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BIO REFERENCE LABORATORIES INC  
Form DEF 14A  
June 12, 2007

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- |  |   |
|--|---|
| <input type="checkbox"/> Preliminary Proxy Statement           | <input type="checkbox"/> Soliciting Material Under Rule |
| <input type="checkbox"/> Confidential, For Use of the          | 14a-12  |
| Commission Only (as permitted                                  |   |
| by Rule 14a-6(e)(2))   |   |
| <input checked="" type="checkbox"/> Definitive Proxy Statement |   |
| <input type="checkbox"/> Definitive Additional Materials       |   |

Bio-Reference Laboratories, Inc.

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.  
☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed pursuant  
to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is  
calculated and state how it was determined):

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4) Proposed maximum aggregate value of transaction:

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☐ Fee paid previously with preliminary materials:

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☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

1) Amount previously paid:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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BIO-REFERENCE LABORATORIES, INC.  
481 EDWARD H. ROSS DRIVE  
ELMWOOD PARK, NEW JERSEY 07407  
201-791-2600

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

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July 19, 2007  
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The annual meeting of the stockholders of Bio-Reference Laboratories, Inc. (the "Company") will be held at the Sheraton Crossroads Hotel, Crossroads Corporate Center, Route 17 North, Mahwah, New Jersey 07495-0001, on Thursday, July 19, 2007 at 9:00 A.M. local time, for the purpose of considering and acting on the following matters:

1. Election of two directors to the Company's Board of Directors, each to serve for a term of three years and until his successor is duly elected and qualified (Proposal One).
2. Such other business as may properly be brought before the meeting or any adjournment thereof.

Pursuant to the provisions of the By-Laws, the Board of Directors has fixed the close of business on Thursday, June 7, 2007 as the record date for determining the stockholders of the Company entitled to notice of, and to vote at the meeting or any adjournment thereof.

Stockholders who do not expect to be present in person at the meeting are urged to date and sign the enclosed proxy and promptly mail it in the accompanying postage-paid envelope.

By Order of the Board of Directors

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Marc D. Grodman  
President

Dated: June 14, 2007

PLEASE COMPLETE AND PROMPTLY RETURN YOUR PROXY IN THE ENCLOSED POSTAGE-PAID ENVELOPE. THIS WILL NOT PREVENT YOU FROM VOTING IN PERSON AT THE MEETING BUT WILL, HOWEVER, HELP TO ASSURE A QUORUM AND AVOID ADDED PROXY SOLICITATION COSTS.

BIO-REFERENCE LABORATORIES, INC.  
481 EDWARD H. ROSS DRIVE  
ELMWOOD PARK, NEW JERSEY 07407  
201-791-2600

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PROXY STATEMENT  
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ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON JULY 19, 2007  
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This Proxy Statement of Bio-Reference Laboratories, Inc., a New Jersey corporation (the "Company") is first being mailed to Stockholders on or about June 14, 2007 in connection with the solicitation of proxies by the Company's Board of Directors to be used at the Annual Meeting of Stockholders of the Company to be held on Thursday, July 19, 2007 at 9:00 A.M. (local time) at the Sheraton Crossroads Hotel, Crossroads Corporate Center, Route 17 North, Mahwah, New Jersey 07495-0001. Accompanying this Proxy Statement is a Notice of Annual Meeting of Stockholders, a form of Proxy for the meeting and a copy of the Company's 2006 Annual Report containing financial statements and related data.

All proxies which are properly filled in, signed and returned to the Company prior to or at the Meeting will be voted in accordance with the instructions thereon. A proxy may be revoked by any stockholder giving the same prior to the exercise thereof by (a) written notice addressed to the Company's Chief Information Officer and delivered to the Company's principal offices prior to the commencement of the Meeting, (b) providing a signed proxy bearing a later date, or (c) appearing in person and voting at the Meeting. The Company intends to vote executed but unmarked proxies in favor of Proposal One. The Board has fixed the close of business on Thursday, June 7, 2007 as the record date for the determination of stockholders who are entitled to notice of, and to vote at the meeting or any adjournment thereof.

The expenses of preparing, assembling, printing and mailing the form of proxy and the material used in solicitation of proxies will be borne by the Company. In addition to the solicitation of proxies by use of the mails, the Company may utilize the services of some of its officers and regular employees (who will receive no additional compensation therefore) to solicit proxies personally, and by telephone. The Company has requested banks, brokers and other custodians, nominees and fiduciaries to forward copies of the proxy material to their principals and to request authority for the execution of proxies and will reimburse such persons for their services in doing so. The cost of such additional solicitation incurred otherwise than by use of the mails is estimated not to exceed \$10,000.

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At the record date, the Company had 13,659,814 shares of its Common Stock, \$.01 par value (the "Common Stock") issued and outstanding, the holders of which are each entitled to one vote per share. The presence in person or by proxy of at least a majority of the outstanding Common Stock is necessary to constitute a quorum at the meeting. Broker nonvotes (that is, proxies from

brokers or nominees indicating that such persons have not received instructions from the beneficial owners or other persons entitled to vote shares on a particular matter as to which the broker or nominee does not have discretionary authority) will be counted for purposes of determining a quorum for the transaction of business at the Annual Meeting but will not be considered as votes for purposes of determining the outcome of a vote. Election of directors (Proposal One) requires the affirmative vote of a majority of the votes cast on the Proposal by the holders of Common Stock present in person or by proxy at the meeting.

The following table sets forth information as of June 7, 2007 with respect to the ownership of Common Stock by (i) each person known by the Company to be the beneficial owner of more than 5% of its outstanding Common Stock, (ii) each director of the Company, (iii) each executive officer of the Company, and (iv) all directors and executive officers as a group. The percentages have been calculated on the basis of treating as outstanding for a particular holder, all shares of Common Stock outstanding on said date owned by such holder and all shares of Common Stock issuable to such holder in the event of exercise of outstanding options and warrants owned by such holder at said date which are exercisable within 60 days of such date.

Name and Address of Beneficial Owner -----	Shares of Common Stock Beneficially Owned(1) -----	Percentage Ownership -----
Directors and Executive Officers* -----		
Marc D. Grodman(2)	1,647,846	12%
Howard Dubinett(3)	390,516	3%
Sam Singer(4)	245,567	2%
Joseph Benincasa	-0-	-
Harry Elias	-0-	-
Gary Lederman	27,200	-
John Roglieri	44,000	-
Executive Officers and Directors as a group (seven persons) (2) (3) (4)	2,355,129	17%
Other Greater than 5% BENEFICIAL OWNER		
Paradigm Capital Management, LLC(5) Nine Elk Street Albany, NY 12207	805,800	6%

\* The address of all of the Company's directors and executive officers is c/o the Company, 481 Edward H. Ross Drive, Elmwood Park, New Jersey 07407.

(1) Except as otherwise noted, each holder named in the table has sole voting and investment power with respect to all shares of Common Stock shown as

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beneficially owned.

2

- (2) Includes 1,223,779 shares owned directly and 200,000 pledged shares. In lieu of an outright sale, on October 12, 2006, Dr. Grodman established a Rule 10b-5-1 Sales Plan (the "Sales Plan") with Bear Stearns & Co., Inc. ("Bear Stearns") to facilitate sales of a variable number of Dr. Grodman's shares of Common Stock (up to 200,000 shares) in variable pre-paid forward transactions ("Forward Transactions") at a minimum per share sale price as specified in the Sales Plan. In connection with the contemplated Forward Transactions, Dr. Grodman pledged 200,000 shares of his Common Stock to secure his obligation to deliver a maximum aggregate 200,000 shares of Common Stock to Bear Stearns on the final settlement dates. As prepayment for the pledge of these shares, Bear Stearns has agreed to pay Dr. Grodman an amount equal to 88.65% of the sales prices of any shares actually sold pursuant to the Sales Plan. The number of shares that Dr. Grodman will be obliged to deliver on the final settlement dates will vary based upon the market prices of the Common Stock on such settlement dates. Dr. Grodman will benefit from any excess in the market prices of the Common Stock at the final Settlement Dates, of up to 120% of the actual sales prices, by being able to deliver fewer shares. In December 2006, 5,700 shares were sold at a price of \$25 per share; 85,963 shares were sold at a price of \$25.37 per share and 54,643 shares were sold at a price of \$25.26 per share. Until the settlement dates, Dr. Grodman is deemed the beneficial owner of the pledged shares. Also includes 176,067 shares owned directly by Dr. Grodman's wife, Pam Grodman, and 48,000 shares owned by their minor children. Dr. Grodman disclaims beneficial ownership of these 224,067 shares.
- (3) Includes 290,516 shares owned directly and 100,000 pledged shares. In lieu of an outright sale, on September 30, 2005, Mr. Dubinett entered into a pre-paid variable forward sales contract ("Forward Contract") with Bear Stearns Bank plc ("Bear Stearns"). Pursuant to the Forward Contract, Mr. Dubinett pledged 100,000 of his shares of Common Stock to secure his obligation to deliver a maximum 100,000 shares of Common Stock to Bear Stearns on September 28, 2007 (the "Settlement Date"). Mr. Dubinett received a prepayment from Bear Stearns for his pledge of the 100,000 shares of \$1,374,400 or \$13.74 per share representing approximately 80% of the proceeds from the sale of 100,000 shares on September 28, 2005. On the Settlement Date, Mr. Dubinett will be obligated to deliver a variable number of shares to Bear Stearns based on the price of the Common Stock on the Settlement Date, up to a maximum 100,000 shares. Mr. Dubinett will benefit from any excess in the price of the Common Stock on the Settlement Date between \$17.18 per share up to a maximum \$24.052 per share by being able to deliver fewer shares. Until the Settlement Date, Mr. Dubinett is deemed the beneficial owner of the pledged shares.
- (4) Includes 232,567 shares owned directly and 13,000 shares owned by children who share Mr. Singer's household. Mr. Singer disclaims beneficial ownership of these 13,000 shares.
- (5) Paradigm Capital Management, LLC ("Paradigm") filed a Schedule 13G dated February 14, 2006 with the Securities and Exchange Commission on February 15, 2006 indicating its beneficial ownership of the above 805,800 shares. Paradigm stated in the Schedule 13G that the shares were acquired in the ordinary course of business; were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Company, and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

The Company's executive officers and directors and members of their immediate families owning and having the right to vote an aggregate 2,363,029 shares (20%) of the Company's outstanding Common Stock have stated their intention to vote their shares FOR the nominees proposed for election as directors (Proposal One).

ACTION TO BE TAKEN AT THE MEETING  
ELECTION OF DIRECTORS  
(PROPOSAL ONE)

The number of directors on the Company's Board of Directors is currently fixed at seven. The Company's Certificate of Incorporation divides the Board of Directors into three classes. The members of each class of directors serve for staggered three-year terms. The Board is comprised of two Class I directors (Dr. Grodman and Mr. Dubinett), two Class II directors (Mr. Singer and Mr. Elias) and three Class III directors (Mr. Benincasa, Mr. Lederman and Dr. Roglieri), whose terms expire upon the election and qualification of their successors at successive Annual Meetings to be held in 2007 (the Class I directors), 2008 (the Class II directors) and 2009 (the Class III directors). At each Annual Meeting of Stockholders, the directors comprising one of the classes are elected for a full term of three years.

Dr. Grodman and Mr. Dubinett (current Class I directors) are being proposed for re-election at this Annual Meeting of Stockholders, each to serve for a three-year term and until his successor is elected and qualifies. The shares represented by proxies will be voted in favor of the election as directors of Dr. Grodman and Mr. Dubinett who are the nominees of the Board of Directors for election, and authority to vote for their election as Class I directors shall be deemed granted unless specifically withheld. Management has no reason to believe that any of such nominees for the office of director will not be available for election as a director. However, should any of them become unwilling or unable to accept nomination for election, it is intended that the individuals named in the enclosed proxy may vote for the election of such other person or persons as the Board of Directors may recommend.

The following table sets forth certain information as of the record date with respect to each of the directors and executive officers of the Company.

Name	Age	Position
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Marc D. Grodman, M.D.	55	Chairman of the Board, President, Chief Executive Officer and Director
Howard Dubinett	55	Executive Vice President, Chief Operating Officer and Director
Sam Singer	63	Senior Vice President, Chief Financial Officer, Chief Accounting Officer and Director
Joseph Benincasa(a) (c)	57	Director
Harry Elias(a) (c)	77	Director
Gary Lederman, Esq.(b) (c)	73	Director
John Roglieri, M.D.(a) (d)	67	Director

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- (a) Member of the Audit Committee
- (b) Chairman of the Audit Committee
- (c) Member of the Compensation Committee
- (d) Chairman of the Compensation Committee

#### BACKGROUND

The following is a brief account of the business experience of each director including each nominee for director of the Company.

Marc D. Grodman, M.D. founded the Company in December 1981 and has been its Chairman of the Board, President, Chief Executive Officer and a Director since its formation. Dr. Grodman is an Assistant Professor of Clinical Medicine at Columbia University's College of Physicians and Surgeons and Assistant Attending Physician at New York Presbyterian Hospital, New York City. From 1980 to 1983, Dr. Grodman attended the Kennedy School of Government at Harvard University and was a Primary Care Clinical Fellow at Massachusetts General Hospital. From 1982 to 1984, he was a medical consultant to the Metal Trades Department of the AFL-CIO. Dr. Grodman received a B.A. degree from the University of Pennsylvania in 1973 and an M.D. degree from Columbia University College of Physicians and Surgeons in 1977. Except for his part time duties as Assistant Professor of Clinical Medicine and Assistant Attending Physician at Columbia University and New York Presbyterian Hospital, Dr. Grodman devotes all of his working time to the business of the Company.

Since January 2005, Dr. Grodman has been a member of the Board of Directors of the American Clinical Laboratory Association, an industry organization comprised of the largest and most significant commercial clinical laboratories in the United States. Other Board members include the chief executive officers of Quest Diagnostics and Laboratory Corporation of America.

Howard Dubinett has been the Executive Vice-President and Chief Operating Officer of the Company since its formation in 1981. He became a Director of the Company in April 1986. Mr. Dubinett attended Rutgers University. Mr. Dubinett devotes all of his working time to the business of the Company.

Sam Singer has been the Company's Vice President and Chief Financial Officer since October 1987 and a Director since November 1989. He is responsible for all of the Company's financial activities. Mr. Singer was the Controller for Sycomm Systems Corporation, a data processing and management consulting company, from 1981 to 1987, prior to joining the Company. He received a B.A. degree from Strayer University and an M.B.A. from Rutgers University. Mr. Singer devotes all of his working time to the business of the Company.

Joseph Benincasa became a Director of the Company in June 2005. Mr. Benincasa currently serves as the Executive Director of The Actors' Fund of America, a position he has held since 1989. The Actors' Fund is the leading national, non-profit human services organization providing comprehensive social and health care services, employment, training and housing support to the entertainment profession. It is headquartered in New York City with regional offices in Chicago and Los Angeles. Mr. Benincasa sits on the Board of Directors of The Greater New York Blood Program where he previously served as Director of Public Education and Public Relations. He is also a director of St. Peter's

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University Medical Center and also sits on the boards of directors of Broadway Cares/Equity Fights AIDS; the National Theatre Workshop of the Handicapped; Career Transition for Dancers; the Times Square Alliance; the New York Society of Association Executives and the Somerset Patriots, a minor league baseball team. Mr. Benincasa holds a B.A. from St. Joseph's University and an M. Ed. from Rutgers University. He also attended the Fordham University Graduate School of Business.

Harry Elias became a Director of the Company in March 2004. Mr. Elias commenced his employment in sales and marketing with JVC Company of America ("JVC") in 1967, subsequently being appointed as JVC's Senior Vice President of Sales and Marketing in 1983 and as Executive Vice President of Sales and Marketing in 1990. In 1995, Mr. Elias was named as JVC's Chief Operating Officer, a position he occupied until April 2003 when he resigned his positions upon his appointment as JVC's "Honorable Chairman." JVC, a distributor of audio and video products headquartered in Wayne, New Jersey is the wholly owned United States subsidiary of Victor Company of Japan, a manufacturer of audio and video products headquartered in Japan. In January 2005, after retiring from JVC, Mr. Elias was appointed Chairman of the Board of and commenced to serve as a consultant to AKAI USA, the sole distributor in the United States of electronic products produced by AKAI, a Chinese manufacturer. Mr. Elias has been retired since mid-2006.

Gary Lederman, Esq. became a Director of the Company in May 1997. He received his B.A. degree from Brooklyn College in 1954 and his J.D. degree from NYU Law School in 1957. He was manager of Locals 370, 491 and 662 of the U.F.C.W. International Union from 1961 to 1985. He is retired from the unions and has been a lecturer at Queensboro Community College in the field of insurance. He served on an institutional review board for RTL, a pharmaceutical drug testing laboratory until his retirement in December 2006.

John Roglieri, M.D. became a Director of the Company in September 1995. He is an Assistant Professor of Clinical Medicine at Columbia University's College of Physicians and Surgeons and an Assistant Attending Physician at New York Presbyterian Hospital, New York City. Dr. Roglieri received a B.S. degree in Chemical Engineering and a B.A. degree in Applied Sciences from Lehigh University in 1960, an M.D. degree from Harvard Medical School in 1966, and a Master's degree from Columbia University School of Business in 1978. From 1969 until 1971, he was a Senior Assistant Surgeon in the U.S. Public Health Service in Washington. From 1971 until 1973 he was a Clinical and Research Fellow at Massachusetts General Hospital. From 1973 until 1975, he was Director of the Robert Wood Johnson Clinical Scholars program at Columbia University. In 1975 he was appointed Vice-President, Ambulatory Services at New York Presbyterian Hospital, a position which he held until 1980. Since 1980, he has maintained a private practice

6

of internal medicine at Columbia-Presbyterian Medical Center. From 1988 until 1992, he was also Director of the Employee Health Service at New York Presbyterian Hospital. From 1992 through 1999, Dr. Roglieri was the Corporate Medical Director of NYLCare, a managed care subsidiary of New York Life Insurance Company ("New York Life"). Dr. Roglieri was chief medical officer of Physician WebLink, a national physician practice management company, from 1999 to 2000. Since 2001, he has been a Medical Director for New York Life. He is a member of advisory boards to several pharmaceutical companies and a member of the Editorial Advisory Board of the journals Managed Care and Seminars in Medical Practice.

There are no family relationships between or among any directors or



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executive officers of Bio-Reference Laboratories. The Company's Certificate of Incorporation provides for a staggered Board of Directors pursuant to which the Board is divided into three classes of directors and the members of only one class are elected each year to serve a three-year term. THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE TWO CLASS I DIRECTOR NOMINEES NAMED ABOVE.

### THE BOARD AND ITS COMMITTEES

#### BOARD MEETINGS

The Board of Directors held five meetings during fiscal 2006. All of the Company's current Directors attended all of the fiscal 2006 meetings of the Board of Directors and of the committee meetings which they were eligible to attend. The Board of Directors has determined that the four non-employee Directors each meet the definition of "independent" as required by the applicable listing standards of the Nasdaq Stock Market, Inc. ("Nasdaq Stock Market").

#### COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors has established three standing committees: an Audit Committee, a Compensation Committee and a Nominating Committee.

#### AUDIT COMMITTEE

The Audit Committee is comprised of the four non-employee members of the Board of Directors, Gary Lederman (Chairman), Joseph Benincasa, Harry Elias and John Roglieri. The Board of Directors deems each such individual as "independent" as defined by the rules of the Nasdaq Stock Market. The Audit Committee met three times during fiscal year 2006. The Audit Committee confers with the Company's auditors and reviews, evaluates and advises the Board of Directors concerning the adequacy of the Company's accounting systems, its financial reporting practices, the maintenance of its books and records and its internal controls. In addition, the Audit Committee reviews the scope of the audit of the Company's financial statements and the results thereof. The Board of Directors has determined that Gary Lederman is qualified to serve as the Company's "audit committee financial expert" as defined in Item 401 (h) of Regulation S-K promulgated by the Securities and Exchange Commission.

7

The Compensation Committee is comprised of the four non-employee members of the Board of Directors, John Roglieri (Chairman), Joseph Benincasa, Harry Elias and Gary Lederman. The Compensation Committee met once during fiscal year 2006. The Compensation Committee reviews salaries, cash bonuses and compensation plans for the Company's executive officers and eligible employees and makes recommendations concerning same to the Board of Directors.

The Company does not have an Executive Committee. Officers are elected by and hold office at the discretion of the Board of Directors.

The Nominating Committee is comprised of the four non-employee members of the Board of Directors, Joseph Benincasa, Harry Elias, Gary Lederman and John Roglieri all of whom may be deemed "independent" as defined under the rules of the Nasdaq Stock Market. Pursuant to its charter, the Nominating Committee's role is to establish criteria for the selection of directors; to identify individuals qualified to be directors; to evaluate director candidates proposed by stockholders; to recommend individuals to fill vacancies on the Board and to recommend nominees for director at each annual stockholder meeting. The Nominating Committee was established on August 9, 2004 and its charter is

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available on the Company's website at [www.bioreference.com](http://www.bioreference.com).

The Nominating Committee identifies potential director candidates by referral from management, members of the Board of Directors and their various business contacts. The Nominating Committee will also consider nominees for director proposed by a stockholder as provided as follows. Information with respect to the proposed nominee must be provided by the stockholder addressed to the Company's secretary at the Company's principal offices in Elmwood Park, New Jersey not less than 60 days nor more than 90 days prior to the anniversary date of the prior year's annual meeting. The information should include the name of the nominee and such information with respect to the nominee as would be required under the rules and regulations of the Securities and Exchange Commission to be included in the Company's Proxy Statement if the proposed nominee were to be included therein. In addition, the stockholder's notice should also include the number of shares of Common Stock the stockholder owns, a description of all arrangements and understandings between the stockholder and the proposed nominee, a representation that the stockholder intends to appear in person or by proxy at the meeting to nominate the person named in its notice, a representation as to whether the stockholder intends to deliver a proxy statement to or solicit proxies from stockholders of the Company and information with respect to the stockholder as would be required under the rules and regulations of the Securities and Exchange Commission to be included in the Company's Proxy Statement.

The Nominating Committee will evaluate candidates based upon factors such as independence, knowledge, judgment, integrity, character, leadership, skills, education, experience, financial literacy, standing in the community and ability to complement the Board's existing strengths. There are no differences in the manner in which the Committee will evaluate nominees for director based on whether or not the nominee is recommended by a stockholder.

8

### CODE OF ETHICS

The Company has adopted a Code of Ethics that applies to its executive officers and to key financial and accounting personnel. The Company will, upon a stockholder's written request to Investor Relations, c/o the Company, furnish a paper copy of the Code of Ethics.

### COMPLIANCE WITH SECTION 16 (a) OF THE EXCHANGE ACT

Based solely on a review of Forms 3 and 4 and any amendments thereto furnished to the Company pursuant to Rule 16a-3(e) under the Securities Exchange Act of 1934, or representations that no Forms 5 were required, the Company believes that with respect to fiscal 2006, its officers, directors and beneficial owners of more than 10% of its equity securities timely complied with all applicable Section 16(a) filing requirements.

### INFORMATION REGARDING EXECUTIVE COMPENSATION

The following table sets forth information concerning the compensation paid or accrued by the Company during the year ended October 31, 2006 to its Chief Executive Officer and its other executive officers who were serving as executive officers of the Company on October 31, 2006. All of the Company's group life, health, hospitalization or medical reimbursement plans, if any, do not discriminate in scope, terms or operation in favor of the executive officers or directors of the Company and are generally available to all salaried employees.

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## SUMMARY COMPENSATION TABLE

Name and Principal Position	Year Ended October 31,	Annual Compensation			Long-Term Compensation		
		Salary	Bonus (a)	Other Annual Compensation (b)	Restricted Stock Awards	Options (SARs)	LTIP Payments
Marc D. Grodman M.D.	2006	\$806,000	\$ --	\$-0-	-0-	-0-	\$-0-
President and Chief Executive Officer	2005	\$750,000	\$ --	\$-0-	-0-	-0-	\$-0-
	2004	\$554,625	\$125,000	\$-0-	-0-	-0-	\$-0-
Howard Dubinett	2006	\$306,000	\$ --	\$-0-	-0-	-0-	\$-0-
Executive Vice President and Chief Operating Officer	2005	\$285,000	\$ 14,600	\$-0-	-0-	-0-	\$-0-
	2004	\$272,200	\$ 60,000	\$-0-	-0-	-0-	\$-0-
Sam Singer							
Vice President and Chief Financial and Accounting Officer	2006	\$306,000	\$ --	\$-0-	-0-	-0-	\$-0-
	2005	\$285,000	\$ 14,600	\$-0-	-0-	-0-	\$-0-
	2004	\$259,004	\$ 60,000	\$-0-	-0-	-0-	\$-0-

(a) The Compensation Committee adopted an Incentive Bonus Plan for Senior Management with respect to fiscal 2006. The Plan entitled each participant to earn a bonus equal to a percentage of his or her annual gross wages to the extent that the Company's operating income in fiscal 2006 was equal to or greater than certain percentages of its Net Revenues. No bonuses were earned for fiscal 2006 pursuant to the Plan. An aggregate \$94,400 in bonuses were earned for fiscal 2005 pursuant to the Plan adopted by the Compensation Committee for fiscal 2005.

(b) See "Split-Dollar Life Insurance" herein concerning the Company's payment of life insurance premiums pursuant to "split-dollar" life insurance programs for the Company's three executive officers.

## EMPLOYMENT AGREEMENTS WITH EXECUTIVE OFFICERS

Dr. Grodman serves as President and Chief Executive Officer pursuant to a seven-year employment agreement which expires on October 31, 2011. Dr. Grodman has the right to elect to cancel the employment agreement effective at the end of any calendar month commencing October 31, 2008 on not less than 90 days prior written notice, subject to a six month non-competition restriction. The employment agreement is automatically renewable for additional two year periods subject to the right of either party to elect not to renew at least six months prior thereto. The employment agreement provides Dr. Grodman with minimum annual base compensation of \$750,000 subject to annual percentage increases to the extent of annual percentage increases in the Consumer Price Index. The Compensation Committee can but is not required to increase Dr. Grodman's compensation at the end of any fiscal year based upon his and the Company's performance. The employment agreement also provides Dr. Grodman with business use of an automobile leased by the Company and participation in any fringe benefit and bonus plans available to the Company's employees to the extent

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determined by the Compensation Committee. The employment agreement contains provisions governing in the event of Dr. Grodman's partial or total disability and provides for termination for cause or in the event of Dr. Grodman's death. Dr. Grodman has the right to terminate the employment agreement in the event of a material change in his duties and responsibilities, the relocation of the Company's principal executive offices from Elmwood Park, New Jersey to a location more than fifty miles distant or a material breach of the employment agreement by the Company (including a reduction in Dr. Grodman's benefits under the agreement). In the event of a Change in Control of the Company, Dr. Grodman can elect to terminate the agreement. In that event, he will be entitled to be paid a lump sum Severance Payment equal to 2.99 times the average of his annual compensation paid by the Company for the five calendar years preceding the earlier of the calendar year in which the Change of Control occurred or the calendar year of the Date of Termination. See "Split-Dollar Life Insurance" as to the Endorsement Split-Dollar Life Insurance Agreement between the Company and Dr. Grodman.

Mr. Dubinett serves as Executive Vice President and Chief Operating Officer pursuant to an employment agreement which was extended in fiscal 2004 for two additional years beyond its October 31, 2004 termination date. Mr. Dubinett's minimum annual compensation under the extended agreement is equal to his annual compensation in fiscal 2002 and is subject to increases based on increases in the Consumer Price Index as well as to increases (including bonuses) at the discretion of the Compensation Committee. The agreement provides (i) typical health insurance coverage; (ii) the leasing of an automobile for his use; (iii) participation in fringe benefit, bonus, pension, profit sharing, and similar plans maintained for the Company's employees; (iv) disability benefits; (v) certain termination benefits; and (vi) in the event of termination due to a Change in Control of the Company, a Severance Payment equal to 2.99 times Mr. Dubinett's average annual compensation during the preceding five years. The Company has extended the employment agreement on the same terms and conditions through October 31, 2007. See "Split Dollar Life Insurance" as to the Endorsement Split Dollar Life Insurance Agreement between the Company and Mr. Dubinett.

10

Mr. Singer serves as Vice President and Chief Financial Officer pursuant to an employment agreement which was extended in fiscal 2004 for two additional years beyond its October 31, 2004 termination date. Mr. Singer's minimum annual compensation under the extended agreement is equal to his annual compensation in fiscal 2002 and is subject to increases based on increases in the Consumer Price Index as well as to increases (including bonuses) at the discretion of the Compensation Committee. The agreement provides (i) typical health insurance coverage; (ii) the leasing of an automobile for his use; (iii) participation in fringe benefit, bonus, pension, profit sharing, and similar plans maintained for the Company's employees; (iv) disability benefits; (v) certain termination benefits; and (vi) in the event of termination due to a Change in Control of the Company, a Severance Payment equal to 2.99 times Mr. Singer's average annual compensation during the preceding five years. The Company has extended the employment agreement on the same terms and conditions through October 31, 2007. See "Split-Dollar Life Insurance" as to the Endorsement Split-Dollar Life Insurance Agreement between the Company and Mr. Singer.

The Compensation Committee increased Dr. Grodman's, Mr. Dubinett's and Mr. Singer's minimum annual base compensation with respect to fiscal 2006 by 5% in each case over his fiscal 2005 annual base salary.

SPLIT-DOLLAR LIFE INSURANCE

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Pursuant to the terms of their 1997 employment agreements, the Company had established split-dollar life insurance programs for each of its three Executive Officers. As a result of the passage of the Sarbanes Oxley Act of 2002 (signed into law on July 30, 2002), these three programs were modified. Pursuant to the modification, each of the three Executive Officers assigned ownership of his policies to the Company and new policies were issued to replace the prior policies with annual premiums under the new policies (\$70,000 under Dr. Grodman's policy and \$25,000 each under Messrs. Dubinett's and Singer's policies) being equal to the premiums paid under the replaced policies. The Company has now executed new "Endorsement Split-Dollar Life Insurance Agreements" with each of its three Executive Officers. Pursuant to the new agreements, the Company has agreed to continue to pay the annual premium on the policy on each officer's life during the period of his full-time employment by the Company. The Company is the sole owner of the policy and of its net cash surrender value, and in the event of the officer's death while serving as a full-time employee of the Company, the Company will be entitled to receive that amount of the death proceeds equal to its interest in the policy (the aggregate amount of premiums paid by the Company with respect to the policy less the amount of any loans, if any, from the Insurer to the Company against the cash value or policy proceeds, and less the aggregate amount of any premiums paid by the officer to the Company in reimbursement of premiums paid by the Company) and the balance of the death proceeds will be paid to the officer's designated beneficiaries. The premiums paid by the Company on the current policies and the prior policies aggregated approximately \$1,304,000 at October 31, 2006. At that date, the net cash surrender value of the three current policies aggregated approximately \$934,000 and is recorded on the books of the Company at that value.

11

### STOCK OPTIONS

#### EMPLOYEE STOCK OPTION PLANS

##### THE 1989 PLAN

In July 1989, the Company's Board of Directors adopted the 1989 Employee Stock Option Plan (the "1989 Plan") which was approved by shareholders in November 1989. The 1989 Plan provided for the grant of options to purchase up to 666,667 shares of Common Stock. Under the terms of the 1989 Plan, options granted thereunder could be designated as options which qualify for incentive stock option treatment ("ISOs") under Section 422 of the Internal Revenue Code of 1986 ("the Code"), or options which do not so qualify ("NQOs").

Under the 1989 Plan, the exercise price of an option designated as an ISO could not be less than the fair market value of the Common Stock on the date the option was granted. However, in the event an option designated as an ISO was granted to a 10% shareholder (as defined in the 1989 Plan) such exercise price was required to be at least 110% of such fair market value. Exercise prices of NQOs could be less than such fair market value. The aggregate fair market value of shares subject to options granted to a participant which are designated as ISOs which first become exercisable in any calendar year could not exceed \$100,000. All options under the 1989 Plan were required to be granted before the Plan's July 1999 Termination Date so that no further options can be granted under the 1989 Plan.

During fiscal 2006, one employee exercised ISOs under the 1989 Plan and purchased an aggregate 5,000 shares at an exercise price of \$.71875 per share. As a result, at October 31, 2006, there were outstanding ISOs under the 1989 Plan exercisable to purchase an aggregate 1,000 shares at an exercise price of

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\$.71875 per share.

### THE 2000 PLAN

On August 25, 2000, the Board of Directors adopted the 2000 Employee Incentive Stock Option Plan (the "2000 Plan") reserving an aggregate 800,000 shares of Common Stock for issuance upon exercise of ISOs which may be granted under the 2000 Plan. Stockholders ratified the adoption of the 2000 Plan at the December 14, 2000 Annual Meeting of Stockholders. During fiscal 2006, eight employees exercised ISOs issued under the 2000 Plan and purchased an aggregate 245,500 shares at exercise prices ranging from \$1.688 to \$8.40 per share and no employee holding ISOs granted under the 2000 Plan terminated employment with the Company. As a result, at October 31, 2006, there were outstanding ISOs under the 2000 Plan exercisable to purchase an aggregate 230,100 shares at exercise prices ranging from \$5.52 to \$15.34 per share.

The 2000 Plan authorizes the grant of options which qualify for ISO treatment under Section 422 of the Code, to purchase up to a maximum aggregate 800,000 shares of the Company's Common Stock. Options may only be granted under the 2000 Plan to employees of the Company and its subsidiaries (including officers and directors who are also employees).

12

The 2000 Plan will be administered by the Board of Directors or by a Stock Option Committee designated by the Board of Directors. The Board or the Stock Option Committee, as the case may be, has the discretion to determine the eligible employees to whom, and the price (not less than the fair market value on the date of grant) at which options will be granted; the periods during which each option is exercisable; and the number of shares subject to each option. The Board or the Stock Option Committee has the authority to interpret the 2000 Plan and to establish and amend rules and regulations relating thereto.

The 2000 Plan provides that the exercise price of an option granted thereunder shall not be less than the fair market value of the Common Stock on the date the option is granted. However, in the event an option is granted under the 2000 Plan to a holder of 10% or more of the Company's outstanding Common Stock, the exercise price must be at least 110% of such fair market value. Under the 2000 Plan, options must be granted before the August 24, 2010 Termination Date. No option may have a term longer than ten years (limited to five years in the case of an option granted to a 10% or greater stockholder of the Company). The aggregate fair market value of the Company's Common Stock with respect to which options are exercisable for the first time by a grantee under the 2000 Plan during any calendar year cannot exceed \$100,000. Options granted under the 2000 Plan are non-transferable and must be exercised by an optionee, if at all, while employed by the Company or a subsidiary or within three months after termination of such optionee's employment due to retirement, or within one year of such termination if due to disability or death. The Board or the Stock Option Committee, as the case may be, may, in its sole discretion, cause the Company to lend money to or guaranty any obligation of an employee for the purpose of enabling such employee to exercise an option granted under the 2000 Plan provided that such loan or obligation cannot exceed fifty percent (50%) of the exercise price of such option.

### THE 2003 PLAN

On June 3, 2003, the Board of Directors adopted the 2003 Employee Incentive Stock Option Plan (the "2003 Plan") reserving an aggregate 800,000 shares of Common Stock for issuance upon exercise of ISOs which may be granted under the 2003 Plan. Stockholders ratified the adoption of the 2003 Plan at the

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July 31, 2003 Annual Meeting of Stockholders. During fiscal 2006, no ISOs were granted under the 2003 Plan; eleven employees exercised their ISOs and purchased an aggregate 56,500 shares at exercise prices ranging from \$12.22 to \$18.25 per share and no employees holding ISOs granted under the 2003 Plan terminated employment with the Company. As a result, at October 31, 2006, there were outstanding ISOs under the 2003 Plan exercisable to purchase an aggregate 357,958 shares at exercise prices ranging from \$12.22 to \$21.46 per share.

The 2003 Plan authorizes the grant of options which qualify for ISO treatment under Section 422 of the Code to purchase up to a minimum aggregate 800,000 shares of the Company's Common Stock. Options may only be granted under the 2003 Plan to employees of the Company and its subsidiaries (including those officers and directors who are also employees).

The 2003 Plan will be administered by the Board of Directors or by a Stock Option Committee designated by the Board of Directors. The Board or the Stock Option Committee, as

13

the case may be, has the discretion to determine the eligible employees to whom, and the prices (not less than the fair market value on the date of grant) at which options will be granted; the periods during which each option is exercisable; and the number of shares subject to each option. The Board or the Stock Option Committee has the authority to interpret the 2003 Plan and to establish and amend rules and regulations relating thereto.

The 2003 Plan provides that the exercise price of an option granted thereunder shall not be less than the fair market value of the Common Stock on the date the option is granted. However, in the event an option is granted under the 2003 Plan to a holder of 10% or more of the Company's outstanding Common Stock, the exercise price must be at least 110% of such fair market value.

Under the 2003 Plan, options must be granted before the June 2, 2013 Termination Date. No option may have a term longer than ten years (limited to five years in the case of an option granted to a 10% or greater stockholder of the Company). The aggregate fair market value of the Company's Common Stock with respect to which options are exercisable for the first time by a grantee under all of the Company's Stock Option Plans during any calendar year cannot exceed \$100,000. Options granted under the 2003 Plan are non-transferable and must be exercised by an optionee, if at all, while employed by the Company or a subsidiary or within three months after termination of such optionee's employment due to retirement, or within one year of such termination if due to disability or death. The Board or the Stock Option Committee, as the case may be, may, in its sole discretion, cause the Company to lend money to or guaranty any obligation of an employee for the purpose of enabling such employee to exercise an option granted under the 2003 Plan provided that such loan or obligation cannot exceed fifty percent (50%) of the exercise price of such option.

### NON-QUALIFIED OPTIONS (NQOS) AND WARRANTS

At October 31, 2005, there were outstanding NQOs and Warrants owned by directors and members of the Scientific Advisory Board exercisable to purchase an aggregate 93,500 shares at exercise prices ranging from \$3.14 to \$13.70 per share. During fiscal 2006, NQOs exercisable to purchase 33,500 shares were exercised by four individuals. As a result, at October 31, 2006, there were outstanding NQOs and Warrants owned by directors and members of the Scientific Advisory Board exercisable to purchase an aggregate 60,000 shares at exercise prices ranging from \$6.80 to \$13.70 per share.

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See Note 11 of Notes to the Consolidated Financial Statements contained in the Company's 2006 Annual Report accompanying this Proxy Statement.

14

### OPTION GRANTS TO THE COMPANY'S THREE NAMED EXECUTIVE OFFICERS IN LAST FISCAL YEAR

No options to purchase shares of Common Stock were granted to any of the Company's three Named Executive Officers in fiscal 2006.

### AGGREGATED OPTION EXERCISES BY THE COMPANY'S THREE NAMED EXECUTIVE OFFICERS IN LAST FISCAL YEAR AND FISCAL YEAR-END OPTION VALUES

Name	Shares of Common Stock Acquired Upon Option Exercise in Fiscal 2006	Value Realized	Shares of Common Stock Underlying Unexercised Options at 2006 Fiscal Year End (a)	Value of Unexercised In-The-Money Options at 2006 Fiscal Year-End (b)
-----	-----	-----	-----	-----
Marc D. Grodman	--	--	4,000	\$67,320
Howard Dubinett	--	--	4,000	67,320
Sam Singer	--	--	4,000	67,320

-----  
(a) All of these options were exercisable at October 31, 2006.

(b) Based upon the difference between the last sales price for the Common Stock on NASDAQ on Tuesday, October 31, 2006 and the exercise price.

### DIRECTORS' COMPENSATION

Directors who are not Company employees were each paid a \$13,750 per quarter director's fee during fiscal year 2006. Directors who chair a committee received an additional \$2,750 per quarter during fiscal year 2006.

### COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The members of the Company's Compensation Committee are John Roglieri (Chairman), Joseph Benincasa, Harry Elias and Gary Lederman. None of such individuals has ever been an officer or an employee of the Company.

### COMPENSATION COMMITTEE REPORT ON COMPENSATION

Through fiscal 2001, the Board of Directors, including the Company's three executive officers, were responsible for reviewing the compensation paid to the Company's executive officers, provided that none of the Company's executive officers could vote with respect to his own compensation package. In fiscal 2002, the Company established a Compensation Committee consisting of three non-employee directors, Morton L. Topfer (Chairman), Gary Lederman and John Roglieri. Mr. Topfer resigned as a director and as a member of the Compensation Committee in February 2004. In March 2004, Dr. Roglieri became the Chairman of the Compensation Committee and Mr. Elias was elected as a member of the Committee. Mr. Benincasa was elected as a member of the Committee in June 2005.

In May 1997, the Company executed an employment agreement with Dr.



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Grodman which expired on October 31, 2004. Effective November 1, 2004, the Company executed a new seven year employment agreement with Dr. Grodman, the terms of which are described above. See

15

"Information Regarding Executive Compensation - Employment Agreements with Executive Officers."

In May 1997, the Company also executed employment agreements with Messrs. Dubinett and Singer (each expiring on October 31, 2002). During fiscal 2002, the Compensation Committee authorized extensions of both Messrs. Dubinett and Singer's contracts for two additional years, with the Company having the option to extend each agreement for two consecutive one-year periods in addition. In consideration for Messrs. Dubinett and Singer executing the extension agreements, the Company agreed that the base compensation during each extension year would not be less than the total cash compensation paid to such individual in fiscal 2002. The Company's option to extend Mr. Dubinett and Mr. Singer's employment agreements has been further extended for a third one-year period through fiscal 2007.

### REPORT

During the summer of calendar year 2004 with the knowledge that Dr. Grodman's seven year employment agreement was due to expire in October 2004, the Compensation Committee commenced negotiations with Dr. Grodman for the terms of a new employment agreement. In the course of its negotiations, the Committee took into account among other factors as a barometer of Dr. Grodman's performance as the Company's chief executive officer, the substantial increase since 1997 in the Company's net revenues, operating income and the market price of the Common Stock. Another factor taken into account by the Committee was the compensation being paid to the chief executive officers of a peer group of nine other publicly owned clinical testing laboratories. The terms of Dr. Grodman's "split-dollar" insurance arrangement with the Company and the fact that the proposed new employment agreement did not provide Dr. Grodman with additional equity compensation was also taken into account. After discussion, each of the three members of the Compensation Committee at the time (Dr. Roglieri, Mr. Elias and Mr. Lederman) concluded that the terms of the proposed new employment agreement were fair to and in the best interests of the Company and its stockholders and that the proposed compensation thereunder was not excessive.

To provide incentives to Senior Management to increase profitability, the Compensation Committee adopted a Senior Management Incentive Bonus Plan for fiscal 2006 more fully described in footnote (a) above to the Summary Compensation Tables. A similar Incentive Bonus Plan for Senior Management has been adopted by the Compensation Committee with respect to fiscal 2007.

The Compensation Committee has determined that the base salaries paid with respect to fiscal 2006, and the terms of the extension agreements with Messrs. Dubinett and Singer, were reasonable in relationship to the services performed, the responsibilities assumed and the results obtained, and were in the best interests of the Company. In connection with Dr. Grodman's compensation, the Compensation Committee considered the Company's increase in net revenues, patients serviced, working capital and shareholders' equity in fiscal 2006 compared with the corresponding period in fiscal 2005. Furthermore, the compensation paid to Messrs. Grodman, Dubinett and Singer for fiscal 2006 comports with the Compensation Committee's perception of

16

base compensation levels of principal executives employed by other companies, both public and private.

COMPENSATION COMMITTEE  
John Roglieri, Chairman  
Joseph Benincasa, Member\*  
Harry Elias, Member  
Gary Lederman, Member

\* Mr. Benincasa first became a member of the Compensation Committee in June 2005 and was not a party to the 2004 negotiation of Dr. Grodman's employment agreement.

#### AUDIT COMMITTEE REPORT

The Audit Committee oversees the Company's financial reporting process on behalf of the Board of Directors. It is the responsibility of the Company's independent auditors to perform an independent audit of and express an opinion on the Company's financial statements. The Audit Committee's responsibility is one of review and oversight. In fulfilling its oversight responsibilities:

- (1) The Audit Committee of the Board of Directors has reviewed and discussed with the Company's management the audited financial statements.
- (2) The Audit Committee has discussed with Moore Stephens, P.C. ("Moore Stephens"), the Company's independent auditors, the matters required to be discussed by Statement on Auditing Standards No. 61, "Codification of Statements on Auditing Standards, AU ss. 380," as modified or supplemented.
- (3) The Audit Committee has also received the written disclosures and the letter from Moore Stephens required by the Independence Standards Board Standard No. 1 (Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees), as modified or supplemented, and has discussed with Moore Stephens, the independence of that firm as the Company's auditors.
- (4) Based on the Audit Committee's review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the Company's audited financial statements be included in the Company's Annual Report on Form 10-K for the year ended October 31, 2006, for filing with the Securities and Exchange Commission.

Each of the Audit Committee members is independent, as defined in the Rules of the Nasdaq Stock Market, Inc.

The members of the Audit Committee are not professionally engaged in the practice of auditing or accounting and are not experts in the fields of accounting, auditing, or auditor independence. However, the Board of Directors has determined that Gary Lederman is qualified

to serve as the "audit committee financial expert" of the Company as defined in

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Item 401(h) of Regulation S-K promulgated by the Securities and Exchange Commission. Members of the Committee rely without independent verification on the information provided to them and on the representations made by management and the independent auditors.

### AUDIT COMMITTEE

Gary Lederman, Chairman  
Joseph Benincasa, Member  
Harry Elias, Member  
John Roglieri, Member

### STOCK PRICE PERFORMANCE

Set forth below is a line graph comparing the yearly cumulative total return on the Company's Common Stock for the five fiscal years ended October 31, 2006 based on the market price of the Common Stock, with the cumulative total return of companies in the S&P 500 Composite and with a peer group of eight publicly owned medical laboratories.

### COMPARISON OF FIVE YEAR TOTAL RETURN FOR BIO-REFERENCE LABORATORIES, INC., S&P 500 COMPOSITE AND MEDICAL LABORATORY PEER GROUP

[The table below represents a line graph in the printed report.]

BIO REFERENCE LABORATORIES, INC. -----	S&P 500 INDEX -----	PEER GROUP -----
100	100	100
144.42	84.89	75.95
331.8	102.55	92.6
281.4	112.21	119.01
379.2	122	124.72
472.6	141.93	150.57

The Medical Laboratory peer group consists of the following companies: Clarion Technologies, Inc., Enzo Biochem Inc., Laboratory CP of Amer Holdgs, Medtox Scientific Inc., Neogenomics Inc., Orchid Cellmark Inc., Pharmchem, Inc., and Quest Diagnostics Inc.

18

### AUDITORS

The firm of Moore Stephens, certified public accountants, has been selected by the Board of Directors to audit the accounts of the Company and its subsidiaries for the fiscal year ending October 31, 2007. Moore Stephens and its predecessor firm have served as the Company's auditors since 1988. Representatives of such firm are not expected to be present at the July 19, 2007 Annual Meeting of Stockholders.

### AUDIT FEES

Moore Stephens billed the Company approximately \$150,800 for professional services rendered in connection with the audit of the Company's annual financial statements for the fiscal year ended October 31, 2006 and the review of the financial statements included in its quarterly reports on Form

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10-Q for such fiscal year compared to approximately \$187,600 in billings for such services for the fiscal year ended October 31, 2005. In addition, Moore Stephens billed the Company approximately \$9,500 in fiscal 2006 for its audit of the Company's 401(k) Plan for calendar year 2005 as compared to approximately \$9,400 of such fees in fiscal 2005 with respect to calendar year 2004.

### AUDIT-RELATED FEES

Moore Stephens billed the Company approximately \$47,300 for due diligence services rendered in relation to certain acquisitions during fiscal 2006 and approximately \$52,100 for Sarbanes-Oxley ("SOX") related audit fees.

### TAX FEES

Moore Stephens billed the Company approximately \$44,600 for tax services for fiscal 2006 and approximately \$68,500 for tax services for fiscal 2005. The fees were billed for tax return preparation.

### AUDIT COMMITTEE PRE-APPROVAL POLICIES AND PROCEDURES

The Audit Committee pre-approved each material non-audit engagement for services performed by the Company's independent auditor in fiscal 2006. Prior to pre-approving any such non-audit engagement or service, it is the Committee's practice to first gather information regarding the requested engagement or service in order to enable the Committee to assess the impact of the engagement or service on the auditor's independence.

The Audit Committee has considered whether the provision of tax return preparation and other professional services to the Company by Moore Stephens is compatible with such firm maintaining its independence and has concluded that such firm is independent with respect to the Company in its role as the Company's principal accountant and auditor.

19

### STOCKHOLDER PROPOSALS FOR 2008 ANNUAL MEETING

Under current rules of the Securities and Exchange Commission, stockholders wishing to submit proposals for inclusion in the Proxy Statement of the Board of Directors for the 2008 Annual Meeting of Stockholders (expected to be held in July 2008), must submit such proposals so as to be received by the Company at 481 Edward H. Ross Drive, Elmwood Park, New Jersey 07407 on or before March 1, 2008.

### OTHER MATTERS

Management does not know of any other matters which are likely to be brought before the Meeting. However, in the event that any other matters properly come before the Meeting, the persons named in the enclosed proxy will vote said proxy in accordance with their judgment in said matters.

According to Securities and Exchange Commission rules, the information presented in this Proxy Statement under the captions "Compensation Committee Report on Compensation," "Audit Committee Report" and "Stock Price Performance" will not be deemed to be "soliciting material" or deemed filed with the Securities and Exchange Commission under the Securities Act of 1933 or the Securities Exchange Act of 1934, and nothing contained in any previous filings made by the Company under such Acts shall be interpreted as incorporating by reference the information presented under said specified captions.

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BY ORDER OF THE BOARD OF DIRECTORS

Marc D. Grodman, President

Elmwood Park, New Jersey  
June 14, 2007

20

ANNUAL MEETING OF STOCKHOLDERS OF  
BIO-REFERENCE LABORATORIES, INC.

JULY 19, 2007

Please date, sign and mail  
your proxy card in the  
envelope provided as soon  
as possible.

Please detach along perforated line and mail in the envelope provided.

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071907

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF DIRECTORS AND  
"FOR" PROPOSAL 2.

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR  
VOTE IN BLUE OR BLACK INK AS SHOWN HERE [X]

1. To elect two Class I directors, each to serve for a term of three years and  
until his successor is elected and qualified (Proposal One).

NOMINEES:

☐ FOR ALL NOMINEES

☐ Marc D. Grodman, M.D.

☐ Howard Dubinett

☐ WITHHOLD AUTHORITY  
FOR ALL NOMINEES

☐ FOR ALL EXCEPT  
(See instructions below)

INSTRUCTION: To withhold authority to vote for any individual nominee(s), mark  
"FOR ALL EXCEPT" and fill in the circle next to each nominee you  
wish to withhold, as shown here: ☐

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To change the address on your account, please check the box at right  
and indicate your new address in the address space above. Please note ☐  
that changes to the registered name(s) on the account may not be  
submitted via this method.  
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	FOR	AGAINST	ABSTAIN
2. In their discretion, on all other matters as shall properly come before the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL OF THE FOREGOING. UNLESS OTHERWISE SPECIFIED AS ABOVE, THIS PROXY WILL BE VOTED "FOR" THE ELECTION OF DIRECTORS (PROPOSAL ONE). IN ADDITION, DISCRETIONARY AUTHORITY IS CONFERRED AS TO ALL OTHER MATTERS THAT MAY COME BEFORE THE MEETING UNLESS SUCH AUTHORITY IS SPECIFICALLY WITHHELD. STOCKHOLDERS WHO ARE PRESENT AT THE MEETING MAY WITHDRAW THEIR PROXY AND VOTE IN PERSON IF THEY SO DESIRE.

PLEASE MARK, SIGN, AND RETURN YOUR PROXY PROMPTLY. NO POSTAGE IS REQUIRED IF RETURNED IN THE ENCLOSED ENVELOPE AND MAILED IN THE UNITED STATES. RECEIPT OF THE NOTICE OF ANNUAL MEETING OF STOCKHOLDERS, THE ACCOMPANYING PROXY STATEMENT OF THE BOARD OF DIRECTORS AND THE COMPANY'S ANNUAL REPORT FOR THE YEAR ENDED OCTOBER 31, 2006 IS ACKNOWLEDGED.

Signature of Stockholder \_\_\_\_\_ Date: \_\_\_\_\_

Signature of Stockholder \_\_\_\_\_ Date: \_\_\_\_\_

NOTE: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

BIO-REFERENCE LABORATORIES, INC.  
REVOCABLE PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS  
ANNUAL MEETING OF STOCKHOLDERS - JULY 19, 2007  
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned, a Stockholder of BIO-REFERENCE LABORATORIES, INC. (the "Company") hereby appoints Marc D. Grodman and Sam Singer or either of them, as proxy or proxies of the undersigned, with full power of substitution, to vote, in the name, place and stead of the undersigned, with all of the powers which the undersigned would possess if personally present, on behalf of the undersigned, all the shares which the undersigned is entitled to vote at the

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Annual Meeting of the Stockholders of BIO-REFERENCE LABORATORIES, INC. to be held at 9:00 A.M. (local time) on Thursday, July 19, 2007 at the Sheraton Crossroads Hotel, Crossroads Corporate Center, Route 17 North, Mahwah, New Jersey 07495-0001 and at any and all adjournments thereof. The undersigned directs that this proxy be voted as follows:

(CONTINUED AND TO BE SIGNED ON THE REVERSE SIDE)