPL and an increase in bad debt expense. SAT overhead expenditures decreased to \$1.6 million as compared to \$1.8 million in 2002 primarily due to lower bad debt accruals and payroll expense.

Operating income increased from \$12.6 million in the first six months of 2002 to \$16.4 million in 2003. The risk assessment segment operating income was \$23.2 million in 2003 as compared to \$19.5 million in 2002. The healthcare segment operating income was \$7.4 million in 2003 as compared to \$5.5 million in 2002. The SAT segment operating income year to date was \$2.0 million in 2003 as compared to \$1.6 million in 2002. Administrative operating expenses increased to \$16.1 million from \$14.0 million in 2002 primarily due to higher payroll and insurance expenses.

Non operating expense decreased \$0.5 million primarily due to decreased interest expense. The effective income tax rate was 37% in the first six months of 2003 as compared to 38% in 2002.

The combined effect of the above factors resulted in net income of \$9.6 million in 2003 as compared to net income of \$6.7 million in 2002. Preferred dividends were \$1.6 million and earnings available to common shareholders were \$8.0 million in the first six months of 2003.

Basic earnings per share year to date 2003 were \$0.69 and fully diluted earnings per share were \$0.57. Basic earnings per share were \$0.47 and diluted earnings per share were \$0.42 in 2002. The basic weighted average number of shares outstanding in the first six months of 2003 and 2002 were 11,680,251 and 11,271,735, respectively. The fully diluted weighted average number of shares outstanding in 2003 and 2002 were 16,678,723 and 16,018,950, respectively.

FINANCIAL POSITION, LIQUIDITY AND CAPITAL RESOURCES

LabOne's working capital position increased by \$5.8 million to \$46.2 million at June 30, 2003, from \$40.4 million at December 31, 2002. During the first six months of 2003, net cash provided by operations was \$11.9 million as compared to \$7.0 million in 2002. The increase is due to higher net income and favorable changes in current asset and liability accounts.

During the first six months of 2003, net additions to property, plant and equipment were \$3.8 million primarily due to software and information systems development. Cash used for acquisitions of paramedical businesses was \$1.4 million, which was principally recorded as goodwill. Net additions to property, plant and equipment in the first six months of 2002 were \$4.5 million and cash used for acquisitions of paramedical businesses was \$3.8 million.

On August 1, 2003, the Company announced that it signed an agreement to acquire the MetLife Insurance Testing Laboratory and entered into a long-term agreement to provide laboratory testing services to MetLife, Inc. LabOne expects this transaction to close in the fourth quarter of 2003. On August 6, 2003, the Company announced that it acquired ScanTech Solutions, L.L.C., from Protective Life Corporation and entered into long-term agreements to provide certain Protective Life affiliates with teleunderwriting, paramedical examination, laboratory testing and medical document retrieval services. Both transactions will be funded with cash from operations or borrowings under the Company's line of credit.

The Company reduced its line of credit borrowings in the six month period by \$5.0 million to \$47 million from \$52 million at December 31, 2002. Under the Company's line of credit, which expires in 2005, the total funds available are up to \$100 million. The interest expense on the line of credit is based on the LIBOR rate plus a range of 125 to 225 basis points and, including bank fees, is currently approximately 2.9%. The Company pays a commitment fee on the unused portion of 0.5% annually. Interest on the industrial revenue bonds issued to finance the construction of the Company's facility is based on a taxable seven-day variable rate which, including letter of credit and remarketing fees, is approximately 2.3% as of July 31, 2003.

At June 30, 2003, LabOne had total cash and investments of \$10.6 million as compared to \$8.1 million at December 31, 2002. The Company expects to fund operations from a combination of cash flows from operations and short-term borrowings.

CRITICAL ACCOUNTING POLICIES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of estimates and assumptions and accounting policies that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition

While many operational aspects are subject to complex federal, state and local regulations, the accounting for LabOne's business is generally straightforward. The Company recognizes revenues for its services when those services are provided to the client. Revenues related to clinical healthcare billings include adjustments for revenue disallowances estimated at the time the revenue is booked.

Reserve for Doubtful Accounts

The estimate of reserves for doubtful accounts involves a standardized monthly approach to review the collectibility of receivables based on contractual agreements and the aging of accounts receivable. Contractual agreements, historical collection patterns and payor reimbursement experience are integral in the estimation of reserves for doubtful accounts. In addition, the current state of billing functions is assessed in order to identify any known collection or reimbursement issues in order to assess the impact, if any, on reserve estimates, which involve judgment. Adjustments to the reserve for contractual agreements are reported as a reduction in revenues. Other adjustments to the reserve are recorded as an adjustment to bad debt expense within selling, general and administrative expenses. The collection and reserves processes, along with the monitoring of billing processes, helps to reduce the risk associated with material revisions to reserve estimates resulting from adverse changes in collection and reimbursement experience and billing functions. Based on the amounts reserved for uncollectible accounts in 2002, a 10% increase or decrease in current year reserve for uncollectible accounts would have had an impact of approximately \$0.5 million.

Software Developed for Internal Use

Certain internal and external costs incurred in connection with developing or obtaining software for internal use are capitalized in accordance with the American Institute of Certified Public Accountants' Statement of Position 98-1, *Accounting for the Costs of Computer Software Developed or Obtained for Internal Use*. These capitalized costs are included in property and equipment on the consolidated balance sheets and are subject to amortization, over the estimated useful life of the software, beginning when the software project is complete. The Company periodically reviews the lives and values of its capitalized software and makes adjustments if necessary.

Goodwill and Intangible Assets

The Company allocates the purchase price of acquired businesses in accordance with SFAS No. 141, *Business Combinations*. A portion of the purchase price is assigned to each individual asset acquired on the basis of its fair value. Intangible assets are recognized as assets apart from goodwill if they arise from contractual or other legal rights. If intangible assets do not arise from contractual or other legal rights, they are recognized as assets apart from goodwill only if they are capable of being separated from the acquired entity and sold, transferred, licensed, rented, or exchanged. Intangible assets recognized apart from goodwill have a determinable life and are amortized accordingly.

The excess of the purchase price over the sum of the amounts assigned to the tangible assets and any separately recognized intangible assets acquired less liabilities assumed is recognized as goodwill.

The Company evaluates the recoverability and measures the potential impairment of goodwill under SFAS 142. Management of and internal reporting for the Company's principal business segments are differentiated as these segments perform distinct business activities. Management believes these business segments represent appropriate reporting units for the evaluation of impairment.

The impairment test is a two-step process that begins with the estimation of the fair value of the reporting units to determine if any impairment exists. The second step measures the amount of the impairment, if any. The estimate of fair value considers publicly available information regarding the market capitalization of the Company, as well as the financial projections and future prospects of business, including growth opportunities and likely operational improvements, and comparable sales prices, if available. To assess potential impairment, the estimate of fair value for the Company is compared to the book value of the consolidated net assets. If the book value of the consolidated net assets is greater than the estimate of fair value, the Company then proceeds to the second step to measure the impairment, if any. The second step compares the implied fair value of goodwill with its carrying value. The implied fair value is determined by allocating the fair value of the reporting unit to all of the assets and liabilities of that unit as if the reporting unit had been acquired in a business combination and the fair value of the reporting unit was the purchase price paid to acquire the reporting unit. The excess of the fair value of the reporting unit over the amounts assigned to its assets and liabilities is the implied fair value of goodwill. If the carrying amount of the reporting unit's goodwill is greater than its implied fair value, an impairment loss will be recognized in the amount of the excess. The Company believes its estimation methods are reasonable and reflective of common valuation practices.

ITEM 3 - Quantitative and Qualitative Disclosures about Market Risk.

An interest rate risk exposure exists due to LabOne's variable interest rates associated with its liability of \$47.0 million borrowing on its line of credit and \$12.6 million in industrial revenue bonds. The interest expense on the line of credit is based on the LIBOR rate plus a range of 125 to 225 basis points and is approximately 2.9% at July 31, 2003. The interest expense incurred on the bonds is based on a taxable seven-day variable rate which, including letter of credit and remarketing fees, is approximately 2.3% as of July 31, 2003. Any future increase in interest rates would result in additional interest expense which could be material. An assumed 10% increase in interest rates (representing approximately 30 basis points) would potentially increase interest expense on these instruments by \$0.2 million annually.

ITEM 4 - Controls and Procedures.

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's reports filed pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures also are designed to ensure that such

information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met.

Management of the Company, including the Chief Executive Officer and Chief Financial Officer, conducted an evaluation as of the end of the period covered by this report, of the effectiveness of the Company's disclosure controls and procedures. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by this report. Management of the Company, including the Chief Executive Officer and Chief Financial Officer, also conducted an evaluation of the Company's internal control over financial reporting to determine whether any changes occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. Based on that evaluation, there has been no such change during the quarter covered by this report.

PART II. OTHER INFORMATION

ITEM 4 - Submission of Matters to a Vote of Security Holders

(a) The annual stockholders' meeting was held on May 21, 2003.

(c) The following matters were voted upon at the annual meeting:

(1) The election of two class A directors to the Board of Directors. For Mr. James R. Seward there were 8,251,498 votes for and 1,588,400 votes withheld. For Mr. D. Scott Mackesy there were 9,497,767 votes for and 342,131 votes withheld. Directors whose term of office as a director continued after the meeting are Messrs. W. Thomas Grant, II, W. Roger Drury, John P. Mascotte, Paul B. Queally, Sean B. Traynor and John E. Walker.

(2) Approval of the appointment of KPMG LLP as independent auditor for fiscal year 2003. Of the 9,839,897 common shares represented, 9,538,964 were voted for, and 294,387 were voted against; there were 6,546 abstentions and 1 share unvoted. The 35,000 Series B-1 Cumulative Convertible Preferred shares equating to 4,410,000 votes were voted for.

ITEM 6 - Exhibits and Reports on Form 8-K

(a) Exhibits

10.1 Amendment No. 1 to Warrant Agreement between the Registrant and Welsh Carson Anderson & Stowe IX, L.P.

31.1 Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2 Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

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32.1 Certification of Chief Executive Officer Pursuant to 18 U.S.C. 'SS' 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

32.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C. 'SS' 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(b) Reports on Form 8-K

A Form 8-K current report dated May 12, 2003, was filed with the Commission reporting under Item 9. Regulation FD Disclosure, the content of the second quarter 2003 financial results conference call to investors.

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.

LabOne, Inc.

Date: August 14, 2003

By /s/ John W. McCarty
John W. McCarty
Executive V.P. and Chief Financial Officer