

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2009 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan 401(K) SAVINGS PLAN OF QUEST DIAGNOSTICS INCORPORATED	1b Three-digit plan number (PN) ►	003	
	1c Effective date of plan	01/01/1994	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) QUEST DIAGNOSTICS INCORPORATED C/O CORPORATE BENEFITS 1290 WALL STREET WEST LYNDHURST, NJ 07071	2b Employer Identification Number (EIN) 16-1387862	2c Sponsor's telephone number 201-729-8534	2d Business code (see instructions) 621510

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2010	DAVID NORGARD
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") BENEFITS ADMINISTRATION COMMITTEE QUEST DIAGNOSTICS INCORPORATED 3 GIRALDA FARMS MADISON, NJ 07940	3b Administrator's EIN 16-1387862 3c Administrator's telephone number 201-729-8534
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name AMERIPATH INC.	4b EIN 65-0642485 4c PN 001
5 Total number of participants at the beginning of the plan year	5 4714
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).	
a Active participants.....	6a 3263
b Retired or separated participants receiving benefits.....	6b 4
c Other retired or separated participants entitled to future benefits.....	6c 288
d Subtotal. Add lines 6a , 6b , and 6c	6d 3555
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 2
f Total. Add lines 6d and 6e	6f 3557
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 2765
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 67
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: 2E 2F 2J 2G 2K	

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☐ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan 401(K) SAVINGS PLAN OF QUEST DIAGNOSTICS INCORPORATED	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500. QUEST DIAGNOSTICS INCORPORATED		
D Employer Identification Number (EIN) 16-1387862		

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
PRUDENTIAL RETIREMENT INSURANCE & ANNUITY CO.

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	37715-001		01/01/2009	07/13/2009

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
	89568

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
MORGAN STANLEY INSURANCE SERVICES PLAZA 2 7TH FLR HARBORSIDE FINANCIA JERSEY CITY, NJ 07311

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	89568	SERVICES TO THE PLAN	4

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end **4****5** Current value of plan's interest under this contract in separate accounts at year end **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **6d**
Specify nature of costs ▶**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **GUARANTEED GENERAL ACCOUNT CONTRACT****b** Balance at the end of the previous year **7b** 35451922**c** Additions: (1) Contributions deposited during the year **7c(1)** 148(2) Dividends and credits **7c(2)**(3) Interest credited during the year **7c(3)** 555940(4) Transferred from separate account **7c(4)** 3258169(5) Other (specify below) **7c(5)** 215886▶ **FORFS, MISC, LOAN REPAYS**(6) Total additions **7c(6)** 4030143**d** Total of balance and additions (add **b** and **c(6)**). **7d** 39482065**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 37418481(2) Administration charge made by carrier **7e(2)** 850(3) Transferred to separate account **7e(3)** 1576667(4) Other (specify below) **7e(4)** 486067▶ **LOAN INITIATIONS, MISC.**(5) Total deductions **7e(5)** 39482065**f** Balance at the end of the current year (subtract **e(5)** from **d**) **7f**

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan 401(K) SAVINGS PLAN OF QUEST DIAGNOSTICS INCORPORATED	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 QUEST DIAGNOSTICS INCORPORATED	D Employer Identification Number (EIN) 16-1387862	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL
04-2647786

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
24	NONE	84152	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

COMMAND FINANCIAL PR

13-3924088

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
99	NONE	20513	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65	NONE	6775	Yes ☒ No ☐	Yes ☐ No ☐		Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
LD ABBETT SM CAP VAL I - DST SYSTEM 43-1581814	.10	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

<div>SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration</div>	<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan 401(K) SAVINGS PLAN OF QUEST DIAGNOSTICS INCORPORATED		B Three-digit plan number (PN) ▶ 003
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 QUEST DIAGNOSTICS INCORPORATED		D Employer Identification Number (EIN) 16-1387862
Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)	
a Name of MTIA, CCT, PSA, or 103-12 IE: QUEST DIAGNOSTICS INCORPORATED RETI		
b Name of sponsor of entity listed in (a): FIDELITY INVESTMENTS		
c EIN-PN 04-3022712-004	d Entity code M	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 123675302
a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP GROWTH/ARTISAN		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-185	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP VALUE/WELL MGMT		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-187	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: SM CAP GROWTH/BOSTONCO		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-319	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: JANUA ADV LG CAP GRWTH FUND		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-064	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER GLOBAL FUND		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-308	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: WED & REED ADV SCI & TECH		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-394	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		

a Name of MTIA, CCT, PSA, or 103-12 IE: **LIFETIME AGGRESSIVE**
PRUDENTIAL RETIREMENT INS.

b Name of sponsor of entity listed in (a):

c EIN-PN 06-1050034-166	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **LIFETIME BALANCED**
PRUDENTIAL RETIREMENT INS.

b Name of sponsor of entity listed in (a):

c EIN-PN 06-1050034-168	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **LIFETIME CONSERVATIVE**
PRUDENTIAL RETIREMENT INS.

b Name of sponsor of entity listed in (a):

c EIN-PN 06-1050034-169	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **LIFETIME INCOME & EQUITY**
PRUDENTIAL RETIREMENT INS.

b Name of sponsor of entity listed in (a):

c EIN-PN 06-1050034-170	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **DRYDEN S & P 500 INDEX FUND**
PRUDENTIAL RETIREMENT INS.

b Name of sponsor of entity listed in (a):

c EIN-PN 06-1050034-123	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **CORE BOND ENHAN INDEX**
PRUDENTIAL RETIREMENT INS.

b Name of sponsor of entity listed in (a):

c EIN-PN 06-1050034-036	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **LARGE CAP VALUE/AJO FUND**
PRUDENTIAL RETIREMENT INS.

b Name of sponsor of entity listed in (a):

c EIN-PN 06-1050034-129	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **INTERNL BLEND/MUND CP FD**
PRUDENTIAL RETIREMENT INS.

b Name of sponsor of entity listed in (a):

c EIN-PN 06-1050034-125	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **SMALL CAP VALUE/MC FD**
PRUDENTIAL RETIREMENT INS.

b Name of sponsor of entity listed in (a):

c EIN-PN 06-1050034-126	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **LIFETIME GROWTH FUND**
PRUDENTIAL RETIREMENT INS.

b Name of sponsor of entity listed in (a):

c EIN-PN 06-1050034-167	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
A Name of plan 401(K) SAVINGS PLAN OF QUEST DIAGNOSTICS INCORPORATED	B Three-digit plan number (PN) ► 003
C Plan sponsor's name as shown on line 2a of Form 5500 QUEST DIAGNOSTICS INCORPORATED	D Employer Identification Number (EIN) 16-1387862

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	2849389	
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)	69258805	
(11) Value of interest in master trust investment accounts	1c(11)		123675302
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	35451922	
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	107560116	123675302

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	107560116	123675302
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	6971502	
(B) Participants	2a(1)(B)	13535968	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		20507470
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	155732	
(F) Other	2b(1)(F)	2336387	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2492119
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	13137383	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).....	2b(5)(C)		13137383
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		4088527
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		40225499

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8722173	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		8722173
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	51137	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		51137
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		8773310

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		31452189
l Transfers of assets:			
(1) To this plan.....	2l(1)		1071008
(2) From this plan	2l(2)		16407011

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☐ Yes ☒ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: GRANT THORTON LLP

(2) EIN: 36-6055558

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		25000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
THE PROFIT SHARING PLAN OF QUEST DIAGNOSTICS INCORPORATED	16-1387862	333

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Participants and Administrator of
401(k) Savings Plan of Quest Diagnostics Incorporated

We have audited the accompanying statements of net assets available for benefits of the 401(k) Savings Plan of Quest Diagnostics Incorporated as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America established by the American Institute of Certified Public Accountants. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the 401(k) Savings Plan of Quest Diagnostics Incorporated as of December 31, 2009 and 2008, and the changes in net assets available for benefits for the year ended December 31, 2009, in conformity with accounting principles generally accepted in the United States of America.



New York, New York
June 24, 2010

**Financial Statements and Report of
Independent Certified Public Accountants**

401(k) Savings Plan of Quest Diagnostics Incorporated

December 31, 2009 and 2008

401(k) Savings Plan of Quest Diagnostics Incorporated

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Participants and Administrator of
401(k) Savings Plan of Quest Diagnostics Incorporated

We have audited the accompanying statements of net assets available for benefits of the 401(k) Savings Plan of Quest Diagnostics Incorporated as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America established by the American Institute of Certified Public Accountants. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the 401(k) Savings Plan of Quest Diagnostics Incorporated as of December 31, 2009 and 2008, and the changes in net assets available for benefits for the year ended December 31, 2009, in conformity with accounting principles generally accepted in the United States of America.



New York, New York
June 24, 2010

401(k) Savings Plan of Quest Diagnostics Incorporated

Statements of Net Assets Available for Benefits

December 31, 2009 and 2008
(in thousands)

	<u>2009</u>	<u>2008</u>
Assets		
Investments, at fair value:		
Investment in Master Trust	\$ 123,675	\$ -
Pooled separate accounts	-	69,259
Guaranteed Income Fund	-	35,452
Participant loans	-	2,849
Total investments	<u>123,675</u>	<u>107,560</u>
 Liabilities		
Excess contributions payable	<u>10</u>	<u>209</u>
 Net assets available for benefits at fair value	123,665	107,351
 Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(307)</u>	<u>-</u>
 Net assets available for benefits	\$ <u>123,358</u>	\$ <u>107,351</u>

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

401(k) Savings Plan of Quest Diagnostics Incorporated

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2009

(in thousands)

Additions to net assets attributed to:

Net investment income from Master Trust	\$ 16,392
Interest and dividends	650
Net appreciation of fair value of investments	<u>2,369</u>

Net investment income	19,411
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Contributions

Employer	6,972
Participants	<u>13,535</u>

Total contributions	<u>20,507</u>
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Total additions	<u>39,918</u>
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Deductions from net assets attributed to:

Benefits paid to participants	8,524
Administrative expenses	<u>51</u>

Total deductions	<u>8,575</u>
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Net increase	31,343
Net transfers to other plans	(15,336)

Net assets available for benefits:

Beginning of year	<u>107,351</u>
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End of year	<u>\$ 123,358</u>
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The accompanying notes are an integral part of these financial statements.

The 401(k) Savings Plan of Quest Diagnostics Incorporated

Notes to Financial Statements (dollars in thousands)

1. Description of the Plan

Background – The 401(k) Savings Plan of Quest Diagnostics Incorporated (formerly, the AmeriSave 401(k) Plan) (the “Plan”) was established as a defined contribution plan by AmeriPath, Inc. and its affiliates (“AmeriPath” or the “Company”) to provide its eligible employees with retirement benefits. Effective January 1, 2009, the Plan was amended and restated. As of the effective date the Plan is a “Safe Harbor” Plan sponsored by Quest Diagnostics Incorporated (“Quest Diagnostics”) and the Company matching contribution was increased to 100% up to the first 4% of the participant’s eligible compensation, as defined. AmeriPath is a wholly-owned subsidiary of Quest Diagnostics.

Effective January 1, 2009, Quest Diagnostics and Fidelity Management Trust Company (“FMTC”) formed a master trust (“Master Trust”) to hold the assets of the Plan and the Profit Sharing Plan of Quest Diagnostics Incorporated on a commingled basis for investment purposes only.

Plan assets of \$15,943 related to the employees of Specialty Laboratories, Inc., a wholly-owned subsidiary of the Company, were transferred to the Profit Sharing Plan of Quest Diagnostics, Incorporated during July 2009.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). The following description of the Plan provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan’s provisions.

Eligibility and Participant Contributions – All eligible employees who have completed one month of service, as defined, may participate in the Plan. Participants may contribute an amount between 1% and 35% of their eligible compensation, as defined, for the contribution period. Catch-up contributions, as defined in the Internal Revenue Code, are permissible for eligible participants. Participants may modify their contribution percentage at any time.

Company Matching Contributions – The Company matches 100% of a participant’s contribution, up to 4% of eligible compensation, in cash after the participant completes 12 months of service, as defined, with the Company. The Company may also make discretionary matching contributions and qualified non-elective contributions. The Company did not make additional discretionary matching contributions or qualified non-elective contributions in 2009. Company matching contributions are remitted to the Plan at the same time that the corresponding participants’ contributions are remitted.

Participant Accounts – A separate individual account is established for each participant in the Plan. Each participant’s account is credited with the participant’s contributions and an allocation of the Company’s contributions, plus actual earnings thereon. Earnings are allocated by fund based on the ratio of the participant’s account invested in a particular fund to all participants’ investments in that fund.

The 401(k) Savings Plan of Quest Diagnostics Incorporated

Notes to Financial Statements (dollars in thousands)

Vesting – Participants immediately vest in their voluntary contributions made during any period as a Plan participant and Company matching contributions made after January 1, 2009, plus actual earnings thereon. Vesting in the portion of a participant's account related to Company matching contributions made prior to 2009, plus actual earnings thereon, is based on years of service, as defined by the Plan. Certain participants who were active in plans sponsored by previous employers have vesting requirements applied to their previous employer contribution accounts consistent with the vesting requirements in effect before the assets were merged into the Plan.

Investment Options – Prior to January 1, 2009, participants could elect to have their voluntary contributions and Company matching contributions invested in any or all of the open investment funds, consisting of various pooled separate accounts or an unallocated insurance contract which were managed by Prudential Retirement Insurance and Annuity Company ("Prudential"). Participants had the ability to modify their existing investment elections with Prudential daily.

Effective January 1, 2009, Quest Diagnostics and FMTC formed the Master Trust to hold the assets of the Plan and the Profit Sharing Plan of Quest Diagnostics Incorporated on a commingled basis for investment purposes only. Also effective on that date, no new contributions to investment funds managed by Prudential were permitted and participants were provided the option to have their voluntary contributions and Company matching contributions invested in any or all of the open investment funds, most of which are managed by Fidelity Management & Research Company ("FMRC") and held by the Master Trust. Effective July 2009, participants may also elect to have their voluntary contributions and Company matching contributions invested in shares of the Quest Diagnostics Stock Fund. Participants have the ability to modify their investment elections daily, subject to certain short-term trading restrictions imposed by FMRC and Quest Diagnostics' securities trading policy, which prohibits trading in the Company's common stock on a short-term basis and while in possession of material non-public information about Quest Diagnostics.

Participants cannot contribute greater than 25% per pay period of pre-tax contributions into the Quest Diagnostics Stock Fund. Any participant contributions exceeding 25% are automatically reallocated into the appropriate age-based Fidelity Freedom Fund. Participants can transfer monies into the Quest Diagnostics Stock Fund only to the extent the percentage of holdings in the Quest Diagnostics Stock Fund after the transfer remains below 25% of the participant's entire account balance.

Participants may elect to receive their dividends on investments in the Quest Diagnostics Stock Fund as a taxable cash payment or continue to have those dividends automatically reinvested.

In July 2009, all participant assets previously managed by Prudential were transferred to the Master Trust. The assets were transferred to investments in the Master Trust with similar investment objectives, unless redirected by the participant.

The 401(k) Savings Plan of Quest Diagnostics Incorporated

Notes to Financial Statements (dollars in thousands)

Master Trust – As of December 31, 2009, the Plan owned 5.2% of the assets in the Master Trust based on the aggregate balances of all Plan participants' specifically identified investments that are held by the Master Trust.

FMTC has been designated as the trustee of the Master Trust and is responsible for the investment, reinvestment, control, and disbursement of the funds and portfolios of the Plan and the Profit Sharing Plan of Quest Diagnostics Incorporated. Expenses of administering the Plan, including fees and expenses of the Trustee may be charged to the Plan. Investment fees are charged against the earnings of the funds and portfolios.

Interest and dividends along with the net appreciation in fair value of investments are allocated to the Plan based upon the Plan's participation in the investments that comprise the Master Trust.

Distribution Options – Participants can elect to have their benefit distributions, equal to the value of the vested portion of their account balance, paid in the form of a lump sum distribution, a distribution in the form of an annuity, installment payments, or a direct rollover into another eligible retirement plan or traditional individual retirement account.

Withdrawals – Withdrawals may be made for qualified emergencies, as defined in the Internal Revenue Code. Depending upon the type of withdrawal and the status of the contribution, penalties upon withdrawal may apply. Participants may also begin to make withdrawals without penalty at age 59½, subject to certain limitations as defined by the Plan.

Forfeitures – Forfeited nonvested accounts may be used to reduce future Company contributions or pay Plan expenses. A forfeiture account of \$357 is included in the Fidelity Managed Income Portfolio Class 3 Fund (the "Portfolio") as of December 31, 2009. A forfeiture account of \$208 is included in the Prudential Guaranteed Income Fund as of December 31, 2008.

Loans to Participants – Participants are permitted to obtain loans in amounts not less than \$1 and not greater than the lesser of (1) \$50, subject to certain limitations as defined by the Plan, or (2) 50% of the participant's vested portion of their account value. Loans are repayable over a period of up to five years, unless the proceeds are used to purchase a primary residence, in which case a period of up to 10 years is permitted. Loans are secured by one-half of a participant's vested account balance and bear interest at prime plus 1%. Principal and interest are repaid to the Plan through payroll deductions. Participants can elect to pay the entire outstanding balance of a loan directly to FMTC. Participants who are no longer active employees may continue to repay outstanding loan balances directly to FMTC.

Parties-in-Interest – As of December 31, 2009, Master Trust investments with a fair value of \$2,382,369 were managed by FMRC. As of December 31, 2008, pooled separate accounts and a Guaranteed Income Fund with a fair value of \$104,711 were managed by Prudential. Transactions with Fidelity and Prudential and participant loans qualify as parties-in-interest transactions.

The 401(k) Savings Plan of Quest Diagnostics Incorporated

Notes to Financial Statements (dollars in thousands)

Quest Diagnostics also is a party-in-interest to the Plan under the definition provided in Section 3(14) of ERISA. Therefore, Quest Diagnostics Incorporated Stock Fund (“Quest Diagnostics Fund”) transactions qualify as party-in-interest transactions. As of December 31, 2009, the total fair value of the Master Trust’s investment in the Quest Diagnostics Fund was \$373,926. As of December 31, 2008, the Quest Diagnostics Fund was not offered to participants of the Plan. During 2009, total purchases and sales of Quest Diagnostic stock by the Master Trust were \$23,372 and \$47,649, respectively.

Tax Status – The Internal Revenue Service has determined and informed AmeriPath by letter dated March 13, 2003, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code. The Plan has subsequently been amended and restated. The Plan Sponsor and the Plan’s tax counsel believe that the Plan, as amended and restated since the Internal Revenue Service determination, continues to be designed and operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan’s financial statements.

Plan Administration – The Plan Administrator is the Employee Benefits Committee of Quest Diagnostics. The Plan’s record keeper and trustee were Prudential and Prudential Bank and Trust, FSB during 2008. FMTC and Fidelity Investment Institutional Operations Company, Inc., respectively assumed trustee and record keeping duties for all new Plan contributions and related investments effective January 1, 2009. Upon transfer of all participant assets previously managed by Prudential to the Master Trust during July 2009, Prudential and Prudential Bank and Trust, FSB ceased all trustee and record keeping duties for the Plan. Fidelity then became the sole trustee and record keeper for the Plan and the Master Trust.

Administrative Expenses and Other Fees – Accounting fees and certain administrative expenses of the Plan may be paid by the Plan or the Company. Loan origination and certain distribution fees are charged against participant accounts.

Termination – The Company intends to continue the Plan indefinitely, but reserves the right to change or discontinue the Plan at its discretion. Participants will become fully vested in their rights under the Plan if it is terminated.

2. Summary of Significant Accounting Policies

Basis of Presentation – The Plan maintains its financial records on the accrual basis of accounting.

In June 2009, the Financial Accounting Standards Board (“FASB”) issued the FASB Accounting Standards Codification (the “ASC”). The ASC has become the single source of non-governmental accounting principles generally accepted in the United States (“GAAP”) recognized by the FASB in the preparation of financial statements. The ASC does not supersede the rules or regulations of the Securities and Exchange Commission (“SEC”), therefore, the rules and interpretive releases of the SEC

The 401(k) Savings Plan of Quest Diagnostics Incorporated

Notes to Financial Statements (dollars in thousands)

continue to be additional sources of GAAP for the Plan. The Plan adopted the ASC as of July 1, 2009. The ASC does not change GAAP and did not have an effect on the amounts reported in the Statements of Net Assets Available for Benefits or the Statement of Changes in Net Assets Available for Benefits.

Use of Estimates – The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities, if any, at the date of the financial statements and the reported amounts of additions to and deductions from net assets during the reporting period. Actual results could differ from those estimates.

Risks and Uncertainties – The Plan provides for participant-directed investment of their voluntary contributions and Company matching contributions in a number of investment funds. Certain underlying investment securities are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in these risks could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

Benefits – Benefits are recorded when paid.

Valuation of Investments – Investments are stated at fair value at year-end. Shares of mutual funds, a money market fund, a collective fund, and the Quest Diagnostics stock fund held by the Master Trust are valued at the net asset value determined by FMRC as of December 31, 2009, which approximates fair value. Investments in pooled separate accounts are stated at fair value, as determined by the unit value reported by Prudential as of December 31, 2008. There are no restrictions as to redemption of these investments and the Plan does not have any contractual obligations to further invest in any of the individual funds as of December 31, 2009.

The FASB issued a standard which requires investment contracts held by a defined-contribution plan to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of the Plan attributable to fully benefit-responsive investment contracts held by the Master Trust as of December 31, 2009 (Managed Income Portfolio II Class 3) and Prudential Bank and Trust, FSB as of December 31, 2008 (Prudential Guaranteed Income Fund) because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. As required by the standard, the Statements of Net Assets Available for Benefits presents the fair value of the Plan's investments, as well as an adjustment of the fully benefit-responsive investment contracts from fair value to contract value. As of December 31, 2009, an adjustment of \$307 was necessary to reduce the fair value of the Plan's investment in the Master Trust attributable to the Managed Income Portfolio II Class 3 fund to contract value. As of

The 401(k) Savings Plan of Quest Diagnostics Incorporated

Notes to Financial Statements (dollars in thousands)

December 31, 2008, the fair value of the Prudential Guaranteed Income Fund (“GIF”) approximated contract value. As of December 31, 2009 and 2008, the Statements of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Investments in the GIF are generally benefit-responsive. In certain instances when total distributions or transfers into the GIF within a calendar year exceed predetermined thresholds (e.g., 10% of the balance of the funds on the first day of the year), transactions in the GIF may face certain restrictions, in accordance with contract terms. This could potentially result in the GIF not being fully benefit responsive in some instances. Interest is credited on contract balances using a single “portfolio rate.” Under this methodology, a single interest crediting rate is applied to all contributions made to the product regardless of the timing of those contributions. Interest crediting rates are reviewed on a semi-annual basis for resetting, and are based on many factors, including current economic conditions, the general interest rate environment and both the expected and actual experience of a reference portfolio within the issuer’s general account. The minimum crediting rate under the contract was 1.50%. The interest crediting rate, net of asset charges, was 3.25% at December 31, 2008. The average yield rate was 3.35% for 2008. Prudential prospectively guaranteed the interest rates credited for the GIF for six months. Generally, there were not any events that could limit the ability of the Plan to transact at contract value or that would allow the issuer to terminate the contract and which would require the Plan Sponsor to settle at an amount different than contract value.

Participants’ loans are valued at cost, which approximates fair value.

Refer to Note 4 for additional information related to the valuation of Master Trust investments.

Security Transactions and Investment Income – Purchases and sales of securities by the Master Trust and the Plan are recorded on a trade-date basis. Dividend income is recorded by the Master Trust and the Plan on the ex-dividend date. Interest income from other investments is recorded by the Master Trust and the Plan as earned on the accrual basis.

Net investment income from Master Trust represents the Plan’s share of the interest, dividends, and net realized and unrealized gains on investments held by the Master Trust. Net appreciation of fair value of investments includes net realized appreciation on investments held by Prudential until participant assets were transferred to the Master Trust.

Fair Value Measurements – Fair value measurements are based upon the exit price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants exclusive of any transaction costs, and are determined by either the principal market or the most advantageous market. The principal market is the market with the greatest level of activity and volume for the asset or liability. Absent a principal market to measure fair value, the Plan would use the most advantageous market, which is the market in which the Plan would receive the highest selling price for the asset or pay the lowest price to settle the liability, after considering transaction costs. However,

The 401(k) Savings Plan of Quest Diagnostics Incorporated

Notes to Financial Statements (dollars in thousands)

when using the most advantageous market, transaction costs are only considered to determine which market is the most advantageous and these costs are then excluded when applying a fair value measurement.

This standard creates a three-level hierarchy to prioritize the inputs used in the valuation techniques to derive fair values. The basis for fair value measurements for each level within the hierarchy is described below with Level 1 having the highest priority and Level 3 having the lowest.

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs are observable in active markets.

Level 3: Valuations derived from valuation techniques in which one or more significant inputs are unobservable.

New Accounting Standards – In April 2009, the FASB issued a new standard that addresses the factors that determine whether there has been a significant decrease in the volume and level of activity for an asset or liability when compared to the normal market activity. Under this standard, if the reporting entity has determined that the volume and level of activity has significantly decreased and the transactions are not orderly, further analysis is required and significant adjustments to the quoted prices or transactions may be needed. The adoption of this standard effective April 1, 2009 did not have a material effect on amounts reported in the Plan's financial statements.

In May 2009, the FASB issued a new standard that relates to accounting for and disclosure of subsequent events in its financial statements. This standard provides the authoritative guidance for subsequent events that was previously addressed only in United States auditing standards. This standard establishes general accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued and requires the Plan to disclose the date through which it has evaluated subsequent events and whether that was the date the financial statements were issued or available to be issued. This standard does not apply to subsequent events or transactions that are within the scope of other applicable GAAP that provide different guidance on the accounting treatment for subsequent events or transactions. The adoption of this standard effective June 30, 2009, did not have a material effect on the Plan's financial statements or the notes thereto. In February 2010, the FASB issued an amendment to this standard, which, among other things exempts Securities and Exchange Commission filers from the requirement to disclose the date through which it has evaluated subsequent events for either original or restated financial statements. The adoption of this standard was effective immediately and did not have a material effect on amounts reported in Plan's financial statements or the notes thereto.

The 401(k) Savings Plan of Quest Diagnostics Incorporated

Notes to Financial Statements (dollars in thousands)

In September 2009, the FASB issued a new standard that provides guidance in estimating the fair value of an entity's investments when the investment does not have a readily determinable fair value. This standard permits the use of the investment's net asset value as a practical expedient to determine fair value. This standard also requires additional disclosure of the attributes of these investments such as: (i) the nature of any restrictions on the reporting entity's ability to redeem its investment; (ii) unfunded commitments; and (iii) investment strategies of the investees. This guidance is effective for periods ending after December 15, 2009. The adoption of this standard did not have a material effect on the amounts reported in the Statements of Net Assets Available for Benefits or the Statement of Changes in Net Assets Available for Benefits or the notes thereto.

In January 2010, the FASB issued an amendment to the accounting standards related to the disclosures about an entity's use of fair value measurements. The amended standards will require entities to provide enhanced disclosures about transfers into and out of the Level 1 (fair value determined based on quoted prices in active markets for identical assets and liabilities) and Level 2 (fair value determined based on significant other observable inputs) classifications, provide separate disclosures about purchases, sales, issuances and settlements relating to the tabular reconciliation of beginning and ending balances of the Level 3 (fair value determined based on significant unobservable inputs) classification and provide greater disaggregation for each class of assets and liabilities that use fair value measurements. Except for the detailed Level 3 roll-forward disclosures, the amendment is effective for the Plan for reporting periods beginning after December 31, 2009. The requirement to provide detailed disclosures about the purchases, sales, issuances and settlements in the roll-forward activity for Level 3 fair value measurements is effective for the Plan for reporting periods beginning after December 31, 2010. The Plan does not expect that the adoption of this new standard will have a material effect on its disclosures.

3. Investments

The following table presents investments that represented 5 percent or more of the Plan's net assets available for benefits at December 31, 2009 and 2008 (units in thousands):

	2009	2008
Investment in Master Trust	\$ 123,675	\$ -
Guaranteed Income Fund (no and 861 units, respectively)	-	35,452
Dryden S&P 500 Index (no and 208 units, respectively)	-	11,514
Core Bond Enhanced Index Fund (no and 329 units, respectively)	-	5,678
Lifetime Conservative Fund (no and 244 units, respectively)	-	5,626
Lifetime Balanced Fund (no and 238 units, respectively)	-	5,404
Oppenheimer Global Fund (no and 105 units, respectively)	-	5,377

The 401(k) Savings Plan of Quest Diagnostics Incorporated

Notes to Financial Statements (dollars in thousands)

Refer to Note 4 for additional information on the Plan's investment in the Master Trust as of December 31, 2009 and a summary of the recognized assets of the Master Trust, as of December 31, 2009, that are measured at fair value on a recurring basis.

The following table provides a summary of the recognized assets, as of December 31, 2008, that are measured at fair value on a recurring basis:

		Basis of Fair Value Measurements		
		Quoted Prices in Active Markets for Identical Assets / Liabilities	Significant Other Observable Inputs	Significant Unobservable Inputs
	Total	Level 1	Level 2	Level 3
Assets:				
Pooled separate accounts	\$ 69,259	\$ -	\$ -	\$ 69,259
Guaranteed Income Fund	35,452	-	-	35,452
Participant loans	2,849	-	-	2,849
Total Investments	<u>\$107,560</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$107,560</u>

In 2008, investments in Prudential Pooled Separate Accounts used the Plan's own assumptions involving what market participants would use to derive the fair value of the assets, thus classified within Level 3. The GIF was recorded at contract value, which approximated fair value and represented contributions, and reinvested income, less any withdrawals plus accrued interest. The GIF had been classified within Level 3 because inputs to the valuation methodology are unobservable and reflect the Plan's assumptions that market participants would use in pricing these types of assets. Participant loans are valued at cost, which approximates fair value. The participant loans have been classified within Level 3 because their fair value is derived from inputs that are unobservable and subject to the Plan's assumptions.

The 401(k) Savings Plan of Quest Diagnostics Incorporated

Notes to Financial Statements (dollars in thousands)

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the years ended December 31, 2008 and 2009:

	Pooled Separate Accounts	Guaranteed Income Fund	Participant Loans
Balance, January 1, 2008	\$ 98,769	\$ 27,805	\$ 2,514
Net Depreciation of Investments	(35,075)	-	-
Purchases, Sales, Issuances and Settlements, net	<u>5,565</u>	<u>7,647</u>	<u>335</u>
Balance, December 31, 2008	69,259	35,452	2,849
Net Appreciation of Investments	2,369	-	-
Purchases, Sales, Issuances and Settlements, net	<u>(71,628)</u>	<u>(35,452)</u>	<u>(2,849)</u>
Balance, December 31, 2009	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

4. Master Trust

The following table presents the investments held in the Master Trust as of December 31, 2009:

Mutual funds	\$1,644,163
Quest Diagnostics stock fund	373,926
Collective fund	277,761
Money market fund	9,547
Participant loans	<u>76,971</u>
Total fair value	2,382,368
Adjustment to contract value	<u>(3,447)</u>
Total Investments	\$ <u>2,378,921</u>

The 401(k) Savings Plan of Quest Diagnostics Incorporated

Notes to Financial Statements (dollars in thousands)

The following table presents the investment income for the Master Trust for the year ended December 31, 2009:

	Interest and Dividends	Realized and Unrealized Gains	Net Appreciation
Mutual funds	\$ 33,566	\$308,942	\$342,508
Quest Diagnostics stock fund	2,499	52,433	54,932
Collective fund	5,301	6,091	11,392
Money market fund	2	-	2
Participant loans	<u>4,949</u>	<u>-</u>	<u>4,949</u>
	<u>\$ 46,317</u>	<u>\$367,466</u>	<u>\$413,783</u>

The following table provides a summary of the assets in the Master Trust that are measured at fair value on a recurring basis as of December 31, 2009:

	Basis of Fair Value Measurements			
		Quoted Prices in Active Markets for Identical Assets / Liabilities	Significant Other Observable Inputs	Significant Unobservable Inputs
	Total	Level 1	Level 2	Level 3
Assets:				
Mutual funds	\$ 1,644,163	\$ 1,644,163	\$ -	\$ -
Quest Diagnostics stock fund	373,926	373,926	-	-
Collective fund	277,761	-	277,761	-
Money market fund	9,547	-	9,547	-
Participant loans	<u>76,971</u>	<u>-</u>	<u>-</u>	<u>76,971</u>
Total Investments	<u>\$ 2,382,368</u>	<u>\$ 2,018,089</u>	<u>\$287,308</u>	<u>\$ 76,971</u>

Shares of mutual funds and the Quest Diagnostics stock fund are valued at the net asset value determined by FMRC, which approximates fair value. These investments are classified within Level 1 as they are derived from observable inputs that reflect quoted prices in active markets.

The 401(k) Savings Plan of Quest Diagnostics Incorporated

Notes to Financial Statements (dollars in thousands)

Participant loans are valued at cost, which also approximates fair value. Participant loans have been classified within Level 3 because their fair value is derived from inputs that are unobservable and subject to the Plan's assumptions.

The Managed Income Portfolio II Class 3 (the "Portfolio") is a collective fund that invests in short-term bonds, fixed income securities and derivative instruments. The Portfolio also invests in third party wrap contracts designed to permit the use of book value accounting to maintain a constant net asset value of \$1.00 per unit, although there is no guarantee that the Portfolio will be able to maintain that value. The Portfolio also utilizes the wrap contracts to provide for the payment of participant-directed withdrawals and exchanges at book value under most circumstances. Interest is credited to the Portfolio under the wrap contracts; investment gains and losses are not recognized immediately but rather recognized over time by adjusting the interest rate credited to the Portfolio. The crediting interest rate was 1.53% at December 31, 2009. The average yield rate was 2.74% for 2009. The Portfolio may also purchase investment contracts offered by insurance companies and other approved financial institutions that provide for the payment of a specified rate of interest to the Portfolio and the repayment of interest at maturity. The collective fund and the money market fund have been classified within Level 2 because their fair values are derived from inputs other than quoted prices that are observable.

The table below sets forth a summary of changes in the fair value of the Master Trust's Level 3 assets for the year ended December 31, 2009:

	<u>Participant Loans</u>
Balance, Beginning of Year	\$ -
Transfers, issuances, repayments, settlements, net	<u>76,971</u>
Balance, End of Year	<u>\$ 76,971</u>

5. Excess Contributions Payable

Contributions received from participants in 2009 of approximately \$10 will be refunded in 2010 to certain active participants to return to them excess contributions as required to satisfy the relevant non-discrimination provisions of the Plan. The excess contributions have been recorded as excess contributions payable in the Statements of Net Assets Available for Benefits, as of December 31, 2009. Excess contributions payable as of December 31, 2008 totaled approximately \$209.

The 401(k) Savings Plan of Quest Diagnostics Incorporated

Notes to Financial Statements (dollars in thousands)

6. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2009 and 2008:

	<u>2009</u>	<u>2008</u>
Net assets available for benefits per the financial statements	\$ 123,358	\$ 107,351
Add: Adjustment from fair value to contract value for fully benefit-responsive investment contracts held by the Master Trust	307	-
Add: Excess contributions payable	<u>10</u>	<u>209</u>
Net assets available for benefits per the Form 5500	\$ <u>123,675</u>	\$ <u>107,560</u>

The following is a reconciliation of benefits paid per the Statement of Changes in Net Assets Available for Benefits to the Form 5500 for the year ended December 31, 2009:

Benefits paid – statement of changes in net assets available for benefits	\$ 8,524
Less: Excess contributions payable – current year	(10)
Add: Excess contributions payable – prior year	<u>209</u>
Benefits paid per the Form 5500	\$ <u>8,723</u>

The following is a reconciliation of net investment income per the Statements of Changes in Net Assets Available for Benefits to the Form 5500:

Net investment income- statement of changes in net assets available for benefits	\$ 19,411
Add: Current-year adjustment between fair value and contract value for fully benefit-responsive investment contracts	<u>307</u>
Investment income per Form 5500	\$ <u>19,718</u>

The 401(k) Savings Plan of Quest Diagnostics Incorporated

Notes to Financial Statements (dollars in thousands)

7. Subsequent events

The Company evaluated its December 31, 2009 financial statements for subsequent events for recognition or disclosure through June 24, 2010, the date the financial statements were available to be issued.

Plan: 93265

401(K) Savings Plan of Quest Diagnostics
Incorporated

Run Date: 03/05/2010

SUMMARY OF NET TRUST ASSETS

Total Plan Assets as of 12/31/2009

<u>Fund Name (Cusip #)</u>	<u>Share Balance</u> <u>12/31/2009</u>	<u>Historical Cost</u>	<u>Price</u>	<u>Total Market Value</u>
VANG DEV MKTS INDEX	85,580.348	\$727,778.07	\$9.53	\$815,580.72
VANG TOT BD MKT INST	880,309.310	\$9,031,054.80	\$10.35	\$9,111,201.36
LD ABBETT SMCPVAL I	261,066.487	\$5,472,228.57	\$26.32	\$6,871,269.94
TRP INST LGCAP GRTH	416,303.423	\$4,704,400.92	\$14.12	\$5,878,204.33
QUEST STOCK FUND		\$234,608.07		\$0.00
PRORATED MARKET VALUE	0.000		\$0.00	\$250,623.67
UNSETTLED PART ACTIVITY	0.000		\$0.00	\$0.00
NON-INTEREST BEAR CASH	0.000		\$0.00	\$0.00
FID PURITAN	15,928.892	\$242,361.38	\$16.06	\$255,818.01
FID CONTRAFUND	31,549.053	\$1,617,370.92	\$58.28	\$1,838,678.81
FID EQUITY INCOME	112,714.351	\$3,590,050.81	\$39.14	\$4,411,639.70
FID OTC PORTFOLIO	29,867.420	\$1,242,545.56	\$45.72	\$1,365,538.44
FIDELITY LOW PR STK	123,002.608	\$3,249,047.92	\$31.94	\$3,928,703.30
FID DIVERSIFIED INTL	169,760.233	\$4,036,844.89	\$28.00	\$4,753,286.52
FID FREEDOM INCOME	17,363.172	\$175,932.42	\$10.74	\$186,480.47
FID FREEDOM 2000	12,330.538	\$129,788.00	\$11.35	\$139,951.61
FID FREEDOM 2010	222,098.361	\$2,474,410.26	\$12.51	\$2,778,450.50
FID FREEDOM 2020	875,249.785	\$9,542,010.74	\$12.55	\$10,984,384.80
FID FREEDOM 2030	526,758.503	\$5,510,216.45	\$12.39	\$6,526,537.85
FID US TREASURY MM	1,101,258.750	\$1,101,258.75	\$1.00	\$1,101,258.75
FID FREEDOM 2040	402,941.265	\$2,442,778.24	\$7.16	\$2,885,059.46
FIDELITY MIP II CL 3	24,706,123.340	\$24,706,123.34	\$1.00	\$24,706,123.34
FID FREEDOM 2005	240,078.768	\$2,318,492.25	\$10.03	\$2,407,990.04
FID FREEDOM 2015	625,835.033	\$5,762,335.35	\$10.42	\$6,521,201.04
FID FREEDOM 2025	627,707.698	\$5,571,599.87	\$10.39	\$6,521,882.98
FID FREEDOM 2035	489,450.335	\$4,257,913.41	\$10.26	\$5,021,760.44

Plan: 93265

401(K) Savings Plan of Quest Diagnostics
Incorporated

Run Date: 03/05/2010

SUMMARY OF NET TRUST ASSETS

Total Plan Assets as of 12/31/2009

<u>Fund Name (Cusip #)</u>	<u>Share Balance</u> <u>12/31/2009</u>	<u>Historical Cost</u>	<u>Price</u>	<u>Total Market Value</u>
SPTN 500 INDEX ADV	241,852.355	\$7,800,137.47	\$39.43	\$9,536,238.36
FID FREEDOM 2045	201,398.977	\$1,450,916.60	\$8.47	\$1,705,849.34
FID FREEDOM 2050	136,995.308	\$1,054,581.75	\$8.35	\$1,143,910.82
OUTSTANDING LOAN BALANCE				\$2,027,676.69

		NET ASSETS 12/31/2009:		\$123,675,301.29
				=====

Assets are presented at fair value with the exception to fully benefit responsive investment contracts which are presented at contract value as in previous years. See chapter 7 of the Fidelity auditor's guide for financial statement presentation and disclosure information.

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ Complete all entries in accordance with the instructions to the Form 5500.

OMB Nos. 1210-0110
1210-0089**2009**This Form Is Open to Public
Inspection**Part I Annual Report Identification Information**

For calendar plan year 2009 or fiscal plan year beginning

and ending

A This return/report is for:☐ a multiemployer plan;☒ a single-employer plan;☐ a multiple-employer plan; or☐ a DFE (specify) _____**B** This return/report is:☐ the first return/report;☐ an amended return/report;☐ the final return/report;☐ a short plan year return/report (less than 12 months).**C** If the plan is a collectively-bargained plan, check here ☐**D** Check box if filing under:☒ Form 5558;☐ automatic extension;☐ the DFVC program;☐ special extension (enter description) _____**Part II Basic Plan Information—enter all requested information****1a** Name of plan401(K) Savings Plan of Quest Diagnostics
Incorporated**1b** Three-digit plan
number (PN) ▶ 003**1c** Effective date of plan
1/1/1994**2a** Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)

Quest Diagnostics Incorporated

2b Employer Identification
Number (EIN)

16-1387862

2c Sponsor's telephone
number

201-7298534

2d Business code (see
instructions)

621510

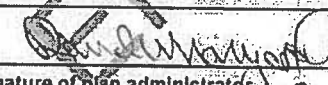
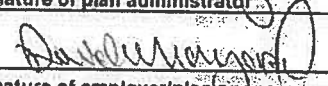
1290 Wall Street West
Lyndhurst

c/o Corporate Benefits

NJ 07071

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE		10/12/2010	David Norgard
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		10/12/2010	David Norgard
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the Instructions for Form 5500.

Form 5500 (2009)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") Benefits Administration Committee <div style="text-align: center;">Quest Diagnostics Incorporated</div> 3 Giralda Farms Madison NJ 07940	3b Administrator's EIN 16-1387862 3c Administrator's telephone number 201-7298534
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name Ameripath Inc.	4b EIN 65-0642485 4c PN 001
5 Total number of participants at the beginning of the plan year	5 4,714
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).	
a Active participants	6a 3,263
b Retired or separated participants receiving benefits	6b 4
c Other retired or separated participants entitled to future benefits	6c 288
d Subtotal. Add lines 6a , 6b , and 6c	6d 3,555
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e 2
f Total. Add lines 6d and 6e	6f 3,557
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 2,765
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 67
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) ...	7

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: 2E, 2F, 2J, 2G, 2K

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	(1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☐ **R** (Retirement Plan Information)
 (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
 (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
 (2) ☐ **I** (Financial Information - Small Plan)
 (3) ☒ **1 A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☒ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

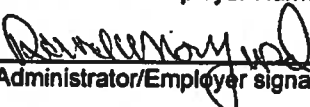
5500 EF Info - Practitioner Signature Agreement**Plan Administrator/Employer:**

In accordance with expanded EFAST2 signature options, I, the Plan Administrator/Employer for the following plan:
401(K) Savings Plan of Quest Diagnostics
Incorporated

give this written authorization to: Linda Maslar
to submit this return/report electronically and to sign this return/report with their EFAST2 UserID and PIN. I further acknowledge that an image of my manual signature will be included with the rest of the annual return/report posted by the DOL on the Internet for public disclosure.

David Norgard

Plan Administrator/Employer Name


Plan Administrator/Employer signature10/12/2010

Date

Practitioner:

I certify that I have been specifically authorized in writing by the plan administrator/employer, as applicable, to enter my EFAST2 PIN on this return/report in order to electronically submit this return/report. I further certify that: (1) I will retain a copy of the administrator's/employer's specific written authorization in my records; (2) I have attached to this electronic filing, in addition to any other required schedules or attachments, true and correct pdf copies of the first page of the completed Form 5500 or Form 5500-SF return/report bearing the manual signature of the plan administrator/employer under penalty of perjury and the second page of the completed Form 5500 or Form 5500-SF; (3) I advised the plan administrator/employer that by selecting this electronic signature option the pdf image of that manual signature will be included with the rest of the return/report posted by the Department of Labor (DOL) on the Internet for public disclosure; and (4) I will communicate to the plan administrator/employer any inquiries and information that I receive from EFAST2, DOL, IRS or PBGC regarding this annual return/report.

I declare that I am authorized to make and sign this statement. ☒ (Check "X" here)

SCHEDULE C SUPPLEMENTAL REPORT

THIS REPORT INCLUDES FEE-RELATED INFORMATION RECORDKEPT BY FIDELITY INVESTMENTS FOR THE PLAN, AS WELL AS INFORMATION MADE AVAILABLE TO FIDELITY THROUGH MORNINGSTAR, INC., AN INDEPENDENT INVESTMENTS RESEARCH COMPANY, AND CERTAIN OTHER SOURCES, WHICH HAS NOT BEEN INDEPENDENTLY VERIFIED BY FIDELITY. THE NOTES SECTION OF THIS REPORT MAY OR MAY NOT BE APPLICABLE TO YOUR PLAN. IN SOME CASES, YOU MAY ALSO NEED TO REFERENCE THE AUDITOR'S GUIDE FOR MORE DETAIL. PLEASE LOG INTO PSW TO ACCESS THE AUDITOR'S GUIDE AND RELATED DOCUMENTS THAT CAN ASSIST YOU AND/OR YOUR AUDITORS IN FACILITATING YOUR EMPLOYEE BENEFIT PLAN AUDIT.

PART I, LINE 1 - INFORMATION ON PERSONS EXCLUDED FROM THE REST OF PART I BECAUSE THEY RECEIVED ONLY ELIGIBLE INDIRECT FEES.

- IF THERE ARE NON-FIDELITY FUNDS IN THE PLAN AND ALL INFORMATION IS AVAILABLE IN THE ELIGIBLE INDIRECT COMPENSATION DISCLOSURE AT THE END OF THIS REPORT, CHECK "YES" AND IN PART I, LINE 1(b) ENTER FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC. - 04-2647786.
- IF ALL INFORMATION IS NOT AVAILABLE, YOU MAY NEED TO CONTACT THE APPLICABLE FUND FAMILY FOR ADDITIONAL INFORMATION AND DISCLOSE THE NAME AND EIN OF THE ENTITY PROVIDING THE DISCLOSURE IN PART I, LINE 1(b).

PART I, LINE 2 - INFORMATION ON SERVICE PROVIDERS RECEIVING DIRECT FEES

SERVICE PROVIDER NAME <i>Part I, Line 2(a)</i>	EIN/ADDRESS *1 <i>Part I, Line 2(a)</i>	SERVICE CODE <i>Part I, Line 2(b)</i>	RELATIONSHIP TO ER,EE,ORG OR PERSON OF INTEREST <i>Part I, Line 2(c)</i>	DIRECT COMP PAID BY PLAN <i>Part I, Line 2(d)</i>
COMMAND FINANCIAL PR	13-3924088	99	OTHER SERVICES	\$20,513
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	04-2647786	64 37 65	RECORDKEEPER	\$6,775