

MATERIAL CHANGE NOTICE SUBMISSION DETAILS

MCN Number	2025-02-28-1318
OHCA Review Start Date	May 28, 2025
Anticipated date (unless tolled per regulation) by which OHCA could waive cost and market impact review	July 14, 2025
Anticipated date (unless tolled per regulation) by which OHCA could determine cost and market impact review required	July 28, 2025

SUBMITTER

HEALTH CARE ENTITY CONTACT FOR PUBLIC INQUIRY

Title	Executive Director
First Name	Wendy
Last Name	Bost
Email Address	mediacontact@questdiagnostics.com

GENERAL

Business Name	Quest Diagnostics Incorporated
Website	www.questdiagnostics.com
Ownership Type	Corporation
Tax Status	For-profit
Federal Tax ID	16-1387862
Description of Submitting Organization	<p>Quest Diagnostics Incorporated ("Quest Diagnostics" or "Quest") is a national provider of clinical laboratory testing. Quest Diagnostics works across the healthcare ecosystem to provide diagnostic and laboratory testing to empower people, physicians and organizations to take action to improve health outcomes. Derived from one of the world's largest databases of de-identifiable clinical lab results, Quest Diagnostics' database reveals new avenues to identify and treat disease, inspire healthy behaviors, and improve healthcare management. Quest Diagnostics annually serves one in three adult Americans and half the physicians and hospitals in the United States, and our more than 55,000 employees understand that, in the right hands and with the right context, our diagnostic insights can inspire actions that transform lives and create a healthier world. Quest Diagnostics conducts its business through its headquarters in Secaucus, New Jersey, and its laboratories, patient service centers, offices and other facilities around</p>

	<p>the United States and in selected locations outside the United States.</p> <p>Please see the attached organizational chart for more information regarding Quest Diagnostics' governance structure and a list of subsidiaries.</p>
Health Care Provider	Yes
For Providers: Desc. of Capacity or Patients served in California	<p>Quest Diagnostics provides an extensive menu of laboratory testing across clinical and pathology sub-specialty areas and diagnostic technologies. Quest Diagnostics' Diagnostics Information Services business is its only reportable segment.</p> <p>Laboratories in California: Quest Diagnostics currently operates 21 laboratories in California, including the San Juan Capistrano esoteric lab which serves the entire United States. Please see attached list for more information.</p> <p>Patients Served in California: Quest Diagnostics operates 347 patient service centers in California and had a total of 25.9 million patient requisitions in California in 2024.</p> <p>Employees: In addition, Quest Diagnostics has 6,541 California employees.</p>

LOCATIONS

Counties	All Counties
California licenses and numbers	See Attachment 1: Quest Diagnostics, Inc. California Laboratory Licenses for a list of health care related licenses and registrations held by Quest Diagnostics in California.
Other States Served	None; AK; AL; AR; AZ; CO; CT; DC; DE; FL; GA; HI; IA; ID; IL; IN; KS; KY; LA; MA; MD; ME; MI; MN; MO; MS; MT; NC; ND; NE; NH; NJ; NM; NV; NY; OH; OK; OR; PA; RI; SC; SD; TN; TX; UT; VA; VT; WA; WI; WV; WY
Other state(s) licenses and numbers	Quest Diagnostics holds health care related licenses and registrations in the other states in which it operates, as required by law.

Primary Languages used when providing services	English; Arabic; Armenian; Cambodian; Chinese; Farsi; Hindi; Hmong; Japanese; Korean; Mien; Punjabi; Russian; Spanish; Tagalog; Thai; Vietnamese
Other language if not listed above	Laotian

MATERIAL CHANGE

ADDITIONAL ENTITIES

Business Name	Description of the Organization	Ownership Type	Additional MCN Submission
Fresenius Medical Care Holdings, Inc	<p>Fresenius is the leading provider of products and services for individuals with renal diseases. Fresenius offers products and services along the entire dialysis value chain from a single source. As of December 31, 2023, Fresenius cared for more than 332,000 patients in its global network of roughly 4,000 dialysis clinics. At the same time, Fresenius operated around 40 production sites on all continents, to provide dialysis products such as dialysis machines, dialyzers and related disposables. Fresenius aims to continuously improve its patients' quality of life by offering them high-quality products as well as innovative technologies and treatment concepts. Fresenius's corporate headquarters are located in Bad Homburg v. d. Höhe, Germany. The North American regional offices are located in Waltham, Massachusetts. Fresenius is a New York corporation.</p> <p>Business lines or segments: (1) Health care products, focusing on hemodialysis, peritoneal dialysis, and acute dialysis products; and (2) Health care services, including dialysis services and other health care services.</p> <p>Ownership type: Submitter is the subsidiary of Fresenius SE & Co. KGaA, a partnership limited by shares formed under the laws of Germany (the ultimate parent). Submitter is the parent of Spectra Laboratories, Inc. and Spectra East, Inc., both of which are also parties to this transaction.</p>	Corporation	Yes

Spectra East, Inc.	For more information on Spectra East, Inc. Please refer to MCN 2025-03-12-1360.	Corporation	No
Spectra Laboratories, Inc.	For more information on Spectra Laboratories, Inc. please refer to MCN 2025-03-12-1360.	Corporation	Yes

CRITERIA

A health care entity with annual revenue, as defined in section 97435(d) , of at least \$25 million or that owns or controls California assets of at least \$25 million, or;	Yes
A health care entity with annual revenue, as defined in section 97435(d) , of at least \$10 million or that owns or controls California assets of at least \$10 million and is a party to a transaction with any health care entity satisfying subsection (b)(1), or	Yes
A health care entity located in a designated primary care health professional shortage area in California, as defined in Part 5 of Subchapter A of Chapter 1 of Title 42 of the Code of Federal Regulations (commencing with section 5.1), available at data.hrsa.gov . To determine if you are located in a primary health care professional shortage area, please visit here	No

CIRCUMSTANCES FOR FILING

The proposed fair market value of the transaction is \$25 million or more and the transaction concerns the provision of health care services.	Yes
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TRANSACTION DETAILS

Anticipated Date of Transaction Closure	7/1/2025
Description of the Transaction	<p>Goals of the Transaction: The transaction is expected to provide patients, physicians and external customers with greater access to Quest's comprehensive, high-quality laboratory services, scientific expertise and expanded testing capabilities in key regions across the United States. The transaction will increase access to a wide range of renal lab services, such as chemistry, hematology, microbiology and trace element testing.</p> <p>Summary of Transaction: The transaction is an asset sale, through which Quest Diagnostics will acquire certain Spectra Laboratories, Inc. assets in accordance with the terms of the negotiated Asset Purchase Agreement. Quest will acquire Spectra's laboratory services business providing</p>

	<p>dialysis and environmental and water testing services to external customers. The acquired assets include certain contracts, inventory, equipment and supplies.</p> <p>Statement of why the Transaction is Desirable: The transaction is expected to provide patients, physicians, and external customers with greater access to Quest's comprehensive, high-quality laboratory services, scientific expertise, and expanded testing capabilities in key regions across the United States, especially with respect to a wide range of renal lab services, such as chemistry, hematology, microbiology and trace element testing.</p> <p>Competitive Impacts of the Transaction: The transaction will have a positive public impact as Quest will be better positioned to provide patients and providers with superior levels of service quality and robust testing offerings.</p> <p>Potential Adverse Impacts of the Transaction: There is no expected adverse impact to the public that will result from the transaction.</p>
Submitted to US Department of Justice or Federal Trade Commission?	No
Submitted to Other Agency?	Yes
Date of Submission	2/28/2025
To Whom Submitted	Indiana Office of Attorney General
Description of Submission (Include Agency name(s) and State(s))	The parties filed an Indiana Healthcare Transaction Notice with the Indiana Attorney General's Office. This Notice listed all parties to the transaction, a description of the health care parties, a description of the transaction, and the materials to be filed with to other Federal and State agencies.
Subject to court proceeding	No
Description of current services provided and expected post-transaction impacts on health care services	<p>For more information on the current services provided, please refer to MCN 2025-03-12-1360.</p> <p>Quest Diagnostics provides laboratory testing services to patients across the U.S. and does not anticipate any changes to these services as a result of the transaction.</p> <p>Medicare and Medi-Cal patients are currently accepted and will continued to be accepted after the close of this transaction. We do not anticipate any post transaction changes to the</p>

	services provided to Medicare and Medi-Cal patients.
Prior mergers or acquisitions that: (A) involved the same or related health care services; (B) involved at least one of the entities, or their parents, subsidiaries, predecessors, or successors, in the proposed transaction; and (C) were closed in the last ten years.	Please see List of Acquisitions - Quest Diagnostics.
Description of Potential Post Transaction Changes	<p>Quest Diagnostics does not currently anticipate making any ownership, governance, or operational structure changes related to the Spectra assets post-closing.</p> <p>As noted above, Quest Diagnostics has 6,541 employees in the state of California as of February 21, 2025.</p> <p>Quest Diagnostics does not currently anticipate making any changes to city or county contracts, if any, regarding the provision of health care services that are related to the Spectra's assets post-closing.</p> <p>The parties are unaware of any potential post-transaction changes to comparable health services offered by other health care entities within 20 miles of any other party's location.</p> <p>Quest does not anticipate any post transaction changes to staffing levels, job security, retraining policies, wages, working conditions, and/or employment protections.</p> <p>For more information see Section 5.15 of the Asset Purchase Agreement included with this filing.</p>
Description of the nature, scope, and dates of any pending or planned material changes occurring between the Submitter and any other entity, within the 12 months following the date of the notice	Quest Diagnostics does not anticipate any material changes occurring within 12 months of the date following submission of this notice.

Quest Diagnostics, Inc. – California Licenses

ADDRESS_1	ADDRES_2	CITY	STATE	ZIPCODE	COUNTY	SERVICE_TYPES	CLIA_LICENSE_NUMBER	CAP_LICENSE_NUMBER	STATE_LICENSE_NUMBER
8407 Fallbrook Ave	Suite 100	West Hills	CA	91304-3226	Los Angeles	TESTING	05D0550302	2277101	437; LCO01791; CDF00002586; 022376A; 3197
8401 Fallbrook Ave		West Hills	CA	91304-3226	Los Angeles	TESTING	05D0642827	2300401	CDF-00000148; 09620A
3714 Northgate Blvd		Sacramento	CA	95834-1617	Sacramento	ADMINISTRATIVE,SEMENT ANALYSIS,TESTING	05D0644209	2420301	CDF00000253
7600 Tyrone Ave		Van Nuys	CA	91405-1449	Los Angeles	IDAA ACCESSIONING,TESTING	05D0642827	2300401	CDF-00000148
8403 Fallbrook Ave		West Hills	CA	91304-3226	Los Angeles	HISTO / CYTO	05D0939429	7092101	CDF-00011437
3620 Northgate Blvd		Sacramento	CA	95834-1619	Sacramento	HISTO / CYTO	05D2101381	9376538	CDF00348234
245 Terracina Blvd	Ste 104B Rrl	Redlands	CA	92373-4879	San Bernardino	IDAA ACCESSIONING,T-SPOT.TB TEST,TESTING	05D0552553	2343301	CDF-00002250
2065 Sperry Avenue	Suite A-rrl	Ventura	CA	93003-7451	Ventura	TESTING	05D0584787	2716901	CDF-00002885
2369 Bering Dr		San Jose	CA	95131-1125	Santa Clara	TESTING	05D0608832	2400101	CDF00002378
431 S. Batavia Street	Suite 102	Orange	CA	92868-3937	Orange	TESTING	05D0643397	4423501	CDF-00004025
857 W Childs Ave		Merced	CA	95341-6862	Merced	IDAA ACCESSIONING,TESTING	05D0644027		CLF00004175
2510 Airpark Drive	Suite 202	Redding	CA	96001-2461	Shasta	IDAA ACCESSIONING,TESTING	05D0644239		CLF00001775
7060 N Recreation Ave	Ste 106	Fresno	CA	93720-8022	Fresno	TESTING	05D0664641		CLF00003078
2999 Regent St	Ste 101	Berkeley	CA	94705-2116	Alameda	IDAA ACCESSIONING,T-SPOT.TB TEST,TESTING	05D0670381		CLF00004598
612 W Duarte Rd	Ste 103 Rrl	Arcadia	CA	91007-9224	Los Angeles	IDAA ACCESSIONING,T-SPOT.TB TEST,TESTING	05D0670387	4185701	CDF-00001340
2291 W March Lane	Suite 145 F	Stockton	CA	95207-6652	San Joaquin	IDAA ACCESSIONING,T-SPOT.TB TEST,TESTING	05D0700053		CLF389
6985 Arlington Ave	Ste C	Riverside	CA	92503-1516	Riverside	TESTING	05D0702479	7185220	CLF-00010344

Quest Diagnostics, Inc. – California Licenses

ADDRESS_1	ADDRE SS_2	CITY	STA TE	ZIPCO DE	COUNT Y	SERVICE_TYPES	CLIA_LIC_N UMBER	CAP_LIC_N UMBER	STATE_LIC_NUMBER
9245 Activity Rd Ste 109-110		San Diego	CA	92126- 4441	San Diego	TESTING	05D0707476	2324201	CDF00001756
7000 Boulder Avenue		Highland	CA	92346- 3348	San Bernardin o	IDAA ACCESSIONING,TESTING	05D0895056	3820602	CDF-00010886
9500 STOCKDALE HWY	STE 107	BAKERSFIELD	CA	93311- 3621	KERN	IDAA ACCESSIONING,TESTING	05D0909695	2358402	CDF-00010976
33608 Ortega Hwy		SAN JUAN CAPISTRANO	CA		ORANGE	ADMINISTRATIVE, TESTING	05D0643352	2285201	CDF 00002562; 2478 ; LCO00194; 022174A; 290

DATE OF ACQUISITION	DESCRIPTION OF ACQUISITION
September 30, 2024	Asset Purchase by Quest Diagnostics Incorporated from Collaborative Care Holdings, LLC of the laboratory business of 3 physician groups in New York
September 16, 2024,	Asset Purchase of select laboratory assets from Allina Health System, to service outreach provider clients across Minnesota and Wisconsin.
February 12, 2024	Asset Purchase of select assets of Lenco Diagnostic Laboratories, Inc., an independent clinical diagnostic laboratory provider serving physicians in New York State.
June 20, 2023	Equity Purchase of Haystack Oncology, Inc., a company that developed a highly sensitive minimal-residual disease (MRD) testing technology (cancer-detection technology)
April 17, 2023	Asset Purchase of select laboratory assets from The New York and Presbyterian Hospital to service outreach provider clients in select NY counties
January 21, 2020	Equity Purchase of Blueprint Genetics Oy, a specialty genetic testing company located in Finland and with most of its revenue ex-U.S. with expertise in gene variant interpretation based on next generation sequencing (NGS) and proprietary bioinformatics.
November 6, 2018	Equity Purchase of Oxford Immunotec, LLC - the U.S. laboratory services business of Oxford Immunotec, a laboratory business that expanded the tick borne disease portfolio and provided access to T-Spot™, a Tuberculosis test.
September 19, 2018	Equity Purchase of ReproSource, Inc., a company offering specialty fertility diagnostic services.
December 7, 2017	Purchase of select assets of Shiel Medical Laboratory, which provides comprehensive non-dialysis laboratory services in the New York-New Jersey metropolitan area.
December 1, 2017	Merger with Cleveland HeartLab, a clinical reference laboratory specializing in next-generation cardiovascular disease prevention, diagnosis and management
July 14, 2017	Membership Interests of Med fusion and Clear Point – companies located in Texas, focused on the detection and management of cancer.