

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 2010 This Form is Open to Public Inspection
---	---	---

Part I	Annual Report Identification Information		
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>			
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 <u>401(K) SAVINGS PLAN OF QUEST DIAGNOSTICS INCORPORATED</u>	1b Three-digit plan number (PN) ►	<u>003</u>	
	1c Effective date of plan	<u>01/01/1994</u>	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>QUEST DIAGNOSTICS INCORPORATED</u> <u>C/O CORPORATE BENEFITS</u> <u>1290 WALL STREET WEST</u> <u>LYNDHURST, NJ 07071</u>	2b Employer Identification Number (EIN) <u>16-1387862</u>	2c Sponsor's telephone number <u>201-729-8534</u>	2d Business code (see instructions) <u>621510</u>

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	<u>Filed with authorized/valid electronic signature.</u>	<u>07/28/2011</u>	<u>DAVID NORGARD</u>
	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

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

Form 5500 (2010)
v.092307.1

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**4b** EIN**4c** PN**5** Total number of participants at the beginning of the plan year**5**

3557

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**

3098

b Retired or separated participants receiving benefits.....**6b**

11

c Other retired or separated participants entitled to future benefits.....**6c**

381

d Subtotal. Add lines **6a**, **6b**, and **6c**.....**6d**

3490

e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....**6e**

5

f Total. Add lines **6d** and **6e**.....**6f**

3495

g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....**6g**

2788

h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....**6h**

75

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 3H

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) ☐ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☒ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider 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>	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

<div>A Name of plan</div> <div>401(K) SAVINGS PLAN OF QUEST DIAGNOSTICS INCORPORATED</div>	<div>B Three-digit plan number (PN)</div> <div>▶</div> <div>003</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>QUEST DIAGNOSTICS INCORPORATED</div>	<div>D Employer Identification Number (EIN)</div> <div>16-1387862</div>

Part I

Service Provider Information (see instructions)

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

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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)

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	19240	Yes ☒ No ☐	Yes ☒ No ☐	0	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 ☐

(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	0

(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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
INVS GLB REAL EST IS-INVESCO CANADA 98-0557567	.35

(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:

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2010 This Form is Open to Public Inspection
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
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			
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)		2672000
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	123675302	143160000
(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)		
(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	123675302	145832000

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	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	123675302	145832000
---	-----------	-----------	-----------

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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	6383000	
(B) Participants	2a(1)(B)	13535000	
(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)		19918000

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)	119000	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		119000

(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)		0

(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)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		14745698
(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		34782698

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	12989000	
(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)		12989000
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)	31000	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		31000
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		13020000

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		21762698
l Transfers of assets:			
(1) To this plan.....	2l(1)		435000
(2) From this plan	2l(2)		41000

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 THORNTON 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.	X		

- 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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 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 2010 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan <u>401(K) SAVINGS PLAN OF QUEST DIAGNOSTICS INCORPORATED</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>QUEST DIAGNOSTICS INCORPORATED</u>	D Employer Identification Number (EIN) <u>16-1387862</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-2647786</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2010
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

**Financial Statements and Report of
Independent Certified Public Accountants
401(k) Savings Plan of Quest Diagnostics Incorporated**

December 31, 2010 and 2009

401(k) Savings Plan of Quest Diagnostics Incorporated

Index to Financial Statements and Additional Information

	<u>Page</u>
 Financial Statements	
Report of Independent Certified Public Accountants	1
Statements of Net Assets Available for Benefits at December 31, 2010 and 2009	2
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2010	3
Notes to Financial Statements	4
 Additional Information*	
Schedule H, line 4(i) – Schedule of Assets (Held at End of Year) December 31, 2010	13

* Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Participants and Administrator of

The 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 (the “Plan”) as of December 31, 2010 and 2009, and the related statement of changes in net assets available for benefits for the year ended December 31, 2010. 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 as 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, the net assets available for benefits of the 401(k) Savings Plan of Quest Diagnostics Incorporated as of December 31, 2010 and 2009, and the changes in net assets available for benefits for the year ended December 31, 2010, in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at the end of the year) is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan’s management. This supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.



New York, New York
June 24, 2011

401(k) Savings Plan of Quest Diagnostics Incorporated
Statements of Net Assets Available for Benefits
December 31, 2010 and 2009
(dollars in thousands)

	<u>2010</u>	<u>2009</u>
Assets		
Investment in Master Trust, at fair value	\$ 143,160	\$ 121,647
Notes receivable from participants	<u>2,672</u>	<u>2,028</u>
Total assets	145,832	123,675
Liabilities		
Excess contributions payable	<u>-</u>	<u>10</u>
Net assets available for benefits, reflecting investments at fair value	145,832	123,665
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(223)</u>	<u>(307)</u>
Net assets available for benefits	<u>\$ 145,609</u>	<u>\$ 123,358</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, 2010
(dollars in thousands)

Additions to net assets attributed to:

Net investment income from Master Trust	\$	14,830
Interest income from notes receivable from participants		119

Contributions

Employer		6,383
Participants		<u>13,535</u>
Total contributions		<u>19,918</u>

Total additions		<u>34,867</u>
-----------------	--	---------------

Deductions from net assets attributed to:

Benefits paid to participants		12,979
Administrative expenses		<u>31</u>
Total deductions		<u>13,010</u>

Net increase		21,857
Net transfers from other plans		394

Net assets available for benefits:

Beginning of year		<u>123,358</u>
-------------------	--	----------------

End of year	\$	<u><u>145,609</u></u>
-------------	----	-----------------------

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

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 (the “Plan”) was established as a defined contribution plan by AmeriPath, Inc. (“AmeriPath” or the “Company”) and its affiliates to provide eligible employees with retirement benefits. AmeriPath is a wholly-owned subsidiary of Quest Diagnostics Incorporated (“Quest Diagnostics”). 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, and the Company matching contribution was increased to 100% up to the first 4% of the participant’s eligible compensation, as defined. 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.

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 \$116 of the Pathology Affiliated Services Inc. Employees 401(k) Profit Sharing Plan & Trust related to certain employees of the Company were transferred into the Plan during February 2010.

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. 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.

401(k) Savings Plan of Quest Diagnostics Incorporated

Notes to Financial Statements (dollars in thousands) – continued

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 – Participants may elect to have their voluntary contributions and Company matching contributions invested in any or all of the available investment funds, most of which are managed by Fidelity Management & Research Company ("FMRC"). 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 Quest Diagnostic'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. In addition, 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 to have those dividends automatically reinvested.

Master Trust – As of December 31, 2010 and 2009, the Plan owned 5.5% and 5.2% of the assets in the Master Trust, respectively.

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 direct rollover into another eligible retirement plan or traditional individual retirement account, installment payments, or for appropriate assets, an annuity.

401(k) Savings Plan of Quest Diagnostics Incorporated

Notes to Financial Statements (dollars in thousands) – continued

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 59 ½, subject to certain limitations as defined by the Plan.

Forfeitures – Employer contributions in forfeited nonvested accounts may be used to reduce future employer contributions or pay the Plan's expenses. The forfeiture account was not material as of December 31, 2010. A forfeiture account of \$357 was included in the Fidelity Managed Income Portfolio Class 3 Fund (the "Portfolio") as of December 31, 2009. In 2010, matching contributions made by the Company were reduced by forfeitures of \$376.

Notes Receivable from 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 – Certain investments of the Master Trust as of December 31, 2010 and 2009 are shares of mutual funds, a money market fund, and a collective fund managed by FMRC. These transactions qualify as party-in-interest transactions. As of December 31, 2010 and 2009, Master Trust investments with a fair value of \$1,994,637 and \$1,736,243, respectively, were managed by FMRC.

The Company also is a party-in-interest to the Plan under the definition provided in Section 3(14) of ERISA. Therefore, Quest Diagnostics Stock Fund transactions qualify as party-in-interest transactions. As of December 31, 2010 and 2009, the total fair value of the Master Trust's investment in the Quest Diagnostics Stock Fund was \$311,241 and \$373,926, respectively. During 2010, total purchases and sales of Quest Diagnostics stock by the Master Trust were \$25,287 and \$46,471, respectively.

In addition, notes receivable from participants qualify as party-in-interest transactions. As of December 31, 2010 and 2009, the carrying value of the Master Trust's notes receivable from participants was \$83,091 and \$76,971, respectively.

Tax Status – The Internal Revenue Service ("IRS") 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. During January 2011, the Plan applied for a tax determination letter, which is currently pending issuance from the IRS. The Plan Sponsor believes that the Plan, as amended and restated since the IRS determination, continues to be designed and operated in compliance with the applicable requirements of the Internal

401(k) Savings Plan of Quest Diagnostics Incorporated

Notes to Financial Statements (dollars in thousands) – continued

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, which is appointed by Quest Diagnostics' Board of Directors. The Plan's trustee and record keeper are FMTC and Fidelity Investments Institutional Operations Company, Inc., respectively.

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 or if Company contributions are completely discontinued.

2. Summary of Significant Accounting Policies

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

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States ("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 as of December 31, 2010 and 2009, respectively, are valued at the net asset value determined by FMRC, which approximates fair value. 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, 2010.

401(k) Savings Plan of Quest Diagnostics Incorporated

Notes to Financial Statements (dollars in thousands) – continued

The Financial Accounting Standards Board (“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 attributable to fully benefit-responsive investment contracts (the Portfolio) held by the Master Trust as of December 31, 2010 and 2009. 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, 2010 and 2009, adjustments of \$223 and \$307, respectively, were necessary to decrease the fair value of the Plan’s investment in the Master Trust attributable to the Portfolio to contract value. For the years ended December 31, 2010 and 2009, the Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis, as it pertains to the Portfolio.

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

Notes Receivable From Participants – Notes receivable from participants are valued at their unpaid principal balance, plus any accrued but unpaid interest. Interest income from notes receivable from participants is recorded on an accrual basis.

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

Net investment income from Master Trust represents the Plan’s share of the dividends, interest, and net realized and unrealized gains on investments held by 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, and are determined by either the principal market or the most advantageous market.

Inputs used in the valuation techniques to derive fair values are classified based on 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. |

401(k) Savings Plan of Quest Diagnostics Incorporated

Notes to Financial Statements (dollars in thousands) – continued

New Accounting Standards – 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 was effective for the Plan as of January 1, 2010. The adoption of these provisions of the amendment did not have a material effect on the Plan's disclosures. 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 as of January 1, 2011. The Plan does not expect the adoption of this provision of the amendment to have a material effect on the Plan's disclosures.

In September 2010, the FASB issued an amendment to the accounting standards related to participant loans. Under this standard, participant loans are classified as notes receivable from participants, which are segregated from plan investments and measured at their principal balance plus any accrued but unpaid interest. This amendment, which was adopted by the Plan as of December 31, 2010, requires retrospective application to all periods presented. Prior year balances and disclosures have been revised to reflect the retrospective application of adopting this amendment. The adoption of this amendment, which did not affect Net Assets Available for Benefits, resulted in a reclassification of participant loans of \$2,028 from Investment in Master Trust, at fair value, to Notes Receivable from Participants in the Statement of Net Assets Available for Benefits as of December 31, 2009.

3. Master Trust

The following table presents the net assets available for benefits of the Master Trust as of December 31:

	2010	2009
Investments, at fair value:		
Mutual funds	\$ 1,945,455	\$ 1,644,163
Quest Diagnostics Stock Fund	311,241	373,926
Collective fund	273,811	277,761
Money market fund	16,423	9,547
Total investments at fair value	2,546,930	2,305,397
Adjustment to contract value	(2,703)	(3,447)
Total investments	2,544,227	2,301,950
Notes receivable from participants	83,091	76,971
Net assets available for benefits	<u>\$ 2,627,318</u>	<u>\$ 2,378,921</u>

401(k) Savings Plan of Quest Diagnostics Incorporated

Notes to Financial Statements (dollars in thousands) – continued

The following table presents the net investment income of the Master Trust for the year ended December 31, 2010:

	Interest and Dividends	Realized and Unrealized Gains (Losses)	Net Investment Income (Loss)
Investments:			
Mutual funds	\$ 37,590	\$ 202,820	\$ 240,410
Quest Diagnostics Stock Fund	2,345	(39,470)	(37,125)
Collective fund	4,920	3,447	8,367
Money market fund	<u>1</u>	<u>-</u>	<u>1</u>
	44,856	166,797	211,653
Notes receivable from participants	<u>4,370</u>	<u>-</u>	<u>4,370</u>
	<u>\$ 49,226</u>	<u>\$ 166,797</u>	<u>\$ 216,023</u>

4. Fair Value Measurements

The following tables provide a summary of the assets in the Master Trust that are measured at fair value on a recurring basis:

December 31, 2010	Total	Basis of Fair Value Measurements		
		Quoted Prices in Active Markets for Identical Assets / Liabilities Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
Mutual funds:				
Blended fund investments	\$ 987,924	\$ 987,924	\$ -	\$ -
Equity fund investments	843,244	843,244	-	-
Managed income fund investments	<u>114,287</u>	<u>114,287</u>	<u>-</u>	<u>-</u>
Total mutual funds	1,945,455	1,945,455	-	-
Quest Diagnostics Stock Fund	311,241	311,241	-	-
Collective fund	273,811	-	273,811	-
Money market fund	<u>16,423</u>	<u>-</u>	<u>16,423</u>	<u>-</u>
Total investments	<u>\$ 2,546,930</u>	<u>\$ 2,256,696</u>	<u>\$ 290,234</u>	<u>\$ -</u>

401(k) Savings Plan of Quest Diagnostics Incorporated

Notes to Financial Statements (dollars in thousands) – continued

December 31, 2009	Total	Basis of Fair Value Measurements		
		Quoted Prices in Active Markets for Identical Assets / Liabilities Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
Mutual funds:				
Blended fund investments	\$ 804,757	\$ 804,757	\$ -	\$ -
Equity fund investments	735,576	735,576	-	-
Managed income fund investments	<u>103,830</u>	<u>103,830</u>	-	-
Total 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	<u>9,547</u>	-	<u>9,547</u>	-
Total investments	<u>\$ 2,305,397</u>	<u>\$ 2,018,089</u>	<u>\$ 287,308</u>	<u>\$ -</u>

Mutual funds and the Quest Diagnostics Stock Fund are classified within Level 1 because the fair values of those funds are derived from observable inputs that reflect quoted prices in active markets.

The Portfolio is a collective fund that invests in short-term bonds, fixed income securities bond funds 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 income 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 1.82% and 1.53% at December 31, 2010 and 2009, respectively. The average yield rate was 2.25% and 2.74% for 2010 and 2009, respectively. 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 the fair values of those funds are primarily derived from inputs other than quoted prices that are observable.

5. Excess Contributions Payable

Contributions received from participants in 2009 of approximately \$10 were 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 were recorded as excess contributions payable in the Statement of Net Assets Available for Benefits as of December 31, 2009. There were no excess contributions payable as of December 31, 2010.

401(k) Savings Plan of Quest Diagnostics Incorporated

Notes to Financial Statements (dollars in thousands) – continued

6. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of the Plan's net assets available for benefits per the financial statements to the Form 5500 as of December 31:

	<u>2010</u>	<u>2009</u>
Net assets available for benefits per the financial statements	\$ 145,609	\$ 123,358
Add: adjustment to fair value from contract value for fully benefit-responsive investment contracts	223	307
Add: excess contribution payable	<u>-</u>	<u>10</u>
Net assets available for benefits per the Form 5500	<u>\$ 145,832</u>	<u>\$ 123,675</u>

The following is a reconciliation of the Plan's net investment income per the financial statements to the Form 5500 for the year ended December 31, 2010:

Net investment income from Master Trust per the financial statements	\$ 14,830
Add: current year adjustment to fair value from contract value for fully benefit-responsive investment contracts	223
Less: prior year adjustment to fair value from contract value for fully benefit-responsive investment contracts	<u>(307)</u>
Investment income per the Form 5500	<u>\$ 14,746</u>

The following is a reconciliation of benefits paid per the financial statements to the Form 5500 for the year ended December 31, 2010:

Benefits paid per the financial statements	\$ 12,979
Add: excess contributions payable – prior year	<u>10</u>
Benefits paid per the Form 5500	<u>\$ 12,989</u>

7. Subsequent Events

The Company evaluated its December 31, 2010 financial statements for subsequent events for recognition or disclosure through June 24, 2011, the date the financial statements were available to be issued.

401(k) Savings Plan of Quest Diagnostics Incorporated

EIN: #16-1387862 Plan: #003

Schedule H, line 4(i) - Schedule of Assets (Held at End of Year)

December 31, 2010

(dollars in thousands)

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description	(d) Cost	(e) Current Value
*	Notes receivable from participants	**	-	<u>\$ 2,672</u>

* "Party-in-interest" to the Plan.

** Rates range from 4.25% to 9.75%; maturities vary by participant.

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>
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	04-2647786	64 37 65	RECORDKEEPER	\$19,240

Plan: 93265

401(K) Savings Plan of Quest Diagnostics Incorporated

Run Date: 02/17/2011

SCHEDULE C SUPPLEMENTAL REPORT

PART I, LINE 3 - INFORMATION ON SERVICE PROVIDERS RECEIVING INDIRECT FEES

SERVICE PROVIDER NAME <i>Part I, Line 3(a)</i>	SERVICE CODE <i>Part I, Line 3(b)</i> <i>Part I, Line 2(b)</i>	AMOUNT OF INDIRECT COMPENSATION <i>Part I, Line 3(c)</i>	NAME OF SOURCE OF INDIRECT COMPENSATION <i>Part I, Line 3(d)</i>	EIN/ADDRESS OF SOURCE OF INDIRECT COMPENSATION *1 <i>Part I, Line 3(d)</i>	DESCRIPTION OF INDIRECT COMPENSATION (ANNUALIZED FORMULA) <i>Part I, Line 3(e)</i>
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	\$0	INVS GLB REAL EST IS - INVESCO CANADA FUND INC.	98-0557567	0.35%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	\$0	LD ABBETT SMCVAL I - DST SYSTEMS, INC.	43-1581814	0.10%

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
0004	FID PURITAN - FIDELITY MANAGEMENT RESEARCH COMPANY ("FMR")	FPURX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.41%
0022	FID CONTRAFUND - FIDELITY MANAGEMENT RESEARCH COMPANY ("FMR")	FCNTX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.76%
0023	FID EQUITY INC - FIDELITY MANAGEMENT RESEARCH COMPANY ("FMR")	FEQIX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.46%
0093	FID OTC PORTFOLIO - FIDELITY MANAGEMENT RESEARCH COMPANY ("FMR")	FOCPX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.82%
0316	FID LOW PRICED STK - FIDELITY MANAGEMENT RESEARCH COMPANY ("FMR")	FLPSX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.77%

Plan: 93265

401(K) Savings Plan of Quest Diagnostics Incorporated

Run Date: 02/17/2011

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
0325	FID DIVERSIFD INTL - FIDELITY MANAGEMENT RESEARCH COMPANY ("FMR")	FDIVX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.72%
0369	FID FREEDOM INCOME - STRATEGIC ADVISERS, INC.	FFFAX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.50%*5
0370	FID FREEDOM 2000 - STRATEGIC ADVISERS, INC.	FFFBX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.51%*5
0371	FID FREEDOM 2010 - STRATEGIC ADVISERS, INC.	FFFCX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.67%*5
0372	FID FREEDOM 2020 - STRATEGIC ADVISERS, INC.	FFFDX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.74%*5
0373	FID FREEDOM 2030 - STRATEGIC ADVISERS, INC.	FFFEY	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.79%*5

Plan: 93265

401(K) Savings Plan of Quest Diagnostics Incorporated

Run Date: 02/17/2011

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION FORMULA	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
0415	FID US TREA MM - FIDELITY MANAGEMENT RESEARCH COMPANY ("FMR")	FDLXX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.42%
0718	FID FREEDOM 2040 - STRATEGIC ADVISERS, INC.	FFFFX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.81%*5
0769	FID MIP II CL 3	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6
1312	FID FREEDOM 2005 - STRATEGIC ADVISERS, INC.	FFVFX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.64%*5
1313	FID FREEDOM 2015 - STRATEGIC ADVISERS, INC.	FFVFX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.68%*5
1314	FID FREEDOM 2025 - STRATEGIC ADVISERS, INC.	FFTWX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.76%*5
1315	FID FREEDOM 2035 - STRATEGIC ADVISERS, INC.	FFTHX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.81%*5

Plan: 93265

401(K) Savings Plan of Quest Diagnostics Incorporated

Run Date: 02/17/2011

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
1523	SPIN 500 INDEX ADV - FIDELITY MANAGEMENT RESEARCH COMPANY ("FMR")	FUSVX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.07%
1617	FID FREEDOM 2045 - STRATEGIC ADVISERS, INC.	FFFGX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.82%*5
1618	FID FREEDOM 2050 - STRATEGIC ADVISERS, INC.	FFFHX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.84%*5
2080	FID CONTRAFUND K - FIDELITY MANAGEMENT RESEARCH COMPANY ("FMR")	FCNKX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.76%
2082	FID DIVERSIFIED INTL K - FIDELITY MANAGEMENT RESEARCH COMPANY ("FMR")	FDIKX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.72%
2085	FID EQUITY INCOME K - FIDELITY MANAGEMENT RESEARCH COMPANY ("FMR")	FEIKX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.46%

Plan: 93265

401(K) Savings Plan of Quest Diagnostics Incorporated

Run Date: 02/17/2011

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
2095	FID LOW PRICED STK K - FIDELITY MANAGEMENT RESEARCH COMPANY ("FMR")	FLPKX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.77%
2097	FID MID CAP STOCK K - FIDELITY MANAGEMENT RESEARCH COMPANY ("FMR")	FKMCX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.33%
2098	FID OTC K - FIDELITY MANAGEMENT RESEARCH COMPANY ("FMR")	FOCKX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.82%
2100	FID PURITAN K - FIDELITY MANAGEMENT RESEARCH COMPANY ("FMR")	FPUKX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.41%
2171	FID FREEDOM K INCOME - STRATEGIC ADVISERS, INC.	FFKAX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.42%*5
2172	FID FREEDOM K 2000 - STRATEGIC ADVISERS, INC.	FFKBX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.43%*5

Plan: 93265

401(K) Savings Plan of Quest Diagnostics Incorporated

Run Date: 02/17/2011

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION FORMULA	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
2173	FID FREEDOM K 2005 - STRATEGIC ADVISERS, INC.	FFKVX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.52%*5
2174	FID FREEDOM K 2010 - STRATEGIC ADVISERS, INC.	FFKCX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.53%*5
2175	FID FREEDOM K 2015 - STRATEGIC ADVISERS, INC.	FKVFX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.54%*5
2176	FID FREEDOM K 2020 - STRATEGIC ADVISERS, INC.	FFKDX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.57%*5
2177	FID FREEDOM K 2025 - STRATEGIC ADVISERS, INC.	FKTWX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.59%*5
2178	FID FREEDOM K 2030 - STRATEGIC ADVISERS, INC.	FFKEX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.61%*5

Plan: 93265

401(K) Savings Plan of Quest Diagnostics Incorporated

Run Date: 02/17/2011

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION FORMULA)	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
2179	FID FREEDOM K 2035 - STRATEGIC ADVISERS, INC.	FKTHX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.61%*5
2180	FID FREEDOM K 2040 - STRATEGIC ADVISERS, INC.	FFKFX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.62%*5
2181	FID FREEDOM K 2045 - STRATEGIC ADVISERS, INC.	FFKGX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.62%*5
2182	FID FREEDOM K 2050 - STRATEGIC ADVISERS, INC.	FFKHX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.63%*5
OKFN	VANG DEV MKTS INST - VANGUARD GROUP, INC.	VIDMX	VANGUARD	FUND MANAGEMENT	0.06%
OKST	INV'S GLB REAL EST IS - INVESCO ADVISERS, INC	IGREX	INVESCO	FUND MANAGEMENT	0.75%

Plan: 93265

401(K) Savings Plan of Quest Diagnostics Incorporated

Run Date: 02/17/2011

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
OMLX	VANG DEV MKTS INDEX - VANGUARD GROUP, INC.	VDMIX	VANGUARD	FUND MANAGEMENT	0.19%
OQFC	VANG TOT BD MKT INST - VANGUARD GROUP, INC.	VBTIX	VANGUARD	FUND MANAGEMENT	0.04%
OQWP	LD ABBETT SMC PVAL I - LORD, ABBETT & CO LLC	LRSYX	LORD ABBETT	FUND MANAGEMENT	0.75%
OSZV	TRP INST LGCAP GRTH - T. ROWE PRICE ASSOCIATES, INC.	TRLGX	T. ROWE PRICE	FUND MANAGEMENT	0.55%
OURM	VANG TOT BD MK IS PL - VANGUARD GROUP, INC.	VBMPX	VANGUARD	FUND MANAGEMENT	0.03%
TCCQ	QUEST STOCK FUND	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6

Plan: 93265

401(K) Savings Plan of Quest Diagnostics Incorporated

Run Date: 02/17/2011

SCHEDULE C SUPPLEMENTAL REPORT

*1 If EIN is provided, Address will not be provided. If EIN is not available and Address is available, the Address will be displayed. If neither EIN nor Address is available "See Note *2" will be displayed.

*2 If the compensation being reported relates to a non-Fidelity fund and/or other third party service provider, complete information is not available to Fidelity. More information may be found in the Auditor's Guide, prospectus and/or statement of additional information for each investment as well as by contacting the non-Fidelity fund company or third party service provider directly. If the compensation being reported relates to a Fidelity fund, additional information regarding the fund can be found in one or more of the following sources: investment management agreement, trust agreement, collective trust participation agreement, commingled pool participation agreement, mutual fund prospectus, statement of additional information, the fund's investment manager or annuity provider.

*3 For Self-Directed Brokerage Investments, each fund family may offer an indirect support fee paid to Fidelity Investments. Each indirect support fee paid by a fund may differ depending on the form of investment. Please contact your Fidelity representative to receive information on indirect support fees for your Self-Directed Brokerage Investments.

*4 Net Expense Ratio is displayed.

*5 Gross Expense Ratio is displayed.

*6 The fee information for this fund can be found in one or more of the following sources: investment management agreement, trust agreement, collective trust participation agreement, commingled pool participation agreement, mutual fund prospectus, the fund's investment manager or annuity provider.

Additional Information:

Fidelity may have provided non-monetary compensation, such as meals or business entertainment, to associates or service providers during the plan year for which this data is being reported. If you believe there are associates or plan service providers who have received total non-monetary compensation, from all sources of \$5,000 or more, that are not reflected on this report, you may contact your Fidelity representative and ask for a detailed summary of non-monetary compensation provided during the plan year. For additional information, please refer to the Auditor's Guide.

Name of Plan:	
▶ 401(k) Savings Plan of Quest Diagnostics Incorporated	
Employer Identification Number:▶	16-1387862
For plan year (beginning/ending):▶	01/01/2010 - 12/31/2010
Plan number:▶	003

[illegible]